



**MINERAL MOUNTAIN RESOURCES LTD.**

**CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

Nine Months Ended December 31, 2021

(Unaudited – Prepared by Management)

(EXPRESSED IN CANADIAN DOLLARS)

**NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL REPORT**

The accompanying unaudited interim financial report of the Company has been prepared by and is the responsibility of the Company's management. The Company's independent auditor has not performed a review of this financial report.

**MINERAL MOUNTAIN RESOURCES LTD.**  
**INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**  
(Unaudited – Prepared by Management)

	Note	December 31, 2021	March 31, 2021
<b>ASSETS</b>			
<b>Current assets</b>			
Cash		\$ 30,048	\$ 456,167
Sales tax recoverable		7,739	14,016
Prepaid expenses and deposits	4	162,089	151,340
		199,876	621,523
<b>Non-current assets</b>			
Exploration and evaluation assets	7	10,433,647	10,072,947
Restricted cash	5	24,552	24,495
Property and equipment	6	106,253	143,937
		10,564,452	10,241,379
<b>Total assets</b>		<b>\$ 10,764,328</b>	<b>\$ 10,862,902</b>
<b>LIABILITIES AND EQUITY</b>			
<b>Current liabilities</b>			
Trade and other payables	8	\$ 608,313	\$ 464,616
Amounts due to related parties	10	87,146	-
Lease liability – current portion	9	42,528	42,264
		737,987	506,880
<b>Non-current liabilities</b>			
Lease liability	9	56,012	77,858
<b>Total liabilities</b>		<b>793,999</b>	<b>584,738</b>
<b>Equity</b>			
Share capital		49,599,852	49,401,602
Share subscription proceeds		7,380	-
Share-based payments reserve		2,966,871	3,015,395
Deficit		(42,603,774)	(42,138,833)
<b>Total equity</b>		<b>9,970,329</b>	<b>10,278,164</b>
<b>Total liabilities and equity</b>		<b>\$ 10,764,328</b>	<b>\$ 10,862,902</b>

Commitments (Note 9)

Event after the reporting period (Note 18)

The financial statements were authorised for issue by the board of directors on February 28, 2022 and were signed on its behalf by:

*Nelson Baker*

Director

*Brian Corrall*

Director

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

**MINERAL MOUNTAIN RESOURCES LTD.**  
**INTERIM CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS**  
(Unaudited – Prepared by Management)

	Note	Three Months Ended December 31, 2021	Three Months Ended December 31, 2020	Nine Months Ended December 31, 2021	Nine Months Ended December 31, 2020
<b>EXPENSES</b>					
Consulting fees		\$ 32,088	\$ 38,550	\$ 47,445	\$ 83,550
Depreciation	5	11,387	13,748	36,156	41,246
Interest expenses		4,134	662	11,249	3,122
Management fee	10	83,500	81,000	245,500	243,000
Media and news dissemination		4,409	17,036	13,628	83,798
Office and miscellaneous	10	24,057	29,466	72,946	74,498
Professional fees		26,766	25,891	65,553	70,431
Rent		10,744	11,534	28,576	35,909
Share-based payments	12	-	-	117,173	50,921
Transfer agent and filing fees		12,933	10,881	34,554	31,112
<b>Loss before items below</b>		(210,018)	(228,768)	(672,780)	(717,587)
Interest income		29	142	29	142
Foreign exchange		31	6,555	(7,887)	60,905
Gain on sale of exploration and evaluation assets		-	-	50,000	-
<b>Comprehensive loss for the period</b>		\$ (209,958)	\$ (222,071)	\$ (630,638)	\$ (656,540)
<b>Basic and diluted loss per common share</b>	11	\$ (0.00)	\$ (0.00)	\$ (0.01)	\$ (0.01)

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

**MINERAL MOUNTAIN RESOURCES LTD.**  
**INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**  
(Unaudited – Prepared by Management)

	Note	Number of Shares	Share capital	Share subscription proceeds	Share-based payments reserve	Deficit	Total equity
Balance, March 31, 2021		102,208,369	\$ 49,401,602	\$ -	\$ 3,015,395	\$ (42,138,833)	\$ 10,278,164
Comprehensive loss for the period		-	-	-	-	(630,638)	(630,638)
Transactions with owners							
Private placements	11	1,333,340	200,001	-	-	-	200,001
Share subscription proceeds	11	-	-	7,380	-	-	7,380
Share issuance costs	11	-	(1,751)	-	-	-	(1,751)
Share-based payments	12	-	-	-	117,173	-	117,173
Adjustment on expiration of stock options		-	-	-	(165,697)	165,697	-
		1,333,340	198,250	7,380	(48,524)	165,697	322,803
Balance, December 31, 2021		103,541,709	\$ 49,599,852	\$ 7,380	\$ 2,966,871	\$ (42,603,774)	\$ 9,970,329

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

**MINERAL MOUNTAIN RESOURCES LTD.**  
**INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**  
(Unaudited – Prepared by Management)

	Note	Number of Shares	Share capital	Share-based payments reserve	Deficit	Total equity
Balance, March 31, 2020		92,959,003	\$ 46,985,827	\$ 2,957,823	\$ (41,225,764)	\$ 8,717,886
Comprehensive loss for the period		-	-	-	(656,540)	(656,540)
Transactions with owners						
Private placements	11	2,916,667	875,000	-	-	875,000
Share issuance costs	11	-	(64,525)	-	-	(64,525)
Exercise of stock options	11	200,000	86,745	(51,745)	-	35,000
Exercise of warrants	11	5,957,699	1,489,425	-	-	1,489,425
Share-based payments	12	-	-	50,921	-	50,921
Adjustment on expiration of stock options		-	-	(38,345)	38,345	-
		9,074,366	2,386,645	(39,169)	38,345	2,385,821
Balance, December 31, 2020		102,033,369	\$ 49,372,472	\$ 2,918,654	\$ (41,843,959)	\$ 10,447,167

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

**MINERAL MOUNTAIN RESOURCES LTD.**  
**INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**NINE MONTHS ENDED DECEMBER 31**  
(Unaudited – Prepared by Management)

	Note	2021	2020
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Net loss for the period	\$	(630,638)	\$ (656,540)
Items not affecting cash:			
Depreciation		36,156	41,246
Foreign exchange		(267)	805
Gain on sale of exploration and evaluation assets		(50,000)	-
Interest expense		10,282	3,122
Share-based payments		117,173	50,921
Changes in non-cash working capital items:			
Sales tax recoverable		6,277	(7,566)
Prepaid expenses and deposits		(10,539)	(25,407)
Trade and other payables		38,973	(23,449)
Amounts due to related parties		87,146	(91,449)
Net cash used in operating activities		(395,437)	(708,317)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Exploration and evaluation assets		(254,448)	(1,009,231)
Proceeds from sale of exploration and evaluation assets		50,000	-
Net cash used in investing activities		(204,448)	(1,009,231)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Proceeds from issuance of share capital		200,001	2,399,425
Share subscription proceeds		7,380	-
Share issuance costs		(1,751)	(64,525)
Payment of lease liability		(31,864)	(40,968)
Net cash provided by (used in) financing activities		173,766	2,293,932
<b>Change in cash during the period</b>		(426,119)	576,384
<b>Cash, beginning of the period</b>		456,167	130,475
<b>Cash, end of the period</b>	\$	30,048	\$ 706,859

Supplemental disclosures with respect to cash flows (Note 13)

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

**MINERAL MOUNTAIN RESOURCES LTD.**

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

NINE MONTHS ENDED DECEMBER 31, 2021

(Unaudited – Prepared by Management)

---

**1. NATURE OF BUSINESS**

Mineral Mountain Resources Ltd. (the “Company”) was incorporated on September 1, 2006 under the laws of British Columbia, Canada and maintains its head office at Suite 401, 1195 West Broadway, Vancouver, British Columbia, Canada, V6H 3X5. Its registered office is located at Suite 2300, 550 Burrard Street, Vancouver, British Columbia, Canada, V6C 2B5. The Company is engaged in the acquisition, exploration, and development of mineral properties in North America. The Company’s common shares are listed on the TSX Venture Exchange (TSX-V) under the symbol “MMV”, on the OTCQX under the symbol “MNRLF”, and on the Frankfurt Stock Exchange under the symbol “M8M”.

**2. BASIS OF PREPARATION**

These condensed interim consolidated financial statements of the Company have been prepared in accordance with International Financial Reporting Standards (“IFRS”), as issued by International Accounting Standards Board (“IASB”), applicable to the preparation of interim financial statements, including International Accounting Standard (“IAS”) 34 *Interim Financial Reporting*. The condensed unaudited interim financial statements do not include all of the disclosures required for a complete set of annual financial statements and should be read in conjunction with the audited annual consolidated financial statements for the year ended March 31, 2021, which have been prepared in accordance with IFRS as issued by the IASB.

These condensed interim consolidated financial statements incorporate the financial statements of the Company and its wholly-owned subsidiary, Mineral Mountain Resources (SD) Inc. All inter-company transactions, balances, income and expenses are eliminated in full on consolidation.

**Basis of measurement**

These consolidated financial statements have been prepared on a historical cost basis except for certain financial instruments that are measured at fair values. In addition these consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

**Functional and presentation currency**

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



**2. BASIS OF PREPARATION (cont'd...)**

**Going concern of operations**

The Company is an exploration stage company. The Company has a history of losses with no operating revenue. The ability of the Company to recover the costs it has incurred to date on the exploration and evaluation assets is dependent upon the Company being able to identify a commercial ore body, to finance its exploration and development costs and to resolve any environmental, regulatory, or other constraints which may hinder the successful development of the assets. The aforementioned factors indicate the existence of a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern.

The Company's ability to continue as a going concern is dependent on its ability to obtain adequate financing on reasonable terms from lenders, shareholders and other investors and/or to commence profitable operations in the future. Although the Company has been successful in raising funds in the past, there is no assurance that it will be able to obtain adequate financing in which case the Company may be unable to meet its obligations. The directors, after reviewing the current cash position and having considered the Company's ability to raise funds in the short term, adopt the going concern basis in preparing its consolidated financial statements.

These consolidated financial statements do not include adjustments that would be required if going concern is not an appropriate basis for preparation of the financial statements. These adjustments could be material.

In March 2020 the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is currently not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or ability to raise funds. The Company is closely monitoring the impact of the pandemic on all aspects of its business.

**Significant estimates and assumptions**

The preparation of these consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the period. Actual results could differ from these estimates. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised. Significant areas requiring the use of management estimates include:

- i) The determination of the fair value of stock options and agent's warrants using stock pricing models, require the input of highly subjective assumptions, including the expected price volatility. Changes in the subjective input assumptions could materially affect the fair value estimate.
- ii) The determination of deferred income tax assets or liabilities requires subjective assumptions regarding future income tax rates and the likelihood of utilizing tax carry-forwards. Changes in these assumptions could materially affect the recorded amounts.

**2. BASIS OF PREPARATION (cont'd...)**

**Significant judgments**

The preparation of these consolidated financial statements requires management to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments in applying the Company's financial statements include:

- i) Recorded costs of exploration and evaluation assets are not intended to reflect present or future values of these assets. The assessment of indications of impairment loss and the reversal of an impairment loss and the measuring of the recoverable amount when impairment tests have been prepared involve judgment. The recorded costs are subject to measurement uncertainty and it is reasonably possible, based on existing knowledge, that change in future conditions could require a material change in the recognized amount.
- ii) The assessment of the Company's ability to continue as a going concern involves judgment regarding future funding available for its exploration projects and working capital requirements and whether there are events or conditions that may give rise to significant uncertainty.
- iii) The classification of financial instruments.
- iv) The determination of whether it is likely that future taxable profits will be available to utilize against any deferred tax assets.
- v) The determination of whether a decline in the fair value of a financial asset classified as available-for-sale is prolonged and /or significant and is therefore an impairment.

**3. SIGNIFICANT ACCOUNTING POLICIES**

The accounting policies set out in the Company's audited annual consolidated financial statements for the year ended March 31, 2021 were consistently applied to all the periods presented unless otherwise noted below.

**New accounting standards**

The Company has reviewed future new and amended IFRS pronouncements and determined that there are no standards that are not yet effective that would be expected to have a material impact on the Company's consolidated financial statements.

**4. PREPAID EXPENSES AND DEPOSITS**

	December 31, 2021	March 31, 2021
Exploration deposits	\$ 25,934	\$ 25,704
Prepaid expenses	105,705	95,186
Rental deposit	30,450	30,450
	<b>\$ 162,089</b>	<b>\$ 151,340</b>

**MINERAL MOUNTAIN RESOURCES LTD.**

## NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

NINE MONTHS ENDED DECEMBER 31, 2021

(Unaudited – Prepared by Management)

**5. RESTRICTED CASH**

The Company has provided corporate credit cards to its Chief Executive Officer with a credit limit totalling \$21,400 (\$15,000 in Canadian and \$5,000 in US) for the Company's expenses. As collateral for the credit cards, the Company has a one-year term deposit of \$17,250 earning average annual interest at the prime rate minus 2.27% and a one-year US term deposit of US\$5,750 earning annual interest of 0.2%. As at December 31, 2021, the credit cards had an outstanding balance of \$2,625 (March 31, 2021 - \$58) in total.

**6. PROPERTY AND EQUIPMENT**

	Right-of-use asset	Computer equipment	Office equipment	Field equipment	Total
<b>Cost</b>					
Balance as at March 31 and December 31, 2021	\$ 214,457	\$ 7,970	\$ 13,299	\$ 20,367	\$ 256,093
<b>Accumulated depreciation</b>					
Balance as at March 31, 2021	85,783	5,977	7,780	12,616	112,156
Depreciation for the period	32,168	1,993	1,995	1,528	37,684
Balance as at December 31, 2021	117,951	7,970	9,775	14,144	149,840
Net value as at December 31, 2021	\$ 96,506	\$ -	\$ 3,524	\$ 6,223	\$ 106,253
<b>Cost</b>					
Balance as at March 31, 2020	\$ 96,702	\$ 7,970	\$ 13,299	\$ 20,367	\$ 138,338
Additions	117,755	-	-	-	117,755
Balance as at March 31, 2021	214,457	7,970	13,299	20,367	256,093
<b>Accumulated depreciation</b>					
Balance as at March 31, 2020	48,351	1,992	5,121	10,579	66,043
Depreciation for the year	37,432	3,985	2,659	2,037	46,113
Balance as at March 31, 2021	85,783	5,977	7,780	12,616	112,156
Net value as at March 31, 2021	\$ 128,674	\$ 1,993	\$ 5,519	\$ 7,751	\$ 143,937

During the nine months ended December 31, 2021, the Company expensed \$36,156 (2020 - \$41,246) in depreciation to the statement of comprehensive loss and capitalized \$1,528 (2020 - \$1,528) to exploration and evaluation assets.

**MINERAL MOUNTAIN RESOURCES LTD.**  
NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS  
NINE MONTHS ENDED DECEMBER 31, 2021  
(Unaudited – Prepared by Management)

**7. EXPLORATION AND EVALUATION ASSETS**

	March 31, 2020	Additions	March 31, 2021	Additions	December 31, 2021
<b>Standby Gold Project, South Dakota</b>					
Acquisition costs					
Option payments	\$ 2,150,850	\$ -	\$ 2,150,850	\$ -	\$ 2,150,850
Staking and other property costs	1,212,511	118,767	1,331,278	117,535	1,448,813
	3,363,361	118,767	3,482,128	117,535	3,599,663
Exploration costs					
Assays	130,567	2,093	132,660	64,008	196,668
Drilling	3,388,602	-	3,388,602	30,008	3,418,610
Equipment rental	101,067	15,267	116,334	8,107	124,441
Field work	180,100	19,655	199,755	2,710	202,465
Geological consulting	1,287,506	119,237	1,406,743	72,806	1,479,549
Geophysical survey	359,604	86,750	446,354	900	447,254
Miscellaneous	361,755	184,793	546,548	25,434	571,982
State and local taxes	173,372	7,114	180,486	39,192	219,678
Travel	162,827	10,510	173,337	-	173,337
	6,145,400	445,419	6,590,819	243,165	6,833,984
	\$ 9,508,761	\$ 564,186	\$ 10,072,947	\$ 360,700	\$ 10,433,647

**MINERAL MOUNTAIN RESOURCES LTD.**

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

NINE MONTHS ENDED DECEMBER 31, 2021

(Unaudited – Prepared by Management)

---

**7. EXPLORATION AND EVALUATION ASSETS (cont'd...)**

**Standby Gold Project, South Dakota**

The Company's Standby Gold project is located in the Rochford Mining District of the Black Hills, South Dakota. The Standby project includes the following properties:

Rochford Claims

During the year ended March 31, 2013, the Company staked 289 unpatented mineral claims ("Rochford Claims") situated in the Rochford Mining District of the Black Hills, South Dakota, at a cost of \$191,390.

During the year ended March 31, 2017, the Company staked an additional 150 unpatented federal lode mining claims for approximately \$81,400.

BHB Claims

On March 7, 2016, the Company and its wholly-owned US subsidiary entered into a purchase and sale agreement ("BHB Agreement") with four individuals (collectively the "Owners") to purchase a 100% interest in 19 unpatented lode mineral claims ("BHB Claims") located in the Rochford Mining District and the historical database pertaining to the BHB Claims in consideration of 4,000,000 shares of the Company (issued during the year ended March 31, 2017 with a fair value of \$1,500,000).

In addition, the Company agreed to grant the Owners a collective 2% net smelter returns royalty ("NSR") on the BHB Claims, a collective 1% NSR on the Company's Rochford Claims and a collective 1.5% NSR on claims falling within the area of mutual interest ("Area of Interest Claims Royalty"). The Area of Interest Claims Royalty will only be granted if the acquired property or properties are not already burdened with a royalty.

Standby Property

On September 2, 2016, the Company and its wholly-owned US subsidiary entered into an option agreement to acquire a 100% interest in the 9 patented lode mineral claims located in the Rochford Mining District. Pursuant to the option agreement, the Company made cash payments of US\$500,000 to the optionor and earned a 100% interest in the Standby Property.

In addition, the Company agreed to grant the optionor a 2% NSR and the Company has the option to purchase up to one-half of the NSR (1% NSR) at the price of US\$1,500,000 for 1% NSR or a proportionate amount if the Company purchases less than 1% of the NSR.

On September 23, 2016, the Company purchased a digital database relating to the Standby property in consideration of US\$75,000 (paid) and 500,000 common shares of the Company (issued).

**Straw Lake Property, Ontario**

The Company holds a 100% interest in certain mineral claims in the Kenora Mining District in northwestern Ontario, previously known as the Straw Lake project. On June 3, 2021, the Company entered into an agreement to sell its interest in the Straw Lake claims for a total of \$200,000, receivable in four equal installments over a three year period. The Company received the first instalment of \$50,000 upon the signing of the agreement.

**MINERAL MOUNTAIN RESOURCES LTD.**  
NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS  
NINE MONTHS ENDED DECEMBER 31, 2021  
(Unaudited – Prepared by Management)

**8. TRADE AND OTHER PAYABLES**

	December 31, 2021	March 31, 2021
Trade payables	\$ 606,513	\$ 445,616
Accrued expenses	1,800	19,000
	<b>\$ 608,313</b>	<b>\$ 464,616</b>

Trade payables of the Company are principally comprised of amounts outstanding for trade purchases relating to exploration activities and accrued expenses for operating activities. The usual credit period taken for trade purchases is between 30 to 90 days.

**9. LEASE LIABILITY**

A continuity of the Company's lease liability is as follows:

Balance as at March 31, 2020	\$	51,234
Interest accrued		5,758
Additional lease liability recognized due to modification		117,755
Lease payment paid during the year		(54,625)
Balance as at March 31, 2021	\$	120,122
Interest accrued		10,282
Lease payment paid during the period		(31,864)
Balance as at December 31, 2021	\$	98,540
Current liability	\$	42,528
Long-term liability	\$	56,012

The Company discounted remaining lease payments using its incremental borrowing rate, which was a weighted-average rate of 12%. The Company's share of operating costs for the nine months ended December 31, 2021 were \$28,576 (2020 - \$35,909) which are variable and were therefore expensed in net loss.

The Company has entered into an office lease agreement for its office premises for a term ending March 31, 2024. The undiscounted future lease payments are as follows:

2022	13,656
2023	45,521
2024	<u>54,625</u>
	<b>\$ 113,802</b>

**MINERAL MOUNTAIN RESOURCES LTD.**

## NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

NINE MONTHS ENDED DECEMBER 31, 2021

(Unaudited – Prepared by Management)

**10. RELATED PARTY TRANSACTIONS**

Key management personnel include directors (executive and non-executive) and senior officers of the Company. The compensation paid or payable to key management personnel during the nine month periods ended December 31 is as follows:

	2021	2020
Management fees	\$ 245,500	\$ 243,000
Professional fees	45,985	45,710
Share-based payments	100,434	18,291
Total	\$ 391,919	\$ 307,001

The Company entered into the following transactions relating to key management personnel and entities over which they have control or significant influence during the nine month periods ended December 31, 2021:

- Incurred management fees of \$90,000 (2020 - \$90,000) to a company controlled by the President of the Company.
- Incurred management fees of \$45,000 (2020 - \$45,000) to a company controlled by a director of the Company.
- Incurred management fees of \$63,000 (2020 - \$63,000) to a director of the Company.
- Incurred management fees of \$2,500 (2020 - \$nil) to the Chief Financial Officer of the Company
- Incurred professional fees of \$nil (2020 - \$10,985) to a company which a director of the Company is an officer.
- Incurred professional fees of \$32,355 (2020 - \$34,725) and management of \$45,000 (2020 - \$45,000) to a company controlled by the former Chief Financial Officer of the Company.
- Incurred professional fees of \$13,630 (2020 - \$nil) and other fees of \$945 (2020 - \$nil) to a company with the Secretary in common with the Company.

The Company has entered into four consulting agreements with a director and three companies controlled separately by two directors and an officer of the Company for management and corporate consulting services for a total monthly fee of \$22,000 plus applicable taxes. These agreements are for a one year term and continue thereafter on a month to month basis and may be terminated with a six month notice or a termination payment equal to six months' remuneration.

## 11. SHARE CAPITAL

### Authorized share capital

The Company has authorized an unlimited number of common shares with no par value.

### Issued share capital

At December 31, 2021, the Company had 103,541,709 common shares outstanding (March 31, 2021 - 102,208,369).

### Share issuance

During the nine months ended December 31, 2021, the Company completed a non-brokered private placement of 1,333,340 units at a price of \$0.15 per unit for gross proceeds of \$200,001. Each unit is comprised of one common share and one share purchase warrant; each warrant entitles the holder to acquire one additional common share for a period of 12 months at an exercise price of \$0.30. No value was allocated to the warrants based on the residual method. The Company also incurred filing expenses of \$1,751 in connection with the private placement.

During the year ended March 31, 2021, the Company:

- a) Completed a non-brokered private placement of 2,916,667 units at a price of \$0.30 per unit for gross proceeds of \$875,000. Each unit is comprised of one common share and one share purchase warrant; each warrant entitles the holder to acquire one additional common share for a period of 12 months at an exercise price of \$0.40. No value was allocated to the warrants based on the residual method. The Company paid \$59,150 as finders' fees. The Company also incurred filing and other expenses of \$5,375 in connection with the private placement.
- b) Issued 375,000 common shares at \$0.175 per share upon the exercise of stock options for proceeds of \$65,625. Accordingly, \$50,250 was transferred from share-based payments reserve to share capital.
- c) Issued 5,957,699 common shares at \$0.25 per share upon the exercise of warrants for proceeds of \$1,489,425.

### Basic and diluted loss per share

The calculation of basic and diluted loss per share for the nine months ended December 31, 2021 was based on the loss attributable to common shareholders of \$630,638 (2020 - \$656,540) and a weighted average number of common shares outstanding of 102,902,946 (2020 - 96,822,382).

At December 31, 2021, 6,675,000 stock options (2020 - 6,125,000) and 6,663,940 warrants (2020 - 9,302,180) were excluded from the diluted weighted average number of common shares calculation as their effect would have been anti-dilutive.



**12. SHARE-BASED PAYMENTS**

**Stock options**

The Company has adopted an incentive rolling stock option plan (the “Plan”) under which it is authorized to grant options to directors, officers, employees and consultants enabling them to acquire up to a maximum of 10% of the issued and outstanding common shares of the Company. The options can be granted for a maximum term of 5 years and vest as determined by the board of directors. Options granted to employees or consultants performing investor relations will vest in stages over 12 months with no more than one quarter of the options vesting in any three month period. The exercise price of options granted under the Plan shall not be less than the closing price of the Company’s shares on the trading day immediately preceding the date of grant, less the discount permitted under the TSX-V’s policies.

Stock option transactions are summarized as follows:

	Number of Options	Weighted Average Exercise Price
Balance, March 31, 2020	6,200,000	\$ 0.26
Granted	2,275,000	0.25
Exercised	(375,000)	0.18
Cancelled/expired	(675,000)	0.32
Balance, March 31, 2021	7,425,000	\$ 0.25
Cancelled/expired	(750,000)	0.25
Balance, December 31, 2021	6,675,000	\$ 0.25
Exercisable at December 31, 2021	6,675,500	\$ 0.25
Weighted average fair value of options granted during the period	\$ nil	(2020 - \$ nil)

The options outstanding at December 31, 2021 have exercise prices in the range of \$0.15 to \$0.455 and a weighted average remaining contractual life of 2.46 years.

For the nine months ended December 31, 2021, the Company recognized share based payment expense of \$117,173 (2020 - \$50,921) for the portion of stock options that vested during the period.

**MINERAL MOUNTAIN RESOURCES LTD.**  
NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS  
NINE MONTHS ENDED DECEMBER 31, 2021  
(Unaudited – Prepared by Management)

**12. SHARE-BASED PAYMENTS (Cont'd...)**

**Stock options (Cont'd...)**

As at December 31, 2021 the following stock options were outstanding:

Number of Options	Exercise Price	Expiry Date
650,000	\$ 0.175	October 7, 2022
1,275,000	\$ 0.35	January 8, 2023
150,000	\$ 0.39	January 18, 2023
300,000	\$ 0.395	January 20, 2023
325,000	\$ 0.25	January 21, 2024
250,000	\$ 0.15	April 9, 2024
1,575,000	\$ 0.175	October 7, 2024
200,000	\$ 0.40	January 3, 2025
1,950,000	\$ 0.25	January 21, 2026
<b>6,675,000</b>		

**Warrants**

Warrants are issued as private placement incentives. Value was allocated to the warrants issued with private placement units based on the residual method. Agents' warrants are measured at fair value on the date of the grant as determined using the Black-Scholes option pricing model.

Warrant transactions are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price
Balance, March 31, 2020	33,797,879	\$ 0.38
Warrants granted	2,916,667	0.40
Warrants exercised	(5,957,699)	0.25
Agents' warrants expired	(258,412)	0.40
Warrants expired	(22,251,168)	0.41
Balance, March 31, 2021	8,247,267	\$ 0.40
Warrants granted	1,333,340	0.30
Warrants expired	(2,916,667)	0.40
<b>Balance, December 31, 2021</b>	<b>6,663,940</b>	<b>\$ 0.38</b>

The warrants outstanding at December 31, 2021 have exercise prices in the range of \$0.30 to \$0.40 and a weighted average remaining contractual life of 0.48 year.

**MINERAL MOUNTAIN RESOURCES LTD.**  
**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**  
**NINE MONTHS ENDED DECEMBER 31, 2021**  
(Unaudited – Prepared by Management)

**12. SHARE-BASED PAYMENTS (Cont'd...)**

**Warrants (Cont'd...)**

As at December 31, 2021, the following warrants were outstanding:

Number of Warrants	Exercise Price	Expiry Date
5,330,600	\$ 0.40	December 5, 2021
1,333,340	\$ 0.30	September 10, 2022
6,663,940		

**13. SUPPLEMENTAL CASH FLOW INFORMATION**

Significant non-cash investing and financing transactions during the nine month period ended December 31, 2021 included:

- (a) The Company allocated depreciation of equipment of \$1,528 to exploration and evaluation assets.
- (b) Included in trade and other payables are \$524,041 related to exploration and evaluation assets.

Significant non-cash investing and financing transactions during the nine month period ended December 31, 2020 included:

- (a) The Company allocated depreciation of equipment of \$1,528 to exploration and evaluation assets.
- (b) Included in trade and other payables are \$426,068 related to exploration and evaluation assets.

**14. CAPITAL MANAGEMENT**

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern, pursue exploration of its mineral property interest and to maintain a flexible capital structure for the benefits of its stakeholders. In the management of capital, the Company includes components of shareholders' equity in the definition of capital.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristic of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue common shares or dispose of assets.

Management reviews the capital structure on a regular basis to ensure that the Company's capital management objectives are achieved. There was no change in the Company's approach to capital management from the prior year. The Company's capital is not subject to any external restrictions.

## 15. FINANCIAL INSTRUMENTS

The Company classified its financial instruments as follows: cash and restricted cash classified as subsequently measured at amortized cost; trade and other payables as subsequently measured at amortized cost financial liabilities. The carrying amount of financial assets and liabilities carried at amortized cost is a reasonable approximation of fair value due to the relatively short period to maturity of these financial instruments.

### **Financial risk management**

The Company's financial risks arising from its financial instruments are credit risk, liquidity risk, interest rate risk and foreign exchange rate risk. The Company's exposures to these risks and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

#### *Credit risk*

Credit risk is the risk of potential loss to the Company if the counter party to a financial instrument fails to meet its contractual obligations. The credit risk of the Company is associated with cash and restricted cash. The credit risk with respect to its cash and restricted cash is minimal as they are held with high-credit quality financial institutions. Management does not expect these counterparties to fail to meet their obligations.

#### *Liquidity risk*

Liquidity risk is the risk that the Company will not meet its obligations associated with its financial liabilities as they fall due. The Company performs cash flow forecasting for each fiscal year to ensure there is sufficient cash available to fund its projects and operations. As at December 31, 2021, the Company had a cash balance of \$30,048 and current liabilities of \$737,987. The Company's financial liabilities include trade and other payables which have contractual maturities of 30 days or are due on demand.

At present, the Company's operations do not generate cash flow. The Company's primary source of funding has been the issuance of equity securities through private placements and the exercise of stock options and warrants as well as loans from related parties. The Company announced a \$5 million USD private placement in November 2021 and anticipates closing this financing in first/second quarter 2022.

#### *Interest rate risk*

Interest risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in the market interest rates. The Company is exposed to interest rate risk to the extent that the cash maintained at the financial institutions. The interest rate risks on cash and restricted cash are not considered significant due to their short-term nature and maturity.

#### *Foreign exchange rate risk*

Foreign exchange risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars. The Company funds certain operations, exploration and administrative expenses in the United States by using US dollars converted from its Canadian bank accounts. At December 31, 2021, the Company had financial assets of \$11,661 and financial liabilities of \$520,126 denominated in United States dollars. A 10% strengthening of the US dollar would affect net loss by approximately \$51,000. The Company does not hedge its foreign exchange risk.

**16. FAIR VALUE MEASUREMENTS**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value hierarchy establishes three levels to classify the inputs to valuation techniques used to measure fair value. Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2 inputs are quoted prices in markets that are not active, quoted prices for similar assets or liabilities in active markets, inputs other than quoted prices that are observable for the asset or liability, or inputs that are derived principally from or corroborated by observable market data or other means. Level 3 inputs are unobservable (supported by little or no market activity). The fair value hierarchy gives the highest priority to Level 1 inputs and the lowest priority to Level 3 inputs.

As at December 31, 2021, the Company has no financial assets or financial liabilities measured at fair value. There have been no changes in these levels and no changes in classifications during the nine months ended December 31, 2021.

**17. SEGMENTED INFORMATION**

**Operating segments**

The Company operates in a single reportable segment – the acquisition, exploration and development of mineral properties.

**Geographic segments**

The Company’s non-current assets are located in Canada the USA as follows:

At December 31, 2021:

	Canada	USA	Total
Property and equipment	\$ 100,030	\$ 6,223	\$ 106,253
Exploration and evaluation assets	-	10,433,647	10,433,647
	\$ 100,030	\$ 10,439,870	\$ 10,539,900

At March 31, 2021:

	Canada	USA	Total
Property and equipment	\$ 136,186	\$ 7,751	\$ 143,937
Exploration and evaluation assets	-	10,072,947	10,072,947
	\$ 136,186	\$ 10,080,698	\$ 10,216,884

**18. EVENT AFTER THE REPORTING PERIOD**

Subsequent to December 31, 2021, the Company received loans totalling \$20,000 from two related parties. These loans are unsecured, bear interest at 5% per annum and are payable on demand.