Trillium Gold Mines Inc.

Interim Condensed Consolidated Financial Statements

Nine Months Ended March 31, 2021 and 2020

(Expressed in Canadian Dollars)

(Unaudited)

NOTICE OF NO AUDITOR REVIEW OF INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The accompanying unaudited interim condensed consolidated financial statements of Trillium Gold Mines Inc. for the nine months ended March 31, 2021, have been prepared by the management of the Company and approved by the Company's Audit Committee and the Company's Board of Directors.

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

The accompanying unaudited interim condensed consolidated financial statements of the Company have been prepared by and are the responsibility of the Company's management.

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

TRILLIUM GOLD MINES INC.
Interim Condensed Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)
(Unaudited)

	Notes	March 31, 2021	June 30, 2020
		$	$
ASSETS			
Current assets			
Cash		5,597,782	1,831,921
Receivables	5	202,379	21,827
Prepaid expenses		214,063	5,133
Total current assets		6,014,224	1,858,881
Non-current assets			
Rental deposits		6,000	-
Equipment	6	6,746	-
Right-of-use assets	13	50,405	-
Exploration and evaluation assets	7 & 8	8,390,662	4,408,002
Total assets		14,468,037	6,266,883
LIABILITIES			
Current liabilities			
Payables and accruals	9 & 12	453,584	746,461
Due to shareholders	12	-	28,500
Loans payable	10	-	84,675
Lease liabilities - current portion	13	27,906	-
Total current liabilities		481,490	859,636
Non-current liabilities			
Lease liabilities - non-current portion	13	23,229	-
Flow through premium liability	11	1,270,626	-
Total liabilities		1,775,345	859,636
SHAREHOLDERS' EQUITY			
Equity attributable to shareholders			
Share capital	11	44,019,999	27,695,650
Shares to be issued	7	-	1,608,750
Reserves	11	5,510,512	3,923,704
Accumulated deficit		(36,837,819)	(27,820,857)
Total shareholders' equity		12,692,692	5,407,247
Total liabilities and shareholders' equity		14,468,037	6,266,883

Nature and Continuance of Operations (note 1)
Subsequent Events (note 19)

These interim condensed consolidated financial statements are authorized for issue by the Board of Directors on May 31, 2021. They are signed on the Company’s behalf by:

On behalf of the Board:

“Robert Kang”	Director	*“David Velisek”*	Director
Robert Kang		David Velisek	

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

TRILLIUM GOLD MINES INC.
Interim Condensed Consolidated Statements of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)
(Unaudited)

	Notes	Three months ended March 31, 2021	Three months ended March 31, 2020	Nine months ended March 31, 2021	Nine months ended March 31, 2020
		$	$	$	$
Expenses					
Bank charges and interest		1,529	94	5,954	273
Consulting fees	12	113,577	78,000	435,552	247,000
Depreciation	6 & 13	7,602	-	7,952	-
Directors' fees	12	15,000	-	40,000	-
Exploration and evaluation expenditures	8	1,743,161	11,261	3,793,224	64,951
Filing fees		23,614	28,666	168,290	34,095
Insurance		9,027	2,115	22,680	5,363
Interest expense on lease liabilities	13	1,664	-	1,664	-
Meals and entertainment		1,132	1,738	20,393	3,314
Management fees	12	67,500	-	200,000	-
Marketing and investor relations		849,132	-	2,438,080	-
Office expenses		31,392	8,036	68,506	22,493
Professional fees		97,230	2,840	759,682	30,320
Project investigation		-	-	-	908
Share-based payments	11	485,769	-	1,273,261	-
Shareholder information		-	143	3,031	2,325
Transfer agent fees		5,143	5,893	21,384	10,570
Travel and accommodation		3,182	3,098	27,856	10,199
Wages		85,228	-	183,725	-
		(3,540,882)	(141,884)	(9,471,234)	(431,811)
Interest and miscellaneous income		2,891	1,231	16,736	2,850
Recognition of flow-through premium liability	11	552,249	-	840,862	-
Gain (loss) on debt settlement	11	-	-	(403,326)	61,275
Loss for the period		(2,985,742)	(140,653)	(9,016,962)	(367,686)
Total loss and comprehensive loss for the period		(2,985,742)	(140,653)	(9,016,962)	(367,686)

Loss per share (note 14)

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

TRILLIUM GOLD MINES INC.
Interim Condensed Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars)
(Unaudited)

For the Nine Months Ended March 31,	**2021**	**2020**
	$	$
Cash provided by (used in):		
Operating activities:		
Loss for the period	(9,016,962)	(367,686)
Items not involving cash:		
(Gain) loss on debt settlement	403,326	(61,275)
Interest income	(16,736)	(2,850)
Depreciation	7,952	-
Interest expense on lease liabilities	1,664	-
Share-based payments	1,273,261	-
Recognition of flow-through premium liability	(840,862)	-
Changes in non-cash working capital:		
Receivables	(180,552)	(90)
Prepaid expenses	(208,930)	(4,518)
Rental deposits	(6,000)	-
Payables and accruals	165,223	(2,500)
Due to shareholders	(28,500)	-
	(8,447,116)	(438,919)
Investing activities:		
Exploration and evaluation assets	(1,482,200)	(12,000)
Purchase of equipment	(7,497)	-
Acquisition of lease properties	(57,606)	-
Interest received	16,736	2,850
	(1,530,567)	(9,150)
Financing activities:		
Proceeds from shares issued	14,127,158	1,000,000
Proceeds from exercise of warrants	314,740	-
Proceeds from exercise of options	225,000	-
Payments received on finance lease	57,606	-
Payments of lease obligations	(8,135)	-
Share issuance costs	(888,150)	-
Repayment of loan	(84,675)	-
	13,743,544	1,000,000
Net change in cash	3,765,861	551,931
Cash, beginning of period	1,831,921	435,294
Cash, end of period	5,597,782	987,225

Supplemental disclosure with respect to cash flows (note 16)

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

TRILLIUM GOLD MINES INC.
Interim Condensed Consolidated Statements of Changes in Shareholders' Equity
(Expressed in Canadian Dollars)
(Unaudited)

	Share Capital					
	Number of Shares	Amount	Shares to be issued	Reserves	Deficit	Total Shareholders' Equity
		$		$	$	$
Balance - June 30, 2019	9,063,489	24,144,725	-	2,955,549	(26,213,763)	886,511
Private placement	4,166,667	1,000,000	-	-	-	1,000,000
Issued to finders	42,291	10,150	-	-	-	10,150
Share issuance costs	-	(10,150)	-	-	-	(10,150)
Loss for the period	-	-	-	-	(367,686)	(367,686)
Balance - March 31, 2020	**13,272,447**	**25,144,725**	**-**	**2,955,549**	**(26,581,449)**	**1,518,825**
Balance - June 30, 2020	20,922,447	27,695,650	1,608,750	3,923,704	(27,820,857)	5,407,247
Issued for:						
Private placement	4,451,900	5,026,970	-	-	-	5,026,970
Flow-through private placement	4,111,000	9,100,188	-	-	-	9,100,188
Warrants exercised	842,267	362,817	-	(48,077)	-	314,740
Options exercised	300,000	436,527	-	(211,527)	-	225,000
Share issuance costs	-	(1,311,641)	-	423,491	-	(888,150)
Shares issued for debt settlement	497,934	861,426	-	-	-	861,426
Shares issued for property acquisition	4,810,000	3,959,550	(1,608,750)	149,660	-	2,500,460
Share-based payments	-	-	-	1,273,261	-	1,273,261
Flow-through premium liability	-	(2,111,488)	-	-	-	(2,111,488)
Loss for the period	-	-	-	-	(9,016,962)	(9,016,962)
Balance - March 31, 2021	**35,935,548**	**44,019,999**	**-**	**5,510,512**	**(36,837,819)**	**12,692,692**

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

1. NATURE AND CONTINUANCE OF OPERATIONS

Trillium Gold Mines Inc. (the “Company” or “Trillium”) was incorporated on November 3, 2005 under the Business Corporations Act (British Columbia) and trades on the TSX Venture Exchange (“TSX-V”) under the symbol “TGM”. The Company’s principal business activity is the exploration and evaluation assets.

The amounts shown as exploration and evaluation assets represent net acquisition costs to date, less any amounts amortized and/or written down and any additional amounts required to place these assets into commercial production are dependent upon certain factors. These factors include the existence of ore deposits sufficient for commercial production and the Company's ability to obtain the required additional financing necessary to develop these assets.

The Company has working capital as at March 31, 2021 of $5,532,734 and an accumulated deficit of $36,837,819.

These unaudited interim condensed consolidated financial statements have been prepared under the assumptions of a going-concern, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. The Company has incurred losses from inception and does not currently have the financial resources to maintain its operations. The Company’s continuation as a going concern is dependent upon the successful results from its exploration activities and its ability to attain profitable operations and generate funds from these operations and/or raise equity capital or borrowings sufficient to meet current and future obligations. These material uncertainties may cast significant doubt about the Company’s ability to continue as a going concern.

Failure to arrange adequate financing on acceptable terms and/or achieve profitability may have an adverse effect on the financial position, results of operations, cash flows and prospects of the Company. These interim condensed consolidated financial statements do not give effect to adjustments to assets or liabilities that would be necessary should the Company be unable to continue as a going-concern.

The financial information is presented in Canadian Dollars (CDN$), which is the functional currency of the Company and its subsidiaries.

The head office and principal address of the Company is located at Suite 2250, 1055 West Hastings Street, Vancouver, British Columbia, V6E 2E9.

Effective February 12, 2020, the Company consolidated its issued and outstanding share capital on the basis of one (1) post consolidation share for each two (2) pre-consolidation common shares. Outstanding stock options and warrants were adjusted by the same consolidation ratio. All references to shares and per share amounts have been retroactively restated to give effect to the consolidation.

On January 1, 2021, the Company amalgamated with its subsidiaries, 1106877 B.C. Ltd. and Canadian Shield and continue as one company. No securities were issued in connection with the amalgamation. The shares of 1106877 B.C. Ltd. and Canadian Shield were cancelled on the amalgamation without any repayment of capital in respect of them.

1. NATURE AND CONTINUANCE OF OPERATIONS (continued)

COVID-19

Given the ongoing and dynamic nature of the circumstances surrounding the COVID-19 pandemic, it is difficult to predict how significant the impact of COVID-19, including any responses to it, will be on the global economy and the business of the Company or for how long any disruptions are likely to continue. The extent of such impact will depend on future developments, which are highly uncertain, rapidly evolving and difficult to predict, including new information which may emerge about COVID-19 and additional actions which may be taken to contain it. Such developments could have a material adverse effect on the Company's business, financial condition, results of operations and cash flow, and exposure to credit risk. The Company is constantly evaluating the situation and monitoring any impacts or potential impacts to its business.

2. BASIS OF PRESENTATION

Statement of compliance

The unaudited interim condensed consolidated financial statements have been prepared in accordance with International Accounting Standards ("IAS") 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB"). Accordingly, certain disclosures included in the June 30, 2020 audited consolidated financial statements prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the IASB have been condensed or omitted and these unaudited condensed consolidated interim financial statements should be read in conjunction with the Company's audited consolidated financial statements for the year ended June 30, 2020.

The accounting policies applied in these interim condensed consolidated financial statements are consistent with those applied and disclosed in the Company's audited consolidated financial statements for the year ended June 30, 2020 except those disclosed in note 3. The Company's interim results are not necessarily indicative of its results for a full year.

Basis of measurement

The interim condensed consolidated financial statements have been prepared under the historical cost basis, except for certain financial instruments measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for certain cash flow information. The measurement bases are fully described in the accounting policies below.

It should be noted that accounting estimates and assumptions are used in preparation of the interim condensed consolidated financial statements. Although these estimates are based on management's best knowledge and judgement of current events and actions, actual results may ultimately differ from those estimates. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the interim condensed consolidated financial statements are disclosed in note 4.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in these interim condensed consolidated financial statements.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

a) Equipment (continued)

Equipment is recorded at cost less accumulated depreciation. The cost of an item consists of the purchase price, any costs directly attributable to bringing the asset to the location and condition necessary for its intended use.

Depreciation is calculated using the declining balance method to write off the cost of asset, less the estimated residual value, at the following rates:

Computer equipment	30%

The asset's residual values, depreciation method and useful lives are reviewed and adjusted if appropriate at each reporting date.

An item is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain and loss arising on disposal of the asset, determined as the difference between the net disposal proceeds and the carrying amount of the asset, is recognize in profit or loss.

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. All other costs, such as repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

b) Leases

At inception of a contract, the Company assesses whether a contract is, or contains, a lease by determining whether the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. A right of use asset and lease liability is recognized at the lease commencement date. The right of use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right of use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, including periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date. The lease payments are discounted using the implicit interest rate in the lease. If the rate cannot be readily determined, the Company's incremental rate of borrowing is used. The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option.

If a right-of-use asset is re-leased, the corresponding right-of-use asset is derecognized and an investment asset is recorded at the present value of the lease income not paid at the commencement date discounted using the implicit rate in the lease or the Company's incremental rate of borrowing.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The Company has elected not to recognize right of use assets and lease liabilities for leases for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Company recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

The effect of a change in an accounting estimate is recognized prospectively by including it in profit or loss in the period of the change, if the change affects that period only, or in the period of the change and future periods, if the change affects both.

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the interim condensed consolidated financial statements within the next financial year are discussed below:

Acquisition of Assets

The determination of whether a set of assets acquired and liabilities assumed constitute a business may require the Company to make certain judgments, taking into account all facts and circumstances. A business is presumed to be an integrated set of activities and assets capable of being conducted and managed for the purpose of providing a return in the form of dividends, lower costs or economic benefits. The transactions with Canadian Shield Developments Corp. and 1106877 B.C. Ltd. were determined to constitute acquisitions of assets (note 7).

Share-based Payment Transactions

The Company measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them.

5. RECEIVABLES

At March 31, 2021 and June 30, 2020, the Company's receivables consist of GST – value added tax.

(Expressed in Canadian Dollars)

6. EQUIPMENT

	Computer $
Cost, June 30, 2020	-
Addition	7,497
Cost, March 31, 2021	**7,497**
Accumulated depreciation, June 30, 2020	-
Depreciation during the period	(751)
Accumulated depreciation, March 31, 2021	**(751)**
Net book value, June 30, 2020	-
Net book value, March 31, 2021	6,746

7. ACQUISITIONS

South-West Red Lake Properties and Shining Tree Property

On May 5, 2020, the Company completed the acquisition of Canadian Shield Developments Corp. (“Canadian Shield”) which holds South-West Red Lake Properties and the Shining Tree Property (collectively, the “CS Properties”). The Company acquired 100% of the issued and outstanding common of Canadian Shield by agreeing to issue an aggregate of 6,500,000 common shares to the shareholders of Canadian Shield in two tranches as follows:

(a) On May 5, 2020, the Company issued the aggregate sum of 3,250,000 common shares to the former shareholders of Canadian Shield (the “First Tranche”); and

(b) Nine (9) months following closing and upon meeting certain conditions, the Company will issue the aggregate sum of 3,250,000 common shares to the former shareholders of Canadian Shield (the “Second Tranche”). On March 12, 2021, the Company issued 3,250,000 common shares with a fair value of $1,608,750.

The Company’s acquisition of Canadian Shield is being accounted for as an acquisition of net assets as the transaction did not qualify as a business combination under IFRS 3 Business Combinations. The allocation of the consideration to the assets and liabilities acquired are as follows:

Consideration		
	Value of 6,500,000 common shares issued	$ 3,217,500
	Transaction costs	22,631
		$ 3,240,131
Net assets acquired		
	Cash	$ 613
	Exploration and evaluation assets	3,280,303
	Accounts payable	(12,285)
	Due to shareholders	(28,500)
		$ 3,240,131

(Expressed in Canadian Dollars)

7. ACQUISITIONS (continued)

Red Lake Gold Mining District, Ontario

On June 28, 2019, the Company completed the acquisition of 1106877 B.C. Ltd. (the “Privco”) which holds certain exploration properties (note 8). The Company acquired 100% of the issued and outstanding common of the Privco by issuing 2,250,000 common shares to the shareholders of the Privco.

The Company’s acquisition of the Privco is being accounted for as an acquisition of net assets as the transaction did not qualify as a business combination under IFRS 3 Business Combinations.

The allocation of the consideration to the assets and liabilities acquired are as follows:

Consideration		
	Value of 2,250,000 common shares issued	$ 1,035,000
	Transaction costs	6,701
		$ 1,041,701

Net assets acquired		
	Cash	$ 5,678
	Exploration and evaluation assets	1,115,698
	Loans payable	(79,675)
		$ 1,041,701

8. EXPLORATION AND EVALUATION ASSETS

Newman Todd Project

On December 29, 2020, the Company exercised its pre-emptive right to acquire from Heliostar Metals Ltd. (“Heliostar”) (formerly “Redstar Gold Corp.”) (“Heliostar”) its 16.5% interest in the Newman Todd properties (the “Project”) which resulted in the Company holding a 100% interest in the Project.

The Company paid $700,000 in cash and issued 650,000 common shares valued at $975,000 to Heliostar. In addition, if at any point after closing there is 1,000,000 or more ounces of gold in measured and indicated reserves and resources on the Project, the Company has agreed to make an additional $1,000,000 cash payment to Heliostar.

The Project is subject to a 2% net smelter return (“NSR”) and a 15% net carried interest. The latter interest does not receive payment until capital expenditures have been recovered with interest.

The Company also owns an effective 50% interest in certain other claims adjacent to the Newman Todd Project.

The Company previously impaired the mineral property value to $1.

(Expressed in Canadian Dollars)

8. EXPLORATION AND EVALUATION ASSETS (continued)

The schedule below outlines the costs incurred on the Newman Todd Project as at March 31, 2021:

	As at June 30, 2019	Additions/ (Writedowns)	As at June 30, 2020	Additions/ (Writedowns)	As at March 31 2021
	$	$	$	$	$
Acquisition					
Cash payments	1	-	1	700,000	700,001
Share issuance	-	-	-	975,000	975,000
	1	-	1	1,675,000	1,675,001

	Cumulative to June 30, 2019	Expenditures during the period	Cumulative to June 30, 2020	Expenditures during the period	Cumulative to March 31, 2021
Exploration and evaluation expenditures	$	$	$	$	$
Assays and reports	1,363,866	-	1,363,866	128,802	1,492,668
Camp construction	115,276	9,080	124,356	340,841	465,197
Drilling	4,860,038	-	4,860,038	1,772,922	6,632,960
Environmental	291,336	-	291,336	-	291,336
Equipment installation	101,950	-	101,950	80,256	182,206
Equipment and supplies	-	-	-	256,052	256,052
Field expenses	1,206,969	-	1,206,969	20,568	1,227,537
General administration	92,895	39,706	132,601	83,997	216,598
Metallurgy studies	133,482	-	133,482	-	133,482
Geological consulting	3,008,085	19,989	3,028,074	163,418	3,191,492
Permitting	4,340	-	4,340	750	5,090
Reclamation	10,000	-	10,000	-	10,000
Resource estimation	33,100	-	33,100	-	33,100
Surveys and geophysics	15,068	-	15,068	-	15,068
Travel and accommodation	480,250	-	480,250	-	480,250
Total exploration and evaluation expenditures	11,716,655	68,775	11,785,430	2,847,606	14,633,036

Red Lake Gold Mining District, Ontario

On June 28, 2019, the Company acquired certain exploration properties in the Red Lake Gold Mining District, Ontario (note 7). The Company controls two contiguous properties located in the Red Mining Lake District of Ontario.

The first property is held under an option agreement whereby the Company can acquire a 100% interest in the property, subject to a 1.5% NSR, by making cash payments based on the following schedule totaling $100,000. The Company can purchase 1/2 of the NSR for $400,000.

Amount (CAD)	Due Date
$13,000	Within 7 days after the effective date (November 21, 2018) (paid)
$12,000	On or before October 31, 2019 (paid)
$15,000	On or before October 31, 2020 (paid)
$25,000	On or before October 31, 2021
$35,000	On or before October 31, 2022

The second property is not subject to any cash payments or royalties.

These two properties are collectively called the “Leo Property”.

(Expressed in Canadian Dollars)

8. EXPLORATION AND EVALUATION ASSETS (continued)

The schedule below outlines the costs incurred on the Leo Property as at March 31, 2021:

	As at June 30 2019	Additions/ (Writedowns)	As at June 30 2020	Additions/ (Writedowns)	As at March 31 2021
	$	$	$	$	$
Acquisition					
Acquisition costs	1,115,698	12,000	1,127,698	15,000	1,142,698
	1,115,698	12,000	1,127,698	15,000	1,142,698

	Cumulative to June 30, 2019	Expenditures during the period	Cumulative to June 30, 2020	Expenditures during the period	Cumulative to March 31, 2021
Exploration and evaluation expenditures	$	$	$	$	$
General administration	-	14,148	14,148	12,352	26,500
Geological consulting	-	19,631	19,631	28,030	47,661
Permitting	-	-	-	4,313	4,313
Surveys and geophysics	-	-	-	153,329	153,329
Total exploration and evaluation expenditures	-	33,779	33,779	198,024	231,803

South-West Red Lake Properties and Shining Tree Property

On May 5, 2020, the Company acquired the South-West Red Lake Properties and the Shining Tree Property (note 7).

Within the nine-month period following the closing date, May 5, 2020, the Company must:

(a) Complete exploration expenditures on the South-West Red Lake Properties and the Shining Tree Property of not less than $200,000.

(b) Obtain a technical report prepared in accordance with National Instrument 43-101 Standards of Disclosure for Mineral Projects for one of the CS Properties (the “Technical Report”).

In March 2021, the Company entered into an amended agreement to have the above conditions precedent to the Second Tranche be waived. On March 12, 2021, the Company issued 3,250,000 common shares with a fair value of $1,608,750.

The schedule below outlines the costs incurred on the South-West Red Lake Properties and Shining Tree Property as at March 31, 2021:

	As at June 30 2019	Additions/ (Writedowns)	As at June 30 2020	Additions/ (Writedowns)	As at March 31 2021
	$	$	$	$	$
Acquisition					
Acquisition costs	-	3,280,303	3,280,303	-	3,280,303
	-	3,280,303	3,280,303	-	3,280,303

	Cumulative to June 30, 2019	Expenditures during the year	Cumulative to June 30, 2020	Expenditures during the period	Cumulative to March 31, 2021
Exploration and evaluation expenditures	$	$	$	$	$
General administration	-	-	-	1,400	1,400
Geological consulting	-	-	-	3,560	3,560
Surveys and geophysics	-	-	-	131,664	131,664
Total exploration and evaluation expenditures	-	-	-	136,624	136,624

(Expressed in Canadian Dollars)

8. EXPLORATION AND EVALUATION ASSETS (continued)

Caribou Creek, Moose Creek and Copperlode Properties

On October 20, 2020, the Company entered into an asset purchase agreement (the "CMC Purchase Agreement") to acquire certain claims (the "CMC Purchased Assets"). On December 4, 2020, the Company completed the acquisition.

In consideration for the CMC Purchased Assets, the Company paid an aggregate cash amount of $180,000; issued an aggregate of 200,000 common shares in the capital of the Company; and issued an aggregate of 200,000 common share purchase warrants entitling the holder thereof to purchase one common share per warrant at a price of $5.00 per common share within two years from the closing date of the transaction.

The schedule below outlines the costs incurred on the Caribou Creek, Moose Creek and Copperlode Properties as at March 31, 2021:

	As at June 30 2020	Additions/ (Writedowns)	As at March 31 2021
	$	$	$
Acquisition			
Cash payments	-	180,000	180,000
Share issuance	-	304,000	304,000
Warrant issuance	-	149,660	149,660
	-	633,660	633,660

	Cumulative to June 30, 2020	Expenditures during the period	Cumulative to March 31, 2021
Exploration and evaluation expenditures	$	$	$
General administration	-	1,013	1,013
Geological consulting	-	7,350	7,350
Total exploration and evaluation expenditures	-	8,363	8,363

Confederation Lake and Birch-Uchi Greenstone Belts

On December 22, 2020, the Company signed an amended and restated purchased option agreement (the "Option Agreement") with Perry English, 1554230 Ontario Inc., Pamela Misener, Michael Frymire, and Gravel Ridge Resources Ltd. (the " Optionors") to acquire an undivided 100% interest in highly prospective property in the Confederation Lake and Birch-Uchi greenstone belts in the Red Lake District as well as properties in Larder Lake, Ontario and in the Matagami and Chibougamou areas of Quebec, subject to a 1.5% NSR over each property. Each such NSR will be subject to a buy-back option, at the election of the Company, for 50% of such royalty (being 0.75%) for cash consideration of $500,000.

(Expressed in Canadian Dollars)

8. EXPLORATION AND EVALUATION ASSETS (continued)

Confederation Lake and Birch-Uchi Greenstone Belts (continued)

As at March 31, 2021, the Company has the following future requirements to fulfill its obligation under the Option Agreement.

Asset	Cash	Shares
Larder Lake (Ontario)	$12,000 – Paid on December 23, 2020 $15,000 – First Anniversary $20,000 – Second Anniversary $40,000 – Third Anniversary	35,000 Common Shares – Issued on February 9, 2021 25,000 Common Shares – First Anniversary
Karas Lake (Ontario)	$8,000 – Paid on December 23, 2020 $10,000 – First Anniversary $15,000 – Second Anniversary $25,000 – Third Anniversary	25,000 Common Shares – Issued on February 9, 2021 25,000 Common Shares – First Anniversary
Birch/Uchi – Swain Lake (Ontario)	$9,000 – Paid on December 23, 2020 $2,200 – Paid on January 14, 2021 $15,000 – First Anniversary $20,000 – Second Anniversary $30,000 – Third Anniversary	25,000 Common Shares – Issued on February 9, 2021 25,000 Common Shares – First Anniversary
Birch/Uchi – Satterly (Ontario)	$15,000 – Paid on December 23, 2020 $20,000 – First Anniversary $25,000 – Second Anniversary $40,000 – Third Anniversary	25,000 Common Shares – Issued on February 9, 2021 25,000 Common Shares – First Anniversary
Gerry Lake (Ontario)	$5,000 – Paid on December 23, 2020 $10,000 – First Anniversary $14,000 – Second Anniversary $24,000 – Third Anniversary	25,000 Common Shares – Issued on February 9, 2021 25,000 Common Shares – First Anniversary
Jamesie (Quebec)	$12,000 – Paid on December 23, 2020 $16,000 – First Anniversary $24,000 – Second Anniversary $35,000 – Third Anniversary	25,000 Common Shares – Issued on February 9, 2021 25,000 Common Shares – First Anniversary
SW Fenlon (Quebec)	$11,000 – Paid on December 23, 2020 $15,000 – First Anniversary $22,000 – Second Anniversary $30,000 – Third Anniversary	25,000 Common Shares – Issued on February 9, 2021 25,000 Common Shares – First Anniversary
Opawica River (Quebec)	$13,000 – Paid on December 23, 2020 $16,000 – First Anniversary $20,000 – Second Anniversary $30,000 – Third Anniversary	25,000 Common Shares – Issued on February 9, 2021 25,000 Common Shares – First Anniversary

The schedule below outlines the costs incurred on the Confederation Lake and Birch-Uchi Greenstone Belts Properties as at March 31, 2021:

	As at June 30 2020	Additions/ (Writedowns)	As at March 31 2021
	$	$	$
Acquisition			
Cash payments	-	87,200	87,200
Share issuance		331,800	331,800
	-	419,000	419,000

(Expressed in Canadian Dollars)

8. EXPLORATION AND EVALUATION ASSETS (continued)

Confederation Lake and Birch-Uchi Greenstone Belts (continued)

	Cumulative to June 30, 2020	Expenditures during the period	Cumulative to March 31, 2021
Exploration and evaluation expenditures	$	$	$
Geological consulting	-	50,370	50,370
Total exploration and evaluation expenditures	-	50,370	50,370

Pistol Bay (Confederation Belt)

On November 22, 2020, the Company signed an asset purchase agreement to acquire a 100% interest in the Confederation Lake Properties (“Confederation Belt” or “Purchased Assets”) from Pistol Bay Mining Inc. (“Pistol Bay”).

The purchase price of the Purchased Assets, other than the certain properties which are excluded (the “Exclusion Order Properties”), as defined below, shall be a cash amount of $500,000. A working deposit of $100,000 in cash was paid on November 23, 2020. On February 10, 2021, the remaining balance of $400,000 was paid.

The Exclusion Order Properties include those Purchased Assets for which Pistol Bay has applied for an extension order or an exclusion order (“Exclusion Order”) from the Ministry of Energy, Northern Development and Mines, extending the expiry date to complete and file assessment work, and/or to extend the expiry date of an unpatented claim, for a 12-month period beyond the current expiry date for such unpatented claim.

Prior to March 31, 2022, if an exclusionary asset ceases to be exclusionary Pistol Bay will notify the Company and if the Company wishes to purchase the asset it will become a closing asset (“Closing Asset”). The closing date will be ten business days after the later of the date of receipt of Exchange approval and the date of receipt of the Exclusion Order in respect of the applicable Closing Asset (the “Closing Date”).

The maximum purchase price of all Exclusion Order Properties is up to $1,250,000 of the Company’s common shares, based on the five day volume weighted average price, at the date that is two business days prior to the Closing Date. The applicable share consideration for each Closing Asset will be calculated using an agreed upon formula based on the hectares of the Closing Asset and will be payable over time with 1/3 payable four months following Closing Date of the applicable Closing Asset, 1/3 payable seven months following the Closing Date, and 1/3 payable ten months following the Closing Date.

If 90% of the Exclusion Order Properties become Closing Assets prior to March 31, 2022, the Company shall, within five business days (the “Satisfaction Date”), issue to Pistol Bay common shares, of which, the total number of shares is calculated using an agreed upon formula based on the hectares of the property (the “Completion Shares”). The applicable Completion Shares will be payable over time with 1/3 payable four months following Satisfaction Date of the applicable Closing Asset, 1/3 payable seven months following the Satisfaction Date, and 1/3 payable ten months following the Satisfaction Date.

(Expressed in Canadian Dollars)

8. EXPLORATION AND EVALUATION ASSETS (continued)

Pistol Bay (Confederation Belt) (continued)

The schedule below outlines the costs incurred on the Pistol Bay Property as at March 31, 2021:

	As at June 30 2020	Additions/ (Writedowns)	As at March 31 2021
	$	$	$
Acquisition			
Cash payments	-	500,000	500,000
	-	500,000	500,000

Gold Centre Property

On August 31, 2020, Trillium Gold Ontario Inc. ("Trillium Ontario"), a wholly-owned subsidiary of the Company, signed a carried interest joint venture agreement ("Joint Venture Agreement") with Rupert Resources Ltd. ("Rupert"). Pursuant to the Joint Venture Agreement, Trillium Ontario will obtain an 80% participating interest in the Gold Centre property and Rupert will have a 20% carried participating interest. The Gold Centre property consists of one lease containing seventeen mineral claims in the Red Lake Mining District, Ontario and Rupert has granted a 1.5% NSR on the property to a third party. In order to maintain its 80% participating interest in the property, the Company is required to:

- spend $2,000,000 each year for five years on the property and spend $500,000 per year thereafter; and
- issue four tranches of 500,000 common shares of the Company to Rupert, for a total of 2,000,000 common shares over the course of three years following the closing date.

On February 23, 2021, the Company issued 500,000 shares to Rupert with a fair value of $740,000.

The schedule below outlines the costs incurred on Gold Centre Property as at March 31, 2021:

	As at June 30 2020	Additions/ (Writedowns)	As at March 31 2021
	$	$	$
Acquisition			
Share issuance	-	740,000	740,000
	-	740,000	740,000

	Cumulative to June 30, 2020	Expenditures during the period	Cumulative to March 31, 2021
Exploration and evaluation expenditures	$	$	$
General administration	-	39,716	39,716
Geological consulting	-	12,413	12,413
Total exploration and evaluation expenditures	-	52,129	52,129

(Expressed in Canadian Dollars)

8. EXPLORATION AND EVALUATION ASSETS (continued)

<u>Transaction to be closed</u>

Rivard Property

On July 31, 2020, the Company signed an asset purchase agreement to acquire the Rivard Property, contiguous to its Newman Todd Property, in the Red Lake Mining District, Ontario. The Rivard Property consists of one lease of six contiguous minerals claims. Upon completion of the transaction, Trillium will acquire a 100% interest in the property, subject to a 1.5% NSR, by completing cash payments totalling $400,000 and issuing 400,000 common shares of the Company over 3.5 years. The Company has the right to repurchase ½ of the NSR (0.75%) for consideration of $1.2 million, payable in cash or shares. In addition, the Company has a right of first refusal should the holders of the NSR sell the NSR in the future.

This property will be explored as an integral part of the Newman Todd Project.

The deal is subject to the confirmation of transfer authorizations from the vendors.

As at March 31, 2021, the Company has the following future requirements to fulfill its obligation under the asset purchase agreement.

Common Shares	Amount (CAD)	Due Date
50,000	$50,000	On closing date
50,000	$50,000	After 6 months of the closing date
50,000	$50,000	After 12 months of the closing date
50,000	$50,000	After 18 months of the closing date
50,000	$50,000	After 24 months of the closing date
50,000	$50,000	After 30 months of the closing date
50,000	$50,000	After 36 months of the closing date
50,000	$50,000	After 42 months of the closing date

The schedule below outlines the costs incurred on Rivard Property as at March 31, 2021:

	Cumulative to June 30, 2020	Expenditures during the period	Cumulative to March 31, 2021
Exploration and evaluation expenditures	$	$	$
Assays and reports	-	4,447	4,447
Camp construction	-	41,035	41,035
Drilling	-	367,992	367,992
Equipment and supplies	-	28,397	28,397
Field expenses	-	113	113
General administration	-	11,541	11,541
Geological consulting	-	43,458	43,458
Permitting	-	3,125	3,125
Total exploration and evaluation expenditures	-	500,108	500,108

(Expressed in Canadian Dollars)

9. PAYABLES AND ACCRUALS

	Note	March 31, 2021	June 30, 2020
		$	$
Trade payables and accruals		370,259	679,149
Due to related parties	12	83,325	67,312
		453,584	746,461

10. LOANS PAYABLE

During the nine months ended March 31, 2021, the Company has repaid loans of $84,675 (June 30, 2020 - $84,675) which were unsecured, bear no interest, and are payable upon demand.

11. SHARE CAPITAL

a) Authorized

Unlimited common shares with no par value

b) Issued Share Capital

At March 21, 2021, there were 35,935,548 common shares issued and outstanding (June 30, 2020 – 20,922,447).

c) Common Shares

Fiscal 2021

On July 16, 2020, the Company closed a non-brokered private placement. The financing raised gross proceeds of $999,840 by the issuance of 2,083,000 units at a price of $0.48 per unit. Each unit consisted of one common share and one share purchase warrant, and each warrant entitles the holder thereof to purchase one additional common share of the Company at a price of $0.60 per share for a period of 24 months from the closing date. The Company paid finders' fees equal to $50,400 in cash.

On October 2, 2020, the Company closed a brokered private placement. The financing raised gross proceeds of $12,947,288 by issuance of: (i) 2,263,000 units of the Company (the "Units") at a price of $1.70 per Unit; (ii) 1,631,600 flow-through common shares of the Company (the "FT Shares") at a price of $1.90 per FT Share; and (iii) 2,479,400 flow-through units of the Company (the "FT Units") at a price of $2.42 per FT Unit.

Each Unit consists of one common share and one-half of one common share purchase warrant, and each warrant entitles the holder thereof to purchase one additional common share of the Company at a price of $2.60 per share for a period of 24 months from the closing date.

Each FT Unit consists of one flow-through common share and one-half of one warrant (a "FT Unit Warrant"). Each FT Unit Warrant entitles the holder thereof to acquire one additional common share of the Company at a price of $2.60 for a period of 24 months from the closing date.

(Expressed in Canadian Dollars)

11. SHARE CAPITAL (continued)

c) Common Shares (continued)

In connection with the private placement, the Company paid finders' fees equal to $735,251 in cash, and issued an aggregate of 351,766 compensation warrants of the Company. Each compensation warrant entitles the holder thereof to purchase one additional common share at an exercise price of $1.70 for a period of 24 months from the closing date.

Flow-Through Premium Liability

The following is a continuity schedule of the liability portion of the flow-through share issuances:

	Flow Through Preimum Liability
	$
Balance - June 30, 2020	-
Flow-through premium liability	2,111,488
Settlement to flow through share premium	-
liability pursuant to qualified expenditures	(840,862)
Balance - March 31, 2021	1,270,626

On October 16, 2020, the Company closed a non-brokered private placement. The financing raised gross proceeds of $180,030 by the issuance of 105,900 units at a price of $1.70 per unit. Each unit consisted of one common share and one-half of one common share purchase warrant, and each warrant entitles the holder thereof to purchase one additional common share of the Company at a price of $2.60 per share for a period of 24 months from the closing date.

On October 21, 2020, the Company settled an aggregate $458,100 in debt with arms-length parties. The Company issued an aggregate of 497,934 common shares of the Company at a value of $1.73 per share in settlement of the debt. The debt has been completely satisfied and extinguished upon the issuance of the shares. The Company recognized a loss of $403,326 at the time of the settlement.

On December 4, 2020, the Company issued an aggregate of 200,000 common shares at a value of $304,000 in connection with the acquisition of CMC Purchased Assets (note 8).

On December 29, 2020 the Company issued 650,000 common shares at a value of $975,000 to acquire of 16.5% interest in the Newman Todd Project from Heliostar Metals Ltd. (note 8).

On February 9, 2021 the Company issued 210,000 common shares at a value of $331,800 to acquire of 100% interest in the Confederation Lake and Birch-Uchi Greenstone Belts Project from the Optionors (note 8).

On February 23, 2021 the Company issued 500,000 common shares at a value of $740,000 to acquire an 80% participating interest in the Gold Centre Property from Rupert (note 8).

On March 12, 2021, the Company issued 3,250,000 common shares at a fair value of $1,608,750 to the former shareholders of Canadian Shield (the "Second Tranche") (note 8).

During the period ended March 31, 2021, the Company issued 842,267 common shares of the Company for the exercise of warrants and 300,000 common shares for the exercise of options.

11. SHARE CAPITAL (continued)

c) Common Shares (continued)

Fiscal 2020

On February 5, 2020, the Company closed a non-brokered private placement. The financing raised gross proceeds of $1,000,000 by the issuance of 4,166,667 units at a price of $0.24 per unit. Each unit consisted of one common share and one share purchase warrant, and each warrant entitles the holder thereof to purchase one additional common share of the Company at a price of $0.36 per share for a period of 5 years from the closing date. The Company issued 42,291 common shares at a price of $0.24 per share and a total value of $10,150 as finders' fee.

Effective February 12, 2020, the Company consolidated its issued and outstanding share capital on the basis of one (1) post consolidation share for each two (2) pre-consolidation common shares. Outstanding stock options and warrants were adjusted by the same consolidation ratio. All references to shares and per share amounts have been retroactively restated to give effect to the consolidation.

On May 5, 2020, the Company issued 3,250,000 common shares at a value of $1,608,750 in connection to the acquisition of Canadian Shield (note 7).

On May 20, 2020, the Company closed a non-brokered private placement. The financing raised gross proceeds of $1,100,000 by the issuance of 4,400,000 units at a price of $0.25 per unit. Each unit consisted of one common share and one-half of one share purchase warrant, and each warrant entitles the holder thereof to purchase one additional common share of the Company at a price of $0.40 per share for a period of 24 months from the closing date. The Company paid finders' fees equal to $63,000 in cash and 252,000 non-transferrable warrants. Each finder's warrant has the same terms as the warrants issued under this private placement.

d) Share-based Payments

The Company has a share compensation plan whereby the Company is authorized to grant options to executive officers and directors, employees and consultants enabling them to acquire up to 10% of the issued and outstanding common shares of the Company. Under the plan, the exercise price of each option will not be less than the discounted market price of the common shares as permitted by the TSX-V policies. The options can be granted for a maximum term of 5 years.

On June 15, 2020, the Company granted 1,550,000 options to the directors, officers and consultants of the Company. The options are exercisable at $0.60, vested immediately and expire on June 15, 2025. The Company recorded a share-based payment amount of $873,580. The Company used the Black-Scholes Option Pricing Model ("Black-Scholes") to estimate the fair value of the options using the following assumptions: risk free interest rate of 0.36%; dividend yield of 0%; expected volatility of 167.62%; and expected option life of 5 years.

On October 21, 2020, the Company granted 1,250,000 options to the directors, officers and consultants of the Company. The options are exercisable at $1.75 per share and will expire on October 21, 2025. The options vest one-quarter at the date of grant and one-quarter each six months following the date of the grant. The Company used the Black-Scholes to estimate the fair value of the options using the following assumptions: risk free interest rate of 0.36%; dividend yield of 0%; expected volatility of 166.36%; and expected option life of 5 years.

(Expressed in Canadian Dollars)

11. SHARE CAPITAL (continued)

d) Share-based Payments (continued)

On January 19, 2021, the Company granted 100,000 options to an officer of the Company. The options are exercisable at $1.83 per share and will expire on January 19, 2026. The options vest one-half 12 months following the date of grant and one-half 24 months following the date of the grant. The Company used the Black-Scholes to estimate the fair value of the options using the following assumptions: risk free interest rate of 0.41%; dividend yield of 0%; expected volatility of 159.22%; and expected option life of 5 years.

On February 5, 2021, the Company granted 50,000 options to a consultant of the Company. The options are exercisable at $1.53 per share and will expire on February 5, 2026. The options vest one-half at the date of grant and one-half twelve months following the date of the grant. The Company used the Black-Scholes to estimate the fair value of the options using the following assumptions: risk free interest rate of 0.48%; dividend yield of 0%; expected volatility of 157.89%; and expected option life of 5 years (note 19).

The Company recorded a share-based payment amount of $1,273,261 for the period ended March 31, 2021.

The continuity of stock options issued and outstanding for the period ended March 31, 2021 is as follows:

	Number of Options Outstanding	Weighted Average Exercise Price ($)
Balance June 30, 2018 and 2019	525,000	0.80
Granted	1,550,000	0.60
Balance June 30, 2020	2,075,000	0.65
Exercised	(300,000)	(0.75)
Granted	1,400,000	1.70
Balance March 31, 2021	3,175,000	1.11

The options outstanding and exercisable at March 31, 2021 are as follows:

	Outstanding Options				Exercisable Options		
Expiry Date	**Number**		**Exercise Price**	**Remaining Contractual (in years)**	**Number**		**Exercise Price**
March 29, 2023	300,000	$	0.80	1.99	300,000	$	0.80
June 15, 2025	1,475,000	$	0.60	4.21	1,475,000	$	0.60
October 20, 2025	1,250,000	$	1.70	4.56	312,500	$	1.70
January 19, 2026	100,000	$	1.83	4.80	-	$	1.83
February 05, 2026	50,000	$	1.53	4.85	25,000	$	1.53

(Expressed in Canadian Dollars)

11. SHARE CAPITAL (continued)

e) Warrants

On February 5, 2020, as part of the private placement, the Company issued 4,166,667 warrants which were valued at $nil.

On May 20, 2020, as part of the private placement, the Company issued 2,200,000 warrants which were valued at $nil.

The Company issued 252,000 non-transferrable broker's warrants with the same terms as the warrants as finder's fees. The broker's warrants were valued at $94,575 using the Black-Scholes with the following assumption at the issue date: risk free interest rate of 0.30%; dividend yield of 0%; expected volatility of 140.81% and expected life of 2 years.

On July 16, 2020, as part of the private placement, the Company issued 2,083,000 warrants which were valued at $nil.

On October 2, 2020, as part of the private placement, the Company issued 2,371,200 warrants which were valued at $nil.

The Company issued 351,766 non-transferrable broker's warrants with an exercise price of $1.70 and an expected life of 2 years as finder's fees. The broker's warrants were valued at $423,491 using the Black-Scholes with the following assumption at the issue date: risk free interest rate of 0.24%; dividend yield of 0%; expected volatility of 145.86% and expected life of 2 years.

On October 16, 2020, as part of the private placement, the Company issued 52,950 warrants which were valued at $nil.

On December 4, 2020, as part of the asset acquisition of Caribou Creek, Moose Creek and Copperlode Properties, the Company issued 200,000 warrants which were valued at $149,660 using the Black-Scholes with the following assumption at the issue date: risk free interest rate of 0.28%; dividend yield of 0%; expected volatility of 144.61% and expected life of 2 years.

The continuity of the warrants issued and outstanding for the period ended March 31, 2021 is as follows:

	Number of Warrants	Weighted Average Exercise Price ($)
Balance June 30, 2019	1,165,811	1.10
Granted	6,618,667	0.37
Exercised	(1,165,811)	(1.10)
Balance June 30, 2020	6,618,667	0.37
Granted	5,058,916	1.81
Exercised	(842,267)	(0.37)
Balance March 31, 2021	10,835,316	1.04

(Expressed in Canadian Dollars)

11. SHARE CAPITAL (continued)

e) Warrants (continued)

The outstanding warrants at March 31, 2021 are as follows:

Expiry Date	Price per Share		Warrants Outstanding
February 5, 2025	$	0.36	3,612,500
May 20, 2022	$	0.40	2,163,900
July 16, 2022	$	0.60	2,083,000
October 2, 2022	$	1.70	351,766
October 2, 2022	$	2.60	2,371,200
October 16, 2022	$	2.60	52,950
December 4, 2022	$	5.00	200,000

12. RELATED PARTY TRANSACTIONS

Key management personnel are the persons responsible for the planning, directing, and controlling of the activities of the Company and include both executives and non-executive directors, and entities controlled by such persons. The Company considers all directors and officers of the Company to be key management personnel.

The aggregate value of transactions recorded as consulting fees and salaries and wages relating to key management personnel and entities which they have control or significant influence over were as follows:

Services provided by:	Note	Nine Months Ended March 31, 2021	2020
		$	$
Baron Global Financial Canada Ltd.	(a)	114,000	90,000
David Velisek	(b)	22,500	9,000
James Lenec	(c)	50,000	58,000
Ridgeside Canada Inc.	(d)	200,000	-
William Paterson	(e)	93,333	-
Altair Management Ltd.	(f)	28,500	-
Robert Schafer	(g)	25,000	-
Robert Kang	(h)	15,000	-
Donna Yoshimatsu	(i)	25,000	-

a) Pursuant to a management and advisory agreement with Baron Global Financial Canada Ltd. (“Baron”), Baron agreed to act as corporate advisor and Chief Financial Officer of the Company in return for a monthly fee.
b) David Velisek, Director of the Company who provided business development consulting services.
c) James Lenec, the former President and Director of the Company who provided consulting services.
d) Ridgeside Canada Inc. is fully owned by Russell Starr, who is the CEO and Director of the Company providing management services.

(Expressed in Canadian Dollars)

12. RELATED PARTY TRANSACTIONS (continued)

e) William Paterson, Vice President of Exploration of the Company who managed the mineral exploration programs and technical and exploration team, and assisted the development of the mineral asset portfolio for the Company.
f) Altair Management Ltd. is fully owned by an affiliate of the CFO and provides advisory services to the Company.
g) Robert Schafer is Chairman of the Company's Board of Directors.
h) Robert Kang is Director of the Company.
i) Donna Yoshimatsu, VP Corporate Development and Investor Relations of the Company who provided business development and investor relations consulting services.

The following table outlines the Company's related party payables:

	Note	**March 31, 2021**	**June 30, 2020**
		$	$
Baron Global Financial Canada Ltd.	9	59,257	21,000
David Velisek	9	632	12,946
Denise Lok	9	-	1,595
James Lenec	10	-	2,675
Luke Norman		-	28,500
Queenie Kuang	9	15	596
Ridgeside Canada Inc.	9	23,421	-
		83,325	67,312

On December 1, 2019, the Company settled debt owing to Baron Global Financial Canada in the amount of $204,500 by paying cash of $140,000. The Company recognized a gain of $61,275 and a GST receivable reverse of $3,225 at the time of the settlement.

During the year ended June 30, 2020, Luke Norman Consulting Ltd paid $28,500 on behalf of the Company's subsidiary, Canadian Shield. There was no formal agreement in place and the amount beared no interest, and payable upon demand. Luke Norman Consulting Ltd. Is fully owned by Luke Norman who is the former Director of Canadian Shield.

(Expressed in Canadian Dollars)

13. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

As at March 31, 2021, the Company has two lease agreements for its leased vehicles. The two leases have terms expiring December 24, 2022.

Right-of-Use Assets

Leases entered into during the period ended March 31, 2021:

	Right-of-use assets
	$
Cost, June 30, 2020	-
Addition	57,606
Cost, March 31, 2021	**57,606**
Accumulated depreciation, June 30, 2020	-
Depreciation during the period	(7,201)
Accumulated depreciation, March 31, 2021	**(7,201)**
Net book value, June 30, 2020	-
Net book value, March 31, 2021	50,405

Lease Liabilities

The following table presents the continuity schedule for the lease liabilities for the Company for the period ended March 31, 2021:

	Lease Liabilities
	$
Balance - June 30, 2020	-
Additions	57,606
Lease payments	(8,135)
Interest expense	1,664
	51,135
Less: Current portion	(27,906)
Balance - March 31, 2021	23,229

The remaining minimum future lease payments for the term of the lease are as follows:

April 1, 2021 - June 30, 2021	$	8,135
July 1, 2021 - June 30, 2022	$	32,540
July 1, 2022 - June 30, 2023	$	16,270

(Expressed in Canadian Dollars)

14. LOSS PER SHARE

The calculation of basic and diluted loss per share for the periods ended December 31, 2020 and 2019 was as follows:

For the Nine Months Ended March 31,	2021	2020
Loss for the period:	($9,016,962)	($367,686)
Weighted average number of common shares outstanding	28,723,627	9,905,281
Basic and diluted loss per share	($0.31)	($0.04)

15. SEGMENT INFORMATION

The Company has one reportable operating segment, being the acquisition and exploration of exploration and evaluation assets within Canada.

16. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

Supplementary disclosure of non-cash investing and financing activities during the periods ended March 31, 2021 and 2020 were as follow:

For the Nine Months Ended March 31,	2021	2020
	$	$
Finders' fee warrants	423,491	-
Shares issued for debt settlement	861,426	-
Acquisition of Canadian Shield (Note 7)		
Shares issued for exploration and evaluation assets (Note 8)		
Warrants issued for exploration and evaluation assets (Note 8)		

17. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Interest Rate Risk

The Company's interest rate risk mainly arises from changes in the interest rates on cash. Cash generates interest based on market interest rates. At March 31, 2021, the Company was not subject to significant interest rate risk.

Foreign Exchange Rate Risk

The Company is not subject to significant foreign exchange risk as all of the Company's operations are located in Canada.

Credit Risk

Credit risk arises from the non-performance by counterparties of contractual financial obligations. The Company's credit risk arises primarily with respect to cash held on deposit and receivables.

The Company manages its credit risk by investing only in high quality financial institutions. Receivables are due from a government agency.

17. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

Liquidity Risk

The Company manages liquidity risk by maintaining adequate cash balances. If necessary, the Company may raise funds through the issuance of debt, equity or sale of non-core assets. The Company ensures that there is sufficient capital to meet its obligations by continuously monitoring and reviewing actual and forecasted cash flows, and match the maturity profile of financial assets to development, capital and operating needs. The Company is exposed to liquidity risk.

Fair Value Hierarchy:

Financial instruments that are measured subsequent to initial recognition at fair value are grouped in Levels 1 to 3 based on the degree to which the fair value is observable:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities; and

- Level 2 fair value measurements are those derived from inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs)

Cash is measured at fair value using level 1. The carrying value of receivables, payables and accruals, due to shareholders and loans payable approximates their fair value due to the current nature of those financial instruments.

18. CAPITAL MANAGEMENT

The Company manages its capital, being the components of shareholders' equity, and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition and exploration of mineral properties. The board of directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company has historically relied on the equity markets to fund its activities. In order to carry out planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company is not subject to any externally imposed capital restrictions.

19. SUBSEQUENT EVENTS

(a) Subsequent to March 31, 2021, the Company has approved the grant of stock options to certain officers, employees and consultants of the Company allowing for the acquisition of up to, in the aggregate, 300,000 shares of the Company. The grant is pursuant and subject to the terms and conditions of the Company's existing share compensation plan. The options are exercisable for a period of five years from the date of grant and are subject to the approval of the TSX Venture Exchange and all regulatory approvals.

(b) Subsequent to the period ended March 31, 2021, the Company has accepted the surrender for cancellation of 50,000 options from Rohan Hazelton, the Company's former Senior Financial Advisor.