

(formerly South Star Mining Corp.)

# CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Unaudited) (Expressed in Canadian Dollars)

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2021 AND 2020

(formerly South Star Mining Corp.)
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION

(Unaudited)

(Expressed in Canadian Dollars)

AS AT

	September 30, 2021	December 31, 2020
ASSETS		
Current		
Cash	\$ 1,560,574	\$ 74,410
Receivables	4,069	1,147
Prepaid expenses	54,517	7,547
	1,619,160	83,104
Equipment	2,603	2,970
Exploration and evaluation assets (Note 6)	5,735,914	5,735,914
	\$ 7,357,677	\$ 5,821,988
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current		
Accounts payable and accrued liabilities (Note 5) Convertible debentures (Note 3)	\$ 234,598 	\$ 427,617 289,323
	234,598	716,940
Shareholders' equity		
Share capital (Note 4)	26,936,839	23,710,325
Reserves	3,425,456	3,323,035
Accumulated other comprehensive income	85,435	75,456
Deficit	(23,324,651)	(22,003,768)
	7,123,079	5,105,048
	\$ 7,357,677	\$ 5,821,988

**Nature and continuance of operations** (Note 1) Subsequent events (Notes 4 and 11)

Approved and authorized by the Board on November 26, 2021:

"David McMillan"	Director	"Richard Pearce"	Director
David McMillan		Richard Pearce	

(formerly South Star Mining Corp.)
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS (Unaudited)

(Expressed in Canadian Dollars)

2021	Sep	1 20		For the nine months ended			
2021	September 30,				September		
2021		2020		2021		2020	
-	\$	4,561	\$	7,425	\$	6,118	
183,589		5,064		474,258		25,148	
56,295		12,000		180,384		61,000	
274,115		77,772		506,112		165,547	
205		(1,033)		(948)		3,646	
-		7,118		12,572		9,451	
7,345		5,073		20,726		14,402	
14,876		2,934		60,319		42,177	
6,392		59,011		24,034		59,731	
8,024		2,608		26,746		32,067	
5,092		11,066	_	9,255		11,066	
(555,933)		(186,174)		(1,320,883)		(430,353)	
5,414		6,468		9,979		22,376	
(550,519)	\$	(179,706)	\$	(1,310,904)	\$	(407,977)	
				, , ,			
(0.01)	\$	(0.00)	\$	(0.02)	\$	(0.01)	
77,419,021	4	42,905,430		69,312,809	2	42,905,430	
	56,295 274,115 205 7,345 14,876 6,392 8,024 5,092 (555,933) 5,414 (550,519)	183,589 56,295 274,115 205 	183,589       5,064         56,295       12,000         274,115       77,772         205       (1,033)         -       7,118         7,345       5,073         14,876       2,934         6,392       59,011         8,024       2,608         5,092       11,066         (555,933)       (186,174)         5,414       6,468         (550,519)       \$ (179,706)         (0.01)       \$ (0.00)	183,589       5,064         56,295       12,000         274,115       77,772         205       (1,033)         -       7,118         7,345       5,073         14,876       2,934         6,392       59,011         8,024       2,608         5,092       11,066         (555,933)       (186,174)         5,414       6,468         (550,519)       \$ (179,706)         \$         (0.01)       \$ (0.00)	183,589       5,064       474,258         56,295       12,000       180,384         274,115       77,772       506,112         205       (1,033)       (948)         -       7,118       12,572         7,345       5,073       20,726         14,876       2,934       60,319         6,392       59,011       24,034         8,024       2,608       26,746         5,092       11,066       9,255         (555,933)       (186,174)       (1,320,883)         5,414       6,468       9,979         (550,519)       \$ (179,706)       \$ (1,310,904)         (0.01)       \$ (0.00)       \$ (0.02)	183,589       5,064       474,258         56,295       12,000       180,384         274,115       77,772       506,112         205       (1,033)       (948)         -       7,118       12,572         7,345       5,073       20,726         14,876       2,934       60,319         6,392       59,011       24,034         8,024       2,608       26,746         5,092       11,066       9,255         (555,933)       (186,174)       (1,320,883)         5,414       6,468       9,979         (550,519)       \$ (179,706)       \$ (1,310,904)       \$         (0.01)       \$ (0.00)       \$ (0.02)       \$	

(formerly South Star Mining Corp.)
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS

(Unaudited)

(Expressed in Canadian Dollars)

FOR THE NINE MONTHS ENDED SEPTEMBER 30

		2021		2020
CASH FROM OPERATING ACTIVITIES				
Net loss for the period	\$	(1,320,883)	\$	(430,263)
Items not affecting cash:				
Unrealized foreign exchange		-		31,667
Accretion expense		7,425		6,118
Share-based payments		24,034		59,731
Depreciation included in exploration and evaluation expenditures		914		1,095
Interest on convertible debentures		12,572		9,451
Changes in non-cash working capital items:				
Receivables		(2,922)		3,514
Prepaid expenses		(46,971)		9,521
Accounts payable and accrued liabilities		(178,965)		54,136
Net cash used in operating activities		(1,504,796)		(255,030)
CASH FROM INVESTING ACTIVITIES				
Purchase of equipment		(678)		<u>-</u>
Net cash used in investing activities	_	(678)		
CASH FROM FINANCING ACTIVITIES				
Proceeds on issuance of common shares		2,505,620		-
Share issuance costs		(65,569)		-
Proceeds on issuance of convertible debentures		· -		280,000
Interest paid on convertible debentures		(29,320)		-
Exercise of warrants		584,850		<u>-</u>
Net cash provided by financing activities		2,995,581		280,000
Change in cash during the period		1,490,107		24,970
Effects of foreign exchange on cash		(3,943)		(7,893)
Cash, beginning of period		74,410		110,795
Cash, end of period	\$	1,560,574	\$	127,872
Supplemental cash flow information:				
Broker units issued as share issuance costs	\$	141,998	\$	_
Units issued on settlement of convertible debentures	\$	280,000	\$ \$	-
Omis issued on semement of conventione dependings	Þ	۷٥٥,٥٥٥	Φ	

(formerly South Star Mining Corp.)
CONDENSED CONSOLIDATED INTERIM STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

(Unaudited)

(Expressed in Canadian Dollars)

	Share	capi	tal					
	Number		Amount	-	Reserves	cumulated other omprehensive income	Deficit	Total
Balance at December 31, 2019 Issuance of convertible debentures Share-based payments Cumulative translation adjustment Net loss for the period	42,905,430	\$	23,710,325	\$	3,232,749 17,973 59,731	\$ 48,434 - 22,376	\$ (21,270,046) - - - - - (430,263)	\$ 5,721,462 17,973 59,731 22,376 (430,263)
Balance at September 30, 2020 Share-based payments Cumulative translation adjustment Loss for the period	42,905,430		23,710,325		3,310,453 12,582	 70,810 - 4,646 -	(21,700,309) - - (303,459)	 5,391,279 12,582 4,646 (303,459)
Balance at December 31, 2020  Common shares issued for private placements Share issuance costs, cash Share issuance costs, non-cash Common shares issued for warrants exercised Common shares issued for convertible debenture Share-based payments Cumulative translation adjustment Net loss for the period	42,905,430 24,579,951 - 434,640 3,899,000 5,600,000	_	23,710,325 2,505,620 (65,569) (96,360) 584,850 297,973	_	3,323,035 96,360 (17,973) 24,034	 75,456 - - - - - - 9,979	(22,003,768) (1,320,883)	 5,105,048 2,505,620 (65,569) 584,850 280,000 24,034 9,979 (1,320,883)
Balance at September 30, 2021	77,419,021	\$	26,936,839	\$	3,425,456	\$ 85,435	\$ (23,324,651)	\$ 7,123,079

(formerly South Star Mining Corp.)
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
(Unaudited)
(Expressed in Canadian Dollars)

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2021 AND 2020

#### 1. NATURE AND CONTINUANCE OF OPERATIONS

South Star Battery Metals Corp. (the "Company", or "STS") was incorporated in British Columbia on November 8, 1984. On May 26, 2021, the Company changed its corporate name from South Star Mining Corp. to South Star Battery Metals Corp. The Company is listed on the TSX Venture Exchange (the "Exchange") in Canada and the OTC Bulletin Board in the United States.

The head office and records of the Company are located at 1200 - 750 West Pender Street, Vancouver, BC, V6C 2T8.

The Company is a Canadian battery-metals project developer focused on the selective acquisition and development of graphite projects in the Americas.

These condensed consolidated interim financial statements have been prepared on a going concern basis, which assumes that the Company will continue its operations for a reasonable period of time. The Company has incurred losses since its inception and had an accumulated deficit of \$23,324,651 as at September 30, 2021 which has been funded primarily by the issuance of shares. As of September 30, 2021, the Company has working capital of \$1,384,562 (December 31, 2020 – working capital deficit of \$633,836). There is a material uncertainty related to these conditions that casts significant doubt about the Company's ability to continue as a going concern and therefore it may be unable to realize its assets and discharge its liabilities in the normal course of business. The Company's ability to continue as a going concern depends upon its ability to raise adequate financing and to generate profitable operations in the future. The Company has been successful in the past in raising funds for operations by issuing shares, but there is no assurance that it will be able to continue to do so in the future.

These condensed consolidated interim financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in these financial statements.

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. At this point, the impact on the Company has been minimal. The Company continues to monitor the situation and is taking all necessary precautions in order to follow rules and best practices as set out by the federal and provincial governments.

### 2. BASIS OF PREPARATION

#### Statement of compliance

These condensed consolidated interim financial statements have been prepared in accordance with IFRS as issued by the IASB applicable to the preparation of interim financial statements, including IAS 34, Interim Financial Reporting. These consolidated financial statements are compliant with IAS 34 and do not include all of the information required for full annual financial statements.

These condensed consolidated interim financial statements should be read in conjunction with the company's annual consolidated financial statements for the year ended December 31, 2020 and are prepared consistent with the accounting policies disclosed therein.

(formerly South Star Mining Corp.)

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(Unaudited)

(Expressed in Canadian Dollars)

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2021 AND 2020

#### 3. CONVERTIBLE DEBENTURES

Balance, December 31, 2019	\$
Liability amount, upon recognition	262,02
Accretion expense	10,549
Interest expense	16,74
Balance, December 31, 2020	\$ 289,323
Accretion expense	7,42:
Interest expense	12,572
Principal converted into units	(280,000
Interest payment	(29,320

In May 2020, the Company issued convertible debentures for gross proceeds of \$280,000 with a maturity date of May 4, 2021 and an annual interest rate of 10% compounded monthly (the "Debentures"). The Debentures were convertible into units of the Company at the option of the holder at a conversion price of \$0.05 per unit ("Conversion Unit"). Each unit consisted of one common share and a one share purchase warrant at an exercise price of \$0.06 for a period of 3 years. Interest was also convertible into units, at the option of the Company. The Company elected to settle the interest payable in cash.

For accounting purposes, the Debentures are separated into their liability and equity components using the residual method. The fair value of the liability component at the time of issue is determined based on an estimated interest rate of 17.50% for debentures without the conversion feature. The fair value of the equity component is determined as the difference between the face value of the convertible debenture and the fair value of the liability component. After initial recognition, the liability component is carried on an amortized cost basis and will be accreted to its face value over the term to maturity of the Debentures at an effective rate of 17.48%.

During the period ended September 30, 2021, the Company incurred interest expense of \$12,572 (2020 - \$9,451) and accretion expense of \$7,425 (2020 - \$6,118) on the Debentures which has been recorded in the condensed consolidated interim statement of operations and comprehensive loss. Additionally, the Company paid interest of \$29,320 (2020 - \$Nil) in settlement of the interest payable upon maturity. During the period ended September 30, 2021, the Company issued 5,600,000 Conversion Units on conversion and settlement of the Debentures.

#### 4. SHARE CAPITAL AND RESERVES

## Authorized share capital

As at September 30, 2021, the authorized share capital of the Company is an unlimited number of common shares without par value. All issued shares, consisting only of common shares, are fully paid.

#### **Share issuances**

During the nine months ended September 30, 2021, the Company:

a) closed the first tranche of a non-brokered private placement by issuing 15,055,000 units at \$0.10 per unit with gross proceeds of \$1,505,500. Each unit consisted of one common share and one common share purchase warrant. Each warrant entitles the holders to purchase one additional common share of the Company at an exercise price of \$0.15 per common share for a period of three years from the date of issue is subject to certain acceleration provisions. In connection with the private placement, the Company paid cash finders' fees of \$20,700.

(formerly South Star Mining Corp.)

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(Unaudited)

(Expressed in Canadian Dollars)

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2021 AND 2020

## 4. SHARE CAPITAL AND RESERVES (cont'd...)

#### Share issuances (cont'd...)

b) closed the second tranche of a non-brokered private placement by issuing 9,524,951 units at \$0.105 per unit with proceeds of \$1,000,120. Each unit consisted of one common share and one common share purchase warrant. Each warrant entitles the holders to purchase one additional common share of the Company at an exercise price of \$0.15 per common share for a period of 3 years from the date of issue is subject to certain acceleration provisions. In connection with the private placement, the Company paid cash finder's fees of \$3,300.

Pursuant to the offering, the Company issued 434,640 finders' units consisting of one common share and common share purchase warrant. Each warrant is exercisable at \$0.15 per common share over a period of 3 years. The warrants were valued at \$96,360 based on the following Black-Scholes assumptions: risk-free interest rate of 0.32%, expected life of 3 years, annualized volatility of 117.0% and dividend rate of 0%.

The Company incurred other share issuance costs of \$41,569 with respect to the two tranches.

- c) issued 3,899,000 common shares pursuant to the exercise share purchase warrants for gross proceeds of \$584,850.
- d) issued 5,600,000 units to convert the convertible debentures for gross proceeds of \$280,000 at a conversion price of \$0.05 per unit. Each unit consists of one common share and a one share purchase warrant at an exercise price of \$0.06 for a period of 3 years.

During the year ended December 31, 2020, the Company did not issue any shares.

## Stock options and share purchase warrants

Stock option and share purchase transactions are summarized as follows:

	Stock	Stock options			Warrants			
	Number	Exe	Weighted Average ercise Price	Number	Exe	Weighted Average ercise Price		
Outstanding, December 31, 2019 Granted/issued Cancelled	2,590,000 2,660,000 (1,000,000)	\$	0.39 0.055 0.45	25,227,000	\$	0.64		
Expired	(1,000,000) 		0.43 	(21,128,000)		0.74		
Outstanding, December 31, 2020 Exercised Expired Granted/issued	4,250,000	\$	0.16	4,099,000 (3,899,000) (200,000) 30,614,591	\$	0.15 0.15 0.15 0.13		
Outstanding, September 30, 2021 Exercisable, September 30, 2021	4,370,000 3,927,500	\$ \$	0.17 0.18	30,614,591 30,614,591	\$ \$	0.13 0.13		

(formerly South Star Mining Corp.)

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(Unaudited)

(Expressed in Canadian Dollars)

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2021 AND 2020

## 4. SHARE CAPITAL AND RESERVES (cont'd...)

#### Stock options and share purchase warrants outstanding

The following incentive stock options and share purchase warrants were outstanding as at September 30, 2021:

Number	Exercise price		Expiry date	
Stock options				
900,000	\$	0.30	May 30, 2022	
600,000		0.45	August 13, 2023	
90,000		0.15	June 17, 2024	
2,660,000		0.055	August 4, 2025	
120,000		0.25	April 12, 2023	
4,370,000	\$	0.17		
Share purchase warrants				
15,055,000	\$	0.15	February 16, 2024 <sup>(1)</sup>	
9,959,591		0.15	February 23, 2024 <sup>(2)</sup>	
5,600,000		0.06	May 4, 2024	
30,614,591	\$	0.13	•	

<sup>(1) 1,700,000</sup> exercised subsequent to September 30, 2021.

#### **Share-based payments**

The Company has a stock option plan under which it is authorized to grant options to executive officers and directors, employees and consultants enabling them to acquire up to 10% of the issued and outstanding common stock of the Company. Under the plan the exercise price of each option equals the market price of the Company's stock, less applicable discount, as calculated on the date of grant. The vesting determined by the board of directors.

During the period ended September 30, 2021, the Company granted 120,000 (2020 - 2,660,000) stock options at a fair value of \$0.09 (2020 - \$0.03) per option. The following weighted average assumptions were used for the valuation of stock options:

	2021	2020
Risk-free interest rate	0.25%	0.44%
Expected life of options	2 years	5 years
Annualized volatility	98.33%	108.77%
Dividend rate	0.00%	0.00%
Forfeiture rate	0.00%	0.00%

The expected volatility assumption is based on the historical and implied volatility of the Company's common share price on the Exchange. The risk-free interest rate assumption is based on yield curves on Canadian government zero-coupon bonds with a remaining term equal to the stock options' expected life. The Company uses historical data to estimate option exercise, forfeiture and employee termination within the valuation model. The Company has not paid and does not anticipate paying dividends on its common shares.

<sup>(2) 481,500</sup> exercised subsequent to September 30, 2021.

(formerly South Star Mining Corp.)

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(Unaudited)

(Expressed in Canadian Dollars)

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2021 AND 2020

#### 5. RELATED PARTY TRANSACTIONS AND BALANCES

Key management personnel consist of the officers of the Company and the Company's Board of Directors. During the period ended September 30, 2021, the Company:

- a) Paid or accrued management and consulting fees of \$27,000 (2020 \$36,000) to a consulting company of which the former Chief Financial Officer ("CFO") was an employee and current CFO is a shareholder;
- b) Paid or accrued management and consulting fees of \$169,414 (2020 \$101,690) to the CEO of the Company and employment benefits of \$4,274 (2020 \$nil) to the CEO of the Company;
- c) Paid or accrued management and consulting fees of \$14,000 (2020 \$15,000) to a director of the Company;

Included in accounts payable and accrued liabilities as at September 30, 2021 is \$152,865 (December 31, 2020 - \$350,384) due to current and former officers, directors or companies with a director in common for cash advances, unpaid consulting fees and unpaid expenses. The amounts due to related parties are unsecured, non-interest bearing and due on demand.

During the period ended September 30, 2021, the Company recorded share-based payments of \$15,327 (2020 - \$59,073) related to the fair value of stock options granted and vested to key management personnel.

#### 6. EXPLORATION AND EVALUATION ASSETS

The Company owns 100% of the Santa Cruz graphite project through its wholly owned subsidiaries Brasil Graphite Corp. and Brasil Graphite S.A. The project is located in the state of Bahia, Brazil and consists of 13 approved licenses covering 13,316 hectares.

A summary of capitalized acquisitions costs of the Company's exploration and evaluation assets is as follows:

	2020	2019
Santa Cruz Property	\$ 5,735,914	\$ 5,735,914

#### 7. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

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

As at September 30, 2021, the carrying value and fair values of the Company's financial instruments, with comparative figures for December 31, 2020 are shown in the table below:

		Septemb	er 30	, 2021	December 31, 2020				
	F	Fair Value	Ca	arrying Value		Fair Value	Ca	rrying Value	
Financial assets								•	
Cash	\$	1,560,574	\$	1,560,574	\$	74,410	\$	74,410	
Financial liabilities								-	
Accounts payable		234,598		234,598		427,617		427,617	
Convertible debentures		-				296,747		289,323	

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NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
(Unaudited)
(Expressed in Canadian Dollars)

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2021 AND 2020

## 7. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (cont'd...)

#### Financial risk factors

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

#### Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash and receivables. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash with high-credit quality financial institutions.

#### Liquidity risk

The Company's approach to managing liquidity risk is to try and have sufficient liquidity to meet liabilities when due. As at September 30, 2021, the Company had a cash balance of \$1,560,574 (December 31, 2020- \$74,410) to settle current liabilities of \$234,598 (December 31, 2020 - \$716,940). All of the Company's accounts payable and accrued liabilities have contractual maturities of 30 days or due on demand and are subject to normal trade terms.

#### Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. The Company does not have a practice of trading derivatives.

#### Interest rate risk

The Company's financial assets exposed to interest rate risk consist of cash balances. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. As at September 30, 2021, the Company did not have any investments in investment-grade short-term deposit certificates.

#### Price risk

The Company is exposed to price risk with respect to commodity and equity prices. The Company closely monitors commodity prices, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

#### 8. CAPITAL MANAGEMENT

The Company's primary objectives in capital management are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and to maintain sufficient funds to finance the exploration and development of its mineral property interests. Capital is comprised of the Company's shareholders' deficiency. The Company manages its capital structure to maximize its financial flexibility making adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets and business opportunities.

The Company does not presently utilize any quantitative measures to monitor its capital and is not subject to externally imposed capital requirements.

(formerly South Star Mining Corp.)

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(Unaudited)

(Expressed in Canadian Dollars)

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2021 AND 2020

#### 9. BUSINESS DEVELOPMENT

For the nine months ended:	September 2	er 30 Se	eptember 30 2020,
Investor relations Business development		,180 \$ ,078	25,148
	\$ 474	,258 \$	25,148

#### 10. COMMITMENTS

The Company has entered into a consulting agreement with the President and CEO of the Company. Pursuant to the agreement, the Company has granted 1,500,000 stock options which vest quarterly over eighteenth months and have a five-year term and will pay US\$15,000 per month in fees. If Company treasury falls below \$100,000 cash, then the monthly fees will not be paid but will accrue.

# 11. SUBSEQUENT EVENT

Subsequent to September 30, 2021, the Company completed a non-brokered private placement consisting of 22,069,999 units priced at \$0.11 per unit (the "Units"). Each Unit consisted of one common share and one common share purchase warrant (the "Warrants"). Each Warrant entitles the holder to purchase one additional common share of the Company at an exercise price of \$0.15 per common share for a period of three years from the date of issue. The Warrants are subject to acceleration whereby if the volume weighted average trading price during a period of ten consecutive trading days exceeds \$0.50 the Company may give written notice to the shareholders of a 30-day exercise period.

Pursuant to the private placement, the Company issued 294,000 brokers' warrants and paid cash of \$33,660 as finders' fees.