

TISDALE CLEAN ENERGY CORP.
(Formerly Tisdale Resources Corp.)

CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2022

(Unaudited - Expressed in Canadian Dollars)

Notice of No Auditor Review

These unaudited consolidated interim financial statements of Tisdale Clean Energy Corp. (formerly Tisdale Resources Corp.) (the “Company”) have not been reviewed by the auditors of the Company. This notice is being provided in accordance with Section 4.3 (3) (a) of National Instrument 51-102 - Continuous Disclosure Obligations.

TISDALE CLEAN ENERGY CORP.

(Formerly Tisdale Resources Corp.)

CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION

(Unaudited - Expressed in Canadian Dollars)

	September 30 2022	December 31 2021
ASSETS		
Current assets		
Cash	\$ 1,388,641	\$ 732,073
Amounts receivable	3,051	7,035
Prepaid expenses	19,706	-
	1,411,398	739,108
Exploration and evaluation assets (note 5)	101,811	100,111
	\$ 1,513,209	\$ 839,219
LIABILITIES		
Current liabilities		
Trade and other payables (note 6)	\$ 22,518	\$ 39,760
	22,518	39,760
Convertible debentures (note 7)	1,084,068	-
	1,106,586	39,760
SHAREHOLDERS' EQUITY		
Share capital (note 8)	14,400,342	14,268,266
Reserves (note 9)	640,360	327,169
Deficit	(14,634,079)	(13,795,976)
	406,623	799,459
	\$ 1,513,209	\$ 839,219

Nature and continuance of operations (note 1)

Approved on behalf of the Board:

Director "Alex Klenman"
Alex Klenman

Director "Mark Ferguson"
Mark Ferguson

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

TISDALE CLEAN ENERGY CORP.

(Formerly Tisdale Resources Corp.)

CONSOLIDATED INTERIM STATEMENTS OF COMPREHENSIVE LOSS

(Unaudited - Expressed in Canadian Dollars)

	Three Months Ended September 30		Nine Months Ended September 30	
	2022	2021	2022	2021
General and administrative expenses				
Consulting fees	\$ -	\$ 15,000	\$ 56,117	\$ 45,000
Corporate communications	79,784	-	79,784	-
Filing and transfer agent fees	4,843	7,057	76,314	19,951
Geological consulting (note 10)	1,200	933	3,600	933
Interest and accretion (note 7)	64,948	1,816	127,764	9,142
Management fees (note 10)	19,200	4,200	52,600	12,600
Office	366	48	498	120
Professional fees	12,708	7,585	79,855	21,619
Share-based compensation (note 10)	35,629	-	361,571	-
	218,678	36,639	838,103	109,365
Net loss and comprehensive loss	\$ (218,678)	\$ (36,639)	\$ (838,103)	\$ (109,365)
Basic and diluted loss per share	\$ (0.02)	\$ (0.00)	\$ (0.07)	\$ (0.02)
Weighted average number of common shares outstanding	12,449,195	8,641,977	12,392,785	6,430,953

On February 8, 2022 the Company undertook a forward share split in which two additional shares were issued for every one common share currently outstanding. The basic and diluted loss per share and weighted average number of common shares have been adjusted to reflect this event.

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

TISDALE CLEAN ENERGY CORP.

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CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(Unaudited - Expressed in Canadian Dollars)

	Number of Shares	Share Capital	Reserves			Total
			Warrants	Share-based Payments	Deficit	
Balance at January 1, 2021	3,406,050	\$ 12,948,740	\$ 76,727	\$ 250,442	\$ (13,649,408)	\$ (373,499)
Adjustment on share consolidation	(36)	-	-	-	-	-
Shares issued in private placements (note 8)	2,947,727	1,326,600	-	-	-	1,326,600
Share issue costs (note 8)	-	(7,074)	-	-	-	(7,074)
Net loss	-	-	-	-	(109,365)	(109,365)
Balance at September 30, 2021	6,353,741	14,268,266	76,727	250,442	(13,758,773)	836,662
Balance at January 1, 2022	12,249,195	14,268,266	76,727	250,442	(13,795,976)	799,459
Stock options exercised (note 8)	200,000	88,380	-	(48,380)	-	40,000
Share premium on convertible debentures (note 7)	-	43,696	-	-	-	43,696
Share-based payments (note 8)	-	-	-	361,571	-	361,571
Net loss	-	-	-	-	(838,103)	(838,103)
Balance at September 30, 2022	12,449,195	\$ 14,400,342	\$ 76,727	\$ 563,633	\$ (14,634,079)	\$ 406,623

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

TISDALE CLEAN ENERGY CORP.

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CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS

(Unaudited - Expressed in Canadian Dollars)

	Nine Months Ended September 30	
	2022	2021
Cash provided by (used in):		
Operating activities		
Net loss	\$ (838,103)	\$ (109,365)
Items not affecting cash:		
Share-based compensation	361,571	-
Interest and accretion	127,764	-
Change in non-cash working capital items:		
Amounts receivable	3,984	(1,226)
Prepaid expenses	(19,706)	-
Trade and other payables	(17,242)	(113,694)
Net cash flows used in operating activities	(381,732)	(224,285)
Investing activities		
Mineral property exploration costs	(1,700)	-
Net cash flows used in investing activities	(1,700)	-
Financing activities		
Proceeds from private placement	-	1,326,600
Share issue costs		(7,074)
Proceeds from exercise of stock options	40,000	-
Convertible debentures issued	1,000,000	-
Loan advances	-	10,000
Loan repayment	-	(264,685)
Net cash flows provided by financing activities	1,040,000	1,064,841
Change in cash during the period	656,568	840,556
Cash, beginning of the period	732,073	1,669
Cash, end of the period	\$ 1,388,641	\$ 842,225
Supplemental disclosure of cash flow information:		
Interest paid	\$ -	\$ 57,857

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TISDALE CLEAN ENERGY CORP.

(Formerly Tisdale Resources Corp.)

Notes to the Consolidated Interim Financial Statements

For the nine months ended September 30, 2022 and 2021

(Unaudited – Expressed in Canadian Dollars)

1. Nature and Continuance of Operations

Tisdale Clean Energy Corp. (formerly Tisdale Resources Corp.) (the “Company is a corporation continued under the laws of the Province of British Columbia with its principal, registered and records office located at 2200 – 885 West Georgia Street, Vancouver, BC V6C 3E8. On June 8, 2022, the Company changed its name to Tisdale Clean Energy Corp. and in connection with the name change commenced trading on the TSX-Venture Exchange (“TSX-V”) under the symbol “TCEC”. The Company is also listed on the OTC PINK under the symbol “SNRAF”, and on the Frankfurt Exchange under the symbol “T1KC”.

On February 8, 2022, the Company undertook a forward share split in which two additional common shares were issued for every one common share outstanding on that date. Following completion of the forward share split, the Company had 12,249,195 common shares outstanding.

The Company is a junior exploration company engaged in the business of identification, acquisition and exploration of mineral interests in North America. At the date of the consolidated financial statements, the Company has not identified a known body of commercial grade minerals on any of its properties. The ability of the Company to realize the costs it has incurred to date on these properties is dependent upon the Company identifying a commercial mineral body, to finance its development costs and to resolve any environmental, regulatory or other constraints which may hinder the successful development of the property. To date, the Company has not earned any revenues and is considered to be in the exploration stage.

Management is targeting sources of additional financing through alliances with financial, exploration and mining entities, and other business and financial transactions which would assure continuation of the Company’s operations and exploration programs. In addition, management closely monitors commodity prices of precious and base metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company if favourable or adverse market conditions occur.

These consolidated interim financial statements have been prepared on a going concern basis which presumes the realization of assets and settlement of liabilities in the normal course of operations in the foreseeable future. The Company continues to incur operating losses and at September 30, 2022 had a cumulative deficit of \$14,634,079 and working capital of \$1,388,880. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future.

These consolidated interim financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence. 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. Further discussion of liquidity risk is included in notes 3 and 4.

TISDALE CLEAN ENERGY CORP.

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For the nine months ended September 30, 2022 and 2021

(Unaudited – Expressed in Canadian Dollars)

1. Nature and Continuance of Operations, continued

The outbreak of the Coronavirus Disease 2019, or COVID-19, has spread across the globe and is impacting worldwide economic activity. This global pandemic poses the risk that the Company or its clients, employees, contractors, suppliers, and other partners may be unable to conduct regular business activities for an indefinite period of time. 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.

These consolidated interim financial statements were authorized for issue on October 19, 2022 by the directors of the Company.

2. Significant Accounting Policies and Basis of Preparation

(a) Statement of compliance and basis of preparation

These consolidated interim financial statements are prepared in accordance with International Financial Reporting Standards (“IFRS”) applicable to the preparation of interim financial statements, including International Accounting Standards (“IAS”) 34, Interim Financial Reporting. These consolidated interim financial statements do not include all of the information required for full annual financial statements and should be read in conjunction with the Company’s audited annual financial statements for the year ended December 31, 2021, which have been prepared in accordance with IFRS.

The consolidated interim financial statements of the Company have been prepared on an accrual basis and are based on historical costs, modified where applicable. The presentation and functional currency of the Company is the Canadian dollar.

(b) Consolidation

The consolidated interim financial statements include the accounts of the Company and its controlled subsidiaries, after the elimination of all material intercompany balances and transactions. Control is achieved when the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Company obtains control, and continue to be consolidated until the date that such control ceases. The financial statements of the subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies.

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2. Significant Accounting Policies and Basis of Preparation, continued

The Company's controlled subsidiaries included in these consolidated interim financial statements are:

Name	Country of Incorporation	Ownership	
		2022	2021
515427 BC Ltd.	Canada	100%	100%
Gunnar Minerals Corp.	Canada	100%	100%
Keefe Lake Projects Inc.	Canada	100%	100%

515427 BC Ltd and Gunnar Minerals Corp. had no commercial activities during the current or previous year.

On September 13, 2017, the Company acquired Gunnar Minerals Corp. which held the right to acquire a 100% interest in the Carter Lake uranium project.

On November 24, 2017, the Company acquired Keefe Lake Projects Inc. which held the right to acquire a 100% interest in the Keefe Lake uranium project.

(c) Significant judgments and estimates

The preparation of consolidated financial statements in accordance with IFRS requires the Company to make judgments and estimates, in applying accounting policies. The most significant judgments and estimates applying to the Company's consolidated financial statements include:

- the assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty;
- modification versus extinguishment of financial liability;
- the classification/allocation of expenditures as exploration and evaluation expenditures or operating expenses;
- the classification of financial instruments;
- fair value of share options and warrants; and
- inputs related to income tax calculations.

(d) Recent accounting pronouncements

New accounting standards issued but not yet effective

The Company has performed an assessment of new standards issued by the IASB that are not yet effective and has determined that any new standards that have been issued would have no or very minimal impact on the Company's consolidated financial statements.

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3. Capital Management

The Company's objectives for the management of capital are to safeguard the Company's ability to continue as a going concern, including the preservation of capital, and to achieve reasonable returns on invested cash after satisfying the objective of preserving capital.

The Company considers its capital to be the accounts within shareholders' equity. The Company's policy is to maintain sufficient cash balances to cover operating and exploration costs over a reasonable future period. The Company accesses capital markets as necessary and may also acquire additional funds where advantageous circumstances arise.

The Company currently has no externally imposed capital requirements. There have been no changes in the Company's approach to capital management during the period.

4. Financial Instruments and Risk Management

As at September 30, 2022, the Company's financial instruments consist of cash, convertible debentures and trade and other payables.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 – inputs to valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

Level 3 – inputs to the valuation methodology are unobservable and significant to the fair value measurement.

As at September 30, 2022, cash is assessed to be a Level 1 instrument.

In management's opinion, the Company's carrying values of cash and trade and other payables approximate their fair values due to the immediate or short-term maturity of these instruments. The convertible debentures are classified as other financial liabilities, which are measured at amortized cost.

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4. Financial Instruments and Risk Management, continued

The Company's financial instruments are exposed to the following risks:

Credit Risk

Currently the Company does not have any material exposure to credit risk. As the Company's policy is to limit cash holdings to instruments issued by major Canadian banks, or investments of equivalent or better quality, the credit risk is considered by management to be negligible.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to pay financial liabilities as they come due. The Company's only liquidity risk from financial instruments is its need to meet trade and other payables requirements. The ability to do this relies on the Company maintaining sufficient cash on hand through debt or equity financing. Liquidity risk is assessed as low.

Price Risk

The Company is not exposed to price risk.

Currency Risk

As at September 30, 2022, the Company's expenditures are predominantly in Canadian dollars, and any future equity raised is expected to be predominantly in Canadian dollars. As a result, the Company does not believe it is exposed to any significant currency risk.

Interest Rate Risk

The Company is exposed to interest rate risk arising from the cash maintained at Canadian financial institutions and lawyers' trust accounts. The interest rate risk on cash is not considered significant due to its short-term nature and maturity.

5. Exploration and Evaluation Properties

Ownership of mineral property interests may involve certain risks due to difficulties in determining the validity of certain claims as well as the potential for problems arising from the ambiguous conveyancing history characteristic of some mineral properties. The Company had investigated ownership of the mineral properties in which it has an interest and, to the best of its knowledge, all properties are in good standing.

A summary of the capitalized acquisition and exploration expenditures for the year ended December 31, 2021 and the nine months ended September 30, 2022 are as follows:

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(Unaudited – Expressed in Canadian Dollars)

5. Exploration and Evaluation Properties, continued

	Keefe Lake	Total
Balance at December 31, 2020	\$ -	\$ -
Exploration costs		
Site expenses	16,800	16,800
Surveys	83,311	83,311
Balance at December 31, 2021	\$ 100,111	\$ 100,111
Exploration costs		
Site expenses	1,700	1,700
Surveys	-	-
Balance at September 30, 2022	\$ 101,811	\$ 101,811

As at September 30, 2022, the Company owned or had royalty interests or lease options on the following mineral property interests:

Keefe Lake Projects, North-eastern Saskatchewan

On November 24, 2017, the Company acquired 100% of the shares of Keefe Lake Projects Inc. Subject to existing royalty rights, Keefe Lake Projects Inc. holds a 100-per-cent interest in the Keefe Lake uranium project, an advanced exploration project that covers an area of approximately 15,400 hectares, on the eastern side of the Athabasca basin, in northeastern Saskatchewan, Canada.

6. Trade and Other Payables

	September 30, 2022	December 31, 2021
Trade	\$ 22,518	\$ 28,760
Other payables	-	11,000
	\$ 22,518	\$ 39,760

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7. Convertible Debentures

On March 14, 2022, the Company closed its non-brokered private placement of convertible debentures (“Debentures”) for gross proceeds of \$1,000,000. The Debentures mature on March 14, 2025 and bear interest at a rate of 12% per annum payable on maturity. Each debenture is convertible into units (“Conversion units”) of the Company at the option of the holder at a rate of one Conversion unit for every \$0.25 of outstanding indebtedness. Each Conversion unit consists of one common share of the Company and one common share purchase warrant exercisable at a price of \$0.25 until March 14, 2025.

Using a risk adjusted discount rate of 16%, the equity portion was determined to be \$43,696 and was recognized as the equity portion of convertible debenture on the Statement of Financial Position.

	Liability Component	Equity Component
Balance, December 31, 2021	\$ -	\$ -
Convertible debentures issued	956,304	43,696
Accretion and interest	127,764	-
Balance, September 30, 2022	\$ 1,084,068	\$ 43,696

8. Share Capital

(a) Authorized:

Unlimited number of common shares without par value

Unlimited number of special shares issuable in series without par value

(b) Common shares issued:

2022

On March 7, 2022, the Company granted 1,200,000 incentive stock options to certain directors and consultants of the Company. These options are exercisable at a price of \$0.20 until March 7, 2027 and vest immediately. On March 18, 2022, the Company issued 200,000 common shares pursuant to the exercise of these share options for gross proceeds of \$40,000.

On February 8, 2022, the Company undertook a forward share split in which two additional common shares were issued for every one common share outstanding on that date. Following completion of the forward share split, the Company had 12,249,195 common shares outstanding.

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(Unaudited – Expressed in Canadian Dollars)

8. Share Capital, continued

(b) Common shares issued:

2021

On August 30, 2021, the Company completed the second tranche of a private placement of 357,727 equity units at \$0.44 per unit for gross proceeds of \$157,400. Each unit consists of one common share and one share purchase warrant. Each share purchase warrant will be exercisable at a price of \$0.55 and has an expiry date of 5 years. No value has been assigned to the unit warrants.

On August 17, 2021, the Company completed the first tranche of a private placement of 1,625,000 equity units and 225,000 flow-through units at \$0.44 per unit for gross proceeds of \$814,000. Each unit consists of one common share and one share purchase warrant. Each share purchase warrant will be exercisable at a price of \$0.55 and has an expiry date of 5 years. No value has been assigned to the unit warrants.

In connection with the August 2021 private placement, the Company incurred share issue costs of \$7,074. No finders' fees or commissions were payable in connection with this financing.

On January 27, 2021, the Company completed a private placement of 740,000 units at \$0.48 per unit for gross proceeds of \$355,200. Each unit consists of one common share and one share purchase warrant. Each share purchase warrant will be exercisable at a price of \$0.60 and has an expiry date of 3 years. No finders' fees or commissions were payable in connection with this financing.

(c) Warrants

Warrant activity for the periods ended September 30, 2022 and year ended December 31, 2021 is presented below:

	Nine Months Ended September 30 2022		Year ended December 31 2021	
	Number of Warrants	Weighted average exercise price	Number of Warrants	Weighted average exercise price
Outstanding - beginning of period	8,843,181	\$ 0.19	-	\$ -
Issued in private placement	-	-	2,220,000	0.20
Issued in private placement	-	-	6,623,181	0.18
Outstanding - end of period	8,843,181	\$ 0.19	8,843,181	\$ 0.19

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For the nine months ended September 30, 2022 and 2021

(Unaudited – Expressed in Canadian Dollars)

8. Share Capital, continued

(c) Warrants, continued

As at September 30, 2022, the following warrants were outstanding:

Number of Warrants	Weighted Average Exercise Price	Expiry date	Remaining Life (years)
2,220,000	\$ 0.20	January 27, 2024	1.33
5,550,000	\$ 0.18	August 17, 2026	3.88
1,073,181	\$ 0.18	August 30, 2026	3.92
8,843,181	\$ 0.19		3.24

(d) Stock options

The Company has a rolling incentive stock option plan that can reserve a maximum of 10% of the issued shares of the Company at the time of the stock option grant with no vesting provisions, but including the following terms:

- Each incentive share purchase option is personal to the grantee and may be neither assigned nor transferred to anyone else;
- Individual incentive share purchase options will have no more than a maximum term of five (5) years from the date of their grant;
- Incentive share purchase options granted to any one individual in any 12 month period cannot exceed 5% of the issued and outstanding shares of the Company;
- Individual incentive share purchase options granted to any one consultant in any 12 month period shall not exceed 2% of the issued and outstanding shares of the Company; and
- Individual incentive share purchase option agreements granted to an employee or consultant conducting investor relations activities will not exceed an aggregate of 2% of the issued and outstanding shares of the Company in any twelve-month period.

The following table summarizes activity related to stock options for the nine months ended September 30, 2022 and the year ended December 31, 2021:

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(Unaudited – Expressed in Canadian Dollars)

8. Share Capital, continued

(d) Stock options, continued

	Nine Months Ended September 30 2022		Year ended December 31 2021	
	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
Outstanding - beginning of period	-	\$ -	-	\$ -
Granted	1,200,000	0.200	-	-
Granted	200,000	0.335	-	-
Exercised	(200,000)	0.200	-	-
Outstanding - end of period	1,200,000	\$ 0.223	-	\$ -

As at September 30, 2022, the following options were outstanding:

Expiry Date	Number of Options Outstanding	Number of Options Vested	Number of Options Unvested	Weighted Average Exercise Price	Remaining Life (years)
March 7, 2027	1,000,000	1,000,000	-	\$ 0.200	4.44
March 23, 2027	200,000	200,000	-	\$ 0.335	4.48
	1,200,000	1,200,000	-	\$ 0.223	4.44

During the nine months ended September 30, 2022, the Company recorded share-based compensation of \$325,942 (2021 – \$Nil) related to the issuance of stock options. The weighted average fair value at grant date of options granted during the nine months ended September 30, 2022 ranged from \$0.2419 to \$0.3563 per option. The fair value was determined using the Black-Scholes option-pricing model using the following assumptions:

	2022
Expected stock price volatility	168 to 169%
Risk-free interest rate	1.51 to 2.20%
Dividend yield	0%
Expected life of options	5 years
Stock price on date of grant	\$0.255 to \$0.376
Forfeiture rate	0%

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9. Reserves

(a) Warrants reserve

This reserve records the incremental increase in the fair value of previously outstanding warrants resulting from a re-pricing.

(b) Share-based payments reserve

This reserve records items recognized as share-based compensation expense until such time that the stock options are exercised, at which time the corresponding amount will be transferred to share capital. If the options expire unexercised, the amounts recorded could potentially be transferred to deficit but the Company has elected to maintain them in the share-based payments reserve account.

10. Related Party Transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

Key management personnel comprise the Company's Board of Directors and executive officers.

During the nine months ended September 30, 2022 and 2021 no remuneration was paid to key management personnel other than as noted below:

	2022	2021
Management fees	\$ 52,600	\$ 12,600
Geological consulting fees	3,600	933
Share-based compensation	143,828	-
Total	\$ 200,028	\$ 13,533

11. Operating Segment

The Company's operations are limited to a single industry segment being the acquisition, exploration and development of mineral properties. The Company has mineral properties located in North America (Saskatchewan).