

**SEARCH MINERALS INC.**  
CONSOLIDATED FINANCIAL STATEMENTS

NOVEMBER 30, 2020 and 2019

(Expressed in Canadian dollars)

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**Search Minerals Inc.**

**Consolidated Financial Statements**

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**Years ended November 30, 2020 and 2019**

**(Expressed in Canadian Dollars)**

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# Mao & Ying LLP

CHARTERED PROFESSIONAL ACCOUNTANTS

## INDEPENDENT AUDITOR'S REPORT

To the Shareholders of **Search Minerals Inc.**

### Opinion

We have audited the consolidated financial statements of **Search Minerals Inc.** (the "Company"), which comprise the consolidated statements of financial position as at November 30, 2020 and 2019, and the consolidated statements of operations and comprehensive loss, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Company as at November 30, 2020 and 2019, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards (IFRSs).

### Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated financial statements* section of our report. We are independent of the Company in accordance with ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Material Uncertainty Related to Going Concern

We draw attention to Note 2 in the consolidated financial statements, which describes matters and conditions that indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

### Other Information

Management is responsible for the other information. The other information comprises the Management's Discussion and Analysis. Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Responsibilities of Management and Those Charged with Governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Consolidated financial statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Linda Zhu.

Vancouver, Canada,  
March 30, 2021

*Mao & Ying LLP*  
Chartered Professional Accountants

**SEARCH MINERALS INC.**  
**CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**  
As at November 30, 2020 and 2019  
(Expressed in Canadian dollars)

	Notes	2020 \$	2019 \$
<b>ASSETS</b>			
<b>Current assets</b>			
Cash		100,797	228,101
Receivables	6	15,703	96,633
Prepaid expenses and other assets		30,206	53,800
		<u>146,706</u>	<u>378,534</u>
<b>Non-current assets</b>			
Equipment and right of use asset		241,409	35,680
Reclamation deposits		50,000	50,000
Staking deposits		27,450	27,450
Exploration and evaluation expenditures (Schedule 1)	7	13,437,490	12,743,782
		<u>13,903,055</u>	<u>13,235,446</u>
<b>LIABILITIES AND EQUITY ATTRIBUTABLE TO SHAREHOLDERS</b>			
<b>Current liabilities</b>			
Trade payables	8	489,909	632,320
Due to related parties	8,14,18	1,121,619	778,496
Convertible debentures	10	-	850,000
Promissory notes	11	388,726	161,695
Lease obligations – short term	9	217,974	-
		<u>2,218,228</u>	<u>2,422,511</u>
<b>Non-current liabilities</b>			
Due to related parties	8,14	-	53,000
Line of credit	12	80,000	-
		<u>2,298,228</u>	<u>2,475,511</u>
<b>Equity attributable to shareholders</b>			
Share capital	13	26,806,950	24,744,906
Subscriptions received in advance	13	-	50,000
Warrants		641,390	598,141
Contributed surplus		4,051,191	3,678,784
Deficit		(19,894,704)	(18,311,896)
		<u>11,604,827</u>	<u>10,759,935</u>
		<u>13,903,055</u>	<u>13,235,446</u>

**Nature of Operations** (Note 1)

**Going Concern** (Note 2)

**Subsequent events** (Notes 7, 11, 13(d) and 18)

**Approved by the Board of Directors on March 30, 2021**

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*"Jocelyn Bennett"* Director  
Jocelyn Bennett

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*"Leo Power"* Director  
Leo Power

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

**SEARCH MINERALS INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS**  
For the years ended November 30, 2020 and 2019  
(Expressed in Canadian dollars)

	Notes	2020 \$	2019 \$
<b>GENERAL AND ADMINISTRATIVE EXPENSES</b>			
Accounting and audit		82,261	67,208
Administration and management fees	14	270,000	264,671
Amortization		85,372	10,040
Consulting fees		47,694	13,817
Legal fees		40,880	28,377
Non-executive directors fees	14	54,000	54,000
Office and miscellaneous		66,190	55,809
Regulatory and transfer agent fees		42,387	35,432
Rent		19,473	18,219
Share-based compensation – stock options	13(c)	372,407	117,249
Shareholder communications		7,904	26,383
Travel and accommodation		9,668	41,780
<b>Loss for the year before other items</b>		<b>(1,098,236)</b>	<b>(732,985)</b>
<b>Other income (expense) items</b>			
Flow-through premium income	13(b)	-	10,000
Amortization of transaction costs	10,11	(100,280)	(1,521)
Accretion expense	10	(80,948)	(77,273)
Finance charges on leases		(21,299)	-
Interest expense	10,11	(192,307)	(124,833)
(Loss) gain on debt settlement	8	(36,035)	44,000
Loss on debt refinancing	10,11	(80,920)	-
Gain on sale of equipment		2,000	-
Gain on lease amendment	9	58,500	-
<b>Loss for the year</b>		<b>(1,549,525)</b>	<b>(882,612)</b>
<b>Basic and diluted loss per share</b>	13(e)	<b>(0.01)</b>	<b>(0.00)</b>
<b>Weighted average number of common shares outstanding</b>		<b>232,617,501</b>	<b>203,132,254</b>

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

**SEARCH MINERALS INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**For the years ended November 30, 2020 and 2019**  
(Expressed in Canadian dollars)

	2020 \$	2019 \$
<b>Cash (used in) provided by</b>		
<b>OPERATING ACTIVITIES</b>		
Loss for the year	(1,549,525)	(882,612)
Items not affecting operating cash:		
Amortization	85,372	10,040
Share-based compensation – stock options	372,407	117,249
Flow-through premium income	-	(10,000)
Amortization of transaction costs	100,280	1,521
Accretion expense	80,948	77,273
Loss on debt settlements	36,034	-
Loss on debt refinancing	80,920	-
Gain on sale of equipment	(2,000)	-
Gain on lease amendment	(58,500)	-
	<u>(854,064)</u>	<u>(686,529)</u>
Changes in non-cash working capital items:		
Taxes recoverable	15,333	6,056
Prepaid expenses and other assets	23,594	(50,106)
Accounts payable and accrued liabilities	382,048	115,847
	<u>(433,089)</u>	<u>(614,732)</u>
<b>INVESTING ACTIVITIES</b>		
Mineral property costs, net	(760,536)	(1,371,927)
Purchase of equipment	-	(34,000)
Sale of equipment	2,000	-
Staking deposits	-	(27,000)
	<u>(758,536)</u>	<u>(1,432,927)</u>
<b>FINANCING ACTIVITIES</b>		
Issuance of common shares	20,000	1,466,055
Subscriptions received in advance	-	50,000
Share issuance costs	(750)	(36,766)
Proceeds on issuance of convertible debentures	650,000	-
Transaction costs	(50,000)	-
Proceeds from line of credit	80,000	-
Proceeds on issuance of promissory note	170,000	200,000
Repayment of promissory note	(50,000)	-
Proceeds on issuance of demand loans	100,000	350,000
Repayment of demand loans	-	(350,000)
Principal repayment of lease obligation	(75,910)	-
Government assistance	220,981	532,623
	<u>1,064,321</u>	<u>2,211,912</u>
(Decrease) increase in cash during the year	(127,304)	164,253
Cash, beginning of the year	<u>228,101</u>	<u>63,848</u>
Cash, end of the year	<u>100,797</u>	<u>228,101</u>
Cash paid for interest	76,250	63,750
Cash paid for income taxes	-	-

Non-cash Transactions (Note 17)

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

**SEARCH MINERALS INC.**  
**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**  
**For the years ended November 30, 2020 and 2019**  
(Expressed in Canadian dollars)

	Number of Shares #	Share Capital \$	Share proceeds received in advance \$	Warrants \$	Contributed Surplus \$	Equity Component of Convertible Debenture \$	Deficit \$	Total \$
Balance, November 30, 2018	179,590,678	23,636,259	-	175,923	3,400,900	160,635	(17,429,284)	9,944,433
Issued during the year:								
For cash pursuant to Rights Offering	45,535,170	993,663	-	372,392	-	-	-	1,366,055
Less: Issue costs – cash	-	(36,052)	-	-	-	-	-	(36,052)
For cash pursuant to private placement of units	2,000,000	90,000	-	10,000	-	-	-	100,000
Transfer to flow-through premium liability	-	(10,000)	-	-	-	-	-	(10,000)
Less: Issue costs – cash	-	(714)	-	-	-	-	-	(714)
Pursuant to mineral property agreements	50,000	2,750	-	-	-	-	-	2,750
Pursuant to debt settlements	1,600,000	69,000	-	-	-	-	-	69,000
Share proceeds received in advance	-	-	50,000	-	-	-	-	50,000
Transfer on expiration of conversion feature	-	-	-	-	160,635	(160,635)	-	-
Issuance of warrants	-	-	-	39,826	-	-	-	39,826
Share-based payments	-	-	-	-	117,249	-	-	117,249
Comprehensive loss for the year	-	-	-	-	-	-	(882,612)	(882,612)
Balance, November 30, 2019	228,775,848	24,744,906	50,000	598,141	3,678,784	-	(18,311,896)	10,759,935
IFRS 16 transition adjustment on December 1, 2019	-	-	-	-	-	-	(33,283)	(33,283)
Balance, November 30, 2019 (restated)	228,775,848	24,744,906	50,000	598,141	3,678,784	-	(18,345,179)	10,726,652
Issued during the year:								
For cash pursuant to flow through common shares	1,400,000	70,000	(50,000)	-	-	-	-	20,000
Less: Issue costs – cash	-	(750)	-	-	-	-	-	(750)
Pursuant to mineral property agreements	50,000	2,500	-	-	-	-	-	2,500
Pursuant to debt settlements	5,701,224	328,426	-	-	-	-	-	328,426
Pursuant to conversion of debentures	30,000,000	1,661,868	-	-	-	(186,914)	-	1,474,954
Equity component of convertible debenture	-	-	-	-	-	186,914	-	186,914
Issuance of warrants	-	-	-	43,249	-	-	-	43,249
Share-based payments	-	-	-	-	372,407	-	-	372,407
Comprehensive loss for the year	-	-	-	-	-	-	(1,549,525)	(1,549,525)
<b>Balance, November 30, 2020</b>	<b>265,927,072</b>	<b>26,806,950</b>	<b>-</b>	<b>641,390</b>	<b>4,051,191</b>	<b>-</b>	<b>(19,894,704)</b>	<b>11,604,827</b>

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

## Search Minerals Inc.

### Notes to the Consolidated Financial Statements

November 30, 2020 and 2019

(Expressed in Canadian dollars)

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#### 1. Nature of Operations

Search Minerals Inc. (the "Company") was incorporated under the provisions of the Business Corporation Act (British Columbia) on June 7, 2006. On May 3, 2007, the Company commenced trading on the TSX Venture Exchange (the "TSX-V") under the trading symbol "SMY.V". The Company is in the business of mineral exploration involving acquiring, exploring and evaluating mineral resource properties. At November 30, 2020, the Company was in the exploration and evaluation stage and had properties located in Canada. The Company's corporate head office is located at 108, 901 West 3<sup>rd</sup> Street, North Vancouver, British Columbia, Canada.

The Company is currently exploring its mineral properties and has not yet determined whether the properties contain mineral reserves that are economically recoverable. The amounts shown as mineral properties represent costs incurred to date, less amounts recovered from third parties and/or written-down, and do not necessarily represent current or future fair values.

#### 2. Going Concern

These consolidated financial statements have been prepared on a going concern basis, which assumes that the Company will be able to meet its obligations and continue its operations for the foreseeable future. Realization values may be substantially different from carrying values as shown and these financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. Such adjustments could be material.

The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that current operations, including exploration programs, will result in profitable mining operations. The recoverability of the carrying value of exploration and development properties and the Company's continued existence is dependent upon the preservation of its interest in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, the ability of the Company to raise additional financing, if necessary, or alternatively upon the Company's ability to dispose of its interests on an advantageous basis. Changes in future conditions could require material write-downs of the carrying values.

At November 30, 2020, the Company had not yet achieved profitable operations, had a working capital deficiency of \$2,071,522, had an accumulated deficit of \$19,894,704 since inception and expects to incur further losses in the development of its business. Management is in the process of obtaining additional financial resources and believes sufficient resources will be available as required. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company. The above factors may cast significant doubt upon 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. Subsequent to November 30, 2020, the Company completed certain financing activities as disclosed in Note 18.

In March 2020, there was a global pandemic outbreak of COVID-19. The actual and threatened spread of the virus globally has had a material adverse effect on the global economy and; specifically, the regional economies in which the Company operates. The pandemic could continue to have a negative impact on the stock market, including trading prices of the Company's shares and its ability to raise new capital. These factors, among others, could have a significant impact on the Company's operations. These material uncertainties may cast significant doubt upon the Company's ability to continue as a going concern.

#### 3. Basis of Presentation and Significant Accounting Policies

These consolidated financial statements, including comparatives have been prepared using International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and Interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC"). The consolidated financial statements have been prepared on a historical cost basis, except for certain financial instruments recorded at their fair value. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting. The policies applied in these consolidated financial statements are based on IFRS in effect as of November 30, 2020.

Unless otherwise stated, all dollar amounts are in Canadian dollars.

These consolidated financial statements were approved by the Board of Directors on March 30, 2021.

#### **New accounting standards adopted during the year**

##### *IFRS 16, Leases*

The Company adopted all of the requirements of IFRS 16 Leases ("IFRS 16") as of December 1, 2019. IFRS 16 replaces IAS 17 Leases ("IAS 17"). IFRS 16 provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all

## Search Minerals Inc.

### Notes to the Consolidated Financial Statements

November 30, 2020 and 2019

(Expressed in Canadian dollars)

leases unless the lease term is 12 months or less or the underlying asset has a low value. The Company has adopted IFRS 16 using the modified retrospective application method, where the 2019 comparatives are not restated and a cumulative catch up adjustment is recorded on December 1, 2019 for any differences identified, including adjustments to the opening deficit balance.

On the date of transition, the Company recorded right-of-use assets of \$212,835 related to a house and a vehicle and the lease obligations of \$246,118. The net difference between right-of-use assets and lease liabilities on the date of transition was recognized as an accumulated deficit adjustment of \$33,283 on December 1, 2019.

#### *Leases previously accounted for as operating leases*

The Company recognized right-of-use assets and lease liabilities for those leases previously classified as operating leases, except for short-term leases and leases of low-value assets. The right-of-use assets for most leases were recognized based on the carrying amount as if the standard had always been applied, apart from the use of incremental borrowing rate at the date of initial application. In some leases, the right-of-use assets were recognized based on the amount equal to the lease liabilities, adjusted for any related prepaid and accrued lease payments previously recognized. Lease liabilities were recognized based on the present value of the remaining lease payments, discounted using the incremental borrowing rate at the date of initial application.

#### *Leases previously classified as finance leases*

The Company did not have leases previously classified as finance leases on the date of transition.

The following is the Company's new accounting policy for leases under IFRS 16:

#### *Leases*

At inception of a contract, the Company assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Leases of right-of-use assets are recognized at the lease commencement date at the present value of the lease payments that are not paid at that date. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined, and otherwise at the Company's incremental borrowing rate. At the commencement date, a right-of-use asset is measured at cost, which is comprised of the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any decommissioning and restoration costs, less any lease incentives received.

Each lease payment is allocated between repayment of the lease principal and interest. Interest on the lease liability in each period during the lease term is allocated to produce a constant periodic rate of interest on the remaining balance of the lease liability. Except where the costs are included in the carrying amount of another asset, the Company recognizes in profit or loss (a) the interest on a lease liability and (b) variable lease payments not included in the measurement of a lease liability in the period in which the event or condition that triggers those payments occurs. The Company subsequently measures a right-of-use asset at cost less any accumulated depreciation and any accumulated impairment losses; and adjusted for any remeasurement of the lease liability. Right-of-use assets are depreciated over the shorter of the asset's useful life and the lease term, except where the lease contains a bargain purchase option a right-of-use asset is depreciated over the asset's useful life.

The significant accounting policies used in the preparation of these consolidated financial statements are as follows:

#### **Principles of consolidation**

These consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. The results of each subsidiary will continue to be included in the consolidated financial statements of the Company until the date that the Company's control over the subsidiary ceases. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

Details of the subsidiaries are as follows:

	Incorporated in	Percentage owned	
		November 30, 2020	November 30, 2019
Alterra Resources Inc.	Canada	100%	100%
86857 Newfoundland & Labrador Inc.	Province of Newfoundland and Labrador	100%	0%

Inter-company balances and transactions, including unrealized income and expenses arising from inter-company transactions, are eliminated on consolidation.

## **Search Minerals Inc.**

### Notes to the Consolidated Financial Statements

November 30, 2020 and 2019

(Expressed in Canadian dollars)

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#### **Cash and cash equivalents**

Cash and cash equivalents are comprised of cash in banks and all investments that are highly liquid in nature and are redeemable for cash within three months or less, at acquisition. As at November 30, 2020 and 2019, the Company did not have cash equivalents.

#### **Equipment and amortization**

The Company records its acquisition of equipment at cost. The Company provides for amortization, once the assets are in use, over their estimated useful lives on the declining balance method at a rate of 30% per year for vehicles, 20% per year for buildings, 20% to 55% per year for office furniture and equipment and 40% per year for field equipment.

#### **Exploration and evaluation expenditure**

The Company defers the cost of acquiring, maintaining its interest, exploring and developing mineral properties until such time as the properties are placed into production, abandoned, sold or considered to be impaired in value. Proceeds received on the sale of interests in mineral properties are credited to the carrying value of the mineral properties within exploration and evaluation expenditures, with any excess included in operations. Write-downs due to impairment in value are charged to operations.

The Company is in the process of exploring and developing its mineral properties and has not yet determined the amount of reserves available. Management reviews the carrying value of mineral properties on a periodic basis and will recognize impairment in value based upon current exploration results, the prospect of further work being carried out by the Company, the assessment of future probability of profitable revenues from the property or from the sale of the property. Amounts shown for properties represent costs incurred net of write-downs and recoveries, and are not intended to represent present or future values.

#### **Impairment of non-financial assets**

At the end of each reporting period the carrying amounts of the Company's long-lived assets are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the income or loss for the period. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in income or loss.

#### **Decommissioning and restoration provisions**

An obligation to incur restoration, rehabilitation and environmental costs arises when environmental disturbance is caused by the exploration or development of a mineral property interest. Such costs arising from the decommissioning of plant and other site preparation work, discounted to their net present value, are provided for and capitalized at the start of each project to the carrying amount of the asset, along with a corresponding liability as soon as the legal or constructive obligation to incur such costs arises. The timing of the actual rehabilitation expenditure is dependent on a number of facts such as the life and nature of the asset, the operating license conditions and, when applicable, the environment in which the mine operates.

Discount rates using a pre-tax risk-free rate that reflects the time value of money are used to calculate the net present value. These costs are charged against income or loss over the economic life of the related asset, through amortization using the unit-of production method. The corresponding liability is progressively increased as the effect of discounting unwinds creating an expense recognized in income or loss.

Decommissioning costs are also adjusted for changes in estimates or changes in applicable discount rates. Those adjustments are accounted for as a change in the corresponding capitalized cost, except where a reduction in costs is greater than the unamortized capitalized cost of the related assets, in which case the capitalized cost is reduced to nil and the remaining adjustment is recognized in income or loss.

## Search Minerals Inc.

### Notes to the Consolidated Financial Statements

November 30, 2020 and 2019

(Expressed in Canadian dollars)

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

As of November 30, 2020 and 2019, the Company does not have material decommissioning costs.

#### Financial assets and liabilities

##### a) Classification

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

The following table shows the classification under IFRS 9:

<b>Financial assets/liabilities</b>	<b>Classification</b>
Cash	Financial asset at amortized cost
Trade payables	Financial liability at amortized cost
Due to related parties	Financial liability at amortized cost
Promissory note payable	Financial liability at amortized cost
Demand loans	Financial liability at amortized cost
Line of credit	Financial liability at amortized cost
Convertible debenture	Financial liability at amortized cost
Lease obligations	Financial liability at amortized cost

##### b) Measurement

###### **Financial assets at FVTOCI**

Elected investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses recognized in other comprehensive income (loss).

###### **Financial assets and liabilities at amortized cost**

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

###### **Financial assets and liabilities at FVTPL**

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the consolidated statements of loss and comprehensive loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the consolidated statements of loss and comprehensive loss in the period in which they arise. Where management has opted to recognize a financial liability at FVTPL, any changes associated with the Company's own credit risk will be recognized in other comprehensive income (loss).

##### c) Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost.

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

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#### **d) Derecognition**

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the consolidated statements of net (loss) income. However, gains and losses on derecognition of financial assets classified as FVTOCI remain within accumulated other comprehensive income (loss) or are recycled to (loss) income.

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. Generally, the difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in the consolidated statements of loss and comprehensive loss.

#### **Share capital**

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares are recognized as a deduction from equity. Expired warrants are reclassified to contributed surplus.

The Company has adopted a residual method with respect to the measurement of shares and warrants issued as units. The residual method first allocates fair value to the component with the best evidence of fair value and then the residual value, if any, to the less easily measurable component. The fair value of the common shares issued was determined to be the component with the best evidence of fair value. The balance, if any, was allocated to the attached warrants.

#### **Income taxes**

Income tax on the income or loss for the periods presented comprises current and deferred tax. Income tax is recognized in income or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

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

Deferred tax is provided using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The Company does not provide for temporary differences relating to differences relating to investments in subsidiaries, associates, and joint ventures to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet reporting date applicable to the period of expected realization or settlement.

A deferred tax asset is recognized only to the extent that it is probable that future taxable incomes will be available against which the asset can be utilized.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

#### **Basic and diluted loss per share**

Basic earnings or loss per share represents the income or loss for the period, divided by the weighted average number of common shares outstanding during the period. Diluted earnings or loss per share represents the income or loss for the period, divided by the weighted average number of common shares outstanding during the period plus the weighted average number of dilutive shares resulting from the exercise of stock options, warrants and other similar instruments where the inclusion of these would not be anti-dilutive.

#### **Foreign currencies**

The financial statements for the Company and its subsidiaries are prepared using their functional currencies. Functional currency is the currency of the primary economic environment in which an entity operates. The presentation currency of the Company is Canadian dollars. The functional currency of Search Minerals Inc., Alterra Resources Inc. and 86857 Newfoundland & Labrador Inc. is the Canadian dollar.

Foreign currency transactions are translated into the functional currency using exchange rates prevailing at the dates of the transactions. At the end of each reporting period, monetary assets and liabilities that are denominated in foreign currencies are

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translated at the rates prevailing at that date. Non-monetary assets and liabilities are translated using the historical rate on the date of the transaction. Non-monetary assets and liabilities that are stated at fair value are translated using the historical rate on the date that the fair value was determined. All gains and losses on translation of these foreign currency transactions are charged to the statement of operations.

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

The fair value of all stock options granted is recorded as a charge to operations with a credit to contributed surplus. The fair value of the stock options is recorded to share-based payments expense over the vesting period. Stock options granted are measured at their fair value on the grant date. Warrants issued to brokers are measured at their fair value on the grant date and are recognized as a deduction from equity and credited to contributed surplus. The fair value of stock options and warrants are estimated using the Black-Scholes option pricing model.

Any consideration received on the exercise of stock options or warrants together with the related portion of contributed surplus is credited to share capital.

#### **Research and development costs**

All research and development costs are expensed when incurred unless they meet specific criteria for deferral and amortization. The Company reassesses whether it has met the relevant criteria for deferral and amortization at each reporting date. Development costs deferred are not amortized until completion of the related development project.

#### **Government assistance**

The Company receives assistance from the government as part of the exploration and evaluation of mineral assets. The Company records government assistance as a reduction in exploration and evaluation assets.

#### **4. Accounting Standards Issued But Not Yet Effective**

Certain accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable and/or are not expected to have a significant impact on the Company's financial statements.

#### **5. Critical Accounting Estimates and Judgements**

The preparation of financial statements requires management to use judgement in applying its accounting policies and estimates and assumptions about the future. Estimates and other judgements are continuously evaluated and are based on management's experience and other factors, including expectations about future events that are believed to be reasonable under the circumstances. Actual results may differ materially from these estimates.

Critical accounting judgements:

- (i) The assumption that the Company is a going concern and will continue in operation for the foreseeable future and at least one year. The factors considered by management are disclosed in Note 2.
- (ii) Management assesses capitalized exploration and evaluation costs for impairment when facts and circumstances suggest that the carrying amount of any such assets may exceed their recoverable amount. When facts and circumstances suggest that the carrying amount exceeds the recoverable amount, the Company shall measure, present and disclose any resulting impairment. The determination of whether an impairment has occurred requires highly subjective assumptions.

Critical accounting judgements:

- (i) Management is required to estimate the Company's incremental borrowing rate. This rate is used to discount the future lease cash flows to determine the carrying value of the lease liability. Management estimates its incremental borrowing rate based on the risk free rate and a credit risk premium for a period commensurate with the term of the lease.

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#### 6. Receivables

	November 30, 2020 \$	November 30, 2019 \$
GST receivable	15,703	30,884
Government assistance <sup>(1)</sup>	-	65,749
Total receivables	15,703	96,633

(1) The Government of Newfoundland (Innovate NL) and the Atlantic Canada Opportunities Agency (“ACOA”) have certain programs available to assist junior resource companies. The amounts provided by ACOA are repayable on project success, while the amounts provided by the Government of Newfoundland are not repayable. The Company receives support from the Junior Exploration Assistance Program with funds granted by the Province of Newfoundland and Labrador Department of Natural Resources.

#### 7. Mineral Properties – Schedule 1

Although the Company has taken steps to verify title to mineral properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee a clear title. Property title may be subject to unregistered prior agreements and regulatory requirements. The Company is not aware of any disputed claims of title.

The Company acquired the mineral properties primarily by staking the claims. In order to maintain title to the claims, the Company must incur minimum exploration expenditures per claim as specified by the Mineral Act of the Province of Newfoundland and Labrador. In lieu of incurring the minimum expenditures, the Company may make security deposits with the Government of Newfoundland and Labrador. Other commitments relating to mineral properties are as follows:

##### ***Critical Rare Earth Element (“CREE”) District, Labrador***

The Company acquired the CREE District primarily by staking the claims. In addition, the Company acquired the B and A Claims and the Quinlan Property.

##### ***B and A Claims***

On December 10, 2009, the Company entered into a binding letter of intent (the “LOI”) with B and A Minerals Inc. (“B and A”), further defined in a Mining Option Agreement, for an option to acquire an undivided 100% interest in and to certain claims in southeast Labrador owned by B and A (“B and A Claims”). The B and A claims host the Company’s Foxtrot Project.

Under the terms of the Mining Option Agreement, to earn the undivided 100% interest in the B and A Claims, the Company paid B and A an aggregate of \$140,000 and issuing an aggregate 1,100,000 common shares of the Company. The final payment and share issuance was made in January 2013. The Company now owns a 100% interest in the property.

The Mining Option Agreement is subject to a 3% net smelter return in favor of B and A, of which the Company can purchase 2% at any time for \$2,000,000.

##### ***Quinlan Property***

On January 13, 2011, the Company entered into a binding letter of intent (the “LOI”) with Andrew Quinlan, Roland Quinlan and Tony Quinlan (the “Vendors”). Pursuant to the LOI, the Company had the option to earn an undivided 100% interest in and to certain claims owned by the Vendors known as the Fox Harbour Claims (the “Quinlan Property”). The Quinlan Property is comprised of three licenses totaling 48 claims located east of St. Lewis, Labrador. The Quinlan Property hosts the Company’s Deep Fox Project.

Under the terms of the LOI, the Company earned an undivided 100% interest in Quinlan Property by making aggregate cash payments of \$90,000 and issuing an aggregate of 300,000 common shares of the Company.

The Vendors were granted a 1.5% net smelter return royalty (“NSR”). The Company may, at any time, purchase 1% of the net smelter return royalty for \$1,000,000. The Company must make annual cash advance payments of \$10,000 for the Quinlan Property to the Vendors commencing February 23, 2016 and continuing each year thereafter until commencement of commercial production, deductible against the NSR. During the year ended November 30, 2018, the Company paid the third \$10,000 annual cash payment. On February 1, 2019, the Company paid the fourth \$10,000 annual cash payment. On January 31, 2020, the Company paid the fifth \$10,000 annual cash payment. On January 31, 2021, the Company paid the sixth \$10,000 annual cash payment.

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#### **Red Wine Property, Labrador**

On June 28, 2015, the Company purchased from Great Western Minerals Group Ltd. ("GWMG") its interest in the Red Wine Property for \$20,000. GWMG had acquired its approximate 50% interest in the Red Wine Property pursuant to an option agreement between the Company and GWMG dated July 23, 2010. Following the acquisition, the Company now owns 100% of the Red Wine Property.

#### **Impairment of Mineral Properties**

As at November 30, 2020 and 2019, the Company determined that there were no impairment indicators for the claims located in the CREE District.

#### **NunatuKavut Community Council**

On August 27, 2012, as amended on November 13, 2014, the Company entered into a Mining Exploration Activities Agreement with the NunatuKavut Community Council (the "NunatuKavut"), the political representative body of the Inuit of South-Central Labrador. The agreement solidifies a relationship that has evolved through the Company's activity in and around NunatuKavut communities on the south coast. The agreement sets out a respectful way forward, meeting the interests of and ensuring mutual benefit for both parties. Key elements in the agreement address environmental protocols and safeguards for matters of historic values. The agreement also sets out hiring and business opportunities for NunatuKavut members and communities as well as certain financial considerations.

## 8. Payables

	November 30, 2020 \$	November 30, 2019 \$
Trade payables	484,341	567,748
Interest payable	5,568	64,572
Total trade payables	489,909	632,320
Due to related parties – current portion	1,121,619	778,496
Due to related parties – non-current portion	-	53,000
Total due to related parties (Note 14)	1,121,619	831,496
Total payables	1,611,528	1,463,816

During the year ended November 30, 2020, the Company settled \$285,061 of payables by issuing 5,701,224 common shares at the fair value of \$328,426 resulting in a loss on settlement of accounts payable of \$43,365.

During the year ended November 30, 2019, the Company settled \$90,750 of payables by issuing 1,150,000 common shares at the fair value of \$46,750 resulting in a gain on settlement of accounts payable of \$44,000. In addition, the Company settled \$25,000 of payables by issuing 500,000 units at the fair value of \$25,000.

## 9. Lease obligations

Effective June 1, 2016, the Company entered into a lease agreement for a building to be used for storing samples, core shack, processing core and accommodations. The building is located in St. Lewis, in the Province of Newfoundland and Labrador. The monthly rent was \$7,000 per month with the lease expiring on December 31, 2022. At the end of the lease term, the Company had the option to extend the lease by five years or to purchase the property at the appraised value. Subsequent to November 30, 2020, the Company exercised the purchase option and acquired the building for \$210,000 (Note 18). The Company reassessed the right-of-use assets and lease liability on November 30, 2020 based on the estimation that the future lease payments would change since the Company was reasonably certain that it would exercise the purchase option. As a result of the reassessment, the Company derecognized the carrying value of the original right-of-use asset and the lease liability, and some lease amounts in accounts payable relating to the building, and recognized a new lease liability and right-of-use asset of \$210,000 respectively, which is the purchase price of the building. Due to the short period between the December 17, 2020 closing date of the purchase and the November 30, 2020 reassessment date, the effect of the time value of money to the \$210,000 lease payment was immaterial and disregarded. Accordingly, the Company recorded a gain on lease amendment of \$58,500.

Effective July 1, 2019, the Company entered into a lease agreement for a vehicle. The monthly lease is \$1,179 per month with the lease expiring on June 30, 2021.

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With the adoption of IFRS 16 Leases (see Note 3), the Company recognized lease obligations with regard to the leases.

	November 30, 2020 \$	November 30, 2019 \$
Opening balance	-	-
Adoption of IFRS 16	<b>246,118</b>	-
Adjusted balance as at November 30, 2019	<b>246,118</b>	-
Lease payments	<b>(97,208)</b>	-
Finance charges on leases	<b>21,299</b>	-
Lease modification	<b>47,765</b>	-
Ending balance – current liability	<b>217,974</b>	-

The following is a schedule of the Company's future minimum lease payments related to the field house and vehicle lease obligation:

	November 30, 2020 \$
2021	218,253
Total minimum lease payments	218,253
Less: imputed interest	(279)
Total present value of minimum lease payments	217,974
Less: Current portion	(217,974)
Non-current portion	-

**10. Convertible Debentures**

	Liability Component – June 2020 \$	Liability Component - InCoR \$	Liability Component – Total \$	Equity Components \$
Balance, November 30, 2018	-	772,727	772,727	160,635
Accretion	-	77,273	77,273	-
Transfer to contributed surplus on expiration of conversion	-	-	-	(160,635)
Balance, November 30, 2019	-	850,000	850,000	-
Proceeds	500,000	150,000	650,000	-
Accretion	15,370	65,578	80,948	-
Refinancing of debentures	-	(69,534)	(69,534)	150,454
Less: transaction costs	-	(50,000)	(50,000)	-
Amortization of transaction costs	-	50,000	50,000	-
Equity component of convertible debenture	(36,460)	-	(36,460)	36,460
Transfer to common shares on conversion	(478,910)	(996,044)	(1,474,954)	(186,914)
<b>Balance, November 30, 2020</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

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#### *InCoR Convertible Debenture*

On September 7, 2017, the Company entered into an agreement with InCoR Holdings Plc, (“InCoR”) pursuant to which InCoR provided funding of \$500,000 by way of secured convertible debentures (the “InCoR Convertible Debentures”). The debentures had a maturity date of one year from the date of issuance and bear interest at a rate of 15% per annum, calculated and paid semi-annually in cash or, at InCoR’s option, payable in Units. The debentures were convertible into units of the Company at a conversion price of \$0.06 per unit. Each unit would be comprised of one common share of the Company and one common share purchase warrant with each warrant entitling the holder thereof to acquire one additional share at an exercise price of \$0.07 per share for five years from the date of conversion. The debentures are secured by all of the Company’s assets.

On September 28, 2017 the Company received the first \$150,000 from InCoR (the “First Debenture”) and on October 27, 2017, the Company received the final tranche of \$350,000 (the “Second Debenture”), for aggregate proceeds received from the two tranches was \$500,000.

Subsequent to the completion of the convertible debentures, InCoR appointed two members to the Board of Directors of the Company.

On September 28, 2018, the First Debentures matured and were not converted. InCoR agreed to forbear taking any action under the First Debentures or the related security agreements up to October 27, 2018. On October 27, 2018, the Second Debentures matured and were not converted. InCoR agreed to forbear taking any action under the First and Second Debentures or the related security agreements up to November 30, 2018. As consideration for the forbearances, the Company paid InCoR forbearance fees totaling \$50,000.

On November 30, 2018, the Company refinanced the \$500,000 first and second debentures and \$350,000 of loans (Note 11) by issuing a \$850,000 secured convertible debenture (the “Third Debenture”). The Third Debenture had a maturity date of November 30, 2019 and bears interest at 15% per annum, calculated and paid semi-annually in cash or in common shares at InCoR’s option. The Third Debenture is convertible into units of the Company at a conversion price of \$0.05 per unit. Each unit will be comprised of one common share and one common share purchase warrant with each warrant entitling the holder to acquire one additional common share at an exercise price of \$0.06 per common share for five years from the date of conversion.

On November 1, 2019, the Company and InCoR Holdings Plc, (“InCoR”) agreed to extend the maturity date of the Third Debenture to November 30, 2020. The debenture is convertible into units of the Company at a conversion price of \$0.05 per unit. Each unit will be comprised of one common share and one common share purchase warrant with each warrant entitling the holder to acquire one additional common share at an exercise price of \$0.05 per common share for five years from the date of conversion.

On February 28, 2020, the extension of the Third Debentures closed and the Company received \$150,000. The Company treated the refinancing as a debt extinguishment, resulting in a loss of \$80,920 recorded to the statement of loss. The Company determined the fair value of the liability component of the Third Debenture to be \$930,466, based on the net present value of future cash flows. The Company determined the fair value of the equity component of the Third Debenture to be \$150,454 using the Black-Scholes pricing model with the following assumptions: share price - \$0.035; exercise price - \$0.05; risk-free interest rate – 0.69%; expected life – 0.76 year; expected volatility – 96.54%; and expected dividends – nil.

On November 12, 2020, InCoR elected to convert the \$1,000,000 Third Debenture and accordingly, the Company issued 20,000,000 units with each unit being comprised of one common share and one common share purchase warrant entitling the holder to acquire one additional common share at an exercise price of \$0.05 per common share up to November 12, 2025.

#### *June 2020 Convertible Debenture*

On June 25, 2020, the Company closed a non-brokered secured convertible debenture private placement for gross proceeds of \$500,000 with an arms’ length party. The security on this debenture is pari-passu with the InCoR Third Debenture. The debenture has a maturity date of one year from the date of issuance and bear interest at a rate of 15% per annum, calculated and paid semi-annually. The debenture will be convertible into units of the Company at a conversion rate price of \$0.05 per unit. Each unit will be comprised of one common share of the Company and one common share purchase warrant with each warrant entitling the holder thereof to acquire one additional share at an exercise price of \$0.05 per share for five years from the date of conversion. The debenture is secured by all of the Company’s assets.

The Company determined the fair value of the liability component of the convertible debenture to be \$463,540, based on the net present value of future cash flows. The residual value of \$36,460 was allocated to the equity component of the convertible debenture.

On November 12, 2020, the lender elected to convert the \$500,000 debenture and accordingly, the Company issued 10,000,000 units with each unit being comprised of one common share and one common share purchase warrant entitling the holder to acquire one additional common share at an exercise price of \$0.05 per common share up to November 12, 2025.

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During the year ended November 30, 2020, the Company recorded interest expense of \$165,061 (2019 - \$124,006), amortization of transaction costs of \$50,000 (2019 - \$nil) and accretion expense of \$80,948 (2019 - \$77,273) on the debentures.

#### 11. Promissory Notes

##### *InCoR Promissory Notes*

In October and November 2018, the Company received an aggregate of \$350,000 in non-interest bearing, due on demand loans from InCoR secured against all assets of the Company. On November 30, 2018, the loans were refinanced as part of a secured convertible debenture (Note 10).

During the year ended November 30, 2019, the Company received an aggregate of \$350,000 in non-interest bearing, due on demand loans from InCoR secured against all assets of the Company. During the year, the balance of \$350,000 was repaid in cash.

During the year ended November 30, 2020, the Company received an aggregate of \$100,000 in non-interest bearing, due on demand loans from InCoR secured against all assets of the Company. Subsequent to November 30, 2020, the Company repaid the loans.

##### *Other Promissory Notes*

On November 15, 2019, the Company received a promissory note in the amount of \$200,000 from an arms' length party. The promissory note matures on November 15, 2020 and bears interest at 10% per annum. Interest is payable quarterly. The Company also issued a total of 4,000,000 warrants to the promissory note holder. Each warrant is exercisable into one common share for one year at a price of \$0.05 per share. The Company recorded the warrants issued at a fair value of \$39,826 in transaction costs to be amortized throughout the term. The fair value was estimated using the Black-Scholes option pricing model with the following assumptions: share price - \$0.04; exercise price - \$0.05; risk-free interest rate - 1.69%; expected life - 1.0 years; expected volatility - 81%; and expected dividends - nil.

On March 16, 2020, the Company received a promissory note in the amount of \$100,000 from an arms' length party. The promissory note matures on March 16, 2021 and bears interest at 10% per annum. Interest is payable quarterly. The Company also issued a total of 2,000,000 warrants to the promissory note holder. Each warrant is exercisable into one common share for one year at a price of \$0.05 per share. The Company assigned the fair value of \$83,038 to the liability component and a value of \$16,962 to the warrants.

On November 28, 2020, the Company received a promissory note in the amount of \$70,000 from an arms' length party. The promissory note matures on November 28, 2021 and bears interest at 24% per annum with a minimum interest period of six months.

During the year ended November 30, 2020, the Company repaid \$50,000 of the November 15, 2019 promissory notes. As at November 30, 2020, the principal balance of the promissory notes was \$320,000. Subsequent to November 30, 2020, the Company repaid the promissory notes.

On November 12, 2020, the lender agreed to extend the November 15, 2019 promissory note by one year to November 15, 2021 in exchange for issuing 4,000,000 warrants exercisable into one common share for one year at a price of \$0.05 per share. A new promissory note was signed between the two parties which replaced the original expiring promissory note. The new promissory note replacing the original promissory note was treated as a debt extinguishment. Since the carrying value of the existing promissory note was near \$200,000 as the expiration date was November 15, 2020 and the replacement consideration of the new promissory note is also \$200,000, there was no gain or loss as a result of the loan extinguishment. The Company determined the fair value of the new promissory note to be \$173,713, based on the net present value of future cash flows. The residual value of \$26,287, after subtracting the \$200,000 fair value of the new promissory note, was allocated to the warrants.

During the year ended November 30, 2020, the Company recorded interest expense of \$27,246 (2019 - \$822) and amortization of transaction costs of \$50,280 (2019 - \$1,521) on the promissory notes.

#### 12. Line of Credit

During the year ended November 30, 2020, the Company obtained an unsecured \$80,000 line of credit as part of the government's economic response plan to the COVID-19 pandemic. The line of credit is interest free and is eligible for 25% forgiveness if \$60,000 is fully repaid by December 31, 2022. The Company borrowed \$80,000 from the line of credit as at November 30, 2020. If not repaid in full by the maturity date, the line of credit will be converted into a loan at a fixed interest rate of 5% per annum with a maturity date of December 31, 2025.

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## 13. Share Capital

### a. Common shares authorized

Unlimited number of common shares.

265,927,072 outstanding at November 30, 2020 (2019: 228,775,848).

### b. Financings

During the year ended November 30, 2020, the Company completed the following financing:

#### i) *Flow-Through Private Placements of Common Shares*

On January 13, 2020, the Company completed a flow-through private placement of 1,400,000 flow-through common shares at a price of \$0.05 per flow-through common share for gross proceeds of \$70,000. The fair value of the flow-through premium was determined to be \$nil. As at November 30, 2019, the Company had received subscriptions of \$50,000.

In connection with the financing, the Company incurred cash issue costs of \$750.

During the year ended November 30, 2019, the Company completed financings as follows:

#### i) *Flow-Through Private Placements of Units*

On January 29, 2019, the Company completed a flow-through private placement of 2,000,000 flow-through units at a price of \$0.05 per flow-through unit for gross proceeds of \$100,000. Each unit is comprised of one flow-through common share and one-half of one share purchase warrant. Each whole warrant entitles the holder thereof to purchase an additional common share of the Company at \$0.06 per common share up to January 30, 2021. The fair value of the flow-through premium was determined to be \$10,000 with the remaining \$90,000 being allocated to the units. A value of \$10,000 has been attributed to the warrants using the residual method. As at November 30, 2019, the Company had incurred eligible Canadian Exploration Expenditures of \$100,000. Accordingly, the Company recorded the flow-through premium liability as an other income item amounting to \$10,000.

#### ii) *Rights Offering of Units*

On June 17, 2019, the Company completed a Rights Offering of 45,535,170 common shares at a price of \$0.03 per common share for gross proceeds of \$1,366,055.

In connection with the Rights Offering, the Company entered into a standby guarantee agreement (the "Standby Guarantee") with InCoR. Under the Standby Guarantee, InCoR agreed to subscribe for all common shares that were not otherwise purchased by the Company's shareholders. As compensation for providing the Standby Guarantee, the Company granted InCoR 8,727,625 share purchase warrants. The share purchase warrants are exercisable at a price of \$0.05 per common share up to June 17, 2024. The fair value of the compensation warrants, \$372,392, was estimated using the Black-Scholes option pricing model with the following assumptions: share price - \$0.045; exercise price - \$0.05; risk-free interest rate - 1.90%; expected life - 5.0 years; expected volatility - 174%; and expected dividends - nil.

In connection with the equity financings, the Company incurred cash issue costs of \$36,766.

### c. Stock option plan

The Company has a stock option plan whereby the maximum number of shares reserved for issue under the plan shall not exceed 10% of the outstanding common shares of the Company, as at the date of the grant. The maximum number of common shares reserved for issue to any one person under the plan cannot exceed 5% of the issued and outstanding number of common shares at the date of the grant and the maximum number of common shares reserved for issue to a consultant or a person engaged in investor relations activities cannot exceed 2% of the issued and outstanding number of common shares at the date of the grant. The exercise price of each option granted under the plan may not be less than the Discounted Market Price (as that term is defined in the policies of the TSX-V). Options may be granted for a maximum term of ten years from the date of the grant, are non-transferable and expire within 90 days of termination of employment or holding office as a director or officer of the Company.

**Search Minerals Inc.**

## Notes to the Consolidated Financial Statements

November 30, 2020 and 2019

(Expressed in Canadian dollars)

Changes in share purchase options during the years ended November 30, 2020 and 2019 are as follows:

	Number of Options	Weighted Average Exercise Price	Weighted Average Life (Years)
Outstanding, November 30, 2018	12,500,000	\$0.09	2.00
Granted	7,550,000	\$0.08	
Expired	(2,575,000)	\$0.10	
Outstanding, November 30, 2019	17,475,000	\$0.09	2.01
Granted	12,550,000	\$0.08	
Expired	(5,075,000)	\$0.10	
Outstanding and exercisable, November 30, 2020	24,950,000	\$0.08	3.29

During the year ended November 30, 2020, the Company recorded share-based payment expense of \$372,407 (2019: \$117,249). The weighted average fair value of share purchase options granted during the years ended November 30, 2020 and 2019 was estimated using the Black-Scholes option pricing model with the following weighted average assumptions:

	2020	2019
Stock price	\$0.050	\$0.035
Exercise price	\$0.080	\$0.080
Risk-free interest rate	0.85%	1.80%
Expected life	5.0 years	3.5 years
Expected volatility	87%	90%
Expected dividends	Nil	Nil

At November 30, 2020, the following share purchase options were outstanding entitling the holder thereof the right to purchase one common share for each option held:

Number	Exercise Price	Expiry Date
4,950,000	\$0.08	August 14, 2021
7,450,000	\$0.08	February 7, 2023
12,550,000	\$0.08	November 17, 2025
<u>24,950,000</u>		

**d. Warrants**

Changes in share purchase warrants during the years ended November 30, 2020 and 2019 are as follows:

	Number of Warrants	Weighted Average Exercise Price	Weighted Average Life (Years)
Balance, November 30, 2018	26,636,809	\$0.07	1.96
Issued	14,227,625	\$0.05	
Balance, November 30, 2019	40,864,434	\$0.06	1.73
Issued	36,000,000	\$0.05	
Expired	(4,000,000)	\$0.05	
Balance, November 30, 2020	72,864,434	\$0.06	3.16

**Search Minerals Inc.**

## Notes to the Consolidated Financial Statements

November 30, 2020 and 2019

(Expressed in Canadian dollars)

At November 30, 2020, the following share purchase warrants were outstanding entitling the holder thereof the right to purchase one common share for each warrant held:

Number	Exercise Price	Expiry Date
<sup>(2)</sup> 1,500,000	\$0.06	January 30, 2021
<sup>(3)</sup> 2,000,000	\$0.05	March 16, 2021
<sup>(3)</sup> 4,000,000	\$0.05	November 30, 2021
<sup>(1)(4)</sup> 15,608,285	\$0.07	July 12, 2022
<sup>(1)</sup> 7,887,536	\$0.07	July 12, 2022
3,140,988	\$0.07	July 5, 2023
8,727,625	\$0.05	June 17, 2024
30,000,000	\$0.05	November 12, 2025
<u>72,864,434</u>		

(1) On May 8, 2020, the expiry dates of certain warrants were extended. 15,608,285 warrants were extended from July 5, 2020 to July 12, 2022. 7,887,536 warrants were extended from July 12, 2020 to July 12, 2022. The amended costs resulting from these transactions have been offset against the additional value created for the warrants.

(2) Subsequent to November 30, 2020, 1,500,000 of these share purchase warrants were exercised for proceeds of \$90,000.

(3) Subsequent to November 30, 2020, 6,000,000 of these share purchase warrants were exercised for proceeds of \$300,000.

(4) Subsequent to November 30, 2020, 3,304,254 of these share purchase warrants were exercised for proceeds of \$231,298.

**e. Basic and diluted loss per share**

During the year ended November 30, 2020, potentially dilutive common shares totaling 97,814,434 (2019: 58,339,434) were not included in the calculation of basic and diluted loss per share because their effect was anti-dilutive. Potentially dilutive common shares are from exercisable share purchase options, share purchase warrants and the conversion of convertible debentures.

**14. Related Party Transactions**

During the year ended November 30, 2020 and 2019, the Company incurred the following expenditures charged by directors and officers of the Company, or former directors and officers of the Company, and/or companies they owned or were significant shareholders of:

	2020 \$	2019 \$
Administration and management fees	270,000	260,000
Non-executive directors fees	54,000	54,000
Mineral property expenditures		
Geological consulting, salaries, wages and benefits	178,000	174,000
Metallurgical consulting	130,000	125,000
Share-based compensation	224,038	69,107
	<u>856,038</u>	<u>682,107</u>

At November 30, 2020, due to related parties of \$1,121,619 (2019: \$831,496) included amounts owing to directors and officers of the Company and/or companies they control or of which they were significant shareholders. The amounts owing include amounts related to expenditures charged to the Company and for reimbursements of expenditures paid for on behalf of the Company. The amounts owing are unsecured, non-interest bearing and due on demand. The amounts have been recorded at their exchange amount, being the amount agreed to by the parties.

**Search Minerals Inc.**

## Notes to the Consolidated Financial Statements

November 30, 2020 and 2019

(Expressed in Canadian dollars)

Key management includes the CEO, VP of Metallurgy, VP of Exploration and the directors of the Company. The compensation paid or payable to key management for services during the years ended November 30, 2020 and 2019 is as follows:

	2020 \$	2019 \$
Short-term benefits	<b>632,000</b>	613,000
Share-based compensation	<b>224,038</b>	69,107
	<b>856,038</b>	682,107

The InCoR loans disclosed in Notes 10, 11 and 18 are related party transactions as InCoR appointed two directors of the Company.

**15. Income Taxes**

A reconciliation between the Company's income tax provision computed at statutory rates to the reported income tax expense for the years ended November 30, 2020 and 2019 is as follows:

	2020 \$	2019 \$
Statutory tax rate	<b>27.00%</b>	27.00%
Loss for the year before income taxes	<b>(1,549,525)</b>	(882,612)
Expected income tax expense (recovery)	<b>(418,000)</b>	(238,000)
Share-based payments and other permanent differences	<b>101,000</b>	29,000
Effect of change in tax rate and other	<b>220,000</b>	61,000
Change in unrecognized deferred tax assets	<b>97,000</b>	148,000
Income tax expense	-	-

The significant components of the Company's deferred income tax assets and liabilities, without taking into consideration the offsetting of balances within the same jurisdiction, as at November 30, 2020 and 2019 are as follows:

	2020 \$	2019 \$
Deferred income tax assets (liabilities)		
Non-capital and capital losses carried forward	<b>2,994,000</b>	2,744,000
Mineral properties	<b>883,000</b>	978,000
Other	<b>30,000</b>	88,000
Total unrecognized deferred income tax assets	<b>3,907,000</b>	3,810,000

All deferred tax assets and liabilities are estimated to be recovered after more than 12 months.

**Search Minerals Inc.**

## Notes to the Consolidated Financial Statements

November 30, 2020 and 2019

(Expressed in Canadian dollars)

Losses that reduce future income for tax purposes expire as follows:

	<u>\$</u>
2027	1,000
2028	194,000
2029	349,000
2030	954,000
2031	1,562,000
2032	1,471,000
2033	1,346,000
2034	1,306,000
2035	1,000
2036	422,000
2037	887,000
2038	771,000
2039	770,000
2040	883,000
	<u>10,917,000</u>

In reference to the deferred tax asset (liability) relating to mineral properties, the Company has certain tax pools arising from its resource related expenditures that amount to approximately \$16.7 million and which are available indefinitely to shelter future income from corporate income taxes.

On July 11, 2018, the Company completed a flow-through private placement of 3,000,000 units at a price of \$0.06 per flow-through unit for gross proceeds of \$180,000. On January 3, 2019, the Company completed a flow-through private placement of 2,000,000 units at a price of \$0.05 per flow-through unit for gross proceeds of \$100,000. As at December 31, 2018, the Company renounced the \$280,000 flow-through proceeds to the subscribers. The gross proceeds attributable to the flow-through units of \$280,000 will not be available to the Company for future deduction from taxable income.

On January 13, 2020, the Company completed a flow-through private placement of 1,400,000 shares at a price of \$0.05 per flow-through share for gross proceeds of \$70,000. As at December 31, 2019, the Company renounced the \$70,000 flow-through proceeds to the subscribers. The gross proceeds attributable to the flow-through shares of \$70,000 will not be available to the Company for future deduction from taxable income.

**16. Financial Instruments*****Management of Capital***

The Company's objectives when managing capital are: to safeguard the Company's ability to continue as a going concern in order to facilitate the development of its mineral properties and to maintain an optimal capital structure, while ensuring the Company's strategic objectives are met; and to provide an appropriate return to shareholders relative to the risk of the Company's underlying assets.

The capital structure of the Company consists of equity attributable to common shareholders, comprised of share capital, contributed surplus and deficit.

The Company maintains and adjusts its capital structure based on changes in economic conditions and the Company's planned requirements. The Company may adjust its capital structure by issuing new equity, issuing new debt, or acquiring or disposing of assets, and by controlling the capital expenditures program.

The mineral properties are in the exploration stage. As such, the Company is dependent on external financing to develop its properties and fund its activities. In order to carry out its planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed and if available, and may even dispose of its interest in the mineral properties.

Management reviews its capital management approach on an ongoing basis and no changes were made to the approach during the year ended November 30, 2020. At November 30, 2020 and 2019, the Company was not subject to any externally imposed capital requirements.

## Search Minerals Inc.

### Notes to the Consolidated Financial Statements

November 30, 2020 and 2019

(Expressed in Canadian dollars)

#### Classification of Financial Instruments

The Company's financial instruments consist of cash, trade payable, due to related parties, promissory note payable, convertible debenture, lease obligations and line of credit. The Company's cash, trade payable, due to related parties, promissory note payable, convertible debenture lease obligations and line of credit are measured at amortized cost.

#### Fair Value of Financial Instruments

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy based on the degree to which the inputs used to determine the fair value are observable. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices at the measurement date for identical assets or liabilities in active markets.

Level 2 – Observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in market that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3 – Unobservable inputs which are supported by little or no market activity.

The Company did not have financial instruments measured at fair value on a recurring basis during the years ended November 30, 2020 and 2019.

The carrying amounts of the Company's cash, trade payable, due to related parties, promissory note payable, convertible debenture, lease obligations and line of credit approximate their fair value due to the relatively short period to maturity of these financial instruments.

Discussions of risks associated with financial assets and liabilities are detailed below:

#### Credit Risk

Credit risk arises from cash held with banks and financial institutions. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The Company's cash are held with a large Canadian bank.

#### Commodity Price Risk

The Company's ability to raise capital to fund exploration or development activities is subject to risks associated with fluctuations in the market price of minerals under exploration.

#### Liquidity Risk

Liquidity risk is the risk that the Company will not have sufficient funds to meet its financial obligations when they are due. The Company manages liquidity risk by maintaining sufficient cash and cash equivalent balances to enable settlement of transactions on the due date. Management monitors the Company's contractual obligations and other expenses to ensure adequate liquidity is maintained. Refer to the going concern note for additional disclosure (Note 2). As at November 30, 2020 and 2019, the Company had working capital as follows:

	2020 \$	2019 \$
Current assets	146,706	378,534
Current liabilities	(2,218,228)	(2,422,511)
<u>Working capital (deficiency)</u>	<u>(2,071,522)</u>	<u>(2,043,977)</u>

#### Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and price risk.

## Search Minerals Inc.

### Notes to the Consolidated Financial Statements

November 30, 2020 and 2019

(Expressed in Canadian dollars)

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#### a) *Currency Risk*

As at November 30, 2020 and 2019, all of the Company's cash were held in Canadian dollars, the Company's functional currency. The Company has no operations in foreign jurisdictions outside of Canada at this time and as such has no currency risk associated with its operations. The Company has had nominal amounts of payables in US dollars.

#### b) *Interest Rate Risk*

As at November 30, 2020, the Company had promissory notes bearing interest at fixed rates of 10%-24% per annum and a line of credit bearing interest at a fixed rate of 5% per annum. As the Company had no variable rate interest bearing financial instruments, the Company is not exposed to interest rate risk.

#### c) *Price Risk*

Price risk is the risk that the fair value of a financial instrument will fluctuate because of changes in market prices. The Company has no financial instruments subject to price risk.

## 17. Non-cash Transactions

Investing and financing activities that do not have a direct impact on current cash flows are excluded from the statements of cash flows. During the year ended November 30, 2020 the following transactions were excluded from the statement of cash flows:

- a) deferred exploration expenditures of \$940,702 included in accounts payable and accrued liabilities at November 30, 2020, less expenditures included in accounts payable at November 30, 2019 of \$879,646 (net exclusion of \$61,056);
- b) the issuance by the Company of 2,200,000 shares at the fair value of \$135,500 pursuant to debt settlements;
- c) issuance by the Company of 3,501,224 shares at the fair value of \$192,926 pursuant to interest settlements; and,
- d) 6,000,000 warrants at the fair value of \$43,249 issued for promissory notes (Note 11).

During the year ended November 30, 2019 the following transactions were excluded from the statement of cash flows:

- a) deferred exploration expenditures of \$879,646 included in accounts payable and accrued liabilities at November 30, 2019, less expenditures included in accounts payable at November 30, 2018 of \$722,261 (net exclusion of \$157,385);
- b) the issuance by the Company of 500,000 units at the fair value of \$25,000 and 1,150,000 shares at the fair value of \$46,750 pursuant to debt settlements;
- c) government assistance of \$65,749 included in receivables at November 30, 2019;
- d) 8,727,625 warrants at the fair value of \$372,392 issued as compensation for providing a standby guarantee (Note 13(b)); and,
- e) 4,000,000 warrants at the fair value of \$39,826 issued as a transactions cost for obtaining a promissory note (Note 11).

## 18. Subsequent Events

### *Building Purchase*

On December 17, 2020, the Company purchased property and a building in St. Lewis, Labrador, for a purchase price of \$210,000.

### *Shares Issued*

The Company issued 50,000 common shares to NunatuKavut under the original terms of the Mining Exploration Activities Agreement (Note 7).

### *Private Placements*

On January 6, 2021, the Company completed a private placement of 8,900,000 units at a price of \$0.06 per unit for gross proceeds of \$534,000. Each unit is comprised of one common share and one share purchase warrant. Each whole warrant entitles the holder thereof to purchase an additional common share of the Company for a period of two years at a price of \$0.06 per common share in the first year and \$0.08 in the second year.

**Search Minerals Inc.**

Notes to the Consolidated Financial Statements

November 30, 2020 and 2019

(Expressed in Canadian dollars)

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On March 11, 2021, the Company completed a private placement of 25,000,000 units at a price of \$0.07 per unit for gross proceeds of \$1,750,000. Each unit is comprised of one common share and one-half of one share purchase warrant. Each whole warrant entitles the holder thereof to purchase an additional common share of the Company at \$0.10 per common share up to March 11, 2022. In connection with the private placement, the Company paid cash finders' fee of \$13,608 and issued 194,400 share purchase warrants entitling the holder thereof to purchase a common share of the Company at \$0.10 per common share up to March 11, 2022.

*Exercise of Warrants*

Subsequent to November 30, 2020, 6,000,000 share purchase warrants at \$0.05 were exercised for gross proceeds of \$300,000, 1,500,000 share purchase warrants at \$0.06 per share were exercised for gross proceeds of \$90,000, 3,304,254 share purchase warrants at \$0.07 per share were exercised for gross proceeds of \$231,298 and 165,000 share purchase warrants at \$0.10 per share were exercised for gross proceeds of \$16,500.

*Repayment of Loans*

Subsequent to November 30, 2020, the Company repaid a \$70,000 promissory note and interest of \$8,400. The Company also repaid \$250,000 of promissory notes. In addition, the Company repaid the \$100,000 demand loans (Note 11).

*Loan received and repaid*

Subsequent to November 30, 2020, the Company received a promissory note in the amount of US\$115,000 (CDN\$146,706) from InCoR. The promissory note matures on June 2, 2021 and bears interest at 24% per annum with a minimum interest period of six months. Subsequent to November 30, 2020, the Company repaid the promissory note of US\$115,000 and interest of US\$13,800 (aggregate amount of CDN\$164,210).

**Search Minerals Inc.**  
**CONSOLIDATED SCHEDULE OF MINERAL PROPERTIES**  
**For the years ended November 30, 2020 and 2019**  
**(Expressed in Canadian Dollars)**

	<b>Critical Rare Earth Element District, Labrador \$</b>	<b>Red Wine, Labrador \$</b>	<b>Total \$</b>
Balance, November 30, 2018	11,781,340	3,600	11,784,940
Acquisition costs			
Cash	10,000	-	10,000
Staking	16,350	-	16,350
	26,350	-	26,350
Deferred exploration costs			
Assays	253,464	-	253,464
Camp and rent	140,111	-	140,111
Engineering and metallurgy	502,105	-	502,105
Geological consulting, salaries, wages and benefits (Note 14)	251,857	1,800	253,657
Geotechnical reports and surveys	127,874	-	127,874
Government contributions	(598,220)	-	(598,220)
Metallurgical consulting (Note 14)	125,000	-	125,000
Other	99,008	-	99,008
Travel and accommodation	29,493	-	29,493
	930,692	1,800	932,492
Balance, November 30, 2019	12,738,382	5,400	12,743,782
Acquisition costs			
Cash	10,000	-	10,000
	10,000	-	10,000
Deferred exploration costs			
Assays	124,933	-	124,933
Camp and rent	19,990	-	19,990
Engineering and metallurgy	146,699	-	146,699
Geological consulting, salaries, wages and benefits (Note 14)	243,948	-	243,948
Geotechnical reports and surveys	30,801	-	30,801
Government contributions	(155,384)	-	(155,384)
Metallurgical consulting (Note 14)	130,000	-	130,000
Other	134,539	-	134,539
Travel and accommodation	8,182	-	8,182
	683,708	-	683,708
<b>Balance, November 30, 2020</b>	<b>13,432,090</b>	<b>5,400</b>	<b>13,437,490</b>