

**SEARCH MINERALS INC.**

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

AUGUST 31, 2023 and 2022

(Unaudited - Expressed in Canadian dollars)

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**Search Minerals Inc.**

**Condensed Interim Consolidated Financial Statements**

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**Nine months ended August 31, 2023 and 2022**

**(Unaudited - Expressed in Canadian Dollars)**

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**NOTICE OF NO AUDITOR REVIEW OF  
CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

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

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

**SEARCH MINERALS INC.**  
**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**  
(Unaudited - Expressed in Canadian dollars)

	Notes	August 31, 2023 \$	November 30, 2022 \$
<b>ASSETS</b>			
<b>Current assets</b>			
Cash		22,010	457,537
Receivables	6	23,092	749,475
Prepaid expenses and other assets		28,521	76,691
		73,623	1,283,703
<b>Non-current assets</b>			
Property and equipment	7	455,123	803,821
Reclamation deposits		50,000	50,000
Staking deposits		27,450	27,450
Exploration and evaluation expenditures (Schedule 1)	8	28,670,806	27,123,829
		29,277,002	29,288,803
<b>LIABILITIES AND EQUITY ATTRIBUTABLE TO SHAREHOLDERS</b>			
<b>Current liabilities</b>			
Trade payables	9	2,864,082	2,120,550
Due to related parties	9,12	410,941	69,454
Flow-through premium liability	11(b)	-	40,878
		3,275,023	2,230,882
<b>Non-current liabilities</b>			
CEBA loan	10	80,000	80,000
Deferred government assistance	10	40,000	40,000
		3,395,023	2,350,882
<b>Equity attributable to shareholders</b>			
Share capital	11	43,972,961	43,756,616
Warrants		371,992	519,820
Contributed surplus		6,410,157	6,201,777
Deficit		(24,873,131)	(23,540,292)
		25,881,979	26,937,921
		29,277,002	29,288,803

**Nature of Operations** (Note 1)

**Going Concern** (Note 2)

**Subsequent Events** (Notes 8, 11(c) and 14)

Approved by the Board of Directors on November 1, 2023

"Jocelyn Bennett"  
\_\_\_\_\_  
Jocelyn Bennett

Director

"David Dreisinger"  
\_\_\_\_\_  
David Dreisinger

Director

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

**SEARCH MINERALS INC.**  
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS  
For the three and nine months ended August 31, 2023 and 2022  
(Unaudited - Expressed in Canadian dollars)

	Notes	For the three months ended		For the nine months ended	
		2023	August 31,	2023	August 31,
		\$	2022	\$	2022
		\$	\$	\$	\$
<b>GENERAL AND ADMINISTRATIVE EXPENSES</b>					
Accounting and audit		15,241	23,274	76,026	68,101
Administration and management fees	12	19,100	70,000	510,100	225,000
Amortization	7	33,903	43,469	157,402	97,363
Consulting fees	12	-	39,000	33,160	91,550
Legal fees		-	11,693	94,473	48,825
Non-executive directors fees	12	28,000	36,000	88,000	102,000
Office and miscellaneous		30,671	50,448	175,094	164,937
Regulatory and transfer agent fees		6,995	26,992	45,318	105,367
Share-based compensation – stock options	11(c)	-	291,257	92,897	1,289,850
Shareholder communications		8,125	45,526	40,600	121,177
Travel and accommodation		1,899	31,672	60,647	51,136
<b>Loss for the period before other items</b>		<b>(143,934)</b>	<b>(669,331)</b>	<b>(1,373,717)</b>	<b>(2,365,306)</b>
<b>Other income (expense) items</b>					
Flow-through premium income		-	644,954	40,878	644,954
<b>Loss and comprehensive loss for the period</b>		<b>(143,934)</b>	<b>(24,377)</b>	<b>(1,332,839)</b>	<b>(1,720,352)</b>
<b>Basic and diluted loss per share</b>	11(e)	<b>(0.00)</b>	<b>(0.00)</b>	<b>(0.00)</b>	<b>(0.00)</b>
<b>Weighted average number of common shares outstanding – basic and diluted</b>		<b>417,000,057</b>	<b>407,263,624</b>	<b>415,856,357</b>	<b>396,799,206</b>

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

**SEARCH MINERALS INC.**  
**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS**  
For the nine months ended August 31, 2023 and 2022  
(Unaudited – Expressed in Canadian dollars)

	2023 \$	2022 \$
<b>Cash (used in) provided by</b>		
<b>OPERATING ACTIVITIES</b>		
Loss for the period	(1,332,839)	(1,720,352)
Items not affecting operating cash:		
Amortization	157,402	97,363
Share-based compensation – stock options	92,897	1,289,850
Flow-through premium income	(40,878)	(644,954)
	<u>(1,123,418)</u>	<u>(978,093)</u>
Changes in non-cash working capital items:		
Receivables	677,265	(354,264)
Prepaid expenses and other assets	48,170	(100,494)
Accounts payable and accrued liabilities	518,121	110,920
	<u>120,138</u>	<u>(1,321,931)</u>
<b>INVESTING ACTIVITIES</b>		
Mineral property costs, net	(864,740)	(4,369,233)
Purchase of property and equipment	(19,800)	(494,582)
	<u>(884,540)</u>	<u>(4,863,815)</u>
<b>FINANCING ACTIVITIES</b>		
Issuance of common shares	160,000	7,802,869
Share issuance costs	-	(351,232)
Government assistance	168,875	141,223
	<u>328,875</u>	<u>7,592,860</u>
(Decrease) increase in cash during the period	(435,527)	1,407,114
Cash, beginning of the period	457,537	1,618,223
Cash, end of the period	<u>22,010</u>	<u>3,025,337</u>
Cash paid for interest	-	-
Cash paid for income taxes	-	-

Non-cash Transactions (Note 13)

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

**SEARCH MINERALS INC.**  
**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**  
For the nine months ended August 31, 2023 and 2022  
(Unaudited - Expressed in Canadian dollars)

	Number of Shares #	Share Capital \$	Warrants \$	Contributed Surplus \$	Deficit \$	Total \$
Balance, November 30, 2021	364,018,277	37,439,531	610,828	4,762,993	(21,969,288)	20,844,064
Issued during the period:						
For cash pursuant to private placement of units	9,206,890	1,657,240	-	-	-	1,657,240
For cash pursuant to flow through common shares	18,660,000	4,665,000	-	-	-	4,665,000
Less: allocation to flow-through premium	-	(1,306,200)	-	-	-	(1,306,200)
Less: Issue costs – cash	-	(351,232)	-	-	-	(351,232)
Less: Issue costs – finders' warrants	-	(50,780)	50,780	-	-	-
Pursuant to mineral property agreements	850,000	104,750	-	-	-	104,750
Pursuant to exercise of warrants	21,701,847	1,476,629	-	-	-	1,476,629
Pursuant to exercise of options	50,000	4,000	-	-	-	4,000
Transfer on exercise of warrants and options	-	117,678	(116,875)	(803)	-	-
Transfer on expiry of warrants	-	-	(24,913)	24,913	-	-
Share-based payments	-	-	-	1,289,850	-	1,289,850
Comprehensive loss for the period	-	-	-	-	(1,720,352)	(1,720,352)
Balance, August 31, 2022	414,487,014	43,756,616	519,820	6,076,953	(23,689,640)	26,663,749
Share-based payments	-	-	-	124,824	-	124,824
Comprehensive income for the period	-	-	-	-	149,348	149,348
Balance, November 30, 2022	414,487,014	43,756,616	519,820	6,201,777	(23,540,292)	26,937,921
Issued during the period:						
Pursuant to mineral property agreements	800,000	24,000	-	-	-	24,000
Pursuant to exercise of options	2,000,000	160,000	-	-	-	160,000
Transfer on exercise of options	-	32,345	-	(32,345)	-	-
Transfer on expiry of warrants	-	-	(147,828)	147,828	-	-
Share-based payments	-	-	-	92,897	-	92,897
Comprehensive loss for the period	-	-	-	-	(1,332,839)	(1,332,839)
<b>Balance, August 31, 2023</b>	<b>417,287,014</b>	<b>43,972,961</b>	<b>371,992</b>	<b>6,410,157</b>	<b>(24,873,131)</b>	<b>25,881,979</b>

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

## **Search Minerals Inc.**

### Notes to the Condensed Interim Consolidated Financial Statements

For the nine months ended August 31, 2023

(Unaudited - 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. The Company is in the business of mineral exploration involving acquiring, exploring and evaluating mineral resource properties. At August 31, 2023, the Company was in the exploration and evaluation stage and had properties located in Canada. The Company has completed a Preliminary Economic Assessment which was filed on [www.sedar.com](http://www.sedar.com) on July 22, 2022. The Company's corporate head office is located at 1100 – 1199 West Hastings Street, Vancouver, British Columbia, Canada. The Company's common shares are listed on the TSX Venture Exchange (the "TSX-V") under the symbol "SMY.V" and are quoted on the OTC Pink Market under the symbol "SHCMF".

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 condensed interim 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 of assets.

At August 31, 2022, the Company had not yet achieved profitable operations, had an accumulated deficit of \$24,873,131 since inception and expects to incur further losses in the development of its business. 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. At August 31, 2023, the Company had a working capital deficiency of \$3,201,400 compared to a working capital deficiency of \$947,179 at November 30, 2022, an increase in working capital deficiency of \$2,254,221. The above factors 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 August 31, 2023, the Company has been received unsecured, non-interest bearing due on demand loans from a private company with common directors (Note 14).

The Company's business may be affected by changes in political and market conditions, such as interest rates, availability of credit, inflation rates, changes in laws, and national and international circumstances. Recent geopolitical events, including, the outbreaks of the coronavirus (COVID-19) pandemic, relations between NATO and Russian Federation regarding the situation in Ukraine, and potential economic global challenges such as the risk of the higher inflation and energy crises, may create further uncertainty and risk with respect to the prospects of the Company's business.

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

These condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting standards Board ("IASB") applicable to the preparation of interim financial statements, including IAS 34 – Interim Financial Reporting.

In the preparation of these condensed interim consolidated financial statements, the Company has used the same accounting policies and methods of computation as in the annual consolidated financial statements for the year ended November 30, 2022 except as outlined in Note 4.

The preparation of interim financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

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



**Search Minerals Inc.**

## Notes to the Condensed Interim Consolidated Financial Statements

For the nine months ended August 31, 2023

(Unaudited - Expressed in Canadian dollars)

**4. New and future accounting standards and pronouncements**

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**

There have been no material revisions to the nature of judgements and amount of changes in estimates reported in the company's November 30, 2022 annual financial statements

**6. Receivables**

	August 31, 2023 \$	November 30, 2022 \$
GST receivable	23,092	682,006
Other receivables	-	67,469
<b>Total receivables</b>	<b>23,092</b>	<b>749,475</b>

**7. Property and Equipment**

	Vehicles \$	Buildings \$	Office furniture and equipment \$	Field equipment \$	Total \$
<b>At November 30, 2021</b>					
Cost	253,863	225,633	53,818	232,316	765,630
Accumulated amortization	(122,914)	(53,128)	(41,065)	(214,262)	(431,369)
Net book value	130,949	172,505	12,753	18,054	334,261
<b>Year ended November 30, 2022</b>					
Additions	228,511	232,279	19,376	154,932	635,098
Amortization	(63,415)	(57,948)	(14,191)	(29,984)	(165,538)
At November 30, 2022	296,045	346,836	17,938	143,002	803,821
<b>At November 30, 2022</b>					
Cost	482,374	457,912	73,194	387,248	1,400,728
Accumulated amortization	(186,329)	(111,076)	(55,256)	(244,246)	(596,907)
Net book value	296,045	346,836	17,938	143,002	803,821
<b>Period ended August 31, 2023</b>					
Additions	-	-	-	-	-
Disposals	(191,296)	-	-	-	(191,296)
Amortization	(55,692)	(52,026)	(6,784)	(42,900)	(157,402)
At August 31, 2023	49,057	294,810	11,154	100,102	455,123
<b>At August 31, 2023</b>					
Cost	222,955	457,912	73,194	387,248	1,141,309
Accumulated amortization	(173,898)	(163,102)	(62,040)	(287,146)	(686,186)
Net book value	49,057	294,810	11,154	100,102	455,123

**8. 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.

## **Search Minerals Inc.**

### Notes to the Condensed Interim Consolidated Financial Statements

For the nine months ended August 31, 2023

(Unaudited - Expressed in Canadian dollars)

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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&A Claims, the Quinlan Property and the Two Tom Property.

#### ***B&A Claims***

On December 10, 2009, the Company entered into a binding letter of intent (the “LOI”) with B&A Minerals Limited (“B&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&A (“B&A Claims”). The B&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&A Claims, the Company paid B&A an aggregate of \$140,000 and issued 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 was subject to a 3% net smelter return (“NSR”) royalty in favor of B&A, of which the Company could purchase 2% at any time for \$2,000,000 (see B&A Transaction).

#### ***B&A Transaction***

B&A Minerals Limited held a 3% NSR royalty over the licenses contained in a large portion of the Company’s Critical Rare Earth Element District in SE Labrador. On August 11, 2021, the Company entered into a non-binding letter of intent (“LOI”) to purchase a 2.5% NSR from B&A for 15,000,000 common shares. Additionally, the Company will acquire 3 full licenses from B&A and partial interest in two licenses. The Company will transfer one license to B&A and retain a 0.5% NSR. The Company will grant a 0.5% NSR over the five licenses above. The Company will grant B&A quarry/gem rights over four of the licenses to be transferred to the Company as part of the transaction in exchange for a 3% NSR to Search over any production from such quarry/gem rights. On September 30, 2021, a definitive agreement was entered into and on October 13, 2021, the TSX-V provided approval of the acquisition. The B&A transaction closed on November 30, 2021 with the issuance of 15,000,000 common shares at the fair value of \$3,000,000. The 15,000,000 common shares are restricted and will be released over 24 months, with 25% being released every 6 months following the closing of the transaction.

B&A Minerals now holds a 0.5% NSR royalty in certain licenses contained in the Company’s CREE District.

#### ***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 nine months ended August 31, 2023, the Company paid the eighth \$10,000 annual cash payment.

#### ***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.

## **Search Minerals Inc.**

Notes to the Condensed Interim Consolidated Financial Statements  
For the nine months ended August 31, 2023  
(Unaudited - Expressed in Canadian dollars)

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### *Option Agreement - Two Tom Property*

On June 14, 2021, the Company entered into an option agreement (the "Option Agreement") with United Gold Inc, Aubrey Budgell and Donna Lewis (the "Vendors") for an option to acquire an undivided 100% interest in and to certain claims known as the Two Tom Property (the "Two Tom Property"). The Two Tom Property is part of the Red Wine district.

The Two Tom Property consists of two licenses (027378M and 016522M) totaling 16 claims.

Under the terms of the Option Agreement, the Company may earn the undivided 100% interest in the Two Tom Property by making aggregate cash payments of \$200,000 and by issuing an aggregate of 1,600,000 common shares of the Company over a period of three years as follows:

- pay \$40,000 (paid) and issue 400,000 common shares on the acquisition date (issued at the fair value of \$84,000);
- pay \$50,000 (paid) and issue 400,000 common shares on or before July 2, 2022 (issued at the fair value of \$48,000);
- pay \$50,000 (paid subsequent to August 31, 2023) and issue 400,000 common shares on or before July 2, 2023 (issued at the fair value of \$12,000); and,
- pay \$60,000 and issue 400,000 common shares on or before July 2, 2024.

The Vendors were granted a 3.0% net smelter return royalty. The Company may, at any time, purchase 2.0% of the net smelter return royalty for \$2,000,000.

### *Letter Agreement – Mann Property and Two Tom Property claim*

On June 15, 2021, the Company entered into a binding letter agreement (the "Letter Agreement") with Roland Quinlan and Eddie Quinlan (the "Vendors") for an option to acquire an undivided 100% interest in and to certain claims known as the Mann#1 claims (the "Mann Property") and another claim proximal to Two Tom Property. The Mann Property claims are part of the Red Wine district.

The Mann Property consists of two licenses, 027380M (4 claims) and the Two Tom Property consists of license 027384M (16 claims).

Under the terms of the Letter Agreement, the Company may earn the undivided 100% interest in the claims by making aggregate cash payments of \$200,000 and by issuing an aggregate of 1,600,000 common shares of the Company over a period of four years as follows:

- pay \$20,000 (paid) and issue 400,000 common shares on the acquisition date (issued at the fair value of \$84,000);
- pay \$30,000 (paid) and issue 400,000 common shares on or before July 2, 2022 (issued at the fair value of \$48,000);
- pay \$60,000 (paid subsequent to August 31, 2023) and issue 400,000 common shares on or before July 2, 2023 (issued at the fair value of \$12,000);
- pay \$60,000 and issue 300,000 common shares on or before July 2, 2024; and,
- pay \$30,000 and issue 100,000 common shares on or before July 2, 2025.

The Vendors were granted a 3.0% net smelter return royalty. The Company may, at any time, purchase 2.5% of the net smelter return royalty for \$2,000,000. The Company must make annual cash advance payments of \$10,000 for the Mann Property to the Vendors commencing June 15, 2026 and continuing each year thereafter until commencement of commercial production, deductible against the NSR.

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

As at August 31, 2023, the Company determined that there were no impairment indicators for the claims located in the CREE District. Although the Company has a significant working capital deficiency, no key licenses have expired and the Company expects to renew all licenses. Substantive work is planned subject to completion of financings.

### ***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.

## Search Minerals Inc.

Notes to the Condensed Interim Consolidated Financial Statements  
For the nine months ended August 31, 2023  
(Unaudited - Expressed in Canadian dollars)

### 9. Payables

	August 31, 2023 \$	November 30, 2022 \$
Trade payables	2,864,082	2,120,550
Due to related parties (Note 12)	410,941	69,454
Total payables	3,275,023	2,190,004

### 10. CEBA Loan

During the year ended November 30, 2020, the Company obtained an unsecured line of credit as part of the government's economic response plan to the COVID-19 pandemic (the Canada Emergency Business Account) ("CEBA loan"). The Company borrowed \$120,000 from the CEBA loan as at February 28, 2023 (November 30, 2022: \$120,000). The CEBA loan is interest free and is eligible for \$40,000 of forgiveness if \$80,000 is fully repaid by January 18, 2024. If not repaid in full by the maturity date, the CEBA loan will be converted into a loan at a fixed interest rate of 5% per annum with a maturity date of December 31, 2025.

As the Company intends to repay the CEBA loan by January 18, 2024, the \$40,000 in potential forgiveness has been recognized as deferred government assistance on the statement of financial position as at August 31, 2023 and November 30, 2022.

The estimated fair value of the CEBA loans at initial recognition was approximately \$66,000 using a discount rate of 20% compared to the book value of \$80,000. The income statement effects resulting from the difference between fair value and book value is immaterial and therefore not reflected in the condensed interim consolidated financial statements.

### 11. Share Capital

#### a. Common shares authorized

Unlimited number of common shares.

#### b. Financings

During the nine months ended August 31, 2023, the Company did not complete any financing transactions.

During the nine months ended August 31, 2022, the Company completed the following financings:

##### i) Private Placements of Flow-Through Shares and non-Flow-Through Units

On December 22, 2021, the Company completed a private placement of 18,540,000 flow-through common shares at a price of \$0.25 per flow-through common share for gross proceeds of \$4,635,000. The flow-through premium liability was determined to be \$0.07 per flow-through share and accordingly, \$1,297,800 was allocated to the flow-through premium liability. As at November 30, 2022, the Company had incurred eligible Canadian Exploration Expenditures of \$4,519,008. Accordingly, the Company recorded the flow-through premium liability as an other income item amounting to \$1,265,322. As at November 30, 2022, the flow-through premium liability was \$32,478. During nine six months ended August 31, 2023, the Company incurred the remaining eligible Canadian Exploration Expenditures of \$115,992 and recorded an other income item amounting to \$32,478.

On December 22, 2021, the Company completed a private placement of 3,711,113 units at a price of \$0.18 per unit for gross proceeds of \$668,000. 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 at a price of \$0.25 per common share up to December 22, 2023. A value of \$nil has been attributed to the warrants using the residual method.

##### ii) Private Placements of Flow-Through Shares and non-Flow-Through Units

On January 27, 2022, the Company completed a private placement of 120,000 flow-through common shares at a price of \$0.25 per flow-through common share for gross proceeds of \$30,000. The flow-through premium liability was determined to be \$0.07 per flow-through share and accordingly, \$8,400 was allocated to the flow-through premium liability.

## Search Minerals Inc.

### Notes to the Condensed Interim Consolidated Financial Statements

For the nine months ended August 31, 2023

(Unaudited - Expressed in Canadian dollars)

On January 27, 2022, the Company completed a private placement of 5,495,777 units at a price of \$0.18 per unit for gross proceeds of \$989,240. 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 at a price of \$0.25 per common share up to January 27, 2024. A value of \$nil has been attributed to the warrants using the residual method. As at November 30, 2022, the flow-through premium liability was \$8,400. During the nine months ended August 31, 2023, the Company incurred the eligible Canadian Exploration Expenditures of \$30,000 and recorded an other income item amounting to \$8,400.

In connection with the private placements, the Company paid cash finders' fees of \$281,130 and issued 1,141,834 share purchase warrants entitling the holder thereof to purchase a common share of the Company at \$0.35 per common share up to December 23, 2022. The fair value of the finders' warrants, \$50,780, was estimated using the Black-Scholes option pricing model with the following assumptions: share price - \$0.19; exercise price - \$0.35; risk-free interest rate - 0.35%; expected life - 1.0 years; expected volatility - 106%; and expected dividends - nil.

In connection with the financings, the Company incurred other cash issue costs such as legal fees and filing fees of \$70,102.

#### 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.

Changes in share purchase options during the nine months ended August 31, 2023 and the year ended November 30, 2022 are as follows:

	Number of Options	Weighted Average Exercise Price	Weighted Average Life (Years)
Outstanding, November 30, 2021	28,030,000	\$0.12	3.48
Granted	11,550,000	\$0.20	
Exercised	(50,000)	\$0.08	
Outstanding, November 30, 2022	39,530,000	\$0.14	2.98
Granted	2,000,000	\$0.05	
Exercised	(2,000,000)	\$0.08	
Expired	(5,250,000)	\$0.08	
Forfeited	(13,850,000)	\$0.14	
Outstanding and exercisable, August 31, 2023	20,430,000	\$0.16	2.88

During the nine months ended August 31, 2023, the weighted average share price on the date of option exercise was \$0.08 (2022: \$0.11).

During the nine months ended August 31, 2023, the Company recorded share-based payment expense of \$92,897 (2022: \$1,289,850). The weighted average fair value of share purchase options granted during the nine months ended August 31, 2023 and 2022 was estimated using the Black-Scholes option pricing model with the following weighted average assumptions:

	2023	2022
Stock price	\$0.045	\$0.19
Exercise price	\$0.05	\$0.20
Risk-free interest rate	3.13%	1.75%
Expected life	3.0 years	5.0 years
Expected volatility	85%	88%
Expected dividends	Nil	Nil

**Search Minerals Inc.**

Notes to the Condensed Interim Consolidated Financial Statements  
For the nine months ended August 31, 2023  
(Unaudited - Expressed in Canadian dollars)

At August 31, 2023, 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
<sup>(1)</sup> 6,700,000	\$0.08	November 17, 2025
<sup>(2)</sup> 400,000	\$0.20	May 8, 2026
<sup>(3)</sup> 6,230,000	\$0.20	August 18, 2026
<sup>(4)</sup> 7,100,000	\$0.20	February 2, 2027
<u>20,430,000</u>		

- (1) Subsequent to August 31, 2023, 650,000 of these options were forfeited.  
(2) These options vest as to one-fifth on May 8, 2023, one-fifth on November 5, 2023, one-fifth on May 5, 2024, one-fifth on November 5, 2024 and one-fifth on May 5, 2025. During the nine months ended August 31, 2023, the option holder resigned from the Company and as a result, 1,600,000 of these options were forfeited on the resignation date. Subsequent to August 31, 2023, the remaining 400,000 were forfeited.  
(3) Subsequent to August 31, 2023, 1,650,000 of these options were forfeited.  
(4) Subsequent to August 31, 2023, 1,950,000 of these options were forfeited.

**d. Warrants**

Changes in share purchase warrants during the nine months ended August 31, 2023 and the year ended November 30, 2022 are as follows:

	Number of Warrants	Weighted Average Exercise Price	Weighted Average Life (Years)
Balance, November 30, 2021	64,792,229	\$0.06	2.50
Issued	10,348,724	\$0.26	
Exercised	(21,701,847)	\$0.07	
Expired	(1,221,769)	\$0.20	
Balance, November 30, 2022	52,217,337	\$0.09	2.19
Expired	(4,282,822)	\$0.14	
Balance, August 31, 2023	<u>47,934,515</u>	<u>\$0.09</u>	<u>1.59</u>

At August 31, 2023, 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
3,711,113	\$0.25	December 22, 2023
5,495,777	\$0.25	January 27, 2024
8,727,625	\$0.05	June 17, 2024
30,000,000	\$0.05	November 12, 2025
<u>47,934,515</u>		

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

During the nine months ended August 31, 2023, potentially dilutive common shares totaling 68,364,515 (2022: 91,747,337) 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 and share purchase warrants.

## Search Minerals Inc.

Notes to the Condensed Interim Consolidated Financial Statements  
For the nine months ended August 31, 2023  
(Unaudited - Expressed in Canadian dollars)

### 12. Related Party Transactions

During the three and nine months ended August 31, 2023 and 2022, 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:

	Three months ended August 31,		Nine months ended August 31,	
	2023	2022	2023	2022
	\$	\$	\$	\$
Administration and management fees	19,100	70,000	510,000	225,000
Consulting fees	-	18,750	25,000	56,250
Non-executive directors fees	28,000	36,000	88,000	102,000
Mineral property expenditures				
Geological consulting, salaries, wages and benefits	13,333	100,000	197,333	240,000
Metallurgical consulting	27,750	27,750	83,250	83,250
Share-based payments - options	-	208,041	69,120	921,322
	<b>88,183</b>	460,541	<b>972,703</b>	1,627,822

At August 31, 2023, due to related parties of \$410,941 (November 30, 2022: \$69,454) 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. 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.

Key management includes the CEO, COO, VP of Metallurgy, VP of Exploration and the directors of the Company. The compensation paid or payable to key management for services during the three and nine months ended August 31, 2023 and 2022 is as follows:

	Three months ended August 31,		Nine months ended August 31,	
	2023	2022	2023	2022
	\$	\$	\$	\$
Short-term benefits	88,183	252,500	903,683	706,500
Share-based payments - options	-	208,041	69,120	921,322
	<b>88,183</b>	460,541	<b>972,803</b>	1,627,822

The InCoR Holdings Limited proposed loans disclosed in Note 14 are related party transaction as InCoR appointed two members to the Board of Directors of the Company and InCoR holds more than 20% of the issued and outstanding shares of the Company.

The unsecured, non-interest bearing due on demand loans disclosed in Note 14 which were received subsequent to August 31, 2023 are related party transactions as they are with a private company with common directors.

### 13. Non-cash Transactions

Investing and financing activities that do not have a direct impact on current cash flows are excluded from the condensed interim consolidated statements of cash flows. During the nine months ended August 31, 2023, the following transactions were excluded from the condensed interim consolidated statement of cash flows:

- deferred exploration expenditures of \$2,568,529 included in accounts payable and accrued liabilities at August 31, 2023, less expenditures included in accounts payable at November 30, 2022 of \$1,798,886 (net exclusion of \$769,643);
- property and equipment expenditures of \$77,000 included in accounts payable and accrued liabilities at August 31, 2023, less expenditures included in accounts payable at November 30, 2022 of \$279,745 (net inclusion of \$202,745);

## Search Minerals Inc.

Notes to the Condensed Interim Consolidated Financial Statements  
For the nine months ended August 31, 2023  
(Unaudited - Expressed in Canadian dollars)

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- c) The issuance by the Company of 800,000 shares at the fair value of \$24,000 pursuant to mineral property agreements; and,
- d) sale of vehicles in exchange for accounts payable of \$182,945.

During the nine months ended August 31, 2022, the following transactions were excluded from the condensed interim consolidated statement of cash flows:

- a) deferred exploration expenditures of \$1,215,573 included in accounts payable and accrued liabilities at August 31, 2022, less expenditures included in accounts payable at November 30, 2021 of \$475,382 (net exclusion of \$740,191);
- b) the issuance by the Company of 50,000 shares at the fair value of \$8,750 pursuant to a debt settlement; and,
- c) The issuance by the Company of 800,000 shares at the fair value of \$96,000 pursuant to mineral property agreements.

### 14. Subsequent Events

#### *Forfeiture of Options*

Subsequent to August 31, 2023, 4,650,000 share purchase options were forfeited.

#### *Demand Loans*

Subsequent to August 31, 2023, the Company received demand loans from a private company with common directors. The demand loans are unsecured, non-interest bearing and due on demand. A total of \$209,664 was received.

#### *Property Payments*

Subsequent to August 31, 2023, the Company paid \$110,000 to the vendors of the Two Tom Property and the Mann Property (Note 8).

#### *Loans To Be Received From InCoR Holdings Limited*

The Company entered into a non-binding term sheet dated March 6, 2023, pursuant to which the Company would receive a secured term loan (the "Loan") in the amount of \$2,500,000 from InCoR Holdings Limited (the "Lender" or "InCoR"). The Loan would have a 2-year term and would bear interest at a rate of 22.5% per annum. The Company would pay back the principal plus accrued interest on the Loan to the Lender at anytime after the one-year anniversary of the Loan. The Company would issue 6,250,000 bonus shares at the fair value of \$500,000 to the Lender. No commission or finder's fee would be paid in connection with the Loan. The completion of the Loan is subject to entering into a loan agreement and receiving the funds from the Lender. As of the date of filing of these condensed interim consolidated financial statements, the Loan has yet to be advanced by InCoR and the Company no longer expects this Loan to be completed.

On May 8, 2023, InCoR committed to advancing the Company \$500,000 as a short-term non-interest bearing loan. As of the date of filing of these condensed interim consolidated financial statements, the short-term loan has yet to be advanced by InCoR and the Company no longer expects this advance to be completed.

The Lender is a related party of the Company (Note 12).

#### *Government Assistance*

The Company announced that the Government of Canada would contribute \$5 million in non-dilutive support to the Company via a Contribution Agreement which would be used to fund the construction and operation of a demonstration plant for rare earth extraction and recovery. The Government of Canada would contribute the lesser of 75% of the total project costs, as defined in the agreement, and \$5 million. The eligible expenditure period was November 30, 2022 to March 31, 2024. As of the date of filing of these condensed interim consolidated financial statements, the program has not yet started and no funds have been received from the Government of Canada for this program. The Government of Canada has requested the Company to reapply for the support at a future date.



**Search Minerals Inc.**  
**CONDENSED INTERIM CONSOLIDATED SCHEDULE OF MINERAL PROPERTIES**  
**For the nine months ended August 31, 2023 and the year ended November 30, 2022**  
(Unaudited - Expressed in Canadian Dollars)

	<b>Critical Rare Earth Element District, Labrador \$</b>	<b>Red Wine, Labrador \$</b>	<b>Total \$</b>
Balance, November 30, 2021	19,094,205	154,272	19,248,477
Acquisition costs			
Cash	20,000	70,000	90,000
Shares	-	96,000	96,000
Staking costs	9,450	-	9,450
	29,450	166,000	195,450
Deferred exploration costs			
Assays	309,330	-	309,330
Camp and rent	287,844	-	287,844
Drilling	2,863,898	-	2,863,898
Engineering and metallurgy	2,080,135	-	2,080,135
Geological consulting, salaries, wages and benefits (Note 12)	1,524,380	22,128	1,546,508
Government contributions	(223,526)	-	(223,526)
Helicopters	276,963	-	276,963
Metallurgical consulting (Note 12)	111,000	-	111,000
Other	274,387	-	274,387
Travel and accommodation	144,063	9,300	153,363
	7,648,474	31,428	7,679,902
Balance, November 30, 2022	26,772,129	351,700	27,123,829
Acquisition costs			
Cash	10,000	-	10,000
Shares	-	24,000	24,000
	10,000	24,000	34,000
Deferred exploration costs			
Assays	739,614	-	739,614
Camp and rent	83,519	-	83,519
Drilling	80,802	-	80,802
Engineering and metallurgy	83,168	-	83,168
Geological consulting, salaries, wages and benefits (Note 12)	479,061	841	479,902
Government contributions	(111,406)	-	(111,406)
Helicopters	6,160	-	6,160
Metallurgical consulting (Note 12)	83,250	-	83,250
Other	56,456	-	56,456
Travel and accommodation	11,512	-	11,512
	1,512,136	841	1,512,977
<b>Balance, August 31, 2023</b>	<b>28,294,265</b>	<b>376,541</b>	<b>28,670,806</b>