

ROKMASTER RESOURCES CORP.

INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2022

(Unaudited – Prepared by Management)

(Stated in Canadian Dollars Unless Noted Otherwise)

NOTICE TO READER

These condensed interim consolidated financial statements have been prepared by the management of Rokmaster Resources Corp. and have not been reviewed by the auditors of Rokmaster Resources Corp.

Rokmaster Resources Corp.

Interim Consolidated Statements of Financial Position

(Unaudited – Prepared by Management)
 (Stated in Canadian Dollars Unless Noted Otherwise)

ASSETS	As at September 30, 2022	As at December 31, 2021
Current assets:		
Cash	\$ 840,393	\$ 4,656,633
Amounts receivable (Note 5)	171,505	80,018
Prepays and deposits	226,203	216,339
	1,238,101	4,952,990
Non-current assets:		
Reclamation bond (Note 6)	64,750	64,750
Mineral interests (Note 7a)	6,103,891	1,986,500
Total Assets	\$ 7,406,742	\$ 7,004,240

LIABILITIES AND SHAREHOLDERS' EQUITY

Current liabilities:		
Accounts payable and accrued liabilities (Note 10)	\$ 948,115	\$ 739,768
Deferred share premium liability (Note 9b)	729,570	652,070
Total Liabilities	1,677,685	1,391,838

SHAREHOLDERS' EQUITY

Share capital (Note 9)	21,719,747	18,159,747
Share-based payments reserve	13,283,373	11,143,458
Accumulated deficit	(29,274,063)	(23,690,803)
Total Shareholders' Equity	5,729,057	5,612,402
Total Liabilities and Shareholders' Equity	\$ 7,406,742	\$ 7,004,240

Nature of Operations and Going Concern (Note 1)

Contingency (Note 13)

ON BEHALF OF THE BOARD:

"John Mirko", Director

"Michael Cowin", Director

- See Accompanying Notes to the Interim Consolidated Financial Statements -

Rokmaster Resources Corp.

Interim Consolidated Statements of Loss and Comprehensive Loss

(Unaudited – Prepared by Management)

(Stated in Canadian Dollars Unless Noted Otherwise)

	For the three months ended September 30, 2022	For the three months ended September 30, 2021	For the nine months ended September 30, 2022	For the nine months ended September 30, 2021
Expenses				
Consulting fees (Note 10)	\$ 98,670	\$ 114,720	\$ 359,440	\$ 368,538
Corporate listing and filings fees	7,177	3,032	30,091	40,272
Exploration and evaluation expenditures (Note 7b)	1,832,242	2,138,407	4,248,900	6,156,013
Office and general	19,961	7,630	47,696	26,077
Professional fees	28,870	969	74,967	7,614
Rent	8,100	7,900	24,300	22,900
Share-based compensation (Note 9h)	-	154,724	674,717	154,724
Travel, public and shareholder relations and conferences	21,186	72,338	123,149	376,726
Loss From Operations	(2,016,206)	(2,499,720)	(5,583,260)	(7,152,864)
Net Loss and Comprehensive Loss for the Period	\$ (2,016,206)	\$ (2,499,720)	\$ (5,583,260)	\$ (7,152,864)
Basic Loss per Common Share	\$ (0.02)	\$ (0.02)	\$ (0.04)	\$ (0.07)
Weighted Average Number of Common Shares Outstanding	133,668,937	104,996,897	127,900,278	103,014,031

- See Accompanying Notes to the Interim Consolidated Financial Statements -

Rokmaster Resources Corp.

Interim Consolidated Statements of Cash Flows

(Unaudited – Prepared by Management)
 (Stated in Canadian Dollars Unless Noted Otherwise)

	For the nine months ended September 30, 2022	For the nine months ended September 30, 2021
Operating Activities		
Net loss for the period	\$ (5,583,260)	\$ (7,152,864)
Items not affected by cash:		
Share-based compensation	674,717	154,724
Changes in non-cash working capital:		
Amounts receivable	(91,487)	(41,643)
Prepays and deposits	(9,864)	24,531
Accounts payable and accrued liabilities	208,347	(112,986)
Cash used in operating activities	(4,801,547)	(7,128,238)
Investing Activities		
Acquisition of mineral interests	(4,000,000)	(1,040,000)
Reclamation bond	-	(17,250)
Cash used in investing activities	(4,000,000)	(1,057,250)
Financing Activities		
Proceeds from share issuance	5,325,000	184,000
Share issue costs	(344,693)	(50,814)
Proceeds from exercise of warrants	-	972,887
Proceeds from exercise of options	5,000	113,750
Proceeds from exercise of finder's options	-	6,000
Cash provided by financing activities	4,985,307	1,225,823
Net Decrease in Cash	(3,816,240)	(6,959,665)
Cash - Beginning of the Period	4,656,633	10,177,283
Cash - End of the Period	\$ 840,393	\$ 3,217,618
Supplemental Schedule of Non-Cash Investing and Financing Activities		
Fair value of warrants in connection with financing	\$ 1,356,726	\$ 108,450
Fair value of finder's warrants in connection with financing	\$ 112,428	\$ 19,888
Fair value of exercised warrants, stock options and finder's options	\$ -	\$ 398,198
Shares issued for mineral interests (Note 7c)	\$ 117,391	\$ -

- See Accompanying Notes to the Interim Consolidated Financial Statements -

Rokmaster Resources Corp.

Interim Consolidated Statements of Shareholders' Equity

(Unaudited – Prepared by Management)

(Stated in Canadian Dollars Unless Noted Otherwise)

	Share Capital		Share-Based Payments Reserve	Accumulated Deficit	Total
	# of Shares	Amount			
Balance at December 31, 2020	97,322,545	\$ 97,322,545	\$ 10,433,287	\$ 10,433,287	\$ 10,433,287
Shares issued for cash	575,000	184,000	-	-	184,000
Share issue costs	-	(70,702)	19,888	-	(50,814)
Shares issued from exercise of warrants, options and finders' options and warrants	7,287,667	1,092,637	-	-	1,092,637
Fair value of warrants issued from financing	-	(108,450)	108,450	-	-
Fair value of warrants, options and finders' options and warrants exercised	-	398,198	(398,198)	-	-
Fair value of share-based compensation	-	-	154,724	-	154,724
Net loss for the period	-	-	-	(7,152,864)	(7,152,864)
Balance at September 30, 2021	105,185,212	\$ 16,376,787	\$ 10,318,151	\$ (23,396,041)	\$ 3,298,897
Balance at December 31, 2021	112,856,619	\$ 18,159,747	\$ 11,143,458	\$ (23,690,803)	\$ 5,612,402
Shares issued for cash	26,266,665	5,325,000	-	-	5,325,000
Share issue costs	-	(457,151)	112,458	-	(344,693)
Shares issued from exercise of options	50,000	5,000	-	-	5,000
Shares issued for mineral properties	521,739	117,391	-	-	117,391
Fair value of warrants issued from financing	-	(1,356,726)	1,356,726	-	-
Fair value of options exercised	-	3,986	(3,986)	-	-
Fair value of share-based compensation	-	-	674,717	-	674,717
Flow-through premium	-	(77,500)	-	-	(77,500)
Net loss for the period	-	-	-	(5,583,260)	(5,583,260)
Balance at September 30, 2022	139,695,023	\$ 21,719,747	\$ 13,283,373	\$ (29,274,063)	\$ 5,729,057

- See Accompanying Notes to the Interim Consolidated Financial Statements -

Rokmaster Resources Corp.

Notes to the Interim Consolidated Financial Statements

(Unaudited – Prepared by Management)
(Stated in Canadian Dollars Unless Noted Otherwise)

1. Nature of Operations and Going Concern

Rokmaster Resources Corp. (the “Company” or “Rokmaster”) was incorporated on December 21, 2010 under the Business Corporations Act (British Columbia). The Company is listed on the TSX Venture Exchange (“TSX.V”) under the symbol “RKR”, on the OTCQB in the USA under the symbol “RKMSF” and on the Frankfurt Stock Exchange under the symbol “1RR1.” The Company’s head office, principal address and records office is located at 615 – 625 Howe Street, Vancouver, British Columbia, Canada V6C 2T6. The Company’s registered address is located at Suite 2300, Bentall 5, 550 Burrard Street, Vancouver, British Columbia, Canada V6C 2B5. Rokmaster is primarily engaged in the acquisition of mineral resource properties and the exploration and development of such properties for minerals. Minerals of interest to the Company include precious metals, base metals and industrial minerals.

These condensed interim consolidated financial statements have been prepared on the basis that the Company will continue as a going concern, which assumes that the Company will be able to meet its commitments, continue operations, and realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company has incurred losses since inception, has no recurring source of revenue, has an accumulated deficit of \$29,274,063 and a working capital deficiency of \$439,584 at September 30, 2022. These material uncertainties cast significant doubt upon the Company’s ability to continue as a going concern.

The Company will need to raise sufficient funds as the Company’s current assets are not sufficient to finance its operations and administrative expenses. The Company is evaluating financing options including, but not limited to, the issuance of additional equity and debt. The Company has no assurance that such financing will be available or be available on favourable terms. Factors that could affect the availability of financing include the Company’s performance (as measured by numerous factors including the progress and results of its projects), the state of international debt and equity markets, investor perceptions and expectations and the global financial and metals markets.

During 2020, the World Health Organization declared a global pandemic known as COVID-19 and governments around the world enacted measures to combat the spread of the virus. The duration and impact of the COVID-19 outbreak is not known at this time, but the risks to the Company may include, but are not limited to, delays in the previously disclosed timelines and activity levels associated with the Company’s operations and the ability to raise funds through debt and equity markets. To date the Company’s operations and ability to raise funds have not been significantly impacted by COVID-19.

These condensed interim consolidated financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and statement of financial position classifications that would be necessary were the going concern assumption inappropriate, and these adjustments could be material.

2. Basis of Presentation

a. Statement of Compliance

These condensed interim consolidated financial statements were prepared in accordance with International Accounting Standards 34, Interim Financial Reporting (“IAS 34”), using accounting policies consistent with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”).

Rokmaster Resources Corp.

Notes to the Interim Consolidated Financial Statements

(Unaudited – Prepared by Management)
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2. Basis of Presentation - *Continued*

a. Statement of Compliance - *Continued*

The accounting policies and methods of application applied by the Company in these condensed interim consolidated financial statements are the same as those applied in the Company's most recent annual consolidated financial statements as at and for the year ended December 31, 2021, except for those policies which have changed as a result of the adoption of new and amended IFRS pronouncements effective January 1, 2022.

These condensed interim consolidated financial statements do not include all of the information required for full annual financial statements and therefore should be read in conjunction with the Company's most recent annual consolidated financial statements as at and for the year ended December 31, 2021. The effects of the adoption of new and amended IFRS pronouncements have been disclosed in Note 3 of these condensed interim consolidated financial statements.

b. Approval of the Financial Statements

The condensed interim consolidated financial statements of Rokmaster for the nine months ended September 30, 2022 were reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on November 29, 2022.

3. New, Amended and Future IFRS Pronouncements

IAS 1 – Presentation of Financial Statements

An amendment to IAS 1 was issued in January 2020 and applies to annual reporting periods beginning on or after January 1, 2022. The amendment clarifies the criterion for classifying a liability as non-current relating to the right to defer settlement of a liability for at least 12 months after the reporting period.

The Company adopted IAS 1 effective January 1, 2022 and the adoption had no impact on the Company's results of operations, financial position, and disclosures.

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Rokmaster Resources Corp.

Notes to the Interim Consolidated Financial Statements

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4. Critical Accounting Estimates and Judgments

The preparation of financial statements requires management to use judgment in applying its accounting policies and estimates and assumptions about the future. Estimates and other judgments 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. The following discusses the most significant accounting judgments and estimates that the Company has made in these financial statements.

Carrying Value of Deferred Mineral Interests

The Company has capitalized the cost of acquiring mineral property interests and has classified these interests as mineral interests in its statement of financial position. Mineral interests are expensed in the period in which the Company determines that the mineral property interests have no future economic value. Mineral interests may also be written down if future cash flow, including potential sales proceeds and option payments, related to the property are estimated to be less than the carrying value of the property. The Company reviews the carrying value of its mineral interests periodically, and whenever events or changes in circumstances indicate that the carrying value may not be recoverable, reductions in the carrying value of each property would be recorded to the extent that the carrying value of the investment exceeds the property's estimated fair value. Such events or changes in circumstances involve changes in political risk, economic risk, commodity prices, exchange rates, and interest rates among others.

The Company has determined that there is no impairment in the carrying value of the Big Copper, Duncan Lake and Revel Ridge properties.

Deferred Tax Assets

Deferred income tax asset carrying amounts depend on estimates of future taxable income and the likelihood of reversal of timing differences. Where reversals are expected, estimates of future tax rates will be used in the calculation of deferred tax asset carrying amounts. Potential tax assets were deemed not to be recoverable at the current year end.

Going Concern

Management assesses the Company's ability to continue as a going concern in relation to its ability to raise funds.

5. Amounts Receivable

	September 30, 2022	December 31, 2021
Sales tax receivable	\$ 171,505	\$ 80,018
Other	-	-
Total	\$ 171,505	\$ 80,018

Rokmaster Resources Corp.

Notes to the Interim Consolidated Financial Statements

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6. Reclamation Bond

As at September 30, 2022, the Company had deposited \$3,500 (December 31, 2021 - \$3,500) into a guaranteed investment certificate (GIC) with a Canadian financial institution as part of a Safe Keeping Agreement entered into by the Company for the Big Copper Property. The GIC is being held to the order of the B.C. Ministry of Energy and Mines (the “BC MEM”) and yields an annual interest rate of 0.90%.

The Company also provided the BC MEM reclamation bonds of \$21,500 (December 31, 2021 - \$21,500) with respect to the Duncan Lake Zinc-Lead Project and \$39,750 (December 31, 2021 - \$39,750) with respect to the Revel Ridge Project.

7. Mineral Interests

- a. Details of mineral interests capitalized for the nine months ended September 30, 2021 and year ended December 31, 2020 are as follows:

	Duncan Lake ⁽¹⁾	Big Copper	Revel Ridge	Total
Balance – December 31, 2020	\$ 646,000	\$ 69,500	\$ 231,000	\$ 946,500
Cash	-	-	1,040,000	\$ 1,040,000
Balance – December 31, 2021	\$ 646,000	\$ 69,500	\$ 1,271,000	\$ 1,986,500
Cash	-	-	4,000,000	4,000,000
Shares			117,391	117,391
Balance – September 30, 2022	\$ 646,000	\$ 69,500	\$ 5,388,391	\$ 6,103,891

⁽¹⁾ In January 2022, the Company announced its plan to spin out its interests in the Duncan Lake Zinc-Lead Project (Note 7d) and Big Copper Project (Note 7e) to its wholly owned subsidiary, 4Metals Exploration Ltd.

- b. Details of cumulative exploration and evaluation expenditures for the nine months ended September 30, 2022 and September 30, 2021 are as follows:

	Revel Ridge (Note 7c)	Duncan Lake (Note 7d)	Big Copper and Other Exploration Expenditures (Notes 7e & 7f)	Total
Assaying and sampling	\$ 120,560	\$ 6,016	\$ -	\$ 126,576
Assessment	1,507	-	-	1,507
Drilling	2,179,186	234,202	-	2,413,388
Environmental	77,816	-	-	77,816
Field costs	843,668	72,381	219	916,268
Geological and geotechnical consulting	372,109	27,525	3,050	402,684
Metallurgy	310,661	-	-	310,661
Expenditures for the period	3,905,507	340,124	3,269	4,248,900
Balance – beginning of period	10,446,935	182,261	2,752,556	13,381,752
Balance – September 30, 2022	\$ 14,352,442	\$ 522,385	\$ 2,755,825	\$ 17,630,652

Rokmaster Resources Corp.

Notes to the Interim Consolidated Financial Statements

(Unaudited – Prepared by Management)
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7. Mineral Interests - Continued

	Revel Ridge (Note 7c)	Duncan Lake (Note 7d)	Big Copper and Other Exploration Expenditures (Notes 7e & 7f)	Total
Assaying and sampling	\$ 89,877	\$ -	\$ -	\$ 89,877
Assessment	31,122	-	-	31,122
Drilling	4,226,360	-	-	4,226,360
Environmental	146,909	-	-	146,909
Field costs	819,780	9,311	750	829,841
Geological and geotechnical consulting	679,632	-	-	679,632
Metallurgy	152,272	-	-	152,272
Expenditures for the period	6,145,952	9,311	750	6,156,013
Balance – beginning of period	2,899,435	172,550	2,747,791	5,819,776
Balance – September 30, 2021	\$ 9,045,387	\$ 181,861	\$ 2,748,541	\$ 11,975,789

c. Revel Ridge Project, Canada

On February 24, 2020, the Company received TSX.V approval of its definitive option agreement (the “Option Agreement”) dated December 23, 2019 with Huakan International Mining Inc. (“Huakan”) and Huakan’s shareholders pursuant to which Huakan has granted to the Company an option (the “Option”) to acquire a 100% interest in Huakan’s J&L Property in southeastern British Columbia (the “Property”).

The Company can exercise the Option by paying Huakan an aggregate of \$44,200,000 in cash on the following schedule (the “Option Period”):

1. \$200,000 (paid) within 5 business days of the date on which the Company has obtained TSX.V acceptance of the Option Agreement (the “Effective Date”);
2. an additional \$1,000,000 (paid) within 5 business days of the first anniversary of the Effective Date;
3. an additional \$4,000,000 (paid) within 5 business days of the second anniversary of the Effective Date;
4. an additional \$6,000,000 within 5 business days of the third anniversary of the Effective Date;
5. an additional \$13,000,000 within 5 business days of the fourth anniversary of the Effective Date; and
6. an additional \$20,000,000 within 5 business days of the fifth anniversary of the Effective Date.

A finder's fee equal to 3% of the value of any cash payment made by the Company to Huakan pursuant to the Option Agreement is payable in cash or shares of the Company, at the Company's option. During the period ended September 30, 2022, the Company issued 521,739 shares valued at \$117,391 (December 31, 2021 – nil) and paid cash of \$nil (December 31, 2021 - \$30,000) to the finder.

Rokmaster Resources Corp.

Notes to the Interim Consolidated Financial Statements

(Unaudited – Prepared by Management)
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7. Mineral Interests - Continued

d. Duncan Lake Zinc-Lead Property, Canada

On January 17, 2017, the Company completed its acquisition of a 100% interest in the Duncan Lake Zinc-Lead Property located in the Slocan Mining Division in southeast British Columbia, Canada (the “Property” or “Duncan Lake”) approximately 64 km north of Kaslo, British Columbia (the “Acquisition”), pursuant to a property purchase agreement dated November 2, 2016 (the “Purchase Agreement”) with John (Jack) Denny, Robert Denny and Graeme Haines (collectively, the “Sellers”). The Property consists of nine contiguous mineral claims covering 1,648 hectares along the strike extension of Teck Resources Ltd.’s (“Teck”) historical Duncan Mine property and is 148 km by road northeast of Teck’s smelter in Trail, British Columbia.

Under the Purchase Agreement, Rokmaster provided the following aggregate consideration to the Sellers at closing in exchange for the Property:

- an aggregate of 2,400,000 common shares of the Company (“Common Shares”) were issued on the date of closing of the Acquisition;
- an aggregate of 2,400,000 Series A Special Warrants that have a term of 10 years, with each Series A Special Warrant being automatically exercised into one Common Share upon the Company receiving a technical report identifying a mineral resource or mineral reserve estimate totalling a minimum of 3 million tonnes of 6% combined lead and zinc equivalent;
- an aggregate of 2,400,000 Series B Special Warrants that have a term of 15 years, with each Series B Special Warrant being automatically exercised into one Common Share upon the Company receiving a technical report identifying a mineral resource or mineral reserve estimate totalling a minimum of 6 million tonnes of 6% combined lead and zinc equivalent;
- an aggregate of 2,400,000 Series C Special Warrants that have a term of 20 years, with each Series C Special Warrant being automatically exercised into one Common Share once the Property commences commercial production; and
- a 2.5% net smelter returns royalty on gold, silver, lead and zinc bearing ores produced from the Property. The Company has the option to reduce the existing NSR of 2.5% to 0.5% by making cash payments of \$1,200,000 for each 1% increment at any time.

All of the aforementioned Special Warrants (the “Special Warrants”) are subject to an accelerated exercise provision that would result in the Special Warrants being exercised automatically into Common Shares if and when there is:

(a) a consolidation, amalgamation, merger or take-over of the Company with, into or by another body corporate that results in the acquisition of at least 66 2/3 of the issued and outstanding shares of the Company for cash consideration, or if for non-cash consideration, as long as the acquisition price is at least a 25% premium to the volume weighted average trading price of the Company’s shares on the TSXV for the five consecutive trading days ending on the trading day prior to the first public announcement of such consolidation, amalgamation merger or take-over; or

(b) a transfer of the undertaking or assets of Rokmaster as an entirety or substantially as an entirety to another corporation or entity that is subject to shareholder approval of Rokmaster.

Rokmaster Resources Corp.

Notes to the Interim Consolidated Financial Statements

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7. Mineral Interests - Continued

d. Duncan Lake Zinc-Lead Property, Canada - Continued

In the case of the Series C Special Warrants, if any of the aforementioned events occurred within 10 years from the date of issue thereof, only an aggregate of 1.2 million Common Shares would be issued to the holders of the Series C Special Warrants upon exercise thereof. On March 3, 2017, the Company completed its acquisition of a 100% interest in a certain British Columbia Mineral Tenure located in the Slocan Mining Division by issuing 50,000 Rokmaster common shares. The mineral claim adjoins the Duncan Lake Zinc Project.

On September 20, 2017, the Company entered into a Property Purchase Agreement (the “PPA”), to acquire a 100% interest in 11 mineral claims totaling 620 hectares by issuing 90,000 Rokmaster common shares and a 2.5% Net Smelter Return Royalty (“NSR”) in favor of the arms-length seller. The NSR is subject to a buy-back provision providing the Company with the exclusive option, at any time if it so chooses, to purchase 1% NSR upon payment of \$500,000 and the remaining balance of 1.5% NSR upon payment of an additional \$500,000. The mineral claims are south of and adjacent to the Company’s Duncan Lake Zinc Project.

e. Big Copper Property, Canada

On February 16, 2012, the Company entered into an Option Agreement (the “Big Copper Option”) to earn a 100% undivided interest in certain mining claims, more particularly known as the Big Copper Property (“Big Copper”). Big Copper is located in the Fort Steele and Slocan Mining Divisions, British Columbia, Canada. To earn a 100% interest in Big Copper, the Company may, at its option, pay the following aggregate consideration over three years: paid \$45,000 in total cash payments and issued 40,000 common shares in total (fair value - \$24,500). On September 30, 2015, the parties mutually terminated the Big Copper Option and agreed to have the following share ownership to the Big Copper Property: 55% to Rokmaster and 45% to the vendors.

f. Other Properties

The Company incurs exploration and evaluation expenditures in assessing the suitability of properties available for option or acquisition within North America and Latin America. The beginning balance in the schedule includes past projects written-off or terminated by the Company.

As at September 30, 2022, the Company has no other options to acquire interests in any mineral properties.

8. Accounts Payable and Accrued Liabilities

	September 30, 2022	December 31, 2021
Trade payables	\$ 830,710	\$ 622,363
Accrued expenses	115,415	115,415
Other	1,990	1,990
Total	\$ 948,115	\$ 739,768

Rokmaster Resources Corp.

Notes to the Interim Consolidated Financial Statements

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9. Share Capital

- a. Authorized: Unlimited number of common shares without par value.
- b. Private Placements

For the period ended September 30, 2022:

On February 14, 2022, the Company closed a non-brokered private placement with the issuance of 10,853,000 non-flow-through units at a price of \$0.25 per unit for gross proceeds of \$2,713,250. Each unit is comprised of one common share and one common share purchase warrant with an exercise price of \$0.45 for a period of two years expiring on February 14, 2024.

The warrants attached to this issuance have been valued at \$854,410 based on the Black-Scholes Method using the assumptions noted below:

Assumptions

Risk-free interest rate	1.51%
Expected stock price volatility	108.85%
Expected dividend yield	0.00%
Expected life of warrants	2 years

In connection with this closing, the Company paid finder fees in cash of \$150,378 and issued 601,510 finder's warrants with a fair value of \$69,121 using the same Black Scholes assumptions above, having an expiry date of February 14, 2024 and an exercise price of \$0.45 to purchase one common share of the Company.

On February 23, 2022, the Company closed a non-brokered private placement with the issuance of 5,147,000 non-flow-through units at a price of \$0.25 per unit for gross proceeds of \$1,286,750. Each unit is comprised of one common share and one common share purchase warrant with an exercise price of \$0.45 for a period of two years expiring on February 23, 2024.

The warrants attached to this issuance have been valued at \$355,905 based on the Black-Scholes Method using the assumptions noted below:

Assumptions

Risk-free interest rate	1.57%
Expected stock price volatility	109.02%
Expected dividend yield	0.00%
Expected life of warrants	2 years

In connection with this closing, the Company paid finder fees in cash of \$79,590 and issued 318,360 finder's warrants with a fair value of \$30,431 using the same Black Scholes assumptions above, having an expiry date of February 23, 2024 and an exercise price of \$0.45 to purchase one common share of the Company.

The non-flow-through units issued on February 14 and 23, 2022 above are subject to an accelerated expiry date, which comes into effect when the trading price on the TSX.V of the Company's common shares closes at or above \$0.65 per share during any 10 consecutive trading day period commencing four months plus one day after the date of issuance. In such an event, the Company will issue a news release announcing such acceleration and the expiry date of the warrants will be 30 days from the date of the news release.

Rokmaster Resources Corp.

Notes to the Interim Consolidated Financial Statements

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9. Share Capital – Continued

On August 24, 2022, the Company closed a non-brokered financing (the “Financing”) with the issuance of 3,100,000 flow-through units (the “FT Units”) at a price of \$0.15 per FT Unit and 7,166,665 non-flow-through units (the “NFT Units”) at a price of \$0.12 per NFT unit (the “NFT Units”) for gross proceeds of \$1,325,000.

Each FT Unit is comprised of one flow-through common share (the “FT Share”) plus one-half (1/2) non-transferable share purchase warrant (the “FT Warrant”) to purchase one non-flow-through common share (a “Warrant Share”) at \$0.25 per Warrant Share which expires on August 24, 2023. The FT Warrants are subject to an accelerated expiry date, at the Company’s option, which comes into effect when the trading price on the TSX Venture Exchange (the “Exchange”) of the Company’s common shares closes at or above \$0.30 per share during any 10 consecutive trading day period commencing four months plus one day after the date of issuance.

Each NFT Unit is comprised of one common share plus one non-transferable share purchase warrant (the “NFT Warrant”) to purchase a Warrant Share at \$0.20 which expires on August 24, 2023. The NFT Warrants are subject to an accelerated expiry date, at the Company’s option, which comes into effect when the trading price on the TSX Venture Exchange (the “Exchange”) of the Company’s common shares closes at or above \$0.25 per share during any 10 consecutive trading day period commencing four months plus one day after the date of issuance.

The warrants attached to this issuance have been valued at \$146,411 based on the Black-Scholes Method using the assumptions noted below:

Assumptions

Risk-free interest rate	3.52%
Expected stock price volatility	77.03%
Expected dividend yield	0.00%
Expected life of warrants	1 year

In connection with the closing of the Financing, the Company paid cash finder’s fees in aggregate of \$88,100, and issued a total of 687,666 finder’s warrants (the “Finder’s Warrants”) to certain finders with a fair value of \$12,906 using the same Black-Scholes assumptions above and of the total Finder’s Warrants issued, 186,000 has the same terms as the FT Warrants and 501,666 has the same terms as the NFT Warrants.

Funds raised through the issuance of flow-through shares are to be expended on qualified Canadian mineral exploration expenditures, as defined pursuant to Canadian income tax legislation. As at September 30, 2022, the Company recognized a liability for flow-through shares of \$77,500 and has spent \$465,000 of flow-through funds in qualifying flow-through expenditures prior to December 31, 2022.

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9. Share Capital – Continued

For the year ended December 31, 2021:

On January 6, 2021, the Company closed a non-brokered private placement with the issuance of 575,000 non-flow-through units at a price of \$0.32 per unit for gross proceeds of \$184,000. Each unit is comprised of one common share and one common share purchase warrant with an exercise price of \$0.48 for a period of two years expiring on January 6, 2023. The warrants attached to this issuance have been valued at \$108,450 based on the Black-Scholes Method using the assumptions noted below:

Assumptions

Risk-free interest rate	0.18%
Expected stock price volatility	142.86%
Expected dividend yield	0.00%
Expected life of warrants	2 years

In connection with this closing, the Company paid finder fees in cash of \$12,880 and issued 40,250 finder's warrants with a fair value of \$19,888 using the same Black Scholes assumptions above, having an expiry date of January 6, 2023 and an exercise price of \$0.32 to purchase one common share of the Company. The Company also paid \$37,934 in other cash share issue costs.

On December 29, 2021, the Company closed a non-brokered private placement by issuing 7,671,407 flow-through units at \$0.43 for gross proceeds of \$3,298,704. Each unit is comprised of one flow-through common share and one-half of a non-transferable common share purchase warrant exercisable to purchase one additional non-flow-through common share at a price of \$0.50 for a period of two years and subject to an accelerated expiry date, which comes into effect when the trading price on the TSX.V of the Company's common shares closes at or above \$0.60 per share during any 10 consecutive trading day period commencing four months plus one day after the date of issuance. In such an event, the Company will issue a news release announcing such acceleration and the expiry date of the warrants will be 30 days from the date of the news release.

The warrants attached to this issuance have been valued at \$597,003 based on the Black-Scholes Method using the assumptions noted below:

Assumptions

Risk-free interest rate	0.99%
Expected stock price volatility	124.03%
Expected dividend yield	0.00%
Expected life of warrants	2 years

Funds raised through the issuance of flow-through shares are to be expended on qualified Canadian mineral exploration expenditures, as defined pursuant to Canadian income tax legislation. As at September 30, 2022, the Company recognized a liability for flow-through shares of \$652,070 and has spent \$3,298,704 of flow-through funds in qualifying flow-through expenditures prior to December 31, 2022.

In connection with the December 29, 2021 private placement, the Company paid finder fees in cash of \$196,404 and issued an aggregate of 228,377 finders' warrants with a fair value of \$43,400 using the same Black Scholes assumptions above, having an expiry date of December 29, 2023 and an exercise price of \$0.50 to purchase one common share of the Company. The Company also paid \$18,244 in other cash share issue costs.

Rokmaster Resources Corp.

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9. Share Capital – Continued

c. Incentive Stock Options

The Company adopted a stock option plan, which authorizes the Board of Directors to grant share purchase options to acquire up to 10% of the issued and outstanding common shares of the Company. The exercise price of the options will not be less than the price of the Company's shares at the date of grant. The options can be granted for a maximum of 10 years and the vesting of the options will be determined by the Board of Directors.

Details of issued and outstanding stock options are as follows:

	Number of Options	Weighted Average Exercise Price
Balance – December 31, 2020	7,275,000	\$0.29
Granted	925,000	\$0.47
Exercised	(600,000)	\$0.19
Balance – December 31, 2021	7,600,000	\$0.32
Granted	5,000,000	\$0.20
Exercised	(50,000)	\$0.10
Expired	(1,120,000)	\$0.30
Balance – September 30, 2022	11,430,000	\$0.27

At September 30, 2022, the following stock options were exercisable:

Expiry Date	Weighted Average Exercise Price	Number of Options	Weighted Average Remaining Life in Years
June 12, 2023	\$0.20	325,000	0.70
August 4, 2023	\$0.30	1,500,000	0.85
July 15, 2024	\$0.50	425,000	1.79
April 20, 2025	\$0.15	875,000	2.56
December 28, 2025	\$0.45	2,180,000	3.25
October 18, 2026	\$0.45	500,000	4.04
June 21, 2027	\$0.20	5,000,000	4.73
January 2, 2030	\$0.10	625,000	7.26
		11,430,000	3.65

d. Share Purchase Warrants

Details of issued and outstanding share purchase warrants are as follows:

	Number of Warrants	Weighted Average Exercise Price
Balance – December 31, 2020	49,173,683	\$0.36
Issued	4,410,704	\$0.50
Exercised	(6,587,667)	\$0.15
Expired	(1,167,000)	\$0.10
Balance – December 31, 2021	45,829,720	\$0.41
Issued	24,716,665	\$0.36
Balance – September 30, 2022	70,546,385	\$0.39

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9. Share Capital – Continued

d. Share Purchase Warrants - Continued

At September 30, 2022, the following share purchase warrants were exercisable:

Expiry Date	Weighted Average Exercise Price	Number of Warrants	Weighted Average Remaining Life in Years
December 30, 2022	\$0.48	23,366,908	0.26
January 6, 2023	\$0.48	575,000	0.28
May 22, 2023	\$0.30	17,393,926	0.65
June 11, 2023	\$0.30	658,182	0.70
August 24, 2023	\$0.20	7,166,665	0.90
August 24, 2023	\$0.25	1,550,000	0.90
December 29, 2023	\$0.50	3,835,704	1.25
February 14, 2024	\$0.45	10,853,000	1.38
February 23, 2024	\$0.45	5,147,000	1.41
		70,546,385	0.75

e. Special Warrants

Details of issued and outstanding special warrants are as follows:

	Number of Special Warrants	Expiry Date
Balance – December 31, 2016	-	
Issued – Series A (Note 8c)	2,400,000	January 17, 2027
Issued – Series B (Note 8c)	2,400,000	January 17, 2032
Issued – Series C (Note 8c)	2,400,000	January 17, 2037
Balance – December 31, 2017 to 2021 and September 30, 2022	7,200,000	

f. Finder's Options

Details of issued and outstanding finders' options are as follows:

	Exercise price	Number of Finders' Options	Expiry Date
Balance – December 31, 2019		-	N/A
Issued	\$0.06	20,000	January 28, 2021
Issued	\$0.06	80,000	March 4, 2021
Issued	\$0.22	833,964	May 22, 2023
Issued	\$0.225	711,111	May 22, 2023
Issued	\$0.22	40,800	June 11, 2023
Balance – December 31, 2020		1,685,875	
Exercised	\$0.06	(100,000)	
Balance – December 31, 2021 and September 30, 2022		1,585,875	

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9. Share Capital - Continued

g. Finders' Warrants

Details of issued and outstanding finders' warrants are as follows:

	Number of Warrants	Weighted Average Exercise Price
Balance – December 31, 2020	1,602,633	\$0.39
Issued	228,377	\$0.50
Balance – December 31, 2021	1,831,010	\$0.40
Issued	1,607,536	\$0.35
Balance – September 30, 2022	3,438,546	\$0.38

At September 30, 2022, the following finders' warrants were exercisable:

Expiry Date	Weighted Average Exercise Price	Number of Warrants	Weighted Average Remaining Life in Years
December 30, 2022	\$0.32	651,945	0.25
December 30, 2022	\$0.44	910,438	0.25
January 6, 2023	\$0.32	40,250	0.27
August 24, 2023	\$0.20	501,666	0.90
August 24, 2023	\$0.25	186,000	0.90
December 29, 2023	\$0.50	228,377	1.25
February 14, 2024	\$0.45	601,510	1.38
February 23, 2024	\$0.45	318,360	1.41
		3,438,546	0.75

h. Share-Based Payments

On June 21, 2022, the Company granted 5,000,000 incentive stock options to officers, directors and consultants to the Company and all of which vested at the date of grant. The options are exercisable at \$0.20 per share and will expire on June 21, 2027. The fair value of these options was \$674,717 and was recognized as share-based compensation expense during the period ended September 30, 2022. The corresponding share-based compensation expense has a weighted average fair value of \$0.13 per option and was estimated using the Black-Scholes Option Pricing Model with the following assumptions:

Assumptions	
Risk-free interest rate	3.40%
Expected stock price volatility	128.00%
Expected dividend yield and forfeiture rate	0.00%
Expected life of options	5 years

On July 15, 2021, the Company granted 425,000 incentive stock options to consultants and all of which vested at the date of grant. The options are exercisable at \$0.50 per share and will expire on July 15, 2024. The fair value of these options was \$154,724 and was recognized as share-based compensation expense during the period ended September 30, 2021. The corresponding share-based compensation expense has a weighted average fair value of \$0.36 per option and was estimated using the Black-Scholes Option Pricing Model with the following assumptions:

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9. Share Capital - Continued

h. Share-Based Payments - Continued

Assumptions	
Risk-free interest rate	0.62%
Expected stock price volatility	128.53%
Expected dividend yield and forfeiture rate	0.00%
Expected life of options	3 years

10. Related Party Transactions

Details of transactions between the Company and its related parties are disclosed below.

As at September 30, 2022, the Company's related parties consist of the Company's management, directors and companies controlled by executive officers and directors of the Company.

	Nature of Transaction
Canam Mining Corporation ("Canam")	Management – Officer and Director
0909074 B.C. Ltd. ("0909074")	Management – Officer
Trillium Financial Ltd. ("Trillium")	Management – Officer
First Geolas Consulting ("First Geolas")	Management – Officer
Other Directors	Directorship

The Company incurred fees and expenses in the normal course of operations with related parties. Details are as follows:

	Notes	For the nine months ended September 30, 2022	For the nine months ended September 30, 2021
Consulting and director fees	(i)	\$ 288,600	\$ 207,650
Geological consulting fees included in exploration and evaluation expenditures	(ii)	162,625	152,000
		\$ 451,225	\$ 359,650

(i) During the nine months ended September 30, 2022, the Company paid or accrued management consulting fees of \$45,600 (September 30, 2021 - \$52,650) to the Company's CEO, management and financial consulting fees of \$135,000 (September 30, 2021 - \$135,000) to 0909074, management consulting fees of \$72,000 (September 30, 2021 - \$nil) to Trillium and director fees of \$36,000 (September 30, 2021 - \$20,000).

(ii) During the nine months ended September 30, 2022, the Company paid or accrued geological consulting fees of \$107,850 (September 30, 2021 - \$152,000) to the Company's CEO and \$54,775 (September 30, 2021 - \$nil) to First Geolas.

Included in accounts payable and accrued liabilities as at September 30, 2022 are:

- \$488,464 (December 31, 2021 - \$307,342) owing to the Company's CEO for reimbursable expenses and management and geological consulting fees; and
- \$47,250 (December 31, 2021 - \$47,250) owing to 0909074 for management and financial consulting fees;

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10. Related Party Transactions – Continued

- \$18,444 (December 31, 2021 - \$nil) owing to First Geolas for management and geological consulting fees;
- \$nil (December 31, 2020 - \$4,622) owing to the Company's CFO for reimbursable expenses;
- \$nil (December 31, 2021 - \$4,200) owing to Trillium for management consulting fees; and
- \$nil (December 31, 2021 - \$6,000) owing to a director of the Company for director fees.

Compensation of Key Management Personnel

Key management personnel are those persons that have authority and responsibility for planning, directing and controlling the activities of the Company, directly and indirectly, and by definition include the directors of the Company.

The remuneration of the Company's key management personnel for the nine months ended September 30, 2022 and 2021 are as follows:

	Notes	September 30, 2021	September 30, 2021
Management, director and geological consulting fees	(i)	\$ 451,225	\$ 359,650
Share-based Compensation	(ii)	438,566	-
Total		\$ 889,791	\$ 359,650

- (i) Management, director and geological consulting fees include those disclosed in the table above.
- (ii) Share-based compensation is the fair value, using the Black-Scholes option pricing model, of the options granted and vested to key management.

Key management personnel were not entitled to post-employment, termination or other long-term benefits during the nine months ended September 30, 2022 and 2021.

The above transactions occurred in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the parties.

11. Capital Management

The Company primarily considers shareholders' equity in the management of its capital. The Company manages its capital structure and makes adjustments to it based on funds available to the Company, in order to support exploration and development of mineral properties. The Board of Directors has not established quantitative capital structure criteria management, but will review on a regular basis the capital structure of the Company to ensure its appropriateness to the stage of development of the business.

The Company's objectives when managing capital are:

- To maintain and safeguard its accumulated capital in order to provide an adequate return to shareholders by maintaining sufficient level of funds, to support continued evaluation and maintenance of the Company's existing properties, and to acquire, explore and develop other precious metals, base metals and industrial mineral deposits;

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11. Capital Management – Continued

- To invest cash on hand in highly liquid and highly rated financial instruments with high credit quality issuers, thereby minimizing the risk and loss of principal; and
- To obtain the necessary financing if and when it is required.

The properties in which the Company currently holds interests are in the exploration stage and the Company is dependent on external financing to explore and take the projects to development. In order to carry out planned exploration and development and pay for administrative costs, the Company will spend its existing working capital and attempt to raise additional amounts as needed.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

In order to facilitate the management of capital and development of its mineral properties, the Company's management informs the Board of Directors as to the quantum of expenditures for review and approval prior to commencement of work. In addition, the Company may issue new equity, incur additional debt, enter into joint venture agreements or dispose of certain assets. When applicable, the Company's investment policy is to hold cash in interest bearing accounts at high credit quality financial institutions to maximize liquidity. In order to maximize ongoing development efforts, the Company does not pay dividends. The Company expects to continue to raise funds, from time to time, to continue meeting its capital management objectives.

There were no changes in the Company's approach to capital management during the nine months ended September 30, 2022 compared to the year ended to December 31, 2021. The Company is not subject to externally imposed capital requirements. Further information relating to management of capital is disclosed in Note 1.

12. Financial Instruments

Classification and Measurement

The Company classifies its cash, amounts receivable (excluding sales tax receivable) and reclamation bonds as financial assets measured at amortized costs. Accounts payable and accrued liabilities are classified as other financial liabilities measured at amortized cost.

As of September 30, 2022, the statement of financial position carrying amounts of these financial instruments closely approximate their fair values, except for accounts payable and accrued liabilities where the fair value may be less than carrying amounts due to liquidity risks (*Note 1*).

The Company classifies financial instruments recognized at fair value in accordance with a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 – Quoted prices in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability; and

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12. Financial Instruments – Continued

Level 3 – Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

The following provides the valuation method of the Company's financial instruments as at September 30, 2022 and December 31, 2021:

	Level	As at September 30, 2022	As at December 31, 2021
Financial assets at amortized cost	1	\$ 905,143	\$ 4,721,383
Other financial liabilities at amortized cost	1	\$ 948,115	\$ 739,768

Financial Risk Management

The Company's activities expose it to a variety of financial risks including credit risk, liquidity risk and market risk.

Credit Risk - Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. Financial instruments that potentially subject the Company to credit risk consist of cash, short-term investment, reclamation bonds and amounts receivable. The carrying amount of financial assets recorded in the consolidated financial statements, net of any allowances for losses, represents the maximum exposure to credit risk.

The Company deposits its cash with a high credit quality major Canadian financial institution as determined by ratings agencies. The Company does not invest in asset-backed deposits or investments and does not expect any credit losses. To reduce credit risk, the Company regularly reviews the collectability of its amounts receivable and establishes an allowance based on its best estimate of potentially uncollectible amounts. The Company historically has not had difficulty collecting its amounts receivable.

Liquidity Risk - Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet commitments associated with financial instruments. The Company attempts to manage liquidity risk by maintaining a sufficient cash balance. As at September 30, 2022, the Company had cash of \$840,393 to settle current liabilities (excluding deferred share premium liability) of \$948,115. Further information relating to liquidity risk is disclosed in Notes 1 and 15.

Market Risks - The significant market risks to which the Company is exposed are currency and interest rate risks.

The operating results and financial position of the Company are reported in Canadian dollars. As the Company conducts exploration and property examinations in other countries outside of Canada, some of the Company's transactions are denominated in currencies other than the Canadian dollar. The results of the Company's operations are subject to currency transaction and translation risks. The Company has not entered into any agreements or purchased any foreign currency hedging arrangements to hedge possible currency risks at this time. Management believes the foreign exchange risk derived from currency conversions for property examinations incurred in other countries outside of Canada is not significant and therefore does not hedge its foreign exchange risk. Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company's interest rate risk arises primarily from interest earned on the short-term investment. Cash is not subject to interest rate risk since it does not bear interest.

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13. Contingency

The Company is committed to making severance payments amounting to approximately \$552,000 to certain officers and directors of the Company in the event that there is a change in control. Change in control is generally defined as follows: the acquisition by any unrelated party between 30% to 50% of the Company's shares, the change of 51% or more of the directors, the sale of all or substantially all of the assets of the Company, and/or a reorganization, merger or other transaction.

14. Segmented Information

The Company conducts its business in a single operating segment: the acquisition, exploration and development of mineral properties. Although the Company has subsidiaries in Peru, it has not conducted any operations and has no assets in Peru since the year ended December 31, 2018. Accordingly, the Company's assets as at September 30, 2022 and December 31, 2021 are located in Canada and its net losses for the three and nine months ended September 30, 2022 and 2021 are based on a single location which is in Canada.
