

FINLAY MINERALS LTD.

Financial Statements

December 31, 2021

and

December 31, 2020

(Expressed in Canadian Dollars)

Independent Auditor's Report

To the Shareholders of Finlay Minerals Ltd.

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Finlay Minerals Ltd. (the "Company"), which comprise the statements of financial position as at December 31, 2021 and 2020, and the statements of comprehensive loss, changes in equity and cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2021 and 2020, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards (IFRS).

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the financial statements, which indicates that the Company has incurred operating losses since inception, has limited financial resources, no source of operating cash flow and no assurances that funding will be available to conduct further exploration and evaluation activities. These conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information comprises the information included in "Management's Discussion and Analysis", but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information, and in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audits or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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

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

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



CHARTERED PROFESSIONAL ACCOUNTANTS

Vancouver, BC, Canada

April 29, 2022

FINLAY MINERALS LTD.
Statements of Financial Position
AS AT DECEMBER 31

(Expressed in Canadian Dollars)

See accompanying notes to the financial statements

ASSETS	2021	2020
	\$	\$
Current Assets		
Cash and cash equivalents	1,892,589	226,086
GST receivable	35,251	18,140
Investment in NorthWest Copper Corp. (Note 4)	-	66,553
Prepaid expenses	88,226	14,584
	<u>2,016,066</u>	<u>325,363</u>
Reclamation deposits	91,500	91,500
Exploration and evaluation assets (Note 5)	9,911,108	8,822,787
	<u>12,018,674</u>	<u>9,239,650</u>
 LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities		
Accounts payables and accrued liabilities	47,235	11,186
Due to related parties (Note 7)	55,397	4,489
Flow-through liability (Note 12)	87,724	-
	<u>190,356</u>	<u>15,675</u>
Non-Current Liabilities		
Deferred income taxes (Note 11)	1,729,461	1,639,930
	<u>1,919,817</u>	<u>1,655,605</u>
Shareholders' Equity		
Share capital (Note 8)	12,063,606	9,370,241
Contributed surplus	2,281,282	1,436,196
Investment revaluation reserve	-	34,871
Deficit	(4,246,031)	(3,257,263)
	<u>10,098,857</u>	<u>7,584,045</u>
	<u>12,018,674</u>	<u>9,239,650</u>

Nature and continuance of operations (Note 1)

Approved by the Board of Directors and authorized for issue on April 29, 2022

 "Robert F Brown", Director

 "Richard T Dauphinee", Director

FINLAY MINERALS LTD.
Statements of Comprehensive Loss
FOR THE YEARS ENDED DECEMBER 31

Expressed in Canadian dollars

See accompanying notes to the financial statements

	2021	2020
	\$	\$
Operating Costs and Expenses		
Advertising and promotion	93,699	23,900
Bank charges and interest	1,460	413
Insurance	17,016	11,098
Legal and accounting	155,993	27,423
Office and administration	10,427	2,940
Rent (Note 6)	13,800	20,127
Salaries and benefits (Note 6)	37,317	8,230
Stock-option compensation (Note 8)	805,100	-
Telephone	244	835
Travel and accommodation	-	179
Trust and filing fees	41,775	12,788
	<u>1,176,831</u>	<u>107,933</u>
Loss before other items	(1,176,831)	(107,933)
Flow-through recovery (Note 12)	226,494	187,500
Interest Income	2,992	6,016
Foreign exchange loss	(626)	-
	<u>(947,971)</u>	<u>85,583</u>
Income (Loss) before income taxes	(947,971)	85,583
Deferred income tax expense (Note 11)	(89,531)	(133,127)
	<u>(1,037,502)</u>	<u>(47,544)</u>
Net loss for the year	(1,037,502)	(47,544)
Other comprehensive income items that may not be reclassified subsequently to profit or loss:		
Net change in fair value of investment in NorthWest Copper Corp.	(16,287)	35,733
Realized gain on sale of shares in NorthWest Copper Corp. (Note 4)	30,150	974
	<u>13,863</u>	<u>36,707</u>
Net loss and comprehensive loss for the year	<u>(1,023,639)</u>	<u>(10,837)</u>
Weighted average number of common shares	<u>107,665,555</u>	<u>93,274,991</u>
Basic and diluted loss per share	<u>0.01</u>	<u>0.00</u>

FINLAY MINERALS LTD.
Statement of Cash Flows
FOR THE YEARS ENDED DECEMBER 31

See accompanying notes to the financial statements

Expressed in Canadian dollars

	2021	2020
	\$	\$
CASH PROVIDED BY (USED FOR):		
Operating Activities		
Net loss for the year	(1,037,502)	(47,544)
Add (deduct) non-cash items		
Flow-through recovery	(226,494)	(187,500)
Deferred income tax expense	89,531	133,127
Stock-option compensation	805,100	-
	<u>(369,365)</u>	<u>(101,917)</u>
Changes in non-cash working capital		
GST receivable	(17,111)	(16,097)
Prepaid expenses	(73,642)	(3,693)
Accounts payable and accrued liabilities	14,635	(8,035)
Due to related parties	(1,373)	(2,067)
	<u>(446,856)</u>	<u>(131,809)</u>
Investing Activities		
Mineral property costs	(1,014,626)	(694,401)
Proceeds from sale of shares in NorthWest Copper Corp.	80,416	8,668
	<u>(934,210)</u>	<u>(685,733)</u>
Financing Activities		
Proceeds from shares issued	2,971,817	-
Proceeds from stock-options exercised	107,500	-
Proceeds from warrants exercised	159,167	-
Share issue costs	(190,915)	(15,407)
	<u>3,047,569</u>	<u>(15,407)</u>
INCREASE (DECREASE) IN CASH POSITION	1,666,503	(832,949)
Cash position, beginning of the year	<u>226,086</u>	<u>1,059,035</u>
CASH POSITION, END OF YEAR	<u>1,892,589</u>	<u>226,086</u>
<i>Cash position includes:</i>		
Cash	578,140	74,664
Short-term deposits	13,027	12,921
Term deposit and high interest savings account	1,301,422	138,501
	<u>1,892,589</u>	<u>226,086</u>

See Note 13 for supplementary cash flow information

FINLAY MINERALS LTD.
Statements of Changes in Equity
FOR THE YEARS ENDED DECEMBER 31

See accompanying notes to the financial statements

All values expressed in Canadian dollars

	Number of Shares	Share Capital	Contributed Surplus	Investment Revaluation Reserve	Deficit	Total Equity
		\$	\$	\$	\$	\$
December 31, 2019	93,274,991	9,370,241	1,436,196	(1,836)	(3,209,719)	7,594,882
Other comprehensive						
income for the year	-	-	-	36,707	-	36,707
Net loss for the year	-	-	-	-	(47,544)	(47,544)
December 31, 2020	<u>93,274,991</u>	<u>9,370,241</u>	<u>1,436,196</u>	<u>34,871</u>	<u>(3,257,263)</u>	<u>7,584,045</u>
Shares issued	29,200,131	2,678,479	-	-	-	2,678,479
Stock-options exercised	1,850,000	218,114	(110,614)	-	-	107,500
Warrants exercised	1,591,666	159,167	-	-	-	159,167
Share issue costs	-	(362,395)	150,600	-	-	(211,795)
Stock-option compensation	-	-	805,100	-	-	805,100
Other comprehensive						
income for the year	-	-	-	13,863	-	13,863
Reclassification of reserve on						
sale of investment	-	-	-	(48,734)	48,734	-
Net loss for the year	-	-	-	-	(1,037,502)	(1,037,502)
December 31, 2021	<u><u>125,916,788</u></u>	<u><u>12,063,606</u></u>	<u><u>2,281,282</u></u>	<u><u>-</u></u>	<u><u>(4,246,031)</u></u>	<u><u>10,098,857</u></u>

FINLAY MINERALS LTD.

Notes to the Financial Statements

FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020

Expressed in Canadian dollars

1) NATURE AND CONTINUANCE OF OPERATIONS

The Company was incorporated under the Business Corporations Act (British Columbia) and its principal business activity is the acquisition and exploration of resource properties. The properties of the Company are without a known economically feasible ore body. The exploration programs undertaken and proposed constitute an exploratory search. There is no assurance that the Company will be successful in its search. The business of exploring for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. Major expenses may be required to establish ore reserves, to develop metallurgical processes, and to construct mining and processing facilities at a particular site. It is not possible to ensure that the current exploration programs planned by the Company will result in a profitable commercial mining operation.

Although the Company has taken steps to verify title to resource 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 the Company's title. Property title may be subject to unregistered prior agreements and noncompliance with regulatory requirements.

These financial statements have been prepared on a going-concern basis, which assumes the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business. Several adverse conditions cast substantial doubt on the validity of this assumption. The Company has incurred operating losses since inception with a comprehensive loss for the year ended December 31, 2021 of \$1,023,639, has limited financial resources, no source of operating cash flow, and no assurances that sufficient funding, including adequate financing, will be available to conduct further exploration and development of its mineral property projects.

The application of the going-concern concept is dependent upon the Company's ability to generate future profitable operations and receive continued financial support from its creditors and shareholders. These financial statements do not give effect to any adjustments that might be required should the Company be unable to continue as a going-concern and therefore, be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts differing from those reflected in the financial statements.

Management plans to continue to pursue equity or debt financing to support operations. Management believes this plan will be sufficient to meet the Company's liabilities and commitments as they become payable over the next twelve months. There can be no assurance that management's plan will be successful. Failure to maintain the support of creditors and obtain additional external equity financing will cause the Company to curtail operations and the Company's ability to continue as a going-concern will be impaired. The outcome of these matters cannot be predicted at this time.

2) SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

Basis of preparation

These financial statements have been prepared on the historical cost basis. The presentation and functional currency of the Company is the Canadian dollar.

FINLAY MINERALS LTD.

Notes to the Financial Statements

FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020

Expressed in Canadian dollars

2) SIGNIFICANT ACCOUNTING POLICIES (continued)

Cash and cash equivalents

Cash and cash equivalents are comprised of cash on hand, deposits in banks and highly liquid investments having terms to maturity of 90 days or less when acquired.

Significant accounting judgments, estimates and assumptions

The preparation of the Company's financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Critical judgments in applying accounting policies:

The following are critical judgments that management has made in the process of applying accounting policies and that have the most significant effect on the amounts recognized in the financial statements:

- the determination that the Company will continue as a going-concern for the next year; and
- the determination that there have been no events or changes in circumstances that indicate the carrying amount of exploration and evaluation assets may not be recoverable.

Exploration and evaluation expenditures

Once a license to explore an area has been secured, expenditures on mineral properties are capitalized to exploration and evaluation assets.

Exploration and evaluation expenditures relate to the initial search for deposits with economic potential and to detailed assessments of deposits or other projects that have been identified as having economic potential.

All capitalized exploration and evaluation expenditures are monitored for indications of impairment. Where a potential impairment is indicated, assessments are performed for each area of interest. To the extent that exploration and evaluation expenditures are not expected to be recovered they are charged to operations.

Share Capital

The Company records proceeds from share issuances net of issue costs and any tax effects. Common shares issued for consideration other than cash are valued based on their market value at the date the agreement to issue shares was concluded.

Impairment of non-financial assets

At the end of each reporting year, and when relevant triggering events and circumstances occur, the carrying amounts of the Company's non-financial assets are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and the value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss for the year.

FINLAY MINERALS LTD.

Notes to the Financial Statements

FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020

Expressed in Canadian dollars

2) SIGNIFICANT ACCOUNTING POLICIES (continued)

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

Income taxes

The Company uses the statement of financial position method of accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Deferred income tax assets also result from unused loss carry forwards, resource related pools and other deductions. A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Flow-through shares

The Company has issued common shares as flow-through shares, whereby the investor may claim the tax deductions arising from the related resource expenditures. When flow-through shares are issued, the sale of the tax deduction is valued (using the residual method) and deferred as a flow-through liability. When resource expenditures are renounced to the investors and the Company has reasonable assurance that the expenditures will be completed, the flow-through liability is reversed, and a deferred income tax liability is recognized.

Previously unrecognized deferred income tax assets may be used to reduce the deferred income tax liability amount recognized, and the Company will recognize a future income tax recovery to this extent.

Share-based payments

The Company's Stock Option Plan allows employees and consultants to acquire shares of the Company. Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of the goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The fair value of the share-based payment is measured using the Black-Scholes option pricing model. The fair value of the share-based payment is recognized as an expense or capitalized to exploration and evaluation assets with a corresponding increase in contributed surplus. Consideration received on the exercise of stock options is recorded as share capital and a corresponding amount is transferred to share capital from contributed surplus.

Loss per share

Basic loss per share is calculated by dividing the loss available to common shareholders by the weighted average number of common shares outstanding for the period. Diluted loss per share is calculated by the treasury stock method. Under the treasury stock method, the weighted average number of common shares outstanding for the calculation of diluted loss per share assumes that the proceeds to be received on the exercise of dilutive share options and warrants are used to repurchase common shares at the average market price during the period. Where the effects of including all outstanding options and warrants would be anti-dilutive, no dilution is calculated and the diluted loss per share is presented as the same as basic loss per share.

Reclamation deposits

The Company maintains cash deposits as required by regulatory bodies as assurance for the funding of reclamation costs. These funds are restricted to that purpose and are not available to the Company until the reclamation obligations have been fulfilled. Reclamation deposits are classified as non-current assets.

FINLAY MINERALS LTD.
Notes to the Financial Statements
FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020

Expressed in Canadian dollars

2) SIGNIFICANT ACCOUNTING POLICIES (continued)

Mineral Exploration Tax Credit ("METC")

The Company recognizes METC amounts when the Company's METC application is approved by the Canada Revenue Agency or when the amount to be received can be reasonably estimated and collection is reasonably assured.

Financial instruments

The Company recognizes financial assets and liabilities on the statement of financial position when it becomes a party to the contractual provisions of the instrument.

Financial assets

Cash and cash equivalents are classified as subsequently measured at amortized cost.

Investment in NorthWest Copper Corp. is irrevocably classified, at the Company's election, as subsequently measured at fair value through other comprehensive income. Investment transactions are recognized on the trade date with transaction costs included in the underlying balance. Fair values are determined by reference to quoted market prices at the statement of financial position date.

Reclamation deposits are classified as subsequently measured at amortized cost.

Financial liabilities

Trade payables are non-interest bearing if paid when due and are recognized at face amount, except when fair value is materially different. Trade payables are subsequently measured at amortized cost.

Due to related parties is subsequently measured at amortized cost.

3) NEW ACCOUNTING STANDARDS AND RECENT PRONOUNCEMENTS

The Company has not adopted any new IFRS pronouncements as at January 1, 2021 as any new standards are not applicable to the Company's financial statements.

4) INVESTMENT IN NORTHWEST COPPER CORP.

At December 31, 2021, the Company owned no (2020 – 170,648) shares of NorthWest Copper Corp. ("NWST"), the shares of which are traded on the TSX Venture Exchange.

	2021	2020
	\$	\$
Marketable securities -- fair value	-	66,553
Marketable securities -- cost	-	53,769

During 2021, 110,324 shares (2020 - 32,058) were sold for proceeds of \$80,416 (2020 - \$8,668) of which 50,000 shares were pre-consolidation and 60,324 shares were post-consolidation (pre-consolidation 120,648).

See Note 5.

FINLAY MINERALS LTD.

Notes to the Financial Statements

FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020

Expressed in Canadian dollars

5) EXPLORATION AND EVALUATION ASSETS

Omineca Mining Division

British Columbia

Silver Hope Claims

The Company has a 100% interest in 41 mineral tenures, eight of which are subject to a 1½% Net Smelter Returns royalty ("NSR"), and were acquired in 2006 by the issuance of two million common shares. One half of the NSR (3/4%) is purchasable prior to a production decision for one million dollars.

PIL-Gold Claims

The Company has a 100% interest in 39 mineral tenures (formerly 376 mineral claim units) of which 23 mineral claims were acquired from a private company controlled by a director of the Company with consideration for the issuance to that private company of nine million common shares (post subdivision) and a 3% NSR. The Company is also obligated to issue a further two million shares to this private company when the property is put into commercial production and may also, prior to that date, purchase a 1½ % NSR (½ of the 3% NSR) for two million dollars.

ATTY Claims

As at December 31, 2021, the Company has a 100% interest in 12 mineral tenures which are all in good standing until 2030.

On March 1, 2018, the Company entered into an option agreement (the "OA") with NWST and Electrum Resource Corp. (the "RH") to grant NWST the exclusive right and option to acquire a 100% interest in and to the ATTY claims, among other things.

On June 24, 2020, NWST terminated the OA.

On March 1, 2018, in connection with entering into the OA, the Company and the RH entered into an amending agreement to amend the purchase agreement between the Company and the RH dated as of July 29, 1999 (the "PA") so that (i) certain clauses only apply to the ATTY claims and not the PIL claims; and (ii) to provide for a separate royalty agreement between the Company and the RH relating to the PIL claims. The PA was amended as follows:

- As additional consideration for the original purchase, the Company will issue 500,000 shares of the Company to the RH immediately following an ATTY Project Production Decision (as defined in the OA); and
- Prior to an ATTY Project Production Decision (as defined in the OA), the Company may, at its sole discretion, purchase one half (1.5%) of the NSR from RH by paying \$1 million.

On March 1, 2018, the Company and the RH entered into a royalty agreement (the "RA") in respect of the PIL claims. The RA incorporates the mineral claims acquired under the Purchase Agreement with the RH dated as of October 1, 2001, as well as the rights and interest pertaining to the PIL claims, into the RA, and terminates the 2001 Purchase Agreement. As additional consideration for the purchase of the PIL claims, the Company:

- Will issue 1 million shares of the Company to RH immediately following a PIL Project Production Decision (as defined in the RA);
- Will pay an NSR of 3% to the RH; and
- May, at its sole discretion, and prior to a PIL Project Production Decision, purchase one half (1.5%) of the NSR from RH by paying \$2 million.

FINLAY MINERALS LTD.
Notes to the Financial Statements
FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020
Expressed in Canadian dollars
5) EXPLORATION AND EVALUATION ASSETS (continued)

	December 31 2019 \$	Net Additions \$	December 31 2020 \$	Net Additions \$	December 31 2021 \$
BRITISH COLUMBIA					
Silver Hope Claims					
Acquisition	166,873	-	166,873	-	166,873
Assay	182,175	31,843	214,018	66,127	280,145
Camp and travel	118,747	48,269	167,016	159,594	326,610
Drilling	1,274,952	138,434	1,413,386	268,728	1,682,114
Equipment rental	33,565	1,570	35,135	39,104	74,239
Field office	13,132	2,000	15,132	10,885	26,017
Geological	369,331	139,385	508,716	288,585	797,301
Geophysical	592,148	78,183	670,331	246,882	917,213
Road construction	45,239	-	45,239	-	45,239
Tenure management	45,325	4,701	50,026	1,591	51,617
BCMETS refund	(19,495)	-	(19,495)	(47,984)	(67,479)
	<u>2,821,992</u>	<u>444,385</u>	<u>3,266,377</u>	<u>1,033,512</u>	<u>4,299,889</u>
PIL Claims					
Acquisition	28,536	-	28,536	-	28,536
Assay	245,966	16,952	262,918	-	262,918
Camp and travel	797,963	90,127	888,090	1,134	889,224
Drilling	1,466,687	-	1,466,687	-	1,466,687
Equipment rental	106,303	4,304	110,607	-	110,607
Field office	104,981	100	105,081	-	105,081
Geological	835,988	162,255	998,243	12,006	1,010,249
Geophysical	527,016	344	527,360	-	527,360
Road construction	392,273	10,000	402,273	-	402,273
Tenure management	35,215	-	35,215	-	35,215
BCMETS refund	(64,018)	(30,170)	(94,188)	-	(94,188)
	<u>4,476,910</u>	<u>253,912</u>	<u>4,730,822</u>	<u>13,140</u>	<u>4,743,962</u>
ATTY Claims					
Acquisition	540	-	540	-	540
Assay	38,606	220	38,826	2,579	41,405
Camp and travel	331,714	-	331,714	10,544	342,258
Drilling	-	-	-	-	-
Equipment rental	27,158	-	27,158	1,262	28,420
Field office	12,674	-	12,674	-	12,674
Geological	40,343	-	40,343	27,284	67,627
Geophysical	489,198	-	489,198	-	489,198
Road construction	-	-	-	-	-
Tenure management	20,135	-	20,135	-	20,135
BCMETS refund	-	-	-	-	-
Recovery	(125,000)	-	(125,000)	-	(125,000)
Royalty buyback payment	(10,000)	-	(10,000)	-	(10,000)
	<u>825,368</u>	<u>220</u>	<u>825,588</u>	<u>41,669</u>	<u>867,257</u>
Total exploration and evaluation expenditures	<u><u>8,124,270</u></u>	<u><u>698,517</u></u>	<u><u>8,822,787</u></u>	<u><u>1,088,321</u></u>	<u><u>9,911,108</u></u>

FINLAY MINERALS LTD.

Notes to the Financial Statements

FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020

Expressed in Canadian dollars

6) RELATED PARTY TRANSACTIONS

	2021	2020
	\$	\$
Key management personnel compensation:		
Mineral property geological consulting	428,880	16,631
Stock-option compensation	805,100	-
Wages and benefits, and other compensation	36,650	8,230
Other related party compensation	300	15,068

During the year ended December 31, 2020, the Company paid office rent of \$14,300 to a company controlled by a director of the Company.

7) DUE TO RELATED PARTIES

At December 31, 2021, the Company owes \$33,679 and \$2,776 (2020 - \$1,000 and nil) to two officers of the Company and a company controlled by an officer of the company. At December 31, 2021 the Company owes \$18,942 to a company related to an officer of the Company (December 31, 2020 - \$3,489). The amounts are unsecured, do not bear interest and have no fixed terms of repayment.

8) SHARE CAPITAL

a) The authorized share capital of the Company consists of:

an unlimited number of common shares.
100,000,000 Class A preference shares
100,000,000 Class B preference shares

On May 25, 2021 the Company issued 200,000 common shares pursuant to a stock option exercise by a Company director. On June 24, 2021, the Company issued 650,000 common shares pursuant to a stock option exercise by three Company directors; all the stock options were exercised at \$0.05. The Company reclassified \$40,358 from Contributed surplus to Share capital in connection with the exercise of these options.

On July 12, 2021, the Company completed a non-brokered private placement financing for total proceeds of \$2,643,777. The Private Placement consisted of the issuance of: (i) a total of 17,653,081 non-flow through units (the "NFT Units") for gross proceeds of \$1,588,777, at price of \$0.09 per NFT Unit, with each NFT Unit comprising one common share of the Company and one common share purchase warrant (each, a "Unit Warrant"); and (ii) a total of 8,791,667 flow through units (each, a "FT Unit"), at a price of \$0.12 per FT Unit for gross proceeds of \$1,055,000, with each FT Unit comprising one common share of the Company which qualifies as a "flow-through share" within the meaning of the Income Tax Act (Canada) and one Unit Warrant. Each Unit Warrant entitles the holder thereof to acquire one additional common share of the Company (each, a "Warrant Share") at an exercise price of \$0.135 per Warrant Share for a period of twenty-four months from the issuance of each such Unit Warrant.

In connection with the closing of the Private Placement, the Company paid cash share issue costs of \$182,262. These were (i) cash finder's fees of \$161,295 in aggregate to Ascenta Finance Corp. ("Ascenta") and PI Financial Ltd.; (ii) other cash share issue costs of \$20,967; (iii) issued an aggregate of 1,511,323 finder's compensation options (the "Compensation Options") and (iv) issued 232,000 finder's units (the "Finder's Units") in aggregate to CIBC Wood Gundy and Raymond James Ltd. Each Compensation Option entitles the holder to purchase one Unit at a price of \$0.09 or \$0.12, as applicable, for a period of twenty-four months expiring on July 9, 2023. All of the Units issuable on exercise of each Compensation Option and the Finder's Units have the same terms as the Units issued to the subscribers of the Private Placement. The Compensation Options were ascribed a fair value of \$150,600 using the Black-Scholes option pricing model.

See Note 12.

FINLAY MINERALS LTD.**Notes to the Financial Statements****FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020***Expressed in Canadian dollars***8) SHARE CAPITAL (continued)**

On July 13, 2021 pursuant to the Company's Stock Option Plan, 700,000 stock options were exercised at an exercise price of \$0.05 by two directors and 700,000 common shares of the Company were issued in regards to the aforementioned stock option exercise. The Company reclassified \$33,236 from contributed surplus to share capital in connection with the exercise of these options.

On August 3, 2021, the Company issued 1,591,666 common shares pursuant to the exercise of 1,591,666 warrants at an exercise price of \$0.10.

On September 23, 2021, the Company issued 300,000 common shares pursuant to a stock option exercise by a former director at an exercise price of \$0.10. The Company reclassified \$37,020 from contributed surplus to share capital in connection with the exercise of these options.

On November 18, 2021, the Company issued a total of 2,523,383 units (each, a "FT Unit"), at a price of \$0.13 per FT Unit, with each FT Unit comprising one common share of the Company which qualifies as a "flow-through share" within the meaning of the *Income Tax Act* (Canada) and one Unit Warrant. Each Unit Warrant entitles the holder thereof to acquire one additional common share of the Company (each, a "Warrant Share") at an exercise price of \$0.20 per Warrant Share for a period of two years from the closing of the Private Placement. The Company paid cash share issue costs of \$8,653.

	2021		2020	
	Number of Shares	\$	Number of Shares	\$
Opening balance	93,274,991	9,370,241	93,274,991	9,370,241
Issued for:				
Private Placements	29,200,131	2,678,479	-	-
Options exercised	1,850,000	218,114	-	-
Warrants exercised	1,591,666	159,167	-	-
Share issue costs	-	(362,395)	-	-
Ending Balance	<u>125,916,788</u>	<u>12,063,606</u>	<u>93,274,991</u>	<u>9,370,241</u>

b) Share purchase options

The following is a summary of the changes in the Company's outstanding stock options:

	2021		2020	
	Number of Options	Weighted Average Exercise Price \$	Number of Options	Weighted Average Exercise Price \$
Balance, beginning of the year	3,750,000	0.07	3,750,000	0.07
Expired	(650,000)	0.08	-	-
Issued	4,850,000	0.14	-	-
Exercised	<u>(1,850,000)</u>	<u>0.06</u>	<u>-</u>	<u>-</u>
Balance, end of the year	<u>6,100,000</u>	<u>0.13</u>	<u>3,750,000</u>	<u>0.07</u>
Exercisable, end of the year	<u>6,100,000</u>	<u>0.13</u>	<u>3,750,000</u>	<u>0.07</u>
Weighted average years to expiry		<u>4.00</u>		<u>1.48</u>

FINLAY MINERALS LTD.**Notes to the Financial Statements****FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020***Expressed in Canadian dollars***8) SHARE CAPITAL (continued)**

c) Share purchase warrants

The continuity of share purchase warrants is as follows:

	2021		2020	
	Number of Warrants	Weighted Average Exercise Price \$	Number of Warrants	Weighted Average Exercise Price \$
Balance, beginning of the year	16,207,166	0.19	16,278,595	0.19
Expired	(1,490,500)	0.19	(71,429)	0.05
Issued	29,200,131	0.14	-	0.00
Exercised	(1,591,666)	0.10	-	0.00
Balance, end of the year	<u>42,325,131</u>	<u>0.16</u>	<u>16,207,166</u>	<u>0.19</u>
Weighted average years to expiry		<u>1.68</u>		<u>2.55</u>

d) Compensation Options

The continuity of the Compensation Options is as follows:

	2021		2020	
	Number of Warrants	Weighted Average Exercise Price \$	Number of Warrants	Weighted Average Exercise Price \$
Balance, beginning of the year	-	-	-	-
Issued	<u>1,511,323</u>	<u>0.10</u>	<u>-</u>	<u>-</u>
Balance, end of the year	<u>1,511,323</u>	<u>0.10</u>	<u>-</u>	<u>-</u>
Weighted average years to expiry		<u>1.52</u>		<u>-</u>

e) Contributed surplus

Contributed surplus records the fair value of share-based payments, compensation options and agent warrants until such time that the options and warrants are exercised, at which time the corresponding amount will be transferred to share capital.

FINLAY MINERALS LTD.

Notes to the Financial Statements

FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020

Expressed in Canadian dollars

8) SHARE CAPITAL (continued)

The fair value of the stock options granted during the year ended December 31, 2021 was estimated as at the date of issuance using the Black-Scholes option-pricing model applying the following assumptions:

	2021
	\$
Dividends	nil
Volatility	152.67%
Risk-free interest rate	0.81%
Expected life	5 years
Expected rate of forfeiture	0%

The fair value of the Compensation Options granted during the year ended December 31, 2021 was estimated as at the date of issuance using the Black-Scholes option-pricing model applying the following assumptions:

	2021
	\$
Dividends	nil
Volatility	157.40%
Risk-free interest rate	0.48%
Expected life	2 years
Expected rate of forfeiture	0%

9) CAPITAL MANAGEMENT

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

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

The Company currently has no externally-imposed capital requirements except to maintain sufficient cash and deposit balances to meet exploration commitments.

10) FINANCIAL INSTRUMENT RISKS

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

Credit Risk

The Company's primary exposure to credit risk is the risk of illiquidity of cash and cash equivalents, amounting to \$1,892,589 at December 31, 2021 (2020 - \$226,086). As the Company's policy is to limit cash holdings to instruments issued by major Canadian banks, or investments of equivalent or better quality, the credit risk is considered by management to be negligible.

FINLAY MINERALS LTD.

Notes to the Financial Statements

FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020

Expressed in Canadian dollars

10) FINANCIAL INSTRUMENT RISKS (continued)

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to pay financial instrument liabilities as they come due. The Company's liquidity risk from financial instruments is its need to meet accounts payable and accrued liabilities and related party balance obligations. The Company maintained sufficient cash and cash equivalent balances to meet these needs at December 31, 2021.

Interest Rate Risk

The Company has cash balances, a term deposit and a high interest savings account. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

Fair Value of Financial Instruments

The fair value of the Company's financial assets and liabilities approximates the carrying amount. Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 - Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 - Inputs are not based on observable market data.

The fair value classification of the company's financial instruments as at December 31, 2021 and 2020 is as follows:

		2021	2020
	Fair value level	Fair value through other comprehensive income \$	Fair value through other comprehensive income \$
Financial assets:			
Investment in NorthWest Copper Corp.	1	<u>-</u>	<u>66,553</u>

During the years ended December 31, 2021 and 2020, there were no transfers between level 1, level 2, and level 3 classified assets and liabilities.

FINLAY MINERALS LTD.**Notes to the Financial Statements****FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020***Expressed in Canadian dollars***11) INCOME TAXES**

A reconciliation of income taxes at statutory rates is as follows:

	2021	2020
	\$	\$
Net income (loss) for the year before tax	<u>(947,971)</u>	<u>85,583</u>
Expected income tax (recovery) expense	(255,952)	23,107
Net adjustment for deductible and non-deductible amounts	103,109	(50,469)
True-up of prior year amounts	(2,240)	25,489
Effect of flow-through amounts	<u>244,614</u>	<u>135,000</u>
Total income tax expense	<u>89,531</u>	<u>133,127</u>

The significant components of the Company's deferred income tax liabilities are as follows:

	2021	2020
	\$	\$
Deferred income tax liabilities:		
Exploration and evaluation assets carrying amounts in excess of tax pools	(8,957,137)	(8,046,671)
Non-capital loss carry forwards and share issue costs	2,551,727	1,985,643
Investment in NorthWest Copper Corp.	<u>-</u>	<u>(12,784)</u>
Net deferred tax liabilities	<u>(6,405,410)</u>	<u>(6,073,812)</u>

Subject to certain restrictions, the Company has exploration and evaluation expenditures at December 31, 2021 of approximately \$953,970 (2020 - \$631,000) available to reduce taxable income in future years. The Company also has non-capital losses available for possible deduction against future years' taxable income of approximately \$2,375,000 (2020 - \$1,971,000). The Company has not recognized any future benefit for these tax losses, credits and resource deductions, as it is not considered likely that they will be utilized. If unused, these non-capital losses will expire as follows:

	\$
2026	243,000
2027	173,000
2028	133,000
2029	79,000
2030	141,000
2031	212,000
2032	154,000
2033	121,000
2034	113,000
2035	70,000
2036	73,000
2037	112,000
2038	110,000
2039	127,000
2040	110,000
2041	<u>404,000</u>
	<u>2,375,000</u>

FINLAY MINERALS LTD.

Notes to the Financial Statements

FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020

Expressed in Canadian dollars

12) LIABILITY AND INCOME TAX EFFECT ON FLOW-THROUGH SHARES

Funds raised through the issuance of flow-through shares are expected to be expended on qualified Canadian mineral exploration expenditures, as defined pursuant to Canadian income tax legislation. The flow-through gross proceeds less the qualified expenditures made to date represent the funds received from flow-through share issuances that have not been spent and are held by the Company for such expenditures.

During the year ended December 31, 2021, the Company issued an aggregate of 11,315,050 units on a flow-through basis for gross proceeds of \$1,383,040 and recognized a flow-through liability of \$314,218.

See Note 8.

As at December 31, 2021, the Company had spent \$905,975 of the flow-through funds and recognized a flow-through recovery of \$226,494.

The Company must incur an additional \$477,065 in qualifying flow-through expenditures prior to December 31, 2022 pursuant to its renunciation to investors. As at December 31, 2021, the Company has a flow-through liability of \$87,724 related to the unspent funds.

13) SUPPLEMENTARY CASH FLOW INFORMATION

	2021	2020
	\$	\$
Exploration and evaluation assets included in accounts payable and accrued liabilities	25,530	4,116
Exploration and evaluation assets included in due to related parties	52,281	-

See Notes 5 and 7.

14) SUBSEQUENT EVENTS

On February 21, 2022, and subsequently amended on February 28, 2022, the Company entered into a Property Option Agreement with ATAC Resources Ltd. ("ATAC") whereby ATAC has the option to earn a 70% interest in the Company's wholly-owned PIL Property. Pursuant to the Property Option Agreement, ATAC may exercise the option and acquire a 70% interest in the property by making cash and share payments having an aggregate cash equivalent value of \$1,900,000 and incurring an aggregate of \$12,000,000 in exploration expenditures, in staged amounts, on or before December 31, 2026. Following the exercise of the option, ATAC and the Company will hold interests in the property of 70% and 30%, respectively, and a joint venture will be formed.

On March 1, 2022, the Company received Exchange acceptance for the transaction.