

**VanadiumCorp Resource Inc.**

UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For The Three Months Ended January 31, 2022 and 2021

(Expressed in Canadian Dollars)

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

In accordance with National Instrument 51-102, VanadiumCorp Resource Inc. discloses that the accompanying unaudited condensed interim consolidated financial statements for the three months ended, January 31, 2022 and 2021, were prepared by and are the responsibility of the Company's management.

The company's independent auditor has not performed a review of these condensed interim consolidated financial statements.

VanadiumCorp Resource Inc.  
Condensed Interim Consolidated Statements of Financial Position  
(Expressed in Canadian Dollars)

As at,	Unaudited January 31, 2022 \$	Audited October 31 2021 \$
<b>Assets</b>		
<b>Current</b>		
Cash (overdraft)	(2,599)	29,111
Receivables (Notes 4 and 12)	47,349	48,547
Short-term investments (Note 5)	23,000	23,000
Prepaid and deposits	45,274	34,768
	113,024	135,426
<b>Non-Current</b>		
Equipment (Note 6)	22,427	21,559
Patent (Note 8)	350,000	350,000
Exploration and evaluation assets (Note 7)	5,856,797	5,843,857
<b>Total assets</b>	<b>6,342,248</b>	<b>6,350,842</b>
<b>Liabilities</b>		
<b>Current</b>		
Accounts payable and accrued Liabilities (Notes 9 and 12)	944,229	657,405
Current portion of loans payable (Notes 10 and 12)	188,650	87,250
	1,132,879	744,655
<b>Non-Current</b>		
Loans payable (Note 10 and 12)	81,000	81,000
<b>Total liabilities</b>	<b>1,213,879</b>	<b>825,655</b>
<b>Equity</b>		
Share capital (Note 11)	35,342,785	35,342,785
Warrants	19,900	19,900
Contributed surplus	12,953,503	12,953,503
Accumulated deficit	(43,187,819)	(42,791,001)
<b>Total equity</b>	<b>5,128,369</b>	<b>5,525,187</b>
<b>Total liabilities and equity</b>	<b>6,342,248</b>	<b>6,350,842</b>

Approved on behalf of the Board of Directors on March 31, 2022:

\_\_\_\_\_  
"Stephen Pearce"  
Director

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"Paul McGuigan"  
Director

VanadiumCorp Resource Inc.  
Condensed Interim Consolidated Statements of Loss and Comprehensive Loss  
For The Three Months Ended January 31, 2022 and 2021  
(Unaudited - Expressed in Canadian Dollars)

	2022	2021
	\$	\$
<b>Expenses:</b>		
Consulting (Note 12)	181,300	171,260
Depreciation (Note 6)	1,701	16,602
Directors fees (Note 12)	-	5,000
Foreign exchange gain	(233)	(811)
Loan interest	4,818	-
Office	30,047	20,439
Professional fees	52,769	29,795
Rent (Note 12)	9,714	6,641
Research and development (Note 13)	-	21,106
Salaries and wages (Note 12)	82,588	106,378
Shareholder communications	13,091	96,759
Share-based compensation (Notes 11 and 12)	-	578,000
Trade shows and marketing	655	57,858
Transfer agent and regulatory fees	16,100	2,902
Travel and promotion	4,268	2,863
<b>Net loss and comprehensive loss for the period</b>	<b>396,818</b>	<b>1,114,792</b>
Basic and diluted loss per share	\$0.00	\$0.00
Weighted average number of shares outstanding	319,251,120	308,739,186

See accompanying notes to these consolidated financial statements

VanadiumCorp Resources Inc.  
Condensed Interim Consolidated Statements of Changes in Equity  
For The Three Months Ended January 31, 2022 and 2021  
(Unaudited - Expressed in Canadian Dollars)

	Share Capital			Contributed	Shares		
	Number of	Amount	Warrants	Surplus	Subscribed	Deficit	Total
	Shares	\$	\$	\$	\$	\$	\$
<b>Balance - October 31, 2020</b>	299,251,120	33,849,120	19,900	12,375,503	198,488	(40,607,155)	5,835,856
Shares issued for cash	18,406,000	1,340,600	-	-	(107,426)	-	1,233,174
Share-based compensation	-	-	-	578,000	-	-	578,000
Loss for the period	-	-	-	-	-	(1,114,792)	(1,114,792)
<b>Balance - January 31, 2021</b>	<b>317,657,120</b>	<b>35,189,720</b>	<b>19,900</b>	<b>12,953,503</b>	<b>91,062</b>	<b>(41,721,947)</b>	<b>6,532,238</b>
<b>Balance - October 31, 2021</b>	319,251,120	35,342,785	19,900	12,953,503	-	(42,791,001)	5,525,187
Loss for the period	-	-	-	-	-	(396,818)	(396,818)
<b>Balance - January 31, 2022</b>	<b>319,251,120</b>	<b>35,342,785</b>	<b>19,900</b>	<b>12,953,503</b>	<b>-</b>	<b>(43,187,819)</b>	<b>5,128,369</b>

See accompanying notes to these consolidated financial statements

VanadiumCorp Resource Inc.  
Condensed Interim Consolidated Statements of Cash Flows  
For The Three Months Ended January 31, 2022 and 2021  
(Unaudited - Expressed in Canadian Dollars)

	2022	2021
	\$	\$
<b>Cash flows from operating activities:</b>		
<b>Net loss for the period</b>	(396,818)	(1,114,792)
Adjustments for items not affecting cash:		
Depreciation	1,701	16,602
Share-based compensation	-	578,000
Unrealized foreign exchange gain	-	(1,772)
<b>Net change in non-cash working capital items:</b>	(395,117)	(521,962)
Receivables	1,198	(26,484)
Prepaid and deposits	(10,506)	(87,686)
Accounts payable and accrued liabilities	274,039	(102,046)
<b>Cash used in operating activities</b>	(130,386)	(738,178)
<b>Financing activities</b>		
Shares issued for cash (net)	-	1,203,492
Lease liability payments	-	(13,508)
Loans received	101,400	-
<b>Cash from financing activities</b>	101,400	1,189,984
<b>Investing activities</b>		
Purchase of plant and equipment	(2,569)	-
Purchase of patent	-	(350,000)
Mineral property expenditures (net of government tax credit)	(155)	(81,830)
<b>Cash used in investing activities</b>	(2,724)	(431,830)
<b>Change in cash in the period</b>	(31,710)	19,976
<b>Cash - beginning of period</b>	29,111	439,647
<b>Cash (overdraft) - end of period</b>	(2,599)	459,623
Non-cash investing activity:	\$	\$
Exploration expenditure included in accounts payable	30,000	22,392

See accompanying notes to these consolidated financial statements

**VanadiumCorp Resource Inc.**

Notes to Condensed Interim Consolidated Financial Statements

Three Months Ended January 31, 2022 and 2021

(Unaudited - Expressed in Canadian Dollars)

**1. NATURE OF OPERATIONS AND GOING CONCERN**

VanadiumCorp Resource Inc. (the "Company") was incorporated on October 23, 1980 under the British Columbia Business Corporations Act and is engaged in the acquisition and exploration of mineral properties in Canada.

The Company's registered office is Suite 400 – 1505 West 2<sup>nd</sup> Avenue, Vancouver, British Columbia, V6H 3Y4.

The Company's mineral property interests have not reached the development stage or commercial production. To continue exploration programs, maintain its mineral property interests and develop future projects beyond the exploration stage, the Company will need additional funding.

These consolidated financial statements have been prepared on the assumption that the Company is a going concern that contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. The Company has incurred a net loss of \$396,818 (2021 - \$1,114,792) during the period ended January 31, 2022 and, as of that date, has accumulated a deficit of \$43,187,819 (2021 - \$41,721,947). The ability of the Company to continue as a going concern is dependent on obtaining the financing necessary to continue operations and, ultimately, on attaining profitable operations. Funding for operations is raised primarily through share offerings. No provision has been made in these consolidated financial statements for any adjustments to the carrying value of exploration and evaluation and other assets should the Company not be able to continue as a going concern. Such adjustments could be material.

During the three months ended January 31, 2022, the Company did not raise any financing but has previously raised funds from the issuance of shares and through private loans. Although there is no certainty, management is of the opinion that additional funding for future projects and operations can be raised as needed. If the Company is unsuccessful in obtaining adequate financing in the future due to prolonged economic decline, exploration activities will be postponed until market conditions improve. These circumstances and conditions may cast significant doubt about the Company's ability to continue as a going concern.

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic which has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and physical distancing, have caused material disruption to business globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. The duration and impact of the COVID-19 outbreak are unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company in future periods.

**2. BASIS OF PRESENTATION****a) Statement of compliance**

These unaudited condensed interim consolidated financial statements of the Company for the three months ended January 31, 2022, have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("ISAB") and in accordance with International Accounting Standards ("IAS") 34, Interim Financial Reporting. The significant accounting policies applied in these condensed interim financial statements are based on the IFRS issued and outstanding as of January 31, 2022.

These financial statements were authorized for issue by the Board of Directors on March 31, 2022.

**2. BASIS OF PRESENTATION – CONTINUED**

b) Consolidation

These consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries Pro Minerals Ltd., Power Vanadium Corporation, Prosperity Minerals Corporation, and Prestige Mining Corporation, all Canadian companies, and VanadiumCorp GmbH (“GmbH”), a German company. A subsidiary is an entity that the Company controls, either directly or indirectly, where control is defined as the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. All subsidiaries are 100% controlled by the Company. Intercompany transactions and balances have been eliminated upon consolidation.

GmbH is the only active subsidiary and is engaged in the development of commercializing and deploying Vanadium Redox Flow batteries for micro grid applications. During fiscal 2022 and fiscal 2021, GmbH had \$Nil sales. GmbH’s operating and administration expenses totalling \$41,462 (2021 – \$62,196) are consolidated with the Company’s expenses.

c) Basis of measurement, estimates, and significant judgments

The consolidated financial statements have been prepared on a historical cost basis and are presented in Canadian dollars, which is also the functional currency of the Company and its subsidiaries. In addition, the consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

These consolidated financial statements include estimates that, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Elements of these consolidated financial statements subject to material estimation uncertainty include:

Valuation of stock options and warrants

In the preparation of these consolidated financial statements, management has estimated the fair value of stock options granted and warrants issued in private placements based on the Black-Scholes option-pricing model. Option pricing models require the input of highly subjective assumptions including the expected price and volatility of the Company’s stock. Changes in these subjective input assumptions can materially affect the fair value estimate of the Company’s stock options granted and warrants issued during the year.

Elements of these consolidated financial statements subject to significant judgment include:

Significant judgments about the future and other sources of estimation uncertainty that management has made at the reporting date that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

i) *Going concern assessment:*

Management assesses the Company’s ability to continue as a going concern at each reporting date, using all quantitative and qualitative information available. This assessment, by its nature, relies on estimates of future cash flows and other future events (as discussed in Note 1), whose subsequent changes could materially impact the validity of such an assessment.



## **2. BASIS OF PRESENTATION – CONTINUED**

c) Basis of measurement, estimates, and significant judgments (continued)

ii) *Consideration of exploration and evaluation asset impairment criteria:*

Assets or cash-generating units (“CGUs”) are evaluated at each reporting date to determine whether there are any indications of impairment. The Company considers both internal and external sources of information when making the assessment of whether there are indications of impairment for the Company’s exploration and evaluation assets.

Management uses several criteria in its assessments of economic recoverability and probability of future economic benefit, including geologic and metallurgic information, economics assessments/studies, accessible facilities, existing permits, and the ability to continue development.

iii) *The useful life and recoverability of equipment:*

The Company reviews its estimate of the useful lives of equipment at each reporting date, based on the expected utilization of the assets. A change in the useful life or residual value will impact the reported carrying value of the equipment resulting in a change in related depreciation expense.

iv) *Impairment of patent:*

The Company reviews and assesses the carrying amount of its patent for indicators of impairment when facts or circumstances suggest that the carrying amount is not recoverable. If impairment is indicated, the amount by which the carrying value of the assets exceeds the estimated fair value is charged to the consolidated statements of comprehensive loss.

v) *Recovery of amounts receivable:*

The accounts receivable balance is recorded at the estimated recoverable amount, which involves the estimate of uncollectible accounts.

vi) *Right-of-use assets and lease liability:*

The right-of-use assets and lease liability are measured by discounting the future lease payments at an incremental borrowing rate. The incremental borrowing rate is an estimated rate the Company would have to pay to borrow over a similar term and with similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment.

## **3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements.

a) Cash

Cash consists of cash held in bank accounts. For purposes of the consolidated statements of cash flows, the Company considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents to the extent the funds are not being held for investment purposes. The Company had no cash equivalents as at January 31, 2022 and 2021.

**3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED****b) Foreign currency translation**

Transactions in foreign currencies are translated to the presentation currency of the Company at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to the presentation currency at the exchange rate at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Foreign currency differences arising on translation are recognized in profit or loss.

**c) Financial instruments***Classification*

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

The Company classifies its financial instruments as follows:

<b>Financial assets/ liabilities</b>	
Cash	FVTPL
Receivables	Amortized cost
Short-term investments	FVTPL
Accounts payables and accrued liabilities	Amortized cost
Lease liability	Amortized cost
Loans payable	Amortized cost

*Measurement*Financial assets at FVTOCI

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

Financial assets and liabilities at amortized cost

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

Financial assets and liabilities at FVTPL

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

### **3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – CONTINUED**

#### **c) Financial instruments (continued)**

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

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

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

##### *Derecognition*

##### Financial assets

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

##### Financial liabilities

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

##### 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 that are not based on observable market data.

#### **d) Impairment of assets**

At each reporting date, the Company assesses whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset or group of financial assets.

**3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – CONTINUED**

d) Impairment of assets (continued)

Impairment tests on intangible assets and patents with indefinite useful economic lives are undertaken annually at the financial year-end. Other non-financial assets, including exploration and evaluation assets, are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount, which is the higher of value in use and fair value less costs to sell, the asset is written down accordingly.

Exploration and evaluation assets are assessed for impairment if (i) sufficient data exists to determine technical feasibility and commercial viability, and (ii) facts and circumstances suggest that the carrying amount exceeds the recoverable amount.

Facts and circumstances as defined in *IFRS 6, Exploration for and Evaluation of Mineral Resources*, are as follows:

- the period for which the entity has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed;
- substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned;
- exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area; and
- sufficient data exists to indicate that, although development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the asset's cash-generating unit, which is the lowest group of assets in which the asset belongs for which there are separately identifiable cash inflows that are largely independent of the cash inflows from other assets. Each of the Company's exploration and evaluation assets is considered to be a cash-generating unit.

An impairment loss is charged to profit or loss, except to the extent it reverses gains previously recognized in other comprehensive income (loss).

e) Exploration and evaluation assets

The Company is in the process of exploring mineral property interests in several locations in Canada. Title to mineral property interests may include options, leases, concessions, participating interests and direct title.

(i) Pre-exploration costs

Pre-exploration costs are costs incurred prior to the Company obtaining the right to explore and are expensed in the period in which they are incurred.

(ii) Exploration and evaluation expenditures

Once the legal right to explore a property has been acquired, all costs directly related to exploration and evaluation expenditures are recognized and capitalized, in addition to the acquisition costs. These direct expenditures include such costs as the material used, surveying costs, drilling costs and payments made to contractors during the exploration phase. Costs not directly attributable to exploration and evaluation activities, including general and administrative overhead costs, are expensed in the period in which they occur.

**3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – CONTINUED**

e) Exploration and evaluation assets (continued)

(ii) Exploration and evaluation expenditures (continued)

The Company may occasionally enter into farm-out arrangements, whereby the Company will transfer part of a mineral interest, as consideration, for an agreement by the transferee to meet certain exploration and evaluation expenditures which would have otherwise been undertaken by the Company. The Company does not record any expenditures made by the transferee on its behalf. Any cash consideration received from the agreement is credited against the costs previously capitalized to the mineral interest given up by the Company, with any excess cash accounted for as a gain.

When a project is deemed to be no longer viable to the Company, capitalized exploration and evaluation expenditures in respect of that project are deemed to be impaired. As a result, those expenditures, in excess of estimated recoveries, are written-off to the statement of comprehensive loss. When a project has been established as commercially viable and technically feasible, the exploration and evaluation assets attributable to the project are first tested for impairment and then transferred to property and equipment.

As the Company currently has no operational income, any incidental revenues earned in connection with exploration and evaluation activities are applied as a reduction to capitalized costs.

(iii) Government assistance

The Company is eligible for a refundable tax credit on Canadian Exploration Expenditures, financed by treasury funds, other than flow-through shares financings, of up to 31%. This credit is recorded as a government grant against exploration and evaluation assets when there is reasonable assurance that the amounts claimed qualify and the amounts will be received.

f) Rehabilitation provisions

The Company is subject to various government laws and regulations relating to environmental disturbances caused by exploration and evaluation activities. The Company records the present value of the estimated costs of legal and constructive obligations required to restore the exploration sites in the period in which the obligation is determined. The nature of the rehabilitation activities includes restoration, reclamation and re-vegetation of the affected exploration sites.

The rehabilitation provision generally arises when the environmental disturbance is subject to government laws and regulations. When the liability is recognized, the present value of the estimated costs is capitalized by increasing the carrying amount of the related mineral property. Over time, the discounted liability is increased for the changes in present value based on current market discount rates and liability-specific risks and the change is recorded to profit or loss.

Additional environmental disturbances or changes in rehabilitation costs will be recognized as additions to the corresponding assets and rehabilitation liability in the period in which they occur.

As at January 31, 2022 and 2021, management is not aware of any reportable asset retirement obligations.

**3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – CONTINUED**

## g) Equipment

Equipment is initially recorded at historical cost less accumulated depreciation and impairment losses. Depreciation is provided at various rates designed to depreciate the assets over their estimated useful lives. The annual depreciation rates are as follows:

Computer equipment	30%	Declining balance method
Office equipment	20%	Declining balance method
Website development costs	30%	Declining balance method
Leasehold improvement costs		Straight-line basis over 5 years

Equipment used in exploration activities, where substantially all the economic life or value of the asset is expected to be derived from a specific project, are accounted for as dedicated equipment and included as a separate category within the costs allocated to the related exploration stage mineral property interest. Depreciation of these assets would be provided over the estimated life based on utilization and charged to exploration costs of the related project.

Residual values and economic useful lives are reviewed at least annually, and adjusted if appropriate, at each reporting date. Subsequent expenditure relating to an item of equipment is capitalized when it is probable that future economic benefits from the use of the assets will be increased. All other subsequent expenditure is recognized as repairs and maintenance expenses during the period in which they are incurred. Gains and losses on disposal of equipment are determined by comparing the proceeds from disposal with the carrying amount of the asset and are recognized net within other income in the statement of comprehensive loss.

## h) Patent

A patent consists of patent rights and applications. Patents with finite useful lives are measured at cost less accumulated amortization and impairment losses. Patents are amortized on a straight-line basis over the estimated useful life, being the life of the patent applications, which is twenty years from the date of application, once the patent has been granted.

## i) Research and development

Research costs are expensed as incurred. Development expenditures are capitalized only if development costs can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Company intends to and has sufficient resources to complete development to use or sell the asset. Other development expenditures are recognized in profit or loss as incurred. To date, no development costs have been capitalized.

## j) Other provisions

Provisions are recognized for liabilities of uncertain timing or amount that have arisen as a result of past transactions, including legal or constructive obligations. The provision is measured at the best estimate of the expenditure required to settle the obligation at the reporting date.

**3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – CONTINUED**

k) Share capital

(i) Unit offerings

The proceeds received on the issuance of units, comprised of common shares and warrants, are allocated using the residual value method. Under the residual value method, proceeds are allocated first to share capital up to the fair value of the common share, determined by reference to the quoted market price of the common shares on the unit pricing date, with the residual amount of proceeds, if any, allocated to the reserve for warrants.

(ii) Flow-through shares

The Company will, from time to time, issue flow-through common shares to finance its exploration programs. Pursuant to the terms of the flow-through share agreements, these shares transfer the tax-deductibility of qualifying resource expenditures to investors. On issuance, the Company bifurcates the flow-through share into i) a flow-through share premium, equal to the estimated premium, if any, investors pay for the flow-through feature, which is recognized as a liability, and ii) share capital. Upon qualifying expenditures being incurred, the Company derecognizes the liability and recognizes a deferred tax liability for the amount of tax reduction renounced to the shareholders. The premium is recognized as other income and the related deferred tax is recognized as a tax provision.

The Company may also be subject to a Part XII.6 tax on flow-through proceeds renounced under the look-back rule, in accordance with Government of Canada flow-through regulations. When applicable, this tax is accrued as interest expense until paid.

l) Share-based payments

The grant date fair value of share-based payment awards granted to employees is recognized as an employee expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognized as an expense is based on the number of awards that do meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

Where equity instruments are granted to parties other than employees, they are recorded by reference to the fair value of the services received. If the fair value of the services received cannot be reliably estimated, the Company measures the services received by reference to the fair value of the equity instruments granted, measured at the date the counterparty renders service.

All equity-settled share-based payments are reflected in contributed surplus until exercised. Upon exercise, shares are issued from treasury and the amount reflected in contributed surplus is credited to share capital, adjusted for any consideration paid.

The Company's stock option plan permits the Company to grant options to employees, consultants and directors when the number of shares that may be purchased under that option and all previously granted options does not exceed 10% of the issued and outstanding shares. The exercise price of the options granted will be no less than the discounted market price of the Company's shares and the maximum term of the options will be 5 years.

**3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – CONTINUED**

m) Earnings (loss) per share

Basic earnings (loss) per share is computed by dividing net income or loss applicable to common shares of the Company by the weighted average number of common shares outstanding for the relevant period.

Diluted earnings (loss) per share is computed by dividing net income or loss applicable to common shares by the sum of the weighted average number of common shares issued and outstanding and all additional common shares that would have been outstanding if potentially dilutive instruments were converted. As the Company incurred a loss for the periods ended January 31, 2022 and 2021, basic and diluted loss per share are the same.

n) Income taxes

Income tax comprises current and deferred tax. Current tax and deferred tax are recognized in profit or loss except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive loss.

Current income taxes are recognized for the estimated income taxes payable or receivable on taxable income or loss for the current year and any adjustments to income tax payable in respect of previous years. Current income taxes are determined using tax rates and laws that have been enacted or substantively enacted by the year-end date.

Deferred tax assets and liabilities are recognized where the carrying amounts of an asset or liability differs from its tax base, except for the taxable temporary differences arising on the initial recognition of goodwill and temporary differences arising on the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting nor taxable profit or loss.

Recognition of deferred tax assets for unused tax losses, tax credits and deductible temporary differences is restricted to those instances where it is probable that future taxable profit will be available against which the deferred tax asset can be utilized. At the end of each reporting period, the Company re-assesses unrecognized deferred tax assets. The Company recognizes a previously unrecognized deferred tax asset to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

o) Risk management

The Company operates in the mining industry which is subject to environmental laws and regulations specific to countries in which exploration, development or mining is conducted. It is management's policy to review environmental compliance and exposure on an ongoing basis.

Management is of the opinion that the Company addresses environmental risk and compliance in accordance with industry-standard and specific project environmental requirements. However, there is no certainty that all environmental risks and contingencies have been addressed.

Although management has taken steps to verify title on the properties on which it conducts exploration and in which it has an interest, these procedures may not guarantee the Company's title. Property title may be at risk from unregistered prior agreements, unregistered claims, other land claims and non-compliance with regulatory and environmental requirements.



**VanadiumCorp Resource Inc.**

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**4. RECEIVABLES**

	January 31, 2022	January 31, 2021
Sales tax receivable	\$ 26,273	\$ 173,025
Amounts receivable	19,717	-
Amounts due from related parties (Note 12)	1,359	1,359
Total	\$ 47,349	\$ 174,384

**5. SHORT-TERM INVESTMENTS**

	January 31, 2022		January 31, 2021	
	Cost \$	Fair Value \$	Cost \$	Fair Value \$
Investments at fair value through profit or loss				
Guaranteed investment certificate ("GIC") *	23,000	23,000	23,000	23,000
Total short-term investments	23,000	23,000	23,000	23,000

\* The GIC is pledged as security for a credit card for Company expenditures.

**6. EQUIPMENT**

	Computer Equipment \$	Office Furniture \$	Leasehold Improvement \$	Website Development \$	Total \$
<b>Cost:</b>					
At October 31, 2020					
and October 31, 2021	38,343	6,371	3,377	18,933	67,024
Additions	2,569	-	-	-	2,569
At January 31, 2022	40,912	6,371	3,377	18,933	69,593
<b>Depreciation:</b>					
At October 31, 2020	25,960	3,957	928	5,810	36,655
Depreciation	3,715	483	675	3,937	8,810
At October 31, 2021	29,675	4,440	1,603	9,747	45,465
Depreciation	747	96	169	689	1,701
At January 31, 2022	30,422	4,536	1,772	10,436	47,166
<b>Net book value:</b>					
At October 31, 2021	8,668	1,931	1,774	9,186	21,559
At January 31, 2022	10,490	1,835	1,605	8,497	22,427

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**7. EXPLORATION AND EVALUATION ASSETS**

A summary of changes in the Company's exploration and evaluation assets in Quebec is as follows:

	Iron-T	Lac Dore	Total
	\$	\$	\$
Balance, October 31, 2020	1,924,797	3,712,355	5,637,152
Exploration costs:			
Consulting	22,000	152,310	174,310
Drilling	-	6,900	6,900
Field work	-	25,495	25,495
Balance, October 31, 2021	1,946,797	3,897,060	5,843,857
Exploration costs:			
Consulting	6,000	24,000	30,000
Field work	-	11,478	11,478
Government tax credit	(15,981)	(12,557)	(28,538)
Balance, January 31, 2022	1,936,816	3,919,981	5,856,797

The Company's mineral properties have either been ground staked, map staked or acquired through option agreements or purchase agreements.

a) **Iron-T Vanadium Project**

The property covers approximately 8,515 Hectares ("Ha"), located in Isle Dieu, Lozeau, Comporte and Galinee Townships in the province of Quebec and was acquired through a purchase and sale agreement and through staking.

Pursuant to a purchase and sale agreement dated February 1, 2008, as amended February 24, 2009 and August 21, 2009, wherein the Company acquired 100% interest in 17 mining claims situated in central Quebec west of the mining centre of Matagami, in exchange for \$250,000 (paid) and 900,000 common shares (issued).

The vendors will receive a 3% net smelter return ("NSR") royalty of which the Company may purchase at its discretion, 1½% of the net smelter return royalty for \$500,000. The Company also retains a first right of refusal on the balance of the net smelter return royalty.

Pursuant to an agreement dated October 18, 2019 (the "Effective Date"), the Company has granted exclusive right and option to an arm's length third party, to acquire up to 100% undivided interest in the Iron-T Vanadium property (the "Property") by:

- (i) making payment in aggregate of \$1,000,000 to the Company (the "First Option Payments") as follows:
  - a. \$25,000 in cash upon signing of the letter of intent (received);
  - b. \$75,000 in cash on the Effective Date of the agreement, being October 18, 2019 (not received); and
  - c. an additional \$100,000 in cash on or prior to that date that is six months from the Effective Date (not received).

**7. EXPLORATION AND EVALUATION ASSETS – CONTINUED**

a) Iron-T Vanadium Project (continued)

- (ii) issuing to the Company, over a period of four years, starting from the Effective Date, an amount of shares of the public entity representing an amount of \$800,000 (the "Compensation Shares"), as follows:
  - a. an amount of shares of the public entity, representing an amount of \$200,000 on the date which is one year from the Effective Date (the "First Anniversary") (not received);
  - b. an amount of shares of the public entity, representing an amount of \$200,000 on the date which is two years from the Effective Date (the "Second Anniversary") (not received);
  - c. an amount of shares of the public entity, representing an amount of \$200,000 on the date which is three years from the Effective Date (the "Third Anniversary"); and
  - d. an amount of shares of the public entity, representing an amount of \$200,000 on the date which is one year from the Effective Date (the "Fourth Anniversary").
- (iii) incurring an aggregate of \$5,000,000 in expenditures on the Property on or before the date that is 48 months from the Effective Date (the "First Option Expenditures").

Additionally, if the third-party has exercised the First Option, they will have the additional exclusive right and option to acquire an additional 10% undivided interest in the Property, for a total interest of 85% (the "Second Option"). To exercise the Second Option, the third party must complete a preliminary economic assessment on the Property within 24 months of the exercise of the First Option.

Additionally, if the third-party has exercised the Second Option, they will have the additional exclusive right and option to acquire an additional 15% undivided interest in the Property, for a total interest of 100% (the "Third Option"). To exercise the Third Option, the third party must complete a positive feasibility study within 36 months of the exercise of the Second Option.

After receipt of \$25,000 upon signing of the letter of intent, the third-party defaulted on the terms of the agreement and the agreement has been terminated.

b) Lac Doré Project

The Lac Doré Project comprises two claim blocks, referred to as Lac Doré Main and Lac Doré North. The Lac Doré Main claims cover an area of 648.82 Ha, and the Lac Doré North claims cover an area of 4,637.87 Ha, with a total property area of 5,286.69 Ha and were acquired through staking. The Property overlaps four townships, Lemoine and Rinfret in the south and Roy and McCorkill in the north and occupies part of the southeast quadrant of the municipality of Chibougamau. The Lac Doré Project is located approximately 27 km east-southeast from the city of Chibougamau, in Eeyou Istchee James Bay Territory, Nord-du-Québec administrative region, Province of Québec, Canada.

**7. EXPLORATION AND EVALUATION ASSETS – CONTINUED**

c) Chibougamau Copper/Gold Assemblage

The property covered approximately 5,173 Ha in the Chibougamau region in the Province of Quebec acquired through staking, purchase or option agreements.

During the year ended October 31, 2016, the Company wrote off \$288,865 in costs associated with this property, as the Company is moving away from copper/gold projects in order to concentrate on its vanadium interests.

Pursuant to an agreement dated September 6, 2017 (the “Effective Date”), the Company has granted exclusive right and option to an arm’s length third party, to acquire up to 100% undivided interest in the surface and mining rights and mining claims of the Chibougamau project.

Under the terms of the agreement, the third party is able to acquire an 80% undivided interest (the “First Option”) in certain claims by:

- (i) making payments of an aggregate of \$200,000 to the Company as follows:
  - a. \$50,000 in cash on the Effective Date of the agreement, being September 6, 2017 (received);
  - b. an additional \$50,000 in cash on or prior to the date that is 12 months from the Effective Date (received);
  - c. an additional \$50,000 in cash on or prior to the date that is 24 months from the Effective Date (received); and
  - d. an additional \$50,000 in cash on or prior to the date that is 36 months from the Effective Date (received).
- (ii) incurring an aggregate of \$500,000 in expenditures on the Chibougamau project on or before the date that is 36 months from the Effective Date (completed).

Additionally, if the third party has exercised the First Option, they will have the additional exclusive right and option (the “Second Option”), exercisable any time prior to September 6, 2021, to acquire an additional 20% undivided interest in the Cornerback project, for a total interest of 100%, by paying the Company an additional \$50,000 on or before September 6, 2021 (received).

If at any time after the First Option has been exercised, commercial production commenced or announced, whichever occurs first, the third party shall make a one-time payment of \$250,000 to the Company in cash.

Once the third party has exercised the Second Option, they shall grant the Company a 2% net smelter returns royalty on the Chibougamau project, which shall be subject to the right by the third party to repurchase one-half of the royalty (1%) for \$1,000,000 and a right of first refusal on the royalty, regardless of whether the third-party has exercised its repurchase right.

The third-party has exercised the First and Second Option and now retains a 100% undivided interest in the property.

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**8. PATENT**

On November 10, 2020, the Company executed a patent purchase agreement ("PPA") with Electrochem Technologies and Materials Inc. ("Electrochem") to acquire all patent rights for the VanadiumCorp-Electrochem Processing Technology ("VEPT") including the entire intellectual property portfolio.

Electrochem has assigned its interest in the technology to the Company under the following terms:

1. Electrochem has received a cash payment of \$350,000 and will also be entitled to royalties on production equivalent to three percent (3%) for every plant using the VEPT worldwide. The Company will have the option to buy back each one-half percent (0.5%) for US \$1,000,000 up to the full three percent for US \$6,000,000.
2. Electrochem will remain the exclusive contractor/consultant for the continued development of VEPT subject to standard work agreements, budgets and approvals.
3. Electrochem will undertake test work for other companies wishing to utilize the VEPT process, provided the other companies understand that licensing will ultimately be required and negotiated on reasonable terms with the Company.

The Company is now 100% owner of VEPT Patent Rights and the entire Intellectual Property Portfolio including all patent applications in key jurisdictions related to the International Patent Cooperation Treaty Application entitled "Metallurgical and Chemical Process for Recovering Vanadium and Iron Values from Vanadiferous Titanomagnetite".

In February 2017, management applied for a provisional patent on the VEPT with the US Patent & Trademark Office and the Patent under No.: US10,647,630 B2 was granted on March 16, 2021. The patent is effective until February 2037. No amortization has been recognized to date as the patent was not available for use. At January 31, 2022, no impairment was recorded for the patent.

**9. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES**

	January 31, 2021	January 31, 2021
Trade payable	\$ 515,405	\$ 118,725
Amounts due to related parties (Note 12)	354,798	155,641
Accrued liabilities	62,500	18,200
Subscription refundable	-	5,492
Payroll liabilities	4,414	3,759
Loan interest payable	7,112	-
Total	\$ 944,229	\$ 301,817

**10. LOANS PAYABLE**

During the year, the Company entered into five loan agreements totalling \$81,000 with arm's length third parties. The loans are non-secured and carry interest at 10% per annum payable on maturity dated July 31 to September 10 of 2023.

Three directors of the Company advanced loans totalling \$188,650. The loans are non-secured and carry interest at 10% per annum and are payable on demand.

As at January 31, 2022, \$7,112 in interest on the loans was recorded and included in accounts payable.

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**11. SHARE CAPITAL**

Authorized share capital consists of an unlimited number of common shares without par value.

***During the period ended January 31, 2022:***

During the period ended January 31, 2022, there were no issuance of securities from the Company's treasury.

***During the year ended October 31, 2021:***

In November 2020, the Company issued 10,000,000 units pursuant to a private placement for gross proceeds of \$500,000. Each unit consisted of one common share and one common share purchase warrant, exercisable to purchase one additional common share of the Company at a unit price of \$0.10 for a period of two years from closing.

In January 2021, the Company issued 8,406,000 units pursuant to a private placement for gross proceeds of \$840,600. Each unit consisted of one common share and one common share purchase warrant, exercisable to purchase one additional common share of the Company at a unit price of \$0.15 for a period of two years from closing.

In February 2021, the Company issued 1,594,000 units pursuant to a private placement for gross proceeds of \$159,400. Each unit consisted of one common share and one common share purchase warrant, exercisable to purchase one additional common share of the Company at a unit price of \$0.15 for a period of two years from closing.

***Stock Options***

The continuity of share purchase options is as follows:

	Number of Options	Weighted Average Exercise Price
Balance - October 31, 2019 and 2020	24,400,000	\$0.09
Granted	12,300,000	\$0.08
Expired	(700,000)	\$0.07
<b>Balance - October 31, 2021 and January 31, 2022</b>	<b>36,000,000</b>	<b>\$0.09</b>

During the period ended January 31, 2022, no stock options were granted and no stock options were cancelled or expired.

During the year ended October 31, 2021, the Company granted a total of 12,300,000 stock options with an aggregate fair value of the vested options determined to be \$578,000. Details and fair values were estimated using the Black-Scholes option pricing model:

Date Granted	Number of Options	Exercise Price	Expiry Date	Unit Fair Value
November 11, 2020	3,000,000	0.05	November 11, 2025	\$0.03
November 11, 2020	700,000	0.08	November 11, 2025	\$0.03
November 11, 2020	100,000	0.10	November 11, 2025	\$0.02
November 11, 2020	400,000	0.12	November 11, 2025	\$0.02
December 9, 2020	5,500,000	0.08	December 9, 2025	\$0.05
December 31, 2020	2,600,000	0.12	December 31, 2025	\$0.07
	<b>12,300,000</b>			

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**11. SHARE CAPITAL – CONTINUED*****Stock Options*** (continued)

Details of stock options outstanding at January 31, 2022:

Number of Options Outstanding	Exercise Price \$	Expiry Date	Remaining Life (years)
11,800,000	0.12	February 26, 2023	1.08
11,900,000	0.07	January 21, 2024	1.97
3,000,000	0.05	November 11, 2025	3.78
700,000	0.08	November 11, 2025	3.78
100,000	0.10	November 11, 2025	3.78
400,000	0.12	November 11, 2025	3.78
5,500,000	0.08	December 9, 2025	3.86
2,600,000	0.12	December 31, 2025	3.92
36,000,000	0.09		2.32

The fair values of the options were determined using the Black-Scholes option pricing model using the following assumptions:

	Risk-Free Interest Rate	Dividend Yield	Volatility Factor	Expected Life
October 31, 2021	0.39% - 0.47%	0%	74% - 75%	5 years

***Share Purchase Warrants***

The continuity of share purchase warrants is as follows:

	Number of Warrants	Weighted Average Exercise Price \$
Balance - October 31, 2020	12,108,699	0.10
Issued	20,000,000	0.13
Balance - October 31, 2021	32,108,699	0.11
Expired	(7,690,000)	0.07
<b>Balance – January 31, 2022</b>	<b>24,418,699</b>	<b>0.12</b>

Details of share purchase warrants outstanding at January 31, 2022:

Number of Warrants	Exercise Price \$	Expiry Date	Remaining Life (Years)
4,418,699	0.10	April 8, 2022	0.19
10,000,000	0.10	November 20, 2022	0.81
8,406,000	0.15	January 15, 2023	0.96
1,594,000	0.15	April 30, 2023	1.04
24,418,699	0.12		0.70

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**12. RELATED PARTY TRANSACTIONS**

Transactions with related parties were at the amounts agreed to by the related parties. Related party transactions not otherwise disclosed in these consolidated financial statements were as follows:

- a) During the period ended January 31, 2022, the Company paid salaries of \$73,325 (2021 - \$97,478) to two officers of the Company.
- b) During the period ended January 31, 2022, the Company incurred consulting fees of \$36,000 (2021 - \$22,000) to a director and companies controlled by two directors of the Company of which \$30,000 (2021 - \$Nil) have been capitalized under exploration and evaluation assets (Note 7).
- c) Included in receivables at January 31, 2022 is \$1,359 (2021 - \$1,359) owed from a director.
- d) Included in accounts payable and accrued liabilities at January 31, 2022 is \$353,440 (2021 - \$157,000) owing to two directors, three officers and a former director.
- e) Included in loans payable at January 31, 2022 is \$188,650 (2021 - \$Nil) owing to three directors.
- f) During the period ended January 31, 2022, the Company incurred directors' fees of \$Nil (2021 - \$5,000).
- g) During the period ended January 31, 2022, the Company incurred office rent of \$7,500 (2021 - \$Nil) to a company controlled by a director of the Company.
- h) During the period ended January 31, 2022, the Company recorded share-based payments for options granted to directors and officers totalling \$Nil (2021 - \$432,000).

In the normal course of business, the Company advances and/or reimburses directors and officers for expenses incurred on the Company's behalf. Amounts due to and from related parties are non-interest bearing, unsecured and due on demand. Loans are non-secured but carry interest at 10% per annum.

***Key management personnel compensation***

Key management includes the Company's executive directors and officers.

	<b>Three Months ended</b>	
	<b>January 31, 2022</b>	<b>January 31, 2021</b>
Short-term employee benefits – management fees, consulting fees and salaries	<b>\$ 109,325</b>	\$ 119,478
Share-based payments	-	432,000
Rent	<b>7,500</b>	-
	<b>\$ 116,825</b>	\$ 551,478

**13. RESEARCH AND DEVELOPMENT**

	<b>Three Months ended</b>	
	<b>January 31, 2022</b>	<b>January 31, 2021</b>
Research and development	<b>\$ -</b>	\$ 21,106

Research and development expenses mostly relate to fees paid to a Quebec-based industrial company, Electrochem Technologies & Materials Inc. (Electrochem). In February 2017, the Company entered into an agreement with Electrochem to collaborate on metallurgical and electrochemical technologies to produce vanadium electrolyte directly from Vanadiferous Titaniferous Magnetite concentrate. The Company has 100% ownership interest in the new intellectual property developed.

**14. RISK MANAGEMENT**

The Company is exposed in varying degrees to a variety of financial instruments and related risks. Those risks and management's approach to mitigating those risks are as follows:



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*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. The Company's exposure to credit risk is in its cash and receivables. Cash and term deposits are held with major brokerage houses and major banks in Canada, which are high credit quality financial institutions as determined by rating agencies. At January 31, 2022, the Company's receivables comprise of \$45,990 (2021 - \$173,025) amounts receivable and \$1,359 (2021 - \$1,359) due from related parties. Credit risk is determined to be low.

*Currency Risk*

The Company's functional currency is the Canadian dollar. There is low foreign exchange risk to the Company as the Company primarily operates within Canada.

*Interest Rate Risk*

The Company's exposure to interest rate risk relates to its ability to earn interest income on cash balances at variable rates and its short-term deposits at prescribed market rates. The fair value of the Company's cash is not significantly affected by changes in short-term interest rates. The income earned from bank accounts and short-term deposits is subject to movements in interest rates.

*Liquidity and Funding Risk*

Liquidity risk arises through the excess of financial obligations over available financial assets due at any point in time. The Company's objective in managing liquidity risk is to maintain sufficient readily available capital in order to meet its liquidity requirements. Management maintains sufficient cash to satisfy short-term liabilities in highly liquid investments. All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms with the expectation of lease liabilities and loans payable. The Company's lease liability and loans payable mature based on the terms outlined in the lease agreement and loan agreements respectively.

Funding risk is the risk that market conditions will impact the Company's ability to raise capital through equity markets under acceptable terms and conditions.

*Market Risk*

All short-term investments are subject to price and market volatility.

**15. CAPITAL MANAGEMENT**

The Company currently manages its capital structure and makes adjustments to it based on cash resources expected to be available to the Company, in order to support the planned exploration of mineral property interests. Management has not established a quantitative capital structure, but reviews on a regular basis the capital requirements of the Company relative to the stage of development of the business entity and mineral property interest and market conditions.

The Company currently is dependent on externally provided equity financing to fund its exploration activities. In order to carry out planned exploration and fund administrative costs, the Company will concentrate its capital plans to raise additional amounts as needed through equity placements. Management reviews the capital management approach on an ongoing basis and believes that this approach is reasonable given the current state of financial markets and the exploration industry. In the case of uncertainty over the ability to raise funds in current or future economic conditions, the Company would manage capital by minimizing ongoing expenses.

**15. CAPITAL MANAGEMENT - CONTINUED**

Other than circumstances arising from the global financial markets, there were no changes in the Company's approach to capital management for the period ended January 31, 2022, compared to the period ended January 31, 2021. The Company is not subject to externally imposed capital requirements.

**16. CONTINGENCIES**

A legal claim against certain directors of the Company and other parties by the former CEO for wrongful dismissal and defamation during the Company's proxy contest in 2013 has commenced. The action is considered by the Company to be without merit and the action is being vigorously defended. The outcome of this legal action is not determinable and an estimate of any contingent loss arising from this action cannot be made and no further action has been initiated by the complainant since the discovery proceedings completed in October 2017.

**17. SEGMENTED INFORMATION**

The Company operates in a single reportable operating segment, the exploration and development of mineral properties in Canada and the development of vanadium redox flow battery technology in Germany. At January 31, 2022, the long-term assets of \$22,427 (2021 - \$28,167), \$350,000 (2021 - \$Nil) and \$5,856,797 (2021 - \$5,670,132) relate to equipment, patent and exploration and evaluation assets, respectively, located in Canada and \$Nil (2021 - \$48,476) of right-of-use asset located in Germany.

**18. COMMITMENT**

The Company entered into flow-through share subscription agreements whereby it was obligated to incur a total of \$800,003 and \$98,000 on flow-through eligible expenditures by December 31, 2021 and 2022, respectively (\$832,349 incurred as at January 31, 2022).

**19. SUBSEQUENT EVENTS**

The Company made the following announcements subsequent to January 31, 2022:

- Subject to acceptance by the TSX Venture Exchange, management is arranging for a debenture financing of up to \$2 million (the "Debenture"). The Debenture will mature two (2) years from the date of closing and will bear interest at 10% per annum. Principal and interest will be repayable at maturity.

For each dollar of the Debenture subscribed, the subscriber will be issued 20 non-transferable common share purchase warrants each exercisable to purchase one common share of the Company at a unit price of \$0.05 for a period of two years after closing.

- The Company will proceed with a 10 for 1 share consolidation. Currently, there are 319,251,120 common shares issued and outstanding. Post consolidation, total issued and outstanding will be 31,925,112 shares.