

VanadiumCorp Resource Inc.

CONSOLIDATED FINANCIAL STATEMENTS

For The Years Ended October 31, 2022 and 2021

(Expressed in Canadian Dollars)

Independent Auditor's Report

To the Shareholders of Vanadiumcorp Resource Inc.

Opinion

We have audited the consolidated financial statements of Vanadiumcorp Resource Inc. (the "Group"), which comprise the consolidated statement of financial position as at October 31, 2022 and the consolidated statements of comprehensive loss, changes in equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at October 31, 2022, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards.

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 Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 to the consolidated financial statements which describes the material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other matter

The consolidated financial statements of Vanadiumcorp Resource Inc. for the year ended October 31, 2021 were audited by another auditor who expressed an unmodified opinion on those statements on February 28, 2022.

Other Information

Management is responsible for the other information. The other information comprises:

- Management's Discussion and Analysis

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained the other information prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditor's report. We have nothing to report in this regard.

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

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

In preparing the consolidated financial statements, management is responsible for assessing the Group'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 Group or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

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

the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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 Hilda Leung.

"Crowe MacKay LLP"

**Chartered Professional Accountants
Vancouver, Canada
February 28, 2023**

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

As at	October 31, 2022 \$	October 31, 2021 \$
Assets		
Current		
Cash	614,007	29,111
Receivables (Notes 4 and 12)	72,382	48,547
Short-term investments (Note 5)	-	23,000
Prepaid and deposits	17,385	34,768
	703,774	135,426
Non-Current		
Equipment (Note 6)	17,324	21,559
Patent (Note 8)	350,000	350,000
Exploration and evaluation assets (Note 7)	6,005,921	5,843,857
Total assets	7,077,019	6,350,842
Liabilities		
Current		
Accounts payable and accrued liabilities (Notes 9 and 12)	1,027,247	657,405
Loans payable (Notes 10 and 12)	202,106	87,250
Flow-through share premium liability (Note 11)	63,159	-
	1,292,512	744,655
Non-Current		
Loans payable (Note 10 and 12)	-	81,000
Total liabilities	1,292,512	825,655
Equity		
Share capital (Note 11)	36,502,576	35,342,785
Warrants	19,900	19,900
Contributed surplus	12,971,183	12,953,503
Accumulated deficit	(43,709,152)	(42,791,001)
Total equity	5,784,507	5,525,187
Total liabilities and equity	7,077,019	6,350,842

Approved on behalf of the Board of Directors on February 28, 2023:

"Ian Mallory"
Director

"Stephen Pearce"
Director

See accompanying notes to these consolidated financial statements

VanadiumCorp Resource Inc.
Consolidated Statements of Comprehensive Loss
For The Years Ended October 31, 2022 and 2021
(Expressed in Canadian Dollars)

	2022	2021
	\$	\$
Expenses:		
Consulting (Note 12)	465,433	437,482
Depreciation (Notes 6 and 19)	6,804	59,131
Foreign exchange loss	1,010	16,656
Interest	28,272	12,862
Investor relations	13,881	58,924
Management fees (Note 12)	22,000	-
Office	38,715	106,540
Professional fees	184,252	214,287
Rent (Note 12)	39,539	54,064
Research and development (Note 13)	21,448	103,708
Salaries and wages (Note 12)	53,670	399,328
Shareholder communications	43,476	218,817
Share-based payments (Notes 11 and 12)	-	578,000
Trade shows and marketing	-	1,600
Transfer agent and regulatory fees	29,118	4,563
Travel and entertainment	3,241	19,105
	(950,859)	(2,285,067)
Other items:		
Option payment received on exploration and evaluation assets (Note 7)	-	100,000
Gain on termination of lease (Note 19)	-	1,221
Recovery on flow-through liability (Note 11)	32,708	-
Net loss and comprehensive loss for the year	(918,151)	(2,183,846)
Basic and diluted loss per share	(\$0.03)	(\$0.07)
Weighted average number of shares outstanding	33,194,553	31,655,350

See accompanying notes to these consolidated financial statements

VanadiumCorp Resources Inc.
Consolidated Statements of Changes in Equity
Years Ended October 31, 2022 and 2021
(Expressed in Canadian Dollars)

	Share Capital		Warrants \$	Contributed Surplus \$	Shares Subscribed \$	Accumulated Deficit \$	Total \$
	Number of Shares	Amount \$					
Balance - October 31, 2020	29,925,110 *	33,849,120	19,900	12,375,503	198,488	(40,607,155)	5,835,856
Units issued for cash	2,000,000	1,500,000	-	-	(198,488)	-	1,301,512
Share issuance costs	-	(6,335)	-	-	-	-	(6,335)
Share-based payments	-	-	-	578,000	-	-	578,000
Net loss for the year	-	-	-	-	-	(2,183,846)	(2,183,846)
Balance - October 31, 2021	31,925,110	35,342,785	19,900	12,953,503	-	(42,791,001)	5,525,187
Units issued for cash	12,193,333	1,315,200	-	-	-	-	1,315,200
Broker warrants issued	-	(17,680)	-	17,680	-	-	-
Flow-through share premium	-	(95,867)	-	-	-	-	(95,867)
Share issuance costs	-	(41,862)	-	-	-	-	(41,862)
Net loss for the year	-	-	-	-	-	(918,151)	(918,151)
Balance - October 31, 2022	44,118,443	36,502,576	19,900	12,971,183	-	(43,709,152)	5,784,507

* Effective April 18, 2022, the Company consolidated its issued and outstanding common shares on a 10 to 1 basis.

All reference to common shares, warrants and stock options prior to this date in these financial statements have been adjusted to reflect the change.

VanadiumCorp Resource Inc.
Consolidated Statements of Cash Flows
Years Ended October 31, 2022 and 2021
(Expressed in Canadian Dollars)

	2022 \$	2021 \$
Cash flows from operating activities:		
Net loss for the year	(918,151)	(2,183,846)
Adjustments for items not affecting cash:		
Depreciation	6,804	59,131
Recovery on flow-through liability	(32,708)	-
Share-based payments	-	578,000
Gain on termination of lease	-	(1,221)
	(944,055)	(1,547,936)
Net change in non-cash working capital items:		
Receivables	(23,835)	97,994
Prepaid and deposits	17,383	9,063
Accounts payable and accrued liabilities	339,487	208,004
Cash used in operating activities	(611,020)	(1,232,875)
Investing activities		
Purchase of equipment	(2,569)	-
Purchase of patent	-	(350,000)
Exploration and evaluation expenditures, net	(131,709)	(238,340)
Cash used in investing activities	(134,278)	(588,340)
Financing activities		
Lease liability payments	-	(52,748)
Redemption of short-term investments	23,000	-
Units issued and subscribed, net of issuance costs	1,273,338	1,295,177
Loans received	303,856	168,250
Loans repaid	(270,000)	-
Cash from financing activities	1,330,194	1,410,679
Change in cash during the year	584,896	(410,536)
Cash - beginning of year	29,111	439,647
Cash - end of year	614,007	29,111
Non-cash investing and financing activities:		
Exploration and evaluation expenditures included in payables	47,570	17,215
Fair value of broker warrants	17,680	-
Supplemental cash flow information:		
Interest paid	-	-
Income taxes paid	-	-

See accompanying notes to these consolidated financial statements

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 2110 – 650 West Georgia Street, Vancouver, British Columbia, V6B 4N8.

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 \$918,151 (2021 - \$2,183,846) during the year ended October 31, 2022 and, as of that date, has accumulated a deficit of \$43,709,152 (2021 - \$42,791,001). 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.

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. The Company's continuation as a going concern is dependent upon the successful exercise of its mineral property option agreement, results from its mineral property exploration activities and its ability to attain profitable operations and generate funds from and/or raise equity capital or borrowings sufficient to meet current and future obligations and ongoing operating losses. These material uncertainties, 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 consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB").

These consolidated financial statements were authorized for issue by the Board of Directors on February 28, 2023.

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 microgrid applications. During fiscal 2022 and 2021, GmbH incurred \$Nil sales. GmbH's operating and administration expenses/(recovery) totaling (\$3,001) (2021 – \$264,126) 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 exploration.

iii) *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 profit or loss.

iv) *Recovery of amounts receivable:*

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

v) *Outcome of legal claim:*

Management uses significant judgment to assess the outcome of the legal claim against the Company and estimate any contingent loss arising from the legal action.

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 October 31, 2022 and 2021.

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.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

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:

Financial assets/ liabilities	
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 profit or 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 profit or 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 profit or 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 profit or 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 profit or 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 Quebec. 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 profit or 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 October 31, 2022 and 2021, management was 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 furniture	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 consolidated 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.

Where a grant of options is cancelled or settled during the vesting period, excluding forfeitures when vesting conditions are not satisfied, the Company immediately accounts for the cancellation as an acceleration of vesting and recognizes the amount that otherwise would have been recognized for services received over the remainder of the vesting period. Any payment made to the employee on the cancellation is accounted for as the repurchase of an equity interest, except to the extent the payment exceeds the fair value of the equity instrument granted, measured at the repurchase date. Any such excess is recognized as an expense. On expiration of options, the previously recognized amount is left in contributed surplus.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

l) Share-based payments (continued)

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 five years.

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 years ended October 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) New accounting standards issued but not yet effective

Classification of Liabilities as Current or Non-current (Amendments to IAS 1) – The amendments to IAS1 provide a more general approach to the classification of liabilities based on the contractual arrangements in place at the reporting date. These amendments are effective for reporting periods beginning on or after January 1, 2023.

4. RECEIVABLES

	October 31, 2022	October 31, 2021
Sales tax receivable	\$ 71,023	\$ 27,470
Amounts receivable	-	19,718
Amount due from related party (Note 12)	1,359	1,359
Total	\$ 72,382	\$ 48,547

5. SHORT-TERM INVESTMENTS

	October 31, 2022		October 31, 2021	
	Cost \$	Fair Value \$	Cost \$	Fair Value \$
Guaranteed investment certificate ("GIC") *	-	-	23,000	23,000
Total short-term investments	-	-	23,000	23,000

* The GIC was pledged as security for a credit card for Company expenditures and was redeemed during the year subsequent to cancellation of the Company credit card.

6. EQUIPMENT

	Computer Equipment \$	Office Furniture \$	Leasehold Improvement \$	Website Development \$	Total \$
Cost:					
At October 31, 2020 and 2021	38,343	6,371	3,377	18,933	67,024
Additions	2,569	-	-	-	2,569
At October 31, 2022	40,912	6,371	3,377	18,933	69,593
Depreciation:					
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	2,986	386	676	2,756	6,804
At October 31, 2022	32,661	4,826	2,279	12,503	52,269
Net book value:					
At October 31, 2021	8,668	1,931	1,774	9,186	21,559
At October 31, 2022	8,251	1,545	1,098	6,430	17,324

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	89,439	138,939	228,378
Field work	25,700	25,701	51,401
Government tax credit	(2,921)	(114,794)	(117,715)
Balance, October 31, 2022	2,059,015	3,946,906	6,005,921

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 initially covered 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, 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 90,000 common shares (issued). The Company has since staked more claims bringing the total to 86 claims for an aggregate area of 4,789 Ha.

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.

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.

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.

Pursuant to an agreement dated September 6, 2017, 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.

7. EXPLORATION AND EVALUATION ASSETS – CONTINUED

c) Chibougamau Copper/Gold Assemblage (continued)

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

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.

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”.

At October 31, 2022, two out of six patent rights were granted. The patent is effective for twenty years from the date of application. No amortization has been recognized during the current year as the amortization expense was insignificant. At October 31, 2022, no impairment was recorded for the patent.

9. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	October 31, 2022	October 31, 2021
Trade payable	\$ 379,251	\$ 317,035
Amounts due to related parties (Note 12)	567,383	285,645
Accrued liabilities	50,000	50,000
Payroll liabilities	-	2,384
Loans interest payable	30,613	2,341
Total	\$ 1,027,247	\$ 657,405

10. LOANS PAYABLE

During fiscal 2021, the Company entered into five loan agreements totaling \$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.

During fiscal 2021, three directors of the Company advanced loans totaling \$87,250. The loans are non-secured, carry interest at 10% per annum and are payable on demand.

During fiscal 2022, two directors of the Company that previously advanced loans in 2021 advanced further loans totaling \$303,856. These same two directors were repaid \$270,000 in 2022.

As at October 31, 2022, \$121,106 in remaining loans from directors are non-secured and payable on demand. \$21,106 carry interest at 10% per annum and \$100,000 is interest free.

As at October 31, 2022, \$30,613 (2021 - \$2,341) in interest on the loans was recorded and included in accounts payable.

	Current \$	Non-Current \$	Due Date
Third party loans	-	81,000	Jul. 31 - Sep. 10, 2023
Director loans	87,250	-	On demand
Balance - October 31, 2021	87,250	81,000	
Director loans	303,856	-	On demand
Director loans repaid	(270,000)	-	
Non-current reclassified to current	81,000	(81,000)	Jul. 31 - Sep. 10, 2023
Balance - October 31, 2022	202,106	-	On demand or due in 2023

11. SHARE CAPITAL

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

Share Consolidation:

Effective April 18, 2022, the Company consolidated its issued and outstanding common shares on a 10 to 1 basis. All references to common shares, warrants and stock options prior to this date in these consolidated financial statements have been adjusted to reflect the change.

Issued:

As at October 31, 2022, there were 44,118,443 (2021: 31,925,110) shares issued and outstanding.

During the year ended October 31, 2022:

In September 2022, the Company issued 4,793,333 flow-through units ("FT Units") at a price of \$0.12 per FT Unit for gross proceeds of \$575,200. The Company also issued 7,400,000 non-flow-through units ("Units") at a price of \$0.10 per Unit for gross proceeds of \$740,000.

11. SHARE CAPITAL – CONTINUED

Issued: (continued)

- FT Units:

Each FT Unit consisted of one flow-through common share of the Company and one non-flow through common share purchase warrant (the “NFT Warrant”) with each NFT Warrant exercisable to purchase an additional non-flow-through common share of the Company at \$0.18 for 24 months from the date of issue.

A cash commission of \$34,512 was paid and 287,600 non-transferable broker warrants were issued with the same exercisable terms of the NFT Warrants.

The fair value of the 287,600 broker warrants was estimated at \$14,380 using the Black-Scholes option pricing model with the following weighted average assumptions: expected dividend yield - 0%, share price of \$0.10, expected volatility - 89% (based on historical volatility), risk-free interest rate – 3.77%, exercise price of \$0.18 and an expected life of 2 year.

The flow-through units were issued at a premium in recognition of the tax benefits accruing to subscribers. The flow-through premium was calculated to be \$95,867 and as at October 31, 2022, \$32,708 was recognized as a settlement of the flow-through premium leaving \$63,159 as a flow-through share premium liability in the consolidated statement of financial position.

- Units:

Each Unit consisted of one common share of the Company and one NFT Warrant exercisable to purchase an additional common share of the Company at \$0.18 for 24 months from the date of issue.

A cash commission of \$6,600 was paid and 66,000 non-transferable broker warrants were issued with the same exercisable terms of the NFT Warrants. The Company also incurred other issue costs of \$750.

The fair value of the 66,000 broker warrants was estimated at \$3,300 using the Black-Scholes option pricing model with the following weighted average assumptions: expected dividend yield - 0%, share price of \$0.10, expected volatility - 89% (based on historical volatility), risk-free interest rate – 3.77%, exercise price of \$0.18 and an expected life of 2 years.

Two directors and a company controlled by a director subscribed for a total of \$410,000 or 4,100,000 Units.

During the year ended October 31, 2021:

In November 2020, the Company issued 1,000,000 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 \$1.00 for a period of two years from closing.

11. SHARE CAPITAL – CONTINUED

Issued: (continued)

In January 2021, the Company issued 840,600 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 \$1.50 for a period of two years from closing.

In February 2021, the Company issued 159,400 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 \$1.50 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, 2020	2,440,000	0.90
Granted	1,230,000	0.80
Expired	(70,000)	0.70
Balance - October 31, 2022 and 2021	3,600,000	0.90

During the year ended October 31, 2022, no stock options were granted, cancelled or expired.

During the year ended October 31, 2021, the Company granted a total of 1,230,000 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	300,000	\$0.50	November 11, 2025	\$0.30
November 11, 2020	70,000	\$0.80	November 11, 2025	\$0.30
November 11, 2020	10,000	\$1.00	November 11, 2025	\$0.20
November 11, 2020	40,000	\$1.20	November 11, 2025	\$0.20
December 9, 2020	550,000	\$0.80	December 9, 2025	\$0.50
December 31, 2020	260,000	\$1.20	December 31, 2025	\$0.70
	1,230,000			

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

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

The volatility is based on historical observations of the Company. The risk-free interest rate assumption is based on yield curves on Canadian government zero-coupon bonds with a remaining term equal to the stock options' expected life. The Company uses historical data to estimate option exercise, forfeiture and employee termination within the valuation model.

11. SHARE CAPITAL – CONTINUED

Stock Options (continued)

The Company has not paid and does not anticipate paying dividends on its common stock. Companies are required to utilize an estimated forfeiture rate when calculating the expense for the reporting period. Based on the best estimate, management applied the estimated forfeiture rate of nil% in determining the expense recorded.

Details of stock options outstanding and exercisable at October 31, 2022:

Number of Options Outstanding and Exercisable	Exercise Price \$	Expiry Date	Remaining Life (years)
* 1,180,000	1.20	February 26, 2023	0.33
1,190,000	0.70	January 21, 2024	1.22
300,000	0.50	November 11, 2025	3.03
70,000	0.80	November 11, 2025	3.03
10,000	1.00	November 11, 2025	3.03
40,000	1.20	November 11, 2025	3.03
550,000	0.80	December 9, 2025	3.11
260,000	1.20	December 31, 2025	3.17
3,600,000	0.90		1.57

* Subsequent to year-end, 1,180,000 options expired unexercised.

Share Purchase Warrants

The continuity of share purchase warrants is as follows:

	Number of Warrants	Weighted Average Exercise Price \$
Balance - October 31, 2020	1,210,870	1.00
Issued	2,000,000	1.30
Balance - October 31, 2021	3,210,870	1.10
Expired	(1,210,870)	0.81
Issued	12,546,933	0.18
Balance - October 31, 2022	14,546,933	0.33

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

Number of Warrants	Exercise Price \$	Expiry Date	Remaining Life (Years)
* 1,000,000	1.00	November 20, 2022	0.06
* 840,600	1.50	January 15, 2023	0.21
* 159,400	1.50	February 12, 2023	0.29
12,546,933	0.18	September 23, 2024	1.90
14,546,933	0.33		1.66

* Subsequent to year-end, 2,000,000 warrants expired unexercised.

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 year ended October 31, 2022, the Company paid/accrued salaries of \$50,000 (2021 - \$264,154) to the former CEO of the Company and an officer of GmbH. During 2022, the Company also recorded net payroll benefits of \$3,670 (2021 - \$Nil). The officer of GmbH, also a director of the Company, was paid by the Company and the payments are included in c) below.
- b) During the year ended October 31, 2022, the Company incurred management fees of \$22,000 (2021 - \$Nil).
- c) During the year ended October 31, 2022, the Company incurred consulting fees of \$341,818 (2021 - \$177,000) to two directors, companies controlled by three directors, and a former director of the Company of which \$228,378 (2021 - \$110,000) have been capitalized under exploration and evaluation assets (Note 7).
- d) Included in receivables at October 31, 2022 is \$1,359 (2021 - \$1,359) owed from a director.
- e) Included in accounts payable and accrued liabilities at October 31, 2022 is \$567,383 (2021 - \$285,645) owing to three directors, companies controlled by two directors, an officer and two former directors.
- f) Included in loans payable at October 31, 2022 is \$121,106 (2021 - \$87,250) owing to two directors and one former director. Interest on these loans amount to \$20,683 (2021 - \$Nil).
- g) During the year ended October 31, 2022, the Company incurred office rent of \$30,000 (2021 - \$Nil) to a company controlled by a director of the Company.
- h) During the year ended October 31, 2022, \$Nil (2021 - \$432,000) share-based payments for options granted to directors and officers were recorded by the Company.

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.

	Years Ended	
	October 31, 2022	October 31, 2021
Consulting fees, salaries & benefits, management fees	\$ 413,818	\$ 441,154
Share-based payments	-	432,000
Rent	30,000	-
	\$ 443,818	\$ 873,154

13. RESEARCH AND DEVELOPMENT

	Years Ended	
	October 31, 2022	October 31, 2021
Research and development	\$ 21,448	\$ 103,708

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 ("VE") 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:

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 is held with major brokerage houses and major banks in Canada, which are high credit quality financial institutions as determined by rating agencies. At October 31, 2022, the Company's receivables included \$Nil (2021 - \$19,718) amounts receivable and \$1,359 (2021 - \$1,359) due from a related party. Credit risk is determined to be low.

Currency Risk

The functional currency of the Company and its subsidiaries 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 loans payable. The Company's loans payable mature based on the terms outlined in the loan agreements.

Due to the financing completed in September and November of 2022, the Company is managing to pay its current overhead and liabilities. However, additional funding is urgently required and management is working on arranging another financing.

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.

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.

Other than circumstances arising from the global financial markets, there were no changes in the Company's approach to capital management for the year ended October 31, 2022, compared to the year ended October 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 had commenced in a prior period. 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 two reportable operating segments, being the exploration and development of mineral properties in Canada and the development of vanadium redox flow battery technology in Germany. At October 31, 2022, the long-term assets of \$17,324 (2021 - \$21,559), \$350,000 (2021 - \$350,000) and \$6,005,921 (2021 - \$5,843,857) relate to equipment, patent and exploration and evaluation assets, respectively, located in Canada.

18. INCOME TAXES

Reconciliation of the combined Canadian federal and provincial statutory income tax rate of 27% (2021 – 27%) to the effective tax rate:

	October 31, 2022 \$	October 31, 2021 \$
Expected income tax recovery at statutory rates	248,000	590,000
Non-deductible items and permanent differences	9,000	(157,000)
Share issuance costs and other	–	65,000
Change in deferred tax assets not recognized	(257,000)	(498,000)
Deferred income tax recovery	–	–

18. INCOME TAXES - CONTINUED

As at October 31, 2022, the Company has unused non-capital losses of approximately \$18,881,000 that are available to offset future income for income tax purposes. The benefit of these tax losses has not been recognized in these consolidated financial statements.

These losses expire as follows:

2026	\$ 1,914,000
2028	1,112,000
2029	1,399,000
2030	1,786,000
2031	1,884,000
2032	1,356,000
2033	1,541,000
2034	378,000
2035	548,000
2036	517,000
2037	659,000
2038	899,000
2039	704,000
2040	1,160,000
2041	1,447,000
2042	973,000
Indefinite	604,000
	<u>\$ 18,881,000</u>

The significant components of the Company's deductible temporary differences for which no deferred tax assets has been recognized were as follows:

	October 31, 2022	October 31, 2021
	\$	\$
Temporary differences:		
Losses available for future periods	18,085,000	18,884,000
Equipment	53,000	47,000
Share issue costs	70,000	98,000
Other temporary differences	422,000	401,000
	<u>18,630,000</u>	<u>19,430,000</u>

19. RIGHT-OF-USE ASSET AND LEASE LIABILITY

The Company had a lease agreement for its office space in Germany.

The right-of-use ("ROU") asset for the German office is amortized on a straight-line basis until the end of the lease term of November 2021.

During the year ended October 31, 2021, the Company terminated lease agreement for office space in Germany. The Company derecognized \$9,018 in lease assets and \$10,239 in lease liabilities, resulting in a gain on termination of lease of \$1,221.

19. RIGHT-OF-USE ASSET AND LEASE LIABILITY – CONTINUED

The continuity of the ROU asset and lease liability for the years ended October 31, 2022 and 2021 is as follows:

	\$
Right-of-use asset	
Value of ROU asset as at October 31, 2020	62,876
Depreciation	(50,321)
Foreign exchange	(3,537)
Derecognition of lease asset	(9,018)
Value of ROU asset as at October 31, 2022 and 2021	<u>-</u>
Lease liability	
Lease liability as at October 31, 2020	66,524
Interest on lease liability	3,843
Lease payments	(64,574)
Derecognition of lease liability	(10,239)
Foreign exchange	4,446
Lease liability as at October 31, 2022 and 2021	<u>-</u>

20. COMMITMENT

During the year ended October 31, 2020, 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. As at October 31, 2022, the required flow-through eligible expenditures have been fully incurred (2021 - \$790,871 incurred).

During the year ended October 31, 2022, the Company entered into flow-through share subscription agreements whereby it was obligated to incur a total of \$575,200 on flow-through eligible expenditures by December 31, 2023. As at October 31, 2022, \$196,249 has been incurred.

21. SUBSEQUENT EVENT

The following event occurred subsequent to October 31, 2022:

In November 2022, the Company issued 500,000 \$0.12 flow-through units ("FT Units") for gross proceeds of \$60,000 and 5,128,500 \$0.10 non-flow-through units ("Units") for gross proceeds of \$512,850.

- Each FT Unit consists of one flow-through common share of the Company and one non-flow through common share purchase warrant (the "NFT Warrant") with each NFT Warrant exercisable to purchase an additional non-flow-through common share of the Company for \$0.18 for 24 months from the date of issue.

The 500,000 FT Unit was subscribed by a director of the Company.

- Each Unit consists of one common share of the Company and one share purchase warrant with same terms as the NFT Warrant.

A director and two companies controlled by two directors subscribed an aggregate of 2,250,000 Units for total proceeds of \$225,000.