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**CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)**  
**FOR THE THREE MONTHS ENDED**  
**MARCH 31, 2021 AND 2020**  
**(EXPRESSED IN CANADIAN DOLLARS)**

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

Under National Instrument 51-102, Part 4, subsection 4.3(3) (a), if an auditor has not performed a review of the condensed interim consolidated financial statements, the financial statements must be accompanied by a notice indicating that the condensed interim consolidated financial statements have not been reviewed by an auditor. The accompanying unaudited condensed interim consolidated financial statements of the Company have been prepared 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 in accordance with standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

## BLUE THUNDER MINING INC.

### CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION (Unaudited) (Expressed in Canadian Dollars)

As at	Note	March 31, 2021	December 31, 2020
		\$	\$
<b>ASSETS</b>			
<b>Current assets</b>			
Cash		2,343,095	3,088,695
Sundry receivables and prepaid expenses	5	302,738	253,817
<b>Total current assets</b>		<b>2,645,833</b>	3,342,512
<b>Non-current assets</b>			
Exploration and evaluation assets	13	960,477	947,977
<b>TOTAL ASSETS</b>		<b>3,606,310</b>	4,290,489
<b>LIABILITIES AND EQUITY</b>			
<b>Current liabilities</b>			
Amounts payable and accrued liabilities	6,16	235,746	360,127
Flow-through share premium liability	8	552,192	652,677
<b>Total liabilities</b>		<b>787,938</b>	1,012,804
<b>EQUITY</b>			
Share capital	9	6,118,689	6,118,689
Warrants	10	553,749	582,937
Contributed surplus	11	1,071,878	1,056,311
Accumulated deficit		(4,925,760)	(4,480,252)
<b>Total equity</b>		<b>2,818,372</b>	3,277,685
<b>TOTAL LIABILITIES AND EQUITY</b>		<b>3,606,310</b>	4,290,489

Nature of operations and going concern	1,2
Commitments and contingencies	1,8,13,19
Subsequent events	20

APPROVED BY THE BOARD:

Signed, "Chad Williams", Director

Signed, "Elaine Ellingham", Director

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

**BLUE THUNDER MINING INC.****CONDENSED INTERIM CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS (Unaudited)**  
(Expressed in Canadian Dollars)

For the three months ended,		March 31,	
		2021	2020
	Note	\$	\$
<b>Operating Expenses</b>			
Exploration and evaluation expenditures	14	392,030	85,882
General and administrative expenses	15	184,224	211,494
<b>Total expenses</b>		<b>576,254</b>	<b>297,376</b>
<b>Other expenses (income)</b>			
Transaction cost of qualifying transaction	17	—	596,448
Flow-through share premium	8	(100,485)	(4,546)
Interest (income) expense		(1,073)	(992)
<b>Loss and comprehensive loss for the period</b>		<b>474,696</b>	<b>888,286</b>
<b>Basic and diluted loss per share</b>	12	<b>\$0.00</b>	<b>\$0.02</b>
<b>Weighted average number of common shares – basic and diluted</b>		<b>102,606,404</b>	<b>46,516,024</b>

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

**BLUE THUNDER MINING INC.**
**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)**  
**(Expressed in Canadian Dollars)**

For the three months ended,	Note	March 31,	
		2021	2020
		\$	\$
<b>Cash flows from the following activities:</b>			
<b>Operating activities:</b>			
Net (loss) for the period		(474,696)	(888,286)
Adjustments for:			
Transaction costs of qualifying transaction	17	—	596,448
Share-based compensation	11	15,383	—
Flow-through share premium	8	(100,485)	(4,546)
Sundry receivables and prepaid expenses		(48,921)	(4,145)
Amounts payable and accrued liabilities		(124,381)	33,475
<b>Net cash used in operating activities</b>		<b>(733,100)</b>	<b>(267,054)</b>
<b>Investing activities:</b>			
Acquisition of exploration and evaluation assets		(12,500)	—
<b>Net cash used in investing activities</b>		<b>(12,500)</b>	<b>—</b>
<b>Financing activities:</b>			
Proceeds from private placements	9	—	250,235
Share issue costs	9	—	(17,518)
Exercise of stock options	11	—	11,900
Cash acquired from qualifying transaction	17	—	525,000
<b>Net cash provided by financing activities</b>		<b>—</b>	<b>769,617</b>
<b>Net change in cash</b>		<b>(745,600)</b>	<b>502,563</b>
<b>Cash, beginning of period</b>		<b>3,088,695</b>	<b>396,176</b>
<b>Cash, end of period</b>		<b>2,343,095</b>	<b>898,739</b>

## Supplemental cash flow information:

Value of common shares issued for acquisition of exploration and evaluation assets (note 9,13)	\$—	\$150,000
Broker warrants issued in connection with private placements (note 9)	\$—	\$5,276

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

**BLUE THUNDER MINING INC.**
**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (Unaudited)**  
 (Expressed in Canadian Dollars)

		CAPITAL		RESERVES		EQUITY	
	Note	# Shares	Share capital	Warrants	Contributed surplus	Accumulated deficit	Total
<b>Balance, December 31, 2019</b>		<b>38,846,840</b>	<b>\$1,109,699</b>	<b>\$145,075</b>	<b>\$806,628</b>	<b>\$(1,551,016)</b>	<b>\$510,386</b>
Private placements	9	1,919,603	250,235	—	—	—	250,235
Less share issue costs	9	—	(22,794)	5,276	—	—	(17,518)
Warrants issued	9	—	(37,329)	37,329	—	—	—
Shares issued for qualifying transaction	9,17	9,604,068	1,062,444	10,972	48,032	—	1,121,448
Expiration of warrants	10	—	—	(10,972)	—	10,972	—
Shares issued as consideration	9,13	1,150,307	150,000	—	—	—	150,000
Exercise of stock options	9,11	319,486	28,349	—	(16,449)	—	11,900
Net loss and comprehensive loss		—	—	—	—	(888,286)	(888,286)
<b>Balance, March 31, 2020</b>		<b>51,840,304</b>	<b>\$2,540,604</b>	<b>\$187,680</b>	<b>\$838,211</b>	<b>\$(2,428,330)</b>	<b>\$1,138,165</b>
Private placements	9	42,452,299	4,701,712	—	—	—	4,701,712
Less share issue costs	9	—	(529,858)	141,347	—	—	(388,511)
Shares issued for property acquisition	9	4,614,436	438,871	—	—	—	438,871
Shares issued for data purchase agreement	9	3,200,000	320,000	—	—	—	320,000
Warrants issued	9	—	(323,255)	323,255	—	—	—
Share-based compensation	11	—	—	—	243,810	—	243,810
Flow-through share premium		—	(1,075,070)	—	—	—	(1,075,070)
Expiration of warrants	10	—	—	(69,345)	—	69,345	—
Exercise of stock options	9,11	499,365	45,685	—	(25,710)	—	19,975
Net loss and comprehensive loss		—	—	—	—	(2,121,267)	(2,121,267)
<b>Balance, December 31, 2020</b>		<b>102,606,404</b>	<b>\$6,118,689</b>	<b>\$582,937</b>	<b>\$1,056,311</b>	<b>\$(4,480,252)</b>	<b>\$3,277,685</b>
Expiration of warrants	10	—	—	(29,188)	—	29,188	—
Share-based compensation	11	—	—	—	15,383	—	15,383
Net loss and comprehensive loss		—	—	—	—	(474,696)	(474,696)
<b>Balance, March 31, 2021</b>		<b>102,606,404</b>	<b>\$6,118,689</b>	<b>\$553,749</b>	<b>\$1,071,694</b>	<b>\$(4,925,760)</b>	<b>\$2,818,372</b>

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

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## Blue Thunder Mining Inc.

Notes to the Condensed Interim Consolidated Financial Statements (Unaudited)  
For the three months ended March 31, 2021, and 2020  
(Expressed in Canadian Dollars)

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### 1. Nature of Operations

Blue Thunder Mining Inc. (formerly Platform Eight Capital Corp ("Platform Eight"), the "Company" or "BTMI") was incorporated pursuant to the Business Corporations Act (Ontario) on April 28, 2017. Its corporate office is located at 401 Bay Street, Suite 2704, P.O. Box 4, Toronto, Ontario, Canada, M5H 2Y4 and its shares are traded on the TSX Venture Exchange ("TSXV") under the symbol "BLUE" and on the OTCQB Venture Market ("OTCQB") under the symbol "BLTMF".

BTMI is an exploration company engaged in the identification, evaluation, acquisition and exploration of gold properties in Québec. The Company holds a 100% interest in five non-contiguous mineral exploration properties near Chibougamau, Québec.

On November 28, 2019, Blue Thunder Mining Corporation ("BTMC") entered into an amalgamation agreement ("Amalgamation Agreement") with Platform Eight, a TSXV-listed capital pool company, to complete a reverse takeover transaction (the "BTM Transaction"). On February 12, 2020, pursuant to the Amalgamation Agreement, Platform Eight completed a three-cornered amalgamation with BTMC, with the resulting corporation being continued under the name "Blue Thunder Mining Inc.". See note 17 – *Qualifying Transaction*.

Pursuant to the Amalgamation Agreement, each common share of Platform Eight was exchanged for one common share of BTMI, and each common share of BTMC was exchanged for 26.8476 common shares of BTMI. Following completion of the BTM Transaction each outstanding stock option and warrant to purchase Platform Eight and BTMC common shares were exercisable to purchase BTMI common shares at the same exchange ratios. All shares, options and warrants and per share, option and warrant data have been retroactively adjusted to reflect the exchange ratio as if occurred at the earliest period presented. These condensed interim consolidated financial statements are presented for accounting purposes as a continuation of BTMC, reflecting the acquisition of Platform Eight on a reverse acquisition basis.

### 2. Going Concern

These condensed interim consolidated financial statements ("Interim Financial Statements") were prepared on a going concern basis of presentation, which contemplates the realization of assets and settlement of liabilities as they become due in the normal course of operations for the next fiscal year. For the three months ended March 31, 2021, the Company incurred a net loss of \$474,696 (March 31, 2020 - \$888,286) and accumulated deficit was \$4,925,760 (December 31, 2020 - \$4,480,252).

These Interim Financial Statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and thus be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in these Interim Financial Statements.

Although the Company has taken steps to verify title to exploration and evaluation properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to government licensing requirements or regulations, social licensing requirements, unregistered prior agreements, unregistered claims, aboriginal claims, and non-compliance with regulatory and environmental requirements. The Company's assets may also be subject to increases in taxes and royalties, renegotiation of contracts, expropriation of properties, and political uncertainty.

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## Blue Thunder Mining Inc.

### Notes to the Condensed Interim Consolidated Financial Statements (Unaudited) For the three months ended March 31, 2021, and 2020 (Expressed in Canadian Dollars)

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The Company has not yet determined whether its exploration and evaluation assets contain economically recoverable reserves. The recovery of amounts comprising the exploration and evaluation assets is dependent upon the establishment and confirmation of recoverable reserves, the ability of the Company to obtain necessary financing to successfully complete the exploration and development of any such reserves, the potential future profitability of any such reserves or alternatively, the disposition, on an advantageous basis, of the Company's interests in the exploration and evaluation assets.

Working capital at March 31, 2021 was \$1,857,895 (December 31, 2020 – \$2,329,708). The Company has no current source of operating cash flow, and there can be no assurances that sufficient funding, including adequate financing, will be available to explore and develop the Company's properties and meet the ongoing general and administrative expenses incurred to maintain operations. The Company's status as a going concern is contingent upon raising the necessary funds through the issuance of equity or debt. Management believes its working capital will be sufficient to support activities for the next twelve months. Raising additional funds will be dependent on exploration results.

#### COVID-19

In March 2020, the World Health Organization declared a global pandemic related to COVID-19. Its impact on global economies has been far-reaching and business around the world are being forced to cease or limit operations for long or indefinite periods of time. Measures taken to contain the spread of the virus, including travel bans, quarantines, social distancing, and closures of non-essential services have triggered significant disruptions to businesses worldwide, resulting in an economic slowdown. Global stock markets have also experienced high volatility and significant movement. Governments and central banks have responded with monetary and fiscal interventions to stabilize economic conditions. There is significant ongoing uncertainty surrounding COVID-19 and the extent and duration of the impacts that it may have on the Company's financial position and results, exploration activities, workers, partners, consultants, suppliers and on global financial markets. Considerable protocols have been implemented by the Company in order to continue operating in a safe manner.

### **3. Significant Accounting Policies**

#### Statement of Compliance

The Company applies International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC"). These condensed Interim Financial Statements have been prepared in accordance with International Accounting Standard 34, *Interim Financial Reporting*. Accordingly, they do not include all of the information required for full interim financial statements required by IFRS as issued by IASB and interpretations issued by IFRIC.

The policies applied in these Interim Financial Statements are based on IFRSs issued and outstanding as of the date of filing this report. The same accounting policies and methods of computation followed in these condensed interim consolidated financial statements are set out in note 3 of the most recently filed annual financial statements as at and for the year ended December 31, 2020, except where noted below. Any subsequent changes to IFRS that are given effect in the Company's annual financial statements for the year ending December 31, 2021 could result in restatement of these Interim Financial Statements.

These Interim Financial Statements are presented in Canadian dollars, the Company's functional currency. All amounts have been rounded to the nearest dollar, unless otherwise noted.

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## Blue Thunder Mining Inc.

### Notes to the Condensed Interim Consolidated Financial Statements (Unaudited) For the three months ended March 31, 2021, and 2020 (Expressed in Canadian Dollars)

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These Interim Financial Statements were authorized for issue by the Board of Directors on May 27, 2021.

#### Basis of Presentation

These Interim Financial Statements have been prepared on the historical cost basis except for certain non-current assets and financial instruments, which are measured at fair value, as explained in the accounting policies set out in below. In addition, these Interim Financial Statements have been prepared using the accrual basis of accounting, except for cash flow information.

#### Basis of consolidation

These Interim Financial Statements incorporate the accounts of BTMI (formerly Platform Eight) and BTMC from February 12, 2020.

Subsidiaries consist of entities over which the Company is exposed to, or has rights to, variable returns as well as the ability to affect those returns through the power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date control is transferred to the Company and are deconsolidated from the date control ceases. These Interim Financial Statements include all the assets, liabilities, revenues, expenses and cash flows of the Company and its subsidiaries after eliminating inter-entity balances and transactions.

#### Significant Accounting Judgments and Estimates

The preparation of these Interim Financial Statements requires management (“Management”) to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the Interim Financial Statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These Interim Financial Statements include estimates that, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the 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.

#### Critical accounting estimates

Significant assumptions about the future that Management has made 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:

- The recoverability of other receivables which are included in the statements of financial position;
- Assets’ carrying values and impairment charges: In the determination of carrying values and impairment charges, Management looks at the higher of: recoverable amount; fair value less costs to sell in the case of assets; and significant or prolonged decline of fair value on financial assets indicating impairment. These determinations and their individual assumptions require that Management make a decision based on the best available information at each reporting period;
- Restoration, rehabilitation and environmental obligations: Management determined there were no material restoration, rehabilitation and environmental obligations, based on the facts and circumstances that existed in the current period that would trigger recognition of the provision in accordance with IAS 37, “Provisions, contingent liabilities and contingent assets”;



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## Blue Thunder Mining Inc.

### Notes to the Condensed Interim Consolidated Financial Statements (Unaudited) For the three months ended March 31, 2021, and 2020 (Expressed in Canadian Dollars)

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- Management determines the fair value of warrants and stock options using the Black-Scholes option pricing model; and
- Income taxes and recovery of deferred tax assets: The measurement of income taxes payable and deferred income tax assets and liabilities requires Management to make judgments in the interpretations and application of the relevant tax laws. The actual amount of income taxes only becomes final upon filing and acceptance of the tax return by the relevant authorities, which occurs subsequent to the issuance of the financial statements.

#### New Accounting Standards Not Yet Effective

IAS 1 – Presentation of Financial Statements (“IAS 1”) was amended in January 2020 to provide a more general approach to the classification of liabilities under IAS 1 based on the contractual arrangements in place at the reporting date. The amendments clarify that the classification of liabilities as current or noncurrent is based solely on a company’s right to defer settlement at the reporting date. The right needs to be unconditional and must have substance. The amendments also clarify that the transfer of a company’s own equity instruments is regarded as settlement of a liability, unless it results from the exercise of a conversion option meeting the definition of an equity instrument. The amendments are effective for annual periods beginning on January 1, 2023.

IAS 37 – Provisions, Contingent Liabilities, and Contingent Assets (“IAS 37”) was amended. The amendments clarify that when assessing if a contract is onerous, the cost of fulfilling the contract includes all costs that relate directly to the contract – i.e. a full-cost approach. Such costs include both the incremental costs of the contract (i.e. costs a company would avoid if it did not have the contract) and an allocation of other direct costs incurred on activities required to fulfill the contract – e.g. contract management and supervision, or depreciation of equipment used in fulfilling the contract. The amendments are effective for annual periods beginning on January 1, 2022.

## 4. Financial Risk Management

### Financial risk

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including interest rate, foreign currency risk and price risk).

Risk management is carried out by the Company's Management with oversight of these risks by the Company's Board of Directors.

#### (i) Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and other receivables, which consist mainly of taxes recoverable. The Company has no significant concentration of credit risk arising from operations.

#### (ii) Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. At March 31, 2021, the Company had cash of \$2,343,095 (December 31, 2020 - \$3,088,695) to settle current liabilities of \$787,938 (December 31, 2020 - \$1,012,804). Current liabilities include a flow-through share liability of \$552,192 (December 31, 2020 - \$652,677) which does not get settled by cash. Instead, this balance is amortized (decreased) against qualifying flow-through expenditures which are required to be incurred before December 31, 2021. See note 19 – *Commitments and Contingencies*. All of the Company's financial liabilities have contractual maturities of less than 30 days.

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## Blue Thunder Mining Inc.

Notes to the Condensed Interim Consolidated Financial Statements (Unaudited)  
For the three months ended March 31, 2021, and 2020  
(Expressed in Canadian Dollars)

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### (iii) Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates and quoted prices.

### (a) Interest rate risk

At March 31, 2021, the Company had \$2,343,095 (December 31, 2020 - \$3,088,695) in cash balances and interest-bearing investments. The Company's current policy is to invest excess cash in high yield savings accounts and guaranteed investment certificates issued by a recognized Canadian chartered bank. The Company periodically monitors the investments it makes and the creditworthiness of the bank where the investments are held. As a result, Management believes the Company's exposure to interest rate risk is minimal.

### (b) Foreign currency risk

The Company does not have any significant assets in any currency other than its functional currency, nor does it have significant foreign currency denominated liabilities, therefore any changes in foreign exchange rates should not give rise to any significant change to the ongoing results of operations.

### (c) Price risk

The Company is exposed to price risk with respect to equity prices and commodity prices. Equity price risk is defined as the potential adverse impact on the Company's loss due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact and economic value due to commodity price movements and volatilities. As the Company is not a commodity producer, Management believes the Company's exposure to price risk is minimal.

## 5. Sundry Receivables and Prepaid Expenses

	March 31, 2021	December 31, 2020
As at		
Sales tax receivable	\$248,920	\$213,690
Prepaid expenses	53,817	40,127
	<b>\$302,738</b>	<b>\$253,817</b>

## 6. Amounts Payable and Accrued Liabilities

	March 31, 2021	December 31, 2020
As at		
Amounts payable	\$222,219	\$348,041
Accrued liabilities	13,528	12,086
	<b>\$235,746</b>	<b>\$360,127</b>

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## Blue Thunder Mining Inc.

Notes to the Condensed Interim Consolidated Financial Statements (Unaudited)  
For the three months ended March 31, 2021, and 2020  
(Expressed in Canadian Dollars)

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### 7. Capital Risk Management

The Company manages its capital with the following objectives:

- to ensure sufficient financial flexibility to achieve the ongoing business objectives including funding of future growth opportunities, and pursuit of accretive acquisitions; and
- to maximize shareholder return.

The Company monitors its capital structure and makes adjustments to it according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares, adjusting capital spending, or disposing of assets. The capital structure is reviewed by Management and the Board of Directors on an ongoing basis. The Company's ability to continue to carry out its planned exploration activities is uncertain and dependent upon securing additional financing.

The Company considers its capital to be comprised of share capital, warrants reserve, contributed surplus and accumulated deficit, which at March 31, 2021 totaled \$2,818,372 (December 31, 2020 - \$3,277,685).

The Company manages capital through its financial and operational forecasting processes. The Company reviews its working capital and forecasts its future cash flows based on operating expenditures, and other investing and financing activities. The forecast is updated based on activities related to its mineral properties. The Company's capital management objectives, policies and processes have remained significantly unchanged during the three months ended March 31, 2021 and 2020.

The Company is not subject to any capital requirements imposed by a lending institution or regulatory body, other than of the TSXV which requires adequate working capital or financial resources of the greater of (i) \$50,000 and (ii) an amount required in order to maintain operations and cover general and administrative expenses for a period of 6 months. As of March 31, 2021, the Company believes it is compliant with the policies of the TSXV.

### 8. Flow-Through Share Premium Liability

The following is a continuity schedule of the liability of the flow-through share issuances:

<b>Balance, December 31, 2019</b>	<b>\$38,395</b>
Liability incurred on flow-through shares issued	1,075,070
Flow-through share premium recognized	(460,788)
<b>Balance, December 31, 2020</b>	<b>\$652,677</b>
Flow-through share premium recognized	(100,485)
<b>Balance, March 31, 2021</b>	<b>\$552,192</b>

The flow-through common shares (defined below) issued in the private placements completed during the year ended December 31, 2020 were issued at a premium to the estimated price of a regular common share, in recognition of the tax benefits accruing to subscribers. The flow-through share premium for these private placements was estimated to be \$1,075,070.

## Blue Thunder Mining Inc.

### Notes to the Condensed Interim Consolidated Financial Statements (Unaudited) For the three months ended March 31, 2021, and 2020 (Expressed in Canadian Dollars)

The flow-through share premium is derecognized through income as the eligible expenditures are incurred. At, March 31, 2021, the Company is committed to incur eligible expenditures of \$1,972,256 (December 31, 2020 - \$2,261,672) by December 31, 2021, arising from the flow-through share offerings completed during 2020. See note 19 – *Commitments and Contingencies*.

#### 9. Share Capital

##### a) Authorized share capital

The authorized share capital consists of an unlimited number of common shares. The common shares do not have a par value and all issued shares are fully paid. See note 1 for exchange ratio in connection with the BTM Transaction, which has been reflected in these Interim Financial Statements.

##### b) Common shares issued

The following table represents the changes to share capital during the year ended December 31, 2020, and the three months ended March 31, 2021:

	Number of Common Shares	Amount
<b>Balance, December 31, 2019</b>	<b>38,846,840</b>	<b>\$1,109,699</b>
Private placements (c)(ii,vii,viii,x)	44,371,902	4,951,947
Less share issue costs	—	(552,652)
Warrants issued (c)(ii,vii,viii,x)	—	(360,584)
Flow-through share premium (note 8)	—	(1,075,070)
Shares issued for qualifying transaction (c)(iii)	9,604,068	1,062,444
Shares issued as consideration (c)(iv)	1,150,307	150,000
Shares issued for property acquisition (c)(v,ix)	4,614,436	438,871
Shares issued for data purchase agreement (c)(vi)	3,200,000	320,000
Shares issued for the exercise of stock options (c)(i)	818,851	74,034
<b>Balance, December 31, 2020 and March 31, 2021</b>	<b>102,606,404</b>	<b>\$6,118,689</b>

##### c) During the year ended December 31, 2020:

- i. On January 9, 2020, 319,486 BTMC stock options were exercised for proceeds of \$11,900. The fair value of \$16,499 assigned to these options was added to share capital.

On April 23, 2020, 499,365 BTMI options were exercised for proceeds of \$19,975. A fair value assigned to these options of \$25,710 was added to share capital

- ii. On January 10, 2020, BTMC completed a non-brokered private placement financing of 1,919,603 units of BTMC ("2020 January HD Units") at a price of \$0.13, for proceeds of \$250,235. Each 2020 January HD Unit consists of one common share and one-half of one common share purchase warrant. Each full warrant entitles the holder to acquire one common share of BTMC for 18 months, at a price of \$0.1676. In connection with the January HD financing, BTMC issued 134,372 broker warrants having the same terms as the warrants issued as part of HD Units.

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## Blue Thunder Mining Inc.

### Notes to the Condensed Interim Consolidated Financial Statements (Unaudited) For the three months ended March 31, 2021, and 2020 (Expressed in Canadian Dollars)

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Using the Black-Scholes option pricing model, a fair value of the \$37,329 was assigned to the 959,802 warrants, and \$5,276 was assigned to the 134,372 broker warrants, using the following assumptions: expected dividend yield of 0%; risk-free interest rate of 1.5%; volatility of 100% and an expected life of 18 months. Volatility was estimated based on the percentage used by similar mineral exploration companies.

- iii. On February 12, 2020, the BTM Transaction closed. Each BTMC share was exchanged for 26.8476 common shares of BTMI. Each share of Platform Eight share was exchanged for one common share of BTMI. See notes 1 and 17 – *Qualifying Transaction*.
- iv. On February 14, 2020, the Company issued 1,150,307 common shares valued at \$150,000 as consideration for the acquisition of certain exploration and evaluation assets. The shares are valued at the quoted market price at the time of issue. See note 13 – *Exploration and Evaluation Assets*.
- v. On May 1, 2020, the Company issued 4,514,436 shares valued at \$428,871 to O3 Mining Inc. in consideration for the purchase of the Fancamp and Embry properties. See note 13 (v) – *Exploration and Evaluation Assets*.
- vi. On June 17, 2020, the Company issued 3,200,000 shares to Honey Badger Exploration Inc. for the purchase of strategic exploration data related to the Company's Muus-Principal, Muus-Extension, Muus-S-Fold, Muus-Tectonic, Muus-East and Nisk properties. The shares were valued at \$320,000 based on the quoted market price of the Company's shares at the time of issue.
- vii. On June 30, 2020, BTMI completed a non-brokered private placement financing of 7,834,573 flow-through shares of BTMI at a price of \$0.11 per share, for gross proceeds of \$861,803, 2,627,660 charity flow-through units of BTMI ("Charity Flow-Through Units") at a price of \$0.17 per unit, for gross proceeds of \$446,702, and 6,750,000 non-flow-through units of BTMI ("HD June Units") at a price of \$0.10 per unit, for gross proceeds of \$675,000.

Each HD June Unit consists of one common share of BTMI and one-half of one common share purchase warrant. Each warrant entitles the holder to acquire one common share of BTMI for 24 months at a price of \$0.15. Each Charity Flow-Through Unit shall consist of one Flow-Through Share issued as part of a charity arrangement and one-half of one common share purchase warrant. Each warrant will be exercisable by the holder to acquire one common share for 24 months at a price of \$0.15 following the closing of the Offering.

In connection with this financing, BTMI also issued 1,069,756 broker warrants entitling the holder to acquire one common share of BTMI for 24 months at a price of \$0.10. The fair value assigned to these warrants was \$245,267 and \$55,958 respectively.

Using the Black-Scholes option pricing model, a fair value of \$245,267 was assigned to the 4,688,830 warrants and a fair value of \$55,958 was assigned to 1,069,756 broker warrants, using following assumptions: share price of \$0.10; expected dividend yield of 0%; risk-free interest rate of 0.5%; volatility of 100% and an expected life of 24 months. Volatility was estimated based on the percentage used by similar mineral exploration companies.

- viii. On July 15, 2020, BTMI completed the second tranche of a non-brokered private placement financing of 3,120,000 non-flow through units of BTMI ("2020 July HD Units") at a price of \$0.10 per unit for gross proceeds of \$312,000.

Each 2020 July HD Unit consists of one common share of BTMI and one-half of one common share

## Blue Thunder Mining Inc.

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purchase warrant. Each warrant entitles the holder to acquire one common share of BTMI for 24 months at a price of \$0.15. In connection with the 2020 July HD financing, BTMI issued 176,400 broker warrants entitling the holder to acquire one common share of BTMI for 24 months at a price of \$0.10.

Using the Black-Scholes option pricing model, a fair value of \$66,341 was assigned to the 1,560,000 warrants and a fair value of \$9,227 was assigned to the 176,400 broker warrants, using the following assumptions: expected dividend yield of 0%; risk-free interest rate of 0.5%; volatility of 100% and an expected life of 24 months. Volatility was estimated based on the percentage used by similar mineral exploration companies.

- ix. On November 12, 2020, BTMI issued 100,000 shares valued at \$10,000 as consideration for the purchase of certain mining claims (see note 13 (vi) – *Exploration and Evaluation Assets*). The share value is based on the quoted market price of the Company's shares at the time of issue.
- x. On December 10, 2020, BTMI completed a non-brokered private placement financing of 19,420,066 flow-through shares of BTMI at a price of \$0.11 per share for gross proceeds of \$2,136,207 and 2,700,000 non-flow-through units of BTMI ("2020 December HD Units") at a price of \$0.10 per unit for gross proceeds of \$270,000. Directors and officers subscribed for 1,800,000 2020 December HD units for gross proceeds of \$180,000.

Each 2020 December HD Unit consists of one common share of BTMI and one-half of one common share purchase warrant. Each warrant entitles the holder to acquire one common share of BTMI for 24 months at a price of \$0.15.

In connection with this financing, BTMI issued 1,520,405 broker warrants entitling the holder to acquire one common share of BTMI for 24 months at a price of \$0.11.

Using the Black-Scholes option pricing model, a fair value of \$57,514 was assigned to the 1,350,000 warrants, and a fair value of \$76,164 was assigned to the 1,520,405 broker warrants using the following assumptions: expected dividend yield of 0%; risk-free interest rate of 0.7%; volatility of 100% and an expected life of 24 months. Volatility was estimated based on the percentage used by similar mineral exploration companies.

## 10. Warrants

The following table reflects the warrants activity during the year ended December 31, 2020, and the three months ended March 31, 2021:

	Number of Warrants	Fair value on the date of issuance
<b>Balance, December 31, 2019</b>	<b>3,944,664</b>	<b>\$145,075</b>
Issued (note 9(c)(ii,vii,viii,x))	11,459,565	507,207
Issued on qualifying transaction (note 17)	214,162	10,972
Expired	(2,237,048)	(80,317)
<b>Balance, December 31, 2020</b>	<b>13,381,343</b>	<b>\$582,937</b>
Expired	(740,698)	(29,188)
<b>Balance, March 31, 2021</b>	<b>12,640,645</b>	<b>\$553,749</b>

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The following table reflects the warrants issued and outstanding as of March 31, 2021:

Exercise Price	Number of Warrants Outstanding	Weighted Average Remaining Contractual Life - Years	Expiry Date
\$0.1676	1,175,442	0.14	May 22, 2021
\$0.1676	5,638	0.22	June 20, 2021
\$0.1676	1,094,174	0.27	July 9, 2021
\$0.1000	1,069,756	1.25	June 30, 2022
\$0.1500	4,688,830	1.25	June 30, 2022
\$0.1000	176,400	1.29	July 15, 2022
\$0.1500	1,560,000	1.29	July 15, 2022
\$0.1100	1,520,405	1.70	December 10, 2022
\$0.1500	1,350,000	1.70	December 10, 2022
	<b>12,640,645</b>		

The weighted average exercise price at is \$0.1434 (December 31, 2020 - \$0.1448). The weighted average remaining life at March 31, 2021 is 1.17 years (December 31, 2020 – 1.59 years).

### 11. Stock Options

The following table reflects the options activity during the year ended December 31, 2020, and the three months ended March 31, 2021:

	Number of Options	Weighted Average Exercise Price
<b>Balance, December 31, 2019</b>	<b>4,564,090</b>	<b>\$0.04</b>
Granted (i) to (iv)	2,935,000	0.12
Granted on qualifying transaction (note 17)	600,000	0.10
Exercised	(818,851)	0.04
<b>Balance, December 31, 2020</b>	<b>7,280,239</b>	<b>\$0.08</b>
Granted (v,vi)	535,000	0.10
<b>Balance, March 31, 2021</b>	<b>7,815,239</b>	<b>\$0.08</b>

- i. On April 23, 2020, the Company granted 620,000 five-year stock options to certain officers and a director of the Company with an exercise price of \$0.08. The options vest one-half on the date of grant and one-half on the six-month anniversary of the date of grant. The fair value of these options was estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; risk-free rate interest rate of 0.6%; and expected volatility of 100%. The fair value assigned to these options was \$37,200.
- ii. On July 27, 2020, the Company granted 380,000 five-year stock options to a director of the Company with an exercise price of \$0.10. These options vest one-half on the date of grant and one-half on the six-month anniversary of the date of grant. The fair value of these options was estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; risk-free



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### Notes to the Condensed Interim Consolidated Financial Statements (Unaudited) For the three months ended March 31, 2021, and 2020 (Expressed in Canadian Dollars)

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rate interest rate of 0.26%; and expected volatility of 100%. The fair value assigned to these options was \$28,500.

- iii. On July 28, 2020, the Company granted 160,000 five-year stock options to a director of the Company with an exercise price of \$0.115. These options vest one-half on the date of grant and one-half on the six-month anniversary of the date of grant. The fair value of these options was estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; risk-free rate interest rate of 0.26% and expected volatility of 100%. The fair value assigned to these options was \$13,600.
- iv. On August 6, 2020, the Company granted 1,775,000 five-year stock options to certain officers, directors, agents and consultants of the Company with an exercise price of \$0.14. These options vest one-half on the date of grant and one-half on the six-month anniversary of the date of grant. The fair value of these options was estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; risk-free rate interest rate of 0.26% and expected volatility of 100%. The fair value assigned to these options was \$186,375.
- v. On January 28, 2021, 250,000 stock options were granted to a recently appointed director of the Company at an exercise price of \$0.10 per share, expiring on January 27, 2026. The options vest as to one-half on the date of grant, and one-half on the first anniversary of the date of grant. The fair value of these options was estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; risk-free rate interest rate of 0.41% and expected volatility of 155%. The fair value assigned to these options was \$19,368.
- vi. On March 18, 2021, 285,000 stock options were granted to consultants of the Company at an exercise price of \$0.10 per share, expiring on March 18, 2026. Of the options granted, 35,000 vest as to one-half on the date of grant, and one-half on the first anniversary of the date of grant. The remaining 250,000 options vest as to one quarter every three months beginning on June 18, 2021. The fair value of these options was estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; risk-free rate interest rate of 1.01% and expected volatility of 135%. The fair value assigned to these options was \$18,198.
- vii. For the three months ended March 31, 2021, the impact on the statement of loss and other comprehensive loss was an aggregate expense of \$15,383 (2020 - \$nil) for options that vested during the period. The weighted average remaining life at March 31, 2021 is 5.4 years (December 31, 2020 – 5.7 years). At March 31, 2021, 7,422,739 options were vested.



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The following table reflects the issued and outstanding stock options at March 31, 2021:

Exercise Price	Number of Options Outstanding	Weighted Average Remaining Contractual Life – Years	Number of Options Exercisable	Expiry Date
\$0.10	600,000	1.87	600,000	February 12, 2023
\$0.08	620,000	4.07	620,000	April 23, 2025
\$0.10	380,000	4.33	380,000	July 27, 2025
\$0.12	160,000	4.33	160,000	July 28, 2025
\$0.14	1,775,000	4.35	1,775,000	August 6, 2025
\$0.10	250,000	4.83	125,000	January 27, 2026
\$0.10	285,000	4.97	17,500	March 18, 2026
\$0.04	3,745,239	7.20	3,745,239	June 11, 2028
	<b>7,815,239</b>		<b>7,422,739</b>	

### 12. Net Loss Per Share

The calculation of basic and diluted loss per share for the three months ended March 31, 2021 was based on the loss attributable to common shareholders of \$474,696 (2020 – \$888,286) and the weighted average number of common shares outstanding of 102,606,404 (2020 – 46,516,024). Diluted loss per share for the three-month periods ended March 31, 2021 and 2020 did not include the effect of stock options and warrants as they were anti-dilutive.

### 13. Exploration and Evaluation Assets

<b>Balance, December 31, 2019</b>	<b>\$515,000</b>
Acquisition of additional mining claims (v,vi)	432,977
<b>Balance, December 31, 2020</b>	<b>\$947,977</b>
Acquisition of additional mining claims (vii)	12,500
<b>Balance, March 31, 2021</b>	<b>\$960,477</b>

- i. On August 29, 2017, the Company entered into an agreement to acquire a 100% interest in the Muus-Principal property. The vendor will maintain a 2% net smelter return royalty on the property.

Under the terms of the agreement, the Company was required to make the following payments:

- \$150,000 in cash on the date of closing (paid);
- \$100,000 in cash on or before January 2, 2018 (paid);
- \$100,000 in shares at the time of listing on a recognized Canadian stock exchange at a price equal to the listing price of the shares (issued during the year ended December 31, 2020); and
- Finders' fees of \$30,000 were paid as part of this agreement during the year ended December 31, 2018.

On May 21, 2018, the Company amended this agreement to include additional claims for consideration of \$5,000.

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## Blue Thunder Mining Inc.

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- ii. On February 15, 2019, the Company entered into an option agreement to acquire exclusive rights on certain claims in Québec (Muus-Tectonic Claims) for a period of 3 years. In order to obtain a 100% interest in the claims, the Company must pay \$270,000 over a three-year period (\$20,000 on signing (paid as at December 31, 2019), \$40,000 (paid during 2020), \$60,000 and \$150,000 on each of the first, second and third anniversaries of the effective date) and incur \$250,000 in expenditures on the claims over a three-year period (\$60,000, \$90,000 and \$100,000 on each of the first, second and third anniversaries of the effective date.) As per the terms of the option agreement, the Company exercised its option to defer the first-year exploration commitment for \$60,000 until the second anniversary, February 15, 2021. As of December 31, 2020, BTMI had incurred expenditures of \$52,372 on the Tectonic claims. In Q1 2021, the Company completed 10.5 line kilometers of ground geophysics (Induced Polarization/Resistivity) in the northwest sector of the Tectonic claims and claims management expenses, increasing the total incurred expenses to \$97,678 and fulfilling the first-year exploration commitment. Of this total, \$37,678 will be applied towards the second-year exploration commitment. The vendor will maintain a 2% net smelter return of which 1% can be purchased for \$500,000 in the first five years and for \$2,000,000 thereafter.
- iii. On May 24, 2019, the Company entered into an agreement to acquire certain claims in Québec (Muus Extension – Jean Robert Claims). In order to obtain a 100% interest in the claims, the Company must pay \$30,000, of which \$15,000 was paid on signing, and \$15,000 was payable one year from the date of signing (paid in 2020). The Company must also issue \$50,000 in common shares upon the Company's listing on a stock exchange (issued during the year ended December 31, 2020). The vendor will maintain a 1% net smelter return of which 0.5% can be purchased for \$500,000 at any time.
- iv. On February 14, 2020, the Company issued 1,150,307 common shares valued at \$150,000 pursuant to option agreements on the Muus and Muus East Properties. The share value is based on the quoted market price of the Company's shares at the time of issue.
- v. On February 19, 2020, the Company signed a Letter of Intent ("LOI") with O3 Mining Inc. ("O3") to acquire a 100% interest in the Fancamp and Embry gold properties in Québec. A definitive agreement was signed on April 20, 2020, and the acquisition closed on May 1, 2020. As part of the closing terms, the Company issued 4,514,436 common shares to O3 and granted a 2% net smelter return royalty ("NSR") over the properties, of which 1% can be purchased for \$750,000 at any time. The Company also received \$16,159 to cover the spending requirements on the claims acquired.
- vi. On November 12, 2020, the Company announced the acquisition of additional claims through staking and land acquisitions, including claims contiguous to the Company's Muus and Nisk properties. In consideration for the claims, the Company issued 100,000 common shares valued at \$10,000, and paid \$10,265 in cash.
- vii. On February 12, 2021, the Company paid \$12,500 to acquire Lac Des Vents claims.

## Blue Thunder Mining Inc.

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### 14. Exploration and evaluation expenditures

Three months ended March 31,	2021	2020
<b>Geology/Field</b>		
Consulting (contract geologists and other technical specialists)	\$103,275	\$30,000
Assays	81,715	12,903
Camp, field expenses (including geochemistry and geophysics)	76,644	—
Claim maintenance	65,239	42,979
Drilling (including supplies and logistics expenses)	31,209	—
Travel, transportation	2,408	—
<b>Financial/Administrative Support</b>		
Other (includes CSR, Environment, G&A, insurance, legal etc.)	31,540	—
	<b>\$392,030</b>	<b>\$85,882</b>

### 15. General and administrative expenses

Three months ended March 31,	2021	2020
Management and consulting fees	\$92,800	\$45,811
Office and general	42,269	53,734
Professional fees	21,790	83,729
Share-based compensation (note 11)	15,383	—
Regulatory fees	11,983	28,220
	<b>\$184,224</b>	<b>\$211,494</b>

### 16. Related Party Balances and Transactions

Related parties as defined by IAS 24 - *Related Party Disclosures* include members of the Board of Directors, key management personnel, and any companies controlled by these individuals. Key management personnel include those persons having authority and responsibility for planning, directing, and controlling activities of the Company being directors and executive management, comprising of the Chief Executive Officer and the Chief Financial Officer.

The transactions noted below are in the normal course of business and approved by the Board of Directors in adherence to conflict-of-interest laws and regulations.

Remuneration of directors and key management personnel of the Company was as follows:

Three months ended March 31,	2021	2020
Consulting fees – general and administrative expenses	\$92,800	\$41,250
Consulting fees – exploration and evaluation expenditures	—	30,000
Share-based compensation	14,186	—
	<b>\$106,986</b>	<b>\$71,250</b>

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Consulting fees included in general and administrative expenses include amounts paid to Grove Corporate Services Ltd., a corporation through which the services of the CFO and Corporate Secretary are provided.

At March 31, 2021, a total of \$13,504 (December 31, 2020 - \$51,982) is owed to officers, directors and companies controlled by officers and directors. These amounts are unsecured, non-interest-bearing, with no fixed terms of repayment.

#### 17. Qualifying Transaction

The BTM Transaction has been recorded as an asset acquisition of the net assets of Platform Eight. In connection with the BTM Transaction, Platform Eight shareholders received one common share of BTMI for each common share of Platform Eight. As a result of the BTM Transaction BTMI issued 9,604,068 common shares valued at \$0.111 per share, totaling \$1,062,444 of consideration. Consideration for the BTM Transaction will also include the fair value of BTMI's replacement options and warrants which are valued at \$48,032 and \$10,972, respectively, based on the Black-Scholes pricing model with the following assumptions: share price of \$0.11 per common share, expected dividend yield of 0%, expected volatility of 100%, risk free rate of 1.5%, expected life of 4.28 years for the options and 1.28 years for the warrants. Upon completion of the BTM Transaction, existing shareholders of Blue Thunder and Platform Eight will own approximately 81.0% and 19.0% of the combined company respectively, on a basic shares outstanding basis.

The statements of financial position, loss and comprehensive loss, statements of changes in shareholder's equity and cash flows reflect the following qualifying transaction adjustments:

Purchase Price Consideration Paid	
Estimated fair value of Platform Eight shares (i)	\$1,062,444
Estimated fair value of Platform Eight options (ii)	48,032
Estimated fair value of Platform Eight warrants (iii)	10,972
Total Consideration	\$1,121,448
Net Assets Acquired	
Cash	525,000
Excess of purchase price over fair value of assets acquired (expensed)	\$596,448

- i. The estimated value of the 9,604,068 Platform Eight shares issued was based on the financing price as completed by BTMC on January 10, 2020 at \$0.11 (implied equity value of the \$0.13 unit offering). See note 1 – *Nature of Operations*.
- ii. The estimated value of \$48,032 of the 600,000 Platform Eight options issued was based on a Black-Scholes valuation model with the following assumptions: share price of \$0.11 per common share, expected dividend yield of 0%, expected volatility of 100%, risk free rate of 1.5%, expected life of 4.28 years.
- iii. The estimated value of \$10,972 of the 214,162 Platform Eight warrants issued was based on a Black-Scholes valuation model with the following assumptions: share price of \$0.11 per common share, expected dividend yield of 0%, expected volatility of 100%, risk free rate of 1.5%, expected life of 1.28 years.

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Under the acquisition accounting rules, BTMC was determined to be the accounting acquiror of Platform Eight. The transaction is assumed to constitute an asset acquisition as Platform Eight did not meet the definition of a business.

### 18. Segmented Information

The Company's only activity is mineral exploration and evaluation. All of the Company's field equipment and supplies, and exploration claims are physically located in the Province of Quebec.

### 19. Commitments and Contingencies

- i. Flow-through Shares: pursuant to the terms of flow-through share agreements, the Company is in the process of complying with its flow-through contractual obligations to subscribers with respect to the Income Tax Act (Canada) requirements for flow-through shares. As of March 31, 2021, the Company is committed to incurring approximately \$1,972,256 (2020 - \$2,261,672) in Canadian Exploration Expenditures (as such term is defined in the Income Tax Act (Canada)) by December 31, 2021, arising from the flow-through share offerings completed during 2020. On July 24, 2020, the Government of Canada announced its proposal to assist flow-through share issuers due to the impacts of COVID-19, by extending the timelines for spending the capital raised through the issuance of flow-through securities by 12 months, however, this has not received legislative approval at the time of publishing this document. Should this proposed legislation be made into law, the Company would have until December 31, 2022 to comply with its spending commitments. The Company awaits further details to the extent that this proposal may affect the Company's obligations with respect to deadlines to incur the qualifying expenditures. The Company has indemnified the subscribers of the flow-through shares for taxable amounts that may become due if the Company does not complete its contractual obligations related to the flow-through shares.
- ii. COVID-19: see note 1 – *Going Concern*.
- iii. Property payments: see note 13 – *Exploration and Evaluation Assets*.

### 20. Subsequent Events

- i. Subsequent to March 31, 2021, 1,175,442 warrants expired, unexercised.
- ii. On April 26, 2021, the Company acquired a 100% interest in four mining claims from a private vendor (the "Vendor") that are contiguous with the southwestern part of the Company's Muus property. In total, the four claims represent a land package of approximately 224 hectares, which adds to the existing 51,607 hectares currently owned by BTMI in the Chibougamau Gold District. In consideration for the claims, the Company will issue 200,000 common shares to the Vendor, subject to TSX-V approval, and \$5,000 cash. The Vendor will also receive a 2% net smelter return (NSR) royalty, of which the Company can buy back 1% at anytime for a payment of \$500,000. The shares will be subject to a 4-month hold period.