WILLESON METALS CORP.

CONDENSED INTERIM FINANCIAL STATEMENTS (UNAUDITED)

For the Three and Nine Months Ended May 31, 2021, and from incorporation on March 27, 2020 to May 31, 2020

(expressed in Canadian dollars)

WILLESON METALS CORP.
CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION (unaudited)
(Expressed in Canadian dollars)

As at	Notes		May 31, 2021		August 31, 2020
ASSETS					
Current					
Cash and cash equivalents		**$**	**920,079**	$	873,486
Restricted cash			**378,100**		378,100
Amounts receivable			**35,905**		13,812
Prepaid expenses			**87,931**		5,001
Deferred IPO Costs			**130,036**		-
TOTAL ASSETS		**$**	**1,552,051**	$	1,270,399
LIABILITIES					
Current					
Accounts payable and accrued liabilities	**8,17**	**$**	**324,256**	$	100,958
Short-term promissory note payable	**9**		**174,639**		164,593
Flow-through share premium liability	**10**		**155,147**		267,475
Total Current Liabilities		**$**	**654,042**	$	533,026
Non-Current					
Long-term promissory notes payable	**9**	**$**	**375,687**	$	354,075
TOTAL LIABILITIES		**$**	**1,029,729**	$	887,101
SHAREHOLDERS' EQUITY					
Share capital	**11(b)**	**$**	**2,144,443**	$	1,333,799
Contributed surplus	**11(c)**		**53,018**		16,809
Accumulated deficit			**(1,675,139)**		(967,310)
TOTAL SHAREHOLDERS' EQUITY			**522,322**		383,298
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY			**1,552,051**	$	1,270,399

Going concern (Note 2)
Commitments and contingencies (Note 6, 10, 16)
Subsequent events (Note 18)

Approved on Behalf of the Board on July 20, 2021.

"Serge Gattesco"
Serge Gattesco - Director

"Robert Dixon"
Robert Dixon - Director

See accompanying notes to the condensed interim financial statements.

WILLESON METALS CORP.
CONDENSED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS (unaudited)
(Expressed in Canadian dollars)

	Notes		Three Months Ended, May 31, 2021		Nine Months Ended, May 31, 2021		From Incorporation to May 31, 2020
Operating expenses							
General office and other expenses		**$**	**85,402**	**$**	**226,774**	$	402
Share-based compensation	**11(c)**		**16,653**		**36,209**		-
Professional fees			**26,135**		**120,972**		-
Exploration expenses	**7**		**67,557**		**404,544**		9,000
Total operating expenses		**$**	**195,747**		**788,499**	$	9,402
Interest expense	**9**		**10,878**		**31,658**		-
Flow-through premium recovery	**10**		**(20,291)**		**(112,328)**		-
Net loss		**$**	**186,334**		**707,829**	$	9,402
Weighted average shares outstanding Basic and diluted			**27,437,413**		**26,477,558**		1
(Loss) per share							
Basic and diluted			**(0.01)**		**(0.03)**		(9,402)

See accompanying notes to the condensed interim financial statements.

WILLESON METALS CORP.
CONDENSED INTERIM STATEMENT OF CASH FLOWS (unaudited)
(Expressed in Canadian dollars)

	Notes		Nine months ended May 31, 2021		From Incorporation to May 31, 2020
Operating Activities					
Net loss		$	(707,829)	$	(9,402)
Items not affecting cash:					
Share-based payments	11(c)		36,209		-
Flow-through premium recovery	10		(112,328)		-
Interest expense	9		31,658		-
Changes in non-cash operating working capital:					
Amounts receivable			(22,093)		-
Prepaid expenses			(82,930)		-
Accounts payable and accrued liabilities	8,17		223,298		9,402
Cash used in Operating Activities		$	(634,015)		-
Financing Activities					
Issuance of shares	11 (b)	$	821,920		-
Share issuance costs	11 (b)		(11,276)		-
Deferred IPO costs			(130,036)		-
Cash provided by Financing Activities		$	680,608		-
Change in cash and cash equivalents		$	46,593		-
Cash and cash equivalents, beginning of period			873,486		-
Cash and Cash Equivalents, end of period		$	920,079		-

See accompanying notes to the condensed interim financial statements.

WILLESON METALS CORP.
CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY (unaudited)
(Expressed in Canadian dollars, except share information)

	Notes	Number of Common Shares	Share Capital	Contributed Surplus	Accumulated Deficit	Total Equity
At Incorporation on March 27, 2020		1	$ -			$ -
Net loss and comprehensive loss					$ (9,402)	(9,402)
At May 31, 2020		**1**	-		**(9,402)**	**(9,402)**
Shares issued under non-brokered private placements	11(b)	15,020,000	1,540,600			1,540,600
Shares issued for Purchase of Lynn Lake Properties	6	10,000,000	100,000			100,000
Flow-through share premium	10		(276,100)			(276,100)
Share issuance costs	11(b)		(30,701)			(30,701)
Share-based compensation	11(c)			$ 16,809		16,809
Net loss and comprehensive loss					$ (957,908)	(957,908)
At August 31, 2020		**25,020,001**	**$ 1,333,799**	**$ 16,809**	**$ (967,310)**	**$ 383,298**
Shares issued under non-brokered private placements	11(b)	2,417,412	$ 821,920			$ 821,920
Share issuance costs	11(b)		(11,276)			(11,276)
Share-based compensation	11(c)			36,209		36,209
Net loss and comprehensive loss					(707,829)	(707,829)
At May 31, 2021		**27,437,413**	**$ 2,144,443**	**$ 53,018**	**$ (1,675,139)**	**$ 522,322**

	Notes	Number of Common Shares	Share Capital	Contributed Surplus	Accumulated Deficit	Total Equity
At Incorporation on March 27, 2020		1	$ -			$ -
Net loss and comprehensive loss					$ (9,402)	(9,402)
At May 31, 2020		1	$ -	$ -	$ (9,402)	$ (9,402)

See accompanying notes to the condensed interim financial statements.

1. DESCRIPTION OF BUSINESS AND NATURE OF OPERATIONS

Willeson Metals Corp. ("Willeson" or the "Company") is a corporation in the business of locating and exploring mineral properties, with a primary focus on gold exploration in the province of Manitoba, Canada.

The Company was incorporated on March 27, 2020, under the laws of Ontario. The Company is a Canadian Controlled Private Corporation ("CCPC"). The Company's head office is located at Suite 1400 – 25 Adelaide Street East, Toronto, Ontario, M5C 3A1.

2. BASIS OF PREPARATION AND GOING CONCERN

These condensed interim financial statements as at and for the three and nine months ended May 31, 2021, have been prepared in accordance with International Accounting Standard ("IAS") 34 "Interim Financial Reporting" using accounting policies consistent with the International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the IFRS Interpretations Committee ("IFRICs"). These condensed interim financial statements should be read in conjunction with the Company's annual audited financial statements as at and for the period ended August 31, 2020, which were prepared in accordance with IFRS.

The Company is in the exploration stage and as is common with many exploration companies, it raises financing for its exploration and acquisition activities in tranches. The Company had a net loss of $707,829 during the nine months ended May 31, 2021, and had an accumulated deficit of $1,675,139 (August 31, 2020 - $967,310), working capital of $1,053,156 (August 31, 2020 - $1,004,848), excluding the flow-through share premium liability and flow-through commitments of $1,259,153 (note 16) as at May 31, 2021 (August 31, 2020 - $753,792).

The Company's ability to continue as a going concern is dependent on the Company being able to satisfy its liabilities as they become due, the Company being able to obtain the necessary financing to complete the development of its mineral properties, the attainment of profitable mining operations, and/or the receipt of proceeds from the disposition of its mineral properties. The outcome of these matters cannot be predicted at this time. Although the Company has been successful in obtaining financing in the past (Note 11(b)), there is no assurance that funds will be available on terms acceptable to the Company or at all in the future. These financial statements have been prepared on a going concern basis and do not include any adjustments to the carrying values and classification of assets and liabilities that would be necessary if the Company were unable to realize its assets or discharge its liabilities in anything other than the ordinary course of operations. Such adjustments could be material. The Company plans to raise additional capital to execute its business plan, however, the Company may increase or decrease expenditures as necessary to adjust to a changing capital market environment. These conditions indicate the existence of material uncertainties that cast significant doubt on the Company's abilities to continue as a going concern.

The principal activities of the Company are the locating and exploring of mineral properties, primarily for gold. Mineral projects are presently located in Manitoba. To date, the Company has not earned any revenues. The Company is considered to be in the exploration stage. Although the Company has taken steps to verify title to the properties on which it is conducting exploration and 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 mineral property interests may also be subject to increases in taxes and royalties, renegotiation of contracts, expropriation of properties, and political uncertainty.

The Company has not yet determined whether its properties contain mineral reserves that are economically recoverable. The continued operations of the Company are dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the exploration and development of such properties and upon future profitable production or proceeds from the disposition of the properties.

The Company's Board of Directors authorized the issuance of the financial statements on July 20, 2021.

3. SIGNIFICANT ACCOUNTING POLICIES

The Company has applied the same accounting policies in these condensed interim financial statements as those applied in the Company's annual audited financial statements as at and for the period ended August 31, 2020.

4. CHANGES IN ACCOUNTING POLICIES

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods commencing on or after January 1, 2020. Many are not applicable or do not have a significant impact to the Company and have been excluded. The following were adopted by the Company effective September 1, 2020.

IAS 1 – Presentation of Financial Statements ("IAS 1") and IAS 8 – Accounting Policies, Changes in Accounting Estimates and Errors ("IAS 8") were amended in October 2018 to refine the definition of materiality and clarify its characteristics. The revised definition focuses on the idea that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

The Company has assessed that adoption of the pronouncements described above did not have a material impact on the financial statements.

5. CRITICAL JUDGMENTS AND ESTIMATES IN APPLYING ACCOUNTING POLICIES

The preparation of the condensed interim financial statements in conformity with IFRS requires management to make estimates, judgments and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results could differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

In preparing these condensed interim financial statements, the significant judgements and estimates are the same as those that applied to the annual financial statements as at and for the period ended August 31, 2020, as identified below.

a) *Critical accounting estimates*

The information about significant areas of estimation uncertainty considered by management in preparing the financial statements is as follows:

i. *Contingencies*

Refer to Notes 6, 10, and 16.

ii. *Income taxes*

The Company is subject to income, value-added, withholding and other taxes. Significant judgment is required in determining the Company's provisions for taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. The determination of the Company's income, value-added, withholding and other tax liabilities require interpretation of complex laws and regulations. The Company's interpretation of taxation law as applied to transactions and activities may not coincide with the interpretation of the tax authorities. All tax-related filings are subject to government audit and potential reassessment subsequent to the financial statement reporting period. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the tax-related accruals and deferred income tax provisions in the period in which such determination is made.

iii. *Share-based payments*

The fair value of the estimated number of stock options that will eventually vest is recognized as share-based compensation expense over the vesting period of the stock options with the corresponding increase in equity.

Determining the fair value of options requires the exercise of judgment related to the choice of a pricing model, the estimation of stock price volatility, the expected forfeiture rate and the expected term of the underlying instruments. Option pricing models require the input of highly subjective assumptions including the expected price volatility and expected life. Changes in the subjective input assumptions can materially affect the fair value estimate, and therefore, the existing models do not necessarily provide a reliable single measure of the fair value of the Company's options at the date of grant. Any changes in the estimates or inputs utilized to determine fair value could result in a significant impact on the Company's future operating results or on other components of equity. See Note 11(c).

The fair value of the purchase of the Lynn Lake Properties (see Note 6) was based on Exiro Minerals Corp. ("Exiro")'s historical costs, which in management's opinion approximates the fair value of the property interest acquired. Consideration for the purchase includes 10 million common shares of Willeson issued to Exiro and promissory notes.

iv. Interest on Promissory Notes

The promissory notes issued to Exiro as part of the purchase of the Lynn Lake Properties (see Note 6) are non-interest-bearing notes to a related party (see Note 17). The Company discounted the promissory notes at a rate of 8%, which is based on interest rates extended to other comparable entities on an arm's length basis, resulting in a lower promissory note payable on the statement of financial position. Interest will be recorded during the life of the promissory note to bring the promissory note payable amount to the face value on the due date. See Note 9.

6. PURCHASE OF LYNN LAKE PROPERTIES

On June 19, 2020, Willeson purchased a 100% undivided legal and beneficial interest in mining claims comprising the Beaucage, Hatchet, Barrington-Tow, and Hughes properties in the Lynn Lake area of Manitoba (individually herein, (each a "Lynn Lake Property", and collectively, the "Lynn Lake Properties") from Exiro for the following considerations:

a) The issuance to Exiro of 10 million common shares of Willeson, valued at $100,000 ($0.01 per common share) (issued June 19, 2020);

b) The issuance of a promissory note in the amount of $150,000, maturing on the earlier of (i) the 3 month anniversary of the purchase date, or (ii) 5 days following the closing of a subsequent financing (paid during the period ended August 31, 2020);

c) The issuance of an amended promissory note in the amount of $175,000, maturing on September 19, 2021 (Note 9);

d) The issuance of a promissory note in the amount of $175,000, maturing on June 19, 2022; and

e) The issuance of a promissory note in the amount of $250,000, which may be fully satisfied at Willeson's election by a cash payment or through the issuance to Exiro of 2.5 million common shares of Willeson, maturing on June 19, 2023.

All promissory notes are non-interest bearing. After the payment due date, default or judgement, the principal amount outstanding bears interest at 5% per annum, and the note is payable on demand.

Exiro shall retain a 2% Net Smelter Return Royalty (the "**NSR**") on each Lynn Lake Property subject to a buy-back right whereby for each Lynn Lake Property, this can be reduced to a 1.5% NSR for a payment of $500,000.

(Expressed in Canadian dollars, except where otherwise noted)

As part of the agreement, Willeson is also granted a right of first look for any mineral interests Exiro may option, sell, or otherwise vend in the Province of Manitoba within a five (5) year period from the purchase date.

Exiro and Willeson also entered into a shareholder rights agreement pursuant to which Exiro, provided it owns at least a 5% interest in Willeson, shall be granted certain rights including:

a) The right to participate in future equity financings of Willeson and maintain its pro-rata ownership prior to the equity financing;
b) A one time right to participate in future equity financings with a greater amount than its pro-rata ownership to increase its ownership up to 19.99% of the Company's issued and outstanding common shares; and
c) The right to appoint one member to the Company's board of directors.

7. EXPLORATION EXPENSES

For the period from incorporation on March 27, 2020 to May 31, 2020.

	Beaucage	Hatchet	Barrington-Tow	Hughes	Total
General	$ 95	$ -	$ -	$ -	$ 95
Acquisition/Staking	-	-	-	-	-
Geology/Geochemistry	5,688	2,027	710	480	8,905
Geophysics	-	-	-	-	-
Compilation/Targeting	-	-	-	-	-
Total	$ 5,783	$ 2,027	$ 710	$ 480	$ 9,000

For the three months ended May 31, 2021.

	Beaucage	**Hatchet**	**Barrington-Tow**	**Hughes**	**Total**
General	**$ 16,970**	**$ 1,026**	**$ 6,427**	**$ 5,637**	**$ 30,060**
Acquisition/Staking	-	-	-	-	-
Geology/Geochemistry	**10,780**	**1,517**	**637**	**578**	**13,512**
Geophysics	**10,806**	**5,982**	**2,680**	**2,680**	**22,148**
Compilation/Targeting	**948**	**54**	**445**	**390**	**1,837**
Total	**$ 39,504**	**$ 8,579**	**$ 10,189**	**$ 9,285**	**$ 67,557**

(Expressed in Canadian dollars, except where otherwise noted)

For the nine months ended May 31, 2021.

		Beaucage		Hatchet		Barrington-Tow		Hughes		Total
General	**$**	**23,300**	**$**	**1,137**	**$**	**9,380**	**$**	**8,209**	**$**	**42,026**
Acquisition/Staking		**72**		**72**		**72**		**72**		**288**
Geology/Geochemistry		**96,915**		**2,428**		**33,131**		**20,117**		**152,591**
Geophysics		**87,614**		**8,194**		**54,997**		**56,997**		**207,802**
Compilation/Targeting		**948**		**54**		**445**		**390**		**1,837**
Total	**$**	**208,849**	**$**	**11,885**	**$**	**98,025**	**$**	**85,785**	**$**	**404,544**

8. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

		May 31, 2021		August 31, 2020
Trade payables	**$**	**299,044**	$	32,527
Accrued liabilities		**25,212**		68,431
	$	**324,256**	$	100,958

9. PROMISSORY NOTES

		May 31, 2021		August 31, 2020
Promissory notes payable	**$**	**550,326**	$	518,668
Total Debt	**$**	**550,326**	$	518,668
Current		174,639		164,593
Non-Current		375,687		354,075

The Company purchased the Lynn Lake Properties from Exiro (see Note 6), which resulted in the issuance of four promissory notes for a total face value of $750,000. The amounts advanced bear no interest and are secured by the Lynn Lake Properties.

A promissory note of $150,000 was paid during the period ended August 31, 2020. The remaining notes were valued by discounting the future cash flows to its present value using an interest rate of 8%. The discounted value of $660,500 was recognized at the time of issue, on June 19, 2020. Interest expense was recorded for the three and nine months ended May 31, 2021, of $10,878 and $31,658, (period ended May 31, 2020 – Nil) on the statement of loss and comprehensive loss.

On May 31, 2021, Exiro and Willeson signed an extension with respect to a promissory note for $175,000 that was due on June 19, 2021, Exiro and Willeson agreed to extend the promissory note payment to

(Expressed in Canadian dollars, except where otherwise noted)

September 19, 2021. Willeson will pay a $2,500 fee for the extension. No changes were made to the other promissory notes outstanding.

10. FLOW-THROUGH SHARE PREMIUM LIABILITY

The flow-through common shares issued in the private placement tranches completed on July 28, 2020, were issued at a premium to the market price in recognition of the tax benefits accruing to subscribers. The flow-through premium was calculated to be $276,100.

The flow-through common shares issued in the private placement completed on December 18, 2020 were issued with no premium to the market price resulting in no flow-through premium liability.

The flow-through premium liability is derecognized through income as eligible expenditures are incurred. As at May 31, 2021, the Company had satisfied $120,953 of the liability by incurring eligible flow-through expenditures of $57,183 and $316,559 for the three and nine months ended May 31, 2021 (period from incorporation March 27, 2020 to August 31, 2020 - $24,308). As a result, the flow-through premium liability has been reduced to $155,147.

The total remaining flow-through expenditure commitment as at May 31, 2021, is $1,259,153 (Refer to Note 16).

11. SHARE CAPITAL

a) Authorized
Unlimited common shares with no par value.

b) Shares issued and outstanding

	Common Shares		Amount
At incorporation on March 27, 2020 and May 31, 2020	**1**	**$**	**0**
Shares issued under non-brokered private placement	2,500,000		12,500
Shares issued for Purchase of Lynn Lake Properties	10,000,000		100,000
Shares issued under non-brokered private placement	7,500,000		750,000
Shares issued under non-brokered private placement	5,020,000		778,100
Flow-through share premium			(276,100)
Share issuance costs			(30,701)
As at August 31, 2020	**25,020,001**	**$**	**1,333,799**
Shares issued under non-brokered private placement	2,417,412	$	821,920
Share issuance costs	-		(11,276)
As at May 31, 2021	**27,437,413**	**$**	**2,144,443**

On March 27, 2020, the Company issued one share at a price of $0.005 to Exiro.

(Expressed in Canadian dollars, except where otherwise noted)

On June 2, 2020, the Company completed a private placement, issuing 2,500,000 common shares at a price of $0.005 per share. The shares were issued to Exiro (1,250,000 shares) and officers of the Company.

On June 19, 2020, the Company issued 10,000,000 common shares at a price of $0.01 per share to Exiro as a part of the purchase price for the Lynn Lake Properties (see Note 5 (a)(iii) and 6).

On July 24, 2020, the Company completed a private placement, issuing 7,500,000 common shares at $0.10 per share for total proceeds of $750,000. Officers, directors, and their close family members of the Company subscribed for 1,162,500 shares.

On July 28, 2020, the Company completed a flow-through private placement, issuing 5,020,000 common shares at a price of $0.155 per share for total proceeds of $778,100, of which $502,000 was allocated to share capital and $276,100 to flow-through share premium liability. Board members of Exiro and their close family members subscribed for 525,000 shares.

On December 18, 2020, the Company completed a flow-through private placement, issuing 2,417,412 common shares at a price of $0.34 per share for total proceeds of $821,920. No amounts were allocated to flow-through share premium. Directors and officers of the Company and Exiro subscribed for 33,000 shares.

c) Stock options

In July 2020, the Company adopted a rolling 10% stock option plan (the "Plan"), which provides that the directors of the Company may grant options to purchase common shares of the Company to directors, officers, employees and service providers, with the number of options being limited to 10% of the issued common shares at the time of granting of options. The Board in its sole discretion may determine any vesting provisions for options. The exercise price shall be determined by the directors of the Company at the time of grant in accordance with the provisions of the Plan. The expiry date for an option shall not be more than five years from the grant date.

Option transactions and the number of options outstanding are summarized as follows:

	Outstanding	Weighted Average Exercise Price
As at Incorporation on March 27, 2020 and May 31, 2020	-	$ -
Options granted	525,000	0.10
Options forfeited or cancelled	-	-
As at August 31, 2020	**525,000**	**$ 0.10**
Options granted	150,000	$ 0.34
Options forfeited or cancelled	-	-
As at May 31, 2021	**675,000**	**$ 0.15**

The share-based compensation expense for the three and nine months ended May 31, 2021, was $16,653 and $36,209 (period ended May 31, 2020 - Nil)

(Expressed in Canadian dollars, except where otherwise noted)

For options granted on July 10, 2020, one-third of the options vested immediately on the grant date, one-third will vest on the first anniversary of the grant date and one-third will vest on the second anniversary of the grant date.

On January 21, 2021, the Company granted 100,000 stock options at an exercise price of $0.34 per share and expiring January 21, 2026, of which 75,000 options were granted to an officer of the Company. For these 75,000 options granted, one-third of the options vested immediately on the grant date, one-third will vest on the first anniversary of the grant date and one-third will vest on the second anniversary of the grant date. For the remaining 25,000 options granted, one-quarter of the options will vest on the three-month anniversary of the grant date, one-quarter will vest on the six-month anniversary of the grant date, one-quarter will vest on the nine-month anniversary of the grant date, and one-quarter will vest on the twelve-month anniversary of the grant date.

On March 8, 2021, the Company granted 50,000 stock options at an exercise price of $0.34 per share and expiring March 8, 2026, of which 25,000 options were granted to a director of the Company. One-third of the options vested immediately on the grant date, one-third will vest on the first anniversary of the grant date and one-third will vest on the second anniversary of the grant date.

As at May 31, 2021, the options outstanding and exercisable were as follows:

	Options Outstanding			**Options Exercisable**		
Exercise Price	**Number**	**Weighted average remaining life**	**Weighted average exercise price**	**Number**	**Weighted average remaining life**	**Weighted average exercise price**
$0.10	525,000	4.11 years	$0.10	175,000	4.11 years	$0.10
$0.34	100,000	4.64 years	$0.34	31,250	4.64 years	$0.34
$0.34	50,000	4.77 years	$0.34	16,667	4.77 years	$0.34
	675,000	**4.23 years**	**$0.15**	**222,917**	**4.23 years**	**$0.15**

For the three and nine months ended May 31, 2021, the fair value of each option grant has been estimated using the Black-Scholes option-pricing model with the following weighted-average assumptions.

		March 8, 2021
Exercise price	**$**	**0.34**
Share price	**$**	**0.34**
Expected life (years)		**5**
Risk free interest rate		**0.92%**
Expected volatility		**112%**
Expected dividend yield		**0%**
Forfeiture rate		**0%**
Fair value	**$**	**0.0270**

The Company's computation of expected volatility was based on an average volatility of comparable gold exploration companies in Manitoba.

12. CAPITAL MANAGEMENT

The Company defines capital as its shareholders' equity (comprised of issued share capital, contributed surplus and accumulated deficit). The Company's objectives when managing capital are to support the Company's main activities of identifying, defining and developing mineral deposits, thus creating shareholder value, as well as ensuring that the Company will be able to meet its financial obligations as they become due.

The Company manages its capital structure to maximize its financial flexibility to enable the Company to respond to changes in economic conditions and the risk characteristics of the underlying assets and business opportunities. The Company does not presently utilize any quantitative measures to monitor its capital, but rather relies on the expertise of the Company's management to sustain the future development of the business. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. As at May 31, 2021, the Company has $550,326 (August 31, 2020 - $518,668) of short and long-term secured promissory notes payable outstanding, relating to the purchase of the Lynn Lake Properties. The Company is not subject to any externally imposed capital requirements or debt covenants.

13. FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash and cash equivalents, restricted cash, amounts receivable, promissory notes payable, accounts payable and accrued liabilities.

Financial assets and liabilities are classified and measured at amortized cost using the effective interest method. The fair value for short-term financial assets and liabilities which include cash and cash equivalents, restricted cash, amounts receivable, accounts payable and accrued liabilities approximate their carrying values due to their immediate and short-term nature. Financial liabilities such as promissory notes payable are classified and measured at amortized cost using the effective interest method.

The fair value estimates are made at a specific point in time, based on relevant market information and information about the financial instrument. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and, therefore, cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

(Expressed in Canadian dollars, except where otherwise noted)

14. FINANCIAL RISK MANAGEMENT

The Company has exposure to certain risks resulting from its use of financial instruments.

a) Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at May 31, 2021, the Company had current assets of $1,552,051 (August 31, 2020 - $1,270,399) to settle current liabilities of $498,895 (August 31, 2020 - $265,551), excluding the flow-through share premium liability, and long-term debt of $375,687 (August 31, 2020 - $354,075). Other than the promissory notes owed to Exiro, the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

As at May 31, 2021, the Company has minimal sources of revenue to fund its operating expenditures. The Company will require additional financing to accomplish the Company's long-term strategic objectives. Future funding may be obtained by means of issuing share capital or debt financing. If the Company is unable to continue to finance itself through these means, it is possible that the Company will be unable to continue as a going concern. Consequently, the Company is currently exposed to a moderate level of liquidity risk.

The following table provides details on the Company's contractual maturities for its undiscounted financial liabilities as at May 31, 2021.

As at May 31, 2021	Face Value	0 to 12 months	12 to 24 months	After 24 months
Accounts payable and accrued liabilities	$ 324,256	$ 324,256	$ -	$ -
Promissory note payable	600,000	175,000	175,000	250,000
	$ 924,256	**$ 499,256**	**$ 175,000**	**$ 250,000**

b) Credit risk

Credit risk is the risk that one party to a financial instrument will fail to fulfill an obligation and cause the other party to incur a financial loss. The Company's cash and amounts receivable are exposed to credit risk. The Company has assessed the credit risk on its cash as low as its funds are held in a highly rated Canadian financial institution. The Company's restricted cash is held in escrow by a legal firm. The Company's accounts receivable consists of sales tax receivable. Sales tax receivable is with the Canadian government, which has a positive history of refunding balances owing. Management, therefore, deems the credit risk to be minimal.

The Company's maximum exposure to credit risk related to certain financial instruments, as identified below, approximates the carrying value of these assets on the Company's statements of financial position.

(Expressed in Canadian dollars, except where otherwise noted)

		May 31, 2021 2021
Cash and cash equivalents	$	920,079
Restricted cash		378,100
Amounts receivable		35,905
	$	1,344,084

c) Market Risks

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

i. Interest rate risk

The Company has a low-interest bearing cash balance and no interest-bearing debt. The Company's short and long-term debt is not interest-bearing unless the Company is late in repaying its promissory notes for the Lynn Lake Properties. The Company regularly monitors its cash management policy. Management has determined interest rate risk to be low.

ii. Foreign currency risk

Foreign currency risk is the risk that the value of the Company's financial instruments denominated in foreign currencies will fluctuate due to changes in foreign exchange rates.

The Company's functional currency is the Canadian dollar. As at May 31, 2021, the Company did not have any financial instruments denominated in foreign currencies and therefore had no foreign currency risk.

iii. Price risk

The Company is exposed to price risk with respect to commodity prices. Commodity price risk is defined as the potential adverse impact on net income or loss and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices, and movement in the price of individual equity securities and the stock market generally, to determine the appropriate course of action to be taken by the Company.

15. SEGMENTED INFORMATION

Operating segments are components of an entity whose operating results are regularly reviewed by the chief operating decision maker in deciding how to allocate resources and in assessing performance and for which separate financial information is available.

The Company has one operating segment in one geographic region, which involves the exploration of mineral deposits. Currently, all mineral properties are located in Canada.

16. COMMITMENTS AND CONTINGENCIES

General environmental contingencies

The Company's exploration activities are subject to various federal and provincial laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming increasingly restrictive. The Company conducts its operations so as to protect public health and the environment and believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

Maintenance of claims

The Company is required to keep the mineral claims on the Lynn Lake Properties in good standing by ensuring the assessment spending requirements are met. Currently, the required spending has been met on Beaucage, Hughes, Barrington-Tow and 16 of 48 Hatchet claims, which expire between February and March 2022. Exploration expenditures of $58,220, cash in lieu, or an Extension of Time must be filed on Hatchet by July 2021 in order to keep the remaining 32 of the 48 Hatchet claims in good standing until May 2022. On June 28, 2021, the Company filed for a 6 month Extension of Time to complete and file assessment work on the remaining 32 claims.

Flow-through expenditures

In connection with the flow-through financings, the Company has committed to incur qualifying Canadian Exploration Expenditures (as such term is defined in the Income Tax Act (Canada)) of a total of $1,600,020 (December 2020 - $821,920, period ended August 31, 2020 - $778,100) by December 31, 2021, subsequently amended to December 31, 2022[1]. If the eligible expenditures are not renounced by the termination date, the Company shall indemnify and hold the shareholders harmless.

As at May 31, 2021, the Company had incurred $340,867 of qualifying exploration expenditures. The Company is committed to spend a total of $1,259,153 of eligible exploration expenditures by December 31, 2022.

COVID-19 Impact

In March 2020, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", 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 social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 pandemic is 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.

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[1] Extension for incurring eligible exploration expenditures from December 31, 2021 to December 31, 2022 received Royal Assent on June 29, 2021.

(Expressed in Canadian dollars, except where otherwise noted)

Officer Contracts

The Company is party to certain officer contracts which include termination and change of control obligations.

On January 28, 2021, the Company signed officer contracts containing clauses requiring additional payments of up to $563,900 to be made to the officers of the Company upon the occurrence of certain events such as termination or change of control. In the event of a change in control, any unvested options shall vest immediately. As the triggering event has not taken place, the contingent payments have not been reflected in these financial statements.

17. RELATED PARTY TRANSACTIONS

Key management personnel

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company. The Company has determined that key management personnel consist of members of the Company's Board of Directors and corporate officers.

The Company entered into the following transactions with related parties:

	Three months ended, May 31, 2021	Nine months ended, May 31, 2021	From Incorporation on March 27, 2020 to May 31, 2020
Chief Executive Officer (a)	$ 25,000	$ 75,100	$ -
Palladium Place Consulting Professional Corporation (b)	15,675	58,375	-
Ram Jam Holdings Inc. (c)	-	10,000	-
Corporate Secretary (d)	5,100	22,800	-
VP Exploration (e)	24,000	59,000	-
Share-based compensation	10,060	26,672	-
	$ 79,835	**$ 251,947**	$ -

a) As at May 31, 2021, no amounts were included in accounts payable and accrued liabilities with respect to CEO fees and reimbursable expenditures (August 31, 2020 - Nil).

b) For the three and nine months ended, the Company expensed $15,675 and $58,375 (period ended May 31, 2020 – Nil) to Palladium Place Consulting Professional Corporation for Stephanie Hart to act as Chief Financial Officer of the Company. As at May 31, 2021, $5,904 was included in accounts payable and accrued liabilities for Palladium Place Consulting Corporation (August 31, 2020 - $5,904).

c) For the three and nine months ended, $Nil and 10,000 (period ended May 31, 2020 – Nil) was expensed to Ram Jam Holdings Inc. for consulting services rendered by a director. No amounts were included in accounts payable and accrued liabilities for Ram Jam Holdings Inc. (August 31, 2020 – Nil).

d) For the three and nine months ended, the Company expensed $5,100 and $22,800 (period ended May 31, 2020 – Nil) to Orest Zajcew for corporate secretarial services. As at May 31, 2021, $1,356 was included in accounts payable and accrued liabilities (August 31, 2020 - $1,390).

e) For the three and nine months ended, the Company paid $24,000 and $59,000 (period ended May 31, 2020 – Nil) to Ian Trinder for VP Exploration services. No amounts were included in accounts payable and accrued liabilities as at May 31, 2021 and August 31, 2020.

As at May 31, 2021, a total of 4,410,210 shares of the Company were held by directors and officers of the Company and Exiro and their close family members. Of these shares, 2,970,500 shares were subscribed through private placements (see Note 11(b)) and 1,439,710 shares were acquired/transferred from Exiro.

The Company's officers and board members were granted 450,000 options during the period ended August 31, 2020. During the three and nine months ended May 31, 2021, 75,000 additional options were issued to an officer and 25,000 options were issued to a director. For the three and nine months ended May 31, 2021, $10,060 and $26,672 was expensed relating to these options. Directors did not receive any cash compensation for their services to date as at May 31, 2021.

The Company reimbursed $4,787 related to certain expenses to a director.

Orix Geoscience 2018 Inc. ("Orix"), a company of which a director and shareholder is a beneficial owner, provides certain geological, exploration and administrative services to the Company and has made certain payments on behalf of the Company on an as-needed basis. Transactions with Orix are conducted on normal market terms via a services agreement.

A total of $8,809 and $117,951 in expenses in the statement of loss and comprehensive loss were invoiced by Orix ($4,761 and $110,467 of exploration expense, and $4,048 and $7,484 in other operating expenses) for services for the three and nine months ended May 31, 2021 ($9,000 in the period ended May 31, 2020, including $9,000 in exploration expenses and $Nil in other operating expenses). The Company had $3,727 in accrued liabilities and accounts payable to Orix as at May 31, 2021 (August 31, 2020 – $20,204).

As at May 31, 2021, Exiro owned approximately 25% (6,820,001 shares) of Willeson's common shares outstanding. Therefore, any transactions with Exiro are related party transactions, including the Purchase of the Lynn Lake Properties and the consideration for the purchase described in Note 6 and the shares subscribed as part of the private placements in Note 11 (b)).

Exiro charged $1,650 and $12,671 (period ended May 31, 2020 - Nil) for exploration services, professional fees and general, office and other expenses in the statement of loss and comprehensive loss during the three and nine months ended May 31, 2021. The Company had $Nil in accrued liabilities and accounts payable to Exiro as at May 31, 2021 (August 31, 2020 - $2,712). Transactions with Exiro are conducted based on market terms via a services agreement.

A senior executive of Exiro was granted 25,000 options during the period ended August 31, 2020. For the three and nine months ended May 31, 2021, $249 and $739 was expensed as share-based compensation relating to these options.

Amounts payable to related parties are unsecured, with the exception of the promissory notes (Note 9), and non-interest bearing.

18. SUBSEQUENT EVENTS

See Note 16 – Maintenance of Claims.