
NORTH PEAK RESOURCES LTD.

**CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED
SEPTEMBER 30, 2021 AND 2020**

(EXPRESSED IN CANADIAN DOLLARS)

(UNAUDITED)

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying unaudited condensed interim consolidated financial statements of North Peak Resources Ltd. (the "Company") are the responsibility of management and the Board of Directors.

The unaudited condensed interim consolidated financial statements have been prepared by management, on behalf of the Board of Directors, in accordance with the accounting policies disclosed in the notes to the unaudited condensed interim consolidated financial statements. Where necessary, management has made informed judgments and estimates in accounting for transactions which were not complete at the statement of financial position date. In the opinion of management, the unaudited condensed interim consolidated financial statements have been prepared within acceptable limits of materiality and are in accordance with International Accounting Standard 34 - Interim Financial Reporting using accounting policies consistent with International Financial Reporting Standards appropriate in the circumstances.

Management has established processes, which are in place to provide it with sufficient knowledge to support management representations that it has exercised reasonable diligence in that (i) the unaudited condensed interim consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of, and for the periods presented by, the unaudited condensed interim consolidated financial statements and (ii) the unaudited condensed interim consolidated financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented by the unaudited condensed interim consolidated financial statements.

The Board of Directors is responsible for reviewing and approving the unaudited condensed interim consolidated financial statements together with other financial information of the Company and for ensuring that management fulfills its financial reporting responsibilities. An Audit Committee assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with management to review the financial reporting process and the unaudited condensed interim consolidated financial statements together with other financial information of the Company. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the unaudited condensed interim consolidated financial statements together with other financial information of the Company for issuance to the shareholders.

Management recognizes its responsibility for conducting the Company's affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

NOTICE TO READER

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 condensed interim consolidated financial statements by an entity's auditor.

NORTH PEAK RESOURCES LTD.**Condensed Interim Consolidated Statements of Financial Position****(Expressed in Canadian Dollars)****(Unaudited)**

As at	September 30, 2021	December 31, 2020
ASSETS		
Current assets		
Cash	\$ 6,778,197	\$ 6,746,310
Investment	100,000	100,000
Prepaid and sundry receivable	50,327	164,249
	\$ 6,928,524	\$ 7,010,559
Exploration and evaluation assets (note 3)	54,500	54,500
Total assets	\$ 6,983,024	\$ 7,065,059
LIABILITIES AND EQUITY		
Current liabilities		
Accounts payable and accrued liabilities (note 7)	\$ 88,064	\$ 127,828
Shareholders' equity		
Share capital (note 4)	25,383,824	24,347,714
Shares to be issued	-	404,613
Contributed surplus (note 5)	10,926,311	10,798,331
Deficit	(29,415,175)	(28,613,427)
Total shareholders' equity	6,894,960	6,937,231
Total liabilities and shareholders' equity	\$ 6,983,024	\$ 7,065,059

NORTH PEAK RESOURCES LTD.**Condensed Interim Consolidated Statements of (Loss) Income and Comprehensive Loss (Income)
(Expressed in Canadian Dollars)
(Unaudited)**

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Expenses				
Salaries and benefits	\$ 566	\$ 1,021	\$ 566	\$ 4,823
Contractor fees	5,272	5,748	15,163	50,856
Travel	15,107	4,896	19,215	87,941
Office and general (note 7)	189,068	159,219	520,022	502,927
Professional fees	27,983	97,033	102,458	316,317
Marketing	276	21,406	776	25,605
Exploration Expenses (note 3)	78,621	37,335	190,439	49,817
Stock-based compensation (note 5)	40,417	431,354	127,980	138,252
Interest income	(8,698)	(7,158)	(24,871)	(48,459)
Gain on disposition of patents (note 1)	-	-	(150,000)	-
	348,612	750,854	801,748	1,128,079
Net loss and comprehensive (loss) income for the period	\$ (348,612)	\$ (750,854)	\$ (801,748)	\$ (1,128,079)
Basic and diluted net loss per share (note 6¹)	\$ (0.02)	\$ (0.04)	\$ (0.04)	\$ (0.07)
Weighted average number of common shares outstanding, basic and diluted (note 6)	20,034,455	17,733,907	19,950,819	16,170,275

¹Adjusted for 2:1 share consolidation effective June 24, 2020 (notes 4 and 6)

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

NORTH PEAK RESOURCES LTD.**Condensed Interim Consolidated Statements of Changes in Shareholders' Equity****(Expressed in Canadian Dollars)****(Unaudited)**

	Share Capital Number	Share Capital Amount	Shares to be Issued	Contributed Surplus	Deficit	Total
Balance, December 31, 2019	11,959,458	\$ 22,706,682	\$ -	\$ 10,390,576	\$ (27,017,266)	\$ 6,079,992
Issued on private placement	5,749,998	1,724,999	-	-	-	1,724,999
Costs of issue	-	(103,467)	-	-	-	(103,467)
Stock-based compensation	-	-	-	138,252	-	138,252
Issued on property acquisition	25,000	19,500	-	-	-	19,500
Net loss for the period	-	-	-	-	(1,128,079)	(1,128,079)
Balance, September 30, 2020	17,734,456	24,347,714	-	10,528,828	(28,145,345)	6,731,197
Balance, December 31, 2020	17,734,456	24,347,714	404,613	10,798,331	(28,613,427)	6,937,231
Issued on private placement	2,299,999	1,104,000	(404,613)	-	-	699,387
Costs of issue	-	(67,890)	-	-	-	(67,890)
Stock-based compensation	-	-	-	127,980	-	127,980
Net loss for the period	-	-	-	-	(801,748)	(801,748)
Balance, September 30, 2021	20,034,455	\$ 25,383,824	\$ -	\$ 10,926,311	\$ (29,415,175)	\$ 6,894,960

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

NORTH PEAK RESOURCES LTD.**Condensed Interim Consolidated Statements of Cash Flows****(Expressed in Canadian Dollars)****(Unaudited)**

For the Nine Months Ended September 30,**2021****2020**

Operating activities

Net loss for the period	\$ (801,748)	\$ (1,128,079)
Stock-based compensation	127,980	138,252
Gain on disposition of patents	(150,000)	-
Non-cash working capital items:		
Prepaid and sundry receivable	113,922	(14,733)
Accounts payable and accrued liabilities	(39,764)	(357,499)

(749,610) **(1,362,059)**

Investing activities

Proceeds on disposition of patents	150,000	-
Property acquisition costs	-	(35,000)

Financing activities

Private placement, net of fees	1,036,110	1,621,532
Proceeds received for subsequent private placement	(404,613)	-

631,497 **1,621,532**

Net change in cash**31,887** **224,473****Cash, beginning of the period****6,746,310** **6,299,125**

Cash, end of the period**\$ 6,778,197** **\$ 6,523,598**

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

NORTH PEAK RESOURCES LTD.

Notes to Condensed Interim Consolidated Financial Statements

For the Nine Months Ended September 30, 2021 and 2020

(Expressed in Canadian Dollars)

(Unaudited)

1. Nature of Operations

North Peak Resources Ltd. ("the Company") was incorporated on March 28, 2011 and organized under the laws of Alberta, Canada.

The Company is a Canadian based gold exploration and development company that is listed on the TSX Venture Exchange (the "Exchange") under the symbol "NPR". The Company holds an option to acquire 100% interest in and to the Mike Leahy Property located 15 kilometres southwest of Kirkland Lake, Ontario and consisting of and to twenty-seven (27) mineral claims totaling approximately 500.3 hectares.

The registered office of the Company is located at 1600, 421 - 7 Avenue SW, Calgary, Alberta T2P 4K9.

On February 24, 2021, the Company sold four (4) United States issued patents, ongoing related patent applications in China and related development work to Helix Applications Inc. ("Helix"). The Company prepared and applied for these patents prior to its current status as mining company, as part of a broader application for the technology it was developing at the time within the blockchain sector. As part of the transaction, North Peak received \$150,000 and a 5% royalty on any profits generated by Helix and its affiliates from any commercial applications derived from the patents that Helix may develop as it seeks to evaluate the growing interest in the networks of digital token economics. Accordingly, the Company has recognized a gain on disposition of patents of \$150,000 on its condensed interim consolidated statement of loss and comprehensive loss for the nine months ended September 30, 2021.

2. Accounting Policies

Statement of Compliance

These unaudited condensed interim consolidated 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 annual financial statements required by IFRS as issued by IASB and interpretations issued by IFRIC. These unaudited condensed interim consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements for the year ended December 31, 2020.

These unaudited condensed interim consolidated financial statements were authorized for issuance by the Board of Directors of the Company on November 29, 2021.

Basis of Consolidation

These condensed interim consolidated financial statements incorporate the financial statements of the Company and its wholly owned subsidiaries Blockchain Tech Ltd. and BTL Dev Ltd. All intercompany transactions, balances, income and expenses are eliminated upon consolidation. During the prior year ended December 31, 2020, the Company's subsidiaries were wound down.

3. Exploration and Evaluation Assets

On March 20, 2020, the Company entered into an option agreement whereby the Company was granted the option to acquire a 100% interest in and to twenty-seven mineral claims comprising a project known as the Mike Leahy Property (collectively, the "Property") totaling approximately 500 hectares located in the Larder Lake Mining Division in the Province of Ontario.

In order to exercise the option and keep it in good standing, the Company will be required to make total cash payments of \$35,000, issue a total of 25,000 common shares of the Company and incur exploration expenditures of no less than \$250,000 as follows:

- (a) paying the optionor \$35,000 upon issuance of a Technical Report (paid);

NORTH PEAK RESOURCES LTD.

Notes to Condensed Interim Consolidated Financial Statements

For the Nine Months Ended September 30, 2021 and 2020

(Expressed in Canadian Dollars)

(Unaudited)

3. Exploration and Evaluation Assets (Continued)

- (b) issuing to the optionor 25,000 common shares (issued July 2, 2020, and ascribed a fair value of \$19,500) effective upon issuance of the Technical Report, recognizing that those Common Shares is subject to the approval of the Exchange;
- (c) incurring \$100,000 of exploration expenditures on the property on or before the second anniversary of the closing of the COB Transaction, and issuing to the Optionor 25,000 Common Shares once such \$100,000 of exploration expenditures have been incurred (issued subsequently, in November 2021); and
- (d) incurring \$150,000 of exploration expenditures on the Property on or before the fourth anniversary of the closing date. The Company intends to use its working capital to make the cash payments required under the terms of the Agreement.

During the nine months ended September 31, 2021, the Company incurred exploration expenses of \$115,976, consisting of \$1,890 in geological fees, \$1,613 in environmental fees, drilling costs of \$109,065, and assays of \$3,408 related to the Leahy property (nine months ended September 30, 2020 - \$nil). Additionally, the Company incurred \$74,463 in costs related to the investigation of prospective properties (three months ended March 31, 2020 - \$nil).

4. Share Capital

- a) Authorized share capital - at September 30 2021, the authorized share capital consisted of an unlimited number of common shares. The common shares do not have a par value. All issued shares are fully paid.
- b) Common shares issued - the holders of common shares are entitled to receive notice of and attend all meetings of the shareholders of the Company and are entitled to one vote in respect of each common share held at such meetings. In the event of liquidation, dissolution or winding-up of the Company, the holders of common shares are entitled to share rateably the remaining assets of the Company.

The change in issued share capital for the periods presented are as follows:

	Number of common shares	Amount
Balance, December 31, 2019	11,959,458	\$ 22,706,682
Private placement	5,749,998	1,724,999
Costs of issue	-	(103,467)
Issued on property acquisition	25,000	19,500
Balance, September 30, 2020	17,734,456	\$ 24,347,714
Balance, December 31, 2020	17,734,456	24,347,714
Private placement	2,299,999	1,104,000
Costs of issue	-	(67,890)
Balance, September 30, 2021	20,034,455	\$ 25,383,824

On January 8, 2021, the Company closed a non-brokered private placement of 2,299,999 common shares at an issue price of \$0.48 per share, for aggregate gross proceeds of \$1,104,000. Cash costs of issue amounted to \$67,890 in aggregate.

On June 24, 2020, the Company consolidated its issued and outstanding common shares on the basis of one (1) post-consolidation Common Share for every two (2) pre-consolidation common shares then issued and outstanding. Comparative disclosure has been amended to reflect this consolidation.

NORTH PEAK RESOURCES LTD.

Notes to Condensed Interim Consolidated Financial Statements For the Nine Months Ended September 30, 2021 and 2020 (Expressed in Canadian Dollars) (Unaudited)

5. Stock Options

The Company has adopted an incentive stock option plan (the "Plan") which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, employees and consultants to the Company, non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares.

The following table reflects the continuity of stock options for the nine months ended September 30, 2021 and 2020:

	Number of Stock Options	Weighted Average Exercise Price (CDN)
Balance, December 31, 2019	813,750	\$3.90
Granted	1,350,000	\$0.55
Expired/Cancelled	(530,000)	\$3.58
Balance, September 30, 2020	1,633,750	\$1.32
Balance, December 31, 2020	1,521,250	\$1.35
Expired	(18,750)	\$1.02
Balance, September 30, 2021	1,502,500	\$1.35

The following table reflects the stock options outstanding as at September 30, 2021:

Expiry Date	Exercise Price(CDN)	Weighted Average Life Remaining	Options Outstanding	Black-Scholes Value
January 29, 2023	15.50	1.33 years	40,000	301,160
May 11, 2023	11.66	1.61 years	37,500	405,375
January 10, 2024	3.04	2.28 years	75,000	212,025
July 2, 2025	0.55	3.75 years	1,350,000	668,790
	\$ 1.35	3.51 years	1,502,500	\$ 1,587,350

Of the 1,502,500 options outstanding at September 30, 2021, 827,500 were exercisable.

6. Net Loss Per Share

The calculation of basic and diluted (loss) income per share for the three and nine months ended September 30, 2021 is based on the loss attributable to common shareholders of \$348,612 and \$801,748, respectively (three and nine months ended September 30, 2020 - \$750,854 and \$1,128,079, respectively), and the weighted average number of common shares outstanding of 20,034,455 and 19,950,819, respectively (three and nine months ended September 30, 2020 - 17,733,907 and 16,170,275, respectively). Basic and diluted (loss) income per share are the same.

NORTH PEAK RESOURCES LTD.

Notes to Condensed Interim Consolidated Financial Statements For the Nine Months Ended September 30, 2021 and 2020 (Expressed in Canadian Dollars) (Unaudited)

7. Related Party Balances and Transactions

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Remuneration paid for CEO	\$ 38,052	\$ 39,998	\$ 112,983	\$ 122,547
Remuneration paid for CFO	\$ 4,500	\$ 3,000	\$ 13,500	\$ 12,000
Stock-based compensation expense - directors and officers	\$ 28,286	\$ 261,667	\$ 89,568	\$ 204,153

As at September 30, 2021, amounts due to related parties totaled \$22,413 (December 31, 2020 - \$76,541) pertaining to amounts payable for key management remuneration, and reimbursement of expenses paid on behalf of the Company included in accounts payable.

During the three and nine months ended September 30, 2021, three directors were paid fees as follows: Mr. Brian Hinchcliffe: \$38,052 and \$112,983, respectively (three and nine months ended September 30, 2020 - \$39,998 and \$122,547, respectively); Ms. Chelsea Hayes: \$39,732 and \$119,661, respectively, (three and nine months ended September 30, 2020 - \$38,978 and \$108,021, respectively), Mr. Gordon Chmilar: \$12,000 (three and nine months ended September 30, 2020 - \$nil). As at September 30, 2021, \$12,878 (December 31, 2020 - \$76,541) was included in accounts payable and accrued liabilities in relation to these fees.

During the three and nine months ended September 30, 2021, the Company expensed \$7,354 and \$28,336, respectively (three and nine months ended September 30, 2020 - \$7,276 and \$30,510, respectively) to Marrelli Support Services Inc. ("Marrelli Support") and DSA Corporate Services Inc. (the "DSA"), together known as the "Marrelli Group" for:

- (i) Robert D.B. Suttie, President of Marrelli Support, to act as Chief Financial Officer ("CFO") of the Company;
- (ii) Bookkeeping and office support services;
- (iii) Regulatory filing services;

The Marrelli Group is also reimbursed for out of pocket expenses.

As of September 30 2021, the Marrelli Group was owed \$2,353 (December 31, 2020 - \$9,921). These amounts are included in accounts payable and accrued liabilities.

For the three and nine months ended September 30, 2021, legal fees of \$23,064 and \$47,231, respectively, (three and nine months ended September 30, 2020 - \$66,964 and \$277,237, respectively) were paid to a law firm for which a director was a partner. The legal fees incurred pertained to general corporate matters. As at September 30, 2021, \$9,536 (December 31, 2020 - \$43,600) was included in accounts payable and accrued liabilities in relation to these fees.

The above noted transactions are in the normal course of business and are measured at the exchange amount, as agreed to by the parties, and approved by the Board of Directors in strict adherence to conflict of interest laws and regulations.

NORTH PEAK RESOURCES LTD.

Notes to Condensed Interim Consolidated Financial Statements

For the Nine Months Ended September 30, 2021 and 2020

(Expressed in Canadian Dollars)

(Unaudited)

8. Contingencies and Commitments

During the three and nine months ended September 30, 2021, the continuing outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in governments worldwide enacting emergency measures to combat its spread. 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 outbreak 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 and its operating subsidiaries in future periods.

Due to the worldwide COVID-19 outbreak, material uncertainties may come into existence that could influence management's going concern assumption. Management cannot accurately predict the future impact COVID-19 may have on:

- The severity and the length of potential measures taken by governments to manage the spread of the virus and their effect on labour availability and supply lines;
- Availability of essential supplies;
- Purchasing power of the Canadian dollar; and
- Ability to obtain funding.

At the date of the approval of these condensed interim consolidated financial statements, the Canadian government has not introduced measures which impede the activities of the Company. Management believes the business will continue and accordingly, the current situation bears no impact on management's going concern assumption. However, 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.

9. Subsequent Event

On October 7, 2021, the Company signed a non-binding Letter of Intent with Minex LLC ("Minex") for a potential purchase option on the 2,733 acre Black Horse gold and silver property located 50 miles east of Ely in White Pine County, Nevada.