



HIGHGOLD MINING INC.

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

AS AT SEPTEMBER 30, 2021
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2021 AND 2020



HIGHGOLD MINING INC.**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION
AS AT SEPTEMBER 30, 2021 AND DECEMBER 31, 2020**

(Expressed in Canadian dollars)
(Unaudited)

	September 30, 2021	December 31, 2020
<u>ASSETS</u>		
Current Assets		
Cash and cash equivalents	\$ 11,503,090	\$ 17,946,613
Amounts receivable	39,107	255,556
Prepaid expenses and deposits	384,877	324,194
Marketable securities (Note 3)	350,100	378,000
	12,277,174	18,904,363
Equipment (Note 4)	119,284	46,275
Exploration and evaluation assets (Note 5)	33,444,468	21,365,684
	\$ 45,840,926	\$ 40,316,322
<u>LIABILITIES AND SHAREHOLDERS' EQUITY</u>		
Current Liabilities		
Accounts payable and accrued liabilities (Note 7)	\$ 2,143,473	\$ 762,318
Flow-through premium (Note 6)	-	129,500
	2,143,473	891,818
<u>SHAREHOLDERS' EQUITY</u>		
Share capital (Note 6)	45,144,103	40,421,489
Contributed surplus (Note 6)	2,077,701	1,066,392
Deficit	(3,524,351)	(2,063,377)
	43,697,453	39,424,504
	\$ 45,840,926	\$ 40,316,322

Subsequent events (Note 11)

Approved on behalf of the Board of Directors of HighGold Mining Inc. on November 24, 2021

'Aris Morfopoulos'
Director

'Darwin Green'
Director

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

HIGHGOLD MINING INC.
**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2021 AND 2020**

(Expressed in Canadian dollars)

(Unaudited)

	Three months ended September 30, 2021	Three months ended September 30, 2020	Nine months ended September 30, 2021	Nine months ended September 30, 2020
EXPENSES				
Advertising and promotion	\$ 40,829	\$ 42,310	\$ 101,830	\$ 92,272
Consulting fees (Note 7)	3,000	150,531	26,763	254,531
Filing and transfer agent	20,136	12,478	77,667	59,379
Foreign exchange loss (gain)	7,051	(14,246)	104,891	59,614
Insurance	20,276	14,132	53,657	37,229
Office and miscellaneous	62,293	46,273	106,918	160,243
Professional fees	74,801	57,427	163,086	173,559
Rent	16,836	16,836	30,304	30,304
Salaries, wages and benefits (Note 7)	122,187	42,129	363,752	312,256
Share-based compensation (Notes 6 and 7)	145,457	78,435	617,385	389,976
Travel	22,994	-	25,561	15,670
Net loss before other items	(535,860)	(446,305)	(1,671,814)	(1,585,033)
OTHER ITEMS				
Gain on sale of exploration and evaluation assets (Note 5)	145,489	348,229	145,489	348,229
General exploration expenses	-	-	(14,540)	-
Interest income	5,489	25,850	33,341	116,481
Flow-through recovery (Note 6)	-	-	129,500	704,000
Realized loss on marketable securities (Note 3)	(3,100)	-	(3,100)	-
Unrealized gain (loss) on marketable securities (Note 3)	42,650	62,750	(79,850)	62,750
Net loss and comprehensive loss	\$ (345,332)	\$ (9,476)	\$ (1,460,974)	\$ (353,573)
Basic and diluted loss per share	\$ (0.01)	\$ (0.00)	\$ (0.03)	\$ (0.01)
Weighted average number of common shares outstanding				
Basic and diluted	59,335,613	47,987,150	57,059,462	42,940,390

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

HIGHGOLD MINING INC.
**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2021 AND 2020**

(Expressed in Canadian dollars)

(Unaudited)

	Share Capital		Contributed surplus	Deficit	Total
	Number of shares	Amount			
As at December 31, 2019	40,023,075	\$ 18,743,032	\$ 298,001	\$ (1,324,578)	\$ 17,716,455
Private placement	8,423,475	14,572,612	-	-	14,572,612
Exercise of stock options	317,909	385,132	(28,350)	-	356,782
Exercise of share purchase warrants	3,147,193	3,045,747	(18,120)	-	3,027,627
Shares issued for exploration and evaluation assets	215,000	410,250	-	-	410,250
Share issue costs	-	(984,421)	-	-	(984,421)
Share-based compensation	-	-	697,751	-	697,751
Net loss for the period	-	-	-	(353,573)	(353,573)
As at September 30, 2020	52,126,652	\$ 36,172,352	\$ 949,282	\$ (1,678,151)	\$ 35,443,483
Private placement	1,850,000	3,700,000	-	-	3,700,000
Exercise of stock options	12,500	9,205	1,546	-	10,751
Exercise of share purchase warrants	172,000	120,400	-	-	120,400
Shares issued for exploration and evaluation assets	439,976	766,084	-	-	766,084
Share issue costs	-	(217,052)	-	-	(217,052)
Flow-through premium	-	(129,500)	-	-	(129,500)
Share-based compensation	-	-	115,564	-	115,564
Net loss for the period	-	-	-	(385,226)	(385,226)
As at December 31, 2020	54,601,128	\$ 40,421,489	\$ 1,066,392	\$ (2,063,377)	\$ 39,424,504
Exercise of stock options	412,498	296,543	(54,462)	-	242,081
Exercise of share purchase warrants	5,809,352	4,045,608	-	-	4,045,608
Shares issued for exploration and evaluation assets	288,472	380,463	-	-	380,463
Share-based compensation	-	-	1,065,771	-	1,065,771
Net loss for the period	-	-	-	(1,460,974)	(1,460,974)
As at September 30, 2021	61,111,450	\$ 45,144,103	\$ 2,077,701	\$ (3,524,351)	\$ 43,697,453

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

HIGHGOLD MINING INC.
**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2021 AND 2020**

(Expressed in Canadian dollars)
(Unaudited)

	Nine months ended September 30, 2021	Nine months ended September 30, 2020
OPERATING ACTIVITIES		
Net loss	\$ (1,460,974)	\$ (353,573)
Adjustments for non-cash items:		
Gain on the sale of exploration and evaluation assets	(145,489)	(348,229)
Flow-through recovery	(129,500)	(704,000)
Share-based compensation	617,385	389,976
Realized loss on marketable securities	3,100	-
Unrealized loss (gain) on marketable securities	79,850	(62,750)
Change in non-cash working capital:		
Amounts receivable	216,449	(11,526)
Prepaid expenses and deposits	(60,683)	(7,765)
Accounts payable and accrued liabilities	34,442	(54,238)
Cash used in operating activities	(845,420)	(1,152,105)
INVESTING ACTIVITIES		
Proceeds from sale of marketable securities	69,950	-
Proceeds from sale of Yukon mining claims	25,000	-
Purchase of equipment	(86,433)	(51,417)
Exploration and evaluation costs	(9,894,309)	(8,861,216)
Cash used in investing activities	(9,885,792)	(8,912,633)
FINANCING ACTIVITIES		
Proceeds from private placements	-	14,572,612
Proceeds from exercise of stock options	242,081	325,699
Proceeds from exercise of share purchase warrants	4,045,608	3,027,627
Share issue costs	-	(984,421)
Cash provided by financing activities	4,287,689	16,941,517
Increase (Decrease) in cash and cash equivalents	(6,443,523)	6,876,779
Cash and cash equivalents, beginning of period	17,946,613	12,601,200
Cash and cash equivalents, end of period	\$ 11,503,090	\$ 19,477,979
Supplemental information with respect to cash flows:		
Exploration and evaluation expenses included in accounts payable	\$ 1,346,713	\$ 1,091,736
Exploration and evaluation expenses repaid to Constantine Metal Resources Ltd.	\$ -	\$ 155,858
Common shares issued for exploration and evaluation assets	\$ 380,463	\$ 410,250
Common shares of Snowline Gold Corp. received from sale of Yukon mining claims	\$ 125,000	\$ -
Depreciation capitalized to exploration and evaluation assets	\$ 13,424	\$ 3,857
Share-based compensation capitalized to exploration and evaluation assets	\$ 448,386	\$ 307,775

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

HIGHGOLD MINING INC.**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2021 AND 2020**

(Expressed in Canadian dollars)
(Unaudited)

1. CORPORATE INFORMATION

HighGold Mining Inc. (the 'Company' or 'HighGold') was incorporated on April 16, 2019 under the laws of British Columbia as a wholly-owned subsidiary of Constantine Metal Resources Ltd. ("Constantine"). A Plan of Arrangement was completed in 2019, whereby the net gold property assets of Constantine were spun-out to HighGold and the Company was listed on the TSX Venture Exchange. (TSXV: HIGH). The Company also trades under the symbol HGGOF on the US Over-the-Counter market.

The address of the Company's corporate office and its principal place of business is 320 - 800 West Pender Street, Vancouver, BC, V6C 2V6.

Coronavirus Global Pandemic Risk

Over the past eighteen months, the effects of the COVID-19 global pandemic on industry and commerce have been far-reaching. To date there have been significant fluctuations in the global economy and equity markets, and the movement of people and goods has experienced significant restrictions.

The Company's ability to fund ongoing operations and exploration is affected by the availability of financing. Due to market uncertainty the Company may be restricted in its ability to raise additional funding.

The impact of these factors on the Company over the past year was not materially significant, however, they may have a material impact on the Company's financial position, results of operations and cash flows in future periods. In particular, there may be heightened risk of going concern uncertainty.

As the Company does not have production activities, its capacity to fund ongoing exploration is affected by the availability of equity financing on terms which are acceptable to it. The ability of the Company to realize the carrying values of its deferred property costs will also depend on its ability to develop an economically feasible project or projects and to ultimately achieve commercial production on that basis, or to profitably dispose of such interests to other parties. Due to market uncertainty, the Company may be restricted in its ability to raise additional funding.

The mineral exploration sector in general involves significant levels of inherent business risk and is subject to multiple variables which are not controllable by the Company, such as commodity prices and matters related to land access and use. The impact of these factors on the Company is not yet determinable; however, they may have a material impact on the Company's financial position, results of operations and cash flows in future periods. In particular, there may be heightened risk of mineral property impairment and going concern uncertainty.

HIGHGOLD MINING INC.**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2021 AND 2020**

(Expressed in Canadian dollars)
(Unaudited)

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

These condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) applicable to the preparation of interim financial statements, including IAS 34, Interim Financial Reporting. These condensed consolidated interim financial statements should be read in conjunction with the Company’s audited consolidated financial statements for the year ended December 31, 2020, which have been prepared in accordance with IFRS issued by the IASB.

The accounting policies applied in these condensed consolidated interim financial statements are based on IFRS issued as at November 24, 2021, the date the Board of Directors of the Company approved these financial statements. They are consistent with the policies applied to the preparation of the annual financial statements and are disclosed in detail therein.

b) Basis of consolidation

These consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries, Epica Gold Inc. (“Epica”) and JT Mining, Inc. (“JT Mining”) from the effective date of the Arrangement of August 1, 2019. Inter-company balances and transactions are eliminated on consolidation.

c) Basis of measurement

These condensed consolidated interim financial statements have been prepared on a historical cost basis except for the initial measurement of the Arrangement as described in Note 1 and financial instruments classified as financial instruments at fair value through profit or loss, which are stated at their fair value. In addition, these condensed consolidated interim financial statements have been prepared using the accrual basis of accounting except for cash flow information.

These condensed consolidated interim financial statements are presented in Canadian dollars, which is also the Company’s functional currency. The functional currency of Epica and JT Mining is also the Canadian dollar.

d) Judgments and estimates

The preparation of these condensed consolidated interim financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, revenues and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances and which form the basis of making judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and further periods if the revision affects both current and future periods.

HIGHGOLD MINING INC.**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
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- Significant areas requiring the use of estimates relate to the determination of impairment of exploration and evaluation properties, determination of the inputs to the Black Scholes option pricing model, and any required provisions for closure and reclamation.
- A significant judgment made involved the determination that the best representation of fair value in respect to the mineral property interests acquired from Constantine, upon completion of the Arrangement, was their related deferred carrying amounts in the accounts of Constantine.
- Judgment was also involved in the determination that the Company and its wholly-owned subsidiaries shared a common functional currency.

e) Accounting Standards Adopted, or Issued but not yet Effective

The Company adopted no material new accounting standards during the current fiscal year, and is unaware of any applicable, but not-yet-adopted standards that are expected to materially affect the financial statements of future periods.

f) Comparative Figures

Certain comparative figures have been reclassified in accordance with the current period's presentation.

3. MARKETABLE SECURITIES

During the year ended December 31, 2020, the Company received 400,000 shares of Fireweed Zinc Ltd. valued at \$365,250 related to the sale of three properties in the Mac Pass area, Yukon (Note 5). The Company sold 50,000 shares of Fireweed for proceeds of \$59,850 resulting in a gain of \$14,194 during the year ended December 31, 2020. The Company sold an additional 80,000 shares of Fireweed for proceeds of \$69,950 resulting in a loss of \$3,100 during the nine months ended September 30, 2021. As at September 30, 2021, the fair value of the 270,000 (December 31, 2020 – 350,000) shares was \$237,600 (December 31, 2020 - \$378,000) resulting in an unrealized loss of \$67,350 (2020 – gain of \$62,750) for the nine months ended September 30, 2021.

During the nine months ended September 30, 2021, the Company received 250,000 shares of Snowline Gold Corp. valued at \$125,000 related to the sale of mining claims in the Mayo mining district, Yukon (Note 5). As at September 30, 2021, the fair value of the 250,000 (December 31, 2020 – Nil) shares was \$112,500 (December 31, 2020 - \$Nil) resulting in an unrealized loss of \$12,500 (2020 – \$Nil) for the nine months ended September 30, 2021.

HIGHGOLD MINING INC.
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
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4. EQUIPMENT
Cost

Opening balance, December 31, 2019	\$	-
Additions		51,417
Ending balance, December 31, 2020		51,417
Additions		86,433
Ending balance, September 30, 2021	\$	137,850

Accumulated Depreciation

Opening balance, December 31, 2019	\$	-
Depreciation		5,142
Ending balance, December 31, 2020		5,142
Depreciation		13,424
Ending balance, September 30, 2021	\$	18,566

Net Book Value

Balance, December 31, 2020	\$	46,275
Balance, September 30, 2021	\$	119,284

5. EXPLORATION AND EVALUATION ASSETS

	Balance December 31, 2019	Fiscal 2020 Expenditures	Balance December 31, 2020	Fiscal 2021 Expenditures	Balance September 30, 2021
Johnson Tract Property, Alaska, USA					
Acquisition from Constantine	\$ 967,668	\$ -	\$ 967,668	\$ -	\$ 967,668
Subsequent acquisition costs	17,902	87,513	105,415	93,848	199,263
Administration	26,775	218,945	245,720	109,974	355,694
Assaying and testing	101,081	272,713	373,794	322,978	696,772
Camp costs and field support	372,886	957,787	1,330,673	1,059,592	2,390,265
Community relations and advocacy	5,504	11,061	16,565	12,589	29,154
Depreciation	-	5,142	5,142	13,424	18,566
Drilling	605,834	5,026,315	5,632,149	4,166,448	9,798,597
Environmental	2,685	31,867	34,552	70,190	104,742
Geology and project management	366,369	1,342,355	1,708,724	1,046,354	2,755,078
Geophysics	2,380	242,662	245,042	440,593	685,635
Permitting	-	82,998	82,998	12,006	95,004
Share-based compensation	-	274,440	274,440	285,803	560,243
Technical consulting and engineering	6,863	89,291	96,154	35,768	131,922
Transportation	720,362	2,024,687	2,745,049	2,520,687	5,265,736
	\$ 3,196,309	\$ 10,667,776	\$ 13,864,085	\$ 10,190,254	\$ 24,054,339

HIGHGOLD MINING INC.
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2021 AND 2020**

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	Balance December 31, 2019	Fiscal 2020 Expenditures	Balance December 31, 2020	Fiscal 2021 Expenditures	Balance September 30, 2021
Munro-Croesus Property, Ontario, Canada					
Acquisition from Constantine	\$ 2,099,902	\$ -	\$ 2,099,902	\$ -	\$ 2,099,902
Subsequent acquisition costs	-	1,953,884	1,953,884	764,290	2,718,174
Administration	34,306	60,505	94,811	29,490	124,301
Assaying and testing	12,251	142,862	155,113	72,689	227,802
Camp costs and field support	515	41,290	41,805	17,496	59,301
Community relations and advocacy	5,020	23,743	28,763	69,638	98,401
Drilling	-	557,281	557,281	-	557,281
Geology and project management	12,821	279,705	292,526	345,906	638,432
Geophysics	1,696	164,896	166,592	63,279	229,871
Property maintenance	-	7,168	7,168	12,874	20,042
Share-based compensation	-	85,502	85,502	113,300	198,802
Technical consulting and engineering	-	-	-	15,667	15,667
Transportation	7,966	41,201	49,167	10,044	59,211
	\$ 2,174,477	\$ 3,358,037	\$ 5,532,514	\$ 1,514,673	\$ 7,047,187
Golden Mile Property, Ontario, Canada					
Acquisition from Constantine	\$ 306,751	\$ -	\$ 306,751	\$ -	\$ 306,751
Subsequent acquisition costs	1,500	-	1,500	800	2,300
Administration	21,282	20,484	41,766	10,114	51,880
Advance royalty payments	10,000	10,000	20,000	-	20,000
Assaying and testing	-	41,628	41,628	1,514	43,142
Camp costs and field support	959	5,590	6,549	4,760	11,309
Community relations and advocacy	-	24,830	24,830	87,759	112,589
Drilling	3,320	165,123	168,443	-	168,443
Geology and project management	19,342	54,157	73,499	42,160	115,659
Geophysics	1,696	-	1,696	-	1,696
Share-based compensation	-	26,283	26,283	24,990	51,273
Transportation	2,001	11,201	13,202	-	13,202
	\$ 366,851	\$ 359,296	\$ 726,147	\$ 172,097	\$ 898,244
Golden Perimeter Property, Ontario, Canada					
Acquisition from Constantine	\$ 133,307	\$ -	\$ 133,307	\$ -	\$ 133,307
Subsequent acquisition costs	10,000	54,450	64,450	-	64,450
Administration	54,853	20,484	75,337	10,114	85,451
Assaying and testing	37,112	66,924	104,036	1,514	105,550
Camp costs and field support	29,364	36,924	66,288	140	66,428
Community relations and advocacy	677	22,241	22,918	99,051	121,969
Drilling	3,320	214,586	217,906	-	217,906
Geology and project management	10,839	189,383	200,222	68,709	268,931
Geophysics	71,286	189,324	260,610	-	260,610
Share-based compensation	-	37,730	37,730	24,293	62,023
Technical consulting and engineering	3,428	-	3,428	-	3,428
Transportation	29,162	25,483	54,645	-	54,645
	\$ 383,348	\$ 857,529	\$ 1,240,877	\$ 203,821	\$ 1,444,698

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FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2021 AND 2020**

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	Balance December 31, 2019	Fiscal 2020 Expenditures	Balance December 31, 2020	Fiscal 2021 Expenditures	Balance September 30, 2021
Yukon, Canada					
Acquisition from Constantine	\$ 1	\$ -	\$ 1	\$ -	\$ 1
Administration	11,034	4,500	15,534	2,339	17,873
Geology and project management	366	3,181	3,547	111	3,658
Cost recoveries	-	(17,021)	(17,021)	(4,511)	(21,532)
	\$ 11,401	\$ (9,340)	\$ 2,061	\$ (2,061)	\$ -
Total	\$ 6,132,386	\$ 15,233,298	\$ 21,365,684	\$ 12,078,784	\$ 33,444,468

The Johnson Tract Property, Munro-Croesus Property, Golden Mile Property, Golden Perimeter Property and Yukon Land Position and Joint Venture were acquired from Constantine pursuant to the Arrangement dated June 24, 2019. As such, all underlying agreements with respect to these properties were assigned to the Company effective August 1, 2019 (Note 1).

a) Johnson Tract Property, Alaska

In May 2019, Constantine completed a definitive agreement (“Agreement”) with Cook Inlet Region, Inc. (“CIRI”) for the lease rights to the 20,942 acre Johnson Tract property located 200 kilometers southwest of Anchorage, in Southcentral Alaska. Commercial terms outlined in the Agreement include a cash payment of US\$50,000 due on signing of the Agreement (paid), a 10-year lease with a renewal option, and annual lease payments of US\$75,000 for years one through five, escalating to US\$150,000 from year six onwards, until production is achieved. Under the terms of the Agreement, the Company may exercise its option to maintain the lease rights by incurring US\$10 million in expenditures over the first 10 years (incurred), inclusive of at least US\$7.5 million within the first 6 years (incurred). Upon completing such expenditure requirements and satisfying other lease conditions, the Company may renew the lease for an additional 5 years (11 through 15) by making annual lease payments of US\$150,000 per year (inflation adjusted) and completing an additional US\$10 million in expenditures. The lease rights are subject to certain back-in rights by CIRI, pursuant to which, upon a construction decision CIRI has the one-time option to acquire up to a 25% participating interest in the project. Upon exercise of the back-in, a joint venture would be formed for the development, construction and operation of a mine on the property in which the Company and CIRI would each contribute pro-rata to any such expenditures. No cash payments are required for CIRI to exercise its option. The one-time right is exercisable upon completion of a feasibility study and a decision to construct a mine. The Agreement also includes net smelter return (“NSR”) royalties payable to CIRI of 2-3% on the base metals and a gold NSR ranging from 2.5% to 4.0%, depending on the price of gold at the time.

b) Munro-Croesus Property

The Company has a 100% ownership interest in the Munro-Croesus Property, which is located 90 kilometers east of Timmins, Ontario, and includes the former Munro-Croesus gold mine. The original Munro-Croesus property consists of 15 patented mining claims and leases and two staked claims subject to a 2% NSR payable on the property, of which 0.5% can be purchased by the Company for \$1,000,000, with a right of first refusal on the remaining 1.5% NSR.

In June 2020, the Company entered into three separate agreements with arm’s length vendors to acquire an aggregate of 38 patented mining claims, three single cell mining claims, one boundary cell mining claim and four

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FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2021 AND 2020**

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mining leases (the "Property") contiguous to the Company's Munro-Croesus Property. In consideration, the Company will issue an aggregate of 200,000 common shares (issued and valued at \$396,000) and make cash payments in the aggregate amount of \$475,000 (paid). Pursuant to the terms of the agreements, the Property is subject to certain NSR royalties, a portion of which may be purchased back by the Company, and an offtake right on base metal concentrates from a portion of the Property.

Between October and December 2020, the Company entered into three additional agreements with various arm's length vendors to acquire an aggregate of 12 patented mining claims, one leasehold property consisting of 16 mining claims, one mining licence of occupation, 13 single cell mining claims, and three boundary cell mining claims (collectively, the "Properties") that are contiguous to the Company's Munro-Croesus Property. The acquired Properties are subject to certain NSR royalties, a portion of which may be purchased back by the Company. In consideration of the acquisitions, the Company made aggregate cash payments totaling \$100,000 and issued an aggregate of 424,976 common shares of the Company (valued at \$740,884).

During the nine months ended September 30, 2021, the Company acquired three mineral properties surrounding the Company's Munro-Croesus Property. The Company entered into three separate agreements with arm's length vendors to acquire an aggregate of 12 single-cell mining claims, three patented mining claims and one leasehold property consisting of four mining claims in the Timmins region, Ontario (the "Acquired Properties"). For consideration, the Company has agreed to make cash payments in the aggregate amount of \$200,000 (paid) and USD\$150,000 (paid) and issue an aggregate of 60,000 common shares of the Company to the vendors (valued at \$97,800) (Note 6). Pursuant to the agreements, the Acquired Properties are subject to certain NSR royalties, a portion of which may be purchased back by the Company.

On August 27, 2021, the Company entered into a purchase and sale agreement to acquire certain mining claims located adjacent to the Company's Munro-Croesus Property. For consideration, the Company has agreed to make a cash payment of \$150,000 (paid) and issue 153,846 common shares of the Company (valued at \$169,231) (Note 6). There is a 2% NSR payable on the property, of which 1% can be purchased by the Company at any time for \$2,000,000 and the other 1% can be purchased by the Company at any time after the spot price of gold exceeds US\$3,000 per ounce on the London Metal Exchange for US\$3,000,000.

c) Golden Mile Property

The Company owns 100% of the Golden Mile property, comprised of 32 claims in the Porcupine Mining Division in northern Ontario, Canada. There is a 3% NSR payable to previous owners of the property, of which 1/3 of the NSR may be purchased by the Company at any time for \$1,000,000. The Company must also make annual advance royalty payments of \$10,000, which are deductible from future NSR payments.

On July 8, 2021, the Company issued 37,313 common shares valued at \$56,716 related to an exploration agreement on the Golden Mile property (Note 6).

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d) Golden Perimeter Property

On December 15, 2018, Constantine entered into an agreement to acquire the Golden Perimeter property, comprised of 561 claims located in the Porcupine Mining Division in northern Ontario, Canada. In order to continue to maintain the option and acquire the Golden Perimeter property, the Company must make cash payments totaling \$65,000 (\$20,000 paid) and issue 100,000 of its shares over the remaining three year period of the agreement (issued 30,000 common shares valued at \$39,450). Upon completion of the cash payments and share issuances, the Company will make annual advance royalty payments of \$10,000, commencing on December 15, 2024 and each year thereafter, until commercial production commences. There is a 2.5% NSR on the property, of which 1.0% can be purchased by the Company at any time for \$750,000. The Company will retain the right of first refusal on the remaining 1.5% NSR.

On July 8, 2021, the Company issued 37,313 common shares valued at \$56,716 related to an exploration agreement on the Golden Perimeter property (Note 5).

e) Yukon Land Position and Joint Venture

The Company holds a 50% interest in a joint venture with Carlin Gold Corporation (“Carlin”) which controls over 3,000 claims in the Mayo and Watson Lake Mining Districts, Yukon. The claims are distributed in twelve blocks that total approximately 65,000 hectares (250 square miles).

Mineral Property Option Agreement with Fireweed Zinc Ltd. (“Fireweed”)

Under the auspices of the Constantine Carlin Joint Venture (“CCJV”), in May 2017 Constantine entered into a mineral property option agreement granting Fireweed an option to purchase a 100% interest in three properties totaling 624 claims in the Mac Pass area, Yukon. The subject claims were staked under the CCJV, and all remaining option payments and royalties from the Fireweed option agreement are to be split between the Company and Carlin.

Pursuant to the original Option Agreement dated April 23, 2018, and as amended by agreements dated May 6, 2020 and August 11, 2020, Fireweed exercised its option on September 19, 2020 and completed the purchase of the 624 claims from the CCJV. Pursuant to the original and amended terms of the option agreement, the Company received an aggregate of 400,000 common shares of Fireweed during the year ended December 31, 2020, which were valued at \$365,250 and resulted in a gain on sale of exploration and evaluation assets of \$348,229 (Note 3).

Under the terms of the agreement with Fireweed, NSR rights will be retained by the Company and Carlin, consisting of a 0.5% NSR on base metals and silver and a 2.0% NSR on all other metals. An additional payment of \$750,000 will be payable to the CCJV members upon Fireweed reporting an indicated resource of at least 2.0 million tonnes on the optioned properties.

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Mineral Property Option Agreement with Snowline Gold Corp. and Senoa Gold Corp. (the "Optionees")

On September 1, 2021 (the "Effective Date"), the Company and Carlin entered into an option agreement granting the Optionees an option to acquire a 100% ownership interest in certain leasehold mining claims in the Mayo mining district, Yukon. Pursuant to the option agreement, the Company will receive the following:

- Cash payment of \$25,000 on the Effective Date (received);
- Cash payment of \$25,000 on or before the first anniversary of the Effective Date; and
- 250,000 shares of Snowline Gold Corp. on or before the first anniversary of the Effective Date (received and valued at \$125,000) (Note 3).

6. SHARE CAPITAL**Authorized**

The Company has authorized share capital of an unlimited number of common shares and preferred shares without par value. Disclosures on any shares issued are provided in the Statements of Changes in Shareholders' Equity. Common and/or preferred shareholders are entitled to receive dividends if and when declared by the Directors.

During the nine months ended September 30, 2021

On January 15, 2021, the Company issued 60,000 common shares valued at \$97,800 related to the acquisition of three mineral properties surrounding the Munro-Croesus property (Note 5).

On July 8, 2021, the Company issued 74,626 common shares valued at \$113,432 related to an exploration agreement on the Golden Mile and Golden Perimeter properties (Note 5).

On September 28, 2021, the Company issued 153,846 common shares valued at \$169,231 related to the acquisition of a mineral claims surrounding the Munro-Croesus property (Note 5).

During the nine months ended September 30, 2021, an aggregate of 412,498 stock options of the Company were exercised resulting in the issuance of 412,498 common shares of the Company for total cash proceeds of \$242,081.

During the nine months ended September 30, 2021, an aggregate of 5,809,352 share purchase warrants of the Company were exercised resulting in the issuance of 5,809,352 common shares of the Company for total cash proceeds of \$4,045,608.

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Escrow Shares

Under the terms of the escrow policies of the TSX Venture Exchange, all of the 1,040,791 shares issued to directors and officers of the Company before it was listed on the TSX Venture Exchange were escrowed upon issuance. On September 19, 2019, 10% of the escrowed shares were released. The remaining 90% will be released over three years, on the basis of 15% every six months following the first release date. As at September 30, 2021, a total of 312,237 common shares were held in escrow.

Flow-through recovery

Any premium realized on the issuance of flow-through shares is recognized in income upon renunciation, to the extent that the Company has unused tax assets available to offset the liability associated with that premium.

Stock Options

Under the Company's stock option plan, the maximum number of shares that may be reserved for issuance is limited to 10% of the issued and outstanding common shares of the Company at any time. Under the plan, the exercise price of an option may not be less than the discounted market price. The options may have a maximum term of 10 years and be vested at the discretion of the board of directors.

On March 3, 2020, the Company granted 1,330,000 stock options to certain directors, officers, employees and/or consultants of the Company with an exercise price of \$1.00 expiring in 5 years. A total of 530,000 stock options vest immediately and the remaining 1,200,000 stock options vest over 2 years. The fair value of these options was calculated to be \$0.72 per option.

On May 19, 2021, the Company granted 1,642,500 stock options to certain directors, officers, employees and/or consultants of the Company with an exercise price of \$1.43 expiring in 5 years. A total of 547,500 stock options vest immediately and the remaining 1,095,000 stock options vest over 2 years. The fair value of these options was calculated to be \$1.03 per option.

On May 19, 2021, the Company granted 40,000 stock options to a consultant of the Company with an exercise price of \$1.43 expiring in 2 years. A total of 13,333 stock options vest immediately and the remaining 26,667 stock options vest over 2 years. The fair value of these options was calculated to be \$0.77 per option.

The weighted average fair value of stock options granted are estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions made during the six months ended June 30, 2021 and year ended December 31, 2020:

	Nine months ended September 30, 2021	Year ended December 31, 2020
Risk-Free Annual Interest	0.33% - 0.95%	0.90%
Expected Volatility	94.87% - 104.46%	96.20%
Expected Life of Option	4.93 years	5.00 years
Expected Annual Dividend	0%	0%

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During the nine months ended September 30, 2021, the Company recognized share-based compensation in administrative expenses and capitalized to exploration and evaluation assets in the amount of \$617,385 (2020 - \$389,976) and \$448,386 (2020 - \$307,775), respectively.

Black-Scholes option pricing model require the input of highly subjective assumptions. Changes in the subjective input assumptions can materially affect the fair value estimate, and therefore the existing models may not necessarily provide a single reliable measure of the fair value.

	Nine months ended September 30, 2021		Year ended December 31, 2020	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Opening	3,461,238	\$ 0.78	2,667,892	\$ 0.74
Granted	1,682,500	\$ 1.43	1,330,000	\$ 1.00
Exercised	(412,498)	\$ 0.59	(330,409)	\$ 1.11
Expired/cancelled	(2,083)	\$ 0.86	(206,245)	\$ 1.21
Ending	4,729,157	\$ 1.03	3,461,238	\$ 0.78

As at September 30, 2021, the following options are outstanding:

Number of options	Exercisable	Exercise price	Expiry date
62,496	62,496	\$1.37	June 2, 2022
25,000	25,000	\$1.59	February 5, 2023
58,333	58,333	\$1.46	June 6, 2023
58,333	58,333	\$0.94	December 24, 2023
274,163	274,163	\$1.16	June 14, 2024
1,283,332	1,283,332	\$0.45	September 16, 2024
1,285,000	885,000	\$1.00	March 3, 2025
40,000	13,333	\$1.43	May 20, 2023
1,642,500	547,500	\$1.43	May 19, 2026
4,729,157	3,207,490		

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Share Purchase Warrants

	Nine months ended September 30, 2021		Year ended December 31, 2020	
	Number of warrants	Weighted average exercise price	Number of warrants	Weighted average exercise price
Opening	10,582,763	\$ 1.28	13,901,956	\$ 1.20
Exercised	(5,809,352)	\$ 0.70	(3,319,193)	\$ 0.95
Expired	(93,501)	\$ 0.70	-	-
Ending	4,679,910	\$ 2.02	10,582,763	\$ 1.28

As at September 30, 2021, the following warrants are outstanding:

	Number of warrants	Exercise price	Expiry date
	356,875	\$0.45	August 19, 2024
	3,535,079	\$2.15	May 29, 2023
	787,956	\$2.15	July 19, 2023
	4,679,910		

7. RELATED PARTY TRANSACTIONS

Details of transactions between the Company and other related parties, in addition to those transactions disclosed elsewhere in these consolidated financial statements, are described as follows.

a) Compensation of Key Management Personnel

The compensation paid or payable to key management personnel, including consulting and professional fees for administrative, management, accounting and legal services, and salaries, wages and benefits and share-based compensation provided by these related parties, during the nine months ended September 30, 2021 and 2020 are as follows:

	Nine months ended September 30, 2021	Nine months ended September 30, 2020
	\$	\$
Capitalized fees to exploration and evaluation assets	555,495	461,040
Management and consulting fees	-	235,000
Salaries, wages, bonuses and benefits	289,500	297,000
Share-based compensation	457,864	375,665
	1,302,859	1,368,705

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All related party transactions were in the ordinary course of business and were measured at their exchange amount as agreed between the related parties.

b) Related Party Balances

As at September 30, 2021 and December 31, 2020, the Company has the following amounts owed to related parties, included in accounts payable, that are noninterest bearing, unsecured, and have no specified terms of repayment.

	September 30, 2021	December 31, 2020
	\$	\$
Due to Chief Executive Officer	-	4,351
Due to a Director	3,135	1,326
Due to Vice President of Investor Relations	-	1,413
	3,135	7,090

8. FINANCIAL INSTRUMENTS
Classification of financial instruments

As at September 30, 2021	Financial assets – FVTPL	Financial assets – amortized cost	Financial liabilities – amortized cost
	\$	\$	\$
Cash and cash equivalents	-	11,503,090	-
Marketable securities	350,100	-	-
Accounts payable and accrued liabilities	-	-	2,143,473

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets and liabilities;

Level 2 – Inputs other than quoted prices that are directly or indirectly observable for the asset or liability; and

Level 3 – Inputs that are not based on observable market data.

The fair value of the Company's cash and cash equivalents, amounts receivable, accounts payable and accrued liabilities approximates the carrying amount due to the short-term nature of these instruments.

The Company's marketable securities carried at fair value have been classified as Level 1 within the fair value hierarchy.

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Management of Industry and Financial Risk

The Company is exposed to various risks in relation to financial instruments. The Company's risk management is coordinated at its head office in Canada in close cooperation with the board of directors and focuses on actively securing the Company's short to medium-term cash flows and raising finances for the Company's capital expenditure program. The Company does not actively engage in the trading of financial assets for speculative purposes. The most significant financial risks to which the Company is exposed are described below.

a) Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfil its payment obligations. The Company limits its exposure to credit loss for cash by placing its cash with high quality financial institutions and for trade receivables by performing standard credit checks. The credit risk for cash is considered negligible since the counterparties are reputable banks with high quality external credit ratings.

b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations when they become due. The Company ensures, as far as reasonably possible, that it will have sufficient capital in order to meet short-term business requirements, after taking into account cash flows from operations and the Company's holdings of cash. As at September 30, 2021, the Company has working capital of \$10,133,701 (December 31, 2020 - \$18,012,545). There can be no assurance that the Company will be successful with generating and maintaining profitable operations or will be able to secure future debt or equity financing for its working capital and expansion activities.

c) Foreign exchange risk

The Company operates internationally and is exposed to foreign currency risk arising from currency exposures to Canadian dollars. The main currency to which the Company has an exposure is the U.S. dollar. The Company is exposed to currency risk to the extent of its cash and trade and other payables that are denominated in U.S. dollars. The Company does not hedge its exposure to fluctuations in the related foreign exchange rates.

Based on the Company's net US currency exposure as at September 30, 2021, and assuming all other variables remain constant, a 15% weakening or strengthening of the Canadian dollar against the US dollar would result in an increase/decrease of approximately \$312,000 in comprehensive income/loss for the period.

d) Interest Rate Risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company does not hold any assets or liabilities subject to variable interest rates, and as such, the Company is not exposed to significant interest rate risk.

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e) Equity Price Risk

Equity price risk arises from market fluctuations in equity prices that could adversely affect the Company's operations. The Company's current exposure to equity price risk is limited to declines in the values and volumes including those of its own shares, which could impede its ability to raise additional funds when required and movements in individual equity prices or general movements in the level of the stock market. The Company closely monitors the individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company. As at September 30, 2021, the Company's marketable securities of \$350,100 are subject to fair value fluctuations.

Based on the Company's marketable securities as at September 30, 2021, and assuming all other variables remain constant, a 10% increase/decrease in the fair value of marketable securities would result in an increase/decrease of approximately \$35,000 in comprehensive income/loss for the period.

9. CAPITAL DISCLOSURES

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development and expansion of its business and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk level.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Company may attempt to issue new shares or debt, dispose of assets, or adjust the amount of cash and cash equivalents. There can be no assurance that the Company will be able to obtain debt or equity capital in the case of operating cash deficits.

In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. The Company does not pay out dividends in order to conserve cash reserves and to maximize ongoing exploration efforts. The Company's share capital is not subject to external restrictions. The Company has not paid or declared any dividends since the date of incorporation, nor are any contemplated in the foreseeable future.

The Company is not subject to externally imposed capital requirements as at September 30, 2021 except when the Company issues flow-through shares for which the amount should be used for exploration work. On December 5, 2019 and December 23, 2020, the Company completed a flow-through private placement totalling \$2,304,000 and \$3,700,000, respectively. As at September 30, 2021, the Company incurred \$3,241,989 (December 31, 2020 - \$2,325,171) in eligible exploration and evaluation expenditures and consequently the Company has the obligation to incur a remaining balance of \$2,762,011 (December 31, 2020 - \$3,678,829) no later than December 31, 2021. However, due to the Coronavirus pandemic, federal legislation was proposed by the Department of Finance to extend the deadline for expenditures by one year, to December 31, 2022.

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10. SEGMENTED INFORMATION

The assets and operations of the Company are located in Canada and the United States.

	Canada	United States	TOTAL
	\$	\$	\$
Nine months ended September 30, 2021			
Net income (loss)	(1,656,382)	195,408	(1,460,974)
As at September 30, 2021			
Current assets	9,750,507	2,526,667	12,277,174
Non-current assets	9,390,130	24,173,622	33,563,752
Total liabilities	539,423	1,604,050	2,143,473

11. SUBSEQUENT EVENTS

On October 27, 2021, the Company concurrently closed a bought deal offering and non-brokered private placement consisting, in aggregate, of 11,750,000 common shares of the Company at a price of \$1.60 per share for gross proceeds of \$18,800,000.

On November 4, 2021, the Company announced that it had entered into an agreement to acquire 10 single-cell mining claims and 14 boundary cell mining claims totaling approximately 2.7 km² (269 ha) in the Timmins region, Ontario. In consideration of the acquisition, and subject to TSX Venture Exchange acceptance, the Company agreed to make a cash payment in the amount of \$50,000 and to issue 100,000 common shares of the Company to the vendors. Pursuant to the agreements, the acquired properties are subject to certain net smelter returns royalties, a portion of which royalties may be purchased back by the Company.