



**UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS**  
FOR THE SECOND QUARTER ENDED AUGUST 31, 2022 and 2021  
*(Expressed in Canadian dollars) (Unaudited)*

2022

---

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

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the financial statements; they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these interim financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

# VOYAGER METALS INC.

## STATEMENTS OF FINANCIAL POSITION

(Expressed in Canadian dollars)

As at,	Note	August 31, 2022	February 28, 2022
<b>ASSETS</b>			
<b>Current</b>			
Cash and cash equivalents		\$ 526,296	\$ 991,787
Receivables and other	7	455,272	296,116
Investment in marketable securities	8	120,660	190,223
<b>Total current assets</b>		<b>1,102,228</b>	<b>1,478,126</b>
<b>Non-current</b>			
Property, plant and equipment	9	512,237	561,855
Exploration and evaluation assets	10	10,581,704	8,445,331
<b>Total assets</b>		<b>12,196,169</b>	<b>10,485,312</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>			
<b>Current</b>			
Accounts payable and accrued liabilities	11, 16	2,501,001	1,164,905
Debentures	13	3,654,827	3,191,422
Debenture interest payable	13	98,301	96,164
Lease obligations	12	96,153	112,217
<b>Total current liabilities</b>		<b>6,350,282</b>	<b>4,564,708</b>
<b>Non-current</b>			
Loan payable to related party	16	1,331,560	-
Lease obligations	12	359,059	414,605
<b>Total liabilities</b>		<b>8,040,901</b>	<b>4,979,313</b>
<b>SHAREHOLDERS' EQUITY</b>			
Capital stock, issued and outstanding	14	13,597,457	13,167,127
Reserves		4,152,208	4,275,038
Accumulated deficit		(13,594,397)	(11,936,166)
<b>Total shareholders' equity</b>		<b>4,155,268</b>	<b>5,505,999</b>
<b>Total liabilities and shareholders' equity</b>		<b>\$ 12,196,169</b>	<b>\$ 10,485,312</b>

Going Concern (see note 2) and commitments and contingencies (see note 20)

### APPROVED AND AUTHORIZED ON BEHALF OF THE BOARD:

/s/ Cliff Hale-Sanders

President and CEO

/s/ Alonso Sotomayor

Chief Financial Officer

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

## VOYAGER METALS INC.

### STATEMENTS OF LOSS AND COMPREHENSIVE LOSS

(Expressed in Canadian dollars)

	Note	Three months ended Aug 31,		Six months ended Aug 31,	
		2022	2021	2022	2021
<b>General and administrative expenses</b>					
Management fees	16	219,732	112,242	400,763	211,490
Advertising and promotion		\$ 90,466	\$ 102,750	\$ 204,304	\$ 281,549
Professional and consulting fees		49,607	61,000	144,015	101,061
Office and miscellaneous		74,917	43,425	111,783	68,457
Depreciation	9	25,492	-	49,859	1,610
Foreign exchange loss		15,392	3	15,499	4
Share-based payments	14	-	247,000	-	247,000
<b>Loss before other expense</b>		<b>475,606</b>	<b>566,420</b>	<b>926,223</b>	<b>911,171</b>
<b>Other expense</b>					
Finance expense	15	335,887	302,043	662,445	303,111
Adjustment of FVTPL financial instruments to market	8	51,013	-	69,563	-
Deferred income tax recovery		-	(280,588)	-	(334,588)
<b>Loss and comprehensive loss for the period</b>		<b>\$ (862,506)</b>	<b>\$ (587,875)</b>	<b>\$ (1,658,231)</b>	<b>\$ (879,694)</b>
<b>Basic and diluted income (loss) per share</b>					
Basic	14	(0.009)	(0.007)	(0.018)	(0.011)
Diluted	14	(0.009)	(0.007)	(0.018)	(0.011)
<b>Weighted average number of shares outstanding</b>					
Basic	14	91,842,987	84,697,550	91,639,180	82,898,018
Diluted	14	91,842,987	84,697,550	91,639,180	82,898,018

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

# VOYAGER METALS INC.

## STATEMENTS OF CASH FLOWS (Expressed in Canadian dollars)

	Note	Six months ended August 31,	
		2022	2021
<b>OPERATING ACTIVITIES</b>			
Net loss for the period		\$ (1,658,231)	\$ (879,694)
Add (deduct) the following items			
Depreciation	9	49,859	1,610
Accretion expense	15	463,405	203,741
Change in fair value of marketable securities	8	69,563	-
Share-based payments	14	-	247,000
Operating cash flows before changes in working capital		(1,075,404)	(427,343)
Changes in non-cash working capital items:			
Receivables and other	7	(84,156)	(152,550)
Accounts payable and accrued liabilities	11	339,939	(619,408)
Debenture interest payable	13	196,603	99,370
Flow-through share premium	14	-	(334,588)
<b>Cash flows (used in) provided by operating activities</b>		<b>\$ (623,019)</b>	<b>\$ (1,434,519)</b>
<b>INVESTING ACTIVITIES</b>			
Expenditures in exploration and evaluation assets	10	(1,140,216)	(913,116)
Repayment of liability right of use asset	9	(71,851)	-
<b>Cash flows used in investing activities</b>		<b>\$ (1,212,067)</b>	<b>\$ (913,116)</b>
<b>FINANCING ACTIVITIES</b>			
Proceeds from debentures	13	-	3,900,000
Debenture interest paid	13	(194,466)	-
Exercise of options for cash	14	109,500	128,000
Loan payable to related party	16	1,311,100	-
Loan interest payable to related party	16	20,460	-
Exercise of warrants for cash	14	123,000	127,521
Proceeds from flow-through shares (net)	14	-	1,999,999
<b>Cash flows provided by financing activities</b>		<b>\$ 1,369,594</b>	<b>\$ 6,155,520</b>
<b>Change in cash during the period</b>		<b>(465,491)</b>	<b>3,807,885</b>
<b>Cash, beginning of period</b>		<b>991,787</b>	<b>756,241</b>
<b>Cash, end of period</b>		<b>\$ 526,296</b>	<b>\$ 4,564,126</b>
Cash and cash equivalents		526,296	3,176,109
Restricted cash		-	1,388,017
<b>Cash, end of the period</b>		<b>526,296</b>	<b>4,564,126</b>

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

## VOYAGER METALS INC.

### STATEMENTS OF CHANGES IN SHAREHOLDER'S EQUITY

(Expressed in Canadian dollars)

	Note	Number of shares	Issued Share Capital	Reserves	Accumulated Deficit	Total
<b>Balance, February 28, 2021</b>		<b>78,056,186</b>	<b>10,873,975</b>	<b>2,838,408</b>	<b>(9,556,455)</b>	<b>4,155,928</b>
Private placement	14	4,705,880	\$ 1,999,999	\$ 255,624	\$ -	\$ 2,255,623
Share issue costs	14	-	(445,074)	-	-	(445,074)
Finder warrants	14	-	-	35,012	-	35,012
Flow-through share premium	14	-	(470,588)	-	-	(470,588)
Warrants exercised	14	1,036,571	155,440	(27,921)	-	127,519
Debenture warrants	13, 14	-	-	884,554	-	884,554
Debenture Finder warrants	13, 14	-	-	185,085	-	185,085
Stock options issued	14	-	-	247,000	-	247,000
Stock options exercised	14	1,000,000	193,273	(65,272)	-	128,001
Loss for the period		-	-	-	(879,694)	(879,694)
<b>Balance, August 31, 2021</b>		<b>84,798,637</b>	<b>\$ 12,307,025</b>	<b>\$ 4,352,490</b>	<b>\$ (10,436,149)</b>	<b>\$ 6,223,366</b>
Warrants exercised	14	3,352,500	454,151	(65,446)	-	388,705
Stock options issued	14	-	-	71,500	-	71,500
Stock options exercised	14	2,225,000	300,951	(83,506)	-	217,445
Shares issued for claims acquisition	10	500,000	105,000	-	-	105,000
Loss for the period		-	-	-	(1,500,017)	(1,500,017)
<b>Balance, February 28, 2022</b>		<b>90,876,137</b>	<b>\$ 13,167,127</b>	<b>\$ 4,275,038</b>	<b>\$ (11,936,166)</b>	<b>\$ 5,505,999</b>
Warrants exercised	14	1,200,000	215,536	(35,536)	-	180,000
Stock options exercised	14	900,000	214,794	(87,294)	-	127,500
Loss for the period		-	-	-	(1,658,231)	(1,658,231)
<b>Balance, August 31, 2022</b>		<b>92,976,137</b>	<b>\$ 13,597,457</b>	<b>\$ 4,152,208</b>	<b>\$ (13,594,397)</b>	<b>\$ 4,155,268</b>

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

## **VOYAGER METALS INC.**

### **Notes to the Condensed Interim Financial Statements**

**For the Second Quarter Ended August 31, 2022 and 2021 and the Year Ended February 28, 2022**  
**(Expressed in Canadian dollars)**

---

#### **1. General information and nature of operations**

---

Voyager Metals Inc. (“**Voyager Metals**” or the “**Company**”) was incorporated on February 27, 2007, pursuant to the *Business Corporations Act* (Ontario) and was classified as engaged in the exploration of its properties for base metals and precious metals in Canada. All mineral property interests held are currently in the exploration stage.

The Company listed its common shares on the TSX Venture Exchange for trading upon the completion of its initial public offering (“IPO”) as disclosed in a prospectus filed with the regulators and dated May 25, 2007. The Company’s shares are listed under the symbol VONE on the TSX Venture Exchange.

These financial statements of the Company were authorized for issue in accordance with a resolution of the directors on October 26, 2022.

#### **2. Going concern disclosure**

---

The Company’s principal assets are mining claims and deferred exploration costs relating to properties which are not in commercial projects. The Company is in the process of exploring its mining claims and has not yet determined whether or not the properties will contain economically recoverable reserves.

Voyager Metals is not currently generating any revenue from its operations and for the second quarter ended August 31, 2022, the Company recorded a net comprehensive loss of \$1,658,231 (August 31, 2021 - \$879,694) and an accumulated deficit of \$13,594,397 (February 28, 2022 - \$11,936,166). Its ability to continue as a going concern is uncertain and is dependent upon its ability to fund its working capital, complete the development of its exploration projects, and eventually to generate positive cash flows from operations. Management plans to explore all alternatives possible, including joint ventures, debt and equity financings, and merger opportunities. Even if the Company has been successful in the past in doing so, there can be no assurance that additional debt or equity financing will be available to meet these requirements or available on terms acceptable to the Company. These matters represent a material uncertainty that casts significant doubt about the Company’s ability to continue as a going concern.

These financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and financial statement classifications that would be necessary were the going concern assumption inappropriate, and these adjustments could be material.

#### **3. Basis of preparation**

---

##### **(a) Statement of compliance**

These condensed interim financial statements have been prepared in accordance with International Accounting Standards 34, Interim Financial Reporting (“IAS 34”), as issued by the International Accounting Standards board (“IASB”). These condensed interim financial statements do not contain all the required annual disclosures and should be read in conjunction with the annual consolidated financial statements of the Company as at and for the year ended February 28, 2022.

The Condensed Interim Financial Statements have been prepared on a historical cost basis except for financial instruments, as set out in the accounting policies in Note 4 of the 2022 annual financial statements.

These financial statements were approved for issuance by the Board of Directors on October 26, 2022.

##### **(b) Functional and presentation currency**

The functional and presentation currency of Voyager Metals Inc. is the Canadian dollar.

In the preparation of these financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the year. Actual results could differ from these estimates. This uncertainty impacts judgements made by the Company.

## **VOYAGER METALS INC.**

### **Notes to the Condensed Interim Financial Statements**

**For the Second Quarter Ended August 31, 2022 and 2021 and the Year Ended February 28, 2022**

**(Expressed in Canadian dollars)**

---

#### **(c) Reclassifications**

Marketing and promotion expenses in the prior period have been reclassified to be presented by nature to conform to the current period presentation.

#### **4. Summary of significant accounting policies**

---

*See annual financial statements for the years ended February 28, 2022, and February 28, 2021 for a list of accounting policies used by the Company.*

#### **5. Summary of accounting estimates and judgements**

---

The preparation of the financial statements in conformity with IFRS requires management to make estimates and judgements that affect the reported amounts of assets, liabilities, and contingent liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and judgments are continuously evaluated and are based on management's experience and other factors, including on historical experience and expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates and assumptions. The estimates and judgments that, in management's opinion, have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities are disclosed in the annual audited financial statements.

*See annual financial statements for the years ended February 28, 2022, for a list of accounting estimates and judgements considered significant by management.*

#### **6. Accounting pronouncements**

---

##### **Standards and amendments issued but not yet effective or adopted**

###### *IAS 16, Property, Plant and Equipment ("IAS 16")*

The IASB issued an amendment to IAS 16, Property, Plant and Equipment to prohibit the deducting from property, plant and equipment amounts received from selling items produced while preparing an asset for its intended use. Instead, sales proceeds and its related costs must be recognized in profit or loss. The amendment will require companies to distinguish between costs associated with producing and selling items before the item of property, plant and equipment is available for use and costs associated with making the item of property, plant, and equipment available for its intended use. The amendment is effective for annual periods beginning on or after January 1, 2022, with earlier application permitted. The amendment was adopted on January 1, 2022, and there was no impact to the Company's financial statements.

###### *IAS 1 – Presentation of Financial Statements ("IAS 1")*

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

###### *IAS 37 – Provisions, Contingent Liabilities, and Contingent Assets ("IAS 37")*

The IASB has issued an amendment to IAS 37, Provisions, contingent liabilities and contingent assets to IAS 37 does not specify which costs are included as a cost of fulfilling a contract when determining whether a contract is onerous.

The IASB's amendments address this issue by clarifying that the 'costs of fulfilling a contract' comprise both:

- the incremental costs – e.g., direct labour and materials; and
- an allocation of other direct costs – e.g., an allocation of the depreciation charge for an item of PPE used in fulfilling the contract.



**VOYAGER METALS INC.****Notes to the Condensed Interim Financial Statements****For the Second Quarter Ended August 31, 2022 and 2021 and the Year Ended February 28, 2022****(Expressed in Canadian dollars)**

The amendments are effective for annual periods beginning on or after January 1, 2022, with early adoption permitted. The amendment was adopted on January 1, 2022, and there was no impact to the Company's financial statements.

**7. Receivables and other**

	August 31, 2022	February 28, 2022
<b>Current</b>		
Sales tax receivables	\$ 243,870	\$ 189,713
Prepays and deposits	132,514	106,403
Other	78,888	-
	<b>\$ 455,272</b>	<b>\$ 296,116</b>

Sales tax receivables relate to refundable Harmonized Sales Tax ("HST") in Canada.

**8. Investment in marketable securities**

The following table summarizes the changes in investment in marketable securities:

	Investment in marketable securities
<b>Balance - February 28, 2022</b>	<b>\$ 190,223</b>
Unrealized fair value (loss)	(69,563)
<b>Balance - August 31, 2022</b>	<b>\$ 120,660</b>

During the year-ended February 28, 2022, the Company acquired various investments of shares in publicly traded entities valued at \$217,560. The change in fair value for the acquired securities recognized during the second quarter ended August 31, 2022, was calculated for the period from February 28, 2022 to August 31, 2022 and is included in finance expense (note 15). The fair value was determined using the market value on August 31, 2022. The fair value adjustment resulted in an unrealized loss of \$69,563 for the second quarter ended August 31, 2022 (February 28, 2022 – \$27,338).

**9. Property, Plant and Equipment**

The following is a summary of the carrying value of property, plant and equipment ("PP&E"):

	Property, Plant and Equipment	Right-of-use Assets	Total
<b>Cost</b>			
Opening balance, February 28, 2022	\$ 19,320	\$ 541,728	\$ 561,048
Additions	-	45,221	\$ 45,221
<b>Closing balance, August 31, 2022</b>	<b>19,320</b>	<b>586,949</b>	<b>606,269</b>
<b>Accumulated depreciation and amortization</b>			
Opening balance, February 28, 2022	19,320	24,853	\$ 44,173
Change for the period	-	49,859	\$ 49,859
<b>Closing balance, August 31, 2022</b>	<b>\$ 19,320</b>	<b>\$ 74,712</b>	<b>\$ 94,032</b>
<b>Net book value</b>			
Balance, February 28, 2022	-	516,875	\$ 516,875
<b>Balance, August 31, 2022</b>	<b>\$ -</b>	<b>\$ 512,237</b>	<b>\$ 512,237</b>

Right-of-use assets relate to leased office space premises (see notes 12 and 16).

**VOYAGER METALS INC.****Notes to the Condensed Interim Financial Statements****For the Second Quarter Ended August 31, 2022 and 2021 and the Year Ended February 28, 2022****(Expressed in Canadian dollars)****10. Exploration and evaluation assets**

The following is a summary of the Company's investment in exploration properties:

	<b>Mont Sorcier Quebec</b>
<b>Balance, February 28, 2021</b>	<b>\$ 3,859,574</b>
<b>Acquisition costs</b>	
Cash paid for additional claims	250,000
Shares issued for additional claims	105,000
<b>Exploration and evaluation expenditures</b>	
Exploration costs	4,230,757
<b>Balance, February 28, 2022</b>	<b>\$ 8,445,331</b>
<b>Acquisition costs</b>	
Advance royalty payment	30,000
<b>Exploration and evaluation expenditures</b>	
Exploration costs	2,106,373
<b>Balance, August 31, 2022</b>	<b>\$ 10,581,704</b>

**Mont Sorcier, Iron Ore and Vanadium Project, Quebec:**

In October 2016, the Company agreed to acquire a 100% interest in the Mont Sorcier Iron Ore and Vanadium property ("Mont Sorcier") located near Chibougamau in Quebec, Canada. The Company paid \$150,000 in cash and issued 2,750,000 common shares at \$0.175. In order to earn its interest, the Company undertook a minimum of \$1 million in exploration expenditures on the property within in the first 24 months following signature of the agreement. The Vendor, Chibougamau Independent Mines, will retain a 2% Gross Metal Royalty ("GMR") on all mineral production from the property. In order to facilitate the deal, Globex Mining Enterprises Inc. (GMX-TSX), which held a 3% GMR on a number of claims, has reduced its royalty to 1% GMR but it has been extended to the recently enlarged claim group. In addition, a finder's fee of 300,000 post-consolidation common shares of the Company at \$0.175 was issued in relation to the acquisition. During fiscal year ended February 28, 2019, the Company spent the required funds and earned a 100% interest in the claims subject to the 1%, plus 2%, GMR. Under the provisions of the agreement, if the project is not placed into commercial production by the 5<sup>th</sup> anniversary of the effective date, the Company will pay the Vendor an advance royalty payment of \$30,000 per year commencing on the 5<sup>th</sup> anniversary of the signing of the agreement. Any advance royalty payment will be deducted from future GMR payments starting in the first year that the GMR becomes payable and continuing until all advance royalty payments have been recovered by the Company. As at August 31, 2022, which is over 5 years following the effective date of the agreement, the project has not been placed into commercial production. An amount payable of \$30,000 is recognized in respect of this provision as at August 31, 2022, which was paid during the quarter ended August 31, 2022.

On December 8, 2021, the Company entered into an option agreement to acquire 24 additional claims ("Claims") in the Chibougamau area that are located adjacent to its claims containing the Mont Sorcier iron and vanadium project. The terms of the agreement provide for an immediate payment of \$250,000 in cash, plus 500,000 common shares of the Company paid to the vendor at closing valued at \$105,000, at which time the Claims were transferred to the Company. In order to complete the option, the Company is required to pay the following additional consideration in cash - from years 5 to 10 an additional \$200,000 per year for a total of \$1,000,000. Upon completion of the option agreement, the vendor would be granted a 3% net smelter royalty applicable only to the Claims subject to the agreement, subject to the option of the Company to buy back 1% of the NSR for \$1,000,000. In the event that no project has commenced development at Mont Sorcier or the Company fails to make one or more of the required payments, the Claims would revert back to the vendor.

**VOYAGER METALS INC.****Notes to the Condensed Interim Financial Statements****For the Second Quarter Ended August 31, 2022 and 2021 and the Year Ended February 28, 2022****(Expressed in Canadian dollars)**

---

**11. Accounts payable and accrued liabilities**

---

Accounts payable and accrued liabilities were comprised of the following balances:

	<b>August 31, 2022</b>	<b>February 28, 2022</b>
Accounts payable	\$ 2,061,430	\$ 744,937
Accrued liabilities	469,571	419,968
	<b>\$ 2,531,001</b>	<b>\$ 1,164,905</b>

Accounts payable and accrued liabilities includes an amount of \$146,908, as at August 31, 2022 (February 28, 2022 - \$97,312) due to related parties (see note 16).

---

**12. Lease Obligations**

---

	<b>August 31, 2022</b>	<b>February 28, 2022</b>
Total minimum lease payments	\$ 580,934	\$ 658,910
Effect of discounting	(125,722)	(132,088)
Present value of minimum lease payments	455,212	526,822
Balance owing at year end	455,212	526,822
Less: current portion	(96,153)	-
Non-current portion of lease obligations	\$ 359,059	\$ 526,822
<b>Minimum payments under leases</b>		
Due no later than 1 year	\$ 115,457	\$ 119,232
Due later than 1 year less than 5 years	465,477	539,678
	<b>\$ 580,934</b>	<b>\$ 658,910</b>

The Company's lease obligations are related primarily to a lease of office premises, with payments made on a monthly basis. The Company sub-leases the office space from a company with directors and officers in common (see note 16).

---

**13. Debentures**

---

On May 31, 2021, the Company closed a \$3.9 million non-brokered private placement of non-convertible debentures to accelerate the development of its Mont Sorcier project. Pursuant to the private placement, the Company issued 3,900 debenture units (each, a "Unit") at a price of \$1,000 per Unit for an aggregate principal of \$3,900,000. Each Unit consists of \$1,000 principal amount of 10% secured debentures ("Debentures") and 2,380 non-transferable common share purchase warrants ("Debenture Warrants"), for an aggregate total of 9,282,000 Debenture Warrants. Each Debenture Warrant entitles the holder to acquire one common share of the Company ("Common Share") at an exercise price of \$0.42 per Common Share for a period of 36 months. The Debentures bear interest at a rate of 10.0% per annum and will mature 18 months from the date of issuance. The Debentures also include an early repayment option (the "Prepayment Option") which provides for the early repayment of all or part of the outstanding principal and accrued interest, for a total price of \$1,050 per unit. This repayment option represents an embedded derivative which was identified not to be separate from the debenture as it is closely related to the host debt contract.

The Company has also paid an arm's-length finder a cash fee of \$273,000 and issued to the finder 925,424 non-transferable common share purchase warrants (each a "Finder Warrant"). Each Finder Warrant will entitle the holder to acquire one Common Share at a price of \$0.295 per Common Share for a period of 36 months. The Finder Warrants were valued at \$185,085 using the Black-Scholes option pricing model (see note 14).

At inception, the debt portion of the debentures was recorded at the estimated fair value of \$2,557,361 plus transaction costs directly attributable to its issuance, using an effective interest rate of 20% per annum at the time of issuance with the residual value of \$884,554 recorded as reserves for the warrants issued. The transaction costs noted above were proportionately allocated between the financial liability and equity component of the debenture.

**VOYAGER METALS INC.**

**Notes to the Condensed Interim Financial Statements**

**For the Second Quarter Ended August 31, 2022 and 2021 and the Year Ended February 28, 2022**

**(Expressed in Canadian dollars)**

The changes in obligation related to the debentures are summarized below:

		<b>Debentures</b>
<b>Balance - February 28, 2022</b>	<b>\$</b>	<b>3,191,422</b>
Accretion expense		463,405
<b>Balance - August 31, 2022</b>	<b>\$</b>	<b>3,654,827</b>

The Company recorded interest expense of \$196,603 for the six months ended August 31, 2022 (February 28, 2022 - \$99,170). Accretion costs of \$463,405 were recognized in finance expense for the six months ended August 31, 2022 (February 28, 2022 - \$203,781).

Contractual undiscounted debt repayments related to the debentures are summarized below:

	Payments due by period			Total
	< 1 years	1-5 years	5> years	
Repayment of debentures	3,900,000	-	-	3,900,000
Interest on debentures	195,534	-	-	195,534
<b>Debenture repayments</b>	<b>4,095,534</b>	<b>-</b>	<b>-</b>	<b>4,095,534</b>

**14. Shareholders' Equity**

**(i) Share capital**

*Authorized and issued:* The Company is authorized to issue an unlimited number of common shares. The issued and outstanding common shares are as follows:

	Note	Number of shares	Issued Share Capital
<b>Balance, February 28, 2021</b>		<b>78,056,186</b>	<b>\$ 10,873,975</b>
Private placements	(a)	4,705,880	1,084,337
Warrants exercised	(b)	4,389,071	589,662
Stock options exercised	(b)	3,225,000	514,153
Shares issued for claims acquisition	14	500,000	105,000
<b>Balance, February 28, 2022</b>		<b>90,876,137</b>	<b>\$ 13,167,127</b>
Warrants exercised	(c)	1,200,000	215,536
Stock options exercised	(c)	900,000	214,794
<b>Balance, August 31, 2022</b>		<b>92,976,137</b>	<b>\$ 13,597,457</b>

For each class of share capital:

The number of shares authorized	Unlimited
The number of shares issued and fully paid	92,976,137
The number of shares issued but not fully paid	Nil
Par value per share, or that the shares have no par value	no par value

- (a) On May 27, 2021, the Company completed the private placement of an aggregate 4,705,880 Flow-Through Common Share Units ("FT Units") at a price of \$0.425 per FT Unit for gross proceeds of \$2,000,000. Each FT Unit is comprised of one common share plus one-half warrant. Each full warrant entitles its holder to purchase one additional common share at an exercise price of \$0.425 for a period of 24 months from the closing date of the private placement. A cash commission of \$120,000 was incurred as unit issuance costs, and 282,352 finder warrants. Each finder warrant entitles the holder to purchase one additional common share at an exercise price of \$0.425 for a period of 24 months from the closing date of the private placement.

**VOYAGER METALS INC.****Notes to the Condensed Interim Financial Statements****For the Second Quarter Ended August 31, 2022 and 2021 and the Year Ended February 28, 2022****(Expressed in Canadian dollars)**

The Company recognized a premium on the issuance of Flow-Through shares in the year 2021 in the amount of \$470,588 and set up a corresponding liability for this amount. As funds have been expended in the year this liability has been reversed and offset against deferred income tax. As at February 28, 2022 the balance of this liability was \$Nil.

- (b) During the year ended February 28, 2022, a total of 3,225,000 stock options with an average exercise price of \$0.12 were exercised into 3,225,000 common shares for gross proceeds of \$365,375. Also, a total of 4,389,071 warrants with an average exercise price of \$0.11 were exercised into 4,389,071 common shares for gross proceeds of \$496,295.
- (c) During the quarter ended August 31, 2022, a total of 900,000 stock options with an average exercise price of \$0.13 were exercised into 900,000 common shares for gross proceeds of \$87,293.86. Also, a total of 1,200,000 warrants with an average exercise price of \$0.15 were exercised into 1,200,000 common shares for gross proceeds of \$35,536.

**(ii) Stock options**

The Company's Stock Option Plan ("the **Plan**") provides for the issuance of a maximum of 10% of the issued and outstanding common shares at an exercise price equal to or greater than the market price of the Company's common shares on the date of the grant to directors, officers, employees, and consultants to the Company. The option period for options granted under the Plan is for a maximum period of 5 years. Options granted may vest over certain time periods within the option period, which will limit the number of options that may be exercised. All options are being issued under the terms of the Company's Stock Option Plan which was approved by shareholders at the Company's Annual General and Special Meeting on June 23, 2022. Each stock option is exercisable into one common share of the Company at the price specified in the terms of the option.

On July 28, 2021, the Company granted 1,900,000 stock options to management, directors, advisors, employees and consultants. Each stock option fully vested on issuance and is exercisable at a price of \$0.22 per common share for a period of two years. The fair value of the stock options was determined to be \$247,000 using the Black-Scholes Option Pricing Model using the following assumptions: risk-free rate of 0.38%, expected life of 2 years, volatility factor of 115% and dividend yield of Nil.

On October 6, 2021, the Company granted 250,000 stock options to an employee of the Company. Each stock option granted fully vested on issuance and is exercisable immediately at a price of \$0.12 per common share for a period of two years. The fair value of the stock options was determined to be \$17,500 using the Black-Scholes Option Pricing Model using the following assumptions: risk-free rate of 0.52%, expected life of 2 years, volatility factor of 113% and dividend yield of Nil.

On November 22, 2021, the Company granted 675,000 stock options to employees of the Company. Each stock option granted fully granted on issuance and is exercisable immediately at a price of \$0.135 per common share for a period of two years. The fair value of the stock options was determined to be \$54,000 using the Black-Scholes Option Pricing Model using the following assumptions: risk-free rate of 1.05%, expected life of 2 years, volatility factor of 112% and dividend yield of Nil.

Stock option transactions are summarized as follows:

Note	August 31, 2022		February 28, 2022	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Balance at beginning of year	5,400,000	\$0.18	6,800,000	\$0.14
Granted during the period	-	-	2,825,000	\$0.19
Exercised during the period	(900,000)	\$0.13	(3,225,000)	\$0.12
Expired during the period	(500,000)	\$0.08	(1,000,000)	\$0.13
<b>Balance at end of year</b>	<b>4,000,000</b>	<b>\$0.20</b>	<b>5,400,000</b>	<b>\$0.18</b>

**VOYAGER METALS INC.**

**Notes to the Condensed Interim Financial Statements**

**For the Second Quarter Ended August 31, 2022 and 2021 and the Year Ended February 28, 2022  
(Expressed in Canadian dollars)**

As at August 31, 2022 stock options issued and outstanding are as follows:

Exercise Price (\$)	Number outstanding and exercisable	Weighted average	
		remaining contractual life (years)	Expiry
\$0.19	200,000	0.38	January 15, 2023
\$0.19	1,400,000	0.42	February 2, 2023
\$0.22	1,900,000	0.91	July 28, 2023
\$0.12	250,000	1.10	October 5, 2023
\$0.14	250,000	1.23	November 22, 2023
<b>\$0.20</b>	<b>4,000,000</b>	<b>0.74</b>	

**(iii) Warrants**

Warrant transactions are summarized as follows:

Note	August 31, 2022		February 28, 2022	
	Number of warrants	Weighted average exercise price	Number of warrants	Weighted average exercise price
Balance at beginning of the year	23,392,716	\$0.29	16,249,071	\$0.13
Warrants issued	-	-	12,842,716	\$0.41
Warrants exercised	(1,200,000)	0.15	(4,389,071)	\$0.10
Warrants expired	(9,350,000)	0.15	(1,310,000)	\$0.11
<b>Balance at end of the year</b>	<b>12,842,716</b>	<b>\$0.41</b>	<b>23,392,716</b>	<b>\$0.29</b>

As at August 31, 2022, the outstanding share purchase warrants are as follows:

Exercise price	Number outstanding and exercisable	Weighted average	
		remaining contractual life (years)	Expiry
\$0.43	2,352,940	0.74	May 27, 2023
\$0.43	282,352	0.74	May 27, 2023
\$0.42	9,282,000	1.75	May 31, 2024
\$0.30	925,424	1.75	May 31, 2024
<b>\$0.41</b>	<b>12,842,716</b>	<b>1.54</b>	

**15. Finance Expense**

	Note	August 31, 2022	August 31, 2021
Accretion of debentures	14	\$ 463,405	\$ 203,741
Interest on debentures	14	196,603	99,370
Lease Interest expense	13	2,438	-
<b>Finance Expense</b>		<b>\$ 662,445</b>	<b>\$ 303,111</b>

**16. Related Party Transactions**

The Company's related parties include its key management and their close family members, and others as described below. Unless otherwise stated, none of the transactions incorporate special terms and conditions and no guarantees were given or received. Outstanding balances are usually settled in cash. In addition to share issuances, transactions with related parties were as follows:

**VOYAGER METALS INC.****Notes to the Condensed Interim Financial Statements****For the Second Quarter Ended August 31, 2022 and 2021 and the Year Ended February 28, 2022****(Expressed in Canadian dollars)**

<b>Transactions during the period ended,</b>	<b>August 31, 2022</b>	<b>February 28, 2022</b>
Management fees to companies controlled by officers	\$ 147,500	\$ 252,125
Management fees to officers	254,000	267,667
Expenses reimbursable to a company controlled by an officer	710	34,637
Expenses reimbursable to an officer	-	2,788
Share based payments to officers and directors	-	206,750
Geological fees and expenses to a director or officer, charged to mineral	41,077	116,165
Shared services reimbursable to a related company	141,436	151,604
	<b>\$ 584,723</b>	<b>\$ 1,031,736</b>

Amounts due from and to the related parties, are a result of transactions with entities controlled by shareholders, officers or directors of the Company. These amounts are non-interest bearing, unsecured and not subject to specific terms of repayment unless stated.

Amounts payable to related parties included in the accounts payable and accrued liabilities were as follows:

<b>Outstanding balances owing to related parties as at,</b>	<b>August 31, 2022</b>	<b>February 28, 2022</b>
Management fees payable to officers	\$ 2,500	\$ 2,500
Expenses reimbursable to an officer	22	63
Amounts payable to a director or officer for geological fees and expenses	3,450	8,468
Amounts payable to a related company for shared services	140,936	83,129
	<b>\$ 146,908</b>	<b>\$ 97,312</b>

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company. These amounts include amounts paid or accrued to the Chairman, CEO, COO and CFO of the Company.

<b>Paid to Key Management Personnel</b>	<b>August 31, 2022</b>	<b>February 28, 2022</b>
Management fees	\$ 400,763	\$ 549,867
Share-based payments	-	206,750

In addition to the transactions detailed elsewhere in profit or loss, the Company shares administrative services and office space with Cerrado Gold Inc. ("Cerrado"), a company related by virtue of common directors and officers, and from time to time will incur third party costs on behalf of related parties. Related party transactions are recognized at the amounts agreed between the parties. Outstanding balances are due on demand, unsecured and settlement occurs in cash.

On July 5, 2022, the Company entered into a US dollar unsecured promissory note (the "Promissory Note") agreement with Cerrado in the principal amount of US\$1,000,000 for a term of one year. Proceeds from the promissory note will be used primarily to complete the feasibility study on the Mont Sorcier project. The loan bears interest at a rate of 10.0% per annum, compounded monthly, and will mature 12 months from the date of issuance, on July 6, 2023. The Promissory Note is not subject to any fees or bonuses, including cash bonuses, future bonuses, or bonus of common shares in the capital of the Company.

The Company may prepay any and all amounts owing at any time without notice or bonus, provided the amount of such prepayment is not less than US\$100,000. All instalments received by Cerrado prior to July 6, 2023, if any, shall be applied firstly against interest outstanding and secondly against the principal sum.

**17. Capital Management and Liquidity**

The Company considers its capital structure to consist of its equity, comprised of common shares, reserves (stock options and warrants), and accumulated deficit. The Company manages its capital structure and makes adjustments to it, in order to have the funds available to support the acquisition, exploration and development of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company manages the 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 the capital structure, the Company may attempt to issue new shares, issue new debt, acquire or dispose of assets or adjust the amount of cash.

**VOYAGER METALS INC.****Notes to the Condensed Interim Financial Statements****For the Second Quarter Ended August 31, 2022 and 2021 and the Year Ended February 28, 2022****(Expressed in Canadian dollars)**

The Company is not subject to any capital requirements imposed by a lending institution or regulatory body, other than of the TSX Venture Exchange ("TSX-V") which requires adequate working capital or financial resources of the greater of (i) \$50,000 and (ii) an amount required in order to maintain operations and cover general and administrative expenses for a period of six months. As of February 28, 2022, the Company is not in compliance with this requirement. Any potential response from the TSX-V to this deficiency is unknown at the present time. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the six months ended August 31, 2022, and the year ended February 28, 2022. The Company's capital for the reporting periods is summarized as follows:

	August 31, 2022	February 28, 2022
Share capital	\$ 13,597,457	\$ 13,167,127
Reserves	4,152,208	4,275,038
Deficit	(13,594,397)	(11,936,166)
	<b>\$ 4,155,268</b>	<b>\$ 5,505,999</b>

**18. Financial Instruments**

Financial Instruments details can be summarized as follows:

	Note	August 31, 2022		February 28, 2022	
		Carrying Value	Fair Value	Carrying Value	Fair Value
<b>Financial Assets</b>					
Amortised cost					
Cash and cash equivalents	(i)	\$ 526,296	\$ 526,296	\$ 991,787	\$ 991,787
Receivables and other	(i)(ii)	455,272	455,272	296,116	296,116
Fair value through profit or loss					
Investment in marketable securities	(iii)	120,660	120,660	190,223	190,223
<b>Total financial assets</b>		<b>1,102,228</b>	<b>1,102,228</b>	<b>1,478,126</b>	<b>1,478,126</b>
<b>Financial Liabilities</b>					
Accounts payable and accrued liabilities	(i)(ii)	\$ 2,531,001	\$ 2,531,001	\$ 1,164,905	\$ 1,164,905
Interest payable on debenture	(i)(ii)	98,301	98,301	96,164	96,164
Debentures	(iv)	3,654,827	3,654,827	3,191,422	3,191,422
<b>Total financial liabilities</b>		<b>6,284,129</b>	<b>6,284,129</b>	<b>4,452,491</b>	<b>4,452,491</b>
<b>Net financial assets (liabilities)</b>		<b>\$ (5,181,901)</b>	<b>\$ (5,181,901)</b>	<b>\$ (2,974,365)</b>	<b>\$ (2,974,365)</b>

- (i) Cash, and trade and other payables are recorded at carrying value, which approximates fair value due to their short-term nature and generally negligible credit losses.
- (ii) Excludes tax and other statutory amounts.
- (iii) Investments are carried at their fair value, which is determined using quoted market bid prices in active markets for listed entities.
- (iv) Debentures are measured at amortized cost. The fair value of debentures is primarily measured using determined variables, and therefore was classified within Level 2 of the fair value hierarchy. See note 13.

**Fair value hierarchy**

The Company's financial assets and liabilities are recorded and measured as follows:

- (a) The fair values for cash, trade and other receivables, due from related parties, investment in marketable securities, trade and other payables, approximate carrying values due to the immediate or short-term maturities of these financial instruments and are classified as Level 1 in accordance with their fair value hierarchy.
- (b) Debentures are classified as Level 2 in accordance with their fair value hierarchy.



## **VOYAGER METALS INC.**

### **Notes to the Condensed Interim Financial Statements**

**For the Second Quarter Ended August 31, 2022 and 2021 and the Year Ended February 28, 2022**

***(Expressed in Canadian dollars)***

---

The Company's policy is to recognize transfers into and transfers out of fair value hierarchy levels of the date of the event or change in circumstances that caused the transfer. During the six months August 31, 2022 and year ended February 28, 2022 the Company did not make any transfers.

#### **19. Financial Risk Management**

---

The Company thoroughly examines the various financial instrument risks to which it is exposed and assesses the impact and likelihood of those risks. These risks may include credit risk, liquidity risk, market risk and interest rate risk.

##### **(a) Credit risk**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its obligations. The Company is not exposed to credit risk due to the nature of the collectible accounts. As at August 31, 2022 and February 28, 2022, the Company does not have any allowance for doubtful accounts. Management actively monitors the Company's exposure to credit risk under its financial instruments, including with respect to amounts receivable. The Company considers the risk of loss for its amounts receivable to be remote and significantly mitigated due to the financial strength of the party from whom the receivables are due - the Canadian government for harmonized sales tax ("HST") refunds receivable and the Quebec government for Quebec sales tax (QST) refunds receivable.

##### **(b) Liquidity risk**

Liquidity risk is the risk that the Company cannot meet its financial obligations associated with financial liabilities in full. The Company's primary sources of liquidity are debt and equity financing, which are used to finance working capital and capital expenditure requirements, and to meet the Company's financial obligations associated with financial liabilities. Additional sources of liquidity are used to fund additional operating and other expenses and retire debt obligations at their maturity. In addition to maintaining a working capital surplus, the Company's approach to managing liquidity risk is to ensure that it will have sufficient cash to meet liabilities when due. The Company's financial liabilities have contractual maturities of one to two years and are subject to normal trade and contractual terms. The Company's ability to continue operations and fund its business is dependent on management's ability to secure additional financing. It is anticipated that the Company will continue to rely on equity financing to meet its ongoing working capital requirements. As at August 31, 2022 and February 28, 2022 the Company has a working capital deficiency of \$5,278,054 and \$3,086,582 and as such liquidity risk should be considered high.

##### **(c) Market risk**

Market risk is the risk that changes in market price, such as foreign exchange rates, commodity prices, and interest rates will affect the Company's net income or the value of financial instruments. These risks are generally outside the control of the Company. The objectives of the Company are to mitigate market risk exposure within acceptable limits, while maximizing returns. The Company has no significant exposure to market risk.

##### **(d) Interest rate sensitivity**

The Company has no significant exposure during the six months ended August 31, 2022, and the year ended February 28, 2022, to interest rate risk through its financial instruments as the interest on the debenture is a fixed rate.

#### **20. Commitments and contingencies**

---

From time to time, the Company may be exposed to claims and legal actions in the normal course of business, some of which may be initiated by the Company.

On January 9, 2019, the Company fulfilled its \$1,000,000 financial commitment for exploration expenditures to Chibougamau Independent Mines Inc. (CIM) in accordance with the "Option to Purchase Agreement" dated September 29, 2016, and amended on October 14, 2016. As a result, the Company acquired title to 100% of all 37 claims of the Mont Sorcier Iron Ore and Vanadium Project.

On July 5, 2022, the Company entered into US dollar unsecured promissory note (the "promissory Note") agreement with Cerrado in the principal amount of US\$1,000,000 for a term of one year. The loan bears interest at a rate of 10.0% per annum, compounded monthly, and will mature 12 months from the date of issuance, on July 6, 2023.

**VOYAGER METALS INC.**

**Notes to the Condensed Interim Financial Statements**

**For the Second Quarter Ended August 31, 2022 and 2021 and the Year Ended February 28, 2022**

***(Expressed in Canadian dollars)***

---

As at August 31, 2022 the Company's management is not aware of any other commitments and/or contingencies.

**21. Segment information**

---

The Company operates in one business segment being iron ore exploration in Canada. As the Company is focused on exploration, the Board monitors the Company based on actual versus budgeted exploration expenditure incurred by project. The internal reporting framework is the most relevant to assist the Board with making decisions regarding this Company and its ongoing exploration activities, while also taking into consideration the results of exploration work that has been performed to date.

**22. Subsequent Events**

---

On September 26, 2022, the Company granted 5,050,000 stock options to directors, officers, employees, and consultants eligible under the Company's Stock Option Plan. The 5,050,000 options are exercisable at CAD\$0.12 for a period of 5 years from the grant date and will vest in accordance with the following schedule: (i) 1/3 immediately; (ii) 1/3 one year from the date of the grant; and (iii) 1/3 two years from the date of the grant.