

Condensed Interim Consolidated Financial Statements

Three and nine months ended June 30, 2023

**Midland Exploration Inc.** Consolidated Statements of Financial Position (Unaudited, in Canadian dollars)

	As at June 30, 2023	As at September 30, 2022
	\$	\$
Assets		
Current assets		
Cash and cash equivalents	2,767,636	1,895,705
Investments (note 3)	2,500,000	4,504,000
Accounts receivable	195,340	59,928
Sales tax receivable	99,044	84,548
Tax credits and mining rights receivable	125,838	194,878
Listed shares	10,000	12,000
Prepaid expenses	97,152	54,861
Total current assets	5,795,010	6,805,920
Non-current assets		
Investments – non-current portion (note 3)	800,000	-
Listed shares	77,770	40,950
Right-of-use assets	47,327	69,746
Advance paid for exploration work	-	50,000
Exploration and evaluation assets (note 4)		
Exploration properties	2,969,240	2,927,591
Exploration and evaluation expenses	32,366,661	29,321,874
	35,335,901	32,249,465
Total non-current assets	36,260,998	32,410,161
Total assets	42,056,008	39,216,081
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities	392,945	291,906
Advance received for exploration work	863,132	434,135
Liability related to the premium on flow-through share	149,524	113,480
Lease liabilities – current portion	33,673	31,301
Total current liabilities	1,439,274	870,822
Non-current liabilities		
Lease liabilities	25,559	51,108
Total liabilities	1,464,833	921,930
Equity		
Capital stock	55,568,556	52,967,839
Contributed surplus	6,584,920	6,431,575
Deficit	(21,562,301)	(21,105,263)
Total equity	40,591,175	38,294,151
Total liabilities and equity	42,056,008	39,216,081

**Midland Exploration Inc.** Consolidated Statements of Comprehensive Loss (Unaudited, in Canadian dollars)

	Three months ended June 30,			nths ended ne 30,
	2023	2022	2023	2022
	\$	\$	\$	\$
Revenues				
Project management fees	111,100	30,997	137,669	69,875
Operating Expenses				
Salaries	136,959	146,873	604,071	615,281
Stock-based compensation	58,975	56,863	109,106	127,186
Office expenses	52,899	56,378	160,731	139,651
Regulatory fees	5,825	2,375	39,207	41,809
Conferences and investors relations	45,668	98,009	189,005	214,772
Professional fees	130,249	41,944	277,716	194,027
Depreciation	7,473	7,473	22,419	22,419
General exploration	20,678	688	21,278	1,736
Impairment of exploration and evaluation assets				
(note 4)	26,064	112,301	174,740	203,308
Operating expenses	484,790	522,904	1,598,273	1,560,189
Other revenues (expenses)				
Interest income	68,094	23,939	185,881	53,676
Change in fair value – listed shares	(10,205)	(16,450)	37,420	(21,031)
Financing fees	(1,130)	(1,656)	(3,795)	(5,334)
	56,759	5,833	219,506	27,311
Loss before income taxes	(316,931)	(486,074)	(1,241,098)	(1,463,003)
Recovery of deferred income taxes	301,012	305,700	990,519	649,939
Loss and comprehensive loss	(15,919)	(180,374)	(250,579)	(813,064)
Basic and diluted loss per share	(0.00)	(0.00)	(0.00)	(0.01)
Weighted average number of basic and diluted				
outstanding shares	82,776,197	75,667,797	81,323,256	74,788,007

The loss and comprehensive loss are solely attributable to Midland Exploration Inc. shareholders.

**Midland Exploration Inc.** Consolidated Statements of Changes in Equity (Unaudited, in Canadian dollars)

	Number of shares outstanding	Capital stock	Contributed surplus	Deficit	Total equity
		\$	\$	\$	\$
Balance at October 1, 2022	75,667,797	52,967,839	6,431,575	(21,105,263)	38,294,151
Loss and comprehensive loss	-	-	-	(250,579)	(250,579)
Private placement (note 5)	1,806,000	722,400	-	-	722,400
Flow-through private placement					
(note 5)	5,302,400	2,904,880	-	-	2,904,880
Less: premium	-	(1,026,563)	-	-	(1,026,563)
	5,302,400	1,878,317	-	-	1,878,317
Stock-based compensation	-	-	153,345	-	153,345
Share issue expenses	-	-	-	(206,459)	(206,459)
Balance at June 30, 2023	82,776,197	55,568,556	6,584,920	(21,562,301)	40,591,175

	Number of shares outstanding	Capital stock	Contributed surplus	Deficit	Total equity
		\$	\$	\$	\$
Balance at October 1, 2021	72,278,052	51,177,074	6,231,927	(19,067,814)	38,341,187
Loss and comprehensive loss	-	-	-	(813,064)	(813,064)
Private placement	170,000	93,500	-	-	93,500
Flow-through private placement	3,219,745	2,667,100	-	-	2,667,100
Less: premium	-	(969,835)	-	-	(969,835)
· · · ·	3,219,745	1,697,265	-	-	1,697,265
Stock-based compensation	-	-	157,476	-	157,476
Share issue expenses	-	-	-	(137,364)	(137,364)
Balance at June 30, 2022	75,667,797	52,967,839	6,389,403	(20,018,242)	39,339,000

# **Midland Exploration Inc.** Consolidated Statements of Cash Flows

(Unaudited, in Canadian dollars)

		nths ended ine 30,
	2023	2022
	\$	\$
Operating activities	(0.50, 530)	
Loss	(250,579)	(813,064)
Adjustment for:		
Stock-based compensation	109,106	127,186
Depreciation	22,419	22,419
Impairment of exploration and evaluation assets	174,740	203,308
Variation – fair value of listed shares	(37,420)	21,031
Recovery of deferred income taxes	(990,519)	(649,939)
	(972,253)	(1,089,059)
Changes in non-cash working capital items		
Accounts receivable	(135,412)	129,167
Sales tax receivable	(14,496)	18,646
Prepaid expenses	(42,291)	(26,569)
Accounts payable and accrued liabilities	118,472	(259,963)
Advance received for exploration work	428,997	737,178
	355,270	598,459
	(616,983)	(490,600)
Financing activities	(00.477)	(00,447)
Principal repayment – lease liabilities	(23,177)	(23,417)
Private placement (note 5)	722,400	93,500
Flow-through private placement (note 5)	2,904,880	2,667,100
Share issue expenses (note 5)	(206,459)	(137,364)
	3,397,644	2,599,819
Investing activities	(0,000,000)	(4 504 000)
Additions to investments	(3,300,000)	(4,504,000)
Investments' maturity	4,504,000	5,940,390
Proceeds from disposal of listed shares	27,600	77,997
Additions to exploration properties	(436,389)	(377,497)
Option payments on exploration properties	325,000	210,000
Advance paid for exploration expenses	50,000	-
Additions to exploration and evaluation expenses	(3,249,356)	(2,595,184)
Tax credits and mining rights received	170,415	1,215,274
	(1,908,730)	(33,020)
Net change in cash and cash equivalents	871,931	2,076,199
Cash- beginning	1,895,705	1,490,860
Cash and cash equivalents – ending	2,767,636	3,567,059
Cash and cash equivalents – ending	2,707,000	0,007,000
Additional information		
Stock-based compensation included in exploration and evaluation		
expenses	44,239	30,290
Additions of exploration properties and exploration and evaluation	,	
expenses included in accounts payable and accrued liabilities	87,125	539,259
Tax credits receivable applied against exploration and evaluation	01,120	000,200
expenses	101,375	237,831
Listed shares received for option payment	25,000	201,001
Interest received for option payment	131,448	- 62,554
	131,440	02,004

Notes to Condensed Interim Consolidated Financial Statements Three and nine months ended June 30, 2023 (Unaudited, in Canadian dollars)

## 1. STATUTE OF INCORPORATION AND NATURE OF ACTIVITIES

Midland Exploration Inc. ("the Corporation"), incorporated in Canada on October 2, 1995 and operating under the Business Corporations Act (Québec), is a company in the mining exploration business. The Corporation's operations include the acquisition and exploration of mining properties. Its head office is located at 1, Place Ville Marie, suite 4000, Montreal, Quebec, H3B 4M4. The Corporation's shares are listed on the TSX Venture Exchange (the "Exchange") under the MD ticker.

Until it is determined that properties contain mineral reserves or resources that can be economically mined, they are classified as exploration properties. The recoverability of exploration and evaluation assets is dependent upon: the discovery of economically recoverable reserves and resources; securing and maintaining title and beneficial interest in the properties; the ability to obtain the necessary financing to complete exploration and the profitable sale of the assets. The Corporation will periodically have to raise additional funds to continue operations, and while it has been successful in doing so in the past, there can be no assurance it will be able to do so in the future.

Although the Corporation has taken steps to verify title to mineral properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Corporation's title. Property title may be subject to unregistered prior agreements and non-compliance with regulatory requirements.

#### 2. BASIS OF PRESENTATION

These condensed interim consolidated financial statements (the "Financial Statements") have been prepared in accordance with the International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of interim financial statements, including International Accounting Standard ("IAS") 34, Interim Financial Reporting. The Financial Statements should be read in conjunction with the annual financial statements for the year ended September 30, 2022, which have been prepared in accordance with IFRS. The accounting policies, methods of computation and presentation applied in these Financial Statements are consistent with those of the previous financial year. The Board of Directors has approved the Financial Statements on August 17, 2023.

#### 3. INVESTMENTS

As at June 30, 2023, investments are composed of guaranteed investment certificates, not cashable before the expiry date, earning between 5.00% and 5.41% interest payable annually, maturing between November 17, 2023 and November 28, 2024. The investments' maturity value is \$3,469,520, of which \$841,400 matures in more than one year.

The balance on flow-through financing not spent according to the restrictions imposed by the November and December 2022 financing represents \$301,327 as at June 30, 2023 and is included in investments. The Corporation has to dedicate these funds to Canadian mining properties exploration.

Notes to Condensed Interim Consolidated Financial Statements Three and nine months ended June 30, 2023 (Unaudited, in Canadian dollars)

### 4. EXPLORATION AND EVALUATION ASSETS

The following table disclose the acquisition costs of exploration properties by region:

Acquisition costs	As at Sept. 30, 2022	Net Additions	Option payments	Impairment	As at June 30, 2023
	\$	\$	\$	\$	\$
Abitibi	1,135,503	140,850	(50,000)	(106,411)	1,119,942
Grenville	129,400	39,279	(100,000)	-	68,679
James Bay	1,262,157	201,704	(70,000)	(49,848)	1,344,013
North	400,531	54,556	-	(18,481)	436,606
	2,927,591	436,389	(220,000)	(174,740)	2,969,240

The following table disclose details of exploration and evaluation expenses by region:

Exploration and evaluation expenses	As at Sept. 30, 2022	Net Additions	Option payments	Tax credits	Impairment	As at June 30, 2023
	\$	\$	\$	\$	\$	\$
Abitibi	13,743,117	2,747,421	(130,000)	(96,508)	-	16,264,030
Grenville	1,319,100	4,146	-	-	-	1,323,246
James Bay	10,030,413	328,713	-	(3,623)	-	10,355,503
North	4,229,244	195,882	-	(1,244)	-	4,423,882
	29,321,874	3,276,162	(130,000)	(101,375)	-	32,366,661

#### 4.1 Patris

On May 11, 2023, the Corporation signed a definitive option agreement with a wholly owned indirect subsidiary of Barrick Gold Corporation ("Barrick") whereby Barrick may acquire a 75% interest in the Patris property in consideration for cash payments totaling \$1,017,500 and exploration work totaling \$16,575,000, over an eight-year period, including a firm commitment of \$3,000,000, over a four-year period. Barrick is the operator. Commitment highlights are as follows to earn a 51% initial interest and form a joint venture:

	Cash payments	Exploration work
	\$	\$
Upon signature - definitive agreement - completed	50,000	-
On or before May 11, 2024	60,000	500,000
On or before May 11, 2025	77,500	-
On or before May 11, 2026	95,000	-
On or before May 11, 2027	110,000	3,500,000
Total	392,500	4,000,000

In the following two years, Barrick may earn an additional 9% in the joint venture, for a 60% interest in consideration for cash payments totalling \$265,000 and exploration work expenditures of at least \$2,000,000. Finally, in the subsequent two years, Barrick may earn an additional 15% in the joint venture, for a total 75% interest in consideration for cash payments totalling \$360,000 and exploration work expenditures of at least \$10,575,000.

If Barrick does not exercise or complete the first joint venture funding or the second joint venture funding option, the joint venture interests will be subject to any subsequent adjustments in ownership made in accordance with the proportionate funding and dilution terms of the joint venture agreement.

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(Unaudited, in Canadian dollars)

Dilution below a 10% joint venture interest results in conversion of the joint venture interest to a 2% net smelter return ("NSR") royalty with the right to repurchase 50% of the NSR royalty (1% NSR) for a payment of \$1,500,000.

#### 4.2 James Bay Lithium

On June 13, 2023, the Corporation signed an option agreement with Rio Tinto Exploration Canada Inc. ("RTEC") for 10 lithium properties in the James Bay region, including Corvette, Mythril-East, Chisaayuu, Galinée, Moria, Shire, Komo, Warp, Sulu, and Picard (the "Lithium Properties").

Under the option agreement, RTEC may acquire an initial 50% interest (the first option) in the Lithium Properties over a period of 5 years, subject to the following conditions:

	Cash payments	Exploration work
	\$	\$
45 days after the lifting of wildfire restrictions <sup>1)</sup>	500,000	-
On or before the first anniversary	100,000	-
On or before the second anniversary	100,000	-
On or before the third anniversary	100,000	-
On or before the fourth anniversary	100,000	-
On or before the fifth anniversary	100,000	14,500,000
Total	1,000,000	14,500,000

1) As of August 17, 2023, wildfire restrictions are not completely lifted on the Lithium Properties.

Exploration expenditures totalling \$14,500,000 include a firm commitment to spend not less than \$2,000,000 in the first 18 months following the lifting of wildfire restrictions in Quebec such that RTEC may commence operations on the Properties.

After acquiring an initial 50% interest, RTEC will have the option to increase its interest in the Lithium Properties to 70% (the second option) over a period of five years following the exercise of the first option, subject to completing exploration expenditures totalling an additional \$50,000,000 (for a total of \$64,500,000 under the option agreement).

If RTEC acquires an interest in the Lithium Properties, the parties will form a joint venture and contribute on a pro-rata based on its interest. Dilution below a 10% interest results in conversion of the interest to a 2% NSR royalty with the right to repurchase 50% of the NSR royalty for a payment of \$2,000,000.

RTEC is the project operator during the first and second option of the agreement.

#### 4.3 Royalties held by Altius Resources Inc. and its affiliate Altius Royalties Corp. ("Altius")

On February 10, 2017, the Corporation signed a letter of intent creating a strategic alliance with Altius (the "Altius Alliance"). On February 12, 2019, the parties jointly decided to terminate the Altius Alliance. The designated projects as per the Altius Alliance (Elrond, Gondor, Helms Deep, Isengard, Minas Tirith, Moria, Shire, Mythril and Fangorn) maintain their 1% NSR royalty in favor of Altius, on the claims that were active at the time of their designation, as reiterate in the Royalty agreements signed on June 12 and 19, 2023.

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### 4.4 Mythril right of first offer ("ROFO") held by BHP

Pursuant to the April 17, 2019, investment agreement with BHP, BHP has the right of first offer on the Mythril project in the event the Corporation seeked to divest all or part of its interest. On May 8, 2023, amendment to this investment agreement was signed whereby the claims that are part of the RTEC option agreement on James Bay Lithium are no longer subject to the Mythril ROFO.

#### 4.5 Lasalle

On January 12, 2023, the Corporation signed an option agreement with 9481-6337 Québec Inc., a wholly-owned subsidiary of Cosmos Exploration Ltd ("Cosmos") whereby it may earn a 50% interest in the Lasalle project, the option 1, by completing the following commitments:

	Cash payments	Exploration work
	\$	\$
Upon signature - completed	20,000	-
On or before December 15, 2023	70,000	500,000
Total	90,000	500,000

From commencement of the option 1, Cosmos is the operator.

Upon exercising the option 1, Cosmos will have a second option, the option 2, to increase its ownership interest by an additional 1% during a six-month period after the exercise of option 1 by incurring an additional work commitment of \$100,000 (or equivalent in cash payable to the Corporation). Upon exercising the option 2, Cosmos will have a third option, the option 3, to increase its ownership interest by an additional 24% during a two-year period after the exercise of option 2 by incurring an additional work commitment of \$2,000,000 (or equivalent in cash payable to the Corporation). If Cosmos acquires a 75% interest, it shall have a pre-emptive right to purchase the remaining 25% held by the Corporation.

#### 4.6 Option agreement with Brunswick Exploration Inc. ("Brunswick")

On November 22, 2022, the Corporation signed an option agreement Brunswick whereby Brunswick has the option to acquire exploration rights for critical minerals including lithium (excluding copper, nickel, zinc, lead, gold, silver, platinum and palladium) on the Mythril and Elrond properties. Under this agreement, Brunswick may acquire an initial 50% interest, option 1, in the Mythril property over a three-year period, at the following conditions:

	Payment in cash	Payments in shares	Exploration work
	\$	\$	\$
Upon signature (completed)	25,000	25,000	-
On or before November 22, 2023	50,000	50,000	300,000
On or before November 22, 2024	70,000	70,000	300,000
On or before November 22, 2025	-	210,000	900,000
Total	145,000	355,000	1,500,000

In addition, Brunswick may earn an additional 35% undivided interest in the claims, option 2, in the properties over an additional two-year period, at the following conditions:

- Aggregate consideration of \$200,000 payable according to the following schedule: 1st Anniversary: \$100,000 in cash or stock, at Brunswick's option; 2nd anniversary: \$100,000 in cash or stock, at Brunswick's option;
- Requirement to spend an additional amount of \$2,000,000 in exploration expenditures, in cash or in shares, at Brunswick's option, according to the following schedule: 1st anniversary after

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exercising option 1: amount of \$1,000,000; and 2nd anniversary after exercising option 1: additional amount of \$1,000,000.

Any Brunswick share issuance during option 1 and option 2 is subject to a minimum price of \$0.24 per share. If Brunswick exercise option 1 and 2, it would hold a right of first refusal on the 15% remaining interest held by the Corporation and the Corporation would not be required to participate in exploration and development expenditures until a mine is constructed to extract all metals or minerals except precious metals (gold, platinum, palladium and silver) and base metals (copper, zinc, nickel and lead).

#### 4.7 Soisson-NMEF property

On October 4, 2022, the Corporation signed an amendment to the July 27, 2018 agreement with Nunavik Mineral Exploration fund ("NMEF") whereby NMEF agrees to transfer its 50% in 46 mining claims for a 2 NSR royalty that can be bought back for a cash payment of \$1,500,000 for each 1% for a total amount or \$3,000,000.

#### 5. EQUITY

#### 5.1 Private placements

On November 17 and December 1, 2022, the Corporation completed private placements of 4,034,000 flow-through shares at \$0.50 per share for total gross proceeds of \$2,017,000. On those dates, the Corporation's share closed at \$0.355 and \$0.35 respectively on the Exchange, therefore the residual values attributed to the benefit related to flow-through shares renunciation are \$0.145 and \$0.15 for a total value of \$585,480, assigned to the liability related to the premium on flow-through shares.

In addition, on November 17 and December 1, 2022, the Corporation completed, with an originator of flow-through donation financing, a private placement of 1,268,400 flow-through shares at \$0.70 per share for total gross proceeds of \$887,880. On those dates, the residual value attributed to the benefit related to flow-through shares renunciation are \$0.345 and \$0.35 respectively for a total value of \$441,083 assigned to the liability related to the premium on flow-through shares. Also, on December 1, 2022, the Corporation completed private placements of 1,450,000 shares at \$0.40 per share for total gross proceeds of \$580,000.

Finally, on January 23, 2023, the Corporation completed a private placement of 356,000 shares at a price of \$0.40 per share for total gross proceeds of \$142,400. BHP has exercised its right to maintain its ownership to 5.0% by acquiring 356,000 shares. This right had been granted to BHP on April 18, 2019 pursuant to an Investor Rights Agreement with the Corporation.

In connection with the private placements, the Corporation incurred \$206,459 share issue expenses, of which \$83,910 was paid as finder's fees. Directors and officers of the Corporation participated in the flow-through private placement for a total consideration of \$203,000 under the same terms as other investors.

#### 6. SHARE-BASED COMPENSATION

On December 8, 2022, the Corporation amended its stock option plan (the "Plan") to increase from 5,790,000 to 8,200,000 the number of shares issuable under the Plan, to provide for the requirement to obtain disinterested shareholders' approval to extend the term of options granted to insiders, eliminate the cashless exercise feature and provide that any adjustment to security-based compensation awarded or issued under the Plan, other than in connection with a stock consolidation or a stock split, is subject to the prior consent of the Exchange.

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On February 9, 2023, the Corporation granted to its directors, officers and employees 760,000 options exercisable at \$0.54, valid for 10 years. Those options were granted at an exercise price equal to the closing market price of the Corporation's shares on the business day prior to the date of the issuance. The estimated fair value of \$0.28 per option amounts to a total stock-based compensation cost of \$212,000. The fair value of the options granted was estimated using the Black-Scholes model with no expected dividend yield, 51.1% expected volatility, 2.96% risk-free interest rate and 6 years options expected life.

A summary of changes in the Corporation's common share purchase options outstanding is presented below:

	Nine months ended June 30, 2023		
	Number of options	Weighted average exercise price	
		\$	
Balance – beginning of period	5,570,000	0.87	
Granted	760,000	0.54	
Expired	(330,000)	1.25	
Balance – end of period	6,000,000	0.81	
Balance – end of period exercisable	5,249,165	0.85	

The following table summarizes information about common share purchase options outstanding and exercisable as at June 30, 2023:

Number of options	Number of options	Exercise	
outstanding	exercisable	price	Expiry date
		\$	
580,000	580,000	0.85	February 20, 2024
420,000	420,000	0.60	August 13, 2025
485,000	485,000	1.10	August 11, 2026
50,000	50,000	1.13	November 23, 2026
530,000	530,000	1.14	February 21, 2027
100,000	100,000	1.04	May 10, 2027
550,000	550,000	0.89	February 15, 2028
545,000	545,000	1.03	February 18, 2029
605,000	605,000	0.72	February 13, 2030
510,000	510,000	0.82	February 11, 2031
80,000	80,000	0.88	March 18, 2031
80,000	80,000	0.75	September 8, 2031
705,000	587,500	0.54	February 24, 2032
760,000	126,665	0.54	February 9, 2033
6,000,000	5,249,165		