

E79 RESOURCES CORP.
(formerly Top Exploration Inc.)

CONSOLIDATED FINANCIAL STATEMENTS

April 30, 2021

(Expressed in Canadian Dollars)

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
E79 Resources Corp. (formerly Top Exploration Inc.)

Opinion

We have audited the accompanying consolidated financial statements of E79 Resources Corp. (formerly Top Exploration Inc.) (the "Company"), which comprise the consolidated statement of financial position as at April 30, 2021, and the consolidated statements of loss and comprehensive loss, changes in shareholders' equity, and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at April 30, 2021, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained in our audit is sufficient and appropriate to provide a basis for our opinion.

Other Matters

The consolidated financial statements of E79 Resources Corp. (formerly Top Exploration Inc.) for the year ended April 30, 2020 were audited by another auditor who expressed an unmodified opinion on those statements on July 15, 2020.

Other Information

Management is responsible for the other information. The other information obtained at the date of this auditor's report includes Management's Discussion and Analysis.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.



We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

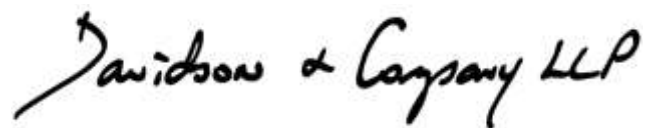
As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Alyson Neil.

A handwritten signature in black ink that reads "Davidson & Company LLP". The signature is written in a cursive, flowing style.

Vancouver, Canada

Chartered Professional Accountants

August 26, 2021

E79 RESOURCES CORP.
(formerly Top Exploration Inc.)

Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)
AS AT

	Notes	April 30, 2021	April 30, 2020
ASSETS			
Current assets			
Cash	\$	4,697,664	\$ 190,617
Prepaid expenses		183,559	-
Amounts receivable		57,728	785
		4,938,951	191,402
Exploration and evaluation assets	4	8,604,823	90,014
Deposit		157,304	-
TOTAL ASSETS		\$ 13,701,078	\$ 281,416
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current Liabilities			
Accounts payable and accrued liabilities	7	328,565	\$ 48,969
TOTAL LIABILITIES		\$ 328,565	\$ 48,969
SHAREHOLDERS' EQUITY			
Share capital	5	14,358,324	298,500
Reserves	5	1,640,479	-
Deficit		(2,626,290)	(66,053)
TOTAL SHAREHOLDERS' EQUITY		13,372,513	232,447
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		\$ 13,701,078	\$ 281,416

Nature of operations and going concern (Note 1)

Subsequent events (Note 10)

Approved by the Board of Directors and authorized for issue on August 25, 2021:

"Rory Quinn"
Rory Quinn, Director

"Vince Sorace"
Vince Sorace, Director

E79 RESOURCES CORP.
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Consolidated Statements of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)

	Notes	Year Ended April 30,	
		2021	2020
Expenses			
General and administrative services		\$ 97,598	\$ 213
Consulting fees		48,414	-
Foreign exchange		(2,172)	-
Marketing		411,026	-
Management fees	7	253,651	30,000
Professional fees		206,643	20,589
Transfer agent, regulatory and listing fees		82,357	15,251
Stock-based compensation	5,7	1,265,609	-
		\$ (2,363,126)	\$ (66,053)
Other Items			
Write down of exploration and evaluation assets	4	(197,111)	-
Loss and comprehensive loss for the year		\$ (2,560,237)	\$ (66,053)
Loss per share – basic and diluted		\$ (0.09)	\$ (0.02)
Weighted average number of common shares			
outstanding		28,618,164	3,957,594

See accompanying notes to the consolidated financial statements.

E79 RESOURCES CORP.
(formerly Top Exploration Inc.)

Consolidated Statements of Changes in Shareholders' Equity
(Expressed in Canadian Dollars)

	Share capital		Reserves	Deficit	Total
	Number of shares	Amount			
Balance at May 1, 2019	1	\$ 1	\$ -	\$ -	1
Cancellation of common shares	(1)	(1)	-	-	(1)
Issuance of common shares for cash, net share issue cost	2,200,000	209,818	-	-	209,818
Issuance of common shares for property	5,759,282	88,682	-	-	88,682
Loss for the year	-	-	-	(66,053)	(66,053)
Balance at April 30, 2020	7,959,282	\$ 298,500	\$ -	\$ (66,053)	\$ 232,447
Issuance of common shares for cash, net share issue cost	27,833,333	6,004,824	374,870	-	6,379,694
Acquisition of E79 Resources Pty. Ltd.	20,000,000	8,055,000	-	-	8,055,000
Stock-based compensation	-	-	1,265,609	-	1,265,609
Loss for the year	-	-	-	(2,560,237)	(2,560,237)
Balance at April 30, 2021	55,792,615	\$ 14,358,324	\$ 1,640,479	\$ (2,626,290)	\$ 13,372,513

E79 RESOURCES CORP.
(formerly Top Exploration Inc.)

Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars)

	Year ended April 30, 2021	Year ended April 30, 2020
Operating activities		
Loss for the year	\$ (2,560,237)	\$ (66,053)
Item not involving cash:		
Stock-based compensation	1,265,609	-
Write down of exploration and evaluation assets	197,111	-
Changes in non-cash working capital items:		
Amounts receivable	(56,943)	(785)
Prepaid expenses	(338,733)	-
Accounts payable and accrued liabilities	107,560	35,611
Due to related parties	(13,358)	-
Net cash flows used in operating activities	(1,398,991)	(31,227)
Investing activities		
Exploration and evaluation assets	(477,274)	(459)
Cash acquired on acquisition	3,618	-
Net cash flows used in investing activities	(473,656)	(459)
Financing activities		
Proceeds from issuance of shares	6,725,000	220,000
Share issue costs	(345,306)	(10,182)
Advances from related party	-	12,485
Net cash flows provided by financing activities	6,379,694	222,303
Change in cash	4,507,047	190,617
Cash, beginning	190,617	-
Cash, ending	\$ 4,697,664	\$ 190,617
Supplemental disclosure with respect to cashflows		
Shares issued for exploration and evaluation assets	\$ 8,055,000	\$ 88,682
Exploration and evaluation asset costs in accounts payable and accrued liabilities	171,271	-
Fair value of broker warrants	374,870	-
Tax paid	-	-
Interest paid	-	-

See accompanying notes to the consolidated financial statements.

E79 RESOURCES CORP.

(formerly Top Exploration Inc.)

Notes to the Consolidated Financial Statements

Years Ended April 30, 2021 and 2020

(Unaudited - Expressed in Canadian Dollars)

1. Nature of operations and going concern

E79 Resources Corp. (formerly Top Exploration Inc.) (the “Company”) was incorporated on September 27, 2018, under the laws of the Province of British Columbia, Canada. On September 20, 2019, the Company completed a plan of arrangement (the “Arrangement”) with its former parent, Zenith Exploration Inc. (“Zenith”), whereby the Golden Girl property was transferred to the Company, Zenith’s one common share in the Company was cancelled and 5,759,282 common shares were issued to the shareholders of Zenith.

The Company is a resource exploration company that is acquiring and exploring mineral properties. The head office, principal address and records office of the Company are located at 907-1030 West Georgia Street, Vancouver BC.

These consolidated financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. At April 30, 2021, the Company had not yet achieved profitable operations, had accumulated losses of \$2,626,290 (April 30, 2020 - \$66,053) since its inception and expects to incur further losses in the development of its property. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. The Company’s continuation as a going concern is dependent upon the successful results from its business activities and its ability to attain profitable operations and generate funds therefrom and/or raise equity capital or borrowings sufficient to meet current and future obligations. With additional financing obtained subsequent to April 30, 2021 (Note 10), management estimates that it has sufficient working capital to continue operations for the next twelve months.

Since March 2020, the outbreak of the novel strain of coronavirus, specifically identified as “COVID-19”, has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to business globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and conditions of the Company and its operations in future periods.

2. Basis of preparation

Statement of compliance with International Financial Reporting Standards

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and Interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”).

Basis of measurement

These consolidated financial statements have been prepared on a historical cost basis except for certain financial instruments classified as fair value through profit and loss, which are stated at their fair values. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting and are presented in Canadian dollars unless otherwise specified.

E79 RESOURCES CORP.

(formerly Top Exploration Inc.)

Notes to the Consolidated Financial Statements

Years Ended April 30, 2021 and 2020

(Unaudited - Expressed in Canadian Dollars)

2. Basis of preparation (cont'd)

Basis of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, E79 Resources Pty. Ltd. from the acquisition date of November 30, 2020 (Note 4). Inter-company balances and transactions, including unrealized income and expenses arising from inter-company transactions, are eliminated on consolidation.

Use of estimates and judgements

The preparation of the Company's consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions concerning the future. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

Critical judgments exercised in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are as follows:

- i) Economic recoverability and probability of future benefits of exploration and evaluation costs:
Management has determined that exploration, evaluation and related costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including geologic and other technical information, history of conversion of mineral deposits with similar characteristics to its own properties to proven and probable mineral reserves, the quality and capacity of existing infrastructure facilities, evaluation of permitting and environmental issues and local support for the project.
- ii) Valuation of stock-based compensation:
The Company uses the Black-Scholes option pricing model for valuation of stock-based compensation. Option pricing models require the input of subjective assumptions including expected price volatility, interest rate and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings and equity reserves.
- iii) Income taxes:
The Company recognizes deferred tax assets for deductible temporary differences, unused tax losses and other income tax deductions only to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, unused tax losses and other income tax deductions can be utilized. In assessing the probability of realizing the income tax benefits of deductible temporary differences, unused tax losses and other income tax deductions, management makes estimates related to expectations of future taxable income, applicable tax planning opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. The likelihood that tax positions taken will be sustained upon examination by applicable tax authorities is assessed based on individual facts and circumstances of the relevant tax position evaluated in light of all available evidence.

E79 RESOURCES CORP.

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Notes to the Consolidated Financial Statements

Years Ended April 30, 2021 and 2020

(Unaudited - Expressed in Canadian Dollars)

2. Basis of preparation (cont'd)

As at April 30, 2021, the Company has not recognized any deferred tax assets for deductible temporary differences. Changes in any of the above-mentioned estimates can materially affect the amount of income tax assets recognized. In addition, where applicable tax laws and regulations are either unclear or subject to varying interpretations, changes in these estimates can occur that materially affect the amounts of income tax assets recognized. The Company reassesses unrecognized income tax assets at the end of each reporting period.

3. Significant Accounting Policies

Financial Instruments

(i) Classification

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition, the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

(ii) Measurement

Financial assets and liabilities at amortized cost

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and are subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in profit or loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in profit or loss in the period in which they arise.

Debt investments at FVOCI

These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognized in profit or loss. Other net gains and losses are recognized in other comprehensive income ("OCI"). On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

E79 RESOURCES CORP.

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Notes to the Consolidated Financial Statements

Years Ended April 30, 2021 and 2020

(Unaudited - Expressed in Canadian Dollars)

3. Significant Accounting Policies (cont'd)

Financial Instruments (cont'd)

Equity investments at FVOCI

These assets are subsequently measured at fair value. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are never reclassified to profit or loss.

(iii) Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If, at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in profit or loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

(iv) Derecognition

Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity.

Financial liabilities

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled or expire. The Company also derecognizes a financial liability when the terms of the liability are modified such that the terms and/or cash flows of the modified instrument are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

Gains and losses on derecognition are generally recognized in profit or loss.

Impairment of assets

The carrying amount of the Company's assets is reviewed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognized in the statement of income and comprehensive income.

E79 RESOURCES CORP.

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Notes to the Consolidated Financial Statements

Years Ended April 30, 2021 and 2020

(Unaudited - Expressed in Canadian Dollars)

3. Significant Accounting Policies (cont'd)

Financial Instruments (cont'd)

The recoverable amount of assets is the greater of an asset's fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is only reversed if there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount, however, not to an amount higher than the carrying amount that would have been determined had no impairment loss been recognized in previous years. Assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment.

Income taxes

i) Current income tax

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

ii) Deferred income tax

Deferred income tax is provided using the asset and liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

E79 RESOURCES CORP.

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Notes to the Consolidated Financial Statements

Years Ended April 30, 2021 and 2020

(Unaudited - Expressed in Canadian Dollars)

3. Significant Accounting Policies (cont'd)

Exploration and evaluation assets

Exploration and evaluation expenditures relating to mineral properties include the costs of acquiring licenses, costs associated with exploration and evaluation activity, and the fair value (at acquisition date) of exploration and evaluation assets acquired in a business combination. Exploration and evaluation expenditures are capitalized. Costs incurred before the Company has obtained the legal rights to explore an area are recognized in profit or loss.

Government tax credits received are recorded as a reduction to the cumulative costs incurred and capitalized on the related property.

Exploration and evaluation assets are assessed for impairment if (i) sufficient data exists to determine technical feasibility and commercial viability, or (ii) facts and circumstances suggest that the carrying amount exceeds the recoverable amount.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mining property and development assets within property, plant and equipment.

Recoverability of the carrying amount of any exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

Restoration, rehabilitation, and environmental obligations

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of long-term assets, when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future restoration cost estimates arising from the decommissioning of plant and other site preparation work is capitalized to exploration and evaluation assets along with a corresponding increase in the restoration provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. The restoration asset will be depreciated on the same basis as other assets.

The increase in the restoration provision due to the passage of time is recognized as interest expense.

The costs of restoration projects that were included in the provision are recorded against the provision as incurred. The costs to prevent and control environmental impacts at specific properties are capitalized in accordance with the Company's accounting policy for exploration and evaluation assets. For the period presented, the Company did not have any restoration provisions.

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Notes to the Consolidated Financial Statements

Years Ended April 30, 2021 and 2020

(Unaudited - Expressed in Canadian Dollars)

3. Significant Accounting Policies (cont'd)

Share capital

The Company records proceeds from share issuances net of issue costs and any tax effects. Share capital issued for non-monetary consideration is recorded at fair value, being the quoted share price at the time of issuance. Proceeds received for issuance of share units consisting of common shares and warrants are recorded based on the residual value method where common shares are valued first and any excess over fair value is allocated to the warrant.

Foreign currency translation

The functional currency of the Company and its wholly owned subsidiary is the Canadian dollar. Transactions denominated in other currencies are translated into their Canadian dollar equivalents at exchange rates prevailing at the transaction date. Carrying values of monetary assets and liabilities denominated in foreign currencies are adjusted at each statement of financial position date to reflect exchange rates prevailing at that date and the related foreign exchange gains or losses are recognized in profit or loss.

Stock-based compensation

The Company has a stock option plan that is described in note 5. Stock-based payments to employees are measured at the fair value of the instruments issued and are amortized over the vesting periods using a graded attribution approach. Stock-based payments to non-employees are measured at the fair value of the goods or services received or at the fair value of the equity instruments issued (if it is determined the fair value of the goods or services cannot be reliably measured) and are recorded at the date the goods or services are received. If and when the stock options or warrants are ultimately exercised, the applicable amounts of reserves are transferred to share capital.

The fair value of the options is measured at grant date, using the Black-Scholes option pricing model, and is recognized during the period that the employees earn the options. The fair value is recognized as an expense with a corresponding increase in reserves. The amount recognized as expense is adjusted to reflect the number of share options expected to vest. Forfeitures of stock options are accounted for as incurred.

Loss per share

Basic loss per share is computed by dividing the loss available to common shareholders by the weighted average number of common shares outstanding during the period. The computation of the diluted loss per share assumes the conversion, exercise or contingent issuance of securities only when such conversion, exercise or issuance would have a dilutive effect on the loss per share.

The dilutive effect of outstanding options and warrants and their equivalents is reflected in diluted loss per share by assuming that the proceeds would be used to purchase common shares at the average market price during the period.

Since the Company has losses, the effect of outstanding stock options and warrants has not been included in this calculation as it would be anti-dilutive.

E79 RESOURCES CORP.

(formerly Top Exploration Inc.)

Notes to the Consolidated Financial Statements

Years Ended April 30, 2021 and 2020

(Unaudited - Expressed in Canadian Dollars)

4. Exploration and evaluation assets

On November 30, 2020, the Company closed a purchase agreement with E79 Resources Pty Ltd., a private Australian company, pursuant to which the Company acquired all of the issued and outstanding shares of E79 Resources Pty Ltd. and hereby acquired 100% of two gold projects, the Beaufort and Myrtleford projects located in Victoria, Australia. In consideration of acquisition of E79 Resources Pty Ltd., the Company issued 20,000,000 common shares of the Company to the shareholders of E79 Resources Pty Ltd. on a pro rata basis. 14,000,000 of such shares are subject to contractually agreed restrictions on transfer. 2,000,000 shares will be restricted until February 8, 2021; 4,000,000 shares will be restricted until April 7, 2021; 4,000,000 shares will be restricted until July 7, 2021; and 4,000,000 shares will be restricted until October 7, 2021.

The transaction will be accounted for in accordance with guidance provided in IFRS 2, Share-based payments, and IFRS 3, Business combinations. As E79 Resources Pty Ltd. did not qualify as a business according to the definition in IFRS 3, this transaction does not constitute a business combination; rather, it is treated as an issuance of shares by the Company for the net assets of E79 Resources Pty Ltd. The effect of the share sale restriction was reflected through a 15% discount applied to the initial fair value of the restricted shares, which was based on the last private placement closed by the Company.

The purchase price is allocated as follows:

	Amount
Fair value of the Company's shares	\$ 8,055,000
(14,000,000 common shares at \$0.38 per share and 6,000,000 common shares at \$0.45 per share)	
Total Consideration	8,055,000
Net assets acquired	
Cash	3,618
Receivables and prepaid expenses	2,130
Mineral properties	8,063,375
Accounts payable	(14,123)
Net asset acquired	\$ 8,055,000

Beaufort Property

Beaufort is a 100% owned exploration tenement Australia. The license consists of a single contiguous parcel.

E79 RESOURCES CORP.

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Notes to the Consolidated Financial Statements

Years Ended April 30, 2021 and 2020

(Unaudited - Expressed in Canadian Dollars)

4. Exploration and evaluation assets (cont'd)

Myrtleford Property

Myrtleford is a 100% owned exploration license located in Australia. The license consists of a single contiguous parcel.

Golden Girl Property

On September 20, 2019, the Company received a 100% interest in the mineral property Golden Girl, located in British Columbia, from its former parent, Zenith. The property is subject to a 1% net smelter return royalty. The carrying cost of the project was reviewed and given the focus of the Company is currently on its Australian assets and it has no current plans to further explore the property, the project was fully impaired at April 30, 2021. Accordingly, a write down charge of \$197,110 was recorded in profit or loss.

A continuity of acquisition costs included in exploration and evaluation assets is as follows:

	CANADA			AUSTRALIA		Total for year ended April 30, 2021	Total for year ended April 30, 2020
	Golden Girl	Beaufort	Myrtleford				
Property acquisition costs							
Balance, beginning	\$ 88,682	\$ -	\$ -	\$ 88,682	\$ 88,682	\$ -	\$ -
Additions	-	1,612,675	6,450,700	8,063,375	-	-	-
Balance, ending	\$ 88,682	\$ 1,612,675	\$ 6,450,700	\$ 8,152,057	\$ 88,682	\$ -	\$ -
Exploration and evaluation costs							
Balance, beginning	\$ 1,332	\$ -	\$ -	\$ 1,332	\$ 1,332	\$ -	\$ -
Consulting, management fees and sub-contractors	-	126,162	104,868	231,030	-	-	-
Soil Sampling and mapping	106,197	136,296	-	242,493	-	-	-
Geophysics	-	11,505	5,012	16,517	-	-	-
Drilling	-	46,408	93,212	139,620	-	-	-
Other costs	900	6,583	11,401	18,884	-	-	-
Balance, ending	\$ 108,429	\$ 326,954	\$ 214,493	\$ 649,876	\$ 1,332	\$ -	\$ -
Impairment	\$ (197,110)	\$ -	\$ -	\$ (197,110)	\$ -	\$ -	\$ -
Total	\$ 1	\$ 1,939,629	\$ 6,665,193	\$ 8,604,823	\$ 90,014	\$ -	\$ -

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5. Share capital

Authorized share capital

Unlimited number of common shares without par value (2020 – Unlimited). 14,000,000 of the issued and outstanding common shares of the Company are subject to contractually agreed restrictions on transfer. 2,000,000 common shares will be restricted until February 8, 2021; 4,000,000 common shares will be restricted until April 7, 2021; 4,000,000 common shares will be restricted until July 7, 2021; and 4,000,000 common shares will be restricted until October 7, 2021 (Note 4).

Issued share capital

55,792,615 common shares were issued and outstanding at April 30, 2021 (April 30, 2020: 7,959,282).

During the year ended April 30, 2021

On October 7, 2020, the Company closed a non-brokered private placement and issued 14,500,000 common shares at a price of \$0.05 per common shares for proceeds of \$725,000. The Company incurred \$3,839 in share issue costs.

Issued share capital

On November 30, 2020, the Company closed a non-brokered private placement comprising of 13,333,333 common shares at \$0.45 per common share at gross proceeds of \$6,000,000. The Company paid cash commissions of \$324,464, incurred other share issue costs of \$17,003 and issued 721,030 broker warrants. Each broker warrant entitles the holder to purchase one common share of the Company at an exercise price of \$0.45 per share until November 30, 2021. The Company recognized a fair value of \$374,870 for the broker warrants, which was determined using the Black-Scholes Option Pricing Model with the following assumptions: risk free rate of 0.21%; expected life of 1 year; expected volatility of 140% and dividend yield of Nil.

During the year ended April 30, 2021, the Company issued 20,000,000 common shares with a fair value of \$8,055,000 on closing of the purchase of E79 Resources Pty Ltd (Note 4).

During the year ended April 30, 2020

On September 20, 2019, the Company cancelled one common share and issued 5,759,282 common shares pursuant to the Arrangement (Note 1).

On February 19, 2020, the Company closed a non-brokered private placement and issued 2,200,000 common shares at a price of \$0.10 per common shares for proceeds of \$220,000.

Broker Warrants

Broker warrant transactions are summarized as follows:

	Number of Broker Warrants	Weighted average exercise price
Outstanding, April 30, 2020 and 2019	-	\$ -
Issued	721,030	0.45
Outstanding, April 30, 2021	721,030	\$ 0.45

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5. Share capital (cont'd)

Details of broker warrants outstanding as at April 30, 2021 are as follows:

Exercise Price	Expiry Date	Balance, end of period
\$0.45	November 30, 2021	721,030

At April 30, 2021, the weighted-average remaining contractual life of warrants outstanding was 0.59 years.

Stock options

The Company has adopted an incentive stock option plan, which provides that the Board of Directors of the Company may from time-to-time, in its discretion, and in accordance with the CSE requirements, grant to directors, officers, employees and consultants to the Company, non-transferable stock options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed a rolling 10% of the Company's issued and outstanding common shares at the time the options are granted, and that the options granted will have an exercise price of not less than market price and an expiry date of not more than ten years from the date of grant.

Stock options

Stock options transactions are summarized as follows:

	Number of Options	Weighted average exercise price
Outstanding, April 30, 2020 and 2019	-	\$ -
Granted	4,875,000	0.72
Outstanding, April 30, 2021	4,875,000	\$ 0.72

Details of options outstanding as at April 30, 2021 are as follows:

Exercise Price	Expiry Date	Balance, end of period	Exercisable
\$0.75	December 9, 2025	4,300,000	
\$0.78	January 29, 2026	75,000	-
\$0.45	April 23, 2024	500,000	500,000
		4,875,000	500,000

At April 30, 2021, the weighted-average remaining contractual life of stock options was 4.45 years.

During the year ended April 30, 2021

On December 9, 2020, the Company granted 4,300,000 stock options to directors, officers and consultants of the Company at an exercise price of \$0.75 per common share for a period of five years ending December 9, 2025. The options vest in four equal parts every 6 months over two years. The total value of these options on grant date was \$2,850,406 determined using the Black-Scholes Option Pricing Model with the following assumptions: risk free interest rate of 0.47%; expected life of 5 years; expected volatility of 140% and dividend yield of Nil. The Company recognized \$1,156,823 in stock-based compensation related to these options during the year ended April 30, 2021.

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5. Share capital (cont'd)

On January 29, 2021, the Company granted 75,000 stock options to a consultant of the Company at an exercise price of \$0.78 per common share for a period of five years ending January 29, 2026. The options vest in four equal parts every 6 months over two years. The total value of these options on grant date was \$55,233 determined using the Black-Scholes Option Pricing Model with the following assumptions: risk free interest rate of 0.41%; expected life of 5 years; expected volatility of 140% and dividend yield of Nil. The Company recognized \$14,407 in stock-based compensation related to these options during the year ended April 30, 2021.

On April 23, 2021, the Company granted 500,000 stock options to a consultant of the Company at an exercise price of \$0.45 per common share for a period of three years ending April 23, 2024. The options vest immediately. The total value of these options on the grant date was \$94,379 determined by using the Black Scholes Option Pricing Model with the following assumptions: risk free interest rate of 0.48%; Expected life of 3 years; expected volatility of 140% and dividend yield of Nil. The Company recognized \$94,379 in stock-based compensation during the year ended April 30, 2021, as the stock options vested on the grant date.

6. Segmented information

The Company operates in a single operating segment being the exploration and evaluation of mineral properties in Australia. All exploration and evaluation assets are located in Australia.

7. Related party transactions

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

Key management compensation is as follows:

	Year ended April 30,	
	2021	2020
Management fees	\$ 253,651	\$ -
Stock based compensation	780,183	-
	\$ 1,033,834	\$ -

Related party balances

As at April 30, 2021, \$48,271 (April 30, 2020 - \$Nil) was due to directors of the Company and \$5,622 (April 30, 2020 - \$13,358) due to former directors of the Company. The amounts are non-interest bearing, unsecured and due on demand and are included in accounts payable and accrued liabilities.

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8. Income taxes

The tax effect (computed by applying the Canadian federal and provincial statutory rate) of the significant temporary differences, which comprise deferred income tax assets and liabilities, is as follows:

	April 30, 2021	April 30, 2020
Net loss for the period	\$(2,560,237)	\$ (66,053)
Canadian statutory income tax rate	27%	27%
Income tax recovery at statutory rate	(691,000)	(17,834)
Tax effect of:		
Permanent and other differences	346,000	2,750
Share issue costs	(93,000)	-
Change in valuation allowance	438,000	(20,584)
Income tax provision	\$ -	\$ -

The significant components of the Company's deferred income tax assets and liabilities are as follows:

	April 30, 2021	April 30, 2020
Deferred income tax assets		
Non-capital losses	\$ 330,000	\$ 20,584
Share issue costs	76,000	-
Exploration and evaluation assets	53,000	-

As at April 30, 2021, the Company has non-capital losses carried forward of \$1,221,000, which are available to offset future years' taxable income. These losses expire through 2041.

9. Financial risk and capital management

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts. This risk is managed by using major banks that are high credit quality financial institutions as determined by rating agencies. The Company's secondary exposure to risk is on its receivables. This risk is minimal.

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9. Financial risk and capital management (cont'd)

Foreign exchange risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company is exposed to currency risk as it incurs expenditures that are denominated in AUD dollars while its functional currency is the Canadian dollar. The Company does not hedge its exposure to fluctuations in foreign exchange rates. Cash balance of \$34,306, accounts receivable balance of \$46,426 and accounts payable balance of \$104,943 are held in AUD at April 30, 2021. The Company does not believe it is exposed to significant foreign exchange risk on these balances.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations.

Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding. The Company has assessed liquidity risk as low as at April 30, 2021 due to the Company's cash balance and subsequent financing completed (Note 10).

Market risk

The risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk. The Company is not exposed to significant interest or other price risk.

Capital Management

The Company's policy is to maintain a strong capital base so as to maintain investor and creditor confidence and to sustain future development of the business. There were no changes in the Company's approach to capital management during the year. The Company is not subject to any externally imposed capital requirements.

Fair value

The Company's financial instruments consist of cash, amounts receivable, accounts payable and accrued liabilities and due to related parties. The fair value of these financial instruments approximates their carrying values due to the short-term nature of these investments.

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 or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The Company's cash is measured at fair value. Cash is measured using level 1 inputs.

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10. Subsequent events

On June 23, 2021, the Company closed a non-brokered private placement financing of 8,000,000 common shares at \$1.00 per share for gross proceeds of \$8,000,000. The Company agreed to pay finders' fees of up to 7 per cent in cash or securities and has issued 560,000 common shares to finders.

Subsequent to April 30, 2021, the Company issued 37,500 and 553,640 common shares pursuant to option and warrant exercises, for gross proceeds of \$28,125 and \$249,138, respectively.

On August 4 2021, the Company granted 150,000 stock options to a consultant of the Company with an exercise price of \$1.27 and an expiry date of five years from the grant date.