

LODESTAR BATTERY METALS CORP.
(Formerly Silverton Metals Corp.)

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
For the Three and Nine Months Ended September 30, 2022 and 2021

(Unaudited - Expressed in Canadian Dollars)

Notice of no Auditor Review of 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 interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim consolidated 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 condensed interim consolidated 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.

Lodestar Battery Metals Corp.

(Formerly Silverton Metals Corp.)

Condensed Interim Consolidated Statements of Financial Position

As at September 30, 2022 and December 31, 2021

(Unaudited - Expressed in Canadian Dollars)

	Note	September 30, 2022 \$	December 31, 2021 \$
ASSETS			
Current Assets			
Cash		2,725,773	4,128,888
Other receivables		262,809	130,295
Prepaid expenses and other assets	5	178,391	186,838
Total current assets		3,166,973	4,446,021
Non-Current Assets			
Exploration and evaluation assets	6	9,133,545	7,525,723
Prepaid expenses	5	-	145,645
Total assets		12,300,518	12,117,389
LIABILITIES			
Current Liabilities			
Accounts payable and accrued liabilities	6,9	99,312	877,717
Other payables		3,962	3,962
Deferred purchase consideration - current	4	1,221,550	682,841
		1,324,824	1,564,520
Non-Current Liabilities			
Deferred purchase consideration	4	-	424,745
Total liabilities		1,324,824	1,989,265
SHAREHOLDERS' EQUITY			
Common shares	7	13,884,726	12,649,726
Contributed surplus		2,156,427	2,018,338
Accumulated other comprehensive loss		601,623	2,754
Deficit		(5,667,082)	(4,542,694)
Total shareholders' equity		10,975,694	10,128,124
Total liabilities and shareholders' equity		12,300,518	12,117,389

Nature of operations and going concern (Note 1)

Subsequent event (Note 13)

APPROVED BY THE BOARD OF DIRECTORS

Lowell Kamin ("signed")

Director

Gary Prihar ("signed")

Director

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

Lodestar Battery Metals Corp.

(Formerly Silverton Metals Corp.)

Condensed Interim Consolidated Statements of Loss and Comprehensive Loss

For the three and nine months ended September 30, 2022 and 2021

(Unaudited - Expressed in Canadian Dollars)

	Note	September 30, 2022 \$	September 30, 2021 \$	September 30, 2022 \$	September 30, 2021 \$
General and administrative expenses					
Accounting and audit	9	19,905	13,509	92,022	50,702
Bank charges and interest		5,918	431	1,841	1,404
Exploration Research & Investigation		26	13,285	2,941	13,285
Filing and listing fees		19,594	6,034	42,483	38,106
Insurance		8,100	4,313	20,421	6,970
Investor relations and marketing		18,382	73,435	103,119	545,157
Legal and professional fees		19,963	11,062	62,426	36,644
Management, consulting and advisory fees	9	65,000	196,500	525,204	485,035
Office and miscellaneous		7,043	459	10,924	4,726
Rent	9	1,517	6,325	13,996	17,700
Share-based compensation	7(d),9	32,507	-	134,606	1,482,550
Transfer agent fees		1,785	1,095	6,438	18,661
Loss before other items		(199,740)	(326,448)	(1,016,421)	(2,700,940)
Other income (expenses)					
Interest income		13,116	-	13,116	-
Bad debt expense		-	(350,000)	-	(350,000)
Foreign exchange gain		13,285	16,496	45,449	58,644
Impairment of exploration and evaluation assets net of reversal of related accrued liabilities	6	(166,532)	-	(166,532)	-
Net loss for the period		(339,871)	(659,952)	(1,124,388)	(2,992,296)
Other comprehensive loss					
<i>Items that may be subsequently reclassified to profit or loss:</i>					
Currency translation differences		479,076	174,260	598,869	34,007
Total other comprehensive profit for the period		479,076	174,260	598,869	34,007
Total Comprehensive Loss for the period		139,205	(485,692)	(525,519)	(2,958,289)
Weighted average number of common shares outstanding during the period	7(f)	31,716,935	27,336,500	28,812,690	23,786,628
Loss per share - basic and diluted		(0.01)	(0.02)	(0.04)	(0.13)

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

Lodestar Battery Metals Corp.

(Formerly Silverton Metals Corp.)

Condensed Interim Consolidated Statements of Changes in Shareholders' Equity (Deficit)

For the three and nine months ended September 30, 2022 and 2021

(Unaudited - Expressed in Canadian Dollars)

	Number of shares #	Capital Stock \$	Contributed Surplus \$	AOCI(L)* \$	Deficit \$	Total \$
Balance - December 31, 2020	11,387,500	911,706	-	-	(566,467)	345,239
- Private placement	11,574,000	9,259,200	-	-	-	9,259,200
Less issue costs- cash	-	(732,484)	-	-	-	(732,484)
Less issue costs - warrants	-	(350,252)	350,252	-	-	-
Shares issued pursuant to qualifying transaction	4,375,000	3,500,000	-	-	-	3,500,000
Share-based compensation - stock options	-	-	1,729,642	-	-	1,729,642
Net and comprehensive loss for the period	-	-	-	34,007	(2,992,296)	(2,958,289)
Balance - September 30, 2021	27,336,500	12,588,170	2,079,894	34,007	(3,558,763)	11,143,308
Share issuance costs - warrants	-	61,556	(61,556)	-	-	-
Net and comprehensive loss for the period	-	-	-	(31,253)	(983,931)	(1,015,184)
Balance - December 31, 2021	27,336,500	12,649,726	2,018,338	2,754	(4,542,694)	10,128,124
Shares issued pursuant to qualifying transaction	13,000,000	1,235,000	-	-	-	1,235,000
Share-based compensation – stock options	-	-	138,089	-	-	138,089
Net and comprehensive loss for the period	-	-	-	598,869	(1,124,388)	(525,519)
Balance - September 30, 2022	40,336,500	13,884,726	2,156,427	601,623	(5,667,082)	10,975,694

* AOCI(L): Accumulated other comprehensive income (loss)

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

Lodestar Battery Metals Corp.

(Formerly Silverton Metals Corp.)

Condensed Interim Consolidated Statements of Cash Flow

For the nine months ended September 30, 2022 and 2021

(Unaudited - Expressed in Canadian Dollars)

	2022	2021
	\$	\$
Operating activities:		
Net loss for the period	(1,124,388)	(2,992,296)
<i>Items not affecting cash:</i>		
Impairment of exploration and evaluation assets net of reversal of related accrued liabilities	166,532	-
Share-based compensation	134,606	1,482,550
	(823,250)	(1,509,746)
<i>Changes in non-cash working capital related to operations:</i>		
GST receivable	(132,514)	(4,698)
Prepays	154,092	(810,350)
Accounts payable and accrued liabilities	(74,413)	5,173
Net cash used in operating activities	(876,085)	(2,319,621)
Investing activity:		
Investment in exploration and evaluation assets	(876,742)	(1,617,520)
Cash acquired on acquisition of Wholesome Organic	242,020	6,737
Net cash used in investing activities	(634,722)	(1,610,783)
Financing activity:		
Proceeds from shares issued	-	9,259,200
Share issuance costs	-	(706,774)
Net cash from (used) in financing activities	-	8,552,426
Increase (decrease) in cash during the period	(1,510,807)	4,622,022
Foreign exchange effect on cash and cash equivalents	107,692	(505)
Cash – beginning of the period	4,128,888	253,877
Cash – end of the period	2,725,773	4,875,394

Supplemental Cash Flow Information – Note 10

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

Lodestar Battery Metals Corp.

(Formerly Silverton Metals Corp.)

Notes to the Condensed Interim Consolidated Financial Statements

For the three and nine months ended September 30, 2022 and 2021

(Unaudited - Expressed in Canadian Dollars)

1. Nature of Operations and Going Concern

Lodestar Battery Metals Corp., formerly Silverton Metals Corp., (“Lodestar” or the “Company”) was incorporated under the Business Corporation Act (Ontario) on July 15, 2013. On March 21, 2019, the Company was continued under the British Columbia Business Corporations Act, and on March 2, 2021, in conjunction with the closing of its qualifying transaction (“Qualifying Transaction”), the Company had changed its name to Silverton Metals Corp from Plymouth Realty Capital Corp. From incorporation to the date of these consolidated financial statements, there have been no significant operations. On July 14, 2020, the Company consolidated its issued and outstanding common shares on the basis of 10 pre-consolidation shares for one post-consolidation share (the “Consolidation”). All references to share and per share amounts in these consolidated financial statements have been retroactively restated to reflect the Consolidation. Upon closing of its Qualifying Transaction on March 2, 2021, the Company ceased to be a Capital Pool Company, as defined in Policy 2.4 of the TSX Venture Exchange (“TSX-V”), and became a Tier 2 Mining issuer on the TSX-V. On November 10, 2022 the Company announced it changed its name to Lodestar Battery Metals Corp. and that it began trading on the TSX-V, effective November 14, 2022, under the symbol “LSTR”. On May 5, 2021, the Company’s shares commenced trading on the OTC Markets system, through the SEC-registered Alternative Trading System quotation facilities (known as OTC Link® ATS), under the symbol “SVTNF”. The head office of the Company is located at 704-595 Howe Street, Vancouver, British Columbia, V6C 2T5.

On March 2, 2021, the Company completed its Qualifying Transaction with the acquisition of three silver-focused Mexican mineral properties, being Peñasco Quemado, Sonora; La Frazada, Nayarit; and Pluton, Durango (the “Silver Properties”), from Silver One Resources Inc. (“Silver One”), a TSX-V listed company, by acquiring from Silver One all of the issued and outstanding shares of KCP Minerals Inc. (“KCP”), which holds, through its wholly owned Mexican subsidiary, Minera Terra Plata S.A. de C.V. (“Minera Terra”), a 100% interest in the Silver Properties (see Note 4).

On August 31, 2022 the Company completed the acquisition of all of the outstanding share capital Wholesome Organics Limited thereby acquiring the lithium focused Peny Property in Snow Lake, Manitoba.

Going Concern

These condensed interim 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. The Company’s ability to meet its obligations and maintain its current operations is contingent upon successful completion of additional financing arrangements. The Company expects to incur further losses in the development of its business. At September 30, 2022, the Company had a working capital of \$1,842,149 (2021 – working capital of \$2,881,501), which the Company believes is sufficient to meet its obligations and continue its operations for at least the next twelve months.

Beyond the next 12 months, the Company’s ability to continue as a going concern will be dependent upon its ability to obtain the necessary financing to meet its general operating expenses and to continue to explore its mineral properties. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms acceptable to the Company. These condensed interim consolidated financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

Lodestar Battery Metals Corp.

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Notes to the Condensed Interim Consolidated Financial Statements

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COVID-19 and Russian-Ukraine Conflict

Since the onset of COVID-19 in 2020, and continuing into 2022, significant changes in the stock market have occurred for various reasons linked to the COVID-19 global pandemic. The impacts to the Company of further market changes, arising from COVID-19 are not determinable at this date, however these could be significant to the Company's ability to raise new capital and thus the Company's financial position, results of operations and cash flows. The Company's liquidity and ability to continue as a going concern may also be impacted. As at September 30, 2022, COVID-19 has not had a significant negative impact on the Company's operations or ability to raise capital.

During February 2022, Russia launched a large military invasion of Ukraine leading to a disruption in the supply of energy resources, the imposition of sanctions on Russia, increased tension between the West and Russia and financial market uncertainty. These situations had an impact on many entities and the markets for the securities that they issue and the impacts may continue.

2. Basis of presentation

Statement of Compliance

These condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of interim financial statements, including IAS 34 - Interim Financial Reporting. These condensed interim financial statements should be read in conjunction with the annual financial statements for the year ended December 31, 2021 which have been prepared in accordance with IFRS as issued by the IASB.

These condensed interim consolidated financial statements were approved by the board of directors for use on November 29, 2022.

In the preparation of these condensed interim consolidated financial statements, the Company has used the same accounting policies and methods of computation as in the annual financial statements for the year ended December 31, 2021.

3. Critical accounting estimates and judgement

The preparation of these condensed interim consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities and contingent liabilities at the date of the condensed interim financial statements and the reported amount of expenses during each year. Actual results may differ from these estimates. The significant judgements made by management in applying the Company's accounting policies and the key sources of estimation uncertainty were the same as those applied to the financial statements for the year ended December 31, 2021.

4. Acquisition of subsidiaries and exploration and evaluation assets

Wholesome Organic Limited

On August 31, 2022, the Company closed its 100% acquisition of Wholesome Organic Limited ("Wholesome" or "WOL"). Under the terms of the share purchase agreement, the Company acquired all of the issued and outstanding securities of Wholesome which holds 100% of the lithium focused Peny Property and, in consideration of which, the Company issued the WOL shareholders a total of 13,000,000 common shares at a price of \$0.095 per share for a total consideration of \$1,235,000. The acquisition of WOL did not qualify as a business combination and is accounted for as an asset acquisition.

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The fair value of the consideration for the asset acquisition and the related assets and liabilities acquired at August 31, 2022 are as follows:

Purchase Consideration	
	\$
13,000,000 common shares of the Company at \$0.095 per share	1,235,000
Transaction costs	6,756
	<hr/>
Fair value of consideration	1,241,756
	<hr/>
Allocation of Purchase Consideration	
	\$
Cash	242,020
Mineral properties	821,732
Accounts payable and accrued liabilities	(27,500)
Acquisition adjustment to mineral properties*	205,504
	<hr/>
	1,241,756
	<hr/>

The Silver Properties

Under the terms of a share purchase agreement dated November 16, 2020, as amended January 4, 2021 and February 1, 2021, the Company acquired from Silver One all of the issued and outstanding shares of KCP, which holds a 100% interest in Minera Terra and, thereby indirectly, the Silver Properties, and, in consideration of which, the Company agreed to pay Silver One \$6,000,000 in cash and shares as follows: (a) pay \$1,250,000 in cash on closing (paid March 3, 2021), (b) issue 4,375,000 common shares of the Company (the "Consideration Shares", issued March 3, 2021), (c) pay \$750,000 in cash eighteen months after closing, and (d) pay \$500,000 in cash twenty four months after closing. The deferred cash consideration payments are in the form of non-interest promissory notes. The Company is in discussions with Silver One to renegotiate the terms of the deferred consideration. The acquisition of the shares of KCP was the Company's Qualifying Transaction under the rules of the TSX-V and closed on March 2, 2021. The acquisition of KCP and Minera Terra did not qualify as a business combination and is accounted for as an asset acquisition.

On acquisition of KCP on March 2, 2021, the Company recorded an adjustment to mineral properties of \$264,122 of fair value discount applied to the deferred cash consideration, which was estimated using a discount rate of 15%. This discount is being unwound over the period from acquisition of KCP to the date of payment of the deferred cash consideration. During the nine months ended September 30, 2022 the Company recognized an unwind of discounting on deferred cash consideration of \$113,964 (2021 - \$nil) (Note 6).

The Company also granted a 1.5% net smelter return royalty (the "Royalty") on each of the Silver Properties to Silver One. At the option of the Company, the Company may repurchase, two-thirds (2/3) of the Royalty (being a 1% net smelter return royalty) with a payment equal to US \$500,000 for each of the Silver Properties.

During the year ended December 31, 2021 the Company incurred \$114,669 of acquisition costs, related to the Qualifying Transaction, which were recorded as long-term deferred acquisition costs at December 31, 2020. These costs were transferred to exploration and evaluation assets upon closing of the Qualifying Transaction (Note 6).

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At September 30, 2022 the deferred cash consideration payable is represented as follows:

	September 2, 2022	March 2, 2023	Total
	\$	\$	\$
Balance, December 31, 2021	682,841	424,745	1,107,586
Unwind of fair value discount (Note 6)	67,159	46,805	113,964
Balance, September 30, 2022	750,000	471,550	1,221,550

5. Prepaid expenses and other assets

	September 30, 2022	December 31, 2021
	\$	\$
Prepaid expenses	173,772	328,280
Other assets	4,619	4,203
	178,391	332,483
Prepaid expenses - non-current	-	(145,645)
	178,391	186,838

6. Exploration and evaluation assets

	Peñasco Quemado	La Frazada	Pluton	Peny Property	Total
	\$	\$	\$	\$	\$
December 31, 2021	4,461,611	2,281,679	782,433	-	7,525,723
Exploration and evaluation assets acquired (Note 4)	-	-	-	821,732	821,732
Fair value adjustment on acquisition of exploration and evaluation of assets	-	-	-	205,504	205,504
Unwind of discounting on deferred cash consideration* (Note 4)	73,752	39,547	665	-	113,964
Consulting (Note 9)	41,688	16,569	16,260	-	74,517
Drilling	166,515	-	-	-	166,515
General exploration	196,016	-	-	-	196,016
Geology	-	35,140	94,890	-	130,030
Land / recording fees	206,470	7,194	84,070	-	297,734
Share-based compensation	1,742	1,742	-	-	3,484
Impairment of exploration and evaluation assets	-	-	(976,877)	-	(976,877)
Foreign exchange translation	398,256	178,388	(1,441)	-	575,203
	1,084,439	278,580	(782,433)	1,027,236	1,607,822
September 30, 2022	5,546,050	2,560,259	-	1,027,236	9,133,545

¹ The foreign currency translation amount arises from the Company's subsidiary, Minera Terra, incurring exploration expenditures in currencies other than the Canadian dollar while the Company's consolidated financial statements are presented in Canadian dollars, thereby giving rise to foreign currency translation differences upon inclusion of the Canadian dollar equivalent of the foreign currency expenditures in the Company's consolidated financial statements.

* Unwinding of the discount of \$113,964 arising from the fair value discount applied to the deferred cash consideration for the acquisition of the Silver Properties (Note 4).

Peny Property

Peny Property is located approximately 25 kilometres north-east of the town of Snow-Lake, Manitoba. The property is prospective for Lithium Pegmatite and Volcanic Massive Sulphide style mineralization which is

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known to occur in the local area. The property encompasses rocks belonging to Churchill Province and comprises of metamorphic and metasedimentary rocks. WOL owns 100% of the Peny Property comprised of fifteen mineral claims totaling 3,204 hectares in the Snow Lake district in Manitoba, Canada.

On August 31, 2022, the Company completed the acquisition of a lithium focused property, being the Peny Property from WOL by acquiring all of the issued and outstanding shares of WOL, which holds, a 100% interest in the Peny Property (see Note 4).

The Silver Properties

On March 2, 2021, the Company completed the acquisition of three silver-focused Mexican mineral properties, being Peñasco Quemado, Sonora; La Frazada, Nayarit; and Pluton, Durango, from Silver One by acquiring from Silver One all of the issued and outstanding shares of KCP, which holds, through its wholly owned subsidiary, Minera Terra, a 100% interest in the Silver Properties (see Note 4).

Peñasco Quemado

The Peñasco Quemado Silver Property is located within the north central portion of the Mexican state of Sonora, south of the American state of Arizona. KCP Minerals holds 100% of the Peñasco Quemado Property through Minera Terra. The property consists of seven mining concessions. The main concessions are contiguous and vary in size for a total property area of approximately 3,746 ha, while the fractional claims are not contiguous. The concessions are subject to bi-annual property taxes (which are paid in January and July), and the filing of assessment work reports in May of each year covering the work accomplished on the property between January and December of the preceding year. At present, the aggregate property tax payable to the Mexican government for the mineral concessions is Mx\$ 788,251 per semester (approximately US\$ 38,869) every six months which are due on or before the end of January and July respectively. The mineral concessions at Peñasco Quemado expire between October 29, 2028 and September 14, 2056. The property is also subject to annual assessment work expenditure requirements of approximately US\$300,000.

La Frazada

The La Frazada Property is located within the central portion of the Mexican state of Nayarit, approximately 55 km northwest of Tepic, the capital of the state of Nayarit. The La Frazada Property is situated in the El Zopilote mining district in the Ruiz municipality. KCP Minerals holds 100% of the La Frazada Property through Minera Terra, which holds La Frazada mining concession totaling 299 ha. The concession is subject to bi-annual property taxes and the filing of assessment work reports in May of each year covering the work accomplished on the property between January and December of the preceding year. At present, the property tax bi-annual (i.e., twice per year) fee payable to the Mexican government for the mineral concession is Mx \$62,936 (approximately US \$3,103) every six months which are due on or before the end of January and July respectively. The mineral concession expires on May 22, 2058.

Pluton

Pluton is a 6,534 ha property comprised of 3 contiguous mining concessions. It is strategically located within the historic "Ojuela-Mapimi Mining District" and lies along the eastern front of the Sierra Madre Oriental in northern Durango. KCP Minerals holds 100% of the Pluton Property through Minera Terra. The concessions are subject to bi-annual property taxes and the filing of assessment work reports in May of each year covering the work accomplished on the property between January and December of the preceding year. At present, the total bi-annual (i.e., twice per year) property tax fee payable to the Mexican government for the property's concessions is Mx \$1,374,848 per semester (approximately US \$67,794). At September 30, 2022, there is US \$631,700 (CAD \$810,345) (December 31, 2021 - US\$570,000 (CAD \$722,646)) included in accounts payable and accrued liabilities for amounts due with respect to the property taxes. The property is also subject to annual assessment work expenditure requirements of approximately US\$1,000,000.

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Each of the Properties is subject to a 1.5% NSR per property with a buyback of 1% for US\$500,000 in favor of a third party, First Mining Finance Corp. ("First Mining"). Upon closing of the Qualifying Transaction, the Company granted Silver One a 1.5% Net Smelter Return Royalty on each of the Silver Properties. At the option of the Company, the Company may purchase two-thirds of each individual royalty (being 1% of the applicable royalty) with a payment equal to US\$500,000.

During the nine months ended September 30, 2022, management has decided the Pluton claim does not form a strategic asset of the Company and has therefore determined not to incur the costs of the related and outstanding property taxes. Accordingly, the Company has recorded an impairment loss of \$976,877 in relation to the Pluton Property, and at the same time reversed previously accrued related property taxes of US \$631,700 (CAD \$810,345), resulting in a net impairment charge of \$166,532 being recorded in the condensed interim consolidated statements of loss and comprehensive loss.

Las Margaritas

On May 24, 2022 the Company, through its wholly owned subsidiary, KCP, entered into a share purchase agreement with Zapata Exploration Ltd. ("Zapata") and 0924682 B.C. Ltd. ("0924682") to acquire the Margaritas Gold-Silver Property ("Margaritas") by acquiring all of the issued and outstanding shares of Zapata's Mexican Subsidiary, Impulsora De Proyectos Mineros, S.A. De C.V. ("Impulsora"). Zapata and 0924682 are the legal and beneficial owners of all the issued and outstanding shares of Impulsora (the "IPM Shares"). During the nine months ended September 30, 2022, the Company cancelled the previously announced share purchase agreement with Zapata and 0924682 to acquire Margaritas. No consideration was transferred by the Company regarding the proposed acquisition of Margaritas.

7. Share Capital

a) Authorized and issued

Unlimited common shares, without par value

b) Consolidation

On July 14, 2020, the Company consolidated its issued and outstanding common shares on the basis of 10 pre-consolidation shares for one post-consolidation share (the "Consolidation"). All references to share and per share amounts in these consolidated financial statements have been retroactively restated to reflect the Consolidation.

c) Financings:

During the nine months ended September 30, 2022, the following shares were issued:

On August 23, 2022, the Company closed its acquisition with WOL resulting in 13,000,000 shares being issued at \$0.095 for a total of \$1,235,000.

During the nine months ended September 30, 2021, the following shares were issued:

Brokered and Non-Brokered Private Placement

On January 8, 2021, Lodestar, through Silverton Finco Inc. ("Finco"), completed its private placement offering through the issuance of 9,250,000 subscription receipts (each, a "Subscription Receipt") at a price of \$0.80 per Subscription Receipt for aggregate gross proceeds of \$7,400,000 (the "Brokered Private Placement"). The Brokered Private Placement was completed by a syndicate of underwriters (the "Agents"). As a result of closing of the Qualifying Transaction, each Subscription Receipt automatically converted, on March 2, 2021, into one common share of Lodestar and one Lodestar common share purchase warrant (each a "Lodestar

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Warrant”). Each Lodestar Warrant is exercisable for one Lodestar Share at an exercise price of \$1.15 per share until March 2, 2024.

In connection with the closing of the Brokered Private Placement, the Agents received a cash commission equal to 6% of the gross proceeds from the Brokered Private Placement. In addition, the Agents received non-transferable common share purchase warrants equal to 6% of the number of Subscription Receipts issued under the Brokered Private Placement (each a “Broker Warrant”). Upon completion of the Qualifying Transaction, each Broker Warrant is exercisable into one Lodestar Share at an exercise price of \$0.80 for a period of 24 months from the escrow release date. In addition, the Company incurred cash finders’ fees of \$647,213, other cash issuance costs of \$82,615, and issued 555,555 finders’ warrants with a fair value of \$350,252.

On March 2, 2021, Silverton, through Finco, completed a non-brokered private placement for 2,324,000 units (each a “Unit”) at a price of \$0.80 per Unit for total proceeds of \$1,859,200 (the “Non-Brokered Private Placement”). As a result of closing of the Transaction, each holder of the Units received one Lodestar Share and one Lodestar Warrant. Each Lodestar Warrant is exercisable for one Lodestar Share at an exercise price of \$1.15 until March 2, 2024.

d) Stock options

The Company adopted a share option plan (the “Plan”) on August 6, 2013 for certain employees and non-employees. The Plan provides for a floating maximum limit of 10% of the outstanding common shares, as permitted by the policies of the TSX-V. The exercise price of option grants will be determined by the Board of Directors, but cannot be lower than the price permitted by the TSX-V. The Plan provides that the number of common shares that may be reserved for issuance to any one individual upon exercise of all share options held by such individual may not exceed 5% of the issued common shares, if the individual is a director or officer, or 2% of the issued common shares, if the individual is a consultant or engaged in providing investor relations services, on a yearly basis. Subject to earlier termination, all share options granted under the Plan will expire not later than the date that is five years from the date that such share options are granted.

In the event that an optionee ceases to be a director, officer, employee or consultant, the option will terminate within ninety days. In the event of the death of an optionee, the options will only be exercisable within 12 months of such death. Options granted under the Plan are not transferable or assignable other than by will or other testamentary instrument or pursuant to the laws of succession.

The balance of options outstanding and related information for the nine months ended September 30, 2022 and 2021 are as follows:

	Number of options	Weighted average exercise price (per share)	Weighted average remaining life (years)
Balance December 31, 2020	-	-	-
Balance December 31, 2021	2,450,000	\$1.00	4.17
Cancelled	(850,000)	(\$1.00)	-
Granted	2,430,000	\$0.14	-
Balance September 30, 2022	4,030,000	\$0.49	4.28
Unvested	(1,550,000)	(\$0.16)	(4.93)
Exercisable, September 30, 2022	2,480,000	\$0.69	3.88

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The balance of options outstanding as at September 30, 2022, was as follows:

Expiry date	Exercise price	Remaining life (years)	Options Outstanding	Unvested	Exercisable
March 2, 2026	\$1.00	3.42	1,600,000	-	1,600,000
June 13, 2027	\$0.14	4.70	880,000	-	880,000
September 2, 2027	\$0.16	4.93	1,550,000	1,550,000	-
			4,030,000	1,550,000	2,480,000

e) Share Purchase Warrants

The balance of warrants outstanding and related information for the nine months ended September 30, 2022, are as follows:

	Number of warrants	Weighted average exercise price (per share)	Weighted average remaining life (years)
Balance December 31, 2021	12,129,000	\$1.13	2.12
Issued	-	-	-
Balance September 30, 2022	12,129,000	\$1.13	1.38
Exercisable, September 30, 2022	12,129,000	\$1.13	1.38

The balance of warrants outstanding as at September 30, 2022 was as follows:

Expiry date	Exercise price	Remaining life (years)	Warrants Outstanding	Exercisable
March 2, 2023	\$0.80	0.42	555,000	555,000
March 2, 2024	\$1.15	1.42	11,574,000	11,574,000
			12,129,000	12,129,000

f) Escrowed shares

Upon completion of the Qualifying Transaction (see Note 4), 130,000 escrow shares were no longer contingently returnable to treasury, but instead are to be released on a time basis with 10% released upon closing of the Qualifying Transaction and a further 15% to be released each subsequent six months thereafter. The 130,000 shares were included in the calculation of the weighted average number of shares outstanding during the nine months ended September 30, 2022 and 2021. In addition, as part of the closing of the Qualifying Transaction 4,475,000 shares were placed in a time release escrow with 10% released upon closing of the Qualifying Transaction and a further 15% to be released each subsequent six months thereafter. The full number of these additional escrowed shares are included in the calculation of the weighted average number of shares outstanding during the nine months ended September 30, 2022 and 2021. During the nine months ended September 30, 2022, 39,000 and 1,342,500 shares, respectively, were released from escrow.

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8. Capital Management

The Company defines its capital as its shareholders' equity which as at September 30, 2022, totaled \$10,975,694 (December 31, 2021 – \$10,128,124). The Company manages its capital to ensure that sufficient funds are available to fund operations, including the identification and acquisition of businesses or assets.

The Company's capital management objectives, policies and processes have remained unchanged since the year ended December 31, 2021. The Company is not subject to externally imposed capital requirements. There have been no changes to the Company's processes for managing its capital during the nine months ended September 30, 2022.

9. Related Party Transactions

Key management comprises the directors, officers and consulting geologist of the Company. Compensation paid or accrued to key management or companies controlled by key management personnel during the three and nine months ended September 30, 2022 and 2021 are as follows:

	September 30, 2022	September 30, 2021	September 30, 2022	September 30, 2021
	\$	\$	\$	\$
Professional fees	7,500	7,334	35,771	27,167
Management, consulting and advisory	39,500	66,762	297,386	154,092
Share-based compensation	11,610	-	113,709	1,306,056
	58,610	74,096	446,866	1,487,315

Professional fees represent fees charged by a Company controlled by the former Chief Financial Officer ("CFO") of the Company for the provision of CFO services (to the point of resignation) and include fees charged by the current CFO. Professional fees during the three months ended September 30, 2022, represent fees charged by the Company's current CFO for the three months ended September 30, 2022.

Management, consulting and advisory charges represent fees paid to (i) the Chief Executive Officer ("CEO") and the former CEO; (ii) one Director and one former Director, each for the purposes of management, corporate governance, strategic support and development of corporate affairs; (iii) to one former Director for director's fees (to the point of resignation) and (iv) to the Company's consultant geologist (to the point of resignation) for the planning, management and oversight of exploration activities of the Company (Note 6).

During the three and nine months ended September 30, 2022, the Company incurred professional fees of \$11,537 and \$33,135, respectively, (2021 – \$5,340 and \$19,003, respectively,) for the provision of non-CFO accounting and advisory support services charged by a company controlled by the former Chief Financial Officer of the Company.

On June 1, 2020 the Company entered into an office rental agreement with a company with a common director. The rental agreement is on a monthly recurring basis for a monthly charge of \$1,500, subject to a 5% increase as of June 1, 2021, and may be terminated by either party on 30 days' notice to the other party. All transactions with related parties have occurred in the normal course of operations.

Included in accounts payable and accrued liabilities at September 30, 2022 are amounts due to related parties of \$26,005 (December 31, 2021 - \$10,634) owing to a company controlled by the former CFO for the provision of CFO, and non-CFO accounting and advisory support services and amounts due to key management and former directors and officers— other than the former CFO – for management and consulting fees. These amounts are non-interest bearing and due on normal commercial terms.

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10. Supplemental cash flow information

Other cash flow information relating to operating activities is presented below:

Investing and financing activities that do not have a direct impact on current cash flows are excluded from the statements of cash flows. As at, and during the three and nine months ended September 30, 2022 and 2021, the following transactions were excluded from the condensed interim consolidated statements of cash flows:

	September 30, 2022	September 30, 2021
	\$	\$
Non-cash investing and financing transactions		
Share-based compensation included in exploration and evaluation assets	3,484	247,093
Change in exploration and evaluation assets included in accounts payable and accrued liabilities	(822,274)	740,849
Change in exploration and evaluation assets arising from deferred acquisition costs	-	114,669
Change in exploration and evaluation assets arising from unwind of discount on deferred cash consideration	113,964	-
Change in exploration and evaluation assets arising from foreign exchange translation	575,203	49,752
Change in exploration and evaluation assets arising from impairment charges	976,877	-
Amounts arising from acquisition of WOL:		
- Accounts payable and accrued liabilities	27,500	-
- Shares issued as consideration	1,235,000	-
Amounts arising from acquisition of Minera Terra:		
- Prepays and other assets	-	(70,527)
- Accounts payable and accrued liabilities	-	(9,515)
- Deferred cash consideration payable	-	1,250,000
- Shares issued as consideration	-	3,500,000
Deferred share issuance costs and share issuance costs included in accounts payable and accrued liabilities	-	25,710

11. Financial instruments

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 financial instruments consist of cash, accounts payable and accrued liabilities, deferred purchase consideration and other payables; the fair values of which, other than deferred purchase consideration, approximates their carrying values due to the short-term nature of these instruments. The fair value of the deferred purchased consideration is estimated to be \$1,221,550 at September 30, 2022 (December 31, 2021 - \$1,107,586), using a discount rate of 15%.

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Liquidity risk

Liquidity risk is the risk that the Company will have difficulties in paying its financial liabilities. The Company manages this risk by ensuring it has sufficient cash on hand to meet obligations as they come due by forecasting cash flows from operations, cash required for investing activities and cash from financing activities. Accounts payable are due under normal commercial terms, typically within 30 days. As at September 30, 2022, the Company had cash of \$2,725,773 to settle liabilities of \$1,324,824 due within 12 months. Certain conditions cast significant doubt on the Company's ability to meet its financial obligations. Refer to Notes 1 for more information regarding the Company's liquidity risk.

Interest rate risk

Interest rate risk is the risk the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's cash balances are not held in investment accounts, therefore, is not exposed to the risk from interest rate fluctuations. The Company is not exposed to significant interest rate risk.

Credit risk

Credit risk is the risk one party to a financial instrument will cause a financial loss for the party by failing to pay for its obligations. The Company is subject to credit risk with respect to its cash balances. The Company mitigates credit risk by depositing cash with a Canadian schedule I chartered bank and monitoring the bank's credit ratings.

Foreign currency risk

The Company conducts its business in Canada and Mexico. A large number of Minera Terra's exploration expenditures, and its funding provided by the Company, are primarily incurred in US dollars. Accordingly, the Company's cash profile and exploration expenditures are exposed to changes in the Canadian dollar/US dollar exchange rates. The Company is exposed to currency exchange rate risks to the extent of its activities in currencies which are not the functional currency of the economic environment in which the Company or its subsidiaries operate. Based on this exposure as at September 30, 2022 a 5% change in exchange rates could give rise to a change in the net loss by approximately \$15,070 (December 31, 2021 - \$64,203). The Company does not employ the use of any hedging or other derivative instruments in the management of its foreign currency risk.

The Canadian dollar equivalent of financial assets and financial liabilities denominated in other currencies at September 30, 2022 and December 31, 2021 are shown below.

September 30, 2022	USD	MXN	Total
<i>CAD Equivalent</i>	\$	\$	\$
<i>Financial Assets</i>			
Canada	278,719	-	278,719
Mexico	1,459	32,486	33,945
	280,178	32,486	312,664
<i>Financial Liabilities</i>			
Canada	-	-	-
Mexico	-	(9,805)	(9,805)
	-	(9,805)	(9,805)
Net foreign currency exposure	280,178	22,681	302,859

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December 31, 2021	USD	MXN	Total
CAD Equivalent	\$	\$	\$
<i>Financial Assets</i>			
Canada	1,150,979	-	1,150,979
Mexico	5,349	133,863	139,212
	1,156,328	133,863	1,290,191
<i>Financial Liabilities</i>			
Canada	-	-	-
Mexico	(113,664)	(787)	(114,451)
	(113,664)	(787)	(114,451)
Net foreign currency exposure	1,042,664	133,076	1,175,740

12. Segmented Information

The Company's operations are limited to a single industry segment, being mineral exploration and development. Geographic segment information of the Company's assets and liabilities as at September 30, 2022 and December 31, 2021 is as follows:

Identifiable assets	September 30, 2022	December 31, 2021
	\$	\$
<i>Current</i>		
Canada	2,792,711	4,181,572
Mexico	374,262	264,449
Total current assets	3,166,973	4,446,021
<i>Non-Current</i>		
Canada	1,494,162	435,552
Mexico	7,639,383	7,235,816
Total non-current assets	9,133,545	7,671,368
Total assets	12,300,518	12,117,389
Identifiable liabilities	September 30, 2022	December 31, 2021
	\$	\$
Canada	1,315,266	1,149,339
Mexico	9,558	839,926
Total liabilities	1,324,824	1,989,265

Geographic segmentation of the Company's net earnings (loss) for the three and nine months ended September 30, 2022 and 2021 is as follows:

	Three Months Ended		Nine Months Ended	
	September 30, 2022	September 30, 2021	September 30, 2022	September 30, 2021
	\$	\$	\$	\$
Canada	(205,004)	(641,924)	(997,980)	(2,938,401)
Mexico	(134,867)	(18,028)	(126,408)	(53,895)
Net earnings (loss)	(339,871)	(659,952)	(1,124,388)	(2,992,296)