WINSHEAR GOLD
VALUE DISCOVERY

CONSOLIDATED FINANCIAL STATEMENTS

For the Years Ended March 31, 2021 and 2020

(Expressed in Canadian Dollars)

McGovern Hurley

Audit. Tax. Advisory.

Independent Auditor's Report

To the Shareholders of Winshear Gold Corp

Opinion

We have audited the consolidated financial statements of Winshear Gold Corp and its subsidiaries (the "Company"), which comprise the consolidated statements of financial position as at March 31, 2021 and 2020, and the consolidated statements of loss and comprehensive loss, consolidated statements of changes in shareholders' equity and consolidated statements of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at March 31, 2021 and 2020 and its consolidated financial performance and its consolidated cash flows for the years 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. We have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other information

Management is responsible for the other information. The other information comprises 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.

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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 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 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 judgement 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 risks 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.

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- 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.

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 of the audit resulting in this independent auditor's report is Chris Milios.

McGovern Hurley LLP

McGovern Hurley LLP

Chartered Professional Accountants
Licensed Public Accountants

Toronto, Ontario
July 28, 2021

WINSHEAR GOLD
VALUE DISCOVERY

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(Expressed in Canadian Dollars)

As at

	Note		March 31, 2021		March 31, 2020
ASSETS					
Current					
Cash	5	$	690,148	$	232,933
Receivables and prepaids	6		75,594		61,102
Investments	7		34,500		10,000
		$	**800,242**	**$**	**304,035**
LIABILITIES					
Current					
Trade and other payables	5	$	90,427	$	260,388
			90,427		**260,388**
SHAREHOLDERS' EQUITY					
Share capital	9		49,208,959		47,125,811
Shares to be issued	9		-		300,000
Reserves	9		11,883,288		11,806,636
Deficit			(60,382,432)		(59,188,800)
			709,815		**43,647**
		$	**800,242**	**$**	**304,035**

Nature of operations and going concern (Note 1)

Subsequent Event (Note 14)

Approved on behalf of the Board:

"Richard Williams" "Andrew Thomson"

Richard Williams **Andrew Thomson**

WINSHEAR GOLD
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CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS

(Expressed in Canadian Dollars)

	Note		For the year ended March 31, 2021		For the year ended March 31, 2020
EXPENSES AND OTHER (INCOME)					
Exploration expenses	8, 9	$	680,467	$	1,119,244
Filing & transfer agent fees			12,666		17,997
Finance income			-		(668)
Foreign exchange loss			17,360		3,919
(Gain) loss on investments			(48,560)		15,000
General & administration			38,636		39,900
Marketing			41,126		42,235
Professional fees			127,668		52,932
Provision for VAT receivable			33,946		2,848
Salaries and consulting	,		225,594		29,232
Share-based compensation	9		64,729		49,961
Net and comprehensive loss for the year		**$**	**(1,193,632)**	**$**	**(1,372,600)**
Basic and diluted loss per common share		$	(0.03)	$	(0.06)
Weighted average number of common shares outstanding			45,283,565		22,376,716

WINSHEAR GOLD
VALUE DISCOVERY

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(Expressed in Canadian Dollars)

	SHARE CAPITAL					
	Number	Amount	Reserves	Shares to be issued	Deficit	Total
At March 31, 2019	10,949,318	$ 45,852,687	$ 11,747,472	$ -	$(57,816,200)	$(216,041)
Private placement	15,000,000	900,000	-	-	-	900,000
Share issue costs	-	(16,876)	-	-	-	(16,876)
Shares issued to settle debt	1,500,000	90,000	-	-	-	90,000
Mineral property acquisition	5,000,000	300,000	-	300,000	-	600,000
Share-based payment	-	-	59,164	-	-	59,164
Loss for the year	-	-	-	-	(1,372,600)	(1,372,600)
At March 31, 2020	**32,449,318**	**$ 47,125,811**	**$ 11,806,636**	**$ 300,000**	**$(59,188,800)**	**$ 43,647**
Private placement	11,000,000	1,320,000	-	-	-	1,320,000
Share issue costs	-	(44,352)	-	-	-	(44,352)
Warrants exercised	5,075,000	507,500	-	-	-	507,500
Mineral property acquisition	5,000,000	300,000	-	(300,000)	-	-
Share-based payment	-	-	76,652	-	-	76,652
Loss for the year	-	-	-	-	(1,193,632)	(1,193,632)
At March 31, 2021	**53,524,318**	**$ 49,208,959**	**$ 11,883,288**	**$ -**	**$(60,382,432)**	**$ 709,815**

Share Capital (Note 9)

WINSHEAR GOLD
VALUE DISCOVERY

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Expressed in Canadian Dollars)

	Note	For the year ended March 31, 2021	For the year ended March 31, 2020
OPERATING ACTIVITIES			
Loss for the year		$ (1,193,632)	$ (1,372,600)
Items not involving cash:			
Amortization		-	436
Foreign exchange		8,761	-
(Gain) loss on investments	7	(48,560)	15,000
Mineral property acquisition costs payable in shares	8	-	600,000
Share based payment	7,8,9	76,652	59,164
Changes in non-cash working capital items:			
Decrease (increase) in receivables and prepaids		(14,492)	49,102
Decrease in trade and other payables		(178,722)	(17,514)
Cash flows from operating activities		**(1,349,993)**	**(667,748)**
INVESTING ACTIVITIES			
Proceeds from disposal of investments	7	24,060	-
Cash flows from investing activities		**24,060**	**-**
FINANCING ACTIVITIES			
Proceeds from private placement issuance	8	1,320,000	900,000
Proceeds from share purchase warrant exercises	8	507,500	-
Share issuance costs		(44,352)	(16,876)
Cash flows from financing activities		**1,783,148**	**883,124**
Change in cash during the year		457,215	216,712
Cash—beginning of year		232,933	16,221
Cash—end of year		**$ 690,148**	**$ 232,933**

Supplemental cash flow information (Note 11)

01 NATURE OF OPERATIONS AND GOING CONCERN

Winshear Gold Corp. (the "Company") was incorporated on November 8, 1998 under the laws of the British Columbia Business Corporations Act. The Company is listed on the TSXV Venture Exchange (the "TSXV") under the symbol "WINS-V". The Company's head office is at 960-789 West Pender Street, Vancouver, British Columbia, V6C 1H2.

The Company's principal business activities include the acquisition and exploration of mineral exploration and evaluation assets in Peru. To date, the Company has not earned any revenues and is considered to be in the exploration stage.

These consolidated financial statements (the "Financial Statements") have been prepared assuming the Company will continue on a going-concern basis. The Company has incurred losses since its inception and the ability of the Company to continue as a going-concern depends upon its ability to raise adequate financing and to develop profitable operations. These Financial Statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations. Such adjustments could be material.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of operations of such properties, these procedures do not guarantee the Company's title. Property title may be subject to government licensing requirements or regulations, social licensing requirements, unregistered prior agreements, unregistered claims, aboriginal claims, and non-compliance with regulatory and environmental requirements. Loss of title to a material mineral property interest could be a significant impediment to the Company.

The continuance of the Company's operations is dependent on obtaining sufficient additional financing to realize recoverability of the Company's investments in its mineral exploration properties, which is dependent upon the existence of economically recoverable reserves and market prices for the underlying minerals. Management closely monitors metal commodity prices, individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company if favourable or adverse market conditions occur. With working capital of $709,816 as of March 31, 2021 (March 31, 2020 - $43,647), management estimates it has sufficient funds to operate for the upcoming twelve months.

In March 2020 the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It has also disrupted the normal operations of many businesses, including ours. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on its business or results of operations at this time.

02 BASIS OF PREPARATION

Statement of Compliance

These Financial Statements have been prepared in accordance with International Accounting Standards ("IAS") 1, "Presentation of Financial Statements" and utilize accounting policies consistent with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

Approval of The Financial Statements

These Financial Statements were authorized for issue by the Board of Directors of the Company on July 28, 2021.

Basis of Presentation

These Financial Statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit & loss, which are stated at their fair value. In addition, these Financial Statements have been prepared using the accrual basis of accounting, except for cash flow information.

Functional and Presentation Currency

These Financial Statements are presented in Canadian dollars unless otherwise noted, which is the functional currency of the parent and its subsidiaries.

Basis of Consolidation

These Financial Statements of the Company include the accounts of the Company and its wholly owned subsidiaries, BAFEX Holdings Ltd., BAFEX Tanzania Limited and Winshear de Peru SAC, the principal activity of which is mineral exploration. Subsidiaries are fully consolidated from the date the Company obtains control and continue to be consolidated until the date that control ceases. Control is achieved when the Company is exposed to or has the right to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. All inter-company transactions and balances have been eliminated upon consolidation.

03 SIGNIFICANT ACCOUNTING POLICIES

Financial Instruments

FINANCIAL ASSETS

On initial recognition, financial assets are recognized at fair value and are subsequently classified and measured at amortized cost, fair value through other comprehensive income (“FVOCI”), or fair value through profit or loss (“FVTPL). The classification of financial assets depends on the purpose for which the financial assets were acquired and is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. Financial assets at amortized cost are measured at amortized cost using the effective interest method. Financial assets are measured at fair value net of transaction costs that are directly attributable to its acquisition except for financial assets at FVTPL where transaction costs are expensed. All financial assets not classified and measured at amortized cost or FVOCI are measured at FVTPL. On initial recognition of an equity instrument that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment’s fair value in other comprehensive income. The classification determines the method by which the financial assets are carried on the consolidated statement of financial position subsequent to inception and how changes in value are recorded. Financial assets are classified as current assets or non-current assets based on their maturity date.

Financial assets are derecognized when the contractual rights to the cash flows from the asset expire. On derecognition, the difference between the carrying amount measured at the date of derecognition and the consideration received is recognized in profit or loss.

The Company's financial assets are classified as follows:

i. Cash: Amortized cost
ii. Receivables: Amortized cost
iii. Investments: FVTPL

FINANCIAL LIABILITIES

Financial liabilities are designated as either: fair value through profit or loss; or amortized cost. All financial liabilities are classified and subsequently measured at amortized cost except for financial liabilities at FVTPL. Financial liabilities measured at amortized cost are measured at amortized cost using the effective interest method. The classification determines the method by which the financial liabilities are carried on the consolidated statement of financial position subsequent to inception and how changes in value are recorded.

Financial liabilities are derecognized only when the Company's obligations are discharged, cancelled, or they expire.

The Company's financial liabilities, which consist of trade and other payables, are classified as amortized cost.

IMPAIRMENT OF FINANCIAL ASSETS

An expected credit loss ("ECL") model applies to financial assets measured at amortized cost, contract assets and debt investments at FVOCI, but not to investments in equity instruments. The ECL model requires a loss allowance to be recognized based on expected credit losses. The estimated present value of future cash flows associated with the asset is determined, and an impairment loss is recognized for the difference between this amount and the carrying amount as follows: the carrying amount of the asset is reduced to estimated present value of the future cash flows associated with the asset, discounted at the financial asset's original effective interest rate, either directly or through the use of an allowance account, and the resulting loss is recognized in profit or loss for the period. In a subsequent period, if the amount of the impairment loss related to financial assets measured at amortized cost decreases, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized. The Company's financial assets measured at amortized cost are subject to the ECL model.

There were no impairment losses recognized on financial assets during the years ended March 31, 2021 and March 31, 2020.

Cash

Cash includes cash on account and demand deposits and are subject to insignificant changes in value.

Exploration and Evaluation Costs

The costs of acquiring and exploring a mineral property are recognized in profit or loss up to the time a decision is made to proceed with the development of the mineral property due to the existence of economically recoverable reserves. A mineral resource is considered to have economic potential when it's expected that a documented resource can be legally and economically developed considering forecasted metal prices.

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 an indication exists, the recoverable amount of the asset is estimated in order to determine the extent of any 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 profit or loss.

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 periods.

Assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment.

Restoration 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 the related 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 mining assets. Decommissioning provisions associated with exploration and evaluation activities are expensed in the period in which the obligation is incurred.

The Company's estimates of restoration costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to the related asset with a corresponding entry to the restoration provision. The Company's estimates are reviewed annually for changes in regulatory requirements, discount rates, effects of inflation and changes in estimates.

Changes in the net present value, excluding changes in the amount and timing of the Company's estimates of reclamation costs, are charged to profit or loss.

The net present value of restoration costs arising from subsequent site damage that is incurred on an ongoing basis during production are charged to profit or loss in the period incurred.

Income Taxes

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 country where the Company operates and generates taxable income.

DEFERRED TAX

Deferred taxes are recognized in respect of temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred 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 tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

The carrying amount of deferred 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 tax asset to be utilized. The Company has not recognized any deferred tax assets for the years presented.

Share Capital

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares, share purchase warrants and stock options are classified as equity instruments.

Incremental costs directly attributable to the issue of new shares or options are recognized as a deduction from equity, net of tax. Equity instruments issued to agents as financing costs are measured at their fair value at the date the services were provided.

SHARE ISSUANCE COSTS

Costs directly attributable to equity financing transactions are classified as deferred share issue costs until the financing transactions are completed, if the completion of the transaction is considered likely otherwise they are expensed as incurred. Share issue costs are charged to Share Capital when the related shares are issued.

STOCK OPTIONS

The Company recognizes share-based compensation expense for all stock options awarded based on the fair value of the stock options determined at the date of grant. The fair value of stock options is determined using the Black-Scholes Option Pricing Model ("BSM") with market related inputs. The fair value of stock options is expensed over the vesting periods of the stock options with a corresponding increase to Reserves. Stock options with graded vesting schedules are accounted for as separate grants with different vesting periods and fair values. At the end of each reporting period, the Company re-assesses its estimates of the number of stock options that are expected to vest and recognizes the impact of any revisions to this estimate in profit or loss. Upon exercise of the stock option, the amount is Reserves will be transferred to Share Capital.

Basic and Diluted Loss Per Share

Basic earnings (loss) per share is computed by dividing net earnings (loss) available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted earnings (loss) per share is calculated assuming that outstanding share purchase warrants and options, with an average market price that exceeds the average exercise prices of the warrants or options for the reporting period, are exercised, and the proceeds are used to repurchase shares of the Company at the average market price of the common shares for the reporting period. Warrants and options were excluded from diluted loss per share for the periods presented as their effect is anti-dilutive.

Related Party Transactions

Parties are considered related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered related if they are subject to common control or significant influence. A transaction is considered a related party transaction when there is a transfer of resources or obligations between related parties.

Segment Reporting

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses. The Company's operating segments are components of the Company's business for which discrete financial information is available and which are reviewed regularly by the Company's Chief Executive Officer to make decisions about resources to be allocated to the segment and assess its performance.

New Accounting Policies and Future Changes in Accounting Policies

ADOPTED DURING THE YEAR ENDED MARCH 31, 2021

During the year ended March 31, 2021, the Company adopted an amendment and improvement of the existing IAS 1 standard. The new standards and changes did not have a material impact on the Financial Statements.

FOR ACCOUNTING PERIODS SUBSEQUENT TO YEAR-END

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods commencing on or after April 1, 2021. Many are not applicable or do not have a significant impact to the Company and have been excluded. The Company is currently assessing any potential impact that the following new or amended standards may have.

IAS 1 – PRESENTATION OF FINANCIAL STATEMENTS

IAS 1 – Presentation of Financial Statements was amended to clarify that the classification of liabilities as current or noncurrent in based solely on a company's right to defer settlement at the reporting date. The right needs to be unconditional and must have substance. The amendments also clarify that the transfer of a company's own equity instruments is regarded as a settlement of a liability, unless it results from the exercise of a conversion option meeting the definition of an equity instrument. The amendment is effective for annual periods beginning on January 1, 2023. This amendment is not expected to have a material impact for the Company.

IAS 37 – PROVISIONS, CONTINGENT LIABILITIES, AND CONTIGENT ASSETS

IAS 37 – Provisions, Contingent Liabilities, and Contingent Assets was amended to clarify that when assessing if a contract is onerous, the cost of fulfilling the contract includes all costs that related directly to the contract. Such costs include both the incremental costs of the contract and an allocation of other direct costs incurred on activities required to fulfill the contract. The amendment is effective for annual periods beginning on January 1, 2022. This amendment is not expected to have a material impact for the Company.

04 KEY SOURCES OF ESTIMATION UNCERTAINTY AND CRITICAL ACCOUNTING JUDGMENTS

The preparation of the Financial Statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the Financial Statements and reported amounts of expenses during the reporting period. 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.

Information about significant areas of estimation uncertainty and judgments made by management in preparing the Financial Statements are described below:

Estimates

VALUATION OF INVESTMENTS

The Company holds marketable securities of a public company that, at times, experiences low trading volumes, and may be subject to periods where its securities are halted from trading, particularly in advance of completing a significant transaction. As such, the last traded price, which is typically used to determine the fair value of publicly traded marketable securities, may not be an accurate measure of the recoverable value of the underlying securities.

SHARE-BASED COMPENSATION

The Company issued stock options that vest over time. In consideration of IFRS 2, the Company determines the fair value at issuance and will recognize amounts over the vesting period to equity and share-based compensation based on the share value at the time of issuance.

RECOVERABILITY AND MEASUREMENT OF DEFERRED TAX ASSETS

The Company holds losses carried forward and other amounts that may be deducted from future taxable income. Since the Company does not consider it more likely than not that it will have taxable net income in the near future, the deferred tax assets have not been recognized (Note 12).

Judgments

DETERMINATION OF FUNCTIONAL CURRENCY

The Company determines the functional currency through an analysis of several indicators of autonomy such as financing activities, expenses and cash flow, retention of operating cash flows, and frequency of transactions with the reporting entity.

GOING CONCERN

In assessing its ability to continue as a going concern for the next twelve months, the Company estimates future cash outflows based off prevailing market prices for goods and services, foreign exchange rates, and number of days to complete field programs with weather constraints.

05 FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Fair Value Hierarchy

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

Level 1: Unadjusted quote 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

Level 3: Inputs that are not based on observable market data

The Board of Directors has the overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's financial instruments consist of cash, accounts receivable, investments, and trade and other payables. The fair value of investments is measured on the statement of financial position using Level 1 of the fair value hierarchy. The fair value of cash, receivables and trade and other payables approximate their book values due to the short-term nature of these instruments.

Financial Risk Factors

The Company is exposed to a variety of financial risks by virtue of its activities including credit, liquidity, interest rate, foreign currency, and price risk.

CREDIT RISK

The Company is exposed to industry credit risks arising from its cash and receivables. The Company manages credit risk by holding the majority of its cash with major Canadian financial institutions. The Company's receivables are due from the Federal Government of Canada and Peru. Management believes that credit risk related to these amounts is nominal.

LIQUIDITY RISK

Liquidity risk is the risk that the Company will not have sufficient funds to meet its financial obligations when they are due. To manage liquidity risk, the Company has in place a planning and budgeting process to help determine the funds required to support the Company's operating requirements on an ongoing basis and assess available and required sources of additional capital and financing. As of March 31, 2021, the Company has working capital of $709,816 (March 31, 2020 - $43,647) and negative cash flow from operations for the year then ended of $1,349,993, indicating a high liquidity risk. See also Note 1: Going Concern.

INTEREST RATE RISK

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to interest rate risk as it does not have any significant financial instruments with interest rates, with the exception of cash. Interest earned on cash is based on prevailing bank account interest rates, which may fluctuate. A 10% change in interest rates would result in a nominal difference for the year ended March 31, 2021.

FOREIGN CURRENCY RISK

The Company is exposed to nominally foreign currency risk on fluctuations related to cash and trade and other payables that are denominated in United States Dollars. Amounts subject to currency risk are primarily cash and receivables denominated in foreign currencies, which are offset by the trade and other payables denominated in that foreign currency.

The following financial assets and liabilities are denominated in foreign currencies:

Stated in USD		March 31, 2021		March 31, 2020
Cash	$	60.562	$	6,802
Accounts receivable		27,995		-
Accounts payable		(14,552)		(53,748)
Net in foreign currency	**$**	**74,005**	**$**	**(66,523)**

PRICE RISK

The Company has exposure to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings or valuation of its investments due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company monitors the price of precious metals.

06 RECEIVABLES AND PREPAIDS

		March 31, 2021		March 31, 2020
Prepaid expenses	$	66,325	$	36,297
Sales tax receivable - Canada		8,195		8,522
Sales tax receivable - Peru		1,075		16,283
Total	**$**	**75,595**	**$**	**61,102**

(Expressed in Canadian dollars)

07 INVESTMENTS

Damara Gold Corp.	Number of shares		Fair value		Proceeds of Disposition
As of March 31, 2019	500,000	$	25,000	$	-
Fair value adjustment	-		(15,000)		-
As of March 31, 2020	**500,000**		**10,000**		**-**
Dispositions	(200,000)		(20,000)		24,060
Fair value adjustment	-		44,500		-
Total	**300,000**	**$**	**34,500**	**$**	**24,060**

08 EXPLORATION COSTS

Expenditures

Details of the Company's exploration and evaluation expenditures are as follows:

	TANZANIA				PERU		
		Saza & Saza West		Makongolosi		Gaban & Tinka		For the year ended March 31, 2021
Acquisition costs	$	-	$	-	$	33,075	$	33,075
Field expenses & consumables		1,679		2,087		40,954		44,720
Geochemical analysis		-		-		17,547		17,547
Geological consulting		2,753		7,204		7,794		17,750
License fees (recovery)		(6,733)		(6,642)		116,758		103,382
Salaries & wages		13,114		33,974		124,981		172,069
Share based compensation		-		-		11,923		11,923
Transportation & travel		1,943		1,943		27,876		31,763
Exploration office expenses		22,853		22,853		202,531		248,237
Total	**$**	**35,609**	**$**	**61,419**	**$**	**583,439**	**$**	**680,467**

		TANZANIA				PERU		
		Saza & Saza West		Makongolosi		Gaban & Tinka		For the year ended March 31, 2020
Acquisition costs	$	-	$	-	$	656,087	$	656,087
Field expenses & consumables		1,071		2,812		23,411		27,294
Geochemical analysis		-		-		3,165		3,165
Geological consulting		5,267		13,886		40,032		59,185
License fees		402		1,752		64,666		66,820
Salaries & wages		20,664		54,083		155,118		229,865
Share based compensation		-		-		9,203		9,203
Transportation & travel		1,619		4,234		20,274		26,127
Exploration office expenses		9,085		23,901		8,512		41,496
Total	**$**	**38,108**	**$**	**100,668**	**$**	**980,468**	**$**	**1,119,244**

Property Agreements

PERU

On September 19, 2019, the Company acquired the Gaban Gold project and the Tinka Iron Oxide Copper Gold project, both located in Peru, from Palamina Corp. (“Palamina”). In exchange, the Compaany issued 5,000,000 common shares during the year ended March 31, 2020 and 5,000,000 common shares during the year ended March 31, 2021 (Note 9). The Company will pay annual advance royalty payments to Palamina, commencing at $25,000 USD on September 19, 2020 (paid). The payment amounts double every two years until the Company has completed 5,000 metres of drilling or has abandoned the properties.

Palamina will retain a 2% net smelter return royalty (“NSR”) on each property. The Company has the right to purchase 50% of each royalty by making a cash payment of USD$1,000,000 to Palamina at any time prior to the commencement of commercial production.

TANZANIA

The government of Tanzania has expropriated the Company’s Tanzanian Retention Licenses. Consequently, Winshear has initiated international arbitration proceedings in accordance with the 2013 Agreement for the Promotion and Reciprocal Protection of Investments between Canada and Tanzania. The Company is seeking compensation for the expropriation of the project.

On December 7, 2020, the Company entered into a Litigation Funding Agreement with an affiliate of Delta Capital Partners Management, LLC, a United States-based global private equity and advisory firm specializing in litigation and legal financing (“Delta”). Under the agreement, the Company can draw funds from a financing facility to meet all fees and expenses relating to the pursuit of certain claims against the Government of Tanzania. In exchange, Delta is entitled to a portion of any proceeds awarded to the Company.

The Company had earned a 100% interest in the Saza, Illunga, Gap and Kwaheri Retention Licenses, all within the Lupa Goldfields in southwest Tanzania. The Tanzanian government has since expropriated all four of the Retention Licenses.

09 SHARE CAPITAL AND RESERVES

Authorized Share Capital

The Company is authorized to issue an unlimited number of common shares without par value.

Issued Share Capital

2020 TRANSACTIONS

a) On September 19, 2019, the Company issued 15,000,000 units at a price of $0.06 per unit for gross proceeds of $900,000 under a private placement financing (the “September 2019 Private Placement”). Each unit comprised of one common share and half a warrant. Each full warrant is convertible into one common share at an exercise price of $0.10 and expired September 19, 2020.

b) On September 19, 2019, the Company issued 5,000,000 common shares at a price of $0.06 per share for an aggregate issue price of $300,000 to Palamina as an acquisition cost for the Gaban and Tinka properties (Note 8).

(Expressed in Canadian dollars)

The Company had a further commitment to issue an additional 5,000,000 common shares during the year ended March 31, 2021 – this commitment of $300,000 additional shares was recorded as "Shares to be issued" under the Statement of Financial Position as of March 31, 2020. This share commitment was satisfied during the year ended March 31, 2021 (Note e below). The shares were valued at $0.06 per share based on the last trading price of the common shares prior to the transaction.

c) On September 19, 2019, the Company issued 1,500,000 common shares at a price of $0.06 per share for an aggregate issue price of $90,000 to satisfy $90,000 previously carried in accounts payable, some of which was due to related parties (Note 10). The shares were valued at $0.06 per share based on the last trading price of the common shares prior to the transaction.

2021 TRANSACTIONS

d) On August 12, 2020, the Company issued 11,000,000 units at a price of $0.12 per unit for gross proceeds of $1,320,000 under a private placement financing. Each unit comprised of one common share and half a warrant. Each full warrant is convertible into one common share at an exercise price of $0.18 and expire August 12, 2022. Related parties subscribed for 1,200,000 units for gross proceeds of $144,000 (Note 10).

e) On August 17, 2020, the Company issued 4,600,000 common shares and on October 5, 2020, the Company issued 400,000 common shares to satisfy the $300,000 common share commitment to Palamina (Note b above). Based on the last trading price of the common shares prior to the transaction, the 5,000,000 share commitment had an initial value on September 19, 2019 of $300,000.

f) During the year ended March 31, 2021, 5,075,000 common shares were issued at a price of $0.10 per share for an aggregate issue price of $507,500 as a result of warrant exercises.

Share Purchase Warrants

A summary of the Company's warrants and the changes during the period are as follows:

	Number of warrants	Shares to be issued upon exercise of the warrants	Weighted-average exercise price ($)
Balance — March 31, 2019	-	-	-
Issued	7,500,000	7,500,000	0.10
Balance — March 31, 2020	**7,500,000**	**7,500,000**	**0.10**
Issued	5,500,000	5,500,000	0.18
Exercised	(5,075,000)	(5,075,000)	0.10
Expired	(2,425,000)	(2,425,000)	0.10
Balance — March 31, 2021	**5,500,000**	**5,500,000**	**0.18**

At March 31, 2021, the outstanding warrants all expire August 12, 2022.

Stock Options

The Company has adopted a stock option plan (the "Stock Option Plan"). The Company may grant share options to eligible employees, officers, directors and consultants at an exercise price, expiry date, and vesting conditions to be determined by the Company's board of directors. The maximum expiry date is ten years from the grant date. The Stock Option Plan permits the issuance of stock options, which may not exceed 10% of the Company's issued common shares as at the date of grant.

(Expressed in Canadian dollars)

On October 24, 2019, the Company granted 2,250,000 stock options to employees and consultants. Each stock option has an exercise price of $0.20 and vested October 24, 2020. The stock options expire October 24, 2024. All 2,250,000 stock options remain issued and outstanding as of March 31, 2021 and had a remaining contractual life of 3.57 years.

The value of the stock options granted during the year ended March 31, 2020 were determined using a BSM with the following assumptions:

	Fair Value at Date of Grant	Grant Date Share Price $	Exercise Price $	Expected Volatility	Risk-Free Interest Rate	Expected Life (years)
October 24, 2019 Grant	$135,816	0.095	0.20	117%	1.46%	4.5

The Company incurred share-based compensation as follows:

	Year ended March 31, 2021		Year ended March 31, 2020	
Exploration costs	$	11,923	$	9,203
Share based compensation		64,729		49,961
Total share-based compensation	**$**	**76,652**	**$**	**59,164**

10 RELATED PARTY TRANSACTIONS

The Company defines key management personnel as its directors and officers. The Company entered into the following transactions with its key management:

	Year ended March 31, 2021		Year ended March 31, 2020	
Employee salaries and benefits - paid or accrued	$	212,117	$	55,000
Employee salaries and benefits – forgiven		-		(43,000)
Share based compensation		64,729		47,331
Exploration costs – field work		86,051		279,693
Exploration costs – acquisition payments		33,075		600,000

Forgiven salaries

For a number of months in 2018 and 2019, in order to assist the Company, officers were paying for expenses of the Company and did not draw or accrue any salary or director's fees. Additionally, officers forgave all salary amounts owed to them up to a certain date during the year ended March 31, 2020. Following the September 2019 Private Placement, officers resumed drawing salary at a much-reduced level. As of March 31, 2021, $nil (March 31, 2020 - $45,897 was payable to related parties for unpaid salary as well as costs paid on behalf of the Company. This amount owing is unsecured, non-interest bearing and payable upon demand.

(Expressed in Canadian dollars)

Share transactions

Officers and directors participated in the Company's settlement on September 19, 2019 of certain amounts previously carried in accounts payable, agreeing to settle a total of $36,000 in amounts owed in exchange for a total of 600,000 common shares of the Company. On the same date, officers, directors and other related parties also participated in the private placement of units, subscribing for a total of 2,550,000 units at $0.06.

Exploration costs

As a result of acquiring the Gaban and Tinka mineral properties from Palamina (Note 8) and having directors in common with the Company, Palamina became a related party. At March 31, 2021, the Company owed Palamina $2,893 (March 31, 2020 - $1,673) as reimbursement for exploration expenditures incurred on the Gaban and Tinka mineral properties. The amounts due are non-interest bearing and unsecured.

Management contracts

The Company is party to certain management contracts. These contracts require payment of up to $508,000 upon the occurrence of a change of control of the Company. The Company is also committed to payments upon termination of $472,000 pursuant to the terms of these contracts. As a triggering event has not occurred, these amounts have not been recorded in the Financial Statements.

11 SUPPLEMENTAL CASH FLOW INFORMATION

	For the year ended March 31, 2021	For the year ended March 31, 2020
Non-cash financing and investing activities:		
Shares issued for mineral property acquisition	$ 300,000	$ 300,000
Shares to be issued for mineral property acquisition	(300,000)	300,000
Shares issued for debt settlement	-	90,000

12 SEGMENTED INFORMATION

The Company's reportable operating segments, which are components of the Company's business where separate financial information is available and which are evaluated on a regular basis by the Company's Chief Executive Officer, who is the Company's chief operating decision maker, for the purpose of assessing performance. The Company's operating segments are its exploration and evaluation expenditures, which are disclosed by geographic location in Note 8. All corporate expenses are incurred in Canada.

(Expressed in Canadian dollars)

Total assets by segment:

		March 31, 2021		March 31, 2020
Canada	$	671,703	$	253,071
Peru		123,117		-
Tanzania		5,422		50,964
Total assets	**$**	**800,242**	**$**	**304,035**

13 INCOME TAXES

The income tax recovery differs from the amount that would result from applying the federal and provincial income tax rate to loss before income taxes. These differences result from the following items:

		For the year ended March 31, 2021		For the year ended March 31, 2020
Loss for the year before income tax	$	(1,193,632)	$	(1,372,600)
Canadian federal and provincial income tax rates		26.5%		27%
Income tax recovery based on the above rates		(316,000)		(370,600)
Increase (decrease) due to:				
Difference between statutory and foreign and long-term tax rates		7,000		(4,300)
Permanent differences and other		41,000		184,400
Change in unrecognized deductible temporary differences		268,000		190,500
Total income tax recovery	**$**	**-**	**$**	**-**

The significant components of the Company's deferred tax assets that have not been included in the consolidated statement of financial position are as follows:

		2021		2020
Deductible temporary tax differences not recognized:				
Non-capital losses available for future periods	$	12,994,000	$	11,057,900
Share issue costs		46,000		-
Other		-		148,300
Value of deferred income tax assets		**13,040,000**		**11,206,200**
Unrecognized deferred income tax assets		(13,040,000)		(11,206,500)
Net deferred income tax assets	**$**	**-**	**$**	**-**

Tax attributes are subject to review and potential adjustment by tax authorities.

The Company has non-capital losses of $12,542,148 available to offset against Canadian taxable income in future years, which, if unutilized, will expire 2027-2041 and share issue costs of $46,000 available to offset against Canadian taxable income in future years, which if unutilized will expire through 2025. The Company has non-capital losses of $451,500 available to offset against Peruvian taxable income in future years, which, if unutilized, will expire in 2025. Deferred tax benefits that may arise as a result of these losses and other tax assets have not been recognized in the Financial Statements due to a lack of probability of their realization.

14 CAPITAL MANAGEMENT

The Company manages its capital structure based on the funds available to the Company in order to support the acquisition and exploration and evaluation of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management but rather relies on the expertise of the Company's management to sustain future development of the business. The Company defines capital that it manages as components of shareholders' equity.

The properties in which the Company currently has an interest are in the exploration stage and are not positive cash-flow generating; as such, the Company has historically relied on the equity markets to fund its activities.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company is not subject to externally imposed capital restrictions.

There has been no significant change in the Company's objectives, policies, and processes for managing its capital during the year ended March 31, 2021.

15 SUBSEQUENT EVENT

On July 22, 2021, the Company granted 800,000 stock options to officers of the Company. The stock options have an exercise price of $0.15 per share, expire July 22, 2026, and vest 100% on July 22, 2022.