



RUPERT RESOURCES LTD.

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED

NOVEMBER 30, 2021

(EXPRESSED IN CANADIAN DOLLARS)
(UNAUDITED)

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying unaudited condensed interim consolidated financial statements of Rupert Resources Ltd. (the "Company") are the responsibility of management and the Board of Directors.

The unaudited condensed interim consolidated financial statements have been prepared by management, on behalf of the Board of Directors, in accordance with the accounting policies disclosed in the notes to the unaudited condensed interim consolidated financial statements. Where necessary, management has made informed judgments and estimates in accounting for transactions which were not complete at the statement of financial position date. In the opinion of management, the unaudited condensed interim consolidated financial statements have been prepared within acceptable limits of materiality and are in accordance with International Accounting Standard 34 - Interim Financial Reporting using accounting policies consistent with International Financial Reporting Standards appropriate in the circumstances.

Management has established processes, which are in place to provide it sufficient knowledge to support management representations that it has exercised reasonable diligence that (i) the unaudited condensed interim consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of, and for the periods presented by, the unaudited condensed interim consolidated financial statements; and (ii) the unaudited condensed interim consolidated financial statements fairly present in all material respects the financial condition, financial performance and cash flows of the Company, as of the date of and for the years presented by the unaudited condensed interim consolidated financial statements.

The Board of Directors is responsible for reviewing and approving the unaudited condensed interim consolidated financial statements together with other financial information of the Company and for ensuring that management fulfills its financial reporting responsibilities. An Audit Committee assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with management to review the financial reporting process and the unaudited condensed interim consolidated financial statements together with other financial information of the Company. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the unaudited condensed interim consolidated financial statements together with other financial information of the Company for issuance to the shareholders.

Management recognizes its responsibility for conducting the Company's affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

NOTICE TO READER

The accompanying unaudited condensed interim consolidated financial statements of the Company have been prepared by and are the responsibility of management. The unaudited condensed interim consolidated financial statements have not been reviewed by the Company's auditors.

Rupert Resources Ltd.**Condensed Interim Consolidated Statements of Financial Position****(Expressed in Canadian Dollars)****(Unaudited)**

As at	November 30, 2021	February 28, 2021
ASSETS		
Current assets		
Cash and cash equivalents (note 3)	\$ 49,324,781	\$ 21,724,305
Marketable securities (notes 4 and 8)	425,000	665,000
Prepays and sundry receivables (note 5)	606,318	585,971
	50,356,099	22,975,276
Non-current assets		
Restricted cash (note 6)	1,307,043	1,378,394
Buildings and equipment (note 7)	3,202,810	3,144,317
Exploration and evaluation assets (note 8)	61,515,308	47,460,493
	\$ 116,381,260	\$ 74,958,480
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Amounts payable and accrued liabilities (notes 9 and 14)	\$ 2,828,660	\$ 3,499,898
	2,828,660	3,499,898
Non-current liabilities		
Asset retirement obligation (note 10)	3,337,140	3,534,987
	6,165,800	7,034,885
Shareholders' Equity		
Share capital (note 11)	157,121,527	106,607,122
Contributed surplus (note 11)	7,455,947	7,304,431
Warrants (note 11)	3,086,786	3,086,786
Cumulative translation adjustment	(2,078,938)	728,958
Equity portion of convertible debentures	75,700	75,700
Deficit	(55,445,562)	(49,879,402)
	110,215,460	67,923,595
Total liabilities and shareholders' equity	\$ 116,381,260	\$ 74,958,480

Nature of Operations (note 1)**Commitments and Contingencies** (note 16)**Subsequent Events** (note 17)**Approved on behalf of the Board:**(Signed) "*Gunnar Nilsson*" Director(Signed) "*James Withall*" Director

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

Rupert Resources Ltd.**Condensed Interim Consolidated Statements of Loss and Comprehensive Loss****(Expressed in Canadian Dollars)****(Unaudited)**

	Three Months Ended November 30,		Nine Months Ended November 30,	
	2021	2020	2021	2020
Operating expenses				
General and administrative expenses (note 12)	\$ 1,187,762	\$ 750,122	\$ 3,265,487	\$ 2,192,877
Share-based payments (note 11)	773,316	564,213	2,129,873	1,300,493
Loss before other items	(1,961,078)	(1,314,335)	(5,395,360)	(3,493,370)
Depreciation (note 7)	-	(7)	-	(20)
Write-down of property (note 8)	-	(3,046,682)	-	(3,046,682)
Unrealized gain (loss) on marketable securities (note 4)	55,000	-	(240,000)	-
Accretion and interest expense (note 10)	-	(2,594)	-	(5,171)
Other income	1,972	-	7,634	8,789
Net (loss) for the period	(1,904,106)	(4,363,618)	(5,627,726)	(6,536,454)
Other comprehensive (loss) gain				
Item that will be reclassified subsequently to income				
Exchange differences on translating foreign operations	(1,558,047)	(171,887)	(2,807,896)	1,853,393
Net (loss) and comprehensive (loss) for the period	\$ (3,462,153)	\$ (4,535,505)	\$ (8,435,622)	\$ (4,683,061)
Basic and diluted net (loss) per share (note 13)	\$ (0.01)	\$ (0.03)	\$ (0.03)	\$ (0.04)
Weighted average number of common shares				
outstanding - basic and diluted (note 13)	176,764,788	164,618,563	172,110,048	159,736,848

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

Rupert Resources Ltd.**Condensed Interim Consolidated Statements of Cash Flows****(Expressed in Canadian Dollars)****(Unaudited)**

Nine Months Ended November 30,	2021	2020
Operating activities		
Net loss for the period	\$ (5,627,726)	\$ (6,536,454)
Adjustments for:		
Share-based payments	2,129,873	1,300,493
Unrealized loss on marketable securities	240,000	-
Depreciation	-	20
Exchange differences on translating foreign operations	(299,294)	359,979
Accretion expense	-	5,171
Write-down of property	-	3,046,682
Changes in non-cash working capital items:		
Prepays and sundry receivables	(20,347)	16,476
Amounts payable and accrued liabilities	(671,238)	1,128,097
	(4,248,732)	(679,536)
Financing activities		
Proceeds from exercise of options	2,002,790	1,021,700
Proceeds from private placement and prospectus offering	48,654,000	25,600,000
Share issuance costs	(2,059,176)	(1,396,659)
	48,597,614	25,225,041
Investing activities		
Expenditure on exploration and evaluation assets	(16,513,835)	(10,540,853)
Purchase of buildings and equipment	(234,571)	(285,558)
	(16,748,406)	(10,826,411)
Net change in cash	27,600,476	13,719,094
Cash, beginning of period	21,724,305	14,313,403
Cash, end of period	\$ 49,324,781	\$ 28,032,497

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

Rupert Resources Ltd.

Condensed Interim Consolidated Statements of Changes in Capital (Expressed in Canadian Dollars) (Unaudited)

	Share Capital	Cumulative Translation Adjustment	Contributed Surplus	Warrants	Convertible Debentures	Deficit	Total
Balance, February 28, 2021	\$106,607,122	\$ 728,958	\$ 7,304,431	\$ 3,086,786	\$ 75,700	\$ (49,879,402)	\$ 67,923,595
Private placement and prospectus offering (note 11)	46,594,824	-	-	-	-	-	46,594,824
Stock options cancelled	-	-	(61,566)	-	-	61,566	-
Stock options exercised	3,919,581	-	(1,916,791)	-	-	-	2,002,790
Share-based payments (notes 11 and 14)	-	-	2,129,873	-	-	-	2,129,873
Net loss and comprehensive loss for the period	-	(2,807,896)	-	-	-	(5,627,726)	(8,435,622)
Balance, November 30, 2021	\$157,121,527	\$ (2,078,938)	\$ 7,455,947	\$ 3,086,786	\$ 75,700	\$ (55,445,562)	\$110,215,460
Balance, February 29, 2020	\$ 80,328,629	\$ (221,811)	\$ 6,322,098	\$ 3,086,786	\$ 75,700	\$ (41,585,306)	\$ 48,006,096
Private placement and prospectus offering (note 11)	24,203,341	-	-	-	-	-	24,203,341
Stock options exercised	1,905,152	-	(883,451)	-	-	-	1,021,701
Share-based payments (notes 11 and 14)	-	-	1,300,493	-	-	-	1,300,493
Net loss and comprehensive gain for the period	-	1,853,393	-	-	-	(6,536,454)	(4,683,061)
Balance, November 30, 2020	\$106,437,122	\$ 1,631,582	\$ 6,739,140	\$ 3,086,786	\$ 75,700	\$ (48,121,760)	\$ 69,848,570

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

Rupert Resources Ltd.

Notes to Condensed Interim Consolidated Financial Statements

Three and Nine Months Ended November 30, 2021

(Expressed in Canadian Dollars)

(Unaudited)

1. Nature of Operations

Rupert Resources Ltd. (the "Company" or "Rupert") is a company incorporated under the laws of the Province of British Columbia. The Company is currently seeking out viable mineral exploration and evaluation opportunities and its primary projects located in Finland. The business of exploring for minerals involves a high degree of risk and there can be no assurance that planned exploration programs will result in profitable mining operations. The Company's primary office is The Canadian Venture Building, 82 Richmond St East, Suite 202, Toronto, Ontario M5C 1P1.

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

The Company's outstanding common shares trade on the TSX Venture Exchange under the symbol RUP. As at November 30, 2021, an investor of the Company, Alan Brimacombe, controlled 18,244,300 common shares of the Company or approximately 10.3% of the total common shares outstanding. To the knowledge of directors and officers of Rupert, the remainder of the Company's outstanding common shares are widely held. These holdings can change at any time at the discretion of the owner.

2. Significant Accounting Policies

(a) *Statement of Compliance*

These unaudited condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. Accordingly, they do not include all of the information required for full annual financial statements required by IFRS as issued by IASB and interpretations issued by IFRIC.

The policies applied in these unaudited condensed interim consolidated financial statements are based on IFRS issued and outstanding as of January 19, 2022, the date on which the Board of Directors approved the unaudited condensed interim consolidated financial statements. The same accounting policies and methods of computation are followed in these unaudited condensed interim consolidated financial statements as compared with the most recent annual financial statements as at and for the year ended February 28, 2021, except as noted below. Any subsequent changes to IFRS that are given effect in the Company's annual financial statements for the year ending February 28, 2022 could result in restatement of these unaudited condensed interim consolidated financial statements.

(b) *New Accounting Policies Adopted*

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods commencing on or after March 1, 2021. Many are not applicable or do not have a significant impact to the Company and have been excluded.

(c) *Future Accounting Pronouncements*

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods commencing on or after March 1, 2022. Many are not applicable or do not have a significant impact to the Company and have been excluded.

Rupert Resources Ltd.

Notes to Condensed Interim Consolidated Financial Statements

Three and Nine Months Ended November 30, 2021

(Expressed in Canadian Dollars)

(Unaudited)

3. Cash and Cash Equivalents

	As at November 30, 2021	As at February 28, 2021
Cash	\$ 49,224,781	\$ 21,624,305
Guaranteed investment certificates ("GIC's")	100,000	100,000
	\$ 49,324,781	\$ 21,724,305

The GIC's earn interest at 0.1%, mature one year from the date of purchase and provide security for the Company's credit cards.

4. Marketable Securities

	As at November 30, 2021	As at February 28, 2021
Trillium Gold Mines Ltd - 500,000 common shares	\$ 425,000	\$ 665,000

5. Prepaids and Sundry Receivables

	As at November 30, 2021	As at February 28, 2021
Prepaid expenses and sundry receivables	\$ 530,968	\$ 249,587
Other receivable	1,943	-
Sales tax receivable	73,407	336,384
	\$ 606,318	\$ 585,971

6. Restricted Cash

In connection with the acquisition of the Pahtavaara Gold Mine, the Company purchased environmental bonds of EURO 888,000 for the sole purpose of settling the future restoration obligations of the Pahtavaara Gold Mine (note 10). The bonds are not interest-bearing and have no maturity date. This cash is not available for general corporate purposes.

With the acquisition of Northern Aspect Resources Ltd. the Company also acquired a EURO 17,500 deposit for the sole purpose of settling the future restoration obligations of the Hirsikangas Gold Project. The deposit are not interest-bearing and have no maturity date. This cash is not available for general corporate purposes.

Rupert Resources Ltd.

Notes to Condensed Interim Consolidated Financial Statements

Three and Nine Months Ended November 30, 2021

(Expressed in Canadian Dollars)

(Unaudited)

7. Buildings and Equipment

	Computers	Equipment and Machinery	Buildings	Vehicles	Office Furniture	Total
Period ended November 30, 2020						
At February 29, 2020	\$ 6,084	\$ 1,628,678	\$ 947,239	\$ 128,319	\$ 3,042	\$2,713,362
Additions (net)	-	257,309	-	28,377	-	285,686
Foreign exchange differences	302	81,953	47,663	6,330	153	136,401
Depreciation	(20)	-	-	-	-	(20)
At November 30, 2020	\$ 6,366	\$ 1,967,940	\$ 994,902	\$ 163,026	\$ 3,195	\$3,135,429
At November 30, 2020						
Cost	\$ 7,556	\$ 1,967,940	\$ 994,902	\$ 181,174	\$ 3,195	\$3,154,767
Accumulated depreciation	(1,190)	-	-	(18,148)	-	(19,338)
Net book value at November 30, 2020	\$ 6,366	\$ 1,967,940	\$ 994,902	\$ 163,026	\$ 3,195	\$3,135,429
Period ended November 30, 2021						
At February 28, 2021	\$ 6,231	\$ 2,002,070	\$ 984,574	\$ 148,280	\$ 3,162	\$3,144,317
Additions (net)	-	234,571	-	-	-	234,571
Foreign exchange differences	(348)	(112,149)	(55,105)	(8,299)	(177)	(176,078)
At November 30, 2021	\$ 5,883	\$ 2,124,492	\$ 929,469	\$ 139,981	\$ 2,985	\$3,202,810
At November 30, 2021						
Cost	\$ 7,141	\$ 2,124,492	\$ 929,469	\$ 170,110	\$ 2,985	\$3,234,197
Accumulated depreciation	(1,258)	-	-	(30,129)	-	(31,387)
Net book value at November 30, 2021	\$ 5,883	\$ 2,124,492	\$ 929,469	\$ 139,981	\$ 2,985	\$3,202,810

Depreciation has not been charged on buildings and equipment as they have been determined by management not to be available for use.

At November 30, 2021 and November 30, 2020, management assessed the assets classified as not available for use for impairment. No impairment losses were noted for both periods.

Rupert Resources Ltd.**Notes to Condensed Interim Consolidated Financial Statements****Three and Nine Months Ended November 30, 2021****(Expressed in Canadian Dollars)****(Unaudited)**

8. Exploration and Evaluation Assets

The Company's exploration and evaluation assets consist of the following:

	Hirsikangas Property	Rupert Lapland Project Area	Total
Balance, February 28, 2021	\$ 3,710,725	\$ 43,749,768	\$ 47,460,493
<u>Acquisition Costs</u>			
Property taxes	-	13,514	13,514
Licenses and permits	286,181	1,265,237	1,551,418
	\$ 3,996,906	\$ 45,028,519	\$ 49,025,425
<u>Exploration and Evaluation Costs</u>			
Assays	\$ -	\$ 2,990,190	\$ 2,990,190
Geological consulting	-	483,458	483,458
Consulting	-	328,202	328,202
Geophysics	126,699	102,678	229,377
Drilling	201,456	8,315,495	8,516,951
Equipment rental	-	14,496	14,496
Transportation	-	159,873	159,873
Fuel	-	18,158	18,158
Travel	-	7,950	7,950
Utilities	-	133,688	133,688
Salaries	71,906	1,803,898	1,875,804
Environmental	-	190,756	190,756
Foreign exchange differences	(112,720)	(2,346,300)	(2,459,020)
Balance, November 30, 2021	\$ 4,284,247	\$ 57,231,061	\$ 61,515,308

Rupert Resources Ltd.

Notes to Condensed Interim Consolidated Financial Statements
Three and Nine Months Ended November 30, 2021
(Expressed in Canadian Dollars)
(Unaudited)

8. Exploration and Evaluation Assets (continued)

	Osikonmaki Property	Hirsikangas Property	Gold Centre Property	Rupert Lapland Project Area	Total
Balance, February 29, 2020	\$ 2,995,551	\$ 2,982,245	\$ 200,660	\$ 26,694,842	\$ 32,873,298
<u>Acquisition Costs</u>					
Property taxes	-	-	-	14,584	14,584
Licenses and permits	-	269,989	-	451,245	721,234
	\$ 2,995,551	\$ 3,252,234	\$ 200,660	\$ 27,160,671	\$ 33,609,116
<u>Exploration and Evaluation Costs</u>					
Assays	\$ -	\$ -	\$ -	\$ 2,073,683	\$ 2,073,683
Geological consulting	-	451	-	425,067	425,518
Geophysics	-	178,503	-	211,791	390,294
Drilling	-	58,135	-	4,901,172	4,959,307
Equipment rental	-	-	-	12,305	12,305
Transportation	-	-	-	121,629	121,629
Travel	-	-	-	6,974	6,974
Asset retirement obligation increase	-	-	-	2,208,375	2,208,375
Utilities	-	-	-	194,957	194,957
Salaries	-	122,757	-	1,485,263	1,608,020
Foreign exchange difference	51,131	64,235	-	1,239,562	1,354,928
Property write down	(3,046,682)	-	-	-	(3,046,682)
Balance, November 30, 2020	\$ -	\$ 3,676,315	\$ 200,660	\$ 40,041,449	\$ 43,918,424

Pahtavaara Gold Mine

On August 30, 2016, the Company exercised the option with the bankruptcy estate of Lapland Goldminers Oy to acquire the Pahtavaara gold mine, mill and exploration permits and concessions that represented a 124km² land package in Finland in the Central Lapland Greenstone Belt (the "Pahtavaara Gold Mine"). The Pahtavaara Gold Mine is included within Rupert Lapland Project Area. The purchase price for the acquisition was US\$2,500,000, structured as a US\$500,000 cash payment which was made upon the completion of the acquisition in November 2016 and a 1.5% production royalty, capped at US\$2,000,000, payable on go-forward revenues generated when gold production resumes. The production royalty, which is considered contingent consideration, was valued at \$nil on the date of acquisition and as at November 30, 2021 and November 30, 2020.

Northern Aspect Resources Ltd ("NARL")

On May 15, 2018, the Company acquired all the issued and outstanding securities of NARL through the issue of 4,913,466 consideration shares of the Company. The Osikonmaki and Hirsikangas mineral properties were acquired as part of the NARL transaction. These properties were in the exploration and evaluation stages at acquisition.

Further to a strategic review during the year ended February 28, 2021, and an increased focus on Pahtavaara, the Company elected to withdraw from the Osikonmaki project and during the year ended February 28, 2021 the value was written off.

Rupert Resources Ltd.

Notes to Condensed Interim Consolidated Financial Statements
Three and Nine Months Ended November 30, 2021
(Expressed in Canadian Dollars)
(Unaudited)

8. Exploration and Evaluation Assets (continued)

Gold Centre Property

During the year ended February 28, 2021, the Company entered into an arm's length, definitive agreement to joint venture the Company's Gold Centre property in Red Lake, Ontario with Trillium Gold Mines Ltd ("Trillium" or "TGM").

Rupert and Trillium have formed an unincorporated joint venture with respect to the Gold Centre property. Trillium has an 80% participating interest (a "Participating Interest") in the joint venture and Rupert has a 20% carried Participating Interest. In order to maintain its 80% Participating interest, Trillium are required to spend \$2,000,000 per annum in each of the first five years and \$500,000 in each subsequent year. Further, Trillium issued to Rupert 500,000 common shares upon the start date of the joint venture (note 4) and in order to maintain its Participating Interest, will issue 500,000 common shares on each anniversary thereof for the subsequent three years, for a total of 2,000,000 common shares.

The 500,000 shares issued were valued at \$740,000 at the time of issue and were offset against the exploration and evaluation asset with the balance being recorded as a gain on the disposal of asset in the consolidated statement of loss for the year ended February 28, 2021.

9. Amounts Payable and Accrued Liabilities

	As at November 30, 2021	As at February 28, 2021
Trade payables	\$ 2,093,276	\$ 1,944,216
Accrued liabilities	735,384	1,555,682
	\$ 2,828,660	\$ 3,499,898

10. Asset retirement obligation

Balance, February 28, 2021	\$ 3,534,987
Foreign exchange adjustment	(197,847)
Balance, November 30, 2021	\$ 3,337,140
Balance, February 29, 2020	\$ 1,189,124
Foreign exchange adjustment	46,137
Add: increase in restoration provision	2,185,449
Present value adjustment	114,277
Balance, February 28, 2021	\$ 3,534,987

In August 2016, as part of the acquisition of the Pahtavaara Gold Mine, the Company recognized obligations for future site restoration. Although the ultimate amount of the future site restoration is uncertain, the fair value of the obligation was based on information currently available, including disturbances made to date, closure plans and applicable regulations. The amounts and timing of the closure plans will vary depending on a number of factors including alternative mine plans.

These obligations are expected to be settled at the end of the mine life which is estimated to be 11 years. The asset retirement obligation was discounted at a rate of 0.14% per annum.

Refer to note 6 for assets pledged and restricted for the purposes of settling future site restoration obligations.

Rupert Resources Ltd.

Notes to Condensed Interim Consolidated Financial Statements Three and Nine Months Ended November 30, 2021 (Expressed in Canadian Dollars) (Unaudited)

11. Share Capital and Reserves

Authorized Share Capital

The authorized share capital of the Company is an unlimited number of common shares without par value and an unlimited number of preferred shares without par value. All issued shares, consisting only of common shares are fully paid.

Issued Share Capital

As at November 30, 2021, the issued share capital amounted to \$157,121,527.

	Number of Common Shares	Amount
Balance, February 28, 2021	165,285,761	\$106,607,122
Private placement and prospectus offering ⁽¹⁾	9,180,000	48,654,000
Share issue costs ⁽¹⁾	-	(2,059,176)
Stock options exercised	3,096,500	3,919,581
Balance, November 30, 2021	177,562,261	\$157,121,527
Balance, February 29, 2020	155,470,761	\$ 80,328,629
Private placement and prospectus offering ⁽²⁾	8,000,000	25,600,000
Share issue costs ⁽²⁾	-	(1,396,659)
Stock options exercised	1,415,000	1,905,152
Balance, November 30, 2020	164,885,761	\$106,437,122

⁽¹⁾ On June 4, 2021, the Company announced that it had closed equity financings, raising in total \$48,654,000 before expenses. The financings comprised two components: a bought deal equity offering (the "Public Offering"); and a private placement (the "Private Placement") with existing shareholders, including Agnico Eagle Mines Limited. The Public Offering comprised an issuance of 5,658,000 common shares in the capital of the Company (the "Common Shares") at a price of \$5.30 per Common Share (the "Offering Price") for gross proceeds of approximately \$29,987,400, which included the exercise, in full, of the underwriter's Over-Allotment option of an additional 738,000 Common Shares. The Company also issued 3,522,000 Common Shares at the Offering Price in a concurrent Private Placement on substantially the same terms as the Public Offering (for gross proceeds of \$18,666,600), which included 442,000 Common Shares pursuant to the Over-Allotment option granted to the participants in the Private Placement.

The Company has agreed to pay cash finder's fees in respect of certain sales of \$1,649,307. In connection with the offering, legal fees and other expenses of \$409,869 were paid.

⁽²⁾ On July 23, 2020, the Company announced that it had closed the July 2020 Financing's, raising in total \$25,600,000 before expenses. The July 2020 Financing's comprised an issuance pursuant to the Public Offering of 5,295,999 common shares in the capital of the Company (the "Common Shares") at a price of \$3.20 per Common Share (the "Offering Price") for gross proceeds of approximately \$16,947,197, which included the exercise, in full, of the underwriter's Over-Allotment option of an additional 690,782 Common Shares. The company also issued 2,704,001 Common Shares at the Offering Price in a concurrent Private Placement on substantially the same terms as the Public Offering (for gross proceeds of \$8,652,803), which included 352,697 Common Shares pursuant to the Over-Allotment option granted to the participants in Private Placement.

The Company has agreed to pay cash finder's fees in respect of certain sales of \$1,016,832. In connection with the offering, legal fees and other expenses of \$379,827 were paid.

Rupert Resources Ltd.

Notes to Condensed Interim Consolidated Financial Statements

Three and Nine Months Ended November 30, 2021

(Expressed in Canadian Dollars)

(Unaudited)

11. Share Capital and Reserves (continued)

Stock Options

The Company has an incentive stock option plan in place under which it is authorized to grant options to directors and employees to acquire up to 10% of the Company's issued and outstanding common shares. Under the plan, the exercise price of each option may not be less than the market price of the Company's stock as calculated on the date of grant less the applicable discount. The options can be granted for a maximum term of 10 years and vesting periods are determined by the Board of Directors.

The following table reflects the continuity of stock options for the nine months ended November 30, 2021 and November 30, 2020:

	Number of Stock Options	Weighted Average Exercise Price (\$)
Balance, February 28, 2021	10,465,000	1.25
Cancelled	(39,500)	0.21
Granted ⁽¹⁾⁽²⁾	763,000	4.95
Exercised	(3,096,500)	0.65
Balance, November 30, 2021	8,092,000	1.82
Balance, February 29, 2020	10,460,000	0.78
Cancelled	(65,000)	0.75
Granted ⁽³⁾	1,885,000	3.20
Exercised	(1,415,000)	0.72
Balance, November 30, 2020	10,865,000	1.21

⁽¹⁾ On June 30, 2021, the Company granted 709,000 stock options at a price of \$5.00 per share to certain directors, officers, employees and consultants of the Company, expiring on June 29, 2026. The fair value of these options at the date of grant was estimated using the Black-Scholes option pricing model with the following assumptions: a five year expected average life; share price of \$5.02; 84.74% expected volatility; risk-free interest rate of 0.97%; and an expected dividend yield of 0%. Volatility is calculated based on the changes in historical stock prices over the expected life of the options. The fair value assigned to these options was \$2,368,698. The options vest 1/3 on each of June 29, 2022, June 29, 2023 and June 29, 2024.

⁽²⁾ On September 24, 2021, the Company granted 54,000 stock options at a price of \$4.30 per share to a certain employee of the Company, expiring on September 23, 2026. The fair value of these options at the date of grant was estimated using the Black-Scholes option pricing model with the following assumptions: a five year expected average life; share price of \$4.20; 66.77% expected volatility; risk-free interest rate of 1.03%; and an expected dividend yield of 0%. Volatility is calculated based on the changes in historical stock prices over the expected life of the options. The fair value assigned to these options was \$124,961. The options vest 1/3 on each of September 23, 2022, September 23, 2023 and September 23, 2024.

⁽³⁾ On August 10, 2020, the Company granted 1,885,000 stock options at a price of \$3.20 per share, expiring on August 9, 2024. The fair value of these options at the date of grant was estimated using the Black-Scholes option pricing model with the following assumptions: a four year expected average life; share price of \$2.90; 67.12% expected volatility; risk-free interest rate of 0.27%; and an expected dividend yield of 0%. Volatility is calculated based on the changes in historical stock prices over the expected life of the options. The fair value assigned to these options was \$2,602,054. The options vest 50% on each of August 9, 2021 and August 9, 2022.

For the three and nine months ended November 30, 2021, the impact of share-based compensation on the profit and loss was \$773,316 and \$2,129,873, respectively (three and nine months ended November 30, 2020 - \$564,213 and \$1,300,493, respectively).

Rupert Resources Ltd.

Notes to Condensed Interim Consolidated Financial Statements

Three and Nine Months Ended November 30, 2021

(Expressed in Canadian Dollars)

(Unaudited)

11. Share Capital and Reserves (continued)

Stock Options (continued)

The following table reflects the actual stock options issued and outstanding as of November 30, 2021:

Expiry Date	Exercise Price (\$)	Remaining Contractual Life (years)	Number of Options Outstanding	Number of Options Vested (exercisable)	Number of Options Unvested
April 18, 2022	1.01	0.38	1,481,000	1,481,000	-
July 31, 2023	1.00	1.67	2,095,000	2,095,000	-
August 9, 2024	3.20	2.70	1,770,000	850,000	920,000
August 21, 2024	0.87	2.73	2,000,000	2,000,000	-
June 29, 2026	5.00	4.58	692,000	-	692,000
September 23, 2026	4.30	4.82	54,000	-	54,000
	1.82	2.19	8,092,000	6,426,000	1,666,000

Warrants

The following table reflects the continuity of warrants for the nine months ended November 30, 2021 and November 30, 2020:

	Number of Warrants	Weighted Average Exercise Price (\$)
Balance, February 28, 2021 and November 30, 2021	11,543,704	1.00
Balance, February 29, 2020 and November 30, 2020	11,543,704	1.00

The following table reflects the actual warrants issued and outstanding as of November 30, 2021:

Expiry Date	Exercise Price (\$)	Remaining Contractual Life (years)	Number of Warrants Outstanding
February 11, 2023 ⁽¹⁾	1.00	1.20	11,543,704

⁽¹⁾ The warrants provide that after February 11, 2022, if the price of the Common Shares on the TSX Venture Exchange exceeds \$1.25 per Common Share for at least 20 consecutive trading days, Rupert shall have the right to accelerate, by notice to Agnico, the expiry date of the warrants to 30 calendar days after the date of such notice (such that Agnico may either exercise all or a portion of the warrants in such 30 day period, or failing such exercise, any unexercised warrants would expire).

Rupert Resources Ltd.

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Three and Nine Months Ended November 30, 2021

(Expressed in Canadian Dollars)

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11. Share Capital and Reserves (continued)

Performance Share Units ("PSUs")

The Company has an equity incentive plan in place under which it is authorized to grant PSUs to directors, employees and consultants to acquire up to an aggregate of 2,100,000 common shares of the Company. Each PSU will convert into up to one common share of the Company or the cash equivalent thereof, at the end of the vesting period, subject to the level of achievement of certain performance objectives.

The following table reflects the continuity of PSUs for the nine months ended November 30, 2021 and November 30, 2020:

	Number of PSUs
Balance, November 30, 2020 and February 28, 2021	-
Granted ⁽¹⁾⁽²⁾	301,204
Balance, November 30, 2021	301,204

(1) On September 24, 2021, the Company granted 91,204 PSUs to certain officers and employees of the Company. A fair value of \$392,177 was determined based on the fair value of the Company's share price on the date of grant. The actual number of PSUs expected to vest is between 65,667 and 91,204, based on the level of achievement of certain corporate performance objectives. The PSUs will vest in three tranches, 2/3 on December 31, 2021, 1/6 on December 31, 2022 and 1/6 on December 31, 2022, based on certain corporate performance objectives.

(2) On September 24, 2021, the Company granted 210,000 PSUs to a certain officer of the Company. A fair value of \$903,000 was determined based on the fair value of the Company's share price on the date of grant. The PSUs will vest in three tranches, 1/3 on each of September 23, 2022, September 23, 2023 and September 23, 2024, based on certain individual performance objectives.

For the three and nine months ended November 30, 2021, the Company recorded share-based payments for the PSUs of \$292,192 (three and nine months ended November 30, 2020 - \$nil) in the condensed interim consolidated statements of loss and comprehensive loss.

12. General and Administrative Expenses

	Three Months Ended November 30,		Nine Months Ended November 30,	
	2021	2020	2021	2020
Consulting	\$ 24,674	\$ (27,699)	\$ 133,391	\$ 9,235
Overheads, maintenance and other costs	490,878	297,845	1,021,663	724,877
Professional fees	78,919	114,867	528,468	402,766
Investigation of prospective property interests	10,590	759	33,133	1,252
Regulatory fees	2,355	12,380	38,702	14,878
Salaries and benefits (note 14)	327,187	228,397	959,788	672,936
Travel and vehicle operating costs	52,614	38,726	120,134	144,757
Shareholder communications	153,745	56,949	346,615	175,022
Transfer agent	46,800	27,898	83,593	47,154
	\$ 1,187,762	\$ 750,122	\$ 3,265,487	\$ 2,192,877

Rupert Resources Ltd.

Notes to Condensed Interim Consolidated Financial Statements

Three and Nine Months Ended November 30, 2021

(Expressed in Canadian Dollars)

(Unaudited)

13. Net Loss Per Common Share

The calculation of basic and diluted loss per share for the three and nine months ended November 30, 2021 was based on the loss attributable to common shareholders of \$1,904,106 and \$5,627,726, respectively (three and nine months ended November 30, 2020 - \$4,363,618 and \$6,536,454, respectively) and the weighted average number of basic common shares outstanding of 176,764,788 and 172,110,048, respectively for the three and nine months ended November 30, 2021 (three and nine months ended November 30, 2020 - 164,618,563 and 159,736,848, respectively). Diluted loss per share did not include the effect of 19,936,908 stock options, warrants and PSUs (three and nine months ended November 30, 2020 - 22,408,704 stock options and warrants) as they are anti-dilutive.

14. Related Party Transactions

Related parties include the Board of Directors, officers, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions. Remuneration of directors and key management personnel of the Company was as follows:

	Three Months Ended November 30,		Nine Months Ended November 30,	
	2021	2020	2021	2020
Remuneration paid to Board of Directors ⁽¹⁾⁽²⁾	\$ 30,000	\$ -	\$ 141,000	\$ -
Remuneration paid to Non-Executive Chairman ⁽¹⁾⁽³⁾	16,250	13,500	69,751	34,500
Remuneration paid to CEO ⁽⁴⁾	97,130	91,116	293,393	272,065
Remuneration paid to CFO ⁽⁵⁾	69,831	34,300	141,435	111,413
Share-based payments	483,457	332,079	1,249,837	683,355

(1) The Board of Directors do not have employment or services contracts with the Company.

(2) Effective March 1, 2021, the Company pays quarterly director fees to the Board of Directors of the Company (excluding the Non-Executive Chairman and the CEO) of \$30,000, together with additional ad hoc committee fees as appropriate. During the three and nine months ended November 30, 2021, \$30,000 and \$141,000 (three and nine months ended November 30, 2020 - \$nil) was expensed as salaries.

(3) Effective March 1, 2021, the Company pays an annual fee to the Non-Executive Chairman of the Company of \$65,000, together with additional ad hoc committee fees as appropriate. During the three and nine months ended November 30, 2021, \$16,250 and \$69,751, respectively (three and nine months ended November 30, 2020 - \$13,500 and \$34,500, respectively) was expensed as salaries.

(4) Effective March 1, 2021, the Company pays an annual salary to the Chief Executive Officer of the Company of £210,526. During the three and nine months ended November 30, 2021, \$97,130 and \$293,393, respectively (three and nine months ended November 30, 2020 - \$91,116 and \$272,065, respectively) was expensed as salaries.

(5) Effective April 1, 2020, the Company pays an annual salary to the Chief Financial Officer of the Company of £80,000, increased to an annual salary of \$275,000 effective September 21, 2021. During the three and nine months ended November 30, 2021, \$69,831 and \$141,435, respectively (three and nine months ended November 30, 2020 - \$34,300 and \$111,413, respectively) was expensed as salaries.

(6) On November 30, 2021, the amount of \$nil (February 28, 2021 - \$271,700) was included in accounts payable and accrued liabilities as bonus due to the Chief Executive Officer and Chief Financial Officer of the Company.

The above noted transactions are in the normal course of business and are measured at the exchange amount, as agreed to by the parties, and approved by the Board of Directors.

Amounts due to related parties are non-interest bearing, unsecured and due on demand.

Rupert Resources Ltd.

Notes to Condensed Interim Consolidated Financial Statements

Three and Nine Months Ended November 30, 2021

(Expressed in Canadian Dollars)

(Unaudited)

15. Segment Information

The Company operates in one reportable operating segment, being the acquisition and exploration of mineral properties in Finland.

16. Commitments and Contingencies

The Company's operations are subject to government environmental protection legislation. Environmental consequences are difficult to identify in terms of results, timetable and impact (note 10).

At this time, to management's best knowledge, the Company's operations are in compliance with current laws and regulations.

17. Subsequent Events

Subsequent to the reporting period, 941,000 share options with exercise prices between \$0.87 and \$3.20, and expiry dates between April 18, 2022 and August 21, 2024, were exercised for total proceeds of \$1,007,910.