

ROCKRIDGE RESOURCES LTD.

INTERIM FINANCIAL STATEMENTS
(Unaudited - Expressed in Canadian Dollars)

FOR THE NINE MONTHS ENDED APRIL 30, 2021

UNAUDITED INTERIM FINANCIAL STATEMENTS

In accordance with National Instrument 51-102 released by the Canadian Securities Administrators, the Company discloses that its auditors have not reviewed the unaudited financial statements for the period ended June 29, 2021.

ROCKRIDGE RESOURCES LTD.
INTERIM STATEMENTS OF FINANCIAL POSITION
(Unaudited - Expressed in Canadian Dollars)
AS AT

	Note	April 30, 2021	July 31, 2020
ASSETS			
Current			
Cash and cash equivalents		\$ 1,293,992	\$ 1,527,878
Receivables	5	97,988	86,376
Prepaid expenses		208,731	214,503
		1,600,711	1,828,757
Exploration and evaluation assets	4	4,487,119	2,460,228
		\$ 6,087,830	\$ 4,288,985

LIABILITIES AND SHAREHOLDERS' EQUITY

Current			
Accounts payable and accrued liabilities	6	\$ 328,003	\$ 81,163
Flow-through premium liability	7	-	19,116
		328,003	100,279
Shareholders' equity			
Capital stock	7	8,838,635	6,166,696
Reserves	7	934,383	662,046
Deficit		(4,013,191)	(2,640,036)
		5,759,827	4,188,706
		\$ 6,087,830	\$ 4,288,985

Nature and continuance of operations (Note 1)

Approved and authorized by the Board of Directors on June 29, 2021.

<u>"Jordan Trimble"</u> Jordan Trimble	Director	<u>"James Pettit"</u> James Pettit	Director
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The accompanying notes are an integral part of these interim financial statements.

ROCKRIDGE RESOURCES LTD.**INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS**

(Unaudited - Expressed in Canadian Dollars)

PERIOD ENDED

	April 30, 2021 3 months	April 30, 2020 3 months	April 30, 2021 YTD	April 30, 2020 YTD
GENERAL AND ADMINISTRATIVE EXPENSES				
Consulting fees	\$ 224,701	\$ 136,666	\$ 624,257	\$ 439,166
Office and administration	45,039	27,721	86,095	52,377
Professional fees	27,339	27,381	69,440	69,550
Rent	6,137	10,119	19,207	21,231
Shareholder communications	180,308	47,363	360,535	187,824
Share-based payments	186,238	-	243,796	13,741
Transfer agent and filing fees	4,743	1,901	17,513	10,526
Travel	1,759	7,946	4,693	30,350
	(676,264)	(259,097)	(1,425,536)	(824,765)
Other income on realization of flow-through premium liability	39,914	-	59,030	-
Part XII.6 tax	(6,649)	-	(6,649)	-
Interest income	-	-	-	2,720
Loss and comprehensive loss for the period	\$ (642,999)	\$ (259,097)	\$ (1,373,155)	\$ (822,045)
Basic and diluted loss per common share	\$ (0.01)	\$ (0.01)	\$ (0.02)	\$ (0.02)
Weighted average number of common shares outstanding	65,528,916	18,163,610	60,362,605	29,086,779

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

ROCKRIDGE RESOURCES LTD.
INTERIM STATEMENTS OF CASH FLOWS
(Unaudited - Expressed in Canadian Dollars)
NINE MONTHS ENDED APRIL 30,

	2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss for the period	\$ (1,373,155)	\$ (822,045)
Items not affecting cash:		
Other income on realization of flow-through liability	(59,030)	-
Share-based payments	243,796	13,741
Changes in non-cash working capital items:		
Increase in receivables	(11,612)	26,463
Decrease in prepaid expenses	5,772	146,137
Increase in accounts payable and accrued liabilities	246,840	(42,540)
Cash used in operating activities	(947,389)	(678,244)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from capital stock issued	2,636,300	1,041,430
Share issuance costs	(75,906)	(51,056)
Cash provided by financing activities	2,560,394	990,374
CASH FLOWS FROM INVESTING ACTIVITIES		
Mineral property acquisition costs	(19,078)	(50,000)
Exploration and evaluation costs	(1,827,813)	(532,908)
Cash used in investing activities	(1,846,891)	(582,908)
Increase (decrease) in cash during period	(233,886)	(270,778)
Cash, beginning of period	1,527,878	773,558
Cash, end of period	\$ 1,293,992	\$ 502,780

Supplemental disclosure with respect to cash flows (Note 11)

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

ROCKRIDGE RESOURCES LTD.
INTERIM STATEMENTS OF CHANGES IN EQUITY
(Unaudited - Expressed in Canadian Dollars)

	Capital Stock							
	Number	Amount			Reserves	Deficit		Total
Balance, as at July 31, 2019	25,440,567	\$ 3,490,132	\$	\$	451,429	\$ (1,387,565)	\$	2,553,996
Private placements	24,782,715	2,741,430			-	-		2,741,430
Share issuance-property acquisition	900,000	142,500			-	-		142,500
Share issue costs	-	(96,993)			-	-		(96,993)
Share issue costs-finder warrants	-	(41,782)			41,782	-		-
Share-based payments	-	-			168,835	-		168,835
Flow-through premium liability	-	(68,591)			-	-		(68,591)
Loss for the year	-	-			-	(1,252,471)		(1,252,471)
Balance, as at July 31, 2020	51,123,282	\$ 6,166,696	\$	\$	662,046	\$ (2,640,036)	\$	4,188,706
Private placements	20,611,429	2,636,300			-	-		2,636,300
Share issuance-property acquisition	1,250,000	180,000			-	-		180,000
Share issue costs	-	(75,906)			-	-		(75,906)
Share issue costs-finder warrants	-	(28,541)			28,541	-		-
Share-based payments	-	-			243,796	-		243,796
Flow-through premium liability	-	(39,914)			-	-		(39,914)
Loss for the year	-	-			-	(1,373,155)		(1,373,155)
Balance, as at April 30, 2021	72,984,711	\$ 8,838,635	\$	\$	934,383	\$ (4,013,191)	\$	5,759,827

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

1. NATURE AND CONTINUANCE OF OPERATIONS

Rockridge Resources Ltd. (formerly Rockridge Gold Ltd.) (the "Company") was incorporated under the provisions of the *British Columbia Business Corporations Act* on November 10, 2015.

The Company's principal business activity is the acquisition and exploration of mineral property interests. The Company is considered to be in the exploration stage and substantially all of the Company's efforts will be devoted to financing and exploring these property interests. There has been no determination whether the Company's interests in unproven mineral properties contain mineral reserves which are economically recoverable. The Company manages its business in a single operating segment: mineral exploration in Canada.

The head office and registered records office of the Company are located at Suite #1610 - 777 Dunsmuir Street, Vancouver, British Columbia, Canada.

The Company continues to be dependent upon its ability to finance its operations and exploration programs through financing activities that may include issuances of additional debt or equity securities. The recoverability of the carrying value of exploration projects, and ultimately, the Company's ability to continue as a going concern, is dependent upon the existence and economic recovery of reserves, the ability to raise financing to complete the development of the properties, and upon future profitable production or, alternatively, upon the Company's ability to dispose of its interest on an advantageous basis, all of which are uncertain.

While the Company has completed various private placements (Note 7), there is no assurance that such future financing will be available or be available on favourable terms. An inability to raise additional financing may impact the future assessment of the Company as a going concern. The 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. These material uncertainties may cast significant doubt upon the Company's ability to continue as a going concern.

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 the Company's. This outbreak could decrease spending, adversely affect demand for the Company's product and harm the Company's business and results of operations. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or results of operations at this time.

2. BASIS OF PRESENTATION

Statement of Compliance with International Financial Reporting Standards

These unaudited condensed interim financial statements, have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the IASB ("International Accounting Standards Board") applicable to the preparation of interim financial statements, including International Accounting Standard ("IAS") 34, 'Interim Financial Reporting'. The accounting policies followed in these condensed consolidated interim financial statements are the same as those applied in the Company's annual financial statements for the year ended July 31, 2020.

The condensed consolidated interim financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and 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.

3. SIGNIFICANT ACCOUNTING POLICIES

Critical accounting estimates

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported expenses during the year. Actual results could differ from these estimates.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

- i) The carrying value and the recoverability of exploration and evaluation assets, which are included in the statements of financial position. The cost model is utilized and the value of the exploration and evaluation assets is based on the expenditures incurred. At every reporting period, management assesses the potential impairment which involves assessing whether or not facts or circumstances exist that suggest the carrying amount exceeds the recoverable amount.
- ii) The inputs used in calculating the fair value for share-based payments expense included in profit or loss and share-based share issuance costs included in shareholders' equity. The share-based payments expense is estimated using the Black-Scholes options-pricing model as measured on the grant date to estimate the fair value of stock options. This model involves the input of highly subjective assumptions, including the expected price volatility of the Company's common shares, the expected life of the options, and the estimated forfeiture rate.
- iii) The valuation of shares issued in non-cash transactions. Generally, the valuation of non-cash transactions is based on the value of the goods or services received. When this cannot be determined, it is based on the fair value of the non-cash consideration. When non-cash transactions are entered into with employees and those providing similar services, the non-cash transactions are measured at the fair value of the consideration given up using market prices.
- iv) The recognition of deferred tax assets. The Company considers whether the realization of deferred tax assets is probable in determining whether or not to recognize these deferred tax assets.

Cash and equivalents

Cash is comprised of cash on hand and term deposits with its financial institution.

Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

Exploration and evaluation assets

Pre-exploration costs are expensed as incurred. Costs related to the acquisition and exploration of mineral properties are capitalized by property until the commencement of commercial production. If commercially profitable ore reserves are developed, capitalized costs of the related property are reclassified as mining assets after an impairment test and amortized using the unit of production method. If, after management review, it is determined that capitalized acquisition, exploration and evaluation costs are not recoverable over the estimated economic life of the property, or the property is abandoned, or management deems there to be an impairment in value, the property is written down to its net recoverable amount.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

Any option payments received by the Company from third parties or tax credits refunded to the Company are credited to the capitalized cost of the mineral property. If payments received exceed the capitalized cost of the mineral property, the excess is recognized as income in the year received. The amounts shown for mineral properties do not necessarily represent present or future values. Their recoverability is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development, and future profitable production or proceeds from the disposition thereof.

Impairment

At the end of each reporting period, the Company's assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the profit or loss for the period. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

Provision for environmental rehabilitation

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of mineral properties and equipment, when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future rehabilitation cost estimates arising from the decommissioning of plant and other site preparation work is capitalized to mining assets along with a corresponding increase in the rehabilitation 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 rehabilitation asset is depreciated on the same basis as mining assets.

The Company's estimates of reclamation 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 mining assets with a corresponding entry to the rehabilitation 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 Company's estimates of reclamation costs, are charged to profit and loss for the year. The Company had no provisions for environmental rehabilitation as at April 30, 2021.

Loss per share

The Company presents basic loss per share for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the year. Diluted loss per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

Share-based payments

The Company grants stock options to acquire common shares of the Company to directors, officers, employees, and consultants. An individual is classified as an employee when the individual is an employee for legal or tax purposes or provides services similar to those performed by an employee.

The fair value of stock options is measured on the date of grant, using the Black-Scholes option pricing model, and is recognized over the vesting period. A corresponding increase in reserves is recorded when stock options are expensed. When stock options are exercised, capital stock is credited by the sum of the consideration paid and the related portion of share-based compensation previously recorded in reserves. Consideration paid for the shares on the exercise of stock options is credited to capital stock.

In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at fair value of the share-based payments. Otherwise, share-based payments is measured at the fair value of goods or services received.

Income taxes

Income tax on the profit or loss for the years presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting or taxable loss nor differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

Additional income taxes that arise from the distribution of dividends are recognized at the same time as the liability to pay the related dividend. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Flow-through shares

Canadian Income Tax legislation permits an enterprise to issue securities referred to as flow-through shares, whereby the investor can claim the tax deductions arising from the renunciation of the related resource expenditures. A premium liability is recognized for the share price premium paid by investors when acquiring the flow-through shares. The premium liability is reduced and other income is recognized on the renounced tax deductions as eligible expenditures are incurred.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

Financial instruments

Classification

The Company determines the classification of its financial instruments at initial recognition. Upon initial recognition, a financial asset is classified as measured at: amortized cost, fair value through profit and loss ("FVTPL"), or fair value through other comprehensive income (loss) ("FVOCI"). The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. A financial liability is classified as measured at amortized cost or FVTPL.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

An equity investment that is held for trading is measured at FVTPL. For other equity investments that are not held for trading, the Company may irrevocably elect to designate them as FVOCI. This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortized cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or the Company has elected to measure them at FVTPL.

The following table shows the classification of the Company's financial instruments under IFRS 9:

Asset or Liability	IFRS 9 Classification
Cash and cash equivalents	FVTPL
Receivables	Amortized cost
Accounts payable and accrued liabilities	Amortized cost

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

Financial instruments (cont'd..)

Measurement

Initial measurement

On initial recognition, all financial assets and financial liabilities are measured at fair value adjusted for directly attributable transaction costs except for financial assets and liabilities classified as FVTPL, in which case the transaction costs are expensed as incurred.

Subsequent measurement

The following accounting policies apply to the subsequent measurement of financial instruments:

Financial assets at FVTPL

These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit or loss.

Financial assets at amortized cost

These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.

Equity investments at FVOCI

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

Debt investments at FVOCI

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

Impairment of financial instruments

The Company assesses at each reporting date whether there is objective evidence that a financial asset or a group of financial assets is impaired.

For financial assets measured at amortized cost, and debt investments at FVOCI, the Company applies the expected credit loss impairment model. On adoption of the expected credit loss model there was no material adjustment.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

Financial instruments (cont'd..)

Financial instrument disclosures

The Company provides disclosures that enable users to evaluate (a) the significance of financial instruments for the entity's financial position and performance; and (b) the nature and extent of risks arising from financial instruments to which the entity is exposed during the period and at the date of the statement of financial position, and how the entity manages these risks.

The Company provides information about its financial instruments measured at fair value at one of three levels according to the relative reliability of the inputs used to estimate the fair value:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and

Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

New accounting standards adopted

IFRS 16 – Leases

The Company adopted IFRS 16 - Leases ("IFRS 16") on August 1, 2019. The objective of the new standard is to eliminate the classification of leases as either operating or financing leases for a lessee and report all leases on the statement of financial position. The only exemption to this will be for leases that are one year or less in duration or for leases of assets with low values.

Under IFRS 16 a lessee is required to recognize a right-of-use asset, representing its right to use the underlying asset, and a lease liability, representing its obligations to make lease payments. IFRS 16 also changes the nature of expenses relating to leases, as lease expenses previously recognized for operating leases are replaced with depreciation expense on capitalized right-of-use assets and finance or interest expense for the corresponding lease liabilities associated with the capitalized right-of-use leased assets.

The Company adopted IFRS 16 using the modified retrospective approach and did not restate comparative amounts for the year prior to first adoption. As at the date of transition, management has assessed that it does not have any leases to which IFRS 16 applies. The adoption of the new IFRS pronouncement has therefore not resulted to adjustments in previously reported figures and there has been no change to the opening deficit balance as at August 1, 2019.

ROCKRIDGE RESOURCES LTD.
NOTES TO THE INTERIM FINANCIAL STATEMENTS
(Unaudited - Expressed in Canadian Dollars)
APRIL 30, 2021

4. EXPLORATION AND EVALUATION ASSETS

Fiscal 2021	Raney Gold Project	Knife Lake Project	Totals
Acquisition costs:			
Balance, beginning of the year	\$ 217,350	\$ 793,028	\$ 1,010,378
Cash payment	-	19,078	2,479
Share issuance	36,000	144,000	180,000
Balance, end of the year	253,350	956,106	1,192,857
Exploration costs:			
Balance, beginning of the year	454,352	995,498	1,449,850
Incurring during the year			
Assays	30,701	8,891	39,592
Camp costs	10,873	75,860	86,733
Consulting	800	70,895	71,695
Drilling	328,675	273,644	602,319
Field expenses	30,997	97,066	128,063
Fuel	-	22,821	22,821
Geology	135,608	37,423	173,031
Geophysics	-	165,911	165,911
GIS/Logistics/Specialists	-	17,501	17,501
Helicopter	-	481,535	481,535
Mag Survey	1,500	-	1,500
Mobil/demobilize	6,166	3,000	9,166
Supplies	2,305	23,449	25,754
Travel	-	2,189	2,189
Balance, end of the year	1,001,977	2,275,686	3,277,663
Total costs	\$ 1,255,327	\$ 3,231,792	\$ 4,487,119

ROCKRIDGE RESOURCES LTD.
NOTES TO THE INTERIM FINANCIAL STATEMENTS
(Unaudited - Expressed in Canadian Dollars)
APRIL 30, 2021

4. EXPLORATION AND EVALUATION ASSETS (cont'd...)

Fiscal 2020	Raney Gold Project	Knife Lake Project	Totals
Acquisition costs:			
Balance, beginning of the year	\$ 74,000	\$ 665,528	\$ 739,528
Cash payment	128,350	-	128,350
Share issuance	15,000	127,500	142,500
Balance, end of the year	217,350	793,028	1,010,378
Exploration costs:			
Balance, beginning of the year	17,350	824,533	841,883
Incurring during the year			
Assays	22,189	30,143	52,332
Camp costs	6,141	32,710	38,851
Consulting	720	889	1,609
Drilling	167,655	-	167,655
Filing fees	-	267	267
Field expenses	30,967	28,269	59,236
Fuel	3,121	1,322	4,443
Geology	138,762	46,344	185,106
GIS/Logistics/Specialists	582	414	996
Helicopter	-	24,171	24,171
Mag Survey	11,250	-	11,250
Maps and reports	1,173	47	1,220
Mobil/demobilize	24,820	705	25,525
Supplies	22,565	1,333	23,898
Travel	1,597	4,351	5,948
Wildlife monitor	5,460	-	5,460
Balance, end of the year	454,352	995,498	1,449,850
Total costs	\$ 671,702	\$ 1,788,526	\$ 2,460,228

Title to exploration and evaluation assets

Title to exploration and evaluation assets involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many mineral properties. The Company has investigated title to all of its mineral properties and, to the best of its knowledge, title to all of its properties are in good standing.

Raney Gold Project, Ontario, Canada

The Company entered into a property option agreement dated September 1, 2016 with 1082545 B.C. Ltd. to acquire a 100% interest in eleven mineral claims located in the Raney Township, in the Porcupine Mining Division of Ontario. Pursuant to the agreement, the Company has paid a total of \$160,000, issued 450,000 common shares valued at \$56,000 and incurred exploration expenditures of \$900,000 to complete the acquisition as per the following updated schedule:

ROCKRIDGE RESOURCES LTD.
NOTES TO THE INTERIM FINANCIAL STATEMENTS
(Unaudited - Expressed in Canadian Dollars)
APRIL 30, 2021

4. EXPLORATION AND EVALUATION ASSETS (cont'd...)

Raney Gold Project, Ontario, Canada (cont'd...)

Date for Completion	Cash Payment	Number of Common Shares to be Issued	Minimum Exploration Expenditures to be Incurred
Within 5 business days following the execution of the Property Option Agreement	\$35,000 (paid)	100,000 ⁽¹⁾ (issued)	\$Nil
On or before the second anniversary of the Effective Date ⁽²⁾	\$50,000 (paid)	150,000 ⁽¹⁾ (issued)	\$200,000 (incurred)
On or before the third anniversary of the Effective Date ⁽²⁾	\$75,000 (paid)	200,000 ⁽¹⁾ (issued)	\$300,000 (incurred)
On or before the fourth anniversary of the Effective Date ⁽²⁾	\$Nil	Nil	\$400,000 (incurred)
TOTAL	\$160,000	450,000	\$900,000
⁽¹⁾ Subject to such resale restrictions and legends as may be imposed by the applicable securities laws. ⁽²⁾ "Effective Date" means the date that is ten (10) days after the date of the Final Exchange Bulletin giving notice of the approval by the Exchange of the listing of the common shares of the Company on the facilities of the Exchange or December 21, 2017.			

The property is subject to a 2% net smelter royalty ("NSR") in favor of certain holders.

On April 10, 2018, the eleven legacy claims have been updated into a cell system consisting of 120 mining cells. On January 18, 2019, the Company arranged with the Optionor to extend the date of when the Minimum Exploration Expenditures have to be incurred by one year for a payment of \$10,000 (paid) and the issuance of 100,000 shares (issued and valued at \$24,000). On December 20, 2019, the Company arranged an additional extension of the second anniversary obligations by six months. The extended due dates are reflected in the schedule above.

The "Exclusion of Time", a discretionary measure that was implemented by the Ministry of Northern Development and Mines in consultation with the previous claim owners to allow the necessary time needed for the performing and reporting of assessment work on the mineral claims as well as the necessary consultations with First Nations, has expired on February 22, 2019. The Company has used conversion credits allowable under the new rules in Ontario that keep the claims in good standing until 2022.

On May 13, 2020, the Company acquired 67 additional cells by way of staking for a cost of approximately \$3,350. The Property landholding is now comprised of 146 single and boundary cells.

Knife Lake Project, Saskatchewan, Canada

The Company entered into a property option agreement dated November 1, 2018 with Eagle Plains Resources Ltd. to acquire a 100% interest in the Knife Lake Copper VMS project.

Pursuant to the agreement, the Company paid \$150,000 and issued 2,000,000 common shares valued at \$510,000.

In order to complete the acquisition, the Company is required to issue an additional 3,250,000 common shares (750,000 issued during the year ended July 31, 2020 valued at \$127,500) (750,000 issued during fiscal 2021 valued at \$90,000) and incur exploration expenditures of \$3,250,000 in stages based on the following updated schedule:

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4. EXPLORATION AND EVALUATION ASSETS (cont'd.)

Date for Completion	Cash Payment	Number of Common Shares to be Issued	Minimum Exploration Expenditures to be Incurred
Upon Exchange acceptance ⁽²⁾	\$150,000 (paid)	2,000,000 ⁽¹⁾⁽³⁾ (issued)	\$Nil
On or before the first anniversary of the Acceptance Date ⁽²⁾	\$Nil	750,000 ⁽¹⁾ (issued)	\$750,000 (incurred)
On or before the second anniversary of the Acceptance Date ⁽²⁾	\$Nil	750,000 ⁽¹⁾ (issued)	\$750,000 ⁽⁴⁾ (incurred)
On or before the third anniversary of the Acceptance Date ⁽²⁾	\$Nil	750,000 ⁽¹⁾	\$750,000
On or before the fourth anniversary of the Acceptance Date ⁽²⁾	\$Nil	1,000,000 ⁽¹⁾	\$1,000,000
TOTAL	\$150,000	5,250,000	\$3,250,000
⁽¹⁾ Subject to such resale restrictions and legends as may be imposed by the applicable securities laws. ⁽²⁾ "Acceptance Date" is January 2, 2019. ⁽³⁾ 1,000,000 shares shall be subject to a voluntary hold for a period of six months and the remaining 1,000,000 shares will be subject to a voluntary hold period of twelve months. ⁽⁴⁾ The minimum exploration expenditures that are to be incurred have been extended from January 2, 2021 to June 2, 2021.			

On September 21, 2020, the Company arranged with the Optionor to extend the second anniversary of when the minimum exploration expenditures must be incurred by six months from January 2, 2021 to June 2, 2021. With regards to this agreement, the Company has issued 300,000 common shares valued at \$54,000. The extended due dates are reflected in the schedule above.

The property is subject to a 2.5% NSR with a 1.5% buyback for \$2,000,000 for all claims; except 2 claims where 1% is subject to a \$1,000,000 buyback.

5. RECEIVABLES

The Company's receivables on April 30, 2021 and July 31, 2020 are as follows:

	April 30, 2021	July 31, 2020
Amount due from a related party	\$ -	\$ 7,144
Taxes recoverable	97,988	79,232
	\$ 97,988	\$ 86,376

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6. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

The Company's accounts payable and accrued liabilities on April 30, 2021 and July 31, 2020 are as follows:

	April 30, 2021	July 31, 2020
Accounts payable	\$ 315,563	\$ 67,517
Amount due to a related party (Note 9)	3,440	1,646
Accrued liabilities	9,000	12,000
	\$ 328,003	\$ 81,163

Accounts payable is comprised principally of amounts outstanding for trade purchases relating to exploration and general operating activities. The usual credit period taken for trade purchases is between 30 to 90 days.

7. CAPITAL STOCK AND RESERVES

Authorized

The authorized share capital of the Company consists of an unlimited number of common shares without par value.

Private placements

During the first nine months of fiscal 2021, the Company issued capital stock as follows:

On March 4, 2021 and March 8, 2021, the Company closed a non-brokered private placement of 16,620,000 units at a price of \$0.125 per unit and 3,991,429 flow-through units at a price of \$0.14 per flow-through unit. Each unit consists of one common share and one common share purchase warrant, each whole warrant is exercisable to purchase one additional common share at a price of \$0.22 for the period of five years from the date of issuance. Each flow-through unit consists of one common flow-through share and one-half of one common share purchase warrant, each whole warrant is exercisable to purchase one additional common share at a price of \$0.22 for the period of three years from the date of issuance.

In addition, the Company has paid finders' fees of a total of \$63,000 and issued an aggregate 475,714 finders' warrants. Each finders' warrant is exercisable into one common share for a period of up to three years at a price of \$0.22. All securities issued from the private placement are subject to a four-month-and-one-day hold period.

7. CAPITAL STOCK AND RESERVES (cont'd)

Private placements (cont'd)

During the fiscal 2020, the Company issued capital stock as follows:

On December 23, 2019, the Company closed a non-brokered private placement of 3,210,000 units at a price of \$0.125 per unit and 4,572,715 flow-through units at a price of \$0.14 per flow-through unit. Each unit consists of one common share and one-half of one common share purchase warrant, each whole warrant is exercisable to purchase one additional common share at a price of \$0.25 for the period of three years from the date of issuance. Each flow-through unit consists of one common flow-through share and one-half of one common share purchase warrant, each whole warrant is exercisable to purchase one additional common share at a price of \$0.25 for the period of three years from the date of issuance. On the issuance, the Company recognized a flow-through premium of \$68,591. The Company incurred \$460,080 in flow-through expenditures resulting in a recovery recorded as other income of \$49,475.

In addition, the Company has paid finders' fees of a total of \$44,414 and issued an aggregate 253,363 finders' warrants. Each finders' warrant is exercisable into one common share for a period of up to three years at a price of \$0.25. The finders' warrants were valued at \$13,933 using the Black-Scholes option pricing model with an expected life of 3 years, volatility of 81.57%, risk-free rate of 1.69% and a dividend rate of 0%. All securities issued from the private placement are subject to a four-month-and-one-day hold period.

On July 10, 2020 and July 23, 2020, the Company closed a non-brokered private placement of 17,000,000 units at a price of \$0.10 per unit. Each unit consists of one common share and one common share purchase warrant, each warrant is exercisable to purchase one additional common share at a price of \$0.175 for the period of forty-two months from the date of issuance.

In addition, the Company has paid finders' fees of a total of \$35,350 and issued an aggregate 353,500 finders' warrants. Each finders' warrant is exercisable into one common share for a period of up to forty-two months at a price of \$0.175. The finders' warrants were valued at \$27,849 using the Black-Scholes option pricing model with an expected life of 42 months, volatility of 91.02%, risk-free rate of 0.24% and a dividend rate of 0%. All securities issued from the private placement are subject to a four-month-and-one-day hold period.

The Company incurred \$17,229 in other share issue costs associated with the above financings.

8. STOCK OPTIONS AND WARRANTS

Escrow Agreement

On February 10, 2017, the Company entered into an escrow agreement whereby 4,500,001 common shares are subject to an escrow agreement and may not be transferred without the consent of the Exchange. The escrow agreement provides, among other things, that 10% of such common shares will be released from escrow on the date the common shares commence trading on the Exchange ("Listing Date") and 15% of such common shares will be released every six months thereafter. On April 30, 2021, Nil (July 31, 2020 - 675,001) remained held in escrow.

Stock Option Plan

On November 22, 2016, the Company adopted a stock option plan. The stock option plan provides that, subject to the requirement of the Exchange, the aggregate number of securities reserved for issuance will be 10% of the number of common shares of the Company issued and outstanding from time to time. In addition, the number of common shares which may be reserved for issuance on a yearly basis to any one individual upon exercise of all stock options held by such individual may not exceed 5% of the issued shares calculated at the time of grant. All options granted under the stock option plan will expire not later than the date that is ten years from the date that such options are granted.

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8. STOCK OPTIONS AND WARRANTS (cont'd)

Stock Option Plan (cont'd)

The following incentive stock options were outstanding at April 30, 2021:

	Number of Shares	Exercise Price	Expiry Date
Stock options:	1,850,000	\$ 0.25	January 25, 2024
	100,000	\$ 0.35	February 27, 2024
	150,000	\$ 0.25	May 28, 2024
	100,000	\$ 0.21	January 15, 2025
	1,500,000	\$ 0.175	July 17, 2025
	100,000	\$ 0.20	August 13, 2025
	200,000	\$ 0.21	September 1, 2025
	100,000	\$ 0.20	September 29, 2025
	<u>2,000,000</u>	\$ 0.15	March 12, 2026
	<u>6,100,000</u>		

The following warrants were outstanding at April 30, 2021:

	Number of Shares	Exercise Price	Expiry Date
Warrants:	8,470,000	\$ 0.35	December 18, 2023
	204,925	\$ 0.35	December 18, 2023
	253,363	\$ 0.25	December 23, 2022
	3,891,358	\$ 0.25	December 23, 2022
	353,500	\$ 0.175	January 10, 2024
	17,000,000	\$ 0.175	January 10, 2024
	1,995,715	\$ 0.22	March 5, 2024
	459,714	\$ 0.22	March 5, 2024
	<u>16,620,000</u>	\$ 0.22	March 5, 2026
	<u>49,248,575</u>		

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8. STOCK OPTIONS AND WARRANTS (cont'd..)

Stock Option Plan (cont'd..)

Stock option and warrant transactions are summarized as follows:

	Warrants		Stock Options	
	Number	Weighted Average Exercise Price	Number	Weighted Average Exercise Price
Outstanding and Exercisable, July 31, 2019	9,965,229	\$0.37	2,250,000	\$0.25
Additions	21,498,221	\$0.19	1,600,000	\$0.18
Expired / Cancelled	(218,004)	\$0.20	(150,000)	\$0.25
Outstanding and Exercisable, July 31, 2020	31,245,446	\$0.24	3,700,000	\$0.22
Additions	19,075,429	\$0.22	2,400,000	\$0.16
Expired / Cancelled	(1,072,300)	\$0.50	-	-
Outstanding and Exercisable, April 30, 2021	49,248,575	\$0.23	6,100,000	\$0.20

During the period ended April 30, 2021, the Company granted 2,400,000 (Year ended July 31, 2020 – 1,600,000) options to consultants, officers and directors. Accordingly, using the Black-Scholes options pricing model, the stock options are recorded at fair value in the statement of loss and comprehensive loss. Total share-based compensation recognized in the statement of loss and comprehensive loss for options granted and vested was \$243,796 (Year ended July 31, 2020 – \$168,835) and the weighted average value of each option granted during the period ending April 30, 2021 was \$0.16 (Year ended July 31, 2020 – \$0.11) per option.

	2021	2020
Risk-free interest rate	0.23-0.28%	0.32%
Expected life	5 years	5 years
Annualized volatility	83-98%	85%
Estimated forfeiture rate	0.00%	0.00%
Dividend rate	0.00%	0.00%

9. RELATED PARTY TRANSACTIONS

Key Management Compensation

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's executive officers and Board of Director members.

The aggregate amount of expenditures paid or payable to key management personnel for the quarter ended (directors, former directors or companies with common directors) was as follows:

	Apr 30, 2021	Apr 30, 2020
Consulting fees	\$ 147,950	\$ 183,349
Legal fees	11,601	-
	<u>\$ 159,551</u>	<u>\$ 183,349</u>

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9. RELATED PARTY TRANSACTIONS

The Company incurred the following amounts to a director for exploration expenditures:

	Apr 30, 2021	Apr 30, 2020
Knife Lake Project, Saskatchewan, Canada	\$ -	\$ 1,000
Raney Gold Project, Ontario, Canada	30,000	21,000
	<u>\$ 30,000</u>	<u>\$ 22,000</u>

As at April 30, 2021, included in receivables is \$Nil (2020 - \$18,769) due from related parties and in accounts payable and accrued liabilities is \$3,440 (2020 - \$1,200) due to related parties.

Administrative agreement

The Company operates from the premises of a private company owned by a director that provides office and administrative services to the Company and various other public companies on a short-term contract basis. The private company incurs costs which are reimbursed by the Company, no administration fee is charged.

Consulting agreement

During the year ended July 31, 2019, the Company entered into consulting agreements with two directors and an officer which contain a contingent obligation, exercisable at the option of the consultant, to pay a termination fee to each individual in the event of certain conditions involving concentrations of ownership of voting securities of the Company.

10. INCOME TAXES

A reconciliation of current income taxes at statutory rates with the reported taxes is as follows:

	Period From August 1 to April 30, 2021	Period From August 1 to April 30, 2020
Loss before income taxes	\$ (1,373,155)	(822,045)
Combined Canadian federal and provincial statutory rate	26%	27%
Expected income tax recovery at statutory tax rates	357,020	221,952
Change in unrecognized deductible temporary differences	<u>(357,020)</u>	<u>(221,952)</u>
Total deferred tax recovery	\$ -	\$ -

Significant components of the Company's temporary differences and unused tax losses include losses available for future periods as at April 30, 2021 of \$2,675,155 (April 30, 2020 - \$1,646,662) expiring in 2038.

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11. SUPPLEMENTAL DISCLOSURES WITH RESPECT TO CASH FLOWS

	April 30, 2021	April 30, 2020
Cash paid or accrued during the period for interest	\$ -	\$ 2,720
Cash paid during the period for income taxes	\$ -	\$ -

The significant non cash transactions during the six months ended April 30, 2021 include:

- a) The issuance of 1,250,000 common shares valued at \$180,000 for exploration and evaluation assets;
- b) Granting 459,714 finders' warrants valued at \$28,541 as share issue costs through reserves;

The significant non cash transactions during the year ended July 31, 2020 include:

- a) Granting 253,363 finders' warrants valued at \$13,933 as share issue costs through reserves;
- b) The issuance of 750,000 common shares valued at \$127,500 for exploration and evaluation assets;
- c) Granting 353,500 finders' warrants valued at \$27,849 as share issue costs through reserves;
- d) The issuance of 150,000 common shares valued at \$15,000 for exploration and evaluation assets;
- e) Incurring exploration and evaluation asset expenditures of \$16,304 through accounts payable and accrued liabilities;

12. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

Cash and cash equivalents are carried at fair value using a level 1 fair value measurement. The fair values of receivables and accounts payable and accrued liabilities approximate their carrying values due to the short-term nature of the instruments.

Financial risk factors

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and receivable. Management believes that the credit risk concentration with respect to financial instruments included in receivables is remote because these instruments are due primarily from government agencies.

12. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (cont'd..)

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. These fluctuations may be significant.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when they come due. At April 30, 2021, the Company had a cash balance of \$1,293,992 to settle current liabilities of \$328,003. The Company does not believe it is currently exposed to any significant liquidity risk.

(a) Interest rate risk

The Company has cash and cash equivalent balances held with financial institutions. The Company's current policy is to invest excess cash in short-term demand treasury bills issued by the Government of Canada and term deposits with its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

(b) Foreign currency risk

The Company is not currently exposed to significant foreign currency risk as most transactions are denominated in Canadian dollars.

(c) Price risk

The Company is exposed to price risk with respect to commodity prices. Changes in commodity prices will impact the economics of development of the Company's mineral properties. The Company closely monitors commodity prices to determine the appropriate course of action to be taken.

13. CAPITAL MANAGEMENT

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition and exploration 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 shareholders' equity.

The properties in which the Company currently has an option interest are in the exploration stage; as such the Company intends to rely on the equity markets to fund its activities. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

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 any externally imposed capital restrictions.