POCML 5 INC.
(a Capital Pool Corporation)

Condensed Interim Financial Statements

For the Three Months Ended March 31, 2021

(in Canadian Dollars)

(Unaudited)

Notice of No Auditor Review of Condensed Interim Financial Statements

Under National Instrument 51-102, Part 4, subsection 4.3(3) (a), if an auditor has not performed a review of the condensed interim financial statements, they must be accompanied by a notice indicating that the interim financial statements have not been reviewed by an auditor. The accompanying unaudited condensed interim financial statements of the Company have been prepared by and are the responsibility of the Company's management. The Company's independent auditor has not performed a review of these condensed interim financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

POCML 5 INC.

(a Capital Pool Corporation)
Condensed Interim Statements of Financial Position
(in Canadian Dollars)

As at	March 31, 2021	December 31, 2020
Assets		
Current		
Cash and cash equivalents	**$ 477,757**	$ 496,881
Funds held in trust	**1,225,000**	-
Total current assets	**1,702,757**	496,881
Liabilities		
Current		
Accounts payable & accrued liabilities	**16,093**	8,317
Shareholders' equity		
Share capital (Note 3)	**1,791,819**	566,819
Contributed surplus	**74,875**	74,875
Accumulated deficit	**(180,030)**	(153,130)
Total shareholders' equity	**1,686,664**	488,564
Total Liabilities and shareholders' equity	**$ 1,702,757**	$ 496,881

Subsequent Events (Note 6)

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

Approved on Behalf of the Board:

"David D'Onofrio" (signed)
David D'Onofrio
Director

"Adam Parsons" (signed)
Adam Parsons
Director

POCML 5 INC.

(a Capital Pool Corporation)
Condensed Interim Statements of Loss and Comprehensive Loss
(in Canadian Dollars)

	Three Months Ended March 31, 2021	Three Months Ended March 31, 2020
Expenses		
Operating, general and administrative	**$ 27,164**	$ 6,849
Stock based compensation (Note 3)	**-**	-
Loss for the year/period	**27,164**	6,849
Interest Income	**(264)**	(1,612)
Total comprehensive loss	**$ 26,900**	$ 5,237
Net loss per common share		
Basic and diluted	**$ 0.01**	$ 0.00
Weighted average number of common shares outstanding		
Basic and diluted	**2,140,000**	**2,000,000**

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

POCML 5 INC.

(a Capital Pool Corporation)
Condensed Interim Statements of Changes in Shareholders' Equity
(in Canadian Dollars)
For the Three Months Ended March 31, 2021

	Number of Shares	Share Capital	Contributed Surplus	Accumulated Deficit	Total Equity
Balance at December 31, 2019	**10,000,000**	**$ 545,404**	**82,290**	**$ (138,098)**	**$ 489,596**
Net loss for the period	-	-	-	(5,237)	(5,237)
Balance at March 31, 2020	**10,000,000**	**545,404**	**82,290**	**(143,335)**	**484,359**
Shares issued - Options exercised	140,000	21,415	(7,415)	-	14,000
Net loss for the period	-	-	-	(9,795)	(9,795)
Balance at December 31, 2020	**10,140,000**	**566,819**	**74,875**	**(153,130)**	**488,564**
Subscription receipts issued	-	1,225,000	-	-	1,225,000
Net loss for the period	-	-	-	(26,900)	(26,900)
Balance at March 31, 2021	**10,140,000**	**$ 1,791,819**	**74,875**	**$ (180,030)**	**$ 1,686,664**

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

POCML 5 INC.

(a Capital Pool Corporation)
Condensed Interim Statements of Cash Flows
(in Canadian Dollars)
For the Three Months Ended March 31, 2021

	Three Months Ended March 31, 2021	Three Months Ended March 31, 2020
Cash flows used in operating activities:		
Loss for the year/period	**$ (26,900)**	$ (5,237)
Changes in non-cash working capital:		
Interest Receivable	**-**	-
Accrued Liabilities	**7,776**	5,960
Net change in cash and cash equivalents	**(19,124)**	723
Cash and cash equivalents, beginning of period	**496,881**	495,485
Cash and cash equivalents, end of period	**$ 477,757**	496,208

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

1. INCORPORATION AND NATURE OF BUSINESS

POCML 5 Inc. (the “Corporation”) was incorporated under the Ontario Business Corporation Act on February 21, 2018 and is classified as a Capital Pool Corporation as defined in the Policy 2.4 of the TSX Venture Exchange (the “Exchange”).

The Corporation’s continuing operations as intended are dependent upon its ability to identify, evaluate and negotiate an acquisition or business, or an interest therein. Such an acquisition will be subject to the approval of the regulatory authorities concerned and, in the case of a non-arm’s-length transaction, of the majority of the minority shareholders.

The head office and the registered head office of the Corporation is located at 130 King Street West, Suite 2210, Toronto, Ontario M5X 1E4.

Going concern
The Company does not generate revenue from operations. The Company incurred a net loss of $26,900 during the period ended March 31, 2021 and, as of that date the Company’s deficit was $180,030 (December 31, 2020 - $153,130). However, the Company believes that its working capital of $477,757 as at March 31, 2021 will provide the Company with sufficient cash resources to meet its obligations for at least twelve months from the end of the reporting period.

The global outbreak of COVID-19 (coronavirus) has had a significant impact on businesses through the restrictions put in place by the Canadian, provincial and municipal governments regarding travel, business operations and isolation/quarantine orders. At this time, it is unknown the extent of the impact the COVID-19 outbreak may have on the Corporation as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus.

These unaudited condensed interim financial statements have been prepared on a going concern basis, which presumes realization of assets and discharge of liabilities in the normal course of business for the foreseeable future. As the Company has no revenues, its ability to continue as a going concern is dependent on obtaining additional financing and completing a Qualifying Transaction. These unaudited condensed interim financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue in business. Such adjustments could be material.

On May 18, 2021 the Board of Directors approved the condensed interim financial statements for the three months ended March 31, 2021.

2. SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance

The condensed interim financial statements were prepared in accordance with International Accounting Standards ("IAS") 34 "Interim Financial Reporting" ("IAS 34") using accounting policies consistent with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

Basis of Presentation

The condensed interim financial statements are presented in Canadian dollars ("CAD"), which is the Corporation's functional and presentation currency. The condensed interim financial statements are prepared on a historical cost basis except for certain financial instruments classified as fair value through profit or loss ("FVPTL"), which are stated at their fair value. The accounting policies have been applied consistently throughout the entire period presented in these condensed interim financial statements.

Loss Per Share

Basic loss per common share is determined by dividing loss attributable to common shareholders by the weighted average number of common shares outstanding during the period, excluding shares in escrow. Diluted loss per common share is calculated in accordance with the treasury stock method and is based on the weighted average number of common shares and dilutive common share equivalents outstanding. 8,000,000 common shares were excluded from the calculation as they were contingently issuable and all conditions necessary for their issuance have not been satisfied (note 3).

Financial Instruments

<u>Recognition</u>

The Company recognizes financial assets and financial liabilities on the date the Company becomes a party to the contractual provisions of the instruments.

<u>Classification</u>

The Company classifies its financial assets and financial liabilities in the following measurement categories: i) those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss, and ii) those to be measured at amortized cost. The classification of financial assets depends on the business model for managing the financial assets and the contractual terms of the cash flows. Financial liabilities are classified as those to be measured at amortized cost unless they are designated as those to be measured subsequently at fair value through profit or loss (irrevocable election at the time of recognition). For assets and liabilities measured at fair value, gains and losses are either recorded in profit or loss or other comprehensive income.

The Company reclassifies financial assets when and only when its business model for managing those assets changes. Financial liabilities are not reclassified.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

The Company has implemented the following classifications:

Cash and cash equivalents are classified as assets at fair value and any period change in fair value is recorded in profit or loss.

Measurement

All financial instruments are required to be measured at fair value on initial recognition, plus, in case of a financial asset tor financial liability not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability. Transaction costs of financial assets and financial liabilities carried at FVTPL are expensed in profit or loss.

Financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments or principal and interest on the principal outstanding are generally measured at amortized cost at the end of the subsequent accounting periods. All other financial assets including equity investments are measured at their fair values at the end of subsequent accounting periods, with any changes taken through profit and loss or other comprehensive income (irrevocable election at the time of recognition).

Additional fair value measurement disclosure includes classification of financial instrument fair values in a fair value hierarchy comprising three levels reflecting the significance of the inputs used in making the measurements which are as follows:

Level 1: Valuations based on quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: Valuations based on directly or indirectly observable inputs in active markets for similar assets or liabilities, other than Level 1 prices, such as quoted interest or currency exchange rates; and

Level 3: Valuations based on significant inputs that are not derived from observable market data, such as discounted cash flow methodologies based on internal cash flow forecasts.

Cash and cash equivalents are a level 1 financial instrument measured at fair value on the statements of financial position.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Stock-based Compensation

The Corporation accounts for all stock-based compensation awarded to directors and officers and non-employees using the fair value method. Under this method, cost is measured at the grant date at fair value using the Black-Scholes options pricing model that takes into account the exercise price, the expected life of the option, the current price of the underlying stock, the expected volatility, the expected dividends and the risk-free interest rate for the expected term of the option. The compensation cost will be expensed in the statement of operations over the service period, that is the vesting period for directors and officers and over the performance period for awards provided to non-employees in exchange for goods and services.

Share Issuance Costs

Share issuance costs relate to expenditures incurred in connection with the Corporation's share issuance (note 3) and are charged against share capital.

Income Taxes

Income tax expense consists of current and deferred tax expense. Current and deferred tax are recognized in profit or loss except to the extent that it relates to items recognized directly in equity or other comprehensive income.

Current tax is recognized and measured at the amount expected to be recovered from or payable to the taxation authorities based on the income tax rates enacted or substantively enacted at the end of the reporting period and includes any adjustment to taxes payable in respect of previous years.

Deferred tax is recognized on any temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable earnings. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized and the liability is settled. The effect of a change in the enacted or substantively enacted tax rates is recognized in net earnings and comprehensive income or in equity depending on the item to which the adjustment relates.

Deferred tax assets are recognized to the extent future recovery is probable. At each reporting period end, deferred tax assets are reduced to the extent that it is no longer probable that sufficient taxable earnings will be available to allow all or part of the asset to be recovered.

Estimates

The preparation of condensed interim financial statements in conformity with IFRS accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and the reported amounts of revenues and expenses during the period. Actual results could differ from those estimates used in the financial statements.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Cash and cash equivalents

Cash and cash equivalents include cash held in financial institutions and funds held in a money market fund.

3. SHARE CAPITAL

Authorized

Unlimited number of common shares
Unlimited number of special shares

Issued

	Number of Shares		Amount
Balance at December 31, 2019	**10,000,000**		**545,404**
Option exercised	140,000		21,415
Balance at December 31, 2020	**10,140,000**		**566,819**
Issuance of common shares	-		-
Balance at March 31, 2021	**10,140,000**	**$**	**566,819**

Escrowed Shares

On August 30, 2018, the Corporation issued 8,000,000 common shares at $0.05 per share for total proceeds of $400,000.

The issued and outstanding common shares will be held in escrow pursuant to the requirements of the Exchange. 10% of the escrowed Common Shares will be released from escrow on the issuance of the Final Exchange Bulletin (the “Initial Release”) and an additional 15% will be released on each of the dates which are 6 months, 12 months, 18 months, 24 months, 30 months and 36 months following the Initial Release.

All common shares acquired on exercise of stock options granted to directors and officers prior to the completion of a Qualifying Transaction, must also be deposited in escrow until the final exchange bulletin is issued.

3. SHARE CAPITAL (continued)

All common shares of the Corporation acquired in the secondary market prior to the completion of a Qualifying Transaction by a Control Person, as defined in the policies of the Exchange, are required to be deposited in escrow. Subject to certain permitted exemptions, all securities of the Corporation held by principals of the resulting issuer will also be escrowed.

Initial Public Offering

On December 10, 2018, the Corporation completed its initial public offering (the "Offering") of 2,000,000 common shares at a purchase price of $0.10 per common share for aggregate gross proceeds of $200,000. The Corporation paid cash share issuance costs of $47,181 and granted the 140,000 compensation warrants to purchase common shares for $0.10 for a period ending twenty-four months from the date the Corporation's common shares are listed on the TSX Venture Exchange.

Subscription Receipts Issued

On February 26, 2021, the Corporation closed a non-brokered private placement subscription receipt financing (the "POCML 5 Private Placement") to raise aggregate gross proceeds of $1,225,000 through the sale of 4,900,000 subscription receipts of POCML 5 (the "POCML 5 Subscription Receipts") at an issue price of $0.25. Each POCML 5 Subscription Receipt entitles the holder to receive, without payment of additional consideration, or further action, one unit ("Unit") of POCML 5 upon satisfaction or waiver of the Escrow Release Conditions. Each Unit shall consist of one common share of POCML 5 and one-half of one POCML 5 share purchase warrant.

The gross proceeds from the sale of the Subscription Receipts are held in escrow ("the Escrow Proceeds") by an escrow agent (the "Escrow Agent") (the Escrowed Proceeds, together with any interest and other income earned pending satisfaction of the Escrow Release Conditions, are referred to as the "Escrowed Funds"). The Escrowed Funds will be released from escrow to POCML 5 upon satisfaction of the Escrow Release Conditions on or prior to May 31, 2021.

Further details about the POCML 5 Private Placement and the Escrow Release Conditions can be found in the POCML 5 press release dated February 26, 2021 available on SEDAR at www.sedar.com.

Contributed Surplus

The Corporation has established a stock option plan for its directors, officers and consultants under which the Corporation may grant options from time to time to acquire a maximum of 10% of the issued and outstanding common shares. The exercise price of each option granted under the plan shall be determined by the Board of Directors.

Options may be granted for a maximum term of ten years from the date of the grant. They are nontransferable and expire within 90 days of termination of employment or holding office as director or officer of the Corporation and, in the case of death, expire one year thereafter.

3. SHARE CAPITAL (continued)

Stock Options and Warrants

The following table reflects the continuity of stock options and warrants:

	Number of stock options and compensation warrants	Weighted average exercise price ($)
Balance, December 31, 2019	1,140,000	$0.10
Option exercised	(140,000)	$0.10
Balance, December 31, 2020	1,000,000	$0.10
Option exercised	-	-
Balance, March 31, 2021	1,000,000	$0.10

i. On December 10, 2018, the Corporation granted 140,000 compensation warrants to the Agent, which are exercisable at an exercise price of $0.10 per share for a period of 24 months following the date that the common shares are listed on the Exchange. These warrants were valued on the date of issue using the Black-Scholes option pricing model with the following assumptions: share price $0.10, dividend yield 0%, risk-free interest rate of 1.860%, expected volatility of 100% and an expected life of two years. The value attributed to these warrants was $7,415.

ii. On December 10, 2018, the Corporation granted 1,000,000 options to directors and officers, which are exercisable within five years from the date of grant at an exercise price of $0.10 per share. These options were valued on the date of issue using the Black-Scholes option pricing model with the following assumptions: share price $0.10, dividend yield 0%, risk-free interest rate of 1.880%, expected volatility of 100% and an expected life of five years. The value attributed to these options was $74,875. The options vested immediately.

iii. During the twelve months ended December 31, 2020, 140,000 common shares were issued from agent compensation options exercised at an average of $0.10 per common share, with fair value of $7,415 being reallocated from contributed surplus to share capital respectively.

The following table reflects the actual options and warrants issued and outstanding as of March 31, 2021.

Expiry Date	**Exercise Price**	**Weighted Average Remaining Contractual Life (years)**	**Number of Options and Warrants Outstanding**	**Number of Options and Warrants Vested (Exercisable)**
December 10, 2023	$0.10	2.70	1,000,000	1,000,000

4. FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES

Capital management

The Corporation's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

The Corporation includes equity, comprised of issued common shares, in the definition of capital.

The Corporation's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the identification and evaluation of potential acquisitions. To secure the additional capital necessary to pursue these plans, the Corporation may attempt to raise additional funds through the issuance of equity or by securing strategic partners.

The proceeds raised from the issuance of common shares may only be used to identify and evaluate assets or businesses for future investment, with the exception that not more than the lesser of 30% of the gross proceeds from the issuance of shares or $210,000 may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Corporation. These restrictions apply until completion of a Qualifying Transaction by the Corporation as defined under the Exchange policy 2.4.

Risk disclosures and fair values

The Corporation's financial instruments, consisting of cash and cash equivalents, and accounts payable and accrued liabilities which approximate fair value due to the relatively short term maturities of these instruments. It is management’s opinion that the Corporation is not exposed to significant interest, currency or credit risks arising from these financial instruments.

5. RELATED PARTY TRANSACTIONS

Related parties include the Board of Directors, close family members and enterprises which are controlled by these individuals as well as certain persons performing similar functions.

A director of the Company acquired 800,000 POCML5 Subscription Receipts in connection with the POCML5 Private Placement.

A director of the Company acquired 80,000 POCML5 Subscription Receipts in connection with the POCML5 Private Placement.

There were no other related party transactions during the three months ended March 31, 2021, (2020 - $nil)

6. SUBSEQUENT EVENTS

On April 9, 2021 the Company announced the voting results of its annual and special meeting of shareholders held on April 9, 2021 in Toronto, Ontario (the "Meeting"). In addition to the election of directors, the re-appointment of auditors and the re-approval of the Company's stock option plan, shareholders approved certain matters which are conditional on completion of the Company's previously announced proposed qualifying transaction (the "Proposed Qualifying Transaction") with Collective Mining Inc. ("Collective Mining"), as further described in the Company's press releases of November 30, 2020 and January 21, 2021, including: (i) the election of a new board of directors to hold office following completion of the Proposed Qualifying Transaction; (ii) the consolidation of the Company's issued and outstanding common shares on the basis of one (1) postconsolidation common share of the Company for each four (4) pre-consolidation common shares; and (iii) the change of the name of the Company to "Collective Mining Ltd.".

Further details about the Qualifying Transaction can be found in the POCML 5 press releases dated November 30, 2020, January 21, 2021, February 26, 2021 and April 9, 2021 available on SEDAR at www.sedar.com.

On May 12, 2021 the Company announced that the TSX Venture Exchange (the "TSXV") has conditionally accepted its proposed qualifying transaction pursuant to Policy 2.4 – Capital Pool Companies of the TSXV (the "Transaction") with Collective Mining Inc. ("Collective"), which, upon completion, will result in a reverse take-over of POCML5 by the shareholders of Collective. A filing statement dated May 12, 2021 (the "Filing Statement") has been prepared in respect of the Transaction in accordance with the requirements of the TSXV and has been filed under POCML5's issuer profile on SEDAR at www.sedar.com.

Closing of the Transaction is expected to occur on or about May 20, 2021 and it is anticipated that the common shares of the resulting issuer company (the "Resulting Issuer") will commence trading on the TSXV under the ticker symbol "CNL" before the end of May, 2021. The closing of the Transaction remains subject to various closing conditions, including, but not limited to, the TSXV providing final approval for the Transaction. The Company will issue a further news release announcing the closing of the Transaction and the date on which trading in the common shares of the Resulting Issuer will resume in due course.

Further details about the Qualifying Transaction can be found in the POCML 5 press releases dated November 30, 2020, January 21, 2021, February 26, 2021, April 9, 2021 and May 12, 2021 available on SEDAR at www.sedar.com.