Green Light Metals Inc. (formerly 1246775 B.C. Ltd.)

Condensed Consolidated Interim Financial Statements

For the three and six months ending June 30, 2022
(Stated in Canadian Dollars)
(Unaudited)

Notice of No Auditor Review of Interim Financial Statements Under National Instrument 51-102, Part 4, subsection 4.3(3) (a), if an auditor has not performed a review of the interim financial statements they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed consolidated 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 financial statements.

(formerly 1246775 B.C. Ltd.)

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION

(Stated in Canadian Dollars)
(Unaudited)

As at	June 30, 2022 $	December 31, 2021 $
ASSETS		
Current assets		
Cash	**301,686**	772,229
Cash held in trust *[note 9]*	**240,000**	-
Amounts receivable	**52,891**	23,232
Prepaid expenses	**31,667**	-
Total current assets	**626,244**	795,461
Non-current assets		
Building *[note 7]*	**142,620**	103,616
Mineral property interests *[note 8]*	**5,978,711**	5,978,711
Total non-current assets	**6,121,331**	6,082,327
Total assets	**6,747,575**	6,877,788
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities	**391,941**	303,357
Due to related parties *[note 11]*	**10,205**	10,205
Promissory note payable *[note 6]*	**4,508,866**	4,117,732
Option component of promissory note payable *[note 6]*	**901,146**	207,267
Subscription receipts *[note 9]*	**240,000**	-
Total current liabilities	**6,052,158**	4,638,561
EQUITY		
Share capital *[note 9]*	**3,885,906**	3,563,239
Warrants *[note 9]*	**7,103**	-
Share-based payment reserve *[note 9]*	**353,200**	353,200
Accumulated other comprehensive loss	**(16,651)**	(12,278)
Deficit	**(3,534,141)**	(1,664,934)
Total equity	**695,417**	2,239,227
Total liabilities and equity	**6,747,575**	6,877,788

Going concern [note 1]
Amalgamation with Can-America Minerals Inc. [note 4] and [note 15]
Asset acquisition [note 5]
Subsequent events [note 15]

See accompanying notes to the condensed consolidated interim financial statements

They are signed on the Company's behalf by:

"Barry Hildred" Director

"Daniel Colton" Director

(formerly 1246775 B.C. Ltd.)

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS

(Stated in Canadian Dollars)
(Unaudited)

	For the three months ended June 30		For the six months ended June 30	
	2022	2021	**2022**	2021
	$	$	**$**	$
EXPENSES				
Accretion *[note 6]*	**195,567**	-	**391,134**	-
Depreciation *[note 7]*	**2,849**	-	**5,675**	-
Consulting	**122,765**	-	**300,197**	-
Exploration *[note 8]*	**100,758**	-	**123,830**	-
General and administrative	**52,979**	6,825	**100,051**	9,325
Professional fees	**71,069**	78,288	**158,388**	84,680
Property investigation	**12,060**	19,282	**94,821**	19,282
Regulatory and filing fees	**776**	3,185	**1,232**	6,432
	558,823	107,580	**1,175,328**	119,719
Other items				
Change in fair value of option component of convertible debenture *[note 6]*	**(804,827)**	-	**(693,879)**	-
Loss for the period	**(1,363,650)**	(107,580)	**(1,869,207)**	(119,719)
Exchange differences on translation of foreign operations	**(31,635)**	-	**(4,373)**	-
Loss and comprehensive loss for period	**(1,399,155)**	(107,580)	**(1,873,580)**	(119,719)
Basic and diluted loss per share *[note 10]*	**(0.07)**	(0.07)	**(0.10)**	(0.14)

See accompanying notes to the condensed consolidated interim financial statements

(formerly 1246775 B.C. Ltd.)

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS

(Stated in Canadian Dollars)
(Unaudited)

For the six months ended June 30,	2022 $	2021 $
OPERATING ACTIVITIES		
Loss for the period	**(1,869,207)**	(119,719)
Add charges (deduct credits)to net loss not involving a current payment (receipt) of cash		
Accretion *[note 6]*	**391,134**	-
Depreciation *[note 7]*	**5,675**	-
Change in fair value of option component of convertible debenture *[note 6]*	**693,879**	-
	(778,519)	(119,719)
Changes in non-cash working capital balances related to operations		
Amounts receivable	**(29,659)**	(6,078)
Prepaid expenses	**(31,667)**	-
Accounts payable and accrued liabilities	**88,586**	4,522
Due to related parties	**-**	14,981
Cash used in operating activities	**(751,259)**	(106,294)
INVESTING ACTIVITIES		
Purchase of mineral property interests *[note 8]*	**-**	(1,000,000)
Building improvements *[note 7]*	**(44,679)**	-
Cash used in investing activities	**(44,679)**	(1,000,000)
FINANCING ACTIVITIES		
Proceeds from private placements *[note 9]*	**609,035**	1,346,261
Share issue costs *[note 9]*	**(39,265)**	-
Cash provided by financing activities	**569,770**	1,346,261
Increase in cash during the period	**(226,168)**	239,967
Less cash held in trust	**(240,000)**	-
Cash,beginning of period	**772,229**	-
Effect of foreign exchange on cash	**(4,375)**	-
Cash, end of period	**301,686**	239,967
Supplemental cash flow information		
Promissory note issued to acquire mineral property interests *[note 6]*	**3,984,586**	-

See accompanying notes to the condensed consolidated interim financial statements

(formerly 1246775 B.C. Ltd.)

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN EQUITY

(Stated in Canadian Dollars)
(Unaudited)

	Share Capital			Reserves			
Issued and outstanding:	Number of Shares	Share capital ($)	Warrants	Share-based payments reserve ($)	Accumulated other comprehensive income ($)	Deficit ($)	Total Equity ($)
Balance as at December 31, 2020	3,000,000	300				(41,442)	(41,142)
Loss and comprehensive loss for the period	-	-		-	-	(12,139)	(12,139)
Balance as at June 30, 2021	3,000,000	300	-	-	-	(53,581)	(53,281)
Private placement *[note 9]*	16,502,585	3,604,513	-	-	-	-	3,604,513
Share issue costs *[note 9]*	-	(41,574)	-	-	-	-	(41,574)
Share-based payments *[note 9]*	-	-	-	353,200	-	-	353,200
Loss and comprehensive loss for the period	-	-	-	-	(12,278)	(1,611,353)	(1,623,631)
Balance as at December 31, 2021	**19,502,585**	**3,563,239**	**-**	**353,200**	**(12,278)**	**(1,664,934)**	**2,239,227**
Private placement *[note 9]*	922,588	369,035	-	-	-	-	369,035
Share issue costs *[note 9]*	-	(46,368)	7,103	-	-	-	(39,265)
Loss and comprehensive loss for the period	-	-	-	-	(4,373)	(1,869,207)	(1,873,580)
Balance as at June 30, 2022	**20,425,173**	**3,885,906**	**7,103**	**353,200**	**(16,651)**	**(3,534,141)**	**695,417**

See accompanying notes to the condensed consolidated interim financial statements

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(Stated in Canadian Dollars)
(Unaudited)

For the three and six months ending June 30, 2022 and 2021

1. NATURE OF BUSINESS AND GOING CONCERN

Green Light Metals Inc. (formerly "1246775 B.C. Ltd.") (the "Company" or "Green Light") was incorporated under the Business Corporations Act of British Columbia on April 8, 2020 and is engaged in the acquisition, exploration, and evaluation of mineral properties. The Company's head office is located at N4480 Co. Rd. E, Medford, Wisconsin 54451 USA, and its registered office is located at 200 Waterfront Centre, 1200-200 Burrard Street, Vancouver, British Columbia V7X 1T2. The Company's corporate office is located at 141 Adelaide St., Suite 520, Toronto, Ontario, Canada, M5H 3L5.

Going concern

The Company, being in the exploration stage, is subject to risks and challenges similar to companies in a comparable stage of development. These risks include the challenges of securing adequate capital for exploration, development and operational risks inherent in the mining industry, global economic and metal price volatility and there is no assurance management will be successful in its endeavours. At June 30, 2022, the Company has no source of operating cash flows, nor any credit line currently in place. The Company had net working capital deficit of $5,425,914 (which includes the Promissory Note payable and Option component of the Promissory Note payable. The Company expects to satisfy the Promissory Note through the issuance of Company shares. Netting out the components of the Promissory Note, as well as the Subcription Receipts, as at June 30, 2022, the Company had an adjusted working capital surplus of $224,098), incurred a net loss of $1,869,207 for the six months ended June 30, 2022 (2021 - $12,139) and has accumulated a deficit of $3,534,141 since the inception of the Company. The Company's committed cash obligations and expected level of expenses will vary depending on its operations.

The Company’s continuance as a going concern is dependent upon its ability to obtain adequate financing, or to reach profitable levels of operation. It is not possible to predict whether financing efforts will be successful or if the Company will attain a profitable level of operation. These material uncertainties cast significant doubt on the Company's ability to continue as a going concern. These financial statements do not include any adjustments to the carrying values of assets and liabilities and the reported expenses and statement of loss and comprehensive loss classification that would be necessary should the Company be unable to continue as a going concern. These adjustments could be material.

Recent events

COVID-19
The spread of COVID-19 has severely impacted many local economies around the globe. In many countries, including Canada and the United States, businesses were forced to cease or limit operations for long or indefinite periods of time. Global stock markets also experienced great volatility. Governments and central banks have responded with monetary and fiscal interventions to stabilize economic conditions.

The Company has followed and will continue to follow guidance from local, national, and international health authorities. These measures have included remote work, social distancing, and restrictions on travel. The extent of the impact of this outbreak and related containment measures on the Company's activities cannot be reliably estimated at this time. Additionally, it is possible that estimates in the Company’s consolidated financial statements will change in the near term as a result of COVID-19. The Company is closely monitoring the impact of the pandemic on all aspects of its business.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Preparation and Statement of Compliance

These unaudited condensed consolidated interim financial statements have been prepared in accordance with IAS 34 - Interim Financial Reporting as issued by the International Accounting Standards Board ("IASB"). Accordingly, certain disclosures included in the annual financial statements prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the IASB have been condensed or omitted and these unaudited condensed consolidated interim financial statements should be read in conjunction with the Company's audited financial statements for the year ended December 31, 2021.

These unaudited condensed consolidated interim financial statements are authorized for issue by the Board of Directors on August 25, 2022.

The accounting policies applied in the preparation of these unaudited condensed consolidated interim financial statements are consistent with those applied and disclosed in the Company's audited financial statements for the year ended December 31, 2021, and as discussed below.

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates as the estimation process is inherently uncertain. Estimates are reviewed on an ongoing basis based on historical experience and other factors that are considered to be relevant under the circumstances. Revisions to estimates and the resulting effects on the carrying amounts of the Company's assets and liabilities are accounted for prospectively. The critical judgments and estimates applied in the preparation of the Company's unaudited condensed consolidated interim financial statements are consistent with those applied and disclosed in Note 2 of the Company's audited financial statements for the year ended December 31, 2021, and as discussed below.

Basis of consolidation

The Company's condensed consolidated interim financial statements consolidate those of its subsidiaries. As at June 30, 2022, Company's subsidiaries are:

	Percentage of ownership	Jurisdiction	Principal activity
GreenLight Metals USA Corporation	100%	USA	Mineral exploration
Green Light Wisconsin LLC	100%	USA	Mineral exploration
1328592 B.C. Ltd.	100%	Canada	Mineral exploration

All transactions and balances between the Company and its subsidiaries are eliminated on consolidation, including unrealized gains and losses on transactions between the companies.

Foreign currency translation

The unaudited condensed consolidated interim financial statements are presented in Canadian dollars (CDN), which is also the functional currency of the Company and its subsidiary 1328592 B.C. Ltd. The functional currency of the Company's subsidiaries, GreenLight Metals USA Corporation and Green Light Wisconsin LLC is the U.S. dollar (USD).

Foreign currency transactions are translated into the functional currency of the respective entity, using the exchange rates prevailing at the dates of the transactions (spot exchange rate). Foreign exchange gains and losses resulting from the settlement of such transactions and from the remeasurement of monetary items at year end exchange rates are recognized in profit or loss.

In the Company's unaudited condensed consolidated interim financial statements, all assets, liabilities and transactions of the Company's subsidiaries are translated into Canadian dollars upon consolidation. On consolidation, assets and liabilities have been translated into CDN at the closing rate at the reporting date. Income and expenses have been translated into the CDN at the average rate over the reporting period. Exchange differences are charged/credited to other comprehensive income and recognized in accumulated other comprehensive loss in equity.

Significant accounting judgements and estimates

In the application of the Company's accounting policies, which are described above, management is required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

Functional currency

Management uses its judgment to determine the functional currency that most faithfully represents the economic effects of the underlying transactions, events and conditions. As part of this approach, management gives priority to indicators like the currency that mainly influences costs, the currency in which those costs will be settled and the currency in which funds from financing activities are generated.

Business Combinations

The determination of whether a set of assets acquired and liabilities assumed constitute the acquisition of a business or asset requires management to make certain judgements as to whether or not the assets acquired and liabilities assumed include the inputs, processes and outputs necessary to constitute a business as defined in IFRS 3 - Business Combinations. The Company determined that Green Light Wisconsin LLC did not meet the criteria for a business based on the criteria outlined by IFRS 3. As such, the Company determined that the acquisition of Green Light Wisconsin LLC was not a business combination and accordingly this acquisition was accounted for as an asset acquisition.

Promissory note

The promissory note is a financial instrument which contains a separate financial liability and option component. The identification of such components embedded within the promissory note requires significant judgement given that it is based on the interpretation of the substance of the contractual arrangement. Management has made significant judgement with regards to the value of the option component of the promissory note.

Impairment and reversal of impairment for non-current assets

Non-current assets are tested for impairment at the end of each reporting period if in management's judgement there is an indicator of impairment. If there are indicators, management performs an impairment test on the major assets within this balance. In the case of mineral property assets, recoverability is dependent on a number of factors common to the natural resource sector. These include the extent to which the Company can continue to renew its exploration and future development licenses with local or other authorities, establish economically recoverable reserves on its properties, the availability of the Company to obtain necessary financing to complete the development of such reserves and future profitable production or proceeds from the disposition thereof. The Company will use the evaluation work of professional geologists, geophysicists and engineers for estimates in determining whether to commence or continue mining and processing. These estimates generally rely on scientific and economic assumptions, which in some instances may not be correct, and could result in the expenditure of substantial amounts of money on a deposit before it can be determined whether or not the deposit contains economically recoverable mineralization.

Other estimates

Other significant estimates which could materially impact the financial statements include:

- the inputs used in accounting for share purchase option expense in the consolidated statements of loss;
- the provision for income taxes which is included in the statements of loss and comprehensive loss and composition of deferred income tax assets and liabilities included in the statement of financial position which have not yet been confirmed by the taxation authorities;
- the estimated useful lives of property, plant and equipment which are included in the consolidated statements of financial position and the related depreciation included in the consolidated statements of loss and comprehensive loss;
- the inputs used in the determination of the fair value of the promissory note payable, based on the expected date of conversion and the determination of the discount rate; and
- the allocation of the fair value of the assets acquired.

3. RECENT ACCOUNTING PRONOUNCEMENTS

New Accounting Standards and Interpretations not yet Adopted

- *IAS 1 – Presentation of Financial Statements*
  On January 23, 2020, the IASB issued an amendment to IAS 1 *Presentation of Financial Statements* providing a more general approach to the classification of liabilities. The amendment clarifies that the classification of liabilities as current or non- current depends on the rights existing at the end of the reporting period as opposed to the expectations of exercising the right for settlement of the liability. The amendments further clarify that settlement refers to the transfer of cash, equity instruments, other assets, or services to the counterparty. The amendments are effective for annual periods beginning on or after January 1, 2023 and are to be applied retrospectively, with early adoption permitted. The Company does not expect any significant impact from these amendments on the financial statements as a result of initial application.

- *Amendments to IAS 12 and IFRS 1 - Deferred taxes related to assets and liabilities arising from a single transaction*
  In May 2021, the IASB issued amendments to IAS 12 - Income Taxes, which requires companies to recognize deferred tax on particular transactions that, on initial recognition, give rise to equal amounts of taxable and deductible temporary differences. The amendments are

(Stated in Canadian Dollars)

effective for annual reporting periods beginning on or after January 1, 2023 and are to be applied retrospectively. The Company does not expect a material impact from this amendment on the financial statements as a result of the initial application.

4. AMALGAMATION WITH CAN-AMERICA MINERALS INC.

On December 14, 2021, the Company entered into an amalgamation agreement with Can-America Minerals Inc. ("Can-America") (the "Amalgamation Agreement") by and among Green Light, Can-America and 1328592 B.C. Ltd. ("Subco"), a wholly-owned subsidiary of Green Light, pursuant to which, Green Light will acquire Can-America by way of a three-cornered amalgamation (the "Proposed Transaction"). Upon completion of the Proposed Transaction, the combined entity will continue to carry on the business of Can-America and Green Light.

Terms of Proposed Transaction

Under the terms of the Amalgamation Agreement, the Proposed Transaction will be completed by way of a three-cornered amalgamation under the laws of British Columbia, whereby Subco and Can-America will amalgamate (post continuance under the Business Corporations Act (British Columbia)), with Subco surviving as a wholly-owned subsidiary of Green Light. As of June 7, 2022, the parties entered into an amending agreement to the Amalgamation Agreement (the "Amending Agreement") altering certain closing conditions of the Amalgamation Agreement. Pursuant to the Amending Agreement, the parties will seek conditional approval of the TSX Venture Exchange (the "TSXV") for the listing of the common shares of the resulting entity of the Proposed Transaction and seek to close a private placement of common shares of the Company or a financing entity for gross proceeds of at least $4 million (the "Private Placement"), following closing of the Proposed Transaction.

Subsequent to period end, the Company completed the Amalgamation with Can-America (see note 15).

5. ASSET ACQUISITION

On October 4, 2021, Green Light entered into a Membership Interest Purchase Agreement with Aquila Resources Inc. ("Aquila") whereby Green Light acquired all of the issued and outstanding stock of Green Light Wisconsin LLC (the "Transaction") from Aquila Resources USA, a subsidiary of Aquila.

Net assets of Green Light Wisconsin LLC		
Building, net	$	**105,875**
Reef property		**5,503,828**
Bend property		**474,883**
	$	**6,084,586**

Consideration provided		
Cash	**$**	**2,100,000**
Fair value of promissory notes		**3,984,586**
	$	**6,084,586**

In connection with the Transaction, total consideration of $7,000,000 payable to Aquila consisted of:

- Upfront cash consideration of $2,100,000;

- A non-interest bearing promissory note ("Promissory Note") issued by Green Light to Aquila in the principal amount of $4,900,000. The Promissory Note shall become due and payable by Green Light on the earlier of:
  - December 31, 2022 (the "Maturity Date"); or
  - immediately prior to the completion of an initial public offering or other transaction that results in the shares of Green Light (or of a successor entity) being listed on a stock exchange as freely tradable securities (a "Go-Public Transaction"). If the Promissory Note becomes due and payable on a Go-Public Transaction, then the Promissory Note shall be satisfied by way of:
    - $900,000 in cash; and
    - The issuance of that number of Green Light's shares equal to $4,000,000 divided by the price per share at which Green Light's shares are issued in the Go-Public Transaction financing.
  - If Green Light does not complete a Go-Public Transaction prior to the Maturity Date, then the Promissory Note shall be satisfied by way of the issuance of that number of Green Light shares equal to $4,900,000 divided by the price per share at which Green Light issued shares in its most recently completed financing prior to the Maturity Date.

The acquisition was accounted for as an asset acquisition as the net assets acquired do not meet the definition of a business. The purchase price of the net assets acquired was allocated to building and mineral property interests based on management's estimation of the fair value at acquisition.

The net result of the Transaction in respect of the Company was an increase in Mineral Property Interests of $5,978,711 ($4,751,281 USD), an increase of net, $105,875 ($84,138 USD) in Building.

In connection with the Transaction, Green Light and Aquila also entered into an investor rights agreement pursuant to which, among other things, Aquila received the right to participate in future equity financings completed by Green Light as well as nomination rights in respect of one member of Green Light's board of directors, in each case subject to Aquila continuing to maintain a specified ongoing ownership interest (10% or more) in Green Light.

6. PROMISSORY NOTE PAYABLE

On October 4, 2021, as a part of the Membership Interest Purchase with Aquila Resources USA Inc. (see note 5), the Company issued to Aquila a non-interest bearing promissory note ("Promissory Note") in the principal amount of $4,900,000. The Promissory Note shall become due and payable by the Company on the earlier of: (i) December 31, 2022 (the "Maturity Date"); or (ii) immediately prior to the completion of an initial public offering or other transaction that results in the shares of the Company (or of a successor entity) being listed on a stock exchange as freely tradable securities (a "Go-Public Transaction"). If the Promissory Note becomes due and payable on a Go-Public Transaction, then the Promissory Note shall be satisfied by way of:

- $900,000 in cash; and
- The issuance of that number of the Company's shares equal to $4,000,000 divided by the price per share at which the Company's shares are issued in the Go-Public Transaction financing. If the Company does not complete a Go-Public Transaction prior to the Maturity Date, then the Promissory Note shall be satisfied by way of the issuance of that number of Company shares equal to $4,900,000 divided by the price per share at which the Company issued shares in its most recently completed financing prior to the Maturity Date.

Subsequently, on June 17, 2022 the Promissory Note was amended, by mutual agreement among the parties, to remove the requirement to pay $900,000 in cash, and as a result of the amendment, the Promissory Note shall be satisfied by of:

(Stated in Canadian Dollars)

- The issuance of that number of the Company's shares equal to $4,900,000 divided by the price per share at which the Company's shares are issued in the Go-Public Transaction financing. If the Company does not complete a Go-Public Transaction prior to the Maturity Date, then the Promissory Note shall be satisfied by way of the issuance of that number of Company shares equal to $4,900,000 divided by the price per share at which the Company issued shares in its most recently completed Qualified Financing prior to the Maturity Date. "Qualified financing" means an arm's length equity financing completed by the Company in which Green Light shares are issued for aggregate gross proceeds of at least $1,000,000, prior to the Maturity Date.

The fair value of the promissory note payable at inception was estimated to be $3,984,586 (including the option component) using the residual value method. At the time, the Company estimated there was a 90% probability of the conversion taking place before maturity, with an expected date of conversion as February 28, 2022.

The effective interest rate on the promissory note was estimated to be 20.00% per annum. During the six month period ended June 30, 2022, the Company accreted $391,134 (December 31, 2021 - $212,431) to interest expense.

A summary of the promissory note payable is as follows:

Balance, October 4, 2021	**$3,905,301**
Accretion	**$212,431**
Balance, December 31, 2021	**$4,117,732**
Accretion	**$391,134**
Balance, June 30, 2022	**$4,508,866**

A summary of the option component of the promissory note payable is as follows:

Balance, October 4, 2021	**$79,285**
Change in fair value	**$127,982**
Balance, December 31, 2021	**$207,267**
Change in fair value	**$676,964**
Balance, June 30, 2022	**$883,961**

On October 4, 2021 the fair value of the debt host component of the Promissory Note was estimated to be $3,905,301 using the Black-Scholes option pricing model with the following weighted average assumptions and fair values:

Market interest rate*	**20.00%**
Maturity period	**1.24 years**
Face value	**$4,900,000**

*Market interest rate is based on the market rate for similar companies.

(Stated in Canadian Dollars)

On October 4, 2021 the fair value of the option component of the Promissory Note was estimated to be $79,285 using the Black-Scholes option pricing model with the following weighted average assumptions and fair values:

Risk-free interest rate*	**0.39%**
Annualized volatility**	**55.70%**
Expected dividend	**Nil**
Expected life in years***	**0.40 years**

*Risk-free interest rate is based on the zero-coupon yield for a Canadian treasury bond.
** Volatility based on similar publicly traded companies.
***The Company used an expected maturity date of February 28, 2022 as the date for the completion of the Go-Public Transaction.

On December 31, 2021 the fair value of the option component of the Promissory Note was estimated to be $207,267 using the Black-Scholes option pricing model with the following weighted average assumptions and fair values:

Risk-free interest rate*	**0.63%**
Annualized volatility**	**73.96%**
Expected dividend	**Nil**
Expected life in years***	**0.53 years**

*Risk-free interest rate is based on the zero-coupon yield for a Canadian treasury bond.
** Volatility based on similar publicly traded companies.
***The Company used an expected maturity date of July 13, 2022 as the date for the completion of the Go-Public Transaction.

On June 30, 2022 the fair value of the option component of the Promissory Note was estimated to be $901,146 using the Black-Scholes option pricing model with the following weighted average assumptions and fair values:

Risk-free interest rate*	**2.65%**
Annualized volatility**	**83.50%**
Expected dividend	**Nil**
Expected life in years***	**0.5 years**

*Risk-free interest rate is based on the zero-coupon yield for a Canadian treasury bond.
** Volatility based on similar publicly traded companies.
***The Company has used an expected maturity date of December 1, 2022 as the date for the completion of the Go-Public Transaction, with an 80% probability of this occurring prior to maturity.

(Stated in Canadian Dollars)

7. BUILDING

Cost	Building $
Balance, January 1, 2022	105,875
Building improvements	44,679
Balance, June 30, 2022	150,554
Accumulated depreciation	
Balance, January 1, 2022	2,259
Depreciation for the period	5,675
Balance, June 30, 2022	7,934
Carrying amounts	
December 31, 2021	103,616
June 30, 2022	**142,620**

8. MINERAL PROPERTY INTERESTS

Acquisition costs

	Reef $	Bend $	June 30, 2022 $	December 31, 2021 $
Reef / Bend properties**	**5,503,828**	**474,883**	**5,978,711**	**5,978,711**

** The acquisition costs have been allocated to the separate mineral properties based on management's assessment of the economic valuations of the properties at the time of acquisition.

Reef Gold Project, Wisconsin, USA

On October 1, 2021, Aquila Gold assigned the Reef lease agreements to Green Light Wisconsin LLC. The agreements, all of which are with private landholders in Marathon County, Wisconsin, consist of mining leases and exploration agreements with an option to purchase. These agreements have terms from 2 to 20 years up to 2041. A variable net smelter royalty up to 3% is payable in the event of mineral production on the property.

(Stated in Canadian Dollars)

During the period ended June 30, 2022 the Company made $27,603.50 USD in lease/option payments in respect of the Reef Gold Project (December 31, 2021 - $25,135). The Company's estimated lease and/or option costs required to hold the property in good standing related to the Reef Project for 2022 to 2026, which are at the Company's option, are as follows:

	$
2022	51,361
2023	1,874,110
2024	50,032
2025	50,032
2026	1,165,444

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Bend Project, Wisconsin, USA

In May 2019, Aquila entered into a long-term mineral lease agreement with a party that owns the mineral rights on a portion of the Bend deposit. On October 1, 2021, the Aquila subsidiary, Aquila Gold, assigned the lease agreement to Green Light. During the period ended June 30, 2022 the Company made $25,000 USD in lease/option payments in respect of the Reef Gold Project (December 31, 2021 - $25,000).

The Company estimated lease and/or option costs required to hold the property in good standing related to the Bend Project for 2022 to 2026, which are at the Company's option, are as follows:

	$
2022	-
2023	32,215
2024	32,215
2025	32,215
2026	32,215

(Stated in Canadian Dollars)

9. SHARE CAPITAL

i. Authorized

The Company is authorized to issue an unlimited number of common shares.

ii. Details of share issuances

Issued and outstanding:		**# of shares**	**Share price ($)**
		-	
Incorporation shares	(a)	**3,000,000**	**0.0001**
Private placement #1 (first tranche)	(b)	**7,963,497**	**0.15**
Private placement #1 (final tranche)	(c)	**1,011,579**	**0.15**
Private placement #2 (first tranche)	(d)	**6,927,509**	**0.30**
Private placement #2 (final tranche)	(e)	**600,000**	**0.30**
Balance, December 31, 2021		**19,502,585**	
Private placement (first tranche)	(f)	**922,588**	**0.40**
Balance, June 30, 2022		**20,425,173**	

(a) On July 24, 2020, 2583262 Ontario Inc. (now 1289625 B.C. Ltd.)("258") completed a plan of arrangement that resulted in the Company, which was previously a wholly-owned subsidiary of 258, being spun out as a non-listed reporting issuer. Under the plan of arrangement, the Company issued 3,000,000 common shares at $0.0001 per share.

(b) On May 31, 2021, the Company closed, on a non-brokered basis, the first tranche of a private placement of 7,963,497 common shares in the capital of the Company at a purchase price of $0.15 per common Share for gross proceeds of $1,194,524. Certain officers and directors subscribed for a total of 2,697,833 common shares.

(c) On June 23, 2021, the Company completed the second tranche of a non-brokered private placement by issuing 1,011,579 common shares at a price of $0.15 per share for $151,736.

(d) On September 29, 2021, the Company completed the first tranche of a non-brokered private placement by issuing 6,927,509 common shares at a price of $0.30 per share for $2,078,253. Finders' fees of $41,574 were recorded. Certain officers and directors subscribed for a total of 1,249,150 common shares.

(e) On October 14, 2021, the Company completed the second tranche of a non-brokered private placement by issuing 600,000 common shares at a price of $0.30 per share for $180,000.

(f) On June 7, 2022, the Company completed the first tranche of a non-brokered private placement of 922,588 units of the Company (each a "Unit") at a price of $0.40 per Unit for gross proceeds of $369,035. Each Unit is comprised of one common share (a "Common Share") and one-half warrant (each whole warrant, a "Warrant") in the capital of the Company. Each whole Warrant is exercisable by the holder thereof to acquire one (1) additional Common Share at a price of $0.60 for a period of 36 months following the Closing Date. Cash Finders' Fees and legal fees of $39,265 were recorded. Additionally, there were 37,780 finder's warrants issued that entitle the holder to purchase one common share of the Company at a price of $0.40 for a period of two years. The finder's fees represent 6.0% of the aggregate proceeds raised and 6.0% of the Units issued to certain subscribers introduced to the Company by finders.

(Stated in Canadian Dollars)

Subscription receipts

During the period ended June 30, 2022, the Company received deposits totaling $240,000 in respect of a planned private placement of Units. The private placement closed subsequent to period end (see note 15).
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iii. Options

On December 22, 2020, the Company granted 75,000 stock options to its then CEO. The stock options vest immediately, exercisable at $0.10 per common share and will expire 5 years from the date of grant.

On November 19, 2021, the Company granted 1,600,000 stock options to various officers, directors and consultants. The stock options vest immediately, exercisable at $0.30 per common share and will expire 5 years from the date of grant.

As at June 30, 2022, the Company has the following stock options granted and outstanding:

Number of Options	Expiry Date	Exercise Price	Remaining Life (in years)
75,000	December 22, 2025	$0.10	3.73
1,600,000	November 19, 2026	$0.30	4.60

As at December 31, 2021, the Company has the following stock options granted and outstanding:

Number of Options	Expiry Date	Exercise Price	Remaining Life (in years)
75,000	December 22, 2025	$0.10	3.73
1,600,000	November 19, 2026	$0.30	4.60

The Company applies the fair value method of accounting for all stock-based compensation awards and accordingly, $nil has been recorded as compensation for the period ending June 30 2022, as there were no stock-based compensation awards during the period ($353,200 was recorded as compensation for the options that vested for the year ending December 31, 2021). As of June 30, 2022, there were no unvested stock options (2021 - nil).

* No options exercised during the period.
** The weighted average remaining life of the outstanding stock options is 4.25 years.
The Company currently estimates the forfeiture rate to be nil.

For purposes of the options granted, the fair value of each option was estimated on the date of grant using the Black-Scholes option pricing model, with the following assumptions:

	2021
Risk-free interest rate	**0.14% - 0.40%**
Annualized volatility*	**97.29 - 114.52%**
Expected dividend	**NIL**
Expected option life	**5 years**

* Volatility based on similar publicly traded companies

(Stated in Canadian Dollars)

iv. Warrants

The following table reflects the continuity of warrants as at June 30, 2022:

Issued and outstanding:		**# of share warrants**	**Weighted average exercise price**	**Fair value**	**Expiry date**
Balance, January 1 2022		-	-	-	
Broker warrants issued pursuant to private placement (initial tranche)	(a)	37,780	0.40	7,103	6/7/2024
Share purchase warrants issued pursuant to private placement (initial tranche)	(b)	461,293	0.60	-	6/7/2025
Balance, June 30, 2022		**499,073**	**0.40**	**7,103**	

(a) As additional consideration for services in connection with the closing of the initial tranche of the Private Placement on June 7, 2022, the Company issued to certain Finder's a total of 37,780 non-transferable finder's warrants of the Company (“Finder's Warrants“). Each Finder's Warrant is exercisable to acquire one common share in the capital of the Company at an exercise price of $0.40 per share expiring June 7, 2024.

(b) In connection with the closing of the initial tranche of the Private Placement on June 7, 2022, the Company issued a total of 461,293 common share purchase warrants, exercisable to acquire one common share in the capital of the Company at a price of $0.60 per share, expiring June 7, 2025.

For purposes of the broker warrants issued, the fair value of each broker warrant was estimated on the date of grant using the Black-Scholes option pricing model, with the following assumptions:

	2022	2021
Risk-free interest rate	**3.005%**	n/a
Annualized volatility*	**90.02%**	n/a
Expected dividend	**NIL**	n/a
Expected option life	**2 years**	n/a

* Volatility based on similar publicly traded companies

(Stated in Canadian Dollars)

10. LOSS PER SHARE

The loss per share is computed by dividing the net loss for the period by the weighted average number of common shares outstanding during the period. Stock options are anti-dilutive.

For the six months ending June 30,

	2022	2021
Numerator:		
Net loss	**(1,869,207)**	(119,719)
Denominator:		
Weighted average number of common shares	**19,619,820**	3,000,000
Loss per share - basic and diluted	**(0.10)**	(0.04)

For the three months ending June 30,

	2022	2021
Numerator:		
Net loss	**(558,823)**	(107,580)
Denominator:		
Weighted average number of common shares	**19,619,820**	3,000,000
Loss per share - basic and diluted	**(0.03)**	(0.04)

11. RELATED PARTIES

The Company's related parties include management personnel and entities over which they have some control and influence as described below.

	Nature of transactions
Red Roof Capital Inc.	Management Fees

Unless otherwise stated, none of the transactions incorporate other terms and conditions and no guarantees were given or received. Outstanding balances are usually payable in cash.

The following are the related party transactions for the period ended June 30, 2022 and 2021, respectively:

Included in consulting expenses are amounts totaling $50,000 (2021 - $nil) for management services provided by Red Roof Capital Inc., a company controlled by a director of Green Light.

(Stated in Canadian Dollars)

Key management personnel remuneration includes the following amounts:

For the six months ending June 30,

	2022 **$**	2021 $
Consulting expenses	**165,361**	-
	165,361	-

12. SEGMENTED INFORMATION

The Company operates primarily in one geographic area, the USA. The Canadian administrative operations are managed from the Company's head office in Toronto. The U.S. exploration operations are managed from an office in Wisconsin. Expenses by geographic area are as follows:

For the six month period ended June 30, 2022

	Canada **$**	**USA** **$**	**Total** **$**
Non-current assets	-	6,121,331	**6,121,331**
Revenues	-	-	**-**

For the six month period ended June 30, 2021

	Canada $	USA $	Total $
Non-current assets	-	-	-
Revenues	-	-	-

13. FINANCIAL INSTRUMENTS AND RELATED RISKS

The Company's operations include the acquisition and exploration of mineral properties in Canada and the USA. The Company examines the various financial risks to which it is exposed and assesses the impact and likelihood of occurrence. These risks may include credit risk, liquidity risk, currency risk, interest rate risk and other risks. Where material, these risks are reviewed and monitored by the Board of Directors.

[a] Credit risk
Counterparty credit risk is the risk that the financial benefits of contracts with a specific counterparty will be lost if a counterparty defaults on its obligations under the contract. This includes any cash amounts owed to the Company by those counterparties, less any amounts owed to the counterparty by the Company where a legal right of off-set exists and also includes the fair values of contracts with individual counterparties which are recorded in the consolidated financial statements.

i) Trade credit risk
The Company is in the exploration stage and has not yet commenced commercial production or sales. Therefore, the Company is not exposed to significant credit risk and overall the Company's credit risk has not changed significantly from the prior year.

ii) Cash
In order to manage credit and liquidity risk the Company invests only in highly rated investment grade instruments that have maturities of three months or less and are cashable at any time. Limits are also established based on the type of investment, the counterparty and the credit rate.

[b] Liquidity risk
Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk through the management of its capital structure.

Accounts payable and accrued liabilities are due within the current operating period.

[c] Interest rate risk
Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company’s promissory note does not bear interest.

[d] Currency risk
The Company is exposed to the financial risk related to the fluctuation of foreign exchange rates. The functional and reporting currency of the Company is the Canadian dollar, however it has operations located in the United States, and as such is subject to fluctuations in that currency. Changes in the currency exchange rates between the Canadian dollar relative to the US dollar could have an effect on the Company's results of operations, financial position or cash flows. The Company has not hedged its exposure to currency fluctuations. At June 30, 2022, a 100 basis point decrease/increase in the U.S. Dollar would result in a foreign exchange gain/loss of approximately $254 (2021 - $nil).

The Company does not invest in derivatives to mitigate these risks.

14. MANAGEMENT OF CAPITAL

The Company manages its share capital and reserves as capital, the balance of which is $4,246,209 at June 30, 2022 (2021 - $3,916,439). The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going-concern in order to pursue the exploration of its mineral properties and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares and, acquire or dispose of assets or acquire new debt.

15. SUBSEQUENT EVENTS

Private placement

On July 8, 2022 (the “Closing Date”) the Company closed, on a non-brokered basis, the second tranche of a private placement of 850,000 units of the Company (“Units”) at a price of $0.40 per Unit for gross proceeds of $340,000 (the “Offering”). Pursuant to the Offering, each Unit is comprised of one common share (a “Common Share”) and one-half warrant (each whole warrant, a “Warrant”) in the capital of the Company. Each whole Warrant is exercisable by the holder thereof to acquire one (1) additional Common Share at a price of $0.60 for a period of 36 months following the Closing Date. Finder’s fees consisting of an aggregate cash commission of $6,000 and 15,000 warrants to purchase Common Shares (“Finder Warrants”) were paid by the Company in connection with the Offering. The finder’s fees represent 6.0% of the aggregate proceeds raised and 6.0% of the Units issued to certain subscribers introduced to the Company by finders. Each Finder Warrant will entitle the holder to acquire one Common Share at a price of $0.40 for a period of 24 months from the Closing Date.

Amalgamation with Can-America Minerals Inc.

On July 25, 2022 the Company completed the previously announced amalgamation (the "Transaction") with Can-America Minerals Inc. ("Can-America") and 1328592 B.C. Ltd. ("Subco"), a wholly-owned subsidiary of the Company, to acquire Can-America by way of a three-cornered amalgamation.

As previously announced on December 16, 2021, the Company, Can-America and Subco entered into an amalgamation agreement contemplating the Transaction on December 14, 2021 and amended such agreement on June 7, 2022 (together, the "Amalgamation Agreement"). Under the terms of the Amalgamation Agreement, the Transaction was completed by way of a three-cornered amalgamation under the laws of British Columbia, whereby Subco and Can-America amalgamated (post-continuance under the *Business Corporations Act* (British Columbia)), with Subco surviving as a wholly-owned subsidiary of the Company. As a result of the Transaction, the Company holds all of Can-America's assets, which includes ownership or control of mineral properties in Wisconsin and Nevada, and Can-America's shareholders hold common shares in the capital of the Company ("Common Shares").

The completion of the Transaction was subject to a number of conditions, including but not limited to, customary closing conditions and requisite corporate and shareholder approvals, including the approval of the holders of common shares of Can-America. All such conditions have either been met or waived by the parties. The Transaction also includes the issuance of Common Shares as payment of a previous shareholder loan to Can-America.

Pursuant to the terms of the Amalgamation Agreement, the parties will next seek to close a private placement of Common Shares for gross proceeds of at least $4 million (the "Private Placement") in connection with the Transaction and as a necessary component of the Transaction, and seek conditional approval of the TSX Venture Exchange ("TSXV") for the listing of the Common Shares.

In connection with the proposed listing of the Common Shares on the TSXV, it is expected that a filing statement will be prepared and filed in accordance with the policies of the TSXV.