



**Condensed Consolidated Interim  
Financial Statements  
(Unaudited – prepared by management)**

**Fission 3.0 Corp.  
For the Nine Month Period Ended  
March 31, 2021**

# **Fission 3.0 Corp.**

## **Condensed Consolidated Interim Financial Statements**

**(Unaudited – prepared by management)**

**For the Nine Month Period Ended  
March 31, 2021**

### **Notice**

In accordance with National Instrument 51-102 released by the Canadian Securities Administrators, the Company discloses that its auditors have not reviewed the condensed consolidated interim financial statements for the nine month period ended March 31, 2021.

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## Fission 3.0 Corp.

Condensed consolidated interim statements of financial position

(Expressed in Canadian dollars)

(Unaudited – prepared by management)

	Note	March 31, 2021	June 30, 2020
<b>ASSETS</b>		\$	\$
<b>Current assets</b>			
Cash and cash equivalents		996,807	96,672
Amounts receivable		13,499	15,179
Deposits	4	9,134	9,134
Prepaid expenses		34,539	17,721
		<b>1,053,979</b>	138,706
<b>Non-current assets</b>			
Property and equipment		-	3,093
Exploration and evaluation assets	4	11,584,975	11,517,457
			11,520,550
<b>TOTAL ASSETS</b>		<b>12,638,954</b>	11,659,256
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Accounts payable and accrued liabilities	6	242,607	92,118
<b>SHAREHOLDERS' EQUITY</b>			
Share capital	5	30,317,720	29,225,232
Other capital reserves	5	6,167,242	5,811,448
Accumulated deficit		(24,088,615)	(23,469,542)
		<b>12,396,347</b>	11,567,138
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>		<b>12,638,954</b>	11,659,256

Nature of operations and going concern (Note 1)

Approved by the Board of Directors and authorized for issue on May 21, 2021

**"Devinder Randhawa"**

Director

**"William Marsh"**

Director

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

## Fission 3.0 Corp.

Condensed consolidated interim statements of loss and comprehensive loss  
(Expressed in Canadian dollars)  
(Unaudited – prepared by management)

	<b>For the Three Months Ended March 31, 2021</b>	For the Three Months ended March 31, 2020	<b>For the Nine Months Ended March 31, 2021</b>	For the Nine Months ended March 31, 2020
Note	\$	\$	\$	\$
<b>EXPENSES</b>				
Business development	<b>8,478</b>	1,243	<b>18,661</b>	12,674
Consulting and director fees	<b>68,816</b>	135,396	<b>194,224</b>	362,988
Depreciation	<b>2,509</b>	1,320	<b>3,093</b>	3,993
Office and administration	<b>27,270</b>	17,506	<b>84,370</b>	57,038
Professional fees	<b>3,141</b>	20,103	<b>30,050</b>	121,772
Public relations and communications	<b>7,789</b>	13,317	<b>117,676</b>	102,494
Share-based compensation	-	62,921	<b>26,754</b>	254,088
Trade shows and conferences	-	1,523	-	2,843
Wages and benefits	<b>39,562</b>	60,182	<b>77,948</b>	174,951
<b>Loss before other items</b>	<b>(157,565)</b>	(313,511)	<b>(552,776)</b>	(1,092,841)
<b>Other items:</b>				
Foreign exchange (loss)	<b>748</b>	(9,302)	<b>(2,039)</b>	(9,528)
Bank charges and interest, net	<b>(1,887)</b>	2,849	<b>(1,829)</b>	25,448
Exploration and evaluation asset impairment	-	(41,858)	<b>(62,429)</b>	(153,872)
	<b>(158,704)</b>	(48,311)	<b>(619,073)</b>	(137,952)
Loss before income taxes	<b>(158,704)</b>	(361,822)	<b>(619,073)</b>	(1,230,793)
Deferred income tax (expense) recovery		-		18,301
<b>Net loss for the period</b>	<b>(158,704)</b>	(361,822)	<b>(619,073)</b>	(1,212,492)
<b>Other comprehensive income (loss)</b>				
<b>Items that may subsequently be Classified as income:</b>				
Foreign currency translation adjustment from translating foreign operations	-	172,621	-	126,546
<b>Comprehensive loss for the period</b>	<b>(158,704)</b>	(189,201)	<b>(619,073)</b>	(1,085,946)
<b>Basic and Diluted Loss Per Share</b>	<b>(0.00)</b>	(0.00)	<b>(0.00)</b>	(0.01)
<b>Weighted Average Number of Shares Outstanding</b>	<b>165,500,038</b>	141,853,371	<b>159,146,072</b>	141,853,371

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

## Fission 3.0 Corp.

Condensed consolidated interim statements of cash flows  
(Expressed in Canadian dollars)  
(Unaudited – prepared by management)

	Share Capital			Accumulated other comprehensive Income (loss)	Accumulated Deficit	Total
	Number of Shares	Amount	Reserves			
		\$	\$		\$	\$
<b>Balance, June 30, 2019</b>	<b>141,853,371</b>	<b>29,225,232</b>	<b>5,475,979</b>	<b>21,598</b>	<b>(18,875,035)</b>	<b>15,847,774</b>
Share-based compensation	-	-	305,875	-	-	305,875
Net loss	-	-	-	-	(1,212,492)	(1,212,492)
Foreign currency translation adjustment	-	-	-	126,546	-	126,546
<b>Balance, March 31, 2020</b>	<b>141,853,371</b>	<b>29,225,232</b>	<b>5,781,854</b>	<b>148,144</b>	<b>(20,087,527)</b>	<b>15,067,703</b>
<b>Balance, June 30, 2020</b>	<b>141,853,371</b>	<b>29,225,232</b>	<b>5,811,448</b>	<b>-</b>	<b>(23,469,542)</b>	<b>11,567,138</b>
Private placements	20,000,000	653,616	346,384	-	-	1,000,000
Finders' fees	-	(32,748)	(17,344)	-	-	(50,072)
Share-based compensation	-	-	26,754	-	-	26,754
Warrant exercises	7,860,000	471,600	-	-	-	471,600
Net loss	-	-	-	-	(619,073)	(619,073)
<b>Balance, March 31, 2021</b>	<b>169,713,371</b>	<b>30,317,720</b>	<b>6,167,242</b>	<b>-</b>	<b>(24,808,615)</b>	<b>12,396,347</b>

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

## Fission 3.0 Corp.

Condensed consolidated interim statements of cash flows  
(Expressed in Canadian dollars)  
(Unaudited – prepared by management)

	<b>For the Nine Months Ended March 31, 2021</b>	For the Nine Months Ended March 31, 2020
	\$	\$
<b>CASH FLOWS FROM (USED IN) OPERATING ACTIVITIES</b>		
<b>Net loss for the period</b>	<b>(611,276)</b>	(1,212,492)
Non-cash items:		
Depreciation	<b>3,093</b>	3,993
Share-based compensation	<b>26,754</b>	254,088
Exploration and evaluation asset impairment	-	153,872
Deferred income tax expense	-	(18,301)
Changes in non-cash working capital items:		
Amounts receivable	<b>1,680</b>	98,204
Prepaid expenses	<b>(16,818)</b>	(9,627)
Accounts payable and accrued liabilities	<b>150,489</b>	(12,914)
	<b>(446,078)</b>	(743,177)
<b>CASH FLOWS USED IN INVESTING ACTIVITIES</b>		
Property and equipment	-	(405)
Exploration and evaluation assets	<b>(73,515)</b>	(2,076,463)
Deposits	-	184,166
	<b>(73,515)</b>	(1,892,702)
<b>CASH FLOWS FROM (USED IN) FINANCING ACTIVITIES</b>		
Private placement proceeds	<b>1,000,000</b>	-
Share issuance costs	<b>(50,072)</b>	-
Warrant exercises	<b>471,600</b>	-
	<b>1,421,528</b>	-
<b>Net change in cash</b>	<b>901,935</b>	(2,635,879)
<b>Cash, beginning of the period</b>	<b>96,672</b>	3,036,004
<b>Cash, end of the period</b>	<b>996,807</b>	400,125

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

## **Fission 3.0 Corp.**

Notes to the condensed consolidated interim financial statements

For the nine month period ended March 31, 2021

(Expressed in Canadian dollars)

(Unaudited – prepared by management)

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### **1. Nature of operations**

Fission 3.0 Corp. (the "Company" or "Fission 3.0") was incorporated on September 23, 2013 under the laws of the Canada Business Corporations Act in connection with a court approved plan of arrangement to reorganize Fission Uranium Corp. ("Fission Uranium") which was completed on December 6, 2013 (the "Fission Uranium Arrangement"). The Company's principal business activity is the acquisition and development of exploration and evaluation assets. To date, the Company has not generated revenues from operations and is considered to be in the exploration stage. The Company's head office is located at 700 – 1620 Dickson Ave., Kelowna, BC, V1Y 9Y2 and is listed on the TSX Venture Exchange under the symbol FUU, and on the Frankfurt Stock Exchange under the symbol 2F3.

The Company has not yet determined whether its exploration and evaluation assets contain ore reserves that are economically recoverable. The recoverability of the amounts shown for the exploration and evaluation assets, including the acquisition costs, is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development of those reserves, and upon future profitable production.

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, have adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. 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.

These condensed consolidated interim financial statements have been prepared on the basis of accounting principles applicable to a going concern which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company's ability to continue as a going concern is dependent upon its ability to fund its operations through equity financing, joint ventures, option agreements or other means. As at March 31, 2021 the Company had cash and cash equivalents of \$996,807 and a working capital balance of \$811,372. Management estimates that the Company has sufficient funds to maintain its operations and activities for the upcoming year.

### **2. Basis of presentation and significant accounting policies**

#### *(a) Statement of compliance*

These condensed consolidated interim financial statements are unaudited and have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to the preparation of interim financial statements, *IAS 34, Interim Financial Reporting* ("IAS 34") and do not contain all of the information required for annual financial statements. These unaudited condensed consolidated interim financial statements should be read in conjunction with the Company's audited financial statements for the year ended June 30, 2020 prepared in accordance with IFRS. These unaudited condensed consolidated interim financial statements were authorized for issue by the Board of Directors on **May XX, 2021**.

#### *(b) Basis of presentation*

These unaudited condensed consolidated interim financial statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair value. In addition, these condensed consolidated interim financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

## **Fission 3.0 Corp.**

Notes to the condensed consolidated interim financial statements

For the nine month period ended March 31, 2021

(Expressed in Canadian dollars)

(Unaudited – prepared by management)

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### **2. Basis of presentation and significant accounting policies (continued)**

(c) *Basis of consolidation*

The unaudited condensed consolidated interim financial statements of the Company includes the 100% owned Fission Energy Peru S.A.C which has been inactive since 2020.

(d) The Company consolidates subsidiaries when it is exposed, or has rights, to variable returns from its involvement with the subsidiaries and has the ability to affect those returns through its power over the subsidiaries.

### **3. Key estimates and judgements**

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the Condensed consolidated interim financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

*Judgements*

- the recoverability of mineral properties and exploration and evaluation expenditures incurred on its projects; the Company capitalizes acquisition, exploration and evaluation expenditures on its statement of financial position, and evaluates these amounts at least annually for indicators of impairment; and
- the functional currency and reporting currency of the parent company, Fission 3.0 Corp., is the Canadian Dollar. The functional currency Fission Energy Peru S.A.C. is the Peruvian Sol. The functional currency determination was conducted through an analysis of the consideration factors identified in IAS 21, The Effects of Changes in Foreign Exchange Rates. The determination of functional currency involves certain judgments to determine the primary economic environment and the Company reconsiders the functional currency if there are changes in events and conditions of the factors used in the determination of the primary economic environment.

*Estimates*

- the estimated useful lives and residual value of property, plant and equipment which are included in the statement of financial position and the related amortization included in the statement of loss and comprehensive loss;
- the inputs in accounting for share-based payment transactions in the statement of loss and comprehensive loss (using the Black-Scholes model) including volatility, probable life of options granted, time of exercise of the options and forfeiture rate; and
- the determination of deferred income tax assets or liabilities requires subjective assumptions regarding future income tax rates and the likelihood of utilizing tax carry-forwards. Changes in these assumptions could materially affect the recorded amounts, and therefore do not necessarily provide certainty as to their recorded values.



## Fission 3.0 Corp.

Notes to the condensed consolidated interim financial statements

For the nine month period ended March 31, 2021

(Expressed in Canadian dollars)

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### 4. Exploration and evaluation assets

Title to exploration and evaluation assets involves certain inherent risks due to the difficulties of determining the validity of title and/or ownership of claims. The Company has investigated titles to all of its exploration and evaluation assets, and to the best of its knowledge, titles to all of its properties are in good standing. The number of metallic and industrial mineral (“MAIM”) agreements, claims, and concessions held at each property are as at March 31, 2021:

(a) *Clearwater West Property, Saskatchewan, Canada*

The Company holds a 100% interest in 3 claims (June 30, 2020 – 3 claims) at the Clearwater West property.

(b) *Patterson Lake North Property, Saskatchewan, Canada*

The Company holds a 100% interest in 38 claims (June 30, 2020 – 38 claims) at the Patterson Lake North property.

(c) *Wales Lake Property, Saskatchewan, Canada*

The Company holds a 100% interest in 31 claims (June 30, 2020 – 31 claims) at the Wales Lake Property.

(d) *Key Lake Area, Saskatchewan, Canada*

The Company holds a 100% interest in 4 properties that comprise the Key Lake Area in Saskatchewan. The number of claims held at each property is as follows:

(i) Bird Lake Property, 1 claim (June 30, 2020 – 1 claim)

(ii) Hobo Lake Property, 56 claims (June 30, 2020 – 56 claims)

(iii) Lazy Edward Bay Property, 11 claims (June 30, 2020 – 11 claims)

(iv) Seahorse Lake Property, 3 claims (June 30, 2020 – 3 claims)

(e) *Beaverlodge/Uranium City Area, Saskatchewan, Canada*

The Company holds a 100% interest in 60 claims (June 30, 2020 - 55 claims) at the Beaverlodge/Uranium City Area.

(f) *Northeast Athabasca Basin Area, Saskatchewan, Canada*

The Company holds a 100% interest in 32 claims (June 30, 2020 – 32 claims) in other uranium properties in and around the Northeast Athabasca Basin area.

(g) *Macusani Property, Peru*

The Company no longer holds any concessions (June 30, 2020 – 9 concessions) at the Macusani property in Peru.

In August 2018, the Company entered into a letter of intent with Rhyolite Lithium Corp. (“Rhyolite”) pursuant to which Rhyolite could have earned an interest in the Company’s mining concessions located in Peru. As at June 30, 2020, Rhyolite had not fulfilled any part of their earn-in agreement.

In July 2020, the Company terminated the property option agreement with Rhyolite.

In September 2020, the Company allowed its 9 mineral concessions to lapse.

As a result of the lapsed claims, the Company recorded an impairment of exploration costs on the Peru property in the amount of \$62,429 during the nine months ended March 31, 2021 (June 30, 2020 - \$3,145,861).

## Fission 3.0 Corp.

Notes to the condensed consolidated interim financial statements  
For the nine month period ended March 31, 2021  
(Expressed in Canadian dollars)  
(Unaudited – prepared by management)

### 4. Exploration and evaluation assets (continued)

#### As at March 31, 2021

	Clearwater West Property	Patterson Lake North Property	Wales Lake Property	Key Lake Area	Beaverlodge / Uranium City Area	North East Athabasca Basin Area	Macusani Property	Total
	\$	\$	\$	\$	\$	\$	\$	\$
<b>Acquisition costs</b>								
Balance, beginning of period	-	13,472	29,947	45,721	33,542	11,808	-	<b>134,490</b>
Additions	-	-	-	-	2,605	-	-	<b>2,605</b>
Impairment	-	-	-	-	-	-	-	-
Balance, end of period	-	13,472	29,947	45,721	36,147	11,808	-	<b>137,095</b>
<b>Exploration costs</b>								
Balance, beginning of period	92,249	5,798,153	1,200,795	907,049	2,446,343	938,378	-	<b>11,382,967</b>
Incurred during the year							-	
Geology mapping and sampling	-	5,148	3,630	3,910	22,775	8,478	-	<b>43,941</b>
Geophysics airborne	-	-	-	-	-	-	-	-
Geophysics ground	-	-	-	-	-	-	-	-
Land retention and permitting	43	2,535	664	4,570	7,331	1,826	129	<b>17,098</b>
Reporting	540	1,717	458	332	107	849	-	<b>4,003</b>
Environmental	-	-	-	-	-	-	-	-
Community relations	-	-	-	-	-	-	62,300	<b>62,300</b>
General	-	-	-	-	-	-	-	-
Share-based compensation	-	-	-	-	-	-	-	-
Additions	583	5,921	4,709	7,649	22,293	8,943	62,429	<b>127,342</b>
Impairment	-	-	-	-	-	-	(62,429)	<b>(62,429)</b>
Balance, end of period	92,832	5,804,074	1,205,504	914,698	2,468,636	947,321	-	<b>11,447,880</b>
<b>Foreign currency translation</b>	-	-	-	-	-	-	-	-
<b>Total</b>	<b>92,832</b>	<b>5,817,546</b>	<b>1,235,451</b>	<b>960,419</b>	<b>2,504,783</b>	<b>959,129</b>	-	<b>11,584,975</b>

## Fission 3.0 Corp.

Notes to the condensed consolidated interim financial statements  
For the nine month period ended March 31, 2021  
(Expressed in Canadian dollars)  
(Unaudited – prepared by management)

### 4. Exploration and evaluation assets (continued)

As at June 30, 2020

	Clearwater West Property	Montgomery Lake Property	Patterson Lake North Property	Wales Lake Property	Key Lake Area	Beaverlodge / Uranium City Area	North East Athabasca Basin Area	Macusani Property	Total
	\$	\$	\$	\$	\$	\$	\$	\$	\$
<b>Acquisition costs</b>									
Balance, beginning of year	-	805	11,426	29,947	25,401	31,833	8,757	-	<b>108,169</b>
Additions	-	-	2,046	-	39,606	4,250	3,051	-	<b>48,953</b>
Impairment	-	(805)	-	-	(19,286)	(2,541)	-	-	<b>(22,632)</b>
Balance, end of year	-	-	13,472	29,947	45,721	33,542	11,808	-	<b>134,490</b>
<b>Exploration costs</b>									
Balance, beginning of year	89,821	2,182	5,757,166	1,096,882	940,907	946,938	884,282	3,102,993	<b>12,821,171</b>
Incurred during the year									
Geology mapping and sampling	1,092	-	12,784	1,655	14,511	634,271	13,539	10,048	<b>687,900</b>
Geophysics airborne	-	-	-	67,606	-	-	-	-	<b>67,606</b>
Geophysics ground	-	-	-	1,138	1,491	788,343	17,151	-	<b>808,123</b>
Land retention and permitting	962	91	8,524	8,994	20,588	39,792	8,946	(190,029)	<b>(102,132)</b>
Reporting	201	-	16,430	15,606	6,323	51,678	8,806	-	<b>99,044</b>
Environmental	-	-	-	-	-	-	-	73	<b>73</b>
Community relations	-	-	-	-	-	2,451	-	33,895	<b>36,346</b>
General	127	20	1,570	1,315	3,024	2,418	1,270	188,549	<b>198,293</b>
Share-based compensation	46	4	1,679	7,599	2,824	34,919	4,384	332	<b>51,787</b>
Additions	2,428	115	40,987	103,913	48,761	1,553,872	54,096	42,868	<b>1,847,040</b>
Impairment	-	(2,297)	-	-	(82,619)	(54,467)	-	(3,145,861)	<b>(3,285,244)</b>
Balance, end of year	92,249	-	5,798,153	1,200,795	907,049	2,446,343	938,378	-	<b>11,382,967</b>
<b>Foreign currency translation</b>	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>92,249</b>	<b>-</b>	<b>5,811,625</b>	<b>1,230,742</b>	<b>952,770</b>	<b>2,479,885</b>	<b>950,186</b>	<b>-</b>	<b>11,517,457</b>

## Fission 3.0 Corp.

Notes to the condensed consolidated interim financial statements

For the nine month period ended March 31, 2021

(Expressed in Canadian dollars)

(Unaudited – prepared by management)

### 5. Share capital and other capital reserves

The Company is authorized to issue an unlimited number of common shares, without par value. All of the Company's issued shares are fully paid.

(a) *Private Placement*

*August 18, 2020*

The Company completed a non-brokered private placement of 20,000,000 units at a price of \$0.05 per unit for gross proceeds of \$1,000,000. Each unit consists of one common share and one common share purchase warrant. Each share purchase warrant is exercisable into one common share at \$0.06 per warrant for a period of 24 months from the date of issuance. The Company incurred share issuance costs of \$50,072 in connection with this placement.

The fair value of the common shares was determined based on the closing trading price on August 18, 2020 and the fair value of warrants was determined using the Black-Scholes pricing model. A total of \$653,616 was recorded in share capital in relation to the common shares and \$346,384 was recorded in other capital reserves in relation to the warrants. A total of \$17,344 was reclassified from issuance costs to other capital reserves for the proportionate share of financing costs related to the unit warrants issued. The fair value of the warrants was determined using the Black-Scholes pricing model using the following assumptions: a volatility of 119.68%; risk-free interest rate of 0.28%; expected life of 1 year; and a dividend rate of 0%.

(b) *Stock options and warrants*

The Company has a stock option plan which allows the Board of Directors to grant stock options to employees, directors, officers, and consultants. The exercise price is determined by the Board of Directors provided the minimum exercise price is set at the Company's closing share price on the day before the grant date. The options can be granted for a maximum term of five years and vesting terms are determined by the Board of Directors at the date of grant. The common shares reserved for issuance cannot exceed 10% of the issued and outstanding common shares of the Company.

Stock option and warrant transactions are summarized as follows:

	Stock options		Warrants	
	Number outstanding	Weighted average exercise price	Number outstanding	Weighted average exercise price
		\$		\$
Outstanding July 1, 2019	13,801,667	0.16	69,295,518	0.15
Expired	(663,333)	0.15	-	-
Forfeited	(211,667)	0.14	-	-
Outstanding, June 30, 2020	12,926,667	0.16	69,295,518	0.15
Granted	-	-	20,000,000	0.06
Expired	(595,000)	0.16	-	-
Exercised	-	-	(7,860,000)	0.06
Forfeited	(160,000)	0.15	-	-
<b>Outstanding, March 31, 2021</b>	<b>12,171,667</b>	<b>0.16</b>	<b>81,435,518</b>	<b>0.14</b>

## Fission 3.0 Corp.

Notes to the condensed consolidated interim financial statements

For the nine month period ended March 31, 2021

(Expressed in Canadian dollars)

(Unaudited – prepared by management)

### 5. Share capital and other capital reserves (continued)

(b) *Stock options and warrants (continued)*

As at March 31, 2021, stock options and warrants were outstanding as follows:

<b>Stock Options</b>			
Number outstanding	Exercise price	Number of vested options	Expiry date
	\$		
2,296,667	0.12	2,296,667	August 14, 2023
7,190,000	0.19	5,991,665	October 25, 2023
2,685,000	0.12	2,237,500	March 15, 2024
<b>12,171,667</b>		<b>10,525,832</b>	
<b>Warrants</b>			
Number outstanding	Exercise price	Number of vested warrants	Expiry date
	\$		
52,050,000	0.1500	52,050,000	September 28, 2021
1,170,000	0.1500	1,170,000	October 2, 2021
15,130,000	0.1500	15,130,000	October 12, 2021
445,518	0.2200	445,518	December 20, 2021
500,000	0.2500	500,000	December 20, 2021
12,140,000	0.0600	12,140,000	August 18, 2022
<b>81,435,518</b>		<b>81,435,518</b>	

(c) *Share-based compensation*

All options are recorded at fair value using the Black-Scholes option pricing model. During the nine month period ended March 31, 2021 the Company granted no stock options (March 31, 2020 – nil). Pursuant to the vesting schedule of options granted, during the nine month period ended March 31, 2021 share-based compensation of \$26,754 (March 31, 2020 – \$254,088) was recognized in the statement of loss and comprehensive loss and \$nil (March 31, 2020 – \$39,714) was recognized in exploration and evaluation assets (Note 4). The total amount of \$26,754 (March 31, 2020 – \$305,875) was recorded within other capital reserves in the statement of changes in equity.

(d) During the period ended March 31, 2021, 7,860,000 share purchase warrants were exercised for gross proceeds of \$471,600.

## Fission 3.0 Corp.

Notes to the condensed consolidated interim financial statements

For the nine month period ended March 31, 2021

(Expressed in Canadian dollars)

(Unaudited – prepared by management)

### 6. Supplemental disclosure with respect to cash flows

	<b>Mach 31</b>	June 30
	<b>2021</b>	2020
	\$	\$
Cash and cash equivalents		
Cash	<b>996,807</b>	96,672
	<b>996,807</b>	96,672

There were no cash payments for income taxes during the nine months ended March 31, 2021 and 2020. During the nine months ended March 31, 2021 the Company received \$nil (March 31, 2020 - \$62,079) in interest income.

Significant non-cash transactions for the nine months ended March 31, 2021 included:

- (a) Incurring \$84,564 of exploration and evaluation related expenditures through accounts payable and accrued liabilities.

Significant non-cash transactions for the nine months ended March 31, 2020 included:

- (a) Incurring \$249,336 of exploration and evaluation expenditures through accounts payable and accrued liabilities;
- (b) Recognizing \$51,787 of share-based payments in exploration and evaluation; and
- (c) Reclassifying \$15,150 of deficiency deposits to exploration and evaluation assets.

## Fission 3.0 Corp.

Notes to the condensed consolidated interim financial statements

For the nine month period ended March 31, 2021

(Expressed in Canadian dollars)

(Unaudited – prepared by management)

### 7. Related party transactions

The Company has identified the CEO, COO, CFO, VP Exploration, and the Company's directors as its key management personnel.

	Nine Months Ended	
	March 31 2021	March 31 2020
	\$	\$
<i>Compensation costs</i>		
Wages, consulting and directors fees paid or accrued to key management personnel and companies controlled by key management personnel	170,402	533,554
Share-based compensation pursuant to the vesting schedule of options granted to key management personnel	14,870	155,156
	<b>185,272</b>	<b>688,710</b>
Exploration and evaluation expenditure (capitalized) and administrative services paid or accrued to Fission Uranium, a Company with common directors and management	5,415	381,543
<b>Total</b>	<b>190,687</b>	<b>1,070,253</b>

Included in accounts payable at March 31, 2021 is \$197,408 (June 30, 2020 - \$29,228) for wages payable and consulting fees due to key management personnel and companies controlled by key management personnel.

Included in accounts payable at March 31, 2021 is \$4,113 (June 30, 2020- \$19,046) for exploration and evaluation expenditures and administrative services due to Fission Uranium.

These transactions were in the normal course of operations.

### 8. Segmented information

The Company primarily operates in one reportable operating segment being the exploration and development of exploration and evaluation assets. Long-lived assets by geographic area are as follows:

	March 31, 2021		June 30, 2020	
	Canada	Peru	Canada	Peru
	\$	\$	\$	\$
Property and equipment	-	-	3,093	-
Exploration & evaluation assets	11,584,975	-	11,517,457	-
	<b>11,584,975</b>	<b>-</b>	<b>11,520,550</b>	<b>-</b>

## **Fission 3.0 Corp.**

Notes to the condensed consolidated interim financial statements

For the nine month period ended March 31, 2021

(Expressed in Canadian dollars)

(Unaudited – prepared by management)

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### **9. Capital management**

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue exploration and development of its exploration and evaluation assets and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

The Company depends on external financing to fund its activities. The capital structure of the Company currently consists of common shares, stock options and warrants.

Changes in the equity accounts of the Company are disclosed in the statements of changes in equity. 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 or debt or dispose of assets. The issuance of common shares or issuance of debt requires approval of the Board of Directors.

The Company reviews its capital management approach on an on-going basis and updates it as necessary depending on various factors, including capital deployment and general industry conditions. The Company anticipates continuing to access equity markets and the use of joint ventures to fund continued exploration and development of its exploration and evaluation assets and the future growth of the business.

### **10. Financial instruments and risk management**

*International Financial Reporting Standards 13, Fair Value Measurement*, establishes a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

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).

The Company's financial instruments consist of cash and cash equivalents, amounts receivable and accounts payable and accrued liabilities. For cash and cash equivalents, amounts receivable and accounts payable and accrued liabilities, carrying value is considered to be a reasonable approximation of fair value due to the short-term nature of these instruments.

The Company's financial instruments are exposed to a number of financial and market risks, including credit, liquidity and foreign exchange risks. The Company does not currently have in place any active hedging or derivative trading policies to manage these risks since the Company's management does not believe that the current size, scale and pattern of its operations warrant such hedging activities.



## Fission 3.0 Corp.

Notes to the condensed consolidated interim financial statements

For the nine month period ended March 31, 2021

(Expressed in Canadian dollars)

(Unaudited – prepared by management)

### 10. Financial instruments and risk management (continued)

#### (a) Credit risk

Credit risk is the risk that a counterparty to a financial instrument will not discharge its obligations, resulting in a financial loss to the Company. The Company has procedures in place to minimize its exposure to credit risk. Company management evaluates credit risk on an ongoing basis including counterparty credit rating and other counterparty concentrations as measured by amount and percentage.

The primary sources of credit risk for the Company arise from:

- (i) Cash and cash equivalents; and
- (ii) Amounts receivable.

The Company has not had any credit losses in the past, nor does it expect to have any credit losses in the future. As at March 31, 2021, the Company has no significant financial assets that are past due or impaired due to credit risk defaults.

The Company's maximum exposure to credit risk is as follows:

	<b>March 31</b>	June 30
	<b>2021</b>	2020
	\$	\$
Cash and cash equivalents	<b>996,807</b>	96,672
Amounts receivable	<b>13,499</b>	15,179
	<b>1,010,306</b>	111,851

#### (b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations with respect to financial liabilities as they fall due (see note 1). The Company's financial liabilities are comprised of accounts payable and accrued liabilities. The Company frequently assesses its liquidity position by reviewing the timing of amounts due and the Company's current cash flow position to meet its obligations. The Company manages its liquidity risk by maintaining sufficient cash and cash equivalents and short-term investment balances to meet its anticipated operational needs.

The Company's accounts payable and accrued liabilities arose as a result of exploration and development of its exploration and evaluation assets and other corporate expenses. Payment terms on these liabilities are typically 30 to 60 days from receipt of invoice and do not generally bear interest.

The following table summarizes the remaining contractual maturities of the Company's financial liabilities.

	Maturity	<b>March 31</b>	June 30
	Dates	<b>2021</b>	2020
		\$	\$
Accounts payable and accrued liabilities	< 6 months	<b>242,608</b>	92,118

## **Fission 3.0 Corp.**

Notes to the condensed consolidated interim financial statements

For the nine month period ended March 31, 2021

(Expressed in Canadian dollars)

(Unaudited – prepared by management)

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### **11. Subsequent events**

On April 7, 2021, 550,000 share purchase warrants were exercised for gross proceeds of \$33,000.

On May 5, 2021, the Company announced a non-brokered private placement of 20,000,000 units at a price of \$0.05 per unit for gross proceeds of \$1,000,000. Each unit would comprise one common share and one common share purchase warrant. Each share purchase warrant would be exercisable into one common share at \$0.15 per warrant for a period of 24 months from the date of issuance.