



REGAL RESOURCES INC.  
RESPONSIBLE EXPLORATION & DEVELOPMENT

## **Consolidated Financial Statements**

For the Fiscal Years Ended July 31, 2021 and 2020  
(Expressed in Canadian Dollars)

### INDEX

	Page
CONSOLIDATED FINANCIAL STATEMENTS	
Independent Auditors' Report	1-2
Consolidated Statements of Financial Position	3
Consolidated Statements of Net Loss and Comprehensive Loss	4
Consolidated Statements of Changes in Deficit	5
Consolidated Statements of Cash Flows	6
Notes to Consolidated Financial Statements	7-24

## INDEPENDENT AUDITORS' REPORT

### TO THE SHAREHOLDERS OF REGAL RESOURCES INC.

#### *Opinion*

We have audited the consolidated financial statements of Regal Resources Inc. (the "Company"), which comprise:

- ◆ the consolidated statements of financial position as at July 31, 2021 and 2020;
- ◆ the consolidated statements of net loss and comprehensive loss for the years then ended;
- ◆ the consolidated statements of changes in deficit for the years then ended;
- ◆ the consolidated statements of cash flows for the years then ended; and
- ◆ the notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at July 31, 2021 and 2020, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

#### *Basis for Opinion*

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our opinion.

#### *Material Uncertainty Related to Going Concern*

We draw attention to note 1 in the consolidated financial statements, which indicates that the Company incurred a net loss and comprehensive loss of \$1,069,596 during the year ended July 31, 2021 and, as of that date, the Company's working capital deficiency was \$2,864,332. As stated in note 1, these events or conditions, along with other matters as set forth in note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

#### *Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements*

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

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### *Auditors' Responsibilities for the Audit of the Consolidated Financial Statements*

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- ◆ Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ◆ Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- ◆ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- ◆ Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- ◆ Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- ◆ Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

*Smythe LLP*

Chartered Professional Accountants

Vancouver, British Columbia

November 8, 2022

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**Regal Resources Inc.****CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**

As at July 31, 2021 and July 31, 2020

(Expressed in Canadian Dollars)

	Note	2021 \$	2020 \$
<b>ASSETS</b>			
<b>Current</b>			
Cash		24,606	-
Sales taxes receivable		63,567	45,770
Loan receivable	4	200,511	190,511
Prepaid expenses		864	6,207
		<u>289,548</u>	<u>242,488</u>
<b>Non-current</b>			
Mineral property interests	3	671,634	671,634
		<u>671,634</u>	<u>671,634</u>
		<u>961,182</u>	<u>914,122</u>
<b>LIABILITIES</b>			
<b>Current</b>			
Trade and other payables	5	1,435,927	1,244,582
Due to related parties	9	145,949	145,949
Loans payable	7	1,572,004	1,196,069
Convertible debenture	6	-	900,000
		<u>3,153,880</u>	<u>3,486,600</u>
<b>DEFICIT</b>			
Share capital	8	6,317,641	5,375,547
Reserves		2,505,490	1,998,208
Deficit		(11,015,829)	(9,946,233)
		<u>(2,192,698)</u>	<u>(2,572,478)</u>
		<u>961,182</u>	<u>914,122</u>

APPROVED ON BEHALF OF THE BOARD OF DIRECTORS:

"Gregory Thomas", Director"Tony Louie", Director

– See Accompanying Notes –

**Regal Resources Inc.****CONSOLIDATED STATEMENTS OF NET LOSS AND COMPREHENSIVE LOSS**

For the Years ended July 31, 2021 and 2020

(Expressed in Canadian Dollars)

		<b>2021</b>	<b>2020</b>
	<b>Note</b>	<b>\$</b>	<b>\$</b>
<b>Expenses</b>			
Depreciation and impairment	3	-	2,019
Interest and penalties	5	211,115	-
Finance costs	6, 7	419,712	291,040
Foreign exchange gain		(9,356)	(3,145)
Interest income	4	(10,000)	(10,000)
Investor relations	9	1,774	1,585
Management fees	9	40,000	50,000
Office and miscellaneous		3,359	2,393
Professional fees		366,261	136,451
Regulatory fees		26,341	4,077
		(1,049,207)	(474,420)
Write-off of sales taxes receivable		20,390	25,000
<b>Net loss and comprehensive loss for year</b>		<b>(1,069,596)</b>	<b>(499,420)</b>
<b>Basic and diluted loss per share</b>		<b>(0.02)</b>	<b>(0.01)</b>
<b>Weighted average number of common shares outstanding</b>		<b>61,745,032</b>	<b>48,521,958</b>

- See Accompanying Notes -

**Regal Resources Inc.****CONSOLIDATED STATEMENTS OF CHANGES IN DEFICIT**

For the Years ended July 31, 2021 and 2020

(Expressed in Canadian Dollars)

	<b>Number of Shares</b>	<b>Share Capital \$</b>	<b>Reserves \$</b>	<b>Deficit \$</b>	<b>Total Deficit \$</b>
<b>Balance at July 31, 2019</b>	<b>48,521,958</b>	<b>5,375,547</b>	<b>1,998,208</b>	<b>(9,446,813)</b>	<b>(2,073,058)</b>
Net loss	-	-	-	(499,420)	(499,420)
<b>Balance at July 31, 2020</b>	<b>48,521,958</b>	<b>5,375,547</b>	<b>1,998,208</b>	<b>(9,946,233)</b>	<b>(2,572,478)</b>
Units issued for conversion of debt	14,493,761	942,094	507,282	-	1,449,376
Net loss	-	-	-	(1,069,596)	(1,069,596)
<b>Balance at July 31, 2021</b>	<b>63,015,719</b>	<b>6,317,641</b>	<b>2,505,490</b>	<b>(11,015,829)</b>	<b>(2,192,698)</b>

- See Accompanying Notes -

**Regal Resources Inc.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
For the Years ended July 31, 2021 and 2020  
(Expressed in Canadian Dollars)

	<b>2021</b>	<b>2020</b>
	<b>\$</b>	<b>\$</b>
<b>OPERATING ACTIVITIES:</b>		
Net loss for the year	(1,069,596)	(499,420)
Items not involving cash:		
Depreciation and impairment	-	2,019
Accrued interest income	(10,000)	(10,000)
Accrued interest expense	228,329	260,970
Foreign exchange on loan payable	(1,895)	(734)
Write-off of sales taxes receivable	20,000	25,000
Changes in non-cash working capital:		
Sales taxes receivable	(37,797)	(14,068)
Prepaid expenses	5,343	-
Trade and other payables	512,392	36,809
Due to related parties	-	90,000
Net cash used in operating activities	(353,224)	(109,424)
<b>FINANCING ACTIVITIES:</b>		
Bridge loan received	1,435,470	-
Repayment of bridge loan	(1,435,470)	-
Payment of loan payable	(50,000)	-
Proceeds from loan payable	427,830	119,262
Net cash provided by financing activities	377,830	119,262
<b>Increase in cash</b>	<b>24,606</b>	<b>9,838</b>
<b>Cash (bank indebtedness) at beginning of year</b>	<b>-</b>	<b>(9,838)</b>
<b>Cash (bank indebtedness) at end of year</b>	<b>24,606</b>	<b>-</b>
<b>Supplemental cash flow information:</b>		
Interest paid (note 7)	4,612	30,000
Convertible debenture and accrued interest payable settled by units	1,449,376	-

- See Accompanying Notes -

**Regal Resources Inc.**  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED JULY 31, 2021 AND 2020  
(Expressed in Canadian Dollars)

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**1. NATURE OF OPERATIONS AND GOING CONCERN**

Regal Resources Inc. (the “Company”) was incorporated under the *Business Corporations Act* of British Columbia on January 24, 2006 and maintains its head office and registered office at 1406 – 1166 Alberni Street, Vancouver, British Columbia, Canada, V6E 3Z3. The Company is engaged in the acquisition, exploration and development of its mineral properties, located in Arizona, USA. The Company was suspended from trading on the Canadian Securities Exchange on April 25, 2016 and trading has not been reinstated to date.

The Company has not yet achieved profitable operations. These consolidated financial statements are prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation.

The business of exploring for minerals involves a high degree of risk and there can be no assurance that any of the Company’s current or future exploration programs will result in profitable mining operations. The recoverability of amounts shown for mineral property interests is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain financing to complete their development and establish future profitable operations or realize proceeds from their sale.

The following table is the reported net loss for fiscal years ended July 31, 2021 and 2020, and accumulated deficit and working capital at the respective dates:

	<b>2021</b>	<b>2020</b>
	<b>\$</b>	<b>\$</b>
Net Loss	(1,069,596)	(499,420)
Deficit	(11,015,829)	(9,946,233)
Working capital deficit	(2,864,332)	(3,244,112)

The Company has sustained losses from operations and has an ongoing requirement for capital investment for its mineral property interests; these conditions cast significant doubt on the Company’s ability to continue as a going concern. The Company’s ability to continue as a going concern is dependent primarily upon its ability to obtain necessary financing from the issuance of shares, borrowing or from other sources. These consolidated financial statements do not include any adjustments related to the recoverability of assets and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

The outbreak of the novel strain of coronavirus, specifically identified as “COVID-19”, has resulted in a widespread health crisis that has affected economies and financial markets around the world resulting in an economic downturn. This outbreak has caused staff shortages, reduced consumer demand, increased government regulations or interventions, all of which may negatively impact the business, financial condition or results of operations of the Company. The duration of the COVID-19 outbreak is unknown at this time and it is not possible to reliably estimate the length and severity of these developments. There may be potential difficulties in accessing the Company’s exploration and evaluation projects.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Basis of presentation**

The consolidated financial statements for the fiscal years ended July 31, 2021 and 2020 have been prepared in accordance with International Financial Reporting Standards (“IFRS”), as issued by the International Accounting Standards Board (“IASB”).

The consolidated financial statements are prepared on a historical cost basis except for financial instruments measured at fair value. In addition, these consolidated financial statements are prepared using the accrual basis of accounting, except for cash flow information. All financial information is presented in Canadian dollars, the Company and its subsidiaries’ functional currency, unless otherwise stated.



## **2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

### **Approval of consolidated financial statements**

The consolidated financial statements of the Company were authorized for issue by the Board of Directors on November 8, 2022.

### **Basis of consolidation**

The consolidated financial statements include the accounts of the Company and subsidiaries the Company controls, Regal Resources USA, Inc. and Arizona Standard LLC. All significant intercompany balances and transactions were eliminated upon consolidation.

A subsidiary is an entity that the Company controls, either directly or indirectly, where control is defined as the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. All inter-company transactions and balances including unrealized income and expenses arising from intercompany transactions are eliminated in preparing consolidated financial statements.

### **Recent and Future Accounting Pronouncements**

There have been no accounting pronouncements with significant impact on the Company's consolidated financial statements.

### **Significant accounting estimates and judgments**

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

#### *Critical accounting judgments and estimates*

Significant judgments made by management in the application of IFRS during the preparation of the consolidated financial statements and estimates with a risk of material adjustment are as follows:

(a) Going concern

The assumption that the Company will be able to continue as a going concern is subject to critical judgments of management with respect to assumptions surrounding the short and long-term operating budget, expected profitability, investment and financing activities and management's strategic planning. Should those judgments prove to be inaccurate, management's continued use of the going concern assumptions may be inappropriate.

(b) Impairment assessment

At each financial position reporting date, the carrying amounts of the Company's long-term assets are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**Significant accounting estimates and judgments (continued)**

*Critical accounting judgments and estimates (continued)*

(c) Recoverability of loan receivable

The recoverable amount of the loan receivable is determined through the credit evaluations of the borrower and the history of non-payment. The Company assesses the provision for potential write-offs of loan receivable and the recoverable amount is estimated in order to determine the extent of the write-off, if any.

While management believes these judgments and estimates are reasonable, actual results could differ from those estimates and could impact future results of comprehensive loss and cash flows. The estimates and underlying assumptions are reviewed on an ongoing basis.

**Foreign currency translation**

Amounts recorded in foreign currency are translated into Canadian dollars as follows:

- Monetary assets and liabilities, at the rate of exchange in effect as at the date of the consolidated statement of financial position;
- Non-monetary assets and liabilities, at the exchange rates prevailing at the time of the acquisition of the assets or assumption of the liabilities; and
- Revenues and expenses (excluding depreciation, which is translated at the same rate as the related asset), at the rates of exchange at the date of the transaction.

Gains and losses arising from this translation of foreign currency are included in the determination of net loss.

**Mineral property interests**

The Company defers all costs related to investments in mineral property interests on a property-by-property basis. Such costs include mineral property acquisition costs and exploration and development expenditures, net of any recoveries. Costs are deferred until such time as the extent of mineralization has been determined and mineral property interests are either developed or the Company's mineral rights are allowed to lapse.

All deferred mineral property expenditures are reviewed quarterly, on a property-by-property basis, to consider whether there are any conditions that may indicate impairment. When the carrying value of a property exceeds its net recoverable amount that may be estimated by quantifiable evidence of an economic geological resource or reserve, joint venture expenditure commitments or the Company's assessment of its ability to sell the interest for an amount exceeding the deferred costs, provision is made for the impairment in value.

**Mineral property interests (continued)**

From time to time, the Company may acquire or dispose of a mineral property interest pursuant to the terms of an option agreement. As the options are exercisable entirely at the discretion of the optionee, the amounts payable or receivable are not recorded. Option payments are recorded as property costs or recoveries when the payments are made or received.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**Impairment of mineral property interests**

The Company assesses each cash-generating unit annually to determine whether any indication of impairment exists. Where an indicator of impairment exists, a formal estimate of the recoverable amount is made, which is considered the higher of fair value less cost to sell and value in use. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. These assessments require the use of estimates and assumptions such as long-term commodity prices, discount rates, future capital requirements, exploration potential and operating performance. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. Fair value for mineral property interests is generally determined as the present value of estimated future cash flows arising from the continued use of the asset, which includes estimates such as the cost of future expansion plans and eventual disposal, using assumptions that an independent market participant may take into account. Cash flows are discounted to their present value of money and the risks specific to the asset.

The Company has determined that no impairment of mineral property interests is applicable.

**Rehabilitation provision**

The Company records the present value of estimated costs of legal and constructive obligations required to restore operating locations in the period in which the obligation is incurred.

The obligation generally arises when the asset is installed, or the ground/environment is disturbed at the production location. When the liability is initially recognized, the present value of estimated costs is capitalized by increasing the carrying amount of related mining assets to the extent that it was incurred by the development/construction of the mine. Over time, the discounted liability is increased for the change in present value based on the discount rates that reflect current market assessments and the risks specific to the liability.

The Company has determined that no rehabilitation provision is applicable.

**Income taxes**

Current tax expense is the expected tax payable on the taxable income for the period, using tax rates enacted or substantively enacted at period-end, adjusted for amendments to tax payable with regard to previous periods.

Deferred income taxes are accounted for using the liability method. The liability method requires that income taxes reflect the expected future tax consequences of temporary differences between the carrying amounts of assets and liabilities and their tax bases.

Deferred tax assets and liabilities are determined for each temporary difference based on currently enacted or substantively enacted tax rates that are expected to be in effect when the underlying items of income or expense are expected to be realized.

The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that substantive enactment occurs.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**Income taxes (continued)**

Recognition of deferred tax assets for unused tax losses, tax credits and deductible temporary differences is restricted to those instances where it is probable that future taxable profit will be available against which the deferred tax asset can be utilized. At the end of each reporting period, the Company reassesses unrecognized deferred tax assets.

**Loss per share**

Basic income (loss) per share is computed by dividing the net loss available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted income (loss) per share is computed using the treasury stock method, under which the weighted average number of shares outstanding is increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants are exercised.

**Financial instruments**

***Financial Assets***

On initial recognition, financial assets are recognized at fair value and are subsequently classified and measured at: (i) amortized cost; (ii) fair value through other comprehensive income (“FVOCI”); or (iii) fair value through profit or loss (“FVTPL”). The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. A financial asset is measured at fair value, plus transaction costs that are directly attributable to its acquisition, except for financial assets at FVTPL where transaction costs are expensed. All financial assets not classified and measured at amortized cost or FVOCI are measured at FVTPL. On initial recognition of an equity instrument that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment’s fair value in other comprehensive income. The classification determines the method by which the financial assets are carried on the consolidated statement of financial position subsequent to inception and how changes in value are recorded.

***Derecognition***

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in profit or loss. However, gains and losses on derecognition of financial assets classified as FVOCI remain within accumulated other comprehensive income (loss).

***Impairment***

An ‘expected credit loss’ impairment model applies which requires a loss allowance to be recognized based on expected credit losses. The estimated present value of future cash flows associated with the asset is determined and an impairment loss is recognized for the difference between this amount and the carrying amount as follows: the carrying amount of the asset is reduced to estimated present value of the future cash flows associated with the asset, discounted at the financial asset’s original effective interest rate, either directly or through the use of an allowance account and the resulting loss is recognized in profit or loss for the period. In a subsequent period, if the amount of the impairment loss related to financial assets measured at amortized cost decreases, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**Financial instruments (continued)**

*Financial Liabilities*

Financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument. A financial liability is derecognized when it is extinguished, discharged, cancelled or when it expires. Financial liabilities are classified as either financial liabilities at fair value through profit or loss or financial liabilities subsequently measured at amortized cost. All interest-related charges are reported in profit or loss within interest expense, if applicable.

Other financial liabilities are non-derivatives and are initially recognized at fair value net of any transaction costs directly attributable to the issuance of the instrument and subsequently carried at amortized cost using the effective interest rate method. This ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried in the consolidated statements of financial position. Interest expense in this context includes initial transaction costs and premiums payable on redemption, as well as any interest or coupon payable while the liability is outstanding.

**3. MINERAL PROPERTY INTERESTS**

The Company entered into an option agreement with MinQuest Inc. (“MinQuest”) (the “Agreement”) dated January 11, 2010, to acquire certain mining claims known as the Patagonia Property (the “Property”), located in Santa Cruz County, Arizona. MinQuest is a private company in which a former director owns 50%. On November 17, 2011, MinQuest signed an amendment to the option agreement with the Company on the Patagonia Property whereby the work commitment schedule was extended by approximately 18 months. On February 1, 2012, the Company entered into a definitive agreement (the “Purchase Agreement”) with MinQuest to acquire all of the claims comprising the Patagonia (Sunnyside) Project.

Under the terms of the Purchase Agreement, in consideration for the Patagonia Property, the Company will pay to MinQuest the sum of US\$800,000, of which US\$100,000 (paid) was forwarded as a non-refundable deposit within three business days of signing the Purchase Agreement, and US\$400,000 (paid) as a non-refundable deposit within three business days of April 30, 2012 and the remaining US\$300,000 (paid) shall be paid at the closing date on May 31, 2012. On April 30, 2012, MinQuest signed an amendment to the Purchase Agreement with the Company to extend the closing date to July 31, 2012.

In consideration for the extension of the closing date, the Company paid US\$400,000 to be applied to the non-refundable deposit, issued 50,000 common shares of the Company and paid the remainder of US\$300,000 by July 31, 2012.

The Purchase Agreement also provides that MinQuest retain a 1.5% royalty on the net smelter returns (“NSR”) from the Property, which can be converted at MinQuest’s election into common shares of the Company in certain circumstances. Further, the Purchase Agreement provides that MinQuest will assign its rights and obligations under an agreement among MinQuest, Russell Corn and Brian Corn pertaining to certain claims (the “Corn Claims”), which form part of the Property. MinQuest has also agreed to assist the Company in negotiating the purchase of the Corn Claims, for which the Company will be responsible for \$100,000 of the purchase price. If such purchase is successful within 90 days of the closing of the transactions contemplated by the Purchase Agreement, MinQuest shall also receive a 1.5% royalty on the NSR from the Corn Claims.

**3. MINERAL PROPERTY INTERESTS (Continued)**

The option payments assumed by the Company are as follows:

- (i) US\$10,000 on or before December 5, 2011 (paid);
- (ii) US\$20,000 on or before December 5, 2012 (paid);
- (iii) US\$30,000 on or before December 5, 2013 (paid);
- (iv) US\$40,000 on or before December 5, 2014 (paid);
- (v) US\$40,000 on or before December 5, 2015 (paid);
- (vi) US\$40,000 on or before December 5, 2016 (paid); and
- (vii) US\$200,000 on or before December 5, 2017 (paid by Barksdale Capital Corp.).

On August 10, 2017, the Company entered into an arm’s length definitive agreement (the “Sunnyside Agreement”) with Barksdale Capital Corp. (“Barksdale”) to sell, by way of option (the “Option”), up to 67.5% of the Sunnyside Property. Through a Limited Liability Company Operating Agreement (“LLC Agreement”), the Company and Barksdale incorporated Arizona Standard LLC (“Arizona LLC”) whereby the Company will contribute the Sunnyside Project to Arizona LLC and Barksdale will conduct exploration on the Sunnyside property. The Option is exercisable in two stages with Barksdale entitled to acquire an initial 51% interest in the Sunnyside Property upon making payments totaling \$2,950,000 cash, and the issuance of 10,100,000 common shares to the Company, and cumulative expenditures of \$6,000,000 on the property during the first two years of the Option (following receipt of all required governmental permits). Upon acquiring an initial 51% interest in the Sunnyside Property, Barksdale will be entitled to increase its interest to 67.5% upon payment of an additional \$550,000 cash, the issuance of 4,900,000 common shares to the Company, and the expenditure of an additional \$6,000,000 on the property within a further two-year period.

On July 13, 2021, the Company terminated the Sunnyside Agreement with Barksdale Capital Corp. The Option Agreement was therefore terminated.

For the years ended July 31, 2021 and 2020, the Company had the following exploration activity:

	<b>Patagonia (\$)</b>
<b>Balance, July 31, 2021, 2020 and 2019</b>	<b>671,634</b>

**Realization of assets**

The investment in and expenditures on mineral property interests comprise substantially all of the Company’s assets. Realization of the Company’s investment in these assets is dependent upon the establishment of legal ownership, the attainment of successful production from the properties or from the proceeds of their disposal.

Resource exploration and development is highly speculative and involves inherent risks. While the rewards if an ore body is discovered can be substantial, few properties that are explored are ultimately developed into producing mines. There can be no assurance that current exploration programs will result in the discovery of economically viable quantities of ore.

The amounts shown for acquisition costs and deferred exploration expenditures represent costs incurred to date and do not necessarily reflect present or future values. These costs will be depleted over the useful lives of the properties upon commencement of commercial production or written off if the properties are abandoned or the claims allowed to lapse.

**Title to mineral property interests**

Although the Company has taken steps to verify the title to mineral properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company’s title. Property title may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

**3. MINERAL PROPERTY INTERESTS (Continued)**

**Environmental**

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters. The Company may also be held liable should environmental problems be discovered that were caused by former owners and operators of its properties and properties in which it has previously had an interest. The Company conducts its mineral exploration activities in compliance with applicable environmental protection legislation.

The Company is not aware of any existing environmental problems related to any of its current or former properties that may result in material liability to the Company.

Environmental legislation is becoming increasingly stringent and costs and expenses of regulatory compliance are increasing. The impact of new and future environmental legislation on the Company's operations may cause additional expenses and restrictions.

If the restrictions adversely affect the scope of exploration and development on the mineral property interests, the potential for production on the property may be diminished or negated.

**4. LOAN RECEIVABLE**

On July 12, 2011, the Company loaned \$100,000 to the Company's CEO at the time. The terms were for three and one-half months with simple interest of 10% per annum. The following table is a summary of the loan receivable:

Balance, July 31, 2019	\$	180,511
Interest income		10,000
Balance, July 31, 2020	\$	190,511
Interest income		10,000
Balance, July 31, 2021	\$	200,511

**5. TRADE AND OTHER PAYABLES**

Trade and other payables for the Company are comprised of the following:

	<b>Note</b>	<b>2021</b>	<b>2020</b>
		<b>\$</b>	<b>\$</b>
Trade payables		567,616	204,619
Interest payable	7	805,838	616,830
Interest payable related parties	7, 6	47,519	406,610
Advance payable		14,954	16,523
<b>Total</b>		<b>1,435,927</b>	<b>1,244,582</b>

All trade and other payables for the Company are expected to be paid within the next 12 months. Included in trade payables are accrued interest and penalties of \$211,115 (2020 - \$nil) related to Canadian and United States tax filings.

**Regal Resources Inc.**

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED JULY 31, 2021 AND 2020

(Expressed in Canadian Dollars)

**6. CONVERTIBLE DEBENTURE**

On August 29, 2012, the Company borrowed \$900,000 by issuing a convertible debenture to a relative of the former CEO and director of the Company (the “Debenture”). The Debenture bears interest at 12% per annum, payable quarterly, for a term of three years, convertible in whole or in part by the holder into units of the Company at the conversion price of \$0.10 per unit, each unit to be comprised of one common share of the Company and one non-transferable warrant exercisable for a period of two years from the date of conversion at an exercise price of \$0.20 per share. The Debenture had a maturity date of August 29, 2015. The Company may pay the principal sum under the Debenture in whole or in part, together with all interest accrued and unpaid to the date of payment, at any time without notice, bonus or penalty. The Debenture was secured by a floating charge security interest in all of the Company’s present and after acquired personal property, and a first fixed charge against the Company’s mineral property interest.

On June 28, 2021, the Company issued 9,000,000 units on conversion of the principal amount of \$900,000 and 5,493,761 units on conversion of the unpaid interest amount of \$549,376.

The carrying value of the liability portion of the convertible debenture is as follows:

	July 31, 2021	July 31, 2020
Balance	\$ -	\$ 900,000

The interest expense recorded in finance costs and interest payable included in trade and other payables during the fiscal years ended July 31, 2021 and 2020 are as follows:

Balance, July 31, 2019	\$	325,845
Interest expense		108,296
Cash payments		(30,000)
Balance, July 31, 2020		404,141
Interest expense		145,235
5,493,760 units issued on conversion		(549,376)
Balance, July 31, 2021	\$	-



**Regal Resources Inc.**  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED JULY 31, 2021 AND 2020  
(Expressed in Canadian Dollars)

**7. LOANS PAYABLE**

Loans payable consists of the following loans:

		<b>2021</b>	<b>2020</b>
		<b>\$</b>	<b>\$</b>
May and August 2016 Loan	(1)	1,000,000	1,000,000
August 2016 Loan	(2)	-	15,000
February 2017 Loan	(3)	-	35,000
May 2017 Loan	(4)	24,912	26,807
January 2020 Loan	(5)	547,092	119,262
<b>Total</b>		<b>1,572,004</b>	<b>1,196,069</b>

Interest and financing costs recorded in fiscal years ended July 31, 2021 and 2020 are as follows:

		<b>2021</b>	<b>2020</b>
		<b>\$</b>	<b>\$</b>
May and August 2016 Loan	(1)	193,233	169,492
August 2016 Loan	(2)	1,472	2,514
February 2017 Loan	(3)	3,141	4,211
May 2017 Loan	(4)	4,021	3,988
January 2020 and March 2021 Loan	(5)	17,550	2,469
May 2021 Loan	(6)	12,060	-
<b>Total</b>		<b>231,477</b>	<b>182,674</b>

(1) May and August 2016 Loan

On May 30, 2016 and August 29, 2016, the Company entered into unsecured loans with a third party in the amounts of \$350,000 and \$650,000, respectively. The loans bear interest at 12% per annum, compound annually on the basis of a 365-day calendar year, and were due for repayment in 12 months and 6 months, respectively.

In April 2021 the Company signed a forbearance agreement with the holder of the May and August 2016 Loan. The forbearance period is the earlier of the date that is:

- (i) Six months from the date of the agreement;
- (ii) The date that individuals comprising the majority of the Company's current board of directors no longer continue in such their capacities as directors of the Company; and
- (iii) The date where indebtedness of the Company ranking in priority to the holder of the May and August 2016 Loan exceeds \$1,000,000. This loan now ranks in second priority to the loan from Mr. Sauder (Note 7 (5)).

In May 2021, the loan was assigned to Barksdale. The loan bears interest at 12% per annum, compound annually, and is due for repayment on October 2, 2021.

Interest payable included in trade and other payables and the principal outstanding as at each year-end are as follows:

	<b>2021</b>	<b>2020</b>
	<b>\$</b>	<b>\$</b>
Interest payable (\$)	767,439	578,071
Loan payable (\$)	1,000,000	1,000,000

**Regal Resources Inc.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED JULY 31, 2021 AND 2020**  
(Expressed in Canadian Dollars)

**7. LOANS PAYABLE (Continued)**

(2) August 2016 Loan

On August 25, 2016, the Company entered into an unsecured loan with a third party in the amount of \$15,000. The loan bears interest at 12% per annum, compounds annually on the basis of a 365-day calendar year, and was due for repayment in 12 months. The Company made cash payment to interest and principal during the year ended July 31, 2021.

Interest payable included in trade and other payables and the principal outstanding as at each year-end are as follows:

	<b>2021</b>	<b>2020</b>
	<b>\$</b>	<b>\$</b>
Interest payable (\$)	-	8,422
Loan payable (\$)	-	15,000

(3) February 2017 Loan

On February 8, 2017, the Company entered into an unsecured loan with a third party in the amount of \$35,000. The loan bears interest at 12% per annum, compounds annually on the basis of a 365-day calendar year, and was due for repayment in 12 months. The Company made cash payment to repay interest and principal in full during the fiscal year ended July 31, 2021.

Interest payable included in trade and other payables and the principal outstanding as at each year-end are as follows:

	<b>2021</b>	<b>2020</b>
	<b>\$</b>	<b>\$</b>
Interest payable (\$)	-	14,579
Loan payable (\$)	-	35,000

(4) May 2017 Loan

On May 1, 2017, the Company entered into an unsecured loan with a third party in the amount of US\$20,000. The loan bears interest at 15% per annum, was due for repayment in 6 months, and the Company will issue US\$2,000 worth of stock at \$0.10 per share as a bonus. The loan is in default as the Company did not make any cash payment to interest and principal and the bonus shares have not been issued.

Interest payable included in trade and other payables and the principal outstanding as at each year-end are as follows:

	<b>2021</b>	<b>2020</b>
	<b>\$</b>	<b>\$</b>
Interest payable (\$)	18,380	15,758
Loan payable (\$)	24,912	26,807

**7. LOANS PAYABLE (Continued)**

(5) January 2020 and March 2021 Loan

A company controlled by Matthew Sauder, a former director and officer of the Company, provided funds to be used for operating expenditures. The advances provided by Mr. Sauder bear interest at a rate of 5% per annum from the date of each advance and are payable on demand, with no security. On October 13, 2020, the Company and a company controlled by Matthew Sauder (the “Lender”) entered into a Loan Agreement (the “Loan”) with respect to prior advanced funds up to the date of the agreement (the January 2020 loan proceeds) of approximately \$145,000 and an additional amount of \$400,000 deposited to the Company’s corporate bank account. Under the terms of the Loan, the principal amount shall accrue interest at a rate of 6% per annum, calculated and compounded monthly. The Loan and any and all accrued interest are due on demand and may be repaid in whole or in part by the Company without bonus or penalty. The Loan advanced and all interest accrued thereon shall be secured by a general security agreement dated as of the date of the Loan, with such amendments, modifications or supplements as the parties may agree to from time to time, whereby the Company will grant to the Lender a security interest in all of the Company’s personal property, as out in the Security Agreement, evidencing the liability of the Company with respect to the Loan.

Accrued interest is due on demand and may be repaid in whole or in part by the Company without bonus or penalty. The Loan advanced and all interest accrued thereon shall be secured by a general security agreement dated as of the date of the Loan, with such amendments, modifications or supplements as the parties may agree to from time to time, whereby the Company will grant to the Lender a security interest in all of the Company’s personal property, as set out in the Security Agreement, evidencing the liability of the Company with respect to the Loan.

Interest payable included in trade and other payables and the principal outstanding as at each year-end are as follows:

	<b>2021</b>	<b>2020</b>
	<b>\$</b>	<b>\$</b>
Interest payable (\$)	20,019	2,469
Loan payable (\$)	547,092	119,262

(6) May 2021 Loan

In May 2021, Barksdale loaned the Company a \$1,435,470 bridge loan with interest of 8% and due on October 27, 2021. The bridge loan was returned to Barksdale in June 2021. Interest accrued on the loan payable for the two-month period was \$12,059.

**8. SHARE CAPITAL**

**Authorized**

Unlimited number of common shares without par value  
 Unlimited number of preferred shares without par value

**Issued**

In June 2021, the Company issued 14,493,761 units at \$0.10 per unit for conversion of convertible debenture plus accrued interest (see Note 6). Each unit consists of one common share and one share purchase warrant. Each warrant entitles the holder to purchase one additional common share at a price of \$0.20 for two years. The Company used the residual method to value the units, which resulted in \$942,094 allocated to share capital and \$507,282 allocated to warrants.

There were no share issuances during the year ended July 31, 2020.

**Regal Resources Inc.**

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED JULY 31, 2021 AND 2020

(Expressed in Canadian Dollars)

**8. SHARE CAPITAL (Continued)****Stock options**

On April 9, 2013, the Company adopted a new stock option incentive plan that reserves for issuance a maximum of 6,972,627 common shares in the capital of the Company (which was 20% of the Company's then issued and outstanding common shares) for exercise of incentive stock options granted to persons eligible under and governed by the 2013 Plan (the "Plan"). The Company's prior 10% rolling stock option plan was concurrently terminated and all options outstanding under the prior plan are now governed by the Plan.

Under the Plan, the exercise price of any stock option granted may not be less than the closing price of the Company's shares on the last business day immediately preceding the date of grant, less discount permitted by the policies of the Exchange. The options can be granted for a maximum of ten years and vesting is determined by the Board of Directors at the time of the grant.

A summary of the Company's stock options and changes during the fiscal years are as follows:

	July 31, 2021		July 31, 2020	
	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
Opening balance	200,000	\$0.15	820,000	\$0.15
Expired	(200,000)	\$0.15	(620,000)	\$0.15
Closing balance	-	\$0.15	200,000	\$0.15

A summary of the stock options outstanding is as follows:

	July 31, 2021			July 31, 2020		
Expiry Date	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)
September 8, 2020	-	-	-	200,000	\$0.15	0.11

**Warrants**

A summary of the Company's warrants and changes during the fiscal years are as follows:

	July 31, 2021		July 31, 2020	
	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
Opening balance	-	-	-	-
Issued	14,493,761	\$0.20	-	-
Closing balance	14,493,761	\$0.20	-	-

A summary of the warrants outstanding is as follows:

	July 31, 2021			July 31, 2020		
Expiry Date	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)
June 28, 2023	14,493,761	\$0.20	1.90	-	-	-

**9. RELATED PARTY TRANSACTIONS**

**Key management compensation**

The following related party transactions are in addition to those disclosed elsewhere in these consolidated financial statements:

Key management personnel are persons responsible for planning, directing and controlling the activities of the entity, and include all directors and officers. Key management compensation comprises:

	<b>2021</b>	<b>2020</b>
	<b>\$</b>	<b>\$</b>
Management fees <sup>1,2</sup>	40,000	50,000
Total	40,000	50,000

<sup>1</sup> During the fiscal year ended July 31, 2020, the Company paid or accrued fees for the former CEO and director of \$50,000.

<sup>2</sup> During the fiscal year ended July 31, 2021, the Company paid or accrued fees for a director of \$40,000.

As at July 31, 2021 and 2020, the following amounts were included in trades and other payables owing to those directors and (former) officers for management fees and expense reimbursements.

	<b>2021</b>	<b>2020</b>
	<b>\$</b>	<b>\$</b>
Included in trade and other payables:		
Interest payable on convertible debenture (Note 6) <sup>1</sup>	-	404,141
Interest payable on loan payable (Note 7) <sup>2</sup>	20,019	2,469
Trade payable to Director and Officer	40,000	-
Trade payable to former Director and Officer	27,500	27,500
	87,519	434,110
Included in due to related parties:		
Due to CEO and director <sup>2</sup>	143,444	143,444
Due to entity controlled by director <sup>3</sup>	2,505	2,505
	145,949	145,949

<sup>1</sup> Interest accrued on the convertible debenture due to a family member of the former CEO and former director (Note 6).

<sup>2</sup> Interest accrued on the loan payable due to a director and officer of the Company.

<sup>3</sup> TAC Gold Corp., an entity controlled by a former director of the Company, advanced \$2,505 to the Company for working capital purposes. These amounts are interest-free and payable on demand.

The amounts due to related parties are unsecured, without interest or specified terms of repayment.

**10. SEGMENTED INFORMATION**

The Company has one industry segment, the exploration and development of mineral property interests, and operates in two geographic segments, Canada and the USA. As at each year end, mineral property interests are held in the USA as below:

<b>2021</b>	<b>2020</b>
\$671,634	\$671,634

## **11. FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT**

The carrying values of loan receivable, trade and other payables, loans payable, and due to related parties approximate their fair values of these financial instruments.

The fair value of loan receivable approximates its carrying value, as the loan bears interest at the market rate of interest.

### **Credit risk**

Credit risk is the risk that a counter party to a financial instrument will fail to discharge its contractual obligations. The Company is exposed to credit risk with respect to its cash and loan receivable.

The loan receivable of \$200,511 (2020 - \$190,511) is due from a former officer of the Company. Management has determined there is no credit risk under the expected credit loss model.

### **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's approach to mitigating liquidity risk is to provide reasonable assurance that it will have sufficient funds to meet liabilities when due. The Company has a working capital deficiency at July 31, 2021 of \$2,864,332 and July 31, 2020 of \$3,244,112 respectively, and will be required to generate additional funding to meet its contractual financial liabilities. As at July 31, 2021 and July 31, 2020, all of the Company's financial liabilities are due within one year.

### **Market risk**

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and other price risk.

(i) **Interest rate risk**

The Company is exposed to interest rate price risk on the loan receivable with interest rate set at 10%, loans payable with interest rates from 6% – 15%, and on the convertible debenture with interest rate set at 12%.

(ii) **Foreign currency risk**

The Company is exposed to foreign currency risk to the extent expenditures incurred or funds received and balances maintained by the Company are denominated in currencies other than the Canadian dollar (primarily US dollars). The Company does not manage currency risk through hedging or other currency management tools.

**11. FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT (Continued)**

**Market risk (continued)**

(ii) Foreign currency risk (continued)

The Company's net exposure to foreign currency risk is as follows:

	<b>2021</b>	<b>2020</b>
	<b>\$</b>	<b>\$</b>
Cash	-	-
Accounts payable	(79,269)	(63,508)
Total exposure to currency risk	(79,269)	(63,508)
Canadian dollar equivalent	(98,785)	(83,195)
Estimated fluctuations in FX	10%	10%
Estimated impact on Company's net loss and comprehensive loss	9,900	8,300

(iii) Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk or foreign currency risk. The Company is not exposed to significant other price risk.

There is no change to the Company's approach to risk management during the year ended July 31, 2021.

**12. CAPITAL MANAGEMENT**

The Company is an exploration stage company and currently does not generate cash flows from operations. The Company's primary source of funds comes from the issuance of share capital. The Company does not use other sources of financing that require fixed payments of interest and principal and is not subject to any externally imposed capital requirements.

The Company defines its capital as components of deficit. To effectively manage the Company's capital requirements, the Company has a planning and budgeting process in place to ensure that adequate funds are available to meet its strategic goals. The Company monitors actual expenses to budget to manage its costs and commitments.

The Company's capital management objective is to maximize investment returns to its equity-linked stakeholders within the context of relevant opportunities and risks associated with the Company's operating segment. Achieving this objective requires management to consider the underlying nature of exploration activities, availability of capital, the cost of various capital alternatives and other factors. Establishing and adjusting capital requirements is a continuous management process. Although the Company has been successful at raising funds in the past through the issuance of share capital, it is uncertain whether it will continue this financing due to uncertain economic conditions. The Company is not subject to any externally imposed capital requirements.

There have been no changes to the Company's approach to capital management during the fiscal year ended July 31, 2021.

**Regal Resources Inc.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED JULY 31, 2021 AND 2020**  
(Expressed in Canadian Dollars)

**13. INCOME TAXES**

A reconciliation of income tax provision computed at the statutory rate to the reported income tax provision is as follows:

	<b>2021</b>	<b>2020</b>
	<b>\$</b>	<b>\$</b>
Net loss	(1,069,596)	(499,420)
Statutory income tax rate	27%	27%
Income tax benefit computed at statutory rate	(288,791)	(134,843)
Items not deductible for tax purposes	57,001	6,750
Change in timing differences	-	-
Unused tax losses and tax offsets not recognized	231,790	128,093
	-	-

Deferred income tax assets and liabilities are recognized for temporary differences between the carrying amounts of the consolidated statement of financial position items and their corresponding tax values as well as for the benefit of losses available to be carried forward to future years for tax purposes that are likely to be realized.

The Company's deductible temporary differences and unused tax losses for which no deferred tax asset is recognized consists of the following amounts:

	<b>2021</b>	<b>2020</b>
	<b>\$</b>	<b>\$</b>
Tax value over book value of equipment	2,615	2,070
Non-capital losses carried forward	8,474,100	7,589,826
Net deferred income tax assets	8,476,715	7,591,896

As at July 31, 2021, the Company has non-capital losses of approximately \$8,451,900 that may be applied to reduce future income for Canadian income tax purposes and \$22,200 to reduce future income for US income tax purposes. The Canadian losses expire as follows:

	<b>\$</b>
2026	5,100
2027	42,800
2028	63,800
2029	140,500
2030	282,700
2031	543,700
2032	764,100
2033	699,300
2034	484,300
2035	695,700
2036	605,400
2037	812,900
2038	942,400
2039	1,010,700
2040	500,000
2041	858,500
	8,451,900



**Regal Resources Inc.**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

**FOR THE YEARS ENDED JULY 31, 2021 AND 2020**

(Expressed in Canadian Dollars)

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**14. SUBSEQUENT EVENTS**

In February 2022, the Company completed debenture financing for an aggregate principal amount of \$2,885,000. The debentures are secured against the common shares of the Company's wholly owned subsidiary, Regal Resources USA Inc., which holds the interest in the Sunnyside Project.

In February 2022, the Company has fully repaid the loan principal and accrued interest total of \$1,984,198 to Barksdale Resources Corp.

There was a claim filed by a debenture holder for debenture enforcement costs and defamation in the Company's management information circular relating to approval of the proposed Barksdale acquisition transaction. The Company is bound to pay the debenture holder costs of \$43,000.