Trigon Metals Inc.

Consolidated Financial Statements

For the years ended March 31, 2022 and 2021

(Expressed in Canadian Dollars)

McGovern Hurley

Audit. Tax. Advisory.

Independent Auditor's Report

To the Shareholders of Trigon Metals Inc.

Opinion

We have audited the consolidated financial statements of Trigon Metals Inc. and its subsidiaries (the "Company"), which comprise the consolidated statements of financial position as at March 31, 2022 and 2021, and the consolidated statements of loss and comprehensive loss, consolidated statements of changes in shareholders' equity and consolidated statements of cash flows for the years then ended, and 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 March 31, 2022 and 2021 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 audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's 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. We have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained 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 during the year ended March 31, 2022 and, as of that date, the Company's current liabilities exceeded its current assets. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that material uncertainties exist that cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially

251 Consumers Road, Suite 800
Toronto, Ontario
M2J 4R3
mcgovernhurley.com
t. 416-496-1234

inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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 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.

Auditor's 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 auditor's 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 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 judgement 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 risks 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.

McGovern Hurley

- 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 auditor's 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 auditor's 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.

The engagement partner of the audit resulting in this independent auditor's report is Chris Milios.

McGovern Hurley LLP

McGovern Hurley LLP

Chartered Professional Accountants
Licensed Public Accountants

Toronto, Ontario
July 28, 2022

Trigon Metals Inc.
Consolidated Statements of Financial Position
(Expressed in Canadian dollars)

As at	Notes		March 31, 2022		March 31, 2021
ASSETS					
Current assets					
Cash		**$**	**399,514**	$	3,332,334
Amounts receivable	4		**2,301,171**		56,557
Prepaid expenses	5		**528,129**		26,044
Total current assets			**3,228,814**		3,414,935
Non-current assets					
Property and equipment	6		**19,441,201**		388,372
Total Assets		**$**	**22,670,015**	$	3,803,307
LIABILITIES					
Current					
Accounts payable and accrued liabilities	7,14	**$**	**5,707,337**	$	437,457
Lease liability	17		**1,053,160**		-
Loan payable	16		**970,300**		-
Acquisition fees payable	8,11,13		**677,637**		837,776
Total current liabilities			**8,408,434**		1,275,233
Non-current liabilities					
Loan payable	16		**2,085,469**		-
Acquisition fees payable	8,11,13		**1,089,874**		1,015,729
Total Liabilities		**$**	**11,583,777**	$	2,290,962
EQUITY					
Equity attributable to shareholders of Trigon Metals Inc.:					
Share capital	11		**59,637,034**		45,636,145
Warrants	12		**3,916,756**		2,490,361
Contributed surplus	12		**1,797,441**		745,037
Deficit			**(52,996,476)**		(46,741,166)
Total equity attributable to shareholders of Trigon Metals Inc.			**12,354,755**		2,130,377
Non-controlling interest			**(1,268,517)**		(618,032)
Total Equity			**11,086,238**		1,512,345
Total Liabilities and Equity		**$**	**22,670,015**	$	3,803,307

Nature of operation and going concern (note 1)

Commitments and contingencies (note 15,16,19)

Subsequent events (note 19)

Approved by the Board of Directors on July 28, 2022.

"Jed Richardson"
Jed Richardson
Director

"Larisa Sprott"
Larisa Sprott
Director

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

Trigon Metals Inc.
Consolidated Statements of Loss and Comprehensive Loss
(Expressed in Canadian dollars)

	Notes	Year ended March 31, 2022	2021
Expenses			
Consulting fees	14	**$ 3,118,588**	$ 788,877
Professional fees		**161,770**	117,960
Share-based payments	12	**1,203,200**	-
Travel and related costs		**332,474**	418
Investors relations, promotion and filing fees		**403,926**	193,022
General and administrative costs		**532,286**	128,280
Exploration and evaluation expenditures	8	**901,357**	4,981,660
Depreciation	6	**246,004**	18,423
Foreign exchange (gain) loss		**(79,430)**	13,929
Total expenses before the undernoted		**$ 6,820,175**	$ 6,242,569
Other income (expense)			
Interest income		**6,263**	3,962
Interest expense		**-**	(16,283)
Other income		**39,257**	23,243
Gain (loss) on disposal of equipment		**8,236**	(42,348)
Finance charges	16	**(318,891)**	-
Impairment of receivables		**(15,057)**	(115,621)
Accretion expenses	13	**(114,006)**	(114,847)
Net loss and comprehensive loss		**$ (7,214,373)**	$ (6,504,463)
Net loss and comprehensive loss attributable to:			
Shareholders of Trigon Metals Inc.		**$ (6,513,888)**	$ (6,374,773)
Non-controlling interest		**(700,485)**	(129,690)
		$ (7,214,373)	$ (6,504,463)
Loss per share			
Basic and diluted		**(0.05)**	(0.06)
Weighted average number of common shares outstanding			
Basic and diluted		**143,338,947**	102,832,589

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

Trigon Metals Inc.
Consolidated Statements of Changes in Shareholders' Equity
(Expressed in Canadian dollars)

	Notes	Attributable to equity owners of Trigon Metals Inc.						Non-controlling interest	Total equity
		Number of common shares	Share Capital	Contributed surplus	Warrants	Deficit	Total shareholders' equity		
Balance as at March 31, 2020		**90,466,859**	**40,239,927**	**834,647**	**1,831,520**	**(40,773,424)**	**2,132,670**	**(488,342)**	**1,644,328**
Net loss for the year		-	-	-	-	(6,374,773)	(6,374,773)	(129,690)	(6,504,463)
Shares issued for property	11,13	6,300,000	787,500	-	-	-	787,500	-	787,500
Private placements	11	15,310,998	5,356,849	-	-	-	5,356,849	-	5,356,849
Warrants issued	11,12	-	(1,206,955)	-	1,206,955	-	-	-	-
Share and warrant issue costs	11,12	-	(378,453)	-	(127,083)	-	(505,536)	-	(505,536)
Broker warrants issued	11,12	-	(64,584)	-	64,584	-	-	-	-
Warrants exercised	11,12	3,914,166	720,167	-	-	-	720,167	-	720,167
Value of warrants exercised	11,12	-	157,244	-	(157,244)	-	-	-	-
Warrants expired unexercised	12	-	-	-	(333,582)	333,582	-	-	-
Reversal of issue costs on expired warrants	12	-	-	-	5,211	(5,211)	-	-	-
Options exercised	11,12	75,000	13,500	-	-	-	13,500	-	13,500
Value of options exercised	11,12	-	10,950	(10,950)	-	-	-	-	-
Options expired unexercised	12	-	-	(78,660)	-	78,660	-	-	-
Balance as at March 31, 2021		**116,067,023**	**45,636,145**	**745,037**	**2,490,361**	**(46,741,166)**	**2,130,377**	**(618,032)**	**1,512,345**
Net loss for the year		-	-	-	-	(6,513,888)	(6,513,888)	(700,485)	(7,214,373)
Private placements	11	29,188,807	11,317,457	-	-	-	11,317,457	-	11,317,457
Warrants issued	11,12	-	(2,256,157)	-	2,256,157	-	-	-	-
Broker warrants issued	11,12	-	(226,720)	-	226,720	-	-	-	-
Share and warrant issue costs	11,12	-	(469,807)	-	(116,215)	-	(586,022)	-	(586,022)
Warrants exercised	11,12	24,350,372	4,727,431	-	-	-	4,727,431	-	4,727,431
Value of warrants exercised	11,12	-	892,385	-	(892,385)	-	-	-	-
Warrants expired	11,12	-	-	-	(47,882)	47,882	-	-	-
Options granted	12	-	-	1,270,400	-	-	1,270,400	-	1,270,400
Options exercised	11,12	50,000	9,000	-	-	-	9,000	-	9,000
Value of options exercised	11,12	-	7,300	(7,300)	-	-	-	-	-
Options expired unexercised	12	-	-	(210,696)	-	210,696	-	-	-
Issuance of non-controlling interest	13	-	-	-	-	-	-	50,000	50,000
Balance as at March 31, 2022		**169,656,202**	**59,637,034**	**1,797,441**	**3,916,756**	**(52,996,476)**	**12,354,755**	**(1,268,517)**	**11,086,238**

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

Trigon Metals Inc.
Consolidated Statements of Cash Flows
(Expressed in Canadian dollars)

	Notes		Year ended March 31, 2022		2021
Cash provided by (used in):					
Operating activities					
Net loss for the year		**$**	**(7,214,373)**	$	(6,504,463)
Adjustments for items not affecting cash:					
Acquisition of exploration and evaluation property	13		**-**		3,362,351
Depreciation	6		**246,004**		18,423
Interest expense			**601**		16,283
Accretion expense	13		**114,006**		114,847
(Gain) loss on disposal of property and equipment	6		**(8,236)**		42,442
Write off receivables			**-**		115,621
Unrealized foreign exchange gain			**-**		(21,491)
Share-based payments	12		**1,203,200**		-
Net cash from operating activities before changes in working capital			**(5,658,798)**		(2,855,987)
Net changes in non-cash working capital					
Change in amounts receivable			**(2,245,215)**		(93,852)
Change in prepaid expenses			**(502,085)**		(5,434)
Change in accounts payable and accrued liabilities			**5,069,880**		75,248
Net cash flows used in operating activities			**(3,336,218)**		(2,880,025)
Investing activities					
Purchase of property and equipment	6		**(17,270,027)**		(162,810)
Proceeds on disposal of property and equipment	6		**8,236**		38,314
Acquisition of exploration and evaluation property	13		**-**		(865,122)
Equipment received from acquisition of exploration and evaluation properties	13		**-**		94
Cash indebtedness received from acquisition of exploration and evaluation properties	13		**-**		(13)
Net cash flows used in investing activities			**(17,261,791)**		(989,537)
Financing activities					
Proceeds from private placements	11		**11,317,457**		5,356,849
Shares issued from warrants exercised	11,12		**4,727,431**		720,167
Shares issued from options exercised	11,12		**9,000**		13,500
Share and warrant issuance costs	11		**(586,022)**		(505,536)
Loan repaid	16		**-**		(434,505)
Loan received	16		**3,436,400**		-
Debt issuance costs	16		**(380,631)**		-
Lease liability payments	17		**(858,446)**		-
Net cash flows provided by financing activities			**17,665,189**		5,150,475
Increase in cash during the year			**(2,932,820)**		1,280,913
Cash - Beginning of year			**3,332,334**		2,051,421
Cash - End of year		**$**	**399,514**	$	3,332,334
Supplemental information					
Shares and finder shares issued for property acquisition	11,13	**$**	**-**	$	787,500
Broker warrants issued	12		**226,720**		64,584
Acquisition of right of use assets	6		**2,028,806**		-
Stock options granted in relation to lease liability	17		**67,200**		-
Gazania shares issued in relation to lease liability	17		**50,000**		

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Trigon Metals Inc. (the "Company" or "Trigon") was incorporated under the Business Corporations Act of Canada on April 1, 2005. On December 28, 2016, the Company changed its name from Kombat Copper Inc. to Trigon Metals Inc. and its stock symbol from "KBT" to "TM". The Company's head office is located at 130 Queens Quay East, Suite 1224, Toronto, Ontario, M5A 0P6.

These consolidated financial statements were reviewed, approved and authorized for issue by the Board of Directors on July 28, 2022.

The principal business activities of Trigon and its subsidiaries (collectively, the "Company") are the acquisition, maintenance, exploration and development of mines and mineral properties on the African continent. The business of exploring for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. Significant time and major expenses may be required to establish ore reserves, to develop metallurgical processes, to acquire construction and operating permits and to construct mining and processing facilities. The recoverability of the amounts shown for property and equipment is dependent upon the Company obtaining the necessary financing to complete the exploration, evaluation and development of its properties, the discovery of economically recoverable reserves and future profitable operations, or alternatively upon the Company's ability to dispose of its interests on an advantageous basis.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of operations of such properties, these procedures do not guarantee the Company's title. Property title may be subject to government licensing requirements or regulations, unregistered prior agreements, unregistered claims, indigenous claims, and non-compliance with regulatory, social and environmental requirements. The Company's property interests may also be subject to increases in taxes and royalties, renegotiation of contracts, political uncertainty and currency exchange fluctuations and restrictions.

Going concern

These consolidated financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. A different basis of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. As at March 31, 2022, the Company had a negative working capital of $5,179,620 compared with a positive working capital of $2,139,702 as at March 31, 2021. During the year ended March 31, 2022, the Company incurred a net loss of $7,214,373 (2021: $6,504,463). The Company's continuation as a going concern is dependent upon the successful results from its mineral property exploration and development activities and its ability to attain profitable operations and generate funds there from and/or raise equity capital or borrowings sufficient to meet current and future obligations. Management intends to finance operating costs over the next twelve months with current cash on hand, potential proceeds from the exercise of warrants/stock options, further private placements and borrowings, if available (see note 19). During fiscal 2022 and 2021, the Company was able to raise funds through financings. However, there is no assurance that additional financing will be available on terms acceptable to the Company, or at all. These matters represent material uncertainties that cast significant doubt on the Company's ability to continue as a going concern. These consolidated financial statements do not reflect adjustments to the carrying value of assets and liabilities that would be necessary should the Company be unable to continue operations. Such adjustments could be material.

Novel Coronavirus ("COVID-19")

The Company's operations could be significantly adversely affected by the effects of a widespread global outbreak of a contagious disease, including the recent outbreak of respiratory illness caused by COVID-19. The Company cannot accurately predict the impact COVID-19 will have on its operations and the ability of others to meet their obligations with the Company, including uncertainties relating to the ultimate geographic spread of the virus, the severity of the disease, the duration of the outbreak, and the length of travel and quarantine restrictions imposed by governments of affected countries. In addition, a significant outbreak of contagious diseases in the human population could result in a widespread health crisis that could adversely affect the economies and financial markets of many countries, resulting in an economic downturn that could further affect the Company's operations and ability to finance its operations. Despite the severity of COVID-19 pandemic, there were no material impacts on the Company's operations and finances for the years ended March 31, 2022 and 2021.

2. SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"), applicable to the preparation of consolidated financial statements and in accordance with accounting policies based on IFRS standards and International Financial Reporting Interpretations Committee ("IFRIC") interpretations. The Company has consistently applied the accounting policies used in the preparation of these consolidated financial statements throughout all periods presented, as if these policies had always been in effect.

Basis of preparation

These consolidated financial statements have been prepared on a historical cost basis except for certain financial instruments, which are stated at their fair values. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information. All amounts have been rounded to the nearest dollars, unless otherwise indicated.

Consolidation

These consolidated financial statements incorporate the accounts of Trigon Metals Inc. and its subsidiaries, PNT Financeco Corp. (Barbados) 100% (2021 – 100%), Kombat Holdings (Namibia) (Pty) Ltd. (Namibia) 100% (2021 - 100%), Trigon Mining (Namibia) (Pty) Ltd. ("Trigon Namibia") (Namibia) 80% (2021 – 80%), Trigon (Morocco) Holding Corp. (Canada) 100% (2021 – 100%), Technomine Africa Sarl ("Technomine") (Morocco) 100% (2021 – 100%) and Gazania Investments Nine (Pty) Ltd. ("Gazania") (Namibia) 90% (2021 – 100%). All intercompany transactions, balances, income and expenses are eliminated on consolidation. The 20% of Trigon Namibia not owned by the Company is owned by the Namibia State Mining Company and a local Namibian partner. The 10% of Gazania Investments Nine (Pty) Ltd. is owned by a local Namibian partner.

Subsidiaries consist of entities over which the Company is exposed to, or has rights to, variable returns as well as the ability to affect those returns through the power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date control is transferred to the Company and are de-consolidated from the date control ceases. These consolidated financial statements include all the assets, liabilities, revenues, expenses and cash flows of the Company and its subsidiaries after eliminating inter-entity balances and transactions.

For non-wholly owned, controlled subsidiaries, the net assets attributable to outside equity shareholders are presented as "non-controlling interests" in the equity section of the consolidated statement of financial position. Profit for the period that is attributable to non-controlling interests is calculated based on the ownership of the minority shareholders in the subsidiary. Warrants and stock options issued by subsidiaries, exercisable into subsidiary shares, are presented as a component of non-controlling interest in the consolidated statement of financial position.

When the Company ceases to have control, any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognized in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognized in other comprehensive income in respect of that entity are accounted for as if the group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognized in other comprehensive income are reclassified to profit or loss.

The partial disposal of an interest resulting in loss of control meets the definition of a disposal group. A disposal group qualifies as a discontinued operation if it is a component of an entity that either has been disposed of, or is classified as held for sale, and:

- Represents a separate major line of business or geographical area of operations;
- Is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations; or
- Is a subsidiary acquired exclusively with a view to resale.

Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss after tax from discontinued operations in the consolidated statement of loss.

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currency transactions

The functional currency of an entity is the currency of the primary economic environment in which the entity operates. The Canadian dollar has been determined as the functional currency of the Company and all subsidiaries, and is the currency in which funds from financing activities (i.e. issuing debt and equity instruments) are generated and because the activities of the foreign operation are carried out as an extension of the reporting entity, rather than being carried out with a significant degree of autonomy.

Foreign currency transactions are translated into the functional currency of the entity in which they occur using the exchange rates prevailing at the dates of transactions. Foreign exchange gains and losses resulting from the settlement of foreign currency transactions and from the translation of monetary assets and liabilities denominated in currencies other than functional currency at period-end exchange rates are recognized in the consolidated statement of loss.

Mine development assets

Mine development assets are accumulated separately for each area of interest in which economically recoverable reserves have been identified. These assets are comprised of expenditures directly attributable to the construction of a mine and the related infrastructure.

General and administration costs are allocated to a development asset only to the extent that those costs can be related directly to development activities in the relevant areas of interest.

No amortization is recognized in respect of development properties until they are at the end of the commissioning phase, when the mine is capable of operating in the manner intended by management.

Production stage

A mine that is under construction is determined to enter the production stage when the project is in the location and condition necessary for it to be capable of operating in the manner intended by management.

When a mine development asset moves into the production stage, the capitalization of certain mine construction costs ceases and costs are either capitalized to inventory or expensed, except for capitalizable costs related to property, plant and equipment additions or improvements, open pit stripping activities that provide a future benefit or expenditures that meet the criteria for capitalization in accordance with International Accounting Standard 16 (“IAS”) 16 Property, Plant and Equipment.

Pre-production stripping costs are capitalized until an “other than de minimis” level of mineral is extracted, after which time such costs are either expensed, capitalized to inventory or, if it qualifies as an open pit stripping activity that provides a future benefit, capitalized to property, plant and equipment. Various relevant criteria are considered to assess when an “other than de minimis” level of mineral is produced. Some of the criteria considered would include, but not be limited to, the following:

- The amount of minerals mined versus total tons in the life of mine;
- The amount of ore tons mined versus total life of mine expected ore tons;
- The current stripping ratio versus the life of mine ratio; and
- The ore grade versus the life of mine grade.

Stripping costs incurred during the production stage of a pit are accounted for as costs of inventory produced during the period that the stripping costs are incurred, unless these costs are expected to provide future economic benefit to the identifiable component of the ore body. Components of the ore body are based on the distinct development phases identified by the mine planning engineers when determining the optimal development plan for the open pit. Production phase stripping costs generate a future economic benefit when the related stripping activity:

- Improves access to a component of the ore body to be mined in the future;
- Increases the fair value of the mine (or pit) as access to future mineral reserves becomes less costly; and
- Increases the production capacity or extends stripping.

Costs that are expected to generate a future economic benefit are capitalized as open pit mine development costs.

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Mine development costs are depreciated on a unit of production basis whereby the denominator is the estimated tons of lithium in proven and probable reserves and the portion of resources considered probable of economic extraction based on the current life of mine plan in the current component of the ore body that has been made more accessible through the strip activity and all future components in the current plan that benefit from the particular stripping activity. Mine development assets are depreciated once the operation has entered production and the future economic benefit is being derived.

Property and equipment

Property and equipment are carried at cost, less accumulated depreciation and impairment losses. The initial cost of an asset comprises its purchase price or construction cost, any costs directly attributable to bringing the assets to a working condition for their intended use, the initial estimate of the rehabilitation provisions, and for qualifying assets, borrowing costs. The purchase price or construction cost is the aggregate amount paid and the fair value of any other consideration given to acquire the asset. Costs associated with the commissioning of new assets, in the period before they are operating in the way intended by management, are capitalized, net of any pre-production revenues. All property and equipment, with the exception of land and buildings, are depreciated on a straight-line basis over three to five years. Land is not depreciated and buildings are depreciated over 40 years.

Significant components of the property and equipment are recorded and depreciated separately. Residual values, method of depreciation and the useful lives of assets are revised annually and adjusted prospectively, if appropriate, if there is an indicator of a significant change since the last reporting date.

Impairment of non-financial assets

At the end of each reporting period, the Company reviews and evaluates the recoverable amount of its property and equipment and when events or changes in circumstances indicate that the carrying amounts of related assets or groups of assets might not be recoverable.

For the purpose of measuring recoverable amounts, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). The recoverable amount is the higher of an asset's fair value less costs to sell and value in use (being the present value of the expected future cash flows of the relevant asset). Any resulting write-down of the excess of carrying value over the recoverable amount is charged to the consolidated statement of loss.

Exploration and evaluation expenditures

Exploration and evaluation expenditures comprise costs of the initial search for mineral deposits and performing a detailed assessment of deposits that have been identified as having economic potential. Exploration and evaluation costs are expensed as incurred and included in the consolidated statement of loss and until technical feasibility and commercial viability of extraction of reserves are demonstrable. Once a mine development decision has been made by the Company, subsequent expenditures incurred to develop the mine are capitalized to mine development assets. Exploration and evaluation costs include an allocation of administration and salary costs as determined by management.

Financial instruments

Financial assets

Initial recognition and measurement
Non-derivative financial assets within the scope of IFRS 9 are classified and measured as "financial assets at fair value", as either fair value through profit or loss ("FVPL") or fair value through other comprehensive income ("FVOCI"), and "financial assets at amortized costs", as appropriate. The Company determines the classification of financial assets at the time of initial recognition based on the Company's business model and the contractual terms of the cash flows.

All financial assets are recognized initially at fair value plus, in the case of financial assets not at FVPL, directly attributable transaction costs on the trade date at which the Company becomes a party to the contractual provisions of the instrument.

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (continued)

Financial assets (continued)

Subsequent measurement – financial assets at amortized cost
After initial recognition, financial assets measured at amortized cost are subsequently measured at the end of each reporting period at amortized cost using the Effective Interest Rate (“EIR”) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and any fees or costs that are an integral part of the EIR. The Company’s cash and amounts receivable are recorded at amortized cost.

Subsequent measurement – financial assets at FVPL
Financial assets measured at FVPL include financial assets management intends to sell in the short term and any derivative financial instrument that is not designated as a hedging instrument in a hedge relationship. Financial assets measured at FVPL are carried at fair value in the consolidated statements of financial position with changes in fair value recognized in other income or expense in the consolidated statements of loss. The Company does not measure any financial assets at FVPL.

Subsequent measurement – financial assets at FVOCI
Financial assets measured at FVOCI are non-derivative financial assets that are not held for trading and the Company has made an irrevocable election at the time of initial recognition to measure the assets at FVOCI. The Company does not measure any financial assets at FVOCI.

After initial measurement, investments measured at FVOCI are subsequently measured at fair value with unrealized gains or losses recognized in other comprehensive income or loss in the consolidated statements of comprehensive loss. When the investment is sold, the cumulative gain or loss is not reclassified to profit or loss.

Dividends from such investments are recognized in other income in the consolidated statements of loss when the right to receive payments is established.

Derecognition
A financial asset is derecognized when the contractual rights to the cash flows from the asset expire, or the Company no longer retains substantially all the risks and rewards of ownership.

Impairment of financial assets
The Company’s only financial assets subject to impairment are amounts receivable, which are measured at amortized cost. The Company has elected to apply the simplified approach to impairment as permitted by IFRS 9, which requires the expected lifetime loss to be recognized at the time of initial recognition of the receivable. To measure estimated credit losses, accounts receivable have been grouped based on shared credit risk characteristics, including the number of days past due. An impairment loss is reversed in subsequent periods if the amount of the expected loss decreases and the decrease can be objectively related to an event occurring after the initial impairment was recognized.

Financial liabilities

Initial recognition and measurement
Financial liabilities are measured at amortized cost, unless they are required to be measured at FVPL as is the case for held for trading or derivative instruments, or the Company has opted to measure the financial liability at FVPL. The Company’s financial liabilities include accounts payable and accrued liabilities, loan payable, and acquisition fees payable, which are each measured at amortized cost. All financial liabilities are recognized initially at fair value.

Subsequent measurement – financial liabilities at amortized cost
After initial recognition, financial liabilities measured at amortized cost are subsequently measured at the end of each reporting period at amortized cost using the EIR method. Amortized cost is calculated by taking into account any discount or premium on acquisition and any fees or costs that are an integral part of the EIR. The EIR amortization is included in the consolidated statement of loss.

Derecognition
A financial liability is derecognized when the obligation under the liability is discharged, cancelled or expires with any associated gain or loss recognized in other income or expense in the consolidated statements of loss.

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Lease liabilities and right-of-use assets

At inception of the contract, the Company assesses whether a contract is, or contains, a lease by evaluating if the contract conveys the right to control the use of an identified asset. For contracts that contain a lease, the Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted by any initial direct costs, and costs to dismantle and remove the underlying asset less any lease incentives. The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the underlying asset or the end of the lease term. Under IFRS 16, right-of-use assets are tested for impairment in accordance with IAS 36 Impairment of Assets.

The lease liability is initially measured at the present value of lease payments to be paid subsequent to the commencement date of the lease, discounted either at the interest rate implicit in the lease or the Company's incremental borrowing rate. The lease payments measured in the initial lease liability include payments for an optional renewal period, if any, if the Company is reasonably certain that it will exercise a renewal extension option. The liability is measured at amortized cost using the effective interest method and will be remeasured when there is a change in either the future lease payments or assessment of whether an extension or other option will be exercised. The lease liability is subsequently adjusted for lease payments and interest on the obligation. Interest expense on the lease obligation is included in the consolidated statement of loss.

The Company has elected not to recognize right-of-use assets and lease liabilities for leases with a lease term of less than 12 months and low value assets and recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term, as permitted by IFRS 16.

The Company reports its right-of-use asset as part of property, plant and equipment on the consolidated statement of financial position. See Note 6 for continuity schedule of the right-of-use asset and Note 15 for lease liability.

Provisions

Provisions are recognized when: (i) the Company has a present obligation (legal or constructive) as a result of a past event, and (ii) it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and (iii) a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

A provision for onerous contracts is recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract. The Company had no material provisions as at March 31, 2022 and 2021.

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 nature of these restoration activities includes dismantling and removing structures, rehabilitating mines and tailings dams, dismantling operating facilities, closure of plant and waste sites, and restoration, reclamation and re-vegetation of affected areas.

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 the estimated cost is capitalized by increasing the carrying amount of the related mining assets to the extent that it was incurred prior to the production of related ore. 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 periodic unwinding of the discount is recognized in the consolidated statement of loss as a finance cost. Additional disturbances or changes in rehabilitation costs will be recognized as additions or charges to the corresponding assets and rehabilitation liability when they occur. For closed sites, changes to estimated costs are recognized immediately in the consolidated statement of loss.

The Company had no material decommissioning obligations as at March 31, 2022 and 2021.

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income taxes

Income tax on the profit or loss for the periods presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

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

Deferred tax is provided using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes and the initial recognition of assets or liabilities that affect neither accounting nor taxable profit. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the financial position reporting date.

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

Cash

Cash is comprised of cash on hand and deposits that generally mature within 90 days from the date of acquisition.

Prepaid expenses

Prepaid expenses represent payments made or obligations incurred in advance of the receipt of goods or rendering of services.

Loss per share

Basic loss per share is calculated by dividing loss attributable to common shareholders by the weighted average number of common shares outstanding for the year. In the event of the Company reporting net profit, the diluted loss per share will be similar to basic loss per share, except that the denominator will be increased to include the number of additional shares that would have been outstanding if the dilutive potential common shares in connection with the issued share options and warrants had been issued using the treasury stock method. The Company's options and warrants were anti-dilutive for the years ended March 31, 2022 and 2021.

Share-based payments

Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received.

The fair value of share-based payments is determined using the Black-Scholes option pricing model. The compensation expense is recognized over the period during which the options vest based on the estimate of equity instruments expected to vest. Upon exercise of the stock options, consideration paid by the option holder together with the amount previously recognized in contributed surplus is recorded as an increase to share capital. Unexercised expired stock options are transferred to accumulated deficit.

Warrants

Warrants are recognized at fair value on the date of grant and are measured using the Black-Scholes option pricing model. Upon exercise of warrants, consideration paid by the warrant holder together with the amount previously recognized in warrants is recorded as an increase to share capital. Unexercised expired warrants are transferred to accumulated deficit.

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Contingencies

In assessing loss contingencies related to legal proceedings that are pending or unasserted claims that may result in such proceedings, the Company and its legal counsel evaluate the perceived merits of any legal proceedings or unasserted claims and the amount of relief sought or expected to be sought.

If the assessment of a contingency suggests that a loss is probable, the amount can be reliably estimated, and there is a present obligation as a result of a past event, then a loss is recorded. The details of a contingent loss are disclosed unless the possibility of any outflow in settlement is remote. Legal fees incurred with pending legal proceedings are expensed as incurred.

Operating segments

The Company has concluded that it has only one material operating segment (the development of its Namibian mining permits) for financial reporting purposes.

Future accounting changes

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or IFRIC that are mandatory for annual accounting periods beginning on April 1, 2022, or later. Updates that are not applicable or are not consequential to the Company have been excluded. The following have not yet been adopted and are being evaluated to determine their impact on the Company.

IAS 1 – Presentation of Financial Statements ("IAS 1") was amended in January 2020 to provide a more general approach to the classification of liabilities under IAS 1 based on the contractual arrangements in place at the reporting date. The amendments clarify that the classification of liabilities as current or non-current is based solely on a company's right to defer settlement at the reporting date. The right needs to be unconditional and must have substance. The amendments also clarify that the transfer of a company's own equity instruments is regarded as settlement of a liability, unless it results from the exercise of a conversion option meeting the definition of an equity instrument. The amendments are effective for annual periods beginning on January 1, 2023.

IAS 1 – In February 2021, the IASB issued 'Disclosure of Accounting Policies' with amendments that are intended to help preparers in deciding which accounting policies to disclose in their financial statements. The amendments are effective for year ends beginning on or after January 1, 2023.

IAS 8 – In February 2021, the IASB issued 'Definition of Accounting Estimates' to help entities distinguish between accounting policies and accounting estimates. The amendments are effective for year ends beginning on or after January 1, 2023.

IAS 12 – In May 2021, the IASB issued 'Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction' that clarifies how entities account for deferred tax on transactions such as leases and decommissioning obligations. The amendments are effective for year ends beginning on or after January 1, 2023.

IAS 16 – Property, Plant and Equipment ("IAS 16") was amended. The amendments introduce new guidance, such that the proceeds from selling items before the related property, plant and equipment is available for its intended use can no longer be deducted from the cost. Instead, such proceeds are to be recognized in profit or loss, together with the costs of producing those items. The amendments are effective for annual periods beginning on January 1, 2022.

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Future accounting changes (continued)

IAS 37 – Provisions, Contingent Liabilities, and Contingent Assets ("IAS 37") was amended. The amendments clarify that when assessing if a contract is onerous, the cost of fulfilling the contract includes all costs that relate directly to the contract – i.e., a full-cost approach. Such costs include both the incremental costs of the contract (i.e., costs a company would avoid if it did not have the contract) and an allocation of other direct costs incurred on activities required to fulfill the contract – e.g., contract management and supervision, or depreciation of equipment used in fulfilling the contract. The amendments are effective for annual periods beginning on January 1, 2022.

IFRS 3 – Business Combinations ("IFRS 3") was amended. The amendments introduce new exceptions to the recognition and measurement principles in IFRS 3 to ensure that the update in references to the revised conceptual framework does not change which assets and liabilities qualify for recognition in a business combination. An acquirer should apply the definition of a liability in IAS 37 – rather than the definition in the Conceptual Framework – to determine whether a present obligation exists at the acquisition date as a result of past events. For a levy in the scope of IFRIC 21, the acquirer should apply the criteria in IFRIC 21 to determine whether the obligating event that gives rise to a liability to pay the levy has occurred by the acquisition date. In addition, the amendments clarify that the acquirer should not recognize a contingent asset at the acquisition date. The amendments are effective for annual periods beginning on January 1, 2022.

3. CRITICAL ACCOUNTING ESTIMATES AND MANAGEMENT JUDGMENTS

The preparation of the consolidated financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reported period. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

The significant areas of judgment and estimation uncertainty considered by management in preparing the consolidated financial statements include:

Critical judgment in applying accounting policies:

- Assets' carrying values and impairment charges

  Events or changes in circumstances can give rise to significant impairment charges or reversals of impairment in a particular year. Management exercises its judgment in determining when such events or changes in circumstances have arisen and where such circumstances evidence a significant or prolonged decline of fair value on assets indicating impairment.

- Commercial production

  The determination of when the mine is in a condition necessary for it to be capable of operating in the manner intended by management (referred to as "commercial production") is a matter of judgment that will impact when the Company recognizes revenue and operating costs in the consolidated statement of loss and depreciation and depletion commence. In making this determination, management considered whether (a) the major capital expenditures to bring the mine to the condition necessary for it to be capable of operating in the manner intended by management had been completed; (b) a reasonable period of commissioning had been completed; (c) consistent operating results have been achieved at the previously budgeted level of design capacity; and (d) the transfer of operations from the construction personnel to operations personnel had been completed. As at March 31, 2022, management and the Board has not declared commercial production.

3. CRITICAL ACCOUNTING ESTIMATES AND MANAGEMENT JUDGMENTS (continued)

Critical judgment in applying accounting policies: (continued)

- Determination of functional currency

  Based on the primary indicators in IAS 21 – The Effects of Change in Foreign Exchange Rates – the Canadian dollar has been determined as the functional currency of the Company and all subsidiaries as the Canadian dollar is the currency in which funds from financing activities (i.e. issuing debt and equity instruments) are generated and because the activities of the foreign operation are carried out as an extension of the reporting entity, rather than being carried out with a significant degree of autonomy. Effects of changes in foreign exchange rates are recorded as foreign exchange gain (loss) on the statement of loss. If the functional currency of the Namibian entities had been the Namibian dollar, the effect of changes in foreign exchange rates would have been reflected as other comprehensive income and carried as a cumulative translation adjustment within accumulated other comprehensive income in the equity section of the consolidated statement of financial position.

- Determination of discount rates

  Determination of the discount rate for acquisition fees payable is based on comparison to similar interest bearing debt instruments of a group of comparative companies.

- Acquisitions

  For acquisitions, the Company must make assumptions and estimates to determine the purchase price accounting of the assets and liabilities being acquired, as well as the expected outcomes of contingent items. To do so, the Company must determine the acquisition date fair value of the identifiable assets acquired and liabilities assumed. The determination of these fair market values is inherently subjective and requires judgment. In addition the Company must consider whether the acquisition of a subsidiary or group of assets constitutes a business combination or an asset acquisition. This is done by considering whether the acquired group includes inputs and process or whether there is a concentration of assets being acquired. These assumptions and estimates have an impact on the asset and liability amounts recorded in the consolidated statement of financial position.

Key sources of estimation uncertainty:

- Depreciation rates

  All property and equipment, with the exception of land and buildings, are depreciated on a straight-line basis over three to five years, which the Company believes is the best approximation of the asset utility to the Company. If the estimated life had been longer than management's estimate, the carrying amount of the asset would have been higher.

  The Company's ROU asset is depreciated on a straight-line basis over 10 years, which represents the life of the lease associated with the ROU asset. The Company believes this approach represents the best approximation of the asset utility to the Company.

- Assets' carrying values and impairment charges

  The determination of carrying values and impairment charges and their individual assumptions require that management make an estimate based on the best available information at each reporting period including the future expectation of underground mine development to extend life of mine. Under situations where management has determined indicators of impairment are present, an impairment assessment will be performed by management whereupon management looks at the higher of recoverable amount or fair value less costs to sell in the case of assets.

3. CRITICAL ACCOUNTING ESTIMATES AND MANAGEMENT JUDGMENTS (continued)

Key sources of estimation uncertainty (continued):

- Mineral Reserve and Mineral Resource estimates

The figures for Mineral Reserves and Mineral Resources are determined in accordance with National Instrument 43-101, “Standards of Disclosure for Mineral Projects”, issued by the Canadian Securities Administrators. There are numerous uncertainties inherent in estimating Mineral Reserves and Mineral Resources, including many factors beyond the Company’s control.

Such estimation is a subjective process, and the accuracy of any Mineral Reserve or Mineral Resource estimate is a function of the quantity and quality of available data and of the assumptions made and judgments used in engineering and geological interpretation. Differences between management’s assumptions, including economic assumptions such as metal prices and market conditions, and future circumstances could have a material effect in the future on the Company’s financial position and results of operation.

- Share-based payment transactions and warrants

The Company records share-based compensation at fair value over the vesting period. The Company also issues warrants. The fair value of the options and warrants is determined using the Black-Scholes options pricing model and management assumptions including the expected dividend yield, expected volatility, forfeiture rate, risk free rate and expected life. Should the underlying assumptions change, it will impact the fair value. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.

- Estimation of decommissioning and restoration costs and the timing of expenditure

The cost estimates are updated annually to reflect known developments, (e.g. revisions to cost estimates and to the estimated lives of operations) and are subject to review at regular intervals. Decommissioning, restoration and similar liabilities are estimated based on the Company’s interpretation of current regulatory requirements, constructive obligations and are measured at fair value. Fair value is determined based on the net present value of estimated future cash expenditures for the settlement of decommissioning, restoration or similar liabilities that may occur upon decommissioning of the mine. Such estimates are subject to change based on changes in laws and regulations and negotiations with regulatory authorities.

- Income, value added, withholding and other taxes

In assessing the probability of realizing income tax assets recognized, management makes estimates related to expectations of future taxable income, applicable tax planning opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified. Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing tax laws in each jurisdiction. The Company considers whether relevant tax planning opportunities are within the Company’s control, are feasible, and are within management’s ability to implement. Examination by applicable tax authorities is supported based on individual facts and circumstances of the relevant tax position examined in light of all available evidence. Where applicable tax laws and regulations are either unclear or subject to ongoing varying interpretations, it is reasonably possible that changes in these estimates can occur that materially affect the amounts of income tax assets recognized. Also, future changes in tax laws could limit the Company from realizing the tax benefits from the deferred tax assets. The Company reassesses unrecognized income tax assets at each reporting period.

The Company is subject to income, value added, withholding and other taxes. Significant judgment is required in determining the Company’s provisions for taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. The determination of the Company’s income, value added, withholding and other tax liabilities requires interpretation of complex laws and regulations. The Company’s interpretation of taxation law as applied to transactions and activities may not coincide with the interpretation of the tax authorities. All tax related filings are subject to government audit and potential reassessment subsequent to the financial statement reporting period. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the tax related accruals and deferred income tax provisions in the period in which such determination is made.

(Expressed in Canadian dollars)

3. CRITICAL ACCOUNTING ESTIMATES AND MANAGEMENT JUDGMENTS (Continued)

- Contingencies

Refer to Note 15.

4. AMOUNTS RECEIVABLE

		March 31, 2022		March 31, 2021
Sales taxes receivable	$	64,169	$	56,143
VAT receivable		2,183,431		-
Trade and other receivable		53,571		414
	$	2,301,171	$	56,557

5. PREPAID EXPENSES

		March 31, 2022		March 31, 2021
Insurance	$	39,142	$	9,066
Deposit		-		850
Prepaid legal and finance charges		328,704		-
Other		160,283		16,128
	$	528,129	$	26,044

6. PROPERTY AND EQUIPMENT

Property and equipment are carried at cost less accumulated depreciation and impairment and consist of the following:

	March 31, 2022			March 31, 2021		
	Cost	**Accumulated Depreciation**	**Net book value**	Cost	Accumulated Depreciation	Net book value
Office furnitures, equipment and software	**411,388**	**85,434**	**325,954**	11,958	7,438	4,520
Vehicles	**313,709**	**81,630**	**232,079**	126,764	24,348	102,416
Buildings	**60,920**	**10,659**	**50,261**	60,920	10,659	50,261
Land	**182,508**	**-**	**182,508**	182,508	-	182,508
Machinery and equipment	**498,036**	**119,063**	**378,973**	127,571	78,904	48,667
Right of use assets	**2,028,806**	**70,567**	**1,958,239**	-	-	-
Assets under construction	**16,313,187**	**-**	**16,313,187**	-	-	-
	19,808,554	**367,353**	**19,441,201**	509,721	121,349	388,372

As at March 31, 2022, the carrying value of property and equipment is compromised of $nil in Canada (March 31, 2021 - $nil), $23,612 in Morocco (March 31, 2021 - $23,612) and $19,417,589 in Namibia (March 31, 2021 - $364,760).

(Expressed in Canadian dollars)

6. PROPERTY AND EQUIPMENT (Continued)

Reconciliation of the carrying amounts for the years ended March 31, 2022 and 2021 are as follows:

Cost	Office furniture, equipment and software	Vehicles	Buildings	Land	Machinery and equipment	Right of use assets	Mine development and plant under construction	Total
Balance, March 31, 2020	$ 6,300	$ 22,903	$ 60,920	$ 182,508	$ 155,036	$ -	$ -	$ 427,667
Additions (Disposals)	5,658	103,861	-	-	(27,465)	-	-	82,054
Balance, March 31, 2021	$ 11,958	$ 126,764	$ 60,920	$ 182,508	$ 127,571	$ -	$ -	$ 509,721
Additions (Disposals)	399,430	186,945	-	-	370,465	2,028,806	16,313,187	19,298,833
Balance, March 31, 2022	$ 411,388	$ 313,709	$ 60,920	$ 182,508	$ 498,036	$ 2,028,806	$ 16,313,187	$ 19,808,554
Accumulated depreciation, depletion and impairment								
Balance, March 31, 2020	$ (6,300)	$ (13,537)	$ (9,136)	$ -	$ (73,953)	$ -	$ -	$ (102,926)
Changes for the year	(1,138)	(10,811)	(1,523)	-	(4,951)	-	-	(18,423)
Balance, March 31, 2021	$ (7,438)	$ (24,348)	$ (10,659)	$ -	$ (78,904)	$ -	$ -	$ (121,349)
Changes for the year	(77,996)	(57,282)	-	-	(40,159)	(70,567)	-	(246,004)
Balance, March 31, 2022	$ (85,434)	$ (81,630)	$ (10,659)	$ -	$ (119,063)	$ (70,567)	$ -	$ (367,353)
Net book value								
As at March 31, 2021	**$ 4,520**	**$ 102,416**	**$ 50,261**	**$ 182,508**	**$ 48,667**	**$ -**	**$ -**	**$ 388,372**
As at March 31, 2022	**$ 325,954**	**$ 232,079**	**$ 50,261**	**$ 182,508**	**$ 378,973**	**$ 1,958,239**	**$ 16,313,187**	**$ 19,441,201**

7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	March 31, 2022	March 31, 2021
Trade payables	$ 5,388,384	$ 221,467
Accruals	318,953	215,990
	5,707,337	437,457

(Expressed in Canadian dollars)

8. EXPLORATION AND EVALUATION EXPENDITURES

	Year ended March 31, 2022	2021
Trigon Namibia		
Drilling and assay	**$ 526,949**	$ 30,510
Field office and support	**-**	178,541
Consulting and labour	**17,402**	682,778
Licence and permit	**3,448**	1,404
Technical report	**-**	30,533
Environmental assessment	**-**	14,901
Travel	**-**	71,579
Preproduction costs	**-**	10,936
	$ 547,799	$ 1,021,182
Technomine, Morocco		
Assay and survey	**$ 12,594**	$ 60,030
Drilling	**49,908**	258,257
Field office and support	**87,918**	48,611
Consulting and labour	**352,730**	228,173
Travel	**34,290**	2,513
Acquisition of exploration and evaluation property	**-**	2,862,351
	$ 537,440	$ 3,459,935
Gazania Namibia		
Environmental assessment	**$ 65**	$ -
Licence and permit	**709**	487
Field office and support	**15,344**	56
Recovery of exploration and evaluation property	**(200,000)**	500,000
	$ (183,882)	$ 500,543
Total exploration and evaluation expenditures	**$ 901,357**	$ 4,981,660

The Company holds an effective 80% interest in its five mining licenses in Northern Namibia through its subsidiary, Trigon Namibia. The mining licenses were renewed by the Namibian Ministry of Mines and Energy in June 2021 for a 10-year period from June 2, 2021.

On February 20, 2020, Trigon Namibia was awarded a new Exclusive Prospecting Licence 7525 (“EPL 7525”) by the Ministry of Mines and Energy in Namibia for a three-year period, commencing on January 17, 2020. EPL 7525 is situated to the west of the Kombat project and south of certain of the Company’s licenses related to the Kombat Mine.

8. EXPLORATION AND EVALUATION EXPENDITURES (continued)

On September 24, 2020, the Company acquired a 100% equity interest in Technomine, a Moroccan company, from Technomine's previous shareholders (the "Vendors"). Technomine owns a 100% interest in the Silver Hill Project ("Silver Hill") in Morocco (see Note 13). Below are the terms of the transaction:

1. Pay to the Vendors $500,000 in cash (paid) and issue 6,000,000 common shares (issued) on closing of the Transaction (the "First Payment"). The common shares were valued at $750,000 based on their trading price subsequent to the signing of the share purchase agreement.
2. On the one-year anniversary of the closing of the transaction, Trigon must pay to the Vendors $400,000 (outstanding) and issue such number of Trigon common shares equal to $250,000 (based on their trading price at the time) (outstanding) (the "Second Payment").
3. Upon the completion of an independent National Instrument 43-101 compliant Mineral Resource estimate at Silver Hill showing at least 100,000 tonnes of contained copper and/or equivalent, Trigon shall issue such number of shares equal to $1,250,000 (based on their trading price at the time) to the Vendors.

In addition, the Company paid $25,000 cash and issued 300,000 common shares to Majilias Inc. for its role as an arm's length finder. The common shares were valued at $37,500 based on their trading price subsequent to the signing of the share purchase agreement. The finder shall also be entitled to a finder's fee of 5% in cash and share consideration comprising the Second Payment, when paid by Trigon.

The Second Payment was delayed until August 1, 2023 to allow the Company to preserve its working capital. The delay is not expected to have an impact on the Company.

On February 25, 2021, the Company acquired a 100% equity interest in Gazania, of which 80% was acquired from Sabre Resources Ltd. ("Sabre"), Australia and 20% was acquired from Coniston Pty Ltd. ("Coniston"), Australia. At that time, Gazania was the 100% owner of Exclusive Prospecting Licence 3540 ("EPL 3540"). See Note 13. Below are the terms of the transaction:

As consideration:

- Trigon paid $200,000 on fulfilment of the conditions precedent to the sale and purchase agreement signed with Sabre ("Sabre Agreement"). A second tranche cash payment of $100,000 was payable to Sabre on the renewal of EPL 3540 by the Namibian Ministry of Mines and Energy, subject to such renewal being granted within three years of signature of the Sabre Agreement; and
- Trigon paid $1,000 on fulfilment of the conditions precedent to the sale and purchase agreement signed with Coniston ("Coniston Agreement"). A second tranche cash payment of $100,000 was payable to Coniston on the renewal of the EPL 3540 by the Namibian Ministry of Mines and Energy, subject to such renewal being granted within three years of signature of the Coniston Agreement.
- Trigon has also paid a facilitation fee of $99,000 to Kalgoorlie Mine Management Pty Ltd for its assistance in facilitating and documenting the acquisition.

In March 2022, the Company received notification that EPL 3540 would not be renewed by the Namibian Ministry of Mines and Energy. As a result, the second tranche payments of $200,000 due on renewal of the EPL 3540 as part of the Coniston Agreement and Sabre Agreement will not be paid.

The Company transferred 10% of its equity interest in Gazania to a local Namibian partner in January 2022 in connection with the payment terms of a lease liability, reducing its equity interest in Gazania to 90%. See Note 17.

(Expressed in Canadian dollars)

9. FINANCIAL INSTRUMENTS

Financial instruments measured at fair value on the consolidated statements of financial position are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The Company's financial instruments consist of cash, amounts receivable, accounts payable and accrued liabilities, lease liabilities, loan payable, and acquisition fees payable. The fair value of these financial instruments approximates their carrying values due to the short-term nature of these instruments. The non-current portion of the acquisition fees payable are recorded at a 15% discount rate. The Company has no financial instruments recorded at fair value.

Financial assets and financial liabilities as at March 31, 2022 and 2021 were as follows:

	Assets & liabilities at amortized cost	Assets & liabilities at fair value through profit & loss	TOTAL
At March 31, 2022			
Financial assets:			
Cash	$ 399,514	$ -	$ 399,514
Amounts receivable	53,571	-	53,571
Financial liabilities:			
Accounts payable and accrued liabilities	(5,707,337)	-	(5,707,337)
Lease liability	(1,053,160)	-	(1,053,160)
Acquisition fees payable	(1,767,511)	-	(1,767,511)
Loan payable	(3,055,769)	-	(3,055,769)
At March 31, 2021			
Financial assets:			
Cash	$ 3,332,334	$ -	$ 3,332,334
Amounts receivable	414	-	414
Financial liabilities:			
Accounts payable and accrued liabilities	(437,457)	-	(437,457)
Acquisition fees payable	(1,853,505)	-	(1,853,505)

10. CAPITAL MANAGEMENT AND FINANCIAL RISK FACTORS

The Company considers its capital structure to include the components of shareholders' equity. Management's objective is to ensure that there is sufficient capital to minimize liquidity risk and to continue as a going concern. As the Company's properties are in the exploration and evaluation and development stages, the Company is currently unable to self-finance its operations. Although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that the Company will be able to obtain adequate financing in the future, or that the terms of such financings will be favourable.

Risk management is carried out by the management team under policies approved by the Board of Directors. The Company's capital management objectives, policies and processes have remained unchanged during the year ended March 31, 2022. The Company is not subject to any capital requirements imposed by a lending institution or regulatory body, other than of the TSX Venture Exchange ("TSXV") which requires adequate working capital or financial resources of the greater of (i) $50,000 and (ii) an amount required in order to maintain operations and cover general and administrative expenses for a period of 6 months. As of March 31, 2022, the Company believes it is compliant with the policies of the TSXV.

Financial risks

The Company's financial instruments comprise cash, amounts receivable, accounts payable and accrued liabilities, lease liability, loan payable, and acquisition fees payable. The main use of these financial instruments is to fund operations and the pursuit of capital transactions. The main risks that could adversely affect the Company's financial assets, liabilities or future cash flows are credit risk, liquidity risk and market risk.

Management mandates and agrees policies for managing each of these risks. The Company is exposed to a variety of financial risks by virtue of its activities including, but not limited to, those summarized below.

The following discussion also includes a sensitivity analysis that is intended to illustrate the sensitivity to changes in market variables on the Company's financial instruments and show the impact on income or loss and shareholders' equity, where applicable. The sensitivity analysis has been prepared for the year ended March 31, 2022, using the amounts of other financial assets and liabilities held as at the consolidated statement of financial position date.

Credit risk

Credit risk arises when a failure by counterparties to discharge their obligations could reduce the amount of future cash inflows from financial assets. Not having a producing asset generating sales and accounts receivable, the Company's credit risk is considered limited as there is no exposure to a single customer or counterparty. With respect to credit risk arising from financial assets of the Company, which comprise cash and minimal receivables, the Company's exposure to credit risk arises from default of counterparties, with a maximum exposure equal to the carrying amount of these instruments. As cash balances are held with high credit quality financial institutions, the credit risk to the Company is considered minimal. The Company monitors and is subject to normal industry credit risks.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting its obligations associated with financial liabilities as they come due. The Company's ability to continue as a going concern is dependent on management's ability to raise the required capital through future equity or debt issuances.

The Company manages its liquidity risk by forecasting cash flows required for operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning, and approval of significant expenditures and commitments.

(Expressed in Canadian dollars)

10. CAPITAL MANAGEMENT AND FINANCIAL RISK FACTORS (Continued)

Liquidity risk (continued)

The Company's contractual liabilities and obligations are as follows:

	< 1 year	1 to 3 years	4 to 5 years	>5 years	Total
Accounts payable and accrued liabilities	$ 5,707,337	$ -	$ -	$ -	$ 5,707,337
Lease liabilities	1,053,160	-	-	-	1,053,160
Loan payable	970,300	2,466,100	-	-	3,436,400
Acquisition fees payable	650,000	1,250,000	-	-	1,900,000
					-
Balance March 31, 2022	$ 8,380,797	$ 3,716,100	$ -	$ -	$ 12,096,897
Accounts payable and accrued liabilities	$ 437,457	$ -	$ -	$ -	$ 437,457
Lease liabilities	-	-	-	-	-
Loan payable	-	-	-	-	-
Acquisition fees payable	850,000	1,250,000	-	-	2,100,000
Balance March 31, 2021	$ 1,287,457	$ 1,250,000	$ -	$ -	$ 2,537,457

The Company's approach to managing liquidity risk is to endeavour to have sufficient liquidity to meet liabilities when due. As at March 31, 2022, the Company had a cash balance of $339,514 (March 31, 2021: $3,332,334). As at March 31, 2022, the Company's financial liabilities consisted of accounts payable and accrued liabilities of $5,707,337 (March 31, 2021: $435,573) all due in less than one year, current loan payable of $970,300 (March 31, 2021 - $Nil), other current liabilities of $1,730,797 (December 31, 2021 - $837,776), plus long term liabilities of $3,175,343 (March 31, 2021: $1,015,729).

During the year ended March 31, 2022, Trigon raised $11,317,457 through private placement financing, received $4,727,431 through warrants exercised, $9,000 through options exercised, and received $3,055,769 of net proceeds from loans payable.

During fiscal 2021, Trigon raised $5,356,849 through private placement financing, received $720,167 through warrants exercised, $13,500 through options exercised, repaid $290,000 of its short-term loan and made $144,505 in interest payments.

Interest rate risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The risk that the Company will realize a loss as a result of a decline in the fair value of cash is limited due to the short-term investment nature. The Company's outstanding loan is subject to a variable interest rate. A change in interest rate of +/- 1% would result in a change in interest expense of $31,050 (2021 - $Nil).

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates, commodities and equity prices will affect the Company's income or the value of its holdings of financial instruments. The ability of the Company to explore, evaluate and develop its exploration and mining properties and the future profitability of the Company are directly related to the price of base and precious metals. The Company monitors metal prices to determine the appropriate course of action to be taken.

10. CAPITAL MANAGEMENT AND FINANCIAL RISK FACTORS (Continued)

Foreign currency risk

Foreign currency risk is created by fluctuations in the fair value or cash flows of financial instruments due to changes in foreign exchange rates and exposure as a result of investment in its subsidiaries. The Company is exposed to currency risk by incurring certain expenditures in US dollars, Namibian dollars and South African Rand for its operations in Namibia and Moroccan Dirham and US dollars in Morocco. The Company has sought to minimize this risk by keeping its cash reserves in Canadian dollars and only purchasing US dollars, Namibian dollars, South African Rand and Moroccan Dirham as needed.

Sensitivity analysis

The carrying amount of cash, amounts receivable, and accounts payable and accruals equals fair market value. The effect of changes in foreign exchange rates on net loss is deemed insignificant as the number and amount of foreign-currency transactions are relatively small. Had the foreign exchange rates been higher (lower) by 10%, the foreign exchange in the consolidated statement of loss would have been lower (higher) by approximately $327,756 (year ended March 31, 2021: $1,809).

11. SHARE CAPITAL

(a) Authorized:
Unlimited number of voting common shares
Unlimited number of non-voting preferred shares, issuable in series

(b) Issued:
Reconciliation of the number and value of common shares for the years ended March 31, 2022 and 2021 were as follows. All issued shares are fully paid.

	Number of shares		Issued capital
Balance, March 31, 2020	90,466,859	$	40,239,927
Shares issued pursuant to acquisition of exploration and evaluation properties (Note 13)	6,000,000		750,000
Finder's shares issued pursuant to acquisition of exploration and evaluation properties (Note 13)	300,000		37,500
Shares issued pursuant to private placements	15,310,998		5,356,849
Warrants issued	-		(1,206,955)
Broker warrants issued	-		(64,584)
Cost of issue	-		(378,453)
Warrants exercised	3,914,166		720,167
Value of warrants exercised	-		157,244
Options exercised	75,000		13,500
Value of options exercised	-		10,950
Balance, March 31, 2021	**116,067,023**	**$**	**45,636,145**
Shares issued pursuant to private placements	**29,188,807**		**11,317,457**
Warrants issued	**-**		**(2,256,157)**
Broker warrants issued	**-**		**(226,720)**
Cost of issue	**-**		**(469,807)**
Warrants exercised	**24,350,372**		**4,727,431**
Value of warrants exercised	**-**		**892,385**
Options exercised	**50,000**		**9,000**
Value of options exercised	**-**		**7,300**
Balance, March 31, 2022	**169,656,202**	**$**	**59,637,034**

11. SHARE CAPITAL (Continued)

On September 24, 2020, the Company closed its previously announced brokered private placement financing comprised of 13,721,042 units at a purchase price of $0.35 per unit for gross proceeds of $4,802,365. Concurrently with the offering, the Company completed a non-brokered private placement of 117,957 units for gross proceeds of $41,285. Each unit is comprised of one common share of Trigon and one-half of one common share purchase warrant. Each whole warrant entitles the holder to acquire one common share at a price of $0.45 for a period of 36 months following the date of closing. The offering was led by Cormark Securities Inc. on behalf of a syndicate of agents that included M Partners Inc. (collectively, the “Agents”). As consideration for their services provided in connection with the offering, the Company (i) paid the Agents a cash commission equal to 6% of the gross proceeds of the offering, other than in respect of certain purchases by persons on the President’s List, on which the cash commission was equal to 1.5%, and (ii) issued to the Agents and the selling group that number of broker warrants as is equal to 3% of the aggregate number of units sold pursuant to the Offering (other than the portion thereof attributable to the President’s List, in respect of which no broker warrants were issued). Each broker warrant is exercisable to acquire one common share at a price of $0.45 per share for a period of 36 months following the date hereof. All of the securities issued by the Company pursuant to the Offering were subject to a four month statutory hold period which expired on January 25, 2021. The Company paid a total of $354,842 in share issue costs and issued 6,919,499 warrants and 289,116 broker warrants. The issue date fair value of the warrants and broker warrants was estimated at $1,090,972 and $64,584 using the Black Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 112.1% (based on the Company’s historical volatility); risk-free interest rate of 0.26% and an expected life of 3 years.

A 10% security holder of the Company, 2176423 Ontario Ltd., subscribed for 1,715,000 units under the offering. Each transaction with an insider of the Company constitutes a “related party transaction” within the meaning of Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions (“MI 61-101”). The Company relied on exemptions from the formal valuation requirements of MI 61-101 pursuant to section 5.5(a) and the minority shareholder approval requirements of MI 61-101 pursuant to section 5.7(1)(a) in respect of such insider participation as the fair market value of the transaction, insofar as it involves interested parties, did not exceed 25% of the Company’s market capitalization.

On October 13, 2020, the Company closed the second and final tranche (the “Second Tranche”) of its previously announced brokered private placement financing on October 13, 2020. In this Second Tranche, the Company issued 1,471,999 units at a price of $0.35 per unit for aggregate gross proceeds of $513,200. Each unit is comprised of one common share of Trigon and one-half of one common share purchase warrant. Each whole warrant entitles the holder to acquire one common share at a price of $0.45 for a period of 36 months following the closing date of the offering. The offering was led by Cormark Securities Inc. on behalf of a syndicate of agents that included M Partners Inc. (collectively, the “Agents”). As consideration for their services provided in connection with the Second Tranche, the Company paid the Agents a cash commission equal to $7,728 and incurred additional share issue costs of $21,031. The Company also paid an aggregate amount of $57,548 to other arm’s length finders as part of the First and Second Tranche of the Offering. All of the subscribers in the Second Tranche were on the Company’s President’s List. The issue date fair value of the warrants and was estimated at $115,983 using the Black Scholes option pricing model with the following assumptions: expected share price of $0.27, expected dividend yield of 0%; expected volatility of 112.0% (based on the Company’s historical volatility); risk-free interest rate of 0.23% and an expected life of 3 years.

On September 7, 2021, the Company closed a non-brokered first tranche of private placement of units. The Company issued 9,602,500 units pursuant to the first tranche at a price of $0.40 per unit for aggregate gross proceeds of $3,841,000. Each unit is comprised of one common share of Trigon and one-half of one common share purchase warrant. Each warrant will entitle the holder thereof to acquire one share at a price of $0.50 for a period of 24 months following the date thereof, subject to an acceleration provision whereby in the event that at any time after the expiry of the statutory hold period, the shares trade at $0.75 or higher on the TSX Venture Exchange for a period of 30 consecutive days, the Company shall have the right to accelerate the expiry date of the Warrants to the date that is 30 days after the Company issues a news release announcing that it has elected to exercise the acceleration right. In connection with the first tranche, the Company paid cash finder’s fees of $217,630 and issued 544,075 finder’s warrants to eligible finders. Each finder warrant will entitle the holder thereof to acquire one share at a price of $0.40 for a period of 24 months following the date thereof.

11. SHARE CAPITAL (Continued)

On September 20, 2021, the Company closed a non-brokered second tranche of private placement of units. The Company issued 7,562,500 units pursuant to the second tranche at a price of $0.40 per unit for aggregate gross proceeds of $3,025,000. Each unit is comprised of one common share of Trigon and one-half of one common share purchase warrant. Each warrant will entitle the holder thereof to acquire one share at a price of $0.50 for a period of 24 months following the date thereof, subject to an acceleration provision whereby in the event that at any time after the expiry of the statutory hold period, the shares trade at $0.75 or higher on the TSX Venture Exchange for a period of 30 consecutive days, the Company shall have the right to accelerate the expiry date of the Warrants to the date that is 30 days after the Company issues a news release announcing that it has elected to exercise the acceleration right. In connection with the second tranche, the Company paid cash finder's fees of $163,800 and issued 294,350 finder's warrants to eligible finders. Each finder warrant will entitle the holder thereof to acquire one share at a price of $0.40 for a period of 24 months following the date thereof.

On February 7, 2022, the Company closed the first tranche of a non-brokered private placement financing, consisting of 3,312,642 units at a price of $0.35 per unit for gross proceeds of $1,159,425. Each unit is comprised of one common share of the Company and one-half of one common share purchase warrant. Each full warrant entitles the holder to acquire one common share of the Company at a price of $0.50 for a period of 24 months. The Company paid finder's fees of $52,846 related to the private placement and issued 149,560 finder's warrants. Each finder warrant will entitle the holder to acquire one common share of the Company at a price of $0.50 for a period of 24 months.

On February 16, 2022, the Company closed its final tranche of the non-brokered private placement financing, consisting of 3,848,665 units at a price of $0.35 per unit for aggregate proceeds of $1,347,032. Each unit is comprised of one common share of the Company and one-half of one common share purchase warrant. Each full warrant entitles the holder to acquire one common share of the Company at a price of $0.50 for a period of 24 months. The Company paid cash finder's fees of $32,165 and issued 56,700 finder's warrants. Each finder warrant will entitle the holder to acquire one common share of the Company at a price of $0.50 for a period of 24 months.

On March 14, 2022, the Company closed a non-brokered private placement financing, consisting of 4,862,500 units at a price of $0.40 per unit for aggregate gross proceeds of $1,945,000. Each unit is comprised of one common share of the Company and one-half of one common share purchase warrant. Each full warrant entitles the holder to acquire one common share of the Company at a price of $0.50 for a period of 24 months. The Company paid cash finder's fees of $56,000 and issued 140,000 finder's warrants. Each finder warrant will entitle the holder to acquire one common share of the Company at a price of $0.40 for a period of 24 months. The Company paid $89,901 in filing and professional fees in relation to this private placement.

(Expressed in Canadian dollars)

12. EQUITY RESERVES

	No. of Options	Weighted Average Exercise Price	Grant Date Fair Value of Options	No. of Warrants, Broker Warrants	Weighted Average Exercise Price	Grant Date Fair Value of Warrants, Broker Warrants	TOTAL
March 31, 2020	**4,274,000**	**$0.24**	**$ 834,647**	**43,517,816**	**$0.21**	**$ 1,831,520**	**$ 2,666,167**
Granted	-	-	**-**	7,944,614	$0.45	1,271,539	**1,271,539**
Exercised	(75,000)	$0.18	(10,950)	(3,914,166)	$0.18	(157,244)	**(168,194)**
Expired	(114,000)	$0.85	(78,660)	(2,321,666)	$0.40	(333,582)	**(412,242)**
Warrant issue costs (net)	-	-	-	-	-	(121,872)	**(121,872)**
March 31, 2021	**4,085,000**	**$0.22**	**$ 745,037**	**45,226,598**	**$0.24**	**$ 2,490,361**	**$ 3,235,398**
Granted	4,610,000	$0.35	1,270,400	15,779,089	$0.49	2,482,877	**3,753,277**
Exercised	(50,000)	$0.18	(7,300)	(24,350,372)	$0.19	(892,385)	**(899,685)**
Expired	(685,000)	$0.31	(210,696)	(1,166,666)	$0.25	(47,882)	**(258,578)**
Warrant issue costs (net)	-	-	-	-	-	(116,215)	**(116,215)**
March 31, 2022	**7,960,000**	**$0.23**	**$ 1,797,441**	**35,488,649**	**$0.37**	**$ 3,916,756**	**$ 5,714,197**

Options

Under the Company's stock option plan, the Company may grant options to its directors, officers, employees and consultants for up 10% of the outstanding common stock. Under the plan, the exercise price of each option must not be less than the market price of the Company's stock on the date of grant, less any allowable discount. The maximum term of a stock option is five years.

There were 4,610,000 options granted during the year ended March 31, 2022, and no stock options granted during the year ended March 31, 2021. The weighted average life of total outstanding options is 3.75 years at March 31, 2022 (March 31, 2021 – 3.41 years). 1,125,000 of the options granted in the year ended March 31, 2022 were granted to officers and directors of the Company.

See Note 17.

(Expressed in Canadian dollars)

12. EQUITY RESERVES (Continued)

Options (continued)

As at March 31, 2022, the Company had stock options outstanding and exercisable as follows:

Grant date	Expiry date	Number outstanding	Number exercisable	Exercise price	Grant date fair value	Dividend yield (%)	Expected volatility (%)	Expected life (years)	Risk free rate (%)
19-Jul-17	19-Jul-22	200,000	200,000	$0.385	62,941	0	117	5	1.52
6-Jun-18	6-Jun-23	300,000	300,000	$0.20	48,000	0	112	5	2.16
21-Oct-19	21-Oct-24	2,850,000	2,850,000	$0.18	416,100	0	115	5	1.57
1-Dec-21	1-Dec-24	200,000	200,000	$0.46	67,200	0	126	3	1.03
21-Feb-22	21-Feb-27	4,410,000	4,410,000	$0.34	1,203,200	0	117	5	1.74
		7,960,000	**7,960,000**		**$ 1,797,441**				

Warrants

As at March 31, 2022, the Company had share purchase warrants outstanding as follows:

	Grant date	Expiry date	Number outstanding	Exercise price	Grant date fair value	Dividend yield (%)	Expected volatility (%)	Expected life (years)	Risk free rate (%)
Warrants on units	8-Jan-20	8-Jan-23	11,649,996	$0.20	420,297	0	97	3	1.65
Broker warrants	8-Jan-20	8-Jan-23	164,950	$0.20	14,906	0	97	3	1.65
Warrants on units	24-Sep-20	24-Sep-23	6,909,499	$0.45	1,089,395	0	112	3	0.26
Warrants on units	13-Oct-20	13-Oct-23	695,999	$0.45	109,680	0	112	3	0.23
Broker warrants	24-Sep-20	24-Sep-23	289,116	$0.45	64,584	0	112	3	0.26
Warrants on units	7-Sep-21	7-Sep-23	4,801,250	$0.50	780,691	0	119	2	0.40
Broker warrants	7-Sep-21	7-Sep-23	544,075	$0.40	96,504	0	119	2	0.40
Warrants on units	20-Sep-21	20-Sep-23	3,781,250	$0.50	615,123	0	119	2	0.44
Broker warrants	20-Sep-21	20-Sep-23	294,350	$0.40	52,231	0	119	2	0.44
Warrants on units	7-Feb-22	7-Feb-24	1,656,321	$0.35	222,197	0	116	2	1.34
Broker warrants	7-Feb-22	7-Feb-24	149,560	$0.50	29,331	0	116	2	1.34
Warrants on units	14-Feb-22	16-Feb-24	1,924,333	$0.35	257,258	0	116	2	1.53
Broker warrants	14-Feb-22	16-Feb-24	56,700	$0.50	11,538	0	116	2	1.53
Warrants on units	14-Mar-22	14-Mar-24	2,431,250	$0.40	380,888	0	113	2	1.77
Broker warrants	14-Mar-22	14-Mar-24	140,000	$0.50	37,116	0	113	2	1.77
Warrant issue costs					(264,983)				
			35,488,649		**$ 3,916,756**				

The weighted average life of total outstanding warrants is 1.32 years as at March 31, 2022 (2021 – 1.67 years).

(Expressed in Canadian dollars)

13. ACQUISITION OF EXPLORATION AND EVALUATION PROPERTIES

Technomine Africa S.A.R.L. ("Technomine")

On September 24, 2020, the Company completed the acquisition of a 100% equity interest in Technomine, which owns a 100% interest in the Silver Hill Project in Morocco.

Terms of the Transaction

Under the terms of the definitive agreement, the Company acquired a 100% equity interest in Technomine for consideration detailed below:

1. Pay to the Vendors $500,000 in cash (paid) and issue 6,000,000 common shares (issued) on closing of the transaction (the "First Payment"). The common shares were value at $750,000 based on their trading price subsequent to the signing of the share purchase agreement.
2. On the one-year anniversary of the closing of the Transaction, Trigon must pay to the Vendors $400,000, and issue such number of Trigon common shares equal to $250,000 (based on their trading price at the time) (the "Second Payment"). The second payment was outstanding at March 31, 2022.
3. Upon the completion of an independent National Instrument 43-101 compliant mineral resource estimate at Silver Hill showing at least 100,000 tonnes of contained copper and/or equivalent, Trigon shall issue such number of shares equal to $1,250,000 (based on their trading price at the time) to the Vendors.

In addition, the Company paid $25,000 cash and issued 300,000 common shares to Majilias Inc. for its role as an arm's length finder. The common shares were valued at $37,500 based their trading price subsequent to the signing of the share purchase agreement. The finder shall also be entitled to a finder's fee of 5% in cash and share consideration comprising the Second Payment, when paid by Trigon.

Purchase price consideration

The acquisition is being treated as an asset acquisition for accounting purposes as Silver Hill does not meet the definition of a business, as defined in IFRS 3, Business Combinations. The assets acquired and liabilities assumed were recorded at their estimated fair market values, which are based on management estimates.

Purchase price:		
Cash consideration	$	500,000
Share consideration		750,000
Finders fees and shares		62,500
Future obligations		1,538,658
Legal & due diligence costs		
Asafo & Co.		40,122
Total purchase price	$	2,891,280
Fair value of assets acquired and liabilities assumed:		
Amount receivable and prepaid	$	44,750
Fixed assets		94
Accounts payable and accrued liabilities		(15,902)
Cash		(13)
Total net asset acquired	$	28,929
Excess of purchase price over fair value of assets acquired	**$**	**2,862,351**

The future obligations are the net present value of future payments discounted at 15%. As of March 31, 2022, the future obligations are adjusted to $1,767,511 (March 31, 2021 - $1,653,505) and $114,006 (March 31, 2021 - $114,847) of accretion expenses was charged to the Company's statement of loss and comprehensive loss. The current portion of the future obligations of $877,637 (March 31, 2021 - $837,776) is due within a year. The long-term portion of the future obligation of $1,089,874 (March 31, 2021 - $1,015,729) is due within two years.

(Expressed in Canadian dollars)

13. ACQUISITION OF EXPLORATION AND EVALUATION PROPERTIES (Continued)

Gazania Investments Nine (Pty) Ltd. ("Gazania")

On February 25, 2021, the Company completed the transaction to expand its land holding in Namibia, through the acquisition of EPL 3540 held by Gazania which was 80% owned by Sabre, through Sabre's wholly owned subsidiary, Starloop Holdings Pty Ltd. ("Starloop"), and 20% owned by Coniston. EPL 3540 was first granted on October 30, 2006 and had been renewed several times, with a then expiry date of May 7, 2021. The Company was notified in March 2022 that the EPL 3540 would not be renewed.

Terms of the Acquisition

The acquisition was implemented by way of the acquisition by Trigon, through its wholly owned subsidiary, PNT Financeco Corp., of 80% of the shares in Starloop from Sabre (the "Starloop Shares") and 20% of the shares in Gazania from Coniston (the "Gazania Shares").

As consideration for the Starloop Shares, Trigon paid $200,000 on fulfilment of the conditions precedent to Sabre Agreement. A second tranche cash payment of $100,000 was payable to Sabre on the renewal of the EPL 3540 by the Namibian Ministry of Mines and Energy, subject to such renewal being granted within three years of signature of the Sabre Agreement.

As consideration for the Gazania Shares, Trigon paid $1,000 on fulfilment of the conditions precedent to the Coniston Agreement. A second tranche cash payment of $100,000 was payable to Coniston on the renewal of the EPL 3540 by the Namibian Ministry of Mines and Energy, subject to such renewal being granted within three years of signature of the Coniston Agreement. Trigon also paid a facilitation fee of $99,000 to Kalgoorlie Mine Management Pty Ltd for its assistance in facilitating and documenting the acquisition. The acquisition is an arm's length transaction.

Purchase price consideration

The acquisition is being treated as an asset acquisition for accounting purposes as Gazania does not meet the definition of a business, as defined in IFRS 3, Business Combinations. The assets acquired and liabilities assumed were recorded at their estimated fair market values, which are based on management estimates.

Purchase price:		
Sabre on signing	$	200,000
Coniston on signing		1,000
Kalgoorlie Mine Management - facilitation fees		99,000
Milestone payment - Sabre		100,000
Milestone payment - Coniston		100,000
	$	500,000
Fair value of assets acquired and liabilities assumed:		
VAT		1,907,964
VAT impairment		(1,907,964)
	$	-
Excess of purchase price over fair value of assets acquired	$	500,000

The Company was notified in March 2022 that the EPL 3540 would not be renewed by the Namibian Ministry of Mines and Energy. As a result, the future obligations of $200,000 that had been included in current accounts payable and accrued liabilities were reversed.

(Expressed in Canadian dollars)

14. RELATED PARTY TRANSACTIONS

Compensation of key management

Key management includes the Company's directors and officers. Compensation awarded to key management included:

	Year ended March 31, 2022	2021
Consulting fees	**$ 543,333**	$ 467,500
Share-based payments	**306,927**	-
	$ 850,260	$ 467,500

See also Notes 11, 12 and 15.

Included in accounts payable and accrued liabilities as at March 31, 2022 was approximately $39,550 for consulting fees and expenses (March 31, 2021: $30,234) charged by current and former officers and directors of the Company. Such amounts are unsecured, non-interest bearing and with no fixed terms of payment.

One of the Company's Directors subscribed to 42,900 shares as part of the February 16, 2022 private placement.

15. COMMITMENTS AND CONTINGENCIES

Management contracts

The Company is party to certain management contracts and severance obligations. These contracts contain clauses requiring additional payments of up to $846,000 to be made to the officers of the Company upon the occurrence of certain events such as a change of control. As the triggering effect has not taken place, the contingent payments have not been reflected in these consolidated financial statements. Additional minimum management contractual commitments remaining under the agreements are approximately $419,000, all due within one year.

Legal claims

From time to time, the Company is named as a party to claims or involved in proceedings, including legal, regulatory and tax related, in the ordinary course of its business. While the outcome of these matters may not be estimable at period end, the Company makes provisions, where possible, for the estimated outcome of such claims or proceedings. Should a loss result from the resolution of any claims or proceedings that differs from these estimates, the difference will be accounted for as a charge to net loss in that period.

Environmental

The Company's mining and exploration activities are subject to various laws and regulations governing the protection of the environment. These laws and regulations are continually changing and are generally becoming more restrictive. The Company believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

15. COMMITMENTS AND CONTINGENCIES (continued)

Silver Hill Project

The Company completed its acquisition of 100% equity interest in Technomine, a Moroccan company from Technomine's shareholders on September 24, 2020. The Company is required to meet the terms of transaction outlined in the definitive agreement as consideration of the acquisition. See note 13 for details.

16. PROJECT FINANCE FACILITY AND OFFTAKE

Financing Facility

On October 27, 2021, the Company entered into a credit agreement with IXM SA ("IXM") for a $6,248,000 (US$5 million) project finance facility (the "Facility") to finance capital and operating expenditures for the restart of the Kombat Mine.

The Facility was structured in two tranches of $3,124,000 (US$2.5 million) each. The first $3,124,000 (US$2.5 million) tranche was drawn down in November 2021 and a further $312,400 (US$250,000) was drawn in January 2022. The remaining $2,811,600 (US$2.25 million) tranche was available for draw down after confirmation of further funding support. The Facility is repayable over 36 months, commencing six months after the initial drawdown. The Company can prepay in whole or in part without notice, bonus or penalty, any portion of the Facility at any time with a minimum increment of $250,000.

The Company paid IXM a commitment fee of 3.2% of the Facility amount and an arrangement fee of 1.0% of the Facility amount, each fee payable pro rata based on the amount of each tranche.

The Company provided an unsecured guarantee of the obligations under the Facility, pledged its shares of its Namibian subsidiary and provided a general notarial bond over assets located in Namibia.

The IXM financing facility was repaid in full subsequent to March 31, 2022 and the security over the Namibian shares and assets was released.

Copper Concentrate Offtake

On November 16, 2021, IXM and the Company entered into an exclusive offtake agreement whereby IXM will acquire 100% of the production from the Kombat open pit mine. The "Initial Term" shall commence from the date of commercial production and shall continue for a minimum period of six full calendar (6) years. The Company shall deliver a minimum quantity of 80,000 dry metric tonnes ("DMT") of material during the Initial Term ("Minimum Quantity"). In the event the Minimum Quantity is not delivered during the Initial Term then, at the sole option of IXM, the Initial Term may be extended until the Minimum Quantity has been delivered by the Company to IXM.

(Expressed in Canadian dollars)

17. LEASE LIABILITY

In December 2021, the Company entered into a lease agreement with a local Namibian company, Kombat Village Properties (Pty) Ltd ("KVP") for the lease of land in and around the Kombat Mine area, allowing the Company to continue development of its open pit mining operations, including the establishment of the mine's tailings facility.

The total to be paid by the Company will be $1,961,606, payable in three cash tranches as follows:

- $250,000 paid on commencement of the lease;
- $830,803 payable on January 17, 2022 ($222,357 outstanding); and
- $830,803 payable on July 18, 2022 (outstanding).

The lease period is for the duration of the mining licences held by the Company and will continue as long as the mining licenses of the Company are active, including all future renewals of the mining licenses.

The Company issued 200,000 stock options at an exercise price of $0.46 in relation to the KVP lease. The options vested immediately and are exercisable for a period of three years. See Note 12.

In January 2022, the Company transferred a 10% equity interest in the Company's wholly owned subsidiary, Gazania, valued at $50,000, based on 10% of the acquisition cost of Gazania, to Texel Mining and Exploration (Proprietary) Limited as part of the payment for the lease agreement. Texel Mining and Exploration (Proprietary) Limited has common ownership with KVP and shares were issued to Texel Mining and Exploration (Proprietary) Limited at the request of KVP.

Lease liability as at March 31, 2021	**$**	**-**
Additions		2,028,806
Lease payments		(975,646)
Lease liability as at March 31, 2022	**$**	**1,053,160**

		March 31, 2022		March 31, 2021
Current lease liability	**$**	**1,053,160**	$	-
Non-current lease liability		**-**		-
	$	**1,053,160**	$	-

Future undiscounted minimum lease payments for this lease agreement are as follows:

		December 31, 2021		March 31, 2021
Within one year	**$**	**1,053,160**	$	-
After one year but not more than five years		**-**		-
More than five years		**-**		-
	$	**1,053,160**	$	-

(Expressed in Canadian dollars)

18. INCOME TAXES

a) Provision for income taxes

Major items causing the Company's effective income tax rate to differ from the combined Canadian federal and provincial statutory rate of 26.5% (2021 - 26.5%) were as follows:

	2022 $	2021 $
Combined Canadian statutory income tax rate	26.50%	26.50%
(Loss) before income taxes	(7,214,373)	(6,504,463)
Expected income tax recovery based on statutory rate	(1,912,000)	(1,724,000)
Adjustment to expected income tax benefit:		
Stock based compensation	319,000	-
Non-deductible expenses and other	(652,000)	1,099,000
Changes and differences in tax rates	(423,000)	150,000
Change in benefit of tax assets recognized	2,668,000	475,000
Deferred income tax provision (recovery)	-	-

b) Deferred income tax

Deferred tax assets (liabilities) have been recognized as follows:	2022 $	2021 $
Property and equipment - Namibia	-	(56,000)
Non-capital loss carry-forward - Namibia	-	56,000
Total	-	-

Deferred income tax assets have not been recognized in respect of the following deductible temporary differences:

	2022 $	2021 $
Share issuance costs - Canada	1,043,000	539,000
Exploration and evaluation expenditures - Canada	295,000	295,000
Non-capital loss carry-forwards - Canada	16,496,000	15,710,000
Non-capital loss carry-forwards - Barbados	275,000	265,000
Non-capital loss carry-forwards - Namibia	8,102,000	3,172,000
Non-capital loss carry-forwards - Morocco	594,000	455,000

Deferred tax assets have not been recognized in respect of these temporary differences as it is not probable that future taxable profit will be available against which the Company can utilize the benefits.

(Expressed in Canadian dollars)

18. INCOME TAXES (Continued)

c) Losses carried forward

As at March 31, 2022, the Company had estimated non-capital losses for Canadian income tax purposes of approximately $16,496,000 (2021 - $14,406,000) available to use against future taxable income. The non-capital losses expire between 2032 and 2042.

The Company's Barbados subsidiaries have non-capital losses of approximately $275,000 (2021 - $265,000) available to use against future taxable income, expiring between 2022 and 2029.

The Company's Moroccan subsidiaries have non-capital losses of approximately $594,000 (2021 - $455,000) available to use against future taxable income, expiring between 2025 and 2026.

In addition, the Company's Namibian subsidiaries have non-capital losses of approximately N$94,334,976 (2021 - N$39,085,000) available to use against future taxable income. These non-capital losses may be carried forward indefinitely:

Expiry	Canada	Barbados	Namibia	Morocco	Total
2021	-	20,000	-	-	20,000
2022	-	156,000	-	-	156,000
2023	-	27,000	-	-	27,000
2024	-	15,000	-	-	15,000
2025	-	2,000	-	410,000	412,000
2026	-	8,000	-	184,000	192,000
2027	-	9,000	-	-	9,000
2028	-	30,000	-	-	30,000
2029	-	8,000	-		8,000
2032	1,951,000	-	-	-	1,951,000
2033	1,657,000	-	-	-	1,657,000
2034	976,000	-	-	-	976,000
2035	1,289,000	-	-	-	1,289,000
2036	1,089,000	-	-	-	1,089,000
2037	1,316,000	-	-	-	1,316,000
2038	1,792,000	-	-	-	1,792,000
2039	1,519,000	-	-	-	1,519,000
2040	1,513,000	-	-	-	1,513,000
2041	1,306,000	-	-	-	1,306,000
2042	2,088,000	-	-	-	2,088,000
Indefinitely	-	-	8,102,000	-	8,102,000
	$ 16,496,000	$ 275,000	$ 8,102,000	$ 594,000	$ 25,467,000

19. SUBSEQUENT EVENTS

Lind Global Fund II, LP ("Lind") Convertible Debenture

In May 2022, the Company announced it had entered into a convertible security funding agreement with Lind. Under the terms of the agreement, the Company has agreed to issue Lind a convertible security in the amount of $6,600,000, representing a principal amount of $5,500,000 and a prepaid interest amount of $1,100,000. Commencing four months after closing, the Company will begin repaying the convertible security in monthly installments of $275,000. Lind will have the right to convert any portion of the principal amount at a price per share of $0.335. Prepaid interest will accrue over a period of 24 months from closing and once accrued, Lind will have the option to convert accrued prepaid interest into common shares at a price equal to 90% of the market closing price of the common shares on the day immediately prior to conversion.

The Company has the option to buy back the remaining outstanding convertible security in cash at any time with no penalty, subject to mutual consent of Lind. If Trigon exercises the buy back option, Lind will have the option to convert up to 33.3% of the outstanding principal amount into common shares and up to 100% of the prepaid interest into common shares.

The convertible security ranks senior and is secured by all of the Company's assets, except shares in the Company's Moroccan subsidiary.

In connection with the convertible security, the Company has issued Lind 15,925,373 common share purchase warrants exercisable for a term of 24 months at an exercise price of $0.35 per common share.

Sprott Mining Inc. ("Sprott") Credit Agreement

In May 2022, the Company entered into a credit agreement with Sprott (the "Sprott Loan") and the Company's Moroccan subsidiary, Trigon (Morocco) Holding Corp. ("Trigon Morocco") pursuant to which Sprott has lent the Company $3,124,000 (US$2,500,000). The Sprott Loan has a term of 180 days and will accrue interest at the rate of 12.0% per annum, payable in arrears. The Sprott Loan is secured by a security interest over all present and acquired property of the Company and Trigon Morocco, with a first ranking charge against Trigon Morocco's assets, including a guarantee from Trigon Morocco and a share pledge of its Trigon Morocco shares.

In connection with the Sprott Loan, the Company issued 2,500,000 common share purchase warrants, each exercisable for one common share of the Company at a price of $0.47 per common shares for a period of one year from the date of their issuance. In the event the Company and Sprott enter an agreement for a stream of silver deliveries equal to 8.25% of the silver produced by the Kombat Mine, these common share purchase warrants will be cancelled and reissued with a strike price with a 35% premium to the 5-day volume weighted average price of the shares for the 5 days prior to the execution of the stream agreement and will have a term of three years.

Sprott is a related party of the Company as it is a 10% security holder of the Company.

Sprott Resource Streaming and Royalty Corporation ("Sprott Streaming") Streaming Agreement

In July 2022, the Company announced that it had entered a non-binding term sheet with Sprott Streaming and Sprott for $33,364,000 (US$27,500,000) silver and copper stream transaction for the Company's Kombat Mine, consisting of $31,240,000 (US$25,000,000) from Sprott Streaming and $3,124,000 (US$2,500,000) from Sprott. The $3,124,000 (US$2,500,000) from Sprott will be set off against the $3,124,000 (US$2,500,000) loan from Sprott. Under the agreement, the Company shall sell and deliver to Sprott 100% of silver produced from the Kombat Mine for the life of mine. Sprott Streaming will receive a 3.15% copper stream commencing when phase one underground mining begins that will terminate when mining phase two begins. This streaming agreement is restricted to the Kombat Mine project and does not include any other new or existing projects for the Company.