

Condensed Interim Consolidated Financial Statements

Three and nine months ended March 31, 2022

# Consolidated Statements of Financial Position

(in Canadian dollars)

	Notes	As at March 31 2022	As at June 30 2021
		\$	\$
Assets			
Current assets			
Cash and cash equivalents		1,500,637	1,749,922
Investments		700,000	700,000
Tax credits and mining rights receivable		661,775	427,020
Sales tax receivable		81,597	82,368
Accounts receivable		10,068	84,051
Prepaid expenses		50,373	22,917
Total current assets		3,004,450	3,066,278
Non-current assets			
Listed shares	3	1,337,413	2,645,075
Advance paid for exploration work		50,000	-
Mining properties	4	5,083,346	3,335,296
Right-of use assets	5	203,921	
Total non-current assets		6,674,680	5,980,371
Total assets		9,679,130	9,046,649
Liabilities			
Current liabilities			
Accounts payable and accrued liabilities		548,377	478,091
Liability related to the premium on flow-through shares		308,925	-
Lease liabilities – current portion	7	43,754	_
Total current liabilities		901,056	478,091
Non-current liabilities			
Loans	6	30,815	31,985
Lease liabilities	7	165,290	-
Total non-current liabilities	•	196,105	31,985
Total liabilities		1,097,161	510,076
Equity			
Share capital		37,457,373	35,651,223
Warrants		277,225	301,167
Stock options		411,015	332,489
Contributed surplus		2,045,791	2,045,791
Deficit Deficit		(31,609,435)	(29,794,097)
Total equity		8,581,969	8,536,573
Total liabilities and equity		9,679,130	9,046,649

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

**Vior Inc.**Consolidated Statements of Income (Loss) (in Canadian dollars)

N	lotes	Three months ended March 31			ths ended ch 31
		2022	2021	2022	2021
		\$	\$	\$	\$
Revenues					
Fees charged to partners		85	1,800	1,221	15,931
Interests		2,197	904	6,349	2,692
		2,282	2,704	7,570	18,623
Expenses					
Salaries and benefits		91,189	55,226	258,761	140,118
Professional and consulting fees		40,412	50,513	110,396	161,766
Regulatory fees		26,412	17,522	49,626	37,511
Rent and office expenses Communication, conference and investor		16,820	13,591	35,433	32,498
relations		76,007	43,468	221,219	98,268
Share-based compensation		16,502	18,348	61,421	60,722
Travelling		2,650	3,318	10,448	5,198
Search for mining properties		94	-	8,889	3,674
Depreciation	5	11,997	-	35,991	-
		282,083	201,986	792,184	539,755
Other revenues (charges)					
Change in fair value – listed shares	3	(163,312)	(304,150)	(1,307,662)	318,575
Financing fees		(4,907)	(845)	(15,484)	(2,444)
		(168,219)	(304 995)	(1,323,146)	316 131
Loss before income taxes		(448,020)	(504,277)	(2,107,760)	(205,001)
Recovery of deferred income taxes		138,002	-	292,422	-
Net loss and comprehensive loss		(310,018)	(504,277)	(1,815,338)	(205,001)
·		, ,	, ,	, , , , , , , , , , , , , , , , , , ,	, ,
Weighted average number of common shares outstanding		81,576,971	59,550,489	77,258,156	57,297,625
Basic and diluted loss per share		(0.00)	(0.01)	(0.02)	(0.00)

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

**Vior Inc.**Consolidated Statements of Changes in Equity (in Canadian dollars)

	Number of shares outstanding	Share capital	Warrants	Stock options	Contributed surplus	Deficit	Total
		\$	\$	\$	\$	\$	\$
Balance as at June 30, 2020	44,259,267	31,631,819	193,394	308,277	1,845,539	(30,259,086)	3,719,943
Net loss	-	-	-	-	-	(205,001)	(205,001)
Private placement	25,500,000	3,397,526	352,474	-	-	-	3,750,000
Acquisition of mining properties	1,410,000	261,800	-	-	-	-	261,800
Warrants exercised	125,000	21,318	(2,568)	-	-	_	18,750
Warrants expired	-	-	(141,462)	-	141,462	-	-
Stock options exercised	400,000	67,688	-	(27,688)	-	-	40,000
Stock options granted	-	-	-	76,020	-	-	76,020
Stock options expired	-	-	-	(58,790)	58,790	-	-
Share issue expenses	-	(146,844)	-	-	-	-	(146,844)
Balance as at March 31, 2021	71,694,267	35,233,307	401,838	297,819	2,045,791	(30,464,087)	7,514,668

	Number of shares outstanding	Share capital	Warrants	Stock options	Contributed surplus	Deficit	Total
		\$	\$	\$	\$	\$	\$
Balance at June 30, 2021	72,944,267	35,651,223	301,167	332,489	2,045,791	(29,794,097)	8,536,573
Net loss	-	-	-	-	-	(1,815,338)	(1,815,338)
Flow-through private placements (note 8)	8,305,482	2,292,646	-	-	-	-	2,292,646
Less: premium	-	(631,550)	-	-	-	-	(631,550)
	8,305,482	1,661,096	-	-	-	-	1,661,096
Warrants exercised	1,325,000	224,709	(25,959)	-	-	_	198,750
Compensation warrants (note 9)	-	-	2,017	-	-	-	2,017
Stock options granted (note 10)	-	-	-	78,526	-	-	78,526
Share issue expenses	-	(79,655)	-	-	-	-	(79,655)
Balance at March 31, 2022	82,574,749	37,457,373	277,225	411,015	2,045,791	(31,609,435)	8,581,969

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

# Consolidated Statements of Cash Flows (in Canadian dollars)

	Nine mont Marc	
	2022	2021
Cash flow from:	\$	\$
Operating activities		
Net loss	(1,815,338)	(205,001)
Adjustments for:		
Change in fair value - listed shares	1,307,662	(318,575)
Share-based compensation	61,421	60,722
Deferred government grant	(4,772)	(8,730)
Depreciation	35,991	-
Financing fees	15,484	2,444
Recovery of deferred income taxes	(292,422)	-
	(691,974)	(469,140)
Changes in items of working capital		
Sales tax receivable	771	(30,517)
Accounts receivable	73,983	(39,909)
Prepaid expenses	(27,456)	(1,070)
Accounts payable and accrued liabilities	93,089	142,910
	140,387	71,414
	(551,587)	(397,726)
Financing activities		
Principal repayment – lease liabilities	(42,750)	-
Private placement	<b>-</b>	3,750,000
Private placement – flow-through	2,292,646	<b>-</b>
Share issue expenses	(107,841)	(146,844)
Warrants exercised	198,750	18,750
Stock options exercised	<u> </u>	40,000
	2,340,805	3,661,906
Investing activities		
Advance paid for exploration work	(50,000)	-
Acquisition of mining properties and capitalized exploration costs	(1,990,513)	(1,076,616)
Tax credits and mining rights received	2,010	12,315
	(2,038,503)	(1,064,301)
Change in cash and cash equivalents	(249,285)	2,199,879
Cash and cash equivalents - beginning	1,749,922	938,000
Cash and cash equivalents - ending	1,500,637	3,137,879
Additional information:	1,000,007	0,101,010
Related to investing activities:  Tax credit and mining rights receivable applied against mining properties  Additions to mining properties and exploration expenditures included in	236,765	211,680
accounts payable and accrued liabilities	317,157	54,265
Acquisition of mining assets by issuing shares	-	261,800
Stock-based compensation included in mining assets	17,105	15,298
Interest received	1,695	2,692

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

Notes to the Condensed Interim Consolidated Financial Statements Three and nine months ended March 31, 2022

#### 1. GENERAL INFORMATION

Vior Inc. (the "Corporation") which is governed by the Quebec Business Corporations Act, is in the business of acquiring and exploring mining properties. The address of the Corporation's registered office is 995 Wellington Street, suite 240, Montréal, Québec Canada. The Corporation's shares are listed on the TSX Venture Exchange (the "Exchange") under the symbol VIO.

It has not yet determined whether its properties contain ore reserves that are economically recoverable. The recoverability of the amounts shown for mining properties is dependent upon the existence of economically recoverable reserves, the ability of the Corporation to obtain necessary financing to complete the exploration and development of its properties, and upon future profitable production or proceeds from the disposal of properties. In addition to ongoing working capital requirements, the Corporation must secure sufficient funding to meet its existing commitments for exploration and development programs and general and administration costs.

Management is periodically seeking additional forms of financing through the issuance of new equity instruments, the exercise of warrants, common shares and stock options to continue its operations, and while it has been successful in doing so in the past, there can be no assurance it will be able to do so in the future. Without new funding, the Corporation may be unable to continue its operations, and amounts realized for assets may be less than amounts reflected in these condensed interim consolidated financial statements ("Financial Statements"). The Financial Statements were approved by the Board of Directors on May 25, 2022.

#### 2. BASIS OF PREPARATION

The Financial Statements have been prepared in accordance with the International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of interim financial statements, including International Accounting Standard ("IAS") 34, Interim Financial Reporting. The Financial Statements should be read in conjunction with the annual financial statements for the year ended June 30, 2021, which have been prepared in accordance with IFRS. The accounting policies, methods of computation and presentation applied in these Financial Statements are consistent with those of the previous financial year except for the lease agreement accounting policy.

#### **Operating lease agreements**

At the commencement date of a lease, a liability is recognized to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset) is also recognized. The interest expense on the lease liability is recognized separately from the depreciation expense on the right-of-use asset. The lease liability is remeasured upon the occurrence of certain events (e.g., a change in the lease term, a change in future lease payments resulting from a change in an index or rate used to determine those payments). This remeasurement is generally recognized as an adjustment to the right-of-use asset. Leases of "low-value" assets and short-term leases (12 months or less) will continue to be recorded as operating lease.

Notes to the Condensed Interim Consolidated Financial Statements Three and nine months ended March 31, 2022

#### 3. LISTED SHARES

Variation of listed shares	Nine months ended March 31, 2022
	\$
Balance - Beginning of period	2,645,075
Change in fair value	(1,307,662)
Balance - End of period	1,337,413

	As at March 31, 2022			
	Market price per share	Number of shares	Fair value	
	per snare \$	Silaies	<u>value</u>	
Ethos Gold Corp. ("Ethos")	0.190	425,000	80,750	
Ridgeline Minerals Corp. ("Ridgeline")	0.345	3,642,500	1,256,663	
	·		1,337,413	

The Corporation has invested a total of \$625,850 in Ridgeline for consideration of 3,642,500 shares.

The Corporation has received a total of 425,000 shares of Ethos valued at \$110,750 on their issuance dates. On April 25, 2022, Ethos completed a name change to Prospector Metals Corp. and its shares were consolidated on a 3 for 1 basis.

#### 4. MINING PROPERTIES

	Undivided interest	As at June 30, 2021	Net additions	Tax credits	Disposal	As at March 31, 2022
	%	\$	\$	\$	\$	\$
Quebec, Canada						
Belleterre	n/a					
Acquisition costs		584,925	6,580	-	-	591,505
Exploration costs		218,010	1,685,424	(219 ,945)	-	1,683,489
		802,935	1,692,004	(219,945)	-	2,274,994
Belmont	100					
Acquisition costs		28,080	-	-	-	28,080
Exploration costs		-	-	-	-	-
		28,080	-	-	-	28,080
Big Island Lake	100					
Acquisition costs		6,135	-	-	-	6,135
Exploration costs		16,812	-	-	-	16,812
		22,947	-	-	-	22,947
Foothills	100					
Acquisition costs		18,542	-	-	-	18,542
Exploration costs		205,298	-	-	-	205,298
		223,840	-	-	-	223,840
Lac Merlin	100					
Acquisition costs		2,650	-	-	-	2,650
Exploration costs		4,276	355	-	-	4,631
		6,926	355	-	-	7,281

**Vior Inc.**Notes to the Condensed Interim Consolidated Financial Statements
Three and nine months ended March 31, 2022

	Undivided interest	As at June 30, 2021	Net additions	Tax credits	Disposal	As at March 31, 2022
	%	\$	\$	\$	\$	\$
Ligneris	100					
Acquisition costs		283,000	6,179	_	-	289,179
Exploration costs		195,746	104,045	(1,307)	-	298,484
		478,746	110,224	(1,307)	-	587,663
Mosseau	100					
Acquisition costs		297,020	6,137	-	-	303,157
Exploration costs		506,549	6,778	(772)	-	512,555
•		803,569	12,915	(772)	-	815,712
Skyfall	100			,		
Acquisition costs		155,577	4,182	_	-	159,759
Exploration costs		273,690	128,688	(14 741)	-	387,637
•		429,267	132,870	(14 741)	-	547,396
Vezza-Noyard	100	,	•	,		•
Acquisition costs		2,221	546	_	-	2,767
Exploration costs		78,324	-	-	-	78,324
•		80,545	546	_	-	81,091
Others	N/A					
Acquisition costs		2,546	-	-	(2,546)	-
Exploration costs		53	-	-	(53)	-
•		2,599	-	-	(2,599)	-
Subtotal - Canada		2,879,454	1,948,914	(236 765)	(2,599)	4,589,004
Nevada, USA						
Tonya	100					
Acquisition costs	100	296,268	38,500	_	_	334,768
Exploration costs		159,574	-	_	_	159,574
Subtotal – USA		455,842	38,500	-	-	494,342
Summary						
Acquisition costs		1,676,964	62,124		(2,546)	1,736,542
Exploration costs		1,658,332	1,925,290	(236,765)	(53)	3,346,804
		, ,	, ,			, ,
Total		3,335,296	1,987,414	(236,765)	(2,599)	5,083,346

#### 4.1 Belleterre

On August 24, 2021, the Corporation entered into an option agreement with Osisko Mining Inc. ("Osisko") for their Blondeau-Guillet gold property in the Belleterre region of Abitibi-Témiscamingue. The Corporation has the right until the third anniversary of the option agreement to acquire a 51% undivided interest in the property (the "First Option") by:

- a) issuing common shares to Osisko for a value totaling \$225,000 in accordance with the following schedule:
  - i) \$75,000 on or before the first anniversary of this agreement, which shall be a firm commitment by the Corporation;
  - ii) \$75,000 on or before the second anniversary of this agreement, and
    - \$75,000 on or before the third anniversary of this agreement;
- b) incurring work commitments totalling at least \$1,250,000 as follows:
  - i) a minimum of \$250,000 on or before the first anniversary of this agreement; and
  - ii) and a further \$1,000,000 on or before the third anniversary of this agreement.

### Notes to the Condensed Interim Consolidated Financial Statements Three and nine months ended March 31, 2022

Subject to the prior exercise of the First Option, the Corporation shall have the right to acquire an additional 24% undivided interest in the property (the "Second Option") by incurring additional work commitments totalling at least \$1,750,000 over a three-year period.

Upon satisfaction of the option, the Corporation and Osisko will form an industry standard joint venture agreement on the property with Vior acting as the operator of the Joint Venture to continue operations with respect to the property.

If either party's joint venture interest is reduced to 10% or less, that party's joint venture interest shall be automatically converted to a 1% net smelter return ("NSR") royalty and the joint venture shall be automatically terminated.

#### 4.2 Mosseau et Domergue

On November 16, 2021, the Corporation signed a definitive agreement with SOQUEM Inc. ("SOQUEM") that consisted of an exchange of mining interests, whereby, the Corporation transferred its 42.3% interest in the Domergue properties (SOQUEM 57.7% - the Corporation 42.3%) in exchange for SOQUEM's interest in its Verneuil properties (100% - SOQUEM). There was no cash or share payment exchange considerations, however, SOQUEM and the Corporation have agreed to grant to each other a 0.5% NSR royalty on their respective assets, of which, each 0.5% NSR granted may be repurchased for the sum of a \$250,000 cash payment.

#### 5. RIGHT-OF-USE ASSETS

	Buildings
	\$
Cost	
As at June 30, 2021	<del>-</del>
Additions of the period	239,912
As at March 31, 2022	239,912
Accumulated depreciation	
As at June 30, 2021	<del>-</del>
Depreciation for the period	35,991
As at March 31, 2022	35,991
Net book value	
As at June 30, 2021	<del>-</del>
As at March 31, 2022	203,921

On July 1, 2021, the Corporation signed a building lease at Belleterre for 2 years, that includes three one-year renewal options with similar terms and conditions. The annual lease payments are \$57,000. A right of use asset of \$239,912, and an equivalent long term lease liability were recorded as of July 1, 2021, using a 7% incremental borrowing rate and assuming that the renewal options would be exercised.

#### 6. LOANS

On January 12, 2022, the Canadian Government announced that the repayment deadline for Canada Emergency Business Account ("CEBA") program loans to qualify for partial loan forgiveness is being extended from December 31, 2022, to December 31, 2023. An adjustment to the Corporation's loans fair value of \$4,772 was recorded as government grant and recognized in the statement of comprehensive loss against salary expense. An effective rate of 15% was used, considering the rate that the Corporation would have obtained for a similar loan.

Notes to the Condensed Interim Consolidated Financial Statements Three and nine months ended March 31, 2022

#### 7. LEASE LIABILITIES

	Nine months ended March 31 2022
	\$
Opening balance	-
Addition of the period (note 5)	239,912
Principal repayment	(30,868)
Lease liabilities	209,044
Less: current lease liabilities	(43,754)
Non-current lease liabilities	165,290

#### 8. SHARE CAPITAL

#### 8.1 Flow-through private placement completed on October 21, 2021

On October 21, 2021, the Corporation completed a private placement of 5,327,628 flow-through shares at \$0.28 per share for total gross proceeds of \$1,491,736. On that date, the Corporation's share closed at \$0.20 on the Exchange, therefore the residual value attributed to the benefit related to the flow-through shares renunciation is \$0.08 for a total value of \$426,210, that was credited to the liability related to the premium on flow-through shares.

In connection with the private placement, the Corporation paid finders' fees totaling \$52,252. Share issue expenses, including the finders' fees totaled \$69,428 of which \$49,591 was allocated to capital stock and \$19,837 to the benefit related to the flow-through shares renunciation.

Directors and officers of the Corporation participated in the flow-through private placement for a total consideration of \$222,600 under the same terms as other investors.

#### 8.2 Flow-through private placement completed on December 22, 2021

On December 22, 2021, the Corporation completed a private placement of 1,724,519 Quebec flow-through shares at \$0.29 per share and 1,253,335 National flow-through shares at \$0.24 per share, for total gross proceeds of \$800,910. On that date, the Corporation's share closed at \$0.20 on the Exchange, therefore the residual value attributed to the benefit related to the flow-through shares renunciation is \$0.09 and \$0.04 respectively, for a total value of \$205,340, that was credited to the liability related to the premium on flow-through shares.

In connection with the private placement, the Corporation paid cash finder's fees of \$27,007 and issued compensation warrants entitling the finder to acquire 77,586 common shares at a price of \$0.29 per share until December 22, 2023. The fair value of the compensation warrants was estimated at \$2,017 or \$0.026 per compensation warrant using the Black Scholes valuation model with no expected dividend yield, 44.4% expected volatility, 1.0% risk-free interest rate and 2 years expected life.

Share issue expenses, including the finders' fees totaled \$40,430 of which \$30,064 was allocated to capital stock and \$10,366 to the benefit related to the flow-through shares renunciation. Directors and officers of the Corporation participated in the flow-through private placement for a total consideration of \$100,800 under the same terms as other investors.

Notes to the Condensed Interim Consolidated Financial Statements Three and nine months ended March 31, 2022

#### 9. WARRANTS

#### 9.1 Warrants

The following table presents the warrant activity:

	Nine mont March 3	
	Number	Weighted average exercise price
		\$
Outstanding - beginning of the period	14,875,000	0.22
Exercised	(1,325,000)	0.15
Exercisable - end of period	13,550,000	0.22

As at March 31, 2022, the outstanding warrants are as follows:

Number of		
warrants	Exercise price	Expiry date
	\$	
5,050,000	0.15	July 23, 2022
1,500,000	0.12	December 8, 2022
2,200,000	0.30	March 22, 2023 – acceleration clause 10 days at \$0.30
3,800,000	0.30	March 30, 2023 – acceleration clause 10 days at \$0.45
1,000,000	0.30	June 14, 2024
13,550,000		

#### 9.2 Compensation warrants

The following table presents the compensation warrant activity:

	Nine months ended March 31, 2022		
	Number	Carrying value \$	Weighted average exercise price \$
Outstanding and exercisable - beginning of the period	-	· -	· -
Issued (note 8.2)	77,586	2,017	0.29
Outstanding - end of the period	77,586	2,017	0.29

#### 10. STOCK OPTIONS

On August 24, 2021, the Corporation granted to an investor relations consultant 150,000 stock options exercisable at \$0.20 per share, valid for 5 years and vesting 25% every quarter. Those options were granted at an exercise price equal to the closing market value of the shares preceding the grant. The estimated fair value of these stock options is \$16,050 which is \$0.107 per stock option. The fair value of the options granted was estimated using the Black Scholes valuation model, and assuming no expected dividend yield, a 64.0% expected volatility rate, a 0.9% risk-free interest rate and a 5 year of options expected life.

## Notes to the Condensed Interim Consolidated Financial Statements Three and nine months ended March 31, 2022

On March 28, 2022, the Corporation granted to consultants 105,000 stock options exercisable at \$0.19 per share, valid for 5 years and vesting as to 1/3 of the number on the date of grant, 1/3 on the first anniversary of grant and the final 1/3 on the second anniversary of grant. The options were granted at an exercise price equal to the closing market price of the shares preceding the grant. The estimated fair value of these stock options was \$10,500 or \$0.10 per stock option. The fair value of the options granted was estimated using the Black Scholes valuation model, and assuming no expected dividend yield, a 59.9% expected volatility rate, a 2.4% risk-free interest rate and a 5 year options expected life.

The following table presents the stock option activity:

	Nine months ended March 31, 2022	
	Number	Weighted average exercise price
		\$
Outstanding and exercisable - beginning of the period	4,979,000	0.12
Granted	255,000	0.20
Outstanding - end of period	5,234,000	0.13
Exercisable - end of period	4,389,333	0.12

The following table summarizes information about stock options outstanding and exercisable:

Number of stock options	Number of stock options		
outstanding	exercisable	Exercise price	Expiry date
		\$	
150,000	150,000	0.135	January 4, 2023
475,000	475,000	0.10	May 15, 2024
150,000	150,000	0.11	July 7, 2024
1,290,000	860,000	0.13	September 2025
194,000	129,333	0.17	February 5, 2026
120,000	90 000	0.22	April 14, 2026
325,000	150,000	0.22	May 19, 2026
150,000	75,000	0.20	August 24, 2026
105,000	35,000	0.19	March 28, 2027
100,000	100,000	0.10	June 20, 2027
1,325,000	1,325,000	0.10	October 10, 2027
850,000	850,000	0.10	October 30, 2027
5,234,000	4,389,333		

#### 11. SUBSEQUENT EVENTS

On May 20, 2022, the Corporation signed, subject to the Exchange approval, an agreement with a prospector to acquire a 100% interest in 24 claims by issuing 40,000 shares of the Corporation.