



Vior Inc.

Condensed Interim Consolidated Financial Statements

Three and six months ended December 31, 2022

The attached condensed interim consolidated financial statements have been prepared by Management of Vior Inc. and have not been reviewed by the auditors

Vior inc.

Consolidated Statements of Financial Position (Unaudited, in Canadian dollars)

| | Notes | As at December 31 2022 \$ | As at June 30 2022 \$ |
|---|-------|------------------------------------|--------------------------------|
| Assets | | | |
| Current assets | | | |
| Cash and cash equivalents | | 1,050,793 | 1,325,421 |
| Investments | | 759,250 | 500,000 |
| Tax credits and mining rights receivable | | 64,900 | 404,735 |
| Sales tax receivable | | 33,836 | 162,671 |
| Accounts receivable | | 17,435 | 8,328 |
| Listed shares | 3 | 895,450 | 831,508 |
| Prepaid expenses | | 34,717 | 29,762 |
| Total current assets | | 2,856,381 | 3,262,425 |
| Non-current assets | | | |
| Advance paid for exploration work | | 104,000 | - |
| Mining properties | 6 | 6,251,937 | 5,610,541 |
| Right-of-use assets | | 167,930 | 191,924 |
| Total non-current assets | | 6,523,867 | 5,802,465 |
| Total assets | | 9,380,248 | 9,064,890 |
| Liabilities | | | |
| Current liabilities | | | |
| Accounts payable and accrued liabilities | | 161,542 | 414,266 |
| Deposit received for share issuance | | - | 249,990 |
| Liability related to the premium on flow-through shares | | - | 133,115 |
| Loans | | 34,460 | - |
| Lease liabilities – current portion | | 46,104 | 44,524 |
| Total current liabilities | | 242,106 | 841,895 |
| Non-current liabilities | | | |
| Loans | | - | 31,985 |
| Lease liabilities | | 130,412 | 153,866 |
| Total non-current liabilities | | 130,412 | 185,851 |
| Total liabilities | | 372,518 | 1,027,746 |
| Equity | | | |
| Share capital | 5 | 38,641,633 | 37,495,006 |
| Warrants | 6 | 168,565 | 269,389 |
| Stock options | 7 | 438,465 | 423,842 |
| Contributed surplus | | 2,188,819 | 2,045,791 |
| Deficit | | (32,429,752) | (32,196,884) |
| Total equity | | 9,007,730 | 8,037,144 |
| Total liabilities and equity | | 9,380,248 | 9,064,890 |

Subsequent events (note 8)

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

Vior inc.

Consolidated Statements of Comprehensive Income (Loss) (Unaudited, in Canadian dollars)

| | Notes | Three months ended December 31 | | Six months ended December 31 | |
|--|-------|-----------------------------------|------------------|---------------------------------|--------------------|
| | | 2022 \$ | 2021 \$ | 2022 \$ | 2021 |
| Revenues | | | | | |
| Fees charged to partners | | - | 1,019 | - | 1,136 |
| Expenses | | | | | |
| Salaries and benefits | | 84,017 | 79,747 | 168,806 | 167,572 |
| Professional and consulting fees | | 48,659 | 29,931 | 87,754 | 69,984 |
| Regulatory fees | | 28,337 | 18,378 | 39,351 | 23,214 |
| Rent and office expenses | | 18,512 | 9,505 | 30,343 | 18,613 |
| Communication, conference and investor relations | | 27,611 | 51,988 | 71,306 | 145,212 |
| Share-based compensation | | 2,655 | 18,023 | 9,665 | 44,919 |
| Travelling | | (473) | 5,027 | 5,305 | 7,798 |
| Search for mining properties | | 4,478 | 8,795 | 4,478 | 8,795 |
| Depreciation of right-of-use assets | | 11,997 | 11,997 | 23,994 | 23,994 |
| Cost of mining properties abandoned, impaired or written off | | 865 | - | 865 | - |
| | | 226,658 | 233,391 | 441,867 | 510,101 |
| Other revenues (expenses) | | | | | |
| Interests | | 12,469 | 1,978 | 21,043 | 4,152 |
| Change in fair value – listed shares | 3 | 119,696 | (184,550) | 63,942 | (1,144,350) |
| Accretion – loans and lease liability | | (4,478) | (5,223) | (9,101) | (10,577) |
| | | 127,687 | (187,795) | 75,884 | (1,150,775) |
| Loss before income taxes | | (98,971) | (420,167) | (365,983) | (1,659,740) |
| Recovery of deferred income taxes | | 64,994 | 154,420 | 133,115 | 154,420 |
| Net loss and comprehensive loss | | (33,977) | (265,747) | (232,868) | (1,505,320) |
| Weighted average number of common shares outstanding | | | | | |
| | | 92,156,811 | 77,347,118 | 87,845,881 | 75,145,692 |
| Basic and diluted loss per share | | (0.000) | (0.003) | (0.003) | (0.020) |

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

Vior inc.

Consolidated Statements of Changes in Equity (Unaudited, in Canadian dollars)

| | Notes | 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 and comprehensive loss | | - | - | - | - | - | (1,505,320) | (1,505,320) |
| Flow-through private placements | | 8,305,482 | 2,292,646 | - | - | - | - | 2,292,646 |
| Less: premium on flow-through shares | | - | (631,550) | - | - | - | - | (631,550) |
| | | 8,305,482 | 1,661,096 | - | - | - | - | 1,661,096 |
| Compensation warrants | | - | - | 2,017 | - | - | - | 2,017 |
| Stock-based compensation | | - | - | - | 58,140 | - | - | 58,140 |
| Share issue expenses | | - | (79,655) | - | - | - | - | (79,655) |
| Balance at December 31, 2021 | | 81,249,749 | 37,232,664 | 303,184 | 390,629 | 2,045,791 | (31 299 417) | 8,672,851 |
| Balance at June 30, 2022 | | 82,974,749 | 37,495,006 | 269,389 | 423,842 | 2,045,791 | (32,196,884) | 8,037,144 |
| Net loss and comprehensive loss | | - | - | - | - | - | (232,868) | (232,868) |
| Private placement | 5 | 8,722,614 | 1,090,327 | 43,613 | - | - | - | 1,133,940 |
| Acquisition of mining properties | 4 | 772,142 | 91,986 | - | - | - | - | 91,986 |
| Warrants expired | | - | - | (143,028) | - | 143,028 | - | - |
| Stock-based compensation | | - | - | - | 14,623 | - | - | 14,623 |
| Share issue expenses | | - | (35,686) | (1,409) | - | - | - | (37,095) |
| Balance at December 31, 2022 | | 92,469,505 | 38,641,633 | 168,565 | 438,465 | 2,188,819 | (32,429,752) | 9,007,730 |

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

Vior inc.

Consolidated Statements of Cash Flows (Unaudited, in Canadian dollars)

| | Six months ended December 31 | |
|---|---------------------------------|-------------------------|
| | 2022 | 2021 |
| | \$ | \$ |
| Cash flows from operating activities | | |
| Net loss | (232,868) | (1,505,320) |
| Adjustments for: | | |
| Change in fair value – listed shares | (63,942) | 1,144,350 |
| Share-based compensation | 9,665 | 44,919 |
| Depreciation of right-of-use assets | 23,994 | 23,994 |
| Cost of mining properties abandoned, impaired or written off | 865 | - |
| Accretion – loans and lease liability | 9,101 | 10,577 |
| Recovery of deferred income taxes | (133,115) | (154,420) |
| | <u>(386,300)</u> | <u>(435,900)</u> |
| Changes in non-cash working capital items | | |
| Sales tax receivable | 128,835 | (107,803) |
| Accounts receivable | (9,107) | 63,329 |
| Prepaid expenses | (4,955) | (15,625) |
| Accounts payable and accrued liabilities | (186,319) | 83,230 |
| | <u>(71,546)</u> | <u>23,131</u> |
| | <u>(457,846)</u> | <u>(412,769)</u> |
| Cash flows from financing activities | | |
| Lease liability payment | (28,500) | (28,500) |
| Private placement | 1,133,940 | - |
| Private placement – flow-through | - | 2,292,646 |
| Deposit received for share issuance | (249,990) | - |
| Share issue expenses | (37,095) | (107,841) |
| | <u>818,355</u> | <u>2,156,305</u> |
| Cash flows from investing activities | | |
| Additions to investments | (259,250) | - |
| Advance paid for exploration expenses | (104,000) | - |
| Acquisition of mining properties and capitalized exploration costs | (633,656) | (1,370,824) |
| Tax credits and mining rights received | 361,769 | 2,010 |
| | <u>(635,137)</u> | <u>(1,368,814)</u> |
| Net change in cash and cash equivalents | <u>(274,628)</u> | <u>374,722</u> |
| Cash and cash equivalents - beginning | <u>1,325,421</u> | <u>1,749,922</u> |
| Cash and cash equivalents - ending | <u>1,050,793</u> | <u>2,124,644</u> |
| Additional information: | | |
| <i>Related to investing activities:</i> | | |
| Tax credit and mining rights receivable applied against mining properties | 21,934 | 256,007 |
| Additions to mining properties and exploration expenditures included in accounts payable and accrued liabilities | 49,856 | 340,258 |
| Acquisition of mining assets by issuing shares | 91,986 | - |
| Stock-based compensation included in mining assets | 4,958 | 13,221 |
| Interest received | 11,170 | 1,026 |

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

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Notes to the Condensed Interim Consolidated Financial Statements

Three and six months ended December 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 February 22, 2023.

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, 2022, 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.

3. LISTED SHARES AND OTHER INVESTMENTS

| | Six months ended December 31, 2022 |
|---|---|
| Variation of listed shares and other investments | |
| | \$ |
| Balance - Beginning of period | 831,508 |
| Change in fair value | 63,942 |
| Balance - End of period | 895,450 |

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Notes to the Condensed Interim Consolidated Financial Statements

Three and six months ended December 31, 2022

| As at December 31, 2022 | | | |
|--|------------------------------|---------------------|----------------|
| | Market price per share | Number of shares | Fair value |
| | \$ | | \$ |
| Prospector Metals Corp. ("Prospector") | 0.15 | 141,666 | 21,250 |
| Ridgeline Minerals Corp. ("Ridgeline") | 0.24 | 3,642,500 | 874,200 |
| | | | 895,450 |

In previous fiscal years, the Corporation has:

- Invested \$625,850 in Ridgeline in consideration for 3,642,500 shares.
- Received 141,666 shares of Prospector valued at \$110,750 on the respective issuance dates.

4. MINING PROPERTIES

| | Undivided interest | Balance as at June 30, 2022 | Net additions | Tax credits | Impair- ment | Balance as at December 31, 2022 |
|-----------------------|-----------------------|--------------------------------------|------------------|----------------|-----------------|--|
| | % | \$ | \$ | \$ | \$ | \$ |
| Quebec, Canada | | | | | | |
| Belleterre | n/a | | | | | |
| Acquisition costs | | 646,678 | 126,049 | - | - | 772,727 |
| Exploration costs | | 2,062,421 | 296,638 | - | - | 2,359,059 |
| | | 2,709,099 | 422,687 | - | - | 3,131,786 |
| Big Island Lake | 100 | | | | | |
| Acquisition costs | | 6,135 | 1,412 | - | - | 7,547 |
| Exploration costs | | 16,812 | - | - | - | 16,812 |
| | | 22,947 | 1,412 | - | - | 24,359 |
| Foothills | 100 | | | | | |
| Acquisition costs | | 18,009 | 1,507 | - | (865) | 18,651 |
| Exploration costs | | 205,298 | 561 | - | - | 205,859 |
| | | 223,307 | 2,068 | - | (865) | 224,510 |
| Lac Merlin | 100 | | | | | |
| Acquisition costs | | 2,650 | - | - | - | 2,650 |
| Exploration costs | | 4,702 | 71 | - | - | 4,773 |
| | | 7,352 | 71 | - | - | 7,423 |
| Ligneris | 100 | | | | | |
| Acquisition costs | | 289,179 | 5,983 | - | - | 295,162 |
| Exploration costs | | 365,612 | 30,184 | (6,789) | - | 389,007 |
| | | 654,791 | 36,167 | (6,789) | - | 684,169 |
| Mosseau | 100 | | | | | |
| Acquisition costs | | 304,804 | 1,473 | - | - | 306,277 |
| Exploration costs | | 515,358 | 5,079 | - | - | 520,437 |
| | | 820,162 | 6,552 | - | - | 826,714 |
| Skyfall | 100 | | | | | |
| Acquisition costs | | 166,036 | 42,561 | - | - | 208,597 |
| Exploration costs | | 422,864 | 118,628 | (15,145) | - | 526,347 |
| | | 588,900 | 161,189 | (15,145) | - | 734,944 |

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| | Undivided interest | Balance as at June 30, 2022 | Net additions | Tax credits | Impair- ment | Balance as at December 31, 2022 |
|--------------------|-----------------------|--------------------------------------|------------------|-----------------|-----------------|--|
| | % | \$ | \$ | \$ | \$ | \$ |
| Veza-Noyard | 100 | | | | | |
| Acquisition costs | | 2,767 | - | - | - | 2,767 |
| Exploration costs | | 78,324 | - | - | - | 78,324 |
| | | 81,091 | - | - | - | 81,091 |
| Canada | | | | | | |
| Acquisition costs | | 1,436,258 | 178,985 | - | (865) | 1,614,378 |
| Exploration costs | | 3,671,391 | 451,161 | (21,934) | - | 4,100,618 |
| Subtotal – Canada | | 5,107,649 | 630,146 | (21,934) | (865) | 5,714,996 |
| Nevada, USA | | | | | | |
| Tonya | 100 | | | | | |
| Acquisition costs | | 343,318 | 34,049 | - | - | 377,367 |
| Exploration costs | | 159,574 | - | - | - | 159,574 |
| Subtotal – USA | | 502,892 | 34,049 | - | - | 536,941 |
| Summary | | | | | | |
| Acquisition costs | | 1,779,576 | 213,034 | - | (865) | 1,991,745 |
| Exploration costs | | 3,830,965 | 451,161 | (21,934) | - | 4,260,192 |
| Total | | 5,610,541 | 664,195 | (21,934) | (865) | 6,251,937 |

4.1 Mining properties - Option Agreement – Osisko – Blondeau-Guillet Property

On August 24, 2022, an amendment was made by the Corporation for the option agreement entered into on August 24, 2021, with Osisko Mining Inc. (“Osisko”) for their Blondeau-Guillet gold property in the Belleterre region of Abitibi-Témiscamingue. On November 14, 2022, the Corporation issued 625,000 shares (valued at \$75,000) to satisfy the option agreement’s first anniversary terms.

4.2 Skyfall

On May 20, 2022, the Corporation signed an agreement with a prospector to acquire a 100% interest in 24 claims next to the Skyfall property, by issuing 40,000 shares of the Corporation issued in July 2022 (valued at \$5,200).

On September 8, 2022, the Corporation signed an agreement with Osisko to acquire a 100% interest in 83 claims next to the Skyfall property, by issuing 107,142 shares of the Corporation (issued on October 6, 2022 and valued at \$11,786). Some claims are subject to a 1% net smelter return (“NSR”) royalty.

On September 20, 2022, the Corporation signed a letter of intent with SOQUEM Inc. (“SOQUEM”) on its Skyfall property. The letter of intent outlines the principal terms and conditions that will form the basis for a definitive option agreement; providing SOQUEM with the right to acquire a 50% undivided interest in the property, and The parties agreed that an definitive agreement would be finalized and executed as soon as possible and will be subject to the typical customary conditions, including receipt of all regulatory approvals. Under the letter of intent, SOQUEM will have the option to acquire a 50% undivided interest in the project for a period of 2 years beginning April 1, 2023, by fulfilling the following conditions:

1. Financing exploration work commitments totalling \$2,500,000 as per the following schedule:
 - a. \$500,000 before March 31, 2023;
 - b. an additional \$1,000,000 before April 1, 2024; and
 - c. an additional \$1,000,000 before April 1, 2025

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2. Cash payments to the Corporation totalling \$350,000 as per the following schedule:
 - a. \$50,000 on the signing of the definitive Agreement
 - b. \$75,000 on or before April 1, 2023;
 - c. \$100,000 on or before April 1, 2024; and
 - d. \$125,000 on or before April 1, 2025

The Corporation will be the operator. If the Option is exercised by SOQUEM, the LOI outlines the principal terms and conditions for a future joint venture agreement.

5. SHARE CAPITAL

On July 22 and 29, 2022, the Corporation closed a private placement totaling 8,722,614 units at a price of \$0.13 per unit, for total gross proceeds of \$1,133,940. Each unit consists of one common share and one-half common share purchase warrant. Each whole warrant entitles the holder to acquire one share at a price of \$0.21 per share for a period of 30 months. The warrants forming part of the units shall be subject to an accelerated expiry date clause whereby, at any time following the expiry of the four-months and one day hold period, should the trading price of the shares at the close of the market on the Exchange be equal to or exceed \$0.35 for 10 consecutive trading days. From the total compensation received from the units, \$43,613 has been allocated to warrants and \$1,090,327 to common shares, using the residual value method. Related parties participated for \$271,440 in the private placement including participation by Osisko for \$249,990. Share issue expenses totaled \$37,095 of which \$35,686 was allocated to capital stock and \$1,409 to warrants.

6. WARRANTS

The following table presents the warrant activity:

| | Six months ended December 31, 2022 | |
|---------------------------------------|---|--|
| | Number | Weighted average exercise price |
| | | \$ |
| Outstanding - beginning of the period | 13,227,586 | 0.23 |
| Issued on private placements | 4,361,307 | 0.21 |
| Expired | (6,150,000) | 0.14 |
| Outstanding - end of period | 11,438,893 | 0.27 |

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

| Number of warrants | Exercise price | Expiry date |
|-------------------------------|-----------------------|---|
| | \$ | |
| 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 |
| 77,586 | 0.29 | December 22, 2023 |
| 1,000,000 | 0.30 | June 14, 2024 |
| 2,403,807 | 0.21 | January 22, 2025, acceleration clause 10 days at \$0.35 |
| 1,957,500 | 0.21 | January 29, 2025, acceleration clause 10 days at \$0.35 |
| 11,438,893 | | |

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Notes to the Condensed Interim Consolidated Financial Statements

Three and six months ended December 31, 2022

7. STOCK OPTIONS

On October 11, 2022, the Corporation granted to an employee 120,000 stock options exercisable at \$0.10 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 \$5,760 or \$0.048 per stock option. The fair value of the options granted was estimated using the Black Scholes valuation model with: \$0.10 share price at the date of grant, no expected dividend yield, 51.7% expected volatility, 3.2% risk-free interest rate and 5 years options expected life.

On October 31, 2022, the Board of Directors approved an increase from 5,775,900 to 9,184,000 in the number of common shares reserved for issuance under the Corporation's fixed number stock option plan and this modification has been approved by the Exchange.

As at December 31, 2022, the stock options outstanding and exercisable are as follows:

| Number of stock options outstanding | Number of stock options 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 | 1,290,000 | 0.13 | September 25, 2025 |
| 194,000 | 129,333 | 0.17 | February 5, 2026 |
| 120,000 | 120,000 | 0.22 | April 14, 2026 |
| 325,000 | 250,000 | 0.22 | May 19, 2026 |
| 150,000 | 150,000 | 0.20 | August 26, 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 |
| 120,000 | 40,000 | 0.10 | October 11, 2027 |
| 850,000 | 850,000 | 0.10 | October 30, 2027 |
| 5,354,000 | 5,064,333 | | |

8. SUBSEQUENT EVENTS

On February 20, 2023, the Corporation granted to directors, officers, employees and consultants 2,710,000 stock options exercisable at \$0.145 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.