RIVERSIDE RESOURCES INC.

(An Exploration Stage Enterprise)

(Expressed in Canadian Dollars)

Condensed Interim Consolidated Financial Statements

For the Six Months Ended March 31, 2022 and 2021

(Unaudited – Prepared by Management)

RIVERSIDE RESOURCES INC.

Index to Condensed Interim Consolidated Financial Statements

March 31, 2022

NOTICE OF NON-REVIEW OF CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

In accordance with National Instrument 51-102 Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of these condensed interim consolidated financial statements, they must be accompanied by a notice indicating that these condensed interim consolidated financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim consolidated financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The attached condensed interim consolidated financial statements for the six months ended March 31, 2022 have not been reviewed by the Company's auditors.

RIVERSIDE RESOURCES INC.
(An Exploration Stage Enterprise)
Condensed Interim Consolidated Statements of Financial Position as at,
(Unaudited- Expressed in Canadian Dollars)

	Note	March 31, 2022	September 30, 2021
Assets			
Current assets:			
Cash and cash equivalents	15	$ 6,965,808	$ 5,972,384
Short-term investments	5	310,803	1,400,526
Receivables	6	166,551	95,199
Prepaid expenses	7	73,634	129,638
		7,516,796	7,597,747
Receivables	6	985,122	977,977
Equipment	8	207,876	234,070
Exploration and evaluation assets	9	6,975,176	6,089,456
		$ 15,684,970	$ 14,899,250
Liabilities and Shareholders' Equity			
Current liabilities:			
Accounts payable and accrued liabilities	10	$ 461,947	$ 474,271
Exploration advances	10	2,553,116	2,423,630
Flow-through premium liability	12	84,558	-
Provision liability	18	1,032,449	1,022,086
		4,132,070	3,919,987
Shareholders’ equity:			
Capital stock	12	26,017,795	25,468,861
Reserves	12	3,747,773	3,670,485
Deficit		(15,966,938)	(15,862,311)
Accumulated other comprehensive loss		(2,245,730)	(2,297,772)
		11,552,900	10,979,263
		$ 15,684,970	$ 14,889,250

Nature and continuance of operations (Note 1)
Subsequent events (Note 19)

On behalf of the Board on May 27, 2022

“Walter Henry” Director
Water Henry

“Wendy Chan” Director
Wendy Chan

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

RIVERSIDE RESOURCES INC.
(An Exploration Stage Enterprise)
Condensed Interim Consolidated Statements of Income and Comprehensive Income
For the six months ended March 31,
(Unaudited - Expressed in Canadian Dollars)

	Note	3 Month Ended March 31, 2022	3 Month Ended March 31, 2021	6 Month Ended March 31, 2022	6 Month Ended March 31, 2021
Expenses					
Management and consulting fees	9, 13	$ 91,907	$ 84,741	$ 186,425	$ 215,461
Depreciation	8	15,603	18,618	30,799	37,111
Amortization of flow-through premium liability	12	(86,984)	-	(86,984)	-
Director fees	13	9,000	9,000	18,000	18,000
Foreign exchange (gain) loss		76,866	30,997	92,034	120,695
General and administration		51,920	23,282	83,551	49,293
Interest expense	11	-	826	-	1,633
Investor relations	13	89,153	66,185	165,259	142,339
Professional fees		42,810	36,989	76,482	74,783
Property investigation and evaluation (recovery)		40	(15)	4,552	2,813
Rent		14,550	20,316	29,100	40,631
Share-based payments	12, 13	40,326	76,799	77,288	212,131
Finance income		(6,517)	(3,731)	(12,120)	(6,211)
Operational fee recovery	9, 10	(69,036)	(113,303)	(160,943)	(242,613)
Other income	5, 10, 13	(19,786)	(30,964)	(91,641)	(63,871)
Unrealized loss (gain) on short-term investments	5	(82,810)	387,380	1,073,485	(45,114)
Realized loss (gain) on short-term investments	5	-	(1,172,012)	(1,384,833)	(1,172,012)
Write -down of E&E assets		36	-	4,173	-
Net income (loss) for the period		(167,078)	564,892	(104,627)	614,931
Foreign exchange movements		73,691	(320,916)	52,042	(57,999)
Comprehensive income (loss) for the period		(93,387)	243,976	(52,585)	556,932
Income (Loss) per share – basic and diluted		$ (0.00)	$ 0.01	$ (0.00)	$ 0.01
Weighted average number of common shares outstanding					
– basic	4(h)	69,562,521	64,261,060	69,080,729	64,464,219
– diluted	4(h)	69,562,521	64,261,060	69,080,729	64,464,219

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

RIVERSIDE RESOURCES INC.
(An Exploration Stage Enterprise)
Condensed Interim Consolidated Statements of Cash Flows for the period ended March 31,
(Unaudited - Expressed in Canadian Dollars)

	Note	2022	2021
OPERATING ACTIVITIES			
Net income (loss) for the period		$ (104,627)	$ 614,931
Items not involving cash:			
Depreciation	8	30,799	37,111
Amortization of flow-through premium liability	12	(86,984)	-
Share-based payments	12,13	77,288	212,131
Realized gain on short-term investments	5	(1,384,833)	(45,114)
Unrealized loss (gain) on short-term investments	5	1,073,485	(1,172,012)
Other income	5,10,13	(91,641)	(63,871)
Interest expense (recovery)	11	-	1,633
Change in non-cash working capital items:			
Prepaid expenses		56,004	37,669
Receivables		13,144	(239,164)
Accounts payable and accrued liabilities		(456,318)	(89,504)
		(873,683)	(706,190)
INVESTING ACTIVITIES			
Exploration advances – accounts payable and accrued liabilities		129,486	(970,868)
Exploration and evaluation assets		(467,996)	(303,578)
Purchase of equipment	8	(3,026)	(70,783)
Sale of short-term investments	5	1,471,070	1,458,934
		1,129,534	113,705
FINANING ACTIVITY			
Proceeds from shares issuance, net of issuance costs	12	720,475	-
Proceeds from the exercise of warrants	12	-	366,285
Proceeds from the exercise of options	12	-	79,925
		720,475	446,210
Effect of foreign exchange on cash and cash equivalents		17,098	(102,226)
Increase (decrease) in cash and cash equivalents		993,424	(248,501)
Cash and cash equivalents, beginning of the period		5,972,384	4,588,578
Cash and cash equivalents, end of the period		$ 6,965,808	$ 4,340,077

Supplemental disclosures with respect to cash flows (Note 15)

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

RIVERSIDE RESOURCES INC.

(An Exploration Stage Enterprise)
Condensed Interim Consolidated Statements of Changes in Shareholders' Equity
(Unaudited - Expressed in Canadian Dollars)

		Capital Stock				Accumulated other comprehensive	
	Note	Shares	Amount	Reserves	Deficit	loss	Total
Balance at September 30, 2020		68,127,131	$ 24,961,986	$ 3,458,788	$ (16,596,443)	$ (2,260,653)	$ 9,563,678
Issued for:							
Exercise of warrants	12	2,173,000	366,285	-	-	-	366,285
Exercise of options	12	717,500	140,590	(60,665)	-	-	79,925
Share-based payments	12	-	-	212,131	-	-	212,131
Income for the period		-	-	-	614,931	-	614,931
Foreign exchange movements		-	-	-	-	(57,999)	(57,999)
Balance at March 31, 2021		71,017,631	25,468,861	3,610,254	(15,981,512)	(2,318,652)	10,778,951
Balance at September 30, 2021		71,017,631	25,468,861	3,670,485	(15,862,311)	(2,297,772)	10,979,263
Issued for:							
Private placement	12	3,430,833	720,475	-	-	-	720,475
Flow-through premium	12	-	(171,541)	-	-	-	(171,541)
Share-based payments	12	-	-	77,288	-	-	77,288
Loss for the period		-	-	-	(104,627)	-	(104,627)
Foreign exchange movements		-	-	-	-	52,042	52,042
Balance at March 31, 2022		74,448,464	$ 26,017,795	$ 3,747,773	$ (15,996,938)	$ (2,245,730)	$ 11,552,900

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

(Unaudited - Expressed in Canadian Dollars)

1. Nature and continuance of operations

Riverside Resources Inc. (the "Company" or "Riverside") is a mineral exploration and evaluation company operating as a prospect generator listed on the TSX Venture Exchange (the "Exchange") under the symbol "RRI" and is engaged in the acquisition, exploration and evaluation of exploration and evaluation assets in the Americas including Canada, the United States and Mexico.

The Company's head office address is 550 – 800 West Pender Street, Vancouver, British Columbia, Canada V6C 2V6.

In March 2020 the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or ability to raise funds.

The Company's ability to continue operations is uncertain and is dependent upon the ability of the Company to obtain necessary financing to meet the Company's liabilities and commitments as they become payable, acquiring assets or a business, and the ability to generate future profitable production or operations or sufficient proceeds from the disposition thereof. The outcome of these matters cannot be predicted at this time. The consolidated financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations. Management believes that the Company has sufficient working capital to maintain its operations and activities for the next fiscal year.

2. Plan of Arrangement

On October 30, 2019, the Company incorporated a new subsidiary, Capitan Mining Inc. ("Capitan") and Rios DE Suerte S.A de C.V., another new subsidiary was incorporated on November 29, 2019 in order to facilitate a plan of arrangement ("Arrangement") whereby the Company's 100% interest in the Peñoles Project was spun out to Capitan.

On August 14, 2020, the Company transferred its 100% interest in the Peñoles Project and completed the Arrangement to spin out the shares of Capitan to the shareholders of Riverside. Pursuant to the Arrangement, holders of common shares of Riverside on August 13, 2020 received one new common share of Riverside (each, a "Riverside Share") and 0.2594 of a Capitan share (each, a "Capitan Share") for each common share held.

The carrying value of the net assets transferred to Capitan, pursuant to the Arrangement, consisted of the following assets:

Assets	$
Carrying value of exploration and evaluation assets	**1,082,717**
Fair value of net assets transferred	**3,500,000**
Gain on transfer of spin-out assets	**2,417,283**

In accordance with IFRIC 17, Distribution of Non-cash Assets to Owners, the Company recognized the transfer of net assets to Riverside shareholders at fair value with the difference between that value and the carrying amount of the net assets recognized in the consolidated statement of comprehensive income. The fair value of net assets transferred was based on the expected market value of a Capitan share of $0.20 per share as per private placement completed on August 24, 2020.

The Arrangement resulted in a reduction of share capital amounting to $3,500,000.

2. Plan of Arrangement (continued)

Under the terms of the Arrangement, each issued and outstanding Riverside option has been adjusted for the assets spun-out. The exercise prices of the Riverside replacement stock options were adjusted based on the proportional market value of the two companies after completion of the Arrangement. See Note 12.

3. Basis of presentation and Statement of compliance

These condensed interim consolidated financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments as fair value through profit and loss or available for sale, which are stated at their fair value. All dollar amounts presented are in Canadian dollars unless otherwise specified. In addition, these condensed interim consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information.

These condensed interim consolidated financial statements, including comparatives, have been prepared in accordance with International Accounting Standards ("IAS 34"), "Interim Financial Reporting" using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and International Financial Reporting Interpretations Committee ("IFRIC"). Therefore, these interim financial statements comply with International Accounting Standards ("IAS") 34 "Interim Financial Reporting".

4. Significant accounting policies

(a) Principles of consolidation

These consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All inter-company transactions and balances have been eliminated upon consolidation.

Name of subsidiary	Country of incorporation	Proportion of ownership interest	Principal activity
Riverside Resources Mexico, S.A. de C.V.	Mexico	100%	Mineral exploration
RRM Exploracion, S.A.P.I. de C.V.	Mexico	100%	Mineral exploration
RRM Minas S DE RL de C.V.	Mexico	100%	Mineral exploration
RRI Exploration Inc.	United States	100%	Mineral exploration
RRI Holdings Limited	Canada	100%	Holding company
Riverside Resources (BC) Inc.	Canada	100%	Mineral exploration

The Company's accounting policies are described in Note 4 to the consolidated financial statements for the year ended September 30, 2021. Management considers the following to be the most critical in understanding the judgments that are involved in preparing the Company's financial statements and the uncertainties that could impact its results of operations, financial condition and future cash flow.

New standards, interpretations and amendments adopted during the period

A number of new standards, amendments to standards and interpretations are not yet effective as of March 31, 2022 and have therefore not been applied in preparing these consolidated financial statements. None are expected to have a material effect on the financial statements of the Company.

(Unaudited - Expressed in Canadian Dollars)

5. Short-term investments

Short-term investments include marketable securities received as a result of property option agreements. Marketable securities comprise common shares in publicly traded and private companies as follows:

	March 31, 2022			September 30, 2021		
	Number of shares	Cost	Fair market value	Number of shares	Cost	Fair market value
Arcus Development Group Inc.	29,000	$ 11,020	$ 870	29,000	$ 11,020	$ 870
Arizona Metals Corp. [(1)]	-	-	-	324,500	86,237	1,184,425
Guerrero Exploration Inc.	1,926,000	343,049	-	1,926,000	343,049	-
Carlyle Commodities Corp. [(2)]	2,500,000	512,500	75,000	2,000,000	497,500	120,000
Goldshore Resources Inc. (formerly Sierra Madre Developments Inc.)	104,194	1,103,791	50,013	104,194	1,103,791	63,559
Sinaloa Resources Corp.	1,000,000	100,000	-	1,000,000	100,000	-
First Helium Inc. [(3)]	154,500	45,308	117,420	154,500	45,308	31,672
Upper Canada Mining Inc.	5,600,000	-	-	5,600,000	-	-
Southern Empire Resources [(4)]	500,000	55,000	67,500	-	-	-
		$ 2,170,668	$ 310,803		$ 2,186,905	$ 1,400,526

(1) During the six months ended Mach 31, 2022, the Company sold the remaining 324,500 shares for net proceeds of $1,471,070. During the year ended September 30, 2021, the Company sold 1,175,500 shares for net proceeds of $1,805,182.

(2) On January 13, 2022, the Company received additional 500,000 shares of Carlyle Commodities Corp. with a fair market value of $15,000 as per the option agreement for the Cecilia property. Please refer to Note 9 (e) for additional details.

(3) On July 12, 2021, First Helium Inc. completed its listing and began trading on the TSX-V under the symbol HELI.

(4) On January 12, 2022, the Company received additional 500,000 shares of Southern Empire Resources Corp. with a fair market value of $55,000 as per the option agreement for the Suaqui Verde property. Please refer to Note 9 (h) for additional details.

(Unaudited - Expressed in Canadian Dollars)

6. Receivables

Receivables mainly consist of tax refunds from the Federal Government of Canada and Mexico.

		March 31, 2022		September 30, 2021
GST recoverable amounts in Canada	$	26,689	$	19,990
IVA recoverable amounts in Mexico (current)		82,411		26,178
Land taxes recovery in Mexico		21,347		21,133
Other receivable*		36,104		27,898
		166,551		95,199
IVA recoverable amounts in Mexico (non-current)		985,122		977,977
	$	1,151,673	$	1,073,176

*As at March 31, 2022, the Company recognized $36,104 other receivable for the exploration expenditures reimbursement from February to November 2021 from iMetal Resources Inc. ("iMetal"). Subsequent to the period ended March 31, 2022, the Company has received $36,104 other receivable from iMetal. Please refer to the Note 9 for additional details.

7. Prepaid expenses

The breakdown of prepaid expenses is as follows:

		March 31, 2022		September 30, 2021
Conferences and courses	$	13,946	$	9,463
Expense advances		27,147		71,337
Insurance		21,697		37,998
Rent		10,844		10,840
	$	73,634	$	129,638

(Unaudited - Expressed in Canadian Dollars)

8. Equipment

	Computer hardware	Exploration equipment	Furniture & fixtures	Vehicles	TOTAL
Cost					
Balance at September 30, 2020	$ 88,805	$ 205,522	$ 31,353	$ 193,064	$ 518,744
Additions	-	-	-	65,823	65,823
Foreign exchange movement	524	6,138	634	6,257	13,553
Balance at September 30, 2021	$ 89,329	$ 211,660	$ 31,987	$ 265,144	$ 598,120
Additions	1,894	-	-	1,132	3,026
Foreign exchange movement	171	1,994	206	2,689	5,060
Balance at March 31, 2022	**$ 91,394**	**$ 213,654**	**$ 32,193**	**$ 268,965**	**$ 606,206**
Accumulated depreciation					
Balance at September 30, 2020	$ (79,295)	$ (102,373)	$ (27,242)	$ (77,823)	$ (286,733)
Depreciation	(4,432)	(21,392)	(845)	(49,274)	(75,943)
Foreign exchange movement	(215)	(2,810)	(544)	2,195	(1,374)
Balance at September 30, 2021	$ (83,942)	$ (126,575)	$ (28,631)	$ (124,902)	$ (364,050)
Depreciation	(1,300)	(8,391)	(332)	(20,776)	(30,799)
Foreign exchange movement	(150)	(1,362)	(188)	(1,781)	(3,481)
Balance at March 31, 2022	**$ (85,287)**	**$ (136,328)**	**$ (29,151)**	**$ (147,417)**	**$ (398,183)**
Net book value					
Balance at September 30, 2021	$ 5,387	$ 85,085	$ 3,356	$ 140,242	$ 234,070
Balance at March 31, 2022	**$ 6,004**	**$ 77,331**	**$ 3,044**	**$ 120,497**	**$ 207,876**

(Unaudited - Expressed in Canadian Dollars)

9. Exploration and evaluation assets

For the period ended March 31, 2022

	Tajitos Mexico	La Silla Mexico	Australia Mexico	Ariel Mexico	Cecilia Mexico	Teco Mexico	Suaqui Verde Mexico	Los Cuarentas Mexico	La Union Mexico	El Valle, Llano del Nogalo & El Pima Mexico	Northwestern Ontario Canada	Total
Acquisition costs	$ 35,407	$ 5,806	$ 987	$ 4,083	$ 18,621	$ 6,635	$ 1,058	$ 9,348	$ 79,745	$ 882	$ -	$ 162,572
Exploration costs:												
Assaying	-	-	-	-	-	-	-	-	9,605	-	1,390	10,995
Drilling	-	-	-	-	-	-	-	2,356	-	-	442,654	445,010
Field & camp costs	182	2,625	546	212	-	-	-	-	11,729	-	9,287	24,581
Geological consulting	12,121	10,764	276	11,304	2,489	138	138	10,402	98,086	821	130,369	276,908
Surveys & geophysics	-	-	-	-	-	-	-	-	-	-	-	-
Transport & support	1,749	4,771	2,327	2,510	-	1,907	-	211	13,457	-	31,253	58,185
Total current exploration costs	14,052	18,160	3,149	14,026	2,489	2,045	138	12,969	132,877	821	614,953	815,679
Professional & other fees:												
Professional consulting	-	12,000	-	6,000	-	6,000	-	-	-	-	1,500	25,500
Legal fees	15,100	-	-	-	-	-	-	555	8,674	(1,627)	-	22,702
Others	313	3,002	-	998	-	478	-	-	2,100	-	3,646	10,537
Total current professional & other fees	15,413	15,002	-	6,998	-	6,478	-	555	10,774 -	1,627	5,146	58,739
Total costs incurred during the period	64,872	38,968	4,136	25,107	21,110	15,158	1,196	22,872	223,396	76	620,099	1,036,990
Balance, Opening	2,697,156	562,511	39,432	121,874	1,228,630	240,710	30,285	193,064	132,575	6,799	836,420	6,089,456
Recoveries	-	-	-	-	(15,000)	-	(130,000)	-	-	-	(50,000)	(195,000)
Foreign exchange movements	21,490	3,009	488	605	6,159	2,293	292	2,687	6,655	52	-	43,730
Balance, End of the period	$ 2,783,518	$ 604,488	$ 44,056	$ 147,586	$ 1,240,899	$ 258,161	-$ 98,227	$ 218,623	$ 362,626	$ 6,927	$ 1,406,519	$ 6,975,176
Cumulative costs:												
Acquisition	$ 1,146,022	$ 68,982	$ 4,553	$ 17,188	$ 643,435	$ 86,800	$ 5,927	$ 220,636	$ 110,900	$ 5,300	$ 74,453	$ 2,384,196
Exploration	1,606,850	594,922	28,402	104,942	980,666	139,804	27,334	110,428	224,877	1,001	1,180,987	5,000,213
Professional & other fees	368,585	127,066	13,450	27,814	149,829	23,602	52	18,807	23,620	797	201,079	954,701
Recoveries	-	(164,000)	-	-	(612,500)	-	(130,000)	(122,519)	-	-	(50,000)	(1,079,019)
Foreign exchange movements	(337,939)	(22,482)	(2,349)	(2,358)	79,469	7,955	(1,540)	(8,729)	3,229	(171)	-	(284,915)
	$ 2,783,518	$ 604,488	$ 44,056	$ 147,586	$ 1,240,899	$ 258,161	-$ 98,227	$ 218,623	$ 362,626	$ 6,927	$ 1,406,519	$ 6,975,176

(Unaudited - Expressed in Canadian Dollars)

9. Exploration and evaluation assets (continued)

For the year ended September 30, 2021

	Tajitos Mexico	La Silla Mexico	Australia Mexico	Ariel Mexico	Cecilia Mexico	Teco Mexico	Suaqui Verde Mexico	Los Cuarentas Mexico	La Union Mexico	El Valle, Llano del Nogalo & El Pima Mexico	Northwestern Ontario Canada	Total
Acquisition costs	$ 80,110	$ 6,670	$ 911	$ 3,870	$ -	$ 12,649	$ 975	$ 61,055	$ 14,165	$ 2,468	$ 7,556	$ 190,429
Exploration costs:												
Assaying	-	946	-	-	-	-	-	-	592	-	3,467	5,005
Drilling	-	-	-	-	-	-	-	21,757	-	-	-	21,757
Field & camp costs	20,677	10,128	3,566	4,180	144	6,656	-	313	10,746	-	12,025	68,435
Geological consulting	21,820	46,458	312	7,924	750	6,237	-	2,494	39,504	-	110,590	236,089
Surveys & geophysics	-	-	-	-	-	-	-	-	-	-	76,658	76,658
Transport & support	18,624	26,607	303	5,735	1,404	3,774	4,634	724	10,111	-	55,307	127,223
Total current exploration costs	61,121	84,139	4,181	17,839	2,298	16,667	4,634	25,288	60,953	-	258,047	535,167
Professional & other fees:												
Professional consulting	-	26,273	-	4,000	52	12,000	52	2,440	5,000	-	53,327	103,144
Legal fees	39,057	352	-	-	658	-	-	623	4,416	1,934	-	47,040
Others	1,185	-	-	-	-	-	-	-	-	-	-	1,185
Total current professional & other fees	40,242	26,625	-	4,000	710	12,000	52	3,063	9,416	1,934	53,327	151,369
Total costs incurred during the year	181,473	117,434	5,092	25,709	3,008	41,316	5,661	89,406	84,534	4,402	318,930	876,965
Balance, Opening	2,460,312	438,112	33,405	95,192	1,305,696	193,987	23,864	100,264	47,271	2,354	517,490	5,217,947
Recoveries	-	-	-	-	(97,500)		-	-		-	-	(97,500)
Foreign exchange movements	55,371	6,965	935	973	17,426	5,407	760	3,394	770	43	-	92,044
Balance, End of the year	$ 2,697,156	$ 562,511	$ 39,432	$ 121,874	$ 1,228,630	$ 240,710	$ 30,285	$ 193,064	$ 132,575	$ 6,799	$ 836,420	$ 6,089,456
Cumulative costs:												
Acquisition	$ 1,110,615	$ 63,176	$ 3,566	$ 13,105	$ 624,814	$ 80,165	$ 4,869	$ 211,288	$ 31,155	$ 4,418	$ 74,453	$ 2,221,624
Exploration	1,592,798	576,762	25,253	90,916	978,177	137,759	27,196	97,459	92,000	180	566,034	4,184,534
Professional & other fees	353,172	112,064	13,450	20,816	149,829	17,124	52	18,252	12,846	2,424	195,933	895,962
Recoveries	-	(164,000)	-	-	(597,500)	-	-	(122,519)	-	-	-	(884,019)
Foreign exchange movements	(359,429)	(25,491)	(2,837)	(2,963)	73,310	5,662	(1,832)	(11,416)	(3,426)	(223)	-	(328,645)
	$ 2,697,156	$ 562,511	$ 39,432	$ 121,874	$ 1,228,630	$ 240,710	$ 30,285	$ 193,064	$ 132,575	$ 6,799	$ 836,420	$ 6,089,456

(Unaudited - Expressed in Canadian Dollars)

9. Exploration and evaluation assets (continued)

Title to exploration and evaluation asset interests involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many mineral claims. The Company has investigated title to all of its exploration and evaluation asset interests and, to the best of its knowledge, title to all of its interests are in good standing. The exploration and evaluation asset interests in which the Company has committed to earn an interest are located in Mexico and Canada.

The terms and commitments of the Company with respect to its exploration and evaluation assets are subject to change if and when the Company and its partners mutually agree to new terms and conditions.

(a) Peñoles, Durango, Mexico

The Company owned 100% of the Peñoles Property, subject to a 2% NSR payable to the underlying concession holder.

On August 14, 2020, the Company completed the Arrangement and transferred its 100% interest of the Peñoles Project to Capitan as previously mentioned in Note 2. In connection with the Arrangement, the Company recognized a gain on spin-out of Peñoles Project of $2,417,283 in consideration for 17,500,000 common shares of Capitan with a value of $3,500,000. There were $1,082,717 historical capitalized costs associated with this project transferred to Capitan.

(b) Tajitos, Sonora, Mexico

The Company has a 100% interest in the Tajitos Property.

(c) La Silla, Sinaloa, Mexico

In October 2015, the Company acquired two mining concessions in the La Silla district in Sinaloa through a lottery process. The Company has a 100% exploration concession interest in the La Silla Property.

(d) Ariel, Sonora, Mexico

The Company has a 100% exploration concession interest in the Ariel Property.

(e) Cecilia, Sonora, Mexico

In January 2017, the Company signed letter agreements with Gunpoint Exploration Ltd. ("Gunpoint") and Millrock Resources Inc. ("Millrock") to acquire three La Cecilia Margarita concessions owned by Gunpoint, and to acquire the Violeta concession owned by Millrock into a unified Cecilia Gold Project. The Company could acquire a 100% interest in the La Cecilia Margarita concessions from Gunpoint with the following terms:

Due date	**Cash**	**Common shares**
Upon signing of letter agreement (January 31, 2017)	$ 10,000 (paid)	-
Upon signing of Mexican agreement (June 2017)	$ 15,000 (paid)	100,000 (issued, fair value: $46,000)
January 31, 2018	$ 25,000 (paid)	200,000 (issued, fair value: $54,000)
January 31, 2019	$ 75,000 (paid)	300,000 (issued, fair value: $51,000)
January 31, 2020	$ 125,000 (paid)	400,000 (issued, fair value: $56,000)

(Unaudited - Expressed in Canadian Dollars)

9. Exploration and evaluation assets (continued)

(e) Cecilia, Sonora, Mexico (continued)

In addition to the payments made to Gunpoint above, the Company acquired a 100% interest in the Violeta concession from Millrock during the year ended September 30, 2017 by paying $10,000 and issuing 100,000 common shares with a fair value of $46,000 to Millrock upon completion of property title transfer, subject to 0.5% NSR.

On July 15, 2020, the Company entered into an Definitive Option Agreement with Carlyle Commodities Corp. ("Carlyle") whereby Carlyle could acquire a 100% interest in the Cecilia Property, by paying $200,000 in cash, issuing 1,500,000 common shares and 3,000,000 special warrants, and incurring exploration expenditures of $2,500,000 over a three-year period as per below, while retaining a 2.5% NSR.

Due date	Cash	Common shares	Special warrants	Exploration expenditures
June 23, 2020 (signing of LOI)	$10,000 (received)(1)	-	-	-
July 15, 2020	$40,000 (received)(2)	1,500,000 (received)(3)	3,000,000 (received) (3)	-
July 15, 2021	$50,000 (received) (4)	-	-	$ 750,000 (achieved)
July 15, 2022	$50,000	-	-	$ 500,000
July 15, 2023	$50,000	-	-	$ 1,250,000

(1) Option payments were received on June 23, 2020
(2) Option payment was received on July 16, 2020
(3) 1,500,000 common shares and 3,000,000 special warrants were received on July 13, 2020. The special warrants are subject to the following vesting schedule: 500,000 vested 12 months after issuance, 500,000 vested 18 months after issuance, 500,000 vested 24 months after issuance, 500,000 vested 30 months after issuance, and 1,000,000 vested 36 months after issuance. Unless the option agreement expires or is terminated, the special warrants will be converted to common shares in Carlyle with no additional consideration. Upon expiration or termination of the option agreement, any unvested special warrants are terminated. On July 13, 2021, 500,000 special warrants were vested and converted to common shares with a fair market value of $47,500. On January 13, 2022, 500,000 special warrants were vested and converted to common shares with a fair market value of $15,000.
(4) Option payment was received on July 12, 2021

On August 17, 2020, the Company received $150,000 as exploration advance from Carlyle for generative exploration during the period from July 15 to September 30, 2020. As of September 30, 2020, the Company had spent the overall $150,000 for the generative exploration program.

During the year ended September 30, 2021, the Company received $600,000 in total as exploration advance from Carlyle for generative exploration in 2021. As of September 30, 2021, the Company had spent the overall $600,000 for the generative exploration program.

During the period ended March 31, 2022, the Company recognized and received $nil (September 30, 2021- $51,101) as operational fee recovery.

(Unaudited - Expressed in Canadian Dollars)

9. Exploration and evaluation assets (continued)

(f) Teco, Sonora, Mexico

The Company has a 100% ownership interest in the Teco Project which is made up of two concessions: Teco and Suaqui Grande.

(g) Australia, Sonora, Mexico

The Company has a 100% interest ownership interest in the Australia Project which is made up of two concessions: Sandy and Sandy 2.

(h) Suaqui Verde, Suaqui Grande, Mexico

The Company has a 100% interest in Suaqui Verde and Suaqui Grande Properties.

On December 24, 2021, the Company entered into an Definitive Option Agreement with Southern Empire Resource Corp. (“Southern Empire”) whereby Southern Empire could acquire a 100% interest in the Suaqui Verde Property, by paying $112,500 in cash, issuing 1,625,000 common shares while retaining a 2.5% NSR on precious metal products and 1.75% NSR on base metal products. The transaction details as below:

Due date	**Cash**	**Common shares**
Upon the closing date (December 24, 2021)	$ 25,000 (paid)	500,000 (received)
On or before the first anniversary of the closing date (December 24, 2022)	$ 37,500	550,000
On or before the second anniversary of the closing date (December 24, 2023)	$ 50,000	575,000

On October 1, 2021, the Company received the payment of $50,000 for granting an exclusivity period of 60 days from October 1, 2021 to complete its due diligence on the Suaqui Verde property.

(i) Los Cuarentas, Sonora, Mexico

On June 24, 2019, the Company entered into a binding letter agreement (“Letter Agreement”) with Millrock to acquire a 100% undivided right, title, and interest in five projects, including Los Cuarentas, La Union, El Valle, Llano del Nogalo and El Pima, at a purchase price of $35,000 cash (paid) and 150,000 common shares (issued at a fair market value of $24,000). During the year ended September 30, 2021, the Company has officially obtained ownership of the properties of Llano del Nogalo and EI Valle.

On June 17, 2020, the Company entered into a Definitive Option Agreement (the “Agreement”) with Minera Hochschild Mexico, S.A. de C.V. (“Hochschild”), a wholly-owned subsidiary of Hochschild Mining PLC for the Company’s 100% owned Los Cuarentas Gold-Silver Project (the “Project”).

9. Exploration and evaluation assets (continued)

(i) Los Cuarentas, Sonora, Mexico (continued)

On April 9, 2021, Hochschild initiated the termination of the option agreement by undertaking the costs of reclamation works and the federal annual concession maintenance fees due prior to September 6, 2021. On May 14, 2021, the Company received US$23,793 as exploration advance for the reclamation costs and the federal annual concession maintenance fees during the period from April to September 2021 and therefore, Hochschild has no further obligation with respect to the project.

During the period ended March 31, 2022, the Company recognized and received $nil (September 30, 2021- $78,338) as operational fee recovery.

(j) La Union, Sonora, Mexico

The Company has a 100% exploration concession interest in the La Union Property.

(k) Northwestern Ontario, Canada

In April 2019, the Company acquired a 100% interest in the Oakes, Longrose, Pichette and Vincent projects in Northwestern Ontario, Canada. In July 2020, the Company expanded and acquired a 100% interest in the High Lake (Kenora) project in Western Ontario, Canada.

On October 28, 2021, the Company entered into an Definitive Option Agreement with Golden Retriever Minerals Ltd. ("Golden Retriever") whereby Golden Retriever could acquire a 100% interest in the High Lake Property, by paying $125,000 in cash while retaining a 2% NSR. The transaction details as below:

- $50,000 to be paid to Riverside on closing date of October 28, 2021 (Paid).
- $75,000 to be paid to Riverside before the 28th of March 2022.
- Riverside would be granted a 2% NSR on each of the Royal, Canoe and Electrum Projects. Each of the royalty granted on each project can be bought down to 1% for a total of $2,000,000 for a determined period of time. Once the final option payment is made to Riverside and should the option not be completed then the properties are fully returned to Riverside in good standing.

On February 10, 2021, the Company announced the sales of Oakes, Pichette and Longrose projects in northwestern Ontario for 8,000,000 common shares and a one-time bonus $500,000 in cash or share consideration for drill results of 100 g/m gold intercept at any of the three properties sold by the Company to iMetal Resources Inc. ("iMetal"), as well as the Company retaining a 2.5% Net Smelter Royalty (NSR) on each project. On November 18, 2021, the Company terminated the proposed acquisition with iMetal. As at March 31, 2022, the Company has a total receivable of $36,104 related to the exploration expenditures to be reimbursed by iMetal. Subsequent to the period ended March 31, 2022, the Company received $36,104 exploration expenditures reimbursement from iMetal.

(Unaudited - Expressed in Canadian Dollars)

10. Accounts payable and accrued liabilities

Accounts payable and accrued liabilities consist of payables to vendors and exploration advances from alliance partners. The breakdowns of accounts payable and accrued liabilities are as follows:

	March 31, 2022	September 30, 2021
Payables to vendors	$ 461,947	$ 474,271
Exploration advances*	2,553,116	2,423,630
	$ 3,015,063	$ 2,897,901

*Exploration advances is in connection to the BHP, Carlyle and Hochschild projects. Refer to Note 9 (e), (i) and the following exploration alliance program for further details.

Exploration Alliance Program_ Palo Fierro, Sonora, Mexico

On May 15, 2019, the Company entered into an exploration financing agreement with BHP Exploration Chile SpA ("BHP") for funding of generative exploration in the copper producing belt of Mexico (the "Program").

On April 8, 2021, the Company received US$546,708 as the second part of exploration advances for the generative exploration during the period from January 1 to May 15, 2021 in the second year. As of May 15, 2021, the Company had spent the US$546,708 for the second part of generative exploration in the second year.

On July 16, 2021, the Company received US$650,747 as the first part of exploration advances for the generative exploration during the period from May 15 to October 31, 2021 in the third year. As of October 31, 2021, the Company had spent the US$650,747 for the first part of generative exploration in the third year.

On August 10, 2021, the Company received US$536,665 as exploration advance for the additional Penitas project under the third High Value Work Program ("HVWP") and received US$926,609 as exploration advance for the additional Sinoquipe project under the fourth HVWP for the exploration expenditures incurred from June to December 2021. During the period ended March 31, 2022, the Company had completed and spent the US$926,609 for Sinoquipe project under the fourth HVWP.

On November 2, 2021, the Company received US$745,414 as exploration advance for the Palofierro project and received US$191,293 as an advance for the acquisition of Esperanza concession from Chuin project under the fourth HVWP for the exploration expenditures incurred from November 2021 to May 2022. During the period ended March 31, 2022, the Company had completed and spent the US$191,293 for Chuin project under the fourth HVWP.

On January 5, 2022, the Company received US$689,713 as the second part of exploration advances for the generative exploration during the period from November 1, 2021 to May 15, 2022 in the third year.

During the period ended March 31, 2022, the Company recognized and received $160,943 (September 30, 2021-$266,309) as operational fee recovery.

During the period ended March 31, 2022, the Company recognized the $91,641 (September 30, 2021-$127,595) for the rental vehicles and exploration equipment recovery as other income.

(Unaudited - Expressed in Canadian Dollars)

11. Government loan

In May 2020, the Company secured a $40,000 interest-free operating line of credit after applying for the government-sponsored Canada Emergency Business Account ("CEBA") under the Government of Canada COVID-19 relief program.

Terms of the CEBA loan:

- The CEBA funds were intended for non-deferrable operating expenses, including but not limited to payroll, rent and insurance,
- If there was a balance outstanding after December 31, 2020, the remaining outstanding amount will be converted into a 2-year interest-free term loan effective January 1st, 2021,
- If $30,000 would be repaid by December 31, 2022, $10,000 of the loan will be forgiven,
- On December 31, 2022, the term loan would be automatically extended for another 3 years at the rate of 5% per annum on any balance remaining.

The Company had estimated the initial fair value of the CEBA loan at $30,927, using a discount rate of 10%, which was the estimated rate for a similar loan without the interest-free component. The difference of $9,073 was accredited to the loan liability over the term of the CEBA loan and offset to other income on the statements of income and comprehensive income (loss).

The details of the CEBA loan is as follows:

		March 31, 2022		**September 30, 2021**
Opening balance	$	-	$	31,970
Interest expense		-		2,299
Repayment		-		(30,000)
Forgiveness of the accrued interests		-		(4,269)
Ending balance	**$**	**-**	**$**	**-**

On June 11, 2021, the Company repaid $30,000 cash payment for the CEBA loan and accordingly, the accrued interests of $4,269 was forgiven as per the terms of the loan agreement.

(Unaudited - Expressed in Canadian Dollars)

12. Capital stock and reserves

The authorized capital stock of the Company consists of an unlimited number of common and preferred voting shares without nominal or par value.

Issued and outstanding

Shares issued for the period ended March 31, 2022

On February 15, 2022, the Company completed its non-brokered private placement of charity flow-through shares for gross proceeds of 720,475. The Company issued 3,430,833 flow-through shares at a price of $0.21 per share. No share issuance cost incurred for this financing. A flow through premium liability of $171,542 was recognized with respect to these charity flow-through shares. During the period ended March 31, 2022, $86,984 flow-through premium lability was amortized and settled in connection with the related flow-through expenditures were made.

Shares issued for the year ended September 30, 2021

(a) During the year ended September 30, 2021, the Company issued 2,173,000 common shares for the exercise of warrants for net proceeds of $366,285.

(b) During the year ended September 30, 2021, the Company issued 717,500 common shares for the exercise of options for net proceeds of $79,925, and the Company transferred $60,665 from reserves to share capital.

Share purchase and finders' warrants

	Number of warrants	Weighted average exercise price
Outstanding warrants, September 30, 2020	13,297,932	$ 0.22
Exercised	(2,173,000)	0.22
Expired	(11,124,932)	0.22
Outstanding warrants, September 30, 2021 and March 31, 2022	-	$ -

Capitan was liable to issue shares pursuant to the Arrangement, whereby a holder exercised a Riverside warrant they would be entitled to receive one new Riverside common share and 0.2594 of a Capitan common share. The exercise price of the Riverside warrants would remain the same; however, Riverside would need to compensate Capitan for each Capitan common share that was issued on exercise of a Riverside warrant. During the year ended September 30, 2021, 2,173,000 of Riverside's warrants were exercised, as a result, Capitan issued 563,676 common shares and Riverside compensated Capitan for $111,775.

The incremental fair value of 22,000 finders' warrants repriced during the year ended September 30, 2020, as result of the Arrangement, was estimated to be $768 on the modification date using the Black-Scholes option pricing model with the following weighted average assumptions: Risk-free interest rate – 0.27%, Expected life – 0.59 year, expected volatility - 114.05%, Expected dividend yield – Nil, Weighted average fair value per warrant - $0.30.

On March 19, 2021, the 22,000 finder's warrants expired unexercised.

(Unaudited - Expressed in Canadian Dollars)

12. Capital stock and reserves (continued)

Share purchase and finders' warrants (continued)

Bonus share plan

The Company has a bonus share plan ("Bonus Plan") that enables the directors to approve the issuance of bonus shares to employees, officers, directors and consultants of the Company. The Bonus Plan puts the number of bonus shares that may be issued under the Bonus Plan to be 400,000 common shares per year. During the period ended March 31, 2022, nil (September 30, 2021 - nil) bonus shares were issued under this plan.

Stock options

The Company has established a rolling stock option plan ("Option Plan") enabling the directors to grant options to employees, officers, directors, and consultants of the Company. From time to time, shares may be reserved by the Board, in its discretion, for options under the Option Plan, provided that the total number of shares reserved for issuance by the Board shall not exceed 10% of the issued and outstanding listed shares (on a non-diluted basis) less that portion of the 400,000 that may be issued as bonus shares that have not been so issued as at the date of grant. Options are non-assignable and may be granted for a term not exceeding that permitted by the Exchange, currently ten years. All stock options issued are subject to vesting terms. Options issued to directors, vest in the amount of 33% every six months from the date of grant; and options issued to officers and/or consultants vest between 12 and 24 months depending on date of grant and nature of service. The exercise price of each option equals the market price, minimum price, or discounted market price of the Company's shares as calculated on the date of grant.

Share-based payments relating to options vested during the six months ended March 31, 2022, using the Black-Scholes option pricing model was $77,288 (September 30, 2021 - $272,362), of which $nil was associated with the incremental fair value of stock options repriced as a result of the Arrangement. The associated share-based payment expense for the options granted during the year was calculated based on the following weighted average assumptions:

	March 31, 2022	September 30, 2021
Forfeiture rate	0.00%	0.00%
Estimated risk-free rate	1.12%	1.16 %
Expected volatility	88.29%	89.30%
Estimated annual dividend yield	0.00 %	0.00 %
Expected life of options	5.00 years	5.00 years
Fair value per option granted	$ 0.16	$ 0.20

(Unaudited - Expressed in Canadian Dollars)

12. Capital stock and reserves (continued)

The number and weighted average exercise prices of the stock options are as follows:

	Number of options	Weighted average exercise price
Outstanding options, September 30, 2020	3,870,500	$ 0.18
Expired	(15,000)	$ 0.11
Granted	1,330,000	$ 0.30
Exercised	(717,500)	$ 0.11
Forfeited	(85,000)	$ 0.21
Outstanding options, September 30, 2021	4,383,000	$ 0.23
Expired	(895,000)	$ 0.32
Granted	1,000,000	$ 0.16
Forfeited	(200,000)	$ 0.21
Outstanding options, March 31, 2022	4,288,000	$ 0.19

During the six months ended March 31, 2022, 200,000 stock options were forfeited and 895,000 stock options expired unexercised.

During the year ended September 30, 2021, 717,500 stock options were exercised, 85,000 stock options were forfeited and 15,000 stock options expired unexercised.

On October 19, 2020, the Company granted 1,330,000 incentive stock options (the “Options”) to certain directors, officers and consultants of the Company. The Options are exercisable at $0.30 per share for a period of five years from the date of grant. Options granted to individuals in their capacity as a director vest in three equal installments over 18 months and Options granted to officers and consultants vest in four equal installments over 12 months.

On November 17, 2021, the Company granted 1,000,000 incentive stock options (the “Options”) to certain directors, officers and consultants of the Company. The Options are exercisable at $0.16 per share for a period of five years from the date of grant. Options granted to individuals in their capacity as a director vest in three equal installments over 18 months and Options granted to officers and consultants vest in four equal installments over 12 months.

(Unaudited - Expressed in Canadian Dollars)

12. Capital stock and reserves (continued)

Stock options (continued)

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

Expiry date (mm/dd/yyyy)	Number of options outstanding	Weighted average remaining life in years	*Exercise price	Number of options exercisable
11/03/2022	638,000	0.59	$ 0.21	638,000
01/08/2024	525,000	1.78	$ 0.13	525,000
11/15/2024	775,000	2.63	$ 0.11	775,000
03/27/2025	100,000	2.99	$ 0.12	100,000
10/19/2025	1,250,000	3.56	$ 0.30	1,166,667
11/17/2026	1,000,000	4.64	$ 0.16	187,500
	4,288,000			3,392,167

*According to the Arrangement with Capitan on August 14, 2020, each Riverside Option were exchanged for one Riverside Replacement Option to acquire one New Riverside Share and one Capitan Option to acquire 0.2594 of a Capitan Share. As a result, the above exercise prices have been properly reflected to the new Riverside Replacement Option prices.

13. Related party transactions

The Company entered into the following transactions with related parties:

Payee / Payer	Nature of transactions	Period ending March 31,	Fees (Income) ($)	Shares ($)	Amount payable (receivable) at period end ($)
Arriva Management Inc.	Management and consulting fees (i)	2022 2021	116,400 116,400	Nil Nil	24,225 Nil
GSBC Financial Management Inc.	Management and consulting fees (i)	2022 2021	48,000 48,000	Nil Nil	8,400 Nil
Alberto Orozco	Consulting fees (i)	2022 2021	- 479	Nil Nil	Nil Nil
FT Management Inc.	Management and consulting fees (i) and Rent (iii)	2022 2021	59,700 73,631	Nil Nil	10,448 Nil
Omni Resource Consulting Ltd.	Consulting fees (i)	2022 2021	31,000 49,000	Nil Nil	19,876 Nil
Brian Groves	Director fees	2022 2021	6,000 6,000	Nil Nil	Nil Nil
Carol Ellis	Director fees	2022 2021	6,000 6,000	Nil Nil	Nil Nil
Walter Henry	Director fees	2022 2021	6,000 6,000	Nil Nil	Nil Nil
First Helium Inc.	Rent (ii)	2022 2021	- (12,000)	Nil Nil	Nil Nil

(Unaudited - Expressed in Canadian Dollars)

13. Related party transactions (continued)

The remuneration of related parties during the period ended March 31, 2022 and 2021 are as follows:

	2022	2021
Directors' fees	$ 18,000	$ 18,000
Management and consulting fees (i)	255,100	213,879
Share-based payments	48,587	94,770
	$ 321,687	$ 326,649

(i) Management and consulting fees of the key management personnel for the six months ended March 31, 2022 were allocated as follows: $113,700 (2021 - $54,000) expensed to consulting fees, $107,200 (2021 - $61,000) capitalized to exploration and evaluation assets and $34,200 (2021 - $98,879) capitalized to exploration work performed for alliances that will be reimbursed.

(ii) From February 2019 to June 2021, the Company agreed to share their office space with First Helium Inc. ("First Helium"), a company with a common officer with the Company. During the six months ended March 31, 2022, the Company recognized rental recovery of $nil (2021 - $12,000) from First Helium, which was recorded in other income.

(iii) During the six months ended March 31, 2022, the Company incurred rent expense of $29,100 (2021 - $40,631) as a result of a shared office space with FT Management Inc., a company controlled by spouses of officers of the Company.

14. Segmented information

The Company operates in one business segment, the exploration of exploration and evaluation assets and prospect generation. The Company's exploration activities are centralized whereby management of the Company is responsible for business results and the everyday decision-making. Geographical information is as follows:

	March 31, 2022	September 30, 2021
Equipment		
Canada	$ 3,853	$ 4,332
Mexico	204,023	229,738
	207,876	234,070
Exploration and evaluation assets		
Canada	1,406,519	836,420
Mexico	5,568,657	5,253,036
	6,975,176	6,089,456
Total	$ 7,183,052	$ 6,323,526

(Unaudited - Expressed in Canadian Dollars)

15. Supplemental disclosure with respect to cash flows

	March 31, 2022	September 30, 2021
Cash	$ 6,830,412	$ 5,837,104
Cash equivalents	135,396	135,280
	6,965,808	5,972,384

The significant non-cash transactions for the period ended March 31, 2022 were as follows:

a) Included in accounts payable was $224,240 in exploration and evaluation asset expenditures.
b) The Company received 500,000 Carlyle shares valued at $15,000 as exploration and evaluation assets recoveries (Note 9 (e)).
c) The Company received 500,000 Southern Empire shares valued at $55,000 as exploration and evaluation assets recoveries (Note 9 (h)).

The significant non-cash transactions for the year ended September 30, 2021 were as follows:

d) The Company received 500,000 Carlyle shares valued at $47,500 as exploration and evaluation assets recoveries (Note 9 (e)).
e) Included in accounts payable was $126,591 in exploration and evaluation asset expenditures.

16. Capital management

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition and exploration of exploration and evaluation assets. In the management of capital, the Company includes components of shareholders' equity. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The properties in which the Company currently has an interest are in the exploration stage; as such the Company is dependent on external financing to fund activities. In order to carry out planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

There were no changes in the Company's approach to capital management during the period ended March 31, 2022.

The Company is not currently subject to externally imposed capital requirements.

17. Financial instruments

Financial instruments measured at fair value 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.

17. Financial instruments (continued)

The fair value of the Company's cash and cash equivalents, receivables, accounts payable and accrued liabilities and government loan approximate carrying value, which is the amount recorded on the statements of financial position. The fair value of the Company's public company short-term investments, are based on level 1 quoted prices in active markets for identical assets and liabilities. Financial instruments valued at level 2 inputs consist of the Company's private company short-term investments. The key assumptions driving the valuation of the private company short-term investments include, but are not limited to the value of completed financings by the investee.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's cash and cash equivalents are held with major financial institutions in Canada and Mexico which management believes the risk of loss to be remote. Receivables consist of tax refunds from the Federal Government of Canada and Mexico, in which regular collection occurs. The Company believes its credit risk is equal to the carrying value of this balance.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at March 31, 2022, the Company had cash and cash equivalents of $6,965,808 to settle current liabilities of $4,132,070. The Company believes it has sufficient funds to meet its current liabilities as they become due.

Interest rate risk

The Company has interest-bearing cash balances. The interest earned on cash balances approximates fair value rates, and the Company is not at a significant risk to fluctuating interest rates. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. As of March 31, 2022, the Company had investments in short-term deposit certificates of $23,000.

Price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on profit or loss and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of gold, silver and copper, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

The Company currently maintains short-term investments, which include marketable securities (Note 5). There can be no assurance that the Company can exit these positions if required, resulting in proceeds approximating the carrying value of these securities.

Foreign currency risk

The Company is exposed to foreign currency risk on fluctuations related to cash and cash equivalents, receivables, and accounts payable and accrued liabilities that are denominated in US dollars (US) and Mexican pesos.

(Unaudited - Expressed in Canadian Dollars)

17. Financial instruments (continued)

Sensitivity analysis

The Company operates in Mexico and is exposed to risk from changes in the US dollar and the Mexican peso. A simultaneous 10% fluctuation in the US dollar and Mexican peso against the Canadian dollar would affect loss for the period by $402,119.

The Company holds marketable securities and is exposed to risk from changes in the share price of the marketable securities. A simultaneous 15% fluctuation in share prices would affect short-term investments and profit or loss for the year by approximately $46,621.

18. Mexico tax liability

During the year ended September 30, 2019, the Company received a final verdict of a lawsuit against the Government of Mexico. The funds provided by the Company to its wholly-owned subsidiary Riverside Resources Mexico S.A. de C.V. ("RRM") in fiscal 2010 were deemed to be income. The Mexican tax authority passed a decision to impose a lien on RRM's assets and a tax penalty of $1,131,026 on RMM. Accordingly, the Company recorded a tax penalty totaling $1,131,026. The Mexican tax authority has not enforced the lien and the lien does not impede RRM's ability to carry out its business operations.

As at March 31, 2022, the Company adjusted the provisional liability to $1,032,449 (September 30, 2021 - $1,022,086) as a result of the foreign exchange movement. The Company is currently negotiating with the tax authority on a settlement.

19. Subsequent events

Exploration Agreement entered for Llano De Nogal, Sonora Mexico

Subsequent to period ended March 31, 2022, the Company signed an option agreement with Orogen Royalties Corp. ("Orogen") to acquire 100% interest in the Llano de Nogal copper project (the "Project") in Sonora, Mexico as a new property acquisition within the BHP- Riverside Sonora Mexico Exploration Financing Agreement ("EFA"). The Llano de Nogal Project will become the fifth active high value work program with the EFA.

The EFA Program is structured such that the Company can earn up to 20% and BHP can earn up to 80% in the Project as laid out in the financing agreement dated on May 15, 2019, which in this specific third-party property option case by making cash payments of US$2,480,000 and US$5,000,000 in exploration expenditures subject to the following schedule which would give BHP-Riverside 100% ownership of the tenure, subject to NSRs:

Due date	**Cash**	**Cumulative exploration expenditures**
April 11, 2022 (upon closing date)	US$30,000	-
April 11, 2023	US$50,000	US$500,000
April 11, 2024	US$50,000	US$1,300,000
April 11, 2025	US$100,000	US$2,000,000
April 11, 2026	US$200,000	US$3,000,000
April 11, 2027	US$300,000	US$4,000,000
April 11, 2028	US$1,750,000	US$5,000,000

During the option period, Orogen and the Company will jointly have the right to exercise and retain any Net Smelter Return ("NSR") royalty buydown rights with respect to the Suanse claims (0.5% NSR royalty for $1,000,000) and the Coyotes claims (1.5% NSR royalty for US$1,500,000).

(Unaudited - Expressed in Canadian Dollars)

19. Subsequent Events (continued)

Exploration Agreement entered for Llano De Nogal, Sonora Mexico (continued)

Once the option is exercised on Llano de Nogal, the optionee will grant to Orogen a 1% production royalty, of which 0.5% can be purchased for US$10,000,000 within 10 years of the exercise date.

Once BHP has funded all exploration expenditures, other than those expenditures funded by Riverside, amounting up to US$5,000,000, and made other payments to Riverside. It will have earned the conditions to convert to up to a 80% owner in a subsequent join venture with Riverside. Once BHP has funded all generative expenditures in the Project, Riverside can elect to fund between 10% and 20% of the remaining exploration expenditures. At any time after the Generative program ends, BHP can request the Company to transfer its rights and obligations under the Agreement for Llano de Nogal Orogen concessions to BHP Exploration Chile SpA ("BHP") or its affiliates pursuant to the exploration and financing agreement between BHP and Riverside dated May 15, 2019.

The Company's mineral concessions at the current time are still controlled by the Company but may be added to BHP's earn in interest in the future. Currently, the Company controls these 100% for Llano de Nogal of Riverside.

On April 12, 2022, the Company received US$1,193,736 as exploration advances from BHP for the Llano de Nogal Project for the exploration activities from April 2022 to March 2023.

Exploration agreement entered for La Union, Sonora Mexico

On May 5, 2022, the Company entered into a Exploration Earn-In Agreement (the "Agreement") with Minera Hochschild Mexico, S.A. de C.V. ("Hochschild"), a wholly-owned subsidiary of Hochschild Mining PLC for the Company's 100% owned La Union Gold Project (the "Project").

Details of the Agreement:

- Phase I Earn-in Option: Hochschild can earn-in an undivided 51% by incurring US$8,000,000 in exploration expenditures over five (5) years.

  In connection with the Agreement, the Company would receive US$100,000 concurrently with the execution of the Agreement. Subsequently, on the 6 months after the effective date of May 5, 2022, the Company would receive a sum of US$150,000 for the reimbursement of maintenance fees on the concessions to be paid in August 2022.

  Hochschild is to incur expenditures as listed in the table below totaling at least US$8,000,000 of qualifying exploration expenditures before the fifth anniversary of the effective date of the executed Agreement.

Due date	**Cumulative exploration expenditures**
May 5, 2023 (1st anniversary of the effective date)	US$700,000
May 5, 2024	US$1,700,000
May 5, 2025	US$2,700,000
May 5, 2026	US$5,000,000
May 5, 2027	US$8,000,000

Upon completion of Phase I obligations, Hochschild can elect to form a 51:49 joint venture.

(Unaudited - Expressed in Canadian Dollars)

19. Subsequent Events (continued)

Exploration Agreement entered for La Union, Sonora Mexico (continued)

- Phase II Earn-in Option: Hochschild can elect to earn an additional 24% by incurring a further US$3,000,000 in qualifying exploration expenditures and delivering a completed feasibility study.

Due date	Cumulative exploration expenditures
May 5, 2028	US$9,000,000
May 5, 2029	US$10,000,000
May 5, 2030	US$11,000,000

Upon Hochschild's completion of the Phase II Earn-in and Riverside's acceptance, the parties can form a Joint Venture with Riverside having a 25% interest, and Hochschild having 75% interest. Riverside will have the option to sell its interest in the project to Hochschild for US$20,000,000, while retaining a 1% Net Smelter Royalty (NSR).

Cecilia Project Termination Notice

On May 15, 2022, the Company received an option termination notification from its partner, Carlyle Commodities Corp., stating that it would be terminating its option to earn a 100% interest in the Cecilia Project.

RIVERSIDE RESOURCES INC.

MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE SIX MONTHS ENDED MARCH 31, 2022

INTRODUCTION

The management discussion and analysis of financial condition and results of operations ("MD&A") focuses upon the activities, results of operations, liquidity and capital resources of Riverside Resources Inc. (the "Company" or "Riverside") for the six months ended March 31, 2022. In order to better understand the MD&A, it should be read in conjunction with the condensed interim consolidated financial statements and related notes for the period ended March 31, 2022. The Company's financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") and filed with appropriate regulatory authorities in Canada. This MD&A is current to May 27, 2022 and in Canadian dollars unless otherwise stated.

Additional information relating to the Company, including its Information Circular for the financial year ended September 30, 2021, is available under the Company's profile on SEDAR at www.sedar.com.

Forward-Looking Statements

Information set forth in this MD&A may involve forward-looking statements under applicable securities laws. Forward-looking statements are statements that relate to future, not past, events. In this context, forward-looking statements often address expected future business and financial performance, and often contain words such as "anticipate", "believe", "plan", "estimate", "expect", and "intend", statements that an action or event "may", "might", "could", "should", or "will" be taken or occur, or other similar expressions. All statements, other than statements of historical fact, included herein including, without limitation; statements about the size and timing of future exploration on and the development of the Company's properties are forward-looking statements. By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the Company's actual results, performance or achievements, or other future events, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, the following risks: the need for additional financing; operational risks associated with mineral exploration; fluctuations in commodity prices; title matters; environmental liability claims and insurance; reliance on key personnel; the volatility of our common share price and volume and other reports and filings with the TSX Venture Exchange and applicable Canadian securities regulations. Forward-looking statements are made based on management's beliefs, estimates and opinions on the date that statements are made and the Company undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change, except as required by applicable securities laws. There can be no assurance that such statements will prove to be accurate, and future events and actual results could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from our expectations are disclosed in the Company's documents filed from time to time via SEDAR with the Canadian regulatory agencies to whose policies the Company is bound. Investors are cautioned against attributing undue certainty to forward-looking statements.

The users of this information, including but not limited to investors and prospective investors, should read it in conjunction with all other disclosure documents provided including but not limited to all documents filed on SEDAR (www.SEDAR.com).

CORPORATE OVERVIEW

The Company is a mineral exploration and evaluation company listed on the TSX Venture Exchange under the symbol "RRI" and is engaged in the acquisition, exploration and evaluation of exploration and evaluation assets in the Americas including Canada, the United States and Mexico where the technical team collectively has more than 100 years of exploration experience and has been part of more than five discoveries that have gone into production.

The Company combines the experience of mine discoverer John-Mark Staude (President, CEO, Director), Freeman Smith (Vice President Exploration), and Alberto Orozco (VP Corporate Development) with the finance and business management expertise of Rob Scott (CFO), Wendy T.Chan (Director), James Clare (Director), Brian Groves (Director) and Walter Henry (Director). Management has experience in developing significant shareholder value and they have assembled a team that can build a valuable and successful organization.

HIGHLIGHTS OF EVENTS OCCURING DURING AND SUBSEQUENT TO MARCH 31, 2022

COVID19 update

Although Riverside during 2021 and now into 2022, strives to maintain a safe, healthy working environment for all, with a strong safety culture where everyone is continually reminded of the importance of keeping themselves and their colleagues healthy and injury-free. Throughout the year, the company continued to advance implementation of its sustainability performance management framework, which includes standards specific to safety leadership and managing higher-risk activities. The company's overarching commitment is to have all employees and contractors return home safe every day.

The World Health Organization declared COVID-19 a pandemic on March 11, 2020. The company responded rapidly and pro-actively and implemented several initiatives to help protect the health and safety of the company's employees, their families and the communities in which the company operates.

Specifically, each program site activated established COVID19 management plans and developed specific plans that have enabled the Company to meet and respond to changing conditions associated with COVID-19. The company has adopted the advice of public health authorities and is adhering to government regulations with respect to COVID-19 in the jurisdictions in which it operates.

The following measures have been instituted at sites to prevent the potential spread of the virus:

- Medical screening for all personnel prior to entry to site for symptoms of COVID-19;
- Testing of personnel at all operating sites prior to starting their work rotation;
- Vaccinations supported for contractors and employees;
- Training on proper hand hygiene and social distancing;
- Remote work options have been implemented for eligible team members;
- Social distancing practices have been implemented for all meetings, office work, field work and transportation;
- Mandatory use of personal protective equipment for employees where social distancing is not practicable;
- Proactive camp and site hygiene protocols have been instituted and are being followed;
- Elimination of all non-essential business travel;
- In addition, since the COVID-19 pandemic began the company's teams in Mexico have donated their time, medical supplies and training to help combat the effects and spread of the virus.

COVID 19 -- impact on projects

Given the significant precautionary measures taken by the company, and thanks to the dedication of its employees, contractors and stakeholders, projects remain relatively unaffected by COVID-19. All the company's programs continue to incur additional costs related to testing of personnel, lodging and transportation, which have been included in exploration costs.

Corporate and Financing

On February 15, 2022, the Company completed its non-brokered private placement of charity flow-through shares for gross proceeds of 720,475. The Company issued 3,430,833 flow-through shares at a price of $0.21 per share. No share issuance cost incurred for this financing. A flow through premium liability of $171,542 was recognized with respect to these charity flow-through shares. During the period ended March 31, 2022, $86,984 flow-through premium lability was amortized and settled in connection with the related flow-through expenditures were made.

On May 3, 2022, the Company appointed Wendy T. Chan as an independent director, replacing Carol Ellis who serve as a previous director for over five years. Wendy has over 20 years' experience in developing and executing strategic plans for major companies with global outreach, with a focus on mergers and acquisitions, joint-ventures and cross-cultural strategic alliances.

Sale of short-term investments

During the six months ended March 31, 2022, the Company sold 324,500 shares of Arizona Metal Corp. for net proceeds of $1,471,070.

Sale of mineral claims

On February 10, 2021, the Company announced the sales of Oakes, Pichette and Longrose projects in northwestern Ontario for 8,000,000 common shares and a one-time bonus $500,000 in cash or share consideration by the Company to iMetal Resources Inc. (“iMetal”), as well as the Company retaining a 2.5% Net Smelter Royalty (NSR) on each project. On November 18, 2021, the Company terminated the proposed acquisition with iMetal and therefore, iMetal has no further obligation with respect to the project and the related accounts receivable of $110,117, in connection with the Oakes expenditures from February to September 2021, was reversed accordingly. Please refer to the section of “OPERATIONS” for details.

On December 1, 2021, the Company announced it took back 100% ownership of its 3 projects in the Beardmore-Geraldton Greenstone Belt ("BGGB") in Ontario, Canada from iMetal.

CAPITAL STOCK

As at March 31, 2022, the Company had $26,017,795 in capital stock and 74,448,464 common shares outstanding.

Options

On November 17, 2021, the Company granted 1,000,000 incentive stock options (the “Options”) to certain directors, officers and consultants of the Company. The Options are exercisable at $0.16 per share for a period of five years from the date of grant. Options granted to individuals in their capacity as a director vest in three equal installments over 18 months and Options granted to officers and consultants vest in four equal installments over 12 months.

Stock option activity for the six months ended March 31, 2022 included the following:

(a) 1,000,000 options were granted, exercisable at a price of $0.16 per common share for a period of 5 years.

(b) 200,000 options were forfeited

(c) 895,000 stock options expired unexercised

Stock option activity for the year ended September 30, 2021 included the following:

(d) 1,330,000 options were granted, exercisable at a price of $0.30 per common share for a period of 5 years.

(e) 717,500 options were exercised for net proceed of $79,925

(f) 85,000 options were forfeited

(g) 15,000 stock options expired unexercised

Warrants

There are no share purchase warrants outstanding as at March 31, 2022 and September 30, 2021, respectively.

OPERATIONS

The Company's exploration team remains active in Mexico and Canada. The Company has four gold projects in Ontario, Canada continuing to cost-effectively build a strong asset portfolio of gold, silver and copper exploration projects. The Company continues to focus on northwestern Mexico where it has exploration partners funding programs that focus on gold, silver and copper. The Company is also progressing in Ontario, Canada with drill testing the Oakes project in the Beardmore Geraldton Greenstone Gold Belt for which it raised flow through capital during January-February 2022.

Strategic Funding Agreement with BHP in Sonora, Mexico

Operational Details during and subsequent to the period ended March 31, 2022

On May 15, 2019, the Company entered into an exploration financing agreement with BHP Exploration Chile SpA ("BHP") for funding of generative exploration in the copper producing belt of Mexico (the "Program").

On November 2, 2021, the Company received US$745,414 as exploration advance for the Palofierro project and received US$191,293 as an advance for the acquisition of Esperanza concession from Chuin project under the fourth HVWP for the exploration expenditures incurred from November 2021 to May 2022. During the period ended March 31, 2022, the Company had completed and spent the US$191,293 for Chuin project under the fourth HVWP.

On January 5, 2022, the Company received US$689,713 as the second part of exploration advances for the generative exploration during the period from November 1, 2021 to May 15, 2022 in the third year.

During the period ended March 31, 2022, the Company recognized and received $160,943 (September 30, 2021 $266,309) as operational fee recovery.

During the period ended March 31, 2022, the Company recognized the $91,641 (September 30, 2021-$127,595) for the rental vehicles and exploration equipment recovery as other income.

New additional exploration agreement entered for Llano De Nogal, Sonora Mexico

On April 11, 2022, the Company signed an option agreement with Orogen Royalties Corp. ("Orogen") to acquire 100% interest in the Llano de Nogal copper project (the "Project") in Sonora, Mexico as a new property acquisition within the BHP- Riverside Sonora Mexico Exploration Financing Agreement ("EFA"). The Llano de Nogal Project will become the fifth active high value work program with the EFA.

The EFA Program is structured such that Riverside can earn up to 20% and BHP can earn up to 80% in the Project as laid out in the financing agreement dated on May 15, 2019, which in this specific third party property option case by making cash payments of US$2,480,000 and US$5,000,000 in exploration expenditures subject to the following schedule which would give BHP-Riverside 100% ownership of the tenure, subject to NSRs:

Due date	**Cash**	**Cumulative exploration expenditures**
April 11, 2022 (upon closing date)	US$30,000	-
April 11, 2023	US$50,000	US$500,000
April 11, 2024	US$50,000	US$1,300,000
April 11, 2025	US$100,000	US$2,000,000
April 11, 2026	US$200,000	US$3,000,000
April 11, 2027	US$300,000	US$4,000,000
April 11, 2028	US$1,750,000	US$5,000,000

During the option period, Orogen and Riverside will jointly have the right to exercise and retain any Net Smelter Return ("NSR") royalty buydown rights with respect to the Suanse claims (0.5% NSR royalty for $1,000,000) and the Coyotes claims (1.5% NSR royalty for US$1,500,000).

Once the option is exercised on Llano de Nogal, the optionee will grant to Orogen a 1% production royalty, of which 0.5% can be purchased for US$10,000,000 within 10 years of the exercise date.

Once BHP has funded all exploration expenditures, other than those expenditures funded by Riverside, amounting up to US$5,000,000, and made other payments to Riverside. It will have earned the conditions to convert to up to a 80% owner in a subsequent join venture with Riverside. Once BHP has funded all generative expenditures in the Project, Riverside can elect to fund between 10% and 20% of the remaining exploration expenditures. At any time after the Generative program ends, BHP can request Riverside to transfer its rights and obligations under the Agreement for Llano de Nogal Orogen concessions to BHP Exploration Chile SpA ("BHP") or its affiliates pursuant to the exploration and financing agreement between BHP and Riverside dated May 15, 2019.

Riverside's mineral concessions at the current time are still controlled by Riverside but may be added to BHP's earn in interest in the future. Currently Riverside controls these 100% for Llano de Nogal of Riverside.

On April 12, 2022, the Company received US$1,193,736 as exploration advances from BHP for the Llano de Nogal Project for the exploration activities from April 2022 to March 2023.

Canada

As of the year ended September 30, 2020, the Company held 100% interest in the High Lake, Longrose, Oakes, Pichette, and Vincent projects in northwestern Ontario, Canada. During this year Vincent and Pichette were combined.

High Lake Greenstone Belt, Kenora, Northwestern Ontario

On October 28, 2021, the Company entered into a Definitive Option Agreement with Golden Retriever Minerals Ltd. (“Golden Retriever”) whereby Golden Retriever could acquire a 100% interest in the High Lake Property, by granting a 2% NSR on each of the three projects, agreeing to complete all required spending, taxes, keep in good standing and paying Riverside $125,000 in cash. The transaction greater details as below:

- $50,000 to be paid to Riverside on closing date of October 28, 2021 (Paid).
- $75,000 to be paid to Riverside before the 28th of March 2022.
- Riverside would be granted a 2% NSR on each of the Royal, Canoe and Electrum Projects. Each of the royalty granted on each project can be bought down to 1% for a total of $2,000,000 for a determined period of time. Once the final option payment is made to Riverside and should the option not be completed then the properties are fully returned to Riverside in good standing.

Beardmore Geraldton Greenstone Belt Portfolio, Ontario (Oakes, Pichette, Longrose)

On February 10, 2021, the Company announced the sale of the Company's Oakes, Pichette and Longrose Projects in northwestern Ontario to iMetal Resources Inc.("iMetal") as part of the Beardmore Geraldton Gold Belt (BGGB).

- The Oakes Project is 5,600 hectares and host to several gold bearing shear zones. Channel sampling by Riverside (2019) of Trench 1 in the HG shear zone returned values of 31.9 g/t gold, 19.7 g/t gold and 6.9 g/t gold over 0.5 to 1.0 m intervals. In 2022 Riverside will conduct a core drilling program at Oakes.

- The Pichette Project is 1,650 hectares and hosts gold in banded iron formation and metasediments. Historic drill intersections of 4.78 g/t gold over 0.65 m and historic surface grab sample highlights of 24.55 g/t gold, 21.42 g/t gold and 16.01 g/t gold. Source (PME) 1990 42E12NE0168.

- The Longrose Project is 360 hectares and adjacent to the historic Leitch and Sand River Mines and hosts gold quartz veins. Drill highlights include 30.8 g/t gold over 0.15m and 10.28 g/t gold over 0.45m from quartz veins (Longrose Gold Mines, 1947).

The BGGB is comprised of a series of east-west trending Archean metavolcanic and metasedimentary belts, divided into a northern, central and southern assemblage. The northern assemblage consists of mafic metavolcanic flows overlain by intermediate pyroclastics and capped to the south by a sulphide facies iron formation. Gold deposits in the BGGB district include the 4.6 Moz Hardrock deposit[1] near Geraldton which was recently acquired by Equinox Gold Corp. from Premier Gold Mines Limited. The deposits are considered classic examples of epigenetic non-stratiform BIF-hosted gold deposits. Other notable deposits within the BGGB include the Brookbank (0.6 Moz M&I)[2]. Past production from the belt is estimated at 4.1M ounces which include the McCleod, Sand River and Leitch Mines (past production of 0.9 Moz)[3], Northern Empire Mine and the Sturgeon River Mine.

Oakes Gold Project, Ontario

On March 3, 2022 Riverside announced the start of a self-funded drill program at the 100% owned Oakes Gold Project in northwestern Ontario, Canada. The first holes of the drill program will be targeting the principal HG Target ("HG" or "High Grade") previously identified during the 2020-2021 exploration work programs. Additional holes are planned to test parallel IP anomalies identified as the Crib and Brinklow targets to the south and west of HG.

Previous exploration work at Oakes has included induced polarization (IP) surveys, field mapping, geochemical assay, sampling and trenching. Much of this target generation work was funded by a previous partner and Riverside has now commenced a 1,500 metre drill campaign to test targets with demonstrated high-grade surface values up to 31.9 g/t Au, (see press release July 29, 2019) correlating with high resistivity geophysical anomalies

The proposed drill program consists of 12 inclined diamond drill holes totaling 1,500m. The HG Target is the primary target deducted from field work. Corresponding geophysics is a linear, northwest trending structure identified through an IP survey. The IP work was followed up by stripping and trenching which returned high-grade rock chip and channel assays. The past two years Riverside's team has been able to gain an understanding of the mineralization, structural geology and stratigraphy to the point now where Riverside is self-funding the drill campaign.

On April 5, 2022 announced the expansion of its drilling program at the Oakes Project in Ontario, Canada. The Company initiated the program in March with a planned 1500 m of drilling and has now completed 1705 m across 12 drill holes. The drill program was designed to test IP geophysical anomalies that were defined through Riverside's 2021 program and coincided with anomalous surface geochemical sampling completed by Riverside.

Details of the transaction

On February 10, 2021, the Company announced the sales of Oakes, Pichette and Longrose projects in northwestern Ontario for 8,000,000 common shares and a one-time bonus $500,000 in cash or share consideration for drill results of 100 g/m gold intercept at any of the three properties sold by the Company to iMetal Resources Inc. ("iMetal"), as well as the Company retaining a 2.5% Net Smelter Royalty (NSR) on each project.

On November 18, 2021, the Company terminated the proposed acquisition with iMetal and therefore, iMetal has no further interest with respect to the project and the related accounts receivable of $110,117, in connection with the Oakes expenditures from February to September 2021, was reversed accordingly as Riverside early in 2022 will move to do drilling.

[1] G Mining Services Inc. (Louis-Pierre Gignac, P.Eng et el), December 2016: NI 43-101 Technical Report Hardrock Project, Ontario, Canada for Greenstone Gold Mines

[2] Micon International Inc. Alan J. San Martin, and Charley Murahwi, (2012). Technical report on the Mineral Resources Estimates for the Brookbank and KeyLake projects Trans-Canada Property Beardmore-Geraldton Area Northern Ontario Canada Dated December 14, 2012.

[3] Mineral Deposit Inventory for Ontario, Ministry of Energy, Northern Development and Mines, Record: MDI52H09SE00004 (Leitch Mine).

During the months of the partnership, Riverside acted as exploration operator completing a summer field program. During the agreement with iMetal, Riverside more than doubled the induced polarization survey (IP) grid as well as conducted a focused sampling and mapping program along the survey grid at the Oakes Gold Project.

Mexico

La Union Gold Project, Sonora, Mexico

On October 6, 2021, the Company announced high-grade gold samples from initial field work and the mineral tenure consolidation and expansion of La Union Polymetallic Project in Sonora, Mexico. The acquisition of these additional concessions provides Riverside with an expanded land position and further control of the historical mines and old workings across the district. The consolidation through the acquisition of small internal concessions provides Riverside an option on the high-grade, previous small scale mine properties, internal to the larger surrounding 100% Riverside owned mineral concessions and increases the property total area to over 26 km^2 (2,604 hectares).

Riverside's initial field work included selective rock sampling from abandoned mine workings and dumps with results returning up to 59.4 g/t Au and 833 g/t Ag (see Table below).

Table 1: Sample Results from La Union Polymetallic Project

Sample ID	Au(g/t)	Ag (g/t)	Pb (%)	Zn (%)	Cu (%)	Type	Description
RRI7891	59.4	833	5.76	4.16	0.3	rock chip	massive sulfide - dolomitic breccia
RRI7895	40	3.3			0.13	mine dump	massive sulfide and jasperoid
RRI7894	8.3	239			0.17	mine dump	jasperoid
RRI7890	1.367	50	1.63	1.43		mine dump	sulfide-oxide bearing breccia
RRI7893	0.473	12.4				rock chip	brecciated contact - dolomite/quartzite
RRI7889	0.072	76.4				rock chip	brecciated contact - dolomite/limestone

Note: Six of the higher-grade due diligence samples out of eight total are shown in Table above.

Transaction Details for the Acquisition:

Riverside has optioned over a 4-year term the properties with staged cash payments without any retained NSR. The terms for each respective property (La Famosa and Plomito) are presented below:

YEAR	PAYMENTS	LA FAMOSA	PLOMITO
0	On Signing	$ -	$ -
1	12 months	$ 10,000.00	$ 10,000.00
2	24 months	$ 15,000.00	$ 15,000.00
3	36 months	$ 25,000.00	$ 25,000.00
4	48 months	$ 50,000.00	$ 40,000.00
5	60 months	$ 75,000.00	$ 75,000.00
TOTAL		$ 175,000.00	$ 165,000.00

On January 5, 2022, the Company reported high grade surface sample assay results from its most recent field exploration program at La Union Project in Sonora, Mexico. After completing a claim consolidation in September, Riverside conducted a follow up field mapping and sampling program of 103 samples with the best sample returning 83.2 g/t (2.6 oz/t) gold and 4,816 g/t (150 oz/t) silver. The work further enhanced Riverside's understanding of the structural and lithological context by linking the small historical workings into a larger regional context.

Riverside's team returned and was able to define the extent of the mineralization. The highlights of this latest work defined high grade polymetallic samples up to 30% Zn, 83.2 g/t Au, 4,816 g/t Ag, 10.3% Pb (see Table below). Of the 103 samples assay value ranged from 83.3 g/t gold to non-detectable with about 30% of the samples returning significant values in gold, silver, lead and/or zinc the best being.

- Au – high: 83.2 g/t; low cut-off: 0.5 g/t
- Ag – high: 4,816 g/t; low cut-off: 300 g/t
- Pb – high: 10.3%; low cut-off: 0.1%
- Zn – high: 30%*; low cut-off: 0.1%

*30% Zn is the upper detection limit in analysis method performed

Table: Assays from La Union Polymetallic Project. Results from November 2021 program

Sample ID	Au(g/t)	Ag (g/t)	Pb (%)	Zn (%)	Sample Type	Width_m	Description
RRI-10180	83.2	1.1	-	-	chips		oxide veining
RRI-10178	22.6	20.3	-	-	dump		oxide veining
RRI-7814	0.3	4816	10.3	3.5	chips		oxide veining
RRI-10155	0.0	14.7	1.1	30	dump		hanging wall copper oxides
RRI-10156	0.0	8.2	2	21.4	chips		gossan
RRI-10157	0.1	176	3.8	19.8	chips		carbonate replacement
RRI-10865	9.4	107.6	0.06	1.6	chip channel	0.8	oxides
RRI-10866	9.9	53.6	0.01	2.5	chip channel	1.6	brecciation with oxides
RRI-10888	3.6	373	7.3	7.3	chip channel	0.6	manto with copper oxides
RRI-10889	2.6	169.7	0.7	6.6	chip channel	1.5	brecciation with oxides
RRI-10869	4.2	42	2.3	3.5	dump		brecciation with oxides
RRI-10189	6.1	23.4	8.2	0.06	chips		oxide veining
RRI-7808	8.8	183.2	3.9	3.4	chips		oxide veining

Note: Best 13 assays from 103 samples collected.

On May 5, 2022, the Company entered into a Exploration Earn-In Agreement (the "Agreement") with Minera Hochschild Mexico, S.A. de C.V. ("Hochschild"), a wholly-owned subsidiary of Hochschild Mining PLC for the Company's 100% owned La Union Gold Project (the "Project").

Details of the Agreement:

- Phase I Earn-in Option: Hochschild can earn-in an undivided 51% by incurring US$8,000,000 in exploration expenditures over five (5) years.

  In connection with the Agreement, the Company would receive US$100,000 concurrently with the execution of the Agreement. Subsequently, on the 6 months after the effective date of May 5, 2022, the Company would receive a sum of US$150,000 for the reimbursement of maintenance fees on the concessions to be paid in August 2022.

  Hochschild is to incur expenditures as listed in the table below totaling at least US$8,000,000 of qualifying exploration expenditures before the fifth anniversary of the effective date of the executed Agreement.

Due date	Cumulative exploration expenditures
May 5, 2023 (1st anniversary of the effective date)	US$700,000
May 5, 2024	US$1,700,000
May 5, 2025	US$2,700,000
May 5, 2026	US$5,000,000
May 5, 2027	US$8,000,000

Upon completion of Phase I obligations, Hochschild can elect to form a 51:49 joint venture.

- Phase II Earn-in Option: Hochschild can elect to earn an additional 24% by incurring a further US$3,000,000 in qualifying exploration expenditures and delivering a completed feasibility study.

Due date	Cumulative exploration expenditures
May 5, 2028	US$9,000,000
May 5, 2029	US$10,000,000
May 5, 2030	US$11,000,000

The time within which the FS must be prepared can be extended for up to an additional 3 years subject to payment by Hochschild to Riverside of the following amounts:

Additional Period	Payment
1 year	US$50,000
2 years	US$250,000
3 years	US$500,000

Upon Hochschild's completion of the Phase II Earn-in and Riverside's acceptance, the parties can form a Joint Venture with Riverside having a 25% interest, and Hochschild having 75% interest. Riverside will have the option to sell its interest in the project to Hochschild for US$20,000,000, while retaining a 1% Net Smelter Royalty (NSR).

Los Cuarentas Gold Project, Sonora, Mexico

On July 29, 2021, the Company announced drill results from the Cuarentas Santa Rosalia Sur intermediate sulfidation vein system which is interpreted as potentially the upper extent for a untested porphyry Cu system. The drill results intersected gold of 3.15m @ 0.36 g/t Au including 0.7m @ 0.88 g/t Au. 1.55m at 0.58 g/t Au was the second intercept in the same drill hole both occurring in the upper 70m of the drill hole and the targets remain open along strike and down dip.

Highlights from the hole LC20-010 discovering a new drilled vein system:
- 3.15 m at 0.36 g/t Au including 0.7 m at 0.88 g/t Au
- 1.55 m at 0.58 g/t Au including 0.65 m at 1.05 g/t Au

Cecilia Gold Project, Sonora

The Cecilia project is located 40 km southwest of the Mexico-U.S.A. border town of Agua Prieta in Sonora, Mexico and is easily accessed by paved highway and dirt roads. The project is a low sulphidation epithermal Au-Ag rhyolite flow dome complex and is 6,897 ha (69 km^2) in size. Riverside geologic team has completed mapping of targets on the main claim areas, worked on structural geology targeting for the high grade gold zones and integrated data from the as an on-going effort to complete updated cross sections, systematic targeting and three dimensional modeling.

On April 27, 2021, Riverside released the assay results from the last two hole, holes 6 and 7 the best results are tabulated below.

Summary of intercepts for hole CED21-006 and CED21-007

Hole_ID	From (m)	To (m)	Down hole width (m)	Grade (g/t Au)
CED21-006	34.50	40.15	5.65	0.39
including	34.50	36.50	2	0.78
CED21-006	47.50	49.00	1.5	0.60
CED21-006	70.20	70.70	0.5	0.20
CED21-006	106.70	110.00	3.3 (True width)	3.70
including	106.70	108.00	1.3 (True width)	8.82
CED21-007	35.35	37.65	2.3	0.19
CED21-007	45.75	48.90	3.15	0.31
CED21-007	60.75	63.80	3.05 (True width)	0.67
including	62.3	63.8	1.5 (True width)	1.18

On May 16, 2022 Riverside received notification that Carlyle Commodities would move to complete steps toward terminating the exploration option obligations and Cecilie project will return 100% to Riverside.

Tajitos Gold Project, Sonora

Located in north-western Sonora State, Mexico, the Tajitos Gold Project consists of two concession block areas. The core Tajitos claim group and the easterly lying El Tejo group of concessions make up the Project. The Project is strategically situated in the *Caborca Orogenic Gold Province* which includes the major gold mines at La Herradura, Noche Buena, Chinate and San Francisco Mines among other producers. The core claim at Tajitos covers a number of northwesterly striking gold-bearing quartz veins and shear faults that were exploited by small underground mines, now abandoned but still accessible. Riverside geologists conducted field work on the structural control of gold mineralization recently and the adjacent to the east Mexican gold producer.

The gold mineralization intersected in Riverside drill-holes occurs in fault zones and along lithologic contacts like major mines in the area. Due to the wide spacing of the drill-holes a reliable definition of the strike and dip orientations of the mineralized zones could not be refined yet and further drilling is warranted to better determine the extent and tenor of gold mineralization on the Tajitos property.

In addition to the eight core holes drilled by Riverside on the Tajitos claim group, a program of reverse circulation drilling on the El Tejo claim group was also completed. Twelve RC holes, totaling 1,728 meters, were drilled at Tejo to probe the bedrock lying beneath a post-mineral alluvial gravel cover. This work sets the project on a good position going forward to progress and build upon the geology and geochemistry developed previously. Tajitos in 2020 has seen field work, mapping, Leapfrog modeling, 3D mineralization model study, geochemistry, target work with the geophysics and discussions with parties for the project to progress.

La Silla Gold-Silver Project, Sinaloa

The La Silla Project east of Mazatlan in Sinaloa Mexico is a former mining operating district with high grade silver and gold mineralization on Riverside mineral tenure concessions. The project currently 100% owned and controlled by Riverside has had recent field work and mapping, sampling, targeting completed. Two adjoining concessions totaling 1,031.5 hectares are controlled by Riverside. In addition, another two concessions totaling 1,039.3 hectares make up a second target rich area for the project that Riverside controls. Veins on both concession blocks have been progressed at the Project and can move moved ahead with trenching and then drilling.

At the Ciruela and El Roble prospects rock-chip samples have delivered high grade metals and work in the field continues at these target areas. Riverside conducted data integration, review of geology, geochemistry and considerations for strategic steps during the year. The project continues to have interesting growth target potential.

On May 25, 2021, the Company received high grade gold assays itself funded program at La Silla Project with rock chip samples up to 6.1 g/t Au on great than 2 km long vein structures that have no drilling. There are a series of vein systems in the La Silla Project which the Company has been sampling, mapping, and structurally interpreting into drill ready targets. Silver values over 80 g/t Ag in rock chip samples also are announced in this news release.

Australia (Sandy) Gold Project, Sonora

The Australia Project is located in NW Sonora along the extensive series of shears and high grade samples combined with placer and lode gold occurrences are some of the features making this property one of interest. Riverside received title through staking and since has completed field work, targeting, mapping, and studied the past mine workings. Riverside has published results from its work and can envision potential for possible open-pit gold targets on the 100% owned property.

Suaqui Verde and Suaqui Grande, Sonora

Riverside developed copper targets on both the Suaqui Verde and Suaqui Grande properties which are near each other and both have copper potential in the copper belt of central Sonora, Mexico. The Company conducted site work and progressed discussions for the district play. Copper growth areas were reviewed, and further work progressed.

During the period ended June 30, 2021, the Company completed further exploration prospecting, geologic mapping, geochemical vectoring for porphyry copper targets. The Riverside property is immediately adjacent to known copper resource areas and former mines for which Riverside may have the structural continuation and exploration work has been progressing on these themes.

On December 24, 2021, the Company entered into a Definitive Option Agreement with Southern Empire Resource Corp. ("Southern Empire") whereby Southern Empire could acquire a 100% interest in the Suaqui Verde Property, by paying $112,500 in cash, issuing 1,625,000 common shares while retaining a 2.5% NSR on precious metal products and 1.75% NSR on base metal products. The transaction details as below:

Due date	Cash	Common shares
Upon the closing date (December 24, 2021)	$ 25,000 (paid)	500,000(received)
On or before the first anniversary of the closing date (December 24, 2022)	$ 37,500	550,000
On or before the second anniversary of the closing date (December 24, 2023)	$ 50,000	575,000

On October 1, 2021, the Company received the payment of $50,000 for granting an exclusivity period of 60 days from October 1, 2021 to complete its due diligence on the Suaqui Verde property.

Pima Project, Sonora

On February 24, 2022, Riverside reported a signed agreement with Agnico Eagle Mines Limited (TSX:AEM) for the sale of the Pima Property located in Sonora, Mexico, where Riverside will receive cash and completes the pass through royalty transfer with Millrock Resources Inc (TSV:MRO). The Pima Project is part of the Santa Teresa Gold Mining District which includes the Santa Gertrudis Gold Mine owned by Agnico Eagle.

The Pima mineral concession is located inside Agnico's property tenure and south of the known mine operation. Acquiring the Pima project allows Agnico to consolidate another part of its property concession and provides cash to Riverside. As a reminder, this project was originally added to Riverside's portfolio as part of the 2019 purchase of the Millrock's set of 5 (five) assets that included the Cuarentas and La Union projects. This current transaction with Agnico allows Riverside to recover the amount of the Millrock transaction with profit and pass on the royalty to Millrock who has been a positive partner with the Company in Mexico.

The scientific and technical data contained in the property descriptions pertaining to the Company's portfolio were reviewed by Freeman Smith, P.Geo. who is responsible for ensuring that the geologic information provided in this section of the Management Discussion and Analysis is accurate and acts as a "qualified person" under National Instrument 43-101 Standards of Disclosure for Mineral Project.

SELECTED ANNUAL INFORMATION

The following table sets forth selected consolidated information of the Company at September 30, 2021 and for each of the prior two fiscal years prepared in accordance with IFRS. The selected consolidated financial information should be read in conjunction with the audited consolidated financial statements of the Company.

Canadian Dollars	**2021**	**2020**	**2019**
Finance, property and other income	$162,157	$ 108,871	$ 1,348,584
Net income (loss)	734,132	2,631,544	(1,310,831)
Net income (loss) per share, basic and fully diluted	0.01	0.04	(0.02)
Cash and cash equivalent and short-term investments	7,372,910	6,051,890	5,143,379
Total assets	14,899,250	12,211,722	12,341,457

REVIEW OF OPERATIONS AND FINANCIAL RESULTS

Three months ended March 31, 2022

For the three months ended March 31, 2022, the Company had a net loss of $167,078, resulting in a loss per share of $0.00. The loss was mainly related to an unrealized loss on short-term investments of $82,810 as a result of the decreases in fair market value of short-term investment and the increases in general and administration of $51,920 as well as investor relations of $89,153. The operational fee recovery $69,036 was mainly contributed from the recoveries of administration services on BHP in comparation to the same period of prior year, the Company had operational fee recovery of $113,303 from on BHP, Carlyle and Hochschild alliance programs.

Six months ended March 31, 2022

For the six months ended March 31, 2022, the Company had a net loss of $104,627, resulting in a loss per share of $0.00. The income was mainly related to an unrealized loss on short-term investments of $1,073,485 and the increases in investor relations, general and administration and share-based compensation. which were partially offset by the realized gain on short-term investments of $1,384,833 from the sales of Arizona Metal's shares.

Three months ended March 31, 2021

For the three months ended March 31, 2021, the Company had a net income of $564,892, resulting in an earning per share of $0.01. The income was mainly related to a realized gain on short-term investments of $1,172,012 as a result of the sales of Arizona Metal Corp shares, which are partially offset by investor relations, professional fees, general and administration and share-based compensation and the unrealized loss on short-term investments. The decreases (recoveries) in the management and consulting fees, professional fees were mainly contributed to the recoveries of administration services on BHP, Carlyle and Hochschild alliance programs as well as the cost saving initiatives.

Six months ended March 31, 2021

For the six months ended March 31, 2021, the Company had a net income of $614,931, resulting in an income per share of $0.01. The gain was related to finance income of $6,211, other income of $63,871 and the unrealized gain on short-term investment of $45,114 and the realized gain on short-term investment of $1,172,012 mainly due to a significant increase on Arizona Metals Corp. ("Arizona Metals") fair market value during the period ended March 31, 2021 and the Company completed the sales of 1,100,000 Arizona Metals shares for net proceed of $1,464,342. The net income also was partially offset by the operating expense of $672,277.

Exploration and evaluation assets

Six months ended March 31, 2022

The Company capitalizes all exploration costs relating to its resource interests whereas pre-exploration costs are expensed as incurred. During the period ended March 31, 2022, the Company recorded $1,036,990 in acquisition and exploration of its properties as follows:

- Mexico
  - Tajitos $ 64,872
  - La Silla $ 38,968
  - Australia $ 4,136
  - Ariel $ 25,107
  - Cecilia $ 21,110
  - Teco $ 15,158
  - Suaqui Verde $ 1,196
  - Cuarentas $ 22,872
  - La Union $ 223,396
  - El Valle, Llano & Pima $ 76

- Canada
  - Northwestern Ontario $ 620,099

Six months ended March 31, 2021

The Company capitalizes all exploration costs relating to its resource interests whereas pre-exploration costs are expensed as incurred. During the six months ended March 31, 2020, the Company recorded $396,741 in acquisition and exploration of its properties as follows:

- Mexico
  - Tajitos $ 86,018
  - La Silla $ 42,936
  - Australia $ 3,581
  - Ariel $ 10,018
  - Teco $ 19,613
  - Suaqui Verde $ 489
  - Cuarentas $ 81,161
  - La Union $ 7,103
  - El Valle, Llano & Pima $ 1,238

- Canada
  - Northwestern Ontario $ 144,584

The Company acquired a 100% interest in the Oakes, Longnose, Vincent projects in northwestern Ontario, Canada on April 1, 2019. Subsequently, the Company acquired a 100% interest in Kenora project in northwestern Ontario, Canada in July 2020.

Full particulars of the deferred exploration costs are shown in Note 9 to the Condensed Interim Consolidate Financial Statements.

Recoveries and Other Income

Six months ended March 31, 2022

During the period ended March 31, 2022, the Company recognized and received $160,943 as operational fee recovery. As well, the Company recognized the exploration equipment and vehicle rentals recovery of $91,641 from the BHP alliance program in other income. Finance income for the period ended March 31, 2022 was $12,120.

Six months ended March 31, 2021

Starting from February 2019, the Company agreed to share their office space with First Helium Inc. ("First Helium"), a company with a common officer with the Company. During the period ended March 31, 2021 the Company recognized rental recovery of $12,000 from First Helium, which was recorded in other income. As well, the Company recognized the exploration equipment and vehicle rentals recovery of $51,871 from the BHP alliance program in other income. Finance income and other income for the period ended March 31, 2021 were $6,211 and $63,871, respectively.

Other income consists of revenue from receiving option payment by common shares, exploration equipment and vehicle rentals to the alliance and work programs.

Expenses

Six months ended March 31, 2022

During the period ended March 31, 2022, the Company incurred $30,799 in depreciation, $186,425 in management and consulting fees, $18,000 in directors' fees, $165,259 in investor relations fees, $76,482 in professional fees, $77,288 in share-based compensation, and $83,551 in general and administrative expenses. In addition, the Company incurred $29,100 in rent. The Company earned $12,120 in finance income, $91,641 in other income, $160,943 operational fee recovery and $1,073,485 in unrealized loss on changes of short-term investments as well as $1,384,833 realized gain on the sales of short-term investments.

Six months ended March 31, 2021

During the six months ended March 31, 2021, the Company incurred $37,111 in depreciation, $27,152 in recovery of consulting fees, $18,000 in directors' fees, $142,339 in investor relations fees, $74,783 in professional fees, $212,131 in share-based compensation, and $49,293 in general and administrative expenses. In addition, the Company incurred $40,631 in rent. The Company earned $6,211 in finance income, $63,871 in other income, and $45,114 in unrealized gain on changes of short-term investments as well as $1,172,012 realized gain on the sales of short-term investments.

Compared to the same period in previous year, increases in net loss in 2022 was primarily due to the increase in unrealized loss on short-term investment by $1,118,599 and decreases in operational fee recovery by $81,670 yet partially offset by the realized gain on short-term investment by $1,384,833 for the completion of the sales of Arizona Metal's shares There were no significant variations in other operating expenses over the comparative period.

General and administrative expenses consist of filing fees, director's fees, rent, general office expenses and administrative services related to maintaining the Company's exchange listing and complying with securities regulations. Rent and general office expenses decreased compared to the same period in the prior year as the Company spent less funds on promotional and marketing activities, financial advisory and investor relations services and the Company entered into a new contract of rental agreement of Canadian office, resulting in reduced costs in rent.

Share-based payments increased as a result of more share option grants. During the period ended March 31, 2022, the Company recorded share-based payments of $77,288 (2021 -$212,131) for the vested portion of the options granted and during the period. Share-based payments expense recorded in the comparative period of the previous fiscal year was higher as there were more options granted during that period.

RISKS AND UNCERTAINTIES

In conducting its business, the Company faces a number of risks and uncertainties related to the mineral exploration industry. Some of these risk factors include risks associated with land titles, exploration and development, government and environmental regulations, permits and licenses, competition, dependence on key personnel, fluctuating mineral and metal prices, the requirement and ability to raise additional capital through future financings and price volatility of publicly traded securities.

Property Risks

Title to exploration and evaluation asset interests involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyance history of many mineral claims. The Company has investigated title to all of its exploration and evaluation asset interests and, to the best of its knowledge, title to all of its interests are in good standing. The exploration and evaluation asset interests in which the Company has committed to earn an interest are located in Canada, Mexico and the United States.

Title Risks

Although the Company has exercised due diligence with respect to determining title to the properties in which it has a material interest, there is no guarantee that title to such properties will not be challenged or impugned. Third parties may have valid claims underlying portions of the Company's interests, and the permits or tenures may be subject to prior unregistered agreements or transfers or native land claims and title may be affected by undetected defects. If a title defect exists, it is possible that the Company may lose all or part of its interest in the properties to which such defects relate.

Exploration and Development

Resource exploration and development is a highly speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production. Substantial expenses are required to establish reserves by drilling, sampling and other techniques and to design and construct mining and processing facilities. Whether a mineral deposit will be commercially viable depends on a number of factors, including the particular attributes of the deposit (i.e. size, grade, access and proximity to infrastructure), financing costs, the cyclical nature of commodity prices and government regulations (including those relating to prices, taxes, currency controls, royalties, land tenure, land use, importing and exporting of minerals, and environmental protection). The effect of these factors or a combination thereof cannot be accurately predicted but could have an adverse impact on the Company.

Environmental Regulations Permits and Licenses

The Company's operations may be subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas that would result in environmental pollution. A breach of such legislation may result in the imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner that means standards are stricter, and enforcement, fines and penalties for noncompliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations. We intend to comply fully with all environmental regulations.

The current or future operations of the Company, including development activities and commencement of production on our properties, require permits from various federal, state or territorial and local governmental authorities, and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. Such operations and exploration activities are also subject to substantial regulation under applicable laws by governmental agencies that may require that we obtain permits from various governmental agencies. There can be no assurance, however, that all permits that the Company may require for the operations and exploration activities will be obtainable on reasonable terms or on a timely basis or that such laws and regulations will not have an adverse effect on any mining project which the Company might undertake.

Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws.

Competition

The mining industry is intensely competitive in all its phases, and the Company competes with other companies that have greater financial and technical resources. Competition could adversely affect the Company's ability to acquire suitable properties or prospects in the future.

Dependence on Key Personnel

The success of the Company is currently largely dependent on the performance of the directors and officers. There is no assurance that the Company will be able to maintain the services of the directors and officers or other qualified personnel required to operate its business. The loss of the services of these persons could have a material adverse effect on the Company and the prospects.

Fluctuating Mineral and Metal Prices

Factors beyond our control may affect the marketability of metals discovered, if any. Metal prices have fluctuated widely, particularly in recent years. The effect of these factors on the exploration activities cannot be predicted. For example, gold prices are affected by numerous factors beyond the Company's control, including central bank sales, producer hedging activities, the relative exchange rate of the U.S. dollar with other major currencies, global and regional demand and political and economic conditions. Worldwide gold production levels also affect gold prices. In addition, the price of gold has on occasion been subject to rapid short-term changes due to speculative activities.

Future Financings

The Company's continued operation will be dependent upon the ability to generate operating revenues and to procure additional financing. There can be no assurance that any such revenues can be generated or that other financing can be obtained on acceptable terms. Failure to obtain additional financing on a timely basis may cause the Company to postpone development plans, forfeit rights in some or all of the properties or joint ventures or reduce or terminate some or all of the operations.

Price Volatility of Publicly Traded Securities

In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price that have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any quoted market for the Common Shares will be subject to market trends and conditions generally, notwithstanding any potential success of the Corporation in creating revenues, cash flows or earnings. The value of securities distributed hereunder will be affected by market volatility.

Risks Related to COVID-19

In March 2020, the World Health Organization declared COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or ability to raise funds.

The Company continues to closely monitor developments in the novel coronavirus ("COVID-19") pandemic, including the potential impact on the Company's operations.

SUMMARY OF QUARTERLY RESULTS

The following table sets forth selected quarterly consolidated financial information for each of the last eight quarters with the figures for each quarter in Canadian dollars.

Quarter end	Finance income	Property and other income	Unrealized gain/(loss) on short-term investments	Net income (loss)	Earnings (Loss) per share (basic & fully diluted)
31-Mar-22	6,517	19,786	82,810	(167,078)	(0.00)
31-Dec-21	5,603	71,855	(1,156,295)	62,451	0.00
30-Sep-21	3,945	32,209	879,232	(702,254)	(0.01)
30-Jun-21	4,938	50,983	(1,030,820)	821,455	0.00
31-Mar-21	3,731	30,964	(387,380)	564,892	0.01
31-Dec-20	2,480	32,907	432,494	50,039	0.00
30-Sep-20	2,195	19,987	(385,851)	2,338,398	0.03
30-Jun-20	1,652	11,077	561,520	284,187	0.01

During the three months ended March 31, 2022, the net loss was primarily due to the increases in general administration of $51,920, investor relations of $89,153 as well as the foreign exchange loss of $76,866.

During the three months ended December 31, 2021, the net income was primarily due to the realized gain on short-term investment of $1,384,833 in relation to for the completion of the sales of Arizona Metal’s shares but partially offset by the unrealized loss on short-term investments of $1,156,295 in connection with the changes in fair market value of the marketable securities. Please refer to the condensed interim consolidated financial statements and related notes for the period ended December 31, 2021, Note 5, Short-term investments for details. Also, the increase in operational fee recovery by $39,254 was mainly contributed to the recovery of administration services on BHP alliance program.

During the three months ended September 30, 2021, the net loss was primarily due to the unrealized loss on short-term investment of $879,232 in connection with the changes in fair market value of the marketable securities. Please refer to the audited financial statements and related notes for the year ended September30, 2021, Note 5, Short-term investments for details.

During the three months ended June 30, 2021, the net income was primarily due to the unrealized gain on short-term investment of $1,030,820 in connection with the changes in fair market value of the marketable securities. Please refer to the unaudited financial statements and related notes for the nine months ended June 30, 2021, Note 5, Short-term investments for details.

During the three months ended March 31, 2021, the net income was primarily due to the realized gain on short-term investment of $1,172,012 and unrealized loss on short-term investment of $45,114 in connection with the sales of Arizona Metal shares for net proceed of $1,464,342 and changes in fair market value marketable securities. Please refer to the unaudited financial statements and related notes for the six months ended March 31, 2021, Note 5, Short-term investments for details. Also, the decrease in consulting fees by $96,173 was mainly contributed to the recoveries of administration services on BHP, Carlyle and Hochschild alliance programs.

During the three months ended December 31, 2020, the net income was primarily due to the unrealized gain on short-term investment of $432,494 and the decrease in consulting fees by $60,072 was mainly contributed to the recoveries of administration services on BHP, Carlyle and Hochschild alliance programs.

During the three months ended September 30, 2020, the net income was primarily due to the Company recognized a gain on spin-out of Penoles of $2,417,283 in consideration for 17,500,000 common shares of Capitan with a value of $3,500,000. As well, the sales of 500,000 Arizona Metals Corp's common shares and 1,000,000 Silver Viper Minerals Corp's common shares for recognizing a realized gain on short-term investment of $365,449.

During the three months ended June 30, 2020, the net income was primarily due to the Company recognized an unrealized gain on short-term investments of $561,520 that was mainly triggered by a significant increase in the fair market value of Arizona Metals Corp's common shares as at June 30, 2020. As well, the sale of 4,400,000 Arizona Metals Corp's common shares for recognizing a realized gain on short-term investment of $210,820.

LIQUIDITY AND CAPITAL RESOURCES

The Company relies on equity financings and exploration alliances for its working capital requirements and to fund its planned exploration and development activities. Management ensures the Company has sufficient cash in its treasury to maintain underlying option payments and keep claims in good standing. Increase in cash and cash equivalents for the period ended March 31, 2022 was $993,424. Working capital as at March 31, 2022 was $3,384,726 The Company has sufficient funds to meet ongoing corporate activities and planned exploration programs for the ensuing year.

Decrease in cash and cash equivalents for the six months ended March 31, 2021 was $248,501. Working capital as at March 31, 2021 was $4,867,075. The Company has sufficient funds to meet ongoing corporate activities and planned exploration programs for the ensuing year.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no undisclosed off-balance sheet arrangements or off-balance sheet financing structures in place.

TRANSACTIONS WITH RELATED PARTIES

Related party transactions are in the normal course of operations and are recorded at their exchange amount which is the price agreed to between the Company and the directors and officers.

The Company entered into the following transactions with related parties:

Payee / Payer	Nature of transactions	Period ending March 31,	Fees (Income) ($)	Shares ($)	Amount payable (receivable) at period end ($)
Arriva Management Inc.	Management and consulting fees (i)	2022 2021	116,400 116,400	Nil Nil	24,225 Nil
GSBC Financial Management Inc.	Management and consulting fees (i)	2022 2021	48,000 48,000	Nil Nil	8,400 Nil
Alberto Orozco	Consulting fees (i)	2022 2021	- 479	Nil Nil	Nil Nil
FT Management Inc.	Management and consulting fees (i) and Rent (iii)	2022 2021	59,700 73,631	Nil Nil	10,448 Nil
Omni Resource Consulting Ltd.	Consulting fees (i)	2022 2021	31,000 49,000	Nil Nil	19,876 Nil
Brian Groves	Director fees	2022 2021	6,000 6,000	Nil Nil	Nil Nil
Carol Ellis	Director fees	2022 2021	6,000 6,000	Nil Nil	Nil Nil
Walter Henry	Director fees	2022 2021	6,000 6,000	Nil Nil	Nil Nil
First Helium Inc.	Rent (ii)	2022 2021	- (12,000)	Nil Nil	Nil Nil

The remuneration of related parties during the period ended March 31, 2022 and 2021 are as follows:

	2022	2021
Directors' fees	$ 18,000	$ 18,000
Management and consulting fees (i)	255,100	213,879
Share-based payments	48,587	94,770
	$ 321,687	$ 326,649

(i) Management and consulting fees of the key management personnel for the six months ended March 31, 2022 were allocated as follows: $113,700 (2021 - $54,000) expensed to consulting fees, $107,200 (2021 - $61,000) capitalized to exploration and evaluation assets and $34,200 (2021 - $98,879) capitalized to exploration work performed for alliances that will be reimbursed.

(ii) From February 2019 to June 2021, the Company agreed to share their office space with First Helium Inc. ("First Helium"), a company with a common officer with the Company. During the six months ended March 31, 2022, the Company recognized rental recovery of $nil (2021 - $12,000) from First Helium, which was recorded in other income.

(iii) During the six months ended March 31, 2022, the Company incurred rent expense of $29,100 (2021 - $40,631) as a result of a shared office space with FT Management Inc., a company controlled by spouses of officers of the Company.

PROPOSED TRANSACTIONS

At the present time, there are no proposed transactions that should be disclosed.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The Company’s accounting policies are described in Note 4 to the consolidated financial statements for the year ended September 30, 2021. Management considers the following to be the most critical in understanding the judgments that are involved in preparing the Company’s financial statements and the uncertainties that could impact its results of operations, financial condition and future cash flow.

Financial instruments

Financial assets

The Company classifies its financial assets in the following categories: at fair value through profit or loss (“FVTPL”), at fair value through other comprehensive income (“FVTOCI”) or at amortized cost. The determination of the classification of financial assets is made at initial recognition. Equity instruments that are held for trading (including all equity derivative instruments) are classified as FVTPL; for other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI.

The Company’s accounting policy for each of the categories is as follows:

Financial assets at FVTPL: Financial assets carried at FVTPL are initially recorded at fair value and transaction costs are expensed as incurred. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets held at FVTPL are recognized in profit or loss.

Financial assets at FVTOCI: Investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses arising from changes in fair value recognized in other comprehensive income (loss).

Financial assets at amortized cost: A financial asset is measured at amortized cost if the objective of the business model is to hold the financial asset for the collection of contractual cash flows, and the asset's contractual cash flows are comprised solely of payments of principal and interest. They are classified as current assets or non-current assets based on their maturity date and are initially recognized at fair value and subsequently carried at amortized cost less any impairment.

Impairment of financial assets at amortized cost: The Company assesses all information available, including on a forward-looking basis, the expected credit losses associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. To assess whether there is a significant increase in credit risk, the Company compares the risk of a default occurring on the asset as at the reporting date, with the risk of default as at the date of initial recognition, based on all information available, and reasonable and supportive forward-looking information.

Financial liabilities

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the liability was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss - This category comprises derivatives, or liabilities acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in profit or loss.

Other financial liabilities - This category comprises liabilities initially recognized at fair value less directly attributable transaction costs. Subsequently, they are measured at amortized cost using the effective interest method.

The following table shows the classification of the Company's financial assets and liabilities:

Financial asset or liability	IFRS 9 Classification
Cash and cash equivalents	Amortized cost
Short-term investments	FVTPL
Receivables	Amortized cost
Accounts payable and accrued liabilities	Amortized cost
Government loan	Amortized cost

Financial instruments

Financial instruments measured at fair value 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 fair value of the Company's cash and cash equivalents, receivables, accounts payable and accrued liabilities and government loan approximate carrying value, which is the amount recorded on the statements of financial position. The fair value of the Company's public company short-term investments, are based on level 1 quoted prices in active markets for identical assets and liabilities. Financial instruments valued at level 2 inputs consist of the Company's private company short-term investments. The key assumptions driving the valuation of the private company short-term investments include, but are not limited to the value of completed financings by the investee.
The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's cash and cash equivalents are held with major financial institutions in Canada and Mexico which management believes the risk of loss to be remote. Receivables consist of tax refunds from the Federal Government of Canada and Mexico, in which regular collection occurs, and land tax recovery. The Company believes its credit risk is equal to the carrying value of this balance.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at March 31, 2022, the Company had cash and cash equivalents of $6,965,808 to settle current liabilities of $4,132,070. The Company believes it has sufficient funds to meet its current liabilities as they become due.

Interest rate risk

The Company has interest-bearing cash balances. The interest earned on cash balances approximates fair value rates, and the Company is not at a significant risk to fluctuating interest rates. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. As of March 31, 2022, the Company had investments in short-term deposit certificates of $23,000.

Price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on profit or loss and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of gold, silver and copper, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company. The Company currently maintains short-term investments, which include marketable securities. There can be no assurance that the Company can exit these positions if required, resulting in proceeds approximating the carrying value of these securities.

Foreign currency risk

The Company is exposed to foreign currency risk on fluctuations related to cash and cash equivalents, receivables, and accounts payable and accrued liabilities that are denominated in US dollars (US) and Mexican pesos.

Sensitivity analysis

The Company operates in Mexico and is exposed to risk from changes in the US dollar and the Mexican peso. During the period ended March 31, 2022, a simultaneous 10% fluctuation in the US dollar and Mexican peso against the Canadian dollar would affect loss for the period by $402,119.

The Company holds marketable securities and is exposed to risk from changes in the share price of the marketable securities. During the period ended March 31, 2022, a simultaneous 15% fluctuation in share prices would affect short-term investments and profit or loss for the period by approximately $46,621.

OUTSTANDING SHARE DATA

The authorized capital of the Company consists of an unlimited number of common shares and an unlimited number of preferred shares. No preferred shares have been issued to date. An aggregate of 74,448,464 common shares were issued and outstanding as of the date of this MD&A.

The Company has nil share purchase warrants outstanding as of the date of this MD&A.

The following summarizes information about the stock options outstanding as of the date of this MD&A:

Expiry date (mm/dd/yyyy)	Number of options outstanding	Weighted average remaining life in years	*Exercise price	Number of options exercisable
11/03/2022	638,000	0.44	$ 0.21	638,000
01/08/2024	525,000	1.62	$ 0.13	525,000
11/15/2024	775,000	2.47	$ 0.11	775,000
03/27/2025	100,000	2.84	$ 0.12	100,000
10/19/2025	1,250,000	3.40	$ 0.30	1,166,667
11/17/2026	1,000,000	4.48	$ 0.16	187,500
	4,288,000			3,392,167