ALLIED COPPER

Condensed Interim Consolidated Financial Statements

For the six months ended December 31, 2022 and 2021

(Expressed in Canadian Dollars)

NOTICE OF NO AUDITORS' REVIEW OF INTERIM FINANCIAL STATEMENTS

The accompanying unaudited interim condensed consolidated financial statements of Allied Copper Corp. have been prepared by and are the responsibility of the Company's management. The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditors.

ALLIED COPPER CORP.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
As at December 31, 2022 and June 30, 2022
(Expressed in Canadian dollars)

	Note	**December 31, 2022** *(unaudited)*	June 30, 2022 *(audited)*
ASSETS			
Cash		**$805,665**	$3,670,345
Accounts Receivable	9	**31,000**	-
Goods and sales tax receivable		**209,955**	136,516
Prepaid expenses and deposits	7,13	**266,700**	118,367
		1,313,320	3,925,228
Intangible asset	4	**4,000,000**	-
Royalty interest	4,9	**671,701**	-
Mining property and rights acquisition costs	4,8	**5,114,784**	1,976,449
Total assets		**11,099,805**	5,901,677
LIABILITIES			
Accounts payable and accrued liabilities	11, 14	**438,782**	834,654
Total liabilities		**438,782**	834,654
SHAREHOLDERS' EQUITY			
Share capital (net of issuance costs)	12	**14,695,266**	8,778,266
Share-based payments reserve	12	**1,079,309**	401,844
Warrants reserve	12	**865,174**	865,174
Contributed surplus	12	**48,168**	38,479
Deficit		**(6,026,894)**	(5,016,740)
		10,661,023	5,067,023
Total Liabilities and Shareholders' Equity		**$11,099,805**	$5,901,677

Nature of Operations and Going Concern	1
Subsequent Events	16

Approved on behalf of the Board of Directors by

"Kyle Hookey" , *Interim CEO & Director*
Kyle Hookey

"Warner Uhl", *Chairman*
Warner Uhl

ALLIED COPPER CORP.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS

For the six months ended December 31, 2022 and 2021

(Expressed in Canadian dollars, except number of shares)

	Note	**For the six months ended December 31, 2022**	For the six months ended December 31, 2021
Expenses			
Consulting fees	13	**268,833**	136,738
Exploration and evaluation expenditures		**-**	15,612
Filing and transfer fees		**64,654**	42,673
General and administrative		**73,654**	4,207
Amortization of Royalty	9	**26,110**	-
Insurance		**-**	6,667
Investor relations		**7,050**	1,332
Stock-based compensation	12,13	**687,154**	369,680
Marketing and promotion		**47,552**	172,199
Research and development		**45,264**	-
Professional fees		**82,569**	27,156
Loss before other items		**1,302,840**	776,264
Other income/(expense)			
Royalty income	9	**20,000**	-
Gain on disposal of convertible promissory note		**-**	2,437,186
Interest income	6	**3,003**	-
Listing expense		**-**	(5,745,422)
Recovery of expenses - consulting fees		**269,683**	-
Loss and Comprehensive Loss		**$1,010,154**	$4,084,500
Loss per share			
Basic and diluted		**0.02**	0.23
outstanding			
Basic and diluted		**45,271,053**	17,838,590

ALLIED COPPER CORP.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIENCY)

(Expressed in Canadian dollars, except number of shares)

	Note	Common Shares	Share Capital	Share-based Payments Reserve	Warrants reserve	Contributed surplus	Deficit	Total Shareholders' Equity
		#	$	$	$	$	$	$
As at July 1, 2021		6,691,000	40,150	-	-	-	(2,301)	37,849
Shares issued - Allied Copper Corp.	5	18,308,748	5,492,624	-	-	-	-	5,492,624
Conversion of subscription receipts	12	13,076,004	2,909,693	-	695,166	-	-	3,604,859
Finder warrants issued	12	-	-	-	55,806	-	-	55,806
Options granted	12	-	-	369,680	-	-	-	369,680
Net loss for the period		-	-	-	-	-	(4,084,500)	(4,084,500)
As at December 31, 2021		**38,075,752**	**8,442,468**	**369,680**	**750,972**	**-**	**(4,086,801)**	**5,476,319**
As at July 1, 2022		**40,075,752**	**8,778,266**	**401,844**	**865,174**	**38,479**	**(5,016,740)**	**5,067,023**
Shares issued - option agreement	12	500,000	85,000	-	-	-	-	**85,000**
Shares issued - Volt acquisition	4,12	38,880,000	5,832,000	-	-	-	-	**5,832,000**
Options expired	12	-	-	(9,689)	-	9,689	-	**-**
Options granted	12	-	-	687,154	-	-	-	**687,154**
Net loss for the period		-	-	-	-	-	(1,010,154)	**(1,010,154)**
As at December 31, 2022		**79,455,752**	**14,695,266**	**1,079,309**	**865,174**	**48,168**	**(6,026,894)**	**10,661,023**

ALLIED COPPER CORP.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS

For the six months ended December 31, 2022 and 2021

(Expressed in Canadian dollars)

	2022	2021
OPERATING ACTIVITIES		
Net loss	**($1,010,154)**	($4,084,500)
Items not affecting cash		
Share-based compensation	**687,154**	369,680
Recovery of expenses - consulting fees	**(269,683)**	-
Amortization on Royalty interest	**26,112**	5,745,422
Interest income	**(3,003)**	-
Gain on disposal of convertible promissory note	**-**	(2,437,186)
Changes in non-cash working capital		
Prepaid expenses and deposits	**(148,333)**	(24,633)
Accounts receivable	**(31,000)**	-
GST/HST receivable	**(73,439)**	17,974
Accounts payable and accrued liabilities	**(234,504)**	69,026
Net cash provided by (used in) operating activities	**(1,056,850)**	(344,217)
INVESTING ACTIVITIES		
Cash received in reverse take-over	-	2,213,856
Assets acquired	**(610,506)**	-
Mining property and rights acquisition and exploration costs	**(697,324)**	(317,586)
Royalty interest	**(500,000)**	-
Net cash provided by (used in) financing activities	**(1,807,830)**	1,896,270
FINANCING ACTIVITIES		
Conversion of subscription receipts	**-**	3,604,859
Finder warrants issued	**-**	55,806
Net cash provided by (used in) financing activities	**-**	3,660,665
Increase in cash	**(2,864,680)**	5,212,718
Cash, beginning of period	**3,670,345**	20,395
Cash, end of period	**$805,665**	5,233,113

1. NATURE OF OPERATIONS AND GOING CONCERN

Allied Copper Corp. (the "Company") is principally engaged in the acquisition and exploration of mineral properties in North America. The Company is in the process of exploring its resource properties and has not yet determined whether these properties contain enough mineral deposits, such that their recovery would be economically viable. The Company trades on the TSX Venture Exchange under the symbol "CPR". The address of the Company's corporate office and principal place of business is 520 – 999 West Hastings Street, Vancouver, British Columbia, Canada V6C 2W2.

On October 27, 2021, the Company completed the definitive agreement with 1269280 B.C. Ltd. through its wholly-owned subsidiary 1303288 B.C. Ltd. Pursuant to the agreement 1269280 B.C. Ltd. acquired control of the Company through a reverse takeover acquisition (Note 5).

On December 9, 2022 the Company entered into a purchase and sale agreement with Volt Lithium Corp. ("Volt"), and the shareholders of Volt pursuant to which the Company purchased all of the outstanding securities of Volt from the Volt shareholders in exchange for the issuance of 38,880,000 common shares of the Company, causing Volt to become a wholly-owned subsidiary of the Company (the "Share Purchase and Sale Agreement") (Note 4).

The Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties; however, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements and non-compliance with regulatory requirements.

These condensed interim consolidated financial statements (the "condensed interim consolidated financial statements") have been prepared on a going concern basis, which contemplates that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The Company has incurred losses to date resulting in a cumulative deficit of $6,026,894 as at December 31, 2022 (June 30, 2022 - $5,016,740). The recoverability of the carrying value of exploration properties and the Company's continued existence is dependent upon the preservation of its interest in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, or the ability of the Company to raise alternative financing, if necessary, or alternatively upon the Company's ability to dispose of its interest on an advantageous basis. Changes in future conditions could require material write-downs of the carrying values.

The Company is subject to risks and challenges similar to companies in a comparable stage of exploration and development. As a result of these risks, there is significant doubt as to the appropriateness of the going concern assumption. There is no assurance that the Company's funding initiatives will continue to be successful, and these condensed interim consolidated financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and statements of financial position classifications that would be necessary if the going concern assumption was inappropriate. These adjustments could be material. The Company will have to raise additional funds to advance its exploration and development efforts and, while it has been successful in doing so in the past, there can be no assurance that it will be able to do so in the future. As of December 31, 2022, the Company had current assets of $1,313,320 (June 30, 2022 - $3,925,228) to cover current liabilities of $438,782 (June 30, 2022 - $834,654). The Company has no proven history of performance, earnings or success. These conditions raise material uncertainties which cast significant doubt as to whether the Company will be able to continue as a going concern over the next twelve months should it not be able to obtain the necessary financing to fund exploration programs and working capital requirements.

2. BASIS OF PRESENTATION

(a) Statement of compliance

These condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard 34 - Interim Financial Reporting using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. As such, these financial statements do not contain all the disclosures required by IFRS for annual financial statements and should be read in conjunction with the Company's audited annual financial statements for the year ended 30 June 2022 and the period from incorporation on October 8, 2020, to June 30, 2021 ("annual financial statements").

The condensed interim consolidated financial statements were approved and authorized for issuance by the Board of Directors of the Company on February 28, 2022.

(b) Basis of presentation

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

(c) Functional and presentation currency

These condensed interim consolidated financial statements are presented in Canadian dollars, the functional and presentation currency of the Company and its subsidiaries.

(d) Basis of consolidation

Subsidiaries are entities controlled by the Company and are included in these condensed interim consolidated financial statements from the date that control commences until the date that control ceases. Control exists when the Company has the power, directly and indirectly, to govern the financial operating policies of an entity and be exposed to the variable returns from its activities

All intercompany balances, transactions, revenues and expenses have been eliminated on consolidation. These condensed interim consolidated financial statements incorporate the accounts of Allied Copper Corp. and the following subsidiaries:

Name of subsidiary	Country of incorporation	Percentage of ownership	Functional currency
Gold Rush Cariboo Inc.	Canada	100%	CAD
1303288 B.C. Ltd.	Canada	100%	CAD
Volt Lithium Corp.	Canada	100%	CAD
Allied Nevada Inc.	USA	100%	CAD

3. SIGNIFICANT ACCOUNT POLICIES

(a) Estimates and critical judgements by management

The preparation of financial statements requires management to make judgements, estimates and estimates that affect the application of accounting policies and the reported amounts of assets and liabilities, revenues and expenses. Management continually evaluates these judgements, estimates and assumptions based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates and judgements, which may cause a material adjustment to the carrying amounts of assets and liabilities.

The areas which require management to make critical judgements include:

Going concern

These condensed interim consolidated financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The assessment of the Company's ability to source future operations and continue as a going concern involves judgment. Estimates and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. If the going concern assumption were not appropriate for the condensed interim consolidated financial statements, then adjustments to the carrying value of assets and liabilities, the reported expenses and the consolidated statements of financial position would be necessary (see Note 1).

The areas which require management to make significant estimates and assumptions include:

Common share purchase warrants

The Company determines the fair value of share purchase warrants issued using the Black Scholes option pricing model. This option pricing model requires the development of market-based subjective inputs, including the risk-free interest rate, expected price volatility and expected life of the warrant. Changes in these inputs and the underlying assumption used to develop them can materially affect the fair value estimate.

Deferred tax assets and liabilities

Management judgment and estimates are required in assessing whether deferred tax assets and deferred tax liabilities are recognized in the consolidated statements of financial position. Judgments are made as to whether future taxable profits will be available in order to recognize deferred tax assets. Assumptions about the generation of future taxable profits depend on management's estimates of future cash flows. These depend on estimates of future production and sales volumes, commodity prices, reserves, operating costs, and other capital management transactions. These judgments and assumptions are subject to risk and uncertainty and changes in circumstances may alter expectations, which may impact the amount of deferred tax assets and deferred tax liabilities recognized on the consolidated statements of financial position and the benefit of other tax losses and temporary differences not yet recognized.

Determination of acquirer relating to the acquisition of Volt Lithium Corp

Management has determined that in relation to the acquisition of Volt Lithium Corp, Allied Copper Corp. is the accounting acquirer based upon the following factors:

3. SIGNIFICANT ACCOUNT POLICIES (continued)

- 48.9% of the combined entity will be held by the owners of Volt and 50.5% will be held by the owners of the Company. There are no special voting arrangements and factoring in the options and warrants outstanding, 39% of the combined entity will be held by the owners of Volt and 61% will be held by the remaining widely held shareholders of the Company;
- No individual shareholder will own a large minority. In addition, there are no agreements in place for a block of shareholders to vote together;
- On the date the transaction closed two new directors joined the board of the Company and two existing directors resigned. Post transaction, the board comprised of Kyle Hookey, Warner Uhl, Alex Wylie, and Martin Scase. The appointment of two new board members and the retirement of two board members did not result in a change of control of the governing body or affect their ability to consider and act on substantive matters following the acquisition.
- The Company's former management form the majority of the combined entity with the CEO, Chairman and CFO continuing their roles as well as the governing body retaining a 2-2 split between former board members and new Volt board members.
- The Company is the larger entity on relative net assets / fair value of equity interests and is paying a premium for the issued and outstanding shares in Volt which further indicates that it is the acquirer.

Intangible assets

The Company acquired an intangible asset through the acquisition of Volt Lithium Corp. being Volt's proprietary direct lithium extraction (DLE) technology. Intangible assets acquired separately are measured on initial recognition at cost. Intangible assets acquired in connection with an asset acquisition are initially recorded at fair value. Following initial recognition, intangible assets are carried at initial carrying value less any accumulated amortization and any accumulated impairment losses. Subsequent expenditures are capitalized only when they increase the future economic benefits embodied in the specific asset to which they relate. All other expenditures are recognized in profit or loss as incurred.

The Company does not hold any intangible assets with indefinite lives. Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. Research costs are charged to operations when they are incurred. Development costs are capitalized as intangible assets when the Company can demonstrate that the technical feasibility of the project has been established; the Company intends to complete the asset for use or sale and has the ability to do so; the asset can generate probable future economic benefits; the technical and financial resources are available to complete the development, and the Company can reliably measure the expenditure attributable to the intangible assets during its development. Management determined that as at December 31, 2022, it was not yet able to demonstrate with sufficient certainty that it is probable any economic benefits will flow to the Company. Accordingly, all research and development costs incurred to date have been expensed. The amortization method and period of an intangible asset with a finite life is reviewed at least annually. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortization period or method, as appropriate, and are treated as changes in accounting estimates. Amortization is recognized in profit or loss on a straight-line basis or units of production method over the estimated useful lives of intangible assets.

The accounting policies applied in the preparation of these financials statements are consistent with those applied and disclosed in Note 3 to the annual audited consolidated financial statements.

(Unaudited & expressed in Canadian dollars)

4. ACQUISITION AND INTANGIBLE ASSETS

On December 9, 2022 the Company entered into a purchase and sale agreement with Volt Lithium Corp. (“Volt”), and the shareholders of Volt pursuant to which the Company purchased all of the outstanding securities of Volt from the Volt shareholders in exchange for the issuance of 38,880,000 common shares of the Company, causing Volt to become a wholly owned subsidiary of the Company (the “Share Purchase and Sale Agreement”).

The assets acquired consisted primarily of Volt’s proprietary direct lithium extraction (DLE) technology, 100% mineral interest ownership in the Rainbow Lake property (Note 8) and a royalty agreement with a producing oil and gas company (Note 8).

The transaction has been accounted for in accordance with guidance provided in IFRS 2 Share Based Payment and IFRS 3 Business Combinations. As Volt did not qualify as a business according to the definition in IFRS 3, this transaction does not constitute a business combination; rather it is treated as an issuance of shares by Allied (accounting acquirer) for the net assets of Volt (accounting acquiree) with the purchase price allocated to the assets acquired.

Consideration Paid	
Fair value of 38,880,000 common shares issued by the Company at $0.15/share	5,832,000
Legal fees	111,318
Total purchase price	5,943,318

Identifiable net assets acquired	$
Mining property and rights acquisition costs	262,500
Cash acquired	105,490
Amounts receivable	11,000
Prepaid expenses and deposits	165,000
Goods and sales tax receivable	37,920
Promissory note payable by Volt to Company	(703,003)
Accounts payable and accrued liabilities	(489,413)
Fair value of net assets acquired	(610,506)
Excess value attributable to mining property and rights acquisition costs	6,553,824

Purchase price allocation	
Royalty agreement revaluation	197,813
Rainbow Lake Property	2,356,011
Intangible asset – DLE technology	4,000,000
	6,553,824

(Unaudited & expressed in Canadian dollars)

5. REVERSE TAKEOVER TRANSACTION

Allied Copper Corp, with its wholly-owned subsidiary 1303288 B.C. Ltd. ("Subco"), entered into an agreement with 1269280 B.C. Ltd. ("BCCo") on October 27, 2021, whereby the Company acquired from the shareholders of BCCo all the issued and outstanding shares of BCCo, causing BCCo to become a wholly-owned subsidiary of the Company (the "Amalgamation Agreement").

Pursuant to the Amalgamation Agreement, the Company amalgamated Subco and BCCo ("Amalco") in order to form a new company, which is a wholly-owned subsidiary of the Company. As part of the Amalgamation, the Company issued 13,076,004 units to BCCo subscription receipt holders in order to convert BCCo's subscription receipts outstanding as at October 27, 2021 into units of the Company. Each unit consists of one common share and one-half common share purchase warrant, entitling the holders to purchase an additional common share at $0.45 for a period of 24 months from the closing of the Amalgamation. The Amalgamation was completed on October 27, 2021.

The transaction resulted in a legal combination of Allied and BCCo to form the resulting issuer (the "Resulting Issuer"), however, the Company does not meet the criteria for a business under IFRS 3, and so the transaction is considered to be a reverse takeover ("RTO"). From an accounting perspective, this is not considered to be a business combination but a capital transaction whereby BCCo is considered to issue additional shares in return for the net assets of the Company. For financial reporting purposes, the Resulting Issuer is considered a continuation of BCCo, the legal subsidiary, except with regard to authorized and issued share capital, which is that of Allied, the legal parent.

Since BCCo is deemed to be the acquirer for accounting purposes, its assets and liabilities will be included in the consolidated financial statements at their historical carrying values. The identifiable assets and liabilities of the former Allied Copper Corp will be recognized at their fair value at the acquisition date of October 27, 2021, with the excess of the fair value of the equity interest consideration paid over the fair value of the net assets acquired being charged to the consolidated statements of loss and comprehensive loss as a listing expense.

The purchase price and allocation of assets and liabilities are presented as follows:

Consideration paid on RTO	
Fair value of shares retained by Allied shareholders (18,308,748 shares at $0.30 per share)	5,492,624
Total purchase price	5,492,624
Net working capital acquired by BCCo	
Cash at bank	2,213,856
GST/HST receivable	106,666
Prepaid expenses and deposits	214,743
Accounts payable and accrued liabilities	(538,065)
Current portion of convertible promissory note payable	(2,250,000)
Net liabilities acquired	(252,800)
Listing fee expense	**(5,745,424)**

After the completion of the Transaction, the Company had 38,075,752 common shares, 18,770,344 share purchase warrants and 2,100,000 stock options outstanding.

(Unaudited & expressed in Canadian dollars)

6. PROMISSORY NOTE RECEIVABLE

On September 7, 2022, the Group entered into an agreement with Volt Lithium Corp (formerly Innolith Corp.) “Volt” whereby the Company will provide Volt with a $500,000 CAD secured promissory note on a one-year term. Volt will pay 8% per annum interest to the Company, calculated daily, payable quarterly in cash and accrued at December 31, 2022.

On September 19, 2022, the Group entered into an agreement with Volt Lithium Corp (formerly Innolith Corp.) “Volt” whereby the Company will provide Volt with a $200,000 CAD secured promissory note on a one-year term. Volt will pay 8% per annum interest to the Company, calculated daily, payable quarterly in cash and accrued at December 31, 2022.

As Volt Lithium Corp is now a subsidiary of Allied Copper Corp the promissory notes were removed from the financials as part of the consolidation.

7. PREPAID EXPENSES AND DEPOSITS

The Company’s prepaid expenses and deposits were comprised of the following as at December 31, 2022 and June 30, 2022:

	December 31, 2022	June 30, 2022
	$	$
Prepaid expenses	**450,250**	16,667
Retainer deposit (Note 13)	**101,700**	101,700
	551,950	118,367

8. MINING PROPERTY AND RIGHTS ACQUISITION COSTS

	Silver King Project	Klondike Property	Stateline Property	Rainbow Lake Property	**Total**
As at June 30, 2021	**19,487**	**-**	**-**	**-**	**19,487**
Option payment - cash issued	25,635	200,000	40,000	-	265,635
Option payment - shares issued	-	450,000	-	-	450,000
Exploration expenditures	442,090	660,737	138,500	-	1,241,327
As at June 30, 2022	**487,212**	**1,310,737**	**178,500**	**-**	**1,976,449**
Option payment - cash issued	-	-	50,000	-	50,000
Option payment - shares issued	-	-	85,000	-	85,000
Exploration expenditures	82,696	509,494	42,634	12,500	647,324
Purchase price allocation from acquisition	-	-	-	2,356,011	2,356,011
As at December 31, 2022	**569,908**	**1,820,231**	**356,134**	**2,368,511**	**5,114,784**

8. MINING PROPERTY AND RIGHTS ACQUISITION COSTS (continued)

Rainbow Lake

The Rainbow Lake Property is in northwest Alberta approximately 80 km west of the Town of High Level, 340 km north of the City of Grande Prairie, and 635 km northeast of Alberta's Capital City, Edmonton, AB. The property is defined by 20 contiguous Alberta Metallic and Industrial Mineral Permits (173,990 hectares) for which Volt Lithium has 100% mineral interest ownership.

On September 19, 2022, Volt entered into an overriding royalty agreement with a producing oil and gas company ("Producer"). The lands covered by the royalty agreement overlap Volt's mineral and mining rights in Northern Alberta. The royalty is calculated at 3% of the production. The rate will be reduced to 2% subsequent to Volt receiving 100% of its original investment. Once Volt receives 300% of its original investment the royalty agreement is terminated. As part of this agreement the company advanced

- $125,000 on execution of the agreement (paid);
- $125,000 upon execution of the definitive agreement (paid); and
- $250,000 is due within 5 business days of the volt shares being listed on the TSX Venture Exchange (paid).

On September 28, 2022 the company entered into a lease agreement for the supply of water cleaning and lithium extraction equipment. The agreement is for three months with estimated monthly costs of $200,000.

As at the period ended December 31, 2022, the Company has incurred exploration and evaluation expenditures of $12,500 related to the Rainbow Lake property (2022 - $Nil).

Silver King Property

On February 10, 2021, the company entered into an option agreement with Goodsprings Exploration LLC ("Optionors") to purchase 100% of the rights to the Silver King project in the State of Nevada. To earn a 100% interest the Company must complete the following:

- make aggregate cash payments of US$420,000 to be paid as follows:
  - US$15,000 on or before March 25, 2021 (paid);
  - US$20,000 on or before February 10, 2022 (paid);
  - US$25,000 on or before February 10, 2023 (paid subsequent to period end);
  - US$30,000 on or before February 10, 2024; and
  - US$330,000 on or before February 10, 2025.

In addition, the Company granted a 2% net smelter returns royalty (the "Royalty") to the Optionors. At any time prior to commencement of commercial production, the Company can repurchase 1% of the Royalty by making a payment of US$1,500,000.

As at the period ended December 31, 2022, the Company has incurred exploration and evaluation expenditures of $524,786 related to the Silver King project (2022 - $442,090).

Klondike Property

On December 3, 2021, Cloudbreak Discovery (Canada) Ltd. (a company with a director in common) and Alianza Minerals Ltd ("the Optionors") optioned the Klondike Project to the Company. Under the agreement, the Company will be required to complete the following:

8. MINING PROPERTY AND RIGHTS ACQUISITION COSTS (continued)

- make aggregate payments of $400,000 CAD to be incurred as follows:
    - $50,000 December 3, 2021 (paid);
    - $150,000 on or before February 3, 2022 (paid);
    - $100,000 on or before February 3, 2025; and
    - $100,000 on or before February 3, 2026.
- issue a total of 7,000,000 ordinary shares as follows:
    - 2,000,000 on or before February 3, 2022 (issued);
    - 2,000,000 on or before February 3, 2023; and
    - 3,000,000 on or before February 3, 2024.
- incur $4,750,000 CAD in exploration expenditures on the property as follows:
    - $500,000 on or before February 3, 2023; and
    - $750,000 on or before February 3, 2024.
    - $1,500,000 on or before February 3, 2025; and
    - $2,000,000 on or before February 3, 2026.

In addition, upon the Company filing an NI 43-101 technical report indicating an inferred resource of at least 50,000,000 tonnes of copper or copper equivalent, the Company will issue an additional 3,000,000 warrants, in aggregate, to the Optionors. Each Additional Warrant will allow the holder thereof to acquire one common share of the Optionee for a period of three years from the date of issuance of such Additional Warrant at an exercise price of the greater of (i) $0.23; or (ii) the 10-day VWAP of the common shares of the Optionee at the time of the issuance of the Additional Warrant. Upon completion of the option agreement obligations, the Optionors will transfer 100% interest in the property to the Company. The Optionors will retain a 2% NSR, of which one-half (1.0%) can be re-purchased from the Optionors for $1,500,000 CAD.

As at the period ended December 31, 2022, the Company has incurred exploration and evaluation expenditures of $1,170,231 related to the Klondike Property (2022 - $660,737).

This property was returned to the optionor on February 2nd, 2023 (Note 17).

Stateline Property

On February 9, 2022, the Company entered into an agreement to option the Stateline property located in Colorado, USA from Cloudbreak Discovery (Canada) Ltd and Alianza Minerals Ltd. Under the agreement, the Company will be required to complete the following:

- make aggregate payments of $315,000 CAD to be incurred as follows:
    - $40,000 on February 9, 2022 (paid);
    - $50,000 on or before September 8, 2022 (paid);
    - $50,000 on or before September 8, 2023; and
    - $75,000 on or before September 8, 2024; and
    - $100,000 on or before September 8, 2025.
- issue a total of 4,250,000 ordinary shares as follows:
    - 500,000 on or before September 8, 2022 (issued);
    - 750,000 on or before September 8, 2023; and
    - 1,500,000 on or before September 8, 2024; and
    - 1,500,000 on or before September 8, 2025.
- incur $3,750,000 CAD in exploration expenditures on the property as follows:
    - $500,000 on or before September 8, 2023; and

(Unaudited & expressed in Canadian dollars)

8. MINING PROPERTY AND RIGHTS ACQUISITION COSTS (continued)

- $750,000 on or before September 8, 2024.
- $1,000,000 on or before September 8, 2025; and
- $1,500,000 on or before September 8, 2026.

Upon completion of the option agreement obligations, the Optionors will transfer 100% interest in the property to the Company. The Optionors will retain a 2% NSR, of which is not subject to a buydown provision. This transaction is subject to regulatory approval.

The Company may also issue an additional 1,500,000 common shares and 1,500,000 common share purchase warrants to the Optionors in accordance with their pro rata interest upon an acquisition by the Company of an applicable interest within a set area of interest. The number and type of securities will depend on the aggregate area of interest acquired.

If the option is exercised, an undivided 100% right, title, and interest in and to the applicable property will automatically vest in the Company and the Optionors will retain a 2% net smelter royalty which is not subject to a buydown provision.

As at the period ended December 31, 2022, the Company has incurred exploration and evaluation expenditures of $181,134 related to the Stateline Property (2022 - $138,500).

9. ROYALTY AGREEMENT

On September 19, 2022, Volt entered into an overriding royalty agreement with a producing oil and gas company ("Producer"). The lands covered by the royalty agreement overlap Volt's mineral and mining rights in Northern Alberta. The royalty is calculated at 3% of the production. The rate will be reduced to 2% subsequent to Volt receiving 100% of its original investment. Once Volt receives 300% of its original investment the royalty agreement is terminated. As part of this agreement the company advanced

- $125,000 on execution of the agreement (paid);
- $125,000 upon execution of the definitive agreement (paid); and
- $250,000 is due within 5 business days of the volt shares being listed on the TSX Venture Exchange (paid).

At December 31, 2022 the Company received $25,129 in royalties for the October production and has accrued the royalties receivable for November and December production.

Balance, June 30, 2022	-
Cash paid	500,000
Revaluation (Note 4)	197,813
Amortization expense	(26,112)
Balance, December 31, 2022	671,701

(Unaudited & expressed in Canadian dollars)

9. ROYALTY AGREEMENT (continued)

On October 28, 2022 Volt entered into an agreement with Cabot Energy Inc. for the purposes of Volt installing and operating a Water Treatment Unit on Cabot's lands and allowing Volt access to Cabot's Produced Water derived from operations at the Cabot Field for the purpose of treating such Produced Water, engaging in Direct Lithium Extraction and redelivering to Cabot the Produced Brine.

10. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

As at December 31, 2022 and June 30, 2022, the Company's accounts payable and accrued liabilities were composed of the following:

	December 31, 2022	June 30, 2022
	$	$
Accounts payable	**413,782**	809,654
Accrued liabilities	**25,000**	25,000
	438,782	834,654

11. CONVERTIBLE PROMISSORY NOTE

On September 4, 2017, the Company issued a $2,250,000 convertible promissory note (the "Note") in connection with the acquisition of the Horseshoe Bend project mining rights. The Note bears an interest rate of 2% per annum calculated semi-annually and is convertible at $6.00 per share. The Note originally matured on September 2, 2024 and was payable in certain instalments. As a result of administrative delays pending the resolution of certain other matters related to the acquisition, principal repayments were not made according to the terms of the Note resulting in the Note entering default and becoming due on demand.

On October 29, 2021, the Company assigned the Note to 2362516 Ontario Inc. (the "Assignee"), whereby the Assignee assumes all liabilities of the Company associated with the Note. As a result of the assignment, the Company realized a gain on the assignment of $2,437,186, comprising of the $2,250,000 principal outstanding and $187,186 accrued interest as at October 29, 2021.

12. SHARE CAPITAL

(a) Authorized

An unlimited number of voting common shares without par value.

(b) Issued and outstanding

As at December 31, 2022, 79,455,752 common shares were issued and outstanding (June 30, 2022 – 40,075,752).

On December 9, 2022, the Company issued 38,880,000 shares pursuant to a share purchase and sale agreement whereby the Company purchased 100% of the issued and outstanding shares of Volt (Note 4).

On September 9, 2022 the Company issued 500,000 shares in accordance with the Stateline Property option agreement and paid $50,000 to the optionors. The shares have a fair value of $85,000 which is based upon the market price of $0.17 per share.

12. SHARE CAPITAL (continued)

On February 3, 2022 the Company issued 2,000,000 common shares in connection with the Klondike Property Option Agreement. The shares have a fair value of $450,000 which is based upon the market price of $0.225 per share.

On October 27, 2021, the Company converted 13,076,004 subscription receipt units issued on August 11, 2021. Each Unit comprised of one Common Share and one-half of one Warrant. Each Warrant entitles the holder thereof to purchase one Warrant Share, subject to certain adjustments, at an exercise price of $0.45 per Warrant Share for a period of twenty-four months. On issuance, the gross proceeds of $3,922,801 less cash finder fees of $183,228 and closing costs $276,199 were allocated $2,745,492 to share capital and $667,882 to warrant reserve based on their relative fair values.

The subscription receipt warrants, finders warrants, broker warrants, and consulting warrants were fair valued using the Black-Scholes Option Pricing Model using the following assumptions: average risk-free interest rate – 0.78%; dividend yield – 0.00%; volatility rate – 100%; expected life 2 years.

On October 27, 2021, the Company entered into a reverse take-over transaction (Note 4). 18,308,748 common shares at an ascribed fair value of $5,492,624 were issued for all of the issued and outstanding shares of Allied Copper Corp.

On August 11, 2021, the Company issued 13,076,004 subscription receipts, inclusive of the 522,381 subscription receipts issued to certain eligible finder's in lieu of cash commissions, at a price of $0.30 per subscription receipt, for proceeds of $3,660,665, net of finder's subscription receipts and share issuance costs (of $183,228).

The 522,381 finder subscription receipts are valued at $156,714. Each subscription receipt unit shall consist of one common share and one-half warrant. Each whole warrant will be exercisable at a price of $0.45 per Allied

share for a period of 24 months from the closing date. The Company issued 550,235 broker warrants with each warrant exercisable into common shares at a price of $0.45 per share, expiring October 27, 2023.

On March 11, 2021, the Company issued 6,690,000 common shares at $0.006 per share for gross proceeds of $40,140.

On October 8, 2020, the Company issued 1,000 incorporation shares at $0.01 per share for $10.

Options and Warrants

The following share purchase warrants and options were retained by shareholders after the reverse take-over transaction:

(c) Share purchase warrants

The continuity of the Company's share purchase warrants is as follows:

(Unaudited & expressed in Canadian dollars)

12. SHARE CAPITAL (continued)

	Warrants outstanding #	Weighted average exercise price $	Weighted average contractual remaining life (years)
Balance, June 30, 2021	**11,532,098**	**0.30**	**2.42**
Issued (includes 150,000 consultant warrants)	7,238,246	0.45	0.82
Balance, June 30, 2022	**18,770,344**	**0.39**	**1.38**
Balance, December 31, 2022	**18,770,344**	**0.39**	**0.88**

The Company's share purchase warrants outstanding and exercisable at December 31, 2022 and June 30, 2022 are as follows:

Expiry date	Exercise price	**December 31, 2022**	June 30, 2022
	$	**#**	#
April 30, 2023	0.45	**4,198,779**	4,198,779
March 31, 2024	0.30	**7,333,319**	7,333,319
October 26, 2023	0.45	**7,238,246**	7,238,246
Total		**18,770,344**	18,770,344
Weighted average remaining contractual life		**0.88 years**	1.38 years

(d) Stock options

The Company has a stock option plan to provide employees, directors, officers and consultants with options to purchase common shares of the Company. Under the plan, the exercise price of each option equals the market price of the Company's stock on the day of grant and a maximum term of five years. The maximum number of shares that may be issued under the program shall not exceed 10% of the issued and outstanding shares.

The continuity of the Company's stock options is as follows:

	Stock options outstanding	Weighted average exercise price
		$
Retained from RTO October 27, 2021	775,000	0.405
Granted October 27, 2021	1,325,000	0.405
Granted January 11, 2022	400,000	0.405
Granted February 23, 2022	50,000	0.28
Expired March 2, 2022	(150,000)	0.405
Expired September 28, 2022	(50,000)	0.28
Granted December 15, 2022	4,800,000	0.155
Outstanding December 31, 2022	**7,150,000**	**0.24**

On December 15, 2022, the Company granted an aggregate of 4,800,000 stock options with a term of four years, and an exercise price of $0.155 per share to certain directors, officers and consultants of the Company.

(Unaudited & expressed in Canadian dollars)

12. SHARE CAPITAL (continued)

On September 28, 2022, the Company 50,000 stock options with a term of four years, and an exercise price of $0.28 per share expired.

On February 23, 2022, the Company granted an aggregate of 50,000 stock options with a term of four years, and an exercise price of $0.28 per share to a consultant of the Company.

On January 11, 2022, the Company granted an aggregate of 400,000 stock options with a term of four years, and an exercise price of $0.405 per share to a consultant of the Company.

On October 27, 2021, the Company granted an aggregate of 1,325,000 stock options with a term of four years, and an exercise price of $0.405 per share to certain directors, officers and consultants of the Company.

During the period ended December 31, 2022, the Company recorded a stock-based compensation expense of $512,339 (2021 - $369,680) related to the vesting of stock options.

The fair value of options and warrants is estimated using the Black-Scholes option-pricing model. The assumptions used during the period ended December 31, 2022, and 2021 are as follows:

	December 15, 2022 (Options)	February 23, 2022 (Options)	January 11, 2022 (Options)	October 27, 2021 (Options)	October 27, 2021 (Warrants)
Risk-free interest rate	3.05%	0.98%	0.98%	0.98%	0.78%
Expected life	4 years	4 years	4 years	4 years	2 years
Expected volatility	166%	100%	100%	100%	100%
Forfeiture rate	0%	0%	0%	0%	0%
Dividend rate	0%	0%	0%	0%	0%

The Company's stock options outstanding and exercisable at December 31, 2022, and June 30, 2022, are as follows:

Expiry date	Exercise price	**December 31, 2022**	June 30, 2022
	$		
August 18, 2023	0.405	**725,000**	725,000
October 27, 2025	0.405	**1,225,000**	1,225,000
January 1, 2026	0.405	**400,000**	400,000
October 27, 2025	0.28	**-**	50,000
December 15, 2026	0.155	**4,800,000**	-
Total		**7,150,000**	2,400,000
Weighted average remaining contractual life		**3.37 years**	2.71 years

13. RELATED PARTY TRANSACTIONS

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company or its subsidiaries, directly or indirectly. Key management personnel include the Company's directors and executive officers.

(Unaudited & expressed in Canadian dollars)

13. RELATED PARTY TRANSACTIONS (continued)

The Company incurred expenses as a result of transactions with directors and officers, or to companies associated with these individuals during the period ended December 31, 2022 and 2021:

	December 31, 2022	December 31, 2021
	$	$
Stock-based compensation	**443,787**	369,680
Management Services	**246,000**	104,814
Technical Services	**41,667**	-

As at December 31, 2022, $602 (June 30, 2022 - $19,705) was owing to a company which the interim CEO is a director and $189,750 (June 30, 2022 - $Nil) is owed to a company with a director in common. These balances are non-interest bearing, payable on demand and included in accounts payable and accrued liabilities.

As at December 31, 2022, $101,700 (June 30, 2022 - $101,700) was held as a retainer deposit paid to a company with a director in common.

14. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

(a) Fair value of financial instruments

As at December 31, 2022, and June 30, 2022, the Company's financial instruments consist of cash, accounts payable and accrued liabilities and convertible promissory note payable. Cash is measured at amortized cost. Accounts payable and accrued liabilities, interest payable and convertible promissory note payable are measured at amortized cost.

IFRS requires disclosures about the inputs to fair value measurements for financial assets and liabilities recorded at fair value including their classification within a hierarchy that prioritized the inputs to fair value measurement. The three-level hierarchy is:

Level 1 – Quote prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices included in Level that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e. derived from prices); and

Level 3 – Inputs for the asset or liability that are not based on observable market data.

As at December 31, 2022, the Company believes that the carrying values of cash, sales tax receivable, accounts payable and accrued liabilities, approximate their fair values because of their nature and relatively short maturity dates or duration.

(b) Financial instruments risk

The Company's financial instruments are exposed in varying degrees to a variety of financial risks. The Board of Directors approves and monitors the risk management processes:

i. Credit risk

14. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

Credit risk exposure primarily arises with respect to the Company's cash and receivables. The risk exposure is limited because the Company places its instruments in banks of high creditworthiness within Canada and continuously monitors the collection of other receivables.

ii. Liquidity risk

Liquidity risk is the risk that the Company cannot meet its financial obligations as they become due. The Company's approach to managing liquidity is to ensure as far as possible that it will have sufficient liquidity to settle obligations and liabilities when they become due. As at December 31, 2022, the Company had cash of $805,665 and a working capital surplus of $874,538 with total liabilities of $438,782.

iii. Market risk

a. Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. A change of 100 basis points in the interest rates would not be material to the financial statements.
b. Foreign currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of the changes in the foreign exchange rates. Assuming all other variables constant, an increase or a decrease of 10% of the U.S. dollar against the Canadian dollar, the net loss of the Company and the equity for the period ended December 31, 2022, would have varied by a negligible amount.

c. The Company had no hedging agreements in place with respect to foreign exchange rates.

15. CAPITAL MANAGEMENT

The Company's objectives when managing capital are:

i. to safeguard the Company's financial capacity and liquidity for future earnings in order to continue to provide an appropriate return to shareholders and other stakeholders.
ii. To maintain a flexible capital structure that optimizes the cost of capital at an acceptable risk.
iii. To enable the Company to maximize growth by meeting its capital expenditure budget, to expand its budget to accelerate projects, and to take advantage of acquisition opportunities.

The Company regularly monitors and reviews the amount of capital in proportion to the risk and future development and exploration opportunities.

The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new debt, equity or similar instruments to reduce debt levels or make adjustments to its capital expenditure program.

There were no changes in the Company’s approach to capital management during the period ended December 31, 2022, and capital management is consistent with the year ended June 30, 2022. The Company is not subject to any externally imposed capital requirements.

16. SUBSEQUENT EVENTS

On February 2nd, 2023 the Company terminated its option to acquire a 100% interest in the Klondike Property, pursuant to an option agreement among Cloudbreak Discovery PLC, Cloudbreak Exploration Inc., Tarsis Resources US Inc., Alianza Minerals Ltd. and Allied Copper dated December 3, 2021 (the "Option Agreement"). Upon termination of the Option Agreement, Allied Copper is required to maintain the mineral claims that comprise the Klondike Property in good standing for a period of two years, which is expected to cost approximately $43,000.

On February 24th, 2023 the Company issued 20,000,000 units at a price of $0.20 per unit for gross proceeds of $4,000,000. Each unit consists of one common share and one-half of one common share purchase warrant. Each whole common share purchase warrant shall entitle the holder thereof to purchase one common share at a price of $0.30 per common share until February 24, 2025.