

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended March 31, 2022

(Unaudited - Expressed in Canadian dollars)

NOTICE TO READER

These condensed interim consolidated financial statements of Sun Peak Metals Corp. have been prepared by management and approved by the Audit Committee of the Board of Directors of the Company. In accordance with National Instrument 51-102 released by the Canadian Securities Administrators, the Company discloses that its external auditors have not reviewed these condensed interim consolidated financial statements, notes to the financial statements or the related Management's Discussion and Analysis.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION (Unaudited - Expressed in Canadian dollars)

	Note	March 31, 2022	D	ecember 31, 2021
ASSETS				
Current				
Cash	4	\$ 8,926,522	\$	9,217,664
Receivables	5	172		151,381
Prepaid expenses	6	36,107		28,866
		8,962,801		9,397,911
Equipment	7	325,269		160,279
Exploration and evaluation assets	8	11,465		11,465
Deferred acquisition costs	9	3,295,829		3,237,124
Equity investment	10	51,318		54,558
		\$ 12,646,682	\$	12,861,337
LIABILITIES				
Current				
Trade and other payables	11	\$ 248,071	\$	72,298
EQUITY				
Share capital	12	19,044,808		19,044,808
Reserve	12	1,338,475		1,338,475
Deficit		(7,984,672)		(7,594,244
		12,398,611		12,789,039
		\$ 12,646,682	\$	12,861,337

Nature of operations

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These condensed interim consolidated financial statements were approved and authorized for issue by the Audit Committee of the Board of Directors of the Company on May 30, 2022.

On behalf of the Board:

/s/ David Awram Director /s/ Greg Davis

Director

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS (Unaudited - Expressed in Canadian dollars)

		Tł	nree months ended	d March 31,
	Note		2022	2021
Expenses				
Consulting fees	13	\$	30,000 \$	30,000
Depreciation	7		22,110	15,473
Exploration and evaluation expenditures	8		-	139,813
Foreign exchange			104,054	25,689
Investor relations			-	778
Office expenses			13,832	15,269
Marketing fees	13		3,000	15,129
Professional fees			-	2,429
Regulatory costs			28,180	70,375
Salaries and benefits	13		182,987	178,562
Share-based compensation			-	32,852
Travel expenses			8,778	44,350
			(392,941)	(570,719)
Interest income			5,753	4,571
Loss on equity investment	10		(3,240)	-
Loss and comprehensive loss for the period		\$	(390,428) \$	(566,148)
Basic and diluted loss per share		\$	(0.00) \$	(0.01)
Weighted average number of shares outstanding			87,098,634	78,438,634

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited - Expressed in Canadian dollars)

	Th	ree months ended	March 31,
		2022	2021
Cash flows to operating activities			
Loss for the period	\$	(390,428) \$	(566,148)
Items not involving cash:			
Depreciation		22,110	15,473
Share-based compensation		-	32,852
Loss on equity investment		3,240	-
Change in non-cash working capital items:			
Receivables		151,209	178,643
Prepaid expenses		(7,241)	18,898
Trade and other payables		175,773	(100,731)
		(45,337)	(421,013)
Cash flows to investing activities			
Purchase of equipment		(187,100)	(7,911)
Deferred acquisition costs		(58,705)	(245,470)
· · ·		(245,805)	(253,381)
Decrease in cash for the period		(291,142)	(674,394)
Cash, beginning of period		9,217,664	9,760,495
Cash, end of period	\$	8,926,522 \$	9,086,101
Supplementary information			
Interest paid	\$	- \$	-
Income taxes paid	r	-	-

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (Unaudited - Expressed in Canadian dollars)

	Number of shares	Share capital	Reserve	Deficit	Total
Balance, December 31, 2021 Loss and comprehensive loss for the period	87,098,634 -	\$ 19,044,808 -	\$ 1,338,475 -	\$ (7,594,244) \$ (390,428)	12,789,039 (390,428)
Balance, March 31, 2022	87,098,634	\$ 19,044,808	\$ 1,338,475	\$ (7,984,672) \$	12,398,611

	Number of shares	Share capital	Reserve	Deficit	Total
Balance, December 31, 2020 Share-based compensation Loss and comprehensive loss for the period	78,438,634 - -	\$ 17,745,808 - -	\$ 1,230,658 32,852 -	\$ (6,070,729) \$ - (566,148)	12,905,737 32,852 (566,148)
Balance, March 31, 2021	78,438,634	\$ 17,745,808	\$ 1,263,510	\$ (6,636,877) \$	12,372,441

SUN PEAK METALS CORP. NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS For the three months ended March 31, 2022 (Unaudited - Expressed in Canadian dollars)

1. NATURE OF OPERATIONS

Sun Peak Metals Corp. (the "Company") is a publicly traded company incorporated pursuant to the provisions of the British Columbia Business Corporations Act on June 2, 2016. Effective August 17, 2020, the Company's common shares commenced trading on the TSX Venture Exchange ("TSX-V") under the symbol PEAK. Effective March 4, 2021, the Company's common shares commenced trading on the OTCQB Venture Market in the United States under the symbol SUNPF. The Company's head office and registered and records office address is Unit 1 – 15782 Marine Drive, White Rock, B.C. Canada V4B 1E6.

The Company's principal business is the acquisition, exploration, and development of resource properties for the mining of precious or base metals in Ethiopia.

In November 2020, armed conflicts broke out in the Tigray Region of northern Ethiopia and a state of emergency was declared in the Tigray Region by the Federal Democratic Republic of Ethiopia government. The Company immediately suspended all work programs and invoked force majeure by notification to Ethiopia's Ministry of Mines and Petroleum. The Company has received letters from the Ministry of Mines and Petroleum confirming that the Ministry has accepted the force majeure declaration on its exploration licenses (Note 8 and 9). Subsequent extension requests have been filed and accepted. During force majeure, all work and contractual commitments on the projects are deferred until it is deemed safe and stable by the Company to resume exploration work in the region.

These 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 in the foreseeable future. As at March 31, 2022, the Company had working capital of \$8,714,730. Management estimates that these funds will provide the Company with sufficient financial resources to carry out currently planned operations through the next twelve months.

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, has adversely affected workforces, customers, economies, and financial markets globally. 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. Risks include, but are not limited to, the ability of the Company to raise funds, the ability of the Company to conduct operations in the event of safety lockdowns, the inability to travel for professionals and contractors involved in exploration, regional travel and quarantine restrictions within the country, and the disruption of shipping material and samples to and from the project. The Company suspended exploration operations in March 2020 due to the pandemic and implemented a COVID response plan to comply with local and international regulations. In September 2020, the Company returned to full exploration operations in Ethiopia, however in November 2020, suspended exploration operations again due to the conflicts in Ethiopia.

These consolidated financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS For the three months ended March 31, 2022 (Unaudited - Expressed in Canadian dollars)

2. BASIS OF PRESENTATION

Statement of compliance

These condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard 34 Interim Financial Reporting ("IAS 34") as issued by the International Accounting Standards Board ("IASB"). The policies applied in these condensed interim consolidated financial statements are based on International Financial Reporting Standards ("IFRS") issued and outstanding as at the date the Board of Directors approved these condensed interim consolidated financial statements for issue.

These condensed interim consolidated financial statements do not include all of the information and disclosures required by IFRS for annual financial statements and therefore should be read in conjunction with the Company's annual consolidated financial statements for the year ended December 31, 2021.

Basis of measurement

These condensed interim consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair value. In addition, these condensed interim consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

Functional and presentation currency

These condensed interim consolidated financial statements are presented in Canadian dollars, which is the parent Company's functional currency as well as being the functional currency for the Company's Ethiopian subsidiary.

Use of estimates and judgments

The preparation of the consolidated financial statements in conformity with IFRS requires management to make estimates, judgments and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

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

(i) Critical accounting estimates

Critical accounting estimates are estimates and assumptions made by management that may result in a material adjustment to the carrying amount of assets and liabilities within the next financial year and are, but are not limited to, the following:

<u>The carrying value and the recoverability of exploration and evaluation assets</u> - Management has determined that exploration and evaluation costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including geologic and other technical information, scoping and feasibility studies, accessibility of facilities and existing permits.

SUN PEAK METALS CORP. NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS For the three months ended March 31, 2022 (Unaudited - Expressed in Canadian dollars)

2. BASIS OF PRESENTATION (continued)

Use of estimates and judgments (continued)

(ii) Critical accounting judgments

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements are, but are not limited to, the following:

<u>Determination of functional currency</u> - In accordance with IAS 21, "The Effects of Changes in Foreign Exchange Rates" management determined that the functional currency of the parent Company as well as the Company's Ethiopian subsidiary is the Canadian dollar.

<u>Capitalization of deferred acquisition costs</u> - The Company has entered into an agreement to acquire a company holding mineral projects. The expenditures incurred on the mineral projects are being accounted for as advances toward the purchase of a company interest in accordance with IFRS 10 and capitalized to the statement of financial position. Upon attaining control of the company, the Company will consolidate it as a subsidiary. On a quarterly basis, the Company assesses the deferred acquisition costs to determine if any impairment indicators are present.

<u>Equity investment</u> - The Company has a 25% interest in the shares of Kandaka Mining Corp. ("Kandaka") and a director of the Company is the sole director of Kandaka. The Company has determined that it has significant influence in Kandaka, therefore the Company accounts for this investment using equity accounting.

3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies applied by the Company in these condensed interim consolidated financial statements are the same as those applied by the Company as at and for the year ended December 31, 2021.

Standards issued but not yet effective

A number of new standards, amendments to standards and interpretations are not yet effective as of March 31, 2022 and have not been applied in preparing these consolidated financial statements. In addition, these standards are not expected to impact the Company.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS For the three months ended March 31, 2022 (Unaudited - Expressed in Canadian dollars)

4. CASH

	March 31, 2022	[December 31, 2021
Canadian dollar denominated deposits held in Canada	\$ 8,320,660	\$	8,409,079
US dollar denominated deposits held in Canada	583,023		736,345
US dollar denominated deposits held in Ethiopia	11,159		11,481
Birr denominated deposits held in Ethiopia	11,680		60,759
Total	\$ 8,926,522	\$	9,217,664

5. RECEIVABLES

	rch 31, 022	Dec	ember 31, 2021
Due from Kandaka Other	\$ - 172	\$	151,200 181
Total	\$ 172	\$	151,381

6. PREPAID EXPENSES

	Μ	March 31, 2022			
Prepaid insurance	\$	8,935	\$	14,509	
Prepaid rent		2,342		3,800	
Other		24,830		10,557	
Total	\$	36,107	\$	28,866	

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS For the three months ended March 31, 2022 (Unaudited - Expressed in Canadian dollars)

7. EQUIPMENT

	fur	Office niture and	Field		
	e	equipment	equipment	Vehicles	Total
Cost					
At December 31, 2021		78,371	75,908	113,310	267,589
Additions		-	187,100	-	187,100
At March 31, 2022	\$	78,371	\$ 263,008	\$ 113,310	\$ 454,689
Accumulated depreciation					
At December 31, 2021		25,242	41,973	40,095	107,310
Depreciation		3,716	14,149	4,245	22,110
At March 31, 2022	\$	28,958	\$ 56,122	\$ 44,340	\$ 129,420
Carrying amounts					
At December 31, 2021	\$	53,129	\$ 33,935	\$ 73,215	\$ 160,279
At March 31, 2022	\$	49,413	\$ 206,886	\$ 68,970	\$ 325,269

8. EXPLORATION AND EVALUATION ASSETS

	Nefasit Project	Adi Dairo Project	Adi Mendi Project	Workemba Project	Total
December 31, 2021	\$ 5,257	\$ 2,797	\$ 899	\$ 2,512	\$ 11,465
Additions	-	-	-	-	-
March 31, 2022	\$ 5,257	\$ 2,797	\$ 899	\$ 2,512	\$ 11,465

In November 2020, armed conflicts broke out in the Tigray Region of northern Ethiopia and a state of emergency was declared in the Tigray Region by the Federal Democratic Republic of Ethiopia government. The Company immediately suspended all work programs and invoked force majeure by notification to Ethiopia's Ministry of Mines and Petroleum. The Company has received letters from the Ministry of Mines and Petroleum confirming that the Ministry has accepted the force majeure declaration on its exploration licenses. Subsequent extension requests have been filed and accepted. During force majeure, all work and contractual commitments on the projects are deferred until it is deemed safe and stable by the Company to resume exploration work in the region.

Further details on the Company's exploration and evaluation assets are found in Note 8 of the December 31, 2021 consolidated financial statements.

SUN PEAK METALS CORP. NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS For the three months ended March 31, 2022 (Unaudited - Expressed in Canadian dollars)

8. EXPLORATION AND EVALUATION ASSETS (continued)

Exploration and evaluation expenditures included in the loss for the three months ended March 31, 2022 and 2021 are as follows:

	Three	e months	ended	d March 31,		
	2	022		2021		
Nefasit						
Project administration	\$	-	\$	52,740		
Salaries and benefits		-		9,108		
Travel expenses		-		8,059		
		-		69,907		
Adi Da-iro						
Project administration		-		52,739		
Salaries and benefits		-		9,108		
Travel expenses		-		8,059		
		-		69,906		
Total	\$	-	\$	139,813		

* until December 31, 2021, the Company included Ethiopian general and administrative expenses in exploration and evaluation expenditures, however for the three months ended March 31, 2022, these expenditures have been included in their respective profit and loss line items.

9. DEFERRED ACQUISITION COSTS

	March 31, 2022	D	ecember 31, 2021
Opening balance	\$ 3,237,124	\$	2,819,057
Advances to Axum	58,705		128,686
Expenses paid on behalf of Axum	-		289,381
Closing balance	\$ 3,295,829	\$	3,237,124

In November 2020, armed conflicts broke out in the Tigray Region of northern Ethiopia and a state of emergency was declared in the Tigray Region by the Federal Democratic Republic of Ethiopia government. The Company immediately suspended all work programs and invoked force majeure by notification to Ethiopia's Ministry of Mines and Petroleum. The Company has received letters from the Ministry of Mines and Petroleum confirming that the Ministry has accepted the force majeure declaration on its exploration licenses. Subsequent extension requests have been filed and accepted. During force majeure, all work and contractual commitments on the projects are deferred until it is deemed safe and stable by the Company to resume exploration work in the region.

The Company also invoked force majeure pursuant to the joint venture agreement between the Company and Ezana Mining Development plc ("Ezana") by notification to Ezana. Pursuant to the joint venture agreement, the Company has an option to earn up to 70% in Axum Metals Share Company ("Axum"), which holds the Terer and Meli exploration licenses. Further details on the Company's deferred acquisition costs are found in Note 9 of the December 31, 2021 consolidated financial statements.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS For the three months ended March 31, 2022 (Unaudited - Expressed in Canadian dollars)

10. EQUITY INVESTMENT

	March 31, 2022	December 31, 2021
Opening balance	\$ 54,558	\$ -
Additions	-	2,500
Dilution gain	-	185,625
Share-based compensation adjustment	-	18,552
Loss	(3,240)	(152,119)
Closing balance	\$ 51,318	\$ 54,558

The Company has a 25% investment in Kandaka, a Canadian private company investigating mineral exploration opportunities in Sudan. Directors and officers of the Company hold an additional 20% of Kandaka. The Company and Kandaka also have directors and officers in common.

As at March 31, 2022 and December 31, 2021, the net assets of Kandaka were as follows:

	March 31, 2022		
Assets	\$ 205,755	\$ 372,453	
Liabilities	(482)	(154,223)	
Net assets	205,273	218,230	
Ownership	25%	25%	
Closing balance	\$ 51,318	\$ 54,558	

11. TRADE AND OTHER PAYABLES

	March 31 2022		December 31, 2021		
Trade and other payables in Canada	\$	232,032	\$	56,616	
Trade and other payables in Ethiopia		11,478		3,972	
Amounts due to the Government of Canada pursuant					
to goods and services input tax credits		3,884		4,891	
Amounts due to related parties (Note 13)		677		6,819	
Total	\$	248,071	\$	72,298	

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS For the three months ended March 31, 2022 (Unaudited - Expressed in Canadian dollars)

12. SHARE CAPITAL

a) Authorized share capital

The authorized share capital is comprised of an unlimited number of common shares without par value.

b) Issued share capital

There were no common shares issued during the three months ended March 31, 2022.

c) Escrow shares

As at March 31, 2022, the Company had 9,291,642 common shares held in escrow, to be released 3,097,214 on August 17, 2022, 3,097,214 on February 17, 2023, and 3,097,214 on August 17, 2023.

d) Stock options

The Company has a rolling stock option plan (the Plan") which is applicable to directors, officers, employees and consultants. Under the Plan, the total outstanding stock options that may be granted are limited to 10% of the outstanding common shares of the Company at any one time. The maximum term of stock options is ten years from the grant date. The exercise price and vesting terms are at the discretion of the directors.

The continuity of stock options for the three months ended March 31, 2022 is as follows:

Expiry date		ercise orice	Decen	ance, nber 31, 021	lssued	E	exercised	 ncelled/ Expired	Balance, Iarch 31, 2022
August 17, 2025	\$	0.35	4,	100,000	-		-	-	4,100,000
July 20, 2026	\$	0.35		225,000	-		-	-	225,000
			4,	325,000	-		-	-	4,325,000
Weighted average e	exercis	e price	\$	0.35	\$ -	\$	-	\$ -	\$ 0.35

As at March 31, 2022, all stock options were exercisable with a weighted average remaining life of 3.43 years.

SUN PEAK METALS CORP. NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS For the three months ended March 31, 2022

(Unaudited - Expressed in Canadian dollars)

13. RELATED PARTY TRANSACTIONS

Compensation of key management personnel

Key management includes members of the Board of Directors, the President and Chief Executive Officer, the Vice President Exploration & Geology, the Vice President Project Development, the Chief Financial Officer, and the Corporate Secretary. The aggregate compensation paid, or payable, to key management personnel, which includes the amounts disclosed above, during the three months ended March 31, 2022 and 2021 were as follows:

		٦	Three months ended March 31,			
			2022	2021		
Consulting fees						
Golden Oak	(1)	\$	30,000	\$ 30,000		
Marketing fees						
Peak	(2)		3,000	3,000		
VRIFY	(3)		-	3,000		
			3,000	6,000		
Salaries and benefits						
Chief Executive Officer			50,000	37,500		
Vice President Exploration &	Geology		50,000	37,500		
Vice President Project Devel	opment		50,000	37,500		
			150,000	112,500		
		\$	183,000	\$ 148,500		

(1) Golden Oak is a consulting company controlled by the Chief Financial Officer, and a director and the Corporate Secretary of the Company. The Chief Financial Officer and the Corporate Secretary are employees of Golden Oak and are not paid directly by the Company.

- (2) Peak Investor Marketing Corp. ("Peak") is a company of which the spouse of the Chief Executive Officer is a principal.
- (3) VRIFY Technology Inc. ("VRIFY") is a company of which a director of the Company is a principal.

Amounts due to related parties

As at March 31, 2022, the Company owed 677 (December 31, 2021 – 6,819) to related parties, being 677 to Golden Oak for the reimbursement of expenses. All amounts owed are unsecured and non-interest bearing and are recorded in trade and other payables (Note 11).

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS For the three months ended March 31, 2022 (Unaudited - Expressed in Canadian dollars)

14. SEGMENTED INFORMATION

Operating segments are identified on the basis of internal reports that are regularly reviewed by the chief operating decision-maker to allocate resources to the segments and to assess their performance.

The chief operating decision-maker who is responsible for allocating resources and assessing performance of the operating segments, has been defined as the Chief Executive Officer.

The Company operates in a single segment, being mineral exploration and evaluation.

With the exception of the cash disclosed in Note 4, all of the Company's significant assets are located in Ethiopia.

15. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial Instruments

Financial instruments are classified into one of the following categories: fair value through profit or loss ("FVTPL"); fair value through other comprehensive income ("FVTOCI"); or at amortized cost. The carrying values of the Company's financial instruments are classified into the following categories:

		March 31, 2022	December 31, 2021		
Cash	FVTPL	\$ 8,926,522	\$	9,217,664	
Receivables	Amortized cost	172		151,381	
Trade and other payables	Amortized cost	248,071		72,298	

The Company's financial instruments recorded at fair value require disclosure about how the fair value was determined based on significant levels of inputs described in the following hierarchy:

- Level 1 Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and value to provide pricing information on an ongoing basis.
- Level 2 Pricing inputs are other than quoted prices in active markets included in Level 1. Prices in Level 2 are either directly or indirectly observable as of the reporting date. Level 2 valuations are based on inputs including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the marketplace.
- Level 3 Valuations in this level are those with inputs for the asset or liability that are not based on observable market data.

The carrying values of receivables and trade and other payables approximate their fair values due to their shortterm nature. These financial instruments are classified as financial assets and liabilities at amortized cost and are reported at amortized cost. The fair value of cash was determined based on Level 1 of the fair value hierarchy.

Risk management

The Company's risk management objectives and policies are consistent with those disclosed by the Company for the year ended December 31, 2021.