

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended June 30, 2023

(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	June 30, 2023	D	ecember 31, 2022
ASSETS	Note	2020		
Current				
Cash	4	\$ 7,054,950	\$	7,934,905
Receivables	5	20,783		16,649
Prepaid expenses	6	41,739		27,812
· · · · · ·		7,117,472		7,979,366
Equipment	7	251,603		284,863
Exploration and evaluation assets	8	11,465		11,465
Deferred acquisition costs	9	3,462,515		3,381,737
Equity investment	10	24,347		36,148
		\$ 10,867,402	\$	11,693,579
LIABILITIES				
Current				
Trade and other payables	11	\$ 34,246	\$	131,129
EQUITY				
Share capital	12	19,044,808		19,044,808
Reserve	12	1,704,935		1,338,475
Deficit		(9,916,587)		(8,820,833)
		10,833,156		11,562,450
		\$ 10,867,402	\$	11,693,579

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 August 28, 2023.

On behalf of the Board:

/s/ David Awram	Director	/s/ Greg Davis	Director

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

SUN PEAK METALS CORP. CONDENSED INTERIM CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS (Unaudited - Expressed in Canadian dollars)

		Three months ended June 30,			ed June 30,	Six months ended			d June 30,
	Note		2023		2022		2023		2022
Expenses									
Consulting fees	13	\$	30,000	\$	30,000	\$	60,000	\$	60,000
Depreciation	7		17,765		20,849		36,866		42,959
Exploration and evaluation expenditures	8		47,409		16,805		90,696		41,368
Foreign exchange			3,360		(85,248)		4,178		15,184
Office expenses			28,370		40,893		77,398		52,355
Marketing fees	13		3,000		3,000		6,000		6,000
Professional fees			732		19,267		2,730		19,267
Project investigation costs			20,101		19,931		75,524		19,931
Regulatory costs			15,417		20,577		28,376		48,757
Salaries and benefits	13		190,726		134,245		379,994		303,683
Share-based compensation	12 & 13	!	8,342		-		366,460		-
Travel expenses			22,664		10,458		77,036		14,214
			(387,886)		(230,777)		(1,205,258)		(623,718)
Interest income			63,010		15,128		121,305		20,881
Loss on equity investment	10		(3,227)		(6,693)		(11,801)		(9,933)
Loss and comprehensive loss for the									
period		\$	(328,103)	\$	(222,342)	\$	(1,095,754)	\$	(612,770)
Basic and diluted loss per share		\$	(0.00)	\$	(0.00)	\$	(0.01)	\$	(0.01)
		Ψ	(5.55)		(5.50)	Ψ	(3.31)	*	(3.31)
Weighted average number of shares outstanding			87,098,634		87,098,634		87,098,634		87,098,634

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited - Expressed in Canadian dollars)

		Six months ended	June 30,
		2023	2022
Cash flows to operating activities			
Loss for the period	\$	(1,095,754) \$	(612,770)
Items not involving cash:			
Depreciation		36,866	42,959
Share-based compensation		366,460	-
Loss on equity investment		11,801	9,933
Change in non-cash working capital items:			
Receivables		(4,134)	143,881
Prepaid expenses		(13,927)	(4,294)
Trade and other payables		(96,883)	13,682
		(795,571)	(406,609)
Cash flows to investing activities			
Purchase of equipment		(3,606)	(185,425)
Deferred acquisition costs		(80,778)	(64,430)
·		(84,384)	(249,855)
Decrease in cash for the period		(879,955)	(656,464)
Cash, beginning of period		7,934,905	9,217,664
Cash, end of period	\$	7,054,950 \$	8,561,200
Supplementary information			
Interest paid	\$	- \$	-
Income taxes paid	Ψ	- -	

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

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

Number of Share capital Reserve Deficit Total shares Balance, December 31, 2022 87,098,634 \$ 19,044,808 \$ 1,338,475 \$ 11,562,450 (8,820,833) \$ Share-based compensation 366,460 366,460 (1,095,754) Loss and comprehensive loss for the period (1,095,754)1,704,935 \$ **Balance, June 30, 2023** 87,098,634 \$ 19,044,808 \$ (9,916,587) \$ 10,833,156

	Number of shares	Share capital	Reserve	Deficit	Total
Balance, December 31, 2021	87,098,634	\$ 19,044,808	\$ 1,338,475	\$ (7,594,244) \$	12,789,039
Loss and comprehensive loss for the period	-	-	-	(612,770)	(612,770)
Balance, June 30, 2022	87,098,634	\$ 19,044,808	\$ 1,338,475	\$ (8,207,014) \$	12,176,269

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

NOTES TO THE CONDENSED ITNERIM CONSOLIDATED FINANCIAL STATEMENTS For the six months ended June 30, 2023 (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. The Company's common shares are listed for trading on the TSX Venture Exchange ("TSX-V") under the symbol PEAK and 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.

The Company suspended exploration operations in March 2020 due to the COVID 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, 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. During force majeure, all work and contractual commitments on the Company's exploration projects are deferred until it is deemed safe and stable by the Company to resume exploration work in the region.

In November 2022, a peace agreement named "Agreement for Lasting Peace through a Permanent Cessation of Hostilities" was announced between the conflicting parties and many positive steps have occurred since then. Although the peace agreement has been agreed upon, further progress towards stability in the region is necessary before exploration activities can be restarted.

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 in the foreseeable future. As at June 30, 2023, the Company had working capital of \$7,083,226. Management estimates that these funds will provide the Company with sufficient financial resources to carry out currently planned operations through the next twelve months.

These condensed interim 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 ITNERIM CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended June 30, 2023

(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, 2022.

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:

The carrying value and the recoverability of exploration and evaluation assets - 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.

NOTES TO THE CONDENSED ITNERIM CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended June 30, 2023

(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, 2022.

Comparative figures

Certain comparative figures have been reclassified to conform to the financial statement presentation adopted for the current period.

Standards issued but not yet effective

A number of amendments to standards and interpretations are not yet effective as of June 30, 2023 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 ITNERIM CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended June 30, 2023

(Unaudited - Expressed in Canadian dollars)

4. CASH

	June 30, 2023	C	ecember 31, 2022
Canadian dollar denominated deposits held in Canada US dollar denominated deposits held in Canada Birr denominated deposits held in Ethiopia	\$ 7,036,079 5,934 12,937	\$	7,644,003 216,319 74,583
Total	\$ 7,054,950	\$	7,934,905

5. RECEIVABLES

	June 30, 2023	De	ecember 31, 2022
Amounts due from the Government of Canada pursuant to goods and services input tax credits Other	\$ 5,292 15,491	\$	4,424 12,225
Total	\$ 20,783	\$	16,649

6. PREPAID EXPENSES

	June 30, 2023	December 31, 2022
Prepaid insurance	\$ 5,455	\$ 19,047
Prepaid rent	4,067	1,852
Other	32,217	6,913
Total	\$ 41,739	\$ 27,812

NOTES TO THE CONDENSED ITNERIM CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended June 30, 2023

(Unaudited - Expressed in Canadian dollars)

7. EQUIPMENT

		Office			
	fu	rniture and	Field		
		equipment	equipment	Vehicles	Total
Cost					
At December 31, 2022	\$	78,371	\$ 267,222	\$ 113,310	\$ 458,903
Additions		1,728	1,878	-	3,606
At June 30, 2023	\$	80,099	\$ 269,100	\$ 113,310	\$ 462,509
Accumulated depreciation					
At December 31, 2022	\$	39,588	\$ 80,344	\$ 54,108	\$ 174,040
Depreciation		7,235	22,664	6,967	36,866
At June 30, 2023	\$	46,823	\$ 103,008	\$ 61,075	\$ 210,906
Carrying amounts					
At December 31, 2022	\$	38,783	\$ 186,878	\$ 59,202	\$ 284,863
At June 30, 2023	\$	33,276	\$ 166,092	\$ 52,235	\$ 251,603

8. EXPLORATION AND EVALUATION ASSETS

Ethiopia										
		Nefasit	Adi Dairo Adi Mendi Workemba							Total
December 31, 2022	\$	5,257	\$	2,797	\$	899	\$	2,512	\$	11,465
Additions		-		-		-		-		-
June 30, 2023	\$	5,257	\$	2,797	\$	899	\$	2,512	\$	11,465

The Company holds four exploration licenses in Ethiopia. Details on the Company's exploration and evaluation assets are found in Note 8 of the December 31, 2022 consolidated financial statements.

NOTES TO THE CONDENSED ITNERIM CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended June 30, 2023

(Unaudited - Expressed in Canadian dollars)

8. EXPLORATION AND EVALUATION ASSETS (continued)

Exploration and evaluation expenditures included in the loss for the three and six months ended June 30, 2023, and 2022 are as follows:

	Thre	e months e	nde	Six months ended June 30,			
		2023		2022		2023	2022
Nefasit							
Project administration	\$	10,285	\$	263	\$	17,066 \$	3,259
Salaries and benefits		9,782		6,935		19,527	13,710
Travel expenses		3,638		1,204		8,755	3,715
		23,705		8,402		45,348	20,684
Adi Da-iro							_
Project administration		10,285		263		17,067	3,259
Salaries and benefits		9,782		6,936		19,527	13,710
Travel expenses		3,637		1,204		8,754	3,715
		23,704	•	8,403	·	45,348	20,684
Total	\$	47,409	\$	16,805	\$	90,696 \$	41,368

9. DEFERRED ACQUISITION COSTS

	June 30, 2023	De	ecember 31, 2022
Opening balance	\$ 3,381,737	\$	3,237,124
Advances to Axum	80,778		144,613
Closing balance	\$ 3,462,515	\$	3,381,737

The Company is earning an interest in Axum Metals Share Company, which holds the Terer and Meli exploration licenses in Ethiopia. Details on the Company's deferred acquisition costs are found in Note 9 of the December 31, 2022 consolidated financial statements.

NOTES TO THE CONDENSED ITNERIM CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended June 30, 2023

(Unaudited - Expressed in Canadian dollars)

10. EQUITY INVESTMENT

	June 30, 2023	December 31, 2022		
Opening balance	\$ 36,148	\$	54,558	
Loss	(11,801)		(18,410)	
Closing balance	\$ 24,347	\$	36,148	

The Company has a 25% interest in the shares of Kandaka, a Canadian private mineral exploration company. In addition to the Company's 25% interest in Kandaka, directors and officers of the Company hold an additional 20% of Kandaka. A director of the Company is the sole director of Kandaka.

As at June 30, 2023 and December 31, 2022, the net assets of Kandaka were as follows:

	June 30, 2023	December 31, 2022		
Assets	\$ 98,135	\$ 147,306		
Liabilities	(750)	(2,716)		
Net assets	97,385	144,590		
Ownership	25%	25%		
Closing balance	\$ 24,347	\$ 36,148		

11. TRADE AND OTHER PAYABLES

	June 30, 2023	December 31, 2022		
Trade and other payables in Canada	\$ 14,251	\$	60,693	
Trade and other payables in Ethiopia	2,000		36,466	
Amounts due to related parties (Note 13)	17,995		33,970	
Total	\$ 34,246	\$	131,129	

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 six months ended June 30, 2023.

c) Escrow shares

As at June 30, 2023, the Company had 3,097,214 common shares held in escrow, to be released on August 17, 2023.

NOTES TO THE CONDENSED ITNERIM CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended June 30, 2023

(Unaudited - Expressed in Canadian dollars)

12. SHARE CAPITAL (continued)

d) Share-based compensation

The continuity of stock options for the six months ended June 30, 2023 is as follows:

Expiry date		ercise orice	Balance, cember 31, 2022	Issued	I	Exercised	 ncelled/ kpired	Balance, June 30, 2023
August 17, 2025	\$	0.35	4,100,000	-		-	-	4,100,000
July 20, 2026	\$	0.35	225,000	-		-	-	225,000
July 20, 2026	\$	0.235	-	250,000		-	-	250,000
July 20, 2026	\$	0.26	-	2,150,000		-	-	2,150,000
			4,325,000	2,400,000		-	-	6,725,000
Weighted average	exercis	e price	\$ 0.35	\$ 0.26	\$	_	\$ -	\$ 0.32

As at June 30, 2023, all stock options were exercisable with a weighted average remaining life of 3.31 years.

During the six months ended June 30, 2023, the Company recorded share-based compensation of \$366,460 (2022 - \$Nil) for stock options that vested during the period.

On January 18 2023, the Company granted 250,000 stock options to an employee of the Company at a fair value of \$34,570 or \$0.14 per option, which was recorded as share-based compensation for the six months ended June 30, 2023. The fair value of the options granted was determined using the Black-Scholes option pricing model with the following assumptions: a risk-free interest rate of 2.93%; an expected volatility of 69%; an expected life of 5 years; a forfeiture rate of zero; and an expected dividend of zero.

On February 22, 2023, the Company granted 2,000,000 stock options to directors, officers, and employees of the Company at a fair value of \$313,237 or \$0.16 per option, which was recorded as share-based compensation for the six months ended June 30, 2023. The fair value of the options granted was determined using the Black-Scholes option pricing model with the following assumptions: a risk-free interest rate of 3.66%; an expected volatility of 70%; an expected life of 5 years; a forfeiture rate of zero; and an expected dividend of zero.

On February 22, 2023, the Company granted 150,000 stock options to a consultant of the Company at a fair value of \$23,493 or \$0.16 per option, of which \$18,653 was recorded as share-based compensation for the six months ended June 30, 2023. The options vest 25% immediately and 25% every three months thereafter. The fair value of the options granted was determined using the Black-Scholes option pricing model with the following assumptions: a risk-free interest rate of 3.66%; an expected volatility of 70%; an expected life of 5 years; a forfeiture rate of zero; and an expected dividend of zero.

NOTES TO THE CONDENSED ITNERIM CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended June 30, 2023

(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 and six months ended June 30, 2023 and 2022 were as follows:

		Thre	Three months ended June 30,			Six months ended			June 30,
			2023		2022		2023		2022
Consulting fees									
Golden Oak	(1)	\$	30,000	\$	30,000	\$	60,000	\$	60,000
Marketing fees									
Peak	(2)		3,000		3,000		6,000		6,000
Salaries and benefits									
Chief Executive Officer			37,500		41,667		75,000		91,667
Vice President Exploration & Geology			50,000		41,667		95,833		91,667
Vice President Project Development			50,000		41,667		95,833		91,667
·			137,500		125,001		266,666		275,001
Share-based compensation			8,342		-		308,400		-
•		\$	178,842	\$	158,001	\$	641,066	\$	341,001

⁽¹⁾ Golden Oak Corporate Services Ltd. ("Golden Oak") is a consulting company owned by the Chief Financial Officer and 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.

Amounts due to related parties

		June 30, 2023	De	cember 31, 2022
Chief Executive Officer	Expenses	\$ 12,379	\$	-
Vice President Exploration & Geology	Expenses	-		10,980
Vice President Project Development	Expenses	3,942		22,374
Golden Oak	Expenses	1,674		616
		\$ 17,995	\$	33,970

⁽²⁾ Peak Investor Marketing Corp. ("Peak") is a company of which the spouse of the Chief Executive Officer is a principal.

NOTES TO THE CONDENSED ITNERIM CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended June 30, 2023

(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:

		June 30, 2023	De	cember 31, 2022
Cash	FVTPL	\$ 7,054,950	\$	7,934,905
Receivables	Amortized cost	20,783		16,649
Trade and other payables	Amortized cost	34,246		131,129

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 short-term 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, 2022.