

# CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended September 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				ecember 31,
11010		2023		2022
4	\$	6,742,808	\$	7,934,905
5		14,797		16,649
6		89,301		27,812
		6,846,906		7,979,366
7		234,630		284,863
8		11,465		11,465
9		3,462,515		3,381,737
10		22,020		36,148
	\$	10,577,536	\$	11,693,579
11	\$	55,478	\$	131,129
12		19,044,808		19,044,808
12		1,708,634		1,338,475
		(10,231,384)		(8,820,833
		10,522,058		11,562,450
	\$	10,577,536	\$	11,693,579
	5 6 7 8 9 10 11 11	5 6 7 8 9 10 \$ 10 \$ 11 \$ 12 12	5 14,797   6 89,301   6,846,906   7 234,630   8 11,465   9 3,462,515   10 22,020   \$ 10,577,536   11 \$   12 19,044,808   12 1,708,634   (10,231,384) 10,522,058	5 14,797   6 89,301   6,846,906   7 234,630   8 11,465   9 3,462,515   10 22,020   \$ 10,577,536 \$   11 \$   11 \$   11 \$   12 19,044,808   12 1,708,634   (10,231,384) 10,522,058

Nature of operations

1

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 November 21, 2023.

# 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)

	Three months ended September 30,				Nine months Septembe		
	Note		2023		2022	2023	2022
Expenses							
Consulting fees	13	\$	30,000	\$	30,000 \$	90,000 \$	90,000
Depreciation	7		16,973		21,025	53,839	63,984
Exploration and evaluation expenditures	8		34,112		23,969	124,808	65,337
Foreign exchange			846		(22,358)	5,024	(7,174)
Office expenses			20,611		22,760	98,009	75,115
Marketing fees	13		3,000		3,000	9,000	9,000
Professional fees			6,747		-	9,477	19,267
Project investigation costs			44,307		84,755	119,831	104,686
Regulatory costs			7,200		2,739	35,576	51,496
Salaries and benefits	13		183,639		119,175	563,633	422,858
Share-based compensation	12 & 13		3,699		-	370,159	-
Travel expenses			20,749		16,733	97,785	30,947
			(371,883)		(301,798)	(1,577,141)	(925,516)
Interest income			59,413		40,984	180,718	61,865
Loss on equity investment	10		(2,327)		(3,775)	(14,128)	(13,708)
Loss and comprehensive loss for the							
period		\$	(314,797)	\$	(264,589) \$	(1,410,551) \$	(877,359)
Basic and diluted loss per share		\$	(0.00)	\$	(0.00) \$	(0.02) \$	(0.01)
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)

	Nine	e months ended Se	ptember 30,
		2023	2022
Cash flows to operating activities			
Loss for the period	\$	(1,410,551) \$	(877,359)
Items not involving cash:			
Depreciation		53,839	63,984
Share-based compensation		370,159	-
Loss on equity investment		14,128	13,708
Change in non-cash working capital items:			
Receivables		1,852	147,448
Prepaid expenses		(61,489)	(13,702)
Trade and other payables		(75,651)	(11,929)
		(1,107,713)	(677,850)
Cash flows to investing activities			
Purchase of equipment		(3,606)	(185,297)
Deferred acquisition costs		(80,778)	(68,535)
· · ·		(84,384)	(253,832)
Decrease in cash for the period		(1,192,097)	(931,682)
Cash, beginning of period		7,934,905	9,217,664
Cash, end of period	\$	6,742,808 \$	8,285,982
Supplementary information			
Interest paid	\$	- \$	-
Income taxes paid	Ŧ	-	-

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

	Number of shares	Share capital	Reserve	Deficit	Total
Balance, December 31, 2022	87,098,634	\$ 19,044,808	\$ 1,338,475	\$ (8,820,833) \$	11,562,450
Share-based compensation	-	-	370,159	-	370,159
Loss and comprehensive loss for the period	-	-	-	(1,410,551)	(1,410,551)
Balance, September 30, 2023	87,098,634	\$ 19,044,808	\$ 1,708,634	\$ (10,231,384) \$	10,522,058

	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	-	-	-	(877,359)	(877,359)
Balance, September 30, 2022	87,098,634	\$ 19,044,808	\$ 1,338,475	\$ (8,471,603) \$	11,911,680

NOTES TO THE CONDENSED ITNERIM CONSOLIDATED FINANCIAL STATEMENTS For the nine months ended September 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 September 30, 2023, the Company had working capital of \$6,791,428. 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 nine months ended September 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:

<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.

NOTES TO THE CONDENSED ITNERIM CONSOLIDATED FINANCIAL STATEMENTS For the nine months ended September 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 September 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 nine months ended September 30, 2023 (Unaudited - Expressed in Canadian dollars)

# 4. CASH

	Se	otember 30, 2023	December 31, 2022		
Canadian dollar denominated deposits held in Canada	\$	6,683,848	\$	7,644,003	
US dollar denominated deposits held in Canada		33,092		216,319	
Birr denominated deposits held in Ethiopia		25,868		74,583	
Total	\$	6,742,808	\$	7,934,905	

# 5. RECEIVABLES

	September 30, 2023		December 31, 2022		
Amounts due from the Government of Canada pursuant to					
goods and services input tax credits	\$	3,559	\$	4,424	
Other		11,238		12,225	
Total	\$	14,797	\$	16,649	

# 6. PREPAID EXPENSES

	Sept	September 30, 2023				
Prepaid insurance	\$	21,179	\$	19,047		
Prepaid rent		1,581		1,852		
Other		66,541		6,913		
Total	\$	89,301	\$	27,812		

NOTES TO THE CONDENSED ITNERIM CONSOLIDATED FINANCIAL STATEMENTS For the nine months ended September 30, 2023 (Unaudited - Expressed in Canadian dollars)

# 7. EQUIPMENT

	fur	Office	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 September 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		10,824	32,640	10,375	53,839
At September 30, 2023	\$	50,412	\$ 112,984	\$ 64,483	\$ 227,879
Carrying amounts					
At December 31, 2022	\$	38,783	\$ 186,878	\$ 59,202	\$ 284,863
At September 30, 2023	\$	29,687	\$ 156,116	\$ 48,827	\$ 234,630

# 8. EXPLORATION AND EVALUATION ASSETS

Ethiopia										
		Nefasit	Α	di Dairo	Adi Mendi		W	orkemba		Total
December 31, 2022	\$	5,257	\$	2,797	\$	899	\$	2,512	\$	11,465
Additions		-		-		-		-		-
September 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 nine months ended September 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 nine months ended September 30, 2023, and 2022 are as follows:

	Three moi Septen			Nine months ended September 30,			
	2023		2022	2	2023		2022
Nefasit							
Project administration	\$ 5,432	\$	1,911	\$	22,498	\$	5,170
Salaries and benefits	9,717		8,350		29,244		22,060
Travel expenses	1,908		1,724		10,663		5,439
	17,057		11,985		62,405		32,669
Adi Da-iro							
Project administration	5,431		1,911		22,498		5,170
Salaries and benefits	9,716		8,349		29,243		22,059
Travel expenses	1,908		1,724		10,662		5,439
	17,055		11,984		62,403		32,668
Total	\$ 34,112	\$	23,969	\$	124,808	\$	65,337

# 9. DEFERRED ACQUISITION COSTS

	Se	September 30, 2023			
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 nine months ended September 30, 2023 (Unaudited - Expressed in Canadian dollars)

### 10. EQUITY INVESTMENT

	Sept	ember 30, 2023	December 31, 2022		
Opening balance	\$	36,148	\$ 54,558		
Loss		(14,128)	(18,410)		
Closing balance	\$	22,020	\$ 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 September 30, 2023 and December 31, 2022, the net assets of Kandaka were as follows:

	Sept	ember 30, Dec 2023	December 31, 2022		
Assets	\$	88,099 \$	147,306		
Liabilities		(22)	(2,716)		
Net assets		88,077	144,590		
Ownership		25%	25%		
Closing balance	\$	22,020 \$	36,148		

# 11. TRADE AND OTHER PAYABLES

	•	ember 30, 2023	December 31, 2022		
Trade and other payables in Canada	\$	23,298	\$	60,693	
Trade and other payables in Ethiopia		3,723		36,466	
Amounts due to related parties (Note 13)		28,457		33,970	
Total	\$	55,478	\$	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 nine months ended September 30, 2023.

NOTES TO THE CONDENSED ITNERIM CONSOLIDATED FINANCIAL STATEMENTS For the nine months ended September 30, 2023 (Unaudited - Expressed in Canadian dollars)

#### 12. SHARE CAPITAL (continued)

#### c) Share-based compensation

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

Expiry date		ercise orice	Balance, cember 31, 2022	Issued	Exercised	 ancelled/ Expired	Balance, otember 30, 2023
August 17, 2025	\$	0.35	4,100,000	-	-	-	4,100,000
July 20, 2026	\$	0.35	225,000	-	-	-	225,000
January 23, 2028	\$	0.235	-	250,000	-	-	250,000
February 22, 2028	\$	0.26	-	2,150,000	-	-	2,150,000
			4,325,000	2,400,000	-	-	6,725,000
Weighted average ex	ercis	e price	\$ 0.35	\$ 0.26	\$ -	\$ -	\$ 0.32

As at September 30, 2023, 6,687,500 stock options were exercisable with a weighted average remaining life of 2.81 years.

During the nine months ended September 30, 2023, the Company recorded share-based compensation of \$370,159 (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, all of which was recorded as share-based compensation for the nine months ended September 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, all of which was recorded as share-based compensation for the nine months ended September 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 \$22,352 was recorded as share-based compensation for the nine months ended September 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 nine months ended September 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 nine months ended September 30, 2023 and 2022 were as follows:

			nths ended nber 30,	Nine months ended September 30,		
		2023	2022	2023	2022	
Consulting fees						
Golden Oak	(1)	\$ 30,000	\$ 30,000	\$ 90,000	\$ 90,000	
Marketing fees						
Peak	(2)	3,000	3,000	9,000	9,000	
Salaries and benefits						
Chief Executive Officer		37,500	37,500	112,500	129,167	
Vice President Exploration & Geology		50,000	37,500	145,833	129,167	
Vice President Project Development		50,000	37,500	145,833	129,167	
		137,500	112,500	404,166	387,501	
Share-based compensation		3,699	-	312,099	-	
		\$ 174,199	\$ 145,500	\$ 815,265	\$ 486,501	

(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.

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

#### Amounts due to related parties

		Sept	ember 30, 2023	De	ecember 31, 2022
Chief Executive Officer	Expenses	\$	9,610	\$	-
Vice President Exploration & Geology	Expenses		9,300		10,980
Vice President Project Development	Expenses		8,928		22,374
Golden Oak	Expenses		619		616
		\$	28,457	\$	33,970

NOTES TO THE CONDENSED ITNERIM CONSOLIDATED FINANCIAL STATEMENTS For the nine months ended September 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; fair value through other comprehensive income; or at amortized cost. The carrying values of the Company's financial instruments are classified into the following categories:

		Sep	tember 30, 2023	December 31, 2022		
Cash	Amortized cost	\$	6,742,808	\$	7,934,905	
Receivables	Amortized cost		14,797		16,649	
Trade and other payables	Amortized cost		55,478		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 cash, 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.

#### **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.