



GREAT QUEST FERTILIZER LTD.

Condensed Interim Consolidated Financial Statements
For the three and nine months ended
September 30, 2022 and 2021

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

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

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

The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

GREAT QUEST FERTILIZER LTD.

Condensed Interim Consolidated statements of financial position

(Expressed in Canadian dollars - Unaudited)

| As at | September 30, 2022 | December 31, 2021 |
|---|-----------------------|----------------------|
| ASSETS | | |
| Current assets | | |
| Cash | \$ 11,899 | \$ 469,213 |
| GST recoverable | 14,818 | 15,482 |
| Prepaid expenses | 12,111 | 8,285 |
| | 38,828 | 492,980 |
| Non-current assets | | |
| Exploration and evaluation properties (note 6) | 4,611,553 | 4,567,097 |
| Total assets | \$ 4,650,381 | \$ 5,060,077 |
| LIABILITIES AND EQUITY | | |
| Current liabilities | | |
| Accounts payable and accrued liabilities | \$ 109,613 | \$ 153,276 |
| Due to related parties (note 9) | 168,610 | 121,625 |
| | 278,223 | 274,901 |
| Long term liabilities | | |
| Loan payable (note 7) | - | 60,000 |
| Due to related parties (note 9) | 101,667 | 201,667 |
| Total liabilities | 379,890 | 536,568 |
| Equity | | |
| Share capital (note 8) | 22,131,686 | 21,982,724 |
| Share-based payment reserve (note 8) | 196,247 | 375,651 |
| Warrants (note 8) | 140,316 | 120,432 |
| Deficit | (18,197,758) | (17,955,298) |
| Total shareholders' equity | 4,270,491 | 4,523,509 |
| Total liabilities and shareholders' equity | \$ 4,650,381 | \$ 5,060,077 |

Nature and continuance of operations and going concern (note 1)

Approved on behalf of the Board of Directors on November 25, 2022

"Jed Richardson"

Jed Richardson – Chief Executive Officer

"John Clarke"

John Clarke – Director

The above condensed interim consolidated statements of financial position should be read in conjunction with the accompanying notes.

GREAT QUEST FERTILIZER LTD.

Condensed interim consolidated statements of (loss) and comprehensive (loss)

(Expressed in Canadian dollars - Unaudited)

| | Three months ended September 30, | | Nine months ended September 30, | |
|---|----------------------------------|---------------------|---------------------------------|---------------------|
| | 2022 | 2021 | 2022 | 2021 |
| Expenses | | | | |
| Accounting and audit | \$ 10,421 | \$ 3,825 | \$ 22,728 | \$ 7,506 |
| Consulting | 40,300 | 40,300 | 120,900 | 120,900 |
| Investor relations | 12,000 | 12,000 | 36,000 | 36,000 |
| Legal | - | - | 1,319 | 370 |
| Management and director fees (note 7) | 68,500 | 68,500 | 205,500 | 205,500 |
| Office and general | 14,272 | 12,756 | 55,417 | 62,154 |
| Rent | - | 4,106 | - | 12,319 |
| Loss before other items | (145,493) | (141,487) | (441,864) | (444,749) |
| Loan forgiveness (note 5) | - | - | 20,000 | - |
| Net (loss) and comprehensive (loss) for the period | \$ (145,493) | \$ (141,487) | \$ (421,864) | \$ (444,749) |

Net (loss) and comprehensive (loss) were 100% attributable to the shareholders of the Company for each of the three and nine months ended September 30, 2022 and 2021.

| | | | | |
|--|-------------------|-------------------|-------------------|-------------------|
| Weighted average number of outstanding shares | 84,846,082 | 59,156,279 | 85,246,196 | 59,156,279 |
| Basic and diluted (loss) income per share | \$ (0.00) | \$ (0.00) | \$ (0.00) | \$ (0.01) |

The above condensed interim consolidated statements of (loss) income and comprehensive (loss) income should be read in conjunction with the accompanying notes.

GREAT QUEST FERTILIZER LTD.

Condensed interim consolidated statements of cash flows

(Expressed in Canadian dollars - Unaudited)

| | For the nine months ended September 30, | |
|--|--|------------------|
| | 2022 | 2021 |
| Operating activities | | |
| Net (loss) for the period | \$ (421,864) | \$ (444,749) |
| <i>Adjustments:</i> | | |
| Loan forgiveness | (20,000) | - |
| | (441,864) | (444,749) |
| <i>Change in non-cash working capital items:</i> | | |
| GST recoverable | 664 | (325) |
| Prepaid expenses | (3,826) | 4,130 |
| Due to related parties | (53,015) | 272,764 |
| Accounts payable and accrued liabilities | (33,663) | 138,828 |
| | (531,704) | (29,352) |
| Financing activities | | |
| Private placement | 164,500 | - |
| Share issuance costs | (5,654) | - |
| Loan (repayments) proceeds | (40,000) | 60,000 |
| | 118,846 | 60,000 |
| Investing activities | | |
| Exploration and evaluation property costs | (44,456) | (30,682) |
| | (44,456) | (30,682) |
| Change in cash and cash equivalents | (457,314) | (34) |
| Cash and cash equivalents at beginning of the period | 469,213 | 12,271 |
| Cash and cash equivalents at end of the period | \$ 11,899 | \$ 12,237 |

Supplemental cash flow information (note 8)

The above condensed interim consolidated statements of cash flows should be read in conjunction with the accompanying notes.

GREAT QUEST FERTILIZER LTD.

Consolidated statements of changes in equity

(Expressed in Canadian dollars - Unaudited)

For the nine months ended September 30, 2022 and 2021

| | Number of shares | Share capital | Warrants | Share-based payment reserve | Non-controlling interest | Deficit | Total |
|--------------------------------------|---------------------|----------------------|-------------------|--------------------------------|-----------------------------|------------------------|---------------------|
| Balance January 1, 2021 | 59,156,279 | \$ 20,905,910 | \$ - | \$ 478,106 | \$ 23,356 | \$ (16,667,396) | \$ 4,739,976 |
| Expired stock options | - | \$ - | \$ - | \$ (106,495) | \$ - | \$ 106,495 | - |
| Dissolution of subsidiary | - | - | - | - | (23,356) | 23,356 | - |
| Net loss for the period | - | - | - | - | - | (444,749) | (444,749) |
| Balance at September 30, 2021 | 59,156,279 | \$ 20,905,910 | \$ - | \$ 371,611 | \$ - | \$ (16,982,294) | \$ 4,295,227 |
| Balance at January 1, 2022 | 83,242,594 | \$ 21,982,724 | \$ 120,432 | \$ 375,651 | \$ - | \$ (17,955,298) | \$ 4,523,509 |
| Private placement (note 8) | 3,490,000 | 157,050 | 17,450 | - | - | - | 174,500 |
| Share issuance costs (note 8) | - | (8,088) | - | - | - | - | (8,088) |
| Finders warrants (note 8) | - | - | 2,434 | - | - | - | 2,434 |
| Expired stock options | - | - | - | (179,404) | - | 179,404 | - |
| Share repurchase (note 6) | (1,886,512) | - | - | - | - | - | - |
| Net loss for the period | - | - | - | - | - | (421,864) | (421,864) |
| Balance at September 30, 2022 | 84,846,082 | 22,131,686 | 140,316 | 196,247 | - | (18,197,758) | 4,270,491 |

The above condensed interim consolidated statements of changes in equity should be read in conjunction with the accompanying notes.

GREAT QUEST FERTILIZER LTD.

Notes to the condensed interim consolidated financial statements

(Expressed in Canadian dollars - Unaudited)

For the three and nine months ended September 30, 2022 and 2021

1. Nature and continuance of operations and going concern

Great Quest Fertilizer Ltd. (the “Company”) is incorporated under the British Columbia *Business Corporations Act* and its principal business activities are the exploration and development of exploration and evaluation properties located in Mali, West Africa. The Company’s registered office is located at 10th Floor, 595 Howe Street, Vancouver, British Columbia.

These condensed interim consolidated financial statements have been prepared on a going-concern basis, which presume the realization of assets and discharge of liabilities in the normal course of business for the foreseeable future. The Company’s ability to continue as a going-concern is dependent upon achieving profitable operations and/or obtaining additional financing.

The business of mining and exploration 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 no source of revenue, and has significant cash requirements to meet its administrative overhead and maintain its exploration and evaluation properties. The recoverability of amounts shown for exploration and evaluation assets is dependent on several factors. These include the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development of these properties, and future profitable production or proceeds from disposition of exploration and evaluation assets. The carrying values of the Company’s exploration and evaluation assets do not reflect current or future values. These condensed interim consolidated financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue in business.

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

The Company is pursuing its efforts in raising funds in order to continue operations and, although it has been successful in doing so in the past, there is no assurance it will be able to do so in the future. To the extent financing is not available, the Company’s financial commitments may not be satisfied and could result in a loss of property ownership or earning opportunities for the Company. These material uncertainties may cast significant doubt upon the Company’s ability to continue as a going concern.

The Company’s business financial condition and results of operations may be further negatively affected by economic and other consequences from Russia’s military action against Ukraine and the sanctions imposed in response to that action in late February 2022. While the Company expects any direct impacts, of the pandemic and the war in the Ukraine, to the business to be limited, the indirect impacts on the economy and on the mining industry and other industries in general could negatively affect the business and may make it more difficult for it to raise equity or debt financing. There can be no assurance that the Company will not be impacted by adverse consequences that may be brought about on its business, results of operations, financial position and cash flows in the future.

The Company will focus its efforts on its Sanoukou gold properties in Mali and seek strategic alternatives for the Tilemsi Phosphate project.

GREAT QUEST FERTILIZER LTD.

Notes to the condensed interim consolidated financial statements

(Expressed in Canadian dollars - Unaudited)

For the three and nine months ended September 30, 2022 and 2021

2. Statement of compliance

These condensed interim financial statements for the three and nine months ended September 30, 2022 and 2021 have been prepared in accordance with IAS 34 Interim Financial Reporting. They do not include all disclosures that would otherwise be required in a complete set of financial statements and should be read in conjunction with the Company's 2021 annual financial statements which have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

The condensed interim financial statements have been prepared using accounting policies consistent with those used in the Company's 2021 annual financial statements except for new standards, interpretations and amendments mandatorily effective for the first time from January 1, 2022, with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. Ongoing operations of the Company are dependent upon its ability to receive continued financial support, complete public equity financings, or generate profitable operations in the future.

3. Summary of significant accounting policies

The accounting policies as set out in Note 3 of the Company's annual financial statements for the year ended December 31, 2021 have been consistently applied to all the periods presented except for new accounting policies and the adoption of the following new standards and amendments issued by the IASB that were effective for annual periods beginning on or after January 1, 2022. These policies are outlined below.

(a) Basis of preparation

These condensed interim consolidated financial statements have been prepared on a historical cost basis, except for certain financial instruments classified as fair value through profit or loss, which have been 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.

The policies set out in the ensuing paragraphs have been consistently applied to all periods presented unless otherwise noted.

The preparation of consolidated financial statements in accordance with IFRS requires management to make judgments in applying accounting policies. Judgments that have the most significant effect on the amounts recognized in these financial statements are described below. Management is also required to make assumptions and critical estimates. Critical estimates are those that are most subject to uncertainty and have the most significant risk of resulting in a material adjustment to the carrying values of assets and liabilities within the next twelve months. Judgments, assumptions and estimates are based on historical experience, current trends and available information. Future events cannot be determined with certainty. As confirming events occur, actual results could differ materially from the assumptions and estimates.

Critical judgments made in the preparation of these financial statements are as follows:

- The economic recoverability of the exploration and evaluation properties. Judgment was used to determine whether indicators of impairment exist.
- Verification of title to its interests in exploration and evaluation properties.

GREAT QUEST FERTILIZER LTD.

Notes to the condensed interim consolidated financial statements

(Expressed in Canadian dollars - Unaudited)

For the three and nine months ended September 30, 2022 and 2021

3. Summary of significant accounting policies (continued)

(a) Basis of preparation (continued)

- Functional currency of the Company. Judgment was used in determining the currency that primarily determines or influences the costs of goods and services.
- Going concern. Please see note 1.
- Determination of fair value of investments, classified and measured at fair value through profit and loss.

Significant assumptions and estimates used are as follows:

- Share-based payments - Assumptions were used in applying valuation techniques to determine the costs for these payments, in particular, in estimating the future volatility of the stock price, expected dividend yield, future employee turnover rate, and risk-free interest rate.
- Provisions - Assumptions were made to determine whether obligations exist and to estimate the amount of the obligations believed to exist.
- Deferred income taxes - The Company is periodically required to estimate the tax basis of assets and liabilities. Where applicable tax laws and regulations are either unclear or subject to varying interpretations, it is possible that changes in these estimates could occur that materially affect the amounts of deferred income tax assets and liabilities recorded in the financial statements. Changes in deferred tax assets and liabilities generally have a direct impact on earnings in the period that the changes occur. Each period, the Company evaluates the likelihood of whether some portion or all of each deferred tax asset will not be realized. This evaluation is based on historic and future expected levels of taxable income, the pattern and timing of reversals of taxable temporary timing differences that give rise to deferred tax liabilities, and tax planning initiatives.

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.

The condensed interim consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The Company's subsidiaries are as follows:

| <u>Name</u> | <u>Country of Incorporation</u> | <u>Ownership Interest</u> |
|-----------------------------------|-------------------------------------|-------------------------------|
| Great Quest (Barbados) Limited | Barbados | 100% |
| Great Quest Mali S.A. ("GQ Mali") | Mali | 100% |

GREAT QUEST FERTILIZER LTD.

Notes to the condensed interim consolidated financial statements

(Expressed in Canadian dollars - Unaudited)

For the three and nine months ended September 30, 2022 and 2021

4. Exploration and evaluation properties

| | Mali | | |
|------------------------------------|---------------------|------------------|---------------------|
| | Phosphate | Gold | TOTAL |
| Balance, December 31, 2020 | \$ 5,296,074 | \$ 28,172 | \$ 5,336,396 |
| Additions: | | | |
| <i>Deferred exploration costs</i> | | | |
| Environmental study | - | 4,167 | 4,167 |
| Office, personnel and other | 60,435 | - | 60,435 |
| Licensing/Permit fees | - | 15,506 | 15,506 |
| Impairment | (811,966) | (21,125) | (833,091) |
| Balance, December 31, 2021 | \$ 4,544,543 | \$ 22,554 | \$ 4,567,097 |
| Additions: | | | |
| <i>Deferred exploration costs</i> | | | |
| Office, personnel and other | 44,456 | - | 44,456 |
| Balance, September 30, 2022 | \$ 4,588,999 | \$ 22,554 | \$ 4,611,553 |

(a) MALI Phosphate Properties - Tilemsi Phosphate Project

The Tilemsi project comprises three contiguous properties namely the Tilemsi, the Tarkint Est and the Aderfoul. The three properties cover a total permitted area of 1,206 Km² in the northern part of Mali. The Company holds a 100% interest in the permits and two optionors hold 2.07% and 1.47% Net Profit Interest respectively in the project.

i. Tilemsi Phosphate Research Permit

On November 19, 2019, the permit was issued for an initial period of three years, renewable two times, for a period of two years each. There are minimum expenditure requirements on the permits as per below:

- \$487,000 (210,000,000 Mali FCFA) for the first year;
- \$313,000 (135,000,000 Mali FCFA) for the second year; and
- \$359,000 (155,000,000 Mali FCFA) for the third year.

The Company did not meet the minimum expenditure requirement for the years ended December 31, 2020 and 2021. However, the Company was granted a grace period by the Ministry of Mine in Mali, of a duration equal to the delay caused by the occurrence of the case of force majeure on the mining titles. The current situation in North Mali constitutes a case of force majeure.

GREAT QUEST FERTILIZER LTD.

Notes to the condensed interim consolidated financial statements

(Expressed in Canadian dollars - Unaudited)

For the three and nine months ended September 30, 2022 and 2021

4. Exploration and evaluation properties *(continued)*

(a) MALI Phosphate Properties - Tilemsi Phosphate Project *(continued)*

ii. Tarkint Est Phosphate Research Permit

In 2010 and 2011, the Company, acquired the Tarkint Est research permit in Mali, for an aggregate of 115,000,000 FCFA (\$230,000). At December 31, 2018, the Company has paid a total of 101,300,000 FCFA (\$204,870) towards the acquisition price. The balance of 13,700,000 FCFA (\$30,309) is due six months after the resumption of activities on the property.

On October 21, 2019, the permit was issued for an initial period of three years, renewable two times, for a period of two years each. There are minimum expenditure requirements on the permits as per below:

- \$162,000 (70,000,000 Mali FCFA) for the first year;
- \$267,000 (115,000,000 Mali FCFA) for the second year; and
- \$325,000 (140,000,000 Mali FCFA) for the third year.

The Company did not meet the minimum expenditure requirement for the years ended December 31, 2020 and 2021. However, the Company was granted a grace period by the Ministry of Mine in Mali, of a duration equal to the delay caused by the occurrence of the case of force majeure on the mining titles. The current situation in Northern Mali constitutes a case of force majeure.

iii. Aderfoul area

On January 17, 2013, the Company received the Arrete, valid for three years, with respect to a research permit covering an area of 200 km², which granted the Company a 100% interest in the Aderfoul property. On June 25, 2018, the permit was renewed for a final period of two years, effective January 17, 2018.

The Company's permit covering an area of 200 km² expired during 2020. The Company intends to submit a new application after the force majeure in Northern Mali is lifted. As a result, the Company impaired \$833,091 related to the Aderfoul property during the year ended December 31, 2021.

(b) MALI Gold Properties

Sanoukou Gold Exploration Permit

On August 26, 2015, the permit was renewed for another two years. The permit was due to expire in August 2017. Under the current mining regulations in Mali, no further renewal is allowable for permit. Given the Company's focus was on the phosphate project in 2016, the Company impaired the carrying value of the permit at December 31, 2016.

On February 21, 2018, the Ministry of Mines of Mali re-issued the Sanoukou gold exploration permit to the Company for a period of three years. On November 30, 2021, Ministry of Mines of Mali re-issued the permit for a period of three years with one renewal option remaining.

GREAT QUEST FERTILIZER LTD.

Notes to the condensed interim consolidated financial statements

(Expressed in Canadian dollars - Unaudited)

For the three and nine months ended September 30, 2022 and 2021

5. Loan payable

In January 2021, the Company received loan proceeds of \$60,000 from the Canadian Emergency Business Account ("CEBA") program. The loan has no annual interest until December 31, 2022 and 5% per annum starting on January 1, 2023. No principal repayments are required before December 31, 2022. If the loan remains outstanding after December 31, 2022, only interest payments are required until full principal is due on December 31, 2025. If the outstanding principal, other than the amount of potential debt forgiveness of \$20,000, is repaid by December 31, 2022, the remaining principal amount will be forgiven, provided that no default under the loan has occurred. During the nine months ended September 30, 2022, the Company repaid \$40,000 of the loan payable. The remaining \$20,000 of the loan payable was forgiven.

6. Share capital

The authorized share capital of the Company consists of an unlimited number of common shares without par value.

On February 16, 2022, the Company closed an announced non-brokered private placement financing of units for gross proceeds of \$174,500. The Company issued 3,490,000 units of the Company, at a price of \$0.05 per unit. Each unit consists of one common share in the capital of the Company and one common share purchase warrant. Each warrant entitles the holder to acquire one common share in the capital of the Company at a price of \$0.10 per warrant until February 16, 2024, subject to an acceleration provision whereby in the event that at any time after the expiry of the statutory hold period the Shares trade at \$0.20 or higher on the TSX Venture Exchange ("TSXV") for a period of 10 consecutive days, the Company shall have the right to accelerate the expiry date of the warrants to the date that is 30 days after the Company issues a news release announcing that it has elected to exercise the acceleration right. In connection with the private placement, the Company paid cash finder's fees of \$3,500 and issued 70,000 finder's warrants to eligible finders, in addition to \$2,155 paid in cash. Each finder warrant will entitle the holder thereof to acquire one share at a price of \$0.10 until February 16, 2024. The finders' warrants were valued at \$2,434 using the Black Scholes option pricing model with the following assumptions: stock price of \$0.04; expected dividend yield of 0%; expected volatility of 220%; risk-free interest rate of 1.45%, and an expected life of 2 years. Executive officers of the Company participated and acquired a total of 2,290,000 units of this private placement for gross proceeds of \$114,500. The warrants were valued at \$17,450 using the residual valuation method.

On December 29, 2021, the Company closed an announced non-brokered private placement financing of common shares for gross proceeds of \$1,204,316. The Company issued 24,086,315 units of the Company at a price of \$0.05 per unit. Each unit consists of one common share of the Company and one common share purchase warrant. Each warrant will entitle the holder to acquire one additional common share of the Company at an exercise price of \$0.10 per common share until December 29, 2023. In connection with the closing, the Company has paid share issuance costs of \$7,070 in cash. Directors and executive officers of the Company participated and acquired a total of 9,266,315 units of this private placement for gross proceeds of \$463,316. The warrants were valued at \$120,432 using the residual valuation method.

GREAT QUEST FERTILIZER LTD.

Notes to the condensed interim consolidated financial statements

(Expressed in Canadian dollars - Unaudited)

For the three and nine months ended September 30, 2022 and 2021

6. Share capital (continued)

Treasury shares

On November 4, 2020, the Company terminated its efforts to close the acquisition of Ivoirienne de Noix de Cajou SARL, which was announced on November 6, 2018. As consideration for the termination, the Company repurchased 5,443,000 of its common shares for a nominal \$1 and received a full and final release from all outstanding remaining debt. As at December 31, 2020, 3,113,488 common shares had been returned to the Company, pending cancellation and return to treasury (cancelled and returned in 2021). Per the terms of the amended and restated share repurchase agreement entered into in March 2021, the number of shares to be repurchased was amended to 5,000,000 and the Company would repurchase another 1,886,512 shares during 2022. The shares were acquired and formally cancelled on May 25, 2022.

Stock options

The Company has adopted an incentive stock option plan (the "Plan") which was approved at the Company's Annual General Meeting on July 5, 2018. The essential elements of the Plan provide that the aggregate number of common shares of the Company's capital stock issuable pursuant to options granted under the Plan may not exceed 10% of the total number of issued and outstanding shares on a non-diluted basis. Options granted under the Plan may have a maximum term of ten years. The exercise price of options granted under the Plan will not be less than the market price of the common shares (defined as the last closing market price of the Company's common shares immediately preceding the issuance of a news release announcing the granting of the options), or such other price as may be agreed to by the Company and accepted by the TSX Venture Exchange.

A summary of the status of the Company's stock option plan as of September 30, 2022 and December 31, 2021. Changes during the years then ended were as follows:

| | Number of Options | Weighted Average Exercise price |
|--|----------------------|---------------------------------------|
| Stock options outstanding at December 31, 2020 | 4,255,000 | 0.21 |
| Forfeited | (950,000) | 0.30 |
| Granted | 200,000 | 0.05 |
| Stock options outstanding at December 31, 2021 | 3,505,000 | \$ 0.18 |
| Expired | (1,455,000) | 0.30 |
| Stock options outstanding at September 30, 2022 | 2,050,000 | \$ 0.10 |

The following table summarizes information about the stock options outstanding and exercisable at September 30, 2022:

| Expiry Date | Exercise Price | Number of Options Outstanding | Number of Exercisable Options | Average Remaining Life (Years) |
|--------------------|----------------|-------------------------------------|-------------------------------------|--------------------------------------|
| September 13, 2023 | \$0.10 | 1,850,000 | 1,850,000 | 0.95 |
| December 7, 2026 | \$0.05 | 200,000 | 200,000 | 4.19 |
| | \$0.10 | 2,050,000 | 2,050,000 | 1.27 |

GREAT QUEST FERTILIZER LTD.

Notes to the condensed interim consolidated financial statements

(Expressed in Canadian dollars - Unaudited)

For the three and nine months ended September 30, 2022 and 2021

6. Share capital (continued)

Stock options (continued)

Warrants

| Warrants outstanding | Number | Weighted Average Exercise Price |
|--------------------------------------|-------------------|---------------------------------|
| Balance at December 31, 2020 | 3,552,500 | \$ 0.20 |
| Granted | 24,086,315 | 0.10 |
| Balance at December 31, 2021 | 27,638,815 | \$ 0.11 |
| Granted | 3,560,000 | 0.10 |
| Balance at September 30, 2022 | 31,198,815 | \$ 0.11 |

The following table summarizes information about the warrants outstanding at September 30, 2022:

| Expiry Date | Exercise Price | Number of Warrants Outstanding | Average Remaining Life (Years) |
|-------------------|----------------|--------------------------------|--------------------------------|
| June 22, 2023 | \$0.20 | 3,552,500 | 0.73 |
| December 29, 2023 | \$0.10 | 24,086,315 | 1.25 |
| February 16, 2024 | \$0.10 | 3,490,000 | 1.38 |
| February 16, 2024 | \$0.05 | 70,000 | 1.38 |
| | \$0.11 | 31,198,815 | 1.20 |

7. Related party transactions and balances

Key management personnel are officers and directors, or their related parties, who hold positions in the Company and its subsidiaries, that result in these officers and directors having control or significant influence over the financial or operating policies of those entities. These include the members of the Board, current and former Chief Executive Officers, Presidents, Chief Financial Officers and the Chief Operating Officers.

The following transacted with the Company in the reporting period.

Transactions with key management personnel

The aggregate value of transactions with key management personnel being directors and key management personnel were as follows:

| Compensation | Nine months ended September 30, | |
|--|---------------------------------|-------------------|
| | 2022 | 2021 |
| Short term benefits, including fees and salaries | \$ 205,500 | \$ 205,500 |
| Share-based compensation | - | - |
| Total | \$ 205,500 | \$ 205,500 |

GREAT QUEST FERTILIZER LTD.

Notes to the condensed interim consolidated financial statements

(Expressed in Canadian dollars - Unaudited)

For the three and nine months ended September 30, 2022 and 2021

7. Related party transactions and balances (continued)

During the nine months ended September 30, 2022, three executive officers of the Company participated and acquired a total of 2,290,000 units of the February 16, 2022 private placement for gross proceeds of \$114,500.

At September 30, 2022 and December 31, 2021, the amounts payable were as follows:

| | September 30, 2022 | December 31, 2021 |
|---|-----------------------|----------------------|
| Related party balances payable | | |
| Outstanding amount due within one year | | |
| With respect to advances on expenses from related party | \$ 27,825 | \$ 50,376 |
| With respect to management fees | \$ 140,785 | \$ 71,249 |
| | \$ 168,610 | \$ 121,625 |
| Outstanding amount due within more than one year | | |
| With respect to management fees | \$ 101,667 | \$ 201,667 |

8. Supplemental cash flow information

| | 2022 | 2021 |
|---------------------------------------|------|------|
| Nine months ended September 30 | | |
| Cash received (paid) for interest | \$ - | \$ - |
| Cash paid for income taxes | \$ - | \$ - |

The Company incurred non-cash financing and investing activities during the nine months ended September 30, 2022 and 2021 as follows:

| | 2022 | 2021 |
|--|-----------|------|
| Nine months ended September 30 | | |
| Shares issued for settlement of accounts payable | \$ 10,000 | \$ - |

GREAT QUEST FERTILIZER LTD.

Notes to the condensed interim consolidated financial statements

(Expressed in Canadian dollars - Unaudited)

For the three and nine months ended September 30, 2022 and 2021

9. Segmented information

The Company's activities are all in the one industry segment of exploration and evaluation property acquisition, exploration and development.

Properties, vehicles, equipment and furniture by geographical segment are as follows:

| | Mali | Canada | Total |
|---|--------------|--------------|--------------|
| September 30, 2022 | | | |
| Exploration and evaluation properties | \$ 4,611,553 | \$ - | \$ 4,611,553 |
| | \$ 4,611,553 | \$ - | \$ 4,611,553 |
| December 31, 2021 | | | |
| Exploration and evaluation properties | \$ 4,567,097 | \$ - | \$ 4,567,097 |
| | \$ 4,567,097 | \$ - | \$ 4,567,097 |
| For the nine months ended September 30, 2022 | | | |
| Net (loss) | \$ (248) | \$ (421,616) | \$ (421,864) |
| For the nine months ended September 30, 2021 | | | |
| Net (Loss) | \$ (15,340) | \$ (429,409) | \$ (444,749) |

10. Capital disclosures and financial risk management

The Company includes cash and cash equivalents, issued common shares and deficit in the definition of capital. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of exploration and evaluation properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The properties in which the Company currently has an interest are in the exploration stage; as such the Company is dependent upon external financings to fund activities. In order to carry out planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as needed.

The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the three and nine months ended September 30, 2022. The Company is not subject to externally imposed capital requirements.

Financial risk management:

The Company is exposed in varying degrees to a variety of financial instrument related risks.

Credit risk:

The Company is exposed to credit risk by holding cash and cash equivalents. This risk is minimized by holding the investments in large Canadian financial institutions. The Company has minimal accounts receivable exposure in the form of refundable GST due from the Canadian governments.

GREAT QUEST FERTILIZER LTD.

Notes to the condensed interim consolidated financial statements

(Expressed in Canadian dollars - Unaudited)

For the three and nine months ended September 30, 2022 and 2021

10. Capital disclosures and financial risk management *(continued)*

Currency risk:

The Company's functional currency is the Canadian dollar. There is foreign exchange risk to the Company as some of its exploration and evaluation property interests and resulting commitments are located in Mali. Management monitors its foreign currency balances and makes adjustments based on anticipated need for currencies. The Company does not engage in any hedging activities to reduce its foreign currency risk.

As at September 30, 2022, the Company was exposed to currency risk through the following monetary assets and liabilities in Mali FCFA:

| | Canadian\$ equivalent |
|---|-----------------------|
| Cash | \$ 10,360 |
| Accounts Payable | \$ - |
| Foreign exchange rate at September 30, 2022 | 0.0022 |

Based on the net exposures at September 30, 2022, and assuming that all other variables remain constant, a 10% depreciation or appreciation of the Canadian dollar against the Mali FCFA would not have a material impact on the Company's net earnings.

Interest rate risk:

The Company's exposure to interest rate risk relates to its ability to earn interest income on cash balances at variable rates. The fair value of the Company's cash and cash equivalents is relatively unaffected by changes in short term interest rates. The income earned on certain bank accounts is subject to the movements in interest rates.

Price risk:

Price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk).

Liquidity risk:

Liquidity risk is the risk that the Company is unable to meet its financial obligations as they come due. The Company had a net working capital deficiency of \$239,395 at September 30, 2022 (December 31, 2021 – working capital of \$218,079). Accounts payable is due in 30 days.