

Lupaka Gold Corp.

Condensed Interim Consolidated Financial Statements
For the three and nine months ended September 30, 2022 and 2021
(Presented in Canadian Dollars) - Unaudited

NOTICE TO READER

Pursuant to National Instrument 51-102, Part 4, subsection 4.3(3)(a) issued by the Canadian Securities administrators, 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 Lupaka Gold Corp. (“the Company” or “Lupaka”) for the interim period ended September 30, 2022, have been prepared in accordance with the International Accounting Standard 34 - *Interim Financial Reporting* as issued by the International Accounting Standards Board and are the responsibility of the Company’s management.

The Company’s independent auditors have not performed a review of these interim financial statements.

Lupaka Gold Corp.

Unaudited Condensed Interim Consolidated Statements of Financial Position

As at September 30, 2022 and December 31, 2021

(expressed in Canadian Dollars, Except Share Data)

	September 30, 2022	December 31, 2021
	\$	\$
Assets		
Current assets		
Cash	8,506	121,215
GST receivable (Note 3)	12,130	3,175
Prepaid expenses and deposits	853	1,987
	21,489	126,377
Non-current assets		
Mineral properties (Note 4)	19,878	11,239
Total assets	41,367	137,616
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities (Note 5)	808,642	604,049
Due to related parties (Note 6)	30,450	31,500
Total liabilities	839,092	635,549
Shareholders' Equity		
Common shares (Note 8 (a))	59,892,640	59,892,640
Warrants (Note 8 (b))	171,440	171,440
Contributed surplus	8,436,405	8,375,119
Deficit	(68,457,536)	(68,095,146)
Accumulated other comprehensive income (loss)	(840,674)	(841,986)
Total shareholders' equity	(797,725)	(497,933)
Total liabilities and equity	41,367	137,616

Nature of operations and going concern (Note 1)

Subsequent event (Note 8)

Approved and authorized for issue by the Board of Directors on November 23, 2022

signed "Gordon Ellis"

Director

signed "Mario Stifano"

Director

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

Lupaka Gold Corp.

Unaudited Condensed Interim Consolidated Statements of Loss and Comprehensive Loss For the three and nine months ended September 30, 2022 and 2021 (Unaudited)

(expressed in Canadian Dollars, Except Share Data)

	Three months ended September 30		Nine months ended September 30	
	2022	2021	2022	2021
	\$	\$	\$	\$
Operating expenses				
Exploration				
Project administration	781	-	3,812	-
General and administration				
Professional and regulatory fees	35,691	6,321	191,579	16,569
Management fees	11,571	15,591	65,607	73,777
Consulting fees	18,172	7,608	63,501	7,608
Shareholder and investor relations	1,965	1,566	14,393	6,183
Office and general	1,469	2,026	5,659	7,939
General and administration	68,868	33,112	340,739	112,076
Operating loss	(69,649)	(33,112)	(344,551)	(112,076)
Foreign exchange gain (loss)	(14,418)	(6,190)	(17,839)	(1,221)
Net loss for the period	(84,067)	(39,302)	(362,390)	(113,297)
Other comprehensive income	1,059	-	1,312	-
Loss and comprehensive loss for the period	(83,008)	(39,302)	(361,078)	(113,297)
Weighted average number of shares outstanding				
Basic and diluted	16,027,770	15,966,901	16,027,770	15,694,053
Loss per share, basic and diluted	(\$0.01)	(\$0.00)	(\$0.02)	(\$0.01)

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

Lupaka Gold Corp.

Unaudited Condensed Interim Consolidated Statements of Cash Flows

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

(presented in Canadian Dollars)

	Nine months ended September 30,	
	2022	2021
	\$	\$
Cash flows used in operating activities		
Net loss for the period	(362,390)	(113,297)
Adjustment for items not affecting cash:		
Share-based compensation expense (Note 8)	61,286	41,692
Depreciation	-	354
	(301,104)	(71,251)
Changes in non-cash working capital		
Trade and other receivables	(8,955)	2,663
Prepaid expenses and deposits	1,134	1,178
Accounts payables and accrued liabilities	204,593	(83,938)
Due to/from related parties (Note 6)	(1,050)	(4,100)
Net cash used in operating activities	(105,382)	(155,448)
Cash flows used in operating activities		
Mineral properties	(7,327)	-
Cash flows from financing activities		
Proceeds from private placements, net	-	290,000
Proceeds from the exercise of stock options	-	38,417
Net cash from financing activities	-	328,417
Net decrease in cash	(112,709)	172,969
Cash- beginning of period	121,215	6,024
Cash - end of period	8,506	178,993

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

Lupaka Gold Corp.

Unaudited Condensed Interim Consolidated Statements of Changes in Equity For the three and nine months ended September 30, 2022 and 2021 (Unaudited)

(presented in Canadian Dollars, Except Share Data)

	Nine months ended September 30,			
	2022		2021	
	Number	\$	Number	\$
Common shares (Note 8 (a))				
Balance – beginning of period	16,027,770	59,892,640	15,350,937	59,725,318
Issued pursuant to private placements	-	-	400,000	300,000
Share issuance costs	-	-	-	(10,000)
Issued pursuant to the exercise of options	-	-	37,833	38,417
Fair value of stock options exercised	-	-	-	10,345
Fair value of share purchase warrants issued	-	-	-	(171,440)
Balance – end of period	16,027,770	59,892,640	15,788,770	59,892,640
Share purchase warrants (Note 8 (b))				
Balance – beginning of period		171,440		1,375,919
Issued pursuant to a private placement		-		171,440
Fair value of share purchase warrants expired				(1,375,919)
Balance – end of period		171,440		171,440
Contributed surplus				
Balance – beginning of period		8,375,119		6,924,748
Share-based compensation		61,286		41,692
Fair value of stock options exercised		-		(10,345)
Fair value of share purchase warrants expired		-		1,375,919
Balance – end of period		8,436,405		8,332,014
Deficit				
Balance – beginning of period		(68,095,146)		(67,879,206)
Net loss for the period		(362,390)		(113,297)
Balance – end of period		(68,457,536)		(67,992,503)
Accumulated other comprehensive income				
Balance – beginning of period		(841,986)		(842,280)
Currency translation adjustment on foreign operations		1,312		-
Balance – end of period		(840,674)		(842,280)
Total shareholders' equity		(797,725)		(438,689)

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

Lupaka Gold Corp.

Notes to the Unaudited Condensed Interim Consolidated Financial Statements Three and nine months ended September 30, 2022 and 2021 (Unaudited)

(presented in Canadian Dollars)

1 Nature of operations and going concern

Lupaka Gold Corp. (“Lupaka” or “the Company”) was incorporated in Canada on November 3, 2000 under the legislation of the Province of British Columbia, and is in the business of acquisition, exploration and development of mineral resource properties. Lupaka was dormant prior to January 1, 2010.

Lupaka’s head office, and records and registered offices are located at 1569 Dempsey Road, North Vancouver, BC V7K 1S8. Lupaka’s common shares trade in Canada on the TSX Venture Exchange (“TSX.V”) and in Germany on the Frankfurt Exchange under the symbol LQP.

Collectively, Lupaka and its subsidiaries are referred to hereafter as “the Company”.

The Company is presently pursuing an Arbitration Claim against the Republic of Peru as a result of its loss of ownership of the Invicta Gold Project (“Invicta”) to PLI Huaura Holdings LP (“PLI”; see Note 7), and recently acquired three potential gold properties in the state of Oregon, USA. Management is continuing to seek out other mineral exploration projects for potential development and investment.

Going Concern

These condensed interim consolidated financial statements are prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (“IFRS”), that are applicable to a going concern, which contemplates the realization of assets and settlement of liabilities in the normal course of business as they become due.

If the going concern assumption was not appropriate for these financial statements then adjustments would be necessary to the carrying value of assets and liabilities, the reported expenses and the balance sheet classifications used, and such adjustments would be material.

As at September 30, 2022, the Company had a working capital deficit (current assets less current liabilities) of \$817,603 (December 31, 2021 - \$509,172) and accumulated deficit of \$68,457,536 (December 31, 2021 –\$68,095,146). For the nine months ended September 30, 2022, the Company had a net loss of \$362,390 (2021 – \$113,297) and used cash in operating activities of \$105,382 (2021 – \$155,448).

The Company’s ability to continue as a going concern is dependent upon its ability to generate positive cash flow from operating activities or to raise funds primarily through the issuance of shares or obtaining alternative financing, which it has been successful in doing so in the past. There can be no assurance that sufficient financing can be obtained in the future. As a result, there are material uncertainties that cast significant doubt about the Company’s ability to continue as a going concern and realize its assets and discharge its liabilities in the normal course of business.

As the outcome of these matters cannot be predicted at this time, if the Company is unable to generate positive cash flow from operating activities or obtain additional financing, management may be required to further curtail certain expenses.

The coronavirus pandemic continues to have global impacts on workforces, economies, and financial markets. It is not possible for the Company to predict the duration or magnitude of any adverse effects that the pandemic may have on the Company’s business or ability to raise funds. As of the date of these interim financial statements, COVID-19 has had no impact on the Company’s ability to access and explore its current properties but may impact the Company’s ability to raise funding or explore its properties should travel restrictions related to COVID-19 be extended or expanded in scope.

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Notes to the Unaudited Condensed Interim Consolidated Financial Statements Three and nine months ended September 30, 2022 and 2021 (Unaudited)

(presented in Canadian Dollars)

2 Statement of compliance and basis of preparation

These condensed interim consolidated financial statements (“interim financial statements”) have been prepared in accordance with International Accounting Standard (“IAS”) 34, “Interim Financial Reporting”, and International Financial Reporting Standards (“IFRS”). These interim financial statements should be read in conjunction with the Company’s consolidated financial statements as at and for the year ended December 31, 2021, as some disclosures from the annual consolidated financial statements have been condensed or omitted.

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

The results of any subsidiaries acquired or disposed of during the period are included in the consolidated statements of income (loss) and comprehensive income (loss) from the effective date of acquisition up to the effective date of disposal, as appropriate. Where necessary, adjustments are made to the results of subsidiaries to bring their accounting policies into line with those used by the Company. Inter-company transactions, balances, loss, comprehensive loss and expenses are eliminated on consolidation, where appropriate.

The interim consolidated financial statements include the accounts of Lupaka and its wholly-owned subsidiaries, which are as follows:

- Lupaka USA Limited (“LPKUSA”), a USA company
- Andean American Gold Corp. (“AAG”), a Canadian company
- Lupaka Gold Peru S.A.C. (“LGP”), a Peru company
- Andean Exploraciones S.A.C. (“AES”), a Peru company (inactive)
- Greenhydro S.A.C. (“Greenhydro”), a Peru company (inactive)

3 Receivables

Receivables consist of goods and services taxes due from the Government of Canada. The Company anticipates full recovery of its current receivables within one year.

4 Mineral exploration properties

Oregon, USA

In December 2021, the Company acquired three potential gold properties in the state of Oregon, USA referred to as the Idol City, Pine Creek and Red Mountain projects. All three properties are located in the south-east corner of the state in a similar geological environment to the prolific Battle Mountain - Eureka trend in Northern Nevada. Ownership of these properties is held by LPK USA and consulting, legal and staking expenditures totaling \$19,878 have been capitalized to mineral properties to September 30, 2022.

British Columbia, CAN

In July 2022, the Company entered into a non-binding, 60-day exclusive Letter of Intent with Alterra Mining Inc. (“Alterra”) to enter into an Option Agreement whereby Lupaka would be able to earn a 100 percent interest in Alterra’s CCN Property in the Kamloops, BC mining district. The CCN Property is comprised of 5,777 hectares, including 5,252 hectares directly controlled by Alterra and 524 hectares held by Alterra under option from third parties. Prior to the expiry of the 60-day exclusive period, the Company decided not to pursue the Alterra Letter of Intent any further.

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Notes to the Unaudited Condensed Interim Consolidated Financial Statements Three and nine months ended September 30, 2022 and 2021 (Unaudited)

(presented in Canadian Dollars)

5 Accounts payable and accrued liabilities

As at September 30, 2022, \$293,425 was payable to a former CEO of the Company pursuant to a March 2018 settlement agreement which was renegotiated in February 2019. In addition, approximately \$221,000 remains due to the KLR Group, LLC for finder's fees incurred in obtaining the PLI Financing Agreement (Note 7) pursuant to a June 2017 settlement agreement.

6 Related party transactions

Details of transactions between the Company and other related parties are disclosed below:

a) Related party expenditures

During the nine months ended September 30, 2022, the Company incurred \$3,000 (2021 - \$2,000) in management fees with DFJ Consulting Services Ltd., a company owned by the CFO of the Company.

(b) Key management compensation

Key management includes directors and executive officers of the Company. The compensation paid or payable to key management for employee services for the three and nine months ended September 30, 2022 and 2021 is shown below:

	Three months ended		Nine months ended	
	September 30		September 30	
	2022	2021	2022	2021
	\$	\$	\$	\$
Management fees	1,000	7,561	3,000	24,528
Share-based compensation	7,812	4,843	40,620	30,228
Total	8,812	12,404	43,620	54,756

(c) Due to current and former related parties

Amounts due to or from related parties are unsecured and non-interest bearing and measured at the amount of consideration established and agreed to by the related parties.

As at September 30, 2022:

- \$1,050 was payable to the Company's CFO for outstanding management fees and GST, which is included in Due to Related Parties;
- \$27,300 (net of tax) was payable for consulting and advisory services to Havilah Holdings Inc. ("Havilah") and \$2,100 (net of tax) was payable to ABE Industries Inc. ("ABE"), which is included in Due to Related Parties. Havilah is a co-owner of K-Rok Minerals Inc. which is owned 60% by ABE, 35% by Havilah and 5% by another individual. ABE is wholly-owned by Gordann Consultants Ltd., a company in which the Company's Chairman, CEO and a director owns a 51% interest and his wife owns a 49% interest. Collectively, these parties hold >10% of the Company; and
- \$293,425 was payable to a former CEO of the Company pursuant to a March 2018 settlement agreement between the parties, which is included in Accounts Payable.

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Notes to the Unaudited Condensed Interim Consolidated Financial Statements Three and nine months ended September 30, 2022 and 2021 (Unaudited)

(presented in Canadian Dollars)

7 Loss of control over IMC

By agreement with PLI Huara Holdings LP dated June 30, 2016 and amended August 2, 2017, the Company executed the PLI Financing Agreement with PLI to fund US\$7 million for the completion of development and to initiate production at Invicta Mining Corp.'s ("IMC") Invicta Gold Project ("Invicta").

On July 2, 2019, the Company received a formal Notice of Acceleration (the "Acceleration Notice") from PLI regarding the PLI Financing Agreement. The Acceleration Notice claims that as a result of existing specified claims of alleged default, PLI declared an early termination date of the loan and requested immediate payment of approximately US\$15.6 million. In October 2019, the Company was advised that PLI had seized all of the ownership shares of IMC, effective July 2, 2019, resulting in the Company losing control of IMC and Invicta.

Arbitration Claim made under the Canada-Peru Free Trade Agreement ("CPFTA")

PLI's specified claims of default primarily related to the Company's inability to make scheduled repayments against the PLI Financing Agreement as a result of the ongoing illegal road blockade carried out by the community of Paran located near Invicta. Despite numerous requests for resolution assistance from local and federal government officials of the Republic of Peru, the requested assistance was not provided and the blockade continued, resulting in the Company's loss of its ownership of IMC and the Invicta Gold Project.

On October 21, 2019, the Company delivered to the Peruvian Minister of Economy and Finance a Request for Arbitration in accordance with the 2009 Free Trade Agreement between Canada and Peru (the "CPFTA Arbitration"). In this respect, the Company has engaged international law firms Lalive SA and Boles Schiller Flexner LLP (to represent its interests in the CPFTA Arbitration, which primarily centers on a claim for US\$47.7 Million plus interest at a rate of LIBOR+2% compounded annually from August 27, 2019 until payment is received by Lupaka.

On August 4, 2020, the Company reported that it had entered into an Arbitration Funding Agreement with Bench Walk Advisors ("BWA") to support the Company's arbitration claim against the Republic of Peru under the CPFTA. The BWA Agreement allows for up to USD\$4.1 million to support the arbitration and related costs. Amounts advanced by BWA are repayable only upon a successful claim and recovery being achieved. The actual amount received by BWA will vary in accordance with the actual settlement received by the Company from the Republic of Peru. As such, the financing is non-dilutive to current Lupaka shareholders. Precise terms of the Arbitration Funding Agreement (other than those set out herein) are confidential.

8 Equity

a) Common shares

Authorized: unlimited with no par value.

Consolidation of the Company's common shares

At the Company's annual general and special meeting of the Company's shareholders held on June 10, 2022 (the "Meeting"), the shareholders approved: a consolidation of the common shares in the capital of the Company on the basis of one (1) post-consolidation common share for every ten (10) pre-consolidation common shares (the "Consolidation"); and a necessary amendment of the Company's Articles. On August 15, 2022, the effective date of the Consolidation, trading of the Company's post-Consolidation shares commenced on August 15, 2022 with a new CUSIP number of 550435309 and a new ISIN number of CA5504353098. The Company's name and stock symbol remain unchanged following the Consolidation. All information related to the Company's common shares, options, warrants and loss per share have been retroactively adjusted to give effect to the Consolidation for all periods presented. Immediately following the

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Notes to the Unaudited Condensed Interim Consolidated Financial Statements Three and nine months ended September 30, 2022 and 2021 (Unaudited)

(presented in Canadian Dollars)

Consolidation, the number of common shares outstanding was reduced to 16,027,770 shares issued and outstanding.

Private Placements

On October 28, 2022, the Company announced that it had closed a non-brokered private placement. Upon the closing, the Company issued 2,000,000 units at a price of \$0.10 per unit for gross proceeds of \$200,000. Each unit consists of one common share of the Company and one transferable common share purchase warrant entitling the holder to purchase an additional common share of the Company at a price of \$0.25 for a period of three years from the closing. All of the shares issued and any warrant shares (if exercised prior to March 1, 2023) are subject to a hold period expiring four months and one day from the closing in accordance with applicable securities laws. No finder's fees were paid in connection with this private placement.

Closing of the private placement is subject to final acceptance by the TSX Venture Exchange.

The proceeds of the private placement will be used for property acquisitions and development expenditures, and general working capital.

On July 14, 2021, the Company completed a non-brokered private placement with third-party individuals raising gross proceeds of \$200,000 and issuing 400,000 units at a price of \$0.50 per unit. Each unit consists of one common share of the Company ("Share") and one transferable common share purchase warrant ("Warrant Share") entitling the holder to purchase an additional common share of the Company at a price of \$1.00 for a period of three years from the closing (the "July 2021 Placement"). All Shares issued and Warrants Shares (if exercised prior to November 15, 2021) are subject to a hold period expiring four months and one day from the closing date of the July 2021 Placement in accordance with applicable securities laws. In connection with the subscriptions received the Company paid finders' fees in the amount of \$10,000 in cash, and no Insiders participated in this Placement. The proceeds of the July 2021 Placement were used to pay ongoing operating costs as the Company continues to pursue its litigation against the Republic of Peru and to support review of potential new properties.

On January 20, 2021, the Company completed a non-brokered private placement with third-party individuals raising gross proceeds of \$100,000 and issuing 200,000 units at a price of \$0.50 per unit. Each unit consists of one common share of the Company and one transferable common share purchase warrant entitling the holder to purchase an additional common share of the Company at a price of \$1.00 for a period of three years from the closing (the "Placement"). All Shares issued and Warrants Shares (if exercised prior to May 21, 2021) were subject to a hold period expiring four months and one day from the closing date of the Placement in accordance with applicable securities laws. No finders' fees were paid, and no Insiders participated in this Placement.

Other issuances

During the year ended December 31, 2021, the Company issued 76,833 common shares for gross proceeds of \$38,417 in connection with the exercise of stock options.

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Notes to the Unaudited Condensed Interim Consolidated Financial Statements Three and nine months ended September 30, 2022 and 2021 (Unaudited)

(presented in Canadian Dollars)

Equity (continued)

b) Share purchase warrants

Pursuant to the closing of the October 28, 2022 private placement, the Company issued 2,000,000 transferable common share purchase warrants entitling the holder to purchase an additional common share of the Company at a price of \$0.25 for a period of three years from the Closing (the "Placement"). All of the Shares issued and any Warrants Shares (if exercised prior to March 1, 2023) are subject to a hold period expiring four months and one day from the Closing.

Pursuant to the closing of the January 2021 private placement, the Company issued 200,000 Warrant Shares. Each Warrant Share entitles the holder to purchase one additional common share, exercisable at \$1.00 for a period of thirty-six months from closing. The residual fair value of the Warrant Shares was estimated to be \$0.38 per warrant, for a total of \$76,119 recorded as Warrants, at the grant dates using the Black-Scholes option-pricing model and based on the following assumptions:

Exercise price (\$)	1.00
Risk free interest rate (%)	0.16
Expected life (years)	3.0
Expected volatility (%)	100%

As at September 30, 2022, all 200,000 Warrant Shares remain outstanding.

Pursuant to the closing of the July 2021 private placement, the Company issued 400,000 Warrant Shares. Each Warrant Share entitles the holder to purchase one additional common share, exercisable at \$1.00 for a period of thirty-six months from closing. The residual fair value of the Warrant Shares was estimated to be \$0.24 per warrant, for a total of \$95,321 recorded as

Warrants, at the grant dates using the Black-Scholes option-pricing model and based on the following assumptions:

Exercise price (\$)	1.00
Risk free interest rate (%)	0.44
Expected life (years)	3.0
Expected volatility (%)	100%

As at September 30, 2022, all 400,000 Warrant Shares remain outstanding.

Following is a continuity schedule of the Company's warrants, for the nine months ended September 30, 2022 and 2021:

	Nine months ended September 30,			
	2022	Weighted average exercise price \$	2021	Weighted average exercise price \$
	Number of share purchase warrants		Number of share purchase warrants	
Warrants outstanding – beginning of period	600,000	1.00	2,597,201	1.00
Warrants issued	-	-	600,000	1.00
Warrants expired	-	-	(2,597,201)	1.00
Warrants outstanding – end of period	600,000	1.00	600,000	1.00

The weighted average remaining life of the Company's warrants is 1.6 years.

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Notes to the Unaudited Condensed Interim Consolidated Financial Statements Three and nine months ended September 30, 2022 and 2021 (Unaudited)

(presented in Canadian Dollars)

Equity (continued)

c) Share options

The Company has in place an incentive share option plan dated September 20, 2010 (the “Option Plan”) for directors, officers, employees and consultants to the Company. The Option Plan provides that the directors of the Company may grant options to purchase common shares on terms that the directors may determine, within the limitations of the Option Plan, including:

- The maximum number of common shares issuable pursuant to options granted under the Option Plan shall not exceed 10% of the outstanding common shares issued at the date of grant and
- The terms of options are a minimum of one year and a maximum of ten years from the date the option is granted, with the most common option terms being five years.

Vesting terms are determined for each grant by the Company’s Board of Directors.

A summary of changes to share options outstanding and exercisable is as follows:

	Nine months ended September 30,			
	2022		2021	
	Number of share options	Weighted average exercise price \$	Number of share options	Weighted average exercise price \$
Options outstanding – beginning of period	1,458,167	0.81	1,375,500	0.95
Exercised	-	-	(76,833)	0.50
Expired	(100,000)	1.50	-	-
Options outstanding – end of period	1,358,167	0.76	1,298,667	0.97

There were no share options granted in the nine months ended September 30, 2022 and 2021.

Option pricing models require the input of highly subjective assumptions including expected price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate. The volatility was calculated using historical volatility of comparable companies as an expectation of the Company’s future volatility.

Non-cash share-based compensation costs have been recorded for the three and nine months ended September 30, 2022 and 2021 and allocated as follows:

	Three months ended September 30		Nine months ended September 30	
	2022	2021	2022	2021
	\$	\$	\$	\$
Management fees	39,582	6,019	48,957	37,479
Shareholder and investor relations	3,566	759	4,348	4,213
Consulting	3,388	-	4,169	-
Exploration	3,031	-	3,812	-
Total share-based compensation	49,567	6,778	61,286	41,692

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Notes to the Unaudited Condensed Interim Consolidated Financial Statements Three and nine months ended September 30, 2022 and 2021 (Unaudited)

(presented in Canadian Dollars)

Equity (continued)

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

Year of Expiry	Range of exercise prices \$	Outstanding			Exercisable		
		Number of options outstanding	Weighted average exercise price \$	Weighted average remaining contractual life (years)	Number of options exercisable	Weighted average exercise price \$	Weighted average remaining contractual life (years)
2022	1.50	75,000	1.50	0.2	75,000	1.50	0.2
2023	1.20 – 2.30	235,000	1.60	1.0	235,000	1.60	1.0
2024	0.50 – 1.00	345,000	0.60	1.9	345,000	0.60	1.9
2025	0.50	403,167	0.50	3.0	403,167	0.50	3.0
2026	0.50	300,000	0.50	4.1	150,000	0.50	4.1
		1,358,167	0.76	2.4	1,208,167	0.80	2.2

d) Contingent Value Rights

In June 2022, the Company issued contingent value rights (each, a “CVR”) to its shareholders. Each CVR entitles the holder to receive a pro rata portion of any net amount available for distribution if the Company receives a cash award (the “Award”) from the Company’s Arbitration Claim. The net amount will be calculated by deducting from the Award proceeds certain amounts including the fees of the Company’s Arbitration Claim counsel and other payables and amounts to be retained by the Company for working capital and other corporate purposes, and a de minimus threshold will be applied to determine if a payment will be made to the CVR holders.

The Company issued the CVRs at a deemed value of \$0.000001 per CVR by way of a one-time special dividend to shareholders holding common shares of the Company as of June 8, 2022 (the “Record Date”). Each shareholder as of the Record Date received one CVR for each common share of the Company held. The CVRs are governed by the terms of an indenture entered into between the Company and Computershare Trust Company of Canada.

The issuance of the CVRs by the Company is intended to crystallize the entitlement of shareholders as of the Record Date to a portion of any of the Award received by the Company, if any, and prevent dilution of this entitlement through future share issuances of the Company prior to any Award being received. The issuance of the CVRs is also expected to provide the Company with an enhanced ability to raise equity financing and pursue acquisitions and development of mineral properties.

12 Segmented information

The Company has two reportable segments. Canada includes the Canadian corporate office and the Company’s management. The United States includes its exploration projects. The Company’s reportable segments are based on the reports reviewed by management that are used to make strategic decisions. Loss for the nine months ended September 30, 2022 and total assets by segments are as follows:

	Nine months ended September 30,	
	2022	2021
	\$	\$
Loss		
Canada	362,390	113,297
	362,390	113,297

Lupaka Gold Corp.

Notes to the Unaudited Condensed Interim Consolidated Financial Statements Three and nine months ended September 30, 2022 and 2021 (Unaudited)

(presented in Canadian Dollars)

Segmented information (continued)

	As at September 30, 2022 \$	As at December 31, 2021 \$
Total assets		
Canada	21,490	126,377
United States	19,877	11,239
	41,367	137,616

13 Capital management

The Company's objective when managing capital structure is to maintain liquidity in order to ensure the Company's strategic acquisition and exploration objectives are met. In the management of capital, the Company defines capital as its shareholders' equity September 30, 2022 – (\$797,725); December 31, 2021 – (\$497,933).

The Company manages and makes adjustments to its capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. The Company intends to continue to assess new resource 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. To maintain or adjust its capital structure, the Company may issue new shares, issue debt, acquire or dispose of assets or adjust the amount of cash equivalents and investments.

In order to facilitate the management of its capital requirements, the Company prepares annual expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. At September 30, 2022, the Company is seeking opportunities to obtain further funding to pay for exploration and liabilities as they come due.

14 Financial risk factors

(a) Financial risk exposure and risk management

The Company's activities expose it to a variety of financial risks, which include credit, liquidity, market, foreign exchange, interest rate, and commodity price risks.

Financial risk management is carried out by the Company's management team with oversight from the Company's Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due (Note 1). The Company manages its liquidity risk through the management of its capital structure and assets.

At September 30, 2022 and December 31, 2021, the Company's undiscounted contractual obligations and their maturity dates were as follows:

	September 30, 2022 \$	December 31, 2021 \$
Trade and other payables (within 1 year)	839,092	635,549

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Notes to the Unaudited Condensed Interim Consolidated Financial Statements Three and nine months ended September 30, 2022 and 2021 (Unaudited)

(presented in Canadian Dollars)

Financial risk factors (continued)

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as foreign exchange rates, prices, interest rates, and commodity prices.

Interest rate risk

The Company is exposed to financial risk related to the fluctuation of interest rates.

Foreign exchange risk

The Company is exposed to the financial risk related to the fluctuation of foreign exchange rates. The Company incurs a portion of its expenses US Dollars. A significant change in the currency exchange rates may an effect on the Company's results of operations. The Company has not hedged its exposure to currency fluctuations.

(b) Fair value of financial instruments

IFRS 7 establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair values as follows:

- Level 1 – valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 – valuation techniques based on inputs that are other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (prices) or indirectly (derived from prices); and
- Level 3 – valuation techniques with unobservable market inputs (involves assumptions and estimates by management of how market participants would price the assets or liabilities).

In evaluating fair value information, considerable judgment is required to interpret the market data used to develop the estimates. The use of different market assumptions and valuation techniques may have a material effect on the estimated fair value amounts.

The fair values of cash and trade and other payables approximate carrying value because of their short-term nature. At September 30, 2022 and December 31, 2021, the Company had no financial instruments that would be categorized as Level 2 or Level 3 in the fair value hierarchy above.