FPX NICKEL CORP.

Consolidated Financial Statements

December 31, 2021 & 2020

(Stated in Canadian Dollars)

DeVISSERGRAY LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

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INDEPENDENT AUDITOR'S REPORT

To the Shareholders of FPX Nickel Corp.

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of FPX Nickel Corp., which comprise the consolidated statements of financial position as at December 31, 2021 and 2020 and the consolidated statements of loss and comprehensive loss, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of FPX Nickel Corp. as at December 31, 2021 and 2020 and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards (IFRS).

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of FPX Nickel Corp. in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

Management is responsible for the other information. The other information comprises the information included in "Management's Discussion and Analysis" but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, and in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing FPX Nickel Corp.'s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate FPX Nickel Corp. or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing FPX Nickel Corp.'s financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of FPX Nickel Corp.'s internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on FPX Nickel Corp.'s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause FPX Nickel Corp. to cease to continue as a going concern.

- Evaluate the overall presentation, structure, and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audits.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is William Nichols.

De Visser Gray LLP

Chartered Professional Accountants

Vancouver, BC
March 31, 2022

FPX NICKEL CORP.
Consolidated Statements of Financial Position
(Stated in Canadian Dollars)

	December 31, 2021	December 31, 2020
	$	$
ASSETS		
Current		
Cash and cash equivalents (note 4)	**14,535,024**	5,835,074
Amounts receivable (note 5)	**1,288,864**	57,930
Prepaid expenses (note 6)	**37,150**	24,390
Total Current Assets	**15,861,038**	5,917,394
Reclamation deposits (note 7)	**133,597**	133,288
Right-of-use asset – office lease (notes 3 and 10)	**234,866**	50,663
Exploration and evaluation assets (note 8)	**14,229,963**	10,222,912
Total Assets	**30,459,464**	16,324,257
LIABILITIES		
Current		
Accounts payable and accrued liabilities (note 9)	**453,172**	117,363
Lease liability – current portion (notes 3 and 10)	**83,636**	33,992
Interest payable (notes 1 and 11)	**-**	63,660
Total Current Liabilities	**536,808**	215,015
Lease liability – non-current portion (notes 3 and 10)	**154,070**	21,549
Loans payable (notes 1 and 11)	**-**	3,371,582
CEBA loan payable (note 15)	**-**	40,000
Total Liabilities	**690,878**	3,648,146
EQUITY		
Share capital (note 12)	**62,531,195**	44,188,865
Other equity reserve (note 12)	**9,473,652**	6,884,555
Deficit	**(42,236,261)**	(38,397,309)
Total Shareholders’ Equity	**29,768,586**	12,676,111
Total Liabilities and Shareholders’ Equity	**30,459,464**	16,324,257

Nature and continuance of operations (note 1)
Commitments (note 15)
Subsequent events (note 19)

Approved and authorized by the Board of Directors:

/s/ Peter M. D. Bradshaw — Peter M.D. Bradshaw, Director

/s/ James S. Gilbert — James S. Gilbert, Director

See notes to the consolidated financial statements

FPX NICKEL CORP.

Consolidated Statements of Loss and Comprehensive Loss
For the Years Ended December 31
(Stated in Canadian dollars)

	2021	2020
	$	$
EXPENSES		
Accounting, legal and audit	**116,218**	23,219
Depreciation (note 10)	**50,690**	31,997
Foreign exchange loss (gain)	**(7,201)**	(60,332)
General exploration	**68,349**	1,315
Insurance	**17,367**	13,468
Interest expense (notes 10 and 11)	**35,372**	502,529
Management fees and salaries (note 14)	**734,418**	462,443
Office and administration	**39,572**	29,429
Share-based compensation (note 12)	**2,276,855**	531,087
Travel, promotion & communication	**539,539**	237,094
Trust and filing fees	**101,208**	27,767
Loss before other items	**(3,972,387)**	(1,800,016)
OTHER ITEMS		
Interest income	**109,317**	26,038
Gain on settlement of CEBA loan	**20,000**	-
Gain on lease modification	**4,118**	-
Loss on sale of marketable securities	**-**	(37,131)
	133,435	(11,093)
Net loss and comprehensive loss for the year	**(3,838,952)**	(1,811,109)
Basic and diluted loss per share (note 13)	**$0.02**	$0.01
Weighted average number of common shares outstanding	**205,820,525**	165,292,927

See notes to the consolidated financial statements

FPX NICKEL CORP.

Consolidated Statements of Changes in Equity
For the Years Ended December 31, 2021 and December 31, 2020
(Stated in Canadian Dollars)

	Share Capital		Other		Accumulated Other	
	Number of Shares	Amount	Equity Reserve	Deficit	Comprehensive Loss	Total
	#	$	$	$	$	$
Balance, December 31, 2019	**154,728,672**	**33,476,916**	**6,446,378**	**(36,586,200)**	**(29,044)**	**3,308,050**
Private placement	17,296,968	6,430,000	-	-	-	6,430,000
Share issue costs	-	(218,482)	-	-	-	(218,482)
Options exercised	1,200,000	237,910	(92,910)	-	-	145,000
Shares issued in debt settlement	7,750,037	4,262,521	-	-	-	4,262,521
Share-based compensation	-	-	531,087	-	-	531,087
Adjustment on sale of marketable securities	-	-	-	-	29,044	29,044
Net loss for the year	-	-	-	(1,811,109)	-	(1,811,109)
Balance, December 31, 2020	**180,975,677**	**44,188,865**	**6,884,555**	**(38,397,309)**	**-**	**12,676,111**
Public offering	24,769,800	16,100,370	-	-	-	16,100,370
Shares issued in debt settlement	5,312,386	3,453,051	-	-	-	3,453,051
Share issue costs	-	(1,848,521)	567,172	-	-	(1,281,349)
Options exercised	2,800,000	637,430	(254,930)	-	-	382,500
Share-based compensation	-	-	2,276,855	-	-	2,276,855
Net loss for the year	-	-	-	(3,838,952)	-	(3,838,952)
Balance, December 31, 2021	**213,857,863**	**62,531,195**	**9,473,652**	**(42,236,261)**	**-**	**29,768,586**

See notes to the consolidated financial statements

FPX NICKEL CORP.

Consolidated Statements of Cash Flows
For the Years Ended December 31
(Stated in Canadian Dollars)

	2021	2020
	$	$
Cash provided by (used for):		
Operating activities		
Net loss for the year	**(3,838,952)**	(1,811,109)
Add items not involving cash:		
Depreciation	**50,690**	31,997
Accrued interest included in loans payable	**26,713**	497,132
Loss on sale of marketable securities	**-**	37,131
Unrealized foreign exchange (gain) loss on loan payable	**(11,663)**	(394)
Gain on settlement of CEBA loan	**(20,000)**	-
Gain on lease modification	**(4,118)**	-
Loss on settlement of loan payable	**2,759**	-
Share-based compensation	**2,276,855**	531,087
	(1,517,716)	(714,156)
Changes in non-cash working capital components:		
Amounts receivable	**(188,501)**	(11,377)
Prepaid expenses	**(12,760)**	15,664
Accounts payable and accrued liabilities	**54,467**	50,210
	(1,664,510)	(659,659)
Financing activities *		
Proceeds from shares issued	**16,482,870**	6,575,000
Share issue costs	**(1,281,349)**	(218,482)
Repayment of lease liability	**(48,610)**	(29,345)
Repayment of loans payable and interest payable	**-**	(870,919)
Proceeds from CEBA loan	**20,000**	40,000
Repayment of CEBA loan	**(40,000)**	-
Proceeds from sale of marketable securities	**-**	19,694
	15,132,911	5,515,948
Investing activities *		
Reclamation deposits	**(309)**	(15,547)
Exploration and evaluation expenditures	**(4,768,142)**	(734,113)
	(4,768,451)	(749,660)
Net cash and cash equivalents provided during year	**8,699,950**	4,106,629
Cash and cash equivalents – beginning of year	**5,835,074**	1,728,445
Cash and cash equivalents - end of year	**14,535,024**	5,835,074

**** Supplemental disclosure of non-cash financing and investing activities:***

Interest received	**109,317**	26,140
Accounts payable related to mineral properties	**312,798**	31,456
British Columbia mineral exploration tax credits receivable included in exploration and evaluation assets	**1,082,688**	40,255

Also see Notes 10 and 11.

See notes to the consolidated financial statements

1. NATURE AND CONTINUANCE OF OPERATIONS

FPX Nickel Corp. (the "Company") is incorporated under the *Business Corporations Act* (Alberta) and is involved in the acquisition and exploration of mineral property interests that are considered potential sites of economic mineralization. On May 25, 2017, the Company's shareholders approved a special resolution to change the Company's name from First Point Minerals Corp. to FPX Nickel Corp. The name change became effective on May 30, 2017. At the date of these consolidated financial statements, the Company has not identified a known body of commercial grade ore on any of its properties and the ability of the Company to recover the costs it has incurred to date on these properties is dependent upon the Company being able to identify a commercial ore body, to finance its exploration and development costs and to resolve any environmental, regulatory, or other constraints which may hinder the successful development of these properties.

On September 4, 2019, the Company closed amended and new loan agreements to extend the maturity of its long-term debt from September 4, 2020 to September 4, 2022 and September 4, 2025. On closing of the new and amended loan agreements, the Company's long-term debt was as follows:

- Loan from Peter Bradshaw, the Company's Chairman and largest shareholder, with principal of C$4 million and accrued interest due on September 4, 2025 (the "**Bradshaw Loan**"); and

- Loan from a private shareholder with principal of US$2.5 million and accrued interest due on September 4, 2022 (the "**Private Shareholder Loan**").

On October 20, 2020, the Company issued 7,750,037 common shares of the Company at a price of $0.55 per share in settlement of the $4,262,521 principal and interest owing on the Bradshaw Loan, thereby settling the Bradshaw Loan.

On February 11, 2021, the Company issued 5,312,386 common shares of the Company at a price of $0.65 per share in settlement of the $3,453,051 principal and interest owing on the Private Shareholder Loan, thereby settling the Private Shareholder Loan.

The Company has not generated revenue from operations. The Company incurred a net loss of $3,838,952 (2020 – $1,811,109) during the year ended December 31, 2021 and as of that date the Company's deficit was $42,236,261 (2020 - $38,397,309). As the Company is in the exploration stage, the recoverability of the costs incurred to date on its exploration properties is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the exploration and development of its properties and upon future profitable production or proceeds from the disposition of the properties.

While the Company's working capital position at December 31, 2021 was $15,324,230 (2020 - $5,702,379), the Company will periodically have to raise funds 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. These consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

These consolidated financial statements include the financial statements of the Company and its subsidiary. They are presented in Canadian dollars, which is the functional currency of the Company and its subsidiary.

The head office and principal address of the Company is Suite 320 – 1155 West Pender Street, Vancouver, British Columbia V6E 2P4. The Company's registered and records office is 4500 Bankers Hall East, 855 Second Street SW, Calgary, Alberta T2P 4K7.

2. BASIS OF PREPARATION

(a) *Statement of compliance*

The consolidated financial statements of the Company for the year ended December 31, 2021, including comparatives for the prior year, have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

These consolidated financial statements were approved and authorized for issue by the Board of Directors on March 31, 2022.

(b) *Basis of measurement*

These consolidated financial statements have been prepared on a historical costs basis except for financial instruments as described in Note 3 (c), which are stated at their fair value. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting.

The preparation of these consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported expenses during the period. Although management uses historical experience and its best knowledge of the amounts, events or actions to form the basis for judgments and estimates, actual results could differ from these estimates. See also Note 3 (t).

3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements, unless otherwise indicated.

(a) *Basis of consolidation*

The consolidated financial statements include the accounts of the parent company, FPX Nickel Corp. and its subsidiary as listed below:

Name of Subsidiary	**Jurisdiction**	**Nature of Operations**	**Equity Interest**
First Point Mexico, S.A. de C.V.	Mexico	Exploration	100%

The financial statements of the Company's subsidiary are included in the consolidated financial statements from the date that control commences until the date that control ceases. Control exists when the Company has the power, directly or indirectly, to determine the financial and operating policies of an entity so as to obtain benefits from its activities. All intercompany balances and transactions have been eliminated.

(b) *Foreign currencies*

The functional currency of the Company and its subsidiary is the Canadian dollar and unless otherwise specified, all dollar amounts in these consolidated financial statements are expressed in Canadian dollars. The functional currency is the currency of the primary economic environment in which the entity operates and has been determined for each entity within the Company. The functional currency determinations were conducted through an analysis of the consideration factors identified in IAS 21 - *The Effects of Changes in Foreign Exchange Rates.*

The accounts of foreign operations are translated into Canadian dollars as follows: monetary assets and liabilities at the rates of exchange prevailing at the statement of financial position date; non-monetary assets and liabilities at applicable

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

historical exchange rates; revenues and expenses at the average rate of exchange for the year, except for non-monetary expenses which are recorded at the rates used for the translation of the related assets. Foreign exchange translation gains and losses are included in the statement of loss and comprehensive loss.

(c) Financial instruments

The Company recognizes financial assets and liabilities on the statement of financial position when it becomes a party to the contractual provisions of the instrument.

Financial assets

Cash and cash equivalents (see (d) below) are classified as subsequently measured at amortized cost.

Amounts receivable, exclusive of GST and exploration tax credits, are non-interest bearing and are recognized at the face amount, except when fair value is materially different, and are subsequently measured at amortized cost. Amounts receivable recorded are net of lifetime expected credit losses. The Company applies the simplified approach to determining expected credit losses, which requires expected credit losses to be recognized upon initial recognition of the receivables. See Note 5.

Reclamation deposits are classified as subsequently measured at amortized cost. See Note 7.

Financial liabilities

Trade payables are non-interest bearing if paid when due and are recognized at face amount, except when fair value is materially different. Trade payables are subsequently measured at amortized cost. See Note 9.

Lease liability is initially recorded at present fair. Lease liability and related interest payable are subsequently measured at amortized cost, calculated using the effective interest rate method. See Notes 3(s) and 10.

Loans payable are initially recorded at fair value less transaction costs. Loans and related interest payable are subsequently measured at amortized cost, calculated using the effective interest rate method. See Note 11.

(d) Cash and cash equivalents

Cash and cash equivalents include cash on hand and highly liquid investments having maturity dates of one year or less from the date of acquisition, which are readily convertible to known amounts of cash.

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(e) ***Impairment of intangible assets (excluding goodwill)***

At the end of each reporting period, the Company's assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the profit or loss for the period. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

(f) ***Reclamation deposits***

Cash which is subject to contractual restrictions on use imposed by government agencies as a condition of granting permits in connection with exploration and evaluation assets is classified separately as reclamation deposits.

(g) ***Exploration and evaluation assets***

Once the legal right to explore a property has been acquired, the acquisition costs, including legal and other directly related fees, and the costs directly related to exploration and evaluation assets are recognized and capitalized. These direct expenditures include such costs as materials used, surveying costs, drilling costs, and payments made to contractors. Costs not directly attributable to exploration and evaluation assets activities, including general administrative costs, are expensed in the period in which they occur.

The Company may enter into option agreements, whereby the Company will transfer part of its interest in a mineral property, as consideration, for an agreement by the optionee to meet certain mineral property expenditures which would have otherwise been undertaken by the Company. The Company does not record any expenditures made by the optionee on the Company's behalf. Any cash or other consideration received from the optionee is credited against the costs previously capitalized to the mineral interest given up by the Company, with any excess accounted for as a gain on disposal.

When a project is deemed to no longer have commercially viable prospects to the Company, exploration and evaluation asset expenditures in respect of that project are deemed to be impaired. As a result, those exploration and evaluation asset expenditures in excess of estimated recoveries are written off to the statements of loss and comprehensive loss.

The Company assesses exploration and evaluation assets for impairment when facts and circumstances suggest that the carrying amount of an asset may exceed its recoverable amount.

Once the technical feasibility and commercial viability of extracting the mineral resource has been demonstrated and a development decision has been made, the capitalized costs of the related property are transferred to mining assets and depreciated using the units of production method on commencement of commercial production.

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(g) ***Exploration and evaluation assets*** *(continued)*

As the Company currently has no operational income, any incidental revenues earned in connection with exploration activities are applied as a reduction to capitalized costs. Exploration and evaluation assets are classified as intangible assets.

(h) ***Government assistance***

Government assistance received in respect to exploration and evaluations asset expenditures is offset against the costs incurred, or included in income if the costs applicable to such properties have been written off.

(i) ***Option agreements – exploration and evaluation assets***

From time to time, the Company may acquire or dispose of exploration and evaluation assets pursuant to the terms of option agreements. Due to the fact that options are exercisable entirely at the discretion of the optionee, the amounts payable or receivable are not recorded. Option payments are recorded as exploration and evaluation expenditures or recoveries when the payments are made or received.

(j) ***Comprehensive loss***

Comprehensive income is the change in shareholders' equity during a reporting period from transactions and other events and circumstances from non-owner sources. It includes all changes in equity during a period except those resulting from investments by owners and distributions to owners. The statements of loss and comprehensive loss list unrealized gains and losses for classifications of financial instruments that do not require such gains and losses to be included in net income.

(k) ***Income taxes***

The Company accounts for and measures deferred tax assets and liabilities in accordance with the asset and liability method.

Under this method, deferred tax assets and liabilities are recognized for the deferred tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using the enacted or substantively-enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the date of enactment or substantive enactment of the change. When the future realization of income tax assets does not meet the test of being more likely than not to occur, no net asset is recognized. Accordingly, the Company's accounting policy for deferred income taxes currently has no effect on the financial statements of any of the fiscal periods presented.

Additional income taxes that arise from the distribution of dividends are recognized at the same time as the liability to pay the related dividend. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(l) Share capital

Common shares issued for non-monetary consideration are recorded at their fair market value based upon the date of share issuance.

Costs incurred to issue common shares are deducted from share capital.

(m) Flow-through shares

The Company from time to time issues flow-through common shares to finance a significant portion of its exploration programs. Pursuant to the terms of the applicable flow-through share subscription agreements, the tax deductibility of qualifying resource expenditures funded from the proceeds of the sales of such shares is transferred to the investors who purchased the flow-through shares. Under IFRS, on issuance of such shares, the Company bifurcates the flow-through share into: (i) a flow-through share premium, equal to the estimated premium, if any, investors pay for the flow-through feature, which is recognized as a liability, and (ii) share capital. As the related exploration expenditures are incurred, the Company derecognizes the liability and recognizes an income tax recovery.

Proceeds received from the issuance of flow-through shares are restricted to be used only for Canadian resource property exploration expenditures within a two-year period.

The Company may also be subject to a Part XII.6 tax on flow-through proceeds renounced under the “Look-back” Rule, in accordance with flow-through regulations pursuant to the *Income Tax Act (Canada)*. When applicable, this tax is accrued as a financial expense until paid.

(n) Share-based payment transactions

The Company grants stock options to acquire common shares of the Company to directors, officers, employees and consultants. The fair value of stock options is measured on the date of grant, using the Black-Scholes option pricing model, and is recognized over the vesting period. Consideration paid for the shares on the exercise of stock options is credited to share capital.

In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at the fair value of the share-based payment. Otherwise, share-based payments are measured at the fair value of goods or services received.

(o) Loss per share

The Company presents basic and diluted loss per share data for its common shares, calculated by dividing the loss attributed to common shareholders of the Company by the weighted average number of common shares outstanding during the reporting period. Diluted earnings (loss) per share are calculated in a manner similar to that used to calculate basic earnings (loss) per share except that the weighted average shares outstanding are increased to include the additional shares resulting from the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common shares at the average market price during the reporting periods. Diluted loss per share does not adjust the loss attributed to common shareholders or the weighted average number of common shares outstanding when the effect of such adjustments is anti-dilutive.

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(p) Provision for environmental rehabilitation

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of exploration and evaluation assets and equipment, when those obligations result from the acquisition, construction, development or normal operation of the assets.

The net present value of future rehabilitation cost estimates arising from the decommissioning of plant and other site preparation work is capitalized to mining assets along with a corresponding increase in the rehabilitation provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. The rehabilitation asset is depreciated on the same basis as mining assets.

The Company's estimates of reclamation costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to mining assets with a corresponding entry to the rehabilitation provision. The Company's estimates are reviewed annually for changes in regulatory requirements, discount rates, effects of inflation and changes in estimates. Changes in the net present value, excluding changes in the Company's estimates of reclamation costs, are charged to profit or loss for the period.

At December 31, 2021, the Company does not have any provision for environmental rehabilitation.

(q) Provisions

Provisions are recognized where a legal or constructive obligation has been incurred as a result of past events, it is probable that an outflow of resources embodying economic benefit will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made. Provisions for environmental restoration, legal claims, onerous leases and other onerous commitments are recognized at the best estimates of the expenditures required to settle the Company's liability.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the obligation. An amount equivalent to the discounted provision is capitalized within tangible capital assets and is depreciated over the useful lives of the related assets. The increase in the provision due to passage of time is recognized as an accretion expense.

(r) Related party transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

(s) Leases

At inception of a contract, the Company must assess whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset over a period of time in exchange for consideration. The Company must assess whether the contract involves the use of an identified asset, whether it has the right to obtain substantially all of the economic benefits from the use of the asset during the term of the contract and if it has the right to direct the use of the asset.

As a lessee, the Company recognizes a right-of-use asset and a lease liability at the commencement date of the lease.

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Right-of-use asset

The right-of-use asset is initially measured at cost, which is comprised of the initial amount of the lease liability adjusted for any lease payments made and any initial direct costs incurred at or before the commencement date, plus any decommissioning and restoration costs, less any lease incentives received.

The right-of-use asset is subsequently depreciated from the commencement date to the earlier of the end of the lease term, or the end of the useful life of the asset. In addition, the right-of-use asset may be reduced due to impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

Lease liability

A lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date discounted by the interest rate implicit in the lease or, if that rate cannot be readily determined, the incremental borrowing rate. The lease liability is subsequently measured at amortized cost using the effective interest method.

The Company has elected not to recognize right-of-use assets and lease liabilities for short-term leases that have a lease term of twelve months or less and leases of low-value assets. The lease payments associated with these leases are charged directly to income on a straight-line basis over the lease term.

(t) Significant accounting judgments and estimates

The preparation of consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The consolidated financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the statements of financial position date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

- the recoverability and probability of future economic benefits of amounts capitalized as exploration and evaluation assets;
- the measurement of the lease liability does not include the three-year extension option included in the lease relocation and extension agreement because management is not reasonably certain that the option will be exercised;
- the operating expenses included in the measurement of the lease liability are based on those being charged during the first year of the lease term;
- the incremental rate of borrowing used in the measurement of the lease liability was based on the interest rate of the Company’s restructured loans payable;
- the inputs used in determining the various commitments which are accrued in the consolidated statements of financial position; and
- the estimate of British Columbia mineral exploration tax credits receivable.

(Stated in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(u) ***Anticipated changes to International Financial Reporting Standards***

The Company does not expect that the changes to IFRS that are effective as of January 1, 2022 will have a significant impact on the Company's results of operations or financial position.

4. CASH AND CASH EQUIVALENTS

		2021		2020
Cash on deposit	$	84,914	$	93,955
Liquid short-term investments		14,450,110		5,741,119
Cash and cash equivalents	$	14,535,024	$	5,835,074

5. AMOUNTS RECEIVABLE

The Company's receivables arise mainly from amounts due from Canadian government taxation authorities in relation to GST receivable and refundable mineral exploration tax credits.

6. PREPAID EXPENSES

The Company's prepaid expenses consist of the following:

		2021		2020
Insurance	$	4,781	$	3,448
Vendor prepayments		32,369		20,942
Total	$	37,150	$	24,390

7. RECLAMATION DEPOSITS

The Company has provided deposits as security against potential future reclamation work relating to three of its mineral properties. As at December 31, 2021, a total of $133,597 (2020 - $133,288) has been provided in the form of cash and Guaranteed Investment Certificates posted with the Minister of Finance for the Province of British Columbia for the benefit of the provincial Ministry of Energy and Mines.

8. EXPLORATION AND EVALUATION ASSETS

As at December 31, 2021, the Company holds a 100% interest in five nickel properties, four of which are located in British Columbia (Decar, Wale, Orca and Klow), and one located in the Yukon Territory (Mich). With the exception of the Decar district, the Company's nickel properties are all in the early stage of exploration.

(Stated in Canadian Dollars)

8. EXPLORATION AND EVALUATION ASSETS *(continued)*

Canada

Nickel Properties, British Columbia and Yukon Territory

Under the terms of an option agreement entered into in November 2009, Cliffs Natural Resources Exploration Inc. ("Cliffs") held the right to earn an initial 51% interest in the Decar district by spending US$4,500,000 on the property over four years. Pursuant to an amended agreement dated September 12, 2011, by agreeing to complete the scoping study within 18 months, Cliffs was deemed to have earned an initial 51% interest in the Decar district and the Company was deemed to have earned a 1% NSR royalty in the Decar district. On delivery of the Preliminary Economic Assessment in April 2013, Cliffs earned an additional 9% interest in Decar, bringing its aggregate interest to 60%. In August 2015, the structure of ownership of the Decar district converted to a contractual joint venture, with initial ownership interests fixed at 60% for Cliffs and 40% for FPX Nickel.

On November 18, 2015, the Company purchased Cliffs' 60% ownership of the Decar district for an acquisition price of US $4.75 million (CDN $6.27 million). The Company owns 100% of the Decar district

During the year ended December 31, 2014, deferred acquisition and exploration costs incurred on three of the Company's British Columbia nickel properties (Wale, Orca and Klow) totaling $2,441,636 were written off as the Company has no plans at this time to perform significant work on those properties. The Company retains the underlying mineral claims for these properties in good standing. As of December 31, 2021, these properties are carried at a nominal value of $1 per property.

Consolidated Schedule of Costs – Exploration and Evaluation Assets

	Balance December 31, 2019 $	Acquisition Costs $	Exploration Costs $	Recoveries $	Costs Written Off $	Balance December 31, 2020 $
CANADA						
Decar	8,630,089	-	762,955	(34,657)	-	9,358,387
Wale	1	-	-	-	-	1
Orca	1	-	-	-	-	1
Klow	1	-	-	-	-	1
Mich	864,522	-	-	-	-	864,522
Total Costs – Exploration & Evaluation Assets	**9,494,614**	**-**	**762,955**	**(34,657)**	**-**	**10,222,912**

(Stated in Canadian Dollars)

8. EXPLORATION AND EVALUATION ASSETS *(continued)*

Consolidated Schedule of Costs – Exploration and Evaluation Assets

	Balance December 31, 2020	Acquisition Costs	Exploration Costs	Recoveries	Costs Written Off	Balance December 31, 2021
	$	$	$	$	$	$
CANADA						
Decar	9,358,387	-	5,079,659	(1,082,688)	-	13,355,358
Wale	1	-	-	-	-	1
Orca	1	-	-	-	-	1
Klow	1	-	-	-	-	1
Mich	864,522	10,080	-	-	-	874,602
Total Costs – Exploration & Evaluation Assets	**10,222,912**	**10,080**	**5,079,659**	**(1,082,688)**	**-**	**14,229,963**

9. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities for the Company are broken down as follows:

	2021	2020
Trade payables	$ 433,172	$ 97,363
Accrued liabilities	20,000	20,000
Total	$ 453,172	$ 117,363

10. RIGHT-OF-USE ASSET/LEASE LIABILITY

(a) Right-of-use asset

As at December 31, 2021 and 2020, the right-of-use asset recorded for the Company's office premises was as follows:

	2021	2020
Balance – beginning of the year	$ 50,663	$ 82,660
Lease modifications (net)	234,893	-
Depreciation	(50,690)	(31,997)
Balance – end of year	$ 234,866	$ 50,663

(Stated in Canadian Dollars)

10. RIGHT-OF-USE ASSET/LEASE LIABILITY *(continued)*

(b) Lease liability

Minimum lease payments in respect of lease liabilities and the effect of discounting are as follows:

	2021	2020
Undiscounted minimum lease payments		
Less than one year	$ 98,628	$ 37,018
Two to three years	164,380	22,092
	263,008	59,110
Effect of discounting	(25,302)	(3,569)
Present value of minimum lease payments	237,706	55,541
Less current portion	(83,636)	(33,992)
Long-term portion	$ 154,070	$ 21,549

(c) Lease liability continuity

The net change in the lease liability is as follows:

	2021	2020
Balance – beginning of year	$ 55,541	$ 84,886
Cash flows:		
Principal payments	(48,610)	(29,345)
Non-cash changes:		
Lease modifications (net)	230,775	-
Balance – end of year	$ 237,706	$ 55,541

During the year ended December 31, 2021, interest of $8,659 (2020 – $5,397) is included in interest expense.

11. LOANS PAYABLE

Loan payable for the Company is comprised of the following:

	December 31, 2021	December 31, 2020
Private Shareholder Loan:		
Principal	$ -	$ 3,183,000
Accrued interest	-	252,242
	-	3,435,242
Reclassified to interest payable	-	(63,660)
Total	$ -	$ 3,371,582

On September 4, 2015, the Company entered into an arm's-length loan agreement with an individual shareholder of the Company (the "Private Shareholder"), through which the Private Shareholder lent US $5.0 million (C$6.68 million) to the Company for a five-year period at a 6.5% headline interest rate (the "Private Shareholder Loan"). Of this, 1.5% was paid currently, on a semi-annual basis, and the remaining 5% was accrued and was payable at the end of the loan term. In addition, the Private Shareholder received a drawdown fee equal to 4% of the loan amount and a 1% NSR royalty over the Decar mineral claims. On September 4, 2019, the Company closed an amended and restated loan agreement with the Private Shareholder to extend the loan's maturity date from September 4, 2020 to September 4, 2022.

(Stated in Canadian Dollars)

11. LOANS PAYABLE *(continued)*

On February 11, 2021, the Company issued 5,312,386 common shares of the Company at a price of $0.65 per share in settlement of the $3,453,051 principal and interest owing on the Private Shareholder Loan, thereby settling the Private Shareholder Loan.

The net change in the loans payable is as follows:

	December 31, 2021	December 31, 2020
Balance – beginning of period	$ 3,435,242	$ 8,071,944
Cash repayment – accrued interest	-	(870,919)
Conversion of debt for shares – principal	(3,174,787)	(4,000,000)
Conversion of debt for shares – accrued interest	(278,264)	(262,521)
Accrued interest	26,713	497,132
Foreign exchange movement	(11,663)	(394)
Loss on settlement	2,759	-
Reclassified to interest payable	-	(63,660)
Balance – end of period	$ -	$ 3,371,582

12. SHARE CAPITAL

(a) Authorized share capital consists of an unlimited number of common shares without par value and an unlimited number of first and second preferred shares. None of the preferred shares have been issued.

(b) Issued and outstanding

On April 7, 2021, the Company closed a bought deal public offering of 24,769,800 common shares of the Company at a price of $0.65 per share, for gross proceeds of $16,100,370. The Company paid a cash commission of $966,022 (equal to 6% of the gross proceeds) to the Underwriters and issued a total of 1,486,188 compensation warrants entitling the Underwriters to acquire common shares of the Company for a period up to April 7, 2023 at a price of $0.65 per share.

The fair value of the compensation warrants was estimated using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of nil, risk-free interest rate of 0.23%, expected stock price volatility of 121%, expected life of two years and fair value per compensation warrant of $0.41.

The fair value of the compensation warrants was estimated as $567,172; this amount was recorded as share issuance costs with a corresponding credit to other equity reserve. The Company also paid legal and other fees of $253,055 in connection with the offering.

On February 11, 2021, the Company issued 5,312,386 common shares of the Company at a price of $0.65 per share in settlement of the $3,453,051 principal and interest owing on the Private Shareholder Loan, thereby settling the Private Shareholder Loan and extinguishing the fixed and specific charge against the Company's Decar mineral claims. The Company paid fees of $62,272 in connection with the settlement.

During the year ended December 31, 2021, the Company issued 2,800,000 shares as the result of a like number of options being exercised. The amount recorded as share capital was $637,430 which amount consisted of cash of $382,500 and an additional sum of $254,930, the latter being the fair value originally attributable to the options upon vesting, which amount was removed from other equity reserve.

On March 11, 2020, the Company closed a private placement of 8,333,332 shares at a price of $0.18 per share, for gross proceeds of $1,500,000. Finders' fees of $22,140 were paid on a portion of the proceeds.

12. SHARE CAPITAL *(continued)*

On October 20, 2020, the Company closed a private placement of 8,963,636 shares at a price of $0.55 per share, for gross proceeds of $4,930,000. Finders' fees of $135,210 were paid on a portion of the proceeds.

On October 20, 2020, the Company issued 7,750,037 common shares of the Company at a price of $0.55 per share in settlement of the $4,262,521 principal and interest owing on the Bradshaw Loan, thereby settling the Bradshaw Loan.

During the year ended December 31, 2020, the Company issued 1,200,000 shares as the result of a like number of options being exercised. The amount recorded as share capital was $237,910 which amount consisted of cash of $145,000 and an additional sum of $92,910, the latter being the fair value originally attributable to the options upon vesting, which amount was removed from other equity reserve.

(c) Stock options

The Company has an incentive stock option plan that conforms to the requirements of the TSX Venture Exchange. Options to purchase common shares have been granted to directors, employees and consultants of the Company at exercise prices determined by their market value on the date of the grant. The options vest immediately on the date of the grant or as otherwise determined at the discretion of the Board.

On February 10, 2021, the Company granted an employee 250,000 options to purchase shares at an exercise price of $0.80 per share, all of which vested immediately. The options will expire on February 10, 2026.

On April 9, 2021, the Company granted directors, officers, advisors and employees a total of 3,100,000 stock options to purchase shares at an exercise price of $0.70 per share, all of which vested immediately. The options will expire on April 9, 2026.

On June 21, 2021, the Company granted an employee 600,000 options to purchase shares at an exercise price of $0.60 per share, all of which vested immediately. The options will expire on June 21, 2026.

On July 19, 2021, the Company granted an employee 250,000 options to purchase shares at an exercise price of $0.50 per share, all of which vested immediately. The options will expire on July 19, 2026.

Stock option transactions during the years ended December 31, 2021 and 2020, and the number of stock options outstanding and exercisable at December 31, 2021 are summarized as follows:

(Stated in Canadian Dollars)

12. SHARE CAPITAL *(continued)*

	Number of Options	Weighted-Average Exercise Price ($)	Weighted-Average Contractual Remaining Life (Years)
Balance, December 31, 2019	**12,700,000**	**0.15**	**2.81**
Granted	3,350,000	0.22	
Exercised	(1,200,000)	0.12	
Balance, December 31, 2020	**14,850,000**	**0.17**	**2.43**
Granted	4,200,000	0.68	
Exercised	(2,800,000)	0.14	
Balance, December 31, 2021	**16,250,000**	**0.30**	**2.44**
Exercisable at December 31, 2021	**16,250,000**		

Summary of stock options outstanding at December 31, 2021:

Number Outstanding	Exercise Price ($)	Expiry Date
2,000,000	0.15	March 30, 2022
250,000	0.15	September 6, 2022
250,000	0.10	November 21, 2022
3,550,000	0.15	March 23, 2023
2,900,000	0.20	March 28, 2024
3,100,000	0.20	March 11, 2025
250,000	0.80	February 10, 2026
3,100,000	0.70	April 9, 2026
600,000	0.60	June 21, 2026
250,000	0.50	July 19, 2026
16,250,000		

(d) Share-based compensation

The weighted average fair value of stock options granted during the years ended December 31, 2021 and 2020 was estimated using the Black-Scholes option pricing model with the following weighted average assumptions:

	2021	2020
Expected dividend yield	0%	0%
Risk-free interest rate	0.92%	0.54%
Expected stock price volatility	121%	133%
Expected life of options	5 years	5 years
Weighted average fair value per stock option	$0.54	$0.16

Share-based compensation expense of $2,276,855 was recorded during the year ended December 31, 2021 (2020 - $531,087). The offsetting credit was to other equity reserve.

Option pricing models require the input of highly subjective assumptions, particularly as to the expected price volatility of the stock. Changes in these assumptions can materially affect the fair value estimate and therefore it is management's view that the existing models do not necessarily provide a single reliable measure of the fair value of the Company's stock option grants.

(Stated in Canadian Dollars)

12. SHARE CAPITAL *(continued)*

(e) Other equity reserve

The following is a summary of the components of other equity reserve at December 31, 2021 and 2020:

	2021	2020
Share options	$ 8,548,833	$ 6,526,908
Finders' warrants	924,819	357,647
Total other equity reserve	$ 9,473,652	$ 6,884,555

13. LOSS PER SHARE

Loss per share has been calculated using the weighted-average number of common shares outstanding during the year. Diluted loss per share has not been calculated as it is anti-dilutive.

14. RELATED PARTY TRANSACTIONS

At December 31, 2021, liabilities included $61,232 (2020 – $51,591) due to related parties. Amounts due to related parties are unsecured and non-interest bearing.

During the year ended December 31, 2021, the Company entered into the following related party transactions:

- paid or accrued $480,833 (2020 - $322,917) in fees and bonuses to Martin Turenne Consulting Ltd., a private company controlled by Martin Turenne, the Company's President and Chief Executive Officer, for management and administrative services.
- paid or accrued $126,288 (2020 - $69,754) in fees to Adera Company Management Inc., a private company controlled by J. Christopher Mitchell, the Company's Chief Financial Officer and Corporate Secretary, for management and administrative services.
- paid or accrued $202,192 (2020 – nil) in salary to Andrew Osterloh, the Company's Vice-President, Projects.
- paid or accrued $32,025 (2020 - $35,438) in fees to P.J. Marshall Consulting Inc., a private company controlled by Peter Marshall, a Director of the Company, for advisory services.
- paid or accrued nil (2020 - $19,200) in fees to Stuart Harshaw Consulting, a private company controlled by Stuart Harshaw, a former Director of the Company, for advisory services.

The amounts charged to the Company for the services provided have been determined by negotiations between the parties and are covered by a signed agreement. These services were in the normal course of operations and management believes that they were incurred on a basis consistent with comparable transactions between other non-related parties.

(Stated in Canadian Dollars)

14. RELATED PARTY TRANSACTIONS *(continued)*

The Company considers its Officers to be key management personnel. Amounts paid to the key management personnel during the years ended December 31, 2021 and 2020 are shown in the following table:

	2021	2020
Salaries or fees	$ 809,313	$ 392,671
Share-based payments	728,800	112,480
Total key management personnel	$ 1,538,113	$ 505,151

15. COMMITMENTS

As of December 31, 2021, the Company's aggregate commitments are as follows:

	< 1 year	**1 – 3 years**	**4 -6 years**	**Total**
Accounts payable and accrued liabilities	$ 453,172	$ -	$ -	$ 453,172
Office lease - undiscounted	98,628	164,380	-	263,008
Totals	$ 551,800	$ 164,380	$ -	$ 716,180

During the year ended December 31, 2021, the Company received a $20,000 (2020 - $40,000) Canada Emergency Business Account ("CEBA") loan. During the year ended December 31, 2021, the Company paid back $40,000 of the CEBA loan, thereby settling the entire amount payable under the loan terms.

16. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Fair value

IFRS 7 establishes a fair value hierarchy that prioritizes the input to valuation techniques used to measure fair value as follows:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;
Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Financial instruments measured at fair value on the consolidated statements of financial position are summarized in levels of fair value hierarchy as follows:

	December 31, 2021	December 31, 2020
	Level 1	Level 1
Cash and cash equivalents	$ 14,535,024	$ 5,835,074

The carrying value of receivables, reclamation deposits and accounts payable and accrued liabilities approximate their fair value because of the short-term nature of these instruments.

16. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT *(continued)*

Risk Management

The Company is exposed to a variety of financial risks by virtue of its activities, including credit risk, interest rate risk and liquidity risk. The overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on financial performance. Risk management is carried out by management under the direction and guidance of the Board of Directors. Management is responsible for establishing controls and procedures to ensure that financial risks are mitigated to acceptable levels.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk is the risk of potential loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is limited to the carrying amount on the statements of financial position and arises from the Company's cash and cash equivalents, receivables, excluding GST receivable and British Columbia mineral exploration tax credits receivable, and reclamation deposits.

The Company's cash and cash equivalents are held in accounts with a Canadian chartered bank and a brokerage firm. Cash in excess of the amounts needed to fund the Company's day-to-day operating expenses is invested in securities guaranteed by the federal or British Columbia government. The reclamation deposits are in the form of Guaranteed Investment Certificates pledged to the Minister of Finance for the Province of British Columbia to cover the estimated cost of reclaiming the Company's exploration projects.

Liquidity risk

Liquidity risk is the risk that the Company will not meet its financial obligations as they fall due. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2021, the Company had cash and cash equivalent balances of $14,535,024 to settle current liabilities of $536,808. All of the Company's accounts payable and accrued liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms.

Market risk

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

(a) Interest rate risk

The Company has cash and cash equivalents balances and periodically monitors the investments it makes and is satisfied with the credit ratings of the financial institutions it deals with and the securities in which its funds are invested.

(b) Foreign currency rate risk

The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars.

16. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT *(continued)*

Sensitivity Analysis

The Company works toward its capital management objectives to the extent possible while facing the challenges of market conditions and the public's assessment of the Company's risk profile. Its capital management objectives have not changed over the period presented.

The carrying value of cash and cash equivalents, receivables, excluding GST receivable, refundable mineral exploration tax credits, reclamation deposits, and accounts payable and accrued liabilities approximate their fair values due to the relatively short periods to maturities of these financial instruments.

Based on management's knowledge of and experience in the financial markets, management does not believe that the Company's current financial instruments will be materially affected by credit risk, liquidity risk or market risk.

The Company is not subject to any financial covenants. The Company monitors its financing requirements through cash forecasting, consideration of current economic conditions and reviews of economic and political commentaries in respect of future developments. Financing decisions are based on the timing and extent of expected operating and capital cash outlays. Factors considered when determining whether to issue equity include the amount of cash sought, the availability of these sources and their terms.

17. CAPITAL MANAGEMENT

At December 31, 2021, the Company had working capital of $15,324,230 (2020 - $5,702,379). The Company manages its cash, cash equivalents and common shares as capital. The Company's objectives in managing its capital are to:

- Maintain sufficient cash and cash equivalents to last a minimum of one year;
- Have the flexibility to achieve its on-going business objectives, including but not limited to funding work programs on its exploration and evaluation assets and pursuing new business opportunities as they arise, and
- Minimize dilution to existing shareholders.

The Directors have not specified a quantitative return on capital criteria for management, but rather rely on the expertise of management to sustain future development of the business.

The Company's exploration and evaluation assets are in the development stage and the Company does not generate a positive cash flow. As a consequence, the Company relies on accessing the capital markets to obtain the funds needed to carry on its business. It is the Company's intention to utilize its existing working capital and to raise additional funds as needed. The additional funds will be raised primarily through the issuance of its securities in private placements.

(Stated in Canadian Dollars)

18. INCOME TAXES

The tax effects of temporary differences between amounts recorded in the Company's accounts and the corresponding amounts as computed for income tax purposes give rise to deferred tax assets as follows:

		2021		2020
Equipment	$	67,337	$	67,337
Mineral properties and deferred exploration costs		567,710		696,514
Share issue costs		315,781		55,075
Net capital loss carryforwards		233,020		233,020
Non-capital loss carryforwards		4,978,530		4,490,910
Unrecognized benefit of tax assets		(6,162,378)		(5,542,856)
Net deferred income tax assets	$	-	$	-

A reconciliation of the income tax expense for the year is as follows:

		2021		2020
Net loss for the year	$	(3,838,952)	$	(1,811,109)
Expected income tax rate		27.00%		27.00%
Expected income tax recovery		(1,036,517)		(488,999)
Net effect of deductible and non-deductible amounts		288,423		95,590
Deferred tax assets not recognized		748,094		393,409
Income tax expense for the year	$	-	$	-

As at December 31, 2021, the Company has accumulated non-capital losses for Canadian income tax purposes totalling approximately $18.4 million (2020 - $16.6 million). The losses expire in the following periods:

Year of origin	**Year of expiry**	**Non-capital losses**	
2006	2026	$	452,000
2007	2027		344,000
2008	2028		194,000
2009	2029		159,000
2010	2030		690,000
2011	2031		1,848,000
2012	2032		2,279,000
2013	2033		1,927,000
2014	2034		1,237,000
2015	2035		2,429,000
2016	2036		887,000
2017	2037		839,000
2018	2038		941,000
2019	2039		1,104,000
2020	2040		1,304,000
2021	2041		1,805,000
		$	18,439,000

19. SUBSEQUENT EVENTS

(a) On January 10, 2022, the Company granted an employee 250,000 options to purchase shares at an exercise price of $0.55 per share, all of which vested immediately. The options will expire on January 10, 2027.

(b) On March 1, 2022, the Company granted an employee 250,000 options to purchase shares at an exercise price of $0.70 per share, all of which vested immediately. The options will expire on March 1, 2027.

(c) Subsequent to December 31, 2021, the Company issued 2,000,000 shares as the result of a like number of options being exercised, resulting in gross proceeds to the Company of $300,000

(d) On March 30, 2022, the Company announced that it has established a new subsidiary company, CO_2 Lock Corp. ("**CO_2 Lock**"), to pursue opportunities in large-scale, low-cost and permanent carbon capture and storage. CO_2 Lock has raised $1.7 million in a seed round financing, leaving FPX Nickel with an approximate 76% ownership interest (fully diluted) in CO_2 Lock, which will proceed with an independent management team in developing carbon sequestration operations in geological settings worldwide with similarities to the Company's Decar Nickel District.