

HIGHWAY 50 GOLD CORP.

**CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2021 AND 2020**

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

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

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

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

Highway 50 Gold Corp.
Interim Condensed Consolidated Statements of Financial Position
(Unaudited – Prepared by Management)
(Expressed in Canadian dollars)

	September 30, 2021	December 31, 2020
ASSETS		
Current		
Cash	\$ 752,884	\$ 125,968
Receivables	3,077	16,210
Prepaid expenses	10,413	1,098
	<u>766,374</u>	<u>143,276</u>
Equipment	13,702	13,240
Reclamation bonds	33,141	89,284
Exploration and evaluation assets (Note 4)	<u>4,265,738</u>	<u>3,872,186</u>
	<u>\$ 5,078,955</u>	<u>\$ 4,117,986</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current		
Accounts payable and accrued liabilities	\$ 42,964	\$ 16,909
Due to related parties (Note 6)	1,265,000	183,000
Loans payable (Note 6)	341,892	-
	<u>1,649,856</u>	<u>199,909</u>
Non-current		
Due to related parties (Note 6)	-	872,000
Loans payable (Note 6)	-	314,274
	<u>-</u>	<u>314,274</u>
Total liabilities	<u>1,649,856</u>	<u>1,386,183</u>
Shareholders' equity		
Capital stock (Note 5)	9,797,112	8,525,706
Share compensation reserve (Note 5)	2,139,322	2,059,118
Deficit	(8,507,335)	(7,853,021)
	<u>3,429,099</u>	<u>2,731,803</u>
Total shareholders' equity	<u>3,429,099</u>	<u>2,731,803</u>
Total liabilities and shareholders' equity	<u>\$ 5,078,955</u>	<u>\$ 4,117,986</u>

Nature and continuance of operations (Note 1)

Basis of preparation (Note 2)

On behalf of the Board:

“Gordon P. Leask”

Director

“Megan Cameron-Jones”

Director

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

Highway 50 Gold Corp.
Interim Condensed Consolidated Statements of Operations and Comprehensive Loss
(Unaudited – Prepared by Management)
(Expressed in Canadian Dollars)

	Three months ended September 30, 2021	Three months ended September 30, 2020	Nine months ended September 30, 2021	Nine months ended September 30, 2020
EXPENSES				
Accounting and audit (Note 6)	\$ 9,000	\$ 9,000	\$ 62,870	\$ 46,875
Amortization	809	841	2,428	2,523
Bank charges	463	297	1,620	915
Consulting fees (Note 6)	75,000	75,000	225,000	225,000
Stock-based compensation (Note 5, 6)	-	-	210,069	-
Investor relations and shareholder information	-	180	5,340	630
Legal	20,574	2,476	21,766	3,932
Loan accretion (Note 6)	9,410	-	27,972	-
Office and administration	11,860	6,440	28,763	22,492
Rent	10,659	4,531	20,271	13,459
Transfer agent and listing fees	3,824	3,357	16,957	13,039
Travel	28,003	-	28,003	-
	(169,602)	(102,122)	(651,059)	(328,865)
Interest income	409	-	409	-
Gain (loss) on foreign exchange	(5,146)	(2,550)	(3,664)	1,590
Loss and comprehensive loss for the period	\$ (174,339)	\$ (104,672)	\$ (654,314)	\$ (327,275)
Basic and diluted loss per common share	\$ (0.00)	\$ (0.00)	\$ (0.02)	\$ (0.01)
Weighted average number of common shares outstanding, basic and diluted	40,725,284	36,947,483	39,283,468	36,947,483

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

Highway 50 Gold Corp.
Interim Condensed Consolidated Statements of Cash Flows
(Unaudited – Prepared by Management)
(Expressed in Canadian dollars)

	Nine months ended September 30, 2021	Nine months ended September 30, 2020
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss for the period	\$ (654,314)	\$ (327,275)
Items not affecting cash:		
Amortization	2,428	2,523
Loan accretion	27,972	-
Stock-based compensation	210,069	-
Unrealized foreign exchange	723	(2,554)
Change in non-cash working capital items:		
Receivables	13,133	11,684
Prepaid expenses	(9,315)	(15,729)
Accounts payable and accrued liabilities	25,939	(11,144)
Due to related parties	210,000	225,000
Net cash used in operating activities	(173,365)	(117,495)
CASH FLOWS FROM INVESTING ACTIVITIES		
Refund from Reclamation Bond	55,066	-
Acquisition of equipment	(2,890)	-
Exploration and evaluation assets	(395,761)	(74,377)
Recovery of exploration and evaluation assets	2,325	31,725
Net cash used in investing activities	(341,260)	(42,652)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from private placement	925,693	-
Share issue costs	(66,652)	-
Proceeds from loans payable	-	88,311
Proceeds from warrant exercises	120,000	-
Proceeds from stock option exercises	162,500	-
Net cash provided by financing activities	1,141,541	88,311
Change in cash	626,916	(71,836)
Cash, beginning	125,968	159,388
Cash, end	\$ 752,884	\$ 87,552

Supplemental disclosure with respect to cash flows (Note 9)

Highway 50 Gold Corp.
Interim Condensed Consolidated Statements of Shareholders' Equity
(Unaudited – Prepared by Management)
(Expressed in Canadian Dollars)

	Number of Shares	Capital Stock	Share Compensation Reserve	Deficit	Total
Balance, December 31, 2019	36,947,483	\$ 8,346,372	\$ 1,489,016	\$ (6,885,658)	\$ 2,949,730
Loss for the period	-	-	-	(327,275)	(327,275)
Balance, September 30, 2020	36,947,483	\$ 8,346,372	\$ 1,489,016	\$ (7,212,933)	\$ 2,622,455
Balance, December 31, 2020	37,714,148	\$ 8,525,706	\$ 2,059,118	\$ (7,853,021)	\$ 2,731,803
Private placement	2,644,836	925,693	-	-	925,693
Exercise of warrants	599,998	135,500	(15,500)	-	120,000
Exercise of stock options	650,000	295,904	(133,404)	-	162,500
Share issue costs	-	(85,691)	19,039	-	(66,652)
Stock-based compensation	-	-	210,069	-	210,069
Loss for the period	-	-	-	(654,314)	(654,314)
Balance, September 30, 2021	41,608,982	\$ 9,797,112	\$ 2,139,322	\$ (8,507,335)	\$ 3,429,099

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

Highway 50 Gold Corp.
Notes to the Interim Condensed Consolidated Financial Statements
(Unaudited – Prepared by Management)
(Expressed in Canadian Dollars)
For the nine months ended September 30, 2021 and 2020

1. NATURE AND CONTINUANCE OF OPERATIONS

Highway 50 Gold Corp. (the “Company”) is a Canadian company incorporated in British Columbia. The Company’s activities have focused on exploration and evaluation assets located in British Columbia and Nevada, USA. The Company’s registered and records office is at Suite 910, 800 West Pender Street, Vancouver, BC, V6C 2V6. The Company’s head office is at Suite 2710, 200 Granville Street, Vancouver, BC, V6C 1S4. The common shares of the Company are listed on the TSX Venture Exchange (the “Exchange”) and trade under the symbol “HWY”.

At the date of these condensed consolidated interim financial statements, the Company has not been able to identify a known body of commercial grade ore on any of its exploration and evaluation assets. The ability of the Company to realize the costs it has incurred to date on these exploration and evaluation assets is dependent upon the Company being able to identify a commercial ore body, to finance its exploration costs and to resolve any environmental, regulatory or other constraints which may hinder the successful development of the exploration and evaluation assets. To date, the Company has not earned revenues and is considered to be in the exploration stage.

These condensed consolidated interim financial statements have been prepared assuming the Company will continue on a going-concern basis. The Company has incurred losses since its inception and the ability of the Company to continue as a going-concern depends upon its ability to raise adequate financing and to develop profitable operations. As at September 30, 2021, the Company had working capital deficiency of \$883,482 and an accumulated deficit of \$8,507,335. These items may cast a significant doubt on the Company’s ability to continue as a going concern. The condensed consolidated interim financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations.

During the year ended December 31, 2020, there was a global outbreak of a novel coronavirus identified as “COVID-19”. On March 11, 2020, the World Health Organization declared a global pandemic. In order to combat the spread of COVID-19 governments worldwide have enacted emergency measures including travel bans, legally enforced or self-imposed quarantine periods, social distancing and business and organization closures. These measures have caused material disruptions to businesses, governments and other organizations resulting in an economic slowdown and increased volatility in national and global equity and commodity markets. Central banks and governments, including Canadian federal and provincial governments, have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of any interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company and its operations in future periods.

Given the uncertainty, management exercised significant judgment in determining the impact of COVID-19 on the Company’s condensed consolidated interim financial statements, including with respect to financial risks, including liquidity, and the assessment of going concern and the carrying values of the Company’s properties, equipment assets and exploration and evaluation assets. The Company has assessed whether there are any impairment indicators for the Company’s equipment assets and exploration and evaluation assets and did not note any indicators as of September 30, 2021. Based on management’s judgment, as at the date of these condensed consolidated interim financial statements, there has been no impact from COVID-19 on the Company’s estimates and assumptions that has resulted in the need to recognize impairment. The Company will continue to assess the impact of COVID-19 on commodity, credit, and equity markets, which may impact management’s judgements in the future.

These condensed consolidated interim financial statements were authorized by the board of directors of the Company on November 29, 2021.

2. BASIS OF PREPARATION

These condensed consolidated interim financial statements, including comparatives have been prepared using accounting policies in accordance with International Accounting Standard (“IAS”) 34, Interim Financial Reporting. The condensed consolidated interim financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit or loss, which are stated at their fair value. In addition, these condensed consolidated interim financial statements have been prepared using the accrual basis of accounting except for cash flow information.

The preparation of these condensed consolidated interim 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 condensed consolidated interim financial statements and the reported expenses during the period. Actual results could differ from these estimates.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, 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:

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2. BASIS OF PREPARATION (cont'd...)

Carrying value and recoverability of exploration and evaluation assets

The carrying amount of Company's exploration and evaluation assets does not necessarily represent present or future values, and the Company's exploration and evaluation assets have been accounted for under the assumption that the carrying amount will be recoverable. Recoverability is dependent on various factors, including the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development and upon future profitable production or proceeds from the disposition of the mineral properties themselves. Additionally, there are numerous geological, economic, environmental and regulatory factors and uncertainties that could impact management's assessment as to the overall viability of its properties or to the ability to generate future cash flows necessary to cover or exceed the carrying value of the Company's exploration and evaluation assets properties.

To the extent that any of management's assumptions change, there could be a significant impact on the Company's future financial position, operating results and cash flows.

Fair value of stock options and warrants

Determining the fair value of warrants and stock options requires judgments related to the choice of a pricing model, the estimation of stock price volatility, the expected forfeiture rate and the expected term of the underlying instruments. Any changes in the estimates or inputs utilized to determine fair value could result in a significant impact on the Company's future operating results or on other components of shareholders' equity.

Income taxes

The estimation of income taxes includes evaluating the recoverability of deferred tax assets based on an assessment of the Company's ability to utilize the underlying future tax deductions against future taxable income prior to expiry of those deductions. Management assesses whether it is probable that some or all of the deferred income tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income, which in turn is dependent upon the successful discovery, extraction, development and commercialization of mineral reserves. To the extent that management's assessment of the Company's ability to utilize future tax deductions changes, the Company would be required to recognize more or fewer deferred tax assets, and deferred income tax provisions or recoveries could be affected.

Basis of consolidation

These condensed consolidated interim financial statements include the financial statements of the Company and the entities controlled by the Company (Note 6). Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The financial statements of subsidiaries are included in the condensed consolidated interim financial statements from the date that control commences until the date that control ceases. All intercompany transactions and balances have been eliminated.

Foreign exchange

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 for the entities within the Company is the Canadian dollar. 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.

Transactions in currencies other than the entities' functional currency are recorded at exchange rates prevailing on the dates of the transactions. At the end of each reporting period, the monetary assets and liabilities of the entity that are denominated in foreign currencies are translated at the rate of exchange at the condensed consolidated interim statement of financial position date while non-monetary assets and liabilities are translated at historical rates. Revenues and expenses are translated at the exchange rates approximating those in effect on the date of the transactions. Exchange gains and losses arising on translation are included in profit or loss.

3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies applied by the Company in these condensed consolidated interim financial statements are the same as those applied by the Company as at and for the year ended December 31, 2020.

Highway 50 Gold Corp.**Notes to the Interim Condensed Consolidated Financial Statements**

(Unaudited – Prepared by Management)

(Expressed in Canadian Dollars)

For the nine months ended September 30, 2021 and 2020

4. EXPLORATION AND EVALUATION ASSETS

	Johnson Canyon, Nevada, USA	Gold Knob, Nevada, USA	Golden Brew, Nevada, USA	Monroe, BC, Canada	Total
ACQUISITION					
Balance, December 31, 2019	\$ 111,944	\$ 81,067	\$ 329,871	\$ 4,427	\$ 527,309
Property payments	24,641	369,007	23,689	-	417,337
Shares issued for property	-	52,000	-	-	52,000
Balance, December 31, 2020	136,585	502,074	353,560	4,427	996,646
Property payments	83,536	228,044	76,433	-	388,013
Balance, September 30, 2021	\$ 220,121	\$ 730,118	\$ 429,993	\$ 4,427	\$ 1,384,659
EXPLORATION					
Balance, December 31, 2019	\$ 27,264	\$ 11,250	\$ 725,173	\$ 2,135,330	\$ 2,899,017
Assays	-	-	-	1,510	1,510
Administrative	159	159	159	-	477
Consulting	498	498	498	-	1,494
Drilling	-	-	-	(31,725)	(31,725)
Field operations	-	-	4,767	-	4,767
Balance, December 31, 2020	27,921	11,907	730,597	2,105,115	2,875,540
Assays	-	230	-	984	1,214
Administrative	491	1,645	491	-	2,627
Field operations	-	-	3,809	214	4,023
Cost recovery	-	-	-	(2,325)	(2,325)
Balance, September 30, 2021	\$ 28,412	\$ 13,782	\$ 734,897	\$ 2,103,988	\$ 2,881,079
CARRYING VALUE					
December 31, 2020	\$ 164,506	\$ 513,981	\$ 1,084,157	\$ 2,109,542	\$ 3,872,186
September 30, 2021	\$ 248,533	\$ 743,900	\$ 1,164,890	\$ 2,108,415	\$ 4,265,738

Title to exploration and evaluation assets involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many mining properties. The Company has investigated title to all of its exploration and evaluation assets and, to the best of its knowledge, title to all of its properties is in good standing. The exploration and evaluation assets in which the Company has committed to earn an interest are located in the United States and Canada.

The Company is required to post bonds with the Bureau of Land Management (“BLM”) as security towards future site restoration work and will be released to the Company upon satisfactory completion of that work. The bonds posted relate to the Golden Brew, Porter Canyon, and other Nevada properties.

Johnson Canyon Property, Lander County, Nevada

The Johnson Canyon project is located in Lander County, Nevada. The northern portion of the Company's former Porter Canyon project has been merged with the Johnson Canyon claims and will be referred to as the Johnson Canyon project going forward.

During the year ended December 31, 2011, the Company acquired the Porter Canyon claims by staking. During the year ended December 31, 2018, there was sufficient evidence of impairment of the Porter Canyon Property, and the value was written down to \$Nil as at December 31, 2018.

Gold Knob Property, Pershing County, Nevada

During the year ended December 31, 2020, the Company entered into an agreement to purchase a 100% interest in the Gold Knob property located in Pershing county, Nevada. Consideration is US\$100,000 (paid) and 200,000 common shares (issued with a fair value of \$52,000). The vendors will retain a 3% net smelter return (“NSR”) royalty, of which the Company may repurchase up to 2% for US\$1-million for each 1% of the NSR.

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4. EXPLORATION AND EVALUATION ASSETS (cont'd...)

Golden Brew Property, Lander County, Nevada

The Company holds a 100% interest in the Golden Brew claims subject to a royalty payable on production equal to a 0.5% NSR on certain claims payable to Genesis Gold Corporation.

During the year ended December 31, 2019, the Company terminated its lease agreement with Genesis Gold Corporation (“Genesis”). Genesis relinquished to the Company the sole and exclusive right to retain the area of interest (“AOI Claims”) for the sum of US\$6,000 (paid), and upon Highway 50, its successors and/or affiliates, commencing production of valuable minerals from the AOI Claims, the Company shall pay Genesis a royalty on production equal to 0.5% of net smelter returns.

Monroe Property, Fort Steele Mining Division, British Columbia

During the year ended December 31, 2016, the Company executed an option agreement to earn an undivided 50% interest in the Monroe property located in the Fort Steele Mining Division, southeast British Columbia. In order to exercise the option (the “Option”), the Company has made a firm commitment to spend an initial \$100,000 in exploration expenditures on the Monroe property in the first year (commitment met as at December 31, 2016), followed by additional annual optional exploration expenditures totalling \$2.9 million by May 2021.

On April 9, 2021, the option was amended to a cumulative total of explorations expenditures of no less than \$3 million on or before May 2, 2022.

The Company will be the operator on the Monroe property during the course of the Option. The owners of the Monroe property are an officer and directors of the Company.

5. CAPITAL STOCK AND SHARE COMPENSATION RESERVE

Authorized

Unlimited number of common shares without par value. All issued shares are fully paid.

During the period ended September 30, 2021, the Company:

- a) Issued 599,998 shares in relation to the exercise of warrants for proceeds of \$120,000. The Company reallocated \$15,500 previously recorded as the residual value of these warrants from reserves to share capital.
- b) Issued 650,000 shares in relation to the exercise of stock options for proceeds of \$162,500. The Company reallocated \$133,404 previously recorded as the value of these stock options from reserves to share capital.
- c) Closed a non-brokered private placement of 2,644,836 units at a price of \$0.35 for gross proceeds of \$925,693. Each unit consists of one common share and one-half of one common share purchase warrant (each a “Warrant”). Each Warrant entitles the holder to purchase one common share at a purchase price of \$0.45 until July 29, 2023. In relation to the private placement, the company paid \$39,489 finder’s fees and issued 112,825 finder’s warrants valued at \$19,039 with similar terms. The finder’s warrants were valued using the Black-Scholes pricing model with the following assumptions: term of 2 years, expected volatility of 99.98%, risk-free rate of 0.45%, and expected dividends of \$Nil. The Company paid an additional \$27,163 of share issue costs related to the financing.

During the year ended December 31, 2020, the Company:

- a) Issued 566,665 shares in relation to the exercise of warrants for proceeds of \$113,334. The Company reallocated \$14,000 previously recorded as the residual value of these warrants from reserves to share capital.
- b) Issued 200,000 common shares in relation to the Gold Knob mineral property acquisition (Note 4).

Stock options

Under the Company’s rolling stock option plan dated December 6, 2019, the Company may grant options, with a maximum term of ten years, for up to 10% of the Company’s issued and outstanding common shares, to directors, employees and consultants at exercise prices to be determined by the market value on the date of grant. Vesting of options is made at the discretion of the Board of Directors at the time the options are granted with the exception of options granted in relation to investor relations. Options granted to consultants engaged in investor relations activities must vest no earlier than as to one-quarter upon the grant date and as to a further one-quarter after each of the following three four-month periods.

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5. CAPITAL STOCK AND SHARE COMPENSATION RESERVE (cont'd...)

Stock option transactions and the number of stock options outstanding are summarized as follows:

	Number of Options	Weighted Average Exercise Price
Balance, December 31, 2019	2,625,000	\$ 0.32
Granted	1,725,000	0.37
Expired	(1,175,000)	0.40
Balance, December 31, 2020	3,175,000	0.32
Granted	660,000	0.36
Exercised	(650,000)	0.25
Expired	(100,000)	0.25
Balance, September 30, 2021	3,085,000	\$ 0.34

At September 30, 2021, the following incentive stock options were outstanding to directors, officers and employees:

Number of Options Outstanding	Exercise Price (\$)	Expiry Date	Number of Options Exercisable
700,000	0.25	May 17, 2023	700,000
1,725,000	0.37	November 17, 2025	1,725,000
200,000	0.38	January 4, 2026	200,000
460,000	0.35	April 30, 2026	460,000
3,085,000			3,085,000

Stock-based compensation

The Company recognizes compensation expense for all stock options granted using the fair value-based method of accounting. During the period ended September 30, 2021, the Company recognized \$210,069 (year ended December 31, 2020 - \$525,867) in stock-based compensation expense with respect to options vested during the period/year. The following weighted average assumptions were used for the Black-Scholes valuation of stock options granted:

	Period ended September 30, 2021	Year ended December 31, 2020
Expected forfeiture rate	0%	0%
Risk-free interest rate	0.77%	0.43%
Expected life of options	5 Years	5 Years
Annualized volatility	118%	120%
Dividend	0%	0%
Weighted average fair value per option	\$0.32	\$0.30

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5. CAPITAL STOCK AND SHARE COMPENSATION RESERVE (cont'd...)

Warrants

Warrant transactions and the number of warrants outstanding are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price
Balance, December 31, 2019	5,699,118	\$ 0.34
Warrants exercised	(566,665)	0.20
Warrants expired	(3,350,000)	0.36
Balance, December 31, 2020	1,782,453	0.47
Warrants granted	1,435,242	0.45
Warrants exercised	(599,998)	0.20
Balance, September 30, 2021	2,617,697	\$ 0.52

At September 30, 2021, the following share purchase warrants were issued and outstanding:

Number of Warrants Outstanding	Exercise Price	Expiry Date
1,182,455	\$ 0.60	September 21, 2022 ⁽¹⁾
1,435,242	0.45	July 29, 2023
2,617,697		

⁽¹⁾During the year ended December 31, 2020, the Company extended the term of these warrants for one year from September 21, 2020 to September 21, 2021 and repriced the warrants from \$0.40 to \$0.60. During the period ended September 30, 2021, the Company further extended these warrants to September 21, 2022.

6. RELATED PARTY TRANSACTIONS

The condensed consolidated interim financial statements include the financial statements of the Company and its subsidiary listed in the following table:

Name of Subsidiary	Country of Incorporation	Proportion of Ownership Interest	Principal Activity
Highway 50 Gold (US) Inc.	Nevada, USA	100%	Mineral exploration

All transactions with related parties are in the normal course of operations and are measured at their fair value as determined by management.

During the nine months ended September 30, 2021, the Company entered into the following transactions with related parties:

- a) Eagle Putt Ventures Inc. (“Eagle Putt”) is a private company controlled by Mr. Gordon P. Leask, a director and officer of the Company. For the nine months ended September 30, 2021, Eagle Putt charged \$90,000 (2020 - \$90,000) which are classified as consulting fees in the consolidated statements of profit or loss. At September 30, 2021, the Company owed \$520,000 (December 31, 2020 - \$436,000) to Eagle Putt. On December 31, 2020, Eagle Putt has agreed to postpone payment of \$436,000 of this balance until June 30, 2022.

During the year ended December 31, 2020, the Company received loans of \$228,436 (\$75,000 and US\$116,753) from Eagle Putt. On December 31, 2020, the loans were transferred to a term loan maturing on June 30, 2022, and since it is below the Company’s estimated market borrowing rate of 12%, a contribution benefit of \$34,980 was recorded in reserves. During the period ended September 30, 2021, the Company incurred \$16,833 (2020 - \$Nil) in accretion expense relating to this loan.

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6. RELATED PARTY TRANSACTIONS (cont'd...)

- b) Rangefront Exploration Corp. (“Rangefront”) is a private company controlled by Mr. John M. Leask, a director to the Company. For the nine months ended September 30, 2021, Rangefront charged \$90,000 (2020 - \$90,000) which are classified as consulting fees in the consolidated statements of profit or loss. At September 30, 2021, the Company owed \$520,000 (December 31, 2020 - \$436,000) to Rangefront. On December 31, 2020, Rangefront has agreed to postpone payment of \$436,000 of this balance until June 30, 2022.

During the year ended December 31, 2020, the Company received loans of \$189,320 (US\$143,505) from Rangefront out of which \$35,158 (US\$26,753) had been repaid. On December 31, 2020, the loans were transferred to a term loan maturing on June 30, 2022, and since it is below the Company’s estimated market borrowing rate of 12%, a contribution benefit of \$23,255 was recorded in reserves. During the period ended September 30, 2021, the Company incurred \$11,139 (2020 - \$Nil) in accretion expense relating to this loan.

- c) Megan Cameron-Jones is a director and officer of the Company. For the nine months ended September 30, 2021, Megan Cameron-Jones charged \$45,000 (2020 - \$45,000) for management services which are classified as consulting fees in the consolidated statements of profit or loss. At September 30, 2021, the Company owed \$225,000 (December 31, 2020 - \$183,000) to Megan Cameron-Jones. During the period ended September 30, 2021, Megan Cameron-Jones has agreed to postpone payment of \$183,000 of this balance until June 30, 2022.
- d) Cross Davis & Co. LLP (“Cross Davis”) is an accounting firm of which Scott Davis, an officer of the Company, is a partner. For the nine months ended September 30, 2021, Cross Davis charged \$27,000 (2020 - \$27,000) which are classified as accounting fees in the consolidated statements of profit or loss. At September 30, 2021, the Company owed \$Nil (December 31, 2020 - \$Nil) to Cross Davis.

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company’s Board of Directors. The remuneration of officers and members of key management personnel during the nine months ended September 30, 2021 and 2020 are as follows:

	Other Payments	Share-based Benefits	Total
September 30, 2021			
Chief Executive Officer	\$ 90,000	\$ -	\$ 90,000
Chief Financial Officer	27,000	16,036	43,036
Executive directors	135,000	158,754	293,754
	<u>\$ 252,000</u>	<u>\$ 174,790</u>	<u>\$ 426,790</u>
September 30, 2020			
Chief Executive Officer	\$ 90,000	\$ -	\$ 90,000
Chief Financial Officer	27,000	-	27,000
Executive directors	135,000	-	135,000
	<u>\$ 252,000</u>	<u>\$ -</u>	<u>\$ 252,000</u>

Highway 50 Gold Corp.
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(Unaudited – Prepared by Management)
(Expressed in Canadian Dollars)
For the nine months ended September 30, 2021 and 2020

7. SEGMENT INFORMATION

The Company operates in one reportable operating segment, being the acquisition, exploration, and evaluation of exploration and evaluation assets in North America. Geographical information is as follows:

	Total Assets	Equipment	Exploration and Evaluation Assets	Reclamation Bonds	Other Assets
September 30, 2021					
Canada	\$ 2,886,161	\$ 11,372	\$ 2,108,415	\$ -	\$ 766,374
United States	2,192,794	2,330	2,157,323	33,141	-
	\$ 5,078,955	\$ 13,702	\$ 4,265,738	\$ 33,141	\$ 766,374
December 31, 2020					
Canada	\$ 2,263,052	\$ 10,234	\$ 2,109,542	\$ -	\$ 143,276
United States	1,854,934	3,006	1,762,644	89,284	-
	\$ 4,117,986	\$ 13,240	\$ 3,872,186	\$ 89,284	\$ 143,276

8. FINANCIAL AND CAPITAL RISK MANAGEMENT

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The fair value of the Company's receivables, accounts payable and accrued liabilities, due to related parties, and loans payable approximate carrying value, which are the amounts on the consolidated statements of financial position. The Company's other financial instrument, cash, under the fair value hierarchy, is based on level one quoted prices in active markets for identical assets or liabilities.

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

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations.

The Company's cash is held at large Canadian financial institutions in interest bearing accounts. The Company has no investment in asset backed commercial paper.

The Company's receivables consist of tax credits due from the government of Canada. As such, the Company does not believe it is subject to significant credit risk.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. The Company is considered to be in the exploration and evaluation stage. Thus, it is dependent on obtaining regular financings in order to continue its exploration and evaluation programs. Despite previous success in acquiring these financings, there is no guarantee of obtaining future financings. The Company's cash is invested in business accounts with quality financial institutions, is available on demand for the Company's programs, and is not invested in any asset backed commercial paper. As at September 30, 2021, the Company had a cash balance of \$752,884 to settle current liabilities of \$1,649,856. As COVID-19 has continued to spread, it may adversely affected workforces, economies, as well as financial markets globally, potentially leading to an economic downturn. This has impacted the Company's ability to raise necessary funds. It is not possible for the Company at this time to predict the duration or magnitude of the impact towards the Company's business or results from its operations.

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8. FINANCIAL AND CAPITAL RISK MANAGEMENT (cont'd...)

Market risk

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

a) Interest rate risk

The Company has cash balances. The interest earned on the cash balances approximates fair value rates, and the Company is not at a significant risk to fluctuating interest rates. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

b) Foreign currency risk

The Company is exposed to foreign currency risk on fluctuations related to cash, reclamation bond, and accounts payable that are denominated in United States dollars (“US\$”). A 10% fluctuation in the US\$ against the Canadian dollar would affect net comprehensive loss for the year by approximately \$26,500.

c) Price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company’s earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of gold, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

Capital management

The Company’s objectives when managing capital are to safeguard the Company’s ability to continue as a going concern in order to pursue the exploration and evaluation of its exploration and evaluation assets, acquire additional mineral property interests and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk. In the management of capital, the Company includes components of shareholders’ equity.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue debt, acquire or dispose of assets or adjust the amount of cash.

The Company currently is not subject to externally imposed capital requirements. There were no changes in the Company’s approach to capital management.

9. SUPPLEMENTAL DISCLOSURES WITH RESPECT TO CASH FLOWS

During the period ended September 30, 2021:

- There was \$443 included in exploration and evaluation assets which relates to accounts payable and accrued liabilities.
- Transferred \$15,500 from equity reserves to share capital on the exercise of 599,998 warrants.
- Transferred \$133,404 from equity reserves to share capital on the exercise of 650,000 options.
- Issued 112,825 finder’s warrants at a fair value of \$19,039.

During the period ended September 30, 2020 there was no supplemental disclosure with respect to cash flows.

For the period ended September 30	2021	2020
Cash paid for income taxes	\$ -	\$ -
Cash paid for interest	\$ -	\$ -