

# **ODYSSEY RESOURCES LIMITED**

## **CONDENSED INTERIM FINANCIAL STATEMENTS**

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

In United States dollars

**UNAUDITED**

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### **Notice to Reader**

The accompanying unaudited condensed interim financial statements of Odyssey Resources Limited 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 unaudited condensed interim financial statements.

# Odyssey Resources Limited

## Condensed Interim Statements of Financial Position

<i>(unaudited, in US dollars)</i>	September 30, 2022	December 31, 2021
	\$	\$
<b>ASSETS</b>		
Current		
Cash	13,122	13,614
Sales taxes receivable	806	1,426
Loan (Note 4)	250,000	250,000
Prepaid expenses and others	-	3,858
<b>TOTAL ASSETS</b>	<b>263,928</b>	<b>268,898</b>
<b>LIABILITIES</b>		
Current		
Accounts payable and accrued liabilities	1,039	2,250
Payable to a related party (Note 9)	6,147	3,813
Loan from a director, including accrued interest (Note 5)	475,568	426,043
<b>TOTAL LIABILITIES</b>	<b>482,754</b>	<b>432,106</b>
<b>SHAREHOLDERS' DEFICIENCY</b>		
Share capital (Note 6)	15,022,596	15,022,596
Contributed surplus	2,257,387	2,257,387
Deficit	(17,456,583)	(17,363,997)
Cumulative translation adjustment	(42,226)	(79,194)
<b>TOTAL DEFICIENCY</b>	<b>(218,826)</b>	<b>(163,208)</b>
<b>TOTAL LIABILITIES AND DEFICIENCY</b>	<b>263,928</b>	<b>268,898</b>

Going concern (Note 2).

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

On behalf of the Board,

/s/ James Crombie  
James Crombie, Director

/s/ Gérald Riverin  
Gérald Riverin, Director

# Odyssey Resources Limited

## Condensed Interim Statements of Comprehensive Income (Loss)

<i>(unaudited, in US dollars)</i>	Three months ended September 30,		Nine months ended September 30,	
	2022	2021	2022	2021
	\$	\$	\$	\$
<b>Expenses and other items</b>				
Management and administration (Note 7)	9,719	10,535	50,772	51,489
Finance income	-	(7,500)	-	(22,500)
Finance expense on loan from a director (Note 5)	14,169	13,513	41,971	38,572
Loss (gain) on foreign exchange	3,913	(11,703)	(157)	(694)
<b>Net loss for the period</b>	<b>(27,801)</b>	<b>(4,845)</b>	<b>(92,586)</b>	<b>(66,867)</b>
Other comprehensive income				
Item that will not be subsequently reclassified to income				
Foreign currency translation adjustment	33,466	3,673	36,968	1,243
<b>Comprehensive income (loss) for the period</b>	<b>5,665</b>	<b>(1,172)</b>	<b>(55,618)</b>	<b>(65,624)</b>
Basic and diluted loss per share	<b>(0.00)</b>	(0.00)	<b>(0.00)</b>	(0.00)
Weighted average number of shares - basic and diluted	<b>36,231,486</b>	36,231,486	<b>36,231,486</b>	36,231,486

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

# Odyssey Resources Limited

## Condensed Interim Statements of Shareholders' Deficiency

<i>(unaudited, in US dollars)</i>	Number of issued and outstanding common shares	Share capital	Contributed surplus	Deficit	Cumulative translation adjustment	Shareholders' deficiency
		\$	\$	\$	\$	\$
Balance at December 31, 2021	36,231,486	15,022,596	2,257,387	(17,363,997)	(79,194)	(163,208)
Net loss for the period	-	-	-	(92,586)	-	(92,586)
Other comprehensive income						
Foreign currency translation adjustment	-	-	-	-	36,968	36,968
<b>Balance at September 30, 2022</b>	<b>36,231,486</b>	<b>15,022,596</b>	<b>2,257,387</b>	<b>(17,456,583)</b>	<b>(42,226)</b>	<b>(218,826)</b>
Balance at December 31, 2020	36,231,486	15,022,596	2,257,387	(17,275,094)	(79,877)	(74,988)
Net loss for the period	-	-	-	(66,867)	-	(66,867)
Other comprehensive loss						
Foreign currency translation adjustment	-	-	-	-	1,243	1,243
<b>Balance at September 30, 2021</b>	<b>36,231,486</b>	<b>15,022,596</b>	<b>2,257,387</b>	<b>(17,341,961)</b>	<b>(78,634)</b>	<b>(140,612)</b>

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

# Odyssey Resources Limited

## Condensed Interim Statements of Cash Flows

	Nine months ended September 30,	
<i>(unaudited, in US dollars)</i>	2022	2021
	\$	\$
<b>OPERATING ACTIVITIES</b>		
Net loss for the period	<b>(92,586)</b>	(66,867)
Adjustments		
Finance expense on loan from a director	<b>41,971</b>	38,572
Gain on foreign exchange	<b>(157)</b>	(694)
Changes in working capital items		
Sales taxes receivable	<b>548</b>	38
Interest receivable on loan	-	(22,500)
Prepaid expenses and others	<b>3,812</b>	4,585
Accounts payable and accrued liabilities	<b>(1,113)</b>	6,606
Payable to a related party	<b>2,800</b>	(6,232)
	<b>(44,725)</b>	(46,492)
<b>FINANCING ACTIVITIES</b>		
Loan from a director (Note 5)	<b>46,177</b>	42,901
	<b>46,177</b>	42,901
Effect of exchange rate changes on cash held in foreign currencies	<b>(1,944)</b>	(808)
<b>Net change in cash</b>	<b>(492)</b>	(4,399)
Cash, beginning of period	<b>13,614</b>	39,079
<b>Cash, end of period</b>	<b>13,122</b>	34,680

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

# Odyssey Resources Limited

Notes to Condensed Interim Financial Statements

September 30, 2022 (unaudited - in US dollars)

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## 1. GENERAL INFORMATION

Odyssey Resources Limited ("Odyssey" or the "Company") is primarily engaged in the acquisition and exploration of mineral properties. To date, the Company has not earned significant revenues and is considered to be in the exploration stage. At September 30, 2022, the Company does not hold an interest in any mineral properties and during the three and nine months ended September 30, 2022, the Company did not carry out any exploration programs. All amounts in these condensed interim financial statements are expressed in United States dollars unless otherwise indicated. Odyssey's common shares are listed on the NEX board of the TSX Venture Exchange ("TSXV") and trade under the symbol 'ODX.H'. Dundee Corporation holds approximately 31.4% of the issued common shares of Odyssey.

The Board of Directors approved and authorized for issuance these unaudited condensed interim financial statements on November 1, 2022

### *Approval by shareholders of possible share consolidation*

At a special shareholder meeting held in November 2015, the Company's shareholders approved the consolidation of the Company's shares on the basis of one (1) post consolidation share for each ten (10) pre-consolidation shares currently issued and outstanding. The Company's board of directors intends to implement the share consolidation prior to completing the acquisition of a mineral project.

### *COVID-19*

In early 2020, an outbreak of a new strain of coronavirus (COVID-19) resulted in a major global health crisis which continues to impact the global economy and the financial markets at the date of these condensed interim financial statements. Given the ongoing and dynamic nature of the circumstances surrounding COVID-19, it is difficult to predict how significant the impact of COVID-19, including any responses to it, will be on the economy and the Company's business in particular, or for how long any disruptions are likely to continue. The extent of such impact will depend on future developments, which are highly uncertain and difficult to predict. Such further developments could have a material adverse effect on the Company's business and financial condition.

# Odyssey Resources Limited

Notes to Condensed Interim Financial Statements

September 30, 2022 (unaudited - in US dollars)

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## 2. GOING CONCERN

These unaudited condensed interim financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assume that the Company will continue to operate for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations as they come due. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. Management is aware, in making its assessment, of material uncertainties related to events and conditions that may cast a significant doubt about the Company's ability to continue as a going concern as described in the following paragraph, and accordingly, the appropriateness of the use of accounting principles applicable to a going concern. These unaudited condensed interim financial statements do not reflect the adjustments to the carrying values of assets and liabilities, expenses and financial position classification that would be necessary if the going concern assumption was not appropriate. These adjustments could be material.

At September 30, 2022, the Company had a working capital deficiency of \$218,826 (\$163,208 at December 31, 2021), had an accumulated deficit of \$17,456,583 (\$17,363,997 at December 31, 2021) and incurred a net loss of \$92,586 for the nine months ended September 30, 2022 (\$66,867 during the comparative period in 2021). The Company's ability to continue to meet its obligations, to provide for management and administration expenses for at least the next 12 months and to complete the acquisition of a mineral project is dependent upon the Company securing additional financing and the continued support of its shareholders. Such funding requirements may be met in the future in a number of ways, including the issuance of securities or other arrangements. However, there is no assurance that the Company will be successful in securing such additional financing. If the Company is not successful in raising additional funds, it could have a negative impact on the business, financial condition and results of operation of the Company.

## 3. BASIS OF PREPARATION

These unaudited condensed interim financial statements have been prepared in accordance with IAS 34, *Interim Financial Reporting* using the same accounting policies and methods of computation as the Company's most recent annual financial statements.

These unaudited condensed interim financial statements do not contain all of the information and disclosures required for annual financial statements and should be read in conjunction with the Company's annual audited financial statements for the years ended December 31, 2021 and 2020 which have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board.

# Odyssey Resources Limited

Notes to Condensed Interim Financial Statements

September 30, 2022 (unaudited - in US dollars)

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## 4. LOAN

In connection with the potential acquisition of a mineral project in Peru, the Company advanced to a Peruvian arm's length private company in November 2015, an amount of \$250,000 (the "Loan") under a bridge financing agreement, which was subsequently amended and assigned to another Peruvian arm's length private company (Minera ORO). The Loan bears interest at the rate of 12% per annum. In accordance with the loan agreement, the amount of the Loan plus the accrued interest are repayable by Minera ORO on demand. On December 31, 2021, the Company had recorded a loss allowance of \$182,500 representing the accumulated interest on the Loan, as the Company does not anticipate being able to recover this amount and consequently, the Company has not recorded accrued interest on the Loan for the three and nine months ended September 30, 2022.

## 5. LOAN FROM A DIRECTOR

In April 2017, the Company's interim chairman, president and CEO (the "Lender") agreed to fund short term working capital requirements of the Company through a loan agreement. The extinguishment on December 31, 2021 of a portion of the loan resulted in a new loan balance of C\$540,137 (US\$426,043), which terms were settled in an Amended and Restated Loan Agreement dated December 31, 2021. On the same date, the Lender also agreed to advance up to an additional amount of C\$150,000 for working capital requirements (the "New Loan Commitment"). The new loan balance of C\$540,137 (US\$426,043) and any outstanding principal amount advanced under the New Loan Commitment bears interest at 12% per year and will be repayable (capital and accrued interest) on the earliest of the completion of a financing by the Company for a minimum amount of C\$3,000,000 or upon demand at any time after June 30, 2023.

The balance of the loan from a director was determined as follows:

	Nine months ended September 30,
	2022
	\$
Balance, at December 31, 2021	426,043
Additional advances	46,177
Accrued interest	41,971
Effect of foreign exchange	(38,623)
Balance, at September 30, 2022	475,568

## 6. SHARE CAPITAL

At September 30, 2022 and December 31, 2021, the Company had 36,231,486 issued and outstanding common shares.

# Odyssey Resources Limited

Notes to Condensed Interim Financial Statements

September 30, 2022 (unaudited - in US dollars)

## 7. MANAGEMENT AND ADMINISTRATION EXPENSES

	Three months ended September 30,		Nine months ended September 30,	
	2022	2021	2022	2021
	\$	\$	\$	\$
Employee benefits	3,498	3,537	10,577	10,805
Administrative and consultants	1,149	1,191	3,631	3,648
Office	3,034	3,623	9,811	11,096
Investor relations and travel	461	211	945	536
Professional fees	-	(45)	18,303	17,365
Reporting issuer costs	1,577	2,018	7,505	8,039
	9,719	10,535	50,772	51,489

## 8. SEGMENTED INFORMATION

The Company has one reportable operating segment being the acquisition and exploration of mineral properties. At September 30, 2022 and December 31, 2021, the Company did not have an interest in any mineral properties.

## 9. RELATED PARTY TRANSACTIONS

Details of a loan from a director are described in Note 5.

During the three and nine months ended September 30, 2022, the Company paid or accrued an amount of \$1,149 and \$3,509 to Reunion Gold Corporation, a related party by virtue of common management, for office related expenses (\$1,190 and \$3,625 during the three and nine months ended September 30, 2021). Unless otherwise stated, none of the transactions provided for special terms and conditions and no guarantees were given or received. Outstanding balances are settled in cash.

### *Remuneration of directors and key management of the Company*

During the three and nine months ended September 30, 2022, the Company paid a housing allowance of \$3,498 and \$10,577 to the Company's CEO (\$3,537 and \$10,805 during the three and nine months ended September 30, 2021). During the three and nine months ended September 30, 2022 and 2021, no other remuneration was paid to directors, the CEO and the CFO.