

UMDONI EXPLORATION INC.

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the Three and Nine Months Ended July 31, 2023 and 2022

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

NOTICE OF NO AUDITOR REVIEW OF CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102 released by the Canadian Securities Administrators, if an auditor has not performed a review of the condensed consolidated interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed consolidated 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 condensed consolidated interim financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of condensed consolidated interim financial statements by an entity's auditor.

UMDONI EXPLORATION INC.

Condensed Consolidated Interim Statements of Financial Position

As of July 31, 2023 and October 31, 2022

(Unaudited - Expressed in Canadian Dollars)

	Note	July 31, 2023	October 31, 2022
ASSETS			
Current assets			
Cash		\$ 231,574	\$ 9,905
Receivable		4,277	1,208
Prepaid expenses		-	7,895
		235,851	19,008
Non-Current assets			
Exploration and evaluation assets	3	81,548	79,148
TOTAL ASSETS		\$ 317,399	\$ 98,156
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	4	\$ 30,225	\$ 25,590
Loans payable	5	181,706	58,217
		211,931	83,807
Non-Current liabilities			
Long-term loans payable	5	-	112,790
TOTAL LIABILITIES		211,931	196,597
SHAREHOLDERS' EQUITY (DEFICIENCY)			
Share capital	6	736,842	448,009
Contributed surplus	5	35,960	35,960
Accumulated deficit		(667,334)	(582,410)
TOTAL SHAREHOLDERS' EQUITY (DEFICIENCY)		105,468	(98,441)
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		\$ 317,399	\$ 98,156

Nature of operations and going concern (Note 1)

Approved and authorized by the Board on September 19, 2023

“Jesse Hahn”

 Jesse Hahn, Director

“Barry Hartley”

 Barry Hartley, Director

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

UMDONI EXPLORATION INC.

Condensed Consolidated Interim Statements of Loss and Comprehensive Loss

For the Three and Nine Months Ended July 31, 2023 and 2022

(Unaudited - Expressed in Canadian Dollars)

		For the three months ended July 31, 2023	For the three months ended July 31, 2022	For the nine months ended July 31, 2023	For the nine months ended July 31, 2022
	Note				
Expenses					
Office and administration costs		\$ 18	\$ 19	\$ 56	\$ 1,950
Filing and regulatory fees		2,250	133	27,248	3,315
Professional and consulting fees		11,477	15,569	40,835	62,524
Transfer agent fees		341	-	3,481	3,605
Loss before other items		(14,086)	(15,721)	(71,620)	(71,394)
Other item					
Accretion expense	5	(4,650)	(4,005)	(13,304)	(5,111)
Net loss and comprehensive loss		\$ (18,736)	\$ (19,726)	\$ (84,924)	\$ (76,505)
Loss per share – basic and diluted		\$ (0.00)	\$ (0.00)	\$ (0.01)	\$ (0.01)
Weighted average number of common shares outstanding		8,969,449	5,969,449	8,650,768	5,969,449

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UMDONI EXPLORATION INC.

Condensed Consolidated Interim Statements of Changes in Shareholders' Equity (Deficiency)

For the Nine Months Ended July 31, 2023 and 2022

(Unaudited - Expressed in Canadian Dollars)

	Note	Number of shares	Amount	Contributed Surplus	Accumulated Deficit	Total Shareholders' Equity (Deficiency)
Balance at October 31, 2021		5,969,449	\$ 448,009	\$ -	\$ (487,038)	\$ (39,029)
Capital contribution by related parties		-	-	35,960	-	35,960
Net loss for the period		-	-	-	(76,505)	(76,505)
Balance at July 31, 2022		5,969,449	\$ 448,009	\$ 35,960	\$ (563,543)	\$ (79,574)
Balance as at October 31, 2022		5,969,449	\$ 448,009	\$ 35,960	\$ (582,410)	\$ (98,441)
Shares issued, Private placement	6	3,000,000	300,000	-	-	300,000
Share issuance cost	6	-	(11,167)	-	-	(11,167)
Net loss for the period		-	-	-	(84,924)	(84,924)
Balance at July 31, 2023		8,969,449	\$ 736,842	\$ 35,960	\$ (667,334)	\$ 105,468

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

UMDONI EXPLORATION INC.

Notes to the Condensed Consolidated Interim Financial Statements

For the Three and Nine Months Ended July 31, 2023 and 2022

(Unaudited - Expressed in Canadian Dollars)

	For the nine months ended July 31, 2023	For the nine months ended July 31, 2022
Operating activities		
Net loss	\$ (84,924)	\$ (76,505)
Adjustment for non-cash items:		
Accretion expense	13,304	5,111
Changes in working capital:		
Receivables	(3,069)	(462)
Prepaid expenses	7,895	(5,811)
Accounts payable and accrued liabilities	4,635	(6,671)
Net cash flows used in operating activities	(62,159)	(84,338)
Financing activities		
Share issued for cash	300,000	-
Share issuance cost	(11,167)	-
Related party loans	(2,605)	56,041
Net cash flows provided by financing activities	286,228	56,041
Investing activities		
Exploration and evaluation expenditures	(2,400)	-
Net cash flows used in investing activities	(2,400)	-
Net change in cash	221,669	(28,297)
Cash, beginning	9,905	29,979
Cash, ending	\$ 231,574	\$ 1,682
Supplemental cash flow information		
Capital contribution by related parties	\$ -	\$ 35,960

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UMDONI EXPLORATION INC.

Notes to the Condensed Consolidated Interim Financial Statements
For the Three and Nine Months Ended July 31, 2023 and 2022
(Unaudited - Expressed in Canadian Dollars)

1. Description of business and nature of operations

Umdoni Exploration Inc. (the “Company”), formerly known as Penn Capital Inc., was incorporated under the laws of British Columbia on October 15, 2014. The Company’s registered and records office is located at Suite 401 – 750 West Pender Street, Vancouver, BC V6C 2T7.

On August 21, 2020, MJ Bioscience Corp. changed its name to Penn Capital Inc. On March 25, 2022, the Company changed its name to Umdoni Exploration Inc.

On November 29, 2022, the Company closed its initial public offering and listed on the Canadian Securities Exchange. On December 13, 2022, the Company began trading under the trading symbol "UDI".

The Company changed its nature of business from biotechnology/pharmaceutical to exploration and evaluation of resource properties in Canada. The recoverability of the amounts shown for exploration and evaluation assets is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete their development, and upon future profitable production.

These condensed consolidated interim financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. As of July 31, 2023, the Company has not generated any revenues from operations, and has a working capital of \$23,920 (October 31, 2022 – working capital deficit of \$64,799), an accumulated deficit of \$667,334 (October 31, 2022 - \$582,410) and expects to incur further losses in the development of its business, all of which casts significant doubt about the Company’s ability to continue as a going concern. A number of alternatives including, but not limited to completing a financing, are being evaluated with the objective of funding ongoing activities and obtaining working capital. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future and repay its liabilities arising from normal business operations as they become due. The condensed consolidated interim 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.

2. Significant accounting policies and basis of presentation

Statement of compliance

These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard (“IAS”) 34 Interim Financial Reporting under International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”). The accounting policies and methods of computation applied by the Company in these condensed consolidated interim financial statements are the same as those applied in the Company’s annual audited financial statements as at and for the year ended October 31, 2022.

The condensed consolidated interim financial statements do not include all the information and note disclosures required for full annual financial statements and should be read in conjunction with the Company’s annual audited financial statements as at and for the year ended October 31, 2022.

Basis of measurement

These condensed consolidated interim financial statements of the Company have been prepared on a historical cost basis except for certain financial assets measured at fair value. These condensed consolidated interim financial statements are presented in Canadian dollars unless otherwise specified.

UMDONI EXPLORATION INC.

Notes to the Condensed Consolidated Interim Financial Statements
For the Three and Nine Months Ended July 31, 2023 and 2022
(Unaudited - Expressed in Canadian Dollars)

2. Basis of presentation (continued)

Consolidation

The condensed interim consolidated financial statements include the accounts of the Company and its controlled entities. Details of controlled entities are as follows:

	Country of incorporation	Percentage owned	
		July 31, 2023	October 31, 2022
Hab Capital Corp.	Canada	100%	100%
Kelso Capital Inc.	Canada	100%	100%

As of July 31, 2023, Hab Capital Corp. and Kelso Capital Inc. remains as dormant companies.

Significant estimates and assumptions

The preparation of these condensed consolidated interim financial statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include the fair value measurements for financial instruments and the recoverability and measurement of deferred tax assets.

Significant judgments

The preparation of these condensed consolidated interim financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgment in preparing the Company's financial statement is the classification of financial instruments and the going concern assumption.

3. Exploration and evaluation assets

On February 1, 2021, the Company purchased the Chlore property (the "Property") for \$1,000. The Property is located in the Omineca Mining Division of North-Central British Columbia.

The following is a summary of the Company's exploration and evaluation asset for the period ended July 31, 2023 and year ended October 31, 2022:

	July 31, 2023	October 31, 2022
Property acquisition costs		
Balance, beginning	\$ 1,000	\$ 1,000
Balance, ending	1,000	1,000
Exploration and evaluation costs		
Balance, beginning	78,148	78,148
Consulting service	2,400	-
Balance, ending	80,548	78,148
Total exploration and evaluation assets	\$ 81,548	\$ 79,148

UMDONI EXPLORATION INC.

Notes to the Condensed Consolidated Interim Financial Statements
For the Three and Nine Months Ended July 31, 2023 and 2022
(Unaudited - Expressed in Canadian Dollars)

4. Accounts payable and accrued liabilities

	July 31, 2023	October 31, 2022
Accounts payable	\$ 19,500	\$ 16,200
Accrued liabilities	10,725	9,390
	\$ 30,225	\$ 25,590

5. Loans payable

The following summarizes loans payable as at July 31, 2023 and October 31, 2022:

	July 31, 2023	October 31, 2022
Loans payable to a related party		
Current	\$ 118,659	\$ 58,217
Non-current	-	56,395
Loans payable to a related party	\$ 118,659	\$ 114,612
Loan payable to a third party	63,047	56,395
Total loans payable	\$ 181,706	\$ 171,007

As at July 31, 2023, the Company was indebted to current directors and officers in the amount of \$118,659 (October 31, 2022 - \$114,612) as related party loans and to a third party in the amount of \$63,047 (October 31, 2022 - \$56,395) as a non-related party loan.

On April 4, 2022, the Company entered debt repayment agreements with two directors of the Company to set a due date with the respect of the repayment of \$139,478 of related party amounts owing. These loans are unsecured and non-interest bearing with a maturity date of April 4, 2024. The loans were accounted for at amortized cost using the effective interest rate method with the effective interest rate of 15% per annum. The loans were recorded at amortized cost of \$103,518, with a contributed surplus of \$35,960 as capital contribution by related parties. Since the loans are repayable on April 4, 2024, they have been reclassified to current loan for the period ended July 31, 2023. The Company recorded accretion expense of \$13,304 on non-current portion of the loans for the period ended July 31, 2023 (July 31, 2022 - \$5,111).

On October 31, 2022, one of the directors assigned to a third party the amount of \$56,395 which represents the director's entire portion of the principal and accrued accretion, resulting in the Company transferring the balance owing of \$56,395 to a non-related party. As at July 31, 2023, the non-related party loan balance is \$63,047.

6. Share capital

Issued Share capital

There were 8,969,449 common shares issued and outstanding on July 31, 2023 (October 31, 2022 – 5,969,449).

On November 29, 2022, the Company closed a non-brokered private placement by issuing 3,000,000 units at a price of \$0.10 per unit for gross proceeds of \$300,000. Each unit consists of one common share and one common share purchase warrant. The Company uses residual value method, and the total proceeds were all allocated to the common shares. The Company paid \$11,167 of share issuance costs in connection with the share issuance.

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6. Share capital (continued)

Warrants

On November 29, 2022, as part of the private placement, 3,000,000 warrants were issued. Each warrant entitles the holder to purchase one common share at a price of \$0.12 per common share for a period of five years from the date of the issuance. No fair value was allocated to the share purchase warrants as the Company uses a residual value method for private placement in units.

The following is a summary of warrant transactions and warrants outstanding as at July 31, 2023 and at year ended October 31, 2022:

	Number of Warrants	Weighted Average Exercise Price
Balance, October 31, 2022	-	\$0.00
Additions	3,000,000	\$0.12
Balance, July 31, 2023	3,000,000	\$0.12

The following is a summary of warrants as at July 31, 2023:

Expiry Date	Exercise Price	Number of Warrants	Weighted Average Remaining Contractual Life (Years)
November 29, 2027	\$0.12	3,000,000	4.33

Stock Options

There were no stock options outstanding as at July 31, 2023, and as at October 31, 2022.

7. Capital management

The Company defines its capital as shareholders' equity. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition and exploration and development of mineral properties. The Board of Directors do not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The property in which the Company currently has an interest are in the exploration stage. As such, the Company has historically relied on the equity markets to fund its activities. In addition, the Company is dependent upon external financings to fund activities. In order to carry out planned exploration and pay for administrative costs, the Company will need to raise additional funds. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

8. Financial risk management

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is summarized as follows:

Credit risk

The Company's cash is held in large Canadian financial institutions. The Company maintains cash deposits with Schedule A financial institution, which from time to time may exceed federally insured limits. The Company has not experienced any significant credit losses and believes it is not exposed to any significant credit risk.

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8. Financial risk management (continued)

Liquidity risk

The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances and through short-term borrowing. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments. The liquidity risk is assessed as high.

Price risk

The ability of the Company to explore its mineral properties and the future profitability of the Company are directly related to the market price of base metals. The Company monitors base metals prices to determine the appropriate course of action to be taken by the Company.

Interest rate risk

Interest rate risk is the risk the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Financial assets and liabilities with variable interest rates expose the Company to cash flow interest rate risk. The Company does not hold any financial liabilities with variable interest rates. The Company does maintain bank accounts which earn interest at variable rates but it does not believe it is currently subject to any significant interest rate risk.

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 Company enters into financial instruments to finance its operations in the normal course of business. The fair values of cash, receivable, accounts payable and current portion of loan payable approximate their carrying values due to the short-term maturity of these instruments. Non-current portion of loans payable has a 24-month terms and was accounted for at amortized cost using the effective interest rate method with the effective interest rate of 15% per annum.

The fair value of the Company's financial instruments has been classified within the fair value hierarchy as at July 31, 2023 as follows:

	Level 1	Level 2	Level 3	Total
Financial Assets				
Cash	\$ 231,574	-	-	\$ 231,574

9. Segmented Information

The Company operates in one reportable operating segment, being the acquisition and exploration of mineral properties in Canada. As the operations comprise a single reporting segment, amounts disclosed also represent segment amounts.