PACIFIC RIDGE exploration ltd.

(An Exploration-Stage Company)

Condensed Consolidated Interim Financial Statements

March 31, 2022 and 2021

(Unaudited - Expressed in Canadian Dollars)

Pacific Ridge exploration ltd.

NOTICE TO READER

THE ISSUER'S AUDITORS HAVE NOT REVIEWED OR BEEN INVOLVED IN THE PREPARATION OF THESE CONDENSED CONSOLIDATED 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 condensed consolidated interim financial statements, they must be accompanied by a notice indicating that the condensed consolidated interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed consolidated interim financial statements of the Pacific Ridge Exploration Ltd. (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 the standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

Condensed Consolidated Interim

Statements of Financial Position

(Unaudited - expressed in Canadian dollars)

	Note	**(Unaudited)** **March 31, 2022**	(Audited) December 31, 2021
Assets		**$**	$
Current			
Cash	13(a)	**606,276**	549,391
Other receivables		**6,635**	31,012
Marketable securities	3	**55,000**	54,000
Prepaid		**61,376**	83,792
		729,287	718,195
Equipment and furniture	4	**10,226**	11,347
Resource Properties	5	**961,818**	558,068
Reclamation bonds		**29,000**	21,000
Right-of-use asset	11	**17,283**	27,652
		1,747,614	1,336,262
Liabilities			
Current			
Trade payable and accrued liabilities		**149,567**	222,795
Advances for exploration	5(c)(ii)	**430,000**	-
Lease liability - current portion	11	**18,510**	29,252
		598,077	252,047
Shareholders' equity			
Share capital	5(c)(ii), 6	**46,877,193**	46,291,957
Contributed surplus	6 (b & c)	**3,599,244**	3,661,025
Accumulated other comprehensive loss	3	**2,000**	1,000
Deficit		**(49,328,900)**	(48,869,767)
		1,149,537	1,084,215
		1,747,614	1,336,262

Subsequent events 13

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

Approved and authorized for issue on behalf of the Board of Directors on May 18, 2022

/s/"Blaine Monaghan"
Director

/s/"Gary Baschuk"
Director

Condensed Consolidated Interim Statements of Loss and Comprehensive Loss

(Unaudited - expressed in Canadian dollars)

	Note	Three months ended March 31 2022	2021
Administration expenses		**$**	$
Amortization of right-of-use asset	11	**10,369**	7,165
Depreciation	4	**1,121**	372
Finance lease interest	11	**643**	1,157
Insurance		**24,984**	12,460
Professional and consulting		**5,052**	31,573
Management and administrative	8	**83,718**	57,255
Office operations and facilities		**11,356**	6,031
Shareholder communications		**114,224**	81,141
Share-based payments	6(c)	**11,341**	55,277
Transfer agent and regulatory fees		**19,582**	9,126
		282,390	261,557
Exploration-related expenses (income)			
Exploration and evaluation costs	5	**176,384**	91,349
Mining tax credit	7	**-**	(76,269)
		176,384	15,080
Other expenses (income)			
Interest received		**(303)**	(576)
Foreign exchange (gain) loss		**662**	971
		359	395
Net loss		**(459,133)**	(277,032)
Other comprehensive income (loss):			
Net change in fair value of marketable securities	3	**1,000**	(280)
Total comprehensive loss		**(458,133)**	(277,312)
Loss per share (basic and diluted)		**(0.01)**	(0.01)
Weighted average number of shares outstanding basic and diluted		**54,089,508**	36,893,452

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

PACIFIC RIDGE exploration ltd.

Condensed Consolidated Interim Statements of Changes in Shareholders' Equity

(Unaudited - expressed in Canadian dollars)

	Note	Share capital Amount	Share capital Value	Contributed surplus	Other comprehensive income (loss)	Deficit	Total
		#	$	$	$	$	$
Balance, December 31, 2020		34,849,008	43,784,464	3,367,186	(10,300)	(46,066,025)	1,075,325
Flow-through units issued for cash		8,000,000	1,136,000	-	-	-	1,136,000
Flow-through premium	6(a)	-	(296,000)	82,145	-	-	(213,855)
Share issuance costs	6(a)	-	(9,896)	-	-	-	(9,896)
Share-based payments	6(c)	-	-	55,277	-	-	55,277
Unrealized loss in marketable securities	3	-	-	-	(280)	-	(280)
Net loss for the period		-	-	-	-	(277,032)	(277,032)
Balance, March 31, 2021		42,849,008	44,614,568	3,504,608	(10,580)	(46,343,057)	1,765,539
Non flow-through units issued for cash	6(a)	10,000,000	1,500,000	-	-	-	1,500,000
Shares issued for property	5(c)(ii)	200,000	52,000	-	-	-	52,000
Shares issued for services	5(c)(ii)	100,000	22,000	-	-	-	22,000
Shares issued on exercise of warrants	6(a)(b)	750,500	94,130	(4,070)	-	-	90,060
Shares issued on exercise of options	6(a)(c)	190,000	41,444	(17,744)	-	-	23,700
Share issuance costs	6(a)	-	(32,185)	-	-	-	(32,185)
Share-based payments	6(c)	-	-	178,231	-	-	178,231
Unrealized gain marketable securities	3	-	-	-	11,580	-	11,580
Net loss for the period		-	-	-	-	(2,526,710)	(2,526,710)
Balance, December 31, 2021		54,089,508	46,291,957	3,661,025	1,000	(48,869,767)	1,084,215
Shares issued for properties	5(a)(ii), 6(a)	1,000,000	328,750	-	-	-	328,750
Shares issued on exrcise of warrants	6(a)(b)	1,154,500	249,912	(56,372)	-	-	193,540
Shares issues on exercise of options	6(a)(c)	250,000	39,250	(16,750)	-	-	22,500
Share issuance costs	6(a)	-	(32,676)	-	-	-	(32,676)
Share-based payments	6(c)	-	-	11,341	-	-	11,341
Unrealized loss in marketable securities	3	-	-	-	1,000	-	1,000
Net loss for the period		-	-	-	-	(459,133)	(459,133)
Balance, March 31, 2022		**56,494,008**	**46,877,193**	**3,599,244**	**2,000**	**(49,328,900)**	**1,149,537**

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

Condensed Consolidated Interim Statements of Cash Flows

(Unaudited - expressed in Canadian dollars)

	Three months ended March 31	
	2022	2021
	$	$
Operating activities		
Loss for the period	**(459,133)**	(277,032)
Items not affecting cash:		
Right-of-use asset amortization	**10,369**	7,165
Depreciation of plant and equipment	**1,121**	372
Finance lease interest	**643**	1,157
Share-based payments	**11,341**	-
Shares issued for services	**-**	55,277
Unrealized foreign exchange	**160**	295
Interest received	**(303)**	(576)
	(435,802)	(213,342)
Changes in non-cash working capital items:		
Other receivables	**24,377**	(1,448)
Prepaid	**22,416**	(14,111)
Trade payable and accrued liabilities	**(73,228)**	(8,239)
Cash used in operating activities	**(462,237)**	(237,140)
Investing activities		
Resource property acquisition costs	**(75,000)**	-
Proceeds from property option payments	**-**	-
Interest received	**303**	576
Reclamation bonds	**(8,000)**	-
Cash (used in) provided by investing activities	**(82,697)**	576
Financing activities		
Proceeds from flow-through private placement	**-**	1,136,000
Proceeds from warrant exercises	**193,540**	-
Proceeds from exercise of stock options	**22,500**	-
Share issue costs	**(32,676)**	(6,429)
Advances received for exploration	**430,000**	-
Finance lease -principal payments	**(10,742)**	(6,778)
Finance lease -interest payments	**(643)**	(1,157)
Cash provided by financing activities	**601,979**	1,121,636
Effect of foreign exchange translation on cash	**(160)**	(295)
Decrease in cash	**56,885**	884,777
Cash, beginning of the period	**549,391**	628,720
Cash, end of the period	**606,276**	1,513,497
Supplementary cash flow information:		
Non-cash investing activities:		
Shares issued for resource properties	**(328,750)**	-
Non-cash financing activities:		
Finders' fees paid through issuance of warrants	**-**	(1,500)

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

1. Nature of operations

Pacific Ridge Exploration Ltd. and its wholly owned subsidiary Pacific Ridge Exploration (US) Inc. (the "Company" or "Pacific Ridge") are in the business of acquiring and exploring resource properties in Canada and the United States. Pacific Ridge is incorporated and domiciled in Canada under the *Business Corporations Act* (British Columbia). The address of its registered office is 1710 – 1177 West Hastings Street, Vancouver, British Columbia, Canada, V6E 2L3.

The Company has not yet determined whether its properties contain ore reserves that are economically recoverable. The recoverability of the amounts shown for resource properties is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary capital to finance operations including contributions from future joint venture partners. The carrying value of the Company's mineral properties does not reflect current or future value.

These consolidated financial statements are 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 March 31, 2022, the Company had a working capital (current assets less current liabilities) of $131,210 (December 31, 2021 - $466,148). Subsequently, on April 22, 2022 (Note 13(a)), the Company closed a brokered private placement raising gross cash proceeds of $7,431,200. With these funds, the Company believes that it can sustain its operations and maintain its minimum obligations for the next year.

COVID-19 Pandemic:

The COVID-19 pandemic had an initial negative impact on global financial markets, followed by a recovery, but significant volatility could still be expected. The economic viability of the Company's business plan could be impacted by its ability to obtain financing, and global economic conditions impact the general availability of financing through public and private debt and equity markets, as well as through other avenues.

In addition, as the health and safety of the Company's employees, contractors, visitors, and stakeholders are the Company's top priority, the Company will monitor developments with respect to COVID-19, both globally and within its operating jurisdictions, and will implement any such changes to its business as may be deemed appropriate to mitigate any potential impacts to its business and the stakeholders. Such changes, may include, but are not limited to, temporary closures of the Company's site exploration activities or offices, and deviations from the timing and nature of previous exploration plans.

(Unaudited - expressed in Canadian dollars)

2. Basis of preparation and summary of significant accounting policies

(a) Statement of Compliance

These condensed consolidated interim financial statements, including comparatives, have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting ("IAS 34"). These condensed consolidated interim financial statements do not include all of the information required for full annual financial statements and should be read in conjunction with the audited annual consolidated financial statements of the Company for the year ended December 31, 2021.

The condensed consolidated interim financial statements were approved by the Board of Directors on May 18, 2022.

(b) Critical accounting estimates

The preparation of interim financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates. In preparing these condensed consolidated interim financial statements, the significant judgements made by management in applying accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended December 31, 2021.

3. Marketable securities

The fair value of the shares and warrants of third parties owned by the Company is as follows:

	Four Nines Gold Inc. Common shares		Trifecta Gold Ltd. Common shares		Total
	Number	Fair value	Number	Fair value	Fair value
	#	$	#	$	$
Balance, December 31, 2020	60,000	26,700	200,000	16,000	42,700
Gain (loss) in fair value of securities	-	(5,280)	-	5,000	(280)
Balance, March 31, 2021	60,000	21,420	200,000	21,000	42,420
Gain (loss) in fair value of securities	-	14,580	-	(3,000)	11,580
Balance, December 31, 2021	60,000	36,000	200,000	18,000	54,000
Gain (loss)in fair value of securities	-	6,000	-	(5,000)	1,000
Balance, March 31, 2022	**60,000**	**42,000**	**200,000**	**13,000**	**55,000**

(Unaudited - expressed in Canadian dollars)

4. Equipment

The Company has the following assets classified as computing equipment and furniture:

	Computing equipment	Furniture	TOTAL
	$	$	$
Balance, December 31, 2020	2,898	-	2,898
Depreciation	(372)	-	(372)
Balance, March 31, 2021	2,526	-	2,526
Additions	5,842	5,439	11,281
Depreciation	(2,043)	(417)	(2,460)
Balance, December 31, 2021	6,325	5,022	11,347
Depreciation	(853)	(268)	(1,121)
Balance, March 31, 2022	**5,472**	**4,754**	**10,226**

As at March 31, 2022	$	$	$
Cost	10,380	5,439	15,819
Accumulated depreciation	(4,908)	(685)	(5,593)
Net book value	**5,472**	**4,754**	**10,226**

(Unaudited - expressed in Canadian dollars)

5. Resource properties

The Company has interests in mineral properties in British Columbia and Yukon in Canada. A summary of capitalized acquisition costs is as follows:

	Company-owned properties		On option from third parties			Total
	Mariposa YT	Onjo BC	Kliyul BC	Redton BC	RDP BC	
	$	$	$	$	$	$
Balance, December 31, 2020 and March 31, 2021	429,619	-	12,500	12,500	-	454,619
Option payments in cash	-	-	10,000	10,000	15,000	35,000
Option payments in shares	-	-	-	-	52,000	52,000
Staking costs	-	-	-	-	16,449	16,449
Balance, December 31, 2021	429,619	-	22,500	22,500	83,449	558,068
Option payments in cash	-	75,000	-	-	-	75,000
Option payments in shares	-	328,750	-	-	-	328,750
Balance, March 31, 2022	**429,619**	**403,750**	**22,500**	**22,500**	**83,449**	**961,818**

In addition to capitalized acquisition costs, the Company has incurred the following exploration and evaluation expenses:

Property	Province / Territory	Three months ended March 31 2022	2021
		$	$
Kliyul	BC	**97,524**	60,150
RDP	BC	**40,887**	-
Onjo	BC	**9,518**	
Spius	BC	**72**	2,000
Redton	BC	**-**	7,105
Mariposa	YT	**-**	1,697
General exploration not allocated to a specific property		**28,383**	20,397
		176,384	91,349

A description of the relevant projects follows:

5. **Resource properties** (continued)

a) Company-owned properties:

i) Mariposa property, Yukon

The Company acquired a 100% interest in the Mariposa property, Dawson Mining District, Yukon, in 2014. Between September 2016 and March 2019, the property was optioned to Four Nines Gold Inc. ("Four Nines"). The securities referred to in note 3 from Four Nines were received by the Company as part of the option payments. Upon termination of the option agreement, Four Nines paid $50,000 to the Company, which committed to carry out any possible reclamation work on behalf of Four Nines, of which $600 was carried out during 2021. The remaining amount of $49,400 is recorded as an accrued liability. Reclamation activities are planned to continue during 2022.

ii) Onjo property, British Columbia

On January 27, 2022, the Company entered into a property purchase agreement to acquire a 100% interest in the Onjo copper-gold porphyry project in north-central British Columbia. The Company paid $50,000 in cash and issued 750,000 common shares with a fair value of $0.35 per share or $262,500. The vendor of Onjo retains a 2% NSR, with the Company having an option to purchase one quarter of the NSR at any time for USD $1,500,000.

On February 22, 2022, the Company entered into a sale and purchase agreement to acquire a 100% interest in four internal claims at Onjo by paying $25,000 cash and issuing 250,000 common shares with a fair value of $0.265 per share or $66,250 to the vendor. With the acquisition of these claims, Pacific Ridge now owns 100% of the claims within the Project boundary.

b) Company-owned properties on option to third parties

i) Fyre Lake property, Yukon

The Company owns a 100% interest in the Fyre Lake property, located in the Watson Lake Mining District, Yukon. On January 18, 2017, the Company closed an option agreement with BMC Minerals (No. 1) Ltd. ("BMC"), amended on December 19, 2018, on April 10, 2020, and on December 12, 2021, whereby BMC has the right to acquire a 100% interest in Fyre Lake by making payments totalling $3,125,000 as follows:

A non-refundable deposit and initial option payment of $375,000 ($25,000 received in November 2016 and $350,000 received in January 2017), a second option payment of $300,000 received in December 2017, and a third option payment of $1,200,000 received on December 28, 2018. During the year ended December 31, 2019, the Company received a further $150,000. A special payment of $250,000 was made pursuant to the April 10, 2020, amending agreement, followed by three separate $75,000 payments, two of which were received during 2020 and the last one of which was paid during June of 2021. In addition, pursuant to an amending agreement dated December 22, 2021, the Company received a payment of $250,000 during December of 2021.

(Unaudited - expressed in Canadian dollars)

5. **Resource properties** (continued)

b) Company-owned properties on option to third parties (continued)

i) Fyre Lake property, Yukon (continued)

In order to exercise the option, BMC must make a final $850,000 payment. This payment is due by December 31, 2022, or within 10 business days of BMC listing on an internationally recognized stock exchange, whichever comes first. BMC will also continue payments to the Company of $75,000 every six months until the final payment has been paid.

In addition, if it exercises the option, BMC has agreed to make a bonus payment of $1,000,000 if and when BMC's Kudz Ze Kayah property has reached commercial production for one year.

As there is no carrying value for Fyre Lake on the Company's statement of financial position, these option payments are recorded as property option payments on the statement of loss and comprehensive loss.

c) Third party properties being optioned to the Company

i) Kliyul and Redon properties, British Columbia

On January 17, 2020, the Company entered into an earn-in property agreement (the "Kliyul-Redton Agreement"), amended on April 7, 2020, and on July 22, 2020, with Aurico Metals Inc. ("Aurico"), with respect to the Kliyul and Redton properties located in British Columbia (jointly, "the Properties").

Under the terms of the Kliyul-Redton Agreement, the Company, at its sole option, can earn a 51% undivided right, title and interest, other than underlying royalties, in the Properties by a payment to Aurico of $100,000 in cash of which $45,000 has been paid, the issuance of 2,000,000 common shares, and incurring expenditures in the aggregate amount of no less than $3,500,000, as follows:

Cash payments to be made	Shares to be issued	Exploration expenses to be incurred	Due date	Comment
$	#	$		
To earn 51%:				
10,000	-	-	Upon execution and regulatory approval	(Paid)
15,000	-	-	December 31, 2020	(Paid)
20,000	-	1,250,000	December 31, 2021	(Paid and incurred)
25,000	-	1,000,000	December 31, 2022	
30,000	2,000,000	1,250,000	December 31, 2023	
100,000	2,000,000	3,500,000		

(Unaudited - expressed in Canadian dollars)

5. Resource properties (continued)

c) Third party properties being optioned to the Company (continued)

i) Kliyul and Redton properties, British Columbia (continued)

In addition, the Company has the right to acquire, after the exercise of the 51% earn-in right, a 75% earned interest (an additional 24% undivided interest, other than underlying royalties) in the Properties by paying Aurico an additional $60,000 in cash, issuing an additional 1,500,000 common shares and incurring additional expenditures of no less than $3,500,000, as follows:

Cash payments to be made	Shares to be issued	Exploration expenses to be incurred	Due date	Comment
$	#	$		
To increase to 75%:				
30,000	-	1,500,000	December 31, 2024	
30,000	1,500,000	2,000,000	December 31, 2025	
60,000	1,500,000	3,500,000		

The Kliyul property is subject to 2% net smelter return royalties. The Redton property is subject to (i) a 2.5% net smelter return royalty, with the right of reducing it to 1% for $2,000,000, and (ii) a 2% royalty.

ii) RDP Property, British Columbia

On May 3, 2021, the Company entered into an agreement to acquire 100% of the RDP copper-gold porphyry project in central British Columbia, approximately 40 km west of its flagship Kliyul copper-gold project.

Under the terms of the Agreement, the Company has the option to earn a 100% interest in RDP by making payments as follows:

Cash payments to be made	Shares to be issued	Exploration expenses to be incurred	Due date (on or before)	Status
$	#	$		
5,000	100,000	-	Upon execution and regulatory approval	Completed
10,000	100,000	60,000	November 30, 2021	Completed
30,000	300,000	250,000	December 15, 2022	
80,000	700,000	550,000	December 15, 2023	
125,000	1,200,000	860,000		

5. **Resource properties** (continued)

c) Third party properties being optioned to the Company (continued)

ii) RDP property, British Columbia (continued)

In addition, Pacific Ridge will issue 300,000 shares to the vendor on completion of 5,000 m of drilling and an additional 500,000 shares upon defining a 1,000,000 ounces of gold equivalent resource in the inferred or greater category. The property is also subject to a 2% NSR payable to the vendor, half of which can be purchased at any time for $1.5 million.

In the year ended December 31, 2021, the Company issued an additional 100,000 common shares with a fair value of $0.22 per share ($22,000) to a consulting company that had certain data on the RDP property that the Company considered relevant for its project.

On February 10, 2022, the Company entered into an earn-in agreement (the "Agreement") with Antofagasta Minerals S.A. ("Antofagasta"), a wholly owned subsidiary of Antofagasta PLC (ANTO: LSE), on RDP.

Antofagasta can earn a 75% interest in RDP by making cash payments in an aggregate amount of $1,350,000, plus a success payment of $800,000 upon exercise of the option, and spending $10,000,000 on exploration over eight years, with a firm commitment to spend $1,000,000 in year one, and delivering a NI 43-101 compliant preliminary economic assessment report. During the option period, Antofagasta will fund all exploration and Pacific Ridge will be the initial operator. Once Antofagasta has earned its 75% interest, Pacific Ridge and Antofagasta will form a 25:75 joint venture. If either party's interest in the joint venture falls below 10%, that party's interest will be converted to a 2% NSR, half of which can be purchased by the other party for $4,500,000.

During the three months ended March 31, 2022, the Company received from Antofagasta $430,000 in advances for exploration in RDP, and at the date of publication of these condensed consolidated interim financial statements, the amount received from Antofagasta amounted to $2,050,000.

(Unaudited - expressed in Canadian dollars)

5. **Resource properties** (continued)

d) Other properties

i) Spius, British Columbia

On April 27, 2018, the Company entered into an option agreement to acquire a 100% interest in the Spius property, Nicola and New Westminster Mining Divisions, British Columbia. The terms of the option agreement as amended on December 10, 2019, are as follows:

Cash payments to be made	Shares to be issued	Exploration expenses to be incurred	Due date	Comment
$	#	$		
10,000	200,000	-	Upon execution and regulatory approval	Completed
40,000	200,000	50,000	December 15, 2018	Completed
-	-	250,000	December 15, 2019	Completed
-	-	25,000	December 15, 2020	Completed
15,000	200,000	-	May 31, 2021	See below
15,000	200,000	-	December 15, 2021	See below
30,000	600,000	500,000	December 15, 2022	
110,000	1,400,000	825,000		

During the three months ended March 31, 2022, the Company's expenses for Spius amounted to only $72 ($20,432 for the year ended December 31, 2021, of which $2,000 was spent during the three months ended March 31, 2021).

The agreement is subject to a 1% NSR to the property vendor, half of which can be purchased for $1,500,000, as well as an underlying 2% NSR, of which the Company has the right to buy down half for $1,500,000. In addition, bonus payments are payable upon certain advanced development mileposts. One of the underlying vendors of the Spius property is a company where a director of the Company owns a 25% interest.

Due to poor results from the Company's 2019 drill program, the Company impaired its $71,000 carrying value.

On October 20, 2020, the Company entered into an Option Agreement with Arctic Fox Ventures Inc. ("Arctic Fox") and with the underlying owner of Spius, whereby the Company granted Arctic Fox an option to acquire a 60% interest in the Spius Option by making payments of $50,000, issuing 1,000,000 shares and spending $550,000 on exploration by December 31, 2022. With this agreement, Arctic Fox assumes the Company's obligations pursuant to the Spius option.

6. Share capital

a) Common Shares

The Company is authorized to issue an unlimited authorized number of common shares without par value. The following share issuances are presented in reverse chronological order:

i) Private placement closed on April 21, 2022 – see note 13, *Subsequent Events*.

ii) During the three months ended March 31, 2022, the Company issued 1,000,000 common shares with a fair value of $328,750 for the acquisition of the Onjo property (note 5(a)(ii)).

iii) During the three months ended March 22, 2022, the Company issued 1,154,500 common shares upon exercise of a similar number of share purchase warrants for cash proceeds of $193,540 (note 6(b)).

iv) During the three months ended March 31, 2022, the Company issued 250,000 common shares upon exercise of a similar number of stock options for cash proceeds of $22,500 (note 6(c)).

v) Share issuance costs for the three months ended March 31, 2022, amounted to $32,676.

vi) Private placement closed on June 1, 2021

On June 1, 2021, the Company closed a non-brokered private placement, raising gross cash proceeds of $1,500,000 through the issuance of 10,000,000 units at a price of $0.15 per unit ("Unit"). Each Unit is comprised of one common share of the Company and one-half of one common share purchase warrant, with each whole warrant exercisable to purchase one additional common share at an exercise price of $0.23 for a period of 24 months expiring on June 3, 2023. No finders' fees were paid in connection to the private placement, and share issuance costs amounted to $30,283.

The Company applied the residual value approach to allocate the proceeds received from the unit offering to their respective components (shares and warrants). Using this approach, the Company attributed no fair value to the warrant portion of the units issued to investors.

6. **Share capital** (continued)

a) Common Shares (continued)

vii) Flow-through private placement closed on March 8, 2021.

On March 8, 2021, the Company raised gross proceeds of $1,136,000 on closing of a non-brokered flow-through private placement, issuing 8,000,000 units at a price of $0.142 per unit ("2021 FT Unit"). Each 2021 FT Unit was comprised of one common share of the Company that qualifies as a "flow-through share" for the purposes of the Income Tax Act (Canada) (an "2021 FT Unit Share") and one-half of one common share purchase warrant, with each whole warrant exercisable to purchase one additional non-flow-through common share at an exercise price of $0.15 for a period of two years. No finder's fees were paid. Share issuance costs in connection with legal advice, filing fees and transfer agent fees amounted to $10,178. Final TSX Venture Exchange approval was received on March 9, 2021.

The Company applied the residual value approach to allocate the proceeds received from the unit offering to their respective components. The fair value of the common shares was determined by using the trading price of the Company's shares at the date of issuance. The excess of the unit price over the fair value of the common shares was used to determine the residual value. The residual value was allocated between warrants and the flow-through liability by using their relative fair values as determined by the Black-Scholes option pricing model and the approximate expected tax benefit received by the investor, respectively. The parameters used in the Black Scholes calculations were as follows: expected volatility: 117.2%, risk-free interest rate: 0.24%, dividend yield: 0%, and expected life of two years.

The residual value of the unit offering after deducting the fair value of the common shares was $296,000 or $0.037 per share, of which $82,145 and $213,855 was allocated to the corresponding investors' warrants and flow-through premium liability, respectively. This flow-through premium liability was derecognized as deferred flow-through tax recovery in the Company's consolidated statement of loss and comprehensive for the year ended December 31, 2021, as the Company had incurred the $1,136,000 raised through the 2021 FT units in qualifying expenses.

viii) Other shares issued during 2021.

On December 2, 2021, the Company issued 100,000 common shares with a fair value of $0.21 per share as part of the option agreement for the acquisition of the RDP project.

On July 7, 2021, the Company issued a further 100,000 common shares at a fair value of $0.22 per share to acquire some geological data relevant to the RDP project; the related $22,000 was expensed as exploration cost.

On May 5, 2021, the Company issued 100,000 common shares with a fair value of $0.31 per share as part of the option agreement for the acquisition of the RDP project.

During the year ended December 31, 2021, the Company issued an aggregate of 750,500 common share on exercise of share purchase warrants and agent's warrants with an exercise price of $0.12 per share, for cash proceeds of $90,060.

During the year ended December 31, 2021, an aggregate of 190,000 stock options were exercised for gross proceeds of $23,700.

Share issuance costs in connection with the above issuances, in addition to those incurred in the two aforementioned private placements, amounted to $1,621.

(Unaudited - expressed in Canadian dollars)

6. **Share capital** (continued)

b) Share Purchase Warrants

A summary of the warrants outstanding is as follows:

	Three months ended March 31, 2022		Year ended December 31, 2021	
	Number of Warrants	Weighted Average Exercise Price	Number of Warrants	Weighted Average Exercise Price
	#	$	#	$
Starting balance	9,866,502	0.19	1,617,000	0.12
Issued to investors	-	-	9,000,002	0.19
Exercised by investors	(1,150,000)	0.17	(710,000)	0.12
Exercised by agents	(4,500)	0.12	(40,500)	0.12
Expired unexercised	(212,000)	0.12	-	-
Ending balance	8,500,002	0.19	9,866,502	0.19

As at March 31, 2022 there were 8,500,002 share purchase warrants outstanding with an exercise price of $0.23 per share expiring on June 3, 2023.

Please refer to notes 6(a)(vi) and 6(a)(vii) for a discussion of the fair value assigned to the warrants issued to investors and to agents.

c) Stock Options

The Company has a stock option plan in place authorizing the granting of stock options to qualified optionees to purchase a total of up to 10% of the then issued and outstanding common shares of the Company. Stock options generally are granted for a maximum term of five years and expire 90 days following the termination of the optionee's agreement. The exercise price for the options is set at the closing market price of the common shares on the grant date. The vesting periods of options vary with terms determined by the board of directors. The following options were granted pursuant to the Company's stock option plan:

- On March 9, 2021, the Company granted 850,000 stock options to two directors and to an investor relations consultant, exercisable into one common share of the Company at a price of $0.105 per share for a period of five years. Of the total amount, 650,000 were granted to two directors fully vested; the remaining 200,000 options granted to the investor relations consultant will vest 25% every quarter over a period of one year.
- On July 15, 2021, the Company granted an aggregate of 1,100,000 stock options to directors, officers, employees and certain consultants, pursuant to the Company's stock option plan and the policies of the TSX Venture Exchange. Each option is exercisable into one common share of the Company at a price of $0.25 per share for a period of five years from this date. An aggregate of 200,000 of those stock options will vest 25% each quarter during a 12-month period, while the remaining options were granted fully vested

The Company applies the fair value method of accounting for stock options. Option pricing models require the input of highly subjective assumptions including expected price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate.

(Unaudited - expressed in Canadian dollars)

6. **Share capital** (continued)

c) Stock Options (continued)

The fair value of options granted was estimated at the grant date based on the *Black-Scholes* option-pricing model, using the following assumptions:

Date of grant	Three months ended March 31, 2022	Year ended December 31, 2021
Number of options granted	-	1,950,000
Weighed average risk-free interest rate	-	0.85%
Weighted average expected volatility	-	109.34%
Weighted average expected option life in years	-	5
Calculated total fair value	-	$254,543
Value vested during period	$11,341	$233,508
Expected dividend yield	-	Nil

Stock option transactions and the number of stock options outstanding and exercisable are summarized below:

	Three months ended March 31, 2022		Year ended December 31, 2021	
	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
	#	$	#	$
Balance, beginning of year	4,840,000	0.11	3,355,000	0.06
Granted	-	-	1,950,000	0.19
Exercised	(250,000)	0.09	(190,000)	0.08
Expired unexercised	-	-	(275,000)	0.08
Balance, end of period	4,590,000	0.10	4,840,000	0.11
Exercisable, end of period	4,490,000	0.10	4,640,000	0.10

Stock options exercisable are as follows:

Expiry date	Exercise price	March 31, 2022	December 31, 2021
	$	#	#
June 16, 2022	0.060	340,000	340,000
July 21, 2022	0.050	-	200,000
January 12, 2023	0.060	200,000	200,000
November 1, 2023	0.065	200,000	200,000
January 4, 2024	0.050	900,000	900,000
March 16, 2025	0.050	750,000	750,000
October 22, 2025	0.075	350,000	350,000
March 9, 2026	0.105	850,000	800,000
July 15, 2026	0.250	900,000	900,000
	0.104	4,490,000	4,640,000

Please refer to note 13(d), *Subsequent Events*, for stock options granted subsequent to March 31, 2022.

(Unaudited - expressed in Canadian dollars)

7. Government grants and tax credits

During the three months ended March 31, 2022, the Company received no amounts corresponding to the British Columbia Mining Exploration Tax Credit ("BCMETC") (2021 - $76,269 – corresponding to exploration expenses incurred during fiscal year 2019 were received during the three months ended March 31, 2021, and a further $80,801 corresponding to exploration expenses incurred during fiscal year 2020 were received during the third quarter of 2021).

No government grants were received by the Company in the three months ended March 31, 2022, or 2021.

8. Related parties

Related parties include the board of directors and officers, close family members and enterprises that are controlled by these individuals as well as certain consultants performing similar functions.

The Company has no compensation arrangements with its board of directors other than non-cash stock option grants. In the case of senior officers of the Company, which include the Executive Chairman, the President & CEO, and the CFO, the Company provides certain compensation for termination without cause and for a change of control of the Company.

Key management includes the board of directors and executive officers.

Compensation awarded to key management is listed below:

	Three months ended March 31	
	2022	2021
	$	$
Management fees paid to a Company controlled by the Executive Chairman of the Company, and salary paid to him *	**24,000**	24,000
Salary paid to the CEO of the Company	**49,800**	24,000
Management fees paid to a company controlled by the CFO of the Company	**15,000**	11,000
Share-based payments recorded for stock options granted to directors and officers of the Company (non-cash expense)	**-**	54,270
	88,800	113,270

* A percentage of the Executive Chairman's compensation is charged to exploration and evaluation costs

An amount of $5,315 was payable to an officer of the Company as at March 31, 2022, and paid subsequently.

In addition, with respect to the option agreement for the purchase of the Spius property (Note 5(d)(i)). The underlying vendors of this property include a company where a director of the Company owns a 25% interest.

9. Capital management

The Company's objective in managing its capital is to maintain the ability to continue as a going concern and to continue to explore the various properties for the benefits of its shareholders. The Company's operations have been and will continue to be funded by the sale of equity to investors.

The Company's capital includes the components of shareholders' equity. Capital requirements are driven by the Company's exploration activities on its mineral property interests and associated administration expenses. To effectively manage the Company's capital requirements, the Company has a planning and budgeting process in place to ensure that adequate funds are available to meet its strategic goals.

The Company monitors actual expenses relative to the approved budget on all exploration projects and overheads to manage costs, commitments and exploration activities. There were no changes in the Company's approach to capital management during the three months ended March 31, 2022.

10. Financial instruments

Fair values

As at March 31, 2022, the recorded amounts for cash, other receivables and trade payable and accrued liabilities approximate their fair values due to their short maturity. The Company's marketable securities and warrants are measured at fair value on a recurring basis. These financial instruments are grouped into Level 1 to 3 based on the degree to which the significant inputs used to determine the fair value are observable. Marketable securities are classified within level 1 of the fair value hierarchy as their fair value measurement is derived from quoted prices in active markets for identical assets. Warrants are classified within level 2 of the fair value hierarchy as their fair value measurement is derived from inputs other than quoted prices included within level 1, that are observable either directly or indirectly. No financial instruments were considered level 3, which are fair value measurements derived from valuation techniques that include significant inputs that are not based on observable market data.

Interest rate risk

The Company's cash held in financial institutions earns interest at variable interest rates. Due to the short-term nature of these financial instruments, fluctuations in market rates do not have a material impact on the expected cash flows.

Credit risk

The Company has its cash deposited with large, federally insured, commercial financial institutions, and therefore exposed to minimal credit risk.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities and through the management of its capital structure. At March 31, 2022, the Company had cash of $606,276 (December 31, 2021- $549,391), trade payable and accrued liabilities of $149,567 (December 31, 2021 - $222,795), and a lease liability of $18,510 (December 31, 2021 - $29,252) (note 11). Subsequent to March 31, 2022, the Company closed a brokered private placement and raised total gross cash proceeds of $7,431,200 (note 13(a)).

10. Financial instruments (continued)

Currency risk

The Company keeps approximately 5% of its cash in US dollars. A change in the value of the US dollar by 10% relative to the Canadian dollar would affect the Company's working capital by a minimal amount (December 31, 2021 - $1,000).

Price risk

The Company is exposed to price risk on its marketable securities and warrants due to fluctuations in the current market prices and fluctuations in trading volumes of those securities. At March 31, 2022, the Company held marketable securities with a fair value of $55,000 (December 31, 2021 - $54,000). These investments are subject to market price fluctuations that can be significant.

11. Right-of-use asset and lease liability

The Company recognizes lease liabilities in relation to a sublease agreement for office space. These liabilities are measured at the present value of the remaining lease payments starting on September 1, 2020, by using the Company's incremental borrowing rate. The weighted average incremental borrowing rate applied to the lease liabilities on September 1, 2020, was 10%. The associated lease liability recognized as at September 1, 2020 was $52,967, and at December 31, 2020 the lease liability was valued at $48,541.

An associated right-of-use asset for the lease was measured at the amount equal to the lease liability on September 1, 2020. Right-of-use assets are depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. Lease liabilities are subsequently measured at amortized cost using the effective interest rate method.

On April 1, 2021, an additional office unit was incorporated into the September 1, 2020, sublease agreement and was valued at that date at $18,158.

The following table summarizes the difference between operating lease commitments disclosed immediately preceding the date of initial application, and lease liabilities recognized in the condensed consolidated interim statement of financial position at the date of initial application:

(Unaudited - expressed in Canadian dollars)

11. Right-of-use asset and lease liability (continued)

Lease liability		$
Lease liability as at December 31, 2020		48,541
Lease payments		(7,935)
Lease interest		1,157
Lease liability as at March 31, 2021		41,763
Setup of new lease agreement on April 1, 2021	19,550	
Lease interest	(1,392)	
Value of lease as at April 1, 2021	18,158	**18,158**
Lease payments		(34,155)
Lease interest		3,486
Lease liability as at December 31, 2021		29,252
Lease payments		(11,385)
Lease interest		643
Lease liability as at March 31, 2022		**18,510**
Current portion		18,510
Long-term portion		-
		18,510

Right-of-use asset	$
Value of right-of-use asset on December 31, 2020	47,767
Amortization	(7,165)
Value of right-of-use asset as at March 31, 2021	40,602
Setup of new right-of-use asset on April 1, 2021	18,158
Amortization	(31,108)
Value of right-of-use asset as at December 31, 2021	27,652
Amortization	(10,369)
Value of right-of-use asset as at March 31, 2022	**17,283**

The remaining payment commitments pursuant to the above lease are $7,950, to be incurred between April and August of 2022.

12. Segmented information

The Company has one business segment, the exploration of mineral properties, further subdivided into geographic regions. As at March 31, 2022 and 2021, all of the Company's non-current assets were held in Canada.

13. Subsequent events

a) On April 22, 2022, the Company closed a "best efforts" brokered private placement (the "Financing") with M Partners Inc. and Red Cloud Securities Inc., co-lead agents and joint book runners ("Agents"), and raised total gross cash proceeds of $7,431,200 through the issuance of 19,150,000 charity flow-through units ("CFT Units") at a price of $0.328 per CFT Unit and 5,000,000 common share units ("CS Units") at a price of $0.23 per CS Unit, including exercise in full of the Agent's 15% over-allotment option.

The CFT Units issued in connection with the Financing consist of one flow-through common share of the Company and one-half of one common share purchase warrant (each whole warrant, a "Warrant"). The CS Units issued in connection with the Financing consist of one non-flow-through common share of Pacific Ridge and one-half of one Warrant. Each Warrant is exercisable to purchase one additional non-flow-through common share at an exercise price of $0.35 for a period of 24 months.

In connection with the Financing, the Company paid the Agents an aggregate cash commission of $289,770 and issued the Agents an aggregate of 1,299,999 compensation warrants. Each compensation warrant is exercisable to purchase one common share of the Company at a price of $0.23 for a period of 24 months. All securities issued in connection with the Financing carry a legend restricting trading of the securities until August 22, 2022.

Proceeds from this Offering will be used principally for the planned 6,000-metre diamond drill program at the Company's flagship Kliyul copper-gold project, and for general working capital.

b) Subsequent to March 31, 2022, and in addition to the above-mentioned private placement, the Company raised $12,500 on exercise of 50,000 stock options with an exercise price of $0.25 per share.

13. Subsequent events (continued)

c) On May 6, 2022, the Company entered into a property earn-in agreement (the "Earn-In Agreement) with Aurico Metals Inc. ("AuRico"), a wholly owned subsidiary of Centerra Gold Inc. ("Centerra") for the acquisition of up to a 75% interest in the Chuchi porphyry copper-gold project located in north-central British Columbia ("Chuchi").

Under the terms of the Earn-In Agreement, the Company has the right to earn a 51% interest in Chuchi by making cash payments totaling $60,000, issuing 2,000,000 common shares, and spending $5,000,000 on exploration by the fourth anniversary of the Earn-In Agreement. The Company then has the right to increase its interest in Chuchi to 75% by making additional payments totaling $100,000, issuing 1,500,000 common shares, and completing an additional $5,000,000 in exploration by the sixth anniversary of the Earn-In Agreement. The agreement is subject to regulatory approval. Various claims are subject to up to 6% in net smelter royalties, which can be bought down to 2.1%. An annual royalty advance of $20,000 will be paid during the fourth quarter of each year until production is reached.

The Company will also pay a finder's fee of $15,000 on signing of an agreement and $5,000 every six months thereafter plus 2% on exploration expenditures after certain other property payments have been made.

d) On May 12, 2022, the Company granted incentive stock options to various officers, directors, employees and consultants to purchase 2,550,000 common shares of the Company at an exercise price of 0.36 per share, exercisable for a period of five years. The options granted to various directors, officers, and employees vest immediately. The 100,000 stock options granted to each of Westlake Capital and G2 Consultants will vest 25% each quarter over a 12-month period. The stock options are subject to the terms and conditions of Pacific Ridge's stock option plan and the policies of the TSX Venture Exchange.

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