

HUNTSMAN EXPLORATION INC.

(FORMERLY BLUEBIRD BATTERY METALS INC.)

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

NINE MONTHS ENDED MAY 31, 2021

(UNAUDITED – EXPRESSED IN CANADIAN DOLLARS)

NOTICE OF NO AUDITOR REVIEW OF 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 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.

July 28, 2021

HUNTSMAN EXPLORATION INC.
(formerly BlueBird Battery Metals Inc.)
Condensed Consolidated Interim Statements of Financial Position
(Expressed in Canadian Dollars)

	May 31, 2021	August 31, 2020
	(unaudited)	
ASSETS		
Current		
Cash	\$ 1,191,872	\$ 42,653
Amounts receivable	114,241	16,028
Prepaid expenses (Note 8)	180,378	25,220
	1,486,491	83,901
Exploration and evaluation assets (Notes 6 and 8)	10,048,638	2,730,830
	\$ 11,535,129	\$ 2,814,731
LIABILITIES AND SHAREHOLDERS' EQUITY		
Liabilities		
Current		
Accounts payable and accrued liabilities (Note 8)	\$ 124,481	\$ 1,018,880
Loans payable (Notes 7 and 8)	-	262,300
	124,481	1,281,180
Shareholders' Equity		
Share capital (Note 9)	25,159,753	13,661,609
Share subscriptions received (Note 9)	-	25,000
Contributed surplus (Note 9)	2,639,880	1,810,168
Deficit	(16,280,461)	(13,980,595)
Accumulated other comprehensive income (loss)	(108,524)	17,369
	11,410,648	1,533,551
	\$ 11,535,129	\$ 2,814,731

Going Concern (Note 2)
Commitments (Note 6)

Authorized for issuance on behalf of the Board on July 28, 2021:

"Nathan Tribble" Director

"Jeremy Ross" Director

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

HUNTSMAN EXPLORATION INC.
(formerly BlueBird Battery Metals Inc.)
Condensed Consolidated Interim Statements of Comprehensive Loss
(Unaudited – Expressed in Canadian Dollars)

	Three Months Ended		Nine Months Ended	
	May 31, 2021	May 31, 2020	May 31, 2021	May 31, 2020
Expenses				
Consulting fees (recovery) (Note 8)	\$ 180,103	\$ (21,076)	\$ 633,887	\$ 20,894
Foreign exchange	116	-	575	-
General exploration costs (Note 8)	17,991	-	34,927	6,105
Management fees (Note 8)	145,000	37,500	277,500	37,500
Office and general (recovery) (Note 8)	17,773	(19,525)	56,161	12,136
Professional fees	32,642	38,940	123,666	88,574
Rent (Note 8)	15,000	9,000	41,000	27,000
Share-based payments (Notes 8 and 9)	-	96,301	642,973	96,301
Shareholder communications and investor relations	67,838	20,758	442,134	55,746
Transfer agent and filing fees	1,179	1,256	50,506	11,745
Travel	676	247	1,902	1,398
Loss Before Other Items	(478,318)	(163,401)	(2,305,231)	(357,399)
Other Items				
Impairment of exploration and evaluation assets (Note 6)	-	(175,000)	-	(175,000)
Loss on sale of exploration and evaluation assets (Note 6)	-	(270,191)	-	(270,191)
Interest income	1,021	-	5,365	-
	1,021	(445,191)	5,365	(445,191)
Net Loss for the Period	(477,297)	(608,592)	(2,299,866)	(802,590)
Other Comprehensive Income (Loss)				
Items that may be reclassified subsequently to income or loss:				
Exchange difference on translating foreign operations	(120,279)	31,521	(125,893)	12,623
Comprehensive Loss for the Period	\$ (597,576)	\$ (577,071)	\$ (2,425,759)	\$ (789,967)
Loss per Share – Basic and Diluted	\$ (0.01)	\$ (0.02)	\$ (0.03)	\$ (0.03)
Weighted Average Number of Common Shares Outstanding	87,220,075	32,012,711	74,050,609	27,716,601

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

HUNTSMAN EXPLORATION INC.
(formerly BlueBird Battery Metals Inc.)
Condensed Consolidated Interim Statements of Changes in Equity
(Unaudited – Expressed in Canadian Dollars)

	Share Capital		Obligation to Issue Shares	Contributed Surplus	Deficit	Accumulated Other Comprehensive Income (Loss)	Total
	Number of Shares	Share Capital					
Balance, August 31, 2019	25,299,187	\$ 12,735,699	\$ -	\$ 1,713,867	\$ (12,786,598)	\$ (38,660)	\$ 1,624,308
Private placements	5,745,454	582,000	-	-	-	-	582,000
Share issuance costs	-	(4,410)	-	-	-	-	(4,410)
Shares issued for exploration and evaluation assets	2,187,499	306,250	-	-	-	-	306,250
Stock options granted	-	-	-	96,301	-	-	96,301
Net loss for the period	-	-	-	-	(802,590)	-	(802,590)
Exchange difference on translating foreign operations	-	-	-	-	-	12,623	12,623
Balance, May 31, 2020	33,232,140	13,619,539	-	1,810,168	(13,589,188)	(26,037)	1,814,482
Obligation to issue shares	-	-	25,000	-	-	-	25,000
Warrants exercised	300,500	42,070	-	-	-	-	42,070
Net loss for the period	-	-	-	-	(391,407)	-	(391,407)
Exchange difference on translating foreign operations	-	-	-	-	-	43,406	43,406
Balance, August 31, 2020	33,532,640	13,661,609	25,000	1,810,168	(13,980,595)	17,369	1,533,551
Private placements	30,095,000	6,019,000	(25,000)	-	-	-	5,994,000
Share issuance costs	-	(434,619)	-	186,759	-	-	(247,860)
Shares issued for exploration and evaluation assets	23,436,890	5,891,907	-	-	-	-	5,891,907
Warrants exercised	154,545	21,636	-	-	-	-	21,636
Stock options exercised	1,000	200	-	-	-	-	200
Fair value transferred upon exercise of stock options	-	20	-	(20)	-	-	-
Stock options granted	-	-	-	642,973	-	-	642,973
Net loss for the period	-	-	-	-	(2,299,866)	-	(2,299,866)
Exchange difference on translating foreign operations	-	-	-	-	-	(125,893)	(125,893)
Balance, May 31, 2021	87,220,075	\$ 25,159,753	\$ -	\$ 2,639,880	\$ (16,280,461)	\$ (108,524)	\$ 11,410,648

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

HUNTSMAN EXPLORATION INC.
(formerly BlueBird Battery Metals Inc.)
Condensed Consolidated Interim Statements of Cash Flows
(Unaudited – Expressed in Canadian Dollars)

	Nine Months Ended	
	May 31, 2021	May 31, 2020
Operating Activities		
Net loss for the period	\$ (2,299,866)	\$ (802,590)
Items not involving cash:		
Share-based payments	642,973	96,301
Impairment of exploration and evaluation assets	-	175,000
Loss on sale of exploration and evaluation assets	-	270,191
Changes in non-cash working capital balances:		
Amounts receivable	(101,014)	(536)
Prepaid expenses	(157,680)	(226)
Accounts payable and accrued liabilities	(835,530)	(33,053)
Cash Used in Operating Activities	(2,751,117)	(294,913)
Investing Activities		
Exploration and evaluation asset expenditures, net	(1,571,419)	(380,625)
Proceeds from sale of exploration and evaluation assets	-	50,000
Cash Used in Investing Activities	(1,571,419)	(330,625)
Financing Activities		
Shares issued for cash	5,994,000	582,000
Share issuance costs	(247,860)	(4,410)
Shares issued for warrant exercise	21,636	-
Shares issued for stock option exercise	200	-
Proceeds from loans payable	-	93,300
Repayments of loans payable	(262,300)	(31,000)
Cash Provided by Financing Activities	5,505,676	639,890
Change in Cash	1,183,140	14,352
Effect of Exchange Rates on Cash	(33,921)	-
Cash, Beginning of Period	42,653	18,507
Cash, End of Period	\$ 1,191,872	\$ 32,859
Non-cash Transactions and Supplemental Disclosures		
Shares issued for exploration and evaluation assets (Notes 6 and 9)	\$ 5,891,907	\$ -
Exploration and evaluation asset expenditures included in accounts payable and accrued liabilities (opening)	\$ 145,407	\$ 202,458
Exploration and evaluation asset expenditures included in accounts payable and accrued liabilities (closing)	\$ 86,652	\$ 110,182
Interest paid	\$ -	\$ -
Income taxes paid	\$ -	\$ -

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

HUNTSMAN EXPLORATION INC.
(formerly BlueBird Battery Metals Inc.)
Notes to the Condensed Consolidated Interim Financial Statements
For the Nine Months Ended May 31, 2021
(Unaudited – Expressed in Canadian Dollars)

1. NATURE OF OPERATIONS

Huntsman Exploration Inc. (formerly BlueBird Battery Metals Inc.) (the “Company”) is an exploration stage company incorporated pursuant to the British Columbia *Business Corporations Act* on March 31, 2011. The principal business of the Company is the identification, evaluation and acquisition of mineral properties, as well as exploration of mineral properties once acquired. The Company changed its name from BlueBird Battery Metals Inc. to Huntsman Exploration Inc. on September 17, 2020. The Company’s shares are listed for trading on the TSX Venture Exchange (“TSX-V”) under the symbol “HMAN” and on the US OTC Markets under the symbol “BBBMF”. The address of the Company’s corporate office and its principal place of business is 1680 – 200 Burrard Street, Vancouver, British Columbia, Canada, V6C 3L6.

On September 17, 2020, the Company consolidated its common shares on the basis of one new share for two old shares. All share and per share amounts have been revised to reflect the consolidation.

2. GOING CONCERN

These condensed consolidated interim financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations.

The Company has incurred a net loss of \$2,299,866 for the nine months ended May 31, 2021 (2020 - \$802,590) and has an accumulated deficit of \$16,280,461 at May 31, 2021. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company’s ability to continue as a going concern.

In early March 2020, there was a global outbreak of coronavirus (COVID-19). The actual and threatened spread of the virus globally has had a material adverse effect on the global economy and, specifically, the regional economies in which the Company operates. The pandemic could continue to have a negative impact on the stock market, including trading prices of the Company’s shares and its ability to raise new capital. These factors, among others, could have a significant impact on the Company’s operations.

The Company’s ability to continue its operations and to realize assets at their carrying values is dependent upon its ability to fund its existing acquisition and exploration commitments on its exploration and evaluation assets when they come due, which would cease to exist if the Company decides to terminate its commitments, and to cover its operating costs. The Company may be able to generate working capital to fund its operations by the sale of its exploration and evaluation assets or raising additional capital through equity markets. However, there is no assurance it will be able to raise funds in the future. These condensed consolidated interim financial statements do not give effect to any adjustments required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the accompanying condensed consolidated interim financial statements.

3. BASIS OF PREPARATION

a) Statement of compliance

The condensed consolidated interim financial statements of the Company have been prepared in accordance with International Accounting Standard (“IAS”) 34 *Interim Financial Reporting*.

The condensed consolidated interim financial statements of the Company should be read in conjunction with the Company’s 2020 annual consolidated financial statements that have been prepared in accordance with International Financial Reporting Standards (“IFRS”), as issued by the International Accounting Standards Board.

HUNTSMAN EXPLORATION INC.
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Notes to the Condensed Consolidated Interim Financial Statements
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3. BASIS OF PREPARATION (Continued)

a) Statement of compliance (continued)

These condensed consolidated interim financial statements were reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on July 28, 2021.

b) Measurement basis

These condensed consolidated interim financial statements have been prepared under the historical cost basis, except for certain financial instruments that have been measured at fair value. These condensed consolidated interim financial statements have been prepared under the accrual basis of accounting, except for cash flow information.

c) Basis of presentation

These condensed consolidated interim financial statements include the accounts of the Company and its wholly owned subsidiaries, BlueBird Battery Metals Australia Pty. Ltd. and Huntsman Exploration USA Inc., which were incorporated in Australia on April 10, 2018 and in the USA on September 22, 2020, respectively. Intercompany balances and transactions are eliminated in preparation of the Company's condensed consolidated interim financial statements.

d) Foreign currency translation

The functional currency of the Company is the Canadian dollar. The functional currency of the Company's Australian subsidiary is the Australian dollar, and the functional currency of the Company's USA subsidiary is the US dollar, which has been determined to be the currency of the primary economic environment in which the subsidiaries operate.

Transactions in currencies other than the functional currency are recorded at the exchange rates prevailing on the dates of the transactions. At each reporting date, monetary assets and liabilities denominated in foreign currencies are translated at the rates prevailing at the reporting date. Non-monetary items are measured at historical cost in a functional currency and are not retranslated.

4. SIGNIFICANT ACCOUNTING POLICIES

a) New accounting standards adopted during the period

IFRS 3 Business Combinations

IFRS 3 has been amended to revise the definition of a business to include an input and a substantive process that together significantly contribute to the ability to create outputs. On September 1, 2020, the Company adopted the amendment to IFRS 3 and has determined that there was no impact for the Company.

IAS 1 Presentation of Financial Statements and IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors

IAS 1 and IAS 8 have been amended to use a consistent definition of materiality throughout IFRS and the Conceptual Framework for Financial Reporting; clarify the explanation of the definition of material; and incorporate guidance in IAS 1 regarding immaterial information. On September 1, 2020, the Company adopted the amendments to IAS 1 and IAS 8 and has determined that there was no impact for the Company.

HUNTSMAN EXPLORATION INC.
(formerly BlueBird Battery Metals Inc.)
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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

- b) Accounting standard issued but not yet effective

IAS 1 Presentation of Financial Statements

IAS 1 has been amended to clarify classification of liabilities as current or non-current. The amendments are effective for years beginning on or after January 1, 2023. The amendment is expected to have no impact for the Company.

5. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income (loss) in the year of the change, if the change affects that year only, or in the year of the change and future years, if the change affects both.

Critical judgments in applying accounting policies

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the condensed consolidated interim financial statements within the next financial year are discussed below.

- a) Impairment of exploration and evaluation assets

The application of the Company's accounting policy for exploration and evaluation expenditures and impairment of the capitalized expenditures requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after expenditure is capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in profit or loss in the year the new information becomes available.

- b) Title to mineral property interests

Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

- c) Income taxes

Significant judgment is required in determining the provision for income taxes. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Company recognizes liabilities and contingencies for anticipated tax audit issues based on the Company's current understanding of the tax law. For matters where it is probable that an adjustment will be made, the Company records its best estimate of the tax liability, including the related interest and penalties in the current tax provision. Management believes they have adequately provided for the probable outcome of these matters; however, the final outcome may result in a materially different outcome than the amount included in the tax liabilities.

HUNTSMAN EXPLORATION INC.
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5. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (Continued)

Critical judgments in applying accounting policies (continued)

c) Income taxes (continued)

In addition, the Company recognizes deferred tax assets relating to tax losses carried forward to the extent that it is probable that taxable profit will be available against which a deductible temporary difference can be utilized. This is deemed to be the case when there are sufficient taxable temporary differences relating to the same taxation authority and the same taxable entity that are expected to reverse in the same year as the expected reversal of the deductible temporary difference, or in years into which a tax loss arising from the deferred tax asset can be carried back or forward. However, utilization of the tax losses also depends on the ability of the taxable entity to satisfy certain tests at the time the losses are recouped.

d) Going concern risk assessment

The Company's ability to continue its operations and to realize assets at their carrying values is dependent upon its ability to fund its existing acquisition and exploration commitments on its exploration and evaluation assets when they come due, which would cease to exist if the Company decides to terminate its commitments, and to cover its operating costs. The Company may be able to generate working capital to fund its operations by the sale of its exploration and evaluation assets or raising additional capital through equity markets. However, there is no assurance it will be able to raise funds in the future. These condensed consolidated interim financial statements do not give effect to any adjustments required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the accompanying condensed consolidated interim financial statements.

Key sources of estimation uncertainty

The following are key assumptions concerning the future and other key sources of estimation uncertainty that have a significant risk of resulting in material adjustments to the condensed consolidated interim financial statements.

a) Decommissioning liabilities

Rehabilitation provisions have been created based on the Company's internal estimates. Assumptions, based on the current economic environment, have been made that management believes are a reasonable basis upon which to estimate the future liability. These estimates take into account any material changes to the assumptions that occur when reviewed regularly by management. Estimates are reviewed annually and are based on current regulatory requirements. Significant changes in estimates of contamination, restoration standards and techniques will result in changes to provisions from year to year. Actual rehabilitation costs will ultimately depend on future market prices for the rehabilitation costs that will reflect the market condition at the time the rehabilitation costs are actually incurred.

The final cost of the currently recognized rehabilitation provisions may be higher or lower than currently provided for. As at May 31, 2021, the Company has no known rehabilitation requirements, and accordingly, no provision has been made.

HUNTSMAN EXPLORATION INC.
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(Unaudited – Expressed in Canadian Dollars)

5. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (Continued)

Key sources of estimation uncertainty (continued)

b) Fair value of stock options granted

The Company uses the Black-Scholes option pricing model to value the stock options granted during the period. The Black-Scholes model was developed for use in estimating the fair value of traded options that have no vesting restrictions and are fully transferable. The model requires management to make estimates that are subjective and may not be representative of actual results. Changes in assumptions can materially affect estimates of fair values.

HUNTSMAN EXPLORATION INC.
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(Unaudited – Expressed in Canadian Dollars)

6. EXPLORATION AND EVALUATION ASSETS

Total costs incurred on exploration and evaluation assets are summarized as follows:

	Baxter Spring	Flint Property	Canegrass Property	Ashburton Property	Atikwa Lake / Maybrun Properties	Total
Acquisition Costs						
Balance, August 31, 2019	\$ -	\$ -	\$ 1,548,832	\$ -	\$ 71,493	\$ 1,620,325
Acquisition and option payments (shares)	-	-	131,250	175,000	-	306,250
Claim costs	34,071	-	-	-	-	34,071
Impairment	-	-	-	(175,000)	-	(175,000)
Sale of exploration and evaluation assets	-	-	-	-	(71,493)	(71,493)
Balance, August 31, 2020	34,071	-	1,680,082	-	-	1,714,153
Acquisition and option payments	4,140,957	2,197,970	-	-	-	6,338,927
Claim costs	-	125,909	-	-	-	125,909
Currency translation difference	(20,530)	(13,901)	-	-	-	(34,431)
Balance, May 31, 2021	\$ 4,154,498	\$ 2,309,978	\$ 1,680,082	\$ -	\$ -	\$ 8,144,558
Deferred Exploration Expenditures						
Balance, August 31, 2019	\$ -	\$ -	\$ 701,809	\$ -	\$ 248,698	\$ 950,507
Drilling	-	-	7,275	-	-	7,275
Geological	-	-	260,187	-	-	260,187
Sale of exploration and evaluation assets	-	-	-	-	(248,698)	(248,698)
Currency translation difference	-	-	47,406	-	-	47,406
Balance, August 31, 2020	-	-	1,016,677	-	-	1,016,677
Camp and other	-	-	18,816	-	-	18,816
Drilling	-	-	506,714	-	-	506,714
Geological	20,804	1,059	201,806	-	-	223,669
Geophysical	-	-	176,466	-	-	176,466
Currency translation difference	(632)	-	(37,630)	-	-	(38,262)
Balance, May 31, 2021	\$ 20,172	\$ 1,059	\$ 1,882,849	\$ -	\$ -	\$ 1,904,080
Total Exploration and Evaluation Assets						
Balance, August 31, 2020	\$ 34,071	\$ -	\$ 2,696,759	\$ -	\$ -	\$ 2,730,830
Balance, May 31, 2021	\$ 4,174,670	\$ 2,311,037	\$ 3,562,931	\$ -	\$ -	\$ 10,048,638

HUNTSMAN EXPLORATION INC.
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6. EXPLORATION AND EVALUATION ASSETS (Continued)

a) Baxter Spring Property

On August 26, 2020, the Company entered into an option agreement to acquire a 100% interest in the Baxter Spring Property, located in Nevada, from Liberty Gold Corp. (“Liberty”) and Liberty’s wholly owned subsidiary, Pilot Gold (USA) Inc.

In consideration, the Company must make payments as follows:

- Cash payment of US\$250,000 (paid);
- An additional cash payment of US\$250,000 on or before December 1, 2021; and
- Issuance of common shares of the Company equal to 19.5% of the outstanding shares (issued 14,986,890 shares valued at \$3,821,657).

The property is subject to a 2% net smelter return royalty (“NSR”) and Liberty retains a back-in right to acquire a 35% interest in the property within three years upon payment of the sum of US\$1,000,000 to the Company.

b) Flint Property

On December 3, 2020, the Company entered into an agreement to acquire a 100% interest in additional claims as part of the Flint Property. In consideration, the Company paid US\$100,000 in cash and issued 8,450,000 common shares of the Company valued at \$2,070,250.

The Company satisfied the option agreement by staking 174 claims within the area of interest of the agreement at a cost of \$127,900. The vendors retain a 2% NSR on the Flint Property, including claims staked by the Company.

c) Canegrass Property

On March 15, 2018, the Company entered into an option agreement with Trafalgar Resources Pty. Ltd. (“Trafalgar”) to acquire a 100% interest in the Canegrass Property, located in the Mount Magnet region of Western Australia.

In consideration, the Company must make payments as follows:

- Cash payment of \$25,000 (paid) and issuance of 1,500,000 common shares of the Company (issued and valued at \$870,000) upon approval by the TSX-V (approval received on March 21, 2018);
- Issuance of an additional 937,500 common shares of the Company on or before March 21, 2019 (issued and valued at \$553,125); and
- Issuance of an additional 937,500 common shares of the Company on or before March 21, 2020 (issued and valued at \$131,250).

The Company must also incur exploration expenditures as follows:

- \$500,000 on or before March 21, 2019 (incurred);
- An additional \$500,000 on or before March 21, 2020 (incurred); and
- An additional \$500,000 on or before March 21, 2021 (incurred).

A finder’s fee of 130,529 shares (issued and valued at \$75,707) was paid in relation to the agreement. Subject to further TSX-V approval, a discovery bonus of 750,000 common shares of the Company will be issued in the event of discovery of a copper/cobalt equivalent resource of 250,000 ounces or greater on the Canegrass Property.

The Company also paid a \$25,000 letter of intent (“LOI”) fee to Trafalgar during the year ended August 31, 2018.

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6. EXPLORATION AND EVALUATION ASSETS (Continued)

d) Ashburton Project

On August 8, 2018, the Company entered into an agreement to acquire a 100% interest in the Ashburton Project, located in Western Australia.

In consideration, the Company made payments as follows:

- Issued common shares of the Company upon completion with a volume weighted average price (“VWAP”) over a 30-day period of \$750,000 (issued and valued at \$514,594 based on the trading price at the date of issuance); and
- Issued common shares of the Company with a VWAP over a 30-day period of \$750,000 on October 9, 2019 (issued and valued at \$175,000 based on the trading price at the date of issuance).

The Company also paid a \$25,000 LOI fee to the vendor during the year ended August 31, 2018.

The Company recorded impairment charges in the amounts of \$635,750 and \$175,000 during the years ended August 31, 2019 and 2020, respectively. The Company retains ownership of the Ashburton Project.

e) Atikwa Lake / Maybrun Properties

On February 4, 2016, the Company entered into an agreement to acquire a 100% undivided interest in 20 mineral claims located in Ontario. As consideration, the Company issued 37,500 common shares of the Company at a value of \$60,000.

In March 2017, an additional five claims were acquired for \$6,480.

On May 1, 2020, the Company entered into an agreement to dispose of the claims acquired in February 2016 and March 2017. In consideration, the Company received \$50,000 in cash. The Company will also conditionally receive 200,000 common shares of a public company if the purchaser of the claims enters into an amalgamation, a reverse takeover or similar transaction with a publicly traded company. Since the receipt of the 200,000 common shares is conditional and uncertain, no receivable has been recorded. The Company recorded a loss on sale of exploration and evaluation assets of \$270,191 during the year ended August 31, 2020.

7. LOANS PAYABLE

	May 31, 2021	August 31, 2020
Loans payable to current and former directors (Note 8)	\$ -	\$ 200,000
Loans payable to shareholders	-	62,300
	\$ -	\$ 262,300

The amounts are unsecured, non-interest-bearing and due on demand.

HUNTSMAN EXPLORATION INC.
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8. RELATED PARTY BALANCES AND TRANSACTIONS

These amounts of key management compensation are included in the amounts shown on the condensed consolidated interim statements of comprehensive loss:

	Nine Months Ended May 31, 2021	Nine Months Ended May 31, 2020
Management fees	\$ 277,500	\$ 37,500
General exploration	\$ 9,000	\$ -
Share-based payments	\$ 303,077	\$ 68,213

Key management includes directors and officers of the Company, including the Chief Executive Officer, President and Chief Financial Officer.

During the nine months ended May 31, 2021, the Company also paid or accrued:

- \$41,000 (2020 - \$27,000) in rent to a company with common officers; and
- \$20,090 (2020 - \$1,891) in exploration and evaluation asset expenditures to a private company for a director's services.

As at May 31, 2021, included in prepaid expenses is \$12,585 (August 31, 2020 - \$nil) paid to a private company for a director's services.

As at May 31, 2021, included in accounts payable and accrued liabilities is \$1,057 (August 31, 2020 - \$nil) due to a private company for a director's services, \$nil (August 31, 2020 - \$160,544) due to directors and officers of the Company, \$nil (August 31, 2020 - \$110,250) due to a company controlled by a former officer, \$nil (August 31, 2020 - \$10,500) due to a company with common officers and directors, and \$nil (August 31, 2020 - \$156,715) due to former directors and officers. The amounts are unsecured, non-interest-bearing and due on demand.

As at May 31, 2021, included in loans payable is \$nil (August 31, 2020 - \$75,000) due to a former officer and director and \$nil (August 31, 2020 - \$125,000) due to a private company controlled by a former officer. The amounts are unsecured, non-interest-bearing and due on demand.

9. SHARE CAPITAL

a) Authorized

The Company is authorized to issue an unlimited number of common shares without par value.

b) Issued and outstanding

During the nine months ended May 31, 2021

- On October 19, 2020, the Company completed a placement for gross proceeds of \$5,639,000. The Company issued 28,195,000 units at a price of \$0.20 per unit. Each unit consisted of one common share of the Company and one share purchase warrant. Each warrant entitles the holder to acquire one common share of the Company at an exercise price of \$0.35 for a period of three years. The Company paid finder's fees of \$216,690 in cash and issued 1,083,450 finder's warrants with an exercise price of \$0.35 and a term to expiry of three years (valued at \$186,759). The Company paid other share issuance costs of \$31,170. The Company received \$25,000 in connection with this private placement prior to August 31, 2020.
- On November 12, 2020, the Company issued 14,986,890 common shares valued at \$3,821,657 for the acquisition of the Baxter Spring Property (Note 6(a)).

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9. SHARE CAPITAL (Continued)

b) Issued and outstanding (continued)

During the nine months ended May 31, 2021 (continued)

- On November 27, 2020, the Company completed a private placement for gross proceeds of \$380,000. The Company issued 1,900,000 units at a price of \$0.20 per unit. Each unit consisted of one common share of the Company and one share purchase warrant. Each warrant entitles the holder to acquire one common share of the Company at an exercise price of \$0.35 for a period of three years.
- On December 21, 2020, the Company issued 8,450,000 common shares valued at \$2,070,250 for the acquisition of the Flint Property (Note 6(b)).
- During the nine months ended May 31, 2021, the Company received \$21,636 and \$200 pursuant to the exercise of 154,545 warrants and 1,000 stock options, respectively.

During the year ended August 31, 2020

- On December 31, 2019, the Company completed a non-brokered private placement for gross proceeds of \$82,000. The Company issued 745,454 units at a price of \$0.11 per unit. Each unit consisted of one common share of the Company and one share purchase warrant. Each warrant entitles the holder to acquire one common share of the Company at an exercise price of \$0.14 for a period of two years. The Company incurred \$1,160 of share issuance costs.
- On March 9, 2020, the Company issued 937,500 common shares valued at \$131,250 for the acquisition of the Canegrass Property (Note 6(c)).
- On March 11, 2020, the Company issued 1,249,999 common shares valued at \$175,000 for the acquisition of the Ashburton Property (Note 6(d)).
- On March 18, 2020, the Company completed a non-brokered private placement for gross proceeds of \$500,000. The Company issued 5,000,000 common shares at a price of \$0.10 per share and incurred \$3,250 of share issuance costs.
- During the year ended August 31, 2020, the Company received \$42,070 pursuant to the exercise of 300,500 warrants.

c) Warrants

Warrant transactions and the number of warrants outstanding for the nine months ended May 31, 2021 and year ended August 31, 2020 are summarized as follows:

	May 31, 2021		August 31, 2020	
	Number of Warrants	Weighted Average Exercise Price	Number of Warrants	Weighted Average Exercise Price
Outstanding, beginning of period	533,472	\$ 0.24	5,068,666	\$ 0.30
Issued	31,178,450	\$ 0.35	745,454	\$ 0.14
Exercised	(154,545)	\$ 0.14	(300,500)	\$ 0.14
Expired	(88,519)	\$ 0.72	(4,980,148)	\$ 0.30
Outstanding, end of period	31,468,858	\$ 0.35	533,472	\$ 0.24

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9. SHARE CAPITAL (Continued)

c) Warrants (continued)

The following warrants were outstanding and exercisable at May 31, 2021:

Expiry Date	Weighted Average Remaining Contractual Life in Years	Exercise Price	Warrants
December 31, 2021	0.59	\$ 0.14	290,408
October 19, 2023	2.39	\$ 0.35	29,278,450
November 27, 2023	2.49	\$ 0.35	1,900,000
	2.38		31,468,858

The Company applies the fair value method using the Black-Scholes option pricing model in accounting for its finder's warrants granted. During the nine months ended May 31, 2021, the Company granted 1,083,450 finder's warrants (year ended August 31, 2020 - nil) with a fair value of \$186,759 (year ended August 31, 2020 - \$nil). The fair value of each finder's warrant granted for the nine months ended May 31, 2021 and year ended August 30, 2020 was calculated using the following weighted average assumptions:

	May 31, 2021	August 31, 2020
Expected life (years)	3.00	N/A
Risk-free interest rate	0.25%	N/A
Expected annualized volatility	118%	N/A
Dividend yield	N/A	N/A
Stock price at grant date	\$ 0.265	N/A
Exercise price	\$ 0.35	N/A
Weighted average grant date fair value	\$ 0.17	N/A

d) Stock options

The Company adopted a Stock Option Plan (the "Plan") to grant incentive stock options to directors, officers, employees and consultants. Under the Plan, the aggregate number of common shares that may be subject to option at any one time may not exceed 10% of the issued common shares of the Company as of that date, including options granted prior to the adoption of the Plan. Options granted may not exceed a term of 10 years, and the term will be reduced to one year following the date of death of the optionee. All options vest when granted unless they are otherwise specified by the Board of Directors or if they are granted for investor relations activities. Options granted for investor relations activities vest over a twelve-month period with no more than 25% of the options vesting in any three-month period.

During the nine months ended May 31, 2021, the Company recognized \$642,973 (year ended August 31, 2020 - \$96,301) of share-based payment expense in connection with 3,675,000 options (year ended August 31, 2020 - 1,200,000) granted during the period.

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9. SHARE CAPITAL (Continued)

d) Stock options (continued)

The following is a summary of option transactions under the Company's Plan for the nine months ended May 31, 2021 and year ended August 31, 2020:

	May 31, 2021		August 31, 2020	
	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
Outstanding, beginning of period	2,742,500	\$ 0.34	2,492,500	\$ 0.52
Expired	(412,500)	\$ 0.46	(950,000)	\$ 0.65
Exercised	(1,000)	\$ 0.20	-	-
Granted	3,675,000	\$ 0.25	1,200,000	\$ 0.20
Outstanding, end of period	6,004,000	\$ 0.28	2,742,500	\$ 0.34

The following options were outstanding and exercisable at May 31, 2021:

Expiry Date	Weighted Average Remaining Contractual Life in Years	Exercise Price	Outstanding	Exercisable
October 30, 2021	0.42	\$ 0.20	400,000	400,000
October 30, 2021	0.42	\$ 0.25	600,000	600,000
January 23, 2022	0.65	\$ 0.44	950,000	950,000
May 1, 2022	0.92	\$ 0.50	180,000	180,000
March 25, 2023	1.82	\$ 0.20	799,000	799,000
January 8, 2024	2.61	\$ 0.25	2,500,000	2,500,000
January 22, 2024	2.65	\$ 0.30	200,000	200,000
February 26, 2024	2.74	\$ 0.25	375,000	375,000
	1.79		6,004,000	6,004,000

The Company applies the fair value method using the Black-Scholes option pricing model in accounting for its stock options granted. The fair value of each stock option grant was calculated using the following weighted average assumptions:

	May 31, 2021	August 31, 2020
Expected life (years)	3.00	3.00
Risk-free interest rate	0.25%	0.70%
Expected annualized volatility	118%	105%
Dividend yield	N/A	N/A
Stock price at grant date	\$ 0.25	\$ 0.14
Exercise price	\$ 0.25	\$ 0.20
Weighted average grant date fair value	\$ 0.17	\$ 0.08

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9. SHARE CAPITAL (Continued)

d) Stock options (continued)

Option pricing models require the input of highly subjective assumptions regarding volatility. The Company has used historical volatility to estimate the volatility of the share price.

During the nine months ended May 31, 2021, the Company transferred \$20 from the share-based payments reserve to deficit upon the exercise of 1,000 stock options granted to consultants.

10. FINANCIAL INSTRUMENTS

The Company's financial instruments include cash, amounts receivable, accounts payable and loans payable. Cash is classified as fair value through profit or loss. Amounts receivable is classified as measured at amortized cost. Accounts payable and loans payable are classified as measured at amortized cost. The carrying values of these instruments approximate their fair values due to the relatively short periods to maturity.

The following table sets forth the Company's financial asset measured at fair value by level within the fair value hierarchy as follows:

May 31, 2021	Level 1	Level 2	Level 3	Total
Cash	\$ 1,191,872	\$ -	\$ -	\$ 1,191,872

August 31, 2020	Level 1	Level 2	Level 3	Total
Cash	\$ 42,653	\$ -	\$ -	\$ 42,653

Financial risk management objectives and policies

The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner.

a) 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 financial instrument that potentially subjects the Company to concentrations of credit risk consists principally of cash. To minimize the credit risk on cash, the Company places the instrument with a major Canadian financial institution.

b) Liquidity risk

The Company manages liquidity risk by maintaining a balance between continuity of funding and flexibility through the use of borrowings. Management closely monitors the liquidity position and expects to have adequate sources of funding to finance the Company's projects and operations. As at May 31, 2021, the Company had cash of \$1,191,872 (August 31, 2020 - \$42,653) to settle accounts payable and accrued liabilities of \$124,481 (August 31, 2020 - \$1,018,880) and loans payable of \$nil (August 31, 2020 - \$262,300). The Company will be required to obtain additional financing to satisfy its liabilities. All of the liabilities presented as accounts payable are due within 30 days of the reporting date.

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10. FINANCIAL INSTRUMENTS (Continued)

c) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates, will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return on capital.

- i) *Currency risk* – Currency risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in foreign exchange rates. The Company has operations in Canada, the USA and Australia, and incurs operating and exploration expenditures in all currencies. The fluctuation of the Canadian dollar in relation to the United States and Australian dollars will have an impact upon the results of the Company. A fluctuation in the exchange rates between the Canadian and Australian dollars of 10% would result in a change to the Company's cash of \$nil and accounts payable and accrued liabilities of \$400. A fluctuation in the exchange rates between the Canadian and United States dollars of 10% would result in a change to the accounts payable and accrued liabilities of \$400. The Company does not use any techniques to mitigate currency risk.
- ii) *Interest rate risk* – The Company is exposed to interest rate risk on the variable rate of interest earned on bank deposits. The fair value interest rate risk on bank deposits is insignificant as the deposits are short-term. The Company has not entered into any derivative instruments to manage interest rate fluctuations. The Company has no interest-bearing financial liabilities.
- iii) *Other price risk* – Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk. The Company does not have significant exposure to this risk.

11. MANAGEMENT OF CAPITAL

The Company considers its capital to be comprised 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. Although the Company has been successful at raising funds in the past through the issuance of share capital, it is uncertain whether it will continue this method of financing due to the current difficult market conditions.

In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions.

Management reviews the capital structure on a regular basis to ensure that the above objectives are met. There have been no changes to the Company's approach to capital management during the nine months ended May 31, 2021 and year ended August 31, 2020. The Company is not subject to externally imposed capital requirements.

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12. SEGMENTED INFORMATION

Geographical information related to the Company's non-current assets is as follows:

	May 31, 2021	August 31, 2020
Exploration and evaluation assets – United States	\$ 6,485,707	\$ 34,071
Exploration and evaluation assets – Australia	3,562,931	2,696,759
Total exploration and evaluation assets	\$ 10,048,638	\$ 2,730,830