

CASSIUS VENTURES LTD.

Unaudited Condensed Interim Financial Statements
For the Three Months Ended January 31, 2023 and 2022
(Expressed in Canadian dollars)

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

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

CASSIUS VENTURES LTD.Condensed Interim Statements of Financial Position (Unaudited)
(Expressed in Canadian Dollars)

	As at January 31 2023	As at October 31 2022
Assets		
Current assets		
Cash	\$ 7,264	\$ 218
Amounts receivable	1,006	598
Prepaid expenses	739	833
TOTAL ASSETS	\$ 9,009	\$ 1,649
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities (Note 3)	\$ 131,386	\$ 90,764
Due to related parties (Note 3 and 6)	28,490	69,851
Promissory notes payable (Note 3 and 6)	240,000	221,100
TOTAL LIABILITIES	399,876	381,715
Shareholders' deficit		
Share capital	5,968,027	5,968,027
Contributed surplus (Note 6)	304,500	301,051
Deficit	(6,663,394)	(6,649,144)
Total shareholders' deficit	(390,867)	(380,066)
TOTAL LIABILITIES AND SHAREHOLDERS' DEFICIT	\$ 9,009	\$ 1,649

Nature of Operations and Continuance of Business (Note 1)

Approved for Issuance by the Board of Directors:

"John A. Thomas" Director

"Jason Birmingham" Director

(The accompanying notes are an integral part of these financial statements)

CASSIUS VENTURES LTD.

Condensed Interim Statements of Loss and Comprehensive Loss (Unaudited)

For the Three months ended January 31, 2023 and 2022

(Expressed in Canadian Dollars)

	Three months ended January 31 2023	Three months ended January 31 2022
Operating expenses		
Office and general	\$ 156	\$ 256
Professional fees	1,750	1,500
Share-based payments (Note 5)	3,449	1,256
Transfer agent and regulatory	4,833	3,897
Net loss from operations	(10,188)	(6,909)
Other expense		
Interest expense (Note 3 and 6)	(4,062)	(3,583)
Net loss and comprehensive loss for the period	\$ (14,250)	\$ (10,492)
Loss per common share		
Basic and diluted	\$ (0.00)	\$ (0.00)
Weighted average number of common shares outstanding		
Basic and diluted	10,217,248	10,217,248

(The accompanying notes are an integral part of these financial statements)

CASSIUS VENTURES LTD.

Condensed Interim Statements of Changes in Equity (Unaudited)

For the Three months ended January 31, 2023 and 2022

(Expressed in Canadian Dollars)

	Share capital		Contributed		Total Shareholders' Deficit
	Number of shares	Amount	surplus	Deficit	
Balance - October 31, 2022	10,217,248	\$ 5,968,027	\$ 301,051	\$ (6,649,144)	\$ (380,066)
Share-based payments	-	-	3,449	-	3,449
Net loss for the period	-	-	-	(14,250)	(14,250)
Balance - January 31, 2023	10,217,248	\$ 5,968,027	\$ 304,500	\$ (6,663,394)	\$ (390,867)

	Share capital		Contributed		Total Shareholders' Deficit
	Number of shares	Amount	Surplus	Deficit	
Balance - October 31, 2021	10,217,248	\$ 5,968,027	\$ 299,646	\$ (6,606,413)	\$ (338,740)
Share-based payments	-	-	1,256	-	1,256
Net loss for the period	-	-	-	(10,492)	(10,492)
Balance - January 31, 2022	10,217,248	\$ 5,968,027	\$ 300,902	\$ (6,616,905)	\$ (347,976)

(The accompanying notes are an integral part of these financial statements)

CASSIUS VENTURES LTD.

Condensed Interim Statements of Cash Flows (Unaudited)
For the Three months ended January 31, 2023 and 2022
(Expressed in Canadian Dollars)

	Three months ended January 31, 2023	Three months ended January 31, 2022
Operating activities		
Net loss for the period	\$ (14,250)	\$ (10,492)
Items not involving cash:		
Share-based payments	3,449	1,256
Net changes in non-cash working capital balances:		
Amounts receivable	(408)	395
Prepays and deposits	94	-
Accounts payable and accrued liabilities	40,622	5,575
Due to related parties	(41,361)	3,287
Net cash (used in) provided by operating activities	(11,854)	21
Financing activities		
Proceeds from promissory notes	18,900	-
Net cash provided by financing activities	18,900	-
Change in cash	7,046	21
Cash, beginning of the period	218	626
Cash, end of the period	\$ 7,264	\$ 647

(The accompanying notes are an integral part of these financial statements)

CASSIUS VENTURES LTD.

Notes to the condensed Interim Financial Statements
For the Three Months Ended January 31, 2023 and 2022
(Expressed in Canadian Dollars)

1. Nature of Operations and Continuance of Business

Cassius Ventures Ltd. (the "Company") is an exploration stage company focused on acquiring exploration and/or development stage mineral properties for the purposes of further exploration and development. The Company was incorporated under the Business Corporations Act (British Columbia) on February 23, 2007. The Company maintains its head office at 595 Burrard Street, Suite 3083, Vancouver, British Columbia. The Company's registered and records office is located at 595 Burrard Street, Suite 2900, Vancouver, British Columbia. Its common shares are traded on the NEX Board of the TSX Venture exchange under the symbol "CZ.H".

These financial statements have been prepared on a going concern basis, 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 business.

The Company has yet to generate any revenues from operations and as at January 31, 2023, had an accumulated deficit of \$6,663,394 and a working capital deficit of \$390,867. The above conditions, along with other factors indicate the existence of material uncertainties that may cast significant doubt upon the Company's ability to continue as a going concern. The Company's ability to continue operations in the normal course of business is dependent on several factors, including the ability to secure additional financing.

Although management is of the opinion that sufficient working capital will be obtained from a source of financing to meet the Company's remaining current liabilities as well as future liabilities and commitments as they become due, there is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company. The financial statements do not include any additional adjustments to the recoverability and classification of certain recorded asset amounts, and changes to the statement of comprehensive operations that might be necessary if the Company was unable to continue as a going concern.

2. Basis of Presentation

These condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to the preparation of interim financial statements, including International Auditing Standard 34, Interim Financial Reporting ("IAS 34") as issued by the International Accounting Standards Board. These condensed interim financial statements do not include all disclosures required for annual audited financial statements. Accordingly, they should be read in conjunction with the notes to the Company's audited annual financial statements for the year ended October 31, 2022. The accounting policies followed in these condensed interim financial statements are the same as those applied in note 3 of the Company's audited annual financial statements for the year ended October 31, 2022.

The Board of Directors approved these financial statements on March 30, 2023.

3. Promissory Notes Payable

As at January 31, 2023, the Company had outstanding promissory notes totalling \$240,000 (October 31, 2022 - \$221,100), of which \$83,500 (2022- \$123,900) were due to related parties (Note 6(b)). The promissory notes bear interest at 7% per annum, are unsecured, and payable on demand.

Interest expense incurred on the promissory notes for the three months ended January 31, 2023 totalled \$4,062 (2022 - \$3,583), of which \$2,659 (2022 - \$1,609) has been recorded in accounts payable and accrued liabilities and \$1,403 (2022 - \$1,974) has been recorded in amounts due to related parties (Note 6(b)).

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4. Share Capital

The Company has an unlimited number of common shares without par value authorized.

5. Stock Options

The Company has established a stock option plan (the "Plan") for its directors, executive officers, employees and consultants under which the Company may grant options to acquire a maximum number of common shares equal to 10% of the total issued and outstanding common shares of the Company exercisable for a period of up to 5 years from the date of grant.

Within any 12-month period, the maximum number of common shares reserved for issuance to any individual cannot exceed 5% of the issued common shares, and the maximum number of common shares reserved for issuance to any insider cannot exceed 10% of the issued common shares. The aggregate number of common shares reserved for issuance to insiders cannot exceed 10% of the issued common shares. Within any 12-month period, the maximum number of options granted to any one consultant cannot exceed 2% of the issued common shares and the maximum number of options granted to all employees and consultants conducting investor relations activities cannot exceed 2% of the issued common shares.

The exercise price of an option granted under this plan shall not be less than the discounted market price provided that:

- (i) if options are granted within 90 days of a distribution by a prospectus, the minimum exercise price of those options will be the greater of the discounted market price and the per share price paid by the public investors for shares acquired under the distribution;
- (ii) the 90-day period begins on the date a final receipt is issued for the prospectus;
- (iii) for unit offerings, the minimum option exercise price will be the 'base' (or imputed) price of the shares included in the unit; and
- (iv) for all other financings, the minimum exercise price will be the average price paid by the public investors.

The options granted to an optionee under this Plan shall vest at the discretion of the Board. In accordance with the policies of the TSXV, and subject to their approval to the contrary, options issued to consultants providing investor relations services must vest (and not otherwise be exercisable) in stages over a minimum of 12 months with no more than 25% of the options vesting in any three-month period.

On January 19, 2023, the Company granted 800,000 stock options to directors and officers of the Company, exercisable at \$0.06 per common share until January 19, 2028. The stock options vest at a rate of 25% for each of April 19, 2023, July 19, 2023, October 19, 2023 and January 19, 2024.

Total share-based payments recognized during the three month period ended January 31, 2023 was \$3,449 (2022 - \$1,256) which was recorded within share-based payment expense in the statement of loss and comprehensive loss.

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Notes to the condensed Interim Financial Statements
For the Three Months Ended January 31, 2023 and 2022
(Expressed in Canadian Dollars)

5. Stock Options (continued)

As at January 31, 2023, and October 31, 2022, the Company had the following stock options outstanding and exercisable:

	Number of options	Weighted average exercise price
Options outstanding - October 31, 2022	250,000	\$ 0.07
Granted	800,000	\$ 0.06
Options outstanding - January 31, 2023	1,050,000	\$ 0.06
Options exercisable - January 31, 2023	250,000	\$ 0.07

As at January 31, 2023, the Company had 1,050,000 outstanding stock options with a weighted exercise price of \$0.06 and a weighted average remaining contractual life of 4.51 years.

6. Related Party Transactions

a) Key Management Compensation

Chris Batalha, the former Chief Financial Officer (“CFO”), Corporate Secretary and Director provided notice of resignation from the Company effective December 31, 2022 for personal reasons. Effective January 1, 2023, Erik Marchand was appointed as CFO, Corporate Secretary and Director for the Company.

Key management for the three months ended January 31, 2023 include the Company’s directors, Chief Executive Officer (“CEO”), former CFO and current CFO. During the three months ended January 31, 2023, the Company incurred \$2,155 (2022 - \$1,256) in share-based payments to key management personnel.

The amounts due to related parties other than those described in this Note 6 (b) below are non-interest bearing, unsecured, and due on demand.

b) Promissory notes with related parties

As at January 31, 2023, the Company had \$83,500 (October 31, 2022 - \$77,200) of outstanding promissory notes issued to a director and CEO of the Company. As at January 31, 2023, the Company owed \$28,490 (October 31, 2022 - \$38,433) of accrued interest on related party promissory notes payable.

Interest incurred on promissory notes due to related parties for the the three months ended January 31, 2023 totalled \$1,403 (2022 - \$1,974).

7. Fair Value of Financial Instruments

Fair value is based on available public market information or, when such information is not available, estimated using present value techniques and assumptions concerning the amount and timing of future cash flows and discount rates which factor in the appropriate credit risk. The carrying values of cash and cash equivalents, receivables, accounts payable, promissory notes, and due to related parties approximate their fair values due to their short-term nature.