STAKEHOLDER GOLD CORP. NOTICE TO SHAREHOLDERS FOR THE THREE MONTHS ENDED MARCH 31, 2021

Responsibility for Consolidated Financial Statements

The accompanying interim condensed financial statements for Stakeholder Gold Corp. for the three months ended March 31, 2021 and 2020 have been prepared by management in accordance with International Financial Reporting Standards applicable to interim financial reporting (see note 1 to the interim condensed financial statements). Recognizing that the company is responsible for both the integrity and objectivity of the interim condensed financial statements, management is satisfied that these interim condensed financial statements have been fairly presented.

Auditors Involvement

MNP LLP, Chartered Accountants, the external auditors of Stakeholder Gold Corp., have not audited or performed review procedures applicable to auditor review of interim financial statements as at the end of the three-month periods March 31, 2021 and 2020.

Stakeholder Gold Corp.
Interim Condensed Statements of Financial Position

	March 31, 2021	December 31, 2020
	(Unaudited)	(Audited)
ASSETS		
Current assets		
Cash and cash equivalents (note 4)	**$ 173,367**	$ 197,068
Receivables (note 6)	**230,575**	14,276
Prepaid expenses	**1,139**	51,481
Total current assets	**405,081**	262,825
Property Plant and Equipment	**56,318**	-
Total Assets	**$ 461,399**	$ 262,825
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities (note 6)	**170,249**	140,840
Total liabilities	**$ 170,249**	$ 140,840
SHAREHOLDERS' EQUITY		
Share capital (note 7)	**12,373,890**	12,326,821
Reserve - share based payments (note 7)	**3,565,873**	3,572,942
Accumulated other comprehensive income	**(20,839)**	(3,376)
Accumulated deficit	**(15,627,775)**	(15,774,402)
Total Shareholders' Equity	**291,150**	121,985
Total Liabilities and Shareholders' Equity	**$ 461,399**	$ 262,825

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

Stakeholder Gold Corp.
Interim Condensed Statements of Comprehensive Income (Loss)

(Unaudited)				
For the Three Months Ended March 31,		**2021**		2020
Sales	**$**	**506,342**	$	**-**
Cost of Goods Sold		**(154,060)**		**-**
Gross Margin	**$**	**352,282**	$	**-**
Expenses				
Management and consulting (note 6)		**97,500**		29,000
Investor and shareholder relations		**15,282**		4,984
Professional fees		**2,925**		**-**
Administrative		**12,173**		7,428
Sales Expense		**53,514**		**-**
Exploration expenses		**13,509**		**-**
Share based payments (note 7)		**-**		**-**
Foreign exchange		**7,653**		**-**
Depreciation		**3,098**		**-**
Write off and forgiven payables		**-**		(1,795)
Total operating expense	**$**	**205,655**	$	39,617
Net Income (loss)	**$**	**146,627**	$	(39,617)
Currency Translation Adjustment		**(17,463)**		**-**
Comprehensive Income (loss)		**129,165**	$	(39,617)
Average weighted shares outstanding		**11,176,932**		5,273,833
Basic and diluted loss per share	**$**	**0.01**	$	(0.22)

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

Stakeholder Gold Corp.
Interim Condensed Statement of Equity
(Unaudited)

	Number of Shares	Share Capital	Contributed Surplus	AOCI	Deficit	Total
	#	$	$	$	$	$
Balance, December 31, 2019	**5,273,833**	**11,033,626**	**3,537,942**	**0**	**(14,623,762)**	**(52,194)**
Net (loss) for the period	-	-	-	-	(39,617)	(39,617)
Balance, March 31, 2020	**5,273,833**	**11,033,626**	**3,537,942**	**-**	**(14,663,379)**	**(91,811)**
Issuance of shares for acquisition (notes 9(b)(iv) and 6)	1,278,125	562,375	-	-	-	562,375
Cancellation of fractional shares on share consolidation	(46)					-
Private placement (note 9(b)(v)	4,600,000	736,000	-	-	-	736,000
Share issuance Cost	-	(5,180)	-	-	-	(5,180)
Share based payments (note 10)	-	-	35,000	-	-	35,000
Cumulative translation adjustment	-	-	-	-	-	(3,376)
Net (loss) for the year	-	-	-	-	(1,111,023)	(1,111,023)
Balance, December 31, 2020	**11,151,912**	**12,326,821**	**3,572,942**	**(3,376)**	**(15,774,402)**	**121,985**
Warrant exercise	50,000	47,069	(7,069)	-	-	40,000
Net (loss) for the period	-	-	-	(17,463)	146,627	129,165
Balance, March 31, 2021	**11,201,912**	**$12,373,890**	**$3,565,873**	**($20,839)**	**(15,627,775)**	**291,150**

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

Stakeholder Gold Corp.

Interim Condensed Statements of Cash Flows

(Unaudited)				
For the Three Months Ended March 31,		**2021**		2020
Cash flow from operating activities				
Net income for the period (loss)	**$**	**146,627**	$	(39,617)
Adjustments to reconcile loss to net cash in operating activities				
Depreciation		**3,098**		---
Shares issued in exchange for acquisition		**---**		---
Share based payments		**---**		---
	$	**149,725**	$	(39,617)
Changes in non-cash working capital				
Receivables and prepaid expenses		**(165,957)**		22,701
Accounts payable and accrued liabilities		**29,409**		14,806
Net cash used in operating activities	**$**	**13,178**	$	(2,110)
Cash flow from investing activities				
Cash acquired on acquisition of VMC		**(56,318)**		---
Net cash provided by investing activities	**$**	**(56,318)**	$	---
Cash flow from financing activity				
Proceeds from warrant exercise		**40,000**		---
Net cash provided by financing activity	**$**	**40,000**	$	---
Impact of foreign exchange on cash		**(20,561)**		---
Increase (decrease) in cash and cash equivalents		**(23,701)**		(2,110)
Cash and cash equivalents, beginning of period	**$**	**197,068**	$	32,345
Cash and cash equivalents, end of period	**$**	**173,367**	$	30,235

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

1. NATURE OF BUSINESS AND BASIS OF PRESENTATION

Nature of Business

Stakeholder Gold Corp. (the "Company" or "Stakeholder") was incorporated under the Canada Business Corporation Act and carries on business in one segment, being the identification, acquisition, and exploration of properties for mining of precious and base metals. The Company is listed on the TSX Venture Exchange, having the symbol SRC.V. The address of the Company's head office is 1612 – 25 Adelaide Street East, Toronto, Ontario, M5C 3A1.

The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The Company's continued existence is dependent upon the preservation of its interests in the underlying properties, the discovery of economically recoverable reserves and the achievement of the Company's ability to dispose of its interests on an advantageous basis. Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest in accordance with industry standards to the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to government licensing requirements or regulations, unregistered prior agreements, unregistered claims, aboriginal claims, and non-compliance with regulatory requirements.

Statement of compliance

These condensed interim financial statements have been prepared in Canadian dollars, in accordance with International Accounting Standard ("IAS") 34, Interim Financial Reporting. They do not include all of the information and note disclosure required for full annual financial statements and should be read in conjunction with the financial statements for the year ended December 31, 2020.

In the opinion of management, all adjustments considered necessary for a fair statement of results in accordance with IFRS have been included.

The condensed interim financial statements were authorized for issue by the Board of Directors on May 31, 2021.

2. GOING CONCERN

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to a going concern. Accordingly, they do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and liquidate its liabilities and commitments in other than the normal course of business and at amounts different from those presented in these financial statements.

The Company reported a net income of $146,627 and cash flows from operations of $13,178. On March 31, 2021, the Company had a positive working capital of $234,832. There is uncertainty as to whether the Company will be able to meet its committed exploration expenditures for its exploration and evaluation assets and to meet its corporate administrative expenses for the next 12 months without additional financing.

The Company has a need for equity capital and financing for working capital and exploration and development of its properties. Because of historical operating losses, the Company's continuance as a going concern is dependent on its ability to obtain adequate financing and to reach profitable levels of operation. It is not possible to predict whether financing efforts will be successful or if the Company will attain profitable levels of operation. While the Company has been successful in securing financing in the past, there is no assurance that it will be able to do so in the future.

2. GOING CONCERN - continued

These circumstances create material uncertainty that indicates significant doubt as to the ability of the Company to meet its obligations as they come due and, accordingly, the appropriateness of the use of accounting principles applicable to a going concern.

COVID-19

In early 2020, there was a global outbreak of COVID-19 (coronavirus), which had a significant impact on businesses through restrictions put in place by the Canadian federal, provincial, and municipal governments regarding travel, business operations, and isolations/quarantine orders.

While Stakeholder has not yet experienced any material impact on its ability to conduct operations, it is unknown the extent of the future impact the COVID-19 outbreak may have on the Company as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus. While the extent of the impact is unknown, we anticipate that this outbreak may cause reduced customer demand, supply chain disruptions, staff shortages and increased government regulations, all of which may negatively impact Stakeholder's business and financial condition.

The financial statements do not reflect the adjustments to the carrying values of assets and liabilities that would be necessary if stakeholder were unable to continue as a going concern and was required to realize its assets or discharge its obligations in anything other than the ordinary course of operations.

3. SIGNIFICANT ACCOUNTING POLICIES

The accounting principles followed in preparing the financial statements are as follows:

Basis of Measurement

The financial statements have been prepared on a historical cost basis. The financial statements are presented in Canadian dollars, unless otherwise indicated.

Financial Instruments

Financial assets

The Company classifies its financial assets into one of the following categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss **-** This category comprises derivatives, or financial assets acquired or incurred principally for the purpose of selling or repurchasing in the near term. They are carried in the consolidated statements of financial position at fair value with changes in fair value recognized in profit or loss for the period. Cash is included in this category of financial assets.

Transactions costs associated with FVTPL financial assets are expensed as incurred, while transaction costs associated with all other financial assets are included in the initial carrying amount of the asset.

All financial assets, other than those at FVTPL, are subject to review for impairment at each reporting date. Financial assets are considered impaired when there is objective evidence that a financial asset or a group of financial assets may not be recoverable. Different criteria to determine impairment are applied for each category of financial assets, which are disclosed above.

3. SIGNIFICANT ACCOUNTING POLICIES - continued

Amortized Cost - This category includes financial assets that are held within a business model with the objective to hold the financial assets in order to collect contractual cash flows that meet the solely principal and interest ("SPPI") criterion. Financial asset classified in this category are measured at amortized cost using the effective interest method.

Financial assets at fair value through other comprehensive income - Equity instruments that are not held-for-trading can be irrevocably designated to have their change in fair value recognized through other comprehensive income instead of through profit or loss. This election can be made on individual instruments and is not required to be made for the entire class of instruments. Attributable transaction costs are included in the carrying value of the instruments. Financial assets at fair value through other comprehensive income are initially measured at fair value and changes therein are recognized in other comprehensive income.

Financial Liabilities

The Company classifies its financial liabilities into one of two categories depending on the purpose for which the liability was incurred. The Company's accounting policy for each category is as follows:

Fair value through profit or loss - This category comprises derivatives, or financial liabilities acquired or incurred principally for the purpose of selling or repurchasing in the near term. They are carried in the consolidated statements of financial position at fair value with changes in fair value recognized in profit or loss for the period.

Other financial liabilities - This category includes accounts payable and accrued liabilities. They are carried in the consolidated statements of financial position at the value on the transaction date.

Cash and Cash Equivalents

Cash and cash equivalents include cash and highly liquid high- interest savings accounts convertible to known amounts of cash and subject to an insignificant risk of change in value.

Restricted cash

Restricted cash includes highly liquid short-term interest-bearing investment accounts held with reputable financial institutions to secure obligations of the Company.

Exploration and Evaluation Assets

The Company expenses exploration and evaluation expenditures as incurred. Exploration and evaluation expenditures include acquisition costs of mineral properties, property option payments and evaluation activity.

Once a project has been established as commercially viable and technically feasible, related development expenditures are capitalized. This includes costs incurred in preparing the site for mining operations. Capitalization ceases when the mine is capable of commercial production, with the exception of development costs that give rise to a future benefit.

Although the Company has taken steps to verify the tile 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.

3. SIGNIFICANT ACCOUNTING POLICIES - continued

Income Taxes

Income tax on the profit or loss for the period presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to taxes payable with regards to previous years. Current income taxes are determined using tax rates and tax laws that have been enacted or substantively enacted by the year-end date.

Deferred tax assets and liabilities are recognized for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the end of the financial reporting period. A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. At the end of each reporting year, the Company reassesses unrecognized deferred tax assets. The Company recognizes a previously unrecognized deferred tax asset to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Share capital

Equity instruments are contracts that give a residual interest in the net assets of the Company. Equity instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares are classified as equity instruments. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction from the proceeds.

Share Based Payments

Where equity-settled share options are awarded to employees, the fair value of the options at the date of grant is charged to the statement of comprehensive loss/income over the vesting period. Performance vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each reporting date so that, ultimately, the cumulative amount recognized over the vesting period is based on the number of options that eventually vest. Non-vesting conditions and market vesting conditions are factored into the fair value of the options granted. As long as all other vesting conditions are satisfied, a charge is made irrespective of whether these vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition or where a non-vesting condition is not satisfied.

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to the statement of comprehensive loss/income over the remaining vesting period.

The fair value determined at the grant date of the equity-settled share-based payments is expensed over the vesting period based on the Company's estimate of options that will eventually vest. The number of forfeitures likely to occur is estimated on grant date.

Where equity instruments are granted to employees, they are recorded at the fair value of the equity instrument granted at the grant date. The grant date fair value is recognized in comprehensive loss/income over the vesting period, described as the period during which all the vesting conditions are to be satisfied.

Where equity instruments are granted to non-employees, they are recorded at the fair value of the goods or services received in the statement of comprehensive loss. When the value of goods or services received in

3. SIGNIFICANT ACCOUNTING POLICIES - continued

exchange for the share-based payment cannot be reliably estimated, the fair value is measured by use of a valuation model.

All equity-settled share-based payments are reflected in Reserve – Share based payments, until exercised. Upon exercise, the shares are issued from treasury and the amount reflected in Reserve – Share based payments is credited to share capital for any consideration paid.

Comprehensive Income (Loss)

Comprehensive income includes net earnings (loss) and other comprehensive income (loss). Other comprehensive income includes holding gains on available for sale investments and gains and losses on certain derivative instruments.

Provisions

A provision is recognized in the statement of financial position when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and the amount can be reliably estimated. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in a provision due to passage of time is recognized as interest expense.

A provision for onerous contracts is recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract. At each statement of financial position reporting date, provisions are reviewed and adjusted to reflect the current best estimate of the expenditure required to settle the present obligation.

The Company has no material provisions as on March 31, 2021 or March 31, 2020.

Rehabilitation Provisions

A legal or constructive obligation to incur rehabilitation provisions may arise when environmental disturbance is caused by the exploration, development or ongoing production of a mineral property interest. Such costs arising from the decommissioning of plant and other site preparation work, discounted to their net present value, are provided for and capitalized at the start of each project to the carrying amount of the asset as soon as the obligation to incur such costs arises. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. These costs are charged against profit or loss over the economic life of the related asset, through amortization using either a unit-of-production or the straight- line method as appropriate. The related liability is adjusted for each period for the unwinding of the discount rate and for changes to the current market- based discount rate, amount or timing of the underlying cash flows needed to settle the obligation. Costs for restoration of subsequent site damage which is created on an ongoing basis during production are provided for at their net present values and charged against profits as extraction progresses.

The Company had no material rehabilitation obligations as on March 31, 2021 or March 31, 2020.

Loss per Share

Basic loss per share is calculated by dividing net loss applicable to common shares of the Company by the weighted average number of common shares outstanding during the year. Diluted loss per common share is computed by dividing the net loss applicable to common shares by the sum of the weighted average number of common shares issued and outstanding and all additional common shares that would have been outstanding, if potentially dilutive instruments are converted during the year.

3. SIGNIFICANT ACCOUNTING POLICIES - continued

Share Capital

Equity instruments are contracts that give a residual interest in the net assets of the Company. Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares are classified as equity instruments.

Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction from the proceeds.

Foreign Currency Transactions

The functional currency of the Company is the Canadian dollar**.** The consolidated financial statements are presented in Canadian dollars. The Canadian dollar is the functional currency of Stakeholder and VMC Corp. The Brazilian reals is the functional currency of VMC Brazil.

Transactions in currencies other than the Canadian dollar are recorded at exchange rates prevailing on the dates of the transactions. At the end of each reporting period, the monetary assets and liabilities of the Company that are denominated in foreign currencies are translated at the rate of exchange at the date of the statement of financial position while non-monetary assets and liabilities are translated at historical rates. Revenues and expenses are translated at the exchange rates approximating those in effect on the date of the transactions. Exchange gains and losses arising on translation are included in the statement of operations and comprehensive loss.

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.

Judgments

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 financial statements within the next financial year are discussed below:

Going Concern

As is common with exploration companies, the Company's ability to continue its on-going and planned exploration activities and continue operations as a going concern, is dependent upon the recoverability of costs incurred to date on mineral properties, the existence of economically recoverable reserves, and the ability to obtain necessary equity financing from time to time. The factors considered by management are disclosed in Note 2.

Exploration and Evaluation Assets

The application of the Company's accounting policy for exploration and evaluation expenditure 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 the profit or loss in the year the new information becomes available.

3. SIGNIFICANT ACCOUNTING POLICIES - continued

Critical Accounting Estimates and Judgments - continued

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.

Functional Currency

The determination of an entity's functional currency is a key judgment based on the primary economy environment in which each entity of the Company operates. In determining the functional currency, management considers the currency that most faithfully represents the economic effects of events, conditions, future direction and investment opportunities.

Estimates

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.

The estimates and assumptions that have a significant risk of causing material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

Impairment

Assets, including property and equipment, and exploration and evaluation assets, are reviewed for impairment whenever events or changes in circumstances indicate that their carrying amounts exceed their recoverable amounts.

An impairment loss is recognized for the amount by which an asset's or cash-generating unit's carrying amount exceeds its recoverable amount. To determine the recoverable amount, management estimates the higher of fair value less costs to sell and value in use. Determining the recoverable amount of property and equipment and exploration and evaluation assets requires management to make assumptions about future events and circumstances and cash flows. The actual results may vary and may cause significant adjustments to the Company's assets within the next financial year.

Provisions and Contingencies

Provisions and contingencies arising in the course of operations, including provisions for income or other tax matters are subject to estimation uncertainty. Management uses all information available in assessing the recognition, measurement and disclosure of matters that may give rise to provisions or contingencies. The actual outcome of various provisional and contingent matters may vary and may cause significant adjustments to the Company's assets when the amounts are determined, or additional information is acquired.

Revenue Recognition

On January 1, 2018, the Company adopted IFRS 15 - Revenue from Contracts with Customers ("IFRS 15") which supersedes IAS 18 - Revenue ("IAS 18"). IFRS 15 establishes a single five-step model framework for determining the nature, amount, timing and uncertainty of revenue and cash flows arising from a contract with a customer. IFRS 15 is effective for annual periods beginning on or after January 1, 2018. The Company adopted the standard on January 1, 2018 using the full retrospective approach without applying any practical expedients.

3. SIGNIFICANT ACCOUNTING POLICIES - continued

Critical Accounting Estimates and Judgments – continued

The Company's primary sale product is exotic quartzite. Revenue relating to the sale of products are recognized when control of the metal or related services are transferred to the customer in an amount that reflects the consideration the Company expects to receive in exchange for those products or services. In determining whether the Company has satisfied a performance obligation, it considers the indicators of the transfer of control, which include, but are not limited to, whether: the Company has a present right to payment; the customer has legal title to the asset; the Company has transferred physical possession of the asset to the customer; and the customer has the significant risks and rewards of ownership of the asset.

Recent Accounting Pronouncements

The International Accounting Standards Board ("IASB") or the International Financial Reporting Interpretations Committees ("IFRIC") have issued a revised standard that will become effective for future periods and have a potential implication for the Company.

IFRS 16 **-** Leases ("IFRS 16") was issued on January 13, 2016 to require lessees to recognize assets and liabilities for most leases. For lessors, there is little change to the existing accounting in IAS17 Leases. The IAS issued its standard as part of a joint project with the Financial Accounting Standards Board ("FASB"). This new standard was adopted effective January 1, 2019 and did not have any effect on the Company's financial statements as of March 31, 2020.

4. CASH AND CASH EQUIVALENTS AND RESTRICTED CASH

Cash and cash equivalents at banks and on hand earn interest at floating interest rates based on daily deposit rates.

The Company had no cash equivalents on March 31, 2021 or March 31, 2020.

As on March 31, 2021, Stakeholder's restricted cash balance of $nil (2020 – $nil) related to guaranteed investment certificates securing the Company's corporate credit card.

5. ACQUISITION OF VMC

On July 30, 2020, Stakeholder executed a business combination agreement (the "Transaction") with Victoria Mining Corporation ("VMC") pursuant to which VMC issued 1,278,125 common shares in exchange for all of the issued and outstanding shares of VMC.

After evaluating all the facts surrounding this Transaction in accordance with the principles in IFRS 3, Business combinations, it was determined that VMC did not meet the definition of a business. Accordingly, the Transaction was accounted for as an asset acquisition in accordance with IFRS 2, Share based payments.

The allocation of the purchase price to the net assets acquired is as follows:

Purchase Price	Quantity		Amount
Common shares issued	1,278,125	$	562,375
Total Purchase Price		$	562,375
Net Assets Acquired			
Cash		$	19,652
Receivables and prepaids			69,604
Exploration asset (i)			483,119
Accounts payable and accrued liabilities			(10,000)
		$	562,375

5. ACQUISITION OF VMC - continued

(i) the exploration asset is expensed in accordance with the Company's accounting policy for exploration and evaluation expenditures.

The company currently has rights to extract materials from the grounds that the project operates on. All productions are subject to a 10% royalty calculated based on the sales price of all materials produced. The 10% royalty is payable to the owner of the land.

At the company's discretion, it can choose to buy back the 10% royalty from the landowner in accordance with the following schedule:

Time Frame	Cost
Within 1 year since the start of production	600,000 Brazilian Reals
Within 2 year since the start of production	1,500,000 Brazilian Reals
Within 3 year since the start of production	2,000,000 Brazilian Reals
Within 4 year or more since the start of production	3,000,000 Brazilian Reals

6. EXPLORATION AND EVALUATION ASSETS

Ballarat Property

The Ballarat exploration project is wholly owned by the Company and is located in the White Gold District of the Yukon Territory. The property consists of 356 claims comprising of 7,200 hectares and is located upstream of the Ballarat Creek placer mining operations.

Due to the inconclusive results of the 2016 project and management's focus on the Mountain View project (see Goldstorm Property) management has halted exploration on the property.

VMC Blue Quartzite Project

The VMC Blue Quartzite project was acquired with the acquisition of VMC. The Project is wholly owned by the Company and located in Minas Gerais, Brazil. The Company currently owns the surface rights to extract quartzite materials on roughly 600 hectares of area.

		Ballarat		VMC
Cumulative exploration costs on December 31, 2019	**$**	**784,994**	**$**	**-**
Cumulative exploration costs on March 31, 2020	**$**	**784,994**	**$**	**-**
Expenditures (recoveries)		-3,103		12,625
Acquisition costs				483,119
Cumulative exploration costs on December 31, 2020		**781,891**		**495,744**
Expenditures		-		13,509
Cumulative exploration costs on March 31, 2021	**$**	**781,891**	**$**	**509,253**

7. RELATED PARTY TRANSACTONS

(a) The Company incurred rent of $3,808 (2020 – $3,794) charged by companies with common officers and/or directors.

(b) As on March 31, 2021 accounts payable and accrued liabilities include $109,604 (2020 – $15,167) due to companies controlled by common officers or directors.

In accordance with IAS 24, key management personnel are those having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company.

The remuneration of directors and key management of the Company was as follows for periods ended March 31, included in the 2021. Remuneration for the 3 months ended March 31, 2021:

		2021		2020
Remuneration	$	97,500	$	29,000
Share based payments		-		-
	$	97,500	$	29,000

8. SHARE CAPITAL AND RESERVE FOR SHARE BASED PAYMENTS

a) Shares Authorized

The Company is authorized to issue an unlimited number of common shares with no par value. The holders of common shares are entitled to receive dividends which are declared from time to time and are entitled to one vote per share at meetings of the Company. All shares are ranked equally with regards to the Company's residual assets.

Common shares issued	**Number of common shares**	**Amount**
Balance, December 31, 2019	5,273,833	**$ 11,033,626**
Balance, March 31, 2020	5,273,833	**$ 11,033,626**
Issuance of shares for acquisition (iv)	1,278,125	562,375
Private Placement (v)	4,600,000	736,000
Share Issuance Cost	-	(5,180)
Cancellation of fractional shares on consolidation	(46)	-
Balance, December 31, 2020	11,151,912	**$12,326,821**
Warrant exercise	50,000	47,069
Balance, March 31, 2021	11,201,912	**$12,373,890**

On September 4, 2020, Stakeholder effected a consolidation of all outstanding common shares based on one (1) new post-consolidation common share for every eight (8) pre-consolidation common shares. As a result of the Consolidation, the Company's outstanding 52,415,662 common shares at the time have been reduced to 6,551,957 common shares. No fractional shares of the Corporation have been issued, and any fractional shares resulting from the consolidation have been deemed to have been tendered for cancellation by the registered owner. All stock options and warrants outstanding as of September 4, 2020 have been adjusted in accordance with the consolidation ratio.

All prior comparative figures presented within these consolidated financial statements have been retroactively adjusted to reflect the share consolidation.

8. SHARE CAPITAL AND RESERVE FOR SHARE BASED PAYMENTS – continued

b) Transactions

(i) On March 5, 2019, the Company closed a non-brokered private placement with proceeds of $150,000 comprised of 375,000 units. Each unit comprised of one common share and one full warrant. Each warrant entitles the holder to purchase one additional common share of Stakeholder at a price of $0.80 per share for a period expiring on March 4th, 2021.

The net proceeds were allocated to the equity components on a relative fair value basis with $96,983 (65%) attributed to the shares and $53,017 (35%) attributed to the warrants. The warrants were valued using the Black-Scholes Option Pricing model. Significant assumptions used were as follows: dividend yield of 0%, expected volatility of 140%, risk free interest of 1.74%, share price of $0.36 and an expected life of 2 years.

(ii) On July 4th, 2019, the Company closed a non-brokered private placement with proceeds of $335,000 comprised of 837,500 units. Each unit comprised of one common share and one full warrant. Each warrant entitles the holder to purchase one additional common share of Stakeholder at a price of $0.80 per share for a period expiring on July 3rd, 2021.

The net proceeds were allocated to the equity components on a relative fair value basis with $216,409 (65%) attributed to the shares and $118,591 (35%) attributed to the warrants. The warrants were valued using the Black-Scholes Option Pricing model. Significant assumptions used were as follows: dividend yield of 0%, expected volatility of 136%, risk free interest of 1.74%, share price of $0.32 and an expected life of 2 years.

(iii) On October 15th, 2019, the Company closed a non-brokered private placement with proceeds of $325,000 comprised of 812,500 units. Each unit comprised of one common share and one full warrant. Each warrant entitles the holder to purchase one additional common share of Stakeholder at a price of $0.80 per share for a period expiring on October 14th, 2021.

The net proceeds were allocated to the equity components on a relative fair value basis with $ $208,631 (64%) attributed to the shares and $116,369 (36%) attributed to the warrants. The warrants were valued using the Black-Scholes Option Pricing model. Significant assumptions used were as follows: dividend yield of 0%, expected volatility of 143%, risk free interest of 1.69%, share price of $0.36 and an expected life of 2 years.

(iv) On July 30, 2020, Stakeholder executed a business combination agreement resulting in the issuance of 1,278,125 common shares valued at $562,375.

(v) On October 15, 2020, the Company closed a non-brokered private placement with proceeds of $736,000 comprised of 4,600,000 common shares.

c) Stock Options

On November 13, 2020, the Company issued 500,000 stock options to a director and officer of the Company which are exercisable at $0.40 per share for a period of three years. The options will vest when the gross revenue of VMC reach $400,000 for any consecutive three-month period. The options were valued at $167,300 using the Black Scholes option pricing model and the following assumptions: share price: $0.40; exercise price: $0.40; expected life: 3 years; dividend Yield: 0%; risk-free rate: 0.3%, annualized volatility: 160%. During the year ended December 31, 2020, the Company recognized $35,000 of share-based compensation expense related to these options.

8. SHARE CAPITAL AND RESERVE FOR SHARE BASED PAYMENTS – continued

	Number of Options	Weighted Average Exercise Price
Outstanding, December 31, 2019	**125,000**	**$2.56**
Outstanding, March 31, 2020	**125,000**	**$2.56**
Issued	500,000	$0.40
Expired	(125,000)	2.56
Outstanding, December 31, 2020	**500,000**	**$0.40**
Outstanding, March 31, 2021	**500,000**	**$0.40**

A summary of the Company's stock option activity for the three-month period ended March 31, 2021 is as follows:

Expiry date	Exercise price ($)	Weighted average remaining contractual life (years)	Number of options outstanding	Number of options vested (exercisable)
November 18, 2023	0.4	2.62	500,000	-

d) Warrants

The Company has warrants outstanding entitling the holder to purchase one common stock with each warrant exercisable per the terms below:

	Number of warrants	Weighted average exercise price
Balance, December 31, 2019	**2,293,875**	**$0.83**
Balance, March 31, 2020	**2,293,875**	**$0.83**
Expired	(18,875)	$4.00
Balance, December 31, 2020	**2,275,000**	**$0.80**
Exercised	(50,000)	0.80
Expired	(325,000)	0.80
Balance, March 31, 2021	**1,900,000**	**$0.80**

9. CAPITAL MANAGEMENT

Stakeholder manages its shareholders' equity as capital, making adjustments based on available funds, to support the acquisition, exploration and development of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management but rather relies on the expertise of the Company's management to sustain future development of the business.

The properties to which the Company currently has an interest are in the exploration stage and as such, the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration as well as satisfy administrative costs, the Company will spend its existing working capital and raise additional funds as needed. Stakeholder will continue to assess new properties should sufficient geological or economic potential be demonstrated and if the Company has adequate financial resources to do so.

9. CAPITAL MANAGEMENT – continued

Management reviews its capital management approach on an ongoing basis and believes that this approach is reasonable given the current size of the Company. There were no changes to its capital management approach during the year ended March 31, 2021. Stakeholder is not subject to externally imposed capital requirements.

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern. The Company has no external debt and is dependent on the capital markets to finance exploration and development activities.

The Company is exposed through its operations to the following financial risks:

Market Risk
Liquidity
Risk Credit
Risk

In common with all other businesses, the Company is exposed to risks that arise from its use of financial instruments. This note describes the Company's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements.

There have been no substantive changes in the Company's exposure to financial instrument risks, its objectives, polices and processes for managing those risks or the methods used to measure them from previous years unless otherwise stated in the note.

10. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

General Objectives, Policies and Processes:

The Board of Directors has overall responsibility for the determination of the Company's risk management objectives and policies. The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility. Further details regarding these policies are set out below.

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices are comprised of two types of risk: foreign currency risk, interest rate risk and commodity price risk.

Interest Rate Risk
Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company does not have any borrowings. Interest rate risk is limited to potential decreases on the interest rate offered on cash and cash equivalents held with chartered Canadian financial institutions. Sensitivity to a plus or minus 1% change in the interest rates could impact any renewals or extensions of term deposits which no significant impact on the net loss would have due to the immateriality of the interest earned.

Commodity Price Risk
The ability of the Company to develop its mineral properties and the future profitability of the Company is directly related to the market price of precious metals. The Company closely monitors commodity prices to determine the appropriate course of action to be taken. Based on management's knowledge and expertise of the financial markets, the Company believes that commodity price risk is remote as the Company is not a producing entity.

10. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT – continued

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The key to success in managing liquidity is the degree of certainty in the cash flow projections. If future cash flows are fairly uncertain, the liquidity risk increases.

On March 31, 2021, Stakeholder had a cash balance of $173,367 and current liabilities of $170,249. As outlined in Note 2, the Company will be required to obtain additional financing for working capital and continued exploration and development of its properties.

Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or a counterparty to a financial instrument fails to meet its contractual obligations. The Company is exposed to credit risk in its cash and cash equivalents, short-term investments, receivables and due from related parties. The maximum credit risk represented by the Company's financial assets is represented by their carrying amounts. Concentration of credit risk exists with respect to the Company's cash and cash equivalents as substantially the entire amount is held at a single major Canadian financial institution. Credit risk on cash and cash equivalents and short-term investments is minimized by depositing with only reputable financial institutions. There is also concentration of credit risk from the balance due from related parties which share common directors with Stakeholder. Management has reviewed the receivable balances and determined that the balances are collectible; accordingly, there has been no allowance for doubtful accounts recorded.

Determination of Fair Value

Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

The statement of financial position carrying amounts for cash and cash equivalents, restricted cash, receivables, and accounts payable and accrued liabilities approximate fair value due to their short-term nature. Due to the use of subjective judgments and uncertainties in the determination of fair values these values should not be interpreted as being realizable in an immediate settlement of the financial instruments.

11. SEGMENT INFORMATION

The Company is engaged in the exploration and evaluation of properties for the mining of precious and base metals and the extraction of exotic quartzite. The Company does not have formal operating segments. The corporate office operates to support the Company's projects. As of March 31, 2021, the projects are located in Canada and Brazil.

A geographic breakdown of assets by segment follows:

	March 31, 2020	March 31, 2019
Stakeholder and VMC Canada	$ 162,663	$ 76,210
VMC Brazil	$ 298,736	Nil
	$ 461,399	**$ 76,210**