

TOMBILL MINES LIMITED
(Formerly Bluerock Ventures Corp.)

Condensed Consolidated Interim Financial Statements

For three months ended January 31, 2022 and 2021

(Unaudited, expressed in Canadian Dollars)

TOMBILL MINES LIMITED
(FORMERLY BLUEROCK VENTURES CORP.)

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TOMBILL MINES LIMITED
(FORMERLY BLUEROCK VENTURES CORP.)

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 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. They have been approved by the Audit Committee and Board of Directors of the Company.

The Company's independent auditor, McGovern Hurley has not performed a review of these unaudited condensed consolidated interim financial statements in accordance with the standards established by the Chartered Professional Accountants of Canada for a review of financial statements by an entity's auditors.

Tombill Mines Limited

March 9, 2022

TOMBILL MINES LIMITED
(FORMERLY BLUEROCK VENTURES CORP.)

Condensed Consolidated Interim Statements of Financial Position
(Unaudited, expressed in Canadian dollars)

	Note	January 31, 2022	January 31, 2021
			(Restated – see Note 4)
Assets			
Current assets:			
Cash and cash equivalents	5	\$ 2,688,027	\$ 5,573,971
Receivables	6	91,239	75,847
Prepaid expenses		70,049	226,597
		2,849,315	5,876,415
Other assets:			
Equipment	9	49,968	-
		\$ 2,899,283	\$ 5,876,415
Liabilities and Shareholders' Equity (Deficit)			
Current liabilities:			
Trade payables and accrued liabilities	7	\$ 678,639	\$ 254,345
Flow-through premium liability	8	-	215,853
		678,639	470,198
Shareholders' Equity (Deficit):			
Share capital	10	13,055,183	10,108,375
Reserve	10(f)	930,323	477,205
Deficit		(11,764,862)	(5,179,363)
		2,220,644	5,406,217
		\$ 2,899,283	\$ 5,876,415

Nature and continuance of operations (Note 1)
Subsequent event (Note 13)

The accompanying notes form an integral part of the condensed consolidated interim financial statements.

Tombill Mine Limited
(FORMERLY BLUEROCK VENTURES CORP.)

Condensed Consolidated Interim Statements of Loss and Comprehensive loss
(Unaudited, expressed in Canadian dollars)

	Note	Three months ended January 31,	
		2022	2021
			(Restated – see Note 4)
Expenses:			
Exploration		\$ 447,713	\$ 261,863
Administrative fees		37,793	15,833
Consulting		176,825	65,372
Depreciation		6,089	-
Marketing		34,251	45,428
Office and miscellaneous		(20,299)	5,792
Professional fees		137,616	44,017
Property tax		(9,131)	267
Regulatory and transfer agent fees		22,344	4,071
Insurance		14,578	-
Share-based compensation	10(d)	111,944	157,406
Share-based payments	10(b)	-	3,305,075
		(959,723)	(3,905,124)
LOSS BEFORE OTHER ITEMS		(959,723)	(3,640,666)
Other Items:			
Interest income		1,034	1,399
Other income		-	750,000
Listing expense		-	(1,771,098)
		1,034	(1,019,699)
LOSS BEFORE INCOME TAXES		(958,689)	(4,924,823)
Deferred income tax recovery		-	23,897
NET AND COMPREHENSIVE LOSS FOR THE PERIOD		\$ (958,689)	\$ (4,900,926)
Loss per common share			
- basic and diluted		\$ (0.006)	\$ (0.045)
Weighted average number of common shares outstanding			
- basic and diluted		153,509,878	108,331,489

The accompanying notes form an integral part of the condensed consolidated interim financial statements.

Tombill Mine Limited
(FORMERLY BLUEROCK VENTURES CORP.)

Condensed Consolidated Interim Statements of Changes in Equity (Deficit)
(Unaudited, expressed in Canadian dollars)

For the three months ended January 31, 2022

	Note	Share capital		Reserve	Deficit	Total Equity (Deficiency)
		Shares	Amount			
Balance, October 31, 2021		153,762,919	11,638,084	787,550	(10,806,173)	1,619,461
Private Placement	10(b)	19,180,533	1,624,998	-	-	1,624,998
Share Issuance Cost	10(b)					
- cash			(177,071)	-	-	(177,071)
- broker warrants	10(f)		(30,828)	30,828	-	-
Share-base compensation	10(d)			111,944		111,944
Net loss for the period			-	-	(958,689)	(958,689)
Balance, January 31, 2022		172,943,452	\$ 13,055,183	\$ 930,323	\$ (11,764,862)	\$ 2,220,644

For the three months ended January 31, 2021

	Note	Share capital		Reserve	Deficit	Total Equity (Deficiency)
		Shares	Amount			
Balance, October 31, 2020		71,186,169	2	-	(278,438)	(278,438)
Shares issued for service		22,033,831	3,305,075	-	-	3,305,075
Shares issued on RTO		10,113,333	1,517,000	-	-	1,517,000
Private Placement		41,733,934	6,500,000	-	-	6,500,000
Flow-through premium liability			(239,750)	-	-	(239,750)
Share Issuance Cost						
- cash			(654,153)	-	-	(654,153)
- broker warrants			(319,639)	319,639	-	-
Share-base compensation				157,406		157,406
Net loss for the period			-	-	(4,900,926)	(4,900,926)
Balance, January 31, 2021		145,067,267	\$ 10,108,535	\$ 477,045	\$ (5,179,364)	\$ 5,406,217

The accompanying notes form an integral part of the condensed consolidated interim financial statements

Tombill Mine Limited
(FORMERLY BLUEROCK VENTURES CORP.)

Condensed Consolidated Interim Statements of Changes in Equity (Deficit)
(Unaudited, expressed in Canadian dollars)

For the year ended October 31, 2021

	Note	Share capital		Reserve	Deficit	Total Equity (Deficiency)
		Shares	Amount			
Balance, October 31, 2020		71,186,169	2	-	(278,438)	(278,436)
Shares issued for services		22,033,831	3,305,075	-	-	3,305,075
Shares issued on RTO		10,113,333	1,517,000	-	-	1,517,000
Private Placement		50,429,586	8,500,000	-	-	8,500,000
Flow-through premium liability			(769,628)	-	-	(769,628)
Share Issuance Cost						
- cash			(668,372)	-	-	(668,372)
- broker warrants			(245,993)	245,993	-	-
Share-based compensation			-	541,557	-	541,557
Net loss for the period			-	-	(10,527,735)	(10,527,735)
Balance, October 31, 2021		153,762,919	11,638,084	787,550	(10,806,173)	1,619,461

The accompanying notes form an integral part of the condensed consolidated interim financial statements

Tombill Mines Limited
(FORMERLY BLUEROCK VENTURES CORP.)

Condensed Consolidated Interim Statements of Cash Flows
(Unaudited, expressed in Canadian dollars)

	Note	Three months ended January 31,	
		2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES			
(Restated – see Note 4)			
Net and comprehensive loss for the period		\$ (958,689)	\$ (4,900,926)
Items not affecting cash:			
Depreciation		6,089	
Interest accrued on investments		-	(1,110)
Share-based compensation	10(d)	111,944	157,406
Share-based payments issued for services		-	3,305,075
Listing expense		-	1,529,904
Deferred income tax recovery		-	(23,897)
		(840,655)	66,452
Changes in non-cash working capital items:			
Receivables		568,699	(64,033)
Prepaid expenses		34,319	(226,552)
Trade payables and accrued liabilities		(802,950)	(36,503)
Due to related parties		-	(140,000)
Cash used in operating activities		(1,040,587)	(400,636)
CASH FLOWS FROM FINANCING ACTIVITIES			
Private Placement and issuance of stock		1,624,998	5,845,847
Share issuance costs - cash	10(b)	(177,071)	-
Net cash acquired on reverse takeover		-	81,090
Cash provided by financing activities		1,447,927	5,926,937
Change in cash during the period		407,339	5,526,301
Cash, beginning of period		2,280,688	47,670
Cash, end of period		\$ 2,688,027	\$ 5,573,971

The accompanying notes form an integral part of the condensed consolidated interim financial statements.

TOMBILL MINES LIMITED

(FORMERLY BLUEROCK VENTURES CORP.)

Notes to the Condensed Consolidated Interim Financial Statements
For the three months ended January 31, 2022 and 2021
(Unaudited, expressed in Canadian dollars)

1. Nature and continuance of operations

Tombill Mines Limited (“Tombill” or the “Company”) was incorporated under the Canada Business Corporations Act on October 19, 2018 the Company was continued into British Columbia.

On September 9, 2021 the Company was authorized to continue under the laws of the Province of Ontario. The head office and registered office of the Company is 1 Dundas St W, Suite 2500, Toronto, ON, M5G 1Z3.

On December 9, 2020, the Company completed a reverse takeover (“RTO”) transaction (the “Transaction”) with Bluerock Ventures Corp.

Tombill Mines’ primary business is mineral exploration, primarily gold.

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 interest in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, or the ability of the Company to raise alternative financing, if necessary, or alternatively upon 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 for the current stage of exploration of such properties; these procedures do not guarantee the Company’s title. Property title may be subject to unregistered prior agreements, social licensing requirements and non-compliance with regulatory requirements. The Company’s assets may also be subject to increases in taxes and royalties, renegotiation of contracts, and political uncertainty.

These interim consolidated financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. At January 31, 2022, the Company had not yet achieved profitable operations, had accumulated losses of \$11,764,862 (2021 - \$5,179,363) since its inception and expects to incur further losses in the development of its business, all of which casts significant doubt about the Company’s ability to continue as a going concern. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. The Company’s continuation as a going concern is dependent upon its ability to attain profitable operations and generate funds therefrom and/or raise equity capital or borrowings sufficient to meet current and future obligations. Management intends to finance operating costs over the next twelve months with loans from directors and companies controlled by directors. However, there is no guarantee that such financing will be available to the Company on acceptable terms or at all.

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(FORMERLY BLUEROCK VENTURES CORP.)

Notes to the Condensed Consolidated Interim Financial Statements
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(Unaudited, expressed in Canadian dollars)

1. Nature and continuance of operations (cont'd)

The outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in a widespread health crisis that has affected economies and financial markets around the world resulting in an economic downturn. This outbreak may also cause resource shortages, increased difficulty in raising capital, increased government regulations or interventions, all of which may negatively impact the business, financial condition or results of operations of the Company. The duration and impact of the COVID-19 outbreak is unknown at this time and it is not possible to reliably estimate the length and severity of these developments.

2. Statement of compliance

a) Statement of compliance with IFRS

These condensed consolidated interim financial statements are prepared in accordance with International Accounting Standards ("IAS") 34 Interim Financial Reporting under International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB").

These condensed consolidated interim financial statements follow the same accounting policies and methods of application as the Company's most recent annual financial statements but do not include all of the information required for full annual financial statements. Accordingly, these condensed consolidated interim financial statements should be read in conjunction with the Company's annual financial statements for the year ended October 31, 2021.

These interim consolidated financial statements were authorized for issue on March 9, 2022 by the directors of the Company.

b) Basis of presentation

These condensed consolidated interim financial statements of the Company have been prepared on an accrual basis except for certain cash flow information and are based on historical costs. The condensed consolidated interim financial statements are presented in Canadian dollars, which is also the functional currency of the Company and its subsidiary unless otherwise noted.

These condensed consolidated interim financial statements include the financial statements of the Company and its wholly owned subsidiary, Tombill Exploration Inc. All intercompany balances and transactions were eliminated upon consolidation. Subsidiaries are all entities over which the Company has control. The Company controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns from its involvement with the entity. Subsidiaries are fully consolidated from the date on which control is obtained. They are deconsolidated from the date that control ceases.

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Notes to the Condensed Consolidated Interim Financial Statements
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2. Statement of compliance (cont'd)

c) Functional and Presentation Currency

The functional currency of the Company and its' subsidiary is the Canadian dollar as this is the principal currency of the economic environment in which it operates. Judgment is required to determine the functional currency of the Company. These judgments are continuously evaluated and are based on management's experience and knowledge of the relevant facts and circumstances.

3. Significant accounting policies

a) Significant accounting judgments, estimates and assumptions

The preparation of the Company's condensed consolidated interim financial statements in conformity with IAS34 requires management to make estimates and assumptions concerning the future. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates. Critical judgments exercised in applying accounting policies that have the most significant effect on the amounts recognized in the condensed consolidated interim financial statements are as follows:

i) Going concern (See Note 1.)

ii) Existence of Decommissioning and Restoration Costs and the Timing of Expenditure
Decommissioning, restoration and similar liabilities are estimated based on the Company's interpretation of current regulatory requirements and constructive obligations and are measured at fair value. Fair value is determined based on the net present value of estimated future cash expenditures for the settlement of decommissioning, restoration or similar liabilities that may occur upon decommissioning of the mine. Such estimates are subject to change based on changes in laws and regulations and negotiations with regulatory authorities.

iii) Share Based Payments
Management determines costs for share-based payments using market-based valuation techniques. The fair value of the market-based and performance-based share awards are determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgment used in applying valuation techniques. These assumptions and judgments include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviours and corporate performance. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.

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(Unaudited, expressed in Canadian dollars)

3. Significant accounting policies (cont'd)

b) Share Based Payments

Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured and are recorded at the date the goods or services are received. The corresponding amount is recorded to reserves. The fair value of options is determined using the Black–Scholes Option Pricing Model. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest. The grant date fair value of options that expire without being exercised is transferred to deficit.

c) Cash and cash equivalents

Cash and cash equivalents in the condensed consolidated interim statements of financial position comprise cash at banks and on hand, and short-term deposits with an original maturity of three months or less, which are readily convertible into a known amount of cash.

d) Equipment

Equipment is recorded at cost less accumulated depreciation and impairment charges. Such cost consists of the purchase price, any costs directly attributable to bringing the equipment to the location and condition necessary for its intended use. Depreciation of equipment is calculated over the estimated useful lives. Computer equipment is amortized on straight line basis over 36 months.

e) Exploration and evaluation expenses

Cost of exploration properties, including the cost of acquiring prospective properties and exploration rights, and exploration and evaluation costs are expensed until it has been established that a mineral property is commercially viable.

f) Financial instruments

Classification

The Company classifies its financial instruments in the following categories: at fair value through profit and loss (“FVTPL”), at fair value through other comprehensive loss (“FVTOCI”) or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company’s business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at

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3. Significant accounting policies (cont'd)

amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

Measurement

Financial assets and liabilities at amortized cost

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the condensed consolidated interim statements of loss and comprehensive loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the condensed consolidated interim statements of loss and comprehensive loss in the period in which they arise. Where management has opted to recognize a financial liability at FVTPL, any changes associated with the Company's own credit risk will be recognized in other comprehensive loss.

Equity instruments designated as FVTOCI

On initial recognition, the Company may make an irrevocable election (on an instrument-by-instrument basis) to designate investments in equity instruments that would otherwise be measured at fair value through profit or loss to present subsequent changes in fair value in other comprehensive income. Designation at FVTOCI is not permitted if the equity investment is held for trading or if it is contingent consideration recognized by an acquirer in a business combination. Investments in equity instruments at FVTOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognized in Other Comprehensive Income ("OCI"). The cumulative gain or loss is not reclassified to profit or loss on disposal of the equity instrument.

Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the condensed consolidated interim statements of comprehensive loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

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3. Significant accounting policies (cont'd)

Derecognition

Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the statements of loss.

Financial liabilities

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. Generally, the difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in the statements of loss.

g) Provisions

The Company recognizes provisions when a legal or constructive obligation exists as a result of past events, when it is probable that there will be an outflow of economic benefits from the entity, and a reliable estimate of the amount of the obligation can be made. When a provision is expected to settle beyond the immediate term, the provision is measured at the present value of future cash flows, discounted at prevailing market interest rates. With the passage of time, additional expenses are recorded as the provision increases.

As at January 31, 2022 and 2021 the Company has no obligations that require provisions.

h) Impairment of assets

The carrying amount of the Company's long-lived assets is reviewed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognized in the statement of loss.

The recoverable amount is the greater of an asset's fair value, less cost to sell, and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows, largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is only reversed if there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount, however, not to an amount higher than the carrying amount that would have been determined had no impairment loss been recognized in previous years.

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3. Significant accounting policies (cont'd)

Assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment.

i) Flow-through shares

Canadian tax legislation permits a company to issue securities referred to as flow-through shares whereby the deduction for tax purposes relating to qualified resource expenditures is claimed by the investors rather than the Company. The Company accounts for flow-through shares whereby the premium, if any, paid for the flow-through share in excess of the market value of the shares without a flow-through feature at the time of issue is initially recorded to flow-through premium liability and then included in profit or loss, as a deferred income tax recovery, at the same time the qualifying expenditures are made.

j) Loss per Share

The Company presents basic and diluted loss per share data for its common shares. Basic loss per common share is calculated by dividing the profit or loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per common share is calculated by adjusting the weighted average number of common shares outstanding to assume conversion of all potentially dilutive share equivalents, such as stock options and warrants and assumes the receipt of proceeds upon exercise of the dilutive securities to determine the number of shares assumed to be purchased at the average market price during the period.

During the three months ended January 31, 2022 and 2021, all of the outstanding stock options and warrants were anti-dilutive and were excluded from the calculation of diluted loss per share.

4. Change in accounting policy and restatement

During the year ended October 31, 2021, the Company changed its accounting policy to expense all exploration and evaluation expenditures. The Company believes that expensing such costs as incurred provides more reliable and relevant financial information. Under this new policy, cost of exploration properties, including the cost of acquiring prospective properties and exploration rights, and exploration and evaluation costs are expensed until it has been established that a mineral property is commercially viable. Previously, the Company capitalized these amounts.

The condensed consolidated interim financial statements for the three months ended January 31, 2021 have been restated (where required) to reflect adjustments made as a result of this change in accounting policy. The effect of the restatements to each condensed consolidated interim statement for the three month period ended January 31, 2021 is as follows:

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4. Change in accounting policy and restatement (cont'd)

i. Condensed consolidated interim statements of financial position

Element affected	Change in value	Value before restatement	Value after restatement
	\$	\$	\$
Exploration and evaluation assets	- 264,458	264,458	-
Deficit	+ 264,458	(4,914,905)	(5,179,363)

ii. Condensed consolidated interim statements of loss and comprehensive loss

Element affected	Change in value	Value before restatement	Value after restatement
	\$	\$	\$
Exploration expenses	+ 261,863	-	261,863
Consulting expenses	+ 2,595	62,777	65,372

This has the effect of increasing the net and comprehensive loss for the three months ended January 31, 2021 from \$(4,636,468) to \$(4,900,926) and increases the loss per share from \$(0.043) to \$(0.045).

iii. Condensed consolidated interim statements of cash flows

Element affected	Change in value	Value before restatement	Value after restatement
	\$	\$	\$
Net and comprehensive loss for the period	- 264,458	(4,636,468)	(4,900,926)
Trade payables and accrued liabilities	+ 93,765	(130,268)	(36,503)
Due to related parties	+ 1	(140,001)	(140,000)
Exploration and evaluation assets	+ 170,692	(170,692)	-

5. Cash and cash equivalents

	January 31, 2022		January 31, 2021	
Cash	\$	1,688,027	\$	3,573,971
Cash equivalents		1,000,000		2,000,000
	\$	2,688,027	\$	5,573,971

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Notes to the Condensed Consolidated Interim Financial Statements
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6. Receivables

	January 31, 2022	January 31, 2021
Government Sales Tax credits	\$ 91,239	\$ 74,737
Accrued interest	-	1,110
	\$ 91,239	\$ 75,847

7. Trades payable and accrued liabilities

	January 31, 2022	January 31, 2021
Exploration payables and accrued liabilities	\$ -	\$ 93,765
Trade payables	626,639	124,687
Accrued liabilities	52,000	35,893
	\$ 678,639	\$ 254,345

8. Flow-through premium liability

	January 31, 2022	January 31, 2021
Balance, beginning of period	\$ -	\$ -
Recorded	-	239,750
Amortized	-	(23,897)
Balance, end of period	\$ -	\$ 215,853

In December 2021, the Company completed a flow-through private placement of 9,055,533 units (Note 10(b)(ii)) for total gross proceeds of \$814,998. The Company did not record a flow-through liability on this transaction and there was \$nil estimated premium on each flow-through common share issued.

The Company has fully renounced exploration expenditures of \$814,907 to the flow-through subscribers for calendar year 2021 using the “look back” rule for income tax purposes and is required to incur the qualified exploration expenditures by December 31, 2022.

The flow-through agreements require the Company to renounce certain deductions for Canadian exploration expenditures incurred on the Company’s resource properties.

When the Company uses the “look-back” rule to renounce exploration expenditures to investors before the Company actually incurs them, the Company is liable for the flow-through Part XII.6 tax (“FT Tax”). The FT Tax related to the 2020 flow-through renunciations is payable on or before February 28, 2024 as provided by the Minister of Finance’s draft legislation proposed in July 2020 to support and protect the mining sector during the COVID-19 pandemic. As at January 31, 2022, \$Nil (2021 - \$Nil) FT Tax has been accrued.

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9. Equipment

	Computer	Motor vehicles	Exploration equipment	Total
Cost:				
At October 31, 2021	\$ 16,828	\$ 39,817	\$ 5,476	\$ 62,121
Additions	-	-	-	-
At January 31, 2022	16,828	39,817	5,476	62,121
Accumulated depreciation:				
At October 31, 2021	\$ 1,833	\$ 3,318	\$ 913	\$ 6,064
Depreciation	1,402	3,318	1,369	6,089
At January 31, 2022	3,235	6,636	2,282	12,153
Net book value:				
At October 31, 2021	\$ 14,995	\$ 36,499	\$ 4,563	\$ 56,057
At January 31, 2022	13,593	33,181	3,194	49,968

10. Share capital

(a) Authorized

Unlimited number of common shares without par value.

(b) Issued and outstanding

During the three months ended January 31, 2022, the Company completed the following transactions:

- (i) completed a private placement of 10,125,000 units at a price of \$0.08 per unit for aggregate proceeds of \$810,000. Each unit consists of one common share and one common share purchase warrant. Each warrant entitles the holder to purchase one common share of the Company at a price of \$0.12 until December 31, 2023,
- (ii) completed a flow-through private placement of 9,055,533 units at a price of \$0.09 per unit for total gross proceeds of \$814,998 (Note 8). Each unit consists of one flow-through common share and one-half share purchase warrant. Each whole share purchase warrant is exercisable at \$0.13 per common share until December 31, 2023, and
- (iii) paid a finder's fee of \$92,750 in cash and issued an aggregate of 1,080,137 share purchase warrants ("Agent's Warrants") at an exercise price of \$0.12 per common share with an expiry of December 31, 2023 to two agents (Note 10(e)) on the flow-through and non-flow-through private placements. The Company recorded a fair value of \$30,828 on the finder's warrants. The Company also incurred \$84,321 in other related share issuance costs.

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10. Share capital (cont'd)

(c) Escrow shares

Pursuant to an escrow agreement dated February 25, 2011, as at January 31, 2022, 468,000 (January 31, 2021 - 702,000) common shares issued are held in escrow. Under the escrow agreement, 10% of the escrowed common shares was released from escrow on December 11, 2020 and, 15% of the escrowed shares will be released every 6 months thereafter over a period of 36 months for the remaining 90% of the escrowed shares.

Pursuant to a value security escrow agreement dated December 9, 2020, as at January 31 2022, 55,931,999 (January 31, 2021 – 83,898,001) common shares issued are held in escrow. Under the escrow agreement, 10% of the escrowed common shares was released from escrow on December 11, 2020 and, 15% of the escrowed shares will be released every 6 months thereafter over a period of 36 months for the remaining 90% of the escrowed shares.

(d) Share options

The Company adopted a 10% share option plan (the “Plan”) that enables the Company to grant options to directors, officers, employees and other service providers. The Company follows the policies of the TSXV where the number of common shares which may be issued pursuant to options granted under the Plan may not exceed 10% of the issued and outstanding shares of the Company from time to time at the date of granting of options. The terms of any options granted under the plan may not exceed ten years from date of grant. Each option agreement with the grantee sets forth, among other things, the number of options granted, the exercise price, expiry date, and the vesting conditions of the options as determined by the Board of Directors.

Share option transactions are summarized as follows:

	Options Outstanding	Weighted Average Exercise Price
Outstanding, October 31, 2021	9,773,135	\$ 0.159
Granted	750,000	0.078
Forfeited and expired	(700,000)	(0.175)
Outstanding, January 31, 2022	9,823,135	0.155

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10. Share capital (cont'd)

During the three months ended January 31, 2022:

- I. the Company granted an aggregate of 750,000 (2021: 11,474,817) share options to certain directors, officers, and consultants of the Company,
- II. a total of 700,000 (2021: nil) share options were forfeited by certain directors, officers, and consultants of the Company, and
- III. the Company recorded share-based compensation costs of \$111,944 (2021: \$157,406) (Note 10(f)).

The Company uses the Black-Scholes option pricing model to calculate the fair value of stock options granted. The model requires management to make estimates, which are subjective and may not be representative of actual results. Changes in assumptions can materially affect estimates of fair values.

The following weighted average assumptions were used to estimate the following weighted average grant date fair values:

Three months ended	January 31, 2022	January 31, 2021
Risk free interest rate	0.50%	0.24%
Expected dividend yield	0%	0%
Stock price volatility	121.61%	121.63%
Weighted average expected life	3.42 years	2.55 years
Weighted average fair value	\$ 0.100	\$ 0.099

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10. Share capital (cont'd)

Share options outstanding and exercisable at January 31, 2022 are summarized as follows:

Number of Options	Exercise Price	Expiry Date	Remaining Life of Options (Years)	Number of Options Exercisable
30,000	\$ 0.165	August 26, 2022	0.57	30,000
5,000	\$ 0.120	November 5, 2022	0.76	5,000
784,813	\$ 0.150	December 31, 2022	0.92	784,813
70,000	\$ 0.075	January 25, 2023	0.98	70,000
95,000	\$ 0.245	February 19, 2023	1.05	95,000
125,000	\$ 0.170	April 26, 2023	1.23	125,000
22,500	\$ 0.180	May 24, 2023	1.31	22,500
30,000	\$ 0.180	July 28, 2023	1.49	30,000
7,500	\$ 0.120	November 5, 2023	1.76	7,500
1,177,220	\$ 0.150	December 31, 2023	1.92	-
105,000	\$ 0.075	January 25, 2024	1.98	-
142,500	\$ 0.245	February 19, 2024	2.05	-
11,250	\$ 0.180	May 24, 2024	2.31	-
16,500	\$ 0.120	November 5, 2024	2.76	-
2,589,885	\$ 0.150	December 31, 2024	2.92	-
231,000	\$ 0.075	January 25, 2025	2.99	-
313,500	\$ 0.245	February 19, 2025	3.05	-
24,750	\$ 0.180	May 24, 2025	3.31	-
21,000	\$ 0.120	November 5, 2025	3.76	-
3,296,217	\$ 0.150	December 31, 2025	3.92	-
294,000	\$ 0.075	January 25, 2026	3.99	-
399,000	\$ 0.245	February 19, 2026	4.05	-
31,500	\$ 0.180	May 24, 2026	4.31	-
9,823,135	\$ 0.155		2.97	1,169,813

Unvested options vest over a period of one to four years.

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10. Share capital (cont'd)

(e) Warrants

During the three months ended January 31, 2022, the Company issued the following warrants:

- (i) 10,125,000 share purchase warrants at an exercise price of \$0.12 per common share until December 31, 2023 in connection to the private placement of 10,125,000 units for total gross proceeds of \$810,000 (Note 10(b)(i));
- (ii) 4,527,767 share purchase warrants at an exercise price of \$0.13 per common share until December 31, 2023 in connection to the flow-through private placement of 9,055,533 units for total gross proceeds of \$814,998 (Note 10(b)(ii)); and
- (iii) 1,080,137 non-transferable Agents' Warrants at an exercise price of \$0.12 per common share until December 31, 2023 in connection to the flow-through and non flow-through private placements (Note 10(b)(iii)). The Company recorded \$30,828 (2021 - \$245,993) in reserves on the Agent's Warrants (Note 10(f)).

As at January 31, 2022, the following warrants were outstanding:

	Expiry Date	Number of Warrants	Weighted Average Exercise Price	Weighted Average Remaining Life
Agent's Warrants	December 9, 2022	3,338,714	\$0.15	0.85 years
Warrants	December 9, 2022	20,866,967	\$0.23	0.85 years
Warrants	September 16, 2022	8,695,652	\$0.32	0.62 years
Warrants	December 31, 2023	15,732,904	\$0.12	1.92 years
		48,634,237	\$0.21	1.16 years

The fair value of the agent's warrants granted was calculated using the Black-Scholes option pricing model with the following weighted average assumptions:

Three months ended January 31,	2022	2021
Risk free rate	0.25%	0.27%
Dividend yield	0%	0%
Weighted average volatility	138.23%	128.72%
Weighted average expected life	2 years	2 years
Weighted average fair value	\$ 0.074	\$ 0.096

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10. Share capital (cont'd)

(f) Reserves

	January 31, 2022		January 31, 2021	
Balance, October 31, 2022 and 2021	\$	787,551	\$	-
Agents' warrants (Note 10(e))		30,828		319,639
Options issued (Note 10(d))		111,944		157,406
Closing balance	\$	930,323	\$	477,045

11. Related party transactions

Key management personnel include persons having the authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. Key management personnel comprise of the directors of the Company, executive and non-executive, and officers.

The remuneration of the key management personnel during the three months ended January 31, 2022 and 2021 were as follows:

January 31,	2022		2021	
Chief Executive Officer	\$	58,348	\$	20,679
Chief Financial Officer*		50,960		14,648
Total	\$	109,308	\$	35,327

*Tom Rowcliffe stepped down as Chief Financial Officer on January 25, 2022.

During the three months ended January 31, 2022 the Company:

- (i) Recognized an aggregate of \$111,944 (2021 - \$157,406) in share-based compensation on the vested portion of stock options granted to directors and officers of the Company.
- (ii) Paid or accrued \$162,979 (2021 - \$Nil) for management services provided by Tombill Mines (UK) Limited, a company owned by Adam Horne, a director and officer of the Company. This amount includes \$109,308 in the table above.

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12. Financial and capital risk management objectives and policies and fair value

The Company is exposed to various financial instrument risks and assesses the impact and likelihood of this exposure.

These risks include inherent mining risk, liquidity risk, credit risk, market risk, interest rate risk, currency risk, and price risk. Where material, these risks are reviewed and monitored by the Board of Directors.

a) Inherent mining risk

Mining comprises many different risk factors and those which primarily affect the commercial and financial viability of a given mineral deposit include grade, quantity, federal and provincial government regulations, taxes, environmental factors, affected communities, rehabilitation costs and obligations. This is not an exhaustive list but is indicative of the risks mining companies such as Tombill Mines Limited will require to address in the fullness of time and wherein each will have a financial impact.

Not all these risks can be covered by insurance and others which can, will include a penal level of premium. The Company does not carry political or environmental risk insurance, and should such liabilities arise, this could negatively impact on operating costs and a decline in the value of the Company's securities.

b) Liquidity Risk

Liquidity risk arises through the excess of financial obligations over available financial assets due at any point in time. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements at any point in time. The Company achieves this by maintaining sufficient cash and cash equivalents. As at January 31, 2022, the Company was holding cash and cash equivalent deposits of \$2,688,027 (January 31, 2021 - \$5,573,971) to settle current liabilities of \$678,639 (January 31, 2021 - \$470,198). Management believes it has sufficient funds to meet its current obligations as they become due and to fund its exploration projects and administrative costs.

c) Credit Risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to cash and investments.

The Company maintains its cash and cash equivalents with high-credit quality financial institutions, thus limiting its exposure to credit risk on such financial assets.

The Company's secondary exposure to credit risk is on its receivables. This risk is minimal as receivables consist primarily of refundable government sales taxes and interest accrued on GIC investments.

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12. Financial and capital risk management objectives and policies and fair value (cont'd)

d) Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. These fluctuations may be significant and the Company, has exposure to these risks.

e) Interest Rate Risk

The Company's exposure to interest rate risk arises from the interest rate impact on its cash and cash equivalents. The Company's practice has been to invest cash at floating rates of interest, in cash equivalents, in order to maintain liquidity, while achieving a satisfactory return for shareholders. There is minimal risk that the Company would recognize any loss as a result of a decrease in the fair value of any guaranteed bank investment certificates and cash as they are generally held with large financial institutions.

f) Currency Risk

The Company operates in Canada and is therefore not exposed to significant foreign exchange risk arising from transactions denominated in a foreign currency.

g) Price Risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors certain commodity prices, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

Fair Value Hierarchy

The statements of financial position carrying amounts for cash and cash equivalents, and trades payable approximate fair value due to their short-term nature.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly; and

Level 3 - Inputs that are not based on observable market data.

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12. Financial and capital risk management objectives and policies and fair value (cont'd)

As at January 31, 2022 and 2021 the only financial instruments measured at fair value are cash equivalents, which are guaranteed investment Certificates held with a major bank and which are classified as level 2 within the fair value hierarchy.

The Company's financial instruments at January 31, 2022 are classified as follows:

Three months ended	January 31, 2022		January 31, 2021	
	FVTPL	Amortized cost	FVTPL	Amortized cost
Financial assets				
Cash	\$ 1,688,027	-	\$ 3,573,971	-
Cash equivalents	1,000,000	-	2,000,000	-
Financial Liabilities				
Trade payables	-	(678,639)	-	(254,345)
	\$ 2,688,027	\$ (678,639)	\$ 5,573,971	\$ (254,345)

Capital Management

The Company manages its capital to safeguard the Company's ability to continue as a going concern, so that it can continue to provide adequate returns to shareholders and benefits to other stakeholders, and to have sufficient funds on hand for business opportunities as they arise.

The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new shares through short-form prospectuses, private placements, sell assets, incur debt, or return capital to shareholders. There were no changes in the Company's approach to capital management during the period. In the management of capital, the Company includes the components of shareholders' equity, as well as cash. As at January 31, 2022, the Company is not subject to externally imposed capital requirements. There have been no changes to the Company's approach to capital management during the period.

13. Subsequent events

Subsequent to January 31, 2022, the Company granted a total of 400,000 stock options to consultants and officers of the Company at an exercise price of \$0.06 expiring between February 28, 2024 and February 28, 2027.