



**F R E E P O R T**  
R E S O U R C E S I N C .

Consolidated Financial Statements  
For the year ended January 31, 2022

(Expressed in Canadian Dollars)



DALE MATHESON CARR-HILTON LABONTE LLP  
CHARTERED PROFESSIONAL ACCOUNTANTS

## INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Freeport Resources Inc.

### Opinion

We have audited the consolidated financial statements of Freeport Resources Inc. (the "Company"), which comprise the consolidated statements of financial position as at January 31, 2022 and 2021, and the consolidated statements of comprehensive loss, changes in shareholder's equity (deficiency) and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at January 31, 2022 and 2021, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

### Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Material Uncertainty Related to Going Concern

We draw attention to Note 1 to the financial statements, which describes events or conditions that indicate that a material uncertainty exists that may cast significant doubt of the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

### Other Information

Management is responsible for the other information. The other information comprises the information included in Management's Discussion and Analysis.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

### Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally

accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is David Goertz.



**DALE MATHESON CARR-HILTON LABONTE LLP**  
**CHARTERED PROFESSIONAL ACCOUNTANTS**  
Vancouver, BC

May 31, 2022

**FREEMPORT RESOURCES INC.**

## CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(Expressed in Canadian Dollars)

<b>As at</b>	<b>Notes</b>	<b>January 31, 2022 \$</b>	<b>January 31, 2021 \$</b>
<b>ASSETS</b>			
<b>Current Assets</b>			
Cash		1,435,246	3,169,379
Receivables		42,440	26,683
Prepaid expenses		129,508	132,784
		1,607,194	3,328,846
<b>Non-current assets</b>			
Exploration and evaluation assets	3	-	5
<b>Total assets</b>		1,607,194	3,328,851
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>			
<b>Current Liabilities</b>			
Trade payables and accrued liabilities	4	153,407	130,212
<b>Total Liabilities</b>		153,407	130,212
<b>Shareholders' equity</b>			
Share capital	5	21,765,804	17,307,366
Share-based payment reserve	5	2,061,528	1,784,753
Shares subscribed		-	6,667
Accumulated other comprehensive loss		(4,635)	-
Deficit		(22,368,910)	(15,900,147)
<b>Total shareholders' equity</b>		1,453,787	3,198,639
<b>Total liabilities and shareholders' equity</b>		1,607,194	3,328,851

Nature and continuance of operations (Note 1)

Approved for issuance on behalf of the Board of Directors:

"Gord Friesen"

Director

"Allan Glowach"

Director

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

**FREEPORT RESOURCES INC**

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

(Expressed in Canadian Dollars)

	Notes	Year Ended January 31, 2022 \$	Year Ended January 31, 2021 \$
<b>EXPENSES</b>			
Advertising and promotion		303,312	486,147
Audit and accounting	4	79,383	97,222
Consulting	4	615,182	1,240,174
Legal		42,025	82,000
Management fees	4	60,000	59,564
Office and general	4	124,317	48,653
Project investigation costs	3,4	4,093,395	6,195,470
Share-based payments	4,5	534,246	621,354
Stock exchange fees and licenses		44,036	45,800
Transfer agent fees		11,023	22,519
<b>LOSS BEFORE OTHER ITEMS</b>		(5,906,919)	(8,898,903)
<b>OTHER ITEMS</b>			
Extinguishment of accounts payable	4,6	-	41,203
Foreign exchange		(5,810)	11,222
Write-down of exploration and evaluation assets	3	(556,034)	-
<b>LOSS FOR THE YEAR</b>		(6,468,763)	(8,846,478)
Translation adjustment		(4,635)	-
<b>COMPREHENSIVE LOSS FOR THE YEAR</b>		(6,473,398)	(8,846,478)
<b>LOSS PER COMMON SHARE – BASIC AND DILUTED</b>		(0.07)	(0.21)
<b>WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING – BASIC AND DILUTED</b>		86,085,348	41,993,612

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

**FREEMPORT RESOURCES INC.**

CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIENCY)

(Expressed in Canadian Dollars)

	<u>Common shares</u>		Share-based Payment Reserve	Shares Subscribed	Accumulated Other Comprehensive Income (Translation Adjustment)	Deficit	Total
	Number*	Amount \$					
Balance at January 31, 2020	3,366,248	4,620,561	398,458	-	-	(7,053,669)	(2,034,650)
Private placements	53,334,997	7,000,499	-	-	-	-	7,000,499
Share issuance costs - shares	2,278,344	284,987	-	-	-	-	284,987
Share issuance costs	-	(1,223,493)	764,941	-	-	-	(458,552)
Exercise of warrants	6,248,119	624,812	-	-	-	-	624,812
Shares issued for exploration and evaluation asset	10,000,000	6,000,000	-	-	-	-	6,000,000
Shares subscribed	-	-	-	6,667	-	-	6,667
Share based payments	-	-	621,354	-	-	-	621,354
Net loss for the year	-	-	-	-	-	(8,846,478)	(8,846,478)
Balance at January 31, 2021	75,227,708	17,307,366	1,784,753	6,667	-	(15,900,147)	3,198,639
Exercise of warrants	2,009,667	458,438	(257,471)	(6,667)	-	-	194,300
Shares issued for exploration and evaluation asset	20,000,000	4,000,000	-	-	-	-	4,000,000
Foreign exchange adjustment	-	-	-	-	(4,635)	-	(4,635)
Share-based payments	-	-	534,246	-	-	-	534,246
Net loss for the year	-	-	-	-	-	(6,468,763)	(6,468,763)
Balance at January 31, 2022	97,237,375	21,765,804	2,061,528	-	(4,635)	(22,368,910)	1,453,787

(\*) Effective May 1, 2020, the Company consolidated its issued and outstanding common shares on a 5 to 1 basis, which resulted in 3,366,248 shares outstanding post-consolidation. All references to common shares in these consolidated financial statements have been adjusted to reflect this change.

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

**FREEMPORT RESOURCES INC.**  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(Expressed in Canadian Dollars)

	<b>Year Ended January 31, 2022 \$</b>	<b>Year Ended January 31, 2021 \$</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
<b>Net loss</b>	(6,468,763)	(8,846,478)
Adjustments for non-cash items:		
Share-based payments	534,246	621,354
Shares issued for property investigation costs	4,000,000	6,000,000
Write-down of exploration and evaluation assets	556,034	-
Extinguishment of accounts payable	-	(41,203)
Foreign exchange	(82,231)	-
Working capital adjustments:		
Receivables	58,671	(21,415)
Prepaid expenses	3,276	(132,784)
Trade payables and accrued liabilities	(40,692)	100,218
<b>Net cash used in operating activities</b>	(1,439,459)	(2,320,308)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Cash acquired from Carpo acquisition	67,055	-
Exploration and evaluation asset expenditures	(556,029)	-
<b>Net cash used in investing activities</b>	(488,974)	-
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Exercise of warrants	194,300	624,812
Private placement	-	7,000,499
Share issuance costs	-	(173,565)
Shares subscribed	-	6,667
Amounts repaid to related parties	-	(1,970,402)
<b>Net cash provided by financing activities</b>	194,300	5,488,011
Change in cash	(1,734,133)	3,167,703
<b>Cash, beginning</b>	3,169,379	1,676
<b>Cash, ending</b>	1,435,246	3,169,379

**Supplemental Cash Flow Information:**

During the year ended January 31, 2021, the Company issued 2,278,344 units at a fair value of \$284,987 and \$764,941 for broker warrants for share issuance costs.

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

**FREEPORT RESOURCES INC.**  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED JANUARY 31, 2022  
(Expressed in Canadian Dollars)

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**1. NATURE AND CONTINUANCE OF OPERATIONS**

Freeport Resources Inc. (the “Company”) is incorporated in British Columbia and is listed on the TSX Venture Exchange (“TSX-V”) under the symbol “FRI” and listed on the OTCQB under the ticker symbol “FEERF”. The Company is a Canadian junior mineral exploration company with a diversified portfolio of exploration and evaluation assets in Papua New Guinea (PNG), Newfoundland and Labrador (NL) and British Columbia (BC).

The Company’s head office, principal address and registered and records office are located at Suite 510, 580 Hornby Street, Vancouver, BC V6C 3B6.

During the year ended January 31, 2022, the Company acquired all of the outstanding share capital of Carpo Resources Inc. (“Carpo”). Carpo is a privately held company that controls Era Resources Inc. (“Era”), a corporation established under the laws of the Cayman Islands and which itself controls an application for the renewal of an exploration license located in Papua New Guinea, commonly known as the Yandera Copper Project.

During the year ended January 31, 2021, the Company acquired all of the outstanding share capital of Quidum Resources Inc. (“Quidum”). Quidum is a privately held company that controls Highlands Pacific Resources Ltd. (“HPR”), a corporation established under the laws of Papua New Guinea with a series of contiguous exploration licences located in Papua New Guinea that are together commonly known as the Star Mountains Property.

These consolidated financial statements have been prepared on the assumption that the Company and its subsidiaries 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. As at January 31, 2022, the Company had not advanced its properties to commercial production and is not able to finance day to day activities through operations. The Company’s continuation as a going concern is dependent upon the successful results from its mineral property exploration activities and its ability to attain profitable operations and generate funds there from and/or raise equity capital or borrowings sufficient to meet current and future obligations. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company’s ability to continue as a going concern. Management intends to finance operating costs over the next twelve months with loans from directors and companies controlled by directors and or private placement of common shares. Should the Company be unable to continue as a going concern, the net realizable value of its assets may be materially less than the amounts on its consolidated statement of financial position.

**2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION**

The consolidated financial statements were authorized for issue on May 31, 2022 by the directors of the Company.

***Statement of compliance***

The consolidated financial statements of the Company, including comparatives, have been prepared in accordance with International Financial Reporting Standards (“IFRSs”) as issued by the International Accounting Standards Board (“IASB”) and Interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”).

***Basis of preparation***

The consolidated financial statements of the Company have been prepared on an accrual basis and are based on historical costs, modified where applicable. The consolidated financial statements are presented in Canadian dollars unless otherwise noted.

***Basis of consolidation***

These consolidated financial statements include the financial statements of the Company and the entities controlled by the Company. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. All intercompany transactions and balances have been eliminated.



**FREEMPORT RESOURCES INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED JANUARY 31, 2022**  
(Expressed in Canadian Dollars)

**2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION (continued)**

***Subsidiaries***

Subsidiaries are entities controlled by the Company. Control exists when the Company possesses power over an investee, has exposure to variable returns from the investee and has the ability to use its power over the investee to affect its returns. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by the Company.

The principal subsidiaries of the Company are as follows:

<b>Name of subsidiary</b>	<b>Principal activity</b>	<b>Place of Incorporation</b>	<b>Ownership Interest January 31, 2022</b>	<b>Ownership Interest January 31, 2021</b>
Quidum Resources Inc. ("Quidum")	Mineral property exploration	British Columbia	100%	100%
Highlands Pacific Resources Ltd. ("HPR")	Mineral property exploration	Papua New Guinea	100%	100%
Carpo Resources Inc. ("Carpo")	Mineral property exploration	Cayman Islands	100%	-
Era Resources Inc. ("Era")	Mineral property exploration	Cayman Islands	100%	-
Marengo Mining (Australia) Pty Limited ("Marengo")	Mineral property exploration	Australia	100%	-
Yandera Mining Company Limited ("Yandera")	Mineral property exploration	Papua New Guinea	100%	-
Yandera Mining Company (Holdings) Pty Limited ("Yandera Holdings")	Mineral property exploration	Australia	100%	-

***Significant estimates and assumptions***

The preparation of financial statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting years include the recoverability of the carrying value of exploration and evaluation assets and the recoverability and measurement of deferred tax assets.

***Significant judgments***

The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments in applying the Company's consolidated financial statements include:

- The assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty;
- the classification / allocation of expenditures as exploration and evaluation expenditures or operating expenses; and
- The functional currency is the currency of the primary economic environment in which the entity operates and is determined for each entity within the Company. The functional currency for the entities within the Company are: the Canadian dollar (the Company, Quidum, HPR, Carpo), the United States dollar ("US") (Era), the Australian dollar ("AUD") (Marengo, Yandera Holdings) and the Papua New Guinean kina ("PGK") (Yandera).

**FREEMPORT RESOURCES INC.**  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED JANUARY 31, 2022  
(Expressed in Canadian Dollars)

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**2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION (continued)**

*Share-based payments*

The Company operates a stock option plan. 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 the share-based payment reserve. The fair value of options is determined using a 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.

*Exploration and evaluation expenditures*

Costs incurred before the Company has obtained the legal rights to explore an area are expensed as incurred.

Exploration and evaluation expenditures include the costs of acquiring licenses and costs associated with exploration and evaluation activity. Option payments are considered acquisition costs provided that the Company has the intention of exercising the underlying option.

Property option agreements are exercisable entirely at the option of the optionee. Therefore, option payments (or recoveries) are recorded when payment is made (or received) and are not accrued.

Exploration and evaluation expenditures are capitalized. The Company capitalizes costs to specific blocks of claims or areas of geological interest. Government tax credits received are recorded as a reduction to the cumulative costs incurred and capitalized on the related property.

Exploration and evaluation assets are tested for impairment if facts or circumstances indicate that impairment exists. Examples of such facts and circumstances are as follows:

- the period for which the Company has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed;
- substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned;
- exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area; and
- sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

After technical feasibility and commercial viability of extracting a mineral resource are demonstrable, the Company stops capitalizing expenditures for the applicable block of claims or geological area of interest and tests the asset for impairment. The capitalized balance, net of any impairment recognized, is then reclassified to either tangible or intangible mine development assets according to the nature of the asset.

Although the Property has taken steps to verify title to the properties on which it is conducting its exploration activities, these procedures do not guarantee the Property's title. Property title may be subject to government licensing requirements or regulations, social licensing requirements, unregistered prior agreements, unregistered claims and non-compliance with regulatory and environmental requirements. The Property's assets may also be subject to increases in taxes and royalties, renegotiation of contracts, currency exchange fluctuations and restrictions, and political uncertainty.

**FREEPORT RESOURCES INC.**  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED JANUARY 31, 2022  
(Expressed in Canadian Dollars)

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**2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION (continued)**

***Related party transactions***

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control, related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

***Loss per share***

Basic loss per share is calculated by dividing the loss attributable to common shareholders by the weighted average number of common shares outstanding in the period. For all periods presented, the loss attributable to common shareholders equals the reported loss attributable to owners of the Company. Diluted loss per share is calculated by the treasury stock method. Under the treasury stock method, the weighted average number of common shares outstanding for the calculation of diluted loss per share assumes that the proceeds to be received on the exercise of dilutive share options and warrants are used to repurchase common shares at the average market price during the period.

***Financial instruments***

***Financial assets***

Financial assets are recognized at fair value and are subsequently classified and measured at: (i) amortized cost; (ii) fair value through other comprehensive income (“FVOCI”); or (iii) fair value through profit or loss (“FVTPL”). The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. A financial asset is measured at fair value net of transaction costs that are directly attributable to its acquisition except for financial assets at FVTPL where transaction costs are expensed. All financial assets not classified and measured at amortized cost or FVOCI are measured at FVTPL. Equity instrument that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment’s fair value in other comprehensive income.

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.

***Impairment of financial assets***

IFRS 9 uses the expected credit loss (“ECL”) model. The credit loss model groups receivables based on similar credit risk characteristics and days past due in order to estimate bad debts. The ECL model applies to the Company’s receivables.

An ‘expected credit loss’ impairment model applies which requires a loss allowance to be recognized based on expected credit losses. The estimated present value of future cash flows associated with the asset is determined and an impairment loss is recognized for the difference between this amount and the carrying amount as follows: the carrying amount of the asset is reduced to estimated present value of the future cash flows associated with the asset, discounted at the financial asset’s original effective interest rate, either directly or through the use of an allowance account and the resulting loss is recognized in profit or loss for the period.

In a subsequent period, if the amount of the impairment loss related to financial assets measured at amortized cost decreases, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

**FREEPORT RESOURCES INC.**  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED JANUARY 31, 2022  
(Expressed in Canadian Dollars)

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**2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION (continued)**

*Financial liabilities*

Financial liabilities are designated as either: (i) fair value through profit or loss; or (ii) other financial liabilities. All financial liabilities are classified and subsequently measured at amortized cost except for financial liabilities at FVTPL. The classification determines the method by which the financial liabilities are carried on the statement of financial position subsequent to inception and how changes in value are recorded.

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled or expire. The Company also derecognizes a financial liability when the terms of the liability are modified such that the terms and / or cash flows of the modified instrument are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

Gains and losses on derecognition are generally recognized in profit or loss.

*Fair value*

The Company provides disclosures that enable users to evaluate (a) the significance of financial instruments for the entity's financial position and performance; and (b) the nature and extent of risks arising from financial instruments to which the entity is exposed during the period and at the date of the statement of financial position, and how the entity manages these risks. The Company provides information about its financial instruments measured at fair value at one of three levels according to the relative reliability of the inputs used to estimate the fair value:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and

Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

*Impairment of assets*

The carrying amount of the Company's assets (which include exploration and evaluation 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 comprehensive loss.

The recoverable amount of assets 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. Assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment.

**FREEMPORT RESOURCES INC.**  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED JANUARY 31, 2022  
(Expressed in Canadian Dollars)

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**2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION (continued)**

***Income taxes***

Current income tax:

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax:

Deferred tax is provided on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

***Restoration and environmental obligations***

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of long-term assets, when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future restoration cost estimates arising from the decommissioning of plant and other site preparation work is capitalized to exploration and evaluation assets along with a corresponding increase in the restoration provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value.

The Company's estimates of restoration costs could change as a result of changes in regulatory requirements. These changes are recorded directly to mining assets with a corresponding entry to the restoration provision. The Company's estimates are reviewed annually for changes in regulatory requirements, discount rates, effects of inflation and changes in estimates.

Changes in the net present value, excluding changes in the Company's estimates of reclamation costs, are charged to profit or loss for the period.

The net present value of restoration costs arising from subsequent site damage that is incurred on an ongoing basis during production are charged to profit or loss in the period incurred.

The costs of restoration projects that were included in the provision are recorded against the provision as incurred. The costs to prevent and control environmental impacts at specific properties are capitalized in accordance with the Company's accounting policy for exploration and evaluation assets.

At present, the Company has not identified any significant restoration and environmental obligations. Accordingly, no provision has been made.

**FREEPORT RESOURCES INC.**  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED JANUARY 31, 2022  
(Expressed in Canadian Dollars)

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**2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION (continued)**

***Property and equipment***

Property and equipment is stated at cost less accumulated amortization and accumulated impairment losses. Cost includes expenditures that are directly attributable to the acquisition of the asset. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with such costs will flow to the Company and cost can be measured reliably. The carrying amount of a replaced asset is derecognized when replaced. Repairs and maintenance costs are charged to operations and comprehensive (loss) income during the period in which they are incurred.

The major categories of equipment are amortized as follows:

Land and buildings – 2.5% straight line basis

Equipment – 7.5% straight line basis

The Company allocates the amount initially recognized in respect of an item of equipment to its significant parts and amortizes separately each such part. Residual values, method of amortization and useful lives are reviewed annually and adjusted if appropriate.

Gains and losses on disposals of equipment are determined by comparing the proceeds with the carrying amount of the asset and are included as part of other gains and losses in the consolidated statements of operations and comprehensive (loss) income.

***Foreign exchange***

The functional currency is the currency of the primary economic environment in which the entity operates and is determined for each entity within the Company.

The functional currency determinations were conducted through an analysis of the consideration factors identified in IAS 21, The Effects of Changes in Foreign Exchange Rates.

Transactions in currencies other than the entities' functional currency are recorded at exchange rates prevailing on the dates of the transactions. At the end of each reporting period, monetary assets and liabilities of an entity that are denominated in foreign currencies are translated at the rate of exchange at the consolidated statement of financial position date 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 consolidated statements of operations and comprehensive (loss) income.

**3. EXPLORATION AND EVALUATION ASSETS**

**Star Mountain Property**

During the year ended January 31, 2021, the Company completed the acquisition of Quidum by acquiring all of the outstanding share capital from the vendors. Quidum is a privately held company that controls HPR, a corporation established under the laws of Papua New Guinea with a series of contiguous exploration licenses located in Papua New Guinea that are together commonly known as the Star Mountains Property. In consideration for all of the outstanding share capital of Quidum, the Company issued 10,000,000 common shares. As at the date of acquisition, HPR was in the process of applying for the renewal of the exploration licenses, therefore the Company recorded \$6,013,196 to project investigation costs on the statement of comprehensive loss.

**FREEMPORT RESOURCES INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED JANUARY 31, 2022**  
(Expressed in Canadian Dollars)

**3. EXPLORATION AND EVALUATION ASSETS (continued)**

**Yandera Copper Project**

On August 11, 2022, the Company completed the acquisition of Carpo by acquiring all of the outstanding. Carpo is a privately held company that controls Era, a corporation established under the laws of the Cayman Islands and which itself controls an application for the renewal of an exploration license located in Papua New Guinea, commonly known as the Yandera Copper Project. In consideration for all of the outstanding share capital of Carpo, the Company issued 20,000,000 common shares. The seller retained a 1.5% net smelter return “NSR” on the first 20 years of production and the PNG government retains a 2% NSR on the property.

<b>Consideration</b>	
Value of 20,000,000 common shares	\$ 4,000,000
<b>Allocation of consideration paid</b>	
Project investigation costs	\$ 3,922,405
Cash	67,055
Receivables	74,428
Accounts payable	(63,888)
	<u>\$ 4,000,000</u>

As at August 11, 2021, an application for the extension of the exploration license which had expired in November 2019 had been filed with the Minister of Mining for Papua New Guinea (“MPNG”). While the Company has certain rights to the Yandera Copper Project under the expired license, because the renewal is subject to approval by the MPNG, the Company recorded \$3,922,405 to project investigation costs on the statement of comprehensive loss.

**Other Properties**

During the year ended January 31, 2022, the Company relinquished its rights on the Hutton, Red Rose Mine, Q (Eaglet), Spanish Mountain Gold and Tsirku-Jarvis properties and recorded an impairment on the properties to \$nil.

	<b>Star Mountains Property PNG</b>	<b>Hutton Property NL, Canada</b>	<b>Red Rose Mine BC, Canada</b>	<b>Q (Eaglet) Property BC, Canada</b>	<b>Spanish Mountain Gold Property BC, Canada</b>	<b>Tsirku- Jarvis Property BC, Canada</b>	<b>Total</b>
	\$	\$	\$	\$	\$	\$	\$
Balance, January 31, 2021 and 2020	-	1	1	1	1	1	5
Additions:							
Consulting and technical fees	273,873	-	-	-	-	-	273,873
Field expenditures	174,255	-	-	-	-	-	174,255
Office and miscellaneous	89,322	-	-	-	-	-	89,322
Travel and accommodation	18,579	-	-	-	-	-	18,579
	<u>556,029</u>	<u>1</u>	<u>1</u>	<u>1</u>	<u>1</u>	<u>1</u>	<u>556,034</u>
Impairment	(556,029)	(1)	(1)	(1)	(1)	(1)	(556,034)
Balance, January 31, 2022	-	-	-	-	-	-	-

**FREEMPORT RESOURCES INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED JANUARY 31, 2022**  
(Expressed in Canadian Dollars)

**4. RELATED PARTY TRANSACTIONS**

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors.

The following balances are owing to directors, officers and companies controlled by the directors and officers include in accounts payable and accrued liabilities:

	<b>January 31, 2022</b>	<b>January 31, 2021</b>
	<b>\$</b>	<b>\$</b>
Due to an accounting firm of which a director and officer is a partner	-	2,875
Due to a company controlled by a director and officer	8,018	-
	<b>8,018</b>	<b>2,875</b>

The Company had the following transactions with key management personnel during the years ended January 31, 2022 and 2021:

	<b>2022</b>	<b>2021</b>
	<b>\$</b>	<b>\$</b>
Management fees	60,000	59,564
Consulting fees	55,324	68,438
Accounting fees	60,000	77,500
Office and general	18,466	-
Project investigation costs	53,813	6,419
Share-based payments	249,315	310,677
	<b>496,918</b>	<b>522,598</b>

During the year ended January 31, 2021, \$6,595 of debt payable to a related party was forgiven.

**5. SHARE CAPITAL**

***Authorized share capital***

Unlimited common shares without par value.

***Issued share capital***

During the year ended January 31, 2022, the Company:

- a) Issued 2,009,667 common shares from the exercise of warrants for proceeds of \$200,967.
- b) Issued 20,000,000 common shares at a fair value of \$4,000,000 for project investigation costs (Note 3).



**FREEMPORT RESOURCES INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED JANUARY 31, 2022**  
(Expressed in Canadian Dollars)

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**5. SHARE CAPITAL (continued)**

During the year ended January 31, 2021, the Company:

- a) Completed a private placement for proceeds of \$3,000,000 from the issuance of 40,000,000 units at \$0.075 per unit. Each unit consists of one common share and one warrant at an exercise price of \$0.10 until June 4, 2022. The Company issued 1,771,184 finder's units under the same terms. The finders' shares were fair valued at \$132,839 and the warrants had a fair value of \$619,784, determined using Black Scholes Option Pricing Model. In addition, the Company paid cash share issuance costs of \$49,712 related to the financing.
- b) Completed a private placement for proceeds of \$4,000,499 from the issuance of 13,334,997 units at \$0.30 per unit. Each unit consists of one common share and one half of one warrant at an exercise price of \$0.40 until February 10, 2022. The Company issued 507,160 finder's units under the same terms. The finders' shares were fair valued at \$152,148 and the warrants had a fair value of \$145,177, determined using Black Scholes Option Pricing Model. In addition, the Company paid cash share issuance costs of \$123,852 related to the financing.
- c) Issued 6,248,119 common shares from the exercise of warrants for proceeds of \$624,812.
- d) Issued 10,000,000 common shares at a fair value of \$6,000,000 for project investigation costs (Note 3).
- e) Received \$6,667 for warrants exercised during the year ended January 31, 2022.

***Stock options and warrants***

The Company has a stock option plan allowing for the granting of options to the Company's directors, officers, employees, consultants and other service providers. Under this plan, the exercise price shall be determined by the Board of Directors or its designated committee (collectively the "Committee") at the time the option is granted, provided the exercise price shall not be less than the market price less applicable discounts permitted by the TSX-V. The option period shall be determined by the Committee at the time of the grant and may be up to ten years from the date of the grant.

During the year ended January 31, 2022, the Company granted 3,000,000 incentive stock options exercisable at a price of \$0.20 for four years from the date of grant. The incentive stock options were granted to officers, directors and consultants of the Company.

During the year ended January 31, 2021, the Company granted 2,200,000 incentive stock options exercisable at a price of \$0.29 for five years from the date of grant. The incentive stock options were granted to officers, directors and consultants of the Company.

The following table summarizes the continuity of stock options:

	Number of options	Weighted average exercise price \$
Balance, January 31, 2020	-	-
Granted	2,200,000	0.29
Balance, January 31, 2021	2,200,000	0.29
Granted	3,000,000	0.20
Balance, January 31, 2022	5,200,000	0.24

**FREEMPORT RESOURCES INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED JANUARY 31, 2022**  
(Expressed in Canadian Dollars)

**5. SHARE CAPITAL (continued)**

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

Number of options outstanding	Exercise price \$	Expiry date
3,000,000	0.20	August 23, 2025
2,200,000	0.29	November 6, 2025
5,200,000		

The share-based payments expense recognized during the year ended January 31, 2022 was \$534,246 (year ended January 31, 2021 - \$621,354) calculated using the Black-Scholes Option Pricing Model on the grant date using the following assumptions:

	Year ended January 31, 2022	Year ended January 31, 2021
Risk-free interest rate	0.82%	0.40%
Expected life (in years)	4	5
Expected volatility	157%	199%
Dividend rate	0%	0%

Warrants

	Number of Warrants	Weighted Average Exercise Price
Outstanding at January 31, 2020	-	\$ -
Issued	48,692,268	0.14
Exercised	(6,248,119)	0.10
Outstanding, January 31, 2021	42,444,149	0.15
Exercised	(2,009,667)	0.10
<b>Outstanding, January 31, 2022</b>	<b>40,434,482</b>	<b>\$ 0.15</b>

Additional information regarding warrants outstanding as at January 31, 2022 is as follows:

Exercise price (\$)	Number of warrants	Expiry Date
0.10	33,513,398	June 4, 2025*
0.40	6,921,084	August 10, 2025**
	40,434,482	

\*extended from June 4, 2022 to June 4, 2025

\*\*extended from February 10, 2022 to August 10, 2025

**FREEMPORT RESOURCES INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED JANUARY 31, 2022**  
(Expressed in Canadian Dollars)

**6. TRADE PAYABLES AND ACCRUED LIABILITIES**

	January 31, 2022 \$	January 31, 2021 \$
Trades payable	138,407	112,337
Accrued liabilities	15,000	15,000
	153,407	127,337

During the year ended January 31, 2021, \$34,608 of outstanding payables and \$6,595 of debt payable to a related party (Note 4) was forgiven, and accounted for was extinguishment of accounts payable.

**7. CAPITAL MANAGEMENT**

The Company manages its capital structure which consists of working and share capital, and makes adjustments to it depending on the funds available to the Company for acquisition, exploration and development of exploration and evaluation assets. 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 exploration and evaluation assets in which the Company currently has interests are in the exploration stage. As such, the Company is dependent on external financing to fund its activities. In order to carry out its planned exploration and pay for on-going general and administrative expenses, the Company will use existing working capital and expects to raise additional amounts through related parties or private placements as needed. The Company will continue to assess new exploration and evaluation assets and seeks to acquire additional interests if sufficient geologic or economic potential is established and adequate financial resources are available. Management reviews its capital management approach on an on-going basis and believes that this approach, given the small size of the Company, is reasonable. The Company is not subject to externally imposed capital requirements and there were no significant changes in its approach to capital management during the year ended January 31, 2022.

**8. FINANCIAL INSTRUMENTS**

**Classification of financial instruments**

Financial assets included in the statement of financial position are as follows:

	January 31, 2022 \$	January 31, 2021 \$
Amortized cost:		
Cash	1,435,246	3,169,379
Receivables	42,440	26,683
	1,477,686	3,196,062

**FREEMPORT RESOURCES INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED JANUARY 31, 2022**  
(Expressed in Canadian Dollars)

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**8. FINANCIAL INSTRUMENTS (continued)**

Financial liabilities included in the statement of financial position are as follows:

	January 31, 2022 \$	January 31, 2021 \$
Amortized cost:		
Trade payables	153,407	130,212
	153,407	130,212

**Fair Value**

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.

As at January 31, 2022, the Company’s financial instruments consist of cash, receivables, trade payables and amounts due to related parties. Cash is classified as amortized cost. Trade payables and due to related parties are also classified as amortized cost. The fair values of these financial instruments approximate their carrying values because of their short-term nature and/or the existence of market related interest rates on the instruments.

The Company’s financial instruments are exposed to a number of risks that are summarized below:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company’s primary exposure to credit risk is on its cash held in bank accounts. The majority of cash is deposited in bank accounts held with one major bank in Canada so there is a concentration of credit risk. This risk is managed by using a major bank that is a high credit quality financial institution as determined by rating agencies. The Company’s receivables consist mainly of tax credits receivable. The Company does not believe it is subject to significant credit risk.

Foreign currency risk

The Company is not exposed to significant foreign currency risk on fluctuations related to cash and accounts payable and accrued liabilities that are denominated in United States dollars (“US”), the Australian dollar (“AUD”) and the Papua New Guinean kina (“PGK”). The Company does not use derivatives or other techniques to manage foreign currency risk.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flow of a financial instrument will fluctuate because of changes in market interest rate. The Company’s exposure to interest rate risk relates to its ability to earn interest income on cash balances at variable rates. The fair value of the Company’s cash account is relatively small and unaffected by changes in short term interest rates.

**FREEMPORT RESOURCES INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED JANUARY 31, 2022**  
(Expressed in Canadian Dollars)

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**8. FINANCIAL INSTRUMENTS (continued)**

*Liquidity risk*

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting processing place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company attempts to ensure there is sufficient access to funds to meet on-going business requirements, taking into account its current cash position and potential funding sources.

**9. SEGMENTED INFORMATION**

The Company has one operating segment, the exploration of mineral properties, and two geographical segments, with all current exploration activities being conducted in Papua New Guinea and Canada:

	January 31, 2022			January 31, 2021		
	Canada	PNG	Total	Canada	PNG	Total
	\$	\$	\$	\$	\$	\$
Exploration and evaluation assets	-	-	-	5	-	5
Total assets	-	-	-	5	-	5

**10. INCOME TAXES**

A reconciliation of the expected income tax recovery to the actual income tax recovery is as follows:

	January 31, 2022	January 31, 2021
	\$	\$
Loss	(6,473,398)	(8,846,478)
Statutory tax rate	27%	27%
Expected recovery of income taxes computed at statutory tax rates	(1,748,000)	(2,389,000)
Adjustment to prior year provision versus statutory tax returns	(223,000)	(66,000)
Non-deductible expenditures	143,000	168,000
Share issuance costs	-	(330,000)
Change in unrecognized deferred tax assets	1,828,000	2,617,000
Income tax recovery	-	-

**FREEMPORT RESOURCES INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED JANUARY 31, 2022**  
(Expressed in Canadian Dollars)

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**10. INCOME TAXES (continued)**

The significant components of the Company's deferred tax assets that have not been included in the statement of financial position are as follows:

	January 31, 2022	January 31, 2021
	\$	\$
Components of future tax assets and liabilities:		
Non-capital loss carry forwards	4,318,000	2,797,000
Net capital loss carry forwards	23,000	46,000
Resource property costs and expenditures	803,000	341,000
Share issuance costs	198,000	330,000
Total deferred tax assets	5,342,000	3,514,000
Less: Unrecognized deferred tax assets	(5,342,000)	(3,514,000)
Net deferred tax asset	-	-

The Company has available non-capital losses of approximately \$15,991,000 that expire between 2029 and 2042 and may be carried forward and applied against income for tax purposes.