

Century Global Commodities Corporation

Consolidated Financial Statements

March 31, 2021

(Expressed in Canadian Dollars)

Management's Responsibility for Financial Reporting

The accompanying consolidated financial statements of the Company have been prepared by management in accordance with International Financial Reporting Standards. Management acknowledges responsibility for the preparation and presentation of the consolidated financial statements, including responsibility for significant accounting judgments and estimates and, where relevant, the choice of accounting principles. Management maintains an appropriate system of internal controls to provide reasonable assurance that transactions are authorized, assets safeguarded, and proper records maintained.

The Audit Committee of the Board of Directors has met with the Company's independent auditors to review the scope and results of the annual audit and to review the consolidated financial statements and related financial reporting matters prior to submitting the consolidated financial statements to the Board for approval.

The Company's independent auditors, PricewaterhouseCoopers LLP, have conducted an audit in accordance with generally accepted auditing standards, and their report follows.

(Signed) "Sandy Chim"

Sandy Chim
Chief Executive Officer

June 28, 2021

(Signed) "Bonnie Leung"

Bonnie Leung
Chief Financial Officer

June 28, 2021



Independent auditor's report

To the Shareholders of Century Global Commodities Corporation

Our opinion

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of Century Global Commodities Corporation and its subsidiaries (together, the Company) as at March 31, 2021 and 2020, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (IFRS).

What we have audited

The Company's consolidated financial statements comprise:

- the consolidated statements of financial position as at March 31, 2021 and 2020;
- the consolidated statements of profit or loss for the years then ended;
- the consolidated statements of comprehensive loss for the years then ended;
- the consolidated statements of changes in equity for the years then ended;
- the consolidated statements of cash flows for the years then ended; and
- the notes to the consolidated financial statements, which include significant accounting policies and other explanatory information.

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 consolidated financial statements* section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada. We have fulfilled our other ethical responsibilities in accordance with these requirements.

PricewaterhouseCoopers LLP
PwC Tower, 18 York Street, Suite 2600, Toronto, Ontario, Canada M5J 0B2
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Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended March 31, 2021. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the key audit matter
<p>Assessment of impairment indicators on Exploration and Evaluation Assets (E&E Assets)</p> <p><i>Refer to Note 6 (i), Critical accounting estimates and judgments – Valuation of exploration and evaluation assets and Note 11, Exploration and evaluation assets.</i></p> <p>The carrying value of the E&E Assets amounted to \$7 million as at March 31, 2021. At each reporting period, management applies a judgment in assessing the E&E assets to determine whether there are any events or changes in circumstances which indicate that the entity should test the E&E assets for impairment. If any such indicators exist, the asset's recoverable amount is estimated. An impairment loss is recognized if the carrying value of an asset exceeds its recoverable amount.</p> <p>Management makes judgments in assessing whether changes to certain factors would be considered an indicator of impairment, which includes (i) the period during which the Company has the right to explore in the specific area has expired during the year or will expire in the near future and (ii) substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned. No indicators of impairment were identified as at March 31, 2021.</p> <p>We considered this a key audit matter due to (i) the significance of the E&E balance; (ii) the judgments made by the management in their assessment of indicators of impairment related to E&E assets; and (iii) the high degree of subjectivity in performing audit procedures related to the judgments applied by the management.</p>	<p>Our approach to addressing the matter included the following procedures, among others:</p> <ul style="list-style-type: none">Assessed the judgments made by management in determining the impairment indicators which included the following:<ul style="list-style-type: none">Obtained mining titles to assess the right to explore the specific area and title expiration dates;Assessed the factors identified by management that could be considered as indicators of impairment on the Company's E&E assets, which included assessing the movement in the future commodity prices used by the management by comparing them to the external market and industry data.Read Board of Directors' minutes to evidence continued and planned exploration expenditures.Assessed whether other facts and circumstances suggest that there is an indicator for impairment.



Other information

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

Our opinion on the consolidated 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 consolidated 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 consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

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 consolidated financial statements

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

In preparing the consolidated 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 consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated 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 consolidated 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 consolidated 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 consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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.



From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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

PricewaterhouseCoopers LLP

Chartered Professional Accountants, Licensed Public Accountants

Toronto, Ontario
June 28, 2021

Century Global Commodities Corporation
Consolidated Statements of Financial Position
As of March 31, 2021

(Expressed in Canadian Dollars, unless otherwise stated)

	Notes	March 31, 2021 \$	March 31, 2020 \$
Assets			
Current assets			
Cash and cash equivalents		5,514,809	2,567,780
Short term bank deposits		6,119,903	1,119,345
Marketable securities	8	1,609,750	204,547
Trade and other receivables	9, 32	1,805,016	2,979,703
Lease receivable	16	37,525	75,068
Sales taxes and other taxes recoverable		98,134	78,617
Prepayments and deposits		220,620	122,894
Inventories	10	1,626,063	1,989,973
		<u>17,031,820</u>	<u>9,137,927</u>
Assets classified as held for sale	18	-	3,079,014
		<u>17,031,820</u>	<u>12,216,941</u>
Non-current assets			
Exploration and evaluation assets	11	7,039,721	8,082
Property, plant and equipment	12	81,189	115,235
Investment property	13	951,068	1,020,255
Right-of-use assets	16	125,204	365,375
Deferred tax assets	17	58,642	86,027
Investment in a joint venture	14	-	7,380,195
Investment in other equity instruments	8	75,297	70,306
Other receivables	9, 32	-	6,520,636
Lease receivable	16	-	47,095
		<u>8,331,121</u>	<u>15,613,206</u>
Total assets		<u>25,362,941</u>	<u>27,830,147</u>

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

Century Global Commodities Corporation
Consolidated Statements of Financial Position
As of March 31, 2021

(Expressed in Canadian Dollars, unless otherwise stated)

	Notes	March 31, 2021 \$	March 31, 2020 \$
Liabilities			
Current liabilities			
Trade and other payables	15	1,596,204	1,830,897
Lease liabilities	16	143,686	260,699
Sales taxes and other taxes payable		812,182	-
		<u>2,552,072</u>	<u>2,091,596</u>
Liabilities directly associated with assets classified as held for sale	18	-	1,565,754
		<u>2,552,072</u>	<u>3,657,350</u>
Non-current liabilities			
Lease liabilities	16	9,014	154,937
Total liabilities		<u>2,561,086</u>	<u>3,812,287</u>
Shareholders' equity			
Share capital	19	117,057,236	117,057,236
Contributed surplus		3,104,778	3,326,663
Deficit		(99,016,263)	(97,709,723)
Other components of equity		1,445,454	736,646
		<u>22,591,205</u>	<u>23,410,822</u>
Equity attributable to owners of the Company		<u>22,591,205</u>	<u>23,410,822</u>
Non-controlling interests	22	210,650	607,038
		<u>22,801,855</u>	<u>24,017,860</u>
Total equity		<u>22,801,855</u>	<u>24,017,860</u>
Total equity and liabilities		<u>25,362,941</u>	<u>27,830,147</u>

Approved by the Board of Directors

/s/ "Sandy Chim" Director
Date: June 28, 2021

/s/ "Kit Ying (Karen) Lee" Director
Date: June 28, 2021

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

Century Global Commodities Corporation

Consolidated Statements of Profit or Loss

For the year ended March 31, 2021

(Expressed in Canadian Dollars, unless otherwise stated)

		Years ended March 31,	
	Notes	2021	2020
		\$	\$
Revenue	7, 23	8,802,892	8,094,819
Cost of sales		<u>(6,810,668)</u>	<u>(6,131,520)</u>
Gross profit		1,992,224	1,963,299
Other income	24	481,259	279,058
Selling expenses		(517,644)	(502,347)
Administrative expenses	25	(4,726,518)	(5,565,557)
Project maintenance costs		(31,346)	(41,688)
Share-based compensation expenses	20	(468,531)	(76,138)
Gain/(loss) on foreign exchange		161,161	(142,169)
Gain on disposal of a subsidiary	30	1,554,576	46,525
Exchange loss on dissolution of a subsidiary in other currencies		(174,509)	(380,072)
Other losses	26	-	(905,697)
Impairment of investment in a joint venture	14	-	(360,000)
Interest expense		(13,916)	(21,976)
Share of (loss)/profit of a joint venture	14	<u>(792)</u>	<u>31,376</u>
Loss before tax		(1,744,036)	(5,675,386)
Income tax (expense)/recovery	27	<u>(18,675)</u>	<u>80,333</u>
Net loss for the year		<u>(1,762,711)</u>	<u>(5,595,053)</u>
Attributable to:			
Owners of the Company		(2,028,989)	(5,378,608)
Non-controlling interests		<u>266,278</u>	<u>(216,445)</u>
		<u>(1,762,711)</u>	<u>(5,595,053)</u>
Net loss per share attributable to owners of the Company			
– Basic and diluted	28	<u>(0.02)</u>	<u>(0.05)</u>
Weighted average number of shares outstanding		<u>98,504,571</u>	<u>98,504,571</u>

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

Century Global Commodities Corporation
Consolidated Statements of Comprehensive Loss
For the year ended March 31, 2021

(Expressed in Canadian Dollars, unless otherwise stated)

	Years ended March 31,	
	2021	2020
	\$	\$
Net loss for the year	<u>(1,762,711)</u>	<u>(5,595,053)</u>
Other comprehensive income/(loss)		
Exchange (loss)/gain on translation of operations in other currencies	(442,486)	381,809
Changes in fair value of investment in equity instruments at FVTOCI	<u>1,024,367</u>	<u>161,185</u>
Other comprehensive income for the year	<u>581,881</u>	<u>542,994</u>
Total comprehensive loss for the year	<u>(1,180,830)</u>	<u>(5,052,059)</u>
Attributable to:		
Owners of the Company	(1,447,108)	(4,835,614)
Non-controlling interests	<u>266,278</u>	<u>(216,445)</u>
	<u>(1,180,830)</u>	<u>(5,052,059)</u>

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

Century Global Commodities Corporation
Consolidated Statements of Changes in Equity
For the year ended March 31, 2021

(Expressed in Canadian Dollars, unless otherwise stated)

	Attributable to owners of the Company							Non-controlling interests	Total
	Share capital	Contributed surplus	Deficit	Share-based compensation reserve	Special warrant reserve	Investment fair value reserve	Foreign currency translation reserve		
	\$	\$	\$	\$	\$	\$	\$	\$	\$
Balance – March 31, 2020	117,057,236	3,326,663	(97,709,723)	1,619,001	-	(54,214)	(828,141)	607,038	24,017,860
Net loss for the year	-	-	(2,028,989)	-	-	-	-	266,278	(1,762,711)
Other comprehensive income for the year	-	-	-	-	-	1,024,367	(442,486)	-	581,881
Total comprehensive income/(loss) for the year	-	-	(2,028,989)	-	-	1,024,367	(442,486)	266,278	(1,180,830)
Disposal of marketable securities (note 8)	-	-	492,367	-	-	(492,367)	-	-	-
Disposal of a subsidiary (note 30)	-	(256,629)	230,082	(23,746)	-	-	-	(822,651)	(872,944)
Elimination on NCI portion of finder's fee	-	-	-	-	-	-	-	(49,982)	(49,982)
Dissolution of a subsidiary in other currencies	-	-	-	-	-	-	174,509	-	174,509
Contribution by non-controlling interests	-	34,744	-	-	-	-	-	209,967	244,711
Equity-settled share-based compensation arrangements (note 20)	-	-	-	468,531	-	-	-	-	468,531
Balance – March 31, 2021	117,057,236	3,104,778	(99,016,263)	2,063,786	-	477,786	(1,096,118)	210,650	22,801,855

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

Century Global Commodities Corporation
Consolidated Statements of Changes in Equity
For the year ended March 31, 2021

(Expressed in Canadian Dollars, unless otherwise stated)

	Attributable to owners of the Company								Total \$
	Share capital \$	Contributed surplus \$	Deficit \$	Share-based compensation reserve \$	Special warrant reserve \$	Investment fair value reserve \$	Foreign currency translation reserve \$	Non- controlling interests \$	
Balance – March 31, 2019	117,057,236	3,096,367	(91,631,767)	1,566,462	347,940	(310,169)	(1,413,239)	(95,828)	28,617,002
Effect of adoption of IFRS 16	-	-	(25,152)	-	-	-	-	-	(25,152)
Balance – April 1, 2019, restated	117,057,236	3,096,367	(91,656,919)	1,566,462	347,940	(310,169)	(1,413,239)	(95,828)	28,591,850
Net loss for the year	-	-	(5,378,608)	-	-	-	-	(216,445)	(5,595,053)
Other comprehensive income for the year	-	-	-	-	-	161,185	381,809	-	542,994
Total comprehensive income/(loss) for the year	-	-	(5,378,608)	-	-	161,185	381,809	(216,445)	(5,052,059)
Disposal and write off of marketable securities (note 8)	-	-	(94,770)	-	-	94,770	-	-	-
Dissolution of a subsidiary in other currencies	-	(20,538)	20,538	-	-	-	229,194	-	229,194
Disposal of a subsidiary in other currencies (note 30)	-	-	-	-	-	-	(25,905)	198,642	172,737
Conversion of CMI's special warrant certificates (note 21)	-	95,594	-	-	(347,940)	-	-	252,346	-
Equity-settled share-based compensation arrangements (note 20)	-	-	-	52,539	-	-	-	23,599	76,138
Dividends declared and settled (note 29)	-	155,240	(599,964)	-	-	-	-	444,724	-
Balance – March 31, 2020	117,057,236	3,326,663	(97,709,723)	1,619,001	-	(54,214)	(828,141)	607,038	24,017,860

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

Century Global Commodities Corporation

Consolidated Statements of Cash Flows

For the year ended March 31, 2021

(Expressed in Canadian Dollars, unless otherwise stated)

Cash generated by/(used in)	Notes	Years ended March 31,	
		2021	2020
		\$	\$
Operating activities			
Loss before tax		(1,744,036)	(5,675,386)
Adjustments for			
Bank and other interest income		(43,765)	(58,152)
Dividend income from marketable securities		-	(2,357)
Loss/(gain) on foreign exchange		(161,161)	142,169
Loss on disposal of fixed assets		2,596	64,942
Depreciation	12, 13	78,062	111,987
Amortization of right-of-use assets		222,760	224,421
Share-based compensation arrangements	20	468,531	76,138
Inventories written off		13,828	17,967
Gain on disposal of a subsidiary	30	(1,554,576)	(46,525)
Other losses of write offs on cessation of mainland China operations	26	-	905,697
Impairment of investment in a joint venture	14	-	360,000
Exchange reserve written off on dissolution of a subsidiary in other currencies		174,509	229,194
Share of loss/(profit) of a joint venture	14	792	(31,376)
Changes in working capital items			
Decrease in trade and other receivables		1,786,236	534,467
Decrease in sales taxes and other taxes recoverable		19,567	28,919
Decrease/(increase) in prepayments and deposits		(96,959)	122,159
Decrease/(increase) in inventories		350,082	(1,087,146)
Increase/(decrease) in trade and other payables		(275,000)	526,267
Decrease in sales taxes and other taxes payable		(9,112)	-
Net cash used in operating activities		<u>(767,646)</u>	<u>(3,556,615)</u>
Investing activities			
Bank and other interest received		43,765	58,152
Short term bank deposits retrieved/(invested)		(5,000,558)	727,192
Dividends received from marketable securities		-	2,357
Marketable securities purchased		(40,463)	(104,279)
Proceeds from sale of marketable securities		1,379,221	601,936
Additions of exploration and evaluation assets	11	(499,568)	(127,654)
Investment tax credit refunds received		-	44,946
Purchases of property, plant and equipment	12	(18,265)	(7,347)
Proceeds from sale of property, plant and equipment		-	31,086
Acquisition of subsidiaries, net of cash acquired	31	8,173,582	-
Disposal of a subsidiary	30	(2,388,234)	15,711
Purchase of other equity investment		(12,692)	-
Proceeds from a finance lease arrangement		84,638	69,779
Net cash generated by investing activities		<u>1,721,426</u>	<u>1,311,879</u>

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

Century Global Commodities Corporation
Consolidated Statements of Cash Flows
For the year ended March 31, 2021

(Expressed in Canadian Dollars, unless otherwise stated)

	Years ended March 31,	
	2021	2020
Notes	\$	\$
Financing activities		
Principal payment of lease liabilities	(251,260)	(240,468)
Subscriptions received for CMI's private placement financing	-	1,492,500
Contribution by non-controlling interests	244,711	-
	<u>(6,549)</u>	<u>1,252,032</u>
Net cash generated by/(used in) financing activities		
	<u>947,231</u>	<u>(992,704)</u>
Net change in cash and cash equivalents		
Cash and cash equivalents – Beginning of year	4,994,547	5,746,934
Effect of foreign exchange rate changes, net	(426,969)	240,317
	<u>5,514,809</u>	<u>4,994,547</u>
Cash and cash equivalents – End of year		
Analysis of cash and cash equivalents		
Cash in bank and on hand	4,514,809	1,736,092
Short term bank deposits with original maturity of three months or less	1,000,000	831,688
Cash in bank classified as assets held for sale	-	2,426,767
	<u>5,514,809</u>	<u>4,994,547</u>
Cash and cash equivalents – End of year		

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

Century Global Commodities Corporation

Notes to the Consolidated Financial Statements

March 31, 2021

(Expressed in Canadian Dollars, unless otherwise stated)

1. General information

Century Global Commodities Corporation (the “Company”) is a limited liability company incorporated in Canada. In February 2016, the Company completed the continuation of its jurisdiction of incorporation from Canada to the Cayman Islands (“Continuation”). Its registered address is PO Box 309, Uglund House, Grand Cayman, KY1-1104, Cayman Islands. The Company’s shares are traded on the Toronto Stock Exchange (“TSX”).

The Company is a diversified company and primarily engages in exploration and mining activities with assets in the Provinces of Newfoundland and Labrador, and Québec, Canada. It also has operations in the distribution of food in China.

These audited consolidated financial statements were approved by the Board of Directors for issue on June 28, 2021.

Covid-19 Pandemic

On March 11, 2020, the Covid-19 outbreak was declared a pandemic by the World Health Organization. Although the Group has adjusted some of its operating procedures, to date the Group’s operations have not been significantly impacted by Covid-19. The management will monitor the situation and may take actions that alter the Group’s business operations as may be required by federal, provincial or local authorities, or that management determines are in the best interests of the Group’s employees, customers, suppliers, shareholders and other stakeholders. Such alterations or modifications could cause substantial interruption to the Group’s business, any of which could have a material adverse effect on the Group’s operations or financial results.

2. Basis of preparation

The consolidated financial statements of the Company and its subsidiaries (the “Group”) have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (“IFRS”). The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 6.

3. Significant accounting policies

The significant accounting policies used in the preparation of these consolidated financial statements are described below.

Basis of measurement

The consolidated financial statements have been prepared under the historical cost convention. Disposal group held for sale is stated at the lower of its carrying amount and fair value less costs to sell. These consolidated financial statements are presented in the Canadian Dollar, which is the Group’s presentation currency.

Century Global Commodities Corporation

Notes to the Consolidated Financial Statements

March 31, 2021

(Expressed in Canadian Dollars, unless otherwise stated)

Principles of consolidation

The financial statements of the Group consolidate the accounts of the Company and its subsidiaries. All intercompany transactions, balances and unrealized gains and losses from intercompany transactions are eliminated on consolidation.

Subsidiaries are those entities which the Company controls by having the power to govern the financial and operating policies. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Company controls another entity. Subsidiaries are fully consolidated from the date on which control is obtained by the Company and are de-consolidated from the date that control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests ("NCI"). Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the NCI even if this results in the NCI having a deficit balance.

At the balance sheet date, the primary entities of the Group include:

Name of entity	Place of business / Country of incorporation	Ownership interest held by the Group %	Ownership interest held by NCI %	Principal activities
Century Iron Ore Holdings Inc.	Canada	100%	-	Investment holding
Joyce Direct Iron Inc.	Canada	100%	-	Exploration and mining of mineral property
WISCO Century Sunny Lake Iron Mines Limited, subsequently renamed as Century Sunny Lake Iron Mines Limited ("Century Sunny Lake") on May 27, 2021	Canada	100%	-	Exploration and mining of mineral property
Century Duncan Mining Inc.	Canada	100%	-	Exploration and mining of mineral property
Trudeau Metals Inc.	Canada	100%	-	Exploration and mining of mineral property
Century Iron Mines Hong Kong Holdings Limited	Hong Kong, China	100%	-	Investment holding
Century Food International Holdings Limited ("CFIHL")	British Virgin Islands	85%	15%	Investment holding
Century Food Company Limited ("CFCL")	Hong Kong, China	85%	15%	Distribution of food
Century Trading (Wuhan) Company Limited	Mainland China	100%	-	Investment holding

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Translation of foreign currency

Items included in the financial statements of the Company and each of the Company's subsidiaries is measured using the currency of the primary economic environment in which each entity operates (the functional currency). Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities not denominated in the functional currency of an entity are recognized in the profit or loss.

Assets and liabilities of entities with functional currencies other than the Canadian Dollar are translated into the presentation currency at the period end rates of exchange, and the results of their operations are translated at the average rates of exchange for the period. The resulting translation adjustments are recognized in other comprehensive income.

During the year, the functional currency is the Canadian Dollar for the Company's subsidiaries in Canada, the Hong Kong Dollar for the Company and its subsidiaries in Cayman Islands, Hong Kong and British Virgin Islands, and the Chinese Yuan for the Company's subsidiaries in mainland China.

Joint arrangements

Investments in joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations each investor has rather than the legal structure of the joint arrangement. Joint operator recognizes its interest in the joint operation's assets, liabilities, revenue and expenses. Joint ventures are accounted for using the equity method.

Under the equity method of accounting, interests in joint ventures are initially recognized in the consolidated statement of financial position at initial cost and adjusted thereafter to recognize the Group's share of the post-acquisition profits or losses and other comprehensive income of the joint venture. When the Group's share of losses in a joint venture equals or exceeds its interests in the joint ventures (which includes any long-term interests that, in substance, form part of the Group's net investment in the joint ventures), the Group does not recognize further losses, unless it has incurred obligations or made payments on behalf of the joint ventures. In addition, when there has been a change recognized directly in the equity of the joint venture, the Group recognizes its share of any changes, when applicable, in the consolidated statement of changes in equity.

Unrealized gains on transactions between the Group and its joint ventures are eliminated to the extent of the Group's interest in the joint ventures. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

Cash and cash equivalents

Cash and cash equivalents consist of cash on hand and deposits held at banks that are readily convertible to known amounts of cash, subject to an insignificant risk of changes in value and with an original maturity of three months or less.

Short term bank deposits

Short term bank deposits include short term deposits with banks with original maturities at purchase date of one year or less, but more than three months.

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Financial instruments

Financial assets and liabilities are recognized when the Group becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Financial liabilities are derecognized when the obligation under the liabilities is discharged or cancelled or expired.

Financial assets and liabilities are offset and the net amount is recorded in the statement of financial position when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle on a net basis, or realize the asset and settle the liability simultaneously.

Financial assets

(a) Classification

The Group classifies its financial assets as those to be measured at amortized cost and those to be measured subsequently at fair value. The classification depends on the Group's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income ("FVTOCI").

The Group has elected to designate its investments in marketable securities and other equity instruments as at FVTOCI as the investments are intended to be held for the foreseeable future.

(b) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss ("FVTPL"), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss.

- (i) Debt instruments: The Group's debt instruments comprise cash, short term bank deposits and trade and other receivables. They are assets held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest and are subsequently measured at amortized cost. Interest income from these financial assets is included in other income using the effective interest rate method. Any gain or loss arising on derecognition is recognized directly in profit or loss. Impairment losses are presented as separate line item in the statement of profit or loss.
- (ii) Equity instruments: The Group's investments in marketable securities and other equity instruments are designated as at FVTOCI. Investments in equity instruments at FVTOCI are subsequently measured at fair value with gains and losses arising from changes in fair value recognized in other comprehensive income and accumulated in the investment fair value reserve, and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, and will be transferred to retained earnings. Dividends from such investments are recognized in profit or loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment.

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(c) Impairment

The Group recognizes a loss allowance for expected credit losses (“ECL”) on financial assets which are subject to impairment under IFRS 9 (including trade receivables, finance lease receivable and other receivables). The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, twelve-month ECL represents the portion of lifetime ECL that is expected to result from default events that are possible within twelve months after the reporting date. Assessment are done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group records lifetime ECL for its trade receivables. For the Group’s finance lease receivable and other receivables, the Group records a twelve-month ECL unless a significant increase in credit risk since initial recognition has occurred, at which point the Group will measure the loss allowance at lifetime ECL.

Financial liabilities

Financial liabilities are initially recognized at the amount required to be paid, less, when material, a discount to reduce the payables to fair value. Subsequently, financial liabilities are measured at amortized cost using the effective interest method. The Group’s financial liabilities are trade and other payables and classified as current liabilities. They are not discounted due to their short-term nature.

Inventories

Inventories are stated at the lower of cost and net realizable value. Cost of inventories is determined using the weighted average method. Net realizable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Exploration and evaluation expenditures

Direct and indirect acquisition and exploration expenditures associated with mineral exploration properties are capitalized when incurred. During the exploration period, exploration and evaluation expenditures are not amortized.

Exploration and evaluation assets are stated at cost, less provision for impairment.

Upon completion of a technical feasibility study and when commercial viability is demonstrated, capitalized exploration and evaluation assets will be transferred to and classified as mineral property development expenditures. Exploration and evaluation assets shall be assessed for impairment before such reclassification.

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Tax credits and mining credits on duties

The Group is entitled to a refundable credit on duties under the Mining Tax Act. This refundable credit on duties is applicable on exploration costs incurred in the Province of Quebec. Tax credits and mining credits on duties are recognized as a reduction of the mineral exploration and evaluation assets during the period in which the costs are incurred, provided that the Group is reasonably certain the amounts will be received. The tax credits and mining credits on duties claimed and recorded must be examined and approved by the government authorities so it is possible that the amount granted will differ from the amount recorded. The differences are recognized in exploration and evaluation assets.

Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation 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 the item will flow to the Group and the cost can be measured reliably. The carrying amount of a replaced asset is derecognized when replaced. Repairs and maintenance costs are charged to the profit or loss during the period in which they are incurred.

Freehold land is not depreciated. Depreciation on other assets is calculated using the straight-line method over the estimated useful lives of the assets. The assets' useful lives are as follows:

Drilling and field equipment	3 - 5 years
Camp and properties	5 years
Leasehold improvements, Furniture and fixtures	5 years
Computer and office equipment	2 - 5 years
Vehicles	5 years

Residual values, method of amortization and useful lives of assets are reviewed at least annually and adjusted if appropriate.

Investment property

Investment property, which is property held to earn rentals and/or for capital appreciation, is measured initially at cost, including transaction costs. Subsequent to initial recognition, investment property is stated at cost less accumulated depreciation and accumulated impairment losses. The Group's investment property is depreciated on a straight-line basis over its leasehold term of 35 years.

An investment property is derecognized upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognized.

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Leases

The Group as a lessee

The Group assesses whether a contract is or contains a lease, at inception of the contract. At the commencement date of the lease, the Group recognizes a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets.

(a) Right-of-use assets

Right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated amortization and impairment losses.

Right-of-use assets are amortized over the shorter period of lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group expects to exercise a purchase option, the related right-of-use asset is amortized over the useful life of the underlying asset. The amortization starts at the commencement date of the lease.

The Group applies IAS 36 *Impairment of Assets* to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss.

(b) Lease liabilities

Lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate.

Lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate.

Variable lease payments that do not depend on an index or a rate are recognized as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

Lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The carrying amount of a lease liability is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

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(c) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of storage facilities (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.

The Group as a lessor

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases. When the Group is an intermediate lessor, it accounts for the head lease and the sub-lease as two separate contracts. The sub-lease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

The Group has rented out its investment property under an operating lease arrangement. Rental income from operating leases is recognized on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognized on a straight-line basis over the lease term.

The Group has entered into certain finance lease arrangements as the lessor. Amounts due from lessees under finance leases are recognized as receivables at the amount of the Group's net investment in the leases. Finance income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

Asset impairment

(a) Exploration and evaluation assets

Exploration and evaluation assets are assessed for impairment when facts or circumstances suggest that the carrying value of an exploration and evaluation asset may exceed its recoverable amount. One or more of the following facts and circumstances may indicate that an entity should test exploration and evaluation assets for impairment; (i) the period for which the entity 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, (ii) substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned, (iii) exploration for an 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, (iv) 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 fully recovered from successful development or by sale.

(b) Property, plant and equipment, investment property and right-of-use assets

The Group's management performs impairment tests on property, plant and equipment, investment property and right-of-use assets when events or circumstances indicate that an asset may be impaired.

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Where an indication of impairment exists, management makes a formal estimate of the recoverable amount. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered to be impaired and is written down to its recoverable amount through a charge to profit or loss. When the asset does not generate cash flows that are independent from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

Assets that have been impaired in prior periods are tested for possible reversal of impairment whenever events or changes in circumstances indicate that the impairment has reversed. If the impairment has reversed, the carrying amount of the asset is increased to its recoverable amount but not beyond the carrying amount that would have been determined had no impairment loss been recognized for the asset in prior periods. A reversal of an impairment loss is recognized in profit or loss immediately.

(c) Investment in joint ventures

The Group determines at each reporting date whether there is any objective evidence that the investment in the joint venture is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the joint venture and its carrying value and recognizes the amount in profit or loss.

Non-current assets (or disposal groups) held for sale

Non-current assets (or disposal groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and investment property that are carried at fair value and contractual rights under insurance contracts, which are specifically exempt from this requirement.

An impairment loss is recognized for any initial or subsequent write-down of the asset (or disposal group) to fair value less costs to sell. A gain is recognized for any subsequent increases in fair value less costs to sell of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognized. A gain or loss not previously recognized by the date of the sale of the non-current asset (or disposal group) is recognized at the date of derecognition.

Non-current assets (including those that are part of a disposal group) are not depreciated or amortized while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal group classified as held for sale continue to be recognized.

Non-current assets classified as held for sale and the assets of a disposal group classified as held for sale are presented separately from the other assets in the balance sheet. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in the balance sheet.

Provisions

Provisions are recognized in other liabilities when: the Group has a present legal or constructive obligation as a result of a past event; it is more likely than not that an outflow of resources will be required to settle the obligation; and the amount of the obligation can be reliably estimated. Provisions are measured at management's best estimate of the expenditure required to settle the obligation at the end of the reporting period, and are discounted to present value where the effect is material. Any increase in the provision due to the passage of time is recognized as a finance cost.

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Share-based compensation expenses and reserve

The Group operates share-based compensation plans for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Directors, officers, employees, consultants and other eligible persons receive remuneration in the form of share-based payment transactions, whereby the eligible persons render services as consideration for equity instruments (equity-settled transactions).

The cost of equity-settled transactions is recognized, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognized for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge to the profit or loss for a period represents the movement in the cumulative expense recognized as at the beginning and end of that period.

No expense is recognized for awards that do not ultimately vest, except for equity-settled transactions where vesting is conditional upon a market or non-vesting condition, which are treated as vesting irrespective of whether or not the market or non-vesting condition is satisfied, provided that all other vesting conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognized as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognized for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognized for the award is recognized immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph. All cancellations of equity-settled transaction awards are treated equally. Where an equity-settled award expires, the equity amount is released to retained earnings.

Income taxes

Income taxes comprise current and deferred tax. Current and deferred tax are recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case the income taxes are also recognized directly in equity.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted, on the reporting date, and any adjustment to tax payable in respect of previous years.

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Deferred tax is recognized in respect of temporary differences arising between the tax basis of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted on the reporting date and are expected to apply when the deferred tax asset or liability is settled. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they related to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously. Deferred tax assets are recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred tax is not recognized for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit and loss, and differences relating to investments in subsidiaries and jointly controlled entities where the timing of the reversal of the temporary differences is controlled by the Group and it is probable that the temporary difference would not reverse in the foreseeable future. In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill.

Sales taxes

The Group's sales taxes comprise goods and services tax ("GST"), harmonized sales tax ("HST") and Quebec sales tax ("QST"). Revenues, expenses and assets are recognized net of the amount of sales taxes, unless the sales taxes incurred are not recoverable from the relevant taxation authorities. In this case, they are recognized as part of the cost of the acquisition of the asset or as part of an item of the expense.

The net amount of sales taxes recoverable from or payable to, the relevant taxation authorities is presented as sales taxes recoverable or payable in the consolidated statement of financial position.

Revenue recognition

Revenue is measured based on the consideration to which the Group expects to be entitled in a contract with a customer and excludes amounts collected on behalf of third parties. The Group recognizes revenue when it transfers control of a product or service to a customer.

The Group's revenue arises from the distribution of food and the provision of food service.

(a) Distribution of food

The Group distributes food products to wholesalers and retailers. Each contract with a customer generally includes one performance obligation. Sales are recognized at a point in time when control of the goods has transferred to the customer, being when the goods are delivered to the customer, the customer has full discretion over the use of the goods, and there is no unfulfilled obligation that could affect the customer's acceptance of the goods. Transaction price of the contract with customer is generally fixed and agreed upon prior to delivery of the goods. Delivery occurs when the goods have been shipped to the specific location, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the products in accordance with the sales contract, the acceptance provisions have lapsed, or the Group has objective evidence that all criteria for acceptance have been satisfied.

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Certain customers of the Group are entitled to volume discounts based on aggregate sales over a year. Revenue from these sales is recognized based on the price specified in the contract, net of the estimated volume discounts. Accumulated experience is used to estimate and provide for the discounts, using the expected value method, and revenue is only recognized to the extent that it is highly probable that a significant reversal will not occur. A liability is recognized for expected volume discounts payable to customers in relation to sales made until the end of the reporting period. No element of financing is deemed present as the sales are generally made with a credit term of 60 to 90 days, which is consistent with market practice.

A receivable is recognized when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

(b) Provision of food service

The Group provides food service and it serves food and beverages to end customers. Each contract with a customer generally includes one performance obligation. Revenue from the provision of food service is recognized at a point in time when the Group delivers the goods and services to the customer and the customer accepts the goods and services. Transaction price of the contract with customer is generally fixed and agreed upon prior to delivery of the goods and services. Payment of the transaction price is due immediately when the goods and services are delivered by the Group and accepted by the customer.

The Group does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. The Group does not adjust any of the transaction prices for the time value of money.

Net earnings (loss) per share

Basic net earnings (loss) per share is calculated by dividing net earnings (loss) attributable to the shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted net earnings (loss) per share is calculated by adjusting the weighted average number of common shares outstanding for the effects of all dilutive potential common shares from the assumed exercise of common share purchase options and warrants.

Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
 - (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third party;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;

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- (vi) the entity is controlled or jointly controlled by a person identified in (a); and
- (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

4. Changes in accounting policies

The Group applies, for the first time, certain standards and amendments, which are effective for annual periods beginning on or after April 1, 2020. The nature and effect of the changes that result from the adoption of these new standards are described below. Other than the changes described above, the accounting policies adopted are consistent with those of the previous financial year.

Amendments to IAS 1 and IAS 8: *Definition of Material*

The IASB has made amendments to IAS 1 *Presentation of Financial Statements* and IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors* which use a consistent definition of materiality throughout International Financial Reporting Standards and the Conceptual Framework for Financial Reporting, clarify when information is material and incorporate some of the guidance in IAS 1 about immaterial information.

In particular, the amendments clarify that the reference to obscuring information addresses situations in which the effect is similar to omitting or misstating that information, and that an entity assesses materiality in the context of the financial statements as a whole. The amendments also clarify the meaning of “primary users of general purpose financial statements” to whom those financial statements are directed, by defining them as “existing and potential investors, lenders and other creditors” that must rely on general purpose financial statements for much of the financial information they need.

The amendments have no significant impact on the Group’s consolidated financial statements.

Amendments to IFRS 3: *Definition of a Business*

The amended definition of a business requires an acquisition to include an input and a substantive process that together significantly contribute to the ability to create outputs. The definition of the term “outputs” is amended to focus on goods and services provided to customers, generating investment income and other income, and it excludes returns in the form of lower costs and other economic benefits. The amendments have no impact on the Group’s consolidated financial statements, but may impact future periods should the Group enter into any business combinations.

Amendments to IFRS 7, IFRS 9 and IAS 39: *Interest Rate Benchmark Reform*

The amendments to IFRS 9 and IAS 39 *Financial Instruments: Recognition and Measurement* provide a number of reliefs, which apply to all hedging relationships that are directly affected by interest rate benchmark reform. A hedging relationship is affected if the reform gives rise to uncertainty about the timing and/or amount of benchmark-based cash flows of the hedged item or the hedging instrument. These amendments have no impact on the consolidated financial statements of the Group as it does not hedge.

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Amendment to IFRS 16: *Covid-19-Related Rent Concessions*

On 28 May 2020, the IASB issued amendment to IFRS 16: *Covid-19-Related Rent Concessions*. The amendment provides relief to lessees from applying IFRS 16 guidance on lease modification accounting for rent concessions arising as a direct consequence of the Covid-19 pandemic. As a practical expedient, a lessee may elect not to assess whether a Covid-19 related rent concession from a lessor is a lease modification. A lessee that makes this election accounts for any change in lease payments resulting from the Covid-19 related rent concession the same way it would account for the change under IFRS 16, if the change were not a lease modification. The amendment has no impact on the consolidated financial statements of the Group.

5. New standards and interpretations issued but not yet effective

The following standards have been issued but are not yet effective.

Amendment to IFRS 16: *Covid-19-Related Rent Concessions beyond 30 June 2021*

On March 31, 2021, the IASB issued another amendment to IFRS 16: *Covid-19-Related Rent Concessions beyond 30 June 2021*, which extended the above practical expedient to reductions in lease payments that were originally due on or before June 30, 2022. This amendment is effective for annual periods beginning on or after April 1, 2021 with earlier application permitted, including in financial statements not yet authorised for issue at March 31, 2021. The amendment is to be applied retrospectively, recognising the cumulative effect of initially applying the amendment as an adjustment to the opening balance of retained earnings (or other component of equity, as appropriate) at the beginning of the annual reporting period in which the lessee first applies the amendment.

A lessee that had elected to apply the practical expedient in accordance with the amendment issued in May 2020 must apply the extended practical expedient in accordance with the amendment issued in March 2021. A lessee who had previously elected not to apply the practical expedient to eligible rent concessions is not permitted to elect to apply the extended practical expedient.

The Group has not early adopted any other standards, interpretations or amendments that have been issued but are not yet effective.

6. Critical accounting estimates and judgments

The Group makes estimates and assumptions concerning the future that are believed to be reasonable under the circumstances. Estimates and judgments are continuously evaluated and are based on management's experience and other factors, including expectations about future events. The following are the estimates and judgments applied by management that most significantly affect the Group's financial statements.

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(i) Valuation of exploration and evaluation assets

The Group carries its exploration and evaluation assets at cost less provision for impairment. The Group reviews the carrying value of its exploration and evaluation assets whenever events or changes in circumstances indicate that their carrying values may not be recoverable, based on IFRS 6 *Exploration for and Evaluation of Mineral Resources* and IAS 36 *Impairment of Assets*. In undertaking this review, management is required to make significant estimates of, amongst other things, future production and sale values, unit sales prices, future operating and capital costs and reclamation costs to the end of the mine's life. These estimates are subject to various risks and uncertainties, which may ultimately have an effect on the expected recoverability of the carrying value of the exploration and evaluation assets. In the event that the prospects for the development of the investment project and the mineral projects are enhanced in the future, an assessment of the recoverable amount of the projects will be performed at that time, which may lead to a reversal of part or all of the impairment that has been recognized.

(ii) Business combination and assets acquisition

Determination of whether a set of assets acquired and liabilities assumed constitute the acquisition of a business or asset may require the Company to make certain judgements as to whether or not the assets acquired and liabilities assumed include an input and a substantive process that together significantly contribute to the ability to create outputs necessary to constitute a business as defined in IFRS 3 *Business Combinations*. The output includes goods and services provided to customers, generating investment income and other income, and it excludes returns in the form of lower costs and other economic benefits. Based on an assessment of the relevant facts and circumstances, the Company concluded that the acquisition from WISCO ADI (to be defined hereinafter) of its joint venture interests in the Attikamagen and the Sunny Lake properties on November 19, 2020 did not meet the definition of a business and the transactions have been accounted for as assets acquisition. For details please refer to note 31.

7. Segment information

The Group's operating segments are as follows:

- (i) the mining segment, which engages in the exploration and development of mineral projects in Canada and the investment in global mining securities;
- (ii) the food segment, which engages in the distribution of food and the provision of food service in Hong Kong and mainland China; and
- (iii) the corporate segment, which mainly represents the Group's corporate and managerial functions.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the consolidated financial statements. In measuring segment performance, segment assets and segment liabilities, management applied certain judgments and assumptions to determine the appropriate allocation of certain centrally incurred costs, jointly used or shared assets and liabilities for individual segment. However, the Group's financing activities (including cash and cash equivalents, short term bank deposits and bank interest income) are managed on a Group basis and are presented under the corporate segment.

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The following tables present information for the Group's operating segments for the years ended March 31, 2021 and 2020, respectively.

For the year ended March 31, 2021	Mining \$	Food \$	Corporate \$	Total \$
<u>Segment revenue</u>				
Revenue from contracts with customers:				
Distribution of food	-	8,802,892	-	8,802,892
Sales to external customers	-	8,802,892	-	8,802,892
<u>Segment profit or loss</u>				
Gross profit	-	1,992,224	-	1,992,224
Income and gains:				
Interest income	5,770	-	37,995	43,765
Other income or gains	51,134	239,904	146,456	437,494
	56,904	239,904	184,451	481,259
Expenses:				
Selling expenses	-	517,644	-	517,644
Salaries, pension and directors' fees	1,483,630	1,418,949	569,346	3,471,925
Consulting and professional fees	261,091	8,561	354,523	624,175
Corporate promotion and listing fees	4,064	-	64,976	69,040
Other administrative expenses	132,280	250,157	178,941	561,378
Project maintenance costs	31,346	-	-	31,346
Share-based compensation expenses	234,220	447	233,864	468,531
Loss/(gain) on foreign exchange	82,857	11,132	(255,150)	(161,161)
Gain on disposal of a subsidiary	(1,554,576)	-	-	(1,554,576)
Exchange loss on dissolution of a subsidiary in other currencies	-	-	174,509	174,509
Interest expense	7,272	118	6,526	13,916
Share of loss of a joint venture	792	-	-	792
	682,976	2,207,008	1,327,535	4,217,519
Profit/(loss) before tax	(626,072)	25,120	(1,143,084)	(1,744,036)
Income tax expense	-	(18,675)	-	(18,675)
Profit/(loss) for the year	(626,072)	6,445	(1,143,084)	(1,762,711)
<u>Segment assets</u>				
Total assets	9,003,193	3,305,654	13,054,094	25,362,941
<u>Segment liabilities</u>				
Total liabilities	1,243,732	466,138	851,216	2,561,086
<u>Other segment information</u>				
Depreciation & amortization	107,999	127,876	64,947	300,822
Capital expenditure	(7,671,132)	4,738	10,645	(7,655,749)

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For the year ended March 31, 2020	Mining \$	Food \$	Corporate \$	Total \$
<u>Segment revenue</u>				
Revenue from contracts with customers:				
Distribution of food	-	7,936,359	-	7,936,359
Provision of food service	-	158,460	-	158,460
Sales to external customers	-	8,094,819	-	8,094,819
<u>Segment profit or loss</u>				
Gross profit	-	1,963,299	-	1,963,299
Income and gains:				
Interest income	12,050	-	46,102	58,152
Other income or gains	27,746	53,703	139,457	220,906
	39,796	53,703	185,559	279,058
Expenses:				
Selling expenses	-	502,347	-	502,347
Salaries, pension and directors' fees	1,061,898	1,472,013	597,101	3,131,012
Consulting and professional fees	1,105,402	21,649	255,183	1,382,234
Corporate promotion and listing fees	50,283	-	40,338	90,621
Other administrative expenses	335,060	437,235	189,395	961,690
Project maintenance costs	41,688	-	-	41,688
Share-based compensation expenses	56,154	11,973	8,011	76,138
Loss on foreign exchange	3,025	60,531	78,613	142,169
Gain on disposal of a subsidiary	-	(46,525)	-	(46,525)
Exchange loss on dissolution of a subsidiary in other currencies	-	-	380,072	380,072
Other losses	-	905,697	-	905,697
Impairment of investment in a joint venture	360,000	-	-	360,000
Interest expense	11,860	-	10,116	21,976
Share of profit of a joint venture	(31,376)	-	-	(31,376)
	2,993,994	3,364,920	1,558,829	7,917,743
Loss before tax	(2,954,198)	(1,347,918)	(1,373,270)	(5,675,386)
Income tax recovery	-	80,333	-	80,333
Loss for the year	(2,954,198)	(1,267,585)	(1,373,270)	(5,595,053)
<u>Segment assets</u>				
Investment in a joint venture	7,380,195	-	-	7,380,195
Total assets	18,694,478	3,952,259	5,183,410	27,830,147
<u>Segment liabilities</u>				
Total liabilities	2,218,419	770,878	822,990	3,812,287
<u>Other segment information</u>				
Depreciation & amortization	109,317	165,392	61,699	336,408
Capital expenditure	127,654	5,340	2,007	135,001

Included in the revenue of the Group's food segment is revenue of \$5,411,674 (2020: \$6,043,135) which was derived from sales to three (2020: three) major external customers. Revenue contributed by each of the major customers of the Group in descending order of value were \$2,071,834, \$1,882,009 and \$1,457,831 (2020: \$2,466,589, \$2,047,234 and \$1,529,312).

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The Group operates in two principal geographical areas – Canada and China (including Hong Kong). The following table presents information for the Group’s geographical segments for the years ended March 31, 2021 and 2020, respectively.

	Canada \$	China \$	Total \$
Sales to external customers			
Year ended March 31, 2021	-	8,802,892	8,802,892
Year ended March 31, 2020	-	8,094,819	8,094,819
Non-current assets			
March 31, 2021	7,270,378	1,060,743	8,331,121
March 31, 2020	14,288,128	1,325,078	15,613,206

8. Financial assets at fair value through other comprehensive income

Financial assets at FVTOCI comprise marketable securities and other equity investments. During the year, the Group invested in certain equity securities in Canada and Hong Kong. The Group has elected to designate these investments as at FVTOCI.

An analysis of financial assets at FVTOCI as at the balance sheet date is as follows:

	2021 \$	2020 \$
<u>Financial assets at FVTOCI</u>		
Listed equity securities – Canada, at fair value	1,609,750	204,547
Unlisted equity securities:		
– Hong Kong, at fair value	62,605	70,306
– Canada, at fair value	12,692	-
	75,297	70,306

During the year, the Group sold certain Canadian listed equity securities as these investments no longer coincided with the Group’s investment strategy. At disposal, the fair value of the investments was \$1,379,221 (2020: \$601,936), and a cumulative gain of \$492,367 (2020: loss of \$8,057) was transferred to deficit.

During the year, the following gains or losses were recognized in profit or loss and other comprehensive income:

	2021 \$	2020 \$
Gains recognized in other comprehensive income	1,024,367	161,185
Dividend income recognized in profit or loss:		
Related to investments at FVTOCI derecognized during the year	-	1,483
Related to investments at FVTOCI held as of the balance sheet date	-	874
	-	2,357

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9. Trade and other receivables

	2021 \$	2020 \$
Trade receivables (i)	1,468,968	1,627,856
Other receivables	336,048	351,847
Receivable from Labec Century (ii)	-	4,309,865
Receivable from Century Sunny Lake (ii)	-	3,210,771
	<u>1,805,016</u>	<u>9,500,339</u>
Classified as:		
Current assets	1,805,016	2,979,703
Non-current assets	-	6,520,636
	<u>1,805,016</u>	<u>9,500,339</u>

Due to the short-term nature of trade and other receivables, their carrying amount is considered to be the same as their fair value.

- (i) Trade receivables are non-interest bearing and are generally on terms of 60 to 90 days.

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

	Current \$	Past due less than 6 months \$	Past due 6 months to less than 1 year \$	Past due over 1 year \$	Total \$
<u>As at March 31, 2021</u>					
Expected credit loss rate	0%	0%	0%	100%	
Gross carrying amount	1,462,646	5,901	421	-	1,468,968
Expected credit losses	-	-	-	-	-
<u>As at March 31, 2020</u>					
Expected credit loss rate	0%	0%	0%	100%	
Gross carrying amount	1,612,514	9,296	6,046	-	1,627,856
Expected credit losses	-	-	-	-	-

- (ii) Labec Century and Century Sunny Lake are the Company's former joint venture and the former operator of the Company's Sunny Lake joint venture respectively. During the year ended March 31, 2021, the receivables from Labec Century and Century Sunny Lake have been fully settled and the companies have become wholly-owned subsidiaries of the Group after an acquisition transaction as detailed in note 31. As at March 31, 2020, total receivables from Labec Century and Century Sunny Lake amounted to \$7,520,636, in which \$1,000,000 was classified as current and \$6,520,636 as non-current. Please refer to note 32 for the details of the balances.

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10. Inventories

	2021	2020
	\$	\$
Trading merchandise held for sale	1,626,063	1,989,973

11. Exploration and evaluation assets

	Joyce Lake and other iron ore properties \$	Trudeau gold and other non-ferrous properties \$	Total \$
Balance – March 31, 2019	-	455,697	455,697
Additions	-	127,654	127,654
Investment tax credits	-	52,503	52,503
Classified as assets held for sale – Trudeau gold property (note 18)	-	(627,772)	(627,772)
Balance – March 31, 2020	-	8,082	8,082
Additions	395,106	104,462	499,568
Additions from asset acquisition (note 31)	6,532,071	-	6,532,071
Balance – March 31, 2021	6,927,177	112,544	7,039,721

The Company's iron ore properties comprise five major properties, namely the Joyce Lake property, the Hayot Lake property, the Black Bird property, the Full Moon property and the Duncan Lake property. As of March 31, 2021, the Company has a 100% interest in the Joyce Lake property, the Hayot Lake property, the Black Bird property and the Full Moon property, and a 68% registered interest in the Duncan Lake property.

The Joyce Lake property

The Joyce Lake property is a direct shipping ore ("DSO") project. It is located in Newfoundland and Labrador, approximately 20 kilometres from the town of Schefferville, Québec.

The Hayot Lake property

The Hayot Lake property is a taconite deposit located approximately 23 kilometres northwest of the Joyce Lake DSO project and 22 kilometres north of the town of Schefferville, Québec.

The Black Bird property

The Black Bird DSO deposit is located 65 kilometres northwest of Schefferville, Québec and approximately 50 kilometres from the Joyce Lake DSO project in Labrador.

The Full Moon property

Full Moon is a taconite project located approximately 80 kilometres northwest of the town of Schefferville, Québec.

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Acquisition of the Attikamagen and the Sunny Lake properties

The Joyce Lake DSO project and the Hayot Lake taconite project were formerly collectively known as the Attikamagen properties, while the Black Bird DSO project and the Full Moon taconite project were formerly collectively known as the Sunny Lake properties. Prior to the completion of the Acquisition (to be defined hereinafter), the Group's interests in the Attikamagen properties were held through Labec Century, a joint venture company in which the Group had an ownership of 60%, with the other 40% owned by WISCO Canada ADI Resources Development & Investment Limited ("WISCO ADI"). Labec Century had a 100% registered interest in the Attikamagen properties. The Group also had an 81.1% interest in the Sunny Lake properties and a 60% shareholding in Century Sunny Lake, the operating company of the Sunny Lake joint venture with WISCO ADI.

On November 19, 2020, the Group completed the acquisition from WISCO ADI of WISCO ADI's joint venture interests in the Attikamagen and the Sunny Lake properties (the "Acquisition"). As a result of the completion of the Acquisition, the Company is now the owner of a 100% interest in each of these projects through its wholly-owned subsidiaries. The Group's joint venture agreements on the Attikamagen and the Sunny Lake properties with WISCO ADI were also terminated. For details, please refer to note 31.

Duncan Lake property

The Duncan Lake property is a magnetite deposit located in the James Bay area approximately 50 kilometres south of Radisson, Québec.

On May 20, 2008, the Company's wholly-owned subsidiary Canadian Century Iron Ore Corporation ("Canadian Century") entered into an option and joint venture agreement (the "Augyva Agreement") with Augyva Mining Resources Inc. to have an option to obtain a 51% interest in the Duncan Lake property once \$6.0 million has been funded on or before the fourth anniversary of the date of the Augyva Agreement, and an additional option to obtain a further 14% of the property by spending an additional \$14.0 million in exploration costs, construction, and/or operating costs or completing a feasibility report on or before the eighth anniversary of the date of the Augyva Agreement. The Company has completed the funding and spending requirements and obtained a 65% registered interest in the property. In July 2020, the Group has completed the registration of an additional 3% interest as a result of its contribution to the exploration expenditure incurred to the property.

Impairment assessment of iron ore properties

At March 31, 2016, with the weakening iron ore market condition, an impairment review was performed on both the Duncan Lake property and Sunny Lake properties, and the review has resulted in impairment charges of \$17,494,260 and \$3,160,465 to the Duncan Lake property and Sunny Lake properties, respectively. After the impairment charges, the net book value of both properties became nil. Further details about the assumptions and conditions pertaining to the impairment review are provided in note 15 of the audited consolidated annual financial statements for the year ended March 31, 2016.

At March 31, 2021, there have been no indicators of impairment. In the event that the prospects for the development of the mineral projects are enhanced in the future, an assessment of the recoverable amount of the projects will be performed at that time, which may lead to a reversal of part or all of the impairment that has been recognized.

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Trudeau gold property

The Trudeau gold property is a gold-focused polymetallic exploration project, located approximately 35 kilometres northwest of the city of Rouyn-Noranda, Québec. The property was held 100% by Century Metals Inc. (“CMI”), formerly a wholly-owned subsidiary of the Company.

As at March 31, 2020, exploration and evaluation assets of the Trudeau gold property was classified as assets held for sale. On June 3, 2020, the property was derecognized upon the completion of CMI’s reverse takeover transaction. For details, please refer to note 30.

12. Property, plant and equipment

	Land \$	Drilling & field equipment \$	Camp and properties \$	Leasehold improvements, furniture & fixtures \$	Computer & office equipment \$	Vehicles \$	Total \$
<u>Cost</u>							
Balance - March 31, 2019	137,177	971,427	2,115,000	428,124	464,835	99,948	4,216,511
Additions	-	-	-	-	6,393	954	7,347
Disposals	-	-	-	(109,923)	(87,614)	(60,146)	(257,683)
Transfer to investment property (note 13)	-	-	(965,170)	(70,229)	-	-	(1,035,399)
Exchange differences	-	-	(64,281)	(2,346)	4,272	(1,088)	(63,443)
Balance - March 31, 2020	137,177	971,427	1,085,549	245,626	387,886	39,668	2,867,333
Additions	-	-	-	5,314	12,951	-	18,265
Disposals	-	(225,450)	(89,468)	(8,892)	(63,798)	-	(387,608)
Exchange differences	-	-	-	(11,960)	(14,034)	-	(25,994)
Balance - March 31, 2021	137,177	745,977	996,081	230,088	323,005	39,668	2,471,996
<u>Accumulated depreciation and impairment</u>							
Balance - March 31, 2019	100,000	971,427	1,139,372	188,480	386,290	76,883	2,862,452
Depreciation	-	-	21,185	44,534	36,035	2,642	104,396
Disposals	-	-	-	(55,877)	(50,063)	(39,686)	(145,626)
Transfer to investment property (note 13)	-	-	(71,147)	(3,229)	-	-	(74,376)
Exchange differences	-	-	(3,861)	3,407	5,877	(171)	5,252
Balance - March 31, 2020	100,000	971,427	1,085,549	177,315	378,139	39,668	2,752,098
Depreciation	-	-	-	37,944	9,091	-	47,035
Disposals	-	(225,450)	(89,468)	(6,750)	(63,344)	-	(385,012)
Exchange differences	-	-	-	(10,332)	(12,982)	-	(23,314)
Balance - March 31, 2021	100,000	745,977	996,081	198,177	310,904	39,668	2,390,807
<u>Net book value</u>							
Balance - March 31, 2021	37,177	-	-	31,911	12,101	-	81,189
Balance - March 31, 2020	37,177	-	-	68,311	9,747	-	115,235

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13. Investment property

	2020 \$
<u>Cost</u>	
Balance – April 1, 2019	-
Transfer from property, plant and equipment (note 12)	1,035,399
Exchange differences	72,358
	<hr/>
Balance – March 31, 2020	1,107,757
Exchange differences	(41,987)
	<hr/>
Balance – March 31, 2021	1,065,770
	<hr/>
<u>Accumulated depreciation and impairment</u>	
Balance – April 1, 2019	-
Transfer from property, plant and equipment (note 12)	74,376
Depreciation	7,591
Exchange differences	5,535
	<hr/>
Balance – March 31, 2020	87,502
Depreciation	31,027
Exchange differences	(3,827)
	<hr/>
Balance – March 31, 2021	114,702
	<hr/>
<u>Net book value</u>	
Balance – March 31, 2021	951,068
	<hr/>
Balance – March 31, 2020	1,020,255
	<hr/>

The Group's investment property is a commercial office premise located at Wuhan, China. During the year ended March 31, 2020, the Group ceased to occupy its office property at Wuhan and rented it out to a third party under an operating lease, please refer to note 16 for details of the lease. Accordingly, the Group transferred the office premise from property, plant and equipment to investment property, and applied the cost model to account for it.

Rental income derived from the Group's investment property amounted to \$36,037 (2020: \$9,457). Direct operating expenses arising from the investment property, which generated rental income during the year, amounted to \$3,453 (2020: \$28,208).

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14. Investment in a joint venture

The Group's investment in Labec Century is as follows:

	\$
Balance – March 31, 2019	7,708,819
Share of profit of Labec Century	31,376
Impairment	<u>(360,000)</u>
Balance – March 31, 2020	7,380,195
Share of loss of Labec Century	(792)
Derecognition upon the Acquisition (note 31)	<u>(7,379,403)</u>
Balance – March 31, 2021	<u>-</u>

The financial information of Labec Century up to the date of the Acquisition on November 19, 2020 is summarized as follows:

	March 31, 2021 \$'000	March 31, 2020 \$'000
Assets		
Current assets*	-	11,032
Non-current assets	-	8,801
Liabilities		
Current liabilities	-	6,887
Non-current liabilities	-	-

* Includes cash and cash equivalents of

	-	10,355
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	Years ended March 31,	
	2021 \$'000	2020 \$'000
Profit/(loss) from continuing operations	(1)	52
Total comprehensive income/(loss)	(1)	52

Prior to the Acquisition, the Company owned a 60% interest in Labec Century. The principal activities of Labec Century were to explore and develop the Attikamagen properties. Since January 1, 2016, Labec Century reduced its exploration activities to claims maintenance only to preserve cash for the iron ore market to recover in the future. The principal place of business is in the Province of Québec, Canada. Labec Century was the sole owner of the Attikamagen properties.

On November 19, 2020, the Group completed the Acquisition and acquired from WISCO ADI its 40% joint venture interest in Labec Century. As a result of the transaction, Labec Century becomes a wholly-owned subsidiary of the Company. For details, please refer to note 31.

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15. Trade and other payables

	2021	2020
	\$	\$
Trade payables (i)	304,989	622,346
Other payables and accruals	1,291,215	1,208,551
	<u>1,596,204</u>	<u>1,830,897</u>

The carrying amounts of trade and other payables are considered to be the same as their fair values due to their short-term nature.

(i) Trade payables are non-interest bearing and are generally paid within 30 to 60 days.

16. Leases

The Group as a lessor

During the year ended March 31, 2018, the Group has entered into certain lease arrangements to lease out two drills for terms of 4 years until 2022. Pursuant to the lease agreements, the lessee shall pay to the Group an initial payment before delivery of the drills and monthly payments over the lease term. At the end of the lease, the lessee can purchase the drills by paying a purchase price. Alternatively, the lessee can exercise an early buyout option to purchase the drills by making a lump sum payment to the Group equal to the total of the remaining unpaid monthly payments and the purchase price. The leases qualified as finance lease arrangements.

The Group's lease receivable as of the balance sheet date is as follows:

	Minimum lease payments		Present value of minimum lease payments	
	2021	2020	2021	2020
	\$	\$	\$	\$
Lease receivable				
Within 1 year	38,444	80,909	37,525	75,068
Between 1 and 2 years	-	48,186	-	47,095
Between 2 and 3 years	-	-	-	-
More than 3 years	-	-	-	-
	<u>38,444</u>	<u>129,095</u>	<u>37,525</u>	<u>122,163</u>
Less: unearned finance income	(919)	(6,932)	-	-
Lease receivable	<u>37,525</u>	<u>122,163</u>	<u>37,525</u>	<u>122,163</u>

The Group has entered into an operating lease on its investment property, as detailed in note 13, for a term of 1 year. As of March 31, 2021, undiscounted lease payments to be received within 1 year under the operating lease is \$31,210 (2020: \$35,893).

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The Group as a lessee

During the year, the Group leased certain office and storage premises under operating leases for terms of 2 to 10 years. The right-of-use assets of these underlying building assets as of the balance sheet date are as follows:

	2021	2020
	\$	\$
Right-of-use assets		
<u>Net book value</u>		
Balance at beginning of year	365,375	312,066
Additions on lease inception	-	283,030
Lease modifications	2,730	(11,967)
Amortization	(228,695)	(230,356)
Exchange differences	(14,206)	12,602
	<u>125,204</u>	<u>365,375</u>
Balance at end of year	125,204	365,375

The Group's lease liabilities as of the balance sheet date is as follows:

	2021	2020
	\$	\$
Lease liabilities		
Within 1 year	143,686	260,699
Between 1 and 2 years	9,014	146,099
Between 2 and 3 years	-	8,838
More than 3 years	-	-
	<u>152,700</u>	<u>415,636</u>
	152,700	415,636

Movement of lease liabilities during the year is as follows:

	2021	2020
	\$	\$
Lease liabilities		
Balance at beginning of year	415,636	372,213
Additions	-	283,030
Lease modifications	2,730	(11,967)
Accretion of interest	14,103	22,612
Lease payments	(265,363)	(263,080)
Exchange differences	(14,406)	12,828
	<u>152,700</u>	<u>415,636</u>
Balance at end of year	152,700	415,636

During the year, total cash outflows incurred for leases amounted to \$272,410 (2020: \$296,744). Interest expense of \$14,103 (2020: \$22,612) was incurred on lease liabilities. Lease expenses of short-term operating leases and low-value assets charged to profit or loss were nil and \$7,047 (2020: \$26,582 and \$7,082) respectively. There were no variable lease payments charged to profit or loss.

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As of the balance sheet date, there were no commitment for short-term leases not accounted for as lease liabilities, and there were no material future cash outflows to which the Group is potentially exposed that are not reflected in the measurement of lease liabilities.

17. Deferred tax

	2021	2020
	\$	\$
Deferred tax assets		
Tax losses	58,642	86,027

An analysis of deferred tax recognized in the consolidated financial statements and its movement during the year is as follows:

	Tax losses
	\$
Deferred tax assets	
Balance – March 31, 2019	-
Credited to profit or loss (note 27)	80,333
Exchange differences	5,694
Balance – March 31, 2020	86,027
Charged to profit or loss (note 27)	(18,675)
Exchange differences	(8,710)
Balance – March 31, 2021	58,642

Significant components of the Group's deductible temporary differences or unused tax losses for which no deferred tax assets have been recognized are summarized below:

	2021	2020
	\$	\$
Non-capital loss carry-forwards (expires between 2022 and 2041)	45,284,073	33,948,823
Investment tax credits (expires between 2030 and 2034)	4,404,518	1,950,445
Exploration and evaluation assets	51,769,356	2,034,858
	101,457,947	37,934,126

Deferred tax assets have not been recognized in respect of these items because it is not probable that future taxable profit will be available against which the Group can utilize benefits therefrom.

As of March 31, 2020, deferred tax had not been recognized on the temporary difference arising from the Company's investment in a joint venture for which the Company was able to control the timing of the reversal of the temporary difference, and it was probable that the temporary difference would not reverse in the foreseeable future. Such temporary difference amounted to approximately \$31,376 as of March 31, 2020.

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18. Assets and liabilities of disposal group classified as held for sale

On September 23, 2019, CMI entered into a letter of intent with Reyna Silver Corp. (“Reyna Silver”) to acquire all the issued and outstanding share capital of Reyna Silver, which mainly owns two silver exploration properties in Mexico. The acquisition of Reyna Silver is a reverse takeover under Policy 5.2 of the Toronto Stock Exchange.

On March 20, 2020, CMI entered into an acquisition and amalgamation agreement with Reyna Silver and 1244916 B.C. Ltd., a wholly owned subsidiary of CMI, to acquire all the issued and outstanding share capital of Reyna Silver.

On June 3, 2020, CMI completed the acquisition transaction with Reyna Silver. Upon completion of the transaction, the Group has lost the control of CMI and retains an interest of 3.67% in it, for details please refer to note 30.

The following assets and liabilities of CMI were reclassified as held for sale as at 31 March 2020:

	\$
Assets classified as held for sale	
Cash and cash equivalents	2,426,767
Sales taxes and other taxes recoverable	24,475
Exploration and evaluation assets	<u>627,772</u>
	<u>3,079,014</u>
Liabilities directly associated with assets classified as held for sale	
Other payables	<u>1,565,754</u>
Net assets directly associated with the disposal group	<u>1,513,260</u>

19. Share capital

Authorized

Prior to the Continuation, authorized share capital was unlimited number of common shares, with no par value. Upon the Continuation on February 1, 2016, authorized share capital was changed to 5,000,000,000 ordinary shares, with \$0.001 par value each.

Issued and fully paid

At March 31, 2021, the Company had 98,504,571 ordinary shares issued and outstanding, representing an amount of \$117,057,236. The changes in issued share capital for the year are as follows:

	Number of shares	\$
Balance – March 31, 2020 and 2021	<u>98,504,571</u>	<u>117,057,236</u>

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20. Share-based compensation arrangements

	2021 \$	2020 \$
Share options expense:		
Share options issued by the Company	468,531	28,793
Share options issued by CMI	-	47,345
	<u>468,531</u>	<u>76,138</u>

The Group has adopted an equity incentive plan (the “Plan”) which is administered by the Board of Directors of the Group. The Plan provides that the Board of Directors of the Group may from time to time, at its discretion and in accordance with TSX requirements, grant to directors, officers, employees and consultants to the Group, options to purchase shares and other forms of equity-based incentive compensation, provided that the number of shares issued and reserved for issuance will not exceed 15% of the issued and outstanding shares.

Share options issued by the Company

Share options granted under the Plan are exercisable for a period of up to 5 years or 10 years from the date of grant. Options issued pursuant to the Plan will have an exercise price determined by the directors of the Group provided that the exercise price shall not be less than the price permitted by the TSX.

On February 10, 2021, the Company granted 3,040,000 share options to its directors, officers, employees and consultants. The fair value of the options granted has been estimated at the date of grant using the Black-Scholes option pricing model, using the following assumptions: an average risk-free interest rate of 0.87%, dividend yield of 0%, volatility of 72.16% and an expected life of 10 years. 2,470,000 share options are fully vested upon grant. The fair value of the options granted based on the model is \$0.19 per unit.

The share options outstanding as of March 31, 2021 are as follows:

	Number of options	Weighted average exercise price \$
Balance – March 31, 2019	8,717,500	0.30
Forfeited	<u>(165,000)</u>	0.35
Balance – March 31, 2020	8,552,500	0.30
Granted	<u>3,040,000</u>	0.25
Balance – March 31, 2021	<u>11,592,500</u>	0.29

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The exercise prices and exercise periods of the share options outstanding as of March 31, 2021 are as follows:

Number of options	Exercise price \$	Exercise period
4,067,500	0.345	March 9, 2015 to March 8, 2025
300,000	0.345	June 1, 2015 to May 31, 2025
100,000	0.345	November 11, 2015 to November 10, 2025
195,000	0.345	February 5, 2016 to February 4, 2026
3,240,000	0.22	August 4, 2016 to August 3, 2026
650,000	0.345	June 23, 2017 to June 22, 2027
<u>3,040,000</u>	0.25	February 10, 2021 to February 9, 2031
<u>11,592,500</u>		

As of the balance sheet date, the weighted average remaining contractual life of the outstanding share options is 6 years, and 11,022,500 options are vested and exercisable.

Share awards issued by the Company

Under the Plan, the Board may grant awards of share units subject to vesting and other terms and conditions at its discretion as to performance, milestones, other internal or external conditions, or length of the grantee's employment or service provision. The Board shall also determine at its discretion, at any time before or after vesting until actual settlement, whether payment under the share units will be made in shares, cash, securities or other property, or a combination thereof.

Share units outstanding under the Plan are shown as follows:

	Time-based (i)	Operational (ii)	Financial (iii)	Number of share units	Weighted average fair value at the measurement date \$
Balance – March 31, 2019	-	9,750	9,750	19,500	0.40
Expired	-	(9,750)	(9,750)	(19,500)	0.40
Balance – March 31, 2020 and 2021	-	-	-	-	

The share units have been allocated to the grantees under three types of vesting conditions: time-based targets, operational targets and financial targets.

- (i) **Time-based target:** the share units will be fully vested if the individual grantee is still employed by the Company on the third anniversary of the grant date.
- (ii) **Operational target:** the share units will be vested upon the achievement of certain mining and exploration-related targets set out by the Board. The actual amount of share units to be vested under these operational targets will vary depending on the level of performance relative to the targets based on an award multiplier of 0% to 200%. The vesting date of the share units will be the earlier of: five years from the grant date or the achievement dates of the respective operational targets. Management estimated that the period of vesting would occur between November 2018 and March 2020.

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- (iii) **Financial target:** the share units will be vested if the two-year average annualized cash costs of iron ore produced and shipped for the projects of the Company or under its joint arrangements meet certain target set out by the Board and the two-year earnings before interest, taxes, depreciation and amortization (EBITDA) of the projects is positive. The actual amount of share units to be vested under the financial target will vary depending on the level of performance relative to the target based on an award multiplier of 0% to 200%. The vesting date of the share units will be the earlier of: five years from the grant date or the achievement date of the financial target. Management estimated that the period of vesting would occur between November 2018 and March 2020.

The fair value of the share units granted was estimated based on the market price of the Company's shares on the date of grant.

Share options issued by CMI

During the year ended March 31, 2020, CMI operated a share option scheme (the "CMI Scheme") for the purpose of providing incentives and rewards to eligible participants who contributed to the success of CMI's operations. Eligible participants of the CMI Scheme included the directors, employees and consultants of CMI.

On September 13, 2019, CMI granted 1.7 million share options under the CMI Scheme (the "CMI Options") to its directors and officers. Each of these CMI Options is (i) fully vested upon grant, and (ii) exercisable at the exercise price determined as the closing price of CMI on the trading day 24 hours after the announcement of the signing of the letter of intent between CMI and Reyna Silver in relation to the acquisition of all the issued and outstanding share capital of Reyna Silver, as further detailed in note 18.

The fair value of the CMI Options had been estimated using the Black-Scholes model by considering the following key assumptions: risk-free interest rate 1.5%, exercise price and stock price of \$0.03 per share, volatility 99%, estimated dividend 0%, estimated forfeiture 0% and expected life option of 10 years. The CMI Options were exercisable for a period of up to 10 years from the date of grant. The fair value calculated based on the model was \$0.03 per share option.

The CMI Options outstanding as of March 31, 2020 were as follows:

	Number of options	Weighted average exercise price \$
Balance – March 31, 2019	-	-
Granted	<u>1,700,000</u>	0.03
Balance – March 31, 2020	<u>1,700,000</u>	0.03

The exercise prices and exercise periods of the CMI Options outstanding as of March 31, 2020 were as follows:

Number of options	Exercise price \$	Exercise period
<u>1,700,000</u>	0.03	September 13, 2019 to September 13, 2029

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As at March 31, 2020, the weighted average remaining contractual life of the outstanding CMI Options was 9.5 years, and all the 1,700,000 options were vested and exercisable.

21. Special warrant reserve

	Number of special warrants	\$
Balance – March 31, 2019	5,798,999	347,940
Conversion of CMI’s special warrant certificates	<u>(5,798,999)</u>	<u>(347,940)</u>
Balance – March 31, 2020 and 2021	<u>-</u>	<u>-</u>

On March 8, 2018, CMI offered to investors to subscribe for its special warrants at a subscription price of \$0.06 per unit (the “Special Warrant Private Placement”). On July 9, September 7 and November 2, 2018, CMI has completed three tranches of the Special Warrant Private Placement and issued 4,531,999, 1,263,000 and 1,267,000 special warrant certificates for gross proceeds of approximately \$271,920, \$75,780 and \$76,020, respectively. In total, CMI has issued 7,061,999 special warrants for aggregate proceeds of approximately \$423,720. No broker or finder fees were paid on these private placement exercises.

On March 7, 2019, 1,263,000 special warrant certificates issued on September 7, 2018 were converted automatically into 1,263,000 common shares of CMI upon reaching the six-month anniversary of the issuance of the special warrants. On April 4, 2019, the remaining 5,798,999 special warrant certificates of CMI were converted automatically into 5,798,999 common shares of CMI upon the prospectus qualification of CMI’s common shares.

On May 27, 2019, the Company announced that May 31, 2019 was set as the record date for the spin-out transaction of CMI. The spin-out of CMI would happen in the form of a distribution of shares of CMI to the Company’s shareholders other than those residing in Quebec and the United States, who would receive cash instead of shares. All of the Company’s shareholders of record at the close of business on the record date would be entitled to receive one CMI’s share for every 9.851 Company’s shares held. For those shareholders who would receive cash instead of shares, the CMI’s shares they entitled would be delivered to a custodian for sale in the open market following the distribution, and the net cash proceeds would be delivered to them, net of any withholding taxes (if any). The distribution was completed on June 12, 2019. After the spin-out transaction, the Company still maintains a 50.2% controlling ownership in CMI.

On June 17, 2019, CMI began trading on the TSX Venture Exchange under the stock symbol CMET.

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22. Partly-owned subsidiaries with material non-controlling interests

Details of the Group's subsidiaries that have material NCI are set out below:

	2021	2020
Percentage of equity interest held by NCI on March 31:		
CFIHL and CFCL	15.0%	-
CMI	-	49.8%
CXJWH	-	-
	<hr/>	<hr/>
	2021	2020
	\$	\$
Profit/(loss) for the year allocated to NCI:		
CFIHL and CFCL	683	-
CMI	265,595	(182,877)
CXJWH	-	(33,568)
Dividends paid to NCI:		
CFIHL and CFCL	-	-
CMI	-	-
CXJWH	-	-
Accumulated NCI:		
CFIHL and CFCL	210,650	-
CMI	-	607,038
CXJWH	-	-
	<hr/>	<hr/>

During the year ended March 31, 2020, the Group had disposed of the subsidiary CXJWH, for details, please refer to note 30.

On June 3, 2020, CMI completed the acquisition transaction with Reyna Silver. Immediately after the transaction, the Group has lost the control of CMI and retained an interest of 3.67% in it, and the Group is deemed to have disposed of CMI after the transaction. For details please refer to note 30.

On March 1, 2021, CFIHL entered into an agreement with three individuals to subscribe 1,500 shares (at a price of HK\$1,000 per share), resulting in the recognition of 15% NCI of CFIHL and CFCL, a wholly-owned subsidiary of CFIHL. A portion of shares were allotted to related parties. For more information refer to note 32.

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Set out below is summarised financial information of the above subsidiaries. The amounts disclosed are before any inter-company eliminations, and are up to the date of disposal for the subsidiaries CMI and CXJWH.

	CFIHL and CFCL		CMI		CXJWH	
	2021	2020	2021	2020	2021	2020
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Assets						
Current assets	3,985	-	-	2,451	-	-
Non-current assets	63	-	-	1,477	-	-
Liabilities						
Current liabilities	2,656	-	-	1,566	-	-
Non-current liabilities	-	-	-	1,144	-	-
Revenue	8,803	-	585	-	-	158
Net profit/(loss) for the year	227	-	533	(388)	-	(111)
Other comprehensive income for the year	-	-	-	-	-	-
Total comprehensive income/(loss) for the year	227	-	533	(388)	-	(111)
Cashflows from operating activities	(1,429)	-	(21)	(79)	-	(77)
Cashflows from investing activities	-	-	(18)	-	-	(1)
Cashflows from financing activities	1,631	-	-	1,492	-	58
Net change in cash and cash equivalents	202	-	(39)	1,413	-	(20)

23. Revenue

During the year, the Group's revenue arose from the distribution of food and the provision of food service. An analysis of the Group's revenue from contracts with customers by type of goods or services is provided in note 7. All of the Group's sales revenue were derived from China (including Hong Kong) and were recognized according to accounting policy as described in note 3.

24. Other income

	2021	2020
	\$	\$
Marketing service income	110,138	44,878
Bank and other interest income	43,765	58,152
Recovery of bank deposit (i)	-	130,000
Dividend income	-	2,357
Other income	327,356	43,671
	<u>481,259</u>	<u>279,058</u>

- (i) In July 2019, the Company has recovered \$130,000 of the \$350,000 bank deposit loss occurred in March 2019 and reported in the Company's audited consolidated annual financial statements for the year ended March 31, 2019. These incidents have resulted in a total net loss of \$220,000 (principal amount) to the Company (excluding lost interest and legal fees).

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25. Administrative expenses

	2021	2020
	\$	\$
Salaries, pension and directors' fees	3,471,925	3,131,012
Consulting and professional fees	624,175	1,382,234
General office expenses	249,666	505,302
Travel	10,890	119,980
Corporate promotion and listing fees	69,040	90,621
Depreciation and amortization	300,822	336,408
	<u>4,726,518</u>	<u>5,565,557</u>

26. Other losses

During the year ended March 31, 2020 and after a few years of test piloting a restaurant and food services operation in mainland China following the start-up of the Hong Kong food distribution business, the Group determined that permanent closure of the mainland China operations was appropriate to allow management to allocate resources and to focus on the Hong Kong food distribution business and its continued success in generating revenue and profit. The significant impact of Covid-19 in the Chinese economy, especially in Wuhan, confirmed management's decision. As a result, the Group has written off the prepayments and inventories relating to its mainland China operations amounting to \$905,697.

27. Income tax

	2021	2020
	\$	\$
Current tax	-	-
Deferred tax		
Origination and reversal of temporary differences (note 17)	<u>(18,675)</u>	80,333
Income tax recovery/(charge)	<u>(18,675)</u>	80,333

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The Company's tax residency is in Hong Kong and is subject to income tax at Hong Kong applicable rate of 16.5%. Significant items causing the Group's effective income tax rate to differ from Hong Kong applicable rate of 16.5% (2020: 16.5%) are as follows:

	2021	2020
	\$	\$
Loss before income taxes	(1,744,036)	(5,675,386)
Expected income tax recovery at applicable rate	287,766	936,439
Different tax rates in other jurisdictions	15,159	(42,510)
Expenses not deductible for tax	(216,298)	(308,522)
Tax losses and other deductible temporary differences not recognized	(108,367)	(631,040)
Utilization of tax losses previously not recognized	3,065	45,633
Tax losses recognized/(utilized)	-	80,333
Income tax recovery/(charge)	(18,675)	80,333

The Canadian, Hong Kong and Chinese tax rates for the fiscal year 2021 are 26.50% (2020: 26.50%), 16.5% (2020: 16.5%) and 25% (2020: 25%), respectively. The tax rates are different due to the different locations of each entity of the group.

28. Net loss per share attributable to owners of the Company

The basic net loss per share calculated amount is the same as the fully diluted net loss per share amount as the Company's share-based compensation plans and warrants are anti-dilutive.

29. Dividends

	2021	2020
	\$	\$
Dividends on ordinary shares declared and settled	-	599,964

On May 27, 2019, the Company announced the detailed plan of the spin-out transaction of CMI, which would happen in the form of a distribution of shares of CMI to the Company's shareholders other than those residing in Quebec and the United States, who would receive cash instead of shares. The distribution was completed on June 12, 2019, with 9,999,406 shares of CMI at a fair value of \$0.06 per share being distributed to the Company's shareholders. For details of the spin-out transaction of CMI, please refer to note 21.

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30. Disposal of subsidiaries

Disposal of a subsidiary – CMI

On June 3, 2020, CMI, the Company's subsidiary engaging in the exploration of mineral properties located in the Province of Québec, Canada, completed the acquisition of all the issued and outstanding shares of Reyna Silver. Upon closing of the transaction, CMI changed its name to Reyna Silver Corp., and the majority of the entity's outstanding shares is owned by the former shareholders of Reyna Silver, while the Group retained an interest of 3.67%. As a result, the Group is deemed to have disposed of CMI after the transaction. Subsequent to the transaction, the Group accounted for its interest in CMI as an investment designated as at FVTOCI, and classified it as marketable securities in the consolidated statement of financial position as at March 31, 2021.

The carrying values of the assets and liabilities disposed of, and the gain on disposal of the subsidiary are summarized as follows:

	\$
Net assets disposed of:	
Cash	2,388,234
Sales taxes and other taxes recoverable	30,076
Exploration and evaluation assets	641,259
Accounts payable and accrued liabilities	<u>(1,667,113)</u>
	<u>1,392,456</u>
Fair value of the remaining interest in CMI deemed as consideration received	1,528,968
Accounts receivable from CMI that was eliminated on consolidation previously	595,413
Net assets disposed of	(1,392,456)
Non-controlling interest	<u>822,651</u>
Gain on disposal of a subsidiary	<u>1,554,576</u>

The net cash outflow from the disposal of a subsidiary is analyzed as follows:

	\$
Cash disposed of	<u>2,388,234</u>

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Disposal of a subsidiary – CXJWH

During the year ended March 31, 2020, the Group had disposed of its subsidiary CXJWH which carried out food service operations in China. The carrying values of the assets and liabilities disposed of, and the gain on disposal of the subsidiary were summarized as follows:

	\$
Net liabilities disposed of:	
Cash	9,994
Accounts receivable	12,849
Inventory	3,069
Fixed assets	14,746
Accounts payable and accrued liabilities	<u>(234,215)</u>
	<u>(193,557)</u>
Consideration receivable	25,705
Net liabilities disposed of	193,557
Non-controlling interest	(198,642)
Foreign currency translation reserve	<u>25,905</u>
Gain on disposal of subsidiary	<u>46,525</u>

The net cash outflow from the disposal of its subsidiary CXJWH was analyzed as follows:

	\$
Consideration receivable	25,705
Cash disposed of	<u>(9,994)</u>
Net cash inflow on the disposal of a subsidiary	<u>15,711</u>

31. Acquisition of assets

On November 19, 2020, the Group completed the Acquisition and acquired from WISCO ADI its joint venture interests in the Attikamagen and the Sunny Lake properties which include the following:

- (i) a 40% interest in Labec Century, the joint venture company for the Attikamagen properties;
- (ii) a 40% interest in Century Sunny Lake, the legal trustee of the Sunny Lake properties; and
- (iii) a 18.9% interest in the Sunny Lake properties.

The Acquisition was completed through the facilities of the Shanghai United Assets and Equity Exchanges. As a result of the completion of the Acquisition, the Group's joint venture agreements with WISCO ADI for the Attikamagen and Sunny Lake iron ore projects have been terminated and the Group is now the owner of a 100% interest in each of these projects through its wholly-owned subsidiaries. The consideration for the Acquisition comprised (i) a cash consideration of \$1.17 million; and (ii) the assumption by the Group of WISCO ADI's net payable amounting to \$4,220,493, which included a payable of \$5,780,884 by WISCO ADI to Century Sunny Lake, net of a receivable of \$1,560,391 by WISCO ADI from Labec Century.

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The following table summarizes the final allocation of total consideration to assets acquired and liabilities assumed:

	\$
Cash	1,170,000
Assumption of WISCO ADI's net payable	<u>4,220,493</u>
Total purchase consideration	5,390,493
Existing net carrying amount of the Group's investment in the joint venture (note 14)	<u>7,379,403</u>
Total accumulated costs for Labec Century, Century Sunny Lake and Sunny Lake properties	<u>12,769,896</u>
Cash and bank balances	9,343,582
Other receivables	16,136
Sales taxes and other taxes recoverable	39,084
Prepayment and deposits	767
Exploration and evaluation assets (note 11)	6,532,071
Accounts payable, accrued liabilities and sales taxes and other taxes payable	<u>(3,161,744)</u>
Total assets acquired and liabilities assumed, net	<u>12,769,896</u>

The Group applied a cost accumulation approach and determined the amount of assets acquired and liabilities assumed by using accumulated costs of all purchases.

An analysis of the cash flows in respect of the acquisition of the subsidiaries is as follows:

	\$
Cash consideration	(1,170,000)
Cash and bank balances acquired	<u>9,343,582</u>
Net cash inflow on the acquisition of subsidiaries	<u>8,173,582</u>

Since the Acquisition, Labec Century and Century Sunny Lake contributed approximately \$123,000 to the Group's consolidated loss for the year ended March 31, 2021. No revenue was contributed by these subsidiaries during the year. Had the combination taken place at the beginning of the year, the loss of the Group for the year would have been approximately \$792,000.

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32. Related party transactions

- (a) In addition to transactions detailed elsewhere in the consolidated financial statements, the Group has the following related party transactions:
- (i) During the year ended March 31, 2021, the receivable from Labec Century has been fully settled and Labec Century has become a wholly-owned subsidiary of the Group after the Acquisition as detailed in note 31. As of March 31, 2020, the Group had accounts receivable of \$4,309,865 from Labec Century. The balance mainly comprised exploration expenditure at the Joyce Lake property and the Hayot Lake property incurred and paid by the Group on behalf of Labec Century after Labec Century became the Group's joint venture. The balance was repayable upon request.
 - (ii) During the year ended March 31, 2021, the receivable from Century Sunny Lake has been fully settled and Century Sunny Lake has become a wholly-owned subsidiary of the Group after the Acquisition as detailed in note 31. As of March 31, 2020, the Group had accounts receivable of \$3,210,771 from Century Sunny Lake. The balance comprised exploration expenditure at the Black Bird property and the Full Moon property incurred and paid by the Group on behalf of Century Sunny Lake. The balance was repayable upon request.
 - (iii) As of March 31, 2021, the Group had accounts receivable of \$88,853 (2020: \$193,578) from management for an advance for business purpose.
 - (iv) On November 19, 2020, the Group acquired from WISCO ADI its joint venture interests in the Attikamagen and Sunny Lake properties. For details, please refer to note 31.
 - (v) On March 1, 2021, 700 shares representing an interest of 7% were allotted by CFIHL to the Group's officers for a cash consideration of approximately \$114,000. For more information, please refer to note 22.
- (b) The remuneration of the Group's directors and officers during the year is summarized below:

	2021	2020
	\$	\$
Salaries and directors' fees	1,449,242	1,167,700
Share-based compensation expenses	246,526	19,220
	<u>1,695,768</u>	<u>1,186,920</u>

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33. Financial risk management

The Group's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk including interest rate risk, foreign currency exchange risk and capital market risk.

Risk management is carried out by the Group's management team with guidance from the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

The Group's financial assets and financial liabilities have been classified into categories that determine their basis of measurement. As at March 31, 2021 and 2020, the Group's financial instruments are comprised of cash and cash equivalents, short term bank deposits, marketable securities, investment in other equity instruments, trade and other receivables, trade and other payables. With the exception of cash and cash equivalents, marketable securities and investment in other equity instruments, all other financial instruments of the Group are measured at amortized cost.

The following table shows the carrying values, fair values and fair value hierarchy of the Group's financial instruments that are measured at fair value as at March 31, 2021 and 2020:

	Level	March 31, 2021		March 31, 2020	
		Carrying value \$	Fair value \$	Carrying value \$	Fair value \$
Marketable securities	1	1,609,750	1,609,750	204,547	204,547
Investment in other equity instruments	3	75,297	75,297	70,306	70,306
		<u>1,685,047</u>	<u>1,685,047</u>	<u>274,853</u>	<u>274,853</u>

Fair values of financial instruments are determined by valuation methods depending on hierarchy levels as defined below:

Level 1 – Quoted market price in active markets for identical assets or liabilities.

Level 2 – Inputs other than quoted market prices included within Level 1 that are observable for the assets or liabilities, either directly (i.e. observed prices) or indirectly (i.e. derived from prices).

Level 3 – Inputs for the assets or liabilities are not based on observable market data.

The movements in fair value measurements within Level 3 are as follows:

	2021 \$	2020 \$
Balance – Beginning of year	70,306	66,442
Purchases	12,692	-
Exchange differences	<u>(7,701)</u>	<u>3,864</u>
Balance – End of year	<u>75,297</u>	<u>70,306</u>

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Credit risk

Credit risk is the risk of loss associated with counterparty's inability to fulfill its payment obligations. The Group's credit risk is primarily attributable to cash, marketable securities and receivables. Cash and cash equivalents and short term bank deposits are held with major banks, and marketable securities are held with a reputable securities broker with investment guidelines set by management which are intended to limit credit risk. The Group's receivables mainly represented trade receivables arising from the Group's food distribution business in Hong Kong. Management believes the risk of loss to be minimal.

The Group measures the loss allowance for trade receivables at an amount equal to lifetime ECL. The expected credit losses on trade receivables are estimated using a provision matrix by reference to past default experience of the debtor and an analysis of the debtor's current financial position, adjusted for factors that are specific to the debtors, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date. The Group has recognised a loss allowance of 100% against all trade receivables over one year past due because historical experience has indicated that these receivables are generally not recoverable. No provision has been made for trade receivables that are past due for less than one year as these receivables are generally recoverable based on historical experience.

The Group writes off a trade receivable when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or when the trade receivables are over two years past due, whichever occurs earlier. None of the trade receivables that have been written off is subject to enforcement activities.

Liquidity risk

The Group's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As of March 31, 2021, the Group has cash and cash equivalents and short-term bank deposits of \$11,634,712 (2020: \$3,687,125) to settle current liabilities other than those directly associated with assets held for sale of \$2,552,072 (2020: \$2,091,596). Most of the Group's financial liabilities have contractual maturities of 30 days or less and are subject to normal trade terms. The Group's objective for liquidity risk management is to maintain sufficient liquid financial resources to fund the consolidated balance sheets, pursue growth and development strategies, and to meet commitments and obligations in the most cost-effective manner possible. The Group achieves this by maintaining sufficient cash and cash equivalents and managing working capital. The Group monitors its financial position on a monthly basis at minimum.

The Group's operations may not generate sufficient cash flow to fund obligations. The Company may need to take additional measures to increase its liquidity and capital resources, including obtaining additional debt or equity financing, pursuing joint-venture arrangements, or other financing arrangements. The Group may experience difficulty in obtaining satisfactory financing terms and failure to obtain adequate financing on satisfactory terms could have a material adverse effect on the Group's results of operations or financial condition.

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Market risk

Market risk is the risk of loss that may arise from changes in market factors, such as interest rates and foreign currency exchange rates and the movement in capital markets.

(a) Interest rate risk

The Group has cash balances only and it has no interest bearing debt. The Group's current policy is to invest most of its excess cash in interest bearing accounts or term deposits with large reputable banks. The Group periodically monitors the investments it makes and is satisfied with the credit ratings of the banks holding the cash and short-term deposits of the Group. An absolute increase or decrease of 1% in the annual interest rate would not have a material impact on the net loss or equity at March 31, 2021.

(b) Foreign currency exchange risk

The Group's principal functional currencies are the Canadian Dollar and the Hong Kong Dollar. Sales revenue of the Group's food distribution business is mainly denominated in Hong Kong Dollar, while the major purchases of the business are denoted in US Dollar, Australian Dollar and Euro. The major expenses of the Group are transacted in Canadian Dollar and Hong Kong Dollar. The Group is also subject to exchange fluctuations arising from the translation of the foreign currency monetary items of the Group's overseas subsidiaries. In addition, the Group's marketable securities, if partially denominated in foreign currency, are subject to foreign currency exchange risk.

Management closely monitors the exchange fluctuations of the principal foreign currencies of the Group's food distribution business and uses means to lock up the foreign currency exchange rate of its purchases or transfers exchange differences to its customers to reduce the Group's foreign currency exposures. Management believes the foreign currency exchange risk derived from its other activities is low and therefore does not hedge the foreign currency exchange risk arising from these other activities.

(c) Capital market risk

The Group's current policy is to invest some portion of its excess cash in marketable securities, primarily shares of publicly listed mining companies. The Group sets investment guidelines, including pre-set targeted capital allocation and returns, exit and entry prices, and periodically monitors the investments it makes. The Group is satisfied with the financial and operating performance of the mining companies the Group invests in. An absolute increase or decrease of 5% in the investment return would not have a material impact on the net loss or equity at March 31, 2021.

34. Capital management

The Group considers its capital structure to consist of share capital, contributed surplus and deficit, which, as at March 31, 2021, amounted to \$21,145,751. When managing capital, the Group's objective is to ensure the entity continues as a going concern as well as to maintain optimal returns to the shareholders and benefits for other stakeholders. Management adjusts the capital structure, as necessary, in order to support the acquisition, exploration and development of its mineral properties. The Board of Directors does not establish a quantitative return on capital criteria for management but, rather, relies on the expertise of the Group's management team to sustain the future development of the business.

The Group is dependent on external financing to fund its strategic initiatives and exploration and project development activities in the long term. In order to carry out the business plan and pay for administrative costs, the Group will utilize its existing working capital and raise additional amounts when economic conditions permit it to do so.

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Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Group, is appropriate. The Group's capital management objectives, policies and processes have remained unchanged during the year ended March 31, 2021. The Group is not subject to externally imposed capital requirements.

35. Subsequent events

On May 14, 2021, the Company announced that its wholly owned subsidiary and special purpose vehicle, Joyce Direct Iron Inc. ("JDI") has raised A\$2.0 million through completion of a private placement ("Private Placement"). JDI is incorporated in the Province of British Columbia, Canada and is a 100% owner of the Joyce Lake DSO iron ore project (the "Project"). Under the Private Placement, JDI issued an aggregate of 20,000,010 common shares at a price of A\$0.10 per share, to a group of private investors, for gross proceeds of A\$2.0 million, reflecting a pre-money valuation of A\$20 million.

On May 21, 2021, one of the Project milestones was satisfied through the publication of the environmental impact statement ("EIS"), 30,000,000 performance preferred shares were converted into common shares on a "one-for-one" basis.

JDI now has outstanding an aggregate 250,000,010 common shares and 10,000,000 performance preferred shares. The Private Placement shares represent 8.0% of the outstanding common shares of JDI. Century has retained ownership of 230,000,000 common shares and the 10,000,000 performance preferred shares of JDI. Each performance preferred share is convertible into one common share upon completion of certain Project milestones.

After the Private Placement and the conversion of performance preferred shares, the Company retains a 92.0% controlling ownership in JDI and will continue to consolidate JDI.