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**POWER NICKEL INC.**  
**CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**THREE AND SIX MONTHS ENDED JUNE 30, 2023**  
**(EXPRESSED IN CANADIAN DOLLARS)**  
**(UNAUDITED)**

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**NOTICE TO READER**

The accompanying unaudited condensed consolidated interim financial statements of the Company have been prepared by and are the responsibility of management. The unaudited condensed consolidated interim financial statements have not been reviewed by the Company's auditors.

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**Power Nickel Inc.****Condensed Consolidated Interim Statements of Financial Position****(Expressed in Canadian Dollars)****(Unaudited)**

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<b>As at,</b>	<b>June 30, 2023</b>	<b>December 31, 2022</b>
<b>ASSETS</b>		
<i>Current</i>		
Cash	\$ 1,149,990	\$ 1,275,104
Amounts receivable	369,609	268,879
Prepaid expenses	449,607	407,443
<b>Total current assets</b>	<b>1,969,206</b>	<b>1,951,426</b>
<b>Non-current assets</b>		
Equipment (note 3)	7,667	9,019
<b>Total assets</b>	<b>\$ 1,976,873</b>	<b>\$ 1,960,445</b>
<b>LIABILITIES</b>		
<i>Current</i>		
Accounts payable and accrued liabilities (notes 10 and 12)	\$ 1,253,069	\$ 1,331,063
Due to related parties (note 10)	91,925	181,003
Flow-through liability (note 12)	1,636,353	1,198,392
Advances from shareholders (note 10)	7,000	7,000
<b>Total current liabilities</b>	<b>2,988,347</b>	<b>2,717,458</b>
Other liabilities (note 5)	55,464	55,464
<b>Total liabilities</b>	<b>3,043,811</b>	<b>2,772,922</b>
<b>SHAREHOLDERS' DEFICIENCY</b>		
Issued capital (note 6)	73,016,670	70,990,710
Contributed surplus (note 7)	2,654,135	1,974,028
Warrants (note 8)	2,605,290	2,212,080
Deficit	(79,343,033)	(75,989,295)
<b>Total shareholders' deficiency</b>	<b>(1,066,938)</b>	<b>(812,477)</b>
<b>Total liabilities and shareholders' deficiency</b>	<b>\$ 1,976,873</b>	<b>\$ 1,960,445</b>

**Nature of operations and going concern** (note 1)**Commitments and contingencies** (notes 4 and 12)**Subsequent events** (note 13)

The notes to the unaudited condensed consolidated interim financial statements are an integral part of these statements.

# Power Nickel Inc.

## Condensed Consolidated Interim Statements of Loss and Comprehensive Loss (Expressed in Canadian Dollars) (Unaudited)

	Three months ended June 30,		Six months ended June 30,	
	2023	2022	2023	2022
<b>Operating expenses</b>				
Administration fees (note 10)	\$ 62,255	\$ 93,755	\$ 175,000	\$ 181,255
Amortization (note 3)	676	966	1,352	1,932
Accretion, bank and interest (income) fees	(4,133)	35,499	(2,476)	68,463
Exploration expenditures (note 4)	837,353	56,864	2,184,462	181,009
Foreign exchange loss (gain)	27,337	(59,638)	161,586	(15,437)
Investor relations	895,913	246,788	1,555,898	600,661
Office and miscellaneous	12,858	17,231	22,848	29,366
Professional fees (note 10)	90,761	52,746	139,654	84,183
Share-based payments (note 7)	824,310	-	880,355	171,871
Transfer and regulatory	20,333	45,326	32,176	55,619
Travel, promotion and mining shows	43,046	73,687	54,495	80,047
<b>Total expenses before other items</b>	<b>(2,810,709)</b>	<b>(563,224)</b>	<b>(5,205,350)</b>	<b>(1,438,969)</b>
<b>Other items</b>				
Flow-through liability amortization	274,901	14,250	923,164	45,750
<b>Net loss and comprehensive loss for the period</b>	<b>\$ (2,535,808)</b>	<b>\$ (548,974)</b>	<b>\$ (4,282,186)</b>	<b>\$ (1,393,219)</b>
<b>Net loss and comprehensive loss per share</b>				
- basic and diluted (note 9)	\$ 0.02	\$ 0.01	\$ 0.03	\$ 0.02
<b>Weighted average number of common shares outstanding</b>				
- basic and diluted (note 9)	128,001,775	88,988,776	124,115,311	84,228,522

The notes to the unaudited condensed consolidated interim financial statements are an integral part of these statements.

# Power Nickel Inc.

## Condensed Consolidated Interim Statements of Cash Flows (Expressed in Canadian Dollars) (Unaudited)

	Six months ended June 30,	
	2023	2022
<b>Operating activities</b>		
Loss for the period	\$ (4,282,186)	\$ (1,393,219)
<i>Items not affecting cash:</i>		
Accrued interest and accretion	-	66,560
Amortization	1,352	1,932
Share-based payments	880,355	171,871
Flow-through liability amortization	(923,164)	(45,750)
<i>Changes in non-cash working capital items:</i>		
Amounts receivable	(100,730)	62,249
Prepaid expenses	(42,164)	(122,834)
Accounts payable and accrued liabilities	(77,994)	(158,113)
Due to related parties	(89,078)	127,247
<b>Net cash used in operating activities</b>	<b>(4,633,609)</b>	<b>(1,290,057)</b>
<b>Financing activities</b>		
Proceeds from private placements	4,810,000	-
Share issuance costs	(315,505)	-
Exercise of options	-	14,000
Exercise of warrants	14,000	1,053,169
<b>Net cash provided by financing activities</b>	<b>4,508,495</b>	<b>1,067,169</b>
<b>(Decrease) increase in cash</b>	<b>(125,114)</b>	<b>(222,888)</b>
<b>Cash, beginning of period</b>	<b>1,275,104</b>	<b>1,176,687</b>
<b>Cash, end of period</b>	<b>\$ 1,149,990</b>	<b>\$ 953,799</b>

The notes to the unaudited condensed consolidated interim financial statements are an integral part of these statements.

# Power Nickel Inc.

## Condensed Consolidated Interim Statements of Changes in Shareholders' Deficiency (Expressed in Canadian Dollars) (Unaudited)

	Common Shares		Contributed			
	Number	Amount	Surplus	Warrants	Deficit	Total
<b>Balance, December 31, 2021</b>	<b>84,785,773</b>	<b>\$ 68,376,098</b>	<b>\$ 1,706,007</b>	<b>\$ 1,290,088</b>	<b>\$ (72,059,136)</b>	<b>\$ (686,943)</b>
Share based compensation	-	-	171,871	-	-	171,871
Exercise of warrants	7,021,125	1,418,476	-	(365,307)	-	1,053,169
Exercise of options	100,000	24,170	(10,170)	-	-	14,000
Option expiry	-	-	(24,810)	-	24,810	-
Warrant expiry	-	-	-	(73,180)	73,180	-
Net loss for the period	-	-	-	-	(1,393,219)	(1,393,219)
<b>Balance, June 30, 2022</b>	<b>91,906,898</b>	<b>\$ 69,818,744</b>	<b>\$ 1,842,898</b>	<b>\$ 851,601</b>	<b>\$ (73,354,365)</b>	<b>\$ (841,122)</b>
<b>Balance, December 31, 2022</b>	<b>120,147,687</b>	<b>\$ 70,990,710</b>	<b>\$ 1,974,028</b>	<b>\$ 2,212,080</b>	<b>\$ (75,989,295)</b>	<b>\$ (812,477)</b>
Private placement	9,620,000	3,745,790	-	1,064,210	-	4,810,000
Flow-through liability	-	(1,361,125)	-	-	-	(1,361,125)
Share issuance costs	-	(315,505)	-	-	-	(315,505)
Broker warrants	-	(60,560)	-	60,560	-	-
Share based compensation	-	-	880,355	-	-	880,355
Exercise of warrants	70,000	17,360	-	(3,360)	-	14,000
Warrant expiry	-	-	-	(728,200)	728,200	-
Option expiry	-	-	(200,248)	-	200,248	-
Net loss for the period	-	-	-	-	(4,282,186)	(4,282,186)
<b>Balance, June 30, 2023</b>	<b>129,837,687</b>	<b>\$ 73,016,670</b>	<b>\$ 2,654,135</b>	<b>\$ 2,605,290</b>	<b>\$ (79,343,033)</b>	<b>\$ (1,066,938)</b>

The notes to the unaudited condensed consolidated interim financial statements are an integral part of these statements.

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# Power Nickel Inc.

## Notes to Condensed Consolidated Interim Financial Statements

Three and Six Months Ended June 30, 2023

(Expressed in Canadian Dollars)

(Unaudited)

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### 1. Nature of operations and going concern

Power Nickel Inc. (the "Company" or "Power Nickel") is a mineral exploration company and is in the business of acquiring and exploring mineral properties in Chile and Canada. On July 9, 2021, the Company changed its name from "Chilean Metals Inc." to "Power Nickel Inc."

The Company is a publicly listed company incorporated in Canada with limited liability under the legislation of the Province of British Columbia. The Company's shares are listed on the TSX Venture Exchange ("TSX-V"), and Santiago Stock Exchange, Venture Market. The head office and principal address of the Company are located at the Canadian Venture Building, 82 Richmond Street East, Suite 202, Toronto, Ontario, M5C 1P1. The Company's registered and records office address is at Suite 700 – 595 Burrard Street, PO Box 49290, Vancouver, British Columbia, Canada, V7X 1S8.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements, unregistered claims, aboriginal claims and non-compliance with regulatory and environmental requirements. The Company's property interests may also be subject to increases in taxes and royalties, renegotiation of contracts, and political uncertainty. The Company's Chilean mineral property maintenance payments are in arrears (see note 12) and as a result, the Copiapó Court has been notified by the General Treasury of the Republic of Chile. The Copiapó Court may initiate the auction of the properties. If the Company's claims are put up for auction the Company, as concession holder, is not allowed to place bids on its claims under auction; however, the Company understands that the concession holder may remove a concession from auction by paying the penalty amount which is equal to double the patent amount outstanding. Accordingly, there is a risk that the Company will not be able to retain title to its mineral claims in Chile.

Since December 31, 2019, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions.

These unaudited condensed consolidated interim financial statements have been prepared on the going concern basis, which assumes that the Company will be able to continue as a going concern and realize its assets and discharge its liabilities in the normal course of business. These unaudited condensed consolidated interim financial statements do not reflect any adjustments that may be necessary if the Company is unable to continue as a going concern. During the three and six months ended June 30, 2023, the Company incurred a net loss of \$2,535,808 and \$4,282,186, respectively (three and six months ended June 30, 2022 - \$548,974 and \$1,393,219, respectively). As at June 30, 2023, the Company has incurred significant losses since inception totaling \$79,343,033 (December 31, 2022 - \$75,989,295). As at June 30, 2023, the Company has a working capital deficiency of \$1,019,141 (December 31, 2022 - working capital deficiency of \$766,032); the continuing operations of the Company are dependent on its ability to generate future cash flows or obtain additional financing. Management is of the opinion that additional funds will be obtained from external financing to meet the Company's liabilities and commitments as they become due, although there is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company. These factors indicate the existence of material uncertainties that cast significant doubt as to the Company's ability to continue as a going concern and accordingly use accounting principles applicable to a going concern.

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# Power Nickel Inc.

## Notes to Condensed Consolidated Interim Financial Statements

Three and Six Months Ended June 30, 2023

(Expressed in Canadian Dollars)

(Unaudited)

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### 2. Basis of presentation

#### *Statement of compliance*

The Company applies International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC").

These unaudited condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. Accordingly, they do not include all of the information required for full annual financial statements required by IFRS as issued by IASB and interpretations issued by IFRIC.

The preparation of financial statements in accordance with International Accounting Standards (IAS) 34 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity or areas where assumptions and estimates are significant to these unaudited condensed consolidated interim financial statements were the same as those that applied to the Company's annual consolidated financial statements as at and for the year ended December 31, 2022, except as noted below.

The same accounting policies and methods of computation are followed in these unaudited condensed consolidated interim financial statements as compared with the most recent annual financial statements as at and for the year ended December 31, 2022. Any subsequent changes to IFRS that are given effect in the Company's annual financial statements for the year ending December 31, 2023 could result in restatement of these unaudited condensed consolidated interim financial statements.

The policies applied in these unaudited condensed consolidated interim financial statements are based on IFRS, which have been applied consistently to all periods presented. These unaudited condensed consolidated interim financial statements were issued and effective as of August 29, 2023, the date the Board of Directors approved the statements.

#### ***New standards adopted***

During the three and six months ended June 30, 2023, the Company adopted a number of new IFRS standards, interpretations, amendments and improvements of existing standards this includes the amended to IAS 1. These new standards and changes did not have any material impact on the Company's consolidated financial statements.

#### ***New standards not yet adopted***

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods commencing on or after January 1, 2024. Many are not applicable or do not have a significant impact to the Company and have been excluded.

# Power Nickel Inc.

## Notes to Condensed Consolidated Interim Financial Statements

Three and Six Months Ended June 30, 2023

(Expressed in Canadian Dollars)

(Unaudited)

### 3. Equipment

<i>Cost</i>	<i>Automobiles</i>	<i>Field Equipment</i>	<i>Furniture and office equipment</i>	<i>Total</i>
Balance, December 31, 2021, December 31, 2022 & June 30, 2023	\$ 16,342	\$ 83,278	\$ 126,697	\$ 226,317

<i>Accumulated amortization</i>	<i>Automobiles</i>	<i>Field Equipment</i>	<i>Furniture and office equipment</i>	<i>Total</i>
Balance, December 31, 2021	\$ 5,579	\$ 82,610	\$ 125,245	\$ 213,434
Additions	3,228	200	436	3,864
Balance, December 31, 2022	8,807	82,810	125,681	217,298
Additions	1,130	70	152	1,352
Balance, June 30, 2023	\$ 9,937	\$ 82,880	\$ 125,833	\$ 218,650

<i>Net book value</i>	<i>Automobiles</i>	<i>Field Equipment</i>	<i>Furniture and office equipment</i>	<i>Total</i>
Balance, December 31, 2022	\$ 7,535	\$ 468	\$ 1,016	\$ 9,019
Balance, June 30, 2023	\$ 6,405	\$ 398	\$ 864	\$ 7,667

### 4. Mineral exploration expenditures

Exploration and acquisition costs for the six months ended June 30, 2023 and June 30, 2022 are as follows:

	<i>Zulema</i>	<i>Nisk</i>	<i>Golden Ivan</i>	<i>Total</i>
Assays	\$ 3,693	\$ -	\$ -	\$ 3,693
Drilling	-	34,287	-	34,287
Field costs	4,157	-	-	4,157
Geological	51,158	65,473	22,241	138,872
Six months ended June 30, 2022	\$ 59,008	\$ 99,760	\$ 22,241	\$ 181,009

	<i>Zulema</i>	<i>Nisk</i>	<i>Golden Ivan</i>	<i>Total</i>
Assays	\$ -	\$ 69,750	\$ -	\$ 69,750
Claim costs	7,233	-	-	7,233
Drilling	-	861,810	-	861,810
Field costs	8,294	273,848	-	282,142
Geophysics and geological	50,920	903,827	8,780	963,527
Six months ended June 30, 2023	\$ 66,447	\$ 2,109,235	\$ 8,780	\$ 2,184,462



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# Power Nickel Inc.

## Notes to Condensed Consolidated Interim Financial Statements

Three and Six Months Ended June 30, 2023

(Expressed in Canadian Dollars)

(Unaudited)

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### 4. Mineral exploration expenditures (continued)

#### (a) *Tierra de Oro, Chile*

Tierra de Oro is an exploration project located in Region III on the eastern flank of Chile's Coastal Iron Oxide Copper Gold belt. The Company owns a 100% interest in exploration concessions in Region III, Chile. See Note 1 and 12 for status of claims in Chile.

#### (b) *Zulema also known as Chicharra Property, Chile*

The Company owns 100% of the rights to certain exploitation concessions and certain exploration concessions in Region III, Chile. See Note 1 and 12 for status of claims in Chile.

#### (c) *Other Properties, Chile*

During the year ended December 31, 2020, the Government of Chile, released the Company from paying for a number of claims which had taxes owing (note 12). These claims related to non-core properties, and properties where the Company had ceased its exploration programs. See Note 1 and 12 for status of claims in Chile.

#### (d) *Nisk Property, British Columbia, Canada*

On December 22, 2020 (the "Effective Date") the Company entered into an option agreement with Critical Elements Limited ("Critical") to acquire a 50% interest in the Nisk property (the "First Option"). Upon completion of the terms of the First Option the Company also has a Second Option to increase its interest from 50% to 80% by incurring or funding additional work in the amount of \$2,200,000 including a Resource Estimate for a period of four years from the effective date of completion of the First Option. On February 24, 2021 ("Closing Date") the Company closed the transaction.

Under the terms of the agreement the requirements to exercise the First Option are:

- (1) Make cash payments totaling \$500,000 to Critical on or before the dates set out below:
  - (i) A non-refundable amount of \$25,000 on the date of execution of the agreement; (paid)
  - (ii) An amount of \$225,000 within five (5) Business Days following the Effective Date; and (paid)
  - (iii) An amount \$250,000 within six (6) months from the Effective Date; (paid)
- (2) issue 12,051,770 Shares within five (5) Business Days following the Effective Date. (issued)
- (3) incur an aggregate of \$2,800,000 of exploration expenditures on the Property on or before the dates set out below:
  - (i) \$500,000 in exploration expenditures on or before the date that is one (1) year from the Closing Date; (completed)
  - (ii) \$800,000 in exploration expenditures on or before the date that is two (2) years from the Closing Date; (completed)
  - (iii) \$1,500,000 in exploration expenditures on or before the date that is three (3) years from Closing Date;

Following the exercise of the First Option Critical will receive a 2% net smelter return from the extraction and production of lithium products, of which the Company may, following the payment of \$2,000,000 in cash, reduce to 1%.

In connection with closing of the Nisk property agreement, the Company issued to Paradox Equity Partners Ltd a finders fee of 668,377 shares on February 24, 2021.

The 12,720,147 common shares issued during the year ended December 31, 2021 in connection with this property option agreement were valued at \$3,943,246 based on the trading price of the Company's shares on the date of issuance.

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# Power Nickel Inc.

## Notes to Condensed Consolidated Interim Financial Statements

Three and Six Months Ended June 30, 2023

(Expressed in Canadian Dollars)

(Unaudited)

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### 4. Mineral exploration expenditures (continued)

(e) *Golden Ivan, British Columbia, Canada*

On January 14, 2021, the Company announced it finalized an option agreement dated October 7, 2020, to acquire 100% of the Golden Ivan property via a series of option payments and work commitments. On June 29, 2021, the agreement was revised to eliminate the cash payments and work commitment and expedite the payment by shares while reducing the overall quantity of shares by 1,000,000 shares from the original agreement. The revised terms are as follows:

- (i) 3,900,000 common shares within five Business Days after receipt of the TSXV Approval. These common shares were valued at \$1,209,000 based on the trading price of the Company's shares on the date of issuance.
- (ii) 6,500,000 common shares on or before June 29, 2021 subject to TSXV Approval. These common shares were valued at \$620,100 based on the trading price of the Company's shares on the date of issuance.

The Company has completed all option payments and has acquired a 100% interest subject only to a 2.5% NSR royalty. The Company retains the option to purchase 40% of this royalty for a one-time payment of \$1,000,000.

### 5. Other liabilities

As at June 30, 2023, the Company has \$55,464 (June 30, 2022 - \$55,464) of accounts payable (the "Statute-barred Claims") to non-current liabilities on the basis that any claims in respect of the Statute-barred Claims were statute-barred under the Limitations Act (British Columbia). The Statute-barred Claims related to expenses billed by and third party liabilities incurred prior to December 2015. However, for accounting purposes under IFRS, a debt can only be removed from the Company's statement of financial position when it is extinguished meaning only when the contract is discharged or canceled or expires. The effect of the Limitations Act is to prevent a creditor from enforcing an obligation but it does not formally extinguish the debt for accounting purposes. It is the position of management of the Company that the Statute-barred Claims cannot be enforced by the creditors. The Statute-barred Claims are required to be reflected on the Company's statement of financial position as a result of the current interpretation of IFRS, but they are classified as long-term liabilities since the Company has no intention or obligation to pay these Statute-barred Claims and the creditors cannot enforce payment of the Statute-barred Claims. While inclusion of these items is intended solely to comply with the requirements of IFRS, the Company in no way acknowledges any of the Statute-barred Claims.

### 6. Issued capital

a) Authorized share capital

At June 30, 2023, the authorized share capital consisted of an unlimited number of common shares, non-voting Class A preference shares with a par value of \$4.00 and Class B preference shares with a par value of \$20.00. The common shares do not have a par value. No Class A or Class B preference shares have been issued.

b) Common shares issued

	Number of Shares	Amount
<b>Balance, December 31, 2021</b>	<b>84,785,773</b>	<b>\$ 68,376,098</b>
Exercise of warrants (ii)	7,021,125	1,418,476
Exercise of options (i)	100,000	24,170
<b>Balance, June 30, 2022</b>	<b>91,906,898</b>	<b>\$ 69,818,744</b>

# Power Nickel Inc.

## Notes to Condensed Consolidated Interim Financial Statements Three and Six Months Ended June 30, 2023 (Expressed in Canadian Dollars) (Unaudited)

### 6. Issued capital (continued)

#### b) Common shares issued (continued)

	Number of Shares	Amount
<b>Balance, December 31, 2022</b>	<b>120,147,687</b>	<b>\$ 70,990,710</b>
Private placement (iv)	9,620,000	3,745,790
Flow-through liability (iv)	-	(1,361,125)
Share issuance costs (iv)	-	(315,505)
Broker warrants (iv)	-	(60,560)
Exercise of warrants (iii)	70,000	17,360
<b>Balance, June 30, 2023</b>	<b>129,837,687</b>	<b>\$ 73,016,670</b>

(i) During the six months ended June 30, 2022, a consultant exercised 100,000 stock options with a weighted average exercise price of \$0.14 and a black scholes value of \$10,170.

(ii) During the six months ended June 30, 2022, 7,021,125 warrants were exercised with a weighted average exercise price of \$0.15 and a black scholes value of \$365,307.

(iii) During the six months ended June 30, 2023, 70,000 warrants were exercised with a weighted average exercise price of \$0.20 and a black scholes value of \$3,360 (note 10(v)).

(iv) On March 30, 2023, April 25, 2023, and May 4, 2023, the Company closed the first, second, and final tranche of a private placement of 9,620,000 flow-through units of the Company, at a price of \$0.50 per flow-through units ("FT Unit") for aggregate gross proceeds of \$4,810,000. The Company had share issuance costs including finder's fees of \$315,504 and issued 573,200 non-transferable finder's warrants. Each unit will be composed of one flow-through share, and one-half of one transferable non-flow-through common share purchase warrant. Each warrant will be exercisable into one non-flow-through common share at exercise price of \$0.50 per share for a period of five years from the date of issuance. Each finder's warrant is exercisable into one non-flow-through common share at exercise price of \$0.50 per share for a period of one and a half years. The warrants and broker warrants were valued at \$1,064,210 and \$60,560 respectively using the relative fair value approach and the Black-Scholes option-pricing model. The following weighted average assumptions were used: share price - \$0.25; risk free interest rate - 2.88% - 3.64%; expected volatility - 126% - 157% (which is based on historical volatility of the Company's share price); expected dividend yield - nil; expected life - 1.5 - 5 years.

### 7. Stock options

The Company has implemented a stock option plan ("the Plan") to be administered by the Board of Directors. Pursuant to the Plan the Board of Director's has discretion to grant options for up to a maximum of 10% of the issued and outstanding common shares of the Company at the date the options are granted. The option price under each option shall be not less than, the discounted market price on the grant date. The expiry date of an option shall be set by the Board of Directors at the time the option is awarded, and shall not be more than ten years after the grant date. Options granted to directors, employees and consultants, other than consultants engaged in investor relations activities, will vest immediately upon granting, unless otherwise approved by the relevant regulatory authorities. Options granted to employees and consultants engaged in investor relations activities will vest in stages over a minimum period of 12 months with no more than one-quarter of the options vesting in any three-month period.

# Power Nickel Inc.

## Notes to Condensed Consolidated Interim Financial Statements Three and Six Months Ended June 30, 2023 (Expressed in Canadian Dollars) (Unaudited)

### 7. Stock options (continued)

The following table reflects the continuity of stock options for the periods presented:

	Number of stock options	Weighted average exercise price (\$)
<b>Balance, December 31, 2021</b>	<b>6,765,000</b>	<b>0.29</b>
Expired	(15,000)	1.70
Granted (i)	1,600,000	0.14
Exercised (note 6(b)(i))	(100,000)	0.14
<b>Balance, June 30, 2022</b>	<b>8,250,000</b>	<b>0.26</b>
<b>Balance, December 31, 2022</b>	<b>9,450,000</b>	<b>0.29</b>
Expired	(800,000)	0.31
Granted (ii)(iii)(iv)	4,075,000	0.27
<b>Balance, June 30, 2023</b>	<b>12,725,000</b>	<b>0.25</b>

(i) During the six months ended June 30, 2022, the Company granted stock options to consultants, directors and officers of the Company for the purchase of a total of 1,600,000 common shares. 800,000 stock options were granted to directors and officers are exercisable for five years, the remaining 800,000 stock options were granted to two consultants which are exercisable for two years. The options have an exercise price of \$0.14, and vest immediately. The fair value of these options at the date of grant was estimated using the Black-Scholes option pricing model with the following assumptions: share price - \$0.14; risk free interest rate - 1.28% - 1.65%; expected volatility - 155% (which is based on historical volatility of the Company's share price); expected dividend yield - nil; expected life - 2 - 5 years. During the three and six months ended June 30, 2023, the Company recorded share based compensation of \$nil (June 30, 2022 - \$163,415) related to the grant in the unaudited condensed consolidated interim statement of loss.

(ii) During the six months ended June 30, 2023, the Company granted stock options to consultants of the Company for the purchase of a total of 250,000 common shares, exercisable for 2 years from grant. The options have an exercise price of \$0.34, and vest immediately. The fair value of these options at the date of grant was estimated using the Black-Scholes option pricing model with the following assumptions: share price - \$0.35; risk free interest rate - 4.17%; expected volatility - 123.9% (which is based on historical volatility of the Company's share price); expected dividend yield - nil; expected life - 2 years. During the three and six months ended June 30, 2023, the Company recorded share based compensation of \$56,045 related to the grant in the unaudited condensed consolidated interim statement of loss.

(iii) During the six months ended June 30, 2023, the Company granted stock options to consultants of the Company for the purchase of a total of 2,225,000 common shares, exercisable for 2 years from grant, and have an exercise price of \$0.27. Of the 2,225,000 stock options granted, 1,850,000 stock options vest immediately, 125,000 stock options vest on September 15, 2023, and the remaining 125,000 stock options vest 62,500 every three months. The fair value of these options at the date of grant was at \$553,205 estimated using the Black-Scholes option pricing model with the following assumptions: share price - \$0.27; risk free interest rate - 3.08%; expected volatility - 153.7% (which is based on historical volatility of the Company's share price); expected dividend yield - nil; expected life - 5 years. During the three and six months ended June 30, 2023, the Company recorded share based compensation of \$487,790 related to the grant in the unaudited condensed consolidated interim statement of loss.

(iv) During the six months ended June 30, 2023, the Company granted stock options to consultants of the Company for the purchase of a total of 1,600,000 common shares, exercisable for 5 years from grant. The options have an exercise price of \$0.25, and vest immediately. The fair value of these options at the date of grant was estimated using the Black-Scholes option pricing model with the following assumptions: share price - \$0.23; risk free interest rate - 3.08%; expected volatility - 152.2% (which is based on historical volatility of the Company's share price); expected dividend yield - nil; expected life - 5 years. During the three and six months ended June 30, 2023, the Company recorded share based compensation of \$336,520 related to the grant in the unaudited condensed consolidated interim statement of loss.

# Power Nickel Inc.

Notes to Condensed Consolidated Interim Financial Statements  
Three and Six Months Ended June 30, 2023  
(Expressed in Canadian Dollars)  
(Unaudited)

## 7. Stock options (continued)

The following table reflects the stock options issued and outstanding as of June 30, 2023:

Expiry Date	Exercise Price (\$)	Remaining Contractual Life (years)	Number of Options Outstanding	Number of Options Vested (Exercisable)
February 1, 2024	0.14	0.59	700,000	700,000
November 23, 2024	0.195	1.40	750,000	750,000
November 28, 2024	0.20	1.42	600,000	600,000
February 15, 2025	0.34	1.63	250,000	250,000
November 28, 2027	0.20	4.42	450,000	450,000
October 9, 2025	0.14	2.28	900,000	900,000
February 24, 2026	0.31	2.66	4,450,000	4,450,000
February 1, 2027	0.14	3.59	800,000	800,000
May 15, 2028	0.27	4.88	2,250,000	1,850,000
June 15, 2028	0.25	4.96	1,600,000	1,600,000
	<b>0.25</b>	<b>3.17</b>	<b>12,750,000</b>	<b>12,350,000</b>

## 8. Warrants

The following table reflects the continuity of warrants for the periods presented:

	Number of warrants	Weighted average exercise price (\$)
<b>Balance, December 31, 2021</b>	<b>18,661,786</b>	<b>0.23</b>
Expired	(1,396,500)	0.15
Exercised (note 6(b)(ii))	(7,021,125)	0.15
<b>Balance, June 30, 2022</b>	<b>10,244,161</b>	<b>0.30</b>
<b>Balance, December 31, 2022</b>	<b>33,951,050</b>	<b>0.24</b>
Granted (note 6(b)(iv))	5,383,200	0.50
Expired	(5,067,300)	0.45
Exercised (note 6(b)(iii))	(70,000)	0.20
<b>Balance, June 30, 2023</b>	<b>34,196,950</b>	<b>0.25</b>

The following table reflects the warrants issued as of June 30, 2023:

Expiry Date	Exercise Price (\$)	Remaining Contractual Life (years)	Number of Warrants Outstanding	Grant date Fair Value (\$)
October 25, 2024	0.50	1.32	315,200	31,570
November 4, 2024	0.50	1.35	258,000	6,835
November 22, 2027	0.20	4.40	28,813,750	1,483,880
March 30, 2028	0.50	4.75	1,709,000	367,290
April 25, 2028	0.50	4.82	2,585,000	576,905
May 4, 2028	0.50	4.85	516,000	120,015
	<b>0.25</b>	<b>4.17</b>	<b>34,196,950</b>	<b>2,586,495</b>

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# Power Nickel Inc.

## Notes to Condensed Consolidated Interim Financial Statements

Three and Six Months Ended June 30, 2023

(Expressed in Canadian Dollars)

(Unaudited)

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### 9. Net loss per share

The calculation of basic and diluted loss per share for the three and six months ended June 30, 2023 was based on the loss attributable to common shareholders of \$2,535,808 and \$4,282,186, respectively (three and six months ended June 30, 2022 - \$548,974 and \$1,393,219, respectively) and the weighted average number of common shares outstanding of 128,001,775 and 124,115,311, respectively (three and six months ended June 30, 2022 - 88,988,776 and 84,228,522, respectively). Diluted loss per share did not include the effect of 12,750,000 options outstanding (three and six months ended June 30, 2022 - 8,250,000 options outstanding) or the effect of 34,196,950 warrants outstanding (three and six months ended June 30, 2022 - 10,244,161 warrants outstanding) as they are anti-dilutive.

### 10. Related party balances and transactions

Related parties include the Board of Directors, officers, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

As at June 30, 2023, the directors and/or officers of the Company collectively control 12,621,249 (December 31, 2022 - 3,891,429) common shares of the Company or approximately 9.7% (December 31, 2022 - 10.0%) of the total common shares outstanding and two insiders of the Company control 16,650,790 (December 31, 2022 - 15,702,560) common shares of the Company or approximately 13% (December 31, 2022 - 13%) of the total common shares outstanding. To the knowledge of directors and officers of the Company, the remainder of the outstanding common shares are held by diverse shareholders. These holdings can change at any time at the discretion of the owner.

(a) The Company entered into the following transactions with related parties:

	Notes	Three months ended June 30,		Six months ended June 30,	
		2023	2022	2023	2022
Administration expense	\$	87,500	\$ 87,500	\$ 175,000	\$ 175,000
Accounting expense	\$	20,561	\$ 15,865	\$ 36,223	\$ 26,395

(i) For the three and six months ended June 30, 2023, the Company incurred consulting fees from a company controlled by an officer and a director of \$56,250 and \$112,500 (three and six months ended June 30, 2022 - \$56,250 and \$112,500) recorded in administration fees.

(ii) For the three and six months ended June 30, 2023, the Company incurred accounting expenses from companies related to an officer of \$20,561 and \$36,223 (three and six months ended June 30, 2022 - \$15,865 and \$26,395) recorded in professional fees.

(iii) For the three and six months ended June 30, 2023, the Company incurred directors fees of \$31,250 and \$62,500 (three and six months ended June 30, 2022 - \$31,250 and \$62,500) recorded in administration fees.

(iv) For the three and six months ended June 30, 2022, the Company incurred consulting fees of \$56,250 and \$112,500 to a company controlled by a family member of an officer and director of the Company recorded in investor relation fees.

(v) For the three and six months ended June 30, 2022, a company controlled by the family member also exercised 1,500,000 warrants for proceeds of \$225,000.

(vi) As at June 30, 2023, the Company has \$91,925 (December 31, 2022 - \$181,003) outstanding to an officer and director. This amount is unsecured, non-interest bearing and due on demand.

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# Power Nickel Inc.

## Notes to Condensed Consolidated Interim Financial Statements

Three and Six Months Ended June 30, 2023

(Expressed in Canadian Dollars)

(Unaudited)

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### 10. Related party balances and transactions (continued)

(vii) As at June 30, 2023, included in accounts payable and accrued liabilities is \$66,000 (December 31, 2022 - \$113,822) due to directors and key management, these amounts are unsecured, non-interest bearing, and due on demand.

(viii) During the three and six months ended June 30, 2023, the Company received an advance of \$274,120 from a family member of an officer and director of the Company. Subsequent to the period ended the family member subscribed to a private placement, which the advance was used to offset the funds in the private placement. As at June 30, 2023, the Company has a balance outstanding to shareholders of \$7,000 (December 31, 2022 - \$7,000). This amount is unsecured, due on demand, and non-interest bearing.

(ix) See note 6, 7 and 12.

Payments to directors and key management personnel of the Company include certain transactions with related parties in above, noted transactions are in the normal course of business and approved by the Board of Directors.

### 11. Segmented information

The Company operates in one industry segment, namely exploration of mineral resources in two geographic regions, Canada and Chile. Geographical segmentation of the Company's non-current assets is as follows:

<b>June 30, 2023</b>	<b>Canada</b>	<b>Chile</b>	<b>Total</b>
Equipment	\$ -	\$ 7,667	\$ 7,667
<b>December 31, 2022</b>	<b>Canada</b>	<b>Chile</b>	<b>Total</b>
Equipment	\$ -	\$ 9,019	\$ 9,019
<b>Three months ended June 30, 2023</b>	<b>Canada</b>	<b>Chile</b>	<b>Total</b>
<b>Operating expenses</b>			
Administration fees	\$ 62,255	\$ -	\$ 62,255
Amortization	-	676	676
Accretion, bank and interest (income) fees	(4,314)	181	(4,133)
Exploration expenditures	801,248	36,105	837,353
Foreign exchange loss (gain)	80,953	(53,616)	27,337
Investor relations	895,913	-	895,913
Office and miscellaneous	(1,192)	14,050	12,858
Professional fees	88,725	2,036	90,761
Share-based payments	824,310	-	824,310
Transfer and regulatory	20,333	-	20,333
Travel, promotion and mining shows	43,046	-	43,046
<b>Total expenses</b>	<b>(2,811,277)</b>	<b>568</b>	<b>(2,810,709)</b>
<b>Other items</b>			
Flow-through liability amortization	(274,901)	-	(274,901)
<b>Net loss and comprehensive loss for the period</b>	<b>\$ (3,086,178)</b>	<b>\$ 568</b>	<b>\$ (3,085,610)</b>

# Power Nickel Inc.

Notes to Condensed Consolidated Interim Financial Statements  
Three and Six Months Ended June 30, 2023  
(Expressed in Canadian Dollars)  
(Unaudited)

## 11. Segmented information (continued)

Three months ended June 30, 2022	Canada	Chile	Total
<b>Operating expenses</b>			
Administration fees	\$ 93,755	\$ -	\$ 93,755
Amortization	-	966	966
Accretion, bank and interest (income) fees	35,356	143	35,499
Exploration expenditures	23,931	32,933	56,864
Foreign exchange loss (gain)	(14,872)	(44,766)	(59,638)
Investor relations	246,788	-	246,788
Office and miscellaneous	1,968	15,263	17,231
Professional fees	48,058	4,688	52,746
Transfer and regulatory	45,326	-	45,326
Travel, promotion and mining shows	73,687	-	73,687
<b>Total expenses</b>	<b>(553,997)</b>	<b>(9,227)</b>	<b>(563,224)</b>
<b>Other items</b>			
Flow-through liability amortization	14,250	-	14,250
<b>Net loss and comprehensive loss for the period</b>	<b>\$ (539,747)</b>	<b>\$ (9,227)</b>	<b>\$ (548,974)</b>
Six months ended June 30, 2023	Canada	Chile	Total
<b>Operating expenses</b>			
Administration fees	\$ 175,000	\$ -	\$ 175,000
Amortization	-	1,352	1,352
Accretion, bank and interest (income) fees	(2,834)	358	(2,476)
Exploration expenditures	2,118,015	66,447	2,184,462
Foreign exchange loss (gain)	59,425	102,161	161,586
Investor relations	1,555,898	-	1,555,898
Office and miscellaneous	(1,192)	24,040	22,848
Professional fees	133,888	5,766	139,654
Share-based payments	880,355	-	880,355
Transfer and regulatory	32,176	-	32,176
Travel, promotion and mining shows	54,495	-	54,495
<b>Total expenses before other items</b>	<b>(5,005,226)</b>	<b>(200,124)</b>	<b>(5,205,350)</b>
<b>Other items</b>			
Flow-through liability amortization	923,164	-	923,164
<b>Net loss and comprehensive loss for the period</b>	<b>\$ (4,082,062)</b>	<b>\$ (200,124)</b>	<b>\$ (4,282,186)</b>



# Power Nickel Inc.

## Notes to Condensed Consolidated Interim Financial Statements Three and Six Months Ended June 30, 2023 (Expressed in Canadian Dollars) (Unaudited)

### 11. Segmented information (continued)

Six months ended June 30, 2022	Canada	Chile	Total
<b>Operating expenses</b>			
Administration fees	\$ 181,255	\$ -	\$ 181,255
Amortization	-	1,932	1,932
Accretion, bank and interest (income) fees	68,112	351	68,463
Exploration expenditures (note 4)	122,001	59,008	181,009
Foreign exchange loss (gain)	13,471	(28,908)	(15,437)
Investor relations	600,661	-	600,661
Office and miscellaneous	4,116	25,250	29,366
Professional fees (note 10)	76,276	7,907	84,183
Share-based payments	171,871	-	171,871
Transfer and regulatory	55,619	-	55,619
Travel, promotion and mining shows	80,047	-	80,047
<b>Total expenses before other items</b>	<b>(1,373,429)</b>	<b>(65,540)</b>	<b>(1,438,969)</b>
<b>Other items</b>			
Flow-through liability amortization	45,750	-	45,750
<b>Net loss and comprehensive loss for the period</b>	<b>\$ (1,327,679)</b>	<b>\$ (65,540)</b>	<b>\$ (1,393,219)</b>

### 12. Commitments and contingencies

#### Consulting

The Company has entered into four consulting agreements with a Director and companies controlled by Directors of the Company. The obligation under these agreements amounts to \$350,000 per year.

#### Flow-through

The Company is obligated to spend \$2,750,000 by December 31, 2023, relating to flow through private placement which closed on November 22, 2022 and \$4,810,000 by December 31, 2024 relating to flow through private placements which closed on March 30, 2023, April 25, 2023 and May 4, 2023. As of June 30, 2023, the Company has spent \$2,199,857 as part of the flow-through funding agreement. The flow-through agreements require the Company to renounce certain tax deductions for Canadian exploration expenditures incurred on the Company's mineral properties to flow-through participants. The Company has indemnified the subscribers for any related tax amounts that become payable by the subscribers as a result of the Company not meeting its expenditure commitments. The Company does not have sufficient working capital to cover its flow-through commitment, and intends to cover its flow-through commitment through additional equity financing.

#### Flow-through indemnification

The flow-through agreements require the Company to renounce certain tax deductions for Canadian exploration expenditures incurred on the Company's mineral properties to flow-through participants. Certain interpretations are required to assess the eligibility of flow-through expenditures that if changed, could result in the denial of renunciation. The Company indemnified the subscribers for any related tax amounts that become payable by the subscribers as a result of the Company not meeting its expenditure commitments. The Company has not fully met all of its expenditure commitments for previous flow-through financings. If the Canadian Revenue Agency ("CRA") determined that the Company was not compliant with their flow-through expenditure commitments, the Company may be liable to indemnify subscribers for any related tax amounts. No provision has been recorded in these unaudited condensed consolidated interim financial statements related to this contingency as various triggering events have not taken place.

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## **Power Nickel Inc.**

### **Notes to Condensed Consolidated Interim Financial Statements**

**Three and Six Months Ended June 30, 2023**

**(Expressed in Canadian Dollars)**

**(Unaudited)**

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#### **12. Commitments and contingencies (continued)**

##### Flow-through indemnification (continued)

The Company has estimated potential Part XII.6 taxes in relation to unspent flow-through expenditures for fiscal 2018-2019. As at June 30, 2023, the Company accrued \$32,163 (December 31, 2022 - \$32,163) for Part XII.6 taxes interest and penalties.

##### Environmental and legal

The Company's operations are subject to government environmental protection legislation. Environmental consequences are difficult to identify in terms of results, timetable and impact. At this time, to management's best knowledge, the Company's operations are in compliance with current laws and regulations.

The Company is subject to various claims, lawsuits and other complaints arising in the ordinary course of business. The Company records provisions for losses when claims become probable and the amounts are estimable. Although the outcome of such matters cannot be determined, it is the opinion of management that the final resolution of these matters will not have a material adverse effect on the Company's financial condition, operations or liquidity.

##### Property taxes

As at June 30, 2023, the Company has unpaid property tax for various mineral exploration property claims totaling approximately 401,497,662 Chilean Pesos (\$686,561) (December 31, 2022 - 509,623,592 Chilean Pesos (\$815,398)) which has been included in accounts payable and accrued liabilities as at June 30, 2023. In the event that the claims are put up for tax auction, the Company expects to have a notice period to make the payment for the portion of this amount required (note 1). The property tax commitment for 2023 fiscal year is 80,880,330 Chilean Pesos (\$129,409).

#### **13. Subsequent events**

On July 31, 2023, the Company announced that it has exercised its option to acquire 50% of the Nisk project. In addition, the Company has notified Critical Elements Lithium Corp. that it intends to exercise its second option to acquire an additional 30% interest to bring ownership in the project to 80%.

On August 3, 2023, the Company announced a proposed private placement of up to 4,500,000 flow-through shares (each, an "FT Share") of the Company, for \$0.50 per FT Share, for aggregate gross proceeds of up to CAD 2,250,000. All securities issued under the Private Placement will be subject to a four-month and one-day statutory hold period.