# **BEAR CREEK MINING CORPORATION**

## INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

**September 30, 2021** 

**EXPRESSED IN US DOLLARS** 

(Unaudited)

# **Interim Condensed Consolidated Statements of Financial Position**

US Dollars (000's)

	Note		September 30, 2021		December 31, 2020
ASSETS	Note		2021		2020
Current assets					
Cash and cash equivalents	4	\$	29,218	\$	20,560
Short-term investments	•	Ψ	22	Ψ	22
Receivables and prepaid expenses			582		866
1 1 1			29,822		21,448
Non-current assets			•		,
Restricted cash	5		965		627
Property and equipment	6		6,717		5,569
Resource property costs	7		89,644		89,613
Right-of-use assets	8		277		705
TOTAL ASSETS		\$	127,425	\$	117,962
Accounts payable and accrued liabilities Current portion of community projects obligation Current portion of other liabilities Current portion of lease liabilities	9 10 8	\$	972 967 53 206	\$	976 1,104 61 591
·			2,198		2,732
Non-current liabilities	_				
Community projects obligation	9		7,376		8,840
Other liabilities	10		866		1,252
Lease liabilities	8		-		68
Provision for site restoration	5		200		200
			10,640		13,092
EQUITY					
Share capital	11		326,730		300,986
Contributed surplus			38,490		36,835
Deficit			(248,435)		(232,951)
			116,785		104,870
TOTAL LIABILITIES AND EQUITY		\$	127,425	\$	117,962

ON BEHALF OF THE BOARD:

Signed "Catherine McLeod-Seltzer", Director

Signed "Erfan Kazemi", Director

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

# **Interim Condensed Consolidated Statements of Loss and Comprehensive Loss**

For the Three and Nine Months Ended September 30

US Dollars (000's, except share data) (Unaudited)

				onths ember 30		onths ember 30
	Note		2021	2020	2021	2020
Operating expenses						
Corani engineering and evaluation costs	7	\$	3,062	\$ 1,989	\$ 10,957	\$ 6,211
Other exploration and evaluation costs			430	299	1,813	898
Share-based compensation			163	439	2,238	824
Wages and management salaries	12		242	225	729	664
Professional and advisory fees			130	408	729	952
General and administrative expenses			24	53	258	156
Shareholder information and filing fees			73	93	229	220
Travel			20	-	24	16
Loss before other items			4,144	3,506	16,977	9,941
Other income and expense						
Foreign exchange gain	9		(678)	(667)	(1,516)	(1,082)
Finance income			60	(21)	23	(178)
Loss and Comprehensive Loss for the Period		\$	3,526	\$ 2,818	\$ 15,484	\$ 8,681
Loss per Share – Basic and Diluted		\$	0.03	\$ 0.03	\$ 0.13	\$ 0.08
Mainted Average Number of Chares						
Weighted Average Number of Shares		40	1 272 422	110 220 724	400 400 200	110 200 404
Outstanding – Basic and Diluted		124	1,273,132	112,330,734	123,482,302	110,389,401

# Interim Condensed Consolidated Statements of Cash Flows For the Nine Months Ended September 30

US Dollars (000's) (Unaudited)

	Note	2021	2020
Operating Activities			
Loss for the period		\$ (15,484)	\$ (8,681)
Items not affecting cash:			
Amortization	6 & 8	529	582
Accretion of community projects obligation	9	626	732
Accretion of lease liabilities	8	106	67
Adjustment to Corani obligation	10	(222)	47
Share-based compensation		2,238	824
Finance income		(83)	(178)
Unrealized foreign exchange gain		(1,548)	(1,085)
		(13,838)	(7,692)
Changes in current assets and liabilities:			, ,
Receivables and prepaid expenses		99	(62)
Accounts payable and accrued liabilities		(87)	(19)
Cash used in operating activities		(13,826)	(7,773)
Investing Activities		(4.5=5)	(4.000)
Purchase of equipment	6	(1,056)	(1,009)
Resource acquisition costs	7	(31)	(15)
Payment of community projects and Corani obligation	9 & 10	(1,101)	(1,153)
Short-term investment		-	11,107
Interest received	_	83	190
Restricted cash	5	(337)	<u>-</u>
Cash (used in) provided by investing activities		(2,442)	9,120
Financing Activities			
Share capital issued, net of any share issuance costs	11	25,238	11,617
Principal payments on leases	8	(531)	(549)
Proceeds from exercise of stock options		-	1,405
Cash provided by financing activities		24,707	12,473
		, -	, -
Effect of exchange rate change on cash and cash equiv	/alents	219	122
Net Increase in Cash and Cash Equivalents		8,658	13,942
Cash and cash equivalents – Beginning of Period		20,560	10,902
		 •	 •
Cash and Cash Equivalents – End of Period		\$ 29,218	\$ 24,844

# **Interim Condensed Consolidated Statements of Changes in Equity**

US Dollars (000's, except share data) (Unaudited)

	Share Capital (Number of		Contributed		
	` Shares)	Share Capital	Surplus	Deficit	Total
December 31, 2019	103,229,064	287,035	36,623	(220,427)	103,231
Share offerings	7,905,000	12,522	· -	-	12,522
Share issuance cost	-	(904)	-	-	(904)
Exercise of stock options	1,305,250	1,405	-	-	1,405
Fair value of options exercised	-	917	(917)	-	-
Share-based compensation	-	-	`824	-	824
Loss for the period	-		-	(8,681)	(8,681)
September 30, 2020	112,439,314	300,975	36,530	(229,108)	108,397
December 31, 2020	112,439,314	300,986	36,835	(232,951)	104,870
Share offerings	11,500,000	27,107	, -	-	27,107
Share issuance costs	-	(1,870)	-	-	(1,870)
Issuance of RSU	333,818	<b>507</b>	(583)	-	(76)
Share-based compensation	-	-	2,238	-	2,238
Loss for the period	<del>-</del>	-	<u> </u>	(15,484)	(15,484)
September 30, 2021	124,273,132	326,730	38,490	(248,435)	116,785

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

**September 30, 2021** 

US Dollars (Unaudited)

#### 1. Nature of Business

Bear Creek Mining Corporation's ("Bear Creek" or the "Company") business is the acquisition, exploration, and development of precious and base metal properties.

Bear Creek is a public company incorporated in British Columbia, Canada. Its common shares are listed on the TSX Venture Exchange in Canada, and the Bolsa de Valores de Lima in Peru under the symbol "BCM" and are posted for trading on the OTCQX Market in the U.S. under the symbol "BCEKF" and on the Börse Frankfurt in Germany under the symbol "OU6". The head office, principal address, and records office of the Company is 400 Burrard Street, Suite 1400, Vancouver, British Columbia, Canada, V6C 3A6.

The mining and exploration business involves a high degree of risk, and there can be no assurance that current exploration and development projects will result in profitable mining operations. The Company has no source of revenue and requires funds to meet its exploration plans and commitments, development activities, administrative overhead, and maintain its mineral interests. The recoverability of amounts shown for resource properties is dependent on several factors. These factors include the discovery of economically recoverable reserves, the ability to complete the development of these properties, and future profitable production or proceeds from the disposition of mineral properties.

Ownership interests in mineral properties involve risks due to the difficulties of determining and obtaining a clear title to claims and the potential for problems arising from many mineral properties' frequently ambiguous conveyance history. The Company has investigated the ownership of its mineral properties and, to the best of its knowledge, ownership of its interests is in good standing.

COVID-19 infections and related deaths in Peru have declined materially and are approaching levels not seen since the pandemic's start. The Government of Peru announced it would start vaccinating citizens in the twelve to the nineteen-year-old range during the first week of November 2021. The state of emergency was extended to November 30, 2021. Curfews that vary by region remain in place, but durations were reduced in recent months. In Lima, workers have returned to the office on a reduced schedule. Staff levels at the Corani Property remain on 28-day rotations rather than the pre-COVID-19 turnaround of two weeks. The Company's Vancouver office remains closed. Management cannot predict the effect of the COVID-19 virus on the Company's future business plans, financial position, cash flows, and results of operations.

#### 2. Basis of Preparation

These interim condensed consolidated financial statements of the Company were prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to the preparation of interim financial statements. The interim condensed consolidated financial statements should be read in conjunction with the annual financial statements for the year ended December 31, 2020, which were prepared in accordance with IFRS. The accounting policies adopted are consistent with those of the previous financial year.

The Board of Directors approved these interim consolidated financial statements on November 19, 2021.

#### **Basis of Measurement**

These interim condensed consolidated financial statements have been prepared on an accrual basis and are based on historical costs, modified where applicable. These consolidated financial statements are presented in US dollars unless otherwise noted.

#### Significant Accounting Estimates and Judgments

The preparation of the consolidated financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income, and expenses. The estimates and associated assumptions are based on historical experience and other factors believed to be reasonable under the circumstances and result in judgments about the carrying value of assets and liabilities. Actual results could differ from these estimates.

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

**September 30, 2021** 

US Dollars (Unaudited)

The significant judgments made by management in applying the Company's accounting policies and key sources of estimation uncertainty were the same as those applied to the annual audited consolidated financial statements for the year ended December 31, 2020.

#### 3. New accounting standards not yet adopted

Property, Plant and Equipment

Proceeds before Intended Use (Amendments to IAS 16): The amendments prohibit an entity from deducting any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management from the cost of an item of property, plant, and equipment. This amendment is effective for the Company's annual reporting period beginning January 1, 2022, with early adoption permitted. Management has determined that neither these amendments nor any of the promulgated standards and amendments to standards and interpretations that are not yet effective will significantly affect the Company's consolidated financial statements.

#### 4. Cash and Cash Equivalents

	Sep 30,	December 31,
	2021	2020
	(000's)	(000's)
	\$	` <b>\$</b>
Cash	28,227	702
Term deposits and other Investment accounts	991	19,858
	29,218	20,560

#### 5. Restricted Cash

According to the Corani Mine Closure Plan approved on September 12, 2018, the Company must post annual guarantees every January 17 between 2019 and 2036. On January 17, 2020, The Company posted an insurance policy for \$2,539,779 with the Peruvian Ministry of Energy and Mines to cover the first two-year cumulative mine closure guarantee. On January 17, 2021, the Company increased the guarantee by \$1,319,011 for a total guarantee of \$3,858,790. The Company provided a certificate of deposit in the insurer's name for \$627,208 during 2020 and a further \$337,490 during January 2021, for a total of \$964,698.

As of the date of these condensed interim consolidated financial statements, no significant environmental disturbance has been caused due to the activities conducted on the Corani Project. The Company assumed a restoration obligation estimated at \$200,000 upon acquisition of the Corani Project.

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

**September 30, 2021** 

US Dollars (Unaudited)

# 6. Property and Equipment

	Exploration and Other Equipment (000's) \$	Office Equipment (000's) \$	Land (000's) \$	Total (000') \$
Balance – December 31, 2019	3,864	8	45	3,917
Additions	1,781	4	-	1,785
Amortization	(129)	(4)	-	(133)
Balance – December 31, 2020	5,516	8	45	5,569
Additions	1,249	-	-	1,249
Amortization	(100)	(1)	-	(101)
Balance - September 30, 2021	6,665	7	45	6,717

## 7. Resource Property Costs

	Maria Jose		
	Corani Project	Project	Total
	(000's)	(000's)	(000's)
	\$	\$	\$
Balance at December 31, 2019 Land acquisition costs	88,641	951	89,592
	21	-	21
Balance at December 31, 2020	88,662	951	89,613
Land acquisition costs	31	-	31
Balance at September 30, 2021	88,693	951	89,644

## a) Corani Project

The Company has a 100% interest in the Corani Project located in the Department of Puno, Peru. Engineering and evaluation costs incurred on the Corani Project are expensed. Details are as follows:

Corani Engineering and Evaluation Costs:	Three Months End	led Sep 30	Nine Months End	ded Sep 30
	2021	2020	2021	2020
	(000's)	(000's)	(000's)	(000's)
	\$	\$	\$	\$
Corani				
Assaying and sampling	-	-	1	-
Community contributions	307	371	835	1,141
Detailed engineering	890	92	4,527	554
Environmental	52	27	175	100
Geophysics	107	-	107	-
Maintenance costs	-	29	32	32
Salaries and consulting	1,151	1,106	3,580	3,241
Camp, supplies and logistics	539	355	1,659	1,111
Travel	16	9	<sup>^</sup> 41	32
Costs for the Period	3,062	1,989	10,957	6,211

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

**September 30, 2021** 

US Dollars (Unaudited)

## b) Other Exploration and Evaluation Costs (Recoveries)

Other exploration and evaluation costs include administrative expenses for maintaining and managing the Company's Peruvian affiliates and concession payments, which are not directly attributable to the Company's Corani project.

The Company expenses the value added tax it pays during the exploration phase. During the nine months ended September 30, 2021, the total value added taxes paid were \$1.4 million (2020 - \$0.4 million).

#### 8. Leases

The Company's lease liabilities and right-of-use assets are:

Lease Liabilities	Office Space and Warehouse (000's) \$	Vehicles (000's) \$	Total (000's) \$
Balance - December 31, 2019	570	302	872
Payments	(340)	(395)	(735)
Accretion expense	44	53	97
Change in estimate	87	368	455
Foreign exchange translation effect	(12)	(18)	(30)
Balance - December 31, 2020	349	310	659
Payments	(261)	(270)	(531)
Accretion expense	50	56	106
Foreign exchange translation effect	(4)	(24)	(28)
Balance - September 30, 2021	134	72	206
Less: current portion	(134)	(72)	(206)
Long-term portion	-	-	-

Ott: - -

Right-of-Use Assets	Office space and Warehouse (000's) \$	Vehicles (000's) \$	Total (000's) \$
Balance - December 31, 2019	584	317	901
Amortization	(289)	(362)	(651)
Change in Estimate	87	368	455
Balance – December 31, 2020	382	323	705
Amortization	(212)	(216)	(428)
Balance –September 30, 2021	170	107	277

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

**September 30, 2021** 

US Dollars (Unaudited)

## 9. Community Projects Obligation

On April 8, 2013, the Company entered into a Framework Agreement for the Sustainable Use of Natural Resources in the Mining Project Corani (the "Framework Agreement") with the Corani District Municipality, five surrounding communities, and relevant ancillary organizations. The Framework Agreement was for an initial payment (the "Initial Payment") and 22 successive payments (the "Successive Payments") of Peruvian Sol ("S/") 4 million to be made into a trust designed to fund community projects. These Successive Payments of S/. 4 million per year were dependent on the Company receiving the permits to build the processing facilities and the mining installations, which were received during 2018.

The Framework Agreement with the local communities and the Corani Environmental and Social Impact Assessment ("ESIA") requires the Company to undertake certain development work, such as access roads, mine camp and maintenance and storage facilities, and an electrical substation. The Company began development work in 2018 in accordance with the ESIA and the Framework Agreement.

As at September 30, 2021, the total undiscounted obligation remaining under the Framework Agreement was \$17.41 million, while the sum of the remaining annual payment stream discounted at a pre-tax rate of 10% is \$8.34. The liability recognized is adjusted for annual payments made and the winding down of the initial discount every reporting period.

A continuity of the Company's community projects obligation per the Framework Agreement is as follows:

	(000's) \$
Balance as of December 31, 2019	11,045
Payment	(1,126)
Accretion expense	979
Impact of foreign exchange	(954)
Balance as of December 31, 2020	9,944
Payment	(1,075)
Accretion expense	626
Impact of foreign exchange	(1,152)
Balance as of September 30, 2021	8,343
Less: current portion	(967)
Long-term portion as of September 30, 2021	7,376

The annual payment amount is subject to review at the end of the fifth year of production and may change depending on factors the Company cannot foresee at this time.

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

**September 30, 2021** 

US Dollars (Unaudited)

#### 10. Other Liabilities

In 2011 the Company entered into land purchase agreements with local landowners for surface rights access to the Corani project and an agreement to provide the Corani Municipality with funding to build schools and other improvements to the community as determined by the Corani Municipality. The total amount owed under the agreements was approximately \$3.47 million, of which \$0.9 million remains outstanding as of September 30, 2021.

The liability includes a pension obligation adjusted for pensioner life expectancy, the official Peruvian minimum wage level, and the exchange rate, with the estimated payment stream discounted at the rate implicit on sovereign Peruvian zero coupon bonds

A continuity of the Company's obligation under these agreements is as follows:

	(000's)
Balance as of December 31, 2019	1,316
Payments	(32)
Revaluation of obligation	110
Impact of foreign exchange	(81)
Balance as of December 31, 2020	1,313
Payments	(26)
Revaluation of obligation	(222)
Impact of foreign exchange	(146)
Balance as of September 30, 2021	919
Less: current portion	(53)
Long-term portion as of September 30, 2021	866

September 30,	December 31,
2021	2020
(000's)	(000's)
\$	\$
53	61
866	1,252
919	1,313
	2021 (000's) \$ 53 866

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

**September 30, 2021** 

US Dollars (Unaudited)

#### 11. Capital

#### **Authorized and Issued Share Capital**

The Company is authorized to issue an unlimited number of common shares without par value.

#### 2021 Activity

During January 2021, the Company completed a bought deal financing with a syndicate of underwriters for a total of 11,500,000 common shares at CDN\$3.00 per share for gross proceeds of CDN\$34.5 million (\$27.1 million). The underwriters who purchased the shares received a cash fee equal to 6% of the gross proceeds (\$1.63 million). Additional issuance cost in relation to the financing included professional and filing fees totaling \$0.24 million.

On May 10, 2021, the Company issued 333,818 common shares to its directors, officers, and employees as per the agreement of the restricted share units ("RSUs") awarded on April 22, 2020.

### 2020 Activity

On February 6, 2020, the Company issued 7,905,000 common shares at a price of CDN\$2.10 per share for gross proceeds of CDN\$16.6 million (\$12.52 million). The underwriters who purchased the shares received a cash fee equal to 6% of the gross proceeds. Additional costs of \$0.14 million were also incurred in connection with the financing.

During the year ended December 31, 2020, a total of 1,305,250 incentive stock options were exercised for gross proceeds of \$1.41 million (CDN\$1.93 million). The average market price for the options exercised during the year ended December 31, 2020, was CDN\$2.61. A total of 14,000 incentive stock options, exercisable at CDN\$1.41, expired without being exercised.

Options Exercised	Exercise Price (CDN\$)	Gross Proceeds (CDN\$)	Gross Proceeds (USD\$)
933,250	1.41	1,315,882	948,475
300,000	1.50	450,000	333,439
32,000	2.05	65,600	48,787
40,000	2.48	99,200	73,923
1,305,250		\$ 1,930,682	\$ 1,404,624

#### **Share Purchase Options**

The Company has established a share purchase option plan (the "Stock Option Plan") and a long-term incentive plan ("LTIP"). Under the Stock Option Plan, the Board of Directors may, from time to time, grant options to directors, officers, employees, or consultants. Options granted must be exercised no later than ten years from the date of grant or such lesser period as determined by the Board of Directors. Under the Stock Option Plan, the exercise price of an option cannot be lower than the closing price on the TSX Venture Exchange on the trading date preceding the date of grant, less the maximum discount permitted under TSX policies applicable to share purchase options. The Board of Directors also sets vesting terms for each grant. The Stock Option Plan provides that the aggregate number of shares reserved for issuance under the plan (including shares issuable upon the exercise of existing options and restricted or deferred share units issuable under the LTIP) shall not exceed 10% of the total number of issued and outstanding common shares of the Company on a non-diluted basis, as constituted on the grant date of such options. Pursuant to the LTIP, the Board of Directors may, from time to time, award Restricted Share Units ("RSUs") or Deferred Share Units ("DSUs") to directors, officers, employees, and, in the case of RSUs only, consultants. Under the LTIP the maximum number of shares the Company is entitled to issue from treasury for payments in respect of awards of DSUs and RSUs is an aggregate of 5,000,000 shares. The Stock Option Plan and the LTIP may not cumulatively exceed 10% of the total number of shares issued and outstanding.

On April 26, 2021, the Company granted 1,000,000 DSUs to the directors and officers of the Company. The DSU's granted to the holders are to be held in a deferred share unit account until they become payable to the DSU holder on their DSU termination date, a date described as when the DSU holder ceases to be a DSU holder for any reason, other than involuntary termination with cause or involuntary removal as a director of the Company, including, without limiting

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

September 30, 2021

US Dollars (Unaudited)

the generality of the foregoing, as a result of retirement, death, voluntary or involuntary termination without cause, or permanent disability or due to a change of control. The fair value of each DSUs was estimated using CAD \$1.84 as the stock price of the Company's common shares on the date of the grant. The Company recognized a total of \$1.60 million as share-based payments expense for the award of the DSUs during the period ended September 30, 2021.

During the period ended September 30, 2021, the Company recognized \$0.64 million (2020 - \$0.43 million) as share-based payments expense based on the graded vesting schedule of the granted stock options and RSUs.

As at September 30, 2021, and December 31, 2020, the following stock options, RSUs and DSUs were under grant and available for issuance:

	September 30, 2021	December 31, 2020
Issued and outstanding shares	124,273,132	112,439,314
Option limit (10% of issued and outstanding shares)	12,427,313	11,243,931
RSU & DSU limit	5,000,000	5,000,000
Options under grant	5,620,500	6,512,500
RSUs under grant	1,000,000	1,000,000
RSU's outstanding	616,667	1,000,000
DSUs under grant	1,000,000	Nil
DSU's Outstanding	1,000,000	Nil
RSU & DSU available	3,000,000	4,000,000
Options available for issuance <sup>1</sup>	4,806,813	3,731,431
RSU & DSU available for issuance	3,000,000	3,731,431

<sup>1.</sup> A maximum of 3 million of the 4.8 million shares available for issuance as at September 30, 2021 are available for issuance as RSUs or DSUs.

#### 12. Related Party Transactions

## Compensation of key management personnel

The remuneration of the directors, president, and chief executive officer, chief financial officer, and chief operating officer (collectively, the key management personnel) were as follows:

	Three Months Ended Sep 30			Nine Months Ended Sep 30				
		2021		2020		2021		2020
		(000's)		(000's)		(000's)		(000's)
Salaries and directors' fees	\$	454	\$	407	\$	1,316	\$	1,203
Share-based compensation		145		422		2,069		802
	\$	599	\$	829	\$	3,385	\$	2,005

Any amounts that might be owed at any time to key management personnel would be unsecured, non-interest bearing, and due on demand. As at September 30, 2021, \$70,586 (December 31, 2020 - \$nil) was due to key management personnel for unpaid salaries or director fees.

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

**September 30, 2021** 

US Dollars (Unaudited)

## 13. Segmented Information

The Company's business consists of a single reportable segment being mineral exploration and development. Details on a geographic basis are as follows:

					September 30,		December 31,
					2021		2020
Total Assets					(000's)		(000's)
Peru				\$	99,803	\$	102,584
Canada					27,622		15,378
				\$	127,425	\$	117,962
	Three Month	ns Ende	ed Sep 30	•	Nine Months	s En	ded Sep 30
	Three Month	ns Ende	ed Sep 30 2020	·	·	s En	ded Sep 30 2020
Net Loss		ns Ende			Nine Months	s En	
Net Loss Peru	\$ 2021	ns Ende	2020	\$	Nine Months	s En	2020
	2021 (000's)		2020 (000's)	\$	Nine Months 2021 (000's)		2020 (000's)