

Rush Rare Metals Corp.

Condensed Consolidated Interim Financial Statements
For the three and nine months ended March 31, 2023

Expressed in Canadian Dollars
(unaudited)

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim financial statements have been prepared by and are the responsibility of the Company's management. The Company's independent auditor has not performed a review of these condensed interim financial statements in accordance with the standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

RUSH RARE METALS CORP.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION
(EXPRESSED IN CANADIAN DOLLARS)
(UNAUDITED)

As at	March 31, 2023	June 30, 2022
	(unaudited)	(audited)
Assets		
Current		
Cash and cash equivalents	\$ 647,847	\$ 240,105
GST/HST receivable	8,212	-
Prepaid expense	16,301	61,517
	<u>672,360</u>	<u>301,622</u>
Mineral property interests (Note 3)	501,062	400,603
Total Assets	\$ 1,173,422	\$ 702,225
Liabilities and Shareholders' Equity		
Current Liabilities		
Accounts payable	\$ 39,893	\$ 2,365
Accrued liabilities (Note 5)	14,000	15,000
	<u>53,893</u>	<u>17,365</u>
Total Liabilities	53,893	17,365
Shareholders' Equity		
Share capital (Notes 3 and 4)	1,454,229	784,246
Obligation to issue shares (Notes 3 and 4)	-	18,000
Share-based payment and warrant reserve (Notes 4 and 5)	147,493	10,813
Deficit	(482,193)	(128,199)
Total Shareholders' Equity	1,119,529	684,860
Total Liabilities and Shareholders' Equity	\$ 1,173,422	\$ 702,225

/s/ Fabiana Lara

Director

/s/ Brad Newell

Director

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

RUSH RARE METALS CORP.
CONDENSED CONSOLIDATED INTERIM STATEMENT OF LOSS AND COMPREHENSIVE LOSS
(EXPRESSED IN CANADIAN DOLLARS)
(UNAUDITED)

	Three months ended March 31, 2023 (Unaudited)	Three months ended March 31, 2022 (Unaudited)	Nine months ended March 31, 2023 (Unaudited)	October 28, 2021 (Incorporation) to March 31, 2022 (Unaudited)
Operating Expenses				
Exploration and evaluation expenditure	\$ 53,251	\$ -	\$ 55,620	\$ 82,845
Foreign exchange loss	705	-	3,059	-
General and administrative	25,014	136	49,625	202
Professional fees (Notes 4 and 5)	33,724	6,914	137,070	6,914
Share-based payments (Notes 4 and 5)	-	8,169	98,023	8,169
Travel and conferences	563	5,196	10,597	-
	113,257	20,416	353,994	98,131
Net Loss Before Income Tax	\$ (113,257)	\$ (20,416)	\$ (353,994)	\$ (98,131)
Income tax	-	-	-	-
Net Loss and Comprehensive Loss	\$ (113,257)	\$ (20,416)	\$ (353,994)	\$ (98,131)
Loss per share - basic and diluted (Note 4)	\$ (0.00)	\$ (0.00)	\$ (0.01)	\$ (0.01)
Weighted Average Number of Common Shares Outstanding (Note 4)	34,635,714	14,750,000	30,635,766	11,339,595

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

RUSH RARE METALS CORP.
CONDENSED CONSOLIDATED INTERIM STATEMENT OF CHANGES IN EQUITY
(EXPRESSED IN CANADIAN DOLLARS)
(UNAUDITED)

	Number of Outstanding Shares	Share Capital	Subscription receivable	Share-based payment and warrant reserve	Deficit	Total Shareholders' Equity
		\$	\$	\$	\$	\$
Balance October 28, 2021 - date of incorporation	1	-	-	-	-	-
Cancellation of share (Note 4)	(1)	-	-	-	-	-
Issuance of shares for exploration property (Notes 3 and 4)	1,000,000	20,000	-	-	-	20,000
Common shares issued for cash (Note 4)	14,750,000	295,000	-	-	-	295,000
Net loss for the period	-	-	-	-	(98,131)	(98,131)
Balance, March 31, 2022	15,750,000	315,000	-	-	(98,131)	216,869
Balance, June 30, 2022	28,150,000	784,246	18,000	10,813	(128,199)	684,860
Common shares issued for cash, net issuance costs (Note 4)	7,820,000	651,983	-	38,657	-	690,640
Issuance of shares as Finders' Fee (Notes 3 and 4)	900,000	18,000	(18,000)	-	-	-
Share-based payments (Note 4 and 5)	-	-	-	98,023	-	98,023
Net loss for the period	-	-	-	-	(353,994)	(353,994)
Balance, March 31, 2023	36,870,000	1,454,229	-	147,493	(482,193)	1,119,529

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

RUSH RARE METALS CORP.
CONDENSED CONSOLIDATED INTERIM STATEMENT OF CASH FLOWS
(EXPRESSED IN CANADIAN DOLLARS)
(UNAUDITED)

	Nine months ended March 31, 2023	October 28, 2021 (Incorporation) to March 31, 2022
Cash Provided by (Used in)		
Operating Activities		
Net loss	\$ (353,994)	\$ (98,131)
Items not affecting cash:		
Share-based payments	98,023	-
Changes in working capital items:		
GST/HST receivable	(8,212)	(3,902)
Prepaid expenses	45,216	(15,750)
Accounts payable and accrued liabilities	36,528	11,478
	<u>(182,439)</u>	<u>(106,305)</u>
Investing Activities		
Mineral property acquisition costs	(100,459)	-
	<u>(100,459)</u>	<u>-</u>
Financing Activities		
Issuance of common shares for cash	690,640	295,000
	<u>690,640</u>	<u>295,000</u>
Inflow (Outflow) of Cash and Cash Equivalents	407,742	188,695
Cash and cash equivalents - Beginning of period	240,105	-
Cash and cash equivalents - End of period	<u>\$ 647,847</u>	<u>\$ 188,695</u>

RUSH RARE METALS CORP.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED MARCH 31, 2023
(EXPRESSED IN CANADIAN DOLLARS)
(UNAUDITED)

1. Entity information

Rush Rare Metals Corp. (“Rush” or the “Company”) was incorporated on October 28, 2021, under the Business Corporations Act (British Columbia). The Company’s registered and records office is located at #600 -1090 West Georgia Street, Vancouver, British Columbia.

The Company is an early-stage entity focused on exploration of mineral sites with a view of commercialization. The Company has acquired the rights to mineral exploration properties within the Province of Quebec in Canada and the State of Wyoming in the United States (Note 3). Effective January 26, 2022, the Company’s shares trade on the Canadian Securities Exchange (“CSE”) under the symbol “RSH”.

2. Basis of presentation

(a) Statement of compliance

These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standards (“IAS”) 34, Interim Financial Reporting. Accordingly, certain information and note disclosure normally included in annual financial statements prepared in accordance with International Financial Reporting Standards (“IFRS”) have been omitted or condensed, and therefore these condensed interim consolidated financial statements should be read in conjunction with the Company’s June 30, 2022, audited annual financial statements and the notes to such financial statements.

The condensed consolidated interim financial statements for the three and nine months ended March 31, 2023, were authorized for issuance by the Company’s board of directors on May 29, 2023.

(b) Basis of preparation

These condensed consolidated interim financial statements have been prepared on a historical cost basis except for financial instruments at fair value through profit or loss (“FVTPL”) which are measured at fair value.

(c) Basis of consolidation

These condensed consolidated interim financial statements include the accounts of the Company and its subsidiary. The Company’s subsidiary is an entity controlled by the Company, and the Company has power over the entity through its exposure and rights to variable returns from the subsidiary. The results of the Company’s wholly owned subsidiary, Rush Uranium Wyoming LLC, are included in these condensed consolidated interim financial statements. The financial statements of the Company’s subsidiary are prepared for the same reporting period as the Company and all intercompany transactions and balances have been eliminated.

RUSH URANIUM CORP.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
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(UNAUDITED)

2. Basis of presentation (continued)

(d) Going concern

The Company is in the process of exploring its mineral property interests and has not yet determined whether they contain mineral reserves that are economically recoverable. The Company's continuing operations and the underlying value and recoverability of the amounts shown for the investment in its mineral property interests is entirely dependent upon the existence of economically recoverable mineral reserves, the ability of the Company to obtain the necessary financing to complete the exploration and development of the investment in these properties, obtaining the necessary permits to mine, and on future profitable production or proceeds from the disposition of the mineral property interest.

These condensed consolidated interim financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. Several adverse conditions cast significant doubt on the validity of this assumption. The Company has incurred a net loss during the nine months ended March 31, 2023, of \$353,994, has accumulated losses of \$482,193 since incorporation, has limited resources, no sources of operating cash flow and no assurances that sufficient funding will be available to continue operations for an extended period of time.

The application of the going concern concept is dependent upon the Company's ability to satisfy its liabilities as they become due and to obtain the necessary financing to complete the exploration and development of its mineral property interests, the attainment of profitable mining operations or the receipt of proceeds from the disposition of its mineral property interests. Management may seek to raise the necessary capital to meet its funding requirements. There can be no assurance that management's plan will be successful. These uncertainties cast significant doubt about the Company's ability to continue as a going concern.

If the going concern assumption were not appropriate for these condensed consolidated interim financial statements, then adjustments may be necessary to the carrying value of assets and liabilities, the reported expenses and the condensed consolidated interim statement of financial position classifications used. Such adjustments could be material.

(e) Functional and presentation currency

These condensed consolidated interim financial statements are presented in Canadian dollars, which is the functional currency of the Company and its subsidiary. All financial information has been rounded to the nearest dollar except where otherwise indicated.

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NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
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2. Basis of presentation (continued)

(f) Use of estimates and judgments

The presentation of condensed consolidated interim financial statements in accordance with IFRS requires management to make estimates, judgments and assumptions that affect the Company's accounting policies to facilitate the reporting of the Company's assets, liabilities, and expenses during the period.

Estimates and related assumptions are reviewed regularly, on an ongoing basis, and revisions to such estimates are recognized prospectively in the period of revision.

Areas in which management has made critical judgment in the process of applying its accounting policies that have the most significant effect on the amounts recorded in the Company's condensed consolidated interim financial statements include the determination of the Company's functional currency and the ability of the Company to continue as going concern.

Information about key assumptions and estimation uncertainty that has a significant risk of resulting in a material adjustment to the carrying amounts of the Company's assets and liabilities within the next financial year are referenced in the notes to the Company's audited consolidated financial statements for the period ended June 30, 2022, as follows:

- Note 2(a): The assessment of the Company to continue as a going concern;
- Note 3(b): Estimates of the measurement, valuation and period of use of the Company's mineral property interests;
- Note 3(e): Estimates of Black-Scholes Model inputs to estimate the value of the Company's share-based payment transactions;
- Note 3(d): Estimates and assessment of the recoverability of unused tax losses and deductible temporary differences.

3. Mineral property interests

Set out below is a continuity of the Company's acquisition costs of its mineral property interests at March 31, 2023 and June 30, 2022:

		Boxi	Copper Mountain	Total
Incorporation, October 28, 2021	\$	-	\$ -	\$ -
Additions		20,000	380,603	400,603
Balance, June 30, 2022	\$	20,000	\$ 380,603	\$ 400,603
Additions		-	100,459	100,459
Balance, March 31, 2023	\$	20,000	\$ 481,062	\$ 501,062

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NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
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3. Mineral property interests (continued)

(a) Boxi property

On November 8, 2021, the Company entered into an asset purchase agreement (the “Boxi Agreement”) to acquire the rights, title and all interest in ten (10) mineral claims, covering an area of approximately 580 hectares, located in the Province of Quebec (the “Boxi Property”). The Company acquired the Boxi Property for 1,000,000 common shares which were valued at \$20,000 (note 4(b)). The Company subsequently augmented the Boxi Property by staking an additional 83 claims. The 93 mineral claims now comprising the Boxi Property cover approximately 4,700 hectares.

(b) Copper Mountain property

On May 8, 2022, the Company entered into an assignment and assumption agreement (the “Copper Mountain Assignment Agreement”), pursuant to which the Company assumed the obligations as buyer under a project sale agreement dated as of April 8, 2022 (the “Copper Mountain Sale Agreement”) to purchase ten (10) mineral claims, covering an area of approximately 206.60 acres, located in the State of Wyoming (the “Copper Mountain Property”).

The Company subsequently augmented the Copper Mountain Property by staking an additional 100 claims. The 110 mineral claims now comprising the property cover approximately 1,911 acres. The Company acquired the Copper Mountain Property for \$323,933 (USD \$250,000), plus prepaid staking costs of approximately \$42,500 for the additional 100 mineral claims, in addition to an ongoing annual payment along with royalty payments on revenue earned on the property with an option to buyout all or a portion of the future royalties (note 6). Additionally, the Company entered into an agreement to issue 900,000 finder’s units associated with the acquisition of the Copper Mountain Property, with each unit comprising one (1) common share of the Company and one share purchase warrant exercisable to purchase one share at an exercise price of \$0.20 for two years from grant date (note 4(d) and 5). The Company capitalized \$18,000 representing the fair value of the common shares (see note 4(b)) and \$2,643 representing the fair value of the warrants.

4. Share capital

(a) Authorized

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

(b) Issued and outstanding

The Company’s share capital at March 31, 2023 consisted of 36,870,000 common shares issued and outstanding (June 30, 2022 - 28,150,000).

- Upon incorporation, the Company issued one (1) common share at gross proceeds of \$0.01. The share was canceled on November 18, 2021.

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NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
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4. Share capital (continued)

- On November 8, 2021, the Company issued 1,000,000 common shares in exchange for the acquisition of the Boxi Property (Note 3(a)). Each share has an assessed value of \$0.02 per share reflecting the value of shares purchased during the period.
- Upon incorporation, the Company issued one (1) common share at gross proceeds of \$0.01. The share was cancelled on November 18, 2021.
- On November 8, 2021, the Company issued 1,000,000 common shares in exchange for the acquisition of the Boxi Property (note 3(a)). Each share has an assessed value of \$0.02 per share reflecting the value of shares purchased during the period.
- During the period ended June 30, 2022, the Company received proceeds of \$395,000 upon the issuance of 19,750,000 common shares at a price of \$0.02 per share and proceeds of \$369,246 upon the issuance of 7,400,000 common shares at a price of \$0.05 per share.
- On September 20, 2022, the Company issued 900,000 shares and 900,000 warrants as a finders' fee relating to the acquisition of the Copper Mountain Property (see note 3).
- On January 25, 2023, the Company closed its initial public offering (“IPO”), issuing 7,670,000 common shares of the Company at a price of \$0.10 per common share for total gross proceeds of \$767,000. The Company paid cash commission of \$61,360, equal to 8% of the gross proceeds from the sale of the offered shares, as well as a cash advisory fee of \$15,000. The Company also issued 150,000 common shares of the Company at a deemed price of \$0.10 as an IPO success fee to the initial public offering agent. The Company also issued 613,600 non-transferable common share purchase warrants each entitling the holder to acquire one common share of the Company at an exercise price of \$0.10 for 36 months following the closing date to the initial public offering agent.

(c) Stock option plan

The Company has an incentive stock option plan (the “Plan”) in which it may grant incentive stock options (“Options”) to its directors, officers, employees and contractors to purchase common shares of the Company. The terms and conditions of each Option granted in accordance with the Plan are approved by resolution of the Company’s board of directors.

During the three and nine months ended March 31, 2023, the Company recorded share-based payment expense of \$nil and \$98,023, respectively.

The fair value of the Options granted during the six months ended March 31, 2023, was estimated using the following Black-Scholes Model assumptions:

Expected life		10 years
Expected volatility		151.84%
Risk-free rate		3.10%
Dividend yield		-
Underlying share price	\$	0.05
Strike price	\$	0.10

RUSH URANIUM CORP.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
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(UNAUDITED)

4. Share capital (continued)

(c) Stock option plan (continued)

Changes in the number of Options during the nine months ended March 31, 2023, is as follows:

	Number of Options		Weighted average exercise price
Balance, beginning of period	414,000	\$	0.10
Granted	2,000,000		0.10
Balance, end of period	2,414,000	\$	0.10
Options exercisable, end of period	2,414,000	\$	0.10

The following is a summary of the outstanding Options at March 31, 2023:

Exercise price	Number outstanding	Weighted average remaining contractual life	Number exercisable	Weighted average remaining vesting period
\$ 0.10	2,414,000	9.33 years	2,414,000	-

During the nine months ended March 31, 2023, \$98,023 was recorded as share-based payments (2022 - \$8,169), related to the vesting of stock options.

(d) Warrants

On September 20, 2022, the Company issued 900,000 warrants as a finder's fee in connection with the acquisition of the Copper Mountain Property. The Company capitalized \$2,643 as a mineral property interest, which represents the fair value of the warrants on the date in which the property was acquired (see note 3(b)). The warrants entitled the holder to purchase one common share of the Company at an exercise price of \$0.20 per common share on or before September 20, 2024. As of March 31, 2023, all 900,000 warrants issued in connection with this transaction remain outstanding.

On January 25, 2023, the Company issued aggregate of 613,600 non-transferable common share purchase warrants, each entitling the holder to acquire one common share of the Company at an exercise price of \$0.10 for 36 months following the closing date. The Company recorded \$38,657 to issuance costs, which represents the fair value of the warrants at issuance. As of March 31, 2023, all 613,600 warrants issued in connection with this transaction remain outstanding.

RUSH URANIUM CORP.
 NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
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4. Share capital (continued)

(d) Warrants (continued)

The following is a summary of the outstanding warrants at March 31, 2023:

	Number of warrants	Weighted average exercise price	Weighted average remaining contractual life (years)
Balance, June 30, 2022	900,000	\$ 0.20	2.23
Granted	613,600	0.10	3.00
Balance, March 31, 2023	1,513,600	\$ 0.16	2.02
Warrants exercisable, March 31, 2023	1,513,600	\$ 0.16	2.02

(e) Per share amounts

The weighted average number of common shares outstanding for the three and nine months ended March 31, 2023, was 34,635,714, and 30,635,766, respectively (2022 – 14,750,000 and 11,339,595, respectively). Effects of dilution from 2,414,000 Options and 1,513,600 warrants were excluded from the calculation of weighted average shares outstanding for the three and nine months ended March 31, 2023, for diluted loss per share as they are anti-dilutive. There were no dilutive instruments outstanding as at March 31, 2022.

RUSH URANIUM CORP.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
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5. Related party transactions

The Company's related parties include its Board of Directors, Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), who are key management personnel, having the authority and responsibility for planning, directing and controlling the activities of the Company.

During the nine months ended March 31, 2023, the Company granted 1,500,000 options, to directors and officers of the Company, of which \$nil and \$73,517 was recorded as the service cost within share-based payments expense during the three and nine months ended March 31, 2023, respectively.

During the nine months ended March 31, 2023, in connection with the acquisition of the Copper Mountain Property, the Company issued an aggregate of 600,000 common shares and 600,000 warrants to two directors of the Company for services provided in the acquisition.

During the three and nine months ended March 31, 2023, the Company recorded professional fees of \$4,500 and \$13,500, respectively, to a close family member of the Company's CEO (2022 – \$nil and \$nil). As of March 31, 2023, there are no amounts payable to this individual (June 30, 2022 - \$nil).

During the three and nine months ended March 31, 2023, the Company recorded professional fees of \$17,500 and \$0, respectively, to the Company's CEO (2022 – \$nil and \$nil). As of March 31, 2023, there are no amounts payable to this individual (June 30, 2022 - \$nil).

As at March 31, 2023, included within accrued liabilities is \$10,000 payable to an entity owned by the Company's former CFO for professional fees provided (June 30, 2022 - \$5,000). Amounts are unsecured, non-interest bearing and due on demand.

Included within the NSR royalty (as later defined in Note 6) is a commitment payable to an entity significantly influenced by a director of the Company. In accordance with the NSR royalty, 50% of all amounts payable as described in (Note 6) are payable to the entity.

The above transactions with related parties are in the normal course of business and have been measured at the exchange amount, which is the consideration agreed to between the related parties.

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NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
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6. Commitments

As of March 31, 2023, the Company has the following commitments:

- An annual payment of US\$25,000 to be divided equally between the vendors of the Copper Mountain Property, due on or before April 8th of each year (paid April 2023)
- An net smelter return (“NSR”) royalty on production of 2.5% (the “Royalty”) of the sales value on any yellowcake sourced on or from the project area. The Company may buy back a portion of the Royalty interests as follows:
 - A payment of US\$250,000 to be made prior to April 8, 2023 to reduce the Royalty one (1) percentage point from 2.5% to 1.5%.
 - A payment of US\$500,000 to be made after April 8, 2023 but before April 8, 2024 to reduce the Royalty one (1) percentage point from 1.5% to 0.5%.
 - A payment of US\$1,000,000 to be made after April 8, 2024 but before April 8, 2025 to reduce the Royalty one-half (0.5) of a percentage point from 0.5% to 0.0%.

7. Subsequent Events

In April 2023, the Company completed a US\$25,000 payment equally divided between the vendors of the Copper Mountain Property, of which \$12,500 was to a related party director of the Company.