



Condensed Interim Consolidated Financial Statements

For the Three and Nine Months Ended September 30, 2021 and 2020

Unaudited

Presented in Canadian Dollars



November 11, 2021

MANAGEMENT'S RESPONSIBILITY FOR THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

The accompanying condensed consolidated interim financial statements of Nighthawk Gold Corp. ("**Nighthawk**") are the responsibility of the Board of Directors and executive management. The unaudited condensed interim consolidated financial statements have been prepared by management, on behalf of the Board of Directors, in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board. These unaudited condensed interim consolidated financial statements do not include all of the disclosures required for annual consolidated financial statements and therefore should be read in conjunction with Nighthawk's audited annual consolidated financial statements and notes thereto for the year ended December 31, 2020. These unaudited condensed interim consolidated financial statements follow the same significant accounting policies and methods of application as those included in Nighthawk's most recent audited annual consolidated financial statements, except as described in note 3. Management acknowledges responsibility for the preparation and presentation of the consolidated financial statements, including responsibility for significant accounting judgments and estimates and the choice of accounting principles and methods that are appropriate to Nighthawk's circumstances. In the opinion of management, the unaudited condensed interim consolidated financial statements have been prepared within acceptable limits of materiality and are in accordance with International Accounting Standard 34, Interim Financial Reporting using accounting policies consistent with IFRS appropriate in the circumstances.

Management has established processes, which are in place to provide it sufficient knowledge to support management representations that it has exercised reasonable diligence that (i) the unaudited condensed interim consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of, and for the periods presented by, the unaudited condensed interim consolidated financial statements and (ii) the unaudited condensed interim consolidated financial statements fairly present in all material respects the financial condition, results of operations and cash flows of Nighthawk, as of the date of and for the period presented by the unaudited condensed interim consolidated financial statements.

The Board of Directors is responsible for reviewing and approving the consolidated financial statements and for ensuring that management fulfills its financial reporting responsibilities. An Audit Committee assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with management to review the internal controls over the financial reporting process, the consolidated financial statements and the auditors' report. The Audit Committee also reviews Nighthawk's Management's Discussion and Analysis to ensure that the financial information reported therein is consistent with the information presented in the consolidated financial statements. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the consolidated financial statements for issuance to the shareholders.

Management recognizes its responsibility for conducting Nighthawk's affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

(Signed) "*Keyvan Salehi*"

Keyvan Salehi
President & Chief Executive Officer

(Signed) "*Michael Leskovec*"

Michael Leskovec
Chief Financial Officer



NIGHTHAWK GOLD CORP.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

Presented in Canadian Dollars

Unaudited

	September 30, 2021	December 31, 2020
ASSETS		
Current Assets		
Cash and cash equivalents	\$ 17,337,258	\$ 8,309,832
Amounts receivable	1,683,496	232,077
Prepaid expenses and supplies	795,779	894,738
	19,816,533	9,436,647
Non-current Assets		
Restricted cash (note 5)	4,729,310	4,669,310
Exploration and evaluation assets (note 6)	11,678,312	11,152,664
	16,407,622	15,821,974
	\$ 36,224,155	\$ 25,258,621
LIABILITIES		
Current Liabilities		
Accounts payable and accrued liabilities	\$ 7,027,854	\$ 1,583,569
Non-current Liabilities		
Flow-through share premium liability	1,449,035	1,128,481
Provision for service obligation (note 7)	3,012,314	3,012,314
Reclamation provision (note 8)	401,150	401,150
	4,862,499	4,541,945
SHAREHOLDERS' EQUITY		
Share capital (note 9(a))	129,859,442	104,003,121
Warrant reserve (note 9(b))	3,563,900	516,712
Share-based payment reserve (note 9(c))	20,205,224	18,567,340
Accumulated deficit	(129,294,764)	(103,954,066)
	24,333,802	19,133,107
	\$ 36,224,155	\$ 25,258,621

Subsequent Event (note 14)

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



NIGHTHAWK GOLD CORP.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS

Presented in Canadian Dollars

Unaudited

	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
	<i>Note 3(b)</i>		<i>Note 3(b)</i>	
Operating Expenses				
General and Administrative Expenses				
Salaries, director and consulting fees <i>(note 11)</i>	\$ 342,582	\$ 162,243	\$ 1,077,236	\$ 479,265
Office and administration	76,089	31,990	221,355	142,257
Shareholder communication and marketing	49,636	63,635	208,028	269,366
Regulatory	42,016	20,838	174,111	84,379
Professional fees	62,359	42,973	152,247	141,972
Travel	-	1,560	669	100,111
Stock-based compensation <i>(note 9(c))</i>	320,749	50,111	1,292,672	150,333
	893,431	373,350	3,126,318	1,367,683
Exploration and Evaluation Expenses <i>(note 6)</i>	14,336,253	5,703,432	28,292,135	8,626,718
Operating Loss	15,229,684	6,076,782	31,418,453	9,994,401
Other Income				
Flow-through share premium	2,784,683	645,183	5,999,766	645,183
Interest income	28,724	26,313	51,989	103,157
Gain on debt settlement <i>(note 6)</i>	-	-	26,000	-
Total Other Income	2,813,407	671,496	6,077,755	748,340
Net Loss and Comprehensive Loss	\$ (12,416,277)	\$ (5,405,286)	\$ (25,340,698)	\$ (9,246,061)
Net Loss Per Share <i>(note 10)</i>:				
Basic and Fully Diluted	\$ (0.16)	\$ (0.11)	\$ (0.40)	\$ (0.20)

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



NIGHTHAWK GOLD CORP.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

Presented in Canadian Dollars

Unaudited

	Share capital	Warrant reserve	Share-based payment reserve	Accumulated deficit <i>Note 3(b)</i>	Total equity
Balance at December 31, 2019	\$ 94,828,475	\$ -	\$ 18,154,940	\$ (91,250,900)	\$ 21,732,515
Issuance of shares, net of cash share issuance costs of \$331,455	11,669,146	-	-	-	11,669,146
Flow-through share premium	(2,641,320)	-	-	-	(2,641,320)
Tax effect of share issue costs	79,425	-	-	-	79,425
Fair value of warrants issued	(518,613)	518,613	-	-	-
Issuance of common shares on repurchase of royalties	282,000	-	-	-	282,000
Issuance of common shares on exercise of stock options	75,000	-	-	-	75,000
Fair value of stock options transferred on exercise	14,476	-	(14,476)	-	-
Stock-based compensation <i>(note 9(c))</i>	-	-	150,333	-	150,333
Net loss for the period	-	-	-	(9,246,061)	(9,246,061)
Balance at September 30, 2020	103,788,589	518,613	18,290,797	(100,496,961)	22,101,038
Issuance of shares, net of cash share issue costs of \$332,496	(1,041)	-	-	-	(1,041)
Tax effect of share issue costs	8,687	-	-	-	8,687
Fair value of warrants issued	1,901	(1,901)	-	-	-
Issuance of common shares on exercise of stock options	128,250	-	-	-	128,250
Fair value of stock options transferred on exercise	25,485	-	(25,485)	-	-
Exercise of share units	51,250	-	(51,250)	-	-
Stock-based compensation	-	-	353,278	-	353,278
Net loss for the period	-	-	-	(3,457,105)	(3,457,105)
Balance at December 31, 2020 (continued)	\$ 104,003,121	\$ 516,712	\$ 18,567,340	\$ (103,954,066)	\$ 19,133,107

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



NIGHTHAWK GOLD CORP.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

Presented in Canadian Dollars

Unaudited

	Share capital	Warrant reserve	Share-based payment reserve	Accumulated deficit	Total equity
Balance at December 31, 2020 (continued)	\$ 104,003,121	\$ 516,712	\$ 18,567,340	\$ (103,954,066)	\$ 19,133,107
Issuance of shares on April 8, 2021, net of cash share issuance costs of \$745,962 (note 9(a))	10,200,538	-	-	-	10,200,538
Issuance of shares on July 7, 2021, net of cash share issue costs of \$2,010,680 (note 9(a))	24,994,503	-	-	-	24,994,503
Flow-through share premium	(6,320,320)	-	-	-	(6,320,320)
Fair value of warrants issued	(3,563,900)	3,563,900	-	-	-
Issuance of common shares for Kim and Cass Option (note 6)	374,000	-	-	-	374,000
Exercise of share units	171,500	-	(171,500)	-	-
Expiry of warrants	-	(516,712)	516,712	-	-
Stock-based compensation (note 9(c))	-	-	1,292,672	-	1,292,672
Net loss for the period	-	-	-	(25,340,698)	(25,340,698)
Balance at September 30, 2021	\$ 129,859,442	\$ 3,563,900	\$ 20,205,224	\$ (129,294,764)	\$ 24,333,802

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



NIGHTHAWK GOLD CORP.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS

Presented in Canadian Dollars

Unaudited

For the nine months ended September 30,	2021	2020
		<i>Note 3(b)</i>
Cash provided by (used in)		
Operations		
Net loss for the period	\$ (25,340,698)	\$ (9,246,061)
Items not involving cash:		
Stock-based compensation	1,292,672	150,333
Gain on debt settlement	(26,000)	-
Flow-through share premium	(5,999,766)	(645,183)
Change in non-cash working capital:		
Amounts receivable	(1,451,419)	(293,646)
Prepaid expenses and supplies	98,959	(85,771)
Accounts payable and accrued liabilities	5,444,285	1,831,396
	(25,981,967)	(8,288,932)
Financing		
Exercise of stock options	-	75,000
Purchase of letter of credit	(60,000)	-
Financing, net of issue costs	35,195,041	11,669,146
	35,135,041	11,744,146
Investing		
Acquisition costs	(125,648)	(413,700)
Increase in cash	9,027,426	3,041,514
Cash and cash equivalents, beginning of period	8,309,832	9,662,590
Cash and cash equivalents, end of period	\$ 17,337,258	\$ 12,704,104

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



NIGHTHAWK GOLD CORP.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

Presented in Canadian Dollars

Unaudited

For the nine months ended September 30, 2021

1. NATURE OF OPERATIONS

Nighthawk Gold Corp. ("**Nighthawk**" or the "**Company**") was incorporated on January 8, 2004 under the Business Corporations Act (Ontario) and is a publicly listed Canadian junior resource company with exploration and evaluation assets in Canada. Nighthawk is engaged in the identification, acquisition, exploration and evaluation of gold properties, is listed on the Toronto Stock Exchange ("**TSX**"), and trades under the symbol NHK. To date, Nighthawk has not earned any revenue from operations. The Company's registered office is located at Suite 301, 141 Adelaide Street West, Toronto, Ontario, Canada, M5H 3L5.

The condensed interim consolidated financial statements for the three and nine months ended September 30, 2021 and 2020 have been approved for issue by the Board of Directors on November 11, 2021.

Nighthawk is in the exploration stage and is subject to risks and challenges similar to companies in a comparable stage. These risks include, but are not limited to, the challenges of securing adequate capital in view of exploration, development and operational risks inherent in the mining industry; changes in government policies and regulations; the ability to obtain the necessary environmental permitting; challenges in future profitable production or, alternatively Nighthawk's ability to dispose of its exploration and evaluation assets on an advantageous basis; as well as global economic, precious and base metal price volatility; all of which are uncertain.

During the period, there was a continued global outbreak of COVID-19 ("**Coronavirus**"), which has had a significant impact on businesses through the restrictions put in place by the Canadian governments regarding travel, business operations and isolation/quarantine orders. At this time, it is unknown the extent of the impact the Coronavirus outbreak may have on the Company as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus. While the extent of the impact is unknown, we anticipate this outbreak may cause supply chain disruptions, and staff shortages, all of which may negatively impact the Company's business and financial condition.

In light of the current Coronavirus pandemic, Nighthawk has taken precautions to ensure the safety and well-being of all personnel at site, as well as the surrounding communities. The Company resumed exploration activities in March 2021. As of the date of this document, the Company is not aware of any site personnel having contracted Coronavirus.

2. BASIS OF PRESENTATION

These unaudited condensed interim consolidated financial statements have been prepared in accordance with IAS 34 - Interim Financial Reporting on the basis of International Financial Reporting Standards ("**IFRS**") and interpretations as approved by the International Accounting Standards Board ("**IASB**") and are presented in Canadian dollars.

These unaudited condensed interim consolidated financial statements have been prepared on a going concern basis, under the historical cost convention, except fair value through profit and loss assets which are carried at fair value, and have been prepared using the accrual basis of accounting except for cash flow information.

The unaudited condensed interim consolidated statement of cash flows shows the changes in cash arising during the period from operating activities, investing activities and financing activities.



NIGHTHAWK GOLD CORP.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

Presented in Canadian Dollars

Unaudited

For the nine months ended September 30, 2021

3. SIGNIFICANT ACCOUNTING POLICIES

The financial framework and accounting policies applied in the preparation of these unaudited condensed interim consolidated financial statements are consistent with those as disclosed in its most recently completed audited consolidated financial statements for the fiscal year ended December 31, 2020.

(a) Adoption of Accounting Policies

The Company adopted the following amendment to its accounting policies during the nine months ended September 30, 2021:

Amendments to IAS 16, Property, Plant and Equipment - Proceeds before Intended Use

Effective on January 1, 2022, the amendments to IAS 16 require that entities are no longer able to deduct the net proceeds from selling any items from an asset's carrying amount before it is capable of operating in the manner intended by management. Instead, the proceeds should be recognised in accordance with applicable standards and in particular applying the measurement requirements of IAS 2 for the cost of those items. The Company early adopted the amendment in January 2021. There was no impact to the current period or comparative periods presented as a result of the amendment.

(b) Changes in Accounting Policies

During the year ended December 31, 2020, the Company changed its accounting policy of capitalizing exploration and evaluation expenditures. The Company believes that expensing such costs as incurred provides more reliable and relevant financial information. It is more relevant and reliable because this policy eliminates the use of estimates and judgments regarding the valuation of exploration and evaluation expenditures and aligns the analysis to when the mineral property is considered economically and commercially viable. Costs of acquiring exploration and evaluation assets are capitalized and are subsequently measured at cost less accumulated impairment. Exploration and evaluation expenditures are expensed until it has been established that a mineral property is commercially viable. Previously, the Company capitalized these exploration and evaluation expenditure amounts. The unaudited interim consolidated statement of loss and comprehensive loss for the nine months ended September 30, 2020 has been restated to reflect adjustments made as a result of this change in accounting policy.



NIGHTHAWK GOLD CORP.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

Presented in Canadian Dollars

Unaudited

For the nine months ended September 30, 2021

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Changes in Accounting Policies (continued)

	For the three months ended		
	September 30, 2020	Adjustment	September 30, 2020
Statement of Loss and Comprehensive Loss	as previously reported		as restated
Operating Expenses			
General and Administrative Expenses			
Salaries, director and consulting fees	\$ 162,243	\$ -	\$ 162,243
Shareholder communication and marketing	63,635	-	63,635
Office and administration	31,990	-	31,990
Professional fees	42,973	-	42,973
Regulatory	20,838	-	20,838
Travel	1,560	-	1,560
Stock-based compensation	50,111	-	50,111
	373,350	-	373,350
Exploration and Evaluation Expenses	-	5,703,432	5,703,432
Operating Loss	373,350	5,703,432	6,076,782
Other income			
Interest income	26,313	-	26,313
Flow-through share premium	645,183	-	645,183
Total Other Income	671,496	-	671,496
Loss Before Income Taxes	298,146	(5,703,432)	(5,405,286)
Deferred tax provision	(802,736)	802,736	-
Net Loss and Comprehensive Loss	\$ (504,590)	\$ (4,900,696)	\$ (5,405,286)
Net loss per share:			
Basic and diluted	\$ (0.01)		\$ (0.11)
Weighted average number of shares outstanding during the period:			
Basic and diluted	47,531,058		47,531,058



NIGHTHAWK GOLD CORP.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

Presented in Canadian Dollars

Unaudited

For the nine months ended September 30, 2021

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Changes in Accounting Policies (continued)

	For the nine months ended		
	September 30, 2020	Adjustment	September 30, 2020
Statement of Loss and Comprehensive Loss	as previously reported		as restated
Operating Expenses			
General and Administrative Expenses			
Salaries, director and consulting fees	\$ 479,265	\$ -	\$ 479,265
Shareholder communication and marketing	269,366	-	269,366
Office and administration	142,257	-	142,257
Professional fees	141,972	-	141,972
Travel	100,111	-	100,111
Regulatory	84,379	-	84,379
Stock-based compensation	150,333	-	150,333
	1,367,683	-	1,367,683
Exploration and Evaluation Expenses	-	8,626,718	8,626,718
Operating Loss	1,367,683	8,626,718	9,994,401
Other income			
Interest income	103,157	-	103,157
Flow-through share premium	645,183	-	645,183
Total Other Income	748,340	-	748,340
Loss Before Income Taxes	(619,343)	(8,626,718)	(9,246,061)
Deferred tax provision	(1,333,954)	1,333,954	-
Net Loss and Comprehensive Loss	\$ (1,953,297)	\$ (7,292,764)	\$ (9,246,061)
Net loss per share:			
Basic and diluted	\$ (0.04)		\$ (0.20)
Weighted average number of shares outstanding during the period:			
Basic and diluted	45,697,067		45,697,067

Note: A revised Statement of Equity has not been included as the only change would be in retained earnings due to the change from the statement of loss and comprehensive loss.



NIGHTHAWK GOLD CORP.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

Presented in Canadian Dollars

Unaudited

For the nine months ended September 30, 2021

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Changes in Accounting Policies (continued)

Statement of Cash Flows	For the nine months ended		
	September 30, 2020 as previously reported	Adjustment	September 30, 2020 as restated
Cash provided by (used in)			
Operations			
Net loss for the period	\$ (1,953,297)	\$ (7,292,764)	\$ (9,246,061)
Items not involving cash:			
Deferred tax provision	1,333,954	(1,333,954)	-
Stock-based compensation	150,333	-	150,333
Flow-through share premium	(645,183)	-	(645,183)
Change in non-cash working capital:			
Amounts receivable	(293,646)	-	(293,646)
Prepaid expenses and supplies	(85,771)	-	(85,771)
Accounts payable and accrued liabilities	1,831,396	-	1,831,396
	337,786	(8,626,718)	(8,288,932)
Financing			
Issuance of common shares, net of share issued costs	11,669,146	-	11,669,146
Exercise of stock options	75,000	-	75,000
	11,744,146	-	11,744,146
Investing			
Exploration and evaluation costs	(8,626,718)	8,626,718	-
Acquisition costs	(413,700)	-	(413,700)
	(9,040,418)	8,626,718	(413,700)
Increase in cash	3,041,514	-	3,041,514
Cash and cash equivalents, beginning of period	9,662,590	-	9,662,590
Cash and cash equivalents, end of period	\$ 12,704,104	\$ -	\$ 12,704,104



NIGHTHAWK GOLD CORP.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

Presented in Canadian Dollars

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For the nine months ended September 30, 2021

4. CRITICAL ACCOUNTING ESTIMATES AND SIGNIFICANT JUDGMENTS

The preparation of these condensed interim consolidated financial statements requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the condensed interim consolidated financial statements and reported amounts of revenues and expenses during the reporting period. Actual outcomes could differ from these estimates. These condensed interim consolidated financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Company has identified the following areas where estimates, assumptions and judgments are made and where actual results may differ from the estimates under different assumptions and conditions and may materially affect financial results of the Company's consolidated statements of financial position reported in future periods.

Significant Accounting Estimates

(a) Share-Based Payments

The determination of the fair value of stock options or warrants using the Black-Scholes option pricing model, requires the input of highly subjective assumptions, including the expected price volatility. Changes in the subjective input assumptions could materially affect the fair value estimate.

(b) Reclamation Provision

The Company assesses its reclamation and remediation provisions at each reporting period or when new material information is available. The amounts recorded for reclamation and remediation provisions are based on estimates prepared by third party environmental specialists, if available, or by persons within the Company who have the relevant skills and experience. These estimates are based on remediation activities required by environmental laws, the expected timing of cash flows, and the pre-tax risk-free interest rates on which the estimated cash flows have been discounted. These estimates also include an assumption of the rate at which costs may inflate in future periods. Actual results could differ from these estimates. The estimates are related to the nature, cost and timing of the work to be completed, and may change with future changes to costs, environmental laws and regulations and remediation practices.

Significant Accounting Judgments

(a) Going Concern

These condensed interim consolidated financial statements have been prepared on a going concern basis and do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary if the Company were unable to realize its assets and settle its liabilities as a going concern in the normal course of operations. Management has applied judgment in the assessment of the Company's ability to continue as a going concern, considering all available information, and concluded that the going concern assumption is appropriate for a period of at least twelve months following the end of the reporting period. Given the judgment involved, actual results may lead to a materially different outcome.



NIGHTHAWK GOLD CORP.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

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For the nine months ended September 30, 2021

4. CRITICAL ACCOUNTING ESTIMATES AND SIGNIFICANT JUDGMENTS (continued)

Significant Accounting Judgments (continued)

(b) Exploration and Evaluation Expenditures

The application of the Company's accounting policy for exploration and evaluation expenditure requires judgment to determine whether future economic benefits are likely, from either future exploitation or sale, or whether activities have not reached a stage that permits a reasonable assessment of the existence of reserves.

(c) Current and Deferred Taxes

Tax regulations are very complex and changing regularly. As a result, the Company is required to make judgments about the tax applications, the timing of temporary difference reversals, and the estimated realization of tax assets. Also, all tax returns are subject to further government's reviews, with the potential reassessments. All those facts can impact current and deferred tax provisions, deferred tax assets and liabilities, and operation results.

5. RESTRICTED CASH

During fiscal 2011, Nighthawk posted two irrevocable standby letters of credit with a Canadian chartered bank in the amount of \$401,000 (collectively, the "**Permit LOC's**") to provide security under its land use permit and water access licence for the existing reclamation work associated with the Damoti Reclamation Obligation (*notes 6 and 8*) as well as with its exploration activities relating to the Indin Lake Gold Property in the Northwest Territories, Canada. In March 2012, Nighthawk posted additional security of \$78,000 (the "**Additional Security**") upon receiving approval on its updated land use permit, which was submitted to support its expanded exploration activities on its Indin Lake Gold Property. During fiscal 2019, Nighthawk received its renewed land use permit and water access licence, thereby approving its exploration activities over the next 5 years, expiring in February 2024, and which are extendible up to February 2026. The Permit LOC's are secured by guaranteed investment certificates (the "**Permit GIC's**") at a Canadian chartered bank for the same amount. The Permit GIC's and the Additional Security may be recovered by Nighthawk at expiration of the land use permit and water access licence in absence of any environmental disturbances provided Nighthawk carries out activities to satisfy the Damoti Reclamation Obligation.

On January 26, 2012, under the terms of its agreement to acquire 100% ownership of the mineral claims and leases of the former producing Colomac Gold Mine (the "**Colomac Gold Project**") (*note 6*), Nighthawk entered into three letters of credit totaling \$5,000,000 at a Canadian chartered bank in favour of Aboriginal Affairs and Northern Development Canada ("**AANDC**") to secure Nighthawk's service obligation to perform reclamation services on three other sites as follows: \$3,000,000 for the Diversified site, \$1,000,000 for the Spider Lake site and \$1,000,000 for the Chalco Lake site (collectively, the "**Colomac LOC's**") (*note 7*). The Colomac LOC's are secured by guaranteed investment certificates (the "**Colomac GIC's**") at a Canadian chartered bank for the same amounts. Upon completion of the service obligation with respect to each reclamation site to the satisfaction of an independent third party engineer, the Colomac LOC's with respect to each site will be released and the hold restriction on the related Colomac GIC will be eliminated. At any time, the Company may terminate the liability relating to this service obligation, but as a consequence would relinquish the related Colomac GIC still held as security against the Colomac LOC's at that time.

In Fiscal 2013, the reclamation activities at the Chalco Lake site were completed and the approval of the third party engineer was obtained. As a result, the Colomac LOC with respect to the Chalco Lake site was released and the hold restriction on \$1,000,000 was eliminated at that time (*note 7*).



NIGHTHAWK GOLD CORP.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

Presented in Canadian Dollars

Unaudited

For the nine months ended September 30, 2021

5. RESTRICTED CASH (continued)

	Permit security / Other	Colomac GIC's	Total restricted cash
Balance - December 31, 2020	\$ 669,310	\$ 4,000,000	\$ 4,669,310
Purchase of additional letter of credit	60,000	-	60,000
Balance - September 30, 2021	\$ 729,310	\$ 4,000,000	\$ 4,729,310

6. EXPLORATION AND EVALUATION EXPENDITURES

Indin Lake Gold Property

In August 2008, Nighthawk acquired 6 mining leases and 6 mining claims (the "**Damoti Lake Property**") which lie within Nighthawk's Indin Lake Gold Property in the Indin Lake Greenstone Belt located approximately 200 kilometres north of Yellowknife, Northwest Territories. The Damoti Lake Property is subject to an existing 2% net smelter return royalty. Nighthawk has carried out environmental assessments using a third party specialist and has estimated the cost of the Damoti Reclamation Obligation to be \$401,150 (*note 8*).

Upon acquisition, a reclamation obligation existed at the Damoti Lake Property (the "**Damoti Reclamation Obligation**"). At the time of acquisition, the estimated cost of the Damoti Reclamation Obligation could not be reliably measured. Nighthawk has capitalized the Damoti Reclamation Obligation, and related assessment costs, as acquisition costs related to the Damoti Lake Property as the liability was assumed at acquisition. During the nine months ended September 30, 2021, Nighthawk incurred \$92,043 of assessment costs which have been capitalized as acquisition costs (2020 - \$37,576).

Under agreements dated January 7, 2011, and as amended on April 4, 2013, Nighthawk acquired 100% interest in 15 mining leases and 3 mining claims (the "**Indin Lake Properties**") within the Indin Lake Greenstone Belt, subject to existing net smelter royalties on certain claims ranging from 2% to 5%, by making payments of cash and shares totalling \$725,000. In January and April 2011, Nighthawk staked 107 additional mining claims in the Northwest Territories which link the Indin Lake Properties and the Damoti Lake Property, thereby consolidating much of the Indin Lake Gold Property's ground. In January 2020, the Company paid an aggregate of \$280,000 in cash and issued 200,000 common shares (valued at \$282,000) to purchase certain net smelter return and net profit interest royalties on the Indin Lake Properties.

In January 2012, Nighthawk completed an agreement to acquire 100% ownership of the mineral claims and leases of the Colomac Gold Project, located within the Indin Lake Greenstone Belt and contiguous to and surrounded by Nighthawk's existing Indin Lake Gold Property in the Northwest Territories, from AANDC. As consideration for the Colomac Gold Project, Nighthawk committed to perform reclamation services on three other sites within the Indin Lake Gold Property land package which are the responsibility of AANDC: the Diversified, Chalco Lake, and Spider Lake sites. The obligation for the services is to be carried out on behalf of AANDC to a maximum of \$5,000,000. See note 7 for further details on the provision for service obligation remaining at September 30, 2021. The Company did not assume the reclamation liabilities of these three sites and is not responsible for any historical environmental liabilities associated with the Colomac Gold Project. At any time, the Company may terminate the liability relating to this service obligation, but as a consequence would relinquish the related Colomac GIC still held as security against the Colomac LOC's at that time.



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7. PROVISION FOR SERVICE OBLIGATION

As consideration for the Colomac Gold Project (*note 6*), Nighthawk agreed to perform reclamation services on three other sites within the Indin Lake Gold Property land package which are the responsibility of AANDC: Diversified, Chalco Lake, and Spider Lake. The obligation for the reclamation services is to be carried out on behalf of AANDC to a maximum of \$5,000,000. Upon closing, Nighthawk entered into the Colomac LOC's totaling \$5,000,000 in favour of AANDC to secure Nighthawk's obligation to perform the services for each site. The Colomac LOC's are secured by the Colomac GIC's at a Canadian chartered bank for the same amounts (*note 5*).

Nighthawk did not assume the reclamation liabilities of these three sites. Upon completion of the service obligation with respect to each site to the satisfaction of an independent third party engineer, the Colomac LOC's with respect to each site will be released and the hold restriction on the related Colomac GIC will be eliminated. At any time, the Company may terminate the liability relating to this service obligation, but as a consequence would relinquish the related Colomac GIC still held as security against the Colomac LOC's at that time. In March 2013, the reclamation activities at the Chalco Lake site were completed upon approvals of the third party engineer.

	Service Obligation
Balance - December 31, 2020 and September 30, 2021	\$ 3,012,314

8. RECLAMATION PROVISION

Upon acquisition of the Damoti Lake Property (*note 6*), the Damoti Reclamation Obligation existed at the Damoti Lake Property. At the time of acquisition, the estimated cost of the Damoti Reclamation Obligation could not be reliably measured. Nighthawk has since carried out environmental assessments using a third party specialist and estimated the cost of the Damoti Reclamation Obligation to be \$401,150. Nighthawk has posted the Permit GIC's and the additional security for an amount of \$669,310 to provide security under its land use permit and water access licence for the Damoti Reclamation Obligation as well as for exploration activities relating to the Indin Lake Gold Property.

Balance - December 31, 2020 and September 30, 2021	\$ 401,150
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9. SHARE CAPITAL

(a) Common Shares

Authorized Capital - Unlimited common shares

Issued

	Number of shares	Consideration
Balance - December 31, 2020	51,051,500	\$ 104,003,121
Issuance of common shares on Kim and Cass Option (<i>note 6</i>)	340,000	374,000
Issued for cash - flow-through units April 2021	865,000	994,750
Issued for cash - premium flow-through units April 2021	5,750,000	7,503,750
Issued for cash - common share units April 2021	2,550,000	2,448,000
April 2021 Warrants	-	(814,185)
Flow-through share premium April 2021	-	(2,148,100)
Share issue costs April 2021	-	(745,962)
Issued for cash - premium flow-through units July 2021	11,589,500	17,500,145
Issued for cash - common share units July 2021	8,265,250	9,505,038
July 2021 Warrants	-	(2,535,522)
July 2021 Broker Warrants	-	(214,193)
Flow-through share premium July 2021	-	(4,172,220)
Share issue costs July 2021	-	(2,010,680)
Vesting of share units	100,000	171,500
Balance - September 30, 2021	80,511,250	\$ 129,859,442

On April 8, 2021, the Company completed private placement pursuant to which the syndicate of underwriters purchased 2,550,000 units ("**2021 Units**"), 865,000 flow-through units (the "**2021 FT Units**"), and 5,750,000 premium flow-through units (the "**2021 Premium FT Units**") on a bought deal private placement basis (the "**2021 Offering**") for aggregate proceeds of \$10.95 million. The 2021 Units were sold at a price of \$0.96 per 2021 Unit, the 2021 FT Units were sold at a price of \$1.15 per 2021 FT Unit, and the 2021 Premium FT Units were sold at a price of \$1.305 per 2021 Premium FT Unit. Each 2021 Unit was comprised of one non-flow-through common share and 0.4 of one common share purchase warrant (each whole warrant, a "**2021 Warrant**"). Each 2021 FT Unit was comprised of one flow-through common share and 0.4 of one 2021 Warrant. Each 2021 Premium FT Unit was comprised of one flow-through common share and 0.4 of one 2021 Warrant. The common share component of both the 2021 FT Units and the 2021 Premium FT Units were qualified as "flow-through shares" within the meaning of the Income Tax Act (Canada). Each 2021 Warrant entitled the holder thereof to acquire one common share at a price of \$1.35 until the date that is 24 months following the closing date of the 2021 Offering.

On July 7, 2021, the Company completed a public offering of 8,265,250 units ("**July 2021 Units**") and 11,589,500 flow-through units ("**July 2021 FT Units**") on a bought deal basis for aggregate proceeds of approximately \$27 million. The July 2021 Units were sold at a price of \$1.15 per unit, and the July 2021 FT Units were sold at a price of \$1.51 per FT Unit. Each July 2021 Unit was composed of one non-flow-through common share and half of one common share purchase warrant. Each whole warrant entitled the holder thereof to acquire one common share at a price of \$1.50 until July 7, 2023 (a "**July 2021 Warrant**"). Each July 2021 FT Unit was composed of one flow-through common share and half of one July 2021 Warrant, issued on a flow-through basis. The underwriters were issued 595,642 broker warrants exercisable until July 7, 2023, at an exercise price equal to \$1.15 per common share.



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9. SHARE CAPITAL (continued)

(b) Warrants

	Warrants	Allocated value
Balance - December 31, 2020	1,335,796	\$ 516,712
April 2021 Warrants (note 9(a))	3,666,000	814,185
July 2021 Warrants (note 9(a))	9,927,375	2,535,522
July 2021 Broker Warrants (note 9(a))	595,642	214,193
Expiry of warrants and broker warrants	(1,335,796)	(516,712)
Balance - September 30, 2021	14,189,017	\$ 3,563,900

During the nine months ended September 30, 2021, the following warrants were issued and valued using the Black-Scholes option pricing model parameters listed below (in each case with no dividends and a nil forfeiture rate):

	Expiry date	Exercise price	Grant date stock price	Black-Scholes Option Pricing Parameters			Fair value
				Risk-free interest rate	Expected life (years)	Volatility factor	
April 2021 Warrants	Apr. 8, 2023	\$1.35	\$0.86	0.23%	2.0	76%	\$0.24
July 2021 Warrants	Jul. 7, 2023	\$1.50	\$1.01	0.23%	2.0	73%	\$0.28
July 2021 Broker Warrants	Jul. 7, 2023	\$1.15	\$1.01	0.23%	2.0	73%	\$0.36

A summary of Nighthawk's outstanding warrants at September 30, 2021 is presented below:

Issue date	Number of warrants	Exercise price	Expiry date
April 8, 2021	3,666,000	\$1.35	April 8, 2023
July 7, 2021	9,927,375	\$1.50	July 7, 2023
July 7, 2021 Broker Warrants	595,642	\$1.15	July 7, 2023
	14,189,017		

Option pricing models require the use of highly subjective estimates and assumptions including the expected stock price volatility. Volatility is based on the historical volatility of Nighthawk. Changes in the underlying assumptions can materially affect the fair value estimates.



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9. SHARE CAPITAL (continued)

(c) Contributed Surplus

Share-based Payment Reserve

Balance - December 31, 2020	\$ 18,567,340
Stock-based compensation	1,292,672
Exercise of share units	(171,500)
Expiry of warrants and broker warrants	516,712
Balance - September 30, 2021	\$ 20,205,224

Incentive Plans

The shareholders of Nighthawk have approved a stock option plan (the “**Stock Option Plan**”) and a share unit plan (the “**Share Unit Plan**”) and together with the Stock Option Plan, the “**Incentive Plans**”). The Incentive Plans supersede the previous option plan of Nighthawk, however, awards outstanding under the previous option plan continue to be outstanding and governed by the previous stock option plan. The Incentive Plans are each a “rolling evergreen” plan and provide that the number of common shares of Nighthawk available for issuance from treasury under the Incentive Plans or any other security based compensation arrangement (pre-existing or otherwise, including the previous option plan), subject to adjustments, shall not exceed 10% of the issued and outstanding common shares of the Nighthawk at the time of grant. Any increase in the issued and outstanding common shares of Nighthawk will result in an increase in the available number of common shares issuable under the Incentive Plans. Any issuance of common shares from treasury pursuant to the settlement of stock options or share units granted pursuant to the Incentive Plans shall automatically replenish the number of common shares issuable under the Incentive Plans. When each option or share unit is exercise/settled (as applicable), cancelled or terminated, a common share shall automatically be made available for the grant of a stock option/share unit under the Incentive Plans.

Stock Option Plan

The Stock Option Plan provides for the issuance of stock options to acquire common shares to employees, directors, officers, consultants, and management company employees of Nighthawk. The period within which stock options may be exercised and the number of stock options which may be exercised in any such period are determined by the Board of Directors at the time of grant of such stock options, however, that the maximum term of any stock option awarded under the Stock Option Plan is ten (10) years. The exercise price per common shares under a stock option is determined by the Board of Directors, but in any event, shall not be lower than the “market price” of the common shares on the date of grant of the stock option.

	Number of options	Weighted average exercise price
Balance - December 31, 2020	3,093,500	\$ 2.28
Granted	1,950,000	1.19
Expired	(681,000)	1.62
Balance - September 30, 2021	4,362,500	\$ 1.89



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9. SHARE CAPITAL (continued)

(c) Contributed Surplus (continued)

During the three and nine months ended September 30, 2021, the following stock options were issued and valued using the Black-Scholes option pricing model parameters listed below (in each case with no dividends and a nil forfeiture rate):

Expiry date	Number of options	Exercise price	Grant date stock price	Black-Scholes option pricing parameters			Fair value
				Risk-free interest rate	Expected life (years)	Volatility factor	
Nine months ended September 30, 2021							
January 1, 2026 ^(a)	250,000	1.32	1.32	0.39	5.0	84%	\$0.88
April 14, 2026 ^(b)	1,700,000	1.17	1.17	0.74	5.0	76%	\$0.71

(a) Options vest in 4 equal instalments on the date of grant and on the first, second and third anniversaries of the option grant.

(b) Options vest in 3 equal instalments on the date of grant and on the first and second anniversaries of the option grant.

A summary of Nighthawk's outstanding stock options at September 30, 2021 is presented below:

Grant date	Options outstanding	Options exercisable	Exercise price	Weighted average remaining life (years)
March 20, 2017	750,000	750,000	\$4.00	0.5
September 19, 2018	711,000	711,000	\$2.00	2.0
December 10, 2019	376,500	376,500	\$2.10	3.2
October 5, 2020	75,000	75,000	\$1.30	4.0
December 2, 2020	500,000	125,000	\$1.26	4.2
January 1, 2021	250,000	62,500	\$1.32	4.3
April 14, 2021	1,700,000	566,667	\$1.17	4.6
	4,362,500	2,666,667	\$1.89	3.2

Option pricing models require the use of highly subjective estimates and assumptions including the expected stock price volatility. Volatility is based on the historical volatility of Nighthawk. Changes in the underlying assumptions can materially affect the fair value estimates. The options issued to non-employees were valued using the fair value of the equity instrument granted in the absence of a reliable estimate of the fair value of the goods or services received.

Share Unit Plan

The Share Unit Plan provides for the issuance of share units to employees, directors, officers, consultants, and management company employees of Nighthawk. Share units are units created by means of an entry on the books of Nighthawk representing the right to receive one common share (subject to adjustments) issued from treasury per share unit. The number of share units granted and any applicable vesting conditions are determined in the discretion of the Board of Directors (or a committee thereof) on the date of grant. In granting share units, the Board of Directors (or a committee thereof) may include other terms, conditions, and/or vesting criteria which are not inconsistent with the Share Unit Plan. Share units are settled by way of issuance of common shares from treasury as soon as practicable following the maturity date in accordance with the Share Unit Plan.



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9. SHARE CAPITAL (continued)

(c) Contributed Surplus (continued)

The grant date fair value of the share units equals the fair market value of the corresponding shares at the grant date. The fair value of these equity-settled awards is recognized as compensation expense with a corresponding increase in equity. The total amount expensed is recognized over the vesting period, which is the period over which all the specified vesting conditions should be satisfied.

During the nine months ended September 30, 2021, the Company granted 125,000 share units to an officer under its Share Unit Plan. The share units issued to the officer will vest in three equal installments on the first, second and third anniversaries from the date of grant. During the nine months ended September 30, 2020, the Company did not grant any share units under its Share Unit Plan. Compensation for the nine months ended September 30, 2021 was \$311,334 (nine months ended September 30, 2020 - \$150,333) and was recorded as stock based compensation in the statement of loss and comprehensive loss. During the nine months ended September 30, 2021, 100,000 share unit were exercised and \$171,500 was transferred from share-based payment reserve to share capital.

As at September 30, 2021, there were 636,500 share units outstanding (September 30, 2020 - 286,500 outstanding and no units exercisable).

10. NET LOSS PER SHARE

Net loss per share has been calculated using the weighted average number of shares outstanding during the three and nine months ended September 30, 2021 and 2020.

	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
Net loss for the period	\$ (12,416,277)	\$ (5,405,286)	\$ (25,340,698)	\$ (9,246,061)
Basic and fully diluted weighted average number of shares outstanding during the period	78,982,084	47,531,058	63,426,734	45,697,067
Basic and fully diluted net loss per share	\$ (0.16)	\$ (0.11)	\$ (0.40)	\$ (0.20)

Fully diluted weighted average common shares outstanding for the three and nine months ended September 30, 2021 and 2020 are not reflective of the outstanding stock options and warrants as their exercise would be anti-dilutive in the loss per share calculation.

11. RELATED PARTY DISCLOSURES

(a) Director and Executive Management Compensation

Directors and executive management's compensation for the three and nine months ended September 30, 2021 and 2020 consisted of the following:

	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
Cash compensation	\$ 175,000	\$ 139,611	\$ 580,742	\$ 388,911
Employment benefits	5,793	5,661	25,502	16,332
Fair value of stock-based compensation	312,279	50,111	1,230,143	150,333
	\$ 493,072	\$ 195,383	\$ 1,836,387	\$ 555,576



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11. RELATED PARTY DISCLOSURES (continued)

(b) Director and Executive Management Transactions

The aggregate value of transactions and outstanding balances relating to entities over which directors and executive management have control or significant influence were as follows:

Transaction	Note	Transaction value for the nine months ended		Balance outstanding as at	
		September 30, 2021	September 30, 2020	September 30, 2021	December 31, 2020
Geological consulting	(1)	\$ 22,550	\$ 168,000	\$ -	\$ -
Consulting	(2)	-	84,000	-	-
Rent	(3)	-	51,384	-	-
Rent	(4)	45,171	-	5,671	-
Participation in private placements	(5)	635,305	188,150	-	-
		\$ 703,026	\$ 491,534	\$ 5,671	\$ -

- (1) During the nine months ended September 30, 2021, Nighthawk paid geological consulting fees of \$22,550 (nine months ended September 30, 2020 - \$168,000) to Byron Geological Inc., a company controlled by Dr. Michael Byron, the former Chief Executive Officer and a Director of Nighthawk. At September 30, 2021, the balance owed was \$nil (December 31, 2020 - \$nil).
- (2) During the nine months ended September 30, 2021, Nighthawk paid financial consulting fees of \$nil (nine months ended September 30, 2020 - \$84,000) to 2245448 Ontario Inc., a company controlled by Michael Leskovec, the Chief Financial Officer of Nighthawk. At September 30, 2021, the balance owed was \$nil (December 31, 2020 - \$nil).
- (3) During the nine months ended September 30, 2021, the Company paid rent and office costs of \$nil (nine months ended September 30, 2020 - \$51,384) to 1249687 Ontario Ltd., a company controlled by Brent Peters, a former director of the Company. At September 30, 2021, the balance owed was \$nil (December 31, 2020 - \$nil).
- (4) During the nine months ended September 30, 2021, the Company paid rent and office costs of \$45,171 (nine months ended September 30, 2020 - \$nil) to 2756189 Ontario Inc., a company controlled by Northfield Capital Corporation, a shareholder of Nighthawk and a company with a common director (Morris Prychidny) and officer (Michael Leskovec). At September 30, 2021, the balance owed was \$5,671 (December 31, 2020 - \$nil).
- (5) During the nine months ended September 30, 2021, combined insider participation by the Directors and executive management in the bought deal private placement which closed on April 8, 2021 (*note 9(a)*) totaled 164,500 Units and 303,000 FT Units for aggregate proceeds of \$480,055; combined insider participation by the Directors and executive management in the bought deal private placement which closed on July 7, 2021 (*note 9(a)*) totaled 135,000 Units for aggregate proceeds of \$155,250. During the nine months ended September 30, 2020, combined insider participation by the Directors and executive management in a bought deal private placement which closed on August 20, 2020 totaled 52,000 units and 52,200 flow-through shares for aggregate proceeds of \$188,150.

12. MANAGEMENT OF CAPITAL RISK

Nighthawk's capital management objective is to obtain adequate levels of funding to support its exploration activities, to obtain corporate and administrative functions necessary to support organizational functioning and obtain sufficient funding to further the identification and development of precious metal deposits. Achieving this objective requires management to consider the underlying nature of exploration activities, availability of capital, the cost of various capital alternatives and other factors.



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12. MANAGEMENT OF CAPITAL RISK (continued)

Nighthawk raises capital, as necessary, to meet its needs and take advantage of perceived opportunities and, therefore, does not have a numeric target for its capital structure. Funds are primarily secured through equity capital raised by way of private placements. There can be no assurance that Nighthawk will be able to continue raising equity capital in this manner.

Establishing and adjusting capital requirements is a continuous management process. Exploration involves a high degree of “discovery” risk and substantial uncertainties about the ultimate ability of Nighthawk to achieve positive cash flows from operations. Consequently, management primarily funds Nighthawk’s exploration activities and administrative costs by issuing share capital rather than using other capital sources that require fixed repayments of principal or interest. Nighthawk will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

Development activities may begin once a property’s mineral reserves are estimated and Nighthawk makes a positive production decision. At this point, management may consider other sources of financing such as senior debt or convertible debentures as a means to reduce equity dilution.

Nighthawk’s capital under management at September 30, 2021 includes share capital of \$129,859,442 (December 31, 2020 - \$104,003,121).

Nighthawk invests all capital that is surplus to its immediate operational needs in short-term, liquid and highly rated financial instruments, such as cash, and short-term guarantee deposits, all held with major Canadian financial institutions.

There were no changes in Nighthawk’s approach to capital management during the three and nine month ended September 30, 2021 and Nighthawk is not subject to any externally imposed capital requirements other than the restricted cash held as guaranteed investment certificates at a Canadian chartered bank as security for the letters of credit posted with respect to Damoti Reclamation Obligation and the Colomac Security (*note 5*).

As of September 30, 2021, Nighthawk had \$6,077,898 of flow-through expenditure obligations remaining, which must be expended by December 31, 2022.

13. MANAGEMENT OF FINANCIAL AND OTHER RISK

Nighthawk’s financial instruments are exposed to financial risks as summarized below:

(a) Fair Value

The carrying amount of cash and cash equivalents, amounts receivable, and accounts payable and accrued liabilities represent their fair value due to their short-term nature. The fair value of the restricted cash are equal to its carrying value. Fair value represents the amount that would be exchanged in an arm’s length transaction between willing parties and is best evidenced by a quoted market price if one exists.

(b) Credit Risk

Nighthawk’s credit risk is primarily attributable to cash and cash equivalents and amounts receivable. Nighthawk has no significant concentration of credit risk arising from operations. Restricted cash consists of guaranteed investment certificates, which secure Nighthawk’s two irrevocable standby letters of credit with a Canadian chartered bank (*note 5*) which Nighthawk considers to be a reputable financial institution. Management therefore believes the risk of loss to be remote.



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13. MANAGEMENT OF FINANCIAL AND OTHER RISK (continued)

(c) Liquidity Risk

Nighthawk's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at September 30, 2021, Nighthawk had a cash balance of \$17,337,258 (December 31, 2020 - \$8,309,832) to settle current liabilities of \$7,027,854 (December 31, 2020 - \$1,583,569). All of Nighthawk's financial trade liabilities have contractual maturities of 30 days or less and are subject to normal trade terms.

(d) Interest Rate Risk

Nighthawk's cash primarily includes highly liquid bank deposits that earn a fixed rate of interest thereon. Due to the short-term nature of these financial instruments, fluctuations in market rates do not have a significant impact on estimated fair values as of September 30, 2021. The restricted cash and secured notes are not subject to cash flow interest rate risk due to the fixed rate of interest thereon. Future cash flows from interest income on cash will be affected by interest rate fluctuations. Nighthawk manages interest rate risk by maintaining an investment policy for short-term investments. This policy focuses primarily on preservation of capital and liquidity. Nighthawk is exposed to interest rate price risk on fixed interest rate instruments.

(e) Other Risk

Nighthawk is exposed to other risks as follows:

Commodity Price Risk

Nighthawk is exposed to price risk with respect to the commodity price of gold. Future declines in this commodity price may impact the future profitability of Nighthawk and the valuation of its mineral properties. A significant decline in gold prices may affect Nighthawk's ability to obtain capital for the exploration and development of its mineral resource properties.

14. SUBSEQUENT EVENT

Subsequent to period end, 165,000 stock options expired unexercised and 275,000 stock options were granted having an exercise price of \$0.86 expiring five years from the date of grant.