

ODYSSEY RESOURCES LIMITED

CONDENSED INTERIM FINANCIAL STATEMENTS

For the three and six months ended June 30, 2021

In United States dollars

UNAUDITED

Notice to Reader

The accompanying unaudited condensed interim financial statements of Odyssey Resources Limited 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 unaudited condensed interim financial statements.

Odyssey Resources Limited

Condensed Interim Statements of Financial Position

<i>(unaudited, in US dollars)</i>	June 30, 2021	December 31, 2020
	\$	\$
ASSETS		
Current		
Cash	20,373	39,079
Sales taxes receivable	3,274	1,473
Loan, including accrued interest (Note 4)	417,500	402,500
Prepaid expenses and others	1,552	4,482
TOTAL ASSETS	442,699	447,534
LIABILITIES		
Current		
Accounts payable and accrued liabilities	4,023	3,268
Payable to a related party (Note 9)	-	6,105
Loan from a director, including accrued interest (Note 5)	578,116	513,149
TOTAL LIABILITIES	582,139	522,522
SHAREHOLDERS' EQUITY (DEFICIT)		
Share capital (Note 6)	15,022,596	15,022,596
Contributed surplus	2,257,387	2,257,387
Deficit	(17,337,116)	(17,275,094)
Cumulative translation adjustment	(82,307)	(79,877)
TOTAL EQUITY (DEFICIT)	(139,440)	(74,988)
TOTAL LIABILITIES AND EQUITY (DEFICIT)	442,699	447,534

Going concern (Note 2).

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

On behalf of the Board,

/s/ James Crombie

James Crombie, Director

/s/ Gérald Riverin

Gérald Riverin, Director

Odyssey Resources Limited

Condensed Interim Statements of Comprehensive Loss

<i>(unaudited, in US dollars)</i>	Three months ended June 30,		Six months ended June 30,	
	2021	2020	2021	2020
	\$	\$	\$	\$
Expenses and other items				
Management and administration (Note 7)	12,355	19,409	40,954	43,474
Finance income (Note 4)	(7,500)	(7,500)	(15,000)	(15,000)
Finance expense on loan from a director (Note 5)	12,836	8,914	25,059	17,180
Loss (gain) on foreign exchange	5,965	16,244	11,009	(17,487)
Net loss for the period	(23,656)	(37,067)	(62,022)	(28,167)
Other comprehensive income				
Item that will not be subsequently reclassified to income				
Foreign currency translation adjustment	(1,222)	1,179	(2,430)	(943)
Comprehensive loss for the period	(24,878)	(35,888)	(64,452)	(29,110)
Basic and diluted loss per share	(0.00)	(0.00)	(0.00)	(0.00)
Weighted average number of shares - basic and diluted	36,231,486	36,231,486	36,231,486	36,231,486

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

Odyssey Resources Limited

Condensed Interim Statements of Shareholders' Equity (Deficit)

<i>(unaudited, in US dollars)</i>	Number of issued and outstanding common shares	Share capital	Contributed surplus	Deficit	Cumulative translation adjustment	Shareholders' equity (deficit)
		\$	\$	\$	\$	\$
Balance at December 31, 2020	36,231,486	15,022,596	2,257,387	(17,275,094)	(79,877)	(74,988)
Net loss for the period	-	-	-	(62,022)	-	(62,022)
Other comprehensive income						
Foreign currency translation adjustment	-	-	-	-	(2,430)	(2,430)
Balance at June 30, 2021	36,231,486	15,022,596	2,257,387	(17,337,116)	(82,307)	(139,440)
Balance at December 31, 2019	36,231,486	15,022,596	2,257,387	(17,185,226)	(75,561)	19,196
Net loss for the period	-	-	-	(28,167)	-	(28,167)
Other comprehensive loss						
Foreign currency translation adjustment	-	-	-	-	(943)	(943)
Balance at June 30, 2020	36,231,486	15,022,596	2,257,387	(17,213,393)	(76,504)	(9,914)

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

Odyssey Resources Limited

Condensed Interim Statements of Cash Flows

<i>(unaudited, in US dollars)</i>	Six months ended June 30,	
	2021	2020
	\$	\$
OPERATING ACTIVITIES		
Net loss for the period	(62,022)	(28,167)
Adjustments		
Finance expense on loan from a director	25,059	17,180
Loss (gain) on foreign exchange	11,009	(17,487)
Changes in working capital items		
Sales taxes receivable	(1,750)	(1,604)
Interest receivable on loan	(15,000)	(15,000)
Prepaid expenses and others	3,033	3,726
Accounts payable and accrued liabilities	660	7,324
Payable to a related party	(6,232)	(14,909)
	(45,243)	(48,937)
FINANCING ACTIVITIES		
Loan from a director	26,666	56,487
Effect of exchange rate changes on cash held in foreign currencies	(129)	1,357
Net change in cash	(18,706)	8,907
Cash, beginning of period	39,079	12,095
Cash, end of period	20,373	21,002

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

Odyssey Resources Limited

Notes to Condensed Interim Financial Statements

June 30, 2021 (unaudited - in US dollars)

1. GENERAL INFORMATION

Odyssey Resources Limited ("Odyssey" or the "Company") is primarily engaged in the acquisition and exploration of mineral properties. To date, the Company has not earned significant revenues and is considered to be in the exploration stage. At June 30, 2021, the Company does not hold an interest in any mineral properties and during the six months ended June 30, 2021, the Company did not carry out any exploration programs. All amounts in these condensed interim financial statements are expressed in United States dollars unless otherwise indicated. Odyssey's common shares are listed on the NEX board of the TSX Venture Exchange ("TSXV") and trade under the symbol 'ODX.H'. Dundee Corporation holds approximately 31.4% of the issued common shares of Odyssey. The Board of Directors approved and authorized for issuance these unaudited condensed interim financial statements on August 6, 2021.

Potential acquisition of a mineral project in Peru

The Company and LAI Corp S.A.C. ("LAI"), a Peruvian arm's length private company, entered in November 2015 into a non-binding letter of intent ("LOI") regarding the potential acquisition of a mineral project in Peru. In connection with the LOI, Odyssey had advanced to LAI \$250,000 under a bridge financing agreement (Note 4). In July 2019, the Company and Minera CRC ("CRC"), a Peruvian arm's length private company, entered into an agreement whereby CRC agreed to pay the loan amount due to the Company and the Company agreed to subrogate to CRC all of its rights against LAI under the loan agreement upon receipt of full payment of the loan. In August 2020, CRC was restructured and the loan as well as all the rights and obligations under the loan agreement were transferred to Minera ORO ("ORO"), a Peruvian private entity.

Approval by shareholders of possible share consolidation

At a special shareholder meeting held in November 2015, the Company's shareholders approved the consolidation of the Company's shares on the basis of one (1) post consolidation share for each ten (10) pre-consolidation shares currently issued and outstanding. The Company's board of directors intends to implement the share consolidation prior to completing the acquisition of a mineral project.

COVID-19

In early 2020, an outbreak of a new strain of coronavirus (COVID-19) resulted in a major global health crisis which continues to impact the global economy and the financial markets at the date of these financial statements. Given the ongoing and dynamic nature of the circumstances surrounding COVID-19, it is difficult to predict how significant the impact of COVID-19, including any responses to it, will be on the economy and the Company's business in particular, or for how long any disruptions are likely to continue. The Company's ability to hold discussions and conduct due diligence activities in Peru may be delayed due to the travel restrictions resulting from COVID-19. The extent of such impact will depend on future developments, which are highly uncertain, rapidly evolving and difficult to predict. Such further developments could have a material adverse effect on the Company's business and financial condition.

Odyssey Resources Limited

Notes to Condensed Interim Financial Statements

June 30, 2021 (unaudited - in US dollars)

2. GOING CONCERN

These unaudited condensed interim financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assume that the Company will continue to operate for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations as they come due. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. Management is aware, in making its assessment, of material uncertainties related to events and conditions that may cast a significant doubt about the Company's ability to continue as a going concern as described in the following paragraph, and accordingly, the appropriateness of the use of accounting principles applicable to a going concern. These unaudited condensed interim financial statements do not reflect the adjustments to the carrying values of assets and liabilities, expenses and financial position classification that would be necessary if the going concern assumption was not appropriate. These adjustments could be material.

At June 30, 2021, the Company had a working capital deficit of \$139,440 (a working capital deficit of \$74,988 at December 31, 2020), had an accumulated deficit of \$17,337,116 (\$17,275,094 at December 31, 2020) and incurred a loss of \$62,022 during the six months ended June 30, 2021 (a loss of \$28,167 during the six months ended June 30, 2020). The Company's ability to continue to meet its obligations, to provide for management and administration expenses for at least the next 12 months and to complete the acquisition of a mineral project is dependent upon the Company securing additional financing and the continued support of its shareholders. Such funding requirements may be met in the future in a number of ways, including the issuance of securities or other arrangements. However, there is no assurance that the Company will be successful in securing such additional financing. If the Company is not successful in raising additional funds, it could have a negative impact on the business, financial condition and results of operation of the Company.

3. BASIS OF PREPARATION

These unaudited condensed interim financial statements have been prepared in accordance with IAS 34, *Interim Financial Reporting* using the same accounting policies and methods of computation as the Company's most recent annual financial statements.

These unaudited condensed interim financial statements do not contain all of the information and disclosures required for annual financial statements, and should be read in conjunction with the Company's annual audited financial statements for the years ended December 31, 2020 and 2019 which have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board.

Odyssey Resources Limited

Notes to Condensed Interim Financial Statements

June 30, 2021 (unaudited - in US dollars)

4. LOAN

In connection with the potential acquisition of a mineral project as described in Note 1, the Company advanced in November 2015 a total amount of \$250,000 to LAI under a Loan Agreement. The advances bear interest at the rate of 12% per annum from the date of advancement. In accordance with the subrogation agreement described in Note 1, the loan of \$250,000 plus accrued interest are repayable by CRC to the Company on demand.

5. LOAN FROM A DIRECTOR

In April 2017, the Company's interim chairman, president and CEO agreed to lend the Company an amount of up to Can \$300,000 to fund short term working capital requirements of the Company. Following amendments to the loan agreement in prior periods, the amount of the loan was increased to up to Can \$650,000. The loan bears interest at the rate of 1% per month. At June 30, 2021, a total amount of Can \$557,624 has been advanced to the Company. Pursuant to the loan agreement, following amendments (including an amendment dated June 30, 2021), the loan is repayable (capital and accrued interest) on the earliest of the completion of a financing by the Company for a minimum amount of Can \$3,000,000 or upon demand at any time after December 31, 2021.

The balance of the loan from a director was determined as follows:

	Six months ended June 30,
	2021
	\$
Balance, at beginning	513,149
New loan	26,666
Accrued interest	25,051
Effect of foreign exchange	13,250
Balance, at end	578,116

6. SHARE CAPITAL

At June 30, 2021 and December 31, 2020, the Company had 36,231,486 issued and outstanding common shares.

Odyssey Resources Limited

Notes to Condensed Interim Financial Statements

June 30, 2021 (unaudited - in US dollars)

7. MANAGEMENT AND ADMINISTRATION EXPENSES

	Three months ended June 30,		Six months ended June 30,	
	2021	2020	2021	2020
	\$	\$	\$	\$
Employee benefits	3,715	3,248	7,268	6,598
Administrative and consultants	1,244	(745)	2,457	950
Office	3,803	6,700	7,473	14,066
Investor relations and travel	175	95	325	1,156
Professional fees	1,243	6,219	17,410	15,153
Reporting issuer costs	2,175	3,892	6,021	5,551
	12,355	19,409	40,954	43,474

8. SEGMENTED INFORMATION

The Company has one reportable operating segment being the acquisition and exploration of mineral properties. At June 30, 2021 and December 31, 2020, the Company did not have an interest in any mineral properties.

9. RELATED PARTY TRANSACTIONS

Details of a loan from a director are described in Note 5.

During three and six months ended June 30, 2021, the Company paid or accrued amounts of \$1,222 and \$2,435 to Reunion Gold Corporation, a related party by virtue of common management, for office related expenses (\$4,330 and \$9,376 during the three and six months ended June 30, 2020). Unless otherwise stated, none of the transactions provided for special terms and conditions and no guarantees were given or received. Outstanding balances are settled in cash.

Remuneration of directors and key management of the Company

During the three and six months ended June 30, 2021, the Company paid \$3,665 and \$7,218 as remuneration to directors and to senior key management, including the Chief Executive Officer and the Chief Financial Officer (\$1,443 and \$4,794 during the three and six months ended June 30, 2020).