



Unaudited Consolidated Condensed Interim Financial Statements of

SOUTH ATLANTIC GOLD INC.

(formerly Jiulian Resources Inc.)

(An Exploration Stage Company)

For the Three Months Ended May 31, 2021 and 2020

South Atlantic GOLD

South Atlantic Gold Inc. *(formerly Jiulian Resources Inc.)*
(An Exploration Stage Company)
(Expressed in Canadian Dollars)
May 31, 2021 and May 31, 2020

INDEX

Page

Notice to Readers	1
Financial Statements	
• Consolidated Condensed Interim Statements of Financial Position (un-audited)	2
• Consolidated Condensed Interim Statements of Loss and Comprehensive Loss (un-audited)	3
• Consolidated Condensed Interim Statements of Changes in Shareholders' Equity (un-audited)	4
• Consolidated Condensed Interim Statements of Cash Flows (un-audited)	5
• Consolidated Condensed Interim Notes to the Financial Statements (un-audited)	6-20

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a) the accompanying unaudited consolidated condensed interim financial statements of the Company for the three months ended May 31, 2021 have been prepared by and are the responsibility of management in accordance with International Financial Reporting Standards applicable to unaudited consolidated condensed interim financial reporting.

The Company's independent auditor has not audited or performed a review of these consolidated condensed interim financial statements, in accordance with standards established by Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

For further information please contact:

Douglas Meirelles, CEO or

Terese Gieselman, CFO

(250) 762-5777

South Atlantic Gold Inc (formerly *Julian Resources Inc.*)

(An Exploration Stage Company)

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION (un-audited)

As at May 31, 2021 and February 28, 2021

(Expressed in Canadian Dollars)

	Note	May 31 2021	February 29 2021
ASSETS			
Current			
Cash		\$ 778,735	\$ 1,092,370
Prepays		20,087	23,051
Receivables		5,375	11,861
Total current assets		804,197	1,127,282
Non-current			
Equipment	5	703	792
Reclamation bond	7	7,500	7,500
Exploration and evaluation assets	6	2,266,172	2,250,495
Total Assets		\$ 3,078,572	\$ 3,386,069
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current			
Trade and other payables	8, 13	291,934	471,236
Provision	9	-	14,020
		291,934	485,256
Shareholders' Equity			
Share Capital	10	4,950,241	4,950,241
Contributed surplus	10,11	947,011	891,178
Deficit		(3,110,614)	(2,940,606)
Total Shareholders' Equity		2,786,638	2,900,813
Total Liabilities and Shareholders' Equity		\$ 3,078,572	\$ 3,386,069

Signed on behalf of the Board of Directors by:

"Douglas Meirelles" Director
Douglas Meirelles

"Oliver Friesen" Director
Oliver Friesen

South Atlantic Gold Inc *(formerly Julian Resources Inc.)*

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CONDENSED CONSOLIDATED INTERIM STATEMENTS OF COMPREHENSIVE LOSS (un-audited)

For the three months ended May 31

(Expressed in Canadian Dollars)

	Note	2021	2020
Expenses			
Administrative and general	12,13	\$ 122,642	\$ 11,597
Depreciation	5	90	209
Foreign exchange		(4,741)	-
Pre-exploration expenditures		-	593
Share-based payments	11	55,833	-
Total expenses		(173,824)	(12,399)
Other income and expenses			
Interest income		3,816	-
Net loss and comprehensive loss for the period		(170,008)	(12,399)
Loss per share for the period - basic and diluted	14	\$ (0.00)	\$ (0.00)

South Atlantic Gold Inc (formerly Jiulian Resources Inc.)

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CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (un-audited)

For the three months ended May 31

Expressed in Canadian Dollars

	Note	Share Capital	Obligation to Issue Shares	Contributed Surplus	Deficit	Total
Balance February 29, 2020		\$ 3,309,675	\$ -	\$ 350,758	\$ (2,380,968)	\$ 1,279,465
Net loss for the period		-	-	-	(12,399)	(12,399)
Subscriptions received	10	-	5,000	-	-	5,000
Share issue costs		(750)	-	-	-	(750)
Balance May 31, 2020		\$ 3,308,925	\$ 5,000	\$ 350,758	\$ (2,393,367)	\$ 1,271,316

	Note	Share Capital	Contributed Surplus	Deficit	Total
Balance February 28, 2021		\$ 4,950,241	891,178	(2,940,606)	2,900,813
Net loss for the period		-	-	(170,008)	(170,008)
Share-based payments	11		55,833		55,833
Balance May 31 2021		\$ 4,950,241	\$ 947,011	\$ (3,110,614)	\$ 2,786,638

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

South Atlantic Gold Inc (formerly *Julian Resources Inc.*)

(An Exploration Stage Company)

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS (un-audited)

For the three months ended May 31

(Expressed in Canadian Dollars)

	Note	2021	2020
OPERATING ACTIVITIES			
Loss for the period		\$ (170,008)	\$ (12,399)
Items not affecting cash			
Depreciation	5	90	209
Share-based payments	11	55,833	-
Changes in non-cash working capital			
Receivables		6,485	66,738
Prepays		(57,900)	(1,750)
Trade and other payables	8	(162,536)	901
Cash (used) provided in operating activities		(57,900)	53,698
INVESTING ACTIVITIES			
Recovery of exploration and evaluation asset expenditures	6	356,757	
Exploration and evaluation asset expenditures	6	(507,856)	(350)
Cash used in investing activities		(151,099)	(350)
FINANCING ACTIVITIES			
Subscriptions	10	-	5,000
Private placements		-	-
Exercise of warrants		-	-
Share issue costs		-	(750)
Net cash provided by financing activities		-	4,250
(Decrease) increase in cash during the period		(313,635)	57,598
Cash beginning of period		1,092,370	38,737
Cash end of period		\$ 778,735	\$ 96,335

Supplemental cash flow information – Note 16

South Atlantic Gold Inc. (formerly *Jiulian Resources Inc.*)

(An Exploration Stage Company)

NOTES TO THE CONSOLIDATED CONDENSED INTERIM FINANCIAL STATEMENTS (un-audited)
FOR THE THREE MONTHS ENDED MAY 31, 2021 AND 2020
(Expressed in Canadian Dollars)

1. CORPORATION INFORMATION

South Atlantic Gold Inc. (formerly Jiulian Resources Inc.) (the “Company” or “South Atlantic”) was incorporated on October 17, 2006 under the laws of British Columbia, Canada. On November 19, 2020, the Company changed its name from Jiulian Resources Inc. to South Atlantic Gold Inc. Effective November 24, 2020, the Company commenced trading on the TSX Venture Exchange (the “Exchange”) under the new symbol “SAO” as a Tier 2 issuer.

The Company’s corporate office and principal place of business is located at 335 – 1632 Dickson Avenue, Kelowna, BC V1Y 7T2.

The Company is primarily engaged in the acquisition, exploration and development of mineral properties located in Brazil and Canada. To date, the Company has not earned significant revenues and is considered to be in the exploration stage. The Company’s current properties include the Big Kidd project located in British Columbia and an option to earn-in to the Pedra Branca project in Brazil.

2. BASIS OF PREPARATION AND GOING CONCERN

These consolidated condensed interim financial statements for the three-month period ended May 31, 2021 and 2020 and have been prepared in accordance with IAS 34 Interim Financial Reporting. These consolidated condensed interim financial statements follow the same accounting policies and methods of application of the Company’s most recent annual financial statements. They do not include all disclosures that would otherwise be required in a complete set of financial statements and should be read in conjunction with the Company’s February 28, 2021 annual financial statements which have been prepared in accordance with International Financial Reporting Standards (“IFRS”), as issued by the International Accounting Standards Board (“IASB”).

The consolidated condensed interim financial statements were authorized for issue by the Board of Directors on July 21, 2021

These consolidated condensed interim financial statements have been prepared on the historical cost basis except for financial instruments measured at fair value. The consolidated condensed interim financial statements are presented in Canadian dollars (“CDN”), which is the Company’s functional currency. The preparation of consolidated condensed interim financial statements in compliance with IFRS requires management to make certain critical accounting estimates. It also requires management to exercise judgment in applying the Company’s accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to these consolidated condensed interim financial statements are disclosed in Note 4.

Going Concern

The Company has not generated revenues from its operations to date. These consolidated condensed interim financial statements are prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. For the three months ended May 31, 2021, the Company had a net loss of \$170,008 (2020 – \$12,399), and as of that date, a working capital of \$512,263 (February 28, 2021 - \$642,026) and an accumulated a deficit of \$3,110,614 (February 28, 2021 – \$2,940,606). The Company will continue to have to raise funds in order to continue the development of its exploration properties and general operations.

South Atlantic Gold Inc. (formerly Jiulian Resources Inc.)

(An Exploration Stage Company)

NOTES TO THE CONSOLIDATED CONDENSED INTERIM FINANCIAL STATEMENTS (un-audited)
FOR THE THREE MONTHS ENDED MAY 31, 2021 AND 2020
(Expressed in Canadian Dollars)

2. BASIS OF PREPARATION AND CONTINUANCE OF OPERATIONS (cont'd)

As the Company is in the exploration stage, the recoverability of the costs incurred to date on exploration properties is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the exploration and development of its properties and upon future profitable production or proceeds from the disposition of the properties. The Company has financed its operations to date primarily through the issuance of common shares and exercise of stock options and share purchase warrants.

Management cannot provide assurance that the Company will ultimately achieve profitable operations or positive cash flow. The Company's continuation as a going concern is dependent on its ability to attain profitable operations and raise additional capital. These matters indicate the existence of material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern. These consolidated condensed interim financial statements do not reflect the adjustments to the carrying values of assets and liabilities, the reported revenues and expenses and statement of consolidated financial position classifications that would be necessary if the going concern assumption was inappropriate. Such adjustments could be material.

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic and has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and physical distancing, have caused material disruption to business globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company in future periods.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all years presented in these financial statements within reasonable limits of materiality and within the framework of the significant policies summarized below:

Basis of Consolidation

These consolidated financial statements include the accounts of:

	% of ownership	Jurisdiction	Principal Activity
South Atlantic Gold Brasil Exploração Mineral Ltda..	100	Brazil	Exploration

A subsidiary is an entity that the Company controls, either directly or indirectly, where control is defined as the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. All inter-company transactions and balances including unrealized income and expenses arising from intercompany transactions are eliminated in preparing consolidated financial statements.

South Atlantic Gold Inc. (formerly *Julian Resources Inc.*)

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NOTES TO THE CONSOLIDATED CONDENSED INTERIM FINANCIAL STATEMENTS (un-audited)
FOR THE THREE MONTHS ENDED MAY 31, 2021 AND 2020
(Expressed in Canadian Dollars)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Recent and Future Accounting Pronouncements

IFRS 17 Insurance Contracts

IFRS 17 *Insurance Contracts* ("IFRS 17") is a new standard that requires insurance liabilities to be measured at a current fulfillment value and provides a more uniform measurement and presentation approach for all insurance contracts. These requirements are designed to achieve the goal of a consistent, principle-based accounting for insurance contracts. IFRS 17 supersedes IFRS 4 *Insurance Contracts*, and related interpretations. This standard will be effective for the Company's annual period beginning July 1, 2021. The Company has assessed that the impact of IFRS 17 on its consolidated financial statements would not be significant.

4. SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

The effect of a change in an accounting estimate is recognized in the period of the change, if the change affects that period only, or in the period of the change and future years, if the change affects both.

Information about critical judgments and estimates in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities included in the preparation of these consolidated financial statements are discussed below:

Going Concern

The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay for its ongoing operating expenditures, meet its liabilities for the ensuing year, and to fund planned and contractual exploration programs, involves significant judgment based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances.

Impairment of Exploration and Evaluation Assets

The application of the Company's accounting policy for exploration and evaluation expenditures requires judgment in determining whether it is likely that future economic benefits will flow to the Company. If, after exploration and evaluation expenditures are capitalized, information becomes available suggesting that the carrying amount of an exploration and evaluation asset may exceed its recoverable amount the Company carries out an impairment test at the cash-generating unit or group of cash-generating unit's level in the year the new information becomes available. Such impairment tests and recoverable value models have a degree of estimation and judgment which may differ in the future.

South Atlantic Gold Inc. (formerly *Jiulian Resources Inc.*)

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NOTES TO THE CONSOLIDATED CONDENSED INTERIM FINANCIAL STATEMENTS (un-audited)
 FOR THE THREE MONTHS ENDED MAY 31, 2021 AND 2020
 (Expressed in Canadian Dollars)

4. SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS (cont'd)*Valuation of Share-based Payments*

The Company uses the Black-Scholes option pricing model for valuation of share-based payments. Option pricing models require the input of subjective assumptions including expected price volatility, interest rate and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings and equity reserves.

Recovery of Deferred Tax Assets

The Company estimates the expected manner and timing of the realization or settlement of the carrying value of its assets and liabilities and applies the tax rates that are enacted or substantively enacted on the estimated dates of realization or settlement. The Company has not recognized a deferred tax asset as management believes it is not probable that taxable profit will be available against which deductible temporary differences can be utilized.

5. EQUIPMENT

	Field Equipment	Furniture & Fixtures	Total
Cost			
Balance at February 28, 2021 and May 31, 2021	\$25,143	\$7,643	\$32,786
Depreciation and impairment losses			
Balance at February 28, 2020	24,534	6,203	30,737
Depreciation for the year	183	648	831
Write-off field equipment	426	-	426
Balance February 28, 2021	25,143	6,851	31,994
Depreciation for the period	-	89	89
Balance at May 31, 2021	25,143	6,940	32,083
Carrying amounts			
Carrying value at February 28, 2021	\$ -	792	792
Carrying value at May 31, 2021	\$ -	\$703	\$703

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 FOR THE THREE MONTHS ENDED MAY 31, 2021 AND 2020
 (Expressed in Canadian Dollars)

6. EXPLORATION AND EVALUATION ASSETS

	Brazil	Canada	
	Pedra Blanca	Bid Kidd	Total
Balance at February 28, 2020	\$-	\$1,314,670	\$1,314,670
Exploration costs	914,180	7,625	921,805
Rehabilitation Provision	14,020		14,020
Balance at February 28, 2021	928,200	1,322,295	2,250,495
Exploration costs	365,597	6,837	372,434
Recovery of exploration and evaluation asset expenditures	-	(356,757)	(356,757)
Balance at May 31, 2021	\$1,293,797	\$972,375	\$2,266,172

BRAZIL**Pedra Branca Property**

The Company entered into a definitive agreement (the “**Option Agreement**”) with Jaguar Mining Inc. (“**Jaguar**”) effective July 29, 2020 to acquire up to a 100% interest in the Pedra Branca property (the “**Pedra Branca Property**”) tenement package, located in Ceará State, North-eastern Brazil (the “**Acquisition**”)

Consideration for the initial 75% interest in the Pedra Branca Property can be earned through exploration expenditures totalling a minimum of US\$1 million (the “**Earn-In Expenditures**”). South Atlantic can increase its interest to 100% by delivering a NI 43-101 (National Instrument) technical report on the Pedra Branca Property.

Jaguar shall retain a back-in-right to acquire a 24% interest (the “**Back-In-Right**”) wherein upon completion of the Earn-In Expenditures (the “**Earn-In Vesting Date**”) Jaguar shall have 45 days from the Earn-In Vesting Date to exercise its Back-In Right by paying the Company 2.5 times the Earn-In Expenditures incurred by the Company resulting in the Company holding at 51% interest and Jaguar a 49%. In the event Jaguar exercises its Back-in-Right, the parties shall form a joint venture (the “**JV**”). In the event any party dilutes their interest below 10%, such interest shall revert to 0.5% NSR (the “**JV NSR**”), of which 0.25% of the JV NSR may be purchased for US\$1 million by the non-diluting party.

The Pedra Branca Property is also subject to underlying royalties to the original vendors which include:

- i. Base Metal – 1.0% on gross revenues over any production for as long as there is effective production and sales;
- ii. Gold (“Au”) Deposit:
 - a. In the case of Measured and Indicated Resources of up to 200,000 Au oz = 0.5% royalty on gross revenues and a US\$500,000 payment due within 3 months after commercial production; and
 - b. In the case of Measured and Indicated Resources in excess 200,000 Au oz = 1.0% royalty on gross revenues and in this scenario 0.5% of the royalty may be purchased for US\$750,000.

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(An Exploration Stage Company)

NOTES TO THE CONSOLIDATED CONDENSED INTERIM FINANCIAL STATEMENTS (un-audited)
FOR THE THREE MONTHS ENDED MAY 31, 2021 AND 2020
(Expressed in Canadian Dollars)

6. EXPLORATION AND EVALUATION ASSETS (cont'd)

BRAZIL (cont'd)

Pedra Branca Property (cont'd)

The Acquisition was approved by the Exchange on October 14, 2020.

As at May 31, 2021, the Company incurred \$1,293,797 expenditures on the Pedra Banca Property and had completed the Earn-In Expenditures.

CANADA

Big Kidd Property

The Company, on March 30, 2011, pursuant to a purchase agreement (the “**Agreement**”) acquired a 100% interest in the Big Kidd Property, located in British Columbia subject to net smelter royalty of 2.5% (the “**Royalty**”). Upon commencement of commercial production, the Company has the right to purchase a 60% interest in the Royalty for \$500,000 and the remaining 40% Royalty for \$1,000,000 at any time within three years following the commencement of commercial production.

During the period ended May 31, 2021 the Company received a mineral and exploration tax credit refund of \$356,757 for exploration and evaluation expenditures during the years ended February 28, 2020 and February 29, 2019 on the Big Kidd Property.

Realization

The Company’s investment in and expenditures on exploration and evaluation assets comprise a significant portion of the Company’s assets. Realization of the Company’s investment in the assets is dependent on establishing legal ownership of the property interest, on the attainment of successful commercial production or from the proceeds of its disposal. The recoverability of the amounts shown for exploration and evaluation assets is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development of the property interest, and upon future profitable production or proceeds from the disposition thereof.

a) Title

Although the Company has taken steps to ensure the title to exploration and evaluation assets in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures may not guarantee the Company’s title. Property title may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

b) Environmental

Environmental legislation is becoming increasingly stringent and costs and expenses of regulatory compliance are increasing. The impact of new and future environmental legislation on the Company’s operations may cause additional expenses and restrictions. If the restrictions adversely affect the scope of exploration and development on the exploration and evaluation assets, the potential for production on the property may be diminished or negated.

South Atlantic Gold Inc. (formerly *Julian Resources Inc.*)

(An Exploration Stage Company)

NOTES TO THE CONSOLIDATED CONDENSED INTERIM FINANCIAL STATEMENTS (un-audited)
 FOR THE THREE MONTHS ENDED MAY 31, 2021 AND 2020
 (Expressed in Canadian Dollars)

7. RECLAMATION BOND

The Company is required to make reclamation deposits in respect of its expected rehabilitation obligations. The reclamation deposits represent collateral for possible reclamation activities necessary on mineral properties in connection with the permits required for exploration activities by the Company on its Big Kidd property. The reclamation deposits are held with the Minister of Energy and Mines in British Columbia. The reclamation bond includes a guaranteed investment certificate with a maturity date of December 7, 2021 and an interest rate of prime less 2.3%.

8. TRADE AND OTHER PAYABLES

	May 31 2021	February 28 2021
Trade payables	\$276,145	\$440,770
Due to related parties - Note 13	15,789	30,466
Total	\$291,934	\$471,236

9. REHABILITATION PROVISION

The Company fulfils its site restoration obligations as required when a drill site is abandoned, and accordingly, no discounted present value was calculated due to the expected short-term nature of the obligation. Management will continue to assess asset retirement obligations as future exploration activity is undertaken.

As at May 31, 2021, provisions of \$Nil (February 28, 2021 - \$14,020) were recorded.

10. SHARE CAPITAL AND RESERVES**a) Common Shares**

The Company's authorized share capital is an unlimited number of common shares with no par value.

The following is a summary of changes in share capital from March 1, 2020 to May 31, 2021

	Number	Issue Price	Total
Balance at February 29, 2020	31,286,667	-	3,309,675
Shares issued for private placement	10,000,000	\$0.025	250,000
Shares issued for private placement	17,500,000	\$0.100	1,750,000
Residual value allocated to warrants	-	-	(262,500)
Exercise of warrants	250,000	\$0.075	18,750
Exercise of warrants	30,000	\$0.100	3,000
Fair value of warrants transferred on exercise	-	-	1,067
Share issue costs	-	-	(119,751)
Balance February 28, 2021 and May 31, 2021	59,066,667		\$ 4,950,241

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(An Exploration Stage Company)

NOTES TO THE CONSOLIDATED CONDENSED INTERIM FINANCIAL STATEMENTS (un-audited)
FOR THE THREE MONTHS ENDED MAY 31, 2021 AND 2020
(Expressed in Canadian Dollars)

10. SHARE CAPITAL AND RESERVES (cont'd)

a) Common Shares (cont'd)

During the three months ended May 31, 2021 there were no common shares issued.

During the year ended February 28, 2021, the Company issued the following:

In connection with the Acquisition as described in Note 6, on October 8, 2020, the Company issued an aggregate of 17,500,000 Units at a price of \$0.10 per Unit for aggregate gross proceeds of \$1,750,000 ("**Concurrent Financing**").

Each Unit consists of one Common Share and one-half of one Common Share purchase warrant (each whole warrant a "**Warrant**"). Each Warrant entitles the holder to acquire one additional Common Share at a price of \$0.15 per share until October 8, 2022, subject to an accelerated expiry in certain circumstances. In the event the closing trading price of the Company's shares is greater than \$0.25 per share for a period of 10 consecutive trading days (the "**Acceleration Event**"), the Company will give notice to the Warrant holders of the Acceleration Event and the Warrants will expire 30 days thereafter. A residual value of \$262,500 was allocated to the Common Share purchase warrants.

In connection with the Concurrent Financing, the Company paid to eligible finders' cash fees totaling \$67,625 and issued an aggregate of 676,250 agent warrants (the "**Agents Warrants**"). Each Agent Warrant entitles the holder to acquire one Common Share at a price of \$0.15 until October 8, 2022, subject to the Acceleration Event. The fair value of the non-cash share issuance costs of \$28,882 for the Agents Warrants was estimated using the Black-Scholes option pricing model based on the following assumptions: share price on issuance date of \$0.085, exercise price of \$0.15, risk-free interest rate of 0.24%, average projected volatility of 173.75%, dividend yield of nil, average expected life of the options of 2 years and the fair value of the warrants of \$0.04.

Additional legal fees, transfer agent and filing fees in the amount of \$13,516 were incurred in connection with the Concurrent Financing.

On June 17, 2020 the Company completed a non-brokered private placement (the "**Offering**") and issued 10,000,000 units (a "Unit") of the Company at a price of \$0.025 per unit for gross proceeds of \$250,000. Each Unit consists of one common share of the Company and one-half of one common share purchase warrant (each whole warrant a "**Warrant**"). Each Warrant will entitle the holder to acquire one additional common share in the capital of the Company at a price of \$0.075 per share until June 19, 2022, subject to an accelerated expiry. In the event the closing trading price of the Company's shares is greater than \$0.15 per share for a period of 10 consecutive trading days (the "**Acceleration Event**"), the Company will give notice to the holders of the Acceleration Event and the Warrants will expire 30 days thereafter.

In connection with the Offering the Company issued 315,000 agent warrants ("**Agent Warrant**"). Each Agent Warrant entitles the holder to acquire one additional common share in the capital of the Company at a price of \$0.075 per share until June 17, 2021.

South Atlantic Gold Inc. (formerly Jiulian Resources Inc.)

(An Exploration Stage Company)

NOTES TO THE CONSOLIDATED CONDENSED INTERIM FINANCIAL STATEMENTS (un-audited)
 FOR THE THREE MONTHS ENDED MAY 31, 2021 AND 2020
 (Expressed in Canadian Dollars)

10. SHARE CAPITAL AND RESERVES (cont'd)**a) Common Shares (cont'd)**

The fair value of the non-cash share issuance costs of \$4,833 for the Agents Warrants was estimated using the Black-Scholes option pricing model based on the following assumptions: share price on issuance date of \$0.045, exercise price of \$0.075, risk-free interest rate of 0.26%, average projected volatility of 126.48%, dividend yield of nil, average expected life of the options of 1 year and the fair value of the warrants of \$0.02. Additional legal fees, transfer agent and filing fees in the amount of \$4,895 were incurred in connection with the Offering.

The Company issued 280,000 common shares on the exercise of warrants with exercise prices of \$0.075 and \$0.10. On the exercise of these warrants, \$1,067 was transferred from contributed surplus to share capital.

Share Purchase Warrants

The following is a summary of changes in share purchase warrants from March 1, 2020 to May 31, 2021:

	Number of Warrants	Weighted Average Exercise Price
Balance, February 29, 2020	15,166,667	\$0.10
Issued	13,750,000	\$0.12
Exercised	(230,000)	\$0.08
Balance at February 28, 2021 and May 31, 2021	28,686,667	\$0.11

As at May 31, 2021, 28,686,667 (February 28, 2021 – 28,686,667) share purchase warrants were outstanding and exercisable with a weighted average remaining contractual life of 0.61 (February 28, 2021 – 0.86) years as follow:

Expiry Date	Exercise Price	Number of Warrants
June 15, 2021 ¹	\$0.10	15,136,667
June 17, 2022	\$0.075	4,800,000
October 8, 2022	\$0.15	8,750,000
		28,686,667

¹See Events after the Reporting Date

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(An Exploration Stage Company)

NOTES TO THE CONSOLIDATED CONDENSED INTERIM FINANCIAL STATEMENTS (un-audited)
 FOR THE THREE MONTHS ENDED MAY 31, 2021 AND 2020
 (Expressed in Canadian Dollars)

10. SHARE CAPITAL AND RESERVES (cont'd)**c) Agents' Warrants**

The following is a summary of changes in agents' warrants from March 1, 2020 to May 31, 2021, 2021:

	Number of Warrants	Weighted Average Exercise Price
Balance, February 29, 2020	-	-
Issued	991,250	\$0.13
Exercised	(50,000)	\$0.075
Balance at February 28, 2021 and May 31, 2021	941,250	\$0.13

As at May 31 2021, 941,250 (February 28, 2021 – 941,250) share purchase warrants were outstanding and exercisable with a weighted average remaining contractual life of 0.99 (February 28, 2021 – 1.29) years as follow:

Expiry Date	Exercise Price	Number of Warrants
June 17, 2021	\$0.075	265,000
October 8, 2022	\$0.15	676,250
		941,250

11. SHARE-BASED PAYMENTS**a) Option Plan Details**

On July 9, 2020 the directors adopted a rolling 10% stock option plan further approved by shareholders on November 10, 2020 (the “**2020 Option Plan**”) to grant options to directors, senior officers, employees and consultants of the Company. The aggregate outstanding options are limited to 10% of the outstanding common shares. The option price under each option shall be not be less than the discounted market price as defined in the policies of the Exchange on the grant date. All options vest when granted unless otherwise specified by the Board of Directors.

The following is the summary of changes in options from the period ended March 1, 2020 and May 31, 2021:

	Number of Options	Weighted Average Exercise Price
Balance at February 29,2020	1,045,000	\$0.07
Expired	(100,000)	\$0.07
Granted	4,055,000	\$0.07
Balance, February 28, 2021 and May 31, 2021	5,000,000	\$0.07

South Atlantic Gold Inc. (formerly *Jiulian Resources Inc.*)

(An Exploration Stage Company)

NOTES TO THE CONSOLIDATED CONDENSED INTERIM FINANCIAL STATEMENTS (un-audited)
 FOR THE THREE MONTHS ENDED MAY 31, 2021 AND 2020
 (Expressed in Canadian Dollars)

11. SHARE-BASED PAYMENTS (cont'd)**a) Option Plan Details** (cont'd)

As at May 31, 2021 the following options were outstanding:

Expiry Date	Exercise Price	Number of Options	Vested and Exercisable	Unvested
December 17, 2023	\$0.07	945,000	945,000	-
July 9, 2025	\$0.05	300,000	300,000	-
November 10, 2025	\$0.14	3,755,000	1,630,893	2,124,107
		5,000,000	2,875,893	2,124,107

As at May 31, 2021 5,000,000 (February 28, 2021 – 5,000,000) options were outstanding with a weighted average remaining contractual life of 4.07 (February 28, 2021 – 4.32) years.

b) Fair Value of Options Issued During the Period

During the period ended May 31, 2021 and May 31, 2020 there were no options granted. As May 31, 2021, 5,000,000 (May 31, 2020 – 970,000) options were outstanding of which 2,785,893 (May 31, 2020 – 945,000) were exercisable under the Plan with a weighted average contractual life of 3.79 years (May 31, 2020 – 3.35 years).

c) Expenses Arising from Share-based Payment Transactions

There were no options granted during the periods ended May 31, 2021 and 2020. The total fair value of options vested during the period ended May 31, 2021 was \$55,833 (2020 - \$Nil) of which has been recorded as a share-based payment expense in the consolidated condensed interim statements of comprehensive loss with a corresponding increase in contributed surplus. The remaining amount of \$164,978 (February 28, 2021 - \$220,811) will be expensed as the remaining unvested options vest.

12. ADMINISTRATIVE AND GENERAL EXPENSES

	Note	Three Months Ended May 31	
		2021	2020
Accounting and legal		\$ 7,119	\$ -
Consulting	13	8,874	4,208
Website, advertising, shareholder communication		8,436	-
Office and administration fees	13	91,105	1,705
Insurance		3,462	-
Regulatory fees		-	3,663
Rent	13	2,250	1,500
Transfer agent fees		1,396	522
		\$ 122,642	\$ 11,597

South Atlantic Gold Inc. (formerly *Jiulian Resources Inc.*)

(An Exploration Stage Company)

NOTES TO THE CONSOLIDATED CONDENSED INTERIM FINANCIAL STATEMENTS (un-audited)
 FOR THE THREE MONTHS ENDED MAY 31, 2021 AND 2020
 (Expressed in Canadian Dollars)

13. RELATED PARTY TRANSACTIONS**a) Key Management Compensation**

	May 31 2021	May 31 2020
Key management personnel compensation comprised:		
Consulting and administration fees	\$34,928	\$4,208
Share based payments:	55,833	-
	\$90,761	\$4,208

- i) Consulting fees of \$22,750 (May 31, 2020 – \$Nil) were paid or accrued to Douglas Meirelles (“**Meirelles**”) or a company controlled by Meirelles, the Company’s President and CEO. Mr. Meirelles was appointed as President and CEO effective July 9, 2020.
- ii) Consulting fees of \$7,352 (May 31, 2020 – \$4,208) were paid or accrued to Minco Corporate Management Inc. (“Minco”) a company controlled by Terese Gieselman a director of the Company.
- iii) Administration fees of \$6,575 (May 31, 2020 – \$Nil) were paid or accrued to Minco in relation to providing administrative and accounting employment services.
- iv) Share-based payments are the fair value of options granted or vested to key management personnel.

b) Related Party Liabilities

Amounts due to:	Service for:	May 31 2021	February 28 2021
Minco	Consulting Fees	\$8,789	\$6,928
Douglas Meirelles	Consulting Fees	7,000	22,750
Golden Ridge Resources Ltd. ¹	Rent & Expenses	-	788
Total related party payables		\$15,789	\$30,466

c) Rent¹

The Company currently pays Golden Ridge Resources Ltd. (a company with a common officer) rent and expenses on a month to month basis for shared offices space at approximately \$750 per month for a total \$2,250 as at May 31, 2021 (May 31, 2020 – \$1,500).

14. LOSS PER SHARE

	May 31 2021	May 31 2020
Net loss attributable to ordinary shareholders	(\$170,008)	(\$12,399)
Weighted average number of common shares	59,066,667	31,286,667
Basic and diluted loss per share	(\$0.00)	(\$0.00)

South Atlantic Gold Inc. (formerly *Julian Resources Inc.*)

(An Exploration Stage Company)

NOTES TO THE CONSOLIDATED CONDENSED INTERIM FINANCIAL STATEMENTS (un-audited)
FOR THE THREE MONTHS ENDED MAY 31, 2021 AND 2020
(Expressed in Canadian Dollars)

15. SEGMENT REPORTING

The Company is organized into business units based on mineral properties and has one reportable operating segment, being that of acquisition and exploration and evaluation activities in Canada and Brazil. The Company has non-current assets of which \$972,375 (February 28, 2021 - \$1,322,295) is in Canada and \$1,293,797 (February 28, 2021 - \$928,200) is in Brazil.

16. SUPPLEMENTAL CASH FLOW INFORMATION

Investing and financing activities that do not have a direct impact on cash flows are excluded from the statements of cash flows. During the periods ended May 31, 2021 and 2020 are the following transactions were excluded from the statements of cash flows:

- i) Included in accounts payable is \$135,422 (May 31, 2020 - \$Nil) of exploration that are capitalized to exploration and evaluation assets.

17. EVENTS AFTER THE REPORTING DATE

Agent Warrants

On June 15, 2021, 265,000 agent warrants were exercised at a price of \$0.075 for proceeds of \$19,875.

Share Purchase Warrants

On June 15, 2021 15,136,667 share purchase warrants at an exercise price of \$0.10 expired without exercise.