Condensed Interim Consolidated Financial Statements

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

(Unaudited and stated in thousands of United States dollars)

Condensed Interim Consolidated Statements of Operations and Comprehensive Income

Three and Nine Months Ended September 30, 2021 and 2020

(Unaudited - Stated in thousands of United States Dollars, except per share amounts, unless otherwise noted)

	Notes	Three months ended Sept. 30, **2021**	Three months ended Sept. 30, 2020	Nine months ended Sept. 30, **2021**	Nine months ended Sept. 30, 2020
Revenue		**$ 79,204**	$ 85,791	**$ 240,023**	$ 163,071
Cost of sales					
Production costs	3	**(40,323)**	(31,820)	**(124,926)**	(71,923)
Royalty and production taxes		**(3,016)**	(3,224)	**(9,433)**	(6,564)
Refinery and transportation		**(249)**	(207)	**(725)**	(541)
Depreciation and amortization		**(8,889)**	(4,664)	**(23,949)**	(9,021)
Total cost of sales		**(52,477)**	(39,915)	**(159,033)**	(88,049)
Income from mine operations		**26,727**	45,876	**80,990**	75,022
Expenses					
General and administrative	4	**(1,624)**	(2,038)	**(5,439)**	(6,106)
Share-based compensation		**(365)**	(1,555)	**(2,470)**	(4,461)
Due diligence and transactions costs		**(521)**	-	**(836)**	-
Foreign exchange (loss) gain		**127**	267	**(134)**	283
Care and maintenance		**-**	(183)	**-**	(7,284)
Total expenses		**(2,383)**	(3,509)	**(8,879)**	(17,568)
Operating profit		**24,344**	42,367	**72,111**	57,454
Interest income		**150**	40	**391**	217
Finance expense	5	**(288)**	(696)	**(866)**	(2,065)
Other income, net	6	**49**	(594)	**139**	1,346
Income before taxes		**24,255**	41,117	**71,775**	56,952
Current tax expense		**(7,607)**	(5,838)	**(19,971)**	(9,750)
Deferred tax expense		**(1,627)**	(2,349)	**(8,254)**	(7,044)
Net income		**$ 15,021**	$ 32,930	**$ 43,550**	$ 40,158
Other comprehensive income					
Items that may be reclassified subsequently to profit and loss:					
Foreign currency translation differences		**(31)**	140	**230**	(920)
Comprehensive income		**$ 14,990**	$ 33,070	**$ 43,780**	$ 39,238
Income per share - basic		**$ 0.04**	$ 0.10	**$ 0.13**	$ 0.12
Income per share - diluted		**$ 0.04**	$ 0.09	**$ 0.12**	$ 0.11
Weighted average number of shares outstanding *(in thousands)*					
- basic		**341,351**	329,585	**336,984**	328,587
- diluted		**365,110**	362,616	**363,006**	354,614

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

(Unaudited - Stated in thousands of United States Dollars, except per share amounts, unless otherwise noted)

As at:	Notes		September 30, 2021		December 31, 2020
ASSETS					
Current assets					
Cash and cash equivalents		**$**	**72,862**	$	53,175
Receivables, prepaids and other	7		**10,464**		5,873
Inventories	8		**45,874**		46,398
Total current assets			**129,200**		105,446
Non-current assets					
Mineral interests, plant and equipment	9		**281,767**		240,939
Other assets	10		**5,749**		4,798
Total assets		**$**	**416,716**	$	351,183
LIABILITIES					
Current liabilities					
Accounts payable and accruals		**$**	**24,108**	$	24,272
Income and other taxes payable			**12,924**		6,270
Current portion of provisions	12		**4,894**		4,827
Current portion of share based liabilities	13		**2,749**		-
Current portion of lease liability			**72**		121
Total current liabilities			**44,747**		35,490
Non-current liabilities					
Provisions	12		**56,224**		55,333
Lease liability			**-**		29
Share based liabilities	13		**1,380**		-
Deferred tax liability			**38,437**		30,183
Total liabilities			**140,788**		121,035
SHAREHOLDERS' EQUITY					
Share capital	13		**175,673**		170,591
Contributed surplus			**19,185**		22,267
Foreign currency translation reserve			**2,093**		1,863
Accumulated other comprehensive income			**1,877**		1,877
Retained earnings			**77,100**		33,550
Total shareholders' equity			**275,928**		230,148
Total liabilities and shareholders' equity		**$**	**416,716**	$	351,183

Subsequent Event (Note 19)

APPROVED ON BEHALF OF THE BOARD ON NOVEMBER 3, 2021:

Signed *"Darren Hall"*, DIRECTOR   Signed *"Edward Farrauto"*, DIRECTOR

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

(Unaudited - Stated in thousands of United States Dollars, except per share amounts, unless otherwise noted)

	Notes	Three months ended Sept. 30, 2021	Three months ended Sept. 30, 2020	Nine months ended Sept. 30, 2021	Nine months ended Sept. 30, 2020
Cash provided by operations					
Net income		**$ 15,021**	$ 32,930	**$ 43,550**	$ 40,158
Payments against rehabilitation liabilities	12	**(51)**	(143)	**(332)**	(824)
Non-cash adjustments					
Share-based compensation	13	**484**	1,811	**3,102**	4,969
Depreciation and amortization		**8,920**	4,689	**24,053**	9,093
Accretion expense	5	**284**	679	**852**	2,032
Gain on modification of deferred payment		**-**	-	**-**	(459)
Gain on disposal of property and equipment, net		**(3)**	-	**(9)**	(1,454)
Other		**(255)**	609	**8**	493
Foreign exchange (gain) loss		**-**	99	**-**	(68)
Deferred tax expense		**1,627**	2,349	**8,254**	7,044
Working capital adjustments	14	**2,314**	2,569	**3,733**	(8,459)
Net cash provided by operating activities		**28,341**	45,592	**83,211**	52,525
Investing activities					
Expenditures on mineral properties, plant and equipment		**(22,140)**	(15,458)	**(66,999)**	(29,516)
Procceeds on disposal of assets		**10**	34	**403**	171
Net cash used in investing activities		**(22,130)**	(15,424)	**(66,596)**	(29,345)
Financing activities					
Exercise of share options and warrants		**423**	164	**3,121**	339
Payment of lease liability and interest		**(29)**	(29)	**(87)**	(82)
Net cash provided by financing activities		**394**	135	**3,034**	257
Effect of exchange rate changes on cash		**(44)**	275	**38**	(614)
Change in cash and cash equivalents		**6,561**	30,578	**19,687**	22,823
Cash and cash equivalents, beginning of period		**66,301**	25,106	**53,175**	32,861
Cash and cash equivalents, end of period		**$ 72,862**	$ 55,684	**$ 72,862**	$ 55,684
Other information					
Interest paid - cash		**$ 4**	$ 23	**$ 13**	$ 33
Taxes paid - cash		**$ 3,508**	$ 3,193	**$ 12,526**	$ 7,608

Supplemental Cash Flow Information – Note 14

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

Condensed Interim Consolidated Statements of Changes in Shareholders' Equity

Nine Months Ended September 30, 2021 and 2020

(Unaudited - Stated in thousands of United States Dollars, except per share amounts, unless otherwise noted)

	Number of Shares *(in thousands)*	Share Capital	Contributed Surplus	Foreign Currency Translation Reserve	Accumulated Other Comprehensive Income	Surplus (Deficit)	Total
Balances at December 31, 2019	**328,021**	**$ 165,134**	**$ 17,301**	**$ 2,082**	**$ -**	**$ (29,863)**	**$ 154,654**
Shares issued on acquisition of EBP (Note 13)	2,254	3,000	-	-	-	-	3,000
Exercise of options and warrants (Note 13)	622	482	(144)	-	-	-	338
Share based compensation (Note 13)	-	-	5,035	-	-	-	5,035
Foreign exchange translation	-	-	-	(920)	-	-	(920)
Net income	-	-	-	-	-	40,158	40,158
Balances at September 30, 2020	**330,897**	**$ 168,616**	**$ 22,192**	**$ 1,162**	**$ -**	**$ 10,295**	**$ 202,265**
Balances at December 31, 2020	**333,821**	**$ 170,591**	**$ 22,267**	**$ 1,863**	**$ 1,877**	**$ 33,550**	**$ 230,148**
Exercise of options and warrants (Note 13)	4,880	4,078	(957)	-	-	-	3,121
Exercise of restricted and performance share units (Note 13)	1,511	1,004	(1,004)	-	-	-	-
Adjustment to share based liabilities (Note 13)	-	-	(4,841)				(4,841)
Share based compensation (Note 13)	-	-	3,720	-	-	-	3,720
Foreign exchange translation	-	-	-	230	-	-	230
Net income	-	-	-	-	-	43,550	43,550
Balances at September 30, 2021	**340,212**	**$ 175,673**	**$ 19,185**	**$ 2,093**	**$ 1,877**	**$ 77,100**	**$ 275,928**

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

1. NATURE OF OPERATIONS

Nature of Operations

Calibre Mining Corp. (individually, or collectively with its subsidiaries, as applicable, “Calibre” or the “Company”) is a gold mining, mine development, and exploration company. In October 2019, the Company purchased a number of operational open-pit and underground mines, two milling facilities (the El Limon and La Libertad mines), and a portfolio of exploration and development opportunities in Nicaragua, Central America from B2Gold Corp (“B2Gold”). In addition to its mining operations, Calibre continues to explore and develop several concessions at its 100%-owned Eastern Borosi Gold-Silver Project (“EBP”) in northeastern Nicaragua and also work with its joint venture partner, Rio Tinto Exploration (“Rio Tinto”), to explore, identify, and acquire exploration assets throughout Nicaragua with a focus on copper-gold-porphyry, skarn and epithermal precious metal systems.

Calibre is incorporated under the laws of British Columbia, Canada and maintains its corporate head office at Suite 413 – 595 Burrard Street, P.O. Box 49167, Vancouver, British Columbia, Canada, V7X 1J1. The Company’s common shares are listed on the Toronto Stock Exchange in Canada under the ticker symbol *CXB* and in the United States on the premium OTCQX Best Market, under the ticker symbol *CXBMF*.

Impact of the Global Coronavirus Pandemic (“COVID-19”)

The global response to the COVID-19 pandemic has resulted in, among other things, border closures, travel restrictions, as well as quarantine, and other emergency measures imposed by various governments. Additional government or regulatory actions or inactions around the world in jurisdictions where the Company or its suppliers operate may also have a potential significant economic and social impact. If the Company’s business operations are disrupted or suspended because of these or other measures, it may have a material adverse effect on the Company’s business, results of operations and financial performance. Factors that may be impacted, among other things, are the Company’s operating plan, production, supply chain, construction, and maintenance activities.

The extent to which COVID-19 may impact the Company’s future business and operations will depend on future developments that are highly uncertain and cannot be accurately estimated at this time, including new information which may emerge concerning the severity of and the actions required to contain COVID-19 or remedy its impact.

On March 25, 2020, the Company announced a temporary suspension of its operations at the Limon and Libertad mines and all exploratory drilling activity due to the COVID-19 pandemic. During the suspension period, the Company enhanced its health and safety protocols and updated operational and exploratory planning programs to manage the business through the pandemic. In July 2020, the Company was able to re-establish a steady state of operation, and since then, the Company has not experienced any significant operational setbacks related to the COVID-19 pandemic.

The Company continues its enhanced COVID-19 health and safety protocols, including social distancing, mask wearing, and preventative communication campaigns, while working closely with our local communities, the Ministry of Health in Nicaragua, employees and contractors to minimize the spread of the virus.

(Unaudited - Stated in thousands of United States Dollars, except per share amounts, unless otherwise noted)

2. BASIS OF PRESENTATION

Basis of Presentation and Statement of Compliance

The unaudited condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS"), as applicable to interim financial reports including International Accounting Standard 34, *Interim Financial Reporting*. Therefore, these condensed interim consolidated financial statements do not include all the information and note disclosures required by IFRS for annual financial statements and should be read in conjunction with the audited annual consolidated financial statements for the year ended December 31, 2020, which have been prepared in accordance with IFRS.

The accounting policies and basis of presentation applied in the preparation of these unaudited condensed interim consolidated financial statements are consistent with those applied and disclosed in the Company's audited annual consolidated financial statements for the year ended December 31, 2020.

These unaudited condensed interim consolidated financial statements were approved by the Board of Directors of the Company on November 3, 2021.

Significant Accounting Estimates and Judgements

The preparation of financial statements in conformity with IFRS requires management to make accounting policy judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates as the estimation process is inherently uncertain. Estimates are reviewed on an ongoing basis based on historical experience and other factors that are considered relevant under the circumstances. Revisions to estimates and the resulting effects on the carrying amounts of the Company's assets and liabilities are accounted for prospectively. The critical accounting policy judgments and estimates applied in the preparation of the Company's unaudited condensed interim consolidated financial statements are consistent with those applied and disclosed in Note 5 of the Company's audited annual consolidated financial statements for the year ended December 31, 2020.

3. PRODUCTION COSTS

	Three months ended Sept. 30,		Nine months ended Sept. 30,	
	2021	2020	**2021**	2020
Raw materials and consumables	**$ 12,738**	$ 14,331	**$ 36,217**	$ 29,649
Salaries and employee benefits	**8,975**	7,192	**26,332**	17,714
Contracted services	**14,774**	9,221	**41,163**	22,394
Electricity and power	**4,264**	4,107	**12,482**	10,722
Site administration and other	**3,256**	2,930	**9,029**	6,823
Silver by-product credit	**(1,820)**	(3,419)	**(6,444)**	(5,926)
Change in inventories	**(1,864)**	(2,542)	**6,147**	(9,453)
	$ 40,323	$ 31,820	**$ 124,926**	$ 71,923

(Unaudited - Stated in thousands of United States Dollars, except per share amounts, unless otherwise noted)

3. PRODUCTION COSTS - *continued*

Total leasing activities includes payments of $159 and $450 relating to short-term leases (those with a term of 12 months or less) for the three and nine months ended September 30, 2021 ($146 and $499 for the three and nine months ended September 30, 2020) and $11,182 and $32,128 relating to variable lease payments (including both lease and non-lease components) have been expensed in the statement of operations during the three and nine months ended September 30, 2021 ($6,515 and $15,873 for the three and nine months ended September 30, 2020).

An additional $4,679 and $17,883 relating to variable lease payments (including both lease and non-lease components) was capitalized as part of plant and equipment during the three and nine months ended September 30, 2021, respectively ($7,000 and $13,808 for the three and nine months ended September 30, 2020).

4. GENERAL AND ADMINISTRATIVE EXPENSES

	Three months ended Sept. 30,		Nine months ended Sept. 30,	
	2021	2020	**2021**	2020
Salaries, wages and benefits	**$ 990**	$ 1,440	**$ 3,760**	$ 4,099
Consulting and professional fees	**340**	174	**827**	787
Corporate administration and other	**294**	424	**852**	1,220
	$ 1,624	$ 2,038	**$ 5,439**	$ 6,106

5. FINANCE EXPENSE

	Three months ended Sept. 30,		Nine months ended Sept. 30,	
	2021	2020	**2021**	2020
Interest expense	**$ 4**	$ 17	**$ 14**	$ 33
Accretion of mine restoration provision	**84**	205	**252**	614
Accretion of employee benefit obligations	**200**	89	**600**	267
Accretion on deferred payment to B2Gold	**-**	385	**-**	1,151
	$ 288	$ 696	**$ 866**	$ 2,065

6. OTHER INCOME, NET

	Three months ended Sept. 30,		Nine months ended Sept. 30,	
	2021	2020	**2021**	2020
(Loss) gain on disposal of assets, net	**$ (55)**	$ -	**$ (48)**	$ 1,454
Gain on modification of deferred payment to B2Gold	**-**	-	**-**	459
Management fee income	**114**	8	**211**	35
Other expense	**(10)**	(602)	**(24)**	(602)
	$ 49	$ (594)	**$ 139**	$ 1,346

During the nine months ended September 30, 2020 (and included in gain on disposal of assets, net), pursuant to the terms of an inherited agreement with one of the Company's contractors, Calibre relinquished title to certain aged property and equipment with no carrying value assigned. Upon assignment, the Company was released from a total of $1,536 of accounts payable owed to the contractor, resulting in a gain on disposal of property and equipment of the same amount.

(Unaudited - Stated in thousands of United States Dollars, except per share amounts, unless otherwise noted)

7. RECEIVABLES, PREPAIDS AND OTHER CURRENT ASSETS

		September 30, 2021		December 31, 2020
Receivables	**$**	**1,112**	$	291
Value added tax and other recoverable taxes		**851**		696
Prepaid expenses and deposits		**4,201**		1,435
Supplier advances		**3,964**		3,215
Employee advances and other		**336**		236
	$	**10,464**	$	5,873

Value added tax ("VAT") receivable may be used to offset other taxes payable including income and payroll taxes. Historically, the operations have experienced delays in receiving payment or confirmation of offset against other taxes and, on some occasions, VAT receivable claims have been denied.

Included in supplier and employee advances are certain payments to local contractors engaged by the Company to conduct mine development and provide operational support. The advances to different contractors have various terms of repayment from short-term to up to 24-month periods and rates of interest ranging from nominal amounts to 6% per annum. In certain situations, the advances are collateralized by certain equipment owned by the contractor. As at September 30, 2021, $3,198 in supplier advances are included in long-term assets (December 31, 2020 - $2,293) (Note 10).

8. INVENTORIES

		September 30, 2021		December 31, 2020
Finished goods - gold and silver doré	**$**	**356**	$	916
In-circuit		**7,530**		7,742
Ore stockpiles		**8,929**		13,400
Materials and supplies		**29,059**		24,340
	$	**45,874**	$	46,398

The amount of depreciation included in inventory as at September 30, 2021 was $3,248 (December 31, 2020 - $2,368).

The amount of production costs that was inventoried in gold doré, gold-in-circuit, and ore stockpiles ("metal inventory") was $51,316 and $144,532 for the three and nine months ended September 30, 2021 ($39,780 and $91,514 for the three and nine months ended September 30, 2020).

(Unaudited - Stated in thousands of United States Dollars, except per share amounts, unless otherwise noted)

9. MINING INTERESTS, PLANT AND EQUIPMENT

Cost	Mineral Interests	Exploration and Evaluation assets	Property, plant and equipment	Total
Balance as at December 31, 2019	**$ 102,529**	**$ 36,391**	**$ 63,501**	**$ 202,421**
Acquisition of EBP (Note 9)	-	4,000	-	4,000
Additions	22,338	16,323	13,238	51,899
Reclassification of Pavon from exploration to mineral interest	10,818	(10,818)	-	-
Reclassification of exploration assets to mine development	4,175	(4,175)	-	-
Reclassification of property, plant and equipment to mineral interests	9,233	-	(9,233)	-
Disposals	-	-	(88)	(88)
Change in mine restoration provision	-	-	2,927	2,927
Recovery on costs and option payments	-	(851)	-	(851)
Balance as at December 31, 2020	**$ 149,093**	**$ 40,870**	**$ 70,345**	**$ 260,308**
Additions	30,885	17,229	20,624	68,738
Reclassifications	1,897	(1,897)	-	-
Disposals	-	-	(470)	(470)
Recovery on costs and option payments	-	(2,582)	-	(2,582)
Balance as at September 30, 2021	**$ 181,875**	**$ 53,620**	**$ 90,499**	**$ 325,994**
Accumulated depreciation and amortization				
Balance as at December 31, 2019	**$ 1,843**	**$ -**	**$ 1,531**	**$ 3,374**
Depreciation and amortization	10,139	-	5,869	16,008
Disposals	-	-	(13)	(13)
Balance as at December 31, 2020	**$ 11,982**	**$ -**	**$ 7,387**	**$ 19,369**
Depreciation and amortization	17,125	-	7,808	24,933
Disposals	-	-	(75)	(75)
Balance as at September 30, 2021	**$ 29,107**	**$ -**	**$ 15,120**	**$ 44,227**
Net carrying amounts				
Balance as at December 31, 2020	$ 137,111	$ 40,870	$ 62,958	$ 240,939
Balance as at September 30, 2021	**$ 152,768**	**$ 53,620**	**$ 75,379**	**$ 281,767**

As at September 30, 2021 and December 31, 2020, the Company did not have any indicators of impairment.

As at September 30, 2021, property, plant, and equipment cost includes $305 (December 31, 2020 - $305) for right of use assets related to the Company's Vancouver head office location with a net book value of $60 (December 31, 2020 - $126).

(Unaudited - Stated in thousands of United States Dollars, except per share amounts, unless otherwise noted)

9. MINING INTERESTS, PLANT AND EQUIPMENT - *continued*

The following table provides a continuity schedule which details exploration and evaluation assets for the nine months ended September 30, 2021 and the year ended December 31, 2020.

	December 31, 2020	Assets acquired	Additions	Recoveries and option payments	Costs reclassified	Disposals	September 30, 2021
Limon	$ 4,262	$ -	$ 1,863	$ -	$ (1,897)	$ -	$ 4,228
Libertad	6,275	-	6,221	-		-	12,496
Borosi - Rio Tinto option	18,530	-	2,573	(2,582)	-	-	18,521
EBP - 100% Calibre	11,342	-	6,572	-	-	-	17,914
Other	461	-	-	-	-	-	461
	$ 40,870	$ -	$ 17,229	$ (2,582)	$ (1,897)	$ -	$ 53,620

	December 31, 2019	Assets acquired	Additions	Recoveries and option payments	Costs reclassified	Disposals	December 31, 2020
Limon	$ 495	$ -	$ 4,322	$ -	$ (555)	$ -	$ 4,262
Libertad	12,004	-	8,709	-	(14,438)	-	6,275
Borosi - 100% Calibre owned	18,344	-	186	-	(18,530)	-	-
Borosi - Rio Tinto option	-	-	487	(487)	18,530	-	18,530
Eastern Borosi - IAMGOLD option	5,087	-	364	(364)	(5,087)	-	-
EBP - 100% Calibre	-	4,000	2,255	-	5,087	-	11,342
Other	461	-	-	-	-	-	461
	$ 36,391	$ 4,000	$ 16,323	$ (851)	$ (14,993)	$ -	$ 40,870

Acquisitions and Option Agreements

Purchase of Remaining Interest in the Eastern Borosi Project (“EBP”) from IAMGOLD Corporation (“IAMGOLD”)

During the year ended December 31, 2020, IAMGOLD completed an option agreement and earned a 70% interest in certain concessions in northeast Nicaragua (with Calibre owning the remaining 30% interest). The IAMGOLD option project was named the EBP. On August 20, 2020, Calibre executed an agreement to acquire the 70% interest in the EBP from IAMGOLD, resulting in Calibre owning an undivided 100% interest in this project.

As consideration for IAMGOLD’s 70% interest in the EBP, Calibre issued 2.3 million common shares, with a fair value of $3,000 and agreed to pay $1,000 in cash 12 months following the date of the acquisition agreement (paid during the three months ended September 30, 2021). In addition, the Company granted a 2% net smelter return (“NSR”) royalty on future production from the EBP to IAMGOLD, with Calibre retaining the right to purchase 1% of the NSR royalty for $2,000 and a right of first refusal on the remaining 1% NSR royalty.

As a result of the EBP acquisition, the Company reclassified $5,087 from the Eastern Borosi – IAMGOLD Option category to the EBP – 100% Calibre owned category during the year ended December 31, 2020.

(Unaudited - Stated in thousands of United States Dollars, except per share amounts, unless otherwise noted)

9. MINING INTERESTS, PLANT AND EQUIPMENT - *continued*

Acquisitions and Option Agreements - *continued*

Borosi – Rio Tinto Option and Alliance Agreement

During the year ended December 31, 2020, Calibre entered into an option earn-in agreement with Rio Tinto, whereby Rio Tinto can earn an initial 55% interest (and potentially up to a 75% interest) in Calibre's 100%-owned Borosi Project ("Borosi") in northeast Nicaragua. Under the terms of the agreement, Rio Tinto will have a five-year option to acquire a 55% interest in the Borosi Project by incurring $10,000 in qualifying expenditures. Following earning this initial option, Rio Tinto will have the opportunity to earn up to an additional 20% interest in the Borosi Project by incurring an additional $35,000 over a six-year period. Calibre has been designated as the initial operator of the field work being completed under the above option agreement and will receive a fee equal to 10% of the qualifying expenditures.

As a result of the Rio Tinto option agreement being completed, the Company reclassified $18,530 from the Borosi – 100% Calibre owned category to the Borosi – Rio Tinto option category during the year ended December 31, 2020. The Borosi – Rio Tinto agreement encompasses an entirely separate land package from that of the EBP (discussed above) with no overlapping concessions.

In addition, the Company and Rio Tinto have entered into a separate exploration alliance ("Alliance Agreement") to acquire and earn-in to various exploration concessions in Nicaragua, with a focus on skarn, copper and copper-gold porphyry style targets (the "Alliance"). This exploration alliance is a five-year generative exploration and concession acquisition alliance under which Rio Tinto will fund 100% of the costs incurred under the Alliance Agreement.

Rio Tinto has the right to instruct Calibre to acquire selected Alliance properties and will fund the acquisition of those properties. Rio Tinto shall also have the right to designate one or more blocks of the Alliance properties (each such block not to exceed 40,000 hectares in the aggregate) and shall have the exclusive option to earn up to an 80% interest in each such block. Rio Tinto shall have an initial five-year option to acquire a 55% interest in the Alliance by incurring $5,000 in qualifying expenditures. Following earning this initial option, Rio Tinto will have the opportunity to earn up to an additional 25% in the Alliance by incurring an additional $20,000 over a 10-year period. Calibre will receive a fee of 10% of qualifying expenditures for acting as the operator under the Alliance Agreement.

Since the inception of the arrangements, the Company has recovered $3,069 in general exploration, salary and wages, concession property payments, and related charges associated with the Rio Tinto option and alliance agreements.

10. OTHER ASSETS

	September 30, 2021	December 31, 2020
Long-term portion of supplier advances (Note 7)	**$ 3,198**	$ 2,293
Long-term portion of value added and other recoverable taxes (Note 7)	**2,551**	2,488
Other long term assets	**-**	17
	$ 5,749	$ 4,798

(Unaudited - Stated in thousands of United States Dollars, except per share amounts, unless otherwise noted)

11. DEFERRED PAYMENT TO B2GOLD

Balance as at December 31, 2019	$	14,293
Gain on modification of deferred payment		(459)
Accretion expense		1,214
Loss on settlement of deferred payment		477
Repayment of deferred payment		(15,525)
Balance as at December 31, 2020	$	-

Pursuant to the terms of the acquisition of the Limon and Libertad mines, the Company was required to make a deferred payment totaling $15,525 to B2Gold, one-year following the closing of the transaction. In April 2020, the Company and B2Gold agreed to defer the payment of $15,525 to April 15, 2021 (with the stipulation that interest would be incurred on any delay in payment later than the original due date). As a result of this extension, the Company realized a gain on modification of deferred payment of $459 for the year ended December 31, 2020.

Despite the extension, the Company paid the outstanding deferred amount of $15,525 on October 15, 2020 (the original due date), thereby eliminating any obligations under the extension terms. The Company recorded total accretion expense of $Nil for the three and nine months ended September 30, 2021 ($385 and $1,151 – for the three and nine months ended September 30, 2020) related to the deferred payment to B2Gold.

12. PROVISIONS

		Mine Restoration		Employee Benefits		Total Provisions
Balance as at December 31, 2019	$	48,906	$	9,221	$	58,127
Change in estimate		2,927		(967)		1,960
Accretion expense		819		930		1,749
Expenditures		(1,016)		(660)		(1,676)
Balance as at December 31, 2020		51,636		8,524		60,160
Less: current portion		(4,007)		(820)		(4,827)
Long-term portion at December 31, 2020	$	47,629	$	7,704	$	55,333
Balance as at December 31, 2020	$	51,636	$	8,524	$	60,160
Change in estimate		-		1,416		1,416
Accretion expense		252		600		852
Expenditures		(332)		(978)		(1,310)
Balance as at September 30, 2021		51,556		9,562		61,118
Less: current portion		(4,007)		(887)		(4,894)
Long-term portion at September 30, 2021	$	47,549	$	8,675	$	56,224

Employee Benefits Obligation

Employee benefits obligation includes severance accruals for employees at the Company's operations in Nicaragua.

12. PROVISIONS - *continued*

Mine Restoration Provision

The provision consists primarily of costs associated with mine reclamation and closure activities. These activities, which tend to be site specific, generally include costs for earthworks, including detoxification and recontouring, revegetation, water treatment, demolition, decommissioning the mill complex and related infrastructure, physical and chemical stability of the tailings area, post-closure site security and monitoring costs. The Company considers such factors as changes in laws and regulations, and requirements under existing permits in determining the estimated costs. Such analysis is performed on a regular basis.

In calculating the present value of the Company's mine restoration provisions as at September 30, 2021 and December 31, 2020, management used a risk-free rate ranging from 0.35% to 0.65% and an inflation rate of 1.4%.

The undiscounted cash flows, before inflation adjustments, estimated to settle the mine restoration provisions was approximately $49,433 as at September 30, 2021. Due to the nature of mine closure plans, cash expenditures are expected to occur over a significant period of time.

13. SHARE CAPITAL

Authorized and Issued Share Capital

At September 30, 2021 and December 31, 2020, the Company had approximately 340.2 million and 333.8 million common shares issued and outstanding, respectively. The authorized share capital consists of unlimited common shares without par value.

Recent Issuances of Share Capital

During the nine months ended September 30, 2021, 2.9 million options and 2.0 million warrants were exercised for gross proceeds of $3,121.

During the year ended December 31, 2020, 1.4 million options and 0.6 million warrants were exercised for gross proceeds of $1,151.

During the year ended December 31, 2020, pursuant to the acquisition of the EBP from IAMGOLD (Note 9), the Company issued a total of 2.3 million common shares with a value of $3,000.

13. SHARE CAPITAL - *continued*

Warrants

A summary of the Company's warrant activities for the nine months ended September 30, 2021 and the year ended December 31, 2020 is presented below:

	Nine months ended September 30, 2021			Year ended December 31, 2020		
	Shares issuable on exercise of warrants (in thousands)		Weighted average exercise price (CAD$)	Shares issuable on exercise of warrants (in thousands)		Weighted average exercise price (CAD$)
Balance as at beginning of period	11,178	$	0.95	13,764	$	1.02
Exercised	(2,000)		0.95	(616)		0.71
Expired	-		-	(1,970)		1.50
Balance as at end of period	9,178	$	0.95	11,178	$	0.95

As at September 30, 2021, the following share purchase warrants were outstanding and exercisable:

Expiry date	Exercise price (CAD$)	Number of warrants (in thousands)	Remaining contractual life in years
October 30, 2023	$0.95	9,178	2.08
Weighted average/Total	$0.95	9,178	

Stock Options

A summary of the Company's stock option activities for the nine months ended September 30, 2021 and the year ended December 31, 2020 is presented below:

	Nine months ended September 30, 2021			Year ended December 31, 2020		
	Shares issuable on exercise of options (in thousands)		Weighted average exercise price (CAD$)	Shares issuable on exercise of options (in thousands)		Weighted average exercise price (CAD$)
Balance as at beginning of period	30,943	$	0.64	30,250	$	0.62
Granted	2,700		1.63	2,375		1.02
Exercised	(2,881)		0.67	(1,462)		0.74
Expired or Cancelled	(3,464)		0.71	(220)		0.69
Balance as at end of period	27,298	$	0.73	30,943	$	0.64

13. SHARE CAPITAL - *continued*

Stock Options – *continued*

As at September 30, 2021, the following stock options were outstanding and exercisable:

Options Outstanding			Options Exercisable
Number of Options (in thousands)	Exercise price (CAD$)	Weighted average remaining contractual life in years	Number of Options (in thousands)
755	$0.45	2.10	755
20,637	$0.60	5.98	6,821
1,975	$0.90	4.45	1,075
475	$0.97	6.30	125
1,049	$0.98	6.41	350
1,632	$1.54	7.42	-
28	$1.66	7.79	-
600	$1.87	7.74	-
7	$2.08	7.69	-
124	$2.13	7.67	-
16	$2.70	0.39	16
27,298	$0.73	5.91	9,142

During the year ended December 31, 2020, the Company granted 0.5 million stock options with an exercise price of CAD $0.97 and 1.7 million stock options with an exercise price of CAD $0.98. The options granted expire in 2028, with all the options vesting equally over three years beginning one year from the date of grant. In addition, the Company also granted a total of 0.2 million stock options with an exercise price of CAD $1.50 which vested and were exercised during the year ended December 31, 2020.

During the nine months ended September 30, 2021, the Company granted 0.1 million stock options with an exercise price of CAD $2.13, 7 thousand stock options with an exercise price of CAD $2.08, 0.6 million stock options with an exercise price of $1.87, 28 thousand stock options with an exercise price of CAD $1.66 and 1.9 million stock options with an exercise price of CAD $1.54. The options granted expire in 2029, with all options vesting equally over three years beginning one year from the date of grant.

Restricted Stock Units ("RSU")

A summary of the Company's RSU activities for the nine months ended September 30, 2021 and the year ended December 31, 2020 is presented below:

13. SHARE CAPITAL - *continued*

Restricted Stock Units ("RSU") - *continued*

	Nine months ended September 30, 2021	Year ended December 31, 2020
	Shares issuable on exercise of RSUs (in thousands)	Shares issuable on exercise of RSUs (in thousands)
Balance as at beginning of period	7,232	5,275
Granted	1,019	3,459
Exercised	(1,461)	(1,467)
Expired or Cancelled	(1,399)	(35)
Balance as at end of period	5,391	7,232

The RSUs vest equally over a three-year period, on the anniversary dates starting from the date of grant. The RSUs will be settled within 10 business days of vesting. A summary of the vesting schedule of the RSUs currently outstanding is outlined in the table below:

	Number of RSU vesting during the period (in thousands)
Vested and Exercisable as at September 30, 2021	228
Vesting during the remainder of 2021	1,400
Vesting in 2022	2,383
Vesting in 2023	1,083
Vesting in 2024	297
	5,391

Pursuant to the terms of the Company's long-term incentive plan, the Board can elect to settle any outstanding RSUs through any combination of cash or the issuance of common shares. Prior to September 30, 2021, all exercised RSUs were settled through the issuance of common shares of the Company, and the fair value of all granted RSUs were based on the share price at the time of grant and the total fair value was amortized over the RSU vesting period on a graded method.

In September 2021, the Board agreed to settle future RSU exercises through the payment of cash. As a result, the Company recorded an initial share-based liability of $4,385, related to all the outstanding RSUs (reclassified from contributed surplus) and stopped the amortization of the RSU unvested grants noted above. As at September 30, 2021, the fair value of the RSU-related share-based liabilities was $3,759 and a recovery of $626 was credited to the Company's statement of operations during the three months ended September 30, 2021.

The determination of the fair value of the RSU share-based liabilities at the time of the change to cash-based settlement and the period end date were based on standardized valuation modeling which takes into account the Company's current share price, the number of RSUs outstanding (vested and unvested), time to vesting, and appropriate forfeiture and discounting rates.

Subsequent to September 30, 2021, the Company settled a total of 0.4 million RSUs through a cash payment of CAD $0.6 million.

(Unaudited - Stated in thousands of United States Dollars, except per share amounts, unless otherwise noted)

13. SHARE CAPITAL - *continued*

Performance Share Units ("PSU")

During the nine months ended September 30, 2021, the Company granted a total of 400,000 PSUs to directors of the Company. The PSUs will vest in their entirety one year from the date of grant in March 2022. The fair value of the PSUs ($485) were based on the share price at the time of grant and the total fair value was amortized over the PSU vesting period of one year. During the nine months ended September 30, 2021, 50,000 PSUs were exercised and settled through the issuance of common shares, leaving 350,000 PSUs outstanding at September 30, 2021.

Pursuant to the terms of the Company's long-term incentive plan, the Board can elect to settle any outstanding PSUs through any combination of cash or the issuance of common shares. Prior to September 30, 2021, all exercised PSUs were settled through the issuance of common shares of the Company, and the fair value of all granted PSUs were based on the share price at the time of grant and the total fair value was amortized over the vesting period.

In September 2021, the Board agreed to settle future PSU exercises through the payment of cash. As a result, the Company recorded an initial share-based liability of $456, related to all the outstanding PSUs (reclassified from contributed surplus) and stopped the amortization of the PSU grants noted above. As at September 30, 2021, the fair value of the PSU-related share-based liabilities was $370 and a recovery of $86 was credited to the Company's statement of operations during the three months ended September 30, 2021.

The determination of the fair value of the PSU share-based liabilities at the time of the change to cash-based settlement and the period end date were based on standardized valuation modeling which takes into account the Company's current share price, the number of PSUs outstanding (vested and unvested), time to vesting, and appropriate forfeiture and discounting rates.

Stock-Based Compensation

The weighted average fair value of the stock options granted during the nine months ended September 30, 2021 was $0.84 per share (nine months ended September 30, 2020 – $0.37 per share). Options are priced using the Black-Scholes option pricing model. Since October 2019, expected volatility is based on the historical share price volatility of comparable peer companies within the Company's industry in which it operates (gold producer) at the time of granting the options. The fair value of options granted during the nine months ended September 30, 2021 and 2020 was estimated on the date of grant using the Black-Scholes option pricing model with the following weighted average assumptions:

	Nine months ended September 30,	
	2021	2020
Weighted average risk-free interest rate	**1.11%**	1.57%
Weighted average expected option life	**5 years**	5 years
Weighted average expected stock volatility	**60%**	57%
Weighted average expected dividend yield	**Nil**	Nil

The Company amortizes the fair value of options, RSUs, and PSUs granted over a graded vesting schedule. Consequently, the total compensation expense recognized for equity awards during the nine months ended September 30, 2021 was $3,224 (nine months ended September 30, 2020 - $5,035). For the nine months ended September 30, 2021, the total compensation charged to the statement of operations was $3,102 (nine months ended September 30, 2020 - $4,970) of which $632 (nine months ended September 30, 2020 - $509) is included in production costs, and $122 (nine months ended September 30, 2020 - $65) was capitalized to mineral interests.

(Unaudited - Stated in thousands of United States Dollars, except per share amounts, unless otherwise noted)

14. SUPPLEMENTAL CASH FLOW INFORMATION

The following supplemental information to the statement of cash flows for the three and nine months ended September 30, 2021 and 2020 is as follows:

	Three months ended Sept. 30,		Nine months ended Sept. 30,	
	2021	2020	**2021**	2020
Change in non-cash working capital				
Change in receivables, prepaids, and deposits	**$ 1,259**	$ 477	**$ (5,087)**	$ (1,904)
Change in inventories	**(3,665)**	(2,149)	**1,402**	(9,193)
Change in accounts payable, accrued liabilities and income tax	**3,874**	4,609	**6,980**	2,697
Change in provisions	**846**	(368)	**438**	(59)
	$ 2,314	$ 2,569	**$ 3,733**	$ (8,459)
Non-cash investing and financing activities				
Value of shares issued for acquisition of an exploration property	**$ -**	$ 3,000	**$ -**	$ 3,000
Amortization included in exploration and evaluation assets	**10**	10	**29**	20
Share-based compensation included in exploration and evaluation assets	**32**	23	**122**	65
Mineral interest costs included in accounts payable	**$ 3,668**	$ 3,994	**$ 3,668**	$ 3,994

15. RELATED PARTY TRANSACTIONS

All related party transactions were incurred in the normal course of operations and are recorded at the amount agreed upon by the related parties.

Compensation of Key Management and Board of Directors

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Company has identified its members of the Board of Directors and certain senior officers as its key management personnel, including the Chief Executive Officer and Chief Financial Officer. The remuneration of directors and key management is determined by the compensation committee of the Board of Directors.

The director's fees, consulting fees and other compensation of directors and key management personnel were as follows for the three and nine months ended September 30, 2021 and 2020:

	Three months ended Sept. 30,		Nine months ended Sept. 30,	
	2021	2020	**2021**	2020
Short-term salaries and benefits	**$ 103**	$ 160	**$ 381**	$ 488
Director fees	**242**	139	**535**	405
Share-based compensation	**227**	1,016	**1,416**	2,938
Severance charges	**$ -**	$ -	**$ 434**	$ -

In addition to the above, the Company paid a total of $1,239 to key management as performance bonuses related to the year ended December 31, 2020 (paid during the three months ended March 31, 2021). The Company also paid a total of $592 to key management in performance bonuses related to the year ended December 31, 2019 (paid during the three months ended March 31, 2020).

(Unaudited - Stated in thousands of United States Dollars, except per share amounts, unless otherwise noted)

15. RELATED PARTY TRANSACTIONS *- continued*

Management contracts

As at September 30, 2021, minimum commitments upon termination of the existing contracts was approximately $1,426 and minimum commitments due within one year under the terms of these contracts is $1,978. In addition, the Company is party to various executive and employee contracts that would require payments totalling $1,322 to be made upon the occurrence of a "change of control".

Other related party transactions

B2Gold is considered a related party by virtue of its equity interest in Calibre following the completion of the Nicaraguan Asset transaction. B2Gold owns approximately 33% of the Company as at September 30, 2021. Pursuant to an agreement with B2Gold in November 2016, B2Gold retains a 1.5% NSR on production within certain concessions pertaining to a portion of the ground that is included in the Rio Tinto option agreement.

16. SEGMENTED INFORMATION

Operating segments are those operations whose operating results are reviewed by the chief operating decision makers ("CODM") to make decisions about resources to be allocated to the segments and assess their performance, provided those operations pass certain quantitative thresholds. The CODM for the Company are the Chief Executive Officer and the Chief Financial Officer.

Since the acquisition of the Limon and Libertad assets in October 2019, management has increasingly viewed the operations as a single unit and taken steps to consolidate and manage its resources as such. In the first quarter of 2021, reflecting the culmination of this work, the Company commenced presenting its Nicaraguan operations as a single operating segment reflecting the "hub-and-spoke" strategy used by management to optimize mill asset utilization and maximize results.

As management views the Nicaraguan asset group as a single reporting segment, amounts disclosed in the consolidated financial statements also represent segment results.

The Company has only one revenue stream, being the sale of refined gold from its operations in Nicaragua. All revenue derived from the sale of gold is to one customer, however, the Company is not economically dependent on this single customer for sale of its product, as gold and other metals can be sold through numerous commodity traders worldwide.

The following geographic data includes assets based on their location as at September 30, 2021 and December 31, 2020.

	September 30, 2021			December 31, 2020		
	Canada	Nicaragua	Total	Canada	Nicaragua	Total
Cash and cash equivalents	$ 66,522	$ 6,340	$ 72,862	$ 49,452	$ 3,723	$ 53,175
Other current assets	615	55,723	56,338	575	51,696	52,271
Mining interest and property and equipment	72	281,695	281,767	194	240,745	240,939
Other long-term assets	-	5,749	5,749	-	4,798	4,798
Total assets	$ 67,209	$ 349,507	$ 416,716	$ 50,221	$ 300,962	$ 351,183

(Unaudited - Stated in thousands of United States Dollars, except per share amounts, unless otherwise noted)

17. COMMITMENTS AND CONTINGENCIES

Commitments

The Company is committed to $7,629 for obligations under normal course of operations including capital expenditure commitments and contractual commitments. The following table provides a summary of the upcoming commitments by year at September 30, 2021 (not discussed elsewhere in these condensed interim consolidated financial statements for the three and nine months ended September 30, 2021 and for the audited annual consolidated financial statements for the year ended December 31, 2020):

	Remaining 2021	2022	2023	2024	2025	2026 and later years	Total
Payables and non-capital orders	$ 5,465	$ 242	$ -	$ -	$ -	$ -	$ 5,707
Capital expenditure commitments	670	1,252	-	-	-	-	1,922
	$ 6,135	$ 1,494	$ -	$ -	$ -	$ -	$ 7,629

Contingencies

Various tax and legal matters are outstanding from time to time. Judgements and assumptions regarding these matters are subject to risk and uncertainty, hence there is a possibility that changes in circumstances will alter expectations. If management's estimate of the future resolution of these matters changes, the Company will recognize the effects of these changes in the consolidated financial statements on the date such changes occur.

During the year ended December 31, 2020, a Nicaraguan subsidiary of Calibre Mining Corp., received an observation letter from the Nicaraguan Tax Authority for the fiscal year 2016 relating to certain matters associated with the Company's operations in Nicaragua related to the tax deductibility of certain expenditures. The outcome of a potential reassessment for the Company's Nicaraguan subsidiary for the fiscal year 2016 is approximately $1.2 million (including penalties and interest charges), however, the Company believes that its tax positions are valid and continues to vigorously defend its tax filing positions.

18. FINANCIAL INSTRUMENTS AND RISK FACTORS

The Company's operations include the acquisition, operation, and exploration of mineral properties in Nicaragua. The Company's activities expose it to risks, including financial and operational risks of varying degrees of significance to achieve its strategic objectives for growth and shareholder returns. These principal risks related to financial instruments to which the Company is exposed are credit risk, liquidity risk, interest rate risk, and currency risk.

Fair values of cash and cash equivalents are based on quoted prices in active markets for identical assets, resulting in a level one valuation. The carrying value amount of the Company's financial instruments that are measured at amortized cost approximates fair value due to their short-term nature and market conditions and amount involved.

18. FINANCIAL INSTRUMENTS AND RISK FACTORS - *continued*

Credit risk

Credit risk is the risk of financial loss to the Company if a third-party a to financial instrument fails to meet its contractual obligations. As at September 30, 2021, the Company's maximum exposure to credit risk was the book value of cash and cash equivalents, accounts receivable and current and long-term loan receivable. The Company limits its credit exposure on cash and cash equivalents by holding its cash deposits mainly with high credit quality financial institutions as determined by credit agencies in Canada.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk through the management of its capital structure and through its budgeting and forecasting process. Budgets are prepared annually, and forecasts are prepared and reviewed on a regular basis, to help determine the funding requirements to support the Company's current operations and expansion and development plans and by managing its capital structure as described above.

As at September 30, 2021, the Company had cash and cash equivalents of $72,862 (December 31, 2020 - $53,175) and current liabilities of $44,747 (December 31, 2020 - $35,490). Cash provided by operating activities totaled $83,211 for the nine months ended September 30, 2021 (nine months ended September 30, 2020 - $52,525). In addition, the Company's working capital improved from $69,956 at December 31, 2020 to $84,453 at September 30, 2021 as a result of positive cashflow generation from the Limon and Libertad operations.

Interest rate risk

The Company has no interest-bearing debt at September 30, 2021. The Company's interest revenue earned on cash and cash equivalents is exposed to interest rate risk. A decrease in interest rates would result in lower interest income and an increase in interest rates would result in higher interest income.

Currency risk

Currency risk is the risk that the fair value of, or cash flow from, the Company's financial instruments will fluctuate because of changes in foreign currency rates. The Company's functional currency at the location of its operations is the U.S. dollar and the major purchases are transacted in the U.S. dollars as well. The significant majority of the Company's currency is held in either the U.S. or Canadian dollars with only a very small amount held at any time in the Nicaraguan Cordoba.

The Company is subject to gains and losses due to fluctuations in the Canadian dollar and Nicaraguan Cordoba against the U.S. dollar. Sensitivity to a plus or minus 5% change in all foreign currencies (Canadian dollar and Nicaraguan Cordoba) against the U.S. dollar with all over variables held constant at September 30, 2021, would affect the statements of operations and comprehensive income by approximately $2,943.

The Cordoba has been annually devalued against the U.S. dollar by means of a crawling peg mechanism which currently stands at approximately 2%. All the Company's gold production is in Nicaragua.

18. FINANCIAL INSTRUMENTS AND RISK FACTORS - *continued*

Currency risk - *continued*

The Company generates revenue in U.S. dollars, thereby mitigating currency risk for its Nicaraguan operations where expenditures are mainly in U.S. dollars. The Company maintains Canadian and U.S. dollar bank accounts in Canada, and US dollar and Cordoba bank accounts in Nicaragua. The Company's foreign exchange exposure to fluctuations in the Cordoba is not significant as its annual expenditures in the local Nicaraguan currency and Cordoba denominated bank accounts are kept at a minimum at any given time. In addition, while a significant portion of the Company's corporate administrative costs are denominated in Canadian dollars, any fluctuation in the U.S. dollar against the Canadian dollar is not expected to have a material impact on the Company's cash flows given the relative stability of both currencies and the limited Canadian dollar expenditures in any given year.

Commodity price risk

The Company sells gold and silver at world market prices. The market prices of gold and to a lesser extent silver will be a primary driver of our profitability and ability to generate both operating and free cash flow. Calibre is committed to be an unhedged gold producer and are gold and silver sales are subject to market prices. Calibre has not entered into any hedge positions during the three and nine months ended September 30, 2021, and does not have any positions outstanding as at September 30, 2021.

19. SUBSEQUENT EVENTS

On October 25, 2021, the Company entered into a definitive agreement with Fiore Gold Ltd. ("Fiore"), whereby the Company will acquire all of the issued and outstanding common shares of Fiore pursuant to a court-approved plan of arrangement (the "Transaction"). Calibre will be acquiring a 100% interest in Fiore's gold producing Pan Mine, the adjacent advanced-stage, federally permitted Gold Rock Project and the past producing Illipah Gold Project in Nevada, as well as the Golden Eagle project in Washington State. Fiore controls a contiguous 222 km^2 land package on Nevada's prolific Battle Mountain – Eureka trend, which has intrinsic exploration potential.

Pursuant to the terms of the Transaction, Fiore shareholders will receive 0.994 of a Calibre common share and CAD $0.10 in cash for each Fiore common share held (the "Consideration"). The Consideration implies a CAD $1.80 per Fiore common share, a premium of 44% based on the closing prices of Calibre and Fiore common shares on October 22, 2021 and a premium of 36% based on the volume weighted average prices of both companies for the 20-day period ending on October 22, 2021. Existing shareholder of Calibre and Fiore will own approximately 78% and 22% of the combined company, respectively.

In addition to shareholder and court approvals, the Transaction is subject to applicable regulatory approvals, including the approvals of the Toronto Stock Exchange and TSX Venture Exchange, and the satisfaction of certain other closing conditions customary in transactions of this nature. The arrangement agreement contains provisions including non-solicitation and right to match superior proposals in favor of Calibre, as well as a reciprocal $6.5 million termination fee payable under certain circumstances.

Full details of the Transaction will be included in the respective management information circulars of the Company and Fiore, expected to be mailed to shareholders in December 2021. Both shareholders' meetings and closing of the Transaction are expected in January 2022.