STAR DIAMOND CORPORATION

1st Quarter Report
2022

The following discussion and analysis is prepared by Management as of May 12, 2022 and should be read in conjunction with the unaudited condensed interim consolidated financial statements of Star Diamond Corporation ("DIAM", "Star Diamond" or the "Company") for the period ended March 31, 2022 ("financial statements for the period ended March 31, 2022"), as well as the audited consolidated financial statements of the Company for the year ended December 31, 2021, in each case available on SEDAR at www.sedar.com. The Company prepared its financial statements for the period ended March 31, 2022 in accordance with International Accounting Standard ("IAS") 34, Interim Financial Reporting using accounting policies consistent with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB"). All currency amounts are quoted in Canadian Dollars, unless otherwise stated.

Overview

Star Diamond Corporation is a Canadian natural resource company focused on exploring and developing Saskatchewan's diamond resources. Star Diamond holds, through a joint venture arrangement with Rio Tinto Exploration Canada Inc. ("Rio Tinto Canada", a wholly-owned subsidiary of Rio Tinto plc, "Rio Tinto"), a 25% interest in certain Fort à la Corne kimberlites (including the Star – Orion South Diamond Project, or "Project"). These properties are located in central Saskatchewan, in close proximity to established infrastructure, including paved highways and the electrical power grid, which provide significant advantages for future mine development. Rio Tinto Canada refers to their Fort à la Corne mineral properties as "Project FalCon". During 2018, Star Diamond announced the positive results of an independent Preliminary Economic Assessment (the "PEA") on the Project. The PEA (on a 100% basis) estimated that 66 million carats of diamonds could be recovered in a surface mine over a 38-year Project life, with a Net Present Value ("NPV") (7%) of $2.0 billion after tax, an Internal Rate of Return ("IRR") of 19% and an after-tax payback period of 3.4 years after the commencement of diamond production (see news release dated April 16, 2018).

During 2018, the Saskatchewan Ministry of Environment ("Ministry") approved the Star - Orion South Diamond Project (see News Release dated October 25, 2018). The Ministry indicated that it had conducted a thorough environmental assessment for the Project, including a detailed environmental impact statement, and carried out in-depth consultation prior to the decision to approve the Project. This included fulfilling the Province's duty to consult with local First Nations and Métis communities. The Canadian Environmental Assessment Agency previously announced a positive Environmental Assessment Decision for the proposed Project by the federal Environment Minister (see News Release dated December 3, 2014).

Fort à la Corne mineral properties (including the Project) Agreements with Rio Tinto Canada

In December 2021, the Company entered into binding agreements with Rio Tinto Canada that comprehensively resolved all disputes between them (see News Release and related filings dated December 9, 2021). Under the amended Fort à la Corne joint venture agreement, expenditures incurred at the Fort à la Corne properties ("carried interest costs") from and after January 1, 2022 are to be 100% advanced by Rio Tinto Canada in the first instance until, among other things: (a) the completion of a feasibility study demonstrating that extraction of diamonds is reasonably justified (economically mineable) and that contemplates the construction and operation of a diamond mining operation having certain minimum requirements; (b) a positive decision has been made to develop such mine; (c) a development program and budget for the construction of such mine has been approved; and (d) public disclosure has been made of the decision to develop such mine. Star Diamond will have no obligation to fund or contribute to carried interest costs until the commencement of commercial production, which will not occur until after the completion of construction of the diamond mine with it generally operating at certain specified thresholds for 90 days. Once a decision to develop the mine has been made and publicly announced, Star Diamond will have six months before it is required to begin contributing to its share of capital costs and expenditures incurred for construction of the mine. These arrangements are intended to ensure that key project milestones, and the certainty associated with them, will have been achieved before Star Diamond has to contribute any additional capital. As part of the December 2021 amendments, the respective participating interests of Rio Tinto Canada and Star Diamond were adjusted to 75% for Rio Tinto Canada and 25% for Star Diamond.

Activities relating to the Star - Orion South Diamond Project and Fort à la Corne mineral properties

During technical meetings concerning the FalCon Project held in March 2022, Rio Tinto Canada indicated to the Company that a number of desktop studies have been undertaken to evaluate the mineability and economic viability of the Project (see News Release dated February 17, 2022). Star Diamond recently received presentations from both Rio Tinto Canada and Rio Tinto personnel concerning data analysis and exploration activities that have been undertaken by Rio Tinto Canada over the last two years (see News Release dated March 9, 2022). Topics of interest covered during these technical meetings included: 1) Star Kimberlite trench cutter bulk sampling program results, 2) Diamond size and quality analysis, 3) 'Orbit' program update, 4) Mineability study, 5) Geological model and resource update, 6) Community and stakeholder engagement, 7) Environmental and permitting and, 8) Green energy and carbon mineralization. As the Company analyzes the information presented at these technical meetings and materials relating to these topic areas, the Company may provide further details and/or results of these studies.

The FalCon 'Orbit' exploration program conducted by Rio Tinto Canada has resulted in a number of kimberlites being prioritized for additional diamond evaluation work (see News Release dated April 12, 2022). Rio Tinto Canada geologists of the Orbit exploration team have, over the past few years, used a spectrum of evaluation techniques to review and prioritize the Fort à la Corne kimberlites outside of the Star and Orion South Kimberlites, which have already been subject to extensive evaluation. This program has highlighted the kimberlites of Orion North (K120, K147, K148) as having significant potential to add to the FalCon Project. Orion Centre (K145), Taurus (K150, K118, K122) and K119 stand out in the field as having a number of the attributes sought but require further work to completely evaluate. The locations of these kimberlites relative to Star and Orion South are shown on the map, which is available on the Star Diamond website. Rio Tinto Canada has indicated that it is in the process of developing additional diamond evaluation work to be conducted on these kimberlites. The evaluation techniques used thus far by the Orbit exploration team to prioritize these Orion North, Orion Centre and Taurus Kimberlites have included: componentry method of core logging; diamond inclusion studies; garnet colour studies; trace element geochemistry; thermobarometry; and microdiamond sampling. These studies have highlighted the kimberlites of Orion North (K120, K147, K148) as satisfying Rio Tinto Canada's Ore Grade Width Intercept ("OGWI") requirements and that these kimberlites will require additional evaluation work. Orion Centre (K145), Taurus (K150, K118, K122) and K119 indicate the potential to deliver OGWIs.

The Company recently announced the completion of a major study into the abundance of Type IIa diamonds in the diamond parcels recovered from the Early Joli Fou ("EJF") Geological Units at the Orion North and Taurus Kimberlites. These diamonds were recovered by Star Diamond between 2006 and 2008 from 48-inch large diameter drilling ("LDD") programs. This study confirms that unusually high proportions of Type IIa diamonds are present in both the Orion North and Taurus Kimberlites. Of particular note is the remarkably high proportion of Type IIa diamonds in the Orion North 147/148 EJF (52%) of which 66% of the 24 stones, 3 grainer (0.66 carats) and above are Type IIa. This study also confirms and augments an earlier study of Type IIa diamonds being present in the Fort a la Corne kimberlites with Star at (26.5 percent) and Orion South Kimberlite (12.5 percent) (see News Releases dated June 09, 2010 & March 04, 2019). Type IIa diamonds are very rare and account for less than 2 percent of all natural rough diamonds mined from kimberlites. Many high-value, top colour, large specials (greater than 10.8 carats) are Type IIa diamonds, which include all ten of the largest known rough diamonds recovered worldwide.

Activities relating to other mineral properties

The Company recently announced that pursuant to a Quitclaim, Surrender and Assignment of Interest Agreement dated May 11, 2022, the Company has acquired an additional joint venture interest of approximately 17% in the Buffalo Hills project for nominal consideration (see News Release dated May 12, 2022). As a result of the transaction, Star Diamond and Canterra Minerals Corporation each hold a 50% interest in the Buffalo Hills project. Located approximately 400 kilometres northwest of Edmonton, Alberta, Canada, the Buffalo Hills project is a significant and accessible field of diamond bearing kimberlites, with similarities to the Fort á la Corne kimberlites in Saskatchewan, Canada.

Financial Highlights

Selected financial information of the Company for the quarters ended March 31, 2022 and 2021 is summarized as follows:

	Three months ended March 31, 2022 $	Three months ended March 31, 2021 $
Net loss (millions)	**0.9**	**1.1**
Net loss per share (1)	**0.00**	**0.00**
Total assets (millions)	**71.0**	**73.4**
Total non-current liabilities (millions) (2)	**1.0**	**1.2**
Working capital (deficit) (millions)	**(1.7)**	**4.8**

(1) Basic and diluted.
(2) Non-current liabilities are comprised of a contingent consideration of approximately $0.9 million (March 31, 2021 - $0.9 million); environmental rehabilitation provisions of $0.1 million (March 31, 2021 - $0.2 million); and a lease liability of $0.0 million (March 31, 2021 - $0.1 million). The Company has provided letters of credit for environmental reclamation provisions, backed by short-term securities, that are recorded on the Company's financial statements as restricted cash.

Results of Operations

For the quarter ended March 31, 2022, the Company recorded a net loss of $0.9 million or $0.00 per share (basic and fully diluted) compared to a net loss of $1.1 million or $0.00 per share for the same period in 2021. The losses during these quarters were due to operating costs and exploration and evaluation expenditures incurred by the Company exceeding interest income earned on cash and cash equivalents.

Interest and other income

For the quarters ended March 31, 2022 and 2021 the Company reported interest and other income of $2 thousand and $8 thousand respectively. The Company invests excess cash reserves in interest bearing short-term deposits while ensuring funds would be available for cash outflow requirements associated with the Company's exploration and evaluation projects. Other revenue is measured at the fair value of the consideration received or receivable for goods and services in the normal course of business.

Expenses

Expenses incurred during the quarter ended March 31, 2022 were $0.7 million compared to $1.4 million for the same period in 2021. This decrease was primarily due to lower administrative expenditures incurred from share-based payments expensed during the quarter ended March 31, 2022 of $0.0 million (2021 – $0.3 million), lower consulting and professional expenditures and lower exploration and evaluation expenditures.

Exploration and evaluation expenditures were $0.2 million for the first quarter of 2022 compared to $0.4 million for the quarter ended March 31, 2021. Exploration and evaluation expenditures incurred during the quarters ended March 31, 2022 and 2021 were primarily related to work on metallurgical investigations and test work for the Project.

Administration, consulting and professional fees, and corporate development expenditures for the quarter ended March 31, 2022 decreased by $0.5 million from the same period in 2021 to $0.5 million. This decrease was primarily due to lower share-based payments expensed during the quarter and lower corporate consulting and professional expenditures incurred.

Use of flow-through proceeds

	$millions
Flow-through proceeds raised during 2020 (1)	1.0
Flow-through eligible expenditures incurred to March 31, 2022	0.3
Flow-through eligible expenditures to be incurred by December 31, 2022 (2)	0.7

(1) During 2020, the Company raised $1.0 million from flow-through financing activities to be used on exploration and evaluation activities .
(2) Due to the global COVID-19 pandemic, the Government of Canada extended the expenditure period ("FT Legislation") for incurring qualifying expenditures (to fulfill obligations under flow-through financing commitments) by one year. As a result, qualifying expenditures are to be incurred by December 31, 2022 (rather than by December 31, 2021).

The Company expects that exploration and evaluation expenditures to be incurred will fulfill its obligations under its flow-through commitments.

Investment in Wescan Goldfields Inc.

At March 31, 2022, the Company held 5.8 million shares or 11.6% (December 31, 2021 – 5.8 million shares or 12.9%) of Wescan Goldfields Inc. ("Wescan"), a publicly traded company on the TSX Venture Exchange. The fair value of this investment, based on the closing trading price at March 31, 2022, was $465 thousand (December 31, 2021– $668 thousand). As a result, during the quarter ended March 31, 2022, the Company recognized a $203 thousand decrease in the carrying value of its investment in Wescan.

The Company considers certain judgments and assumptions when assessing whether significant influence exists over its investments. This includes an assessment of the Company's ability to participate in financial and operating policy decisions of the investee. The existence and effect of potential voting rights held by the investor or other entities were also considered.

Financing

During the quarter ended March 31, 2022 the Company issued common shares from treasury as a result of option, warrant and broker warrant exercises. During the quarter ended March 31, 2021, the Company completed a $2.0 million private placement of 13.3 million common shares.

During April 2022, the Company completed a private placement whereby an aggregate of 16,666,667 Units were issued for proceeds of $5.0 million (see News Releases dated April 6, 2022 and April 22, 2022). Each Unit was comprised of one common share and one warrant. Each warrant entitles the holder thereof to purchase one common share at a price of $0.40, for a period of two years from the closing of the private placement.

Summary of Quarterly Results

	2022	**2021**				**2020**		
	Qtr 1	**Qtr 4**	**Qtr 3**	**Qtr 2**	**Qtr 1**	**Qtr 4**	**Qtr 3**	**Qtr 2**
Income (1) ($millions)	**0.0**	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Net loss (2) ($millions)	**0.9**	2.5	2.0	2.1	1.1	2.0	1.6	1.5
Net loss per share (3) ($)	**0.00**	0.00	0.00	0.01	0.00	0.00	0.01	0.00
Shares outstanding (millions) (4)	**455.5**	452.8	452.8	452.8	452.8	438.7	432.8	429.3

(1) Income relates to revenue for services provided as well as interest earned on the Company's cash and cash equivalents.
(2) Net losses relate to expenditures incurred by the Company exceeding income earned.
(3) Basic and diluted.
(4) During the first quarter of 2021, the Company completed a private placement of 13.3 million common shares. In relation to this private placement, the Company also issued 0.8 million common shares. During the fourth quarter of 2020, the Company completed a private placement of 5.6 million flow-through shares. In relation to this private placement, the Company also issued 0.3 million common shares. Other changes in shares outstanding were due to shares issued from treasury as a result of option, warrant and broker warrant exercises and vested Deferred Share Unit ("DSU") redemptions.

Related Party Transactions

At March 31, 2022, Mr. Kenneth E. MacNeill (President and Chief Executive Officer), through his consulting company, held a management and consulting contract with the Company. Mr. MacNeill's monthly fees during the quarter ended March 31, 2022 were $20 thousand (2021 – $20 thousand).

During the three-month period ended March 31, 2022, total compensation paid or payable to officers (including amounts paid through a company controlled by Mr. MacNeill) and to directors of the Company was $136 thousand (2021 – $418 thousand). Of these amounts, $136 thousand (2021 – $418 thousand) was included in administration expense and $0 was included in exploration and evaluation expense (2021 – $0 thousand). Included in these amounts are share-based payment transactions of $9 thousand (2021 – $273 thousand).

The above transactions were in the normal course of operations and are measured at an amount agreed to by the related parties. The fair value of share-based payments in the form of options was determined using the Black-Scholes model. The fair value of share-based payments in the form of RSUs and DSUs was determined based on the five-day volume weighted average trading price of the Company's shares preceding the date of grant.

Liquidity

The Company does not currently operate any producing properties and, as such, is dependent upon the issuance of new equity to finance its ongoing obligations and advance its exploration and evaluation properties. Until the Company's surplus cash is required to fund exploration, evaluation and/or development activities it is invested in a variety of highly rated instruments.

At March 31, 2022 the Company had $2.9 million (December 31, 2021 – $1.3 million) in cash and cash equivalents and a working capital deficit of $1.7 million (December 31, 2021 – $1.6 million). The Company has also supplied $0.6 million (December 31, 2021 – $0.6 million) of irrevocable standby letters of credit issued by a Canadian chartered bank. The Company backs the letters of credit with investments which have been recorded on the financial statements as restricted cash. The Company does not include restricted cash in its working capital when analyzing its liquidity requirements. As well, at March 31, 2022, the Company is required to spend $0.7 million on qualifying expenditures to fulfill its obligations under its flow-through commitments. As of May 12, 2022, the Company has $3.4 million in cash and cash equivalents (excluding $0.6 million in restricted cash).

Capital Resources and Outstanding Share Data

At March 31, 2022 the Company had 455,507,142 common shares that were issued and outstanding, as well as 1,016,600 DSUs, 4,531,600 RSUs, 19,366,700 options (weighted average exercise price of $0.21), and 14,861,112 warrants (weighted average exercise price of $0.25) issued and outstanding.

As of May 12, 2022, the Company's issued and outstanding common shares, warrants and broker warrants were 473,891,620, 30,277,779 (weighted average exercise price of $0.33) and 467,811 (weighted average exercise price of $0.25), respectively. These changes were due to the April 2022 private placement as well as warrant exercises. The Company's options, DSUs and RSUs remained unchanged from March 31, 2022.

Financial Instruments

As of March 31, 2022, the fair values of all of the Company's financial instruments approximates their carrying values. Certain financial instruments are exposed to the following financial risks:

Credit risk
Credit risk is the risk of an unexpected loss by the Company if a customer or third-party to a financial instrument fails to meet its contractual obligations. The Company considers this risk to be insignificant as the majority of the Company's cash and cash equivalents, and restricted cash are held by financial institutions with an A (low) credit rating or are invested in Government of Canada treasury bills which are backed by the Government of Canada. At March 31, 2022, the Company's credit risk relates to its cash and cash equivalents, receivables and restricted cash of $3.7 million (December 31, 2021 – $2.0 million).

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's approach to managing liquidity risk is to forecast future cash flows to ensure that it will have sufficient liquidity to meet its obligations when due. To ensure the Company has sufficient cash on hand, the Company prepares annual capital and operating budgets which are regularly monitored and updated as considered necessary. As of March 31, 2022 the Company had a working capital deficit of $1.7 million compared to $1.6 million at December 31, 2021 (excluding restricted cash) and is required to incur a further $0.7 million of qualifying expenditures as a result of a flow-through share financing completed in 2020. Given that cash flow from operations is negative, the Company is dependent on additional sources of financing, such as the $5.0 million private placement completed in April 2022.

As of March 31, 2022, the Company had guaranteed certain liabilities by issuing $0.6 million (December 31, 2021 – $0.6 million) of irrevocable standby letters of credit. The Company backs the letters of credit with investments which have been recorded on the financial statements as restricted cash. The Company does not include restricted cash in its working capital when analyzing its liquidity requirements. The guarantees as of March 31, 2022 related to environmental rehabilitation provisions. The Company has also recorded a contingent consideration, as described in note 10 to the financial statements for the year ended December 31, 2021 for which the discounted present value was determined to be $0.9 million (December 31, 2021 - $0.9 million). In addition, at March 31, 2022, the Company has recorded a lease liability of $0.1 million (December 31, 2021 - $0.1 million).

The Company may pursue options to finance further exploration, evaluation and/or development as it currently does not have sufficient funds to bring any of its property interests into production from its own financial resources. Financing options may include equity financing, debt financing or other means. Although the Company has been successful in the past in obtaining financing, there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. Failure to obtain additional financing could result in delay or indefinite postponement of further exploration, evaluation and/or development of its projects with the possible loss of such properties.

The Company is aware, in making its going concern assessment, of material uncertainties related to events and conditions that cast significant doubt upon the Company's ability to continue as a going concern. At March 31, 2022, the Company had a working capital deficit of $1.7 million and cash of $2.9 million (excluding $0.6 million of restricted cash), of which $0.7 million is committed to be spent on qualifying expenditures by December 31, 2022. The ability of the Company to continue as a going concern and fund general and administrative expenses in an orderly manner will require further equity issuances or other forms of financings in 2022 and beyond, such as the $5.0 million private placement completed in April 2022. There is no assurance that the Company will be successful in obtaining required financing at an acceptable cost as and when needed or at all. Failure to obtain additional financing on a timely basis may cause the Company to postpone exploration and/or evaluation plans, forfeit rights in its properties or reduce or terminate its operations. The Company is assessing opportunities to address the issue of liquidity.

Market risk

Market risk is the risk that the fair value of a financial instrument will fluctuate because of changes in market prices. Market prices are comprised of four types of risk: foreign currency risk, interest rate risk, commodity price risk and equity price risk. As of March 31, 2022, the Company does not have significant exposure to any of these market risks. Equity price risk is the uncertainty associated with the valuation of assets arising from changes in equity markets. The Company is exposed to this risk through its equity holdings. The investment in the common shares of Wescan is monitored by management with decisions on sale taken to the Board level. A 10 percent decrease in the market price of Wescan would result in a $46 thousand decrease in fair value.

Critical Accounting Estimates and Judgments

The financial statements for the period ended March 31, 2022 have been prepared in accordance with IFRS issued by the IASB. The Company's accounting policies are described in Note 4 to the financial statements for the year ended December 31, 2021. Certain of these policies involve critical accounting estimates as they require management to make particularly subjective or complex judgments about matters that are inherently uncertain and because of the likelihood that materially different amounts could be reported under different conditions or using different assumptions. The uncertainties related to these areas could significantly impact the Company's results of operations, financial condition and cash flows.

In preparing the financial statements for the period ended March 31, 2022, significant judgments and estimations have been made by management in applying the Company's accounting policies In particular, the significant areas of judgment and estimation uncertainty considered by management in preparing the consolidated financial statements are: identification of cash generating units, exploration and evaluation expenditures, legal proceedings, reserve and resource estimation, asset valuations and impairment of exploration and evaluation assets, estimations for environmental rehabilitation provisions, share-based payment transactions and estimation of contingent consideration payable. These are discussed in more detail in Note 5 of the Company's financial statements for the year ended December 31, 2021.

A critical accounting estimate in determining the Company's financial results relates to the recoverability of the carried amounts of exploration and evaluation assets. Management monitors these assets for indications of impairment at each reporting date. Where impairment indicators exist, management will estimate the recoverable amount of these assets in comparison to the carrying values.

Accounting Changes

Accounting Changes during the period

At the date of authorization of these consolidated financial statements, the following amendments became effective for the reporting period.

<u>IAS 16 – Property, Plant and Equipment</u>
On May 14, 2020, the IASB issued an amendment to IAS 16 Property, Plant and Equipment to prohibit deducting from the cost of an item of property, plant and equipment, any proceeds from selling items produced while bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. The proceeds from selling such items, and the cost of producing those items are to be recognized in profit and loss. The amendments are effective for annual periods beginning on or after January 1, 2022 with early adoption permitted. The amendment is to be applied retrospectively only to items of property, plant and equipment that are brought to the location and condition necessary for them to be capable of operating in the manner intended by management on or after the earliest period presented in the financial statements in the year in which the amendments are first applied. The amendment did not have a material financial impact at the time of adoption.

<u>IAS 37 – Provisions, Contingent Liabilities and Contingent Assets</u>
On May 14, 2020, the IASB issued an amendment to IAS 37 Provisions, Contingent Liabilities and Contingent Assets to specify which costs an entity includes in determining the cost of fulfilling a contract for the purpose of assessing whether the contract is onerous. The amendment specifies that the cost of fulfilling a contract comprises the costs that relate directly to the contract. Costs that relate directly to the contract can either be incremental costs of fulfilling the contract or an allocation of other costs that relate directly to fulfilling contracts. The amendments are effective for contracts for which the Company has not yet fulfilled all its obligations on or after January 1, 2022 with early adoption permitted. The amendment did not have a material financial impact at the time of adoption.

IFRS standards issued but not yet effective

There are no IFRSs or International Financial Reporting Interpretations Committee ("IFRIC") interpretations that are not yet effective that would be expected to have a material impact on the Company.

Disclosure Controls and Procedures

The Company has disclosure controls and procedures in place to provide reasonable assurance that any information required to be disclosed by the Company under securities legislation is recorded, processed, summarized and reported within the applicable time periods, and to ensure that required information is gathered and communicated to the Company's management so that decisions can be made about timely disclosure of that information. In accordance with the requirements of *National Instrument 52-109 Certification of Disclosure in Issuer's Annual and Interim Filings*, the Company's management, under the supervision and with the participation of the Company's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), are responsible for establishing and maintaining disclosure controls and procedures and have caused these to be designed to provide reasonable assurance that material information is made known to management, particularly during the period in which these filings are being prepared; and information required to be disclosed is recorded, processed, summarized and reported within the time periods specified in securities legislation.

There have been no significant changes in the Company's disclosure controls during the quarter ended March 31, 2022.

Internal Controls over Financial Reporting Procedures

The Company's management is responsible for establishing and maintaining adequate internal controls over financial reporting. Any system of internal controls over financial reporting, no matter how well designed, has inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. In accordance with the requirements of *National Instrument 52-109 Certification of Disclosure in Issuer's Annual and Interim Filings*, the Company's management, under the supervision and with the participation of the Chief Executive Officer and the Chief Financial Officer and effected by the Company's board of directors, have designed the Company's internal controls over financial reporting as of the end of the period covered by these filings so that the internal controls over financial reporting provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS issued by the IASB and interpretations of the IFRIC.

There have been no significant changes to internal controls over financial reporting during the quarter ended March 31, 2022 that could have materially affected or are reasonably likely to materially affect the Company's internal controls over financial reporting.

Outlook

The provincial environmental approval of the Project received in 2018, alongside the previous positive federal decision, marked a major milestone for the Project. In addition, the positive results of the 2018 independent PEA show that the Project can be economically developed and operated while providing direct employment for hundreds of people throughout the construction phase and hundreds of people continuously over its estimated 38 year mine life.

The successful completion of the 2017 consolidation of the Fort à la Corne mineral properties (including the Project) and the amended Fort à la Corne joint venture agreement that was announced in December 2021 defines a new phase for the Company. The arrangements announced in December 2021 are intended to ensure that key project milestones, and the certainty associated with them, will have been achieved before Star Diamond has to contribute any additional capital. Star Diamond will have no obligation to fund or contribute to carried interest costs until the commencement of commercial production, which will not occur until after the completion of construction of the diamond mine with it generally operating at certain specified thresholds for 90 days. Once a decision to develop the mine has been made and publicly announced, Star Diamond will have six months before it is required to begin contributing to its share of capital costs and expenditures incurred for construction of the mine.

As of May 12, 2022, the Company had approximately $3.4 million in cash and cash equivalents (excluding $0.6 million in restricted cash). A portion of the Company's cash and cash equivalents will be used for programs (including remaining flow-through commitments) to further assess, evaluate and advance certain aspects of the Company's mineral properties, as well as for general corporate matters.

Risks and Uncertainties

The principal risks faced by the Company include, without limitation: the Company's ability to obtain financing to further the exploration, evaluation and/or development of exploration and evaluation properties in which the Company holds interests; changes in exploration, development or mining plans due to exploration results and changing budget priorities of Rio Tinto Canada or the Company; maintaining title to property claims in which the Company holds interests; obtaining the required permits from various federal, provincial and local governmental authorities; the ultimate economic feasibility of any future development projects; the impact of the COVID-19 pandemic; and the effectiveness of the extraction and diamond methodologies used by Rio Tinto Canada.

The further exploration, evaluation and/or development of exploration and evaluation properties in which the Company holds interests or which the Company acquires may depend upon the Company's ability to obtain financing through equity financing, debt financing or other means. The Company currently does not have sufficient funds to put any of its property interests into production from its own financial resources. There is no assurance that the Company will be successful in obtaining required financing as and when needed. Failure to obtain additional financing on a timely basis may cause the Company to postpone development plans, forfeit rights in its property interests, have its ownership interest in properties diluted or reduce or terminate its operations. Reduced liquidity or difficulty in obtaining future financing could have an adverse impact on the Company's future cash flows, results of operations and financial condition. The relative prices of diamonds and future expectations for such prices have a significant impact on the market sentiment for investment in diamond mining and exploration companies. To ensure that exploration and evaluation procedures are being performed effectively and those results are interpreted and reported in a proper manner, management ensures that qualified individuals, service providers and external consultants are utilized in the verification and quality assurance of analytical results.

Title disputes could have adverse consequences to the Company. Managing these issues is an integral part of exploration, development and mining in Canada and the Company is committed to managing these issues effectively. The Company has in the past diligently investigated title to its claims. However, no assurance can be given that title to these properties will not be challenged or impugned in the future by third parties or governments.

The current or future operations of the Company, including development activities and commencement of production on its properties, require permits from various federal, provincial and local governmental authorities. Failure to comply with applicable laws, regulations, and permitting requirements may result in permits not being granted or enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. In addition, application for permits will be required for the construction and operation of the proposed Project. While the majority of permits will be required from provincial authorities, permits required from the federal government include authorization from the Department of Fisheries and Oceans to allow anticipated changes to fish and fish habitat, permits from

Natural Resources Canada for the explosives storage site and authorizations from Environment and Climate Change Canada and Transport Canada.

All of the Company's property interests are currently in the exploration stage. The exploration, development and production of precious metals and gems are capital-intensive, subject to the normal risks and capital expenditure requirements associated with mining operations. While the rewards can be substantial if commercial quantities of minerals or gems are found, there can be no assurance that the Company's past or future exploration efforts will be successful, that any production therefrom will be obtained or continued, or that any such production which is attempted will be profitable.

Notwithstanding the work that has been and continues to be undertaken by Rio Tinto Canada in relation to the Fort à la Corne mineral properties (including the Project), and prior statements made by Rio Tinto and its affiliates in relation to the Fort à la Corne mineral properties (including the Project), there can be no assurance that Rio Tinto Canada will seek to further invest in the Fort à la Corne mineral properties (including the Project) or seek to develop the Project into an operating mine, nor regarding what further studies, analyses, criteria or conditions Rio Tinto Canada may consider relevant to its assessment of whether to do so.

A local epidemic or a major global pandemic (e.g. COVID-19) could have a material adverse impact on the Company's ability to operate due to worker absences, supply chain disruptions, information technology system constraints, government interventions, market volatility and overall economic uncertainty. There can be no assurance that a local epidemic or a major global pandemic will not impact the Company's personnel and ultimately its operations. The Company's operations (including those of Rio Tinto Canada) depend on uninterrupted supply of key consumables, equipment and components, which may be impacted by matters outside of the Company's control or ability to mitigate. These conditions may include global events such as the COVID-19 pandemic which may impact operations.

For more information on these and other risks and uncertainties, see the risks described in the Company's most recently filed Annual Information Form, annual MD&A, news releases and technical reports.

Technical Information

All technical information in this report has been prepared under the supervision of George Read, Senior Technical Advisor, Professional Geoscientist in the Provinces of Saskatchewan and British Columbia and Mark Shimell, Project Manager, Professional Geoscientist in the Province of Saskatchewan, who are the Company's "Qualified Persons" under the definition of NI 43-101.

Caution regarding Forward-looking Statements

This MD&A contains forward-looking statements as defined by certain securities laws, including the "safe harbour" provisions of Canadian securities legislation and the United States Private Securities Litigation Reform Act of 1995. Forward-looking information is often, but not always, identified by the use of words such as "anticipate", "believe", "expect", "plan", "intend", "forecast", "target", "project", "guidance", "may", "will", "should", "could", "estimate", "predict" or similar words suggesting future outcomes or language suggesting an outlook. In particular, statements regarding the Company's future operations, future exploration and development activities or other development plans constitute forward-looking statements. By their nature, statements referring to mineral reserves, mineral resources or the PEA constitute forward-looking statements. Forward-looking statements contained or implied in this MD&A include, but are not limited to, statements relating to the Company's ability to continue as a going concern; statements regarding programs previously performed by Rio Tinto Canada; statements regarding future programs by Rio Tinto Canada; statements related to diamond breakage and other reporting; disclosure regarding the economics and project parameters presented in the PEA, including, without limitation, IRR, NPV and other costs and economic information, carats of diamonds to be recovered, after-tax payback period, tonnes of kimberlite to be mined, carats per tonne to be recovered (grade), diamond prices, project life, life of mine, capital costs, and length of pre-production period; statements related to mineral resources and/or reserves; statements related to the approval of the development of the Star - Orion South Diamond Project; statements relating to future development of the Star - Orion South Diamond

Project and associated timelines; statements with respect to environmental permitting and approvals; the Company's need for and intention to seek additional financing; statements with respect to metallurgical and diamond investigations, assessments and test work including diamond breakage studies; the potential proportion of Type IIa diamonds in the Star, Orion South, Orion North and Taurus kimberlites and the potential for the recovery of large, high-quality diamonds.

These forward-looking statements are based on the Company's current beliefs as well as assumptions made by and information currently available to it and involve inherent risks and uncertainties, both general and specific. Risks exist that forward-looking statements will not be achieved due to a number of factors including, but not limited to, developments in world diamond markets, changes in diamond valuations, risks relating to fluctuations in the Canadian dollar and other currencies relative to the US dollar, changes in exploration, development or mining plans due to exploration results and changing budget priorities of Rio Tinto Canada or the Company, the nature and outcome of studies, analyses, criteria or conditions that Rio Tinto Canada may consider relevant to its assessment of whether to seek to further invest in the Project or seek to develop the Project into an operating mine, the effects of competition in the markets in which the Company operates, the impact of the COVID-19 pandemic, risks related to diamond breakage from extraction and diamond recovery, risks related to the Company's need for additional financing and the Company's ability to raise that financing, the impact of changes in the laws and regulations regulating mining exploration and development, judicial or regulatory judgments and legal proceedings, operational and infrastructure risks and the additional risks described in the Company's most recently filed Annual Information Form, annual and interim MD&A, news releases and technical reports. The Company's anticipation of and success in managing the foregoing risks could cause actual results to differ materially from what is anticipated in such forward-looking statements.

Although the Company considers the assumptions contained in forward-looking statements to be reasonable based on information currently available to it, those assumptions may prove to be incorrect. When making decisions with respect to the Company, investors and others should not place undue reliance on these statements and should carefully consider the foregoing factors and other uncertainties and potential events. Unless required by applicable securities laws, the Company does not undertake to update any forward-looking statement that is made herein.

Additional Information

Additional information related to the Company, including the latest available Annual Information Form, is available on SEDAR at www.sedar.com.

STAR DIAMOND CORPORATION
Unaudited Condensed Interim Consolidated Financial Statements

For the Three Months Ended
March 31, 2022

Notice to Reader

Management has compiled the unaudited condensed interim consolidated financial statements of Star Diamond Corporation for the three months ended March 31, 2022. The Corporation's external auditors have not reviewed these condensed interim consolidated financial statements.

Star Diamond Corporation

Condensed Consolidated Statements of Financial Position

(unaudited)

(Cdn$ in thousands)	March 31, 2022	December 31, 2021
Assets		
Current assets:		
Cash and cash equivalents	$ 2,920	$ 1,265
Receivables	139	149
Prepaids	268	80
	3,327	1,494
Restricted cash (note 6)	622	622
Investment in Wescan Goldfields Inc. (note 7)	465	668
Property and equipment	226	246
Exploration and evaluation assets (note 8)	66,344	66,344
	$ 70,984	$ 69,374
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable and accrued liabilities	$ 4,767	$ 2,839
Current portion of lease liability	80	79
Current portion of environmental rehabilitation provision	169	169
	5,016	3,087
Lease liability	18	38
Environmental rehabilitation provision	98	96
Contingent consideration	890	940
Shareholders' equity:		
Share capital	850,765	849,973
Warrants	1,128	1,194
Broker warrants	-	96
Contributed surplus	34,887	34,901
Accumulated deficit	(821,818)	(820,951)
	64,962	65,213
	$ 70,984	$ 69,374

Going Concern (note 3)

Subsequent event (note 14)

See accompanying notes to condensed consolidated financial statements

Star Diamond Corporation

Condensed Consolidated Statements of Loss and Comprehensive Loss

(unaudited)

(Cdn$ in thousands, except for share data)	Three Months Ended March 31, 2022	2021
Income		
Interest and other income	$ 2	$ 8
Expenses		
Administration	388	707
Consulting and professional fees	38	271
Corporate development	35	20
Exploration and evaluation (note 9)	252	412
	713	1,410
Loss before the under noted items	(711)	(1,402)
Unwinding of discount of environmental reclamation provision	(2)	(1)
Unwinding of discount of lease liability	(1)	(2)
Contingent consideration (note 9)	50	-
Investment in Wescan Goldfields Inc. (note 7)	(203)	290
Net and comprehensive loss for the period	$ (867)	$ (1,115)
Net loss per share		
Basic and diluted	$ (0.00)	$ (0.00)
Weighted average number of shares outstanding (000's)	454,668	449,507

See accompanying notes to condensed consolidated financial statements

Star Diamond Corporation

Condensed Consolidated Statements of Cash Flows

(unaudited)

(Cdn$ in thousands)	Three Months Ended March 31, 2022	2021
Cash provided by (used in):		
Operations:		
Net loss	$ (867)	$ (1,115)
Adjustments:		
Depreciation on property and equipment	24	24
Investment in Wescan Goldfields Inc.	203	(290)
Contingent Consideration	(50)	-
Fair value of share-based payments expensed	27	312
Unwinding of discount and changes to environmental rehabilitation provision	2	1
Unwinding of discount and changes to lease liability	2	2
Net change in non-cash operating working capital items:		
Receivables	10	92
Prepaids	(188)	(235)
Accounts payable and accrued liabilities	1,928	(388)
	1,091	(1,597)
Investing:		
Purchases of property and equipment	(4)	(5)
	(4)	(5)
Financing:		
Issuances of equity through financings (net of issue costs)	-	1,758
Issuances of equity from option, warrant and broker warrant exercises	589	176
Lease liability payments	(21)	(21)
	568	1,913
Increase in cash and cash equivalents	1,655	311
Cash and cash equivalents, beginning of period	1,265	4,774
Cash and cash equivalents, end of period	$ 2,920	$ 5,085
Cash and cash equivalents consists of:		
Cash	$ 2,920	$ 5,085
Treasury bills	-	-
	$ 2,920	$ 5,085

See accompanying notes to condensed consolidated financial statements

Star Diamond Corporation
Condensed Consolidated Statements of Changes in Equity
(unaudited)

(Cdn$ in thousands)	Three Months Ended March 31, 2022	Three Months Ended March 31, 2021	Year Ended December 31, 2021
Share capital			
Balance, beginning of period	$ 849,973	$ 849,162	$ 849,162
Shares issued (net of issue costs) (note 10)	792	810	811
Balance, end of period	$ 850,765	$ 849,972	$ 849,973
Warrants			
Balance, beginning of period	$ 1,194	$ 371	$ 371
Issued	-	1,047	1,047
Exercised (note 10)	(66)	-	-
Expired	-	(224)	(224)
Balance, end of period	$ 1,128	$ 1,194	$ 1,194
Broker warrants			
Balance, beginning of period	$ 96	$ 176	$ 176
Issued	-	77	77
Exercised (note 10)	(96)	-	-
Expired	-	-	(157)
Balance, end of period	$ -	$ 253	$ 96
Contributed surplus			
Balance, beginning of period	$ 34,901	$ 33,954	$ 33,954
Share-based payments - options (note 11)	-	196	196
Share-based payments - deferred share units (note 11)	-	46	130
Share-based payments - restricted share units (note 11)	27	70	240
Options exercised (note 11)	(41)	-	-
Warrants expired	-	224	381
Balance, end of period	$ 34,887	$ 34,490	$ 34,901
Accumulated deficit			
Balance, beginning of period	$ (820,951)	$ (813,262)	$ (813,262)
Loss for the period	(867)	(1,115)	(7,689)
Balance, end of period	$ (821,818)	$ (814,377)	$ (820,951)
Total shareholders' equity	$ 64,962	$ 71,532	$ 65,213

See accompanying notes to condensed consolidated financial statements

1. Corporate Information

Star Diamond Corporation (the "Company") was incorporated under the Canada Business Corporations Act on April 29, 1985 and its shares are publicly traded on the Toronto Stock Exchange. The principal activities of the Company are the exploration, development and production of diamonds. The Company is located at 600 – 224 4^{th} Avenue South, Saskatoon, Saskatchewan, Canada.

2. Basis of preparation

The condensed interim consolidated financial statements of the Company for the three months ended March 31, 2022 were authorized for issue by the Company's Audit Committee on May 12, 2022. The condensed interim consolidated financial statements of the Company and all its subsidiaries have been prepared in accordance with International Accounting Standard ("IAS") 34 *Interim Financial Reporting* and do not include all of the information required for full annual financial statements. The Company's financial statements have been prepared on a historical cost basis, except as disclosed, using the Company's functional currency of Canadian dollars.

In preparing the financial statements for the period ended March 31, 2022, significant judgments and estimations have been made by management in applying the Company's accounting policies. In particular, the significant areas of judgment and estimation uncertainty considered by management in preparing the consolidated financial statements are: identification of cash generating units, exploration and evaluation expenditures, reserve and resource estimation, asset valuations and impairment of exploration and evaluation assets, estimations for environmental rehabilitation provisions, share-based payment transactions and estimation of contingent consideration. These are discussed in more detail in note 5 of the Company's consolidated financial statements for the year ended December 31, 2021.

3. Going Concern

These financial statements are prepared on the assumption that the Company will continue as a going concern and realize its assets and discharge its liabilities and commitments in the normal course of business. Management is aware, in making its going concern assessment, of material uncertainties related to events and conditions that cast significant doubt upon the Company's ability to continue as a going concern. At March 31, 2022, the Company had a working capital deficit of $1.7 million and cash of $2.9 million (excluding restricted cash), of which $0.7 million is committed to be spent on qualifying expenditures to satisfy flow-through share requirements. The ability of the Company to continue as a going concern and fund general and administrative expenses in an orderly manner will require further equity issuances or other forms of financings in 2022 and beyond. Subsequent to March 31, 2022, the Company completed an equity financing for proceeds of $5.0 million (note 14).

There is no assurance that the Company will be successful in obtaining required financing at an acceptable cost as and when needed or at all. Failure to obtain additional financing on a timely basis may cause the Company to postpone exploration and/or evaluation plans, forfeit rights in its properties or reduce or terminate its operations.

These financial statements do not include any adjustments to carrying values of assets and liabilities, reported expense and the statement of financial position classifications used, that would be necessary if the going concern assumption were not appropriate.

4. Summary of significant accounting policies

The accounting policies applied by the Company in these condensed interim consolidated financial statements are the same as those disclosed in note 4 of the Company's consolidated financial statements for the year ended December 31, 2021, except as noted below. Accordingly, the condensed interim consolidated financial statements should be read in conjunction with the consolidated financial statements for the year ended December 31, 2021.

5. IFRS standards, amendments and interpretations

a. New IFRS standards, amendments and interpretations effective during the period

i. *IAS 16 – Property, Plant and Equipment*

On May 14, 2020, the IASB issued an amendment to IAS 16 Property, Plant and Equipment to prohibit deducting from the cost of an item of property, plant and equipment, any proceeds from selling items produced while bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. The proceeds from selling such items, and the cost of producing those items are to be recognized in profit and loss. The amendments are effective for annual periods beginning on or after January 1, 2022 with early adoption permitted. The amendment is to be applied retrospectively only to items of property, plant and equipment that are brought to the location and condition necessary for them to be capable of operating in the manner intended by management on or after the earliest period presented in the financial statements in the year in which the amendments are first applied. The amendment did not have a material financial impact at the time of adoption.

ii. *IAS 37 – Provisions, contingent Liabilities and Contingent Assets*

On May 14, 2020, the IASB issued an amendment to IAS 37 Provisions, Contingent Liabilities and Contingent Assets to specify which costs an entity includes in determining the cost of fulfilling a contract for the purpose of assessing whether the contract is onerous. The amendment specifies that the cost of fulfilling a contract comprises the costs that relate directly to the contract. Costs that relate directly to the contract can either be incremental costs of fulfilling the contract or an allocation of other costs that relate directly to fulfilling contracts. The amendments are effective for contracts for which the Company has not yet fulfilled all its obligations on or after January 1, 2022 with early adoption permitted. The amendment did not have a material financial impact at the time of adoption.

At the date of authorization of these consolidated financial statements, the IASB has not issued any other new standards which became effective for the reporting period that would have a material impact on the Company.

b. New IFRS standards issued but not yet effective

At the date of authorization of these consolidated financial statements, there are no IFRS or IFRIC interpretations that have been issued and are not yet effective that are expected to have a material impact on the Company.

6. Restricted Cash

At March 31, 2022, the Company has pledged \$622 thousand (December 31, 2021 – \$622 thousand) in short-term investments as security for letters of credit provided, which relate to the provision for decommissioning and rehabilitation. These short-term investments are recorded as restricted cash.

7. Investment in Wescan Goldfields Inc.

At March 31, 2022, the Company held 5,807 thousand shares or 11.6% (December 31, 2021 – 5,807 thousand shares or 12.9%) of Wescan Goldfields Inc. ("Wescan"), a publicly traded company on the TSX Venture exchange. The Company considers certain judgments and assumptions when assessing whether significant influence exists over its investments. This includes an assessment of the Company's ability to participate in financial and operating policy decisions of the investee. The existence and effect of potential voting rights held by the investor or other entities were also considered.

IFRS 9 requires all marketable securities to be measured at fair value. Changes in fair value are recognized in profit or loss ("FVPL") based on the Company's accounting policy. At March 31, 2022, the carrying value of this investment was $465 thousand (December 31, 2021 – $668 thousand).

8. Exploration and evaluation assets

As of March 31, 2022, the Company holds a 25% interest in the Fort à la Corne properties located in the central part of Saskatchewan, Canada ("Fort à la Corne properties") through a contractual agreement with Rio Tinto Exploration Canada Inc. ("Rio Tinto Canada"). These properties are accounted for as one cash-generating unit. The carrying value of the Fort à la Corne properties represents the acquisition of minority interests of the Fort à la Corne properties since 2005, net of impairments. The carrying value of the Fort à la Corne properties is $66,344 thousand at March 31, 2022 (December 31, 2021 - $66,344 thousand).

As part of the acquisition of Newmont Canada FN Holdings ULC's participating interest in the Fort à la Corne properties in 2017, the Company agreed that Newmont will receive a contingent payment in the aggregate amount of $3,200 thousand if a positive decision is made to develop a mine on the Project. The Company, in its sole discretion (subject to regulatory approvals), may satisfy the contingent payment due to Newmont through a cash payment or the issuance of common shares. An estimate of the discounted present value of this contingent consideration was performed by management using a risk-free discount rate of 1.3% (December 31, 2021 – 0.4%), which reflects current market assessments of the time value of money and probability weighted cash flow estimates. The fair value was determined to be approximately $890 thousand at March 31, 2022 (December 31, 2021 - $940 thousand).

As at March 31, 2022, the Company holds approximately 33% interest in the exploration and evaluation properties and assets of the Buffalo Hills-JV. Canterra Minerals Corporation ("Canterra") also holds approximately 33 percent with Ovintiv Canada ULC (formerly Encana Corporation) holding the remaining interest. Canterra is the Operator of the Buffalo Hills-JV. The carrying value of the Buffalo Hills-JV properties is nil at March 31, 2022 (December 31, 2021 - nil).

9. Exploration and evaluation expense

The Company's exploration and evaluation expense for the three months ended March 31, is comprised of the following:

	March 31, 2022	March 31, 2021
Fort à la Corne properties		
Amortization of tangible assets	$ 1	$ 1
Exploration and evaluation	249	395
Share-based payments	2	16
Total	$ 252	$ 412

10. Share capital and reserves

Authorized

The authorized share capital of the Company consists of unlimited common shares with no par value.

The common shares of the Company are entitled to dividends pro-rated when declared by the Board of Directors and to one vote per share at meetings of the shareholders of the Company. Upon dissolution or any other distribution of assets, the shareholders are entitled to receive a pro-rata share of such distribution.

Common shares issued and fully paid:

	Common Shares (in thousands)	Amount (in thousands)
Balance – December 31, 2021	452,804	$ 849,973
Issuance of shares on exercise of options (a)	375	112
Issuance of shares on exercise of warrants and broker warrants (a)	2,328	680
Balance – March 31, 2022	455,507	$ 850,765

(a) Nature and purpose of equity reserves

Share-based payments reserve

The share-based payments reserve is recognized within contributed surplus and is used to recognize the fair value of equity-settled share-based payment transactions provided to employees, including key management personnel, as part of their remuneration. The fair value of stock options has been valued using the Black-Scholes option-pricing model. Refer to note 11 for further details on these share-based payment plans.

Broker warrants reserve

On certain issues of common shares, the Company issued broker warrants as partial consideration to the agent for services associated with the share issuance. Each broker warrant entitles the agent to acquire one common share of the Company for a period of 12 to 24 months after closing. The broker warrant reserve is used to recognize the fair value of outstanding warrants. If the broker warrant is exercised or expires the fair value is transferred to share capital or contributed surplus, respectively. A summary of the outstanding broker warrants is as follows:

	Broker Warrants (in thousands)	Average Price	Amount (in thousands)
Balance – December 31, 2021	1,078	$ 0.26	$ 96
Exercised	(1,078)	0.26	(96)
Balance – March 31, 2022	-	$ -	$ -

Warrant reserve

On certain issues of common shares, the Company has issued warrants with the common shares entitling the holder to acquire additional common shares of the Company. The warrant reserve is used to recognize the fair value of outstanding warrants. If the warrant is exercised or expires the fair value is transferred to share capital or contributed surplus, respectively. A summary of the outstanding warrants is as follows:

	Warrants (in thousands)	Average Price	Amount (in thousands)
Balance – December 31, 2021	16,111	$ 0.25	$ 1,194
Exercised	(1,250)	0.25	(66)
Balance – March 31, 2022	14,861	$ 0.25	$ 1,128

11. Share-based payments

(a) Share option plan

The Company has established a share option plan whereby options may be granted to directors, officers, employees and service providers to purchase common shares of the Company. Options granted have an exercise price of not less than the closing price quoted on the Toronto Stock Exchange for the common shares of the Company on the trading day prior to the date on which the option is granted. Certain options vest immediately while others vest six to twelve months after grant date and all options granted under the plan expire five years from the date of the grant of the options. All options are to be settled by physical delivery of shares. These common shares would be issued from the same 10% rolling pool as the common shares issued under the Company's Deferred Share Unit Plan and the Company's Performance Share Unit and Restricted Share Unit Plan.

Option movements (in thousands) during the three months ended March 31, including weighted average exercise prices, are as follows:

	March 31, 2022		March 31, 2021	
	Options	Average Price	Options	Average Price
Outstanding – January 1	19,742	$ 0.21	19,861	$ 0.21
Granted	-	-	1,958	0.215
Exercised	(375)	$ 0.19	-	-
Expired	-	-	(177)	0.20
Outstanding – March 31	19,367	$ 0.21	21,642	$ 0.21
Exercisable – March 31	19,367	$ 0.21	21,642	$ 0.21

Options outstanding at March 31, 2022 are 19,367 thousand (2021 – 21,642 thousand). The options outstanding at March 31, 2022 have an exercise price in the range of $0.19 to $0.245 (2021 – $0.19 to $0.245) and a weighted average contractual life of 2.5 years (2021 – 3.1 years).

The expense related to the Company's share-based payments as a result of certain options vesting over the period is recognized in the comprehensive statement of loss for the three months ended March 31, is as follows:

Expense Category included	March 31, 2022	March 31, 2021
Administration	$ -	$ 191
Exploration and evaluation	-	5
Total	$ -	$ 196

The grant date fair value of stock options issued under the plan is estimated using the Black-Scholes option-pricing model. Expected volatility is estimated by considering historic average share price volatility. The option life is estimated based on the weighted average historical life of options that have been granted by the Company.

(b) Deferred share unit plan

The Company has established a deferred share unit plan (the "DSU Plan"), which provides for the grant of deferred share units ("DSUs") to eligible directors of the Company. The DSUs provide for the cash payment of certain amounts, or the issuance of common shares, to eligible directors. The Company does not intend to make cash payments and there is no history of the Company making cash payments under the DSU plan and, as such, the DSUs are accounted for within shareholders' equity. These common shares would be issued from the same 10% rolling pool as the common shares issued under the Company's Performance Share Unit and Restricted Share Unit Plan and the Company's Share Option Plan. As these DSUs are expected to be settled with equity, an amount equal to the stock-based compensation expense is initially credited to contributed surplus and transferred to share capital if and when the deferred share unit is redeemed. DSUs vest immediately. DSUs outstanding at March 31, 2022 are 1,017 thousand (2021 – 744 thousand). During the quarter ended March 31, 2022, no DSUs were granted (2021 – 207 thousand). The expense related to the Company's share-based payments as a result of DSUs vesting over the three months ended March 31, 2022 was nil (2021 - $46 thousand).

(c) Performance share unit and restricted share unit plan

The Company has established a performance share unit and restricted share unit plan (the "Unit Plan"), which provides for the grant of performance share units ("PSUs") and restricted share units ("RSUs") to eligible officers and employees of the Company. Upon redemption, the vested PSUs and/or the RSUs provide for the cash payment of certain amounts, or the issuance of common shares, to the participants. The Company does not intend to make cash payments and there is no history of the Company making cash payments under the Unit plan and, as such, the PSUs and RSUs are accounted for within shareholders' equity. These common shares would be issued from the same 10% rolling pool as the common shares issued under the Company's Deferred Share Unit Plan and the Company's Share Option Plan. As PSUs and RSUs are expected to be settled with equity, an amount equal to compensation expense is initially credited to contributed surplus, recognized over the term of the vesting period, and transferred to share capital if and when the units are exercised. RSUs vest in three tranches, with all RSUs vesting no later than the third anniversary from the date of grant.

During the quarter ended March 31, 2022, no RSUs were granted (2021 – 651 thousand). RSUs outstanding at March 31, 2022 are 4,532 thousand (2021 – 4,532 thousand).

The expense related to the Company's share-based payments as a result of RSUs vesting over the period is recognized in the comprehensive statement of loss for quarter ended March 31, is as follows:

Expense category included	March 31, 2022	March 31, 2021
Administration	$ 25	$ 59
Exploration and evaluation	2	11
Total	$ 27	$ 70

12. Related party transactions

Related party transactions with key management personnel

Key management personnel are persons responsible for planning, directing, and controlling the activities of an entity, and include executive and non-executive directors. The Company pays certain of its current key management personnel through MacNeill Brothers Oil and Gas Ltd., a company owned by certain executive officers and directors.

Compensation of key management personnel and directors, including payments made or payable to related parties owned by executive officers and directors during the three months ended March 31, 2022 is as follows:

	March 31, 2022	March 31, 2021
Short-term benefits to key management and directors	$ 66	$ 84
Consulting and management fees to related companies	61	61
Share based payments	9	273
Total compensation paid to key management personnel and directors	$ 136	$ 418

The amounts disclosed in the table above are the amounts recognized as an expense during the reporting period related to key management personnel. The above transactions were in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties. The fair value of share-based payments was determined using the Black-Scholes model. The fair value of share-based payments in the form of RSUs and DSUs was determined based on the five-day volume weighted average trading price of the Company's common shares preceding the date of grant

The compensation paid or payable to key management personnel and directors is included in the Company's statement of loss and comprehensive loss during the three months ended March 31 is as follows:

	March 31, 2022	March 31, 2021
Administration	$ 136	$ 418
Exploration and evaluation	-	-
Total compensation paid to key management personnel and directors	$ 136	$ 418

13. Financial instruments

Fair values have been determined for measurement and/or disclosure purposes based on the fair value hierarchy for financial instruments that require fair value measurement after initial recognition. The classification of each financial instrument is described in note 4 of the Company's consolidated financial statements for the year ended December 31, 2021.

The carrying amounts for cash and cash equivalents, short-term investments, receivables, restricted cash and trade payables approximate their fair value due to the short-term nature of these instruments. These financial instruments are carried at amortized costs.

All financial instruments measured at fair value are categorized into one of three hierarchy levels as described in note 19 of the Company's consolidated financial statements for the year ended December 31, 2021. These financial instruments include the Company's investment in Wescan (level 1) and the contingent consideration (level 3).

Risk management

Certain financial instruments are exposed to the following financial risks:

(a) Credit risk

Credit risk is the risk of an unexpected loss by the Company if a customer or third-party to a financial instrument fails to meet its contractual obligations. The Company considers this risk to be insignificant as the majority of the Company's cash and cash equivalents, short-term investments, and restricted cash are held by financial institutions with an A (low) credit rating or are invested in Government of Canada treasury bills which are backed by the Government of Canada. At March 31, 2022, the Company's credit risk relates to its cash and cash equivalents, receivables and restricted cash of $3,681 thousand (December 31, 2021 – $2,036 thousand).

(b) 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's approach to managing liquidity risk is to forecast future cash flows to ensure that it will have sufficient liquidity to meet its obligations when due. To ensure the Company has sufficient cash on hand, the Company prepares annual capital and operating budgets which are regularly monitored and updated as considered necessary. As at March 31, 2022, the Company had a working capital deficit of $1.7 million and cash of $2.9 million (excluding restricted cash) and is required to incur $0.7 million of qualifying expenditures by December 31, 2022 as a result of flow-through share financings.

As at March 31, 2022, the Company had guaranteed certain liabilities by issuing $622 thousand (December 31, 2021 – $622 thousand) of irrevocable standby letters of credit. The Company backs the letters of credit with investments which have been recorded on the financial statements as restricted cash. The Company does not include restricted cash in its working capital when analyzing its liquidity requirements. These guarantees relate to environmental rehabilitation provisions.

The further exploration, evaluation and/or development of exploration and evaluation properties in which the Company holds interests or which the Company acquires may depend upon the Company's ability to obtain financing through equity issues or other forms of financing, such as the $5.0 million equity financing completed by the Company in April 2022 (note 14). Although the Company has been successful in the past in obtaining financing, there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. Failure to obtain additional financing could result in delay or indefinite postponement of further exploration, evaluation and/or development of its projects with the possible loss of such properties.

(c) Market risk

Market risk is the risk that the fair value of a financial instrument will fluctuate because of changes in market prices. Market prices are comprised of four types of risk: foreign currency risk, interest rate risk, commodity price risk and equity price risk. As at March 31, 2022, the Company does not have significant exposure to any of these market risks.

14. Subsequent event

During April 2022, the Company completed a private placement whereby an aggregate of 16,666,667 Units were issued for proceeds of $5.0 million. Each Unit was comprised of one common share and one warrant. Each whole warrant entitles the holder thereof to purchase one common share at a price of $0.40, for a period of two years from the closing of the private placement.

CORPORATE INFORMATION

Head Office
600, 224 – 4th Ave. S.
Saskatoon, Saskatchewan
Canada S7K 5M5
Tel: (306) 664-2202

Directors
Harvey J. Bay
Kenneth E. MacNeill
Ewan D. Mason
Larry E. Phillips
Lisa K. Riley

Officers and Advisors
Kenneth E. MacNeill – President, C.E.O.
Greg P. Shyluk – C.F.O.
George H. Read – Senior Technical Advisor

Solicitors
Bennett Jones LLP

Auditors
KPMG LLP

Bank
Canadian Western Bank

Exchange Listing
TSX
473,891,620 common shares issued and outstanding as at May 12, 2022

Trading Symbol:
DIAM

Website
www.stardiamondcorp.com

Twitter
@StarDiamondCorp

Facebook and LinkedIn
Star Diamond Corp.

Email
stardiamondcorp@stardiamondcorp.com