

## Condensed Consolidated Interim Financial Statements

For the Three and Nine Months Ended September 30, 2023 and 2022 (Unaudited - Expressed in Canadian Dollars)



CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION (Unaudited - Expressed in Canadian Dollars)

As at	Notes	So	ptember 30, 2023	December 31, 2022
	Notes	36	ptember 30, 2023	December 31, 2022
ASSETS				
Current				
Cash and cash equivalents		\$	1,928,737	\$ 2,701,220
Marketable securities	4		-	1,475,000
Receivables			415,674	581,087
Prepaid expenses and deposits			73,982	30,235
Total current assets			2,418,393	4,787,542
Reclamation bond	5		70,000	70,000
Total assets		\$	2,488,393	\$ 4,857,542
LIABILITIES AND SHAREHOLDERS' EQUITY				
Current liabilities				
Accounts payable and accrued liabilities	7	\$	347,002	\$ 299,345
Total liabilities			347,002	299,345
Shareholders' Equity				
Share capital	6		49,495,539	49,174,110
Reserves	6		10,620,942	10,290,884
Accumulated other comprehensive income			(3,388)	=
Accumulated deficit			(57,971,702)	(54,906,797)
Total shareholders' equity			2,141,391	4,558,197
Total liabilities and shareholders' equity		\$	2,488,393	\$ 4,857,542

**Nature of Operations and Going Concern** (Note 1)

#### On behalf of the Board:

"Adrian Fleming"Director"Michael G. Allen"DirectorAdrian FlemingMichael G. Allen





CONDENSED CONSOLIDATED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS (Unaudited - Expressed in Canadian Dollars)

		Thr	ee Months l	Ended Sept. 30,	Nine Months Ended Sept. 30					
	Notes		2023	2022	2023	2022				
Expenses										
Exploration and evaluation	8	\$	413,814	\$ 2,134,112	\$ 1,567,535	\$ 2,772,372				
Management fees, salaries and wages	7		154,513	45,000	450,714	135,000				
Office			29,623	11,583	79,707	50,370				
Professional fees			80,674	73,777	282,174	140,041				
Property investigation			80,159	-	121,710	-				
Rent			23,850	11,619	71,608	31,711				
Share-based compensation	6, 7		106,956	-	330,058	70,210				
Shareholder communication			43,664	69,761	124,916	216,446				
Transfer agent and regulatory			2,307	9,487	7,400	46,777				
Travel and related			11,971		39,172	4,988				
			(947,531)	(2,355,339)	(3,074,994)	(3,467,915)				
Other items										
Flow-through share premium reversal			-	396,518	-	504,224				
Foreign exchange gain (loss)			19,982	-	127	-				
Interest income			24,418	240	54,468	705				
Other expense	5		(60,000)	-	(110,000)	-				
Realized and unrealized gain on marketable securities	4		-	-	65,494	-				
			(15,600)	396,758	10,089	504,929				
Loss for the period			(963,131)	(1,958,581)	(3,064,905)	(2,962,986)				
Other comprehensive loss										
Foreign currency translation differences			(19,150)		(3,388)	-				
Comprehensive loss for the period		\$	(982,281)	\$ (1,958,581)	\$ (3,068,293)	\$ (2,962,986)				
Loss per common share (basic and diluted)		\$	(0.00)	\$ (0.01)	\$ (0.01)	\$ (0.01)				
Weighted average number of shares outstanding		21	3,775,457	207,346,886	211,750,990	207,346,886				



## CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS (Unaudited - Expressed in Canadian Dollars)

	Ni	ne Months Ended Se	eptember 30,
		2023	2022
Cash flows from operating activities			
Loss for the period	\$	(3,064,905) \$	(2,962,986)
Items not affecting cash			
Flow through share premium reversal		-	(504,224)
Shares issued for property acquisition		321,429	-
Unrealized foreign exchange gain		(3,479)	-
Share-based compensation		330,058	70,210
Other expenses		-	-
Gain on marketable securities		(65,494)	-
Change in non-cash working capital items			
Change in receivables		165,413	(146,406)
Change in prepaid expenses and deposits		(43,747)	26,676
Change in accounts payable and accrued liabilities		47,657	203,384
Net cash used in operating activities		(2,313,068)	(3,313,346)
Cash flows from investing activities			
Proceeds from sale of marketable securities		1,540,494	
Net cash from investing activities		1,540,494	-
Effect of exchange rate changes on cash and cash equivalents		91	-
Change in cash and cash equivalents		(772,483)	(3,313,346)
Cash and cash equivalents, beginning of period		2,701,220	5,912,983
Cash and cash equivalents, end of period	\$	1,928,737 \$	2,599,637
Other Information			
Interest paid - cash	\$	- \$	_
Taxes paid - cash	\$	- \$	-
Cash and cash equivalents is comprised of:			
Cash	\$	1,928,737 \$	2,499,389
Guaranteed Investment Certificates (less than 90 days)		-	100,248
× /	\$	1,928,737 \$	2,599,637



# CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (Unaudited - Expressed in Canadian Dollars)

	213,775,457	\$	49,495,539	\$	10,620,942	\$	(3,388)	\$	(57,971,702) \$	2,141,391
	-		-		-		-		(3,064,905)	(3,064,905)
	-		-		-		(3,388)		-	(3,388)
6	-		-		330,058		-		-	330,058
5,6	6,428,571		321,429		-		-		-	321,429
	207,346,886	\$	49,174,110	\$	10,290,884	\$	-	\$	(54,906,797) \$	4,558,197
	207,346,886	\$	49,174,110	\$	10,290,884	\$	-	\$	(56,740,672) \$	2,724,322
	-		-		-		-		(2,962,986)	(2,962,986)
6	-		-		70,210		-		-	70,210
	207,346,886	\$	49,174,110	\$	10,220,674	\$	-	\$	(53,777,686) \$	5,617,098
Notes	of Shares		Share Capital		Reserves		Comprehensive Income		Deficit	Total
	Number						Accumulated Other		Accumulated	
	6 5, 6	Notes of Shares 207,346,886 6 - 207,346,886 5,6 6,428,571 6	Notes of Shares  207,346,886 \$ 6	Notes of Shares Share Capital  207,346,886 \$ 49,174,110  6  207,346,886 \$ 49,174,110  207,346,886 \$ 49,174,110  5,6 6,428,571 321,429  6	Notes         of Shares         Share Capital           207,346,886         \$ 49,174,110         \$           207,346,886         \$ 49,174,110         \$           207,346,886         \$ 49,174,110         \$           5, 6         6,428,571         321,429           6         -         -           -	Notes         of Shares         Share Capital         Reserves           207,346,886         \$ 49,174,110         \$ 10,220,674           6         -         -         70,210           -         -         -         -           207,346,886         \$ 49,174,110         \$ 10,290,884           5,6         6,428,571         321,429         -           6         -         -         330,058           -         -         -         -           -         -         -         -           -         -         -         -           -         -         -         -           -         -         -         -           -         -         -         -           -         -         -         -           -         -         -         -           -         -         -         -           -         -         -         -           -         -         -         -           -         -         -         -           -         -         -         -           -         -         -	Notes         of Shares         Share Capital         Reserves           207,346,886         \$ 49,174,110         \$ 10,220,674         \$ 70,210           -         -         -         70,210         -           207,346,886         \$ 49,174,110         \$ 10,290,884         \$           5,6         6,428,571         321,429         -         -           6         -         -         330,058         -           -         -         -         -         -           -         -         -         -         -           -         -         -         -         -           -         -         -         -         -           -         -         -         -         -           -         -         -         -         -           -         -         -         -         -           -         -         -         -         -           -         -         -         -         -           -         -         -         -         -           -         -         -         -         -           -	Notes         of Shares         Share Capital         Reserves         Comprehensive Income           207,346,886         \$ 49,174,110         \$ 10,220,674         \$ -           70,210         -         -           207,346,886         \$ 49,174,110         \$ 10,290,884         \$ -           207,346,886         \$ 49,174,110         \$ 10,290,884         \$ -           5,6         6,428,571         321,429         -         -           6         -         -         330,058         -           -         -         -         (3,388)           -         -         -         -	Notes         of Shares         Share Capital         Reserves         Comprehensive Income           207,346,886         \$ 49,174,110         \$ 10,220,674         \$ - \$           6         - 70,210            207,346,886         \$ 49,174,110         \$ 10,290,884         \$ - \$           5,6         6,428,571         321,429             6         - 330,058          (3,388)           7         7         7         7	Notes         of Shares         Share Capital         Reserves         Comprehensive Income         Deficit           207,346,886         \$ 49,174,110         \$ 10,220,674         \$ - \$ (53,777,686)         \$           6         -         -         70,210         -         -         (2,962,986)           -         -         -         -         (2,962,986)         \$           207,346,886         \$ 49,174,110         \$ 10,290,884         \$ - \$ (54,906,797)         \$           5,6         6,428,571         321,429         -         -         -         -           6         -         -         330,058         -         -         -         -           6         -         -         -         (3,388)         -         -         -         (3,064,905)



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

Three and Nine Months Ended September 30, 2023 and 2002

(Unaudited - Expressed in Canadian Dollars)

#### 1. NATURE OF OPERATIONS AND GOING CONCERN

StrikePoint Gold Inc. (the "Company" or "StrikePoint") is incorporated under the laws of the Province of British Columbia and listed on the TSX Venture Exchange under the ticker symbol "SKP" and on the OTCQB in the United States under the ticker symbol "STKXF". The Company is in the exploration stage with respect to its mineral properties. The Company's head office is located at Suite 3123 – 595 Burrard Street, PO Box 49139, Vancouver, BC, V7X 1J1.

These unaudited condensed consolidated interim financial statements have been prepared by management on the basis of accounting principles applicable to a going concern, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. The Company's ability to continue as a going concern is dependent upon its ability to obtain the financing necessary to complete its exploration projects by issuance of share capital, through joint ventures, realizing future profitable production, and/or proceeds from the disposition of a property. As of September 30, 2023, the Company had an accumulated deficit of \$57,971,702 and working capital of \$2,071,391, however additional financing will be required to carry out additional exploration and development of its properties. The Company's current forecast indicates that it will have sufficient working capital for at least the next twelve months from September 30, 2023 to continue as a going concern.

These unaudited condensed consolidated interim financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

#### 2. BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICY INFORMATION

The unaudited condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board, as applicable to interim financial reports including International Accounting Standard 34, *Interim Financial Reporting*. Therefore, these condensed consolidated interim 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, 2022, which have been prepared in accordance with IFRS.

The accounting policies and basis of presentation applied in the preparation of these unaudited condensed consolidated interim financial statements are consistent with those applied and disclosed in the Company's audited annual consolidated financial statements for the year ended December 31, 2022, unless otherwise noted.

These unaudited condensed consolidated interim financial statements were approved by the Board of Directors of the Company on November 9, 2023.

#### **Basis of Consolidation**

These unaudited condensed consolidated interim financial statements include the accounts of its wholly owned subsidiaries, including Mount Rainey Silver Inc. During the year ended December 31, 2022, the Company incorporated 1391512 BC Ltd. and 1391515 BC Ltd. (both are inactive holding companies that were incorporated under the BC Business Corporations Act). The Company also incorporated its wholly owned subsidiary Stimitant LLC ("Stimitant"), in Nevada, U.S.A. during the nine months ended September 30, 2023. Stimitant owns the Cuprite Gold Project ("Cuprite") acquired in 2023 (Note 5).





NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

Three and Nine Months Ended September 30, 2023 and 2002

(Unaudited - Expressed in Canadian Dollars)

#### 2. BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICY INFORMATION - continued

The accounting policies and basis of presentation applied in the preparation of these unaudited condensed consolidated interim financial statements are consistent with those applied and disclosed in the Company's audited annual consolidated financial statements for the year ended December 31, 2022.

These condensed consolidated interim financial statements are presented in Canadian dollars, which is the functional currency of Company and all its subsidiaries, with the exception of its newly incorporated wholly owned US subsidiary, Stimitant, whose functional currency is the U.S. dollar. Foreign currency transactions are initially recorded in the functional currency at the transaction date exchange rate. On the closing date, monetary assets and liabilities denominated in a foreign currency are translated into the functional currency at the closing date exchange rate, and non-monetary assets and liabilities, at historical rates. Exchange differences arising on the settlement of monetary items or on translating monetary items at different rates from those at which they are translated on initial recognition during the period or in previous consolidated financial statements are recognized in profit or loss.

For the purpose of presenting consolidated financial statements, the assets and liabilities of Stimitant are expressed in Canadian dollars using the exchange rates prevailing at the end of the reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly during the period, in which case exchange rates at the dates of the transactions are used. Exchange differences are recognized in other comprehensive income (loss) and reported as a currency translation adjustment in equity.

#### **New and Future Accounting Standards**

- a) International Accounting Standard ("IAS") 1 and IFRS Practice Statement ("PS") 2: In February 2021, the International Accounting Standards Board ("IASB") issued amendments to IAS 1 and the IFRS PS 2, *Making Materiality Judgements*, to provide guidance on the application of materiality judgments to accounting policy disclosures. The amendments to IAS 1 replace the requirement to disclose "significant" accounting policies with a requirement to disclose "material" accounting policies. Guidance and illustrative examples are added in the PS to assist in the application of materiality concept when making judgments about accounting policy disclosures. The standard was adopted by the Company on January 1, 2023.
- b) In October 2022, the IASB issued *Non-Current Liabilities with Covenants*, which amended IAS 1 to clarify that if the Company's right to defer settlement of a liability for at least 12 months is subject to the Company complying with covenants after the reporting period, those covenants would not affect whether the Company's right to defer settlement exists at the end of the reporting period for the purposes of classifying a liability as current or non-current. The amendments also increased the disclosure requirement relating to such covenants to include: (i) the nature of the covenants and the date by which the Company must comply with the covenants; (ii) whether the Company would comply with the covenants based on its circumstances at the reporting date; and (iii) whether and how the Company expects to comply with the covenants by the date on which they are contractually required to be tested. The above amendments are effective for the Company's annual reporting periods beginning on or after January 1, 2024. The Company does not currently expect the adoption of this standard to have a material impact on the Company's reporting.



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

Three and Nine Months Ended September 30, 2023 and 2002

(Unaudited - Expressed in Canadian Dollars)

#### 3. 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 consolidated interim financial statements are consistent with those applied and disclosed in Note 2 of the Company's audited consolidated financial statements for the year ended December 31, 2022, except as noted below.

Management is required to assess the functional currency of each entity of the Company. In concluding that the Company's entities' functional currencies are the Canadian dollar and the US dollar, management considered the currency that mainly influences the cost of providing goods and services in each jurisdiction in which the Company operates. If no single currency is clearly dominant, the Company also considers secondary indicators including the currency in which funds from financing activities are denominated and the currency in which funds are retained.

#### 4. MARKETABLE SECURITIES

During the year ended December 31, 2022, the Company received 500,000 common shares of Snowline Gold Corp. ("Snowline") in conjunction with the sale of the majority of its Yukon properties (Note 5). During the nine months ended September 30, 2023, the Company sold its entire position of Snowline for net proceeds of \$1,540,494, resulting in a gain on sale of marketable securities of \$65,494.

#### 5. EXPLORATION AND EVALUATION PROPERTIES

#### **Cuprite Gold Project ("Cuprite")**

During the nine months ended September 30, 2023, the Company completed the acquisition of a 100% interest in Cuprite, located in Nevada from Orogen Royalties Inc. ("Orogen"). Pursuant to the agreement, the Company issued a total of 6,428,571 common shares (with a fair value at the time of issuance of \$321,429) and paid \$47,598 (US \$35,208) in cash, which was charged to the statement loss as exploration and evaluation costs during the nine months ended September 30, 2023.

Orogen was granted a 3% NSR, 0.5% of the NSR can be purchased by the Company for US \$2,500,000. Orogen will also retain a 1.5% NSR on any after-acquired internal claims held by third parties. Orogen will hold a one-kilometer area of interest around Cuprite and additional claims staked within the area of interest will be subject to the 3% NSR (which is also subject to the 0.5% buy-back provision noted above).

During the nine months ended September 30, 2023, the Company also paid \$56,577 to acquire additional claims included in the Cuprite Gold Project via staking and paid other acquisition related costs of \$22,296.



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

Three and Nine Months Ended September 30, 2023 and 2002

(Unaudited - Expressed in Canadian Dollars)

#### 5. EXPLORATION AND EVALUATION PROPERTIES - continued

#### Projects in British Columbia, Canada – Porter and Willoughby

The Company holds a 100% interest in the Willoughby property, located in north-western British Columbia. In March 2019, the Company posted a reclamation bond payment in the amount of \$39,000. During the year ended December 31, 2022, the Company sold a small track of land located near Willoughby for net cash proceeds of \$52,626. The project is subject to a 1.5% net smelter return ("NSR") royalty, of which 0.5% can be purchased for a cash payment of \$1,000,000.

The Company holds a 100% interest in the Porter Idaho Property, located near Stewart, British Columbia. The property is subject to a 1% NSR, of which the Company has the option to purchase 0.5% for \$750,000. As of September 30, 2023, the Company posted a reclamation bond payment in the amount of \$31,000 (December 31, 2022 - \$10,000) on the Porter Idaho Property. The Company also holds a 100% interest in the Handsome Jack property, adjacent to the Porter Idaho property (subject to a 1% NSR, of which the Company can buy back 0.5% for \$500,000). The Company also staked, the Big, Bada and Boom properties, contiguous to its Porter Idaho and Handsome Jack properties near Stewart, BC.

As of September 30, 2023 and December 31, 2022, accounts payable and accrued liabilities included costs associated with reclamation at the Willoughby and Porter Projects totalling \$175,000 and \$30,000 respectively. During the nine months ended September 30, 2023, the Company recorded additional reclamation costs of \$145,000 related to decommissioning of certain pads and structures at both Willoughby and Porter (Note 8) due to updated and expected cost estimates.

#### **Yukon Properties**

Since 2017, the Company has held certain interests in a portfolio of claims and properties located in the Yukon, Canada. During the year ended December 31, 2022, the Company sold a significant portion of the Yukon properties to Snowline, a Canadian public company, for cash proceeds of \$500,000 and the issuance of 500,000 Snowline common shares valued at \$1,375,000 (Note 5). As of September 30, 2023, the Company continues to own a 100% interest in a small number of claims in the district of Dawson, Yukon, which expire at various times between 2023 and 2029.

During the nine months ended September 30, 2023, the Company recorded \$110,000 to other expense related to certain camp closure and removal costs on claims sold to Snowline.

#### 6. SHARE CAPITAL

#### **Authorized Share Capital**

As of September 30, 2023, the authorized share capital of the Company is an unlimited number of common shares without par value. All issued shares, consisting only of common shares, are fully paid.

#### **Issued Share Capital**

For the nine months ended September 30, 2023, the Company issued a total of 6,428,571 common shares with a fair value at the time of issuance of \$321,429 to Orogen for the purchase of Cuprite (Note 5).

There were no shares issued during the year ended December 31, 2022.



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

Three and Nine Months Ended September 30, 2023 and 2002

(Unaudited - Expressed in Canadian Dollars)

#### 6. SHARE CAPITAL - continued

#### **Stock Options**

At the Company's Annual General and Special Meeting held on October 18, 2023, the shareholders of the Company approved the adoption of a new 10% rolling Stock Option Plan (the "Plan"). Based on the current issued and outstanding common shares of the Company, the new Plan authorizes the Company to grant options to directors, employees, and consultants to acquire up to 21,377,545 common shares of the Company's issued and outstanding common shares. The Plan is administered by the Board, who is tasked with the responsibility to interpret the Plan, including determining the times when awards granted, to whom, the number of awards granted, the length of the exercise period and vesting provisions, subject to the terms of the plan, applicable securities laws, and regulatory requirements. The Plan is subject to the final approval by the TSX Venture.

A summary of the Company's stock option activities for the nine months ended September 30, 2023 and for the year ended December 31, 2022 is presented below.

	Nine Months Ended S	Sep	tember 30, 2023	Year Ended December 31, 2022							
	Shares issuable on	,	Weighted average	Shares is suable on		Weighted average					
	exerccise of options		exercise price	exerccise of options		exercise price					
Opening balance	16,900,000	\$	0.21	17,950,000	\$	0.22					
Granted	9,300,000		0.06	1,000,000		0.20					
Expired	(8,350,000)		0.21	(2,050,000)		0.43					
Ending balance	17,850,000	\$	0.14	16,900,000	\$	0.21					

As of September 30, 2023, the following stock options were outstanding and exercisable:

	<b>Options Outstanding</b>		Options Exercisable
		Weighted average remaining	
Number of Options	Exercise Price	contractual life in years	Number of Options
5,150,000	\$ 0.20	1.43	5,150,000
3,400,000	\$ 0.25	2.68	3,400,000
3,000,000	\$ 0.08	4.28	3,000,000
2,000,000	\$ 0.06	4.42	2,000,000
250,000	\$ 0.07	4.53	62,500
4,050,000	\$ 0.05	4.99	3,750,000
17,850,000	\$ 0.14	3.33	17,362,500

#### **Share-Based Compensation**

During the nine months ended September 30, 2023, the Company granted a total of 9,300,000 stock options with a weighted average exercise price of \$0.06 per share and an expiry date of five years. The weighted average fair value of the stock options on the grant date was \$0.04 per share, resulting in stock-based compensation expense of \$330,058 for the nine months ended September 30, 2023. During the nine months ended September 30, 2023, 8,350,000 options with an average exercise price of \$0.21 expired unexercised.

In January 2022, the Company granted 1,000,000 stock options with an exercise price of \$0.20 per share and an expiry date of five years. The fair value of the stock options on the grant date was \$0.07 per share, resulting in stock-based compensation expense of \$70,210 for the nine months ended September 30, 2022. During the nine months ended September 30, 2022, 2,050,000 options with an average exercise price of \$0.43 expired unexercised.



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

Three and Nine Months Ended September 30, 2023 and 2002

(Unaudited - Expressed in Canadian Dollars)

#### 6. SHARE CAPITAL - continued

#### **Share-Based Compensation** - continued

The Company applies the fair value method using the Black-Scholes option pricing model to account for stock options granted. The following weighted average assumptions were used to calculate the fair value of the stock options granted during the period:

	Nine Months Ended September 30,						
	2023	2022					
Weighted average risk-free interest rate	3.59%	1.65%					
Weighted average expected option life	5 years	5 years					
Weighted average expected stock volatility	75%	95.8%					
Weighted average expected dividend yield	Nil	Nil					

#### Warrants

There were no warrants outstanding as of September 30, 2023 and December 31, 2022.

#### 7. RELATED PARTY TRANSACTIONS

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, its Chief Executive Officer ("CEO"), its Chief Financial Officer ("CFO"), and its former VP Exploration as its key management personnel.

The various fees and compensation paid to directors and key management personnel for each of the periods presented are identified in the table below.

	Ni i	tember 30,		
		2023		2022
Salaries and wages paid to current CEO	\$	187,500	\$	-
Salaries and wages paid to current CFO		76,042		-
Fees paid or accrued Chairman (former CEO) <sup>1</sup>		135,000		135,000
Fees paid or accrued to a member of the Board		27,000		27,000
Fees paid or accrued to former VP Exploration <sup>1</sup>		60,000		426,258
Fees paid or accrued to former CFO <sup>1</sup>	\$	40,000	\$	90,000

<sup>1)</sup> Fees paid or accrued were paid to companies controlled by noted key management.

During the nine months ended September 30, 2023, the Company recorded share-based compensation expense totalling \$279,402 (nine months ended September 30, 2022 - \$70,210) to directors and officers of the Company.

As of September 30, 2023, accounts payable and accrued liabilities included \$9,755 (December 31, 2022 - \$76,221) due to related parties for outstanding fees, compensation, and expense reimbursement charges.



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

Three and Nine Months Ended September 30, 2023 and 2002

(Unaudited - Expressed in Canadian Dollars)

#### 8. EXPLORATION AND EVALUATION COSTS

The following table provides a breakdown of the Company's exploration and evaluation costs for each of the periods noted:

	Three Months Ended September 30, 2023									Nine Months Ended September 30, 2023							
	Cuprite	W	illoughby		Porter		Total		Cuprite	V	Villoughby		Porter		Total		
Acquisition of project	\$ -	\$	-	\$	-	\$	-	\$	447,900	\$	-	\$	-	\$	447,900		
Administration and storage	-		6,767		-		6,767		1,802		36,269		-		38,071		
Assay costs	128,650		-		-		128,650		128,650		-		-		128,650		
Claim and Maintenance fees	136,952		6,859		-		143,811		253,488		6,859		-		260,347		
Field, camp, and travel	-		-		-		-		-		4,498		-		4,498		
Geological consulting and fees	81,537		-		-		81,537		245,099		60,000		-		305,099		
Permitting	53,049		-		-		53,049		125,857		-		-		125,857		
Reclamation	-		-		-		-		-		113,100		31,900		145,000		
Studies and surveys	-		-		-		-		112,113		-		-		112,113		
	\$ 400,188	\$	13,626	\$	-	\$	413,814	\$	1,314,909	\$	220,726	\$	31,900	\$	1,567,535		

	 Three Months Ended September 30, 2022									Mo	nths Ended	l Se	ptember 30	, 20	22
	Cuprite	ν	Villoughby		Porter		Total		Cuprite	V	Villoughby		Porter		Total
Drilling and assay	\$ -	\$	479,609	\$	340,695	\$	820,304	\$	-	\$	616,016	\$	347,645	\$	963,661
Field and camp	-		107,822		61,580		169,402		-		129,980		69,020		199,000
Geological consulting and fees	-		258,518		211,308		469,826		-		465,280		368,016		833,296
Helicopter and fuel	-		325,292		349,288		674,580		-		426,209		350,206		776,415
	\$ -	\$	1,171,241	\$	962,871	\$	2,134,112	\$	-	\$	1,637,485	\$	1,134,887	\$	2,772,372

#### 9. SEGMENTED INFORMATION

The Company currently operates in one reportable operating segment, being the acquisition, exploration, and development of natural resource properties, which is conducted principally in Canada and the United States of America. The Company is in the exploration stage and accordingly, has no reportable segment revenues for any of the periods presented in these financial statements. All of the Company's non-current assets were held in Canada.

#### 10. FINANCIAL INSTRUMENTS AND RISK FACTORS

#### Fair Value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Company's financial instruments include cash and cash equivalents, receivables (excluding value-added tax receivable), reclamation bond and accounts payable and accrued liabilities. The carrying values of the Company's financial assets and financial liabilities are approximately equal to their fair values.

#### **Risk Factors**

The Company is exposed to a variety of financial instrument-related risks, including those discussed below.

### a) Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's cash and cash equivalents are held by one bank, resulting in a concentration of credit risk with the bank. To mitigate this risk, the Company holds its cash and cash equivalents at a large chartered Canadian bank with a high level of credit quality, as determined by third party rating agencies. The Company's receivables are predominately related to receivables from goods and services input tax credits (collectible from the Government of Canada), with the remaining trade receivable balance being nominal and considered to be collectible by the Company.



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

Three and Nine Months Ended September 30, 2023 and 2002

(Unaudited - Expressed in Canadian Dollars)

#### 10. FINANCIAL INSTRUMENTS AND RISK FACTORS - continued

#### b) Liquidity Risk

Liquidity risk arises through the excess of financial obligations over available financial assets due at any point in time. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves to meet its liquidity requirements at any point in time. The Company achieves this by maintaining sufficient cash balances. The Company's ability to advance various projects is dependent upon its ability to raise additional funds through access to equity markets. If necessary, the Company may seek financing for capital projects or working capital needs. Such financing, if required, will depend on several unpredictable factors, which are often beyond the control of the Company. These would include the expected expenditures for exploration and acquisition of new assets, which could be curtailed should funding not be available.

#### c) Market Risk

Market risk consists of foreign currency exchange risk, commodity price risk and interest rate risk. The objective of market risk management is to manage and control market risk exposures within acceptable limits while maximizing returns.

#### i) Foreign Currency Exchange Risk

Foreign currency exchange rate risk is the risk that the fair value or future cash flows will fluctuate from changes in foreign exchange rates. Although the Company is in the exploration stage and has not yet developed commercial mineral interests, the underlying market prices in Canada for minerals are impacted by changes in the exchange rate between the Canadian and the United States Dollar. The Company's exploration and evaluation costs, as well as other general and administrative costs are denominated in both Canadian and United States Dollars. The Company has not agreed to any arrangements to hedge its currency risk. As of September 30, 2023, one U.S. Dollar closed at CAD \$1.3491 and the average for the nine months ended September 30, 2023 was CAD \$1.3454. Based on the net exposures as of September 30, 2023 and for the nine months then ended and assuming that all other variables remain constant, a 10% change in the U.S. dollar exchange rate, would not materially affect the statement of loss and comprehensive loss.

#### ii) Commodity Price Risk

Commodity price risk is the risk that the fair value of financial assets and financial liabilities or expected future cash flows will fluctuate because of changes in commodity prices. Commodity prices for minerals are impacted by world economic events that dictate the levels of supply and demand as well as the relationship between the Canadian and United States Dollars, as outlined above. As the Company has not yet developed commercial mineral interests, it is not exposed to commodity price risk currently. However, the Company is indirectly exposed to commodity price risk as it impacts the Company's access to capital and funding and potentially its ability to finance its activities.

#### iii) Interest Rate Risk

Interest rate risk is the risk due to variability of interest rates. The Company is exposed to interest rate risk on its interest earning bank account. The income earned from its bank account balance is subject to the movements in interest rates. The Company has cash balances and maintains no-interest bearing debt, therefore, interest rate risk is minimized.





NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS Three and Nine Months Ended September 30, 2023 and 2002 (Unaudited - Expressed in Canadian Dollars)

#### 11. CAPITAL MANAGEMENT

The Company considers its capital structure to include working capital and shareholders' equity. The Company monitors its capital structure and makes adjustments in light of changes in economic conditions and risk characteristics of the underlying assets and capital markets. In order to facilitate the management of capital and the development of its mineral properties, the Company prepares annual expenditure budgets which are regularly monitored and updated as necessary.

To maintain or adjust the capital structure, the Company may issue new equity or debt financing, if available, on favorable terms, option its mineral properties for cash and/or expenditure commitments from optionees, enter joint venture arrangements, or dispose of mineral properties.

The Company's investment policy is to hold cash and term deposits in interest-bearing bank accounts and highly liquid short-term, interest-bearing investments with maturities of one year or less which can be liquidated at any time without penalties. The Company is not subject to externally imposed capital requirements. There have been no significant changes in the Company's approach to capital management during the nine months ended September 30, 2023.