GETCHELL GOLD CORP.

CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED MARCH 31, 2024 AND 2023

(Expressed in Canadian Dollars)

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INDEPENDENT AUDITORS' REPORT

TO THE SHAREHOLDERS OF GETCHELL GOLD CORP.

Opinion

We have audited the consolidated financial statements of Getchell Gold Corp. and its subsidiaries (collectively the "Company"), which comprise:

- the consolidated statements of financial position as at March 31, 2024 and 2023;
- the consolidated statements of loss and comprehensive loss for the years then ended;
- the consolidated statements of cash flows for the years then ended;
- the consolidated statements of changes in shareholders' (deficiency) equity for the years then ended; and
- the notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at March 31, 2024 and 2023, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the consolidated financial statements, which indicates that the Company incurred a net loss of $6,007,177 during the year ended March 31, 2024, and, as of that date, the Company had a deficit is $33,743,283. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended March 31, 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Except for the matter described in the *Material Uncertainty Related to Going Concern* section, we have determined that there are no key audit matters to communicate in our auditors' report.

Other Information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis.

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Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audits of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditors' report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditors' report is Michelle Chi Wai So.

Smythe LLP

Chartered Professional Accountants

Vancouver, British Columbia
July 26, 2024

GETCHELL GOLD CORP.
Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)

As at March 31,	**2024**	**2023**
	$	$
ASSETS		
CURRENT ASSETS		
Cash	**1,787,302**	316,078
Accounts receivable	**23,444**	11,880
Prepaid expenses	**90,599**	130,782
Reclamation deposit	**-**	19,428
TOTAL CURRENT ASSETS	**1,901,345**	478,168
Reclamation deposits	**63,306**	67,007
Property and equipment (Note 4)	**74,755**	41,251
TOTAL ASSETS	**2,039,406**	586,426
LIABILITIES		
CURRENT LIABILITIES		
Accounts payable and accrued liabilities (Note 5)	**155,733**	132,124
Lease obligation – short-term (Note 6)	**14,471**	-
	170,204	132,124
Lease obligation (Note 6)	**12,937**	-
Debentures (Notes 5 and 7)	**2,124,284**	-
Debentures to be issued (Note 15)	**1,160,500**	-
TOTAL LIABILITIES	**3,467,925**	132,124
SHAREHOLDERS' (DEFICIENCY) EQUITY		
SHARE CAPITAL (Note 8)	**28,723,718**	25,347,366
STOCK OPTIONS RESERVE (Note 8)	**2,920,246**	3,169,403
WARRANTS RESERVE (Note 8)	**670,800**	161,316
DEFICIT	**(33,743,283)**	(28,223,783)
TOTAL SHAREHOLDERS' (DEFICIENCY) EQUITY	**(1,428,519)**	454,302
TOTAL LIABILITIES AND SHAREHOLDERS' (DEFICIENCY) EQUITY	**2,039,406**	586,426

APPROVED ON BEHALF OF THE BOARD:

Signed, "William S. Wagener" Director

Signed, "Mike Sieb" Director

See accompanying notes to the consolidated financial statements.

GETCHELL GOLD CORP.
Consolidated Statements of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)

For the years ended March 31,		2024 $		2023 $
EXPENSES				
Exploration and evaluation expenditures (Notes 5 and 9)		4,570,790		5,091,548
Advertising and promotion		362,374		342,274
Communication		5,448		10,432
Filing fees		60,890		56,945
Insurance		57,086		62,076
Interest (Notes 6 and 7)		73,583		-
Management and consulting (Note 5)		393,250		390,713
Occupancy		20,856		22,276
Office and general		13,141		29,380
Professional fees (Note 5)		287,448		186,062
Share-based compensation (Notes 5 and 8)		238,520		883,570
Travel		11,129		36,410
Accretion (Note 7)		56,846		-
Depreciation (Note 4)		13,675		12,120
Foreign exchange gain		(45,245)		(114,042)
		6,119,791		7,009,764
LOSS BEFORE TAXES		(6,119,791)		(7,009,764)
DEFERRED INCOME TAX RECOVERY (Note 7)		112,614		-
LOSS AND COMPREHENSIVE LOSS FOR THE YEAR	$	(6,007,177)	$	(7,009,764)
Loss per share - basic and diluted	$	(0.05)	$	(0.07)
Weighted average number of shares outstanding - basic and diluted		114,977,850		104,523,025

See accompanying notes to the consolidated financial statements.

GETCHELL GOLD CORP.
Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars)

	2024	2023
For the years ended March 31,	**$**	**$**
Operating activities:		
Loss for the year	(6,007,177)	(7,009,764)
Items not affecting cash:		
Deferred income tax recovery	(112,614)	-
Accretion	56,846	-
Depreciation	13,675	12,120
Accrued interest	73,583	-
Share-based compensation	238,520	883,570
Unrealized foreign exchange gain	(1,380)	(6,623)
Shares issued for mineral properties	1,630,307	584,321
Shares issued for services	17,063	-
Net change in non-cash working capital balances:		
Accounts receivable	(11,564)	23,495
Prepaid expenses	40,183	135,583
Accounts payable and accrued liabilities	26,609	63,417
Cash used in operating activities	(4,035,949)	(5,313,881)
Investing activities:		
Purchase of equipment	(17,265)	-
Return of reclamation deposit	24,509	-
Cash provided by investing activities	7,244	-
Financing activities:		
Payment of lease obligation	(2,681)	-
Issuance of common shares, net of issue costs	1,448,973	1,932,595
Debenture financing, net of issue costs	2,893,137	-
Debentures to be issued	1,160,500	-
Cash provided by financing activities	5,499,929	1,932,595
Change in cash	1,471,224	(3,381,286)
Cash, beginning of year	316,078	3,697,364
Cash, end of year	1,787,302	316,078
Supplemental cash flow information:		
Cash paid for interest	-	-
Cash paid for income tax	-	-

See accompanying notes to the consolidated financial statements.

GETCHELL GOLD CORP.
Consolidated Statements of Changes in Shareholders' (Deficiency) Equity
(Expressed in Canadian Dollars)

	Share Capital #	Share Capital $	Stock Options Reserve $	Warrants Reserve $	Deficit $	Total $
Balance, March 31, 2022	**99,760,996**	**22,788,282**	**2,332,155**	**157,162**	**(21,214,019)**	**4,063,580**
Shares issued for cash	4,382,000	1,752,800	-	-	-	1,752,800
Share issue costs	-	(138,195)	-	30,714	-	(107,481)
Shares issued for mineral properties	1,217,000	584,321	-	-	-	584,321
Share-based compensation	-	-	883,570	-	-	883,570
Shares issued for options and warrants exercised	888,750	360,158	(46,322)	(26,560)	-	287,276
Loss for the year	-	-	-	-	(7,009,764)	(7,009,764)
Balance, March 31, 2023	**106,248,746**	**25,347,366**	**3,169,403**	**161,316**	**(28,223,783)**	**454,302**
Cancellation of stock options and warrants	-	-	(487,677)	-	487,677	-
Equity portion of debenture financing	-	-	-	505,357	-	505,357
Equity portion of debenture financing tax impact	-	-	-	(112,614)	-	(112,614)
Transaction costs for equity portion of debenture financing	-	-	-	(88,269)	-	(88,269)
Shares issued for cash	10,295,500	1,532,880	-	26,220	-	1,559,100
Share issue costs	-	(174,448)	-	30,521	-	(143,927)
Shares issued pursuant to debt settlement	23,100	3,000	-	-	-	3,000
Shares and warrants issued for finder's fees	2,299,000	367,550	-	148,269	-	515,819
Shares issued for mineral properties	10,422,500	1,630,307	-	-	-	1,630,307
Shares issued for services received	112,500	17,063	-	-	-	17,063
Share-based compensation	-	-	238,520	-	-	238,520
Loss for the year	-	-	-	-	(6,007,177)	(6,007,177)
Balance, March 31, 2024	**129,401,346**	**28,723,718**	**2,920,246**	**670,800**	**(33,743,283)**	**(1,428,519)**

See accompanying notes to the consolidated financial statements.

1. NATURE OF OPERATIONS AND GOING CONCERN

Getchell Gold Corp. (the “Company”) is a Canadian junior resource exploration company that carries on business in one segment, being the identification, acquisition, and exploration of properties for mining of precious and base metals. The Company is incorporated and domiciled in British Columbia, Canada.

The Company has four exploration assets in Nevada, USA. The registered address of the Company and its principal place of business is Suite 488 – 625 Howe Street, Vancouver, British Columbia V6C 2T6. The Company’s shares are listed on the Canadian Securities Exchange (“CSE”) under the symbol “GTCH”. In the United States, the Company’s shares are traded on the Over-the-Counter OTCQB Venture Market (“OTCQB”) under the symbol “GGLDF”, and also trade in Germany on the Frankfurt Stock Exchange (“FWB”) under the symbol “GGA1”.

The business of exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The Company’s continued existence is dependent upon access to capital to fund its activities, the preservation of its interests in the underlying properties, the discovery of economically recoverable reserves and the ability of the Company to dispose of its interests on an advantageous basis. Although the Company has taken steps to verify title to the property on which it is conducting exploration and in which it has an interest, these procedures do not guarantee the Company’s title. Property title may be subject to government licensing requirements or regulations, unregistered prior agreements, unregistered claims, aboriginal claims, and non-compliance with regulatory requirements.

These consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern. This assumes the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its obligations in the normal course of operations. As at March 31, 2024, the Company had not yet achieved profitable operations and continues to be dependent upon its ability to obtain sufficient working capital from external financings to meet the Company’s liabilities as they become payable, and ultimately to generate profitable future operations. The Company incurred a net loss of $6,007,177 (2023 - $7,009,764) during the year ended March 31, 2024. As at March 31, 2024, the Company had a deficit of $33,743,283 (2023 - $28,223,783). These material uncertainties may cast significant doubt on the Company’s ability to continue as a going concern. These consolidated financial statements do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and, therefore, be required to realize its assets and liquidate its liabilities and commitments in other than the normal course of operations, and at amounts different from those in the consolidated financial statements. Such amounts could be material.

2. BASIS OF PREPARATION

(i) Statement of compliance

These consolidated financial statements have been prepared in accordance with IFRS as issued by the International Accounting Standards Board (“IASB”). The policies set out below were consistently applied to all the periods presented unless otherwise noted.

These consolidated financial statements of the Company were approved and authorized for issue by the Board of Directors on July 26, 2024.

(ii) Basis of presentation

These consolidated financial statements were prepared under the historical cost basis, except for certain assets which are measured at fair value as explained in the accounting policies set out in Note 3 below. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information. The consolidated financial statements are presented in Canadian dollars unless otherwise indicated.

(iii) Principles of consolidation

These consolidated financial statements include the accounts of the Company, its wholly owned subsidiary Getchell Gold Nevada Inc. (incorporated in Nevada, USA), and formerly wholly owned subsidiary, Buena Vista Gold Inc. ("BVG"). Subsidiaries consist of entities over which the Company is exposed to, or has rights to, variable returns as well as the ability to affect those returns through the power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date control is transferred to the Company and are de-consolidated from the date control ceases. The consolidated financial statements include all the assets, liabilities, revenues, expenses and cash flows of the Company and its subsidiaries after eliminating inter-entity balances and transactions.

On July 15, 2022, BVG was approved for continuation into the province of BC. On August 5, 2022, BVG was amalgamated with Getchell Gold Corp.

(iv) Significant accounting judgments, estimates and assumptions

The preparation of consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, and contingent liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates and these differences could be material.

The areas which require management to make significant judgments, estimates and assumptions in determining carrying values include, but are not limited to:

- Going concern
As is common with exploration companies, the Company's ability to continue its on-going and planned exploration activities and continue operations as a going concern is dependent upon the recoverability of costs incurred to date on mineral properties, the existence of economically recoverable reserves, and the ability to obtain necessary equity financing from time to time. The factors considered by management are disclosed in Note 1.

- Debentures
The Company issued debentures, which are comprised of debt and equity components. The Company measures debentures, in its entirety (debt host and equity component), at fair values at the reporting date. This method requires the input of a number of assumptions including estimated market rate of interest. These assumptions are determined using management's best estimates and involve inherent uncertainties.

- Share-based compensation

Management determines costs for share-based compensation using market-based valuation techniques. The fair value of the market-based and performance-based share awards are determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgment is used in applying valuation techniques. These assumptions and judgments include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviors and corporate performance. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES

The material accounting policies that have been applied in the preparation of these consolidated financial statements are summarized below.

(i) Foreign currency transactions and translation

The Company's presentation and functional currency is the Canadian dollar. The functional currency of Getchell Gold Nevada Inc. is also the Canadian dollar.

Transactions in currencies other than the Canadian dollar are recorded at exchange rates prevailing on the dates of the transactions. At the end of each reporting period, the monetary assets and liabilities of the Company that are denominated in foreign currencies are translated at the rate of exchange at the date of the consolidated statement of financial position while non-monetary assets and liabilities are translated at historical rates. Revenues and expenses are translated at the exchange rates approximating those in effect on the date of the transactions. Exchange gains and losses arising on translation are included in profit or loss.

(ii) Exploration and evaluation properties

The Company expenses exploration and evaluation expenditures as incurred. Exploration and evaluation expenditures include acquisition costs of mineral exploration properties, property option payments, annual minimum royalties, and evaluation activity. Once the technical feasibility and commercial viability of extracting the mineral resource has been determined, the property is considered to be a mine under development and is classified as 'mines under construction' into property, plant and equipment. All costs relating to the construction, installation or completion of a mine that are incurred subsequent to the exploration and evaluation stage are capitalized to mines under construction. On the commencement of commercial production, depletion of each mining property will be provided on a unit-of-production basis using estimated resources as the depletion base.

(iii) Equipment

On initial recognition, equipment is valued at cost, being the purchase price and directly attributable cost of acquisition or construction required to bring the asset to the location and condition necessary to be capable of operating in the manner intended by the Company, including appropriate borrowing costs and the estimated present value of any future unavoidable costs of dismantling and removing items. The corresponding liability is recognized within provisions.

Equipment is subsequently measured at cost less accumulated depreciation, less any accumulated impairment losses.

Depreciation is based on the cost of an asset less its residual value. Depreciation methods, useful lives and residual values are reviewed at each financial year end and adjusted if appropriate. Depreciation is recognized in profit or loss over the estimated useful lives using the following basis:

Computers – 55% declining balance
Field equipment – 25% declining balance
Furniture – 25% declining balance
Vehicles – 25% declining balance

(iv) Impairment of non-financial assets

The carrying values of long-lived assets are assessed for impairment when indicators of such impairment exist. If any indication of impairment exists, an estimate of the asset's recoverable amount is calculated. The recoverable amount is determined as the higher of the fair value less costs to sell for the asset and the asset's value in use.

If the carrying amount of the asset exceeds its recoverable amount, the asset is impaired and an impairment loss is charged to profit or loss so as to reduce the carrying amount to its recoverable amount.

(v) Financial instruments

Recognition and classification

The Company recognizes a financial asset or financial liability on the statement of financial position when it becomes party to the contractual provisions of the financial instrument.

The Company classifies its financial instruments in the following categories: at fair value through profit and loss (“FVTPL”), at fair value through other comprehensive income (loss) (“FVTOCI”), or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company’s business model for managing the financial assets and their contractual cash flow characteristics.

Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

Measurement

<u>Financial assets at FVTOCI</u>
Elected investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses recognized in other comprehensive income (loss).

<u>Financial assets and liabilities at amortized cost</u>
Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost using the effective interest method less any impairment.

<u>Financial assets and liabilities at FVTPL</u>
Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in profit or loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in profit or loss in the period in which they arise. Where management has opted to recognize a financial liability at FVTPL, any changes associated with the Company’s own credit risk will be recognized in other comprehensive income (loss).

<u>Impairment of financial assets at amortized cost</u>
The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the credit risk on the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in profit or loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

Derecognition

<u>Financial assets</u>
The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in profit or loss. However, gains and losses on derecognition of financial assets classified as FVTOCI remain within accumulated other comprehensive income (loss).

<u>Financial liabilities</u>
The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled, or expired. Generally, the difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets or liabilities assumed, is recognized in profit or loss.

(vi) Debentures

The debenture is separated into its liability and equity components on the consolidated statements of financial position. The liability component is initially recognized at fair value, calculated at the net present value of the liability based on non-convertible debt issued by comparable issuers and accounted for at amortized cost using the effective interest rate method. The effective interest rate used is the estimated rate for non-convertible debt with similar terms at the time of issue. The residual value is then allocated to the equity component.

(vii) Provisions

A provision is recognized in the consolidated statement of financial position when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and the amount can be reliably estimated. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in provision due to passage of time is recognized as interest expense.

A provision for onerous contracts is recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract. At each consolidated statement of financial position reporting date, provisions are reviewed and adjusted to reflect the current best estimate of the expenditure required to settle the present obligation.

(viii) Rehabilitation provision

A legal or constructive obligation to incur rehabilitation provisions may arise when environmental disturbance is caused by the exploration, development, or ongoing production of a mineral property interest. Such costs arising from the decommissioning of plant and other site preparation work, discounted to their net present value, are provided for and capitalized at the start of each project to the carrying amount of the asset as soon as the obligation to incur such costs arises. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. These costs are charged against profit or loss over the economic life of the related asset, through amortization using either a unit-of-production or the straight-line method as appropriate. The related liability is adjusted for each period for the unwinding of the discount rate and for changes to the current market-based discount rate, amount or timing of the underlying cash flows needed to settle the obligation. Costs for restoration of subsequent site damage which is created on an ongoing basis during production are provided for at their net present values and charged against profits as extraction progresses.

The Company had no significant rehabilitation obligations as at March 31, 2024 and 2023.

(ix) Share capital and warrants

The Company’s common shares are classified as equity instruments. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction from the proceeds.

Warrants are classified as equity if they will be settled only through the issuance of a fixed number of the Company’s own equity instruments. Upon exercise, the shares are issued from treasury and the amount reflected in warrants is credited to share capital for the proceeds allocated when the warrant was first issued. Upon expiry, the grant date value of the warrants is reclassified to deficit.

The Company has applied the residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to common shares issued in the private placements at their fair value as determined by the closing quoted bid price on the announcement date. The remaining balance, if any, is allocated to the warrants. Any value attributed to the warrants is recorded as warrants reserve in shareholders’ equity. Share issue costs are netted against share proceeds.

Warrants issued to agents or brokers on a non-cash basis in connection with corporate financings are recorded at fair value using the Black-Scholes option pricing model and charged against share capital as share issue costs with an offsetting increase to warrants reserve.

(x) Share-based compensation

Equity-settled share-based compensation to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee, including directors of the Company.

The fair value determined at the grant date of the equity-settled share-based compensation is expensed over the vesting period. The fair value of the options granted is measured using the Black-Scholes option pricing model, taking into account the terms and conditions upon which the options were granted. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest. Stock option expense incorporates an expected forfeiture rate for those options that do not vest immediately.

Equity-settled share-based compensation transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods, or when the counterparty renders the service.

Upon expiry or cancellation, the value of share-based compensation such as stock options and warrants will be reallocated from stock option reserve to deficit.

(xi) Loss per share

Basic loss per share is calculated by dividing net loss applicable to common shares of the Company by the weighted average number of common shares outstanding during the year. Diluted loss per common share is computed by dividing the net loss applicable to common shares by the sum of the weighted average number of common shares issued and outstanding and all additional common shares that would have been outstanding, if potentially dilutive instruments are converted during the year.

(xii) Taxation

Current tax

Current income tax expense represents the tax currently payable on the taxable income using tax rates that have been enacted or substantively enacted by the end of the reporting period, adjusted for amendments to tax payable with regards to previous years.

Deferred tax

In general, deferred tax is recognized in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred income tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the balance sheet date and are expected to apply when the deferred tax asset or liability is settled. Deferred tax assets are recognized to the extent that it is probable that the assets can be recovered.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries and associates, except, in the case of subsidiaries, where the timing of the reversal of the temporary difference is controlled by the Company and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred income tax assets and liabilities are presented as non-current.

(xiii) New and amended standards not yet adopted

Classification of Liabilities as Current or Non-current (Amendments to IAS 1)
The amendments to IAS 1 provide a more general approach to the classification of liabilities based on the contractual arrangements in place at the reporting date. These amendments are effective for reporting periods beginning on or after January 1, 2024 and are expected to have no significant impact upon adoption.

(Expressed in Canadian Dollars)

IFRS 18 Presentation and Disclosure in Financial Statements
IFRS 18 introduces three sets of new requirements to give investors more transparent and comparable information about companies' financial performance for better investment decisions.

1. Three defined categories for income and expenses—operating, investing and financing—to improve the structure of the income statement, and require all companies to provide new defined subtotals, including operating profit.

2. Requirement for companies to disclose explanations of management-defined performance measures (MPMs) that are related to the income statement.

3. Enhanced guidance on how to organize information and whether to provide it in the primary financial statements or in the notes.

This new standard is effective for reporting periods beginning on or after January 1, 2027. The Company is currently in the process of assessing its impact on future consolidated financial statements.

4. PROPERTY AND EQUIPMENT

	Computers	Field Equipment and Furniture	Right-of-use asset	Vehicles	Total
Cost					
Cost at March 31, 2022 and 2023	$ 10,262	$ 11,185	$ -	$ 48,357	$ 69,804
Additions	-	17,265	29,914	-	47,179
Cost at March 31, 2024	$ 10,262	$ 28,450	$ 29,914	$ 48,357	$ 116,983
Accumulated Depreciation					
Balance at March 31, 2022	$ 4,029	$ 4,345	$ -	$ 8,059	$ 16,433
Depreciation	3,258	1,296	-	7,566	12,120
Balance at March 31, 2023	7,287	5,641	-	15,625	28,553
Depreciation	1,636	1,395	2,492	8,152	13,675
Balance at March 31, 2024	$ 8,923	$ 7,036	$ 2,492	$ 23,777	$ 42,228
Net book value March 31, 2023	$ 2,975	$ 5,544	$ -	$ 32,732	$ 41,251
Net book value March 31, 2024	$ 1,339	$ 21,414	$ 27,422	$ 24,580	$ 74,755

(Expressed in Canadian Dollars)

5. RELATED PARTY TRANSACTONS

In accordance with IAS 24 *Related party disclosures*, key management personnel are those having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company. The Company had the following transactions with related parties or companies controlled by related parties during the years ended March 31, 2024 and 2023:

		2024		**2023**
Management and consulting fees – Corporate	$	218,487	$	246,834
Management and consulting fees – Exploration		180,307		232,572
Professional fees		41,250		-
Share-based compensation		89,603		540,192
	$	529,647	$	1,019,598

Related party balances as at March 31, 2024 and 2023, are as follows:

		2024		**2023**
Accounts payable and accrued liabilities (1)	$	36,207	$	3,970
Debentures (2)		1,400,000		-
	$	1,436,207	$	3,970

(1) Amounts are unsecured, non-interest bearing and have no fixed terms of repayment.
(2) Debentures mature 3 years from the date of grant and bear interest at 11% per annum, non-compounding (Note 7).

6. LEASE OBLIGATION

The Company entered into a building lease expiring in 2026, with an imputed interest rate of 8% per annum. A reconciliation of the outstanding lease obligation as at March 31, 2024 is as follows:

	$
Balance, March 31, 2023 and 2022	-
Additions	29,914
Interest	175
Lease payments	(2,681)
Balance, March 31, 2024	27,408

The following is a schedule of the Company's future minimum lease payments related to the office lease obligation:

	March 31, 2024
	$
2024	12,063
2025	16,084
2026	1,340
Total minimum lease payments	29,487
Less: imputed interest	(2,079)
Total present value of minimum lease payments	27,408
Less: current portion	(14,471)
Non-current portion	12,937

(Expressed in Canadian Dollars)

7. DEBENTURES

On December 29, 2023, the Company closed the first tranche of the debenture financing ("Debenture Financing") for an aggregate principal amount of $1,917,420 in non-convertible debentures ("Debentures"). The Debentures mature three years from the date of grant and bear interest at 11% per annum, non-compounding. As part of the Debenture Financing, the Company issued 19,174,200 warrants (each a "Debenture Warrant"), with each Debenture Warrant entitling the holder to purchase a common share of the Company at $0.10 per share until December 29, 2026. 50% of the Debenture Warrants vested on closing and the remaining 50% will vest and be exercisable on February 28, 2025. Unvested warrants will be cancelled in the event that the Company prepays the Debentures in full prior to vesting.

In connection with the Debenture Financing, the Company issued 1,410,000 finder's shares and 1,280,000 finder's warrants ("Finder's Warrants"). Each Finder's Warrant entitles the holder to acquire one additional common share of the Company at a price of $0.15 per share until December 29, 2025. The Company incurred additional cash share issuance costs of $7,709. The 1,410,000 finder's shares were determined to have a fair value of $218,550. The 1,280,000 Finder's Warrants were determined to have a fair value of $93,022.

On January 26, 2024, the Company closed the second tranche of the Debenture Financing, raising an additional $1,003,998. As part of the Debenture Financing, the Company issued 10,039,980 Debenture Warrants, each allowing the holder to purchase a common share of the Company at $0.10 per share until January 26, 2027. 50% of the Debenture Warrants vested on closing and the remaining 50% will vest and be exercisable on March 26, 2025.

In connection with the second tranche of the Debenture Financing, the Company issued 720,000 finder's shares and 720,000 finder's warrants. Each Finder's Warrant entitles the holder to acquire one additional common share of the Company at a price of $0.15 per common share until January 26, 2026. The Company incurred additional cash share issuance costs of $20,572. The 720,000 finder's shares were determined to have a fair value of $115,200. The 720,000 Finder's Warrants were determined to have a fair value of $55,247.

For accounting purposes, these debentures were separated into their liability and equity components. The fair value of the liability component ("Debentures") at the time of issue was calculated as the discounted cash flows for the debentures assuming a 20% effective interest rate. The fair value of the equity component ("Debenture Warrants") was determined at the time of issue as the difference between the face value and the fair value of the Debentures. On initial recognition, the Company bifurcated $2,416,061 to the carrying value of the Debentures and $392,743 to the Debenture Warrants, net of deferred tax of $112,614.

During the year ended March 31, 2024, the Company recorded accrued interest of $73,408 (2023 - $nil) on the Debentures.

	Liability Component ($)	Equity Component (net of tax) ($)	Total ($)
Proceeds	2,416,061	505,357	2,921,418
Deferred tax	-	(112,614)	(112,614)
Transaction costs	(422,031)	(88,269)	(510,300)
Accretion	56,846	-	56,846
Accrued interest	73,408	-	73,408
Balance, March 31, 2024	**2,124,284**	**304,474**	**2,428,758**

The Company may, at any time after the date which is six months following the issuance date of the Debentures, at the Company's option, prepay in cash the then outstanding principal amount of the Debentures and any accrued interest.

The Debentures contain covenants that if the Company intends to dispose of or enter into an option to sell all or a portion of its interest in the Fondaway Canyon gold project, the cash proceeds received by the Company will be used to prepay the Debentures. If the cash proceeds received in connection with such transaction are insufficient to fully retire the Debentures, the debenture holders will be entitled to vote on such transaction.

In the event of default, (i) the Debentures will be immediately due and payable, including accrued interest, and (ii) the Debentures will bear interest at a rate of 60% per annum, applicable retroactively to the principal and any unpaid interest due.

8. SHARE CAPITAL, STOCK OPTIONS AND WARRANTS

a) Shares Authorized

The Company is authorized to issue an unlimited number of common shares with no par value.

b) Transactions

(i) Year ended March 31, 2023

On May 31, 2022, the Company closed a non-brokered private placement totaling 4,382,000 Units at a price of $0.40 per Unit for aggregate gross proceeds of $1,752,800. Each Unit consists of one common share and one-half of one Warrant of the Company. Each Warrant entitles the holder to acquire one common share at a price of $0.60 per share for a period of two years from the date of issuance. In addition, the Company paid finder's fees consisting of an aggregate of $91,200 in cash and issued 228,000 Finder's Warrants. Each Finder's Warrant entitles the holder to acquire one common share at a price of $0.45 per share for a period of two years from the date of closing. The Company incurred additional cash share issuance costs of $16,281. The 228,000 Finder's Warrants were determined to have a fair value of $30,714.

On June 1, 2022, the Company issued 95,000 common shares at a fair value of $38,019 (US$30,000) as the second anniversary payment for the Advance Minimum Royalties in the acquisition of the Star project (Note 9).

On December 20, 2022, the Company issued 1,122,000 common shares at a fair value of $546,302 (US$400,000) as the third anniversary payment pursuant to the Definitive Agreement in the acquisition of the Fondaway Canyon and Dixie Comstock projects (Note 9).

During the year ended March 31, 2023, the Company issued 888,750 common shares for the exercise of options and warrants for gross proceeds of $287,276. A value of $72,882 was transferred from the stock options and warrants reserves to share capital as a result.

(ii) Year ended March 31, 2024

On June 1, 2023, the Company issued 255,500 common shares at a fair value of $54,422 (US$40,000) as the third anniversary payment for the Advance Minimum Royalties in the acquisition of the Star project (Note 9).

On June 16, 2023, the Company closed the first tranche of a non-brokered private placement offering (the “Offering”) by issuing 4,287,500 units at a price of $0.20 per unit for aggregate gross proceeds of $857,500 (the “First Tranche”). Each unit consists of one common share and one-half of one warrant (each whole warrant, a “Warrant”) of the Company. Each Warrant entitles the holder to acquire one additional common share at a price of $0.35 per share for a period of two years from the date of closing. In addition, the Company paid finder’s fees in the amount of $11,840 and issued 151,400 finder’s shares and 134,900 finder’s warrants (the “Finder’s Warrants”). Each Finder’s Warrant entitles the holder to acquire one additional common share of the Company at a price of $0.35 per share for a period of two years from the date of closing. The Company incurred additional cash share issuance costs of $19,604. The 151,400 finder’s shares were determined to have a fair value of $30,280. The 134,900 Finder’s Warrants were determined to have a fair value of $7,775.

On July 14, 2023, the Company closed the second tranche of the Offering by issuing 638,000 units at a price of $0.20 per unit for aggregate gross proceeds of $127,600 (the “Second Tranche”). Each unit consists of one common share and one-half of one Warrant of the Company. Each Warrant entitles the holder to acquire one additional common share at a price of $0.35 per share for a period of two years from the date of closing. Within the unit, a value of $118,030 was attributed to the common shares and $9,570 to the Warrants using the residual value method. In connection with the Second Tranche, the Company paid finder’s fees in the amount of $4,800 and issued an aggregate of 24,000 Finder’s Warrants. Each Finder’s Warrant entitles the holder to acquire one additional common share of the Company at a price of $0.35 per share for a period of two years from the date of closing. The Company incurred additional cash share issuance costs of $3,975. The 24,000 Finder’s Warrants were determined to have a fair value of $1,193.

On September 19, 2023, the Company closed the third and final tranche of the Offering by issuing 370,000 units at a price of $0.20 per unit for aggregate gross proceeds of $74,000 (the “Third Tranche”). Each unit consists of one common share and one-half of one Warrant of the Company. Each Warrant entitles the holder to acquire one additional common share at a price of $0.35 per share for a period of two years from the date of closing. Within the unit, a value of $57,350 was attributed to the common shares and $16,650 to the Warrants using the residual value method. In connection with the Third Tranche, the Company issued 17,600 finder’s shares and an aggregate of 26,400 Finder’s Warrants. Each Finder’s Warrant entitles the holder to acquire one additional common share of the Company at a price of $0.35 per share for a period of two years from the date of closing. The Company incurred additional cash share issuance costs of $5,473. The 17,600 finder’s shares were determined to have a fair value of $3,520. The 26,400 Finder’s Warrants were determined to have a fair value of $914.

On December 29, 2023, the Company issued 10,167,000 common shares at a fair value of $1,575,885 (US$1,000,000) as the final payment pursuant to the Definitive Agreement in the acquisition of the Fondaway Canyon and Dixie Comstock projects (Note 9).

On December 29, 2023, the Company closed the first tranche of its Debenture Financing (Note 7) and issued 1,410,000 finder’s shares and 1,280,000 Finder’s Warrants. The determined fair values of the finder’s shares and finder’s warrants were $218,550 and $93,022 respectively.

On December 29, 2023, the Company closed the first tranche of a non-brokered private placement by issuing 4,500,000 units at a price of $0.10 per unit for aggregate gross proceeds of $450,000, with each unit comprised of one common share and one common share purchase warrant (a “Unit Warrant”). Each Unit Warrant entitles the holder to acquire an additional common share at a price of $0.15 per share until December 29, 2025. In connection with the financing, the Company paid finder’s fees in the amount of $28,400 and issued 284,000 Finder’s Warrants. Each Finder’s Warrant entitles the holder to acquire one additional common share of the Company at a price of $0.15 per share for a period of two years from the date of closing. The Company incurred additional cash share issuance costs of $33,656. The 284,000 Finder’s Warrants were determined to have a fair value of $20,639.

(Expressed in Canadian Dollars)

On January 11, 2024, the Company closed the second and final tranche of its non-brokered private placement of units and issued a total of 500,000 units at a price of $0.10 per unit for aggregate gross proceeds of $50,000. Each unit is comprised of one common share and one Unit Warrant. Each Unit Warrant entitles the holder to acquire an additional common share at a price of $0.15 per share until January 11, 2026. The Company incurred additional cash share issuance costs of $2,379.

On January 26, 2024, the Company closed the second tranche of its Debenture Financing (Note 7) and issued 720,000 finder's shares and 720,000 finder's warrants. The determined fair values of the finder's shares and finder's warrants were $115,200 and $55,247 respectively.

On March 5, 2024, the Company settled $3,000 of debt with a creditor by issuing 23,100 common shares at a fair value of $0.13 per share.

During the year ended March 31, 2024, the Company issued 112,500 common shares at a fair value of $17,063 as consideration for consulting services.

c) Stock Options

The Company has a stock option plan (the "Plan") for its directors, officers, consultants, and key employees under which the Company may grant options to acquire a maximum number of 10% of the total issued and outstanding common shares of the Company. These options are non-transferrable and are valid for a maximum of five years from the date of issue. Vesting terms and conditions are determined by the Board of Directors at the time of the grant. The exercise price of the options is fixed by the Board of Directors of the Company at the time of the grant at the market price of the common shares, subject to all regulatory requirements. Expected volatility has been determined using the share price of the Company for the period equivalent to the life of the options prior to grant date.

A summary of the Company's stock option activity during the years presented is as follows:

	Number	Weighted Average Exercise Price
Outstanding and exercisable, March 31, 2022	7,035,000	$ 0.40
Granted	2,110,000	0.57
Exercised	(60,000)	0.35
Outstanding and exercisable, March 31, 2023	9,085,000	$ 0.44
Granted	2,360,000	0.17
Expired	(1,725,000)	0.40
Outstanding and exercisable, March 31, 2024	9,720,000	$ 0.38

During the year ended March 31, 2024, the Company recorded share-based payments of $238,520 (2023 - $883,570), in respect of the vesting of newly granted options.

The weighted average grant date fair value of the options, with no market conditions, granted during the year ended March 31, 2024, was $0.11 per option (2023 - $0.42 per option). The fair value of each option grant during the years ended March 31, 2024 and 2023 was estimated at the time of the grant using the Black-Scholes option pricing model with assumptions for grants as follows:

(Expressed in Canadian Dollars)

	2024	**2023**
Weighted average exercise price	$0.17	$0.57
Weighted average grant date share price	$0.15	$0.57
Risk-free interest rate	3.69%	3.15%
Expected life	3-5 years	5 years
Expected volatility	94%	95%
Dividend rate	0%	0%

The expected volatility is based on historical prices of the Company. The risk-free rate of return is the yield on a zero-coupon Canadian treasury bill of a term consistent with the assumed option life. The expected average option term is the average expected period to exercise, based on the historical activity patterns for each individually vesting tranche.

The weighted average remaining life of the options as at March 31, 2024 was 2.67 years (2023 - 3.14 years).

A summary of the Company's outstanding stock options as at March 31, 2024 is presented below:

Expiry date	Options Outstanding and Exercisable	Exercise Price
September 12, 2024	865,000	$ 0.08
March 27, 2025	700,000	$ 0.15
July 2, 2025	525,000	$ 0.33
July 15, 2025	150,000	$ 0.35
September 17, 2025	50,000	$ 0.45
December 11, 2025	540,000	$ 0.35
March 10, 2026	150,000	$ 0.54
May 26, 2026	545,000	$ 0.59
August 3, 2026	150,000	$ 0.50
December 8, 2026	1,975,000	$ 0.57
January 24, 2027	225,000	$ 0.15
July 12, 2027	1,960,000	$ 0.57
April 6, 2028	250,000	$ 0.28
July 10, 2028	325,000	$ 0.20
July 19, 2028	60,000	$ 0.20
February 28, 2029	1,250,000	$ 0.15
	9,720,000	

d) Finders Options

A summary of the Company's finders option activity during the years presented is as follows:

	Number	Weighted Average Exercise Price
Outstanding and exercisable, March 31, 2022	657,747	$ 0.32
Exercised	(119,000)	0.25
Outstanding and exercisable, March 31, 2023	538,747	$ 0.34
Expired	(185,525)	0.45
Outstanding and exercisable, March 31, 2024	353,222	$ 0.28

(Expressed in Canadian Dollars)

A summary of the Company's outstanding and exercisable finders options as of March 31, 2024 is presented below:

Expiry date	Options Outstanding and Exercisable	Exercise Price
May 17, 2024 [1]	146,667	$ 0.15
July 12, 2024 [1]	27,555	$ 0.15
September 28, 2025	179,000	$ 0.40
	353,222	

[1] Expired unexercised subsequent to March 31, 2024

The weighted average remaining life of the finders options as at March 31, 2024 was 0.28 years (2023 - 1.41 years).

e) Warrants

A summary of the Company's warrant activity during the years presented is as follows:

	Number Outstanding and Exercisable	Weighted Average Exercise Price (CAD)	Weighted Average Exercise Price (USD)
Outstanding, March 31, 2022	6,135,345	$ 0.57	$0.20
Issued	2,478,500	0.58	n/a
Exercised	(709,750)	0.33	n/a
Expired	(782,040)	0.35	n/a
Outstanding, March 31, 2023	7,122,055	$ 0.60	n/a
Issued	39,331,230	0.13	n/a
Expired	(293,055)	0.65	n/a
Outstanding, March 31, 2024	46,160,230	$ 0.19	n/a

During the year ended March 31, 2023, the Company amended the terms of 1,398,750 common share purchase warrants that were issued pursuant to a non-brokered private placement of units of the Company that closed on September 28, 2020. The expiry date of the warrants was extended from September 28, 2022 to September 28, 2023 and the exercise price was amended from $0.60 to $0.50. All other terms and conditions of the warrants remain unchanged. On September 7, 2023, the Company has further extended the expiry date of the warrants to September 28, 2024.

During the year ended March 31, 2023, the Company issued 59,500 Finder's Warrants pursuant to the exercise of compensation options.

During the year ended March 31, 2024, the Company amended the terms of 3,011,250 common share purchase warrants that were issued pursuant to a non-brokered private placement of units of the Company that closed on May 14, 2021. The expiry date of the warrants has been extended from May 14, 2023 to May 14, 2024 and the exercise price has been amended from $0.65 to $0.50. All other terms and conditions of the warrants remain unchanged.

(Expressed in Canadian Dollars)

The fair value of Finder's Warrants during the years ended March 31, 2024 and 2023 was estimated at the time of the issue using the Black-Scholes option pricing model with assumptions as follows:

	2024	**2023**
Weighted average exercise price	$0.17	$0.45
Weighted average grant date share price	$0.16	$0.39
Risk-free interest rate	4.05%	2.74%
Expected life	2 years	2 years
Expected volatility	82%	69%
Dividend rate	0%	0%

The expected volatility is based on historical prices of the Company. The risk-free rate of return is the yield on a zero-coupon Canadian treasury bill of a term consistent with the assumed option life. The expected average term is the average expected period to exercise, based on the historical activity patterns for each individually vesting tranche.

The weighted average remaining life of the warrants as at March 31, 2024 was 2.14 years (2023 - 0.55 years).

A summary of the Company's outstanding warrants as of March 31, 2024 is presented below:

Expiry date	Warrants outstanding	Exercise price
May 14, 2024 (1)	3,011,250	$ 0.50
May 30, 2024 (1)	2,191,000	$ 0.60
May 30, 2024 (2)	228,000	$ 0.45
September 28, 2024	1,398,750	$ 0.50
June 15, 2025	2,278,650	$ 0.35
July 14, 2025	343,000	$ 0.35
September 19, 2025	211,400	$ 0.35
December 29, 2025	6,064,000	$ 0.15
December 29, 2026	19,174,200	$ 0.10
January 11, 2026	500,000	$ 0.15
January 26, 2026	720,000	$ 0.15
January 26, 2027	10,039,980	$ 0.10
	46,160,230	

(1) Expiry date extended subsequent to March 31, 2024
(2) Expired unexercised subsequent to March 31, 2024

9. EXPLORATION AND EVALUATION EXPENDITURES

The Company holds interest in four projects located in Nevada, USA.

Fondaway Canyon and Dixie Comstock

On January 3, 2020, the Company executed a definitive agreement (the "Agreement") with Canagold Resources Ltd. ("Canagold") (which holds numerous gold properties in Nevada and the western USA), whereby the Company has the option to acquire 100% of the Fondaway Canyon and Dixie Comstock properties located in Churchill County Nevada. Under the terms of the Agreement, the Company has acquired 100% of the projects by paying Canagold a total of US$2,000,000 in cash and US$2,000,000 in shares over 4 years (see Payment Terms and Work commitments tables below) and granting Canagold a 2% NSR in the Fondaway Canyon and Dixie Comstock projects (1% of the NSR can be bought out for US$1,000,000 on each project). The Company also has work commitments totaling US$1,450,000 over four years which have been fully satisfied.

(Expressed in Canadian Dollars)

In addition, the Company is responsible for making Advanced Royalty Payments ("ARPs") of US$35,000 per year to the original title holder of the Fondaway Canyon property. The ARPs will be applied against the 3% NSR buyout option for US$600,000. US$420,000 has been paid to date.

The Company is responsible for an additional 2% NSR which can be bought out for US$2,000,000.

The Canagold 2% NSR will only take effect upon exercise of the option and the maturity of the 3% NSR to the original title holder. Upon payment of the ARPs to the original title holder prior to production and upon maximum allowable NSR buyouts of US$3,000,000, the project would have an outstanding obligation of a 1% NSR.

Payment Terms

- Within five days of the signing of the Agreement: − US$100,000 in cash (paid) and US$100,000 in shares (issued)
- 1st Anniversary – US$100,000 in cash (paid) and US$200,000 in shares (issued)
- 2nd Anniversary – US$100,000 in cash (paid) and US$300,000 in shares (issued)
- 3rd Anniversary – US$100,000 in cash (paid) and US$400,000 in shares (issued)
- 4th Anniversary - US$1,600,000 in cash (paid) and US$1,000,000 in shares (issued)

The Company has staked an additional 69 claims in November 2023 and 16 claims in March 2024 for a total of 290 claims as at March 31, 2024.

Star

The Company holds a 100% interest in the Star project located in Pershing County Nevada, USA. A portion of the Star claim group is subject to a mining lease agreement between Getchell Gold Nevada Inc. and RS Gold, LLC, the "Owner" dated June 26, 2010, and amended on May 1, 2015. The remainder of the Star claim group is controlled via staking. However, the portion of the Star claim group that is controlled via staking is within the "area of influence' and is subject to the mining lease terms and conditions. The key provisions of the mining lease agreement are as follows:

Original term: Original term of 10 years ended June 26, 2020.

Revised term: The Star Point mining lease was renegotiated and a new agreement, with more favorable payment terms, was executed effective June 1, 2020. The revised term is for 20 years ending June 1, 2040, with the option and right to extend the term for three additional extension terms of 10 years each.

Advance Minimum Royalties: Advance pre-production royalties deductible from future production royalties are payable upon as follows:

Effective date of agreement –	US$15,000 in cash (paid) and US$10,000 in shares (issued)
1st Anniversary –	US$15,000 in cash (paid) and US$20,000 in shares (issued)
2nd Anniversary –	US$20,000 in cash (paid) and US$30,000 in shares (issued)
3rd Anniversary –	US$25,000 in cash (paid) and US$40,000 in shares (issued)
4th Anniversary –	US$30,000 in cash (paid subsequent to March 31, 2024) and US$40,000 in shares (issued subsequent to March 31, 2024)
5th Anniversary –	US$35,000 in cash or gold equivalent
6th Anniversary –	US$40,000 in cash or gold equivalent
Subsequent Anniversaries –	US$40,000 in cash or gold equivalent

Production Royalties: A fixed NSR royalty of 3% on all valuable minerals produced from the property is payable to the owners on production. In addition, US$365,000 in previously paid advance royalty payments were credited towards future production from the prior agreement.

(Expressed in Canadian Dollars)

Royalty Buy-out Provision: The Company may purchase up to a 2% NSR for US$1,500,000 per % point.

Hot Springs Peak

The Hot Springs Peak ("HSP") property consists of 106 unpatented lode mining claims in the northern Hot Springs range in northern Nevada. Based on the exploration work conducted on the property, the Company renewed the claims in August of 2023.

Expenditures

Exploration and evaluation expenditures for the year ended March 31, 2024 were as follows:

	Star $	Hot Springs Peak $	Fondaway Canyon $	Dixie Comstock $	Total $
Acquisition and lease payments	-	-	3,159,068	601,727	3,760,795
Claim fees	21,505	25,320	85,470	6,684	138,979
Field and support	15,884	2,266	128,119	6,873	153,142
Geologist	50,265	19,433	190,304	18,808	278,810
Geophysics	-	-	13,473	-	13,473
Laboratory fees	5,282	-	68,056	-	73,338
Drilling	-	-	1,888	-	1,888
Royalty payments	87,666	-	47,205	-	134,871
Travel	-	-	15,482	12	15,494
	180,602	**47,019**	**3,709,065**	**634,104**	**4,570,790**

Exploration and evaluation expenditures for the year ended March 31, 2023 were as follows:

	Star $	Hot Springs Peak $	Fondaway Canyon $	Dixie Comstock $	Total $
Acquisition and lease payments	-	-	555,660	105,840	661,500
Claim fees	46,620	39,122	41,739	6,569	134,050
Field and support	4,598	4,141	118,775	7,468	134,982
Geologist	60,242	15,876	631,395	11,462	718,975
Laboratory fees	52,269	-	444,260	-	496,529
Drilling	487,823	-	2,251,816	-	2,739,639
Royalty payments	66,150	-	46,305	-	112,455
Travel	13,479	332	79,607	-	93,418
	731,181	**59,471**	**4,169,557**	**131,339**	**5,091,548**

10. CAPITAL MANAGEMENT

The Company manages its shareholders' (deficiency) equity as capital, making adjustments based on available funds, to support the acquisition, exploration and development of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management but rather relies on the expertise of the Company's management to sustain future development of the business.

(Expressed in Canadian Dollars)

The properties to which the Company currently has an interest are in the exploration stage and as such, the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration as well as satisfy administrative costs, the Company will spend its existing working capital and raise additional funds as needed. The Company will continue to assess new properties should sufficient geological or economic potential be demonstrated and if the Company has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach is reasonable given the current size of the Company. There were no changes to its capital management approach during the years ended March 31, 2024 and 2023. Neither the Company nor its subsidiaries are subject to externally imposed capital requirements.

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern. The Company is dependent on external debt and the capital markets to finance exploration and development activities.

11. SEGMENTED INFORMATION

The Company has one operating segment: the acquisition, exploration and development of precious and base metal mineral resource properties located in Nevada, USA. Geographic segment information of the Company's non-current assets as at March 31, 2024 and 2023 is as follows:

Non-current assets	**March 31 2024**	**March 31 2023**
	$	**$**
Canada	335	744
USA	137,726	107,514
Total	138,061	108,258

12. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company is exposed through its operations to the following financial risks:

- Market Risk
- Liquidity Risk
- Credit Risk

In common with all other businesses, the Company is exposed to risks that arise from its use of financial instruments. This note describes the Company's objectives, policies, and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these consolidated financial statements.

There have been no substantive changes in the Company's exposure to financial instrument risks, its objectives, polices and processes for managing those risks or the methods used to measure them from previous years unless otherwise stated in the note.

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices are comprised of three types of risk: foreign currency risk, interest rate risk, and commodity price risk.

(Expressed in Canadian Dollars)

Foreign Currency Risk

Given the global nature of the Company's business, the Company's operating businesses, financial reporting results and cash flows are exposed to risks associated with foreign currency fluctuations. For the current fiscal year, management estimates that if the United States dollar had weakened or strengthened by 10% against the Canadian dollar, the resulting change would result in an increase/decrease of approximately $10,925 (2023 - $868). Included in cash is US$96,599 ($130,891) (2023 - US$8,674 ($11,378)), prepaid expenses is US$45,432 ($61,561) (2023 - US$47,387 ($64,129)), and accounts payable and accrued liabilities is US$61,401 ($83,199) (2023 - US$49,650 ($67,191)) denominated in foreign currency.

Interest Rate Risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The risk that the Company will realize such a loss is limited because the debentures bear a fixed interest rate.

Commodity Price Risk

The ability of the Company to develop its mineral properties and the future profitability of the Company is directly related to the market price of precious metals. The Company closely monitors commodity prices to determine the appropriate course of action to be taken. Based on management's knowledge and expertise of the financial markets, the Company believes that commodity price risk is not relevant as the Company is not a producing entity.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The key to success in managing liquidity is the degree of certainty in the cash flow projections. If future cash flows are fairly uncertain, the liquidity risk increases.

At March 31, 2024, the Company had a cash balance of $1,787,302 (2023 - $316,078) and current liabilities of $170,204 (2023 - $132,124).

The following is a summary of the Company's material contractual obligations (representing undiscounted contractual cash flows):

	Due within				
	1 Year	2 Years	3 Years	Over 3 Years	Total
Accounts payable and accrued liabilities	$155,733	$ -	$ -	$ -	$ 155,733
Lease liability	14,471	12,937	-	-	27,408
Debentures	-	-	3,886,945	-	3,886,945
Total	$170,204	$12,937	$3,171,705	$ -	$4,070,086

Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or a counterparty to a financial instrument fails to meet its contractual obligations. The Company is exposed to credit risk in its cash. The maximum credit risk represented by the Company's financial assets is represented by their carrying amounts. Concentration of credit risk exists with respect to the Company's cash as substantially the entire amount is held at a single major Canadian financial institution.

Credit risk on cash is minimized by depositing with only reputable financial institutions.

Determination of Fair Value

For financial instruments held by the Company, management classifies cash as FVTPL, and accounts payable and accrued liabilities and debentures and leases as amortized cost.

Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

The consolidated statements of financial position carrying amounts for cash and accounts payable and accrued liabilities approximate fair value due to their nature and relatively short maturity dates or durations. Fair values of leases, debentures and debentures to be issued are determined with reference to level 2 inputs within the fair value hierarchy. Due to the use of subjective judgments and uncertainties in the determination of fair values, these values should not be interpreted as being realizable in an immediate settlement of the financial instruments.

13. COMMITMENTS AND CONTINGENCIES

Environmental contingencies

The Company's exploration activities are subject to various international laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive.

The Company conducts its operations so as to protect public health and the environment and believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

(Expressed in Canadian Dollars)

14. INCOME TAXES

a) Provision for income taxes

The major items causing the Company's income tax expense to differ from the Canadian combined federal and provincial statutory rate of 27% at March 31, 2024 (2023 - 27%) were:

	March 31, 2024 $	March 31, 2023 $
Net loss for the year before income taxes	(6,119,791)	(7,009,764)
Expected income taxes (recoverable) at statutory rates	(1,652,343)	(1,892,636)
Changes resulting from:		
Expenses not deductible for tax purposes	64,400	238,564
Under provided in prior period		-
Tax benefits not recognized	1,475,329	1,654,072
Deferred income tax provision	(112,614)	-

b) Deferred income tax balances

The Company has deferred tax assets not recognized as follows:

	March 31, 2024 $	March 31, 2023 $
Deferred income tax assets		
Non-capital losses	1,871,599	1,513,771
Capital losses	7,918	7,918
Mineral properties	3,681	3,681
Available for sale securities	(112,614)	-
	1,770,584	1,525,370

(Expressed in Canadian Dollars)

The Company has approximately $16,058,000 of non-capital losses in Canada and in the US which, under certain circumstances, can be used to reduce the taxable income of future years. The losses expire in the following periods:

Year	Amount $
2026	27,000
2027	25,000
2028	61,000
2029	52,000
2030	483,000
2031	65,000
2032	371,000
2033	165,000
2034	412,000
2035	43,000
2036	663,000
2037	579,000
2038	464,000
2039	407,000
2040	895,000
2041	1,514,000
2042	1,216,000
2043	1,103,000
2044	1,330,000
No year of expiry	6,183,000
	16,058,000

15. SUBSEQUENT EVENTS

Subsequent to March 31, 2024:

- 475,000 warrants and 350,000 options with a weighted average exercise price of $0.09 have been exercised for gross proceeds of $75,500.
- 111,687 shares were issued pursuant to debt settlement with two directors of the Company.
- 325,000 shares were issued as consideration for consulting services.
- 3,225,000 options were granted to various directors, officers, and consultants of the Company, which vested immediately upon grant and are exercisable at $0.14-$0.15 for a five-year term.

On May 1, 2024, the Company amended the terms of the following warrants, all other terms and conditions of the warrants remain unchanged:

- 3,011,250 warrants with an exercise price of $0.50 pursuant to a private placement of units that closed on May 14, 2021. The original expiry date of the warrants was May 14, 2023, and the expiry date was previously extended to May 14, 2024. The new expiry date of the warrants has been extended to May 14, 2025.
- 2,191,000 warrants with an exercise price of $0.60 pursuant to a private placement of units that closed on May 30, 2022. The original expiry date of the warrants was May 30, 2024 and the new expiry date has been extended to May 30, 2025.

On April 16, 2024, the Company staked an additional seven claims at Fondaway Canyon.

On May 2, 2024, the Company closed the third and final tranche of the Debenture Financing, raising an additional $1,441,900. As part of the Debenture Financing, the Company issued 14,419,000 Debenture Warrants, each allowing the holder to purchase a common share of the Company at $0.10 per share until May 2, 2027. 50% of the Debenture Warrants vested on closing and the remaining 50% will vest and be exercisable on July 2, 2025. In connection with the third tranche of the Debenture Financing, the Company issued 843,900 finders' shares, and granted 843,900 Finder's Warrants. Each Finder's Warrant entitles the holder to acquire one additional common share of the Company at a price of $0.15 per common share until May 2, 2026. Proceeds (net of transaction costs) of $1,160,500 have been received in advance in connection with this financing as at March 31, 2024.

On May 31, 2024, the Company filed, with Churchill County, Nevada, and the Bureau of Land Management, the staking of seven additional unpatented mining claims at Fondaway Canyon and 16 additional contiguous unpatented mining claims at the Dixie Comstock gold project.

On June 3, 2024, the Company issued 415,762 common shares at a fair value of $54,547 (US$40,000) and paid US$30,000 in cash as the fourth anniversary payment for the Advance Minimum Royalties in the acquisition of the Star project (Note 9).