EnviroGold Global Limited

Consolidated Financial Statements

For the years ended December 31, 2023 and 2022

(Expressed in United States Dollars)

ENVIROGOLD GLOBAL Limited
(the "Company")

Management's Report

The consolidated financial statements, the notes thereto and other financial information contained in the Management Discussion and Analysis have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board and are the responsibility of the management of EnviroGold Global Limited. The financial information presented in the Management Discussion and Analysis as filed on SEDAR is consistent with the data that is contained in the consolidated financial statements. The consolidated financial statements, where necessary, include amounts which are based on the best estimates and judgment of management.

The Board of Directors is responsible for overseeing management's performance of its responsibilities for financial reporting and internal control. The Audit Committee, which is composed of non-executive directors, meets with management as well as the external auditors to ensure that management is properly fulfilling its financial reporting responsibilities to the Directors who approve the consolidated financial statements. The external auditors have full and unrestricted access to the Audit Committee to discuss the scope of their audit, the adequacy of the system of internal controls and review financial reporting issues.

(Signed) "*David Cam*"

David Cam

Chief Executive Officer

(Signed) "*Kyle Appleby*"

Kyle Appleby

Chief Financial Officer

Vancouver, British Columbia, Canada

April 24, 2024

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
EnviroGold Global Limited

Opinion

We have audited the accompanying consolidated financial statements of EnviroGold Global Limited (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2023 and 2022, and the consolidated statements of loss and comprehensive loss, changes in shareholders' equity (deficiency), and cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2023 and 2022, and its financial performance and its cash flows for the years then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's 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 audit is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 of the consolidated financial statements, which indicates that the Company had an accumulated deficit of $23,256,972 as at December 31, 2023. As stated in Note 1, these events and conditions 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 of the current year ended. 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.

In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our auditor's report.

Assessment of Impairment Indicators of Intangible Assets ("Intangible Assets")

As described in Note 8 of the consolidated financial statements, the company had Intangible Assets with a carrying amount of $275,978 at December 31, 2023. As more fully described in Note 3 and 5 to the consolidated financial statements, management assesses the Intangible Assets for indicators of impairment at each reporting date, and applies significant judgement in determining their estimated useful life.

The principal considerations for our determination that the assessment of impairment indicators of the Intangible Assets is a key audit matter are that there was judgment made by management when assessing whether there were indicators of impairment for the Intangible Assets, specifically relating to the assets' carrying amount which is impacted by the Company's intent and ability to continue to use those assets and their ability to generate future economic benefits for the Company. This in turn led to a high degree of auditor judgement, subjectivity, and effort in performing procedures to evaluate audit evidence relating to the judgments made by management in their assessment of the indicators of impairment that could give rise to the requirement to prepare an estimate of the recoverable amount of the Intangible Assets.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. Our audit procedures included, among others:

- Evaluating management's assessment of impairment indicators.
- Discussion with management regarding the plans and intentions of their Intangible Assets.
- Corroborating the Intangible Assets still exist and have future benefit to the Company.
- Assessing useful life and recalculating depreciation.

Other Information

Management is responsible for the other information. The other information obtained at the date of this auditor's report includes Management's Discussion and Analysis.

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 audit of the consolidated financial statements, our responsibility is to read the other information 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 auditor's 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 Accounting Standards, 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.

Auditor's 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 auditor's 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 auditor's 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 auditor's 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 year ended and are therefore the key audit matters. We describe these matters in our auditor's 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 auditor's report is Daniel Nathan.

Davidson & Company LLP

Vancouver, Canada

Chartered Professional Accountants

April 29, 2024

EnviroGold Global Limited
Consolidated Statements of Financial Position
(Expressed in United States dollars)

As at		**December 31, 2023**	December 31, 2022
ASSETS			
Current assets			
Cash and cash equivalents		**$ 574,880**	$ 162,191
Accounts receivable		**20,644**	153,013
Prepaid expenses and other assets		**141,541**	64,873
Total current assets		**737,065**	380,077
Equipment	Note 7	**13,736**	18,285
Intangible assets	Note 8	**275,978**	1,988,925
Total assets		**$ 1,026,779**	$ 2,387,287
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current liabilities			
Accounts payable and accrued liabilities		**$ 182,967**	$ 223,766
Due to related parties	Note 13	**33,981**	274,934
Total current liabilities		**216,948**	498,700
Non-current liabilities			
Convertible notes	Note 9	**3,433,850**	-
Total liabilities		**3,650,798**	498,700
Shareholder's Equity (Deficiency)			
Share capital	Note 10a	**15,819,817**	15,494,451
Warrants	Note 10c	**786,646**	734,501
Contributed surplus		**4,303,361**	3,439,342
Accumulated other comprehensive loss		**(276,871)**	(301,077)
Deficit		**(23,256,972)**	(17,478,630)
Total shareholders' equity (deficiency)		**(2,624,019)**	1,888,587
Total liabilities and shareholders' equity (deficiency)		**$ 1,026,779**	$ 2,387,287

Nature of operations and going concern (Note 1)
Subsequent events (Note 19)

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

Approved by the Board of Directors on April 24, 2024.

"Allan Bezanson", DIRECTOR

"Harold Wolkin", DIRECTOR

EnviroGold Global Limited
Consolidated Statements of Loss and Comprehensive Loss
For the years ended December 2023 and 2022
(Expressed in United States dollars)

	Note	**2023**	2022
		$	$
Expenses			
Research and development	*14*	**1,139,002**	1,074,778
Office and administration	*15*	**2,195,611**	3,100,407
Interest and financing costs	*9*	**523,313**	247
Share-based compensation	*10 d,e*	**511,722**	692,400
Amortization and depreciation	*7, 8*	**1,723,044**	1,712,896
Unrealized foreign exchange (gain)/loss		**153,706**	(23,970)
Other (income)/loss	*16*	**(306,965)**	300,000
Ner loss before income taxes		**5,939,433**	6,856,758
Deferred income tax recovery	*18*	**(161,091)**	-
Net loss for the year		**5,778,342**	6,856,758
Other comprehensive loss			
Foreign currency translation of foreign operations		**(24,206)**	222,507
Comprehensive loss for the year		**5,754,136**	7,079,265
Basic and diluted loss per share	*17*	**$0.03**	$0.03
Weighted average number of common shares			
Basic and diluted		**201,232,987**	196,000,720

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

EnviroGold Global Limited
Consolidated Statements of Changes in Shareholders' Equity (Deficiency)
For the years ended December 31, 2023 and 2022
(Expressed in United States dollars)

	Share capital		Reserves				
	Number of shares #	**Amount**	**Warrants**	**Contributed surplus**	**Accumulated other comprehensive loss**	**Deficit**	**Total Shareholders Deficiency**
Balance, December 31, 2021	185,406,915	$ 12,217,368	$ 18,196	$ 2,834,816	$ (78,570)	$ (10,621,872)	$ 4,369,938
Private placements, net (Note 10a)	12,436,188	3,811,977	-	-	-	-	3,811,977
Less: value associated with warrants issued	-	(716,305)	716,305	-	-	-	-
RSU conversion (Note 10e)	1,250,000	139,857	-	(78,320)	-	-	61,537
Stock options exercised (Note 10c)	200,000	41,554	-	(9,554)	-	-	32,000
Share based compensation (Note 10d, 10e)	-	-	-	692,400	-	-	692,400
Net loss and comprehensive loss for the year	-	-	-	-	(222,507)	(6,856,758)	(7,079,265)
Balance, December 31, 2022	199,293,103	15,494,451	734,501	3,439,342	(301,077)	(17,478,630)	1,888,587
Debt settlement (Note 10a)	1,448,970	231,835	-	-	-	-	231,835
RSU conversion (Note 10a, 10e)	662,500	92,745	-	(92,745)	-	-	-
Warrants exercised (Note 10a, 10c)	7,144	786	(104)	104			786
Warrants expired (Note 10c)	-	-	(18,089)	18,089	-	-	-
Finder's warrants issued (Note 10c)	-	-	70,338	-	-	-	70,338
Share based compensation (Note 10d, 10e)	-	-	-	511,722	-	-	511,722
Value of conversion options on Convertible Notes (Note 9)	-	-	-	587,940	-	-	587,940
Deferred income tax recovery on convertible notes	-	-	-	(161,091)			(161,091)
Net income/(loss) and comprehensive loss for the year	-	-	-	-	24,206	(5,778,342)	(5,754,136)
Balance, December 31, 2023	201,411,717	15,819,817	786,646	4,303,361	(276,871)	(23,256,972)	(2,624,019)

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

EnviroGold Global Limited
Consolidated Statements of Cash Flows
For the years ended December 31, 2023 and 2022
(Expressed in United States dollars)

	2023	2022
Operating activities		
Net loss for the year	**$ (5,778,342)**	$ (6,856,758)
Items not affecting cash:		
Share-based compensation	**511,722**	692,400
Deffered Income Tax	**(161,091)**	-
Amortization and depreciation	**1,723,044**	1,712,896
Interest expense on convertible notes (Note 9)	**572,600**	-
Unrealized foreign exchange (gain)/loss	**153,706**	(23,970)
	(2,978,361)	(4,475,432)
Net change in non-cash working capital:		
Decrease / (Increase) in accounts receivable	**132,369**	(89,393)
Increase in prepaid expenses and other assets	**(76,668)**	38,082
(Decrease) /Increase in accounts payable and accrued liabilities	**(44,561)**	(77,154)
(Decrease) /Increase in due to related parties	**(240,953)**	225,336
Net cash from/(used) in operating activities	**(3,208,174)**	(4,378,561)
Investing activities		
Purchase of fixed assets (Note 7)	**(1,742)**	(955)
Addition to intangible assets (Note 8)	**(3,806)**	(75,446)
Net cash from/(used) in investing activities	**(5,548)**	(76,401)
Financing activities		
Private placement of units	**-**	4,026,042
Share issue costs		(214,065)
Loan from related parties (Note 13)	**-**	(7,052)
Stock options exercises	**-**	32,000
Warrants exercises	**786**	-
Proceeds from issuance of convertible notes, net of transaction costs (Note 9)	**3,490,506**	-
Net cash from financing activities	**3,491,292**	3,836,925
Effect of exchange rate changes on cash	**135,119**	(129,948)
Change in cash and cash equivalents	**412,689**	(747,985)
Cash and cash equivalents, beginning of year	**162,191**	910,176
Cash and cash equivalents, end of year	**$ 574,880**	$ 162,191
Supplemental cash disclosures		
RSU conversion	**92,745**	78,320
Convertible notes issued for debt	**37,195**	-
Broker warrants fair value	**70,338**	70,379
Shares issued for debt	**231,835**	-

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

1. NATURE OF OPERATIONS AND GOING CONCERN

EnviroGold Global Limited (the "Company") was incorporated under the laws of British Columbia, Canada on March 1, 2005. The Company is a clean technology company developing technology intended to reclaim mine tailings and resource development waste streams in order to sell various precious, strategic, and critical metals and metal concentrates. The Company's common shares are listed on the Canadian Securities Exchange ("CSE") under the symbol "NVRO" 2021, on the OTCQB market under the symbol ESGLF and on Frankfurt Stock Exchange under the symbol YGK.

The Company's registered office and principal business address is located at 789 West Pender Street, Suite 810, Vancouver British Columbia, V6C 1H2.

These consolidated financial statements ("Financial Statements") have been prepared on a going concern basis which assumes the Company will continue its operations for the foreseeable future and will be able to discharge its liabilities in the normal course of business as they become due.

As at December 31, 2023, the Company had an accumulated deficit of $23,256,972 (December 31, 2022 - $17,478,630), and working capital of $520,117 (December 31, 2022 – working capital deficiency of $118,623). The Company's ability to continue its operations is dependent upon the viability of the Company's proprietary technology, the ability of the Company to obtain necessary financing to complete the development of the properties, and upon future profitable production or proceeds from disposition thereof. The outcome of these matters cannot be predicted at this time and these material uncertainties cast significant doubt upon the Company's ability to continue as a going concern.

These Financial Statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in these financial statements. Such adjustments may be material if required.

On April 24, 2023, the Board of Directors approved the Financial Statements for the year ended December 31, 2023.

2. BASIS OF PREPARATION

The Financial Statements of the Company have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IASB").

These Financial Statements have been prepared on a going concern basis under the historical cost method except for certain financial assets and liabilities which are measured at fair value. The Financial Statements are prepared using the accrual basis of accounting, except for cash flow information.

3. MATERIAL ACCOUNTING POLICIES

(a) Principles of consolidation

These Financial Statements include the accounts of the Company and its subsidiaries. Subsidiaries are entities controlled by the Company. Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. Subsidiaries are included in the financial statements from the date control is obtained until the date control ceases. All intercompany balances, transactions, income, expenses, profits and losses, including unrealized gains and losses have been eliminated on consolidation. The Company and all of its subsidiaries have a reporting date of December 31.

The following companies have been consolidated within these Financial Statements:

Subsidiary	Location	Functional Currency	Ownership interest
EnviroGold Global Limited ("EGGL")	Canada	Canadian Dollar	Parent Company
EnviroGold Private Limited	Canada	Canadian Dollar	100%
EnviroGold Global (US) Inc	United States	United States Dollar	100%
EnviroGold Tasmania Pty Ltd	Australia	Australian Dollar	100%
EnviroGold Global Pty Ltd	Australia	Australian Dollar	100%

(b) Functional and presentation currency

These Financial Statements have been presented in United States dollars. Functional currency is determined for each of the Company's subsidiaries, and items included in the financial statements of the subsidiary are measured using that functional currency.

Transactions denominated in foreign currencies are translated into the entity's functional currency as follows:

- Monetary assets and liabilities are translated at the rates of exchange at the consolidated statement of financial position date;
- Non-monetary assets and liabilities are translated at historical exchange rates prevailing at each transaction date;
- Income and expenses are translated at the exchange rate at the date of the transaction, except depreciation, depletion and amortization, which are translated at the rates of exchange applicable to the related assets, and
- Exchange gains and losses on translation are included in profit or loss.

For subsidiaries whose functional currency differs from the United States dollar, foreign currency balances and transactions are translated into the Company's presentation currency as follows:

- Assets and liabilities are translated at the rates of exchange at the consolidated statement of financial position date;
- Income and expenses are translated at average exchange rates throughout the reporting period or at rates that approximate the actual exchange rates; items such as depreciation are translated at the rate implicit in the historical rate applied to the related asset; and
- Exchange gains and losses on translation are included in other comprehensive income.

The exchange gains and losses are recognized in profit or loss upon the substantial disposition, liquidation or closure of the entity that gave rise to such amounts.

(c) Cash and cash equivalents

Cash and cash equivalents include cash and highly liquid investments with a maturity of three months or less at the date of acquisition, that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

As at December 31, 2023 the Company held $226,390 (2022 - $Nil) in cash equivalents.

(d) Financial assets

On initial recognition, financial assets are recognized at fair value and are subsequently classified and measured at: (i) amortized cost; (ii) fair value through other comprehensive income ("FVOCI"); or (iii) fair value through profit or loss ("FVTPL"). The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. A financial asset is measured at fair value net of transaction costs that are directly attributable to its acquisition except for financial assets at FVTPL where transaction costs are expensed. All financial assets not classified and measured at amortized cost or FVOCI are classified as FVTPL. On initial recognition of an equity instrument that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income/loss.

The classification determines the method by which the financial assets are carried on the statement of financial position subsequent to inception and how changes in value are recorded. Cash and accounts receivable are measured at amortized cost with subsequent impairments recognized in profit or loss.

Impairment of financial assets

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the loss allowance for the financial asset is measured 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 financial asset has not increased significantly since initial recognition, the loss allowance is measured for the financial asset at an amount equal to twelve month expected credit losses. For trade receivables the Company applies the simplified approach to providing for expected credit losses, which allows the use of a lifetime expected loss provision.

Impairment losses on financial assets carried at amortized cost are reversed in subsequent periods if the amount of the loss decreases and the decrease can be objectively related to an event occurring after the impairment was recognized.

(e) Financial liabilities

Financial liabilities are designated as either: (i) fair value through profit or loss; or (ii) amortized cost. All financial liabilities are classified and subsequently measured at amortized cost except for financial liabilities at FVTPL. The classification determines the method by which the financial liabilities are carried on the statement of financial position subsequent to inception and how changes in value are recorded. Accounts payable and accrued liabilities, due to related parties, and convertible notes are classified and carried on the statement of financial position at amortized cost.

(f) Fair value hierarchy

The Company classifies financial instruments recognized at fair value in accordance with a fair value hierarchy that prioritizes the inputs to the valuation technique used to measure fair value as per IFRS 13. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

The three levels of the fair value hierarchy are described below:

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2 – Quoted prices in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability; and

Level 3 – Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

The fair value of all financial assets and liabilities approximates their carrying value due to short term to maturity.

(g) Share-based compensation

The Company grants stock options to buy common shares of the Company to directors, officers, employees and service providers. The board of directors generally grants such options for periods of up to five years, with vesting periods determined at its sole discretion and at prices equal to or greater than the closing market price on the day preceding the date the options were granted.

The fair value of share purchase options granted is recognized on vesting, as an expense with a corresponding increase in equity. 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.

The fair value of the share purchase options granted is measured using the Black-Scholes option pricing model, taking into account the terms and conditions under which the share purchase options were granted.

The fair value for share purchase options granted to non-employees for services provided is measured at the date the services are received. If the fair value of services received cannot be estimated reliably, the value of the share purchase options is estimated using the Black-Scholes option pricing model, taking into account the terms and conditions under which the share purchase options were granted.

At each financial position reporting date, the amount recognized as an expense reflects the number of share purchase options that are expected to vest.

(h) Restricted Stock Units "RSU"

RSUs are classified as equity settled share-based payment transactions as the participants will receive either common shares of the Company or payment of cash, or any combination of the foregoing, as determined by the Company in its sole discretion, following a redemption event. As such, the Company recognizes the expense based on the quoted market price of the Company's common shares at the grant date and a corresponding increase in equity for the eventual redemption when the RSUs are issued.

(i) Research and development costs

Expenditure on research activities, undertaken with the prospect of gaining new scientific or technical knowledge and understanding, is recognized in profit or loss when incurred.

Development activities involve a plan or design for the production of new or substantially improved products and processes. Development expenditures are capitalized only if development costs can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Company has the intention and sufficient resources to complete development and to use or sell the asset. The expenditure capitalized in respect of development activities includes the cost of materials, direct labor and overhead costs that are directly attributable to preparing the asset for its intended use, and capitalized borrowing costs. Other development expenditures are recognized in profit or loss as incurred.

In subsequent periods, capitalized development expenditures are measured at cost less accumulated amortization and accumulated impairment losses.

As at December 31, 2023 and 2022 the Company has not capitalized any development costs.

(j) Equipment

Equipment is recorded at cost and carried net of accumulated depreciation and amortization and accumulated impairment losses. The initial cost of an asset comprises its purchase price or construction cost, any costs directly attributable to bringing the asset into operation, the estimate of reclamation and remediation and, for qualifying assets, capitalized borrowing costs.

Repairs and maintenance costs are expensed as incurred. However, expenditures on major maintenance rebuilds or overhauls are capitalized when it is probable that the expenditures will extend the productive capacity or useful life of an asset.

Asset categories

The Company categorizes equipment based on the type of asset and/or the stage of operation or development of the property.

Depreciation

The Company has applied the following depreciation methods:

Office and Computer Equipment	Amortized over 3 years on a straight-line basis
Laboratory Equipment	Amortized over 5 years on a straight-line basis

The Company reviews useful lives and estimates residual values of its property, plant and equipment annually. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Derecognition

The carrying amount of an item of equipment is derecognized on disposal of the asset or when no future economic benefits are expected to accrue to the Company from its continued use. Any gain or loss arising on derecognition is included in the profit and loss in the period in which the asset is derecognized. The gain or loss is determined as the difference between the carrying value and the net proceeds on the sale of the assets, if any, at the time of disposal.

(k) Intangible Assets

Intangible assets are stated at cost less accumulated depreciation and accumulated impairment losses. Depreciation is recognized to expense the cost of the intangible asset less their residual value over a three-year period, using the straight- line method.

Impairment

The carrying amounts of the Company's equipment and intangible assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

Impairment is determined for an individual asset unless the asset does not generate cash inflows that are independent of those generated from other assets or groups of assets, in which case, the individual assets are grouped together into cash generating units ("CGU") for impairment purposes.

An impairment exists when the carrying amount of the asset, or group of assets, exceeds its recoverable amount. The impairment loss is the amount by which the carrying value exceeds the recoverable amount and such loss is recognized in the consolidated statement of loss. The recoverable amount of an asset is the higher of its fair value less costs of disposal and its value in use.

A previously recognized impairment loss is reversed if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized such that the recoverable amount has increased.

(l) Income Taxes

Income tax consists of current and deferred tax. Income tax expense is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Deferred tax assets and liabilities are recognized for deferred tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled.

The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that substantive enactment occurs.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a deferred tax asset will be recovered, the deferred tax asset is reduced.

The following temporary differences do not result in deferred tax assets or liabilities:

- the initial recognition of assets or liabilities, not arising in a business combination, that does not affect accounting or taxable profit;
- goodwill not deductible for tax purposes; and
- investments in subsidiaries, associates and jointly controlled entities where the timing of reversal of the temporary differences can be controlled and reversal in the foreseeable future is not probable.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied.

(m) Loss Per Share

Loss per share is calculated using the weighted average number of common shares outstanding during the year. Since the Company is in a loss position, the effects of exercising share purchase options and warrants are anti-dilutive.

(n) Share Capital

The Company records proceeds from share issuances net of issue costs. Shares issued for consideration other than cash are valued at the quoted market price at the acquisition date and at the date of issuance for other nonmonetary transactions. For proceeds received from the issuance of compound equity instruments such as units comprised of common shares and warrants, the Company allocates the proceeds using the relative fair value method whereby the proceeds are proportionately allocated to the value of warrants and common shares based on the Black-Scholes model.

(o) Government Assistance

The Company recognizes government assistance received, or estimated government assistance to be received, when there is reasonable assurance that the Company has complied and will continue to comply with all relevant conditions stipulated in funding arrangements. Assistance related to current operations is recognized in the statement of loss and comprehensive loss.

4. ACCOUNTING CHANGES AND RECENT ACCOUNTING PRONOUNCEMENTS

Current Accounting Policy Changes

International Accounting Standard ("IAS") 1 and IFRS Practice Statement ("PS") 2: In February 2021, the 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. The standard was adopted by the Company on January 1, 2023.

New Standards and Interpretations issued but not yet adopted

IAS 1, Presentation of Financial Statements ("IAS 1") The IASB issued 'Classification of Liabilities as Current or Non-Current (Amendments to IAS 1)' in January 2020, affecting the presentation of liabilities in the statement of financial position. In October 2022, the IASB issued 'Non-current Liabilities with Covenants (Amendments to IAS 1)' affecting the required disclosures for non-current liabilities with covenants. The narrow-scope amendments to IAS 1 clarify that liabilities are classified as either current or non-current, depending on the rights that exist at the end of the reporting period. Classification is unaffected by the expectations of the entity or events after the reporting date. The amendments also clarify what IAS 1 means when it refers to the 'settlement' of a liability. The amendments must be applied retrospectively in accordance with the normal requirements of IAS 8, Accounting Policies, Changes in Accounting Estimates and Errors ("IAS 8"). The amendments are effective for annual periods beginning on or after January 1, 2024, with earlier application permitted. The amendments have not been early adopted by the Company. The Company is currently assessing any potential impact of these amendments.

5. SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the Company's Financial Statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the Financial Statements and reported amounts of expenses during the reporting period. Estimates and assumptions are continually 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. However, actual results could differ from these estimates. The areas which require management to make estimates and assumptions in applying the Company's accounting policies in determining carrying values include, but are not limited to:

Treatment of research and development costs

Costs to develop products are capitalized to the extent that the criteria for recognition as intangible assets in IAS 38 Intangible Assets are met. Those criteria require that the product is technically, and economically feasible, which management assessed based on the attributes of the development project, perceived user needs, industry trends and expected future economic conditions. Management considers these factors in aggregate and applies significant judgement to determine whether the product is feasible. Costs which do not meet the criteria of IAS 38 Intangible Assets are expensed as research and development costs in the statement of loss and comprehensive loss.

Estimates of useful lives of intangible assets

The Company estimates the useful life used to amortize intangible assets which relates to the expected future performance of the assets and their benefit to the Company.

Income Taxes

The Company is subject to income taxes in various jurisdictions. Significant judgment is required in determining the provision for income taxes, due to the complexity of legislation. There are many transactions and calculations for which the ultimate tax determination is uncertain.

Deferred income tax assets and liabilities are computed based on differences between the carrying amounts of assets and liabilities on the statement of financial position and their corresponding tax values. Deferred income tax assets also result from unused loss carry-forwards and other deductions. The valuation of deferred income tax assets is adjusted to reflect the uncertainty of realization through profitable operations.

Share-based payment transactions

The Company measures the cost of equity-settled transactions with employees and others by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the share option, volatility, dividend yield and forfeiture rate. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 10c and d.

6. SEGMENTED INFORMATION

The Company's operations consist of a single operating segment of recovering of precious, critical, and strategic metals from resource waste solution, while remediating or removing key environmental contaminants including, if present, arsenic, mercury, and lead.

As at December 31, 2023 and 2022 all of the Company's significant long lived tangible assets were located in Australia.

(Expressed in United States dollars unless otherwise stated)

7. EQUIPMENT

The following table summarizes the continuity of the Company's equipment.

	Laboratory equipment	Office & Computer	TOTAL
Cost			
Balance at December 31, 2021	37,773	2,307	40,080
Additions	-	955	955
Balance at December 31, 2022	37,773	3,262	41,035
Additions	-	1,742	1,742
Balance at December 31, 2023	37,773	5,004	42,777
Accumulated depreciation			
Balance at December 31, 2021	(2,637)	(64)	(2,701)
Additions	(18,962)	(1,087)	(20,049)
Balance at December 31, 2022	(21,599)	(1,151)	(22,750)
Additions	(4,817)	(1,474)	(6,291)
Balance at December 31, 2023	(26,416)	(2,625	(29,041)
Net book value at December 31, 2022	$16,174	$2,111	$18,285
Net book value at December 31, 2023	$11,357	$2,379	$13,736

8. INTANGIBLE ASSETS

	Intellectual property	Project prospects and customer relationship	TOTAL
Cost			
Balance at December 31, 2021	3,529,826	1,542,429	5,072,255
Additions	75,446	-	75,446
Balance at December 31, 2022	3,605,272	1,542,429	5,147,701
Additions	3,806	-	3,806
Balance at December 31, 2023	3,609,078	1,542,429	5,151,507
Accumulated amortization			
Balance at December 31, 2021	(1,080,322)	(385,607)	(1,465,929)
Additions	(1,178,704)	(514,143)	(1,692,847)
Balance at December 31, 2022	(2,259,026)	(899,750)	(3,158,776)
Additions	(1,202,610)	(514,143)	(1,716,753)
Balance at December 31, 2023	(3,461,636)	(1,413,893)	(4,875,529)
Net book value at December 31, 2022	$1,346,246	$642,679	$1,988,925
Net book value at December 31, 2023	$147,442	$128,536	$275,978

Intangible assets consist of intellectual property and project prospects and customer relationships which were acquired as part of the corporate structure and business establishment of the EnviroGold Global group of entities.

The intellectual property relates to the application of advanced electrochemical and surface probe techniques and the novel application on electrical charges on flotation chemistry.

The project prospects and customer relationships relate to profit-sharing arrangements in addition to the project pipeline that the Company intends to grow and develop.

Amortization will be charged over the estimated useful life of the intangible assets from the date they are acquired and available for use. Intangible assets will be assessed at least annually or when there has been an impairment indicator for impairment. As at December 31, 2023, the remaining life of the intangible assets is 0.25 years.

9. CONVERTIBLE NOTES

On February 7, 2023, the Company closed a non-brokered private placement of unsecured convertible notes for gross proceeds of $2,185,808 (CAD$2,800,000). A total of $37,195 (CAD50,000) of the gross proceeds was received in the form of a debt settlement, due to a related party. The Notes mature 24 months from the date of issuance and bear interest at the rate of 8.0% per annum, calculated as simple interest accrued monthly in arrears. The subscribers may at any time prior to the maturity date convert the principal amounts of the notes into common shares of the Company, at a price of $0.19 (CAD$0.25) per common share. The accrued and unpaid interest is convertible into common shares at the average closing price on CSE for the 20 trading days immediately prior to the date of conversion.

Finder's fees of $162,269 cash were paid and 600,000 warrants ("Finder's Warrants") (see Note 10c) were issued in connection with the financing. The Finder's Warrants are non-transferable and will allow the holder to acquire one common share of the Company at an exercise price of CAD$0.25 per Finder's Warrant for a period of 24 months following the closing date.

On June 5, 2023, the Company closed a non-brokered private placement of Convertible Notes for gross proceeds of $1,600,460 (CAD$2,150,000). The Notes mature 24 months from the date of issuance and bear interest at the rate of 8.0% per annum, calculated as simple interest accrued monthly in arrears. The subscribers may at any time prior to the maturity date convert the principal amounts of the notes into common shares of the Company, at a price of $0.19 (CAD$0.25) per common share. The accrued and unpaid interest is convertible into common shares at the average closing price on CSE for the 20 trading days immediately prior to the date of conversion.

Finder's fees of $96,298 cash were paid and 516,000 Finder's Warrants (see Note 10c) were issued in connection with the financing. The Finder's Warrants are non-transferable and will allow the holder to acquire one common share of the Company at an exercise price of CAD$0.25 per Finder's Warrant for a period of 24 months following the closing date.

(Expressed in United States dollars unless otherwise stated)

A continuity of the Company's convertible notes is as follows:

		Carrying Value of Convertible Notes
Balance, December 31, 2021 and 2022	**$**	**-**
Issued during the year		3,786,268
Conversion feature		(646,271)
Transaction costs		(278,747)
Accretion		337,619
Accrued Interest		234,981
Balance, December 31, 2023	**$**	**3,433,850**

The convertible notes were each determined to be a financial instrument comprising an equity classified conversion feature with a host debt component. On initial recognition, the Company used the residual value method to allocate the principal amount of the notes between the two components. The host debt component was first valued, based on similar debt securities without an embedded conversion feature and the residual was allocated to the equity-classified conversion feature. Based on this valuation approach, a discount rate of 10.84% (February 7, 2023) and 14.97% (June 5, 2023) was used in valuing the host debt component.

The debt component is recorded at amortized cost and is accreted to the principal amount over the term of the Convertible Notes. The Company recorded accretion of $337,619 (2022 - $nil) and interest expense of $234,981 (2022 - $nil) for the year ended December 31, 2023.

10. SHARE CAPITAL

(a) Common shares

The Company is authorized to issue an unlimited number of common shares with no par value. The following table provides the details of changes in the number of issued common shares.

	Number, #	***Amount, $***
Balance December 31, 2021	185,406,915	12,217,368
Stock options exercised (i)	200,000	32,000
Private placement (ii)	12,436,188	4,026,042
Less: value associated with warrants issued (iii)	-	(716,305)
RSU conversion (iv)	1,250,000	78,320
Share issue costs	-	(214,065)
Adjustment of reserves amounts for stock options exercised	-	9,554
Adjustment for revaluation of RSU's vested	-	61,537
Balance December 31, 2022	199,293,103	15,494,451
Debt settlement (v)	1,448,970	231,835
RSU conversion (vi)	662,500	92,745
Warrants exercised (vii)	7,144	786
Balance December 31, 2023	201,411,717	15,819,817

(i) On February 18, 2022, 100,000 common share purchase options were exercised at the exercise price of $0.16 (CAD$0.20) per share and on March 2, 2022, 100,000 common share purchase options were exercised at the exercise price of $0.16 (CAD$0.20) per share.

(ii) On March 3, 2022, the Company closed the first tranche of the non-brokered private placement with the sale of 2,815,170 Units at $0.32 (CAD $0.41) per Unit for gross proceeds of $911,372 (CAD$1,154,220). On April 8, 2022, the Company closed the second tranche of the non-brokered private placement with the sale of 9,056,848 Units at $0.32 (CAD $0.41) per Unit for gross proceeds of $2,932,028 (CAD$3,713,308). On April 22, 2022, the Company closed the third tranche of the non-brokered private placement with the sale of 564,170 Units at $0.32 (CAD $0.41) per Unit for gross proceeds of $182,642 (CAD$231,310).

(iii) On March 25, 2022, the Company announced an update to the previously announced private placement. The Company enhanced the terms of all tranches of the private placement by adding one half of a warrant per common share. The revised offering consisted of Units comprised of one common share issued at a price of $0.32 (CAD $0.41) per share plus one half of one common share purchase warrant (with two half warrants being a “Warrant”). Each Warrant will be exercisable to acquire one additional common share for a period of 1 year from issuance at a price of $0.37 (CAD$0.48) per common share (Note 12c).

(iv) On March 7, 2022, 1,250,000 restricted stock units (“RSUs”) were converted to shares at value of $139,857.

(v) On January 3, 2023, the Company issued 1,448,970 common shares at a price of $0.16 per common share pursuant to a debt settlement agreement with a director of Company in the amount of $231,835.

(vi) On March 31, 2023, 662,500 RSUs were converted to common shares at a value of $92,745 (Note 12e).

(vii) On June 26, 2023, 7,144 warrants were exercised at $0.11 (CAD$0.14) (Note 12c).

(b) Escrow shares

In accordance with the CSE Policies, all common shares held by a related person as of the date on which the common shares are listed for trading on the CSE are subject to escrow restrictions.

(Expressed in United States dollars unless otherwise stated)

The following table provides the details of changes in the number of escrowed securities:

Date	Release date	Condition	Number of escrow shares
July 16, 2021		Listing Date	98,660,104
July 16, 2021		Released	(9,866,008)
Dec. 31, 2021	**Balance**	**Remaining Escrow securities**	**88,794,096**
Jan. 16, 2022	6 months after the Listing Date	1/6 of the remaining escrow securities	(14,799,012)
July 16, 2022	12 months after the Listing Date	1/5 of the remaining escrow securities	(14,799,013)
Dec. 31, 2022	**Balance**	**Remaining Escrow securities**	**59,196,071**
Jan 23, 2023	EG Holdings Limited	Private Placement/Pledged Securities	12,500,000
Jan. 16, 2023	18 months after the Listing Date	1/4 of the remaining escrow securities	(14,799,013)
July 16, 2023	24 months after the Listing Date	1/3 of the remaining escrow securities	(14,799,018)
Dec. 31, 2023	**Balance**	**Remaining Escrow securities**	**42,098,040**
Jan. 16, 2024	30 months after the Listing Date	1/2 of the remaining escrow securities	(14,799,019)
July 16, 2024	36 months after the Listing Date	the remaining escrow securities	(14,799,021)
Jan.23, 2025	Two years from the closing date	Pledged Securities	(12,500,000)

As of December 31, 2023, there were 42,098,040 common shares held in escrow.

(c) Warrants

On certain issuances of common shares, the Company grants warrants entitling the holder to acquire additional common shares of the Company, and the Company also grants warrants as consideration for services associated with the placement of such common share issues.

The following table provides the details of changes in the number of outstanding common share purchase warrants:

	Number #	Value $
Balance, December 31, 2021	1,228,488	18,196
Issued (ii)	5,936,010	618,543
Issued (iii)	282,085	27,383
Issued (iv)	513,239	70,379
Balance, December 31, 2022	7,959,822	734,501
Issued (iv)	576,000	36,852
Issued (iv)	24,000	1,606
Issued (vi)	516,000	31,880
Exercised (vii)	(7,144)	(104)
Expired (viii)	(1,221,344)	(18,089)
Balance, December 31, 2023	7,847,334	786,646

(Expressed in United States dollars unless otherwise stated)

Number of warrants	Remaining contractual life in years	Exercise price per warrant	Expiry date
5,936,010	0.81	$0.37	October 22, 2024 (v)
282,085	0.81	$0.37	October 22, 2024 (v)
46,062	0.28	$0.32	April 22, 2024**
467,177	0.32	$0.32	April 8, 2024**
576,000	1.10	$0.19	February 6, 2025
24,000	1.10	$0.19	February 7, 2025
516,000	1.43	$0.19	June 5, 2025
7,847,334			

* Subsequent to the year-end the Company extended Expiry dates of these warrants by an additional eighteen months to expire on October 22, 2024.

** Expired subsequent to the year-end

(i) On April 8, 2022, as a part of the private placement, the Company issued 5,936,010 Warrants, to purchase common shares at a price of $0.37 (CAD $0.48) per warrant before April 8, 2023. The fair value of the Warrants has been estimated to be $618,543 using the Black-Scholes option pricing model with the following assumptions: dividend yield of 0%; expected volatility of 100%; risk-free interest rate of 2.34% and an expected life of 1 year.

(ii) On April 22, 2022, as a part of the private placement, the Company issued 282,085 Warrants, to purchase common shares at a price of $0.37 (CAD $0.48) per warrant before April 23, 2023. The fair value of the Warrants has been estimated to be $27,383 using the Black-Scholes option pricing model with the following assumptions: dividend yield of 0%; expected volatility of 100%; risk-free interest rate of 2.59% and an expected life of 1 year.

(iii) On April 8, 2022 and April 22, 2022, as a part of private placement, the Company issued 513,239 Finder's Warrants, to purchase common shares at a price of $0.32 (CAD $0.41) per Finder's Warrant before April 8, 2024 and April 23, 2024. The fair value of the Warrants has been estimated to be $70,379 using the Black-Scholes option pricing model with the following assumptions: dividend yield of 0%; expected volatility of 100%; risk-free interest rate of 2.34-2.59% and an expected life of 2 years.

(iv) On February 7, 2023, as a part of Financing, the Company issued 600,000 Finders' Warrants. The Finder's Warrants are non-transferable and will allow the holder to acquire one common share of the Company at an exercise price of $0.19 (CAD$0.25) per Finder's Warrant for a period of 24 months following the closing date. The fair value of the warrants has been estimated to be $38,458 using the Black-Scholes option pricing model with the following assumptions: dividend yield of 0%; expected volatility of 100%; risk-free interest rate of 3.96% and an expected life of 2 years.

(v) On February 27, 2023, the Company extended the expiry date of an aggregate of 6,218,095 outstanding share purchase Warrants issued in three tranches in April 2022 by an additional eighteen months so that all three tranches of the Warrants expire on October 22, 2024.

(Expressed in United States dollars unless otherwise stated)

(vi) On June 5, 2023, as a part of Second Convertible Note Financing, the Company issued 516,000 Finders' Warrants. The Finder's Warrants are non-transferable and will allow the holder to acquire one common share of the Company at an exercise price of $0.19 (CAD$0.25) per Finder's Warrant for a period of 24 months following the closing date. The fair value of the warrants has been estimated to be $31,880 using the Black-Scholes option pricing model with the following assumptions: dividend yield of 0%; expected volatility of 100%; risk-free interest rate of 4.33% and an expected life of 2 years.

(vii) On June 26, 2023, 7,144 Warrants were exercised at $0.11 (CAD$0.14).

(viii) On July 14, 2023, 1,221,344 Warrants expired at $0.11 (CAD$0.14).

(d) Common share purchase options

The Company has a stock option plan for the benefit of directors, officers, key employees, and consultants. The total number of common shares which may be reserved and set aside for issuance to eligible persons may not exceed 10% of the issued and outstanding common shares. As at December 31, 2023, 17,296,443 common shares were reserved for the exercise of stock options granted under the Company's stock option plan (the "Plan").

The following table provides the details of changes in the number of issued common share purchase options during the periods:

	Options #	**Weighted-average exercise price** $
Outstanding at December 31, 2021	16,011,496	0.19
Exercised	(200,000)	0.16
Granted	3,834,150	0.21
Outstanding at December 31, 2022	19,645,646	0.19
Granted	160,797	0.11
Cancelled	(527,143)	0.11
Cancelled	(878,571)	0.19
Cancelled	(50,000)	0.08
Cancelled	(1,054,286)	0.19
Outstanding at December 31, 2023	17,296,443	0.19
Exercisable at December 31, 2023	17,296,443	0.19

Number of outstanding stock options	Number of exercisable stock options	Remaining contractual life in years	Exercise price per share	Expiry date
160,797	160,797	0.23	$0.19	March 22, 2024*
9,564,323	9,564,323	2.54	$0.20	July 9, 2026
2,408,927	2,408,927	2.54	$0.11	July 9, 2026
178,571	178,571	2.67	$0.24	Sep 1, 2026
1,149,675	1,149,675	2.95	$0.32	Dec 13, 2026
3,834,150	3,834,150	3.48	$0.21	June 22, 2027
17,296,443	17,296,443			

* Expired subsequent to the year-end

(Expressed in United States dollars unless otherwise stated)

The weighted average fair value of all the options granted in the year ended December 31, 2022, was calculated as $0.20 (CAD$0.265) per share option using the Black-Scholes pricing model with the following assumptions: risk-free weighted-average interest rate of 3.31%, expected dividend yield of $nil, expected volatility of 100% and expected life term of 60 months. Options that have been issued vest immediately on the date of grant.

The weighted average fair value of the options granted in the period ended December 31, 2023, was calculated as $0.04 (CAD$0.05) per share option using the Black-Scholes pricing model with the following assumptions: risk-free weighted-average interest rate of 3.49%, expected dividend yield of $nil, expected volatility of 69% and expected life term of 12 months. Options that have been issued vest immediately on the date of the grant.

The total share based compensation recognized in the year ended December 31, 2023 as a result of stock option vesting was $15,397 (2022 - $630,863).

(e) Restricted Stock Units ("RSU")

On May 4, 2021, the Company adopted a restricted stock unit plan (the "EGGL RSU Plan"). The maximum aggregate numbers of shares reserved for issuance under the EGGL RSU Plan shall not exceed a total of 10% of the Company's issued and outstanding shares. In addition, the EGGL RSU Plan sets out certain other restrictions in respect of grants to certain participants under the EGGL Option Plan.

Restricted stock units were issued to certain directors on condition that certain goals must be achieved for the issuance of compensation shares.

The continuity of the Company's RSUs is as follows:

	Number	**Weighted-average exercise price**
	#	$
Balance, December 31, 2021	8,250,000	0.11
Shares issued, March 7, 2022	(1,250,000)	0.11
Cancelled	(1,000,000)	0.11
Balance, December 31, 2022	6,000,000	0.11
Granted February 27, 2023	6,088,013	0.18
Shares issued June 30, 2023	(662,500)	0.18
Granted, November 23, 2023	1,191,277	0.155
Cancelled	(488,654)	0.18
Balance, December 31, 2023	12,128,136	0.14

(Expressed in United States dollars unless otherwise stated)

Number of RSU	Remaining contractual life in years	Exercise price per RSU	Expiry date
1,191,277	4.90	$0.11	November 23, 2028
6,000,000	2.54	$0.11	July 14, 2026
3,032,509	1.25	$0.11	March 31, 2025
1,904,350	0.25	$0.11	March 31, 2024
12,128,136			

On July 14, 2021 the Company granted 14,000,000 restricted stock units with an expiry date of July 14, 2026. These restricted stock units vest based on performance-based milestones for which the Company has estimated a range of probabilities to arrive at the grant date valuation. The estimated value at the grant date was $1,111,536 which was recognized in share-based compensation expense. In 2022 the vesting of this RSU was revised and the additional expense of $61,537 was recorded.

On February 27, 2023, the Company granted an aggregate of 6,088,013 RSUs to directors, officers and employees of the Company. The RSUs will vest in tranches, 662,500 RSUs vested on March 31, 2023, 1,904,350 RSUs vest on March 31, 2024, and the remaining 3,521,163 RSUs being earned over a period of three years will vest on March 31, 2025. The estimated value at the grant date was $874,701 of which $484,415 was recognized in share-based compensation expense.

On November 23, 2023, the Company granted an aggregate of 1,191,277 RSUs to directors, officers and employees of the Company. The RSUs will vest one year from issuance. The estimated value at the grant date was $134,793 which was recognized in share-based compensation expense of which $11,910 was recognized in share-based compensation expense.

11. CAPITAL MANAGEMENT

The Company's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders. The Company includes equity, comprised of issued common shares, contributed surplus, share purchase warrants, accumulated other comprehensive income and deficit and loan financing in the definition of capital. Management adjusts the capital structure as necessary in order to support the development of tailings reprocessing projects. 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 team to sustain the future development of the business.

The Company reviews its capital management approach on an on-going basis and believes that this approach, given the relative size of the Company, is reasonable. There were no other changes to the Company's approach to capital management during the year ended December 31, 2023. The Company and its subsidiaries are not currently subject to externally imposed capital requirements.

12. FINANCIAL RISK MANAGEMENT

<u>Credit risk</u>

The Company's credit risk is primarily attributable to cash and accounts receivable. The Company has no significant concentration of credit risk arising from operations. Management believes that the credit risk concentration with respect to cash and cash equivalents, and financial instruments included in amounts receivable is remote.

Liquidity risk

The Company's exposure to liquidity risk is dependent on its ability to raise funds to meet purchase commitments and to sustain operations. The Company controls its liquidity risk by managing working capital and cash flows by litigation or alternative sources of financing. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2023, the Company had a cash and cash equivalents balance of $574,880 and current liabilities of $216,948. The Company also has long term convertible notes which mature in 2025.

Market risk

a) Interest Rate Risk

The Company's current policy is to invest excess cash in investment grade short-term deposit certificates issued by banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of the banks. The Company does not have any interest-bearing debt. Accordingly, the Company is exposed to limited interest rate risk.

b) Price Risk

The Company is exposed to price risk with respect to commodity prices. The Company closely monitors commodity prices to determine the appropriate course of action to be taken by the Company.

c) Foreign Currency Risk

In the normal course of operations, the Company is exposed to currency risk due to business transactions in foreign countries. Transactions related to the Company's activities are mainly denominated in United States dollars ("USD") and some in Canadian ("CAD") and Australian Dollars ("AUD"). Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of the changes in the foreign exchange rate. The Company has not entered into any derivative contracts to manage this risk. Monetary assets and liabilities denominated in foreign currencies are translated into United States dollars at the period-end exchange rates.

As at December 31, 2023, the United States dollar equivalent of the Company's foreign financial instruments, primarily denominated in CAD and AUS, is as follows:

	United States Dollar December 31, 2023	United States Dollar December 31, 2022
Cash and cash equivalents	**$ 529,264**	$ 112,148
Other receivables	**21,910**	216,776
	551,174	328,924
Accounts payable and accrued liabilities	**(266,232)**	(484,836)
Net liabilities exposure	**$ 284,942**	$ (155,912)

Based on the above net exposures at December 31, 2023, a 10% depreciation or appreciation of the above currencies against the US dollar would result in an increase or decrease, respectively, in net loss by $99,517 (December 31, 2022 - $14,174).

(Expressed in United States dollars unless otherwise stated)

13. RELATED PARTY TRANSACTIONS

Key management personnel are persons responsible for planning, directing, and controlling the activities of an entity, and include the members of the Board of Directors and executive officers of the Company. The following is a summary of key management personnel compensation:

	December 31, 2023	December 31, 2022
Salaries and consulting fees	**$879,216**	$960,178
Share-based compensation (stock options)	**9,099**	573,106
Share-based compensation (RSU)	**452,425**	41,957
	$1,340,740	$1,575,241

As at December 31, 2023, a total of $14,592 was due to related parties related to key management compensation (2022 - $255,545).

The following table provides the details of amounts due to these related parties as of December 31:

	December 31, 2023	December 31, 2022
Key management personnel compensation	**$14,592**	$255,545
Loan from related parties	**19,389**	19,389
	$33,981	$274,934

In addition, the Company had the following transactions with related parties:

As at December 31, 2023 the Company held cash non-interest bearing loan from directors of the Company in the amount of $19,389 (2022 - $19,389).

On January 3, 2023, the Company announced the settlement of $231,835 in debt through the issuance of 1,448,970 common shares to a related party.

The Company also announced the settlement of $37,195 (CAD $50,000) in debt through the issuance of an unsecured Convertible Note to a related party.

(Expressed in United States dollars unless otherwise stated)

14. RESEARCH AND DEVELOPMENT EXPENSES

	December 31, 2023	December 31, 2022
Resource confirmation	**$33,223**	$266,953
Metallurgical studies	**761,956**	354,843
Geotechnical investigations	**-**	48,126
Environmental studies	**445**	25,774
Engineering	**323,353**	66,545
Permitting	**-**	29,421
Reporting	**20,025**	-
General & administrative	**-**	283,116
	$1,139,002	$1,074,778

15. OFFICE AND ADMINISTRATION EXPENSES

	December 31, 2023	December 31, 2022
Management fees and salaries	**$1,307,204**	$1,451,555
Legal	**290,090**	686,585
Investor's relations	**208,717**	109,142
Marketing	**82,867**	166,213
Contract services	**59,477**	83,934
Travel	**44,308**	200,265
Insurance	**46,553**	67,489
Accounting and taxes	**61,794**	105,518
Office expenses	**52,517**	181,775
IT Expenses	**42,084**	47,931
	$2,195,611	$3,100,407

16. OTHER INCOME/LOSSES

On January 3, 2023, the Company received $142,770 (AUD$203,602) tax offset in accordance with the Research and Development Tax Incentive program of the Australian government. On August 30, 2023, the Company received $164,195 (AUD$247,477) tax offset in accordance with the Research and Development Tax Incentive program of the Australian government. The proceeds of the offset were recorded as Other Income.

During the year ended December 31, 2022, the Company joined a consortium to submit a bid to purchase Keen Pacific Limited, the holding company for Hellyer Gold Mines Pty Ltd, from the UK administrator. As a part of the bid conditions, the Company paid a $300,000 non-refundable deposit to the UK Administrator. In June 2022, it became known that the consortium of which the Company was a part, had not won the bid. Consequently, the Company has recognized the $300,000 non-refundable deposit as Other Loss.

17. EARNINGS PER SHARE

(Expressed in United States dollars unless otherwise stated)

Earnings per share have been calculated using the weighted average number of common shares and common share equivalents issued and outstanding during the year. Stock options are reflected in diluted earnings per share by application of the treasury method.

As at December 31, 2023, all potentially dilutive securities are anti-dilutive. The following table details the weighted average number of outstanding common shares for the purpose of computing basic and diluted earnings per common share for the following periods:

	December 31, 2023	December 31, 2022
Net loss attributable to common shareholders	**5,778,342**	6,856,758
Basic and diluted weighted average common shares outstanding	**201,232,987**	196,000,720
Basic and diluted loss per common share	**$0.03**	$0.03

18. INCOME TAXES

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

	December 31, 2023	December 31, 2022
Net loss before income taxes	**(5,778,342)**	$ (6,856,758)
Expected income tax (recovery)	**$ (1,604,000)**	$ (1,851,000)
Change in statutory, foreign tax, foreign exchange rates and other	**(128,000)**	536,000
Permanent differences	**153,000**	193,000
Adjustment to prior years provision versus statutory return	**1,027,000**	(72,000)
Change in unrecognized deductible temporary differences	**391,000**	1,194,000
Total income tax expense (recovery)	**$ (161,000)**	$ -
Current income tax	**$ -**	**$ -**
Deferred tax recovery	**$ (161,000)**	**$ -**

The significant components of the Company's deferred tax assets that have not been included on the consolidated statement of financial position are as follows:

	December 31, 2023	December 31, 2022
Deferred tax assets (liabilities)		
Debt with accretion	**$ (95,000)**	$ -
Non-capital losses available for future period	**95,000**	-
	-	-
Unrecognized deferred tax assets	**-**	-
Net deferred tax assets	**$ -**	$ -

The significant components of the Company's temporary differences, unused tax credits and unused tax losses that have not been included on the consolidated statement of financial position are as follows:

(Expressed in United States dollars unless otherwise stated)

	December 31, 2023	**Expiry Date EnviroGold**	December 31, 2022	Expiry Date Range
Temporary Differences				
Property and equipment	2,969,000	No expiry date	4,549,000	No expiry date
Intangible assets	2,156,000	No expiry date	-	No expiry date
Non-capital losses available for future periods	25,353,000	2024 to indefinite	25,293,000	2024 to indefinite
Canada	22,713,000	2024 to 2043	21,505,000	2024 to indefinite
USA	927,000	No expiry date	2,610,000	No expiry date
Australia	1,713,000	No expiry date	1,178,000	No expiry date

19. SUBSEQUENT EVENTS

None.