Hemlo Explorers

Condensed Interim Financial Statements

Three and Nine Months Ended October 31, 2023

(unaudited)

(expressed in Canadian dollars)

Notice of non-review of condensed interim financial statements

In accordance with National Instrument 51-102 Continuous Disclosure Obligations of the Canadian Securities Administrators, notice is given that the condensed interim financial statements for the nine month period ended October 31, 2023 have not been reviewed by the Company's auditors.

Hemlo Explorers Inc.
Condensed Interim Statements of Financial Position
(Unaudited and expressed in Canadian dollars)

	October 31, 2023	January 31, 2023
Assets		
Current assets		
Cash and cash equivalents *(note 5)*	$ 173,876	$ 327,751
Marketable securities *(note 6)*	-	44,737
Accounts receivable	65,872	25,077
Prepaid expenses	14,942	23,421
	254,690	420,986
Non-Current assets		
Equipment, net *(note 7)*	5,506	7,734
Right of use asset, net *(note 8)*	-	6,945
	5,506	14,679
Total Assets	$ 260,196	$ 435,665
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities	240,257	76,303
Lease liability - current *(note 8)*	-	7,089
	240,257	83,392
Shareholders' Equity		
Share capital *(note 10)*	35,383,863	34,714,591
Contributed surplus *(note 11)*	7,832,800	7,809,827
Warrants *(note 12)*	642,712	285,786
Accumulated deficit	(43,839,436)	(42,457,931)
	19,939	352,273
Total Equity and Liabilities	$ 260,196	$ 435,665

Nature of operations and going concern *(note 1)*
Subsequent events *(note 17)*

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

Hemlo Explorers Inc.
Condensed Interim Statements of Operations and Comprehensive Loss
(Unaudited and expressed in Canadian dollars)

	Three months ended October 31, 2023	Three months ended October 31, 2022	Nine months ended October 31, 2023	Nine months ended October 31, 2022
Expenses				
Exploration expenditures *(note 9 and 15)*	$ 477,379	$ 422,060	$ 1,310,147	$ 1,022,129
Management and administrative services *(note 15)*	60,185	59,449	187,637	192,872
Professional and consulting fees	14,502	25,748	68,475	97,653
Office and administration	17,582	16,208	67,110	56,874
Shareholder information	13,372	5,480	41,334	63,099
Depreciation and amortization *(note 7 and 8)*	3,058	3,660	9,173	10,979
Travel	-	4,534	841	21,106
Interest accretion *(note 8)*	8	55	59	199
Loss (gain) on fair value of marketable securities	-	(290)	(78,871)	14,430
Recovery of exploration expenditures *(note 9 and 15)*	(40,250)	(60,000)	(217,950)	(69,600)
Recovery on sale of mineral properties *(note 9)*	-	(102,500)	-	(102,500)
Premium on flow-through shares income *(note 14)*	-	-	-	(27,328)
Interest income	(1,056)	(3,922)	(6,450)	(10,326)
Net loss and comprehensive loss	$ (544,780)	$ (370,482)	$ (1,381,505)	$ (1,269,587)
Basic & diluted loss per share *(note 13)*	$ (0.01)	$ (0.01)	$ (0.03)	$ (0.04)

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

Hemlo Explorers Inc.
Condensed Interim Statements of Cash Flows
(Unaudited and expressed in Canadian dollars)

For the nine months ended October 31,	2023	2022
Operating Activities		
Net loss	**$ (1,381,505)**	**$ (1,269,587)**
Items not affecting cash and cash equivalents from operating activities:		
Interest income	**(6,450)**	**(10,326)**
Marketable securities received from sale of mineral property	**-**	**(32,500)**
Fair value of marketable securities	**(78,871)**	**14,430**
Depreciation and amortization	**9,173**	**10,979**
Accretion	**59**	**199**
Premium on flow-through shares income	**-**	**(27,328)**
Changes in non-cash working capital items		
Accounts receivable	**(40,795)**	**(2,963)**
Prepaid expenses	**8,479**	**39,217**
Accounts payable and accrued liabilities	**163,954**	**(34,624)**
	(1,325,956)	**(1,312,502)**
Financing Activities		
Issue of common shares	**1,136,700**	**193,722**
Share issue costs	**(87,529)**	**(4,613)**
Repayment of lease liability *(note 8)*	**(7,148)**	**(7,148)**
	1,042,023	**181,961**
Investing Activities		
Interest income	**6,450**	**10,326**
Sale of marketable securities	**123,608**	**9,030**
	130,058	**19,356**
Net change in cash and cash equivalents	**(153,875)**	**(1,111,185)**
Cash and cash equivalents, beginning of period	**327,751**	**1,643,634**
Cash and cash equivalents, end of period	**$ 173,876**	**$ 532,449**

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

Hemlo Explorers Inc.
Condensed Interim Statements of Changes in Equity
(Unaudited and expressed in Canadian dollars)

	Share Capital		Reserves			
	Number of shares	Amount	Contributed surplus	Warrants	Accumulated deficit	Total
Balance, January 31, 2022	**34,987,899**	**$ 34,525,482**	**$ 7,205,627**	**$ 889,986**	**$ (40,930,647)**	**$ 1,690,448**
Private placements *(note 10)*	1,841,468	193,722				193,722
Cost of issue of private placements		(4,613)				(4,613)
Fair value of warrants expired	-	-	604,200	(604,200)	-	-
Net loss and comprehensive loss for the period	-	-	-	-	(1,269,587)	(1,269,587)
Balance, October 31, 2022	**36,829,367**	**$ 34,714,591**	**$ 7,809,827**	**$ 285,786**	**$ (42,200,234)**	**$ 609,970**
Net loss and comprehensive loss for the period	-	-	-	-	(257,697)	(257,697)
Balance, January 31, 2023	**36,829,367**	**34,714,591**	**7,809,827**	**285,786**	**(42,457,931)**	**352,273**
Private placement *(note 10)*	13,895,553	1,136,700	-	-	-	1,136,700
Value of private placement attributed to warrants	-	(364,042)	-	364,042	-	-
Cost of issue of private placement *(note 10)*	-	(103,386)	-	15,857	-	(87,529)
Fair value of warrants expired	-	-	22,973	(22,973)	-	-
Net loss and comprehensive loss for the period	-	-	-	-	(1,381,505)	(1,381,505)
Balance, October 31, 2023	**50,724,920**	**$ 35,383,863**	**$ 7,832,800**	**$ 642,712**	**$ (43,839,436)**	**$ 19,939**

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

1. Nature of Operations and Going Concern

Hemlo Explorers Inc. (the "Company") was incorporated pursuant to the provision of the Business Corporations Act (of Alberta) on January 10, 2008. On July 21, 2008, the Company was authorized to continue its operations from the jurisdiction of Alberta to Ontario. The address of the Company's registered office is 141 Adelaide Street West, Suite 301, Toronto, Ontario M5H 3L5. Its principal business activity is the exploration of mineral properties. The Company is in the process of exploring its mineral properties and has not yet determined whether these properties contain reserves that are economically recoverable. The recoverability of the cumulative expenditures on mineral properties is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete exploration and development, and upon future profitable production or proceeds from disposition of such properties.

These consolidated financial statements of the Company have been prepared on the basis of a going concern, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future and that management does not intend to liquidate the entity, or has no realistic alternative but to do so. As at October 31, 2023, the Company had not yet achieved profitable operations, and had an accumulated deficit of $ 43,839,436, and expects to incur further losses in the foreseeable future, all of which indicate the existence of a material uncertainty that may cast significant doubt upon the Company's ability to continue as a going concern. Realization values may be substantially different from carrying values as shown and these consolidated financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. Such adjustments could be material. The Company's ability to continue its operations and to realize assets at their carrying values is dependent upon its ability to obtain necessary financing and generate operational profit to meet its ongoing levels of corporate overhead and discharge its liabilities as they come due. The Company intends to raise additional financing to address the going concern issue. The success of the Company's endeavors cannot be predicted at this time. There is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company.

2. Basis of Presentation and Statement of Compliance

These condensed interim financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting ("IAS 34") as issued by the IASB. Accordingly, they do not include all of the information required for full annual financial statements as required by IFRS. These condensed interim financial statements should be read in conjuction with the Company's audited annual financial statements for the year ended January 31, 2023.

These condensed interim financial statements have been prepared on the basis of a going concern, which contemplates the realization of assets and liquidation of liabilities in the normal course of business, and on a historical cost basis except for the revaluation of certain financial instruments. In addition, these condensed interim financial statements have been prepared using the accrual basis of accounting except for cash flow information. The condensed interim financial statements were approved by the Board of Directors on December 19, 2023.

3. Significant Accounting Policies

The financial framework and accounting policies applied in the preparation of these unaudited condensed interim financial statements are consistent with those as disclosed in the most recently completed audited annual financial statements for the year ended January 31, 2023.

(a) Changes in accounting policies

The Company did not adopt any new accounting policies in the period ended October 31, 2023.

4. Critical Accounting Estimates and Significant Judgements

The preparation of these financial statements requires management to make judgments and estimates 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. The financial statements include judgments and estimates which, by their nature, are uncertain, and actual outcomes could differ. The impacts of such judgments and estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and also in future periods when the revision affects both current and future periods.

The preparation of these financial statements required the following critical accounting estimates and significant judgments:

(i) The calculation of the fair value of warrants and stock options requires the use of estimates of inputs in the Black-Scholes option pricing model (notes 11 and 12).

(ii) Provisions for taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by taxing authorities. Where the final outcome of these tax-related matters is different from the amounts that were initially recorded, such differences will affect the tax provisions in the period in which such determination is made.

(iii) The preparation of these financial statements requires management to make judgments regarding the going concern of the Company.

(Unaudited and expressed in Canadian dollars)

5. Cash and Cash Equivalents

Cash and cash equivalents include money market instruments which are readily convertible into cash or have maturities at the date of purchase of less than ninety days.

	October 31, 2023	January 31, 2023
Cash	$ 173,876	$ 74,744
GICs and money market instruments	-	253,007
Cash and cash equivalents	**$ 173,876**	**$ 327,751**

6. Marketable Securities

During the year ended January 31, 2023, the Company received marketable securities as partial compensation for the option of a property. During the nine months ended October 31, 2023, the Company sold the marketable securities for net proceeds of $123,608. The following is a summary of the fair value of the Company's marketable securities:

	October 31, 2023	January 31, 2023
Marketable securities	**$ -**	**$ 23,460**

7. Equipment

	Exploration Equipment	Office & Computers	Total
Cost			
Balance, January 31, 2022	$ 11,804	$ 13,843	$ 25,647
Balance, January 31, 2023	11,804	13,843	25,647
Balance, October 31, 2023	**$ 11,804**	**$ 13,843**	**$ 25,647**
Accumulated depreciation			
Balance, January 31, 2022	$ (4,471)	$ (8,063)	$ (12,534)
Depreciation expense	(2,200)	(3,179)	(5,379)
Balance, January 31, 2023	(6,671)	(11,242)	(17,913)
Depreciation expense	(1,154)	(1,073)	(2,227)
Balance, October 31, 2023	**$ (7,825)**	**$ (12,315)**	**$ (20,140)**
Net book value			
Balance, January 31, 2022	$ 7,333	$ 5,780	$ 13,113
Balance, January 31, 2023	5,133	2,601	7,734
Balance, October 31, 2023	**$ 3,978**	**$ 1,528**	**$ 5,506**

(Unaudited and expressed in Canadian dollars)

8. Leases and Right of Use

The Company's lease contract, which is for a vehicle, requires monthly payments of $794 plus HST until November 16, 2023. The following table summarizes the Company's lease liabilities:

Balance, January 31, 2022	**$**	**16,378**
Accretion of interest		242
Payments		(9,531)
Balance, January 31, 2023		**7,089**
Accretion of interest		59
Payments		(7,148)
Balance, October 31, 2023	**$**	**-**
Current	$	-
Non-current		-
Total lease liabilities	**$**	**-**

The following table summarizes the Company's right-of-use asset:

Balance, January 31, 2022	**$**	**16,205**
Depreciation		(9,260)
Balance, January 31, 2023		**6,945**
Depreciation		(6,945)
Balance, October 31, 2023	**$**	**-**

9. Mineral Properties and Exploration Expenditures

The total cumulative expenditures, net of recoveries, on each property in the Company's mineral property portfolio are as follows:

	Idaho	North Limb	Pic	Hemlo West	Belcher Islands & Other	Total
January 31, 2022	**$ -**	**$ 3,938,125**	**$ 7,292,385**	**$ 240,813**	**$ 14,222,906**	**$ 25,694,229**
Expenditures	882,916	31,693	258,467	5,625	4,904	1,183,605
Recoveries	(72,350)	(9,600)	(5,000)		(102,500)	(189,450)
Disposals *	-	-	-	(246,438)	-	(246,438)
January 31, 2023	**810,566**	**3,960,218**	**7,545,852**	**-**	**14,125,310**	**26,441,946**
Expenditures	1,208,560	23,855	4,050	-	73,682	1,310,147
Recoveries	(140,000)	(6,400)	-	-	(71,550)	(217,950)
October 31, 2023	**$ 1,879,126**	**$ 3,977,673**	**$ 7,549,902**	**$ -**	**$ 14,127,442**	**$ 27,534,143**

** Disposal indicates the Company no longer holds an interest in the respective project, and as such the cumulative expenditure has been eliminated. The Company maintains a net smelter return royalty on the Hemlo West claims.*

9. Mineral Properties and Exploration Expenditures - continued

Project Idaho

On April 23, 2017, the Company entered into an acquisition agreement (the "Black Raven Agreement") with StrikePoint Gold Inc. ("StrikePoint") to acquire a 100% interest in 6,640 hectares of mineral claims located adjacent to the Company's Wire Lake Claims with additional detail below. A 1,380-hectare portion of those claims were identified as Project Idaho, subject to the same terms as the Black Raven Agreement.

Pic Project

Staked Claims

In addition to the option and claim purchases described below, the Company has staked mining claim cells that form a portion of the Pic Project.

Wire Lake Claims

On October 7, 2016, the Company entered into an option agreement with All-Terrain Track Sales & Services Ltd. ("ATTSS") to acquire a 100% interest in 4,047 hectares of mineral claims approximately 15 kilometers northeast of Marathon, Ontario. The option was completed on October 7, 2021 and the Company granted ATTSS a 2% NSR royalty, one-half of which may be bought back for a lump sum payment of $1,000,000.

Black Raven Claims

On April 23, 2017, the Company entered into an acquisition agreement (the "Black Raven Agreement") with StrikePoint Gold Inc. ("StrikePoint") to acquire a 100% interest in 6,640 hectares of mineral claims located adjacent to the Company's Wire Lake Claims.

In conjunction with the Black Raven Agreement, on April 23, 2017 the Company executed a termination and assumption agreement (the "Termination and Assumption Agreement") with the underlying optionors of the Black Raven Claims in order to terminate the underlying option agreement, discharge a future milestone payment and assume the underlying royalty obligations. The Termination and Assumption Agreement called for the Company to assume a 2.5% NSR royalty. The royalty agreement provides that 1.5% of the NSR royalty may be bought back by the Company at any time upon payment of $1,500,000, or in increments of 0.5% NSR royalty for $500,000 each.

9. Mineral Properties and Exploration Expenditures - continued

Pic Project - continued

Goodchild Claims

On February 20, 2018, the Company purchased the Goodchild Lake mining claims (the "Goodchild Claims") from the court-appointed receiver of Century Mining Corporation ("Century") for a cash payment of $40,000, the assumption of Century's three percent (3%) net smelter returns royalty obligations in respect of the Goodchild Claims and the payment of a portion of the receiver's expenses associated with the transaction. In connection with the purchase, the Company also entered into an agreement with Teck Resources Limited ("Teck") to terminate certain rights Teck had in relation to the Goodchild Claims in exchange for the granting to Teck of a one-half of one percent (0.5%) net smelter returns royalty in respect of the Goodchild Claims. The Company also entered into an agreement with the existing net smelter returns royalty holders on the Goodchild Claims to vary the terms on which the royalty may be bought down, with the Company obtaining the right to purchase up to two-thirds of the royalty for $1,500,000.

Benton Claims

On August 16, 2018, the Company completed the acquisition of the "Goodchild Lake" mining claims (the "Benton Claims") from Benton Resources Inc. ("Benton"). The Benton Claims consists of 31 claim cells totaling approximately 500 hectares, and covers a prospective trend adjacent to the northwest portion of the Company's 100% owned Black Raven Claims. The Company granted Benton a 1.5% net smelter returns royalty ("NSR") and the Company will have the option to buy-down 50% of the NSR at any time for the sum of $750,000.

Barrick Option

On August 29, 2022, the Company executed a definitive agreement (the "Definitive Agreement") with a wholly-owned subsidiary of Barrick Gold Corporation ("Barrick") whereby Barrick will have the right to earn into 910 claims comprising 16,800 hectares for part of the Pic Project. The key terms being that:

(i) Barrick may earn an 80% interest (the "Earn-In") in the Pic Project by delivering to the Company a Pre-Feasibility Study within six years (the "Expenditure Period") of the Definitive Agreement (of which at least $800,000 is the guaranteed expenditure in the first twelve months, subject to certain conditions);
(ii) In order to maintain the Earn-In right from the date of the first anniversary of the Definitive Agreement to the end of the Expenditure Period, Barrick must fund work expenditures of $1,000,000 on or before each anniversary of the Definitive Agreement;
(iii) Barrick will have the option to extend the Expenditure Period by two additional one-year periods by paying to the Company an amount of $500,000 for each one-year extension;
(iv) Subject to a successful Earn-In by Barrick, the Company and Barrick shall establish a joint-venture corporation (the "JV Corp."), to be held on the basis of 20% as to the Company and 80% as to Barrick;
(v) If either party's interest in the JV Corp. declines below a 10% threshold, then that party's interest shall, as applicable, convert to a 1% NSR royalty.

9. Mineral Properties and Exploration Expenditures - continued

North Limb Project

On May 24, 2016, the Company purchased a 100% interest in 2,160 hectares of claims approximately 40 kilometers northeast of Marathon, Ontario subject to a 1% Net Smelter Return ("NSR") royalty on the purchased claims.

In addition to the purchased claims, the Company staked claims totaling 4,848 hectares.

On May 8, 2020, the Company closed the purchase of the Hemlo West and North Hemlo projects (collectively, the "Projects”) from O3 Mining Inc. (“O3”). The North Hemlo project added 64 mining claim cells to the North Limb Project. If in the future the Company publishes a feasibility study in respect of the Projects that contains at least 2,000,000 ounces of gold categorized as Probable Mineral Reserves, Proven Mineral Reserves or a combination thereof, then the Company shall pay a discovery bonus of $1,000,000 (in cash or shares, at the election of the Company) to O3 within ten days of such publication.

Hemlo West Project

On September 28, 2022, the Company announced the execution of an Exploration Agreement (the “Agreement”) with Biigtigong Nishnaabeg (“Biigtigong”) which covers exploration on Project Idaho and the Pic Project. The Agreement allows for the Company to move forward expeditiously with its exploration plans. As part of the Agreement, the Company transferred the mining claims known as Hemlo West to N’hinmaagewin Ltd., a company owned by Biigtigong. The Company retained a 5% net smelter returns royalty on the claims.

Belcher Islands Iron Project

On February 14, 2011, the Company entered into a Purchase Agreement (the "Agreement") to acquire up to a 100% legal and beneficial interest in the Inuit Owned Lands Mineral Exploration Agreement (the "NTI Agreement") with Nunavut Tunngavik Incorporated ("NTI") which covers the Haig Inlet Iron Project with an area of approximately 1,226 hectares, located on the Belcher Islands, Nunavut, Canada. The Company now holds a 100% interest in the NTI Agreement and the vendors retain a 3% gross overriding royalty, of which one-third can be purchased by the Company for a maximum of $3,000,000.

Hawkins Project Royalty Interest

The Company has a 0.5% NSR royalty on the Hawkins project, which covers 1,536 hectares located in the Hawkins and Walls Townships. The Hawkins project is owned by Pavey Ark Minerals Inc. and under option to E2Gold Inc.

10. Share Capital

Authorized share capital

On August 31, 2022, the Company closed a private placement financing for gross proceeds totaling $193,722 through the issuance of 1,841,468 common shares priced at $0.1052 per common share. The Company paid issuance costs of $4,613 in connection with the financing.

On June 30, 2023, and July 21, 2023, the Company closed a private placement financing for gross proceeds totaling $1,136,700 over two tranches. In the first tranche, the Company issued 7,293,333 units ("Units"), each comprised of one non flow-through common share and one common share purchase warrant (each whole common share purchase warrant, a "Warrant") and 2,291,110 "flow-through" units ("FT Units"), each comprised of one flow-through common share and one Warrant, for aggregate gross proceeds of approximately $753,200. In the second tranche, the Company issued 300,000 Units and 4,011,110 FT Units for aggregate gross proceeds of approximately $383,500. Each Warrant is exercisable to acquire one common share of the Company (a "Warrant Share") at an exercise price of $0.15 per Warrant Share until December 30, 2024, but subject to certain accelerated expiry terms (note 12). The Company paid issuance costs of $61,411, cash finders' fees of $26,118 and issued 324,800 finder's warrants (note 12) valued at $15,857 as compensation in connection with the financing.

At October 31, 2023, the authorized share capital consisted of an unlimited number of common shares and the issued share capital amounted to 50,724,920 common shares for $35,383,863. The common shares do not have a par value. All issued shares are fully paid.

Exercise of Warrants

During the nine months ended October 31, 2023, no share purchase warrants were exercised.

11. Share Options

The Company has a Share Option Plan (the "Plan") under which it is authorized to grant options to purchase common shares of the Company to directors, senior officers, employees and/or consultants of the Company. The aggregate number of shares of the Company which may be issued and sold under the Plan will not exceed 10% of the total number of common shares issued and outstanding from time to time. Share options are granted with a maximum term of five years with vesting requirements at the discretion of the Board of Directors.

The Company records a charge to the statements of operations and comprehensive loss using the Black-Scholes fair valuation option pricing model with respect to a share option grant. The valuation is dependent on a number of estimates, including the risk-free interest rate, the level of share volatility, together with an estimate of the expected life. Option pricing models require the input of highly subjective assumptions including the expected price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate, and therefore the existing models do not necessarily provide a reliable measure of the fair value of the Company's share purchase options.

(Unaudited and expressed in Canadian dollars)

11. Share Options - continued

The following table reflects the continuity of share options for the year ended January 31, 2023 and and nine months ended October 31, 2023:

	Options	Weighted avg. exercise price
Balance, January 31, 2022	3,485,000	$ 0.49
Expired	(836,666)	0.60
Balance, January 31, 2023	2,648,334	0.45
Expired	(478,334)	0.38
Balance, October 31, 2023	**2,170,000**	**$ 0.47**

The following table reflects the actual share options issued, exercisable, and outstanding as at October 31, 2023.

Expiry date	Options	Exercise price
March 9, 2025	445,000	$ 0.30
May 19, 2025	60,000	0.45
October 5, 2025	755,000	0.80
October 23, 2025	60,000	0.80
September 27, 2026	50,000	0.35
January 11, 2027	800,000	0.225
	2,170,000	**$ 0.47**

12. Warrants

The table below reflects the continuity of warrants for the year ended January 31, 2023 and nine months ended October 31, 2023:

	Number of warrants	Allocated value
Balance, January 31, 2022	6,665,264	$ 889,986
Expired	(2,500,000)	(604,200)
Balance, January 31, 2023	4,165,264	285,786
Issued	14,220,353	379,899
Expired	(233,226)	(22,973)
Balance, October 31, 2023	**18,152,391**	**$ 642,712**

(Unaudited and expressed in Canadian dollars)

12. Warrants - continued

The exercise price and expiry date of the warrants outstanding as at October 31, 2023 are:

Expiry Date	Type	Number	Exercise Price
November 25, 2024	Warrants	3,932,038	$ 0.40
December 30, 2024	Warrants	13,895,553	0.15
December 30, 2024	Finder's warrants	324,800	0.075
		18,152,391	**$ 0.20**

13. Loss Per Common Share

The following table sets forth the computation of basic and diluted loss per share for the three and nine months ended October 31, 2023 and 2022:

	Three months ended Oct. 31, 2023	Three months ended Oct. 31, 2022	Nine months ended Oct. 31, 2023	Nine months ended Oct. 31, 2022
Loss attributable to common shareholders	$ (544,780)	$ (370,482)	$ (1,381,505)	$ (1,269,587)
Weighted-average common shares outstanding - basic and diluted	50,724,920	36,208,872	42,758,377	35,399,362
Basic and diluted loss per common share	**$ (0.01)**	**$ (0.01)**	**$ (0.03)**	**$ (0.04)**

Diluted loss per share does not include the effect of share options and warrants outstanding if their effect is anti-dilutive.

14. Deferred Premium on Flow-through Shares

To the extent that the Company issues common shares to subscribers on a flow-through basis at a premium to the market value of non-flow-through common shares, any such premium is recorded as a liability on the Company's statement of financial position at the time of subscription. This liability is reduced, on a pro-rata basis, as the Company fulfills its expenditure renunciation obligation associated with such flow-through share issuances, with an offsetting amount recognized as income.

Balance, January 31, 2022	**$ 27,328**
Premium recognized in loss from operations	(27,328)
Balance, January 31, 2023	**-**
Balance, October 31, 2023	**$ -**

(Unaudited and expressed in Canadian dollars)

14. Deferred Premium on Flow-through Shares - continued

As at October 31, 2023, the Company had no flow-through expenditure commitments remaining.

15. Related Party Transactions and Balances

(a) Director and executive management compensation

Directors and executive management's compensation for the three and nine months ended October 31, 2023 and 2022 consisted of the following:

	Three months ended Oct. 31, 2023	Three months ended Oct. 31, 2022	Nine months ended Oct. 31, 2023	Nine months ended Oct. 31, 2022
Salary	$ 52,533	$ 50,398	$ 159,683	$ 164,019
Consulting fees	-	2,400	4,200	2,400
Employment benefits	3,802	3,590	11,122	10,843
	$ 56,335	**$ 56,388**	**$ 175,005**	**$ 177,262**

Directors and executive management did not receive any stock options during the year ended January 31, 2023 or nine months ended October 31, 2023.

(b) Director and executive management transactions

The aggregate value of transactions and outstanding balances relating to entities over which directors and executive management have control or significant influence were as follows:

Account	Note	Transaction value 9 mo. ended Oct. 31, 2023	Transaction value 9 mo. ended Oct. 31, 2022	Balance outstanding as at Oct. 31, 2023	Balance outstanding as at Oct. 31, 2022
Exploration expenditures	(i)	4,200	-	-	-
Recovery of costs	(ii)	71,550	-	20,350	-
		$ 75,750	**$ -**	**$ 20,350**	**$ -**

(i) The Company paid geological consulting fees to Harvey Holdings Inc., a corporation controlled by John Harvey, a member of the Board of Directors.
(ii) The Company charged geological consulting fees to Juno Corp., a corporation with common management and directors, for the time of the Company's geologists.

16. Capital Risk Management

The Company's capital is composed of shareholders' equity. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order 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.

The properties in which the Company currently has an interest are in the exploration stage; as such the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the period ended October 31, 2023. The Company is not subject to externally imposed capital requirements.

Financial risk factors

The Company's risk exposures and the impact on the Company's financial instruments are summarized below.

(a) Credit risk

The Company's credit risk is primarily attributable to accounts receivable which consist primarily of Harmonized Sales Tax receivable. The Company has no significant concentration of credit risk arising from operations. Management believes that the credit risk concentration with respect to financial instruments included in accounts receivable is remote.

(b) Liquidity risk

The Company is currently in the exploration stage and has not commenced commercial operations. As at the date of issue of these financial statements, the Company had an accumulated deficit of $43,839,436. As at October 31, 2023, the Company was not yet generating operating cash flows, but had working capital of $ 14,433 (January 31, 2023: $ 337,594). Within this amount, it had a cash balance of $173,876 (January 31, 2023: $ 327,751) to settle current liabilities of $240,257 (January 31, 2023: $ 83,392).

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to fund its liabilities as they become due. All of the Company's financial liabilities have contractual maturities of less than 60 days and are subject to normal trade terms. The Company may be required to obtain additional capital to continue its progress toward recovering the amount expended on its mineral properties, and although success in this regard is not assured, management is of the opinion that additional capital can be raised as required for the foreseeable future.

16. Capital Risk Management - continued

Financial risk factors - continued

(c) Market risk

(i) Interest rate risk

The Company has cash balances and no interest-bearing debt. Interest rate risk is remote.

(ii) Price risk

The Company is indirectly exposed to price risk with respect to the price of both precious and base metals. The Company closely monitors commodity prices to determine the appropriate course of action to be taken by the Company. Price risk is remote since the Company is not a producing entity. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. The Company closely monitors individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company.

(d) Fair Value

The fair values of the Company's cash and cash equivalents, accounts receivable and accounts payable approximate their carrying values because of the short term-nature of these instruments.

17. Subsequent Events

(a) On November 10, 2023 the Company received an interim payment of $60,000 from the Ontario Government under the Ontario Junior Exploration Program ("OJEP"). In September 2023, the Company had been selected to receive grant funding to cover up to 50% of eligible exploration costs, to a maximum of $200,000 in respect of expenditures incurred by the Company during the period from April 1, 2023 to February 15, 2024.