YORK HARBOUR METALS INC.

3012 Murray Street
Port Moody, British Columbia, V3H 1X2

CSE FORM 2A
LISTING STATEMENT

DATE: December 4, 2024
(except as otherwise indicated)

This Listing Statement is intended to provide full, true and plain disclosure about the Issuer. It is not, and is not to be construed as, a prospectus. It has not been reviewed by a securities regulatory authority and no securities are being sold or qualified for distribution by the filing of this Listing Statement.

Table of Contents

SCHEDULES:

1. GENERAL

DEFINITIONS

The following is a glossary of certain definitions used in this Listing Statement (as defined herein). Terms and abbreviations used in this Listing Statement and also appearing in the documents attached as schedules to the Listing Statement (including the financial statements) are defined separately if the terms and abbreviations defined below are not used therein, except where otherwise indicated. Any capitalized term used but not defined in this Listing Statement have the meanings ascribed thereon in the policies of the CSE (as defined herein). Words below importing the singular, where the context requires, include the plural and *vice versa*, and words importing any gender include all genders.

"**68870**"	means 68870 Newfoundland & Labrador Inc.
"**2024 Information Circular**"	has the meaning ascribed to such term in "*Options to Purchase Securities".*
"**Affiliate**"	means a company that is affiliated with another company as described below. A company is an Affiliate of another company if (a) one of them is the subsidiary of the other, or (b) each of them is controlled by the same person. A company is "controlled" by a Person if (a) voting securities of the company are held, other than by way of security only, by or for the benefit of that Person, and (b) the voting securities, if voted, entitle the Person to elect a majority of the directors of the company. A Person beneficially owns securities that are beneficially owned by (a) a company controlled by that Person, or (b) an Affiliate of that Person or an Affiliate of any company controlled by that Person.
"**Associate**"	has the meaning ascribed to it in the *Securities Act* (British Columbia), as amended.
"**Audit Committee**"	means the audit committee of the Issuer.
"**Audit Committee Charter**"	means the audit committee charter of the Issuer, as attached as Schedule C hereto.
"**Author**"	means Luke van der Meer, BSc., P.Geo., a 'Qualified Person' as that term is defined in NI 43-101.
"**Awards**"	has the meaning ascribed to such term in "*Options to Purchase Securities".*
"**BCBCA**"	means the *Business Corporations Act* (British Columbia), and the regulations thereunder, as amended.
"**Board**"	means the board of directors of the Issuer.

"**Bottom Brook**"	means the Issuer's property located in Newfoundland and Labrador, as further described in "*General Development of the Business – Mineral Properties*".
"**CEO**"	means chief executive officer.
"**CFO**"	means chief financial officer.
"**Closing**"	means the closing of the Transaction.
"**Common Shares**"	means the common shares in the capital of Issuer.
"**company**"	unless specifically indicated otherwise, means a corporation, incorporated association or organization, body corporate, partnership, trust, association or other entity other than an individual.
"**CSE**" or "**Exchange**"	means the Canadian Securities Exchange.
"Fandifi"	means Fandifi Technology Corporation.
"**Finder's Fee Agreement**"	has the meaning ascribed to such term in "*General Development of the Business".*
"**Firetail**"	means Firetail Resources Limited.
"**Firetail Shares**"	has the meaning ascribed to such term in "*General Development of the Business"*.
"**Gregory River Property**"	means the Issuer's property comprised of 415 mineral claims in Newfoundland and Labrador, as further described in *"General Development of the Business – Mineral Properties".*
"**IFRS**"	means International Financial Reporting Standards as adopted by the Canadian Accounting Standards Board, applied on a consistent basis with prior periods.
"**Issuer**"	means York Harbour Metals Inc., a company incorporated under the BCBCA.
"**Listing**"	means the reinstatement of the Common Shares on the CSE following Closing.
"**Listing Date**"	means the date of reinstatement of the Common Shares following Closing.
"**Listing Statement**"	means this Form 2A – *Listing Statement* dated effective December 4, 2024.

"**Klomp Agreement**"	has the meaning ascribed to such term in "*General Development of the Business".*
"**Kluane**"	has the meaning ascribed to such term in "*General Development of the Business".*
"**Meeting**"	has the meaning ascribed to such term in "*Options to Purchase Securities".*
"NEO"	"Named Executive Officer" and has the meaning ascribed thereto in Form 51-102F6 – Statement of Executive Compensation.
"Newbay"	means Newbay Mining Corp, the Issuer's wholly-owned subsidiary.
"**NI 43-101**"	means National Instrument 43-101 – *Standards of Disclosure for Mineral Projects*.
"**NI 52-110**"	means National Instrument 52-110 – *Audit Committees*.
"NI 58-101"	means National Instrument 58-101 – *Disclosure of Corporate Governance Practices.*
"NP 58-201"	means National Policy 58-201 – *Corporate Governance Guidelines*.
"NSR"	has the meaning ascribed to such term in "*General Development of the Business*".
"**Option Agreement**"	has the meaning ascribed to such term in "*General Development of the Business – Two Year History".*
"**Options**"	means options to acquire Common Shares.
"**Person**"	is to be construed broadly and includes any individual, company, partnership, joint venture, association, trust, trustee, executor, administrator, unincorporated association, governmental entity or other entity, whether or not having legal status.
"**Phoenix**"	has the meaning ascribed to such term in "*Corporate Structure – Jurisdiction of Incorporation".*
"**Plan of Arrangement**"	has the meaning ascribed to such term in "*General Development of the Business".*
"**PXA**"	has the meaning ascribed to such term in "*Corporate Structure – Jurisdiction of Incorporation".*
"**Qualified Person**"	has the meaning ascribed to such term in National Instrument 43-101.

"**Related Person**"	has the meaning ascribed to such term in CSE Policy 1 – *Interpretation*.
"**RSUs**"	means restricted share units.
"**RSU Plan**"	has the meaning ascribed to it in "*Options to Purchase Securities – Restricted Share Unit Plan"*.
"**SEDAR+**"	means the System for Electronic Document Analysis and Retrieval.
"**Shareholders**"	means the shareholders of the Issuer.
"**Stock Option Plan**"	has the meaning ascribed to such term in "*Options to Purchase Securities".*
"**Technical Report**"	means the "National Instrument 43-101 Technical Report on the York Harbour Property" dated effective February 24, 2022, prepared by the Author.
"**Transaction**"	has the meaning ascribed to such term in "*General Development of the Business".*
"**Transaction Value**"	has the meaning ascribed to such term in "*General Development of the Business".*
"**TSX-V**"	means TSX Venture Exchange.
"**United States**", "**USA**" or "**US**"	means, collectively, the United States of America, its territories and possessions.
"**Warrants**"	means the outstanding common share purchase warrants of the Issuer.
"**York Harbour Property" or "Property**"	means the Issuer's material property consisting of 156 minerals claims in Newfoundland and Labrador.
"**Zuri**"	has the meaning ascribed to such term in "*Corporate Structure – Jurisdiction of Incorporation".*

LIST OF ABBREVIATIONS

%	percent
g/t	grams/tonne
ICP	Inductively Coupled Plasma
IP	Induced Polarization

CURRENCY

Unless otherwise indicated, all references to "dollars" and "$" are to Canadian dollars and all references to "USD", "USD$" or "US$" are to United States dollars.

FORWARD-LOOKING STATEMENTS

Certain statements in this Listing Statement constitute "forward-looking" statements that involve known and unknown risks, uncertainties and other factors that may cause the Issuer's actual results, performance or achievement or industry results to be materially different from any future results, performance or achievements expressed or implied by such forward looking statements. Such statements can be identified by the use of words such as "may", will", "expect", "should", "believe", "intend", "plan", "anticipate", "potential" and other similar terminology. These forward-looking statements reflect current expectations of management regarding future events and speak only as of the date of this Listing Statement. Forward-looking statements involve significant risks and uncertainties, should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether or not such results will be achieved. A number of factors could cause actual results to differ materially from the results discussed in the forward-looking statements, including, but not limited to, the factors discussed under "*Risk Factors*". Forward-looking statements in this Listing Statement include, but are not limited to, statements with respect to:

- the Issuer's business objectives;
- the significant events and milestones in respect of the Issuer's business objectives;
- the Issuer's capital and funding requirements;
- the ability of the Issuer to obtain future financing on acceptable terms or at all;
- the anticipated use of available funds and the belief that the Issuer will have sufficient cash flows to carry out its business plan for the next twelve (12) months;
- potential environmental issues and liabilities associated with exploration, development and mining activities;
- title risks, and the obtaining and renewing of material licenses and/or permits;
- anticipated trends and challenges in the markets in which the Issuer operates; and
- general economic, financial market, regulatory and political conditions.

These forward-looking statements are based upon certain material factors, assumptions and analyses that were applied in drawing a conclusion or making a forecast or projection, including management's experience and perceptions of historical trends, current market conditions and expected future developments, the timely receipt of licenses, permits and approvals, the availability of personnel, the development of strategic relationships and partnerships with third parties and the ability to enter into definitive agreements related thereto, the timing and amount of capital and other expenditures and other factors believed to be reasonable in the circumstances.

By their nature, forward-looking statements are subject to inherent risks and uncertainties which give rise to the possibility that expectations, forecasts, predictions, projections or conclusions will not prove to be accurate, that assumptions may not be correct, and that objectives, strategic goals and priorities will not be achieved. A variety of material factors, many of which are beyond the control of the Issuer, could cause actual results to differ materially from current expectations of estimated or anticipated events or results. The risks, uncertainties and other factors that could influence actual results include, but are not limited to:

- the Issuer's lack of operating cash flow;
- operational risks;
- risks associated with acquisitions;
- volatility of commodity prices and the Common Shares;
- general risks associated with mineral exploration industry;
- the ability to comply with applicable governmental regulations and standards;
- risks relating to regulatory changes or actions;
- competition within the mineral exploration industry;
- share price volatility;
- dilution;
- adverse general economic conditions;
- competition;
- conflicts of interest;
- dividends;
- the Issuer's reporting issuer status; and
- tax issues.

See "*Risk Factors*" for a further description of the foregoing factors.

Readers are cautioned that the foregoing list of factors is not exhaustive and that other factors may emerge from time to time. It is not possible for management to predict all such factors and to assess in advance the impact of each such factor on the business of the Issuer, or the extent to which any factor or combination of factors may cause actual results to differ materially from those contained in any forward-looking statement. Readers are also cautioned to consider these and other factors, uncertainties and potential events carefully and not to put undue reliance on forward-looking statements. Although the forward-looking statements contained in this Listing Statement are based upon what management of the Issuer currently believe to be reasonable assumptions, actual results, performance or achievements could differ materially from those expressed in, or implied by, the forward-looking statements and, accordingly, no assurance can be given that any of the events anticipated by the forward-looking statements will transpire or occur. The forward-looking statements contained herein are made as of the date of this Listing Statement and, other than as specifically required by law, the Issuer does not assume any obligation to update or revise any forward-looking statement to reflect events or circumstances after the date on which such statement is made, or to reflect the occurrence of unanticipated events, whether as a result of new information, future events or results, or otherwise.

MARKET AND INDUSTRY DATA

This Listing Statement includes market and industry data that has been obtained from third party sources, including industry publications. We believe that this industry data is accurate and that the estimates and assumptions are reasonable, but there is no assurance as to the accuracy or completeness of this data. Third party sources generally state that the information contained therein has been obtained from sources believed to be reliable, but there is no assurance as to the accuracy or completeness of included information. Although the data is believed to be reliable, we have not independently verified any of the data from third party sources referred to in this Listing Statement or ascertained the underlying economic assumptions relied upon by such sources.

TECHNICAL INFORMATION

This Listing Statement contains disclosure of scientific or technical information for the Issuer's mineral projects that is based on the Technical Report for the Issuer's material mineral property, the York Harbour Property. The Technical Report is identified under "*MINERAL PROJECT*". The Technical Report was prepared in accordance with NI 43-101, by or under the supervision of the Author.

Any mineral reserve or resource figures, and scientific, technical or projected economic information or estimates referred to in this Listing Statement are estimates, and no assurances can be given that the information will materialize. Such information is based on expressions of judgment based on knowledge, mining experience, analysis of drilling results and industry practices. Valid estimates made at a given time may significantly change when new information becomes available. While the Issuer believes that the information included in this Listing Statement is well established, the information by its nature is imprecise and depends, to a certain extent, upon statistical inferences which may ultimately prove unreliable. If such estimates of such information are inaccurate or are reduced in the future, this could have a material adverse impact on the Issuer.

Reference should be made to the full text of the Technical Report which has been filed with Canadian securities regulatory authorities pursuant to NI 43-101 and are available for review under the Issuer's profile on SEDAR+ at www.sedarplus.ca.

2. CORPORATE STRUCTURE

2.1 Corporate Name and Head and Registered Office

The Issuer's name is "York Harbour Metals Inc.". The head office of the Issuer is located at 3012 Murray Street, Port Moody, British Columbia, V3H 1X2 and its registered and records office is located a PO Box 49290, 1000 – 595 Burrard Street, Vancouver, British Columbia, V7X 1S8.

The Issuer is a Reporting Issuer in the Provinces of British Columbia, Alberta and Ontario, and trades on the TSXV under the trading symbol "YORK".

2.2 Jurisdiction of Incorporation

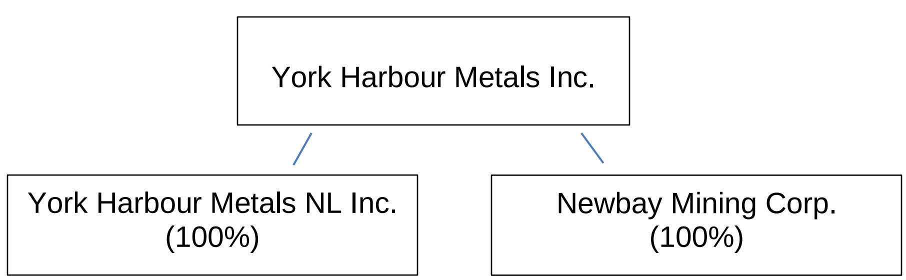
The Issuer was incorporated under the laws of the Province of British Columbia on May 2, 2011, under the name of Zuri Capital Corp. ("**Zuri**") which commenced trading on the TSX Venture Exchange as a Capital Pool Company on March 19, 2012. On April 23, 2014, Zuri was acquired by Phoenix Gold Resources Ltd. ("**Phoenix**") in a reverse takeover transaction and Zuri changed its name to Phoenix Gold Resources Corp. ("**PXA**"). Effective February 10, 2022, PXA changed its name to York Harbour Metals Inc. and resumed on the TSX Venture Exchange with the trading symbol "YORK".

2.3 Intercorporate Relationships

As of the date of this Listing Statement, the Issuer has two wholly-owned subsidiaries, being Newbay Mining Corp. ("**Newbay**") and York Harbour Metals NL Inc. ("**York Harbour NL**").

Newbay was formed on January 30, 2023 following an amalgamation between Lost Pond Minerals Ltd. and Newbay Mining Corp. under the laws of the Province of British Columbia, with a registered and records office at 1000-595 Burrard Street, Vancouver, B.C. V7X 1S8.

York Harbour NL was incorporated under the laws of the Province of Newfoundland and Labrador on October 7, 2022 as 91306 NL Inc. On October 26, 2022, articles of amendment were filed whereby 91306 NL Inc. was changed to York Harbour Metals NL Inc. York Harbour NL's registered and records office is Suite 900 Atlantic Place, Water Street, P.O Box 1538, St. John's, Newfoundland and Labrador, A1C 5N8.



2.4 Fundamental Change

This section is not applicable to the Issuer.

3. GENERAL DEVELOPMENT OF THE BUSINESS

3.1 General Development of the Business

History

On February 26, 2021, the Issuer entered into an option agreement with WBN Prospecting Group to acquire a 100% interest in the York Harbour Property, consisting of five mineral licences and 156 mineral claims totalling 3,900 hectares. The property is located 27km west of the City of Corner Brook, Newfoundland and is accessible by a provincial highway (Route 450).

On February 1, 2022, the Issuer entered into consulting services contract with Penilla Klomp (the "**Klomp Agreement**") pursuant to which Penilla Klomp agreed to provide the Issuer with administrative and office services in exchange for a monthly payment of $3,000 plus GST. The Klomp Agreement may be terminated by mutual written consent of both parties, at any time by the Issuer if there has been a material breach by Ms. Klomp, or at any time by either party on providing 90 days written notice.

On March 7, 2022, the Issuer announced it had increased its strategic land position at the York Harbour Property with the additional staking of 33 claims covering 825 hectares adjoining the western and southern limit of the existing mineral claims, bringing the total area of the property to 4,725 hectares.

On May 11, 2022, the Issuer completed the earn-in to acquire 100% interest of the York Harbour Property by completing all conditions of the option agreement.

On May 12, 2022, the Issuer entered into an agreement to reduce the existing 2% Net Smelter Royalty ("**NSR**") for the York Harbour Property down to a 0.5% NSR by purchasing 1.5% of the negotiated NSR for $1,500,000 settled by issuance of 1,500,000 Common Shares at a price of $1 per share.

On July 28, 2022, the Issuer acquired the Gregory River Property situated on the northern coast of the Bay of Islands, approximately 22 km due north of the York Harbour Property or 36 km northwest of the City of Corner Brook in Western Newfoundland. The Gregory River claims were acquired via a staking agreement with the original vendors of the York Harbour Property. Staking fees of $53,950 have been paid to the vendor and there are no royalties on the claims.

On December 21, 2022, the Issuer entered into an agreement with Newbay. to acquire a Rare Earth Elements mineral property in western Newfoundland named the Bottom Brook Property.

On January 16, 2023, Phoenix Gold USA terminated its lease agreement of the remaining 50% of the Plumas Property following which Phoenix Gold USA no longer has any interest in that portion of the Plumas Property.

On January 30, 2023, the Issuer acquired all issued and outstanding shares of Newbay and acquired a 100% interest in the Bottom Brook Property. As consideration for the acquisition, the Issuer issued 5,081,293 Common Shares at a deemed price of $0.492 per Common Share, representing total compensation of $2,500,000. In addition, the Issuer paid $100,000 cash deposit to be used for license fees to keep the property in good standing. The property is subject to a 3% net smelter return royalty payable to the former shareholders of Newbay, with the Company retaining the right to buy back 2% of the NSR for an aggregate payment of $1,500,000. Bottom Brook Property is comprised of 608 mineral claims.

On March 17, 2023, the Issuer extended the expiry date of Common Share purchase warrants that were set to expire on March 31, 2023 to April 1, 2024. 2.5 million Common Share purchase warrants exercisable at $0.60 per Common Share were affected.

On September 14, 2023, the Issuer completed its spinout transaction whereby the Issuer spun-out 100% of the common shares of Phoenix Gold Resources (Holdings) Ltd. to the shareholders of the Issuer ("**Shareholders**") by way of a court-approved plan of arrangement (the "**Plan of Arrangement**") pursuant to the Business Corporations Act (British Columbia). The Plan of Arrangement received approval from the Supreme Court of British Columbia on August 1, 2023 and shareholder approval on July 26, 2023. Phoenix Gold Resources (Holdings) Ltd. holds interests in the Plumas and Eldorado properties. Pursuant to the terms of the Plan of Arrangement, the Shareholders received 0.2 of a common share of Phoenix Gold Resources (Holdings) Ltd. and one new common share of the Issuer in exchange for every existing common share of the Issuer held. On September 14, 2023, Shareholders received 13,705,803 shares of Phoenix Gold Resources (Holdings) Ltd., being 100% of its shares, and continue to hold the same number of common shares of the Issuer as before the transaction.

On June 5, 2024, the Issuer entered into an option agreement (the "**Option Agreement**") with Firetail Resources Limited ("**Firetail**") (ASX: FTL) whereby the Issuer has granted an option to Firetail to earn a 80% undivided interest in the Issuer's York Harbour Property (the "**Transaction**"), subject to an existing 0.5% net smelter royalty and a 2% net smelter royalty to be granted by Firetail to the Issuer. Closing of the Transaction remains subject to, without limitation, receiving all necessary consents and approvals, including the approval of the TSX Venture Exchange (“**TSX-V**”), as well as the satisfaction of customary closing conditions.

Firetail can exercise the Option over a three-year period for total consideration of AUD $500,000, 175,000,000 ordinary shares in the capital of Firetail (the “**Firetail Shares**”), and completing 10 kilometres of drilling on the York Harbour Property, as follows:

	Cash (AUD)	**Firetail Shares**	**Total Kilometres of Drilling to be Completed**	**Interest Earned**
On or before the Closing	$200,000	100,000,000	Nil	49%
Within 10 business days following the first anniversary of the Closing	$100,000	25,000,000	5 kilometres	11%
Within 10 business days following the second anniversary of the Closing	$100,000	25,000,000	7.5 kilometres	10%
Within 10 business days following the third anniversary of the Closing	$100,000	25,000,000	10 kilometres	10%
TOTAL	**$500,000**	**175,000,000**	**10 kilometres**	**80%**

During the period which the Option remains in effect, Firetail will be responsible for maintaining the York Harbour Property in good standing by the doing and filing of all necessary work and making all payments which may be necessary to keep the property in good standing.

Upon Firetail exercising the Option in full, or the Option Agreement being terminated after the exercise of a minimum 49% interest in the York Harbour Property, a joint venture between the Issuer and Firetail will be formed, provided that if Firetail acquires an 80% interest in the York Harbour Property, then the Issuer will get a free carried interest until Firetail produces and delivers a pre-feasibility study on the York Harbour Property. If Firetail acquires less than an 80% interest, then the parties will pay their prorata share of expenditures going forward, provided that the Issuer’s interest cannot be reduced to less than 20% if the Issuer elects not to contribute to any expenditures going forward. If the Issuer’s interest is reduced to 20%, then the Issuer will get a free carried interest until Firetail has completed the second and/or the third instalment of the Option, as applicable, and completed the pre-feasibility study. Unless Firetail earns a 60% interest in the York Harbour Property, the Issuer will be the initial operator of the York Harbour Property.

The initial operator will remain as the initial operator until it resigns, is removed or until its interest falls below 50%.

In connection with the Option Agreement, the Issuer entered into a finder's fee agreement (the "**Finder's Fee Agreement**"), dated June 5, 2024, pursuant to which the Issuer will pay a finder's fee equal to the sum of 10% on the first $300,000 of the aggregate value of the Transaction (the "**Transaction Value"),** 7.5% on the next $700,000 of the Transaction Value, and 5% for all amounts exceeding the first $1,000,000 of the Transaction Value to Kluane Capital FZCO ("**Kluane**"), an arm's length party, with the amount of the Transaction Value to be mutually determined by the Issuer and Firetail.

On September 25, 2024, Firetail completed the first milestone of the Option Agreement by paying $200,000 AUD and issuing 100,000,000 Firetail Shares to the Issuer in exchange for a 49% interest in the York Harbour Property. Upon closing of the first milestone, Firetail granted a 2% net smelter returns royalty to the Issuer over the York Harbour Property. Firetail still holds an option to acquire up to 31% of the York Harbour Property upon completion of the second, third, and fourth milestone shown in the table above.

On June 1, 2024, the Issuer entered into a consulting agreement with Brandon Schwabe (the "**Schwabe Agreement**") pursuant to which the Issuer agreed to engage Mr. Schwabe as the Chief Financial Officer of the Issuer. The term of the engagement will be ongoing until terminated in accordance with the Schwabe Agreement. The Schwabe Agreement was subsequently amended on September 1, 2024 to include 1499004 B.C. Ltd, a company wholly-owned by Mr. Schwabe, as a party to the agreement in the place of Mr. Schwabe.

3.2 Significant Acquisition and Disposition

Please refer to Section 3.1 – General Development of the Business.

4. NARRATIVE DESCRIPTION OF BUSINESS

4.1 General

Overview, Business Objectives and Milestones

The Issuer is a junior mineral exploration issuer engaged in the business of the exploration, acquisition and, if warranted, development of mineral properties. The Issuer does not currently generate any revenues nor does it expect to generate consistent revenues from production of the York Harbour Property, the Gregory River Property, or Bottom Brook Property in the foreseeable future. The Issuer expects to continue to incur expenses as work is conducted to further explore the properties.

Until the Issuer attains profitability, it will be necessary to raise additional financings for, amongst other things, general working capital and for exploration costs on the properties. If the Issuer is unable to obtain financing in the amounts and on terms deemed acceptable, the future success of the business could be adversely affected. There is no assurance that the Issuer will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Issuer. For a detailed discussion of these risk factors, refer to "*Risk Factors"* in this Listing Statement.

Mineral Properties

York Harbour Property

The York Harbour Property is located on the west coast of the province of Newfoundland and Labrador in Western Newfoundland on the south shore of the Bay of Islands. The York Harbour Property consists of three Newfoundland and Labrador mineral licenses comprised of 189 Newfoundland and Labrador mineral claims and covers an area of approximately 4,725 hectares. The mineral licenses and claims comprising the York Harbour Property do not include surface rights, but the Issuer has obtained surface rights for access to the York Harbour Property for all of the Issuer's exploration on the York Harbour Property to date through exploration permits granted by the government of Newfoundland and Labrador.

Gregory River Property

The Gregory River Property is situated on the northern coast of the Bay of Islands in Newfoundland – approximately 22 km due north of the Issuer's York Harbour Property and 36 km northwest of the city of Corner Brook. The Gregory River Property is comprised of two mineral licenses totaling 20 claims and covering 500 hectares. As a result of this acquisition and the additional claims added to the York Harbour Property to the south, the Issuer now owns and operates two properties with known copper-zinc (+/- silver, gold, lead, cobalt) potential within the

Bay of Islands Ophiolite Complex. The Gregory River Property claims were acquired via a staking agreement with the original vendors of the York Harbour property. Staking fees of $53,950 have been paid to the vendor and there are no royalties on the claims. For reporting purposes, the Issuer includes the Gregory River Property as part of the York Harbour Property.

Bottom Brook Property

The Bottom Brook Property is situated 27 km from the deep-water port at Turf Point, Newfoundland and covers 15,200 ha and is comprised of 608 mineral claims. It is next to the Trans Canada Highway. The Issuer intends to actively identify diamond drill targets through property-wide prospecting, focused soil sampling, and geological mapping.

Production and Services

The Issuer is in the exploration stage and does not mine, produce or sell any mineral products at this time, nor does the York Harbour Property, including the Gregory River Property, or Bottom Brook Property have any known or identified mineral resources or mineral reserves.

Specialized Skill and Knowledge

Various aspects of the Issuer's business require specialized skills and knowledge. Such skills and knowledge include areas of exploration and development, geology, drilling, permitting, metallurgy, logistical planning, accommodation and implementation of exploration programs, as well as legal compliance, finance and accounting. The Issuer expects to rely upon consultants and others for exploration and development expertise. The Issuer does not anticipate any difficulties in locating competent employees and consultants in such fields. Management is composed of individuals who have extensive expertise in the mineral exploration industry and exploration finance and are complemented by the members of the Board. Please see "*Directors and Officers*".

Competitive Conditions and Position

The mineral exploration industry is competitive, with many companies competing for the limited number of precious and base metals acquisition and exploration opportunities that are economic under current or foreseeable metals prices, as well as for available investment funds. The Issuer's competition includes large established mining companies with substantial capabilities and with greater financial and technical resources than it has. As a result of this competition, the Issuer may have to compete for financing and be unable to acquire financing on terms it considers acceptable. The Issuer may also have to compete with the other mining companies for the recruitment and retention of qualified managerial and technical employees. If the Issuer is unable to successfully compete for financing or for qualified employees, its exploration programs may be slowed down or suspended, which may cause it to cease operations as a company.

Lending

The Issuer does not have any lending operations.

Foreign Operations

The Issuer currently does not have any foreign operations.

Changes to Contracts

No part of the Issuer's business is reasonably expected to be affected in the current financial year by either the renegotiation or termination of any contract.

Bankruptcy and Receivership

The Issuer has not been the subject of any bankruptcy or any receivership or similar proceedings or any voluntary bankruptcy, receivership or similar proceedings within the three (3) most recently completed financial years or the current financial year.

Material Restructuring

Other than the Plan of Arrangement, the Issuer has not been subject to any material restructuring transaction within the three (3) most recently completed financial years or the current financial year.

Environmental Protection

The current and future operations of the Issuer, including exploration, acquisition and development activities, are subject to extensive laws and regulations governing environmental protection, employee health and safety, exploration, development, tenure, production, taxes, labour standards, occupational health, waste disposal, protection and remediation of environment, reclamation, mine safety, toxic substances and other matters. The Issuer's operations are located in Canada and are subject to national and local laws and regulations. Compliance with such laws and regulations can increase the costs of, and potentially delay exploring, planning, designing, drilling and developing the Issuer's properties.

See "*Risk Factors*".

Cycles

As a junior mining issuer, the Issuer is subject to the cycles of the mineral resource sector and the financial markets as they relate to junior companies.

The Issuer's financial performance is dependent upon many external factors. Both prices and markets for metals are volatile, difficult to predict and subject to changes in domestic and international, political, social and economic environments. Circumstances and events beyond the Issuer's direct control could materially affect its financial performance. For a detailed discussion of these risk factors, refer to "*Risk Factors*" in this Listing Statement. In addition, please see the forward-looking statements that are outlined commencing on page 5 of this Listing Statement.

Employees

The issuer does not have any employees.

5. MINERAL PROJECT

The Issuer's material property is the York Harbour Property. The York Harbour Property is situated on the west coast of the province of Newfoundland and Labrador in Western Newfoundland on the south shore of the Bay of Islands. The York Harbour Property consists of three Newfoundland and Labrador mineral licenses comprised of 189 Newfoundland and Labrador mineral claims and covers an area of approximately 4,725 hectares.

The following represents information summarized from the Technical Report on the York Harbour Property by Luke van der Meer, a Qualified Person, prepared in accordance with the requirements of NI 43-101. All figures and tables from the Technical Report are reproduced in and form part of this Listing Statement and are numbered and titled in accordance with the Technical Report; a complete copy of the Technical Report is available for review on SEDAR+ at www.sedarplus.ca.

5.1 Property Description and Location

The York Harbour Property is located on the west coast of the province of Newfoundland and Labrador in Western Newfoundland on the south shore of the Bay of Islands. The Property is located on the National Topographic System (NTS) map sheet 12H/10, Universal Transverse Mercator (UTM) Zone 21.

The Property is 27 km west of the city of Corner Brook, which serves as a regional service centre for Western Newfoundland, 3 km east of the village of York Harbour, and ~650 km northwest of the provincial capital in St. John's (Figure 4-1)

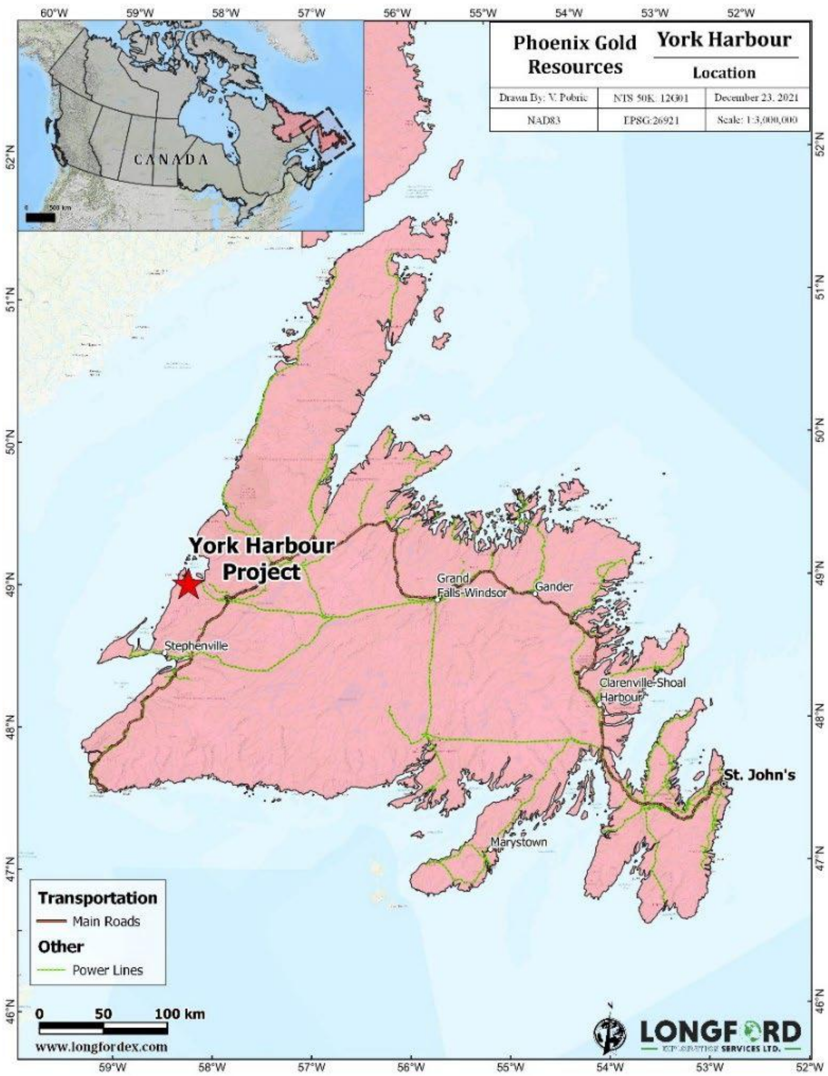


Figure 4-1: York Harbour Property Location, Western Newfoundland, Canada

Mineral Titles

As at the date of the Technical Report, the Property consisted of five (5) Newfoundland and Labrador mineral licenses comprised of 156 Newfoundland and Labrador mineral claims and covered an area of approximately 3,900 hectares, all held beneficially in trust for the optionor by Robert Keats, Wesley Keats, and Dustin Keats, of Newfoundland and Labrador, as shown below in Table 4.1.

Table 4-1: York Harbour Project Mineral Tenures

License No.	Registered Title Holder	No. of Claims	License Expiry Date	Anniversary Date	Area (ha)
031681M	Robert Keats	4	2025-12-14	2021-12-14	100.00
031682M	Wesley Keats	124	2025-12-14	2022-12-14	3100.00
026938M	Dustin Keats	1	2024-03-07	2025-03-07	25.00
026561M	Wesley Keats	2	2023-11-12	2028-11-12	50.00
026228M	Wesley Keats	25	2023-08-02	2030-08-02	625.00
		156			**3,900.00**

Pursuant to the option agreement, the Issuer acquired the right and option to acquire 100% of the Property by exercising the option under the option agreement, as follows:

1. paying $95,000 cash to the Optionor, which was done on February 26, 2021;

2. issuing 1,485,567 common shares of the Issuer to the Optionor, which was done on March 19, 2021;

3. incurring $3,000,000 in exploration expenditures as follows:

4. $250,000 on or before February 26, 2022, which has been done;

   (a) $750,000 aggregate cumulative total on or before February 26, 2023, which has been done; and

   (b) $3,000,000 aggregate cumulative total on or before February 26, 2024, which has been done.

Upon exercise of the option to acquire the Property under the Option Agreement, the Issuer owns 100% of the Property, which is subject to a 0.5% NSR as described under "*General Development of the Business".*

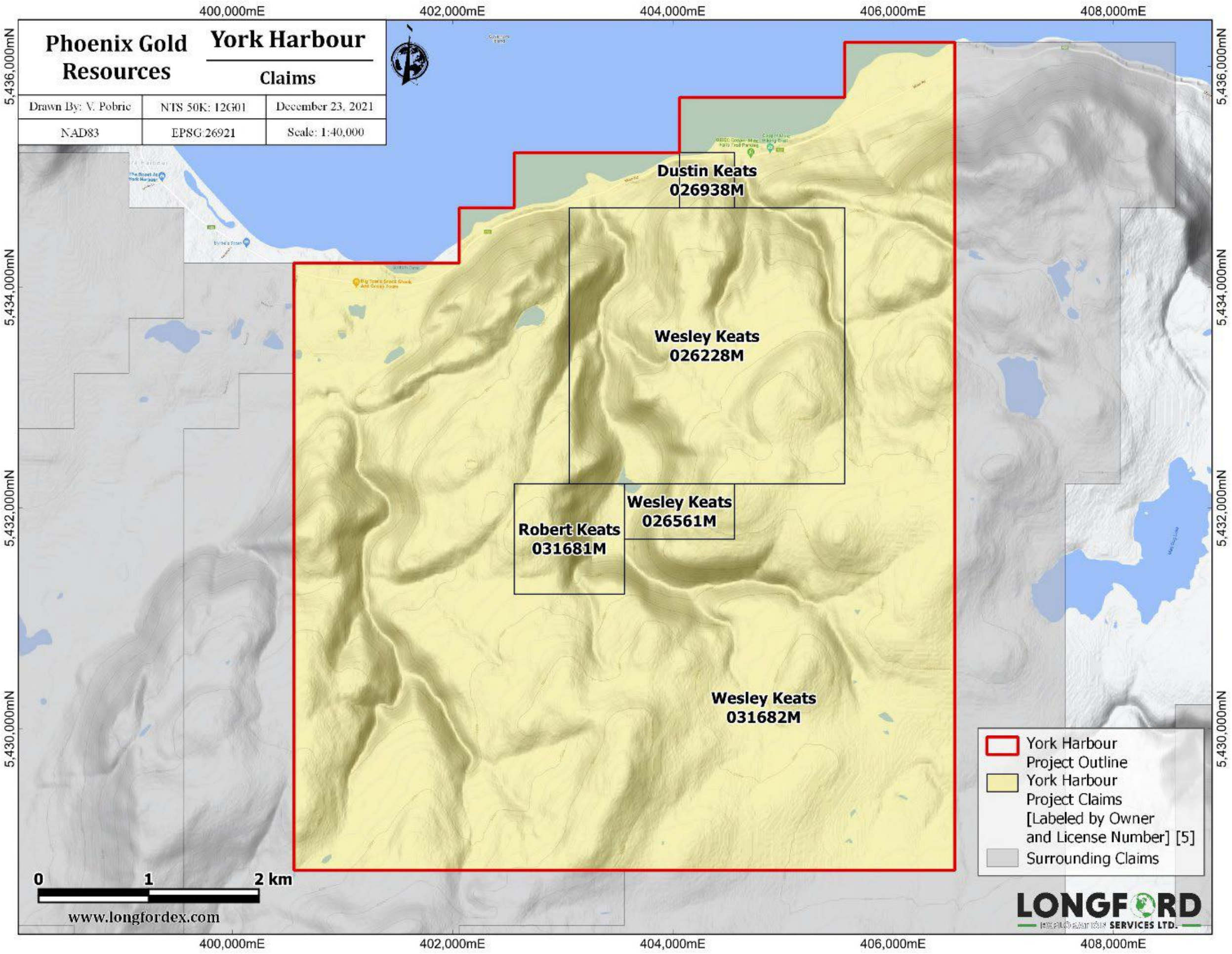


Figure 4-2: York Harbour Property Claims Disposition

Mineral Rights in Newfoundland

Mineral exploration licences are issued by the Newfoundland and Labrador Department of Natural Resources and must be registered with the Mineral Claims Recorders Office. Licences comprise 500 m^2 single claim blocks which are based on one-quarter of a Universal Transverse Mercator (UTM) grid square.

Licences are acquired via map-staking using an online system and are referenced using UTM coordinates for the corner points in a relevant map projection. A maximum of 256 contiguous claims can be covered by one exploration licence. The fees for staking include a $10/claim staking fee as well as a $50/claim security deposit, which is refunded upon completion of the first year assessment requirements. Each licence is issued for a five-year term and may be held for a maximum of 30 years, with renewal fees due on the anniversary date in assessment years 5, 10, 15, 20, 25 and 30. For claims to remain in good standing, assessment expenditures must be met for each year, and a summary work report must be prepared annually.

Table 4.2 shows a summary of the claim renewal fees and expenditure requirements.

Table 4-2: Summary of Claim Renewal Fees and Expenditure Requirements

Assessment Year	Renewal Fees	Minimum Expenditure
1	N/A	$200.00
2	N/A	$250.00
3	N/A	$300.00
4	N/A	$350.00
5	$25/claim	$400.00
6 through 10	$50/claim (year 10)	$600.00
11 through 15	$100/claim (year 15)	$900.00
16 through 20	$200/claim (year 20)	$1,200.00
21 through 25	$200/claim/year	$2,000.00
26 through 30	$200/claim/year	$2,500.00

Property Legal Status

The Issuer holds the exclusive rights to explore for minerals within the boundaries of the claims listed in Table 4.1, but it does not hold the surface rights to the Property. Access to the Property is provided through exploration permits issued by the government of Newfoundland and Labrador to exploration companies for their respective mineral licences and claims.

Surface Rights in Newfoundland

Surface rights are not included with minerals rights in the province of Newfoundland and Labrador.

Permitting

To the author’s knowledge, there are no environmental liabilities applicable to this Property. The Issuer has obtained permits from the government of Newfoundland and Labrador for all exploration to date.

With respect to any planned future work, exploration permit approval must be obtained from the provincial Department of Natural Resources, and all provincial and federal conditions, acts or regulations must be complied with. Exploration approval for this Property has always been granted in the past, and there is no reason to assume that exploration approval would be denied in the future.

The following approvals may be required, and it should be noted that four to six weeks should be allowed to acquire the necessary approvals:

- Exploration Approval Permit: This permit would cover prospecting, rock and soil geochemistry, line cutting, trenching, bulk sampling, airborne and/or ground geophysical surveys, fuel storage, ATV usage, diamond drilling, etc.

  This permit has been obtained of behalf of the Issuer and is currently active.

- Timber Rights Permit: This permit would cover the removal of timber for line cutting, diamond drilling site preparation, trenching, etc.

- Temporary Water Use Permit: This permit would allow the use of water, from a specified location, for camp and drilling-related needs.

- Licence to Occupy: This permit would be required if a camp location was to be used for a period of time longer than what was allowed as part of the Exploration Approval Permit. This permit is obtained from the Provincial Department of Crown Lands.

5.2 Accessibility, Climate, Local Resources, Infrastructure, Physiography

Accessibility, Local Resources, Infrastructure

The Property is located in Western Newfoundland on National Topographic System (NTS) map sheet 12H/10, Universal Transverse Mercator Zone 21, northwest of the city of Corner Brook, which serves as a regional service centre for Western Newfoundland. The Property is located approximately 650 km northwest of the provincial capital in St. John’s. Figure 5-1 shows the Property location and access points, including roads and major power transmission lines.

The town of Deer Lake, located 95 km southwest of the Property, has an airport with connecting flights to most major Canadian centers. Amenities such as hotels, restaurants, airstrips, medical clinics, helicopter pads, fuel, groceries, and supplies are available in numerous small communities in the area, with more extensive services, including a fully staffed hospital, available in Corner Brook. Access to the Property is excellent; Newfoundland Route 420 passes through the Property which allows for further access via an extensive network of abandoned logging roads.

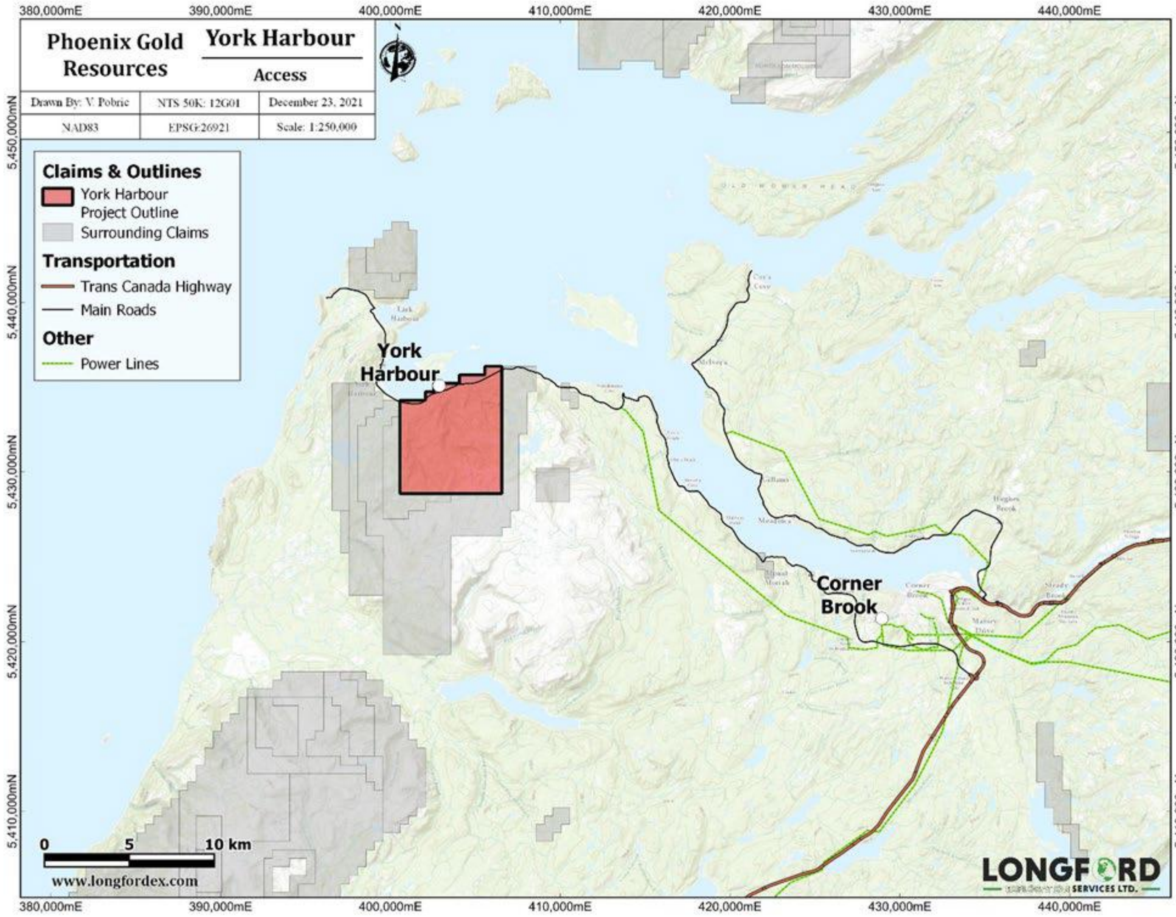


Figure 5-1: York Harbour Property Location and Access

The Property has excellent local infrastructure. Corner Brook is a regional centre for industry and government with established pulp and paper mills, regional hospital and health care facilities, a deep-water shipping port with container-handling facilities, and a population of approximately 20,000. Most field supplies, labour and heavy equipment can be readily obtained in York Harbour and Corner Brook.

A power line from Corner Brook, serving York Harbour and Lark Harbour, passes through the north end of the Property claims and lies along the York Harbour highway and adjacent to the lower Sea Level adit, approximately 1.5 km north of the old mine-workings.

Abundant sources of water are available from local streams and ponds which are subject to water use permitting from the government of Newfoundland and Labrador.

A drill-skidder road leading to the old mine workings is approximately 2,000 m to 3,000 m long and was repaired and upgraded in September 2004 to enable access for ATVs and drill equipment. A useable 400 ft long gravel road off the York Harbour highway gives direct access to the Sea Level adit portal. Currently, a rebar-concrete door covers the portal which makes this adit inaccessible. The York Harbour mine portals (the 4th Level adit and the Main shaft) were backfilled by the Newfoundland government and are inaccessible without permission and excavation.

As noted above, surface rights are not included in the mineral licenses and claims comprising the project. However, exploration companies may apply to the Newfoundland and Labrador government for permits for access and surface rights for exploration and mining activities.

Climate and Physiography

The area has a humid climate with relatively long frost-free periods due to the mountainous terrain, which provides protection from cold northeasterly winds. Generally, the region experiences warm summers and cold winters and is considered climatically favorable for plant growth with its mountainous terrain leading to high rainfall amounts, as winds off the Gulf of St. Lawrence drop their moisture when they ascend the slopes. Winter temperatures generally range from -4 to -12°C with 350 mm to 400 mm of precipitation, spring temperatures range from -2 to 8 °C with 200 mm to 250 mm of precipitation, summer temperatures range from 12 to 16 °C with 300 mm of precipitation, and fall temperatures range from -2 to 8 °C with 350 mm to 400 mm of precipitation (Table 5.1).

Table 5-1: Climate Data for Corner Brook Weather Station

Temperature	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Year Total
Daily Average (°C)	-6.1	-6.8	-3.2	2.6	8	12.8	17.3	17.3	13	7.5	2.3	-2.5	5.2
Record High (°C)	16.5	14	20.5	22.5	27.2	35	34.4	34.4	31.1	25	21.7	16.7	-
Record Low (°C)	-31.7	-31.7	-29.4	-18.5	-7.5	-4.4	1.1	0	-2.8	-7.8	-16.1	-20.6	-
Avg Precipitation (mm)	144.8	105.6	93.3	80.4	86.3	87	91.8	107.2	105.5	112.2	122.4	149.2	1285.8
Avg Rainfall (mm)	39.3	28	41.8	56.1	81.1	86.8	91.8	107.2	105.5	106	85.7	55.3	884.5
Avg Snowfall (cm)	105.5	77.6	51.6	24.3	5.2	0.2	0	0	0.1	6.2	36.7	94	401.3

Source: 1981 to 2010 Canadian Climate Normals station data

Topographically, the area is very rugged and steep. The northern portion of the claims are near sea level and the centre and southern parts are up to 320 m (1,050 ft) above sea level (Figure 4-2). Steep slopes are generally tree covered with black spruce as the dominant forest cover, although yellow birch is common. The tops of the mountains tend to be scrub-covered or barren. Overburden is generally shallow, probably in the range of 1 m to less than 5 m and contains fairly well developed B and C soil horizons. Outcrop makes up less than 5% of the area, except along very steep slopes and streams where steep rock walls provide relatively good bedrock exposures.

The nearest active weather station to the Property is 43 km southeast at the Corner Brook Weather Station.

5.3 History

Information in this section is derived from Newfoundland Department of Natural Resources open file reports for the York Harbour Property.

Historical Exploration Activity (after "Tallman 2010")

The York Harbour Property copper-zinc mineralization was first discovered in 1893.

Since then, a significant amount of underground exploration and development as well as surface diamond drilling exploration and underground diamond drilling delineation has been completed with positive results.

Since 1897, a total of 2,134 m of underground drifting and development have been completed at the York Harbour mine. Eleven "Zones" (A through K) of copper-zinc-silver-gold (Cu-Zn-Ag±Au) massive sulphide mineralization have been discovered; a portion of the A Zone was developed between 1897 and 1913 (Figure 6-1) and produced copper ore that was shipped directly to England or the United States during the period. Part of the A Zone and the B to K Zones remain and have been accessed by underground drifting and development and tested by surface and underground drilling.

From 1969 to 2004, 10,994.34 m (210 holes) of underground and 8,235.25 m (45 holes) of surface diamond drilling have been completed totalling 19,229.59 m, and Messina Minerals Inc. has located at least some documentation (Tallman, 2010). See Figure 6-2.

Figure 6-1: York Harbour "A" Zone Shaft and Mine Buildings (ca. 1899-1913)

Source: Messina Minerals Inc - Tallman, P., 2010. 9th Year Assessment Report (2009 Work) Compilation, Prospecting, from June 2009 to February 2010, York Harbour Property, Western Newfoundland.

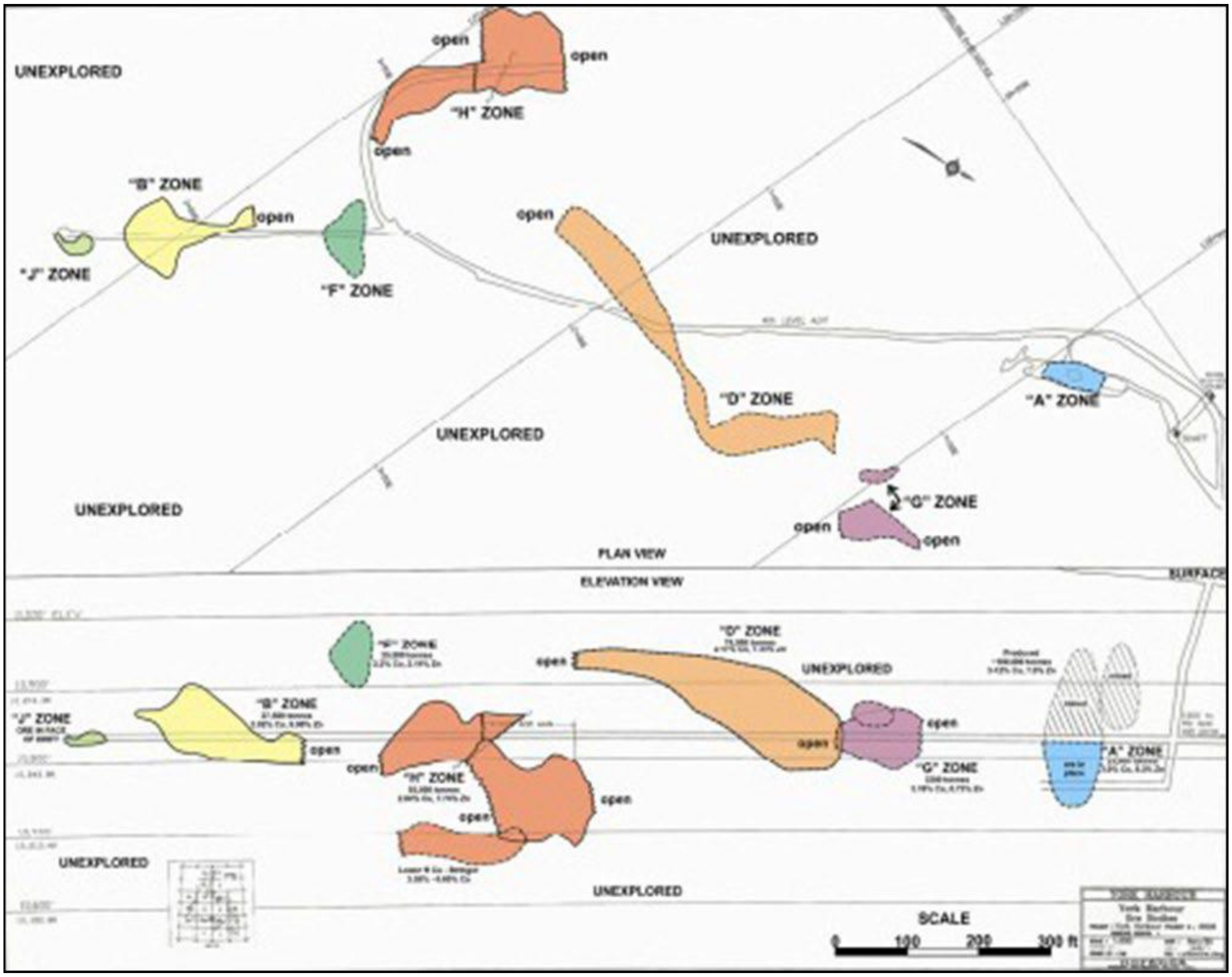


Figure 6-2: Plan and Cross Section of Known York Harbour A through K Zone Mineralized Horizons

Source: Tallman, P., 2010. 9th Year Assessment Report (2009 Work) Compilation, Prospecting, June 2009 to February 2010, York Harbour Property, Western Newfoundland.

As stated, underground exploration and development combined with surface drilling documented eleven irregular zones of Cu-Zn-Ag±Au-rich volcanogenic massive sulphide mineralization occurring as stratabound lenses within the upper portion of the altered lower basalt unit immediately below the contact with the generally unaltered upper basalt unit. Massive sulphide mineralization occurs along a 600 m strike length. However, over 85% of the past exploration work (surface and underground drilling and development) was carried out in less than 350 m of strike length and to 150 m below surface.

Table 6.1 shows representative underground drill hole intersections and copper-zinc assays for each mineralized zone. Figure 6-3 shows historical drill locations from surface and underground diamond drill holes.

Table 6-1: Representative Underground Drill Hole Intersections and Copper-Zinc Assays for Each Mineralized Zone (south to north)

Hole ID	Interval (m)	Copper (%)	Zinc (%)	Zone
LU-33	6.4	1.53	5.01	J
LU-110	7.8	1.11	17.23	B
S-13	14.9	3.68	0.31	F
LU-75	10.5	2.33	12.15	H
D-59	14.6	3.54	8.57	D
4-34	3.6	0.89	3.12	G

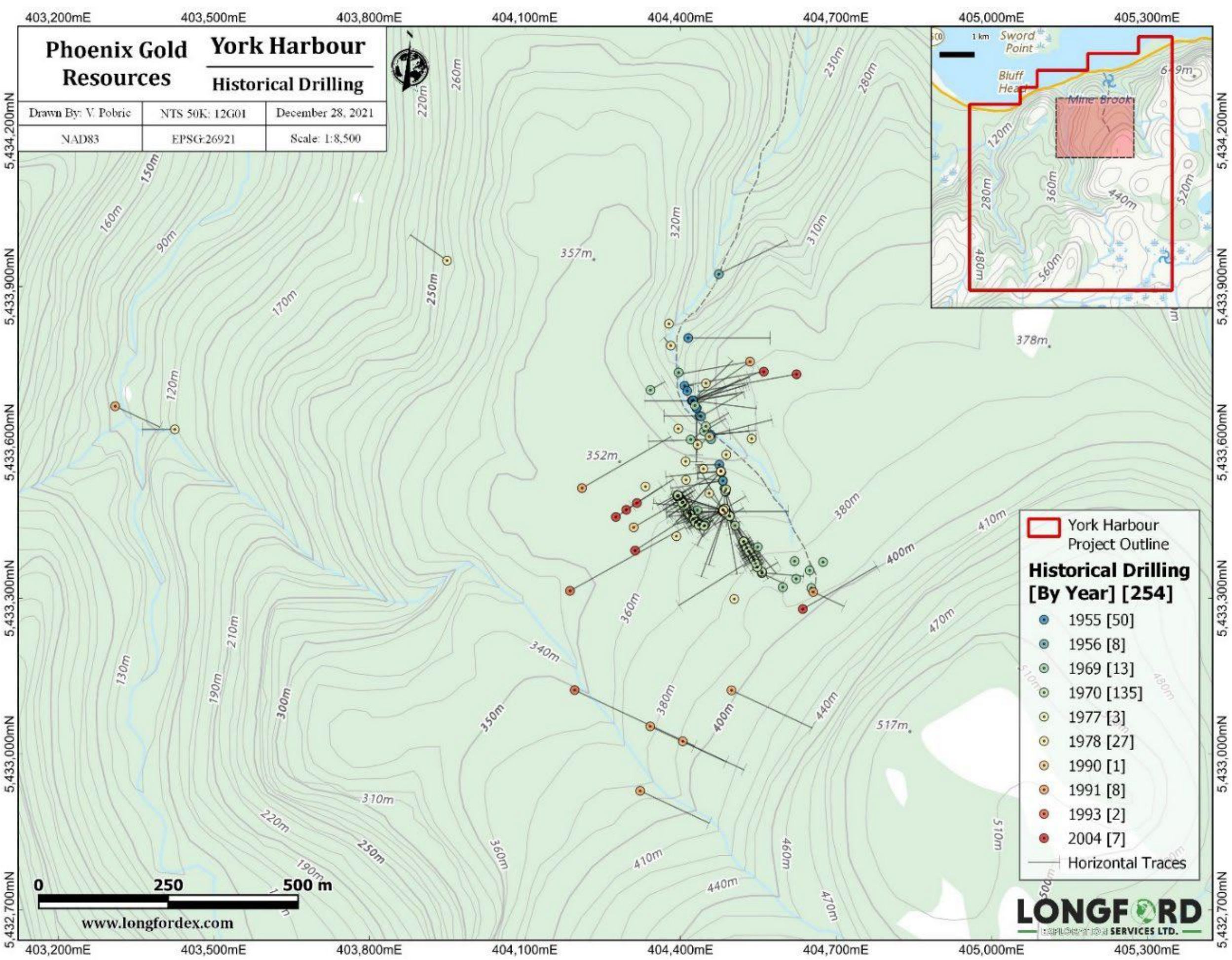


Figure 6-3: Historical Drill Hole Locations from Surface and Underground Diamond Drill Holes

Several of the deepest drill holes on the Property (~150 m below surface) had some of the better intersections (e.g., drill hole D-55: 3.6% Cu, 8.5% Zn over 9.1 m and drill hole D-57: 1.7% Cu, 16.1% Zn over 3.2 m).

The 4th Level adit, at the main exploration level, was stopped to the south in copper-zinc massive sulphides of the J Zone in the face of the drift. Underground hole LU-33 intersected 6.4 m of J Zone massive sulphides containing 1.53% Cu and 5.01% Zn 10 m beyond the face of the drift. Several of the other lenses of copper-zinc mineralization also remain open in one or more directions, such as the B, D, G, H and F Zones. Much of the intervening area between lenses is untested.

The K Zone, the eleventh zone discovered to date, was intersected in hole YH91-5 drilled from surface by Noranda in 1991 (1990 to 1993 field work) during follow-up of EM-37 and copper-zinc soil anomaly targets located south of the known copper-zinc sulphide zones. Hole YH91-5 intersected massive sulphide mineralization over 0.6 m assaying 0.3% Cu, 3.2% Pb, 26.2% Zn, and as high as 583 g/t Ag and 16.9 g/t Au.

Figures 6-4 to 6-7 show the copper, lead, zinc and silver geochemical anomalism in soils on the Property.

With respect to the history of mineral tenure following the discovery of massive sulphides in 1893, the York Harbour Property was optioned to Harvey and Company in 1897. Harvey and Company retained title to the property for 103 years until 2001 when the Issuer neglected to pay the annual taxes owing and the Fee Simple mining concession was cancelled. The property came open for staking and was acquired by South Coast Ventures Inc., which is now Tenacity Gold Mining Company Ltd. (Tenacity Gold).

In 2010, Messina Minerals had an agreement to option this property from Tenacity Gold. Messina’s work between 2009-2010 comprised predominantly of a detailed compilation of the history of exploration at the York Harbour property. The objective was not only to create an accurate history of exploration (and results) and also to identify the timing and nature of various phases of work which would enable Messina to locate exploration records; and in particular locate historical drill collars, drill logs, and assay data or summary references containing same.

The results summarized capture much of the historical exploration performed since the 1960’s however these should be regarded as incomplete and much of the information is still missing.

In 2018 Prospectors Wesley Keats and Co staked the property and completed minor prospecting and exploration filed work.

Historical work on the Property is summarized in Table 6.2.

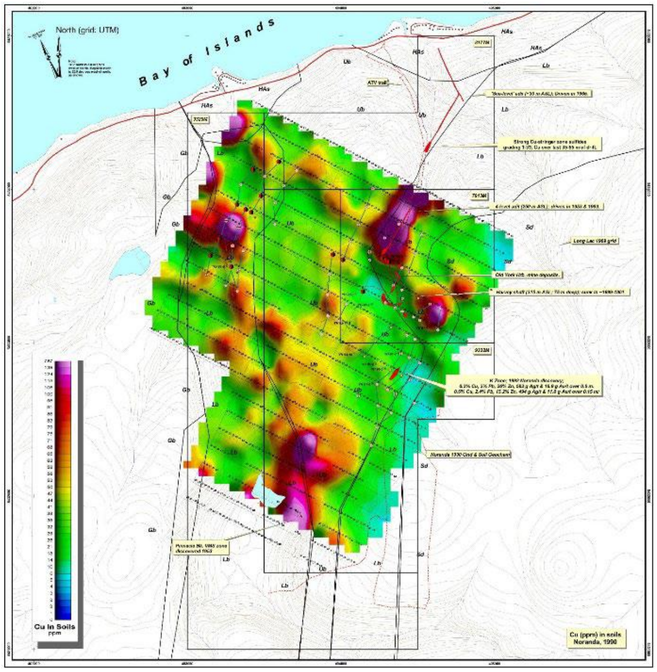


Figure 6-4: Copper in Soils

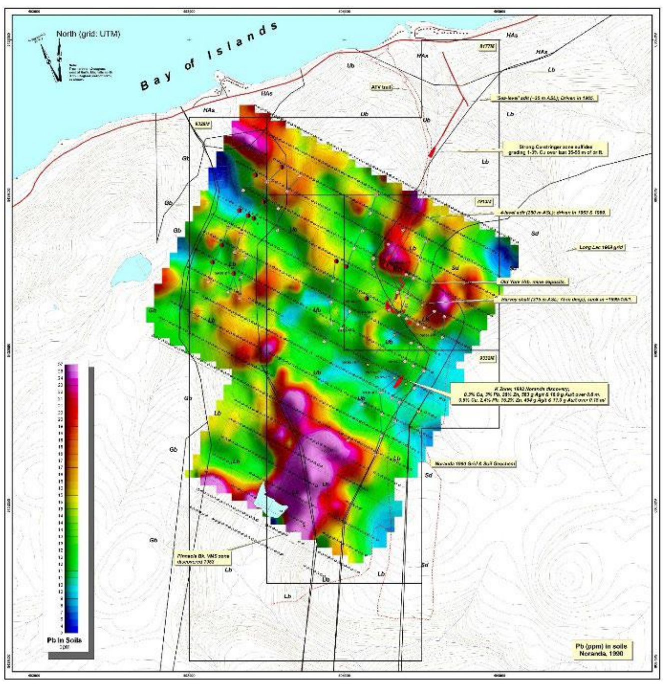


Figure 6-5: Lead in Soils

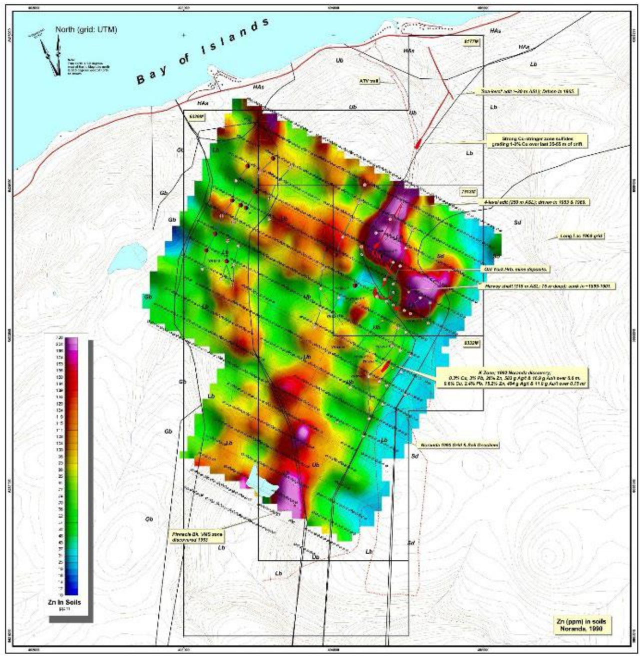


Figure 6-6: Zinc in Soils

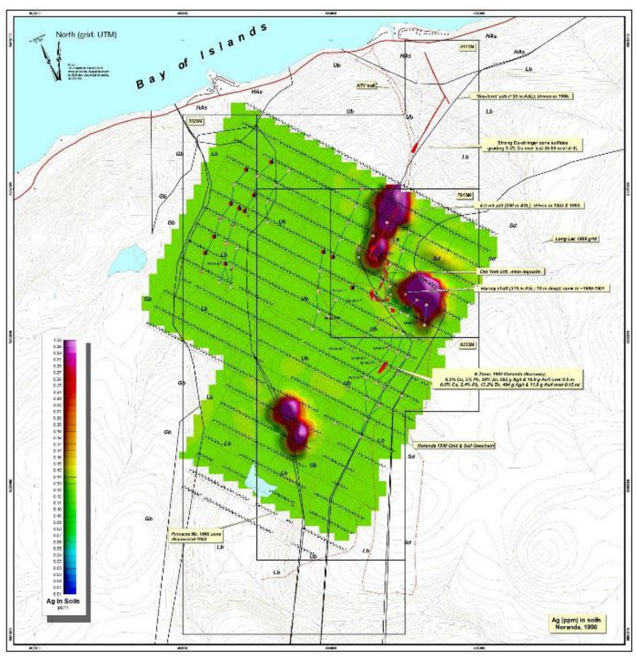


Figure 6-7: Silver in Soils

Source: Geochemical Plan of 1990 Zinc-In-Soil Sampling Results (After Noranda, 1990; Dearin, 2003)

Table 6-2: Historical Work Summary on the Property

Year	Historical Work
1893	Boulders and outcroppings of copper-zinc massive sulphides are discovered and staked by Daniel Henderson approximately “1,000 feet upstream” along Copper Mine Brook (Martin, 1983).
1897–1899	Henderson options the property to A.J. Harvey of St. John’s who begins shaft sinking and mining and produced 500 tons of ore (unsold) in the period (Martin, 1983). Four shafts (the Randell, Keating, Main and Harvey shafts) were sunk. Six levels were developed, all from the Main shaft [at depths below surface of 20 m (first level or 960’ asl), 39 m (second level or 900’ asl), 57 m (third level or 865’ asl), 67 m (fourth level or 830’ asl), 85 m (fifth level 710’ asl), and 104 m (sixth level or 650’ asl)].
1900	Harvey leased the property to York Harbour Copper Company of Manchester, England; mining during 1900 produces 100 tons which was sold (to England?) before the lease expired.
1902	Harvey forms the Western Copper Company Limited which leases the property to the Humber Consolidated Mining and Manufacturing Company (“Humber Mining").
1902–1905	Humber Mining opened up an ore lens in the lower levels over 57 feet long with an average grade of 7% Cu. Another lens grading 10 to 12% Cu over 4 feet wide was mined (the A Zone). From 1902–1905 approximately “15,000 tons of ore left York Harbour for the United States (Martin, 1983). Early in 1905 Humber Mining violated a condition of the lease agreement by mortgaging the property. Following the 1905 year of production, continued production at the mine was assessed to be uneconomic. Exploration along strike was recommended.
1906	Western Copper Company is awarded title to the property.
1909–1913	In 1909, the property is optioned to “a group of London mining engineers and merchants constituting the York Harbour Mine

	(Newfoundland) Limited (YHMNL), and mining work resumed (Martin, 1983). “By 1913, upper levels of the mine were either collapsed or depleted of ore; and as excavations began on deeper levels, word arrived that the Issuer (YHMNL) was pulling out. The last load of ore left York Harbour for the United States in July 1913, bringing the Issuer’s (YHMNL?) total shipments to 15,000 tons” (Martin, 1983). It is unclear if this is the same 15,000 tons as for 1902–1905 or additional.
1913–1951	The property was returned to Harvey & Co. (successor of Western Copper Company) and retained as a Fee Simple Mining Grant (Fee Simple). It remained idle with little exploration work done during this time. (Outerbridge, 1923) concluded that original mining infrastructure was deteriorated but salvageable and the future of mining was prosperous. Self-potential survey covering approximately 0.4 km2 completed in 1949 (Beavan, 1955, and references within)
1951–1955	Independent Mining Corp. optioned the property, dewatered the Main shaft and drove the 4th Level adit 434 m to the north and established a portal entrance. The 4th Level was advanced some 300 m to the south for exploration purposes and stopped with copper-zinc mineralization (the J Zone?) in the face. EM surveying located several weak to moderate conductors near the drift. Diamond drilling discovered the D and H mineralized Zones. A large EM conductor was located to the SE of the workings but was not drilled. Underground drilling totalled 1,522 m; an additional 2,000 m were drilled in 1954. Surface drilling totalled 5,462 m.
1952	Halet (1952) identified future exploration opportunities and recommended testing the ore-bearing structure southward by drilling from surface and from the 6th level. Extending the underground workings on the 4th level for drilling exploration purposes was also recommended.

	Detailed petrographic descriptions of rocks from the ore zones and host stratigraphy were summarized in a 1954 technical report (Hawley, 1954).
1954	Beavan (1954) recommended future surface exploration and underground development in addition to structural mapping and further application of geophysical methods
1955	Beavan (1955) recommended surface exploration to the south of the mine workings.
	The property was optioned from Independent Mining and Harvey & Co by Big Nama Creek Mines Ltd. A total of 5,181 m of surface and underground drilling was done.
1962–1963	British Newfoundland Exploration Ltd. carried out surface mapping, trenching, diamond drilling, and a reconnaissance geochemical survey on their adjoining Brooms Bottom area property, south-southwest of the York Harbour Property. A portion of the trenching and mapping programs covered the No. 4 Brook and Pinnacle Brook area within the current York Harbour Property.
1965–1969	Exploration by Big Nama Creek on claims north of the mine workings for purposes of adit construction. Construction of the 400-foot-long access road to the Sea Level adit location (approximately 100 feet south of the York Harbour highway) as well as roads to the powder magazine and pump house. The new adit was at a grade of +0.5% and was designed to intercept the down-dip extensions of the known ore zones approximately 675 feet below the No. 4 Level. The adit had advanced 2,101 feet by June 30, 1966 and had reached a maximum length of around 2,571 feet before shutting down latter in 1966. The current adit face is within 2,600 feet north of the closest copper-zinc VMS zone – the ‘D’ zone, and within 3,300 feet of the most distant zone - the ‘B’ zone (Ritchie, 1969).
	Ten drill holes, totaling 4,048 feet (1,234 m) of underground drilling was completed in the adit. All holes were drilled lateral to the adit,

	none of which adequately tested for the favorable VMS horizon along strike to the south.
1968	British Newfoundland Exploration Ltd. carried out a small drilling program on the Pinnacle Brook massive sulphide showing at No. 4 Pond approximately 1,800 m south of and along strike with the known A to J Zone copper-zinc deposits. Results are unknown, but the Pinnacle Brook showing reportedly contained significant Cu-Zn-Pb anomalism. (This was located by Messina in 2009 with negative results as reported herein.)
1969	ROW (Ritchie, 1969) proposed extending the sea level adit into the vicinity of the known copper-zinc mineralized zones and to raise up to the 4th level adit with a manway raise and a parallel ore pass raise. Additional development work and underground drilling was proposed. None of this proposed work was carried out.
1969–1970	Long Lac Mineral Exploration Ltd. optioned the property from Big Nama and Harvey & Co and did the following work: Cut a 112 km grid over and adjacent to the known deposits and carried out geological mapping and geophysical surveys (magnetics and IP). The IP outlined the favorable mineralized horizon over 1,100 m of strike length and up to 120 m wide. Underground geophysics was tried using both gravity and SP (self potential) around the known deposits. The SP defined strike extensions to several deposits including the B and H Zones. The 4th Level adit was extended 500 m in the B and H drifts and a series of drill holes tested the B and H deposits. Surface and underground drilling totaled 5,321 m around the known deposits. No deep drilling (i.e. < 30 m below the old workings) was done.
1970	Long Lac dropped the option.
1974	Noranda staked adjoining claims to the west around the No. 4 Brook showing and carried out reconnaissance soil geochemical (91

	samples) and magnetic, VLF-EM and EM surveys. The previously defined EM conductor was confirmed, and soils returned up to 390 ppm Cu and 240 ppm Zn adjacent to the conductor. Hand trenching in one area over the conductor exposed semi-massive sulphides (pyrite) in a chert horizon located ~200 m south of the original No. 4 Brook showing (Dimmell, 1974).
1974–1975	Labrador Mining & Exploration Company Ltd. staked several claims around the Fee Simple property and carried out geological mapping, and geochemical and geophysical surveys on three small grids; the most significant results came from the No. 4 Pond grid (i.e. in the bowl beneath the Pinnacle Brook zone) located approximately 1,800 m SSW of the main deposits. Widespread alteration (similar to the known deposits alteration) with soil values > 4,000 ppm Cu and coincident IP anomalies were defined. No follow up work or drilling was done (Sterling, 1974).
1977	York Consolidated Exploration Ltd. (previously Big Nama Creek Mining) carried out 2,193 m of surface drilling and 1,616 m of underground drilling around the B and H deposits. Two holes (316 m) were drilled near No. 4 Brook; several zones of massive pyrite up to 4 m wide were cut. All claims expired in 1984 and the Fee Simple returned again to Harvey & Co.
1987–1989	Corona Gold Corp. staked claims around the Fee Simple and carried out stream silt sampling and outcrop lithogeochemical sampling.
1990–1991	Cut 45 km of line grid with B-horizon soil (1,320 samples, zinc-in-soil results, and copper-in-soil results, and lithogeochemical (31 samples) sampling, magnetics and VLF-EM (29.1 line km) were carried out. Zinc- and copper-soil anomalies extend 500 meters north of and 1,800 meters south of the known mineralization. Drilled three holes totaling 759.1 m around the Main zone deposits (MacDougall, 1990).
1990–1993	Noranda Exploration optioned the Fee Simple from Harvey & Co and staked claims around the property (again).

1992	Extended the grid and carried out geological mapping, soil sampling (100 samples) and transient EM-37 over the northern part of the grid. EM-37 detects new conductive anomalies with coincident zinc-copper soil anomalies. Six diamond drill holes (totaling 1,209.7 m) tested geochemical and geophysical targets and was the first ever conducted to test for a southward continuation of the mineralized horizon (Huard, 1992a&b).
1992–1993	Drilled eleven holes with good alteration and mineralization intersected; several holes cut good grades of Cu-Zn-Ag. Several thin intersections of Zn (to 26.2% Zn) with unusually high Ag (as high as 583 g/t Ag) and Au (as high as 16.9 g/t Au). This discovery was called the “K” Zone.
1994	Noranda dropped all claims in the area and returned the Fee Simple.
1994–2000	No exploration work was carried out in the area.
2000	Harvey & Co neglected to pay the annual Fee Simple tax and the claims came open for staking.
2001–2003	South Coast Ventures Inc. acquired the original Fee Simple property by staking on January 24, 2001; title was granted on February 26, 2001. During 2001 and 2002 South Coast staked another 22 claims in three Licenses surrounding the core license. South Coast spent $11,052 on an initial digital compilation of historical data at this time. South Coast is now Tenacity Gold Mining Company Ltd.
2004–2005	South Coast optioned the York Harbour Project to Wolfden Resources Inc. who drilled seven holes totaling 1,586 m. The drilling was done with very little compilation of previous data, results or drilling locations. Despite geologically encouraging results, Wolfden dropped the option by the end of the year.
2005	South Coast re staked a four claim License (10770M) dropped by Wolfden, and in 2009 changed its corporate name to Tenacity Gold Mining Company Ltd.

2009-2010	Messina acquired the right to earn a 100% interest in the York Harbour property from Tenacity Gold. Messina completed a comprehensive compilation of project data, including 135 drillholes, GPS surveying of Collars, geophysics review, as well as prospecting and collection of 21 rock samples from across the property.
2018–2021	W. Keats and co prospected their claims, located reported grids, and known mineral showings throughout the property, especially in the vicinity of the old York Harbour mine workings.

Historical Production

The York Harbour mine operated between 1897 and 1913 and produced hand-sorted material grading between 3% to 12% Cu (and 7% Zn) from the A Zone; this was primarily shipped to the United (Martin, 1983) and anecdotally to England (100 tons from 1900 or 600 tons, including unsold from 1897–1899 production) for processing.

Martin (1983) reports that by 1899 “500 tons of ore lay unsold on the shores of the Bay of Islands”. An additional 100 tons was “raised and exported” by the York Harbour Copper Company in 1900. “Between 1902 and 1905, about 15,000 tons of ore left York Harbour for the United States”. Also “the last load of ore left York Harbour for the United States in July 1913, bringing the Issuer’s (YHMNL) total shipments to 15,000 tons” (Martin, 1983).

Hill (1905; GSB File #12G-1) reports two shipments of 1.5 tons each with the former containing 3.52% Cu and 7% Zn and the latter containing 2.7% Cu (zinc not indicated) made early in 1905 under a contract to deliver “15,000 tons”. No gold or silver assaying is noted in this report.

Outerbridge (1923; GSB File #12G-3) describes the mining operation ten years after mining ceased in 1913. Outerbridge reports that between “1900 and 1913” a total of “fourteen [steam-ship] shiploads of ore [not including] sailing vessels cargoes have been taken out of the Mine” including in 1913 (citing the last Mine Manager), the last two (steam-ship) shiploads of ore were shipped. Outerbridge estimates 2,000 tons per shipload; therefore, approximately 30,000 tons of ore was produced over the life-of-mine. No gold or silver assaying is noted in this report.

More recent references of work (e.g., Noranda, 1991; Wolfden, 2004) cite up to 90,000 tonnes of material was produced which contained “significant gold and silver”, but no documentation or source has been located for this estimate.

5.4 Geological Setting, Mineralization and Deposit Types

Regional Geology

The York Harbour Property is situated regionally within the Dunnage tectonic zone of the Appalachian geological province. Its underlying country rocks belong to the Lower Ordovician Bay of Islands Complex that includes an ophiolitic sequence of basaltic, gabbroic and ultramafic rocks with their fragmental equivalents plus pyroclastic sedimentary rocks (Figures 7-1 and 7-2).

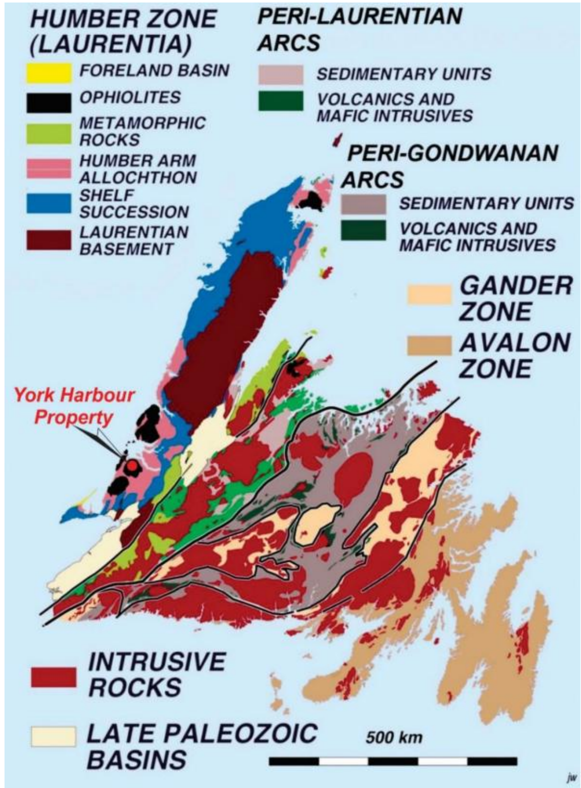


Figure 7-1: Tectonic Map of Newfoundland

Source: after Hicks and Conliffe, 2015

The Humber Arm Allochthon is 200 km long by about 50 km at its widest along the western coast of Newfoundland. Its structural thickness is approximately a few kilometres. Post-emplacement deformation increases eastward across the allochthon.

Sedimentary rocks of lower structural slices of the Humber Arm Allochthon are assigned to the Humber Arm Supergroup. Four volcanic and plutonic units occur in higher slices of the allochthon. From structurally lowest to highest, these are: 1) Skinner Cove Formation, Fox Island Group and related volcanic rocks, 2) Old Man Cover Formation, 3) Little Fort Complex and related Mount Barren Complex, and 4) Bay of Islands Complex” (Newfoundland Mines and Resources, 2010).

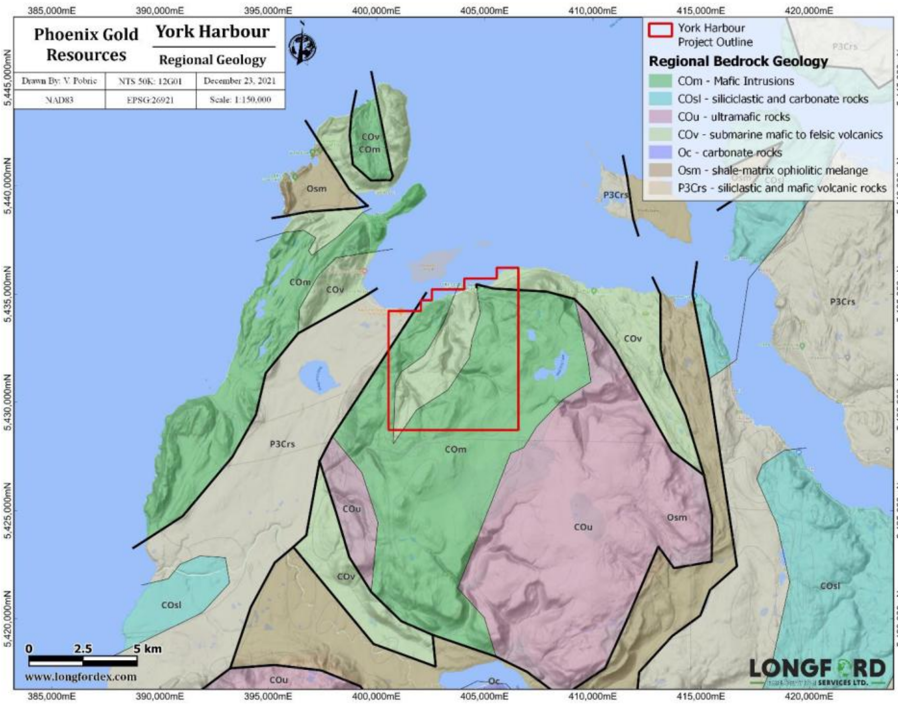


Figure 7-2: Regional Geology of the York Harbour Area

The York Harbour and Bay of Islands area is underlain by the Lower Ordovician Humber Arm Allochthon comprising lower structural slices of Humber Arm Supergroup sedimentary rocks; a metamorphic sole; and poly-deformed mafic amphibolites and greenschists that formed during westward obduction. This sequence is structurally overlain by the Lower Ordovician Bay of Islands Ophiolite Complex comprising a complete ophiolite suite of rock units from ultramafic rocks, through gabbros and sheeted dykes to mafic and greenschists welded to the stratigraphic base of its ultramafic unit. Both the Humber Arm Supergroup and Bay of Islands Complex were thrust westward over Lower Ordovician carbonate rocks during the mid-Ordovician Taconian Orogeny.

Property Geology

Metamorphosed sedimentary rocks of the Humber Arm Supergroup occur along the northern boundary of the Property. A major shallow southerly dipping thrust fault separates these rocks from the overlying obducted Bay of Islands Ophiolite Complex. Bay of Islands Ophiolite Complex serpentinized ultramafic rocks occur on the northwest side of the Property. A mixed assemblage of ophiolitic volcanic, pyroclastic, and sedimentary rocks of the Lower Ordovician Bay of Islands Ophiolite Complex underlie the remainder of the Property. These rocks are interpreted to form a north-northeast-trending recumbent synclinal feature throughout the Property with gabbroic and brecciated sheeted dykes forming the western and eastern sides of the Property. The axis of the syncline is interpreted to lie approximately 600 m west of the York Harbour mine area. The central part of the syncline consists of conformable and extrusive (flow) equivalents to the gabbroic dykes, mafic flows and pillow lavas with some pyroclastics, and minor sedimentary rocks. North-northeast-trending shears and fault zones cut and moderately displace the mafic volcanics in the mine area.

The local volcanic stratigraphy of the Bay of Islands Ophiolite Complex has been divided into three main units by several geologists, most recently by Piercey (2021). The following is a quote from the July 2021 report by Dr. Stephen Piercey who examined cores from drill holes WLF-04-13 to -18 stored in the Government's core warehouse in Pasadena, Newfoundland, part of the 2004 drilling campaign by Wolfden Resources Inc. on the York Harbour Property.

Upper Basalt

The upper basalt unit contains basalts that are olive green to dark green in colour and contain abundant magnetite and/or hematite depending on the degree of alteration in the units. The basalts often are pillowed with well-developed pillow rinds that are variably altered to chlorite, hematite, and/or pyrite. Pillows often grade into hyaloclastite-rich zones that contain angular to subrounded, jigsaw-fit fragments that range from being clast-supported with clasts touching, to those supported within a matrix of chlorite-rich ash-sized material. Locally, these clast-rich zones are altered completely to hematite. In other cases, the basaltic hyaloclastite fragments have perlitic cracking with concentric alteration with rims containing hematite and cores with basalt or chlorite. These features are very common in submarine pillow sequences and reflect the complex interaction of water with basalt during eruption forming clastic rocks on pillow margins (hyaloclastite formation), coupled with overprinting alteration due to hydrothermal fluids (e.g., chlorite and hematite).

A feature of this unit that is unique compared to the lower basalts is that it has varying hematite and/or magnetite. Where magnetite is present, the units can range from very magnetic to no magnetism whatsoever. In many cases, there are entire flow units that range from hyaloclastite down to the base of a flow, and only portions of such flow units have magnetism (i.e., magnetics cannot be used to delineate specific stratigraphic units in the upper basalts). In less altered holes, magnetite has greater preservation (e.g., WLF-04-18), whereas in the holes that have abundant hematite, the magnetite is less preserved, and it is possible that the abundance of hematite is due to VMS hydrothermal fluid reaction with existing magnetite converting it to hematite. Notably, there are basalt sequences that go from more siliceous on the margins to more granular in the interior or base of the units and have magnetic features in both the more siliceous portions and the granular parts.

Sedimentary/volcaniclastic units are not common in the upper basalts; however, locally the hyaloclastite zones form meter-scale units in between flows. These units are generally monolithic and dominated by basaltic clasts, range from matrix- to clast-supported, and contain variably chlorite- and hematite-altered ash material in between the fragments. These units are restricted to pillow sequences and distinct from the marker unit in the lower basalts.

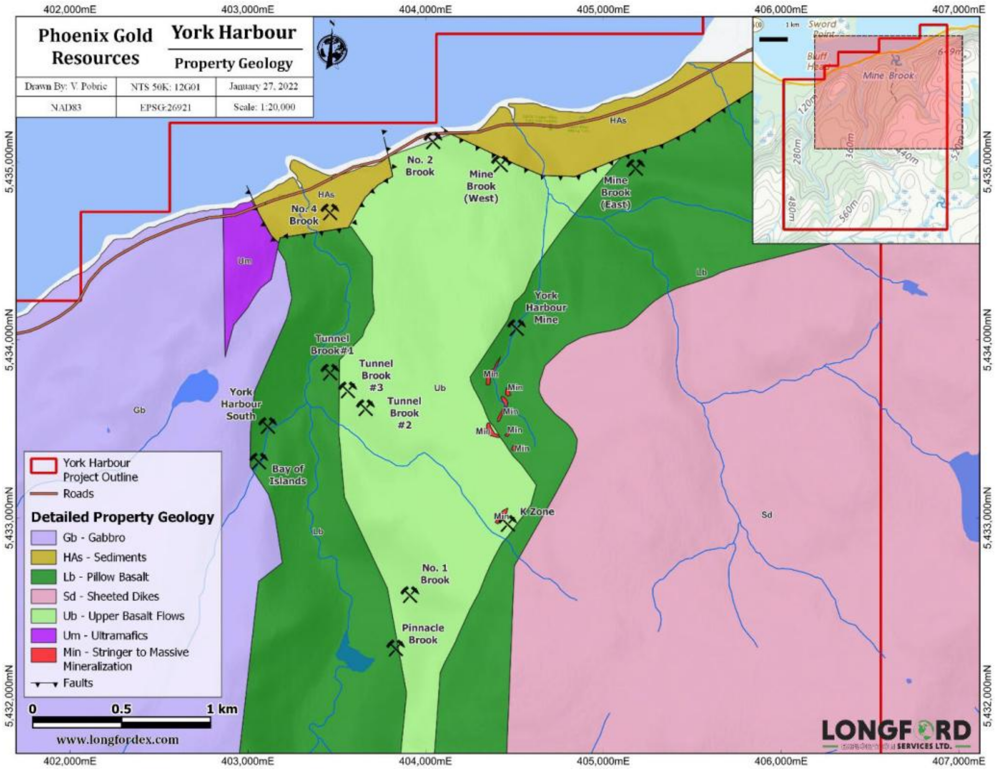


Figure 7-3: Property Geology of the York Harbour Property Geology

Source: after Tallman, 2010

<u>Marker Unit</u>

The marker unit is present in some, but not all drill holes, but in the H Zone, the unit delineates the upper basalts from the lower basalts. This unit varies in thickness but is generally <10 m thick and is black to grey to grey-green in colour. It contains predominantly basaltic clasts that are variably altered and ranges from a matrix- to clast-supported unit with predominantly lapilli-sized (2 mm to 64 mm) fragments that are subangular to subrounded. Locally, there are larger fragments up to 60 cm in diameter and in some parts have very densely packed larger fragments. The ash matrix consists of mafic ash (<2 mm in size) that is variably altered to chlorite and has varying amounts of pyrite (see alteration/mineralization below). The clasts also have varying alteration that ranges from chlorite to quartz. The unit has relatively sharp upper contacts and grades downwards into the underlying basalts. This suggests that the unit represents a potentially flow top breccia and/or a debris flow, but with clast derivation similar to the underlying basalts.

<u>Lower Basalt</u>

The lower basalt unit is the main host to mineralization or mineralization occurs on the contact of this unit and the overlying marker unit. The unit ranges from black to olive green to grey and is highly texturally variable. Aphyric (no crystals) pillow lavas are common, and these often exhibit well-developed pillow margins/rinds that are altered to either quartz or more commonly chlorite, and these rinds often grade outwards into hyaloclastite. The hyaloclastite consists of subangular to subrounded basalt fragments that have a jigsaw-fit and result in units where the clasts are supporting one another, or they are matrix-supported within a matrix of chlorite-rich ash. The aphyric lavas often have well-developed perlitic fracturing related to volcanic glass devitrification that is variably altered and locally yields concentric alteration patterns.

There are also some sections where the lavas contain rounded spherulites related to rapid quench crystallization of the basalt; these spherulites are interpreted to mark the edges of the pillows and glassy rinds of the lava. There are minor variants on the aphyric lavas, including grainy lavas that appear to have micro-crystalline plagioclase phenocrysts and that locally contain plagioclase porphyritic textures. In some cases, these grainy basalts have sharp margins and potentially represent massive flows, whereas in other locations they have well-developed pillow rinds and grade into hyaloclastite, suggesting they are just coarser grained flows.

Alternation and Mineralization

In general, mineralization and alteration are greatest in the lower basalts and related units. A zone of mineralization occurs at the contact between the upper and lower basalts both atop the upper basalts and partly replacing rocks of the marker unit. In hole WLF-04-15, which contains the largest (~2 to 3 m) intersection of massive to semi-massive sulphide, the mineralization contains pyrite, chalcopyrite, and sphalerite with chlorite and quartz gangue. This same hole has a second weaker mineralized zone approximately 70 m below the above unit with a similar mineralization style, but with a little more chalcopyrite. In hole WLF-04-13, the mineralization occurs within the lower basalts along a pillow margin with hyaloclastite and includes numerous pyrite-chalcopyrite stringers and buckshot associated with chlorite-altered tuff and basalt fragments; mineralization here also looks partly replacement in origin and forming in the interstices of clasts and replacing ash layers. Throughout the entire sequence in the footwall, however, pillow rinds and hyaloclastite have pyrite stringers and locally chalcopyrite-pyrite-rich stringers (e.g., holes WLF-04-17 and -18).

Alteration within the holes depends on permeability and stratigraphic position. The upper basalts are generally less altered than the lower basalts, but commonly have hematite alteration (replacing magnetite?) and weaker chlorite and quartz alteration; locally there are zones of pyrite-chlorite mineralization on pillow edges. In the footwall, the alteration style that is most prevalent is pyrite-chlorite alteration of pillow rinds, inter-pillow hyaloclastite, and sedimentary units, including the marker unit. Whenever there is appreciable mineralization, both the inter-pillow material and the pillows are altered to chlorite, and the alteration is more pervasive. In less altered zones, the pillow rinds exhibit quartz alteration and some chlorite alteration is associated with quartz as well. All of the rocks in the stratigraphy are cut by late (deformation related and non-VMS?) calcite-(quartz) veinlets that are throughout the entire stratigraphy.

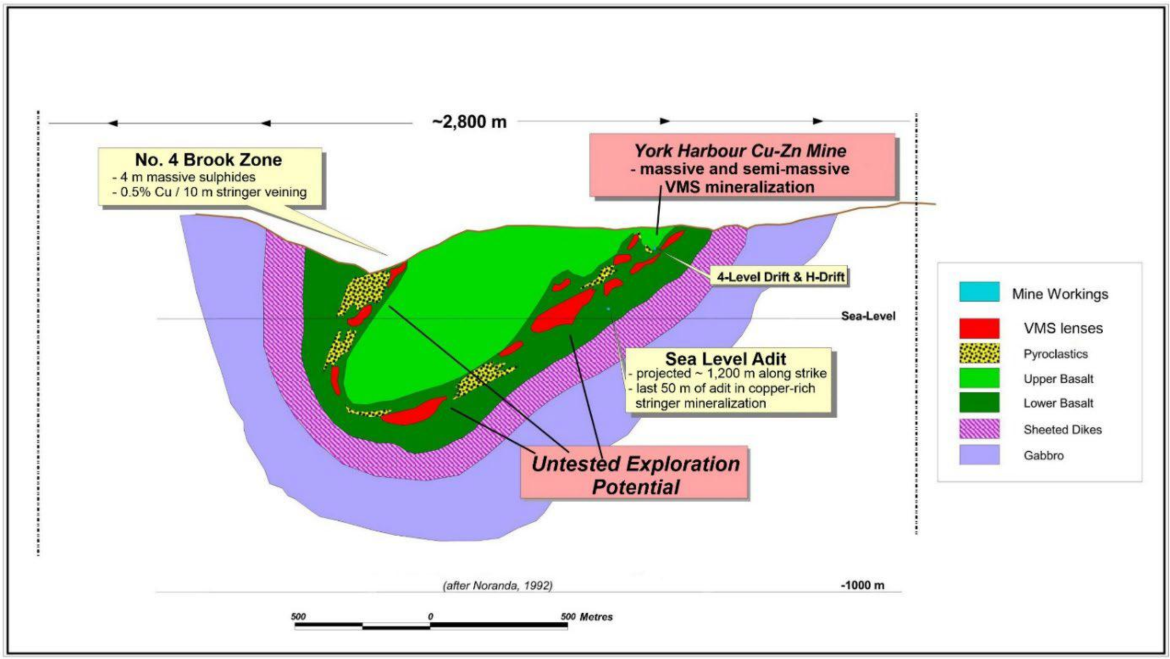


Figure 7-4: Inferred Geological Cross Section of York Harbour VMS Mineralization

Source: Modified after Dearin, 2003

Mineralization

The following text has been summarized from reports by Dearin (2003), Tallman (2010) and the property summary report by Newfoundland Mines and Resources (2010).

Volcanogenic massive sulphide mineralization is widespread in the ophiolitic rocks of central and western Newfoundland, including more than 175 showings, prospects, and 14 past-producing deposits. For a brief period in the late 1800s, production from ophiolite-hosted deposits, including the York Harbour mine, made Newfoundland the world's third-largest copper producer (Swinden and Kean, 1984).

Volcanogenic mineralization generally occurs at all stratigraphic levels within the ophiolitic complexes. Some major showings and former producing mines in Newfoundland occur geologically near the sheeted dyke – pillow lava contact with the most significant mineralization confined to the pillow lavas, such as: the Tilt Cove, Betts Cove, Little Bay, Whalesback, Miles Cove and York Harbour past-producing mines. The Tilt Cove mine produced 9 million tons grading 1% to 12% Cu with 42,000 ounces of gold from disseminated and stringer stockwork and stratiform copper-enriched massive sulphides (Tallman, 2010).

The Bay of Islands Ophiolite Complex is host to approximately 50 early-stage copper prospects and showings, including copper-lode, quartz-vein deposits and the mafic-type VMS deposits, in addition to copper-zinc-silver-gold massive and disseminated sulphide mineralization in the York Harbour mine area.

The alteration and mineralization within York Harbour is typical of volcanogenic massive sulphide (VMS) deposits in mafic-dominated settings (i.e., Cyprus-type systems), and the presence of both chlorite and chalcopyrite indicates that locally there was high temperature alteration (i.e., >300 °C). The presence of multiple sulphide horizons at different stratigraphic levels, and the hematite alteration plus local chlorite-pyrite mineralization in the upper basalts, indicates that hydrothermal activity was ongoing during the deposition of the entire stratigraphic package, including the upper basalts above mineralization (Piercey, 2021).

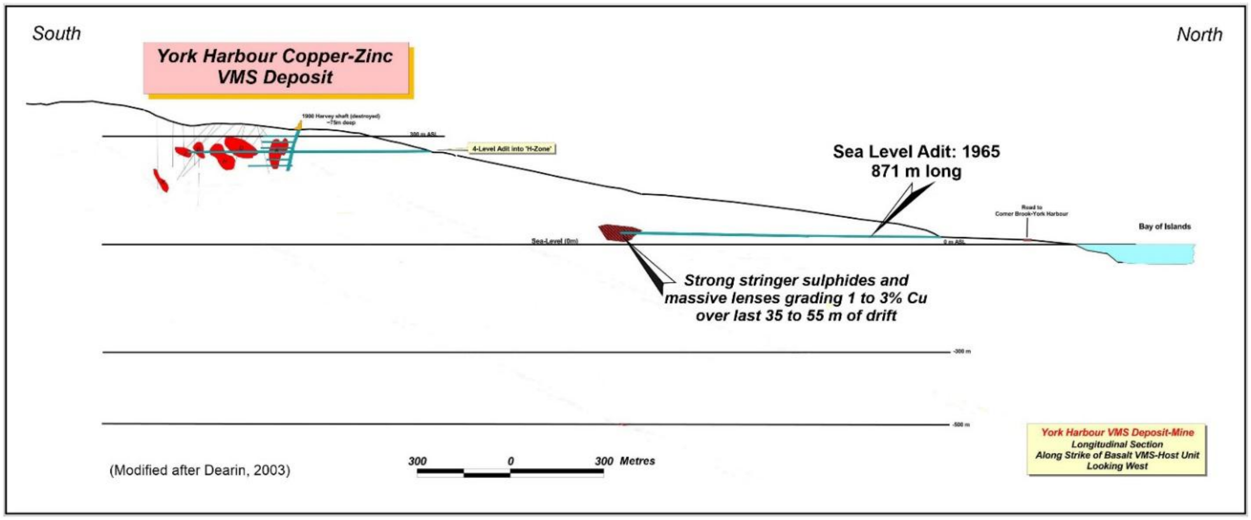


Figure 7-5: Long Section of York Harbour Mine Workings and Known VMS Mineralization Looking West

Source: Modified after Dearin, 2003

Mineralization at the York Harbour mine area consists of multiple, irregular horizons of massive and semi-massive pyrite, sphalerite, chalcopyrite with minor pyrrhotite and rare galena (see figure 7.4 above). Colloform textures are commonly preserved, and the lenses are commonly bounded by narrow hanging wall and footwall shear zones. The massive sulphide lenses are often brecciated and are underlain by a variably developed copper- to zinc-rich stringer zone typically associated with intense hydrothermal brecciation (see figures 7.6 to 7.9 below). Hanging wall contacts are often sharp with the overlying upper basalt unit containing less than 1% pyrite (Newfoundland Mines and Resources, 2010).

There are eleven partially drill-tested VMS deposits, named A Zone through K Zone, in the vicinity of the York Harbour mine area (see figure 7.5 above), and several more reported VMS showings elsewhere on the Property. Most of the historical mining and exploration drilling had only tested four of the known VMS Zones: A, B, D, and H. Past exploration work has shown that the favourable horizon for mineralization can be traced for 300 m north of the old mine site, at the end of the Sea Level adit, and for at least 1,800 m south where massive sulphide mineralization occurs at the Pinnacle Brook showing within the present-day property boundaries. Surface and underground drilling has only been carried out within less than 350 m of this strike length and within 150 m below surface.

The VMS mineralization of the old mine area occurs near the lower basalt-upper basalt contact on the eastern limb of a north-northeasterly trending, slightly overturned, southerly closing recumbent synform. This same favourable horizon also occurs on the western limb of the syncline in the No. 4 Brook zone, where a 10 m wide zone with variable copper, zinc and silver values are hosted by a pyroclastic unit with chert-pyrite beds and hematite-jasper iron formation (MacDougall, 1991b).

Figure 7-6: Banded and Brecciated Massive Sulfide Mineralization

Source: Duke collection, after Tallman, 2010

Figure 7-7: Pyrite and Chalcopyrite Stringer Mineralization

Source: Duke collection, after Tallman, 2010

Figure 7-8: Massive Pyrite, Chalcopyrite and Pyrrhotite Mineralization

Source: Close-up photo from 24.3 m-long VMS intersection in DDH UH21-18 from 93.7 to 118.00 m)

Figure 7-9: Massive Pyrite, Chalcopyrite and Sphalerite Mineralization

Source: Close-up photo from 7.4 m-long VMS intersection in DDH YH21-22 from 166.6 to 174.00 m)

5.5 Deposit Type

Volcanogenic Hosted Massive Sulphides Exploration Model

The York Harbour volcanogenic massive sulphide mineralization occurs within the mafic flow level of a structural slice of oceanic crust belonging to the Lower Ordovician Bay of Islands Ophiolite Complex; its mineralization and geologic setting are analogous to deposits currently forming on ocean floors in back-arc basin and mid-ocean ridge rifting environments.

The deposit model was once named “Cyprus-type” after the famous copper deposits in the Troodos Ophiolite of Cyprus in the Mediterranean where copper and gold have been mined for over 5,000 years. The largest of these Cyprus deposits, at Mavrovouni, had estimated production of 15 million tonnes of mineralized material containing 4% Cu and unreported zinc and gold grades (Tallman, 2010).

The York Harbour Property is prospective for volcanogenic massive sulphide (VMS) base metal deposits enriched in copper (Cu), lead (Pb), zinc (Zn), silver (Ag) and gold (Au). VMS mineralization and deposits are well known in Newfoundland, and the geological setting is highly prospective for these types of deposits. These deposits follow the classic ocean-floor exhalative and/or replacement models which are well described in the literature (Franklin et al., 1981; Franklin, 1993; Franklin et al., 2005; Gibson et al., 1999; and Barrie and Hannington, 1999).

Recent studies by these geologists and others have derived a simple, five-fold lithostratigraphic classification of VMS base metal deposits (Figure 8-1) using sequence boundaries defined by major time-stratigraphic breaks, faults or major subvolcanic intrusions (Franklin et al., 2005). This classification is based on pre-altered host rock composition of some 880 VMS deposits with known ancient and modern day VMS settings (Barrie and Hannington, 1999). The following summarizes the classification hierarchy:

- **Mafic Type**: a predominantly (>75%) mafic host rock stratigraphic succession with rare to absent (<1%) felsic volcanic rocks and with minor (<10%) siliciclastic or ultramafic rocks or both. The mafic-type includes ophiolitic settings and are found in oceanic ridge, primitive oceanic back-arc rift and supra-subduction zone nascent-arc settings. The host rock basalts are tholeiitic and locally boninitic. These types are generally Cu-rich and Pb-poor and are the highest on average Au grades (2.6 g/t Au) and form about 8% of all VMS deposits (Barrie and Hannington, 1999). Average sizes are approximately 2.8 million tonnes. Deposits include the Cyprus and Oman VMS deposits and Tilt Cove, Newfoundland. The York Harbour mineralization is an example of this VMS type.

- **Bimodal-Mafic Type:** mainly mafic rocks (>50%) and >3% to <25% felsic rocks (in a ratio of >3:1 mafic:felsic) in a host stratigraphic succession with subordinate siliciclastic rocks. The felsics are commonly the immediate mineralization host rocks. The host rock composition is reflective of primitive volcanic arc or incipient-rifted supra-subduction oceanic arcs typified by flows and felsic strata. The basalts are generally tholeiitic and the felsics are commonly high-silica rhyolites. The bimodal-mafic type is the most common (~35%) of VMS deposits and Cu is the next highest grade after the mafic types. Average sizes are approximately 5.1 million tonnes.

- **Bimodal-Felsic Type:** is defined as having either >50% felsic volcanics and/or 35-50% felsic volcaniclastics strata and <15% siliciclastic rocks in the host stratigraphic succession with mafic volcanics and intrusive rocks forming the remainder. The felsics are principally calc-alkaline and they are found generally in compositionally more mature volcanic arcs or rifted volcanic arc settings than the 'Bimodal-Mafic Type'. This VMS deposit class forms about 31% of all VMS deposit types, are usually more Ag- and Zn-rich than the other VMS types, carry an average gold grade of 2.1 g/t Au and are commonly baritic. Average deposit size is approximately 5.2 million tonnes. The Kuroko, Japan and Buchans, Newfoundland VMS deposits belong to this category.

- **Bimodal-Siliciclastic Type:** this VMS-host type has approximately equal proportions of volcanic and siliciclastic rocks. Felsics are generally more abundant than mafics and are usually calc-alkaline, a reflection of mature epicontinental back-arcs, typified by continent-derived sedimentary and volcaniclastic strata. The mafic rocks are generally tholeiitic but may also be mildly alkaline as at Bathurst, New Brunswick and the Iberian pyrite belt in Spain. These deposit types make up about 12% of the number of VMS deposits but form the largest of all VMS deposits averaging ~24 million tonnes. They have on average the lowest Cu content and the highest Pb content of the five deposit types.

Volcanogenic massive sulphide deposits typically form from hot, metal-rich fluids associated with seafloor hydrothermal convection that escape to the seafloor from vents along shallow crustal faults. These" exhalative" deposits form during the emplacement of the host volcanics and are, therefore, considered synvolcanic (Galley et al., 2007). Mafic-type VMS deposits typically grow upon the mafic flows as mounds of sulphide breccias comprising collapsed sulphide/sulphate chimneys, often referred to as "black smokers". These sulphide/sulphate mounds grow, self-seal, reheat, and the base and precious metals become zoned within the growing lens, often leading to grade enrichment and destruction of primary textures. Gradual replacement and enrichment of the brecciated footwall mafic flows along the discordant vent "pipes" due to the temperature increases and fluid build-ups beneath the growing massive sulphide lens may also form altered stringer zones containing significant base and precious metals. Some mafic-type VMS deposits are accompanied by large-scale hypabyssal intrusions which support high-temperature hydrothermal systems that generate higher grade Cu, Cu-Zn and Zn-Cu- (Pb) VMS deposits with variable Au and Ag (Galley et al., 2007).

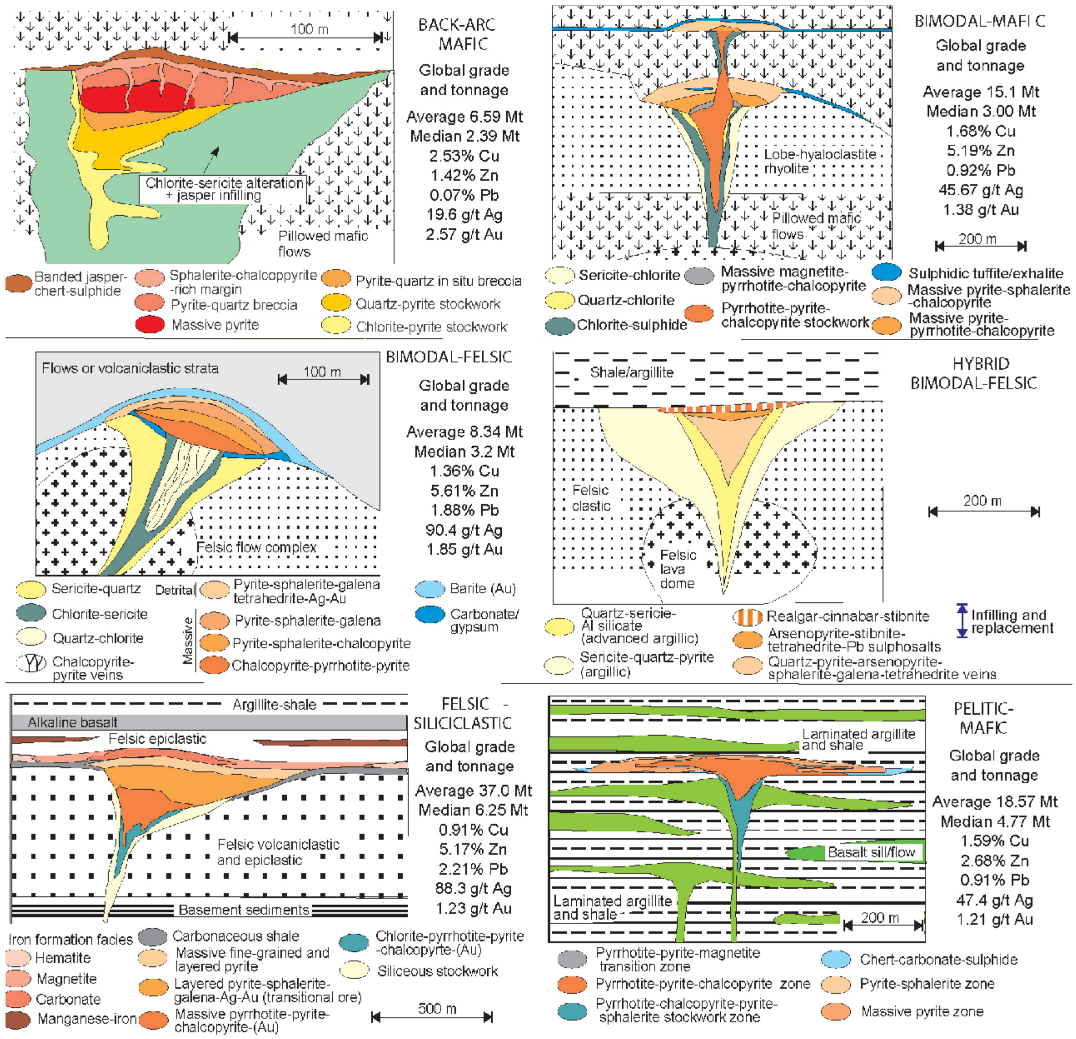


Figure 8-1: Schematic Cross Sections of the Various Volcanogenic Massive Sulphide Deposit Types

Source: Depicting host rocks, hydrothermal alteration, and mineralization from Galley et al. (2007b), after the classifications of Barrie and Hannington (1999) and Franklin et al. (2005). Also presented are the average and median tonnages, and average grades of different sub-types of VMS updated using the database of Franklin et al. (2005), as modified and updated by Galley et al. (2007b) and Huston et al. (2010).

5.6 Exploration

York Harbour Metals commenced exploration in late April 2021, and has since conducted a multi-disciplined program to assess the exploration and resource potential of the York Harbour Property.

The 2021 exploration program included:

- several prospecting and rock geochemical sampling traverses
- examination and sampling of historical drill core stored at the Government of Newfoundland's Pasadena warehouse
- review, data compilation and three-dimensional modelling of historical surface and underground drilling and assay data
- surface and borehole electromagnetic surveys (BHEM)
- two phases of NQ-size diamond drilling with concurrent BHEM surveying
- LiDAR drone survey of the 4th Level adit.

The last drill hole of the 2021 exploration program was completed on December 12, and the drilling and exploration equipment was stored in a York Harbour warehouse for the start of the 2022 program.

Field Program

Between April 27 and May 1, 2021, a geologist and field assistants employed by Planet X Exploration Services Ltd. (Planet X Exploration), based in Gander, Newfoundland, prospected and collected rock geochemical samples from mineralized rock float and exposed bedrock along Mine Creek, in the immediate vicinity of the historical A Zone near the portal to the 4th Level adit (see figure 9.1 below). Eleven grab samples and three 1 m channel samples were collected along a 100 m section of the creek where the bedrock was exposed in its banks. Approximately 25 m south of the historical Main shaft, there is an outcrop of massive sulphide mineralization on the eastern creek bank which was likely the discovery outcrop for the historical York Harbour mine. Pyrite, chalcopyrite, sphalerite and bornite were reported in the oxidized VMS mineralization.

Fourteen rock geochemical samples were collected there, and those samples, accompanied by blank and standard quality assurance/quality control (QA/QC) samples, were submitted for 35-element ICP analysis to Eastern Analytical Ltd., an ISO 17025-accredited assay laboratory located in Springdale, Newfoundland. There, the samples were analyzed by conventional ICP methods, and samples with over-limit elements, such as those with high copper, lead, zinc, silver and cobalt, were later assayed. In addition to the field QA/QC samples, the laboratory also analyzed its own QA/QC samples during the procedures.

The analytical results from all grab and channel samples returned significant values ranging from 1.11% to 16.60% Cu, 0.27% to 28.30% Zn and 8.7 g/t to 119.6 g/t Ag. From the preliminary assay results, anomalous cobalt values were also identified. Cobalt values ranged from 4 ppm Co to 0.116% Co with higher cobalt values associated with high copper grades in the oxidized materials. Lead values from outcrop samples were less than 73 ppm Pb, and gold values were mostly less than 32 ppb Au, with one grab sample grading 536 ppb Au.

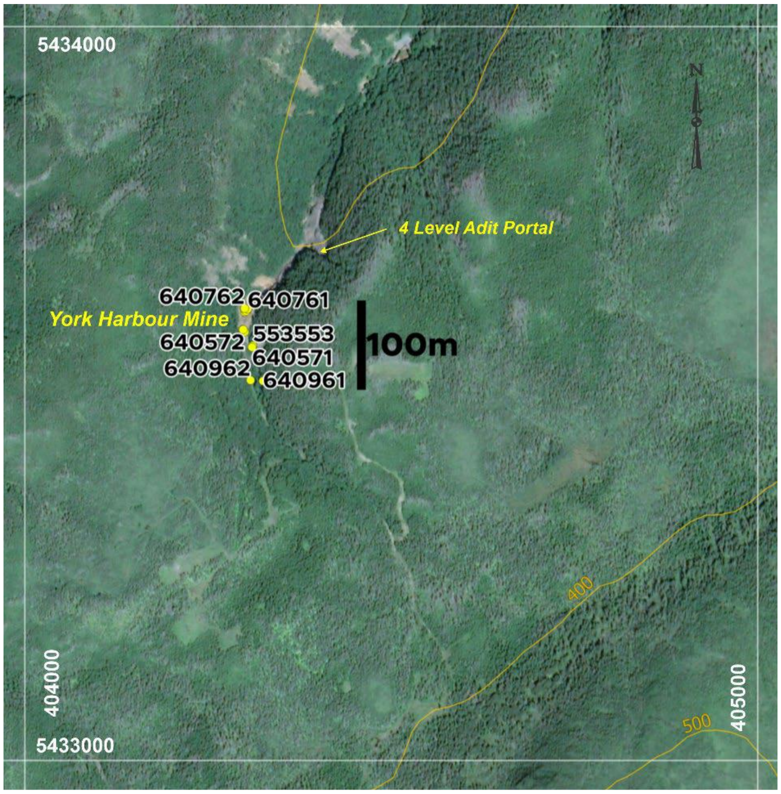


Figure 9-1: York Harbour Main Zone with 2021 Rock Geochemical Samples Sites

Source: York Harbour Metals.

On October 26, 2021, two prospecting traverses were carried out to first locate the access route to the No. 4 Brook VMS showing and then later to map the structure and mineralization at the showing (see Figure 7-3). Rock geochemical samples were collected from both the pyritized bedrock and the rounded float of chert-hosted massive sulphide mineralization found near the sloughed-in portal of the No. 4 Brook adit. Due to exceedingly long assay wait times, the results of this sampling are not available for this report (see Figure 7-3 for location of this showing).

Historical Drill Hole Review

In June 2021, Dr. Stephen Piercey, of SJP GeoConsulting and Memorial University, examined and sampled stored drill core from the 2004 drilling campaign by Wolfden Resources Inc. The core from Wolfden's diamond drill holes WLF-04-14 to -18 were completely logged, and those from drill holes WLF-04-13 were partially logged. Dr. Piercey was assisted during his logging and sampling work by geologist, Aaron Winter, an employee of Planet X Exploration.
The goal of this work was to understand the general stratigraphy, alteration and mineralization styles at York Harbour; to obtain a suite of samples for lithogeochemical work to see if it could be used for both chemostratigraphy and alteration fingerprinting; and to familiarize Winter with VMS, volcanic stratigraphy and alteration, and the process of logging core in a VMS environment. The results of Dr. Piercey's geological observations were previously described in the Section 7.2 Property Geology of this report.

Fifty-seven lithogeochemical samples were collected during Dr. Piercey’s work to test if lithogeochemistry can be used to understand chemostratigraphy and the alteration footprint of mafic-type VMS mineralization. Samples were taken from the various stratigraphic units to see if there are distinct immobile element signatures and/or trace element signatures in the various basalts (e.g., upper vs. lower basalts). Furthermore, samples were collected downhole, as a function of various alteration types, and spatially proximal and distal to mineralization, to see if there are both spatial-, lithological-, and alteration-related variations in mobile elements that can be used for vectoring. The results of this work are ongoing.

Several recommendations are provided to follow up this work including 1) determine the mineralogical differences between the upper and lower basalt units; 2) correlate any distinct lithological units between drill holes; 3) model the stratigraphy using the historical drilling results; 4) be aware that there may be structurally stacked horizons, both in the lower and upper basalt units, favourable for VMS deposition; and 5) thin-section petrography and potentially mineral chemistry (e.g., SEM, microprobe) may be useful to delineate chlorite types from mineralization vs. chlorite from background rocks. This work is ongoing by the Issuer and has not been completed.

Three-Dimensional Modeling

In 2010, Messina Minerals completed the compilation of a digital drill hole database for the York Harbour Property that included the information for a total of 254 drill holes that had been located each with GPS UTM NAD 83 coordinates. The sites of the underground drill holes were determined from archived underground survey information and correlated with present UTM positioning. A total of 19,323.13 m of surface and underground drilling information were entered into the database. In addition, a total of 1,450 individual assay intervals were also entered from 135 of the 254 drill holes with at least one recorded assay per hole. According to Tallman (2010), most of the earlier records just reported copper and zinc assays and no other metals, and most of the samples were collected from massive sulphides with visually significant base metals rather than less mineralized stringer or vein-type mineralization.

York Harbour Metals carried out three-dimensional modelling using the drilling and assay database compiled by Messina Minerals. The purpose of this work was to first visualize the drill-tested subsurface mineralization and then to better site proposed diamond drill locations, and to also use the results of a surface and borehole electromagnetic survey that was carried out at the same time as the modelling study.

Messina Minerals’ drilling and assay data were subsequently error-proofed and corrected with original, available geologic logs and reported assay results prior to importing into 3D modelling software for visualization and drill hole targeting purposes.

Significant mineralized drill intersections from the historical data were outlined on vertical sections spaced 10 m apart over a strike length of 1,100 m. The drill targeting exercise resulted in nine proposed drilling locations for Phase 1 diamond drilling to confirm reported VMS mineralization in the A, D and H Zones (See figures 10.3 to 10.6 below).

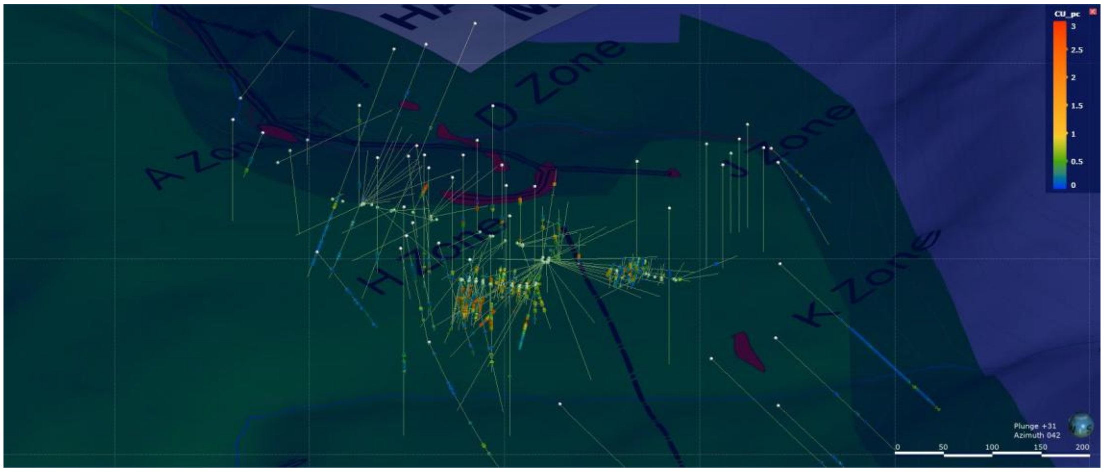


Figure 9-2: 2021 Historical Surface and underground Drill Hole Traces with Historically Reported Cooper Results

Note: Geology overlain and draped to topography. Perspective view down toward the northeast.

Source: Longford Exploration Services 3D Leapfrog model, based on historical Messina Minerals historic drillhole compilation.

This work is ongoing, and the results are pending. A completed analysis and interpretation of the data have not been completed yet**.**

Surface and Borehole Electromagnetic Surveying

York Harbour Metals commissioned two borehole electromagnetic (BHEM) surveys during the 2021 field season.

The field work for the first survey was carried out between May 17 and June 19 by Eastern Geophysics Limited of Corner Brook, Newfoundland, and Dave Campbell of Crone Geophysics & Exploration Ltd. of Toronto, Ontario completed the interpretative work and documented the results.

Two field personnel from Eastern Geophysics Limited used four transmitter loops, 14 surface lines, and three transmitter loops covering 9.925 sq km to survey nine drill holes. A Crone Pulse-EM, a time-domain electromagnetic method, was used to survey the surface; a precise pulse of current with a controlled linear shut-off was transmitted through a large loop of wire on the ground and the rate of decay (dB/dt) of the induced secondary field was measured across a series of time windows during the off-time. The electromotive force (EMF) created by the sudden turn-off of the current induces eddy currents in nearby conductive material generating a secondary electromagnetic field. When the primary field is terminated, this electromagnetic field will decay with time. The amplitude of the secondary field and the decay rate are dependent on the quality and size of the conductor.

The boreholes were surveyed with a 3D borehole Pulse-EM system in which the axial component (Z) and cross component (XY) of the induced secondary field were measured with a

Crone borehole induction coil probe. The Z component detects any in-hole or off-hole anomalies and gives information on size, conductivity, and distances to the edge of conductors. The XY components measure two orthogonal components of the EM field in a plane orientated at right angles to the borehole. These results give directional information to the centre of the conductive body.

Surface and Borehole TDEM surveys have yielded several anomalous responses showing that TDEM and BHEM, which can be an effective tool in VMS environments, and follow-up drilling of the identified off-hole anomalies were warranted (Figure 9-3).

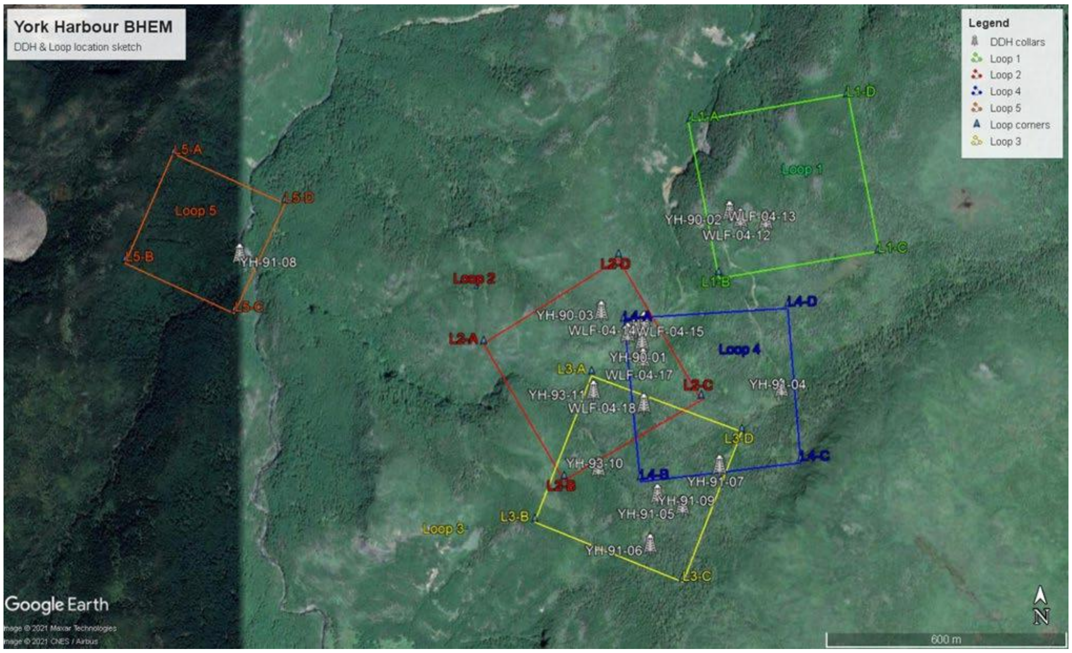


Figure 9-3: Configuration of the EM Loop for the Eastern Geophysics BHEM Survey

Source: After Deon, 2021

Given the somewhat subtle nature though of the off-hole anomalies identified in holes WLF-04-12 and WLF-04-13, these become difficult targets for a surface TDEM program, and indeed despite being surveyed from two transmit loops, these BHEM anomalies were not identified from the surface TDEM surveys.

The results of the surface and downhole Pulse-EM surveying positively identified only one off-hole conductor using the surface loop S3. This conductor was later tested by the Phase 1 drill hole YH21-08 which had been initially sited by 3D modelling to test documented VMS mineralization from old underground drill holes without assay results.

The second BHEM survey, called a “Volterra” EM survey, is being carried out by SJ Geophysics Ltd. that is based in Delta, BC. SJ Geophysics Ltd, assisted by Planet X Exploration field personnel. Two separate surface loops were prepared, and six drill holes were surveyed during the period of November 24 to December 15, 2021.

Diamond Drilling

This section summarizes the two phases of diamond drilling carried out on the Property during the 2021 exploration season (Figures 9-4 and 9-5).

<u>Phase 1</u>

Phase 1 diamond drilling was carried out between from July 24 and August 8, 2021; it followed the completion of a 3D modelling study and the first BHEM survey by Eastern Geophysics.

Figure 9.4 shows the plan for Phase 1 diamond drill holes relative to the modelled VMS mineralization projected to surface.

<u>Phase 2</u>

Phase 2 diamond drilling was carried out between October 17 and December 12, 2021.

Figure 9.5 shows the plan for Phase 2 diamond drill holes relative to the modelled VMS mineralization projected to surface.

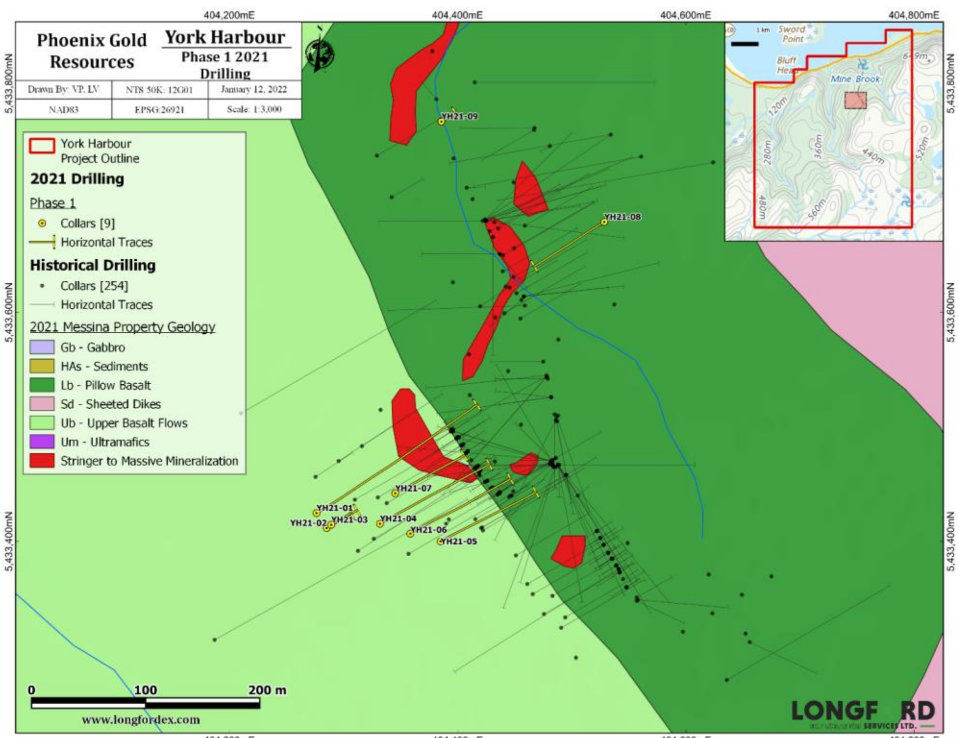


Figure 9-4: Proposed Drill Hole Locations and Downhole Traces for Phase 1 Drilling

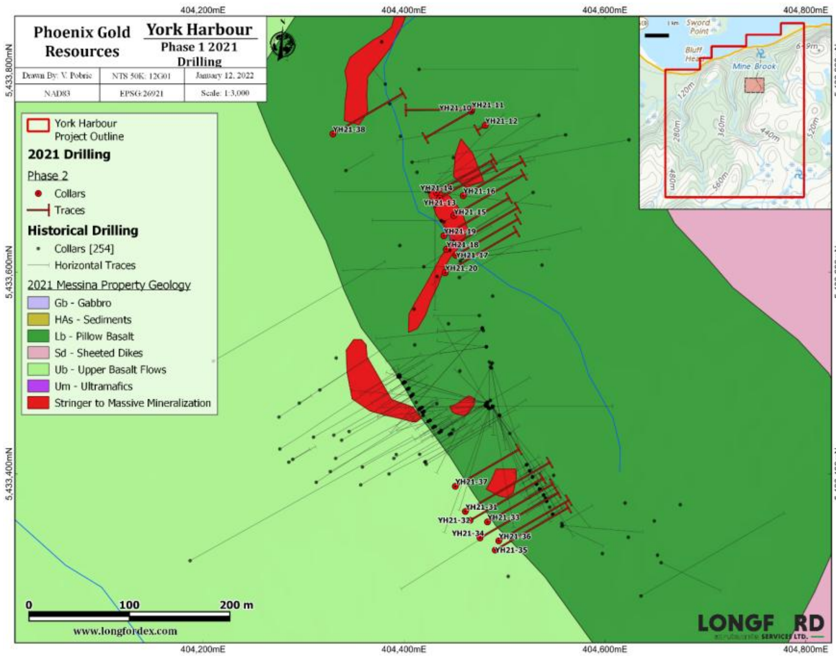


Figure 9-5: Proposed Drill Hole Locations and Downhole Traces for Phase 2 Drilling

Drone Survey of 4th Level Adit

York Harbour Metals engaged the engineering firm GEMTEC, with offices in Paradise, Newfoundland, to develop a Ground Control Management Plan for entry into the 4th Level adit. The intent of this plan was to serve as a foundation for the applications required to gain permit approval to allow entry of geological and engineering personnel into the 4th Level adit to both map and sample the various mineralized zones for future mineral resource estimation.

When underground mine workings in Newfoundland are abandoned, they become the property and responsibility of the Newfoundland-Labrador Government. Therefore, any entry into these workings requires approval from the Mineral Lands and Mineral Development Division, Department of Industry, Energy and Technology (DIET), in addition to the Department of Digital Government and Service Newfoundland, Occupational Health and Safety Division (OHS).

After receiving OHS approval on November 26, 2021 to open the adit portal, an excavator uncovered the portal on December 7, 2021, and a pilot and assistant from Unmanned Aerial Services (UAS), based in Sudbury, Ontario, carried out several test flights into the adit. The drone was able to penetrate the 4th Level adit for over 100 m, collecting imagery of the wall rock conditions, state of timber supports, obstacles left in the drift, and finally a large sloughed-in section near its intersection with the historical Main shaft.

5.7 Drilling

Historical Drilling Programs

Various operators have carried out surface and/or underground drilling programs since Independent Mining Corp.'s original development in 1953. According to the drilling and assay compilation (Messina Minerals, 2010), there were at least 254 drill holes completed on the

Property for a total of 19,323.23 m of surface and underground drilling (Figures 10-1 through 10-6). A reported 135 of the 254 drill holes had at least one recorded assay, and the 2010 Messina Minerals database included 1,450 individual intervals with assay values (Tallman, 2010).

Most of the earlier records reported only copper and zinc assays and no other metals, and most of the samples were collected from massive sulphides with visually significant base metals rather than less mineralized stringer or vein-type mineralization (Tallman, 2010).

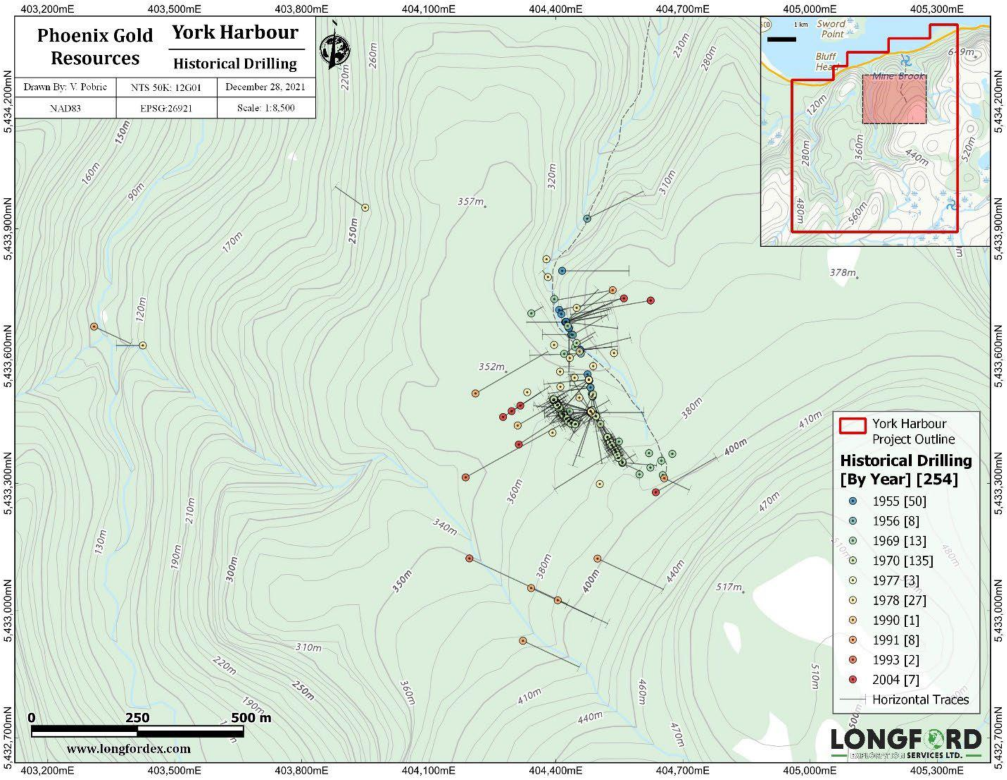


Figure 10-1: Historical Drilling Collar Location and Downhole Traces

Source: Modified after Messina, 2010

Prior to the start of the three-dimensional modelling study, the existing drill hole data were evaluated and validated. Some of the GIS files included in the Messina Minerals' 2010 assessment report were in UTM NAD 27, a coordinate system requested by the Newfoundland-Labrador Government. However, the drill hole locations and other topographic and infrastructure files in the database were in UTM NAD 83. All the drill hole locations, infrastructure, topographic and mine working files have since been standardized with UTM NAD 83 coordinates, and all 2021 surveying coordinates are in the UTM NAD 83 coordinate system.

2021 Diamond Drilling Programs

The Property was drill tested in 2021 with two phases of diamond drilling; the first was carried out from July 24 to August 8, 2021 and the second from October 17 to December 12, 2021.

The Phase 1 diamond drilling was contracted to Logan Drilling Limited, based in Stewiacke, Nova Scotia, and Phase 2 was contracted to Fusion Drilling Ltd., based in Springdale, Newfoundland. Both phases of diamond drilling were conducted with drill rigs and support equipment capable of recovering NQ-size core.

<u>2021 Phase 1</u>

The Phase 1 drilling program was intended to confirm the locations and grades of several of the documented VMS zones within the main York Harbour mine area, including the A, D and H Zones. Nine diamond drill holes, designated YH21-01 to -09, were completed during the first phase of confirmation drilling, totalling 1,222.25 m.

Logan Drilling Limited, based in Stewiacke, Nova Scotia, provided the drill rig, support equipment, and drilling personnel capable of completing an estimated 1,000 m of NQ-core size diamond drilling. Nine diamond drill holes were completed totalling 1,222.25 m. Upon completion, all of the Phase 1 drill hole collars were surveyed by a qualified surveyor based in Corner Brook, Newfoundland using (differential global positioning system) DGPS equipment.

The pertinent drilling information for the Phase 1 drilling program is shown in Table 10.1.

Table 10-1: Phase 1 Diamond Drilling Location and Downhole Specification Information

Hole-ID	Easting (UTM NAD 83)	Northing (UTM NAD 83)	Elevation (m amsl)	Length (m)	Azimuth (degree)	Dip (degree)
YH21-01	404276.33	5433424.70	355.04	248.00	60.00	-45.00
YH21-02	404285.23	5433411.64	356.10	44.00	60.00	-45.00
YH21-03	404289.23	5433414.48	356.47	27.25	60.00	-45.00
YH21-04	404331.94	5433415.40	359.19	218.00	60.00	-60.00
YH21-05	404385.07	5433399.98	368.02	185.00	60.00	-60.00
YH21-06	404358.57	5433406.81	361.81	206.00	60.00	-60.00
YH21-07	404345.28	5433442.01	359.34	134.00	60.00	-60.00
YH21-08	404528.52	5433679.03	360.65	140.00	240.00	-60.00
YH21-09	404385.79	5433766.81	309.23	20.00	60.00	-45.00

<u>2021 Phase 2</u>

Following the successful confirmation of documented VMS mineralization in the Main mine area, York Harbour Metals proceed with a second phase of diamond drilling (Phase 2) to better delineate the untested VMS zones for possible future mineral resource evaluation purposes.

Many of the historical drill logs documented VMS mineralization but had not reported any assay grades. According to Tallman (2010), the miners often only assayed copper-zinc massive mineralization and only reported the occurrence of semi-massive and/or stringer mineralization. There were also several sections between the documented VMS zones within the Main mine area that had the potential to host additional mineralization.

Forage Fusion Drilling Ltd., based in Springdale, Newfoundland, provided the drill rig, support equipment, and drilling personnel capable of completing an estimated 4,000 m of NQ-core size diamond drilling. The goal of this second phase of drilling was to better delineate the partially tested VMS horizons for a possible future mineral resource estimate and drill test the suspected, additional areas of mineralization where historical drill logs documented VMS mineralization (but without reported assay grades).

The completed Phase 2 drilling program included 29 diamond drill holes totalling 4,562 m.

SJ Geophysics Ltd. carried out the second BHEM survey during the drilling of the last seven drill holes. The geophysical probe was inserted into the drill rods after the drilling had been completed, and the electromagnetic readings were continuously recorded as the rods were pulled from the hole. The preliminary results of the BHEM survey work were considered worthy of continuing such work in future drilling programs.

The pertinent drilling information for the Phase 2 drilling program is shown in Table 10.2.

Planned drill hole sites were located with a handheld GPS instrument, and an excavator was used to prepare the drill pads. After the pads were prepared the collars, foresights and backsights were pegged by re-using the GPS instrument for the collar locations and then the compass was used to establish the foresights and backsights. The skid-mounted drill rigs were maneuvered into place and aligned with the foresights and backsights.

A Devitool GPS instrument, which attaches to the drill rig mast, was used for each hole to confirm the collar location and orientation of each hole. If the drill rig moved slightly while in operation, the drillers could easily re-align the rig using this instrument. Downhole deviation measurements were scheduled to be measured every 30 m, and at the completion length of every hole with a Boart downhole instrument that was lowered down the drill rods and through the drill bit beyond the metal effect of the drill rods. The downhole measurements were recorded by the drillers and given to the project geologist on a shift-by-shift basis.

Due to the prevailing winter storms and snow cover at the time, an accurate survey of the Phase 2 drill collars has been postponed until better weather conditions and a qualified surveyor is available in early 2022.

Table 10-2: Phase 2 Diamond Drilling Location and Downhole Specification Information

Hole-ID	Easting (UTM NAD 83)	Northing (UTM NAD 83)	Elevation (m AMSL)	Length (m)	Azimuth (degree)	Dip (degree)
YH21-10	404467.00	5433759.40	354.40	204.00	240.00	-75.00
YH21-11	404467.40	5433761.20	354.20	102.00	270.00	-50.00
YH21-12	404480.90	5433745.40	356.10	36.00	240.00	-75.00
YH21-13	404435.50	5433673.30	343.80	125.00	60.00	-60.00
YH21-14	404432.20	5433678.90	345.90	132.00	60.00	-60.00
YH21-15	404449.60	5433656.20	341.10	161.00	60.00	-60.00
YH21-16	404458.90	5433675.80	348.70	137.00	60.00	-60.00
YH21-17	404451.60	5433616.80	344.60	143.00	60.00	-60.00
YH21-18	404442.20	5433622.70	341.90	164.00	60.00	-60.00
YH21-19	404439.60	5433636.00	336.00	150.00	60.00	-60.00
YH21-20	404441.00	5433599.40	352.70	164.00	60.00	-60.00
YH21-21	404455.10	5433594.70	351.50	122.00	60.00	-60.00

YH21-22	404326.60	5433402.30	361.80	236.00	60.00	-60.00
YH21-23	404337.90	5433433.40	361.80	200.00	60.00	-60.00
YH21-24	404327.10	5433401.90	359.30	176.00	60.00	-60.00
YH21-25	404356.90	5433389.10	364.30	209.00	60.00	-60.00
YH21-26	404389.90	5433415.40	369.50	161.00	60.00	-60.00
YH21-27	404415.50	5433419.40	368.70	140.00	60.00	-60.00
YH21-28	404420.60	5433411.70	373.00	179.00	60.00	-60.00
YH21-29	404421.50	5433412.20	374.40	146.00	60.00	-45.00
YH21-30	404422.15	5433409.57	368.60	149.00	60.00	-60.00
YH21-31	404461.07	5433362.75	378.74	194.00	60.00	-60.00
YH21-32	404465.79	5433353.93	375.64	167.00	60.00	-60.00
YH21-33	404483.10	5433352.38	377.01	150.00	60.00	-60.00
YH21-34	404475.69	5433336.56	377.35	179.00	60.00	-60.00
YH21-35	404490.80	5433324.50	384.00	168.00	60.00	-60.00
YH21-36	404494.30	5433333.60	383.50	161.00	60.00	-60.00
YH21-37	404451.10	5433387.70	375.50	146.00	60.00	-60.00
YH21-38	404329.26	5433736.99	335.63	161.00	60.00	-60.00

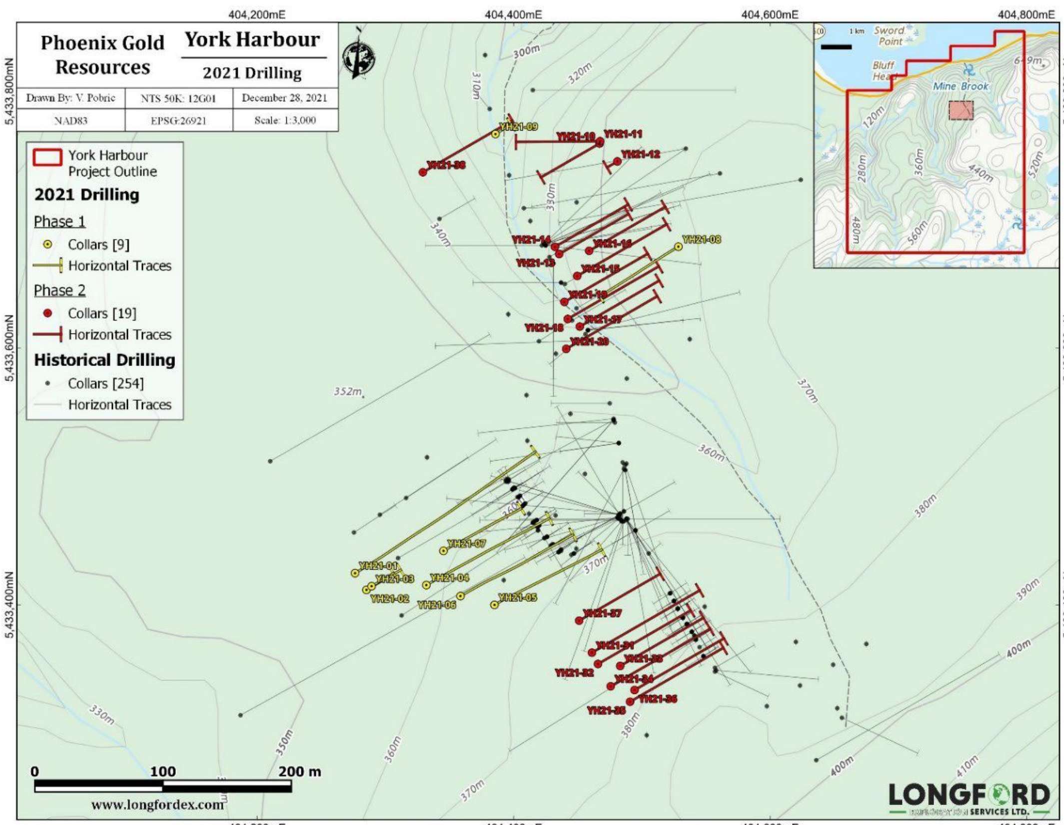


Table 10-2: 2021 Phase 1 and Phase 2 Drill Hole Collar Locations and Downhole Traces overlain on Previous Historical Drilling

Results of the 2021 Diamond Drilling Programs

York Harbour Metals received the analytical and over-limit assay results for all of the 300 drill core samples that were collected during the Phase 1 drilling program, and one batch of rushed assays from phase 2 drilling.

The first shipment of 100 core samples included massive and semi-massive sulphide intercepts within drill holes YH21-04, -06, -08 and -09, plus the inserted blank and standard QA/QC samples. The balance of the Phase 1 drill core samples, totalling 200, included those drill cores with disseminated and stringer sulphide mineralization plus the inserted blank and standard QA/QC samples.

The weighted average grades of mineralized intercepts encountered during Phase 1, and one hole from phase 2of the drilling are shown in Table 10.3.

Table 10-3: Phase 1 Drill Hole Weighted Average Grade Intercepts

Type	From (m)	To (m)	Interval (m)	Cu (%)	Zn (%)	Ag (g/t)	Au (g/t)	Co (g/t)
YH21-01	37.9	38.79	0.9	1.38	11.72	24.49	0.12	35.07
	38.34	38.79	0.4	1.63	13.20	27.90	0.14	41.00
	62.75	64.05	1.3	0.02	0.23	7.56	0.24	34.38
	119	120	1.0	0.09	0.45	0.75	0.02	37.00
	151.8	152	0.2	1.26	12.00	4.20	0.02	123.00
	156.52	157.82	1.3	0.40	2.66	1.27	0.01	67.00
	171.81	171.91	0.1	0.84	0.80	2.60	0.01	48.00
	210.27	212	1.7	0.71	17.65	15.79	0.16	31.92
	210.57	210.87	0.3	0.70	36.80	24.00	0.18	17.00
	211.47	212	0.5	1.25	22.00	17.70	0.10	31.00
	215.43	216.03	0.6	0.09	0.29	0.77	0.01	38.00
	226.68	227.38	0.7	0.09	1.95	0.85	0.04	41.37
	235.2	235.31	0.1	0.17	1.70	3.70	0.05	51.00
YH21-02	38	44	6.0	0.63	2.44	6.15	0.06	45.44
	39.38	44	4.6	0.75	2.66	7.00	0.06	50.17
YH21-03	26.36	27.25	0.9	0.90	2.17	7.62	0.15	68.47
YH21-04	140.5	143.74	3.2	0.09	0.08	0.64	0.02	41.65
	146	146.44	0.4	0.10	1.25	0.80	0.03	56.00
	166.11	173.57	7.5	0.58	0.03	1.13	0.01	95.18
	166.61	169.12	2.5	1.36	2.37	2.37	0.01	138.97
	179.45	213.46	34.0	0.91	0.66	1.35	0.03	79.74
	180.03	182	2.0	3.68	0.08	3.59	0.01	257.80
	188	197.25	9.3	1.57	0.05	1.14	0.01	131.82
	188.97	189.54	0.6	8.68	0.11	3.90	0.01	424.00
	197.25	199.69	2.4	0.80	2.67	2.44	0.02	81.77

	201.56	207.03	5.5	0.51	1.24	13.11	0.02	40.23
	209.66	213.37	3.7	0.71	1.75	10.66	0.04	46.30
	146.2	147.2	1.0	0.83	0.05	1.35	0.02	88.00
YH21-05	147.8	166.87	19.1	0.27	0.35	1.49	0.02	59.50
	148.23	149.38	1.2	0.59	3.13	6.67	0.24	61.48
	175.06	178.06	3.0	0.59	0.04	2.16	0.01	58.67
	145.36	197.6	52.2	0.85	0.53	1.75	0.01	91.81
	146.26	148.06	1.8	1.19	5.09	13.47	0.21	67.00
	156.95	159.55	2.6	0.59	0.09	2.13	0.02	102.42
YH21-06	178.35	184.15	5.8	3.52	0.09	2.80	0.01	283.03
	178.7	181.3	2.6	6.31	0.13	4.67	0.01	450.65
	190.15	193.2	3.0	3.34	0.13	2.77	0.01	211.15
	191.9	192.3	0.4	9.91	0.27	7.50	0.01	568.00
	194.05	198.5	4.4	0.84	0.16	4.15	0.00	91.71
YH21-07	115.75	121.39	5.6	0.01	0.07	1.95	0.02	39.13
YH21-08	121.3	130.7	9.4	0.46	0.53	2.67	0.08	60.09
	122.3	128.9	6.6	0.62	0.65	3.37	0.11	66.92
YH21-09	5.0	16.6	11.6	1.41	0.10	2.41	0.00	202.94
YH21-18	93.0	118.0	25.0	2.70	9.04	17.78	0.15	164
	108.0	118.0	10.0	2.47	16.52	36.43	0.31	93

Other than hole YH21-18, none of the analytical results for the Phase 2 drill cores have not been received from Activation Laboratories Ltd Table 10.4 summarizes those mineralized intercepts in drill holes YH21-10 to YH21-38 with observed sulphide mineralization and logged by the project geologists.

Table 10-4: Visual Estimate of Sulphide Mineralization in Phase 2 Drill Hole Intercepts

DDH No.	From (m)	To (m)	Interval (m)	Range of Visual Estimates				
				Pyrite	Chalcopyrite	Sphalerite	Magnetite	Pyrrhotite
YH21-10	75.05	75.16	0.11	65	-	5	-	Tr
YH21-10	123.97	204.00	80.03	Tr – 20	Tr – 5	-	Weak – Tr	-
YH21-11	14.20	71.25	57.05	Tr – 5	-	-	-	-
YH21-12	14.61	36.00	21.39	Tr – 30	-	-	V Weak – Tr	-
YH21-13	103.66	106.00	2.34	25	-	5	-	-
YH21-13	109.53	112.41	2.88	10- 60	Tr – 20	Tr – 5	V Weak – Tr	-
YH21-14	11.00	34.51	23.51	3 – 30	-	Tr – 5	-	-
YH21-14	106.08	116.00	9.92	3 – 40	1 – 40	Tr – 5	-	-

YH21-15	112.64	142.00	29.36	2 – 50	Tr – 10	Tr – 5	V Wk – Med	Tr – 5
YH21-16	104.15	127.50	23.35	1 – 30	Tr – 15	1 – 10	VWk – Med	1 – 4
YH21-17	89.59	126.51	36.92	Tr – 30	2- 3	Tr – 5	V Weak	-
YH21-18	93.70	118.00	24.30	20-50	1 – 15	2 – 30	VWk – Med	2 – 20
YH21-19	97.59	112.50	14.91	20-50	20 – 40	Tr – 50	VWk – Med	1 – 15
YH21-20	109.40	129.46	20.06	20-60	Tr – 20	Tr – 30	-	Tr – 5
YH21-21	92.20	92.39	0.19	40	Tr – 20	Tr – 2	-	Tr – 2
YH21-22	166.62	184.17	17.55	5 – 50	1 – 15	10 – 40	-	Tr – 10
YH21-22	218.29	218.72	0.43	30-40	2	-	-	-
YH21-23	164.14	168.04	3.90	3 – 20	2 – 15	Tr	-	-
YH21-23	183.48	191.25	7.77	Tr – 30	Tr – 20	-	VWk – Wk	Tr – 3
YH21-24	134.36	176.00	41.64	Tr – 50	Tr – 30	Tr – 10	VWk – Med	Tr – 20
YH21-25	169.79	182.00	12.21	1 – 50	Tr	Tr – 25	VWk – Med	1 – 10
YH21-26	132.33	151.00	18.67	1 – 50	Tr – 4	Tr – 5	V Weak – Tr	2 – 3
YH21-27	110.00	123.94	13.94	1 – 45	Tr – 25	Tr – 30	VWk – Med	1 – 3
YH21-28	123.64	157.35	33.71	Tr – 50	Tr – 25	Tr – 5	-	-
YH21-29	124.78	135.60	10.82	Tr – 30	Tr – 10	Tr – 5	Weak	-
YH21-30	142.45	142.96	0.51	70	5	-	-	5
YH21-31	150.57	153.31	2.74	5 – 10	1 – 10	Tr – 5	-	-
YH21-32	139.00	153.92	14.92	5 – 30	1 – 10	Tr – 2	-	Tr – 10
YH21-33	139.78	144.31	4.53	1 – 30	Tr – 10	Tr – 5	-	Tr
YH21-34	135.50	179.00	43.50	Tr – 5	-	Tr – 2	-	-
YH21-35	91.48	93.15	1.67	2 – 4	Tr – 2	-	-	-
YH21-36	153.72	156.40	2.68	Tr – 10	-	-	-	Tr – 10

YH21-37	132.41	144.00	11.59	Tr – 5	-	-	-	-
YH21-38	107.46	110.85	3.39	Tr – 20	-	1	-	5

Note: Tr(trace); V Weak (very weak); Vwk (very weak); Med (medium)

To the Author's knowledge, the data acquisition procedures were suitable and typical for this type of survey work. The technical work was carried out by appropriately qualified independent industry professionals according to best practice standards.

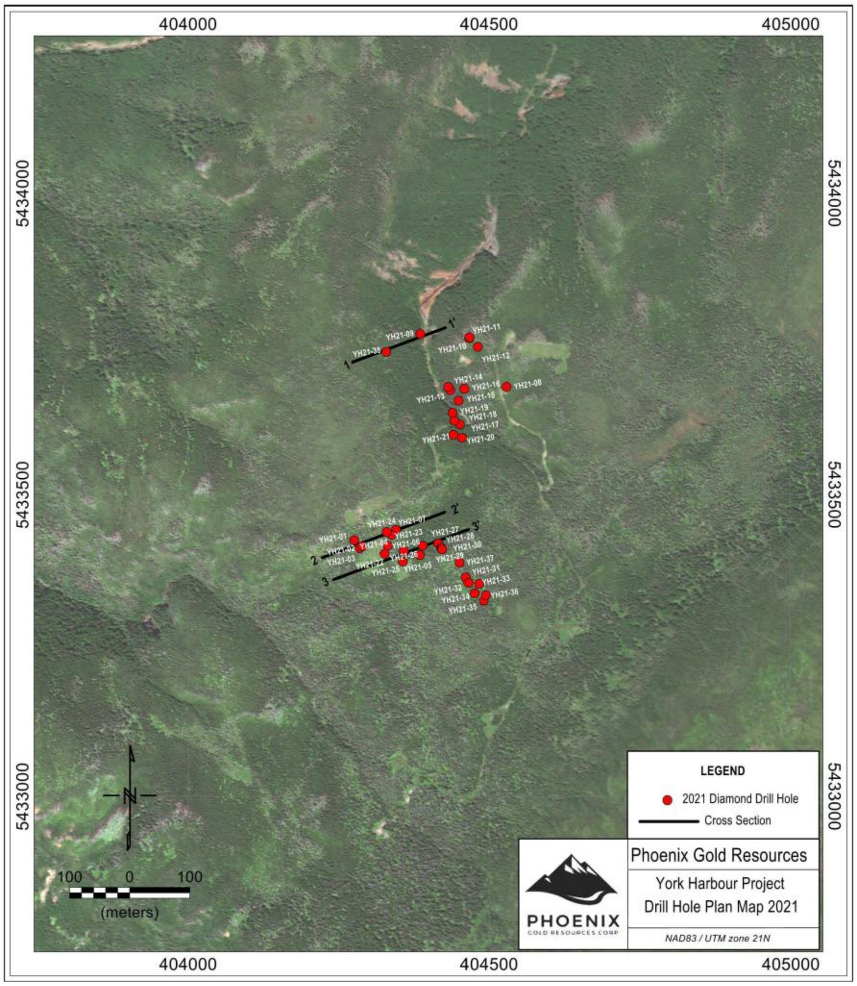


Figure 10-3: Phase 1 and Phase 2 Drilling Locations and Preliminary Section Lines

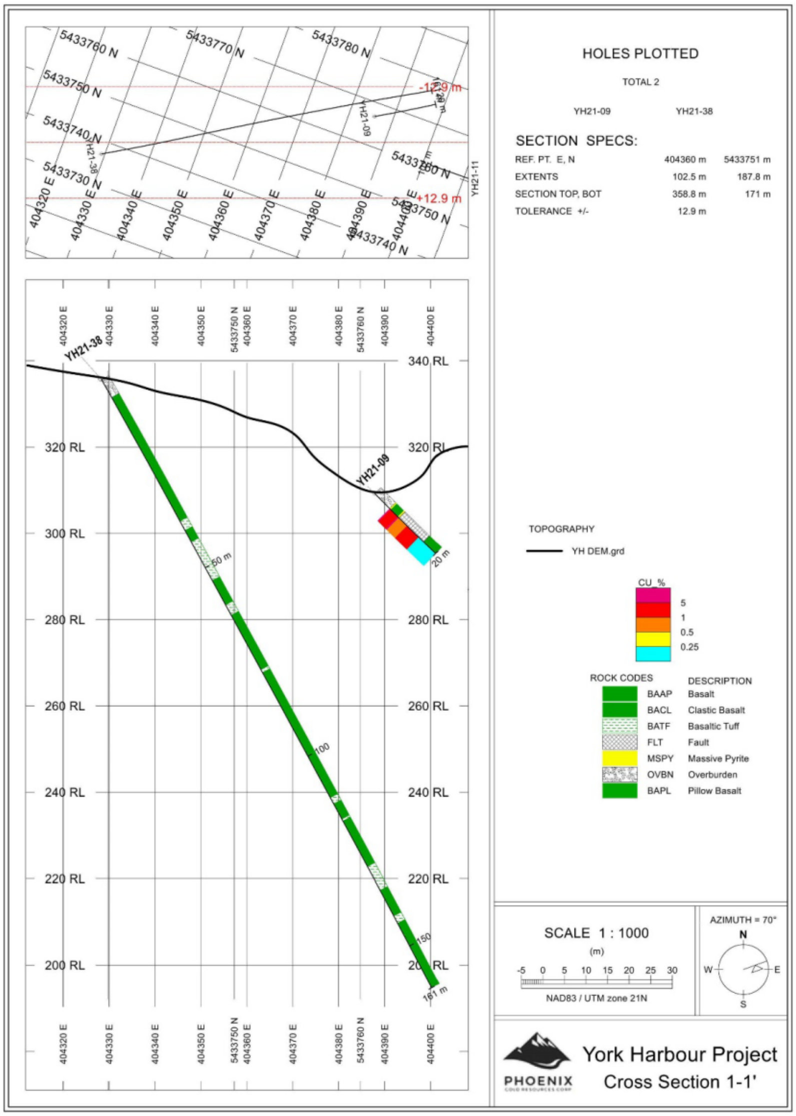


Figure 10-4: Cross Section 1-1’ including YV21-09 and YH21-38

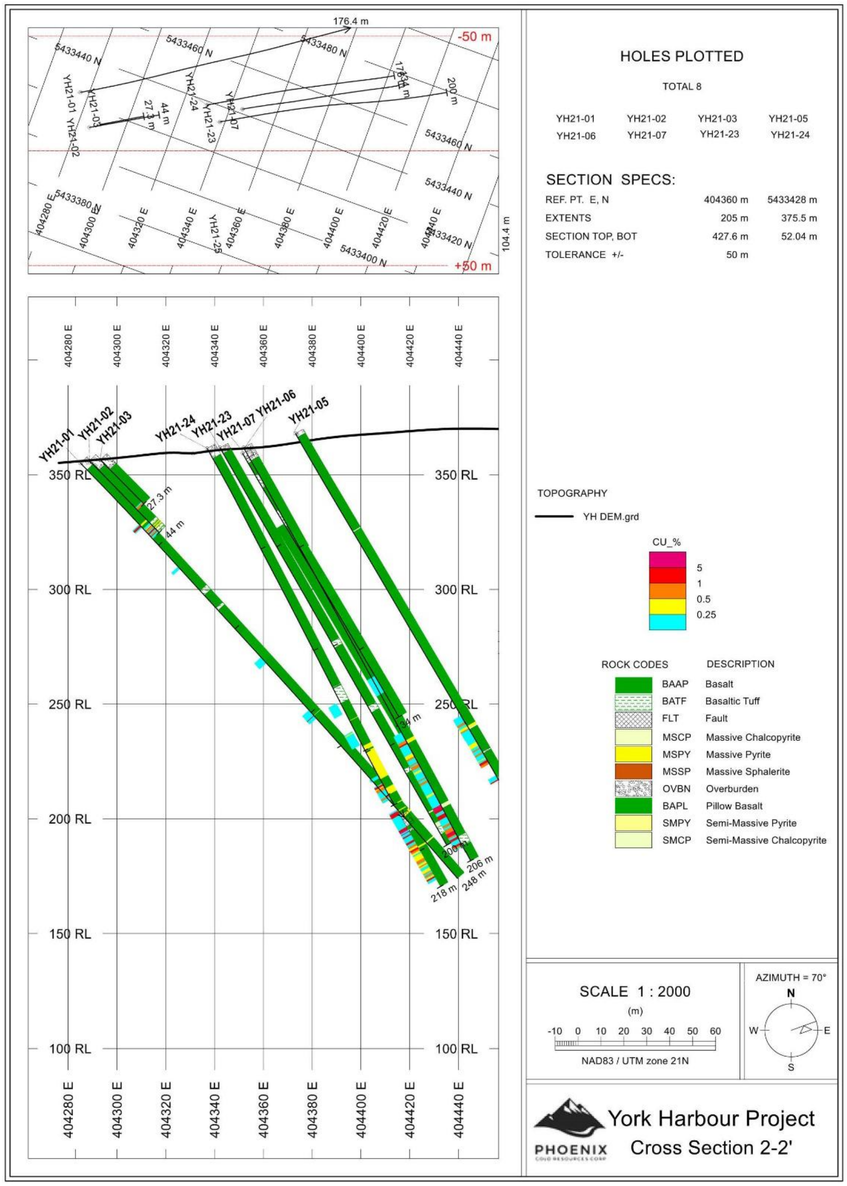


Figure 10-5: Cross section 2-2' including YH21-01, -02,-03, -07, and YH21-23, -24

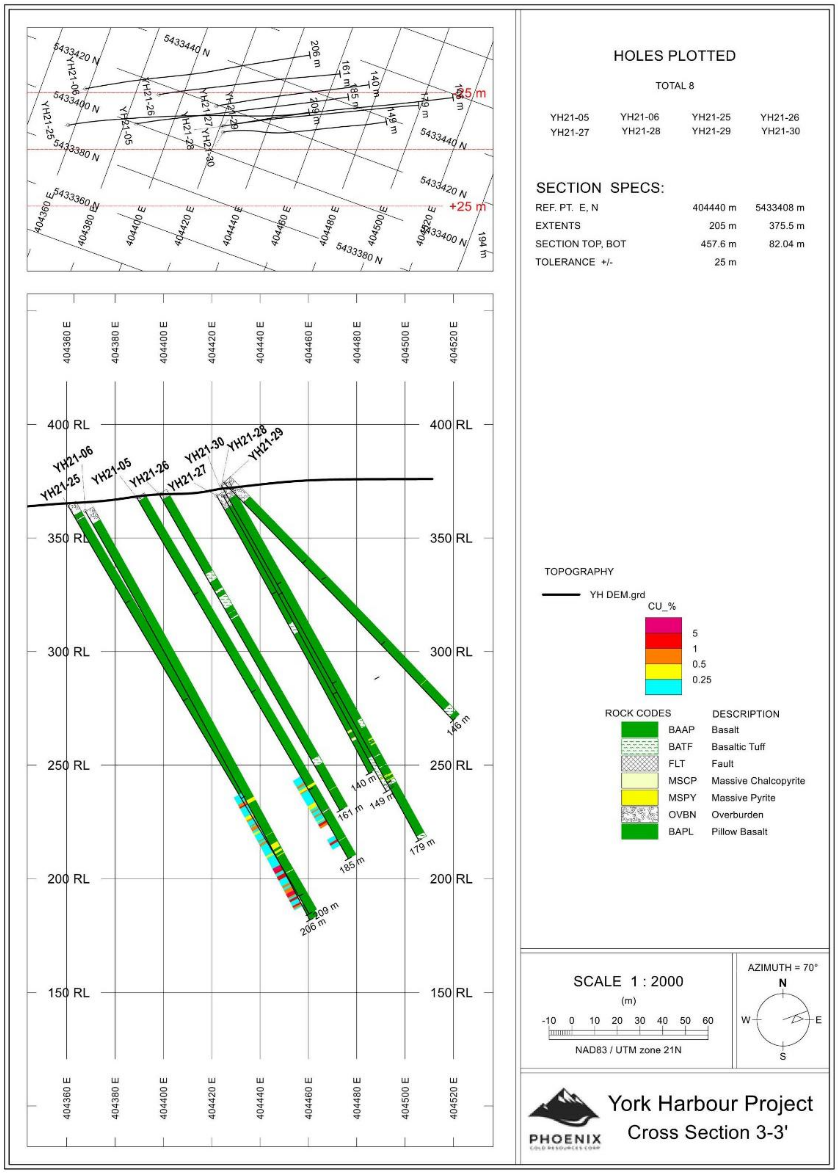


Figure 10-6: Cross section 3-3' including YH21-05,-06 and YH21-25,-26,-27,-28,-29,-30

5.8 Sample Preparation, Analysis and Data Verification

Sample Preparation and Analysis

The 2021 surface sample and diamond drilling program used handling, logging, sampling, QA/QC, security, and storage procedures compliant with current, industry standard practices and generally conform with CIM guidelines.

Rock Sampling

During the 2021 field season, both grab and channel rock samples were collected from the float and outcrop in the Main mine area and later from the No. 4 Brook zone mineral showing. The lithology, alteration and mineralogy of the grab samples were recorded by the lead prospector or geologist; the samples were placed in marked plastic bags, and secured with cable ties. The location of each sample was measured with a handheld GPS instrument, and any additional information was recorded in a notebook and digitized later.

Channel Sampling

The channel samples were cut using a portable rock saw. The channels were usually 1 m long by several centimetres both wide and deep. The intervening rock was chiselled out into marked plastic bags, and the bags were secured with cable ties after inserting laboratory assay tags. The start and finish of the channel was located with a handheld GPS instrument, and the angle of the channel was measured with a compass.

Shipments of both the grab and channel samples included standard and blank QA/QC samples representing approximately 5% of the total sample shipment. All of the sample bags were then placed in sacks and shipped directly to Activation Laboratories Ltd. in Ancaster, Ontario for analysis and/or assay.

Core Logging

Drill core from both phase 1 and 2 was logged at the Issuer's core logging facility in York Harbour. All data was recorded in to preprepared excel logging forms. Initially the core meter marks were recorded onto the core according to typically accepted best practice. Rock Quality Designation (RQD) was calculated between the original driller's blocks. Additional geotechnical information collected included breakage, hardness, weathering, cross-jointing, shape of fracturing, and roughness of the drill core between each driller's run. The lithology and rock type were identified logged and marked onto the core accordingly, significant, and relevant structure, alteration, and other characteristics of the drill core were also recorded.

Core Processing and Sampling

The core sampling intervals were marked to respect lithological boundaries and the occurrence and type of sulphide mineralization. The maximum sample length was generally kept to less than 1 m through mineralized zones, where zones of weakly mineralized material were encountered longer sections up to 1.5 m were sampled. Sampling intervals within semi-massive and massive sulphide mineralization were commonly less than 0.5 m. All sampling was completed in a selective manner and extended for between 3 – 5 m into the hanging wall and foot wall of the intersected zones. A complete sampling of the core from top to bottom was not undertaken.

All sample intervals were marked onto the core and the corresponding intervals were marked into sample ticket books; a corresponding sample tag was affixed to the core box for reference.

After Logging the whole core boxes to be sampled were covered and placed on pallet for transport in a covered and locked trailer, core transportation was completed by company contractors, no particular security measures were employed. The Whole core samples were transported to a core cutting facility in Gander, Newfoundland. Each drillhole was then photographed. The marked core intervals were then fitted and cut lengthwise in half using a "wet" rock saw. Field duplicate samples were quarter cut. The half core (and quarter core duplicates) samples were placed sequentially into pre-numbered plastic bags with corresponding sample tickets.

The bagged samples were then placed on a pallet, completely covered with large sheets of saran wrap to prevent spillage or mishandling and shipped on pallets directly to Activation Laboratory Ltd. in Ancaster, Ontario.

Core QAQC Samples

During Phase 1 of the drilling a basic QAQC was performed. A total of 321 samples were prepared for geochemical analysis for a total of 209 meters of core in 297 sampled intervals. The QAQC comprised of insertion of 12 blank samples, and 12 certified reference material (CRM) samples. The CRM and Blank samples were inserted sequentially for an average insertion of 6% during Phase 1, the QAQC Insertion was completed according to Table 11.1 below.York Harbour Metals submitted a further 29 check samples from selected known-grade intervals from the Phase 1 results. The samples were sourced and transported to AGAT laboratories of Mississauga, Ontario for geochemical analysis by 4 Acid Digest - Metals Package, ICP/ICP-MS finish. The results of the comparison of the two data results is analyzed by the author and is further discussed in Section 12 of this report.

During Phase 2 of the drilling a more robust QAQC was performed. A total of 2,383 samples were prepared for geochemical analysis for a total of 1,666 meters of core in 2,161 sampled intervals. The QAQC comprised of insertion of 11 blank samples, 112 certified reference material (CRM) samples, and 110 Field Duplicate samples prepared from ¼ cut core. The CRM, Blank, and field duplicate samples were inserted systematically every 5-6 samples for an average insertion of 14% during Phase 2, the QAQC Insertion was completed according to Table 11.1 below.

During both phases of drilling the blanks consisted of two types of decorative quartz rock, placed into the prenumbered sample bags, and inserted into the sample stream. The CRM samples used included CMD-ME-1707, OREAS239 and OREAS229b, which were placed into the sample bags and inserted into the sample stream.

During Phase 2 duplicate coarse rejects were designated in samples, and instruction was conveyed to the laboratory, after initial crushing of the respective samples, coarse reject material was resampled and inserted as a duplicate into the prenumbered sample stream prior to analysis.

Table 11-1: Phase 1 and Phase 2 QAQC Insertion Rates

Phase	HOLE-ID	Samples Collected	Intervals Sampled	Total meters Sampled	CRM Samples	Blank Samples	Duplicate Samples	Check Samples	Total QAQC Samples	Total % QAQC
P1	YH21-01	54	50	22.1	2	2	0	1	4	7%
P1	YH21-02	13	13	6.0	0	0	0	1	0	0%
P1	YH21-03	3	3	1.4	0	0	0	0	0	0%
P1	YH21-04	92	84	56.8	4	4	0	4	8	9%
P1	YH21-05	38	36	30.3	1	1	0	4	2	5%
P1	YH21-06	78	72	56.6	3	3	0	11	6	8%
P1	YH21-07	11	9	8.1	1	1	0	0	2	18%
P1	YH21-08	22	20	12.4	1	1	0	6	2	9%
P1	YH21-09	10	10	15.0	0	0	0	2	0	0%
Total	***9***	***321***	***297***	***209***	***12***	***12***	***-***	***29***	***24***	***6%***
P2	YH21-10	31	28	19.0	1	2	1	0	4	13%
P2	YH21-11	40	36	31.3	2	2	2	0	6	15%
P2	YH21-12	33	30	26.2	2	1	2	0	5	15%
P2	YH21-13	140	126	99.3	7	7	6	0	20	14%
P2	YH21-14	141	128	91.1	6	7	7	0	20	14%
P2	YH21-15	210	190	154.8	10	10	10	0	30	14%
P2	YH21-16	146	132	104.2	7	7	7	0	21	14%
P2	YH21-17	145	132	99.0	7	6	7	0	20	14%
P2	YH21-18	150	135	101.2	7	8	7	0	22	15%
P2	YH21-19	137	125	100.9	7	6	6	0	18	13%
P2	YH21-20	124	112	86.4	6	6	6	0	18	15%
P2	YH21-21	20	18	13.3	1	1	1	0	3	15%
P2	YH21-22	72	65	50.1	3	4	3	0	10	14%
P2	YH21-23	109	98	65.7	6	5	5	0	16	15%
P2	YH21-24	116	106	63.3	5	5	6	0	16	14%
P2	YH21-25	84	76	49.0	4	4	4	0	12	14%
P2	YH21-26	102	92	68.5	5	5	5	0	15	15%
P2	YH21-27	80	72	52.7	4	4	3	0	11	14%

P2	YH21-28	120	109	84.0	5	6	6	0	17	14%
P2	YH21-29	62	56	40.1	3	3	3	0	9	15%
P2	YH21-30	25	22	19.2	2	1	1	0	4	16%
P2	YH21-31	39	36	25.8	1	2	2	0	5	13%
P2	YH21-32	41	37	32.0	2	2	2	0	6	15%
P2	YH21-33	21	19	18.0	1	1	1	0	3	14%
P2	YH21-34	58	55	46.7	2	1	2	0	5	9%
P2	YH21-35	59	56	52.9	2	1	2	0	5	8%
P2	YH21-36	35	31	36.5	2	2	1	0	5	14%
P2	YH21-37	21	19	16.5	1	1	1	0	3	14%
P2	YH21-38	22	20	18.4	1	1	1	0	3	14%
Total	29	2,383	2,161	1,666	112	111	110	0	332	14%

Sample Analyses and Assays

Numerous shipments drill core and QA/QC samples were delivered to the SCC-accredited Activation Laboratories Ltd. (ActLabs) in Ancaster, Ontario. The surface and drill core sample bags were opened, the sample information was recorded into the laboratory database, and the contents were dried in ovens at a low temperature. Dried samples were then weighed before they were crushed in a jaw crusher to 70% less than 8 mesh, and 250 g to 500 g of the crushed material from each sample was split off using a Jones Riffle Splitter. The remaining “reject” crushed rock was returned to its original plastic sample bag, or used for coarse duplicate sampling. The split sub-sample from each crushed rock sample was then pulverized to 85% less than -200 mesh and the +200 mesh material was re-pulverized and re-screened, and a 30 g portion was then extracted to use as a sample aliquot. Non-silica-based sand was used to clean out the pulverizing dishes between each sample preparation to prevent cross contamination.

All of the surface and drill core samples were initially analysed for 35 elements using conventional induced coupled plasma (ICP) procedures, and the analyses for gold were carried out using fire assay preparation and atomic absorption analytical procedures (FA/AA). These procedures are stated as follows:

“For the gold analyses, each sample is mixed with a lead-based flux and fused for one hour and fifteen minutes. Each sample has a silver solution added to it prior to fusion which allows each sample to produce a precious metal bead after cupellation. The fusing process results in lead buttons that contain all of the gold from the samples as well as the silver that is added. The buttons are then placed in a cupelling furnace where all of the lead is absorbed by the cupels and a silver bead, which contains any gold, is left in each cupel. The cupels are removed from the furnace and allowed to cool. Once the cupels have cooled sufficiently, the silver bead from each is placed in an appropriately labelled test tube and digested using aqua regia. The samples are bulked up to 5 ml with a combination of distilled de-ionized water and a 1% digested lanthanum solution. The samples are allowed to cool and are mixed to ensure proper homogeneity of the solutions. After the samples have settled, they are analyzed for gold using atomic absorption (air-acetylene flame) or ICP spectroscopy. The atomic absorption or ICP instrument is calibrated for each element using the appropriate ISO 9002 certified standards. The results for the instrumental analysis are checked by the technician and then forwarded to data entry by means of electronic transfer, and a certificate is produced. The Laboratory Manager checks the data, validates the certificates, and issues the results in the client requested format.”

Any geochemical sample that contained a concentration of greater than 10,000 ppm of any element was returned for an assay of that element. This assaying procedure is similar to a geochemical assay, but it requires a greater sample mass and final volume. There were a number of drill core samples with copper, zinc and silver over-limit ICP results. No initial lead or gold results were over limits and, therefore, none were returned for assaying.

Check assays were completed by AGAT Laboratories and included a 4 Acid Digest - Metals Package, with ICP/ICP-MS finish, and a Sodium Peroxide Fusion - ICP-OES finish for 48 elements. AGAT Laboratories are accredited and have their own Quality Control and Quality Assurance protocols for sample preparation and assaying.

Sample Security

The 2021 surface and drill core samples were stored at the contractors locked sample handling warehouse in Gander prior to their shipment directly to Activation Laboratories Ltd. in Ancaster, Ontario. All of the samples were securely sealed, and chain-of-custody documents accompanied the shipments. The analytical results from these samples were received by authorized Company consultants using secure digital transfer transmissions, and these results were restricted to qualified Company-authorized personnel prior to their publication.

After all the analyses and assays have been completed, the diamond drill core and assay sample rejects will be catalogued and securely stored in Planet X Exploration's core storage facility in Gander.

Adequacy of Sample Preparation and QAQC

At this early stage of the project, the level of QAQC and sample security undertaken by York Harbour Metals prior to sample dispatch is adequate and inline with typical best practice. Activation Laboratory Ltd are accredited and have their own Quality Control and Quality Assurance protocols for sample preparation and assaying. The author is of the opinion that the QA/QC use by the laboratory is sufficient for the size of the project.

Basic QAQC insertion during phase 1 was adequate considering the preliminary nature of the work, a significant improvement of QAQC insertion is noted during phase 2. Further improvements in QAQC should include use of appropriate multi element CRMs suitable for high-grade VMS deposit mineralogy. Corse duplicate sampling is adequate; however, field ¼ core duplicates should also be contemplated for future drilling programs.

Overall, the drilling programs appear to have been completed to industry standards and QA/QC procedures were adequate for purposes of the exploratory work completed. No significant operational or logistical problems were identified during the site visit.

Data Verification

<u>Legacy Data Verification</u>

Much of the data presented in this report has been compiled from assessment reports retrieved from the Newfoundland Public Domain resources, various publications, news releases and technical raw technical data and reports, presented to the QP by the Issuer.

The historical data obtained from previous assessment reports were reviewed, and the information therein was deemed as generated using proper procedures by the QP and extracted; all relevant data were tabulated or georeferenced and plotted to confirm the information was relevant to the Property. Where available, assay certificates were reviewed to confirm the reported grades and validate the data where possible. The data from 5 drill holes, representing about 10% of the database at that time, were randomly selected and the grades for Copper and Zinc were manually compared to the certified assay certificates. No significant errors were found.

The information and data were compiled in a project GIS and 3D model and further reviewed by the QP for general validity. Based on these reviews, it is the QP's opinion that the information has been accurately transcribed from the original source and is suitable for use. The Author is of the opinion that the datasets are adequate and reliable for the purposes of the Technical Report.

2021 Data Verification

An analysis for the 2021 QAQC data was completed by the author to supplement this report. A total of three (3) assay certificates received for the Phase 1 and Phase 2 drilling. The total number of samples analysed was 470. The SRM data was analysed and the Z-Score was calculated using MX Deposit software, and was found to fall within acceptable precision tolerances. The check assays were received from AGAT Laboratories and original analysis completed by Activation Laboratories Ltd, a comparison of the results for 31 samples is presented in table 21.1 below.

The preliminary analysis of the limited phase 1 data set for the 30 samples tested shows a good overall comparison of samples analysed by the respective laboratories. A number of samples exhibiting particularly high grade appear to show larger differences, and further investigation into these discrepancies should be completed to determine their significance.

To the QP's knowledge, the data acquisition procedures used during the Issuer's 2021 field exploration program were suitable and typical for this type of survey work. The following technical work was carried out by appropriately qualified independent industry professionals according to best practice standards:

- preliminary rock geochemical and rock channel sampling

- surface and borehole electromagnetic surveys

No limitations were placed on the Author with respect to data verification, in the Author's opinion, the data used in this report are adequately reliable for the purposes of this technical report.

Table 12-1: Comparison of Original Results from Activation Laboratories vs Check Results from AGAT Labratories

Hole ID	From_m	To_m	Interval_m	Sample ID	orig_Ag_ppm	chek_Ag_ppm	Delta_Ag_ppm	orig_Cu_ppm	chek_Cu_ppm	Delta_Cu_ppm	orig_Co_ppm	chek_Co_ppm	Delta_Co_ppm	orig_Zn_ppm	chek_Zn_ppm	Delta_Zn_ppm	Cu % FUS-Na2O2	chek_Cu_pct	Delta_Cu_pct	Zn % FUS-Na2O2	chek_Zn_pct	Delta_Zn_pct
YH21-01	210.57	210.87	0.3	641737	24	22.6	-1.4	6990	6930	-60	17	19	2	10000	10000	0				36.8	35.4	1.4
YH21-02	39.38	39.69	0.31	641758	9.9	9.75	-0.15	10000	10000	0	96	116	20	10000	10000	0	3.08			7.43	3.6	3.83
YH21-02	39.69	39.95	0.26	641759	2.1	1.96	-0.14	4970	4790	-180	24	34.3	10.3	10000	10000	0				3.18	2.95	0.23
YH21-04	172.17	173	0.83	641808	1.2	1.03	-0.17	6020	6130	110	114	151	37	292	289	-3						
YH21-04	190.08	190.39	0.31	641821	2.4	2.3	-0.1	10000	10000	0	313	393	80	757	759	2	5.28	5.64	-0.36			
YH21-04	206.55	206.79	0.24	641847	1.3	1.23	-0.07	3010	3100	90	27	34.5	7.5	4100	4280	180						
YH21-04	210.01	210.72	0.71	641856	0.7	0.63	-0.07	2080	2030	-50	29	39.1	10.1	1370	1380	10						
YH21-05	146.2	146.7	0.5	726113	1.2	1.09	-0.11	7680	8390	710	84	105	21	522	534	12						
YH21-05	156	157	1	726129	1.1	1.16	0.06	3380	3340	-40	47	66.9	19.9	1010	958	-52						
YH21-05	175.06	176.06	1	726145	5.4	5.48	0.08	10000	10000	0	105	145	40	820	787	-33	1.53	1.57	-0.04			
YH21-05	176.36	177.06	0.7	726147	0.6	0.54	-0.06	1240	1500	260	35	53.3	18.3	239	254	15						
YH21-06	152.53	153.6	1.07	726014	1.4	1.37	-0.03	4290	4510	220	47	62.2	15.2	2410	2350	-60						
YH21-06	156.95	157.45	0.5	726019	2.5	2.32	-0.18	6580	6920	340	93	121	28	559	541	-18						
YH21-06	160.55	161.55	1	726027	0.9	0.59	-0.31	2580	2560	-20	48	60.4	12.4	3110	2990	-120						
YH21-06	165.05	166.05	1	726032	0.3	0.33	0.03	1430	1420	-10	44	60.4	16.4	3090	2890	-200						
YH21-06	178.7	179.2	0.5	726047	11.9	13.2	1.3	10000	10000	0	918	1500	582	2920	3000	80	14	15.1	-1.1			
YH21-06	180.95	181.95	1	726052	0.4	0.26	-0.14	1880	1830	-50	46	62.9	16.9	329	309	-20						
YH21-06	181.95	182.4	0.45	726053	0.5	0.34	-0.16	2420	2410	-10	77	111	34	245	296	51						
YH21-06	191.5	191.9	0.4	726065	1.3	1.18	-0.12	10000	10000	0	135	190	55	612	639	27	1.73	1.75	-0.02			
YH21-06	192.3	192.7	0.4	726067	2.2	2.21	0.01	10000	10000	0	177	245	68	923	916	-7	2.69	2.87	-0.18			
YH21-06	194.05	195.05	1	726071	2.5	2.57	0.07	10000	10000	0	118	160	42	974	979	5	1.2	1.22	-0.02			
YH21-06	197.8	198.5	0.7	726077	9.9	10.2	0.3	9520	10000	480	93	123	30	5740	5620	-120	0.967	1.05	-0.083			
YH21-08	122.3	122.9	0.6	726082	4.3	4.28	-0.02	8860	9540	680	114	134	20	8250	7660	-590						
YH21-08	122.9	123.4	0.5	726083	3.5	3.34	-0.16	8460	9080	620	123	148	25	5170	5640	470						
YH21-08	123.4	124	0.6	726084	4.8	5.26	0.46	10000	10000	0	113	141	28	3920	3560	-360	1.29	1.3	-0.01			
YH21-08	124.75	125.25	0.5	726086	2.3	2.16	-0.14	7230	8030	800	129	148	19	919	859	-60						
YH21-08	128.28	128.9	0.62	726093	5.5	5.88	0.38	5390	5920	530	39	47.1	8.1	10000	10000	0				2.14	2.09	0.05
YH21-08	129.4	129.9	0.5	726095	1	1.04	0.04	990	1010	20	40	51.9	11.9	1720	1810	90						
YH21-09	5	5.3	0.3	726101	15.1	17.1	2	10000	10000	0	661	1070	409	3160	3120	-40	7.6	7.82	-0.22			
YH21-09	5.3	7.66	2.36	726102	4.2	4.46	0.26	10000	10000	0	292	399	107	1410	1370	-40	2.05	2.03	0.02			

<u>2021 Site Visit</u>

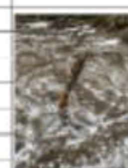
The Author conducted a three-day site visit to the Property by road on December 6 to 8, 2021 to review the general geology and assess the Property's mineral potential. Steps taken to evaluate the Property included general geological and prospecting activities which focused on confirming favourable geology, mineralization, and confirming the general geological environment. Mr. Van der Meer inspected the core storage facilities and core logging facilities, examined selected drill core from York Harbour – 4th Level adit area, and visited the drilling site.

A number of locations were visited at the site, including the 4th Level adit, former Shaft and mill site, VMS outcroppings where the previous 2021 channel sampling was completed, as well as areas where historical and 2021 Phase 1 and Phase 2 drilling programs had been completed. Where access was possible and outcrop visible, the QP completed localized geology traverses to more fully understand the local geological environment.

An inventory of drill hole location verification was made by handheld Garmin GPS and GPS-enabled photography. Nine drill hole locations were reviewed, and the results of the comparison are shown in Table 12.2. Generally, the QP's GPS survey correlates well enough with the surveyed collar coordinates and elevations provided by the Issuer and confirms collar locations from both the historical and 2021 Phase 1 and Phase 2 drilling programs. Any outlier data in Table 12.2 are attributed to the inherent accuracy deficiencies of the handheld Garmin GPS.

The collar locations and stated drill hole orientation credentials (dip, azimuth, and depth) were confirmed from all the drill hole casings and labels for the historical drilling and Phase 1 locations that were reviewed.

Table 12-2: Comparative Location Data from the Nine York Harbour Drill Holes

Collar Summary	Hole ID	YH90-1	YH21-04	YH21-07	YH21-18	YH21-19	YH21-22	YH21-23	YH21-24	WLF-04-17
	East m	404312.62	404331.94	404345.28	404442.2	404439.6	404326.6	404337.9	404327.1	404312.62
	North m	5433391.68	5433415.4	5433442.01	5433622.7	5433636	5433402.3	5433433.4	5433401.9	5433391.68
	Elev m	357.5	359.19	359.34	341.9	336	361.8	361.8	359.3	357.5
	Length m	274.3	218	134	164	150	236	200	176	274.3
	Azi	57	60	60	60	60	60	60	60	57
	Dip	-65	-60	-60	-60	-60	-60	-60	-60	-65
Photo Meta Data	Name	IMG_0215.JPG	IMG_0217.JPG	IMG_0216.JPG	IMG_0221.JPG	IMG_0222.JPG		IMG_0214.JPG	IMG_0212.JPG	IMG_0218.JPG
	Date	2021-12-08	2021-12-08	2021-12-08	2021-12-08	2021-12-08		2021-12-08	2021-12-08	2021-12-08
	Time	11:32:42	11:28:24	11:27:10	11:37:32	11:37:50		11:24:00	11:23:27	11:32:42
	Lon	-58.30945556	-58.30922778	-58.30903333	-58.30781944	-58.30777778		-58.30915	-58.30929167	-58.30945556
	Lat	49.045975	49.04621111	49.04644722	49.04811111	49.04815556		49.04636667	49.04639444	49.045975
	Altitude m	358.3	363.3	361.7	335.4	333.6		360.8	362.5	358.3
Garmin GPS Data	id	5	2	1	9	10	7	3	4	6
	Casing ID	YH90-1	YH21-04	YH21-07	YH21-18	YH21-19	YH21-22	YH21-23	YH21-24	WLF-04-17
	Elevation	1,172.44	1172.44	1172.44	1,111.06	1,097.41	1,179.27	1172.44	1,172.44	1,172.44
	Lat	49.046358	49.046198	49.046455	49.048055	49.048161	49.04608	49.046348	49.04638	49.045973
	Long	-58.309506	-58.309185	-58.309013	-58.30777	-58.307833	-58.309271	-58.309121	-58.30925	-58.309443
	East m	404309.51	404332.66	404345.72	404439.62	404435.22	404326.15	404337.63	404328.26	404313.38
	North m	5433435.13	5433416.94	5433445.29	5433621.59	5433633.45	5433403.93	5433433.54	5433437.26	5433392.26
	Elev m	357.36	357.36	357.36	338.65	334.49	359.44	357.36	357.36	357.36
Garmin Collar Delta	East m	-3.11	0.72	0.44	-2.58	-4.38	-0.45	-0.27	1.16	0.76
	North m	43.45	1.54	3.28	-1.11	-2.55	1.63	0.14	35.36	0.58
	Elev m	-0.14	-1.83	-1.98	-3.25	-1.51	-2.36	-4.44	-1.94	-0.14
Garmin Photo Delta	Lat	0.000383	-1.31111E-05	7.77778E-06	-5.61111E-05	5.44444E-06		-1.86667E-05	-1.44444E-05	-2E-06
	Long	-5.04444E-05	4.27778E-05	2.03333E-05	4.94444E-05	-5.52222E-05		2.9E-05	4.16667E-05	1.25556E-05
	Elev m	-0.94	-5.94	-4.34	3.25	0.89		-3.44	-5.17	-0.94
Photo										

The Author also reviewed the core-logging and processing facilities, and incorporated core-processing methods, including core mark up, preliminary geotechnical logging, geological and mineralization logging, sample mark up, QA/QC insertion, core photography, sample cutting and sample preparation. The methods and practices observed at this time were found to be in general accordance with best practice standards as defined by CIM.

To the Author's knowledge, the data acquisition procedures were suitable and typical for this type of work. The technical work was carried out by appropriately qualified independent industry professionals according to best practice standards.

5.9 Adjacent Properties

There are no other projects of significance in the immediate York Harbour Property area. However, Playfair Mining Ltd. previously completed minor exploration work at the Gregory River property located 40 km north of York Harbour (see Figure 23-1) encompassing several copper-lode and five Cyprus-type (Mafic-type) VMS prospects and showings (Dearin, 2004). The Cyprus-type copper prospects, in particular, are described as being in a similar setting and have a reportedly similar style of mineralization to that found at York Harbour.

The Author has been unable to verify the information, and the information is not necessarily indicative of the mineralization on the York Harbour Property that is the subject of this technical report.

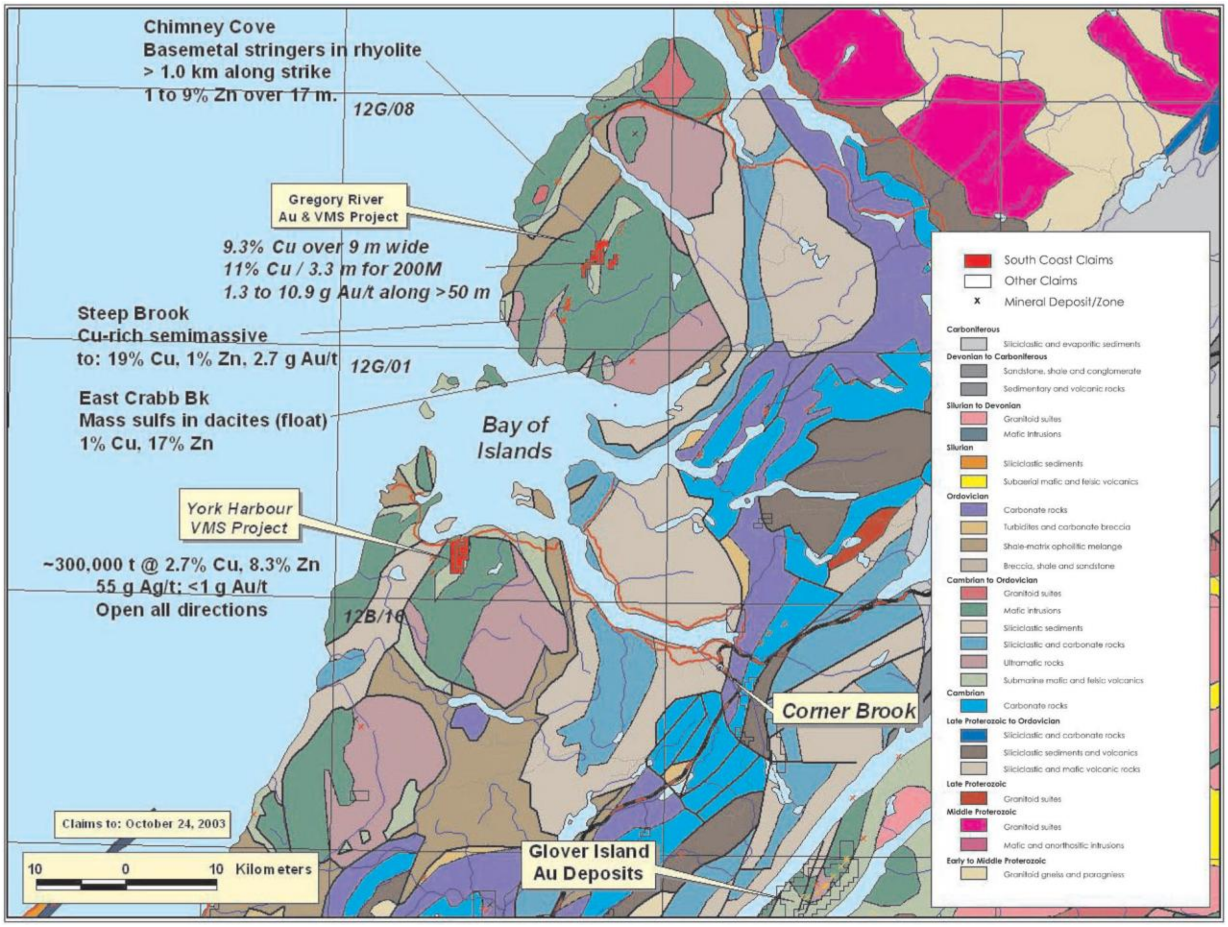


Figure 23-1: Regional Geological Setting and Copper + Zinc Showings and Reported Anomalism

Source: After Dearin 2003a

5.10 Interpretation and Conclusions

York Harbour Property comprises an exploration-stage project of significant merit that warrants further work. The Author's interpretation and conclusions are summarized here:

Geology

- The York Harbour Property is located within the Bay of Islands Ophiolite Complex hosted within the Humblar Arm Allochthon of the Humblar Laurentia Zone, located on the western margin of Newfoundland.

- The geology of the host ophiolite is dominated by thick sequences of mapped, lower basaltic pillow sequences and upper basaltic flow rocks similar to other prospective VMS belts found in Newfoundland. The basaltic sequences are locally folded into a broad recumbent synform structure that encompasses the Property boundaries.

- The initial drill targets at the 4th Level adit area and other prospective target areas on the Property are hosted adjacent to the contact between lower basaltic pillow sequences and upper basaltic flow rocks and are often coincident with mapped structural breaks or faults along the mineralized trend.

Mineralization

- The most economically important mineralization encountered at York Harbour is volcanogenic massive sulphide horizons that are generally controlled by lithologic contacts within the mostly low-strained basaltic complex.

- Sulphide mineralization is dominated by multiple, irregular horizons of massive and semi-massive pyrite, sphalerite, chalcopyrite with minor magnetite pyrrhotite and rare galena. Additional lower grade mineralization has been deposited within the stockwork veining and disseminated within the wall rock alteration halo.

- The highest-grade intervals for lead and zinc are strongly associated within a predominance of chalcopyrite and sphalerite.

Exploration

- Mineralization at York Harbour has been confirmed by systematic data research and follow-up by successful 2021 Phase 1 confirmation drilling.

- Reconnaissance-stage prospecting and exploration work has highlighted several target areas which warrant follow-up programs. Other targets on the property are considered early stage and will require additional surface exploration efforts to better define possible drill targets.

- The 2021 Phase 1 and Phase 2 diamond drilling programs at York Harbour have intersected significant Cu+Zn±Ag±Au±Co mineralization over numerous horizons and zones preliminarily in the area of the 4th Level adit. Grade and mineralization continuity demonstrates excellent potential.

QA/QC

- The QA/QC programs used during exploration on this Property were overseen by appropriately qualified professional geologists using adequate quality control procedures that meet industry best practices for an exploration-stage property. Further refinement of QA/QC at the project drilling is recommended.

Mineral Tenure

- Mineral tenure appears to be in good standing, and access to the Property has been established to the northeast along unmaintained forestry service roads. The Property is currently amenable to year-round operations for drilling and exploration work.

Other Considerations

- The York Harbour Property is situated in an economically and socio-politically stable area, and there are currently no known factors that would prevent further exploration or any future potential project development.

5.11 Recommendations

2022 Phase 2 Drilling Program

Proposed Exploration Budget

The York Harbour Property is a development drilling project, which requires further systematic exploration and evaluation studies.

A two-phase drilling program was proposed in the Technical Report to increase potential mineral resource volume and grade and to extend areas of known mineralization at the 4th Level adit drilling area, and at the No. 4 Brook zone approximately 2 km west of 4th Level adit.

Drilling commenced in Q1-2022.

Development Drilling

The Phase 3 development drilling program was essentially a continuation of the 2021 Phase 1 and Phase 2 drilling programs at site. The focus was to step out from existing mineralization and define the extents of known bodies of massive sulphide mineralization at the 4th Level adit area where the 2021 drilling was concentrated.

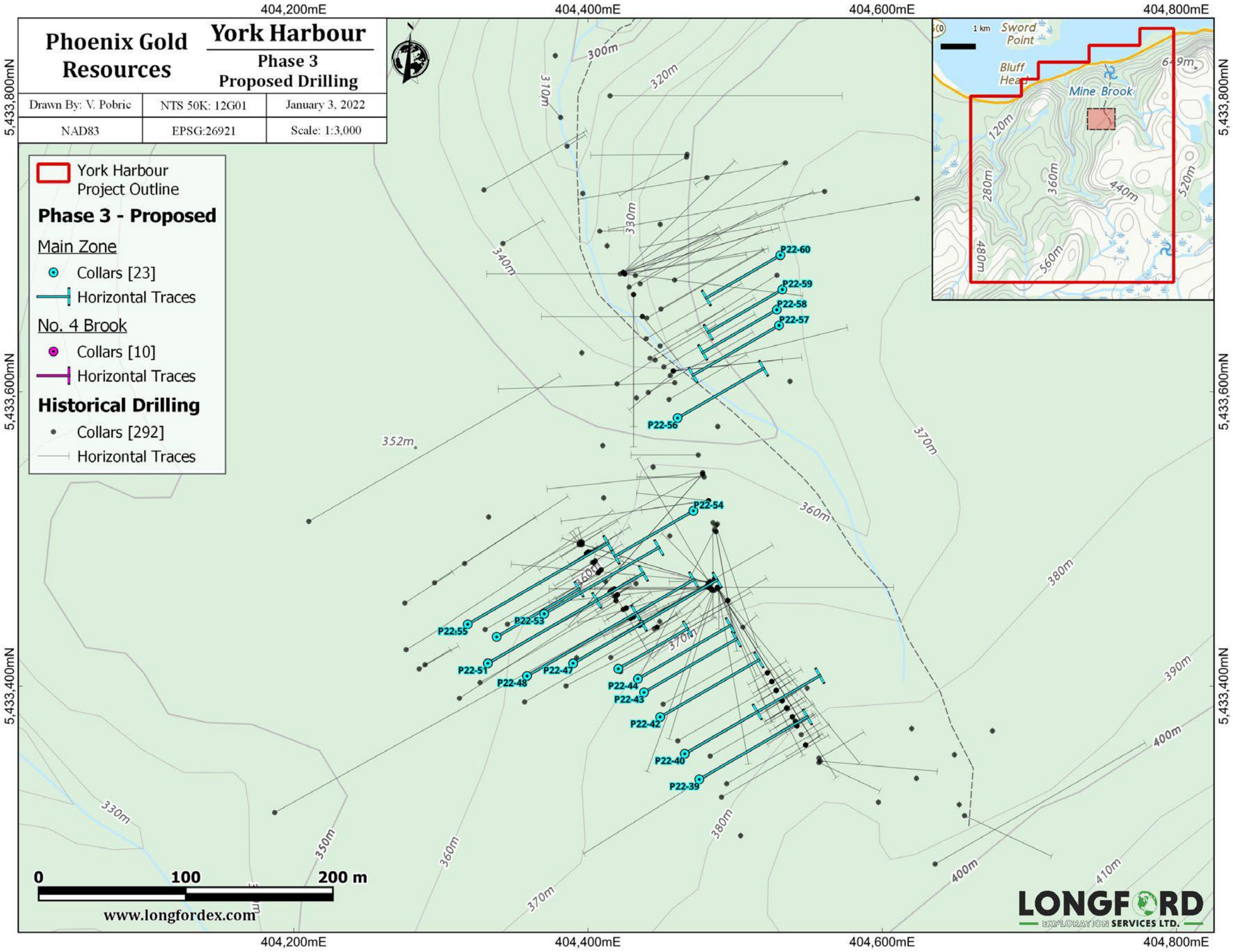


Figure 26-1: 2022 Phase 3 Proposed Diamond Drill Hole Locations and Traces at the No.4 Adit Zone

Phase 3 consisted of a diamond drilling development program comprising 4,000 m of NQ core, including analysis and test work to support future mineral resource estimations (Figure 26-1). Specifically, this included systematic characterization of the deposit potential, with complimentary metallurgical, geotechnical, and physical properties test work to facilitate ongoing mineral resource evaluation work

Exploration Drilling

The Phase 3 exploration drilling program was a step-out extension of the 2021 drilling at the site at the No. 4 Brook zone approximately 2 km west of 4th Level adit.

Phase 3 consisted of a diamond drilling exploration program comprising 1,500 meters of NQ core, including analysis and test work to support future mineral resource estimation (Figure 26-2). Specifically, this included systematic characterization of the deposit potential, with complimentary metallurgical, geotechnical, and physical properties test work to facilitate ongoing mineral resource evaluation work.

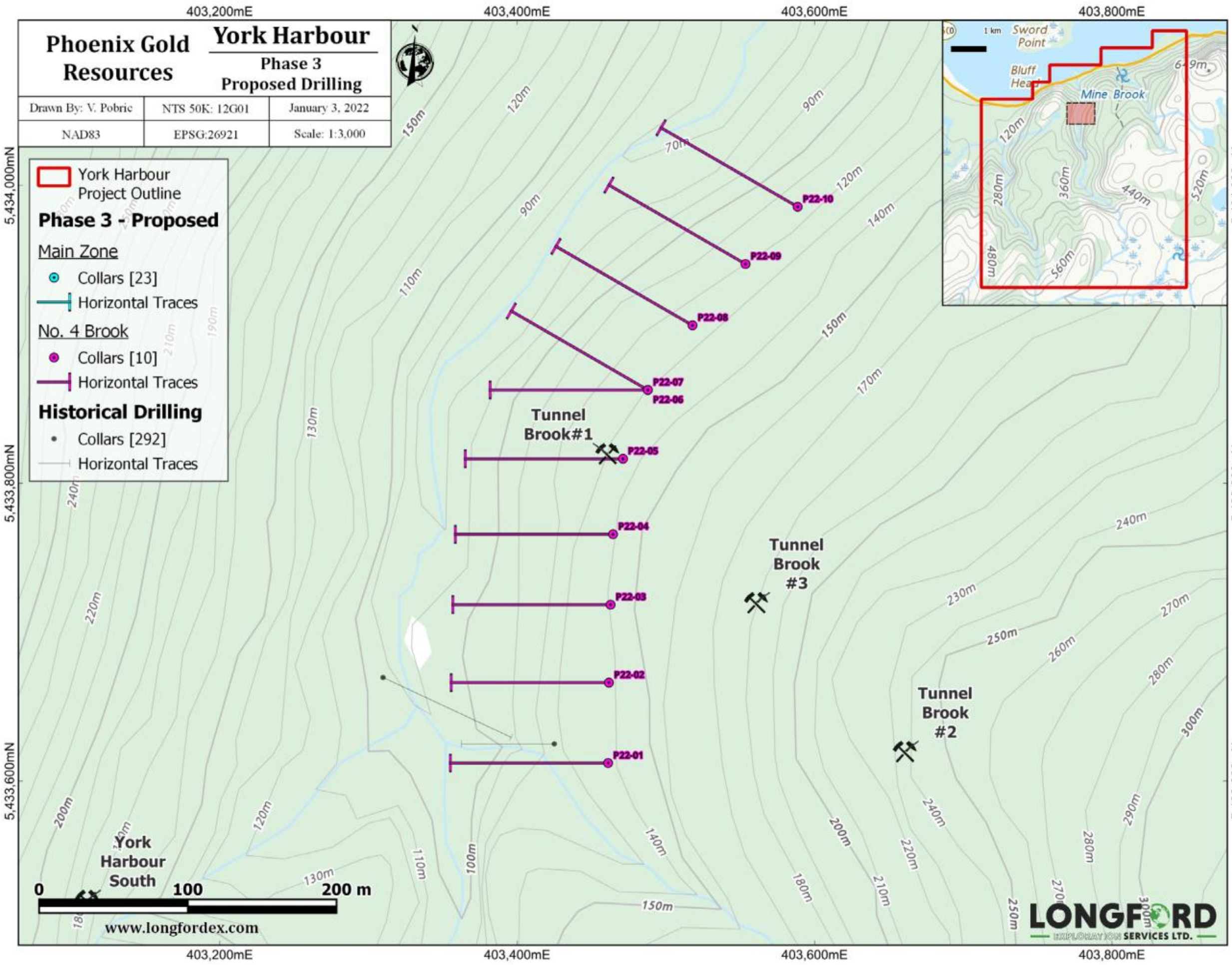


Figure 26-2: 2022 Phase 3 Proposed Diamond Drill Hole Locations and Traces at the No.4 Brook Zone

Supplementary Recommendations

The Author also recommended the following for the York Harbour Property:

- Refine the QAQC protocols and analysis to better understand any potential grade discrepancies identified in check analysis precision.
- Conduct a field program of mapping and lithogeochemical rock chip sampling and characterization as well as soil sampling. The areas of initial focus should encompass areas of known mineralization on the Property and be expanded to other unexplored areas on the Property.

- Complete a comprehensive metallurgical investigation preliminarily using available drill core rejects to develop a base line for characterization, followed by bulk samples from other sources on the Property.

- Maintain ongoing modelling and mineral resource estimation to assist with drill hole targeting and mineral resource definition and expansion.

- Complete environmental baseline studies; these should include typical environmental surveys and studies, including wildlife and habitat investigations. A environmental specialist should be consulted.

- Gain access to the existing 4th Level adit underground workings and complete LiDAR surveying of the underground workings and depleted stopes to advance mining and engineering investigations and scoping studies. (Note: York Harbour Metals has engaged the services of GEMTEC consulting engineers and scientists of St. Johns, Newfoundland to facilitate the necessary permitting requirements for access to the underground workings.)

- Conduct additional programs of ground, air, and downhole techniques to assist in exploration targeting and for due diligence purposes. Continue the existing downhole EM surveying work. Additional scopes to be considered may include a heliborne tri-axial magnetometer survey and a ground-based induced polarization (IP) orientation survey across areas of known mineralization and exploration prospectivity.

- Upgrade the existing site-access roads to provide access to the 4th Level adit portal area and other areas on site to facilitate drill rig and vehicular access to the Property.

Proposed Budget

The preliminary proposed budget was combined into an ongoing cost expenditure budget (Table 26.1).

Q1-Q2 2022 York Harbour				
Personnel/VPX		Days	Rate	Line Total
Project Manager	(QP & VPX)	90	$ 800.00	$ 72,000.00
Core Processing Staff	2 x Geologist 2 x Geotech (3 month program)	360	$ 400.00	$ 144,000.00
Camp and Ancilary Staff	2 Camp and maintenance (3 month program)	360	$ 200.00	$ 72,000.00
Mapping and Sampling Program	4 Technichians, 2 Geologists (6week program)	270	$ 400.00	$ 108,000.00
			Cat. Total	**$ 396,000.00**
Diamond Drilling		Units	Rate	Line Total
Mobilization	Ex Gander to York Harbour	4	$ 10,000.00	$ 40,000.00
Drilling (No4 Adit)	Approximatley 3 months drilling (4000m)	4000	$ 150.00	$ 600,000.00
Drilling (No4 Brook)	Approximatley 1-2 months drilling (1500m)	1500	$ 200.00	$ 300,000.00
Road/Access construction	Main Road and Drill Access (3 months)	3	$ 10,000.00	$ 30,000.00
DH Geophysics	Downhole Geophysics (90 days)	90	$ 2,000.00	$ 180,000.00
			Cat. Total	**$ 1,150,000.00**
Food and Lodging		Days	Rate	Line Total
Food and Groceries	per diem per man day	1170	$ 50.00	$ 58,500.00
Lodging	York and Lark Harbour	1170	$ 100.00	$ 117,000.00
			Cat. Total	**$ 175,500.00**
Transportation		Units	Unit Price	Line Total
Trucks x 1	1 ton with safety and recovery gear	100	$ 175.00	$ 17,500.00
ATV/Snowm Mobile	3 x vehicles for site access	300	$ 125.00	$ 37,500.00
Fuel	per km for truck & atv's	11000	$ 0.65	$ 7,150.00
			Cat. Total	**$ 62,150.00**
Facilities and Maintenance		Units	Unit Price	Line Total
Core Logging Facility	Double bay over height garage	6	$ 3,000.00	$ 18,000.00
Hardware Maintencance	Geological Tool and Compuiters	6	$ 2,500.00	$ 15,000.00
Environmental review/report	Consuultant TBA	15	$ 1,000.00	$ 15,000.00
Software Maintencance	Software Licensing and Subsriptions 3D modelling	6	$ 5,000.00	$ 30,000.00
			Cat. Total	**$ 78,000.00**
Consumable		Units	Unit Price	Line Total
Field / Office Consumables	per field man day	1170	$ 10.00	$ 11,700.00
			Cat. Total	**$ 11,700.00**
Analytical		Units	Unit Price	Line Total
Analysis - Rock Core	Bureau Veritas: PRP70-250, AQ201 + overlimits (54 Element)	5500	$ 50.00	$ 275,000.00
Analysis - Rock Chip	Bureau Veritas: PRP70-250, AQ201 + overlimits (54 Element +	3000	$ 50.00	$ 150,000.00
Analysis - Soil	Bureau Veritas: PRP70-250, AQ201 + overlimits (34 Element =	3000	$ 45.00	$ 135,000.00
Analysis - ABA	TBA: Acid base accoutiing	100	$ 200.00	$ 20,000.00
Analysis - Core Resampling	Bureau Veritas: PRP70-250, AQ201 + overlimits (54 Element)	1000	$ 50.00	$ 50,000.00
Sample Shipment		12	$ 1,000.00	$ 12,000.00
			Cat. Total	**$ 642,000.00**
Pre and Post Field		Units	Unit Price	Line Total
Post Field	Assessment report with work filing	1	$ 10,000.00	$ 10,000.00
Airborne Geophysics	Heliborne Tri Axial Mag	1	$ 80,000.00	$ 80,000.00
UG Geotechnical & Permitting	Gemtek - St Johns	15	$ 1,500.00	$ 22,500.00
Ground Geophysics	IP Survey	10	$ 2,500.00	$ 25,000.00
Metallurgical Testwork	Scope and Consulting TBA	25	$ 5,000.00	$ 125,000.00
			Cat. Total	**$ 262,500.00**
			Over-all Contingengy (10%)	$ 277,785.00
			Estimated Sub Total	**$ 3,055,635.00**
			-15%	$ 458,345.25
			Sub total	**$ 3,513,980.25**

6. USE OF AVAILABLE FUNDS

6.1 Business Objectives and Milestones

Business Objectives

The Issuer's primary business objectives involve further exploration work on the York Harbour Property. The Issuer has completed the work program previously recommended in the Technical Report, as detailed under "*Mineral Project – Recommendations – Proposed Budget*" of this Listing Statement, and as at July 31, 2024, $12,877,407 of cumulative costs have been incurred on the York Harbour Property, with $2,753,278 incurred by the Issuer since January 31, 2023. The Issuer's business objectives for the forthcoming 12 months will be determined based on the results of the drilling work currently being conducted on the York Harbour Property by Firetail pursuant to the Option Agreement. The Issuer and Firetail will assess the results of the ongoing drill work to direct the next phase of exploration on the York Harbour Property.

Milestones

The Issuer will determine the milestones required to achieve its business objectives following the completion of the initial drilling work by Firetail, which will be completed by no later than October 2025.

6.2 Principal Purposes for Available Funds

The Issuer anticipates using its available funds on further exploration work to be conducted on the York Harbour Property.

The Issuer estimates that it will have sufficient cash flow to carry out its business plan as currently contemplated for the twelve (12) month period following listing on the CSE. Accordingly, the Issuer has the following funds available to it for the next twelve (12) month period:

Description of Funds	**Amount**
Estimated working capital as at November 30, 2024	$(232,221)
Market Value of 100,000,000 Firetail Shares as at November 29, 2024	$7,301,600(1)
Estimated funds available to the Issuer	$7,069,379

(1) 100,000,000 Firetail Shares were issued to the Issuer following the completion of the first milestone of the Option Agreement. The Issuer may rely on the Firetail Shares as a source of funding to carry out its business plan. The market price per Firetail Share as at November 29, 2024 was AUD$0.08, which equates to approximately C$0.073016 per Firetail Share based on the Bank of Canada's exchange rate of 0.9127 on November 29, 2024.

The Issuer will use the funds available to it as more particularly detailed in the table below:

Use of Proceeds	Amount
General and Administrative Expenses (1)	$47,900
Management and Consulting Fees (2)	$96,000
Geologic Consulting Fees (3)	$60,000
Professional Fees (4)	$25,000
Unallocated capital(5)(6)	$6,840,479
TOTAL:	$7,069,379

(1) Includes $1,500 for general office expenses, $18,400 for agency and transfer services, $1,800 for bank service charges, and $26,200 for listing and filing fees.

(2) Includes $36,000 in consulting fees payable to Penilla Klomp, Corporate Secretary of the Issuer, and $60,000 in management fees for Brandon Schwabe, Chief Financial Officer of the Issuer.

(3) Includes $36,000 for Bugden Exploration Inc. and $24,000 for Sale Geoscience Services.

(4) Includes $20,000 in audit fees and $5,000 for tax services.

(5) Unallocated capital may be allocated to further exploration work on the York Harbour Property, corporate expenses, business development, potential future acquisitions, general administrative expenses, and other purposes on an as-needed basis.

(6) The unallocated capital assumes the sale of the 100,000,000 Firetail Shares currently held by the Issuer. However, as of the date hereof, the Issuer does not anticipate selling all 100,000,000 Firetail Shares. Instead, the Issuer may sell such number of Firetail Shares as needed to fund its business objectives and other expenses as they arise.

However, there may be circumstances where, for sound business reasons, a reallocation of the funds may be necessary. The Issuer may require additional funds in order to fulfill all of its expenditure requirements and objectives. When additional capital is required, the Issuer will need to pursue various financing transactions or arrangements, including joint venturing of projects, debt financing, equity financing or other means. Additional financing may not be available when needed or, if available, the terms of such financing might not be favorable to the Issuer and might involve substantial dilution to existing shareholders. The Issuer may not be successful in locating suitable financing transactions in the time period required or at all.

The Issuer had a negative operating cash flow for the years ended January 31, 2022, January 31, 2023 and January 31, 2024. The Issuer also anticipates having negative operating cash flow for the year ended January 31, 2025 given its nature as an early-stage mineral exploration company.

7. DIVIDENDS

There is no restriction that would prevent the Issuer from paying dividends on the Common Shares. However, the Issuer has not paid any dividends on the Common Shares during the three most recently completed financial years and during the current financial year, and it is not contemplated that the Issuer will pay any dividends on the Common Shares in the immediate or foreseeable future. Any payment of dividends in the future is at the discretion of the Board.

8. SELECTED CONSOLIDATED FINANCIAL INFORMATION

8.1 Consolidated Financial Information

The following selected financial information is subject to the detailed information contained in the financial statements of the Issuer and related notes thereto appearing elsewhere in this Listing Statement. This information should only be read in conjunction with the financial statements, and accompanying notes, included elsewhere in this Listing Statement. The selected financial information is derived from the audited financial statements of the Issuer for the fiscal years ended January 31, 2024, January 31, 2023 and January 31, 2022, and for the six month period ended July 31, 2024. This information should be read in conjunction with the audited financial statements for the fiscal years ended January 31, 2024, January 31, 2023 and January 31, 2022, and for the six month period ended July 31, 2024, and accompanying notes, which are attached hereto as Schedule A.

	For the Year Ended January 31 (audited)			For the Six Month Period Ended July 31, 2024
	2024 ($)	**2023 ($)**	**2022 ($)**	**($)**
Revenue	-	-	-	-
Operating Loss	(2,093,632)	(4,362,088)	(2,320,860)	(384,653)
Comprehensive Income (Loss) for the Year	(2,255,750)	(4,435,318)	(2,568,230)	66,116
Basic Income (Loss) per Common Share	(0.03)	(0.08)	(0.06)	0.00
Balance Sheet Data:	**2024 ($)**	**2023 ($)**	**2022 ($)**	**($)**
Total Assets	18,296,611	19,038,148	6,801,613	17,577,094
Total Liabilities	1,552,741	506,497	816,233	767,108
Total Current Assets	1,199,884	6,258,272	3,518,988	466,094
Total Current Liabilities	1,552,741	506,497	816,233	767,108
Shareholders' Equity (deficit)	16,743,870	18,531,651	5,985,380	16,809,986

9. MANAGEMENT'S DISCUSSION AND ANALYSIS

The following sets of MD&A should be read in conjunction with the Financial Statements, the related notes thereto attached as Schedules as noted below and the disclosure contained in this Listing Statement. This discussion is current as at the date of this Listing Statement. The financial information contained in the MD&As was prepared in accordance with IFRS. All amounts in the MD&As are expressed in Canadian dollars unless otherwise identified.

The MD&A of the Issuer for the fiscal years ended January 31, 2024, January 31, 2023, January 31, 2022, and the six month period ended July 31, 2024 are attached hereto as Schedule B.

Certain information included in the MD&As referenced above is forward-looking in nature and based upon assumptions and anticipated results that are subject to various uncertainties. Should one or more of these uncertainties materialize or should the underlying assumptions prove incorrect, actual results may vary significantly from those expected. See "*Forward-Looking Statements*" for further details.

Additional Disclosure for Junior Issuers

Estimated total operating costs for the twelve-month period following Listing will be based on the next phase of exploration work on the York Harbour Property which will be determined after assessing the results from the initial drilling work conducted on the York Harbour Property by Firetail. In addition, $36,000 is estimated for consulting fees, $47,900 is estimated to be required for general and administrative expenses, including general office expenses, transfer agent, listing, and filing fees, $60,000 is estimated to be paid for management fees, $25,000 is estimated for auditor and other professional fees, and $60,000 for geologic consulting fees. There is no guarantee that the Issuer will be able to raise any additional funds when and if needed and if such funds would be available on terms favourable to the Issuer.

10. DESCRIPTION OF SECURITIES

10.1 Authorized and Issued Share Capital

The authorized share capital of the Issuer consists of an unlimited number of Common Shares without par value. As of the date hereof, 68,529,047 Common Shares are issued and outstanding.

Shareholders are entitled to one vote per Common Share at all meetings of Shareholders. Shareholders are entitled to receive dividends as and when declared by the Board and to receive a pro rata share of the assets of the Issuer available for distribution to Shareholders in the event of the liquidation, dissolution or winding-up of the Issuer. All Common Shares rank equally as to all benefits which might accrue to the Shareholders.

10.2 Other Securities

No securities other than the Common Shares are being listed.

Stock Options

As at the date of this Listing Statement, there are no Options outstanding to acquire Common Shares. See "*Options to Purchase Securities*" for further details.

Warrants

As at the date of this Listing Statement, there are no warrants outstanding to acquire Common Shares.

11. CONSOLIDATED CAPITALIZATION

The following table summarizes the Issuer's consolidated capitalization since incorporation:

Designation of Security	Number of Shares Authorized	Outstanding as at July 31, 2024	Outstanding as at the date of this Listing Statement
Common Shares	Unlimited number without par value	68,529,047	68,529,047
Warrants	N/A	1,075,000 (1)	Nil (2)
Options	N/A	Nil	Nil

Notes:

(1) 1,075,000 Warrants exercisable until August 17, 2024 at a price of $0.40.

(2) 1,075,000 Warrants expired on August 17, 2024, such that no warrants are currently outstanding.

12. OPTIONS TO PURCHASE SECURITIES

Stock Option Plan

The Issuer's stock option plan (the "**Stock Option Plan**") was approved by the Shareholders on July 10, 2024. The purpose of the Stock Option Plan is to, among other things, advance the interests of the Issuer by encouraging the directors, officers, employees and consultants of Issuer to acquire Common Shares, thereby increasing their proprietary interest in the Issuer, encouraging them to remain associated with the Issuer.

A summary description of the Stock Option Plan is disclosed in the Issuer's Management Information Circular dated June 11, 2024, which was filed under the Issuer's profile on SEDAR+ on June 18, 2024 ("**2024 Information Circular**"). A copy of the Stock Option Plan is attached as Schedule D to this Listing Statement.

Restricted Share Unit Plan

On November 18, 2020, the Board adopted a restricted share unit (“**RSU**”) plan (the “**RSU Plan**”). The RSU Plan provides for the issuance of RSUs to directors, officers, employees, a company wholly owned by such individuals, consultants, and consulting companies, but excluding investor relations service providers.

The Board administers the RSU Plan. The RSU Plan provides that the Issuer may grant RSUs pursuant to the RSU Plan in accordance with the policies of the TSXV, to eligible persons excluding investor relations service providers in consideration of their services to the Issuer. The Board may determine the number of RSUs granted to such eligible persons, and the terms of vesting thereof, provided that the RSUs shall not vest earlier than 12 months from the date of grant, and the term of the RSUs may not exceed ten years from the date of grant. Holders of RSUs are not entitled to participate in dividends of the Issuer in respect of the RSUs. Any RSUs that have not vested within the term for such RSUs expire and are cancelled. In the event that a holder of any RSUs is terminated as a director, officer, employee or consultant, other than death, disability, termination without cause, or eligible retirement, then any such unvested RSUs shall expire and be cancelled. The Board may suspend or terminate the RSU Plan at any time, provided that such suspension or termination shall not affect any RSUs that became effective pursuant to the RSU Plan, prior to such suspension or termination.

Settlement of RSUs in shares shall be made by delivery of one share for each such vested RSU being settled, unless at the sole discretion of the Board, settlement is made by payment of the cash value of the market price (as defined under the policies of the TSXV) for the shares as at the date of vesting in lieu of delivery of one share for each such RSU for any or all such RSUs.

As at the date of this Listing Statement, there are no RSUs outstanding which were granted pursuant to the RSU Plan.

A summary description of the RSU Plan is disclosed in the 2024 Information Circular. A copy the RSU Plan is attached as Schedule E to this Listing Statement.

12.1 Options Granted

There are no Options that are outstanding as at the date of this Listing Statement:

13. PRIOR SALES OF COMMON SHARES

In the twelve (12) months prior to the date of this Listing Statement, the Issuer has not issued any securities.

14. STOCK EXCHANGE PRICE

The Common Shares are currently listed on the TSXV under the symbol “YORK.V”. Trading of the Common Shares on the TSXV commenced on February 10, 2022.

The following table sets out the high, low and closing trading prices and total trading volume of the Common Shares on the TSXV on a monthly basis for each month, or, if applicable, partial months of the 12-month period before the date of the Listing Statement.

	TSX-V			
Period	High ($)	Low ($)	Close ($)	Volume Traded (#)
November 2024	$0.08	$0.055	$0.0638	937,730
October 2024	$0.085	$0.045	$0.065	1,819,826
September 2024	$0.065	$0.045	$0.0545	1,521,239
August 2024	$0.75	$0.06	$0.067	610,789
July 2024	$0.09	$0.06	$0.0734	460,180
June 2024	$0.14	$0.08	$0.1048	905,955
May 2024	$0.16	$0.11	$0.1364	1,279,129
April 2024	$0.12	$0.09	$0.1016	1,753,648
March 2024	$0.115	$0.07	$0.0968	715,900
February 2024	$0.11	$0.07	$0.087	1,228,729
January 2024	$0.125	$0.08	$0.0952	1,930,359
December 2023	$0.115	$0.085	$0.0997	1,222,332

15. ESCROWED SECURITIES

As at the date of this Listing Statement, the Issuer has no shares subject to escrow or pooling agreements.

16. PRINCIPAL SHAREHOLDERS

16.1 Principal Shareholders

To the knowledge of the directors and officers of the Issuer, no Person, with the exception of the following, beneficially owns, directly or indirectly, or exercises control or direction over Common Shares carrying more than 10% of the voting rights attached to all outstanding Common Shares.

Mr. Blair Naughty, the Issuer's President and CEO, beneficially owns 9,449,815 Common Shares representing 13.79% of the total issued and outstanding Common Shares.

17. DIRECTORS AND OFFICERS

17.1 Directors and Officers

The following table sets the name, municipality of residence of each director or officer and their respective positions and offices held with the Issuer and their respective principal occupations during the five preceding years. In addition, the table states the period during which the director and/or officer has served in that capacity and the number of Common Shares that each individual beneficially owns, or exercises control or direction over, directly or indirectly, as of the date of this Listing Statement. The information as to Common Shares owned beneficially, not being within the knowledge of the Issuer, has been forwarded by the directors and officers individually.

Name, Place of Residence and Position(s) with the Issuer	Principal Occupation, Business or Employment for Last Five (5) Years[1]	Director and/or Officer Since	No. of Common Shares Owned[1]	Percentage of Common Shares[2]
Blair Naughty *Port Moody, British Columbia* *President, CEO, & Director*	See below under the heading "*Directors and Officers - Management*"	President and CEO: February 1, 2024 Director: June 3, 2024	9,449,815	13.79%
Leo Power [3] *Paradise, Newfoundland and Labrador* *Director*	See below under the heading "*Directors and Officers - Management*"	Director: February 18, 2022	Nil	N/A

Name, Place of Residence and Position(s) with the Issuer	Principal Occupation, Business or Employment for Last Five (5) Years[(1)]	Director and/or Officer Since	No. of Common Shares Owned[(1)]	Percentage of Common Shares[(2)]
Michael Williams [(3)] *Vancouver, British Columbia* *Director and Executive Chairman*	See below under the heading "*Directors and Officers - Management*"	Executive Chairman and Director: October 25, 2022:	Nil	N/A
Richard Macey[(3)(4)] *Toronto, Ontario* *Director*	See below under the heading "*Directors and Officers - Management*"	Director: June 3, 2024	Nil	N/A
Brandon Schwabe *Langley, British Columbia* *Chief Financial Officer*	See below under the heading "*Directors and Officers - Management*"	Chief Financial Officer: June 1, 2024	Nil	N/A
Penilla Klomp *Richmond, British Columbia* *Corporate Secretary*	See below under the heading "*Directors and Officers - Management*"	Corporate Secretary: March 31, 2022	45,000	*

* Means less than 1%.

(1) Information has been furnished by the respective officers/directors individually.

(2) Based on 68,529,047 Common Shares outstanding as at the date hereof.

(3) Member of the Audit Committee.

(4) Chair of the Audit Committee.

As of the date of this Listing Statement, the directors and executive officers of the Issuer beneficially own, or exercise control or direction over, directly or indirectly, as a group 9,494,815 Common Shares representing 13.86% of all outstanding Common Shares on a non-dilutive basis.

17.2 Corporate Governance

On June 30, 2005, the Canadian Securities Administrators enacted NP 58-201 and NI 58-101. Accordingly, NP 58-201 provides guidelines on corporate governance practices while NI 58-101 requires Canadian reporting Companies to disclose their corporate governance practices in accordance with the disclosure items set out in Form 58-101F1.

The Board will facilitate its exercise of independent supervision over the Issuer’s management through meetings of the Board and, both directly and indirectly, its committees and independent members. The Board believes that adequate structures and processes are and will be implemented to facilitate the functioning of the Board with a level of independence from the Issuer's management. In addition, the Board has access to the Issuer's external auditors, legal counsel and to any of the Issuer's officers.

Pursuant to NI 58-101 the Issuer is required to disclose its corporate governance practices as follows:

Board of Directors

The Board facilitates its exercise of independent supervision over the Issuer's management through regular meetings of the Board. The Board consists of four (4) members, namely: Blair Naughty, Leo Power, Michael Williams, and Richard Macey.

The Board exercises its independent supervision over management by its policies that (a) periodic meetings of the Board be held to obtain an update on significant corporate activities and plans; and (b) all material transactions of the Issuer are subject to prior approval of the Board. To facilitate open and candid discussion among its independent directors, such directors are encouraged to communicate with each other directly to discuss ongoing issues pertaining to the Issuer.

With the exception of Blair Naughty and Michael Williams, all members of the Board are "independent" in that each are independent and free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act with the best interests of the Issuer, other than the interests and relationships arising from being shareholders of the Issuer. Blair Naughty is the President, CEO and Director of the Issuer and Micheal Williams is the Executive Chairman.

Other Directorships

The following individuals are currently directors of other reporting issuers as set out below:

Name of Director	Names of Other Reporting Issuers	Securities Exchange
Leo Power	Q2 Metals Corp.	TSXV
Michael Williams	Vendetta Mining Corp.	TSXV
	Full Metal Minerals Ltd.	TSXV
	Aftermath Silver Ltd.	TSXV
	Gold Hunter Resources Inc.	CSE
	Fremont Gold Ltd.	TSXV, OTCQB, FSE
	Vortex Metals Inc.	TSXV
Richard Macey	Silver Sands Resources Corp.	CSE
	Newfoundland Discovery Corp.	CSE

Orientation and Continuing Education

The Board is responsible for providing orientation for all new recruits to the Board. Each new director brings a different skill set and professional background, and with this information, the Board is able to determine what orientation to the nature and operations of our business will be necessary and relevant to each new director. We provide continuing education for our directors as the need arises and encourage open discussion at all meetings, which format encourages learning by our directors.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Issuer's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Issuer.

Nomination of Directors

The Issuer does not have a formal process or committee for proposing new nominees for election to the Board. The nominees proposed are generally the result of recruitment efforts by the members of the Board, including both formal and informal discussions among the members of the Board.

The Board as a whole will be responsible for annually identifying and recommending to the Board an annual slate of nominees for membership on the Board. In recommending the annual slate of nominees, the Board will identify and screen individuals to determine potential candidates, taking into account the number of directors required to carry out the Board's duties effectively and to maintain a diversity of views and experience.

Compensation

Members of the Board are not compensated for acting as directors, save for being granted incentive stock options pursuant to the policies of TSXV and the Issuer's Stock Option Plan. The Compensation and Corporate Governance Committee advises the Board, and the Board as a whole determines the stock option grants for each director. The Compensation and Corporate Governance Committee reviews on an ongoing basis the compensation of the senior officers to ensure that it is competitive. The members of the Compensation and Corporate Governance Committee are comprised of Michael Williams (Chair), Richard Macey, and Leo P. Power.

Other Board Committees

The Board has no other committees other than the Audit Committee and Compensation and Corporate Governance Committee.

Assessments

The Board annually reviews its own performance and effectiveness as well as reviews the Audit Committee Charter and recommends revisions as necessary. Neither the Issuer nor the Board has adopted formal procedures to regularly assess the Board, the Audit Committee, or the individual directors as to their effectiveness and contribution. Effectiveness is subjectively measured by comparing actual corporate results with stated objectives. The contributions of individual directors are informally monitored by the other Board members, bearing in mind the business strengths of the individual and the purpose of originally nominating the individual to the Board.

The Board monitors the adequacy of information given to directors, communication between the Board and management, and the strategic direction and processes of the Board and its committees.

The Board believes its corporate governance practices are appropriate and effective for the Issuer, given our size and operations. Our corporate governance practices allow us to operate efficiently with checks and balances that control and monitor management and corporate functions without excessive administrative burden.

17.3 Board Committees

Audit Committee

The Issuer's only committee is the Audit Committee. The Audit Committee is responsible for managing, on behalf of the shareholders, the relationship between the Issuer and the external auditors, including the prescribed responsibilities set out in NI 52-110. Pursuant to NI 52-110, the Issuer's Audit Committee is required to have a charter. The Issuer's Audit Committee Charter is attached hereto as Schedule C to this Listing Statement. The Audit Committee fulfills its responsibilities primarily by carrying out the activities enumerated in the Audit Committee Charter.

Composition of Audit Committee

The members of the Issuer's Audit Committee are:

Name	Independent[1]	Financially Literate[2]
Michael Williams	No	Yes
Leo Power	Yes	Yes
Richard Macey [3]	Yes	Yes

(1) A member of an audit committee is independent pursuant to the provisions of NI 52-110, if the member has no direct or indirect material relationship with the Issuer, which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment, and does not currently hold, or in the past has not held, certain prescribed relationships set out in NI 52-110.

(2) An individual is financially literate if he has the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Issuer's financial statements.

(3) Chair of the Audit Committee.

As defined in NI 52-110, each of the members of the Audit Committee are directors of the Issuer and a majority of the members are not executive officers, employees, or control persons of the Issuer. All of the Audit Committee members are "financially literate", as defined in NI 52-110, as all have the industry experience necessary to understand and analyze financial statements of the Issuer, as well as the understanding of internal controls and procedures necessary for financial reporting.

The Audit Committee is responsible for review of both interim and annual financial statements for the Issuer. For the purposes of performing their duties, the members of the Audit Committee have the right, at all times, to inspect all the books and financial records of the Issuer and any subsidiaries and to discuss with management and the external auditors of the Issuer any accounts, records and matters relating to the financial statements of the Issuer. The Audit Committee members meet periodically with management and annually with the external auditors.

For the purposes of NI 52-110, an individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the issuer's financial statements.

Each member of the Issuer's present Audit Committee has adequate education and experience that is relevant to their performance as an Audit Committee member and, in particular, the requisite education and experience that have provided the member with:

(a) an understanding of the accounting principles used by the Issuer to prepare its financial statements;

(b) the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and provisions;

(c) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Issuer's financial statements or experience actively supervising individuals engaged in such activities; and

(d) an understanding of internal controls and procedures for financial reporting.

See "*Directors and Officers - Management*" for more information with respect to the members of the Audit Committee.

17.5 Director and Officer Principal Occupations

The principal occupation of the Issuer's directors and officers is disclosed in Section 17.10.

17.6 Corporate Cease Trade Orders or Bankruptcies

To the knowledge of the Issuer, other than as disclosed below, no director or officer of the Issuer or a shareholder holding a sufficient number of securities of the Issuer to affect materially the control of the Issuer, is, or within ten (10) years before the date of the Listing Statement has been, a director or officer of any other company that, while that person was acting in that capacity:

(a) was the subject of a cease trade or similar order, or an order that denied the other issuer access to any exemptions under applicable securities laws, for a period of more than thirty (30) consecutive days;

(b) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the Issuer being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than thirty (30) consecutive days;

(c) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

(d) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Leo Power is a director of 68870 Newfoundland & Labrador Inc., a private company ("**68870**"), which previously owned and operated a restaurant located in St. John's, Newfoundland & Labrador. Mr. Power was also a shareholder of 68870 through a holding company and a guarantor of certain liabilities of 68870. The restaurant failed and on April 6, 2016, 68870 made a proposal under the Bankruptcy and Insolvency Act at Court No. 20361 and Estate No. 51-209033 for a settlement which was approved by creditors and received court approval. The settlement amount was paid to 68870's creditors and 68870, the directors of 68870 (including Mr. Power) and certain shareholders of 68870 who had guaranteed a portion of 68870's debts were all released from their obligations. The foregoing information, not being within the knowledge of the Issuer, has been furnished by the proposed director.

Fandifi Technology Corporation ("**Fandifi**"), of which Penilla Klomp was the Corporate Secretary in June 2024, was the subject of a cease trade order issued by the British Columbia Securities Commission due to Fandifi not filing its: (i) annual audited financial statements for the year ended January 31, 2024, (ii) annual management discussion and analysis for the year ended January 31, 2024, and (iii) certificate of annual filings for the year ended January 31, 2024. As of the date hereof, the cease trade order remains active.

17.7 Penalties or Sanctions

To the knowledge of the Issuer, no director, officer or promoter of the Issuer, or a securityholder holding sufficient securities of the Issuer to affect materially the control of the Issuer, has

(a) been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority; or

(b) been subject to any other penalties or sanctions imposed by a court or regulatory body, including a self-regulatory body, that would be likely to be considered important to a reasonable investor making an investment decision.

17.8 Personal Bankruptcies

Except as otherwise disclosed under item 17.6 herein, to the knowledge of the Issuer, no director, officer or promoter of the Issuer, or a securityholder holding sufficient securities of the Issuer to affect materially the control of the Issuer, or a personal holding company of any such persons, has, within the ten (10) years before the date of this Listing Statement, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, officer or promoter.

17.9 Existing or Potential Conflicts of Interest

The BCBCA provides that in the event that a director has a material interest in a contract or proposed contract or agreement that is material to the Issuer, the director shall disclose his or her interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the BCBCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the BCBCA. In determining whether or not the Issuer will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Issuer may be exposed and its financial position at that time.

To the knowledge of the Issuer, there are no known existing or potential conflicts of interest among the Issuer and its promoter, directors and officers, except that certain of the directors, officers, and the promoter serve as directors, officers, and promoters and members of management of other public companies, and therefore it is possible that a conflict may arise as a result of their duties as a director, officer, promoter or member of management of such other companies.

17.10 Management

The following is a brief description of the officers and directors of the Issuer.

Blair Naughty, Age 53, President, CEO and Director

Bringing over 35 years of experience in the securities, capital markets, and venture capital sectors, Blair Naughty stands at the forefront of guiding York Harbour Metals through its next growth phase. His career, which spans roles at Midland Walwyn, Sprott Securities, and Yorkton Securities, along with his achievements as a venture capitalist and entrepreneur, has given him an extensive understanding of the mining sector and public market dynamics. Mr. Naughty has completed the Canadian Securities Course and the Conduct and Practices Handbook Course with the Canadian Securities Institute. This blend of experience positions him ideally to steer the Issuer towards new heights.

Mr. Naughty: (i) expects to devote approximately 50% of his time to the Issuer; (ii) is an independent contractor of the Issuer; and (iii) has not entered into a non-competition or non-disclosure agreement with the Issuer.

Leo Power, Age 63, Director

Mr. Power has demonstrated leadership within the mining sector and understands the complexities of the resource and metals markets. He holds two graduate degrees Studies from Memorial University and he is a graduate of the Directors Education Program at the Rotman School of Management at the University of Toronto. Mr. Power has previously worked at senior levels within the Government of Canada and the Government of Newfoundland and Labrador. His current positions include: Director, Q2 Metals Corp. (TSX.V:QTWO); Director, CEO/Director, LNG Newfoundland and Labrador Limited.

Mr. Power: (i) expects to devote approximately 25% of his time to the Issuer; (ii) is an independent contractor of the Issuer; and (iii) has not entered into a non-competition or non-disclosure agreement with the Issuer.

Michael Williams, Age 61, Executive Chairman and Director

Mr. Williams brings over 25 years of experience as a senior executive within the mining. His experience includes the structuring of, administrating, raising capital globally and marketing Toronto Stock Exchange listed companies. Mr. Williams has held senior roles in several successful public companies including Underworld Resources Ltd., which was sold to Kinross Gold Corp. for $138M. He has developed an international banking and financing network that includes extensive contacts with both institutional and retail investors. He has raised significant equity capital for, and raised the profile of, a number of advanced exploration and development projects. Mr. Williams is the Founder and Executive Chairman of Aftermath Silver and currently serves as a Director, President & CEO of Vendetta Mining Corp.

Mr. Williams: (i) expects to devote approximately 25% of his time to the Issuer; (ii) is an independent contractor of the Issuer; and (iii) has not entered into a non-competition or non-disclosure agreement with the Issuer.

Richard Macey, Age 54, Director

Mr. Macey has gained considerable financial and business experience through his involvement with various reporting issuers since 2009 in the natural resources sector. He has acted as a director and officer of several public companies and has also owned and operated his own business for over 25 years. Directorships of junior resource companies including Gold Hunter Resources Inc., Newfoundland Discovery Corp., and Silver Sands Resources Corp.

Mr. Macey: (i) is a director of the Issuer; (ii) expects to devote approximately 33% of his time to the Issuer; and (iii) has not entered into a non-competition or non-disclosure agreement with the Issuer.

Brandon Schwabe, Age 38, Chief Financial Officer

Brandon Schwabe is a Chartered Professional Accountant with over 14 years of corporate accounting and financial reporting experience. He has served as Chief Financial Officer for several junior public companies in the natural resource sector. Brandon holds a Bachelor of Technology in Accounting degree with distinction from the British Columbia Institute of Technology.

Mr. Schwabe: (i) expects to devote approximately 25% of his time to the Issuer; (ii) is an independent contractor of the Issuer; and (iii) has not entered into a non-competition or non-disclosure agreement with the Issuer.

Penilla Klomp, Age 62, Corporate Secretary

Ms. Klomp, began her career as a registered stock broker in British Columbia and then for the past 30 years as a practiced Corporate Secretary and Administrator with extensive experience in finance, sales, management, investor relations and operations with predominantly public companies. Her experience has demonstrated an operational, market and banking track record in the technology and resource sectors. She has been engaged by a number of resource, technology and health and wellness firms in the departments of administration, corporate finance, business development and public relations. For the past 5 years to date, Ms. Klomp acts as Corporate Secretary and Administrator for various private and public companies utilizing her experience in the systems governing Canadian and US Stock Exchanges as well as public company management.

Ms. Klomp: (i) expects to devote approximately 25% of her time to the Issuer; (ii) is an independent contractor of the Issuer; and (iii) has not entered into a non-competition or non-disclosure agreement with the Issuer.

18. EXECUTIVE COMPENSATION

Details related to the executive compensation paid by the Issuer, prepared in accordance with Form 51-102F6V of National Instrument 51-102 – *Continuous Disclosure Obligations*, can be found under the Issuer's profile on SEDAR+ at www.sedarplus.ca in the 2024 Information Circular.

In addition to the disclosure provided in the 2024 Information Circular, the Issuer provides the following sections in this Listing Statement to supplement such disclosure.

18.1 Compensation Discussion and Analysis

The Board will be responsible for setting the overall compensation strategy of the Issuer and administering the Issuer's executive compensation program with input from the CEO of the Issuer in respect of all executive officers other than the CEO. As part of its mandate, the Board will approve the remuneration of the Issuer's executive officers, including any NEOs of the Issuer. The Board will also be responsible for reviewing the Issuer's compensation policies and guidelines generally.

The objective of the Issuer's executive compensation program will be to motivate, reward, and retain management talent that is needed to achieve the Issuer's business objectives. The compensation program is designed to ensure that compensation is competitive with other companies of similar size and is commensurate with the experience, performance, and contribution of the individuals involved and the overall performance of the Issuer. In evaluating performance, consideration is given to the Issuer's long-term interests as well to the qualitative aspects of the individual's performance and achievements. Compensation for directors of the Issuer, if any, will also be determined by the Board on an annual basis.

18.2 Compensation Objectives and Principles

The compensation program for the senior management of the Issuer is designed to ensure that the level and form of compensation achieves certain objectives, including:

- to align executive compensation with shareholders' interests;
- to attract and retain highly qualified management;
- to focus performance by linking incentive compensation to the achievement of business objectives and financial results; and
- to encourage retention of key executives for leadership succession.

The Issuer's executive compensation program comprises three elements: base salary, bonus incentives, and equity participation. The compensation program is designed to pay for performance. Employees, including senior executives, are rewarded for the achievement of annual operating and financial goals, progress in executing the Issuer's long-term growth strategy and delivering strong total shareholder return performance.

The Issuer reviews industry compensation information and compares its level of overall compensation with those of comparable sized mineral exploration companies. Generally, we target base management fees at levels approximating those holding similar positions in comparably sized companies in the industry and hopes to achieve competitive compensation levels through the fixed and variable components.

The Issuer's total compensation mix places a significant portion of the executive's compensation at risk and relies heavily on the award of stock options. The design takes into account individual and corporate performance. Compensation practices, including the mix of base management fees, short-term incentives, and long-term incentives, are regularly assessed to ensure they are competitive, take account of the external market trends and support the Issuer’s long-term growth strategies. Due to the early stage of the Issuer's development programs, the flexibility to quickly increase or decrease appropriate human resources is critical. Accordingly, the Issuer does not enter into long- term commitments with its officers.

18.3 Elements of Compensation

The executive compensation program is comprised of three principal components: (i) base compensation; (ii) bonus incentive compensation, and (iii) equity participation which is designed to provide equity-based compensation to effectively retain and motivate the executive officers to achieve the Issuer’s goals and objectives. Each component of the executive compensation program is described below.

Base Salary

In the view of the Board of Directors, paying base salaries or management fees which are competitive in the markets in which the Issuer operates is a first step to attracting and retaining talented, qualified, and effective executives. Base compensation is compensation for discharging job responsibilities and reflects the level of skills and capabilities demonstrated by the executive.

Annual adjustments take into account the market value of the role and the executive's demonstration of capability during the year.

Bonus Incentive Compensation

The Issuer's objective is to achieve certain strategic objectives and milestones. The Board will consider executive bonus compensation dependent upon the executive meeting those strategic objectives and milestones, the executive's individual performance and sufficient cash resources being available for the granting of bonuses. The Board approves executive bonus compensation dependent upon comparable compensation levels based on recommendations of the Board as a whole, and such recommendations are generally based on survey data provided by independent consultants.

Equity Participation

The Issuer believes that encouraging its executives and employees to become shareholders is the best way of aligning their interests with those of its shareholders. Equity participation is accomplished through the Stock Option Plan and the RSU Plan. Stock options are granted to executives and employees taking into account a number of factors, including the amount and term of options previously granted, base salary and bonuses, and competitive factors. The amounts and terms of options granted are determined by the Board. RSUs are granted to directors, officers, employees, and consultants and administered by the Board. For more information about the Stock Option Plan and RSU Plan, refer to *"Options to Purchase Securities".*

Compensation Process

The Issuer does not anticipate having a compensation committee or a formal compensation policy. The Issuer will rely solely on the directors to determine the compensation of any NEOs. In determining compensation, the directors will consider industry standards and the Issuer's financial situation, but the Issuer will not have any formal objectives or criteria. The performance of each executive officer will be informally monitored by the directors, having in mind the business strengths of the individual and the purpose of originally appointing the individual as an officer.

In establishing compensation for executive officers, the Board as a whole seeks to accomplish the following goals: to recruit and subsequently retain highly qualified executive officers by competitive offering overall compensation; to motivate executives to achieve important corporate and personal performance objectives and reward them when such objectives are met; and to align the interests of executive officers with the long-term interests of Shareholders through participation in the Stock Option Plan.

When considering the appropriate executive compensation to be paid to our officers, the Board will have regard to a number of factors including: (i) recruiting and retaining executives critical to the success of the Issuer and the enhancement of shareholder value; (ii) providing fair and competitive compensation; (iii) balancing the interests of management and the Issuer's shareholders; (iv) rewarding performance, both on an individual basis and with respect to operations generally; and (v) available financial resources.

Pension Benefit

The Issuer does not have a pension benefit arrangement under which the Issuer has made payments to the directors and or NEOs of the Issuer during its fiscal year ended January 31, 2024 or intends to make payments to the Issuer's directors or NEOs upon their retirement (other than the payments set out above and those made, if any, pursuant to the Canada Pension Plan or any government plan similar to it).

19. INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No individual who is, or at any time during the most recently completed financial year was, a director or executive officer of the Issuer, a proposed nominee for election as a director of the Issuer, or an associate of any such director, executive officer or proposed nominee:

(i) is, or at any time since the beginning of the most recently completed financial year of the Issuer has been, indebted to the Issuer or any of its subsidiaries, or

(ii) is or has been indebted to another entity where such indebtedness is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Issuer or any of its subsidiaries.

20. RISK FACTORS

An investment in the Common Shares is considered to be speculative due to the nature of the Issuer's business and the present stage of its development. The following risk factors and those listed in the Issuer's MD&As as filed under its profile of SEDAR+, as well as risks not currently known to the Issuer could materially adversely affect the Issuer's future business, operations and financial condition and could cause them to differ materially from estimates described in forward-looking statements relating to the Issuer. A prospective investor should carefully consider the risk factors set out below.

A purchase of any of the securities of the Issuer involves a high degree of risk and should be undertaken only by purchasers whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. An investment in the securities of the Issuer should not constitute a major portion of an individual's investment portfolio and should only be made by persons who can afford a total loss of their investment. Prospective purchasers should carefully evaluate the following risk factors associated with an investment in the Issuer's securities prior to purchasing any of the securities.

The Issuer is in the business of exploring mineral properties, which is a highly speculative endeavour.

Risks Related to the Business of the Issuer

Insufficient Capital

The Issuer does not currently have any revenue producing operations and may, from time to time, report a working capital deficit. To maintain its activities, the Issuer will require additional funds which may be obtained either by the sale of equity capital or by entering into an option or joint venture agreement with a third party providing such funding. There is no assurance that the Issuer will be successful in obtaining such additional financing; failure to do so could result in the loss or substantial dilution of the Issuer's interests in its Property. The Issuer's unallocated working capital may not suffice to fund its business goals and objectives as stated elsewhere in the Listing Statement. See "*Use of Available Funds*" for more information.

Lack of Operating Cash Flow

The Issuer currently has no source of operating cash flow and is expected to continue to do so for the foreseeable future. The Issuer's failure to achieve profitability and positive operating cash flows could have a material adverse effect on its financial condition and results of operations. If the Issuer sustains losses over an extended period of time, it may be unable to continue its business. Further exploration and development of the Property will require the commitment of substantial financial resources. It may be several years before the Issuer may generate any revenues from operations, if at all. There can be no assurance that the Issuer will realize revenue or achieve profitability.

Exploration of Mineral Property Interests

Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that the funds required for development can be obtained on a timely basis. The discovery of mineral deposits is dependent upon a number of factors. The commercial viability of a mineral deposit once discovered is also dependent upon a number of factors, some of which relate to particular attributes of the deposit, such as size, grade and proximity to infrastructure, and some of which are more general such as metal prices and government regulations, including environmental protection. Most of these factors are beyond the control of the Issuer. In addition, because of these risks, there is no certainty that the expenditures to be made by the Issuer on the exploration of its various mineral properties as described herein will result in the discovery of commercial quantities of ore. The Issuer has no history of operating earnings and the likelihood of success must be considered in light of problems, expenses, etc. which may be encountered in establishing a business.

Mineral exploration and development involves a high degree of risk and few properties that are explored are ultimately developed into producing mines. There is no assurance that the Issuer's mineral exploration and development programs at its Property, will result in the definition of bodies of commercial mineralization. The discovery of bodies of commercial mineralization is dependent upon a number of factors, not the least of which is the technical skill of the exploration personnel involved. Most of the above factors are beyond the Issuer's control.

Exploration, Development and Production Risks

The exploration for and development of minerals involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. Few properties that are explored are ultimately developed into producing mines. There can be no guarantee that the estimates of quantities and qualities of minerals disclosed will be economically recoverable. With all mining operations there is uncertainty and, therefore, risk associated with operating parameters and costs resulting from the scaling up of extraction methods tested in pilot conditions.

Mineral exploration is speculative in nature and there can be no assurance that any minerals discovered will result in an increase in the Issuer's resource base.

The Issuer's operations will be subject to all of the hazards and risks normally encountered in the exploration, development and production of minerals. These include unusual and unexpected geological formations, rock falls, seismic activity, flooding and other conditions involved in the extraction of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. In addition, operations are subject to hazards that may result in environmental pollution, and consequent liability that could have a material adverse impact on the business, operations and financial performance of the Issuer.

The long-term commercial success of the Issuer depends on its ability to explore, develop and commercially produce minerals from its properties and to locate and acquire additional properties worthy of exploration and development for minerals. No assurance can be given that the Issuer will be able to locate satisfactory properties for acquisition or participation. Moreover, if such acquisitions or participations are identified, the Issuer may determine that current markets, terms of acquisition and participation or pricing conditions make such acquisitions or participation uneconomic.

Mineral Resources and Reserves

There is no certainty that the expenditures to be made by the Issuer in the exploration of its mineral properties will result in discoveries of mineral resources in commercial quantities or that any of its mineral properties will be developed. Most exploration projects do not result in the discovery of mineral resources and no assurance can be given that any particular level of recovery of mineral resources will in fact be realized or that any identified resource will ever qualify as a commercially mineable (or viable) resource which can be legally and economically exploited. Estimates of reserves, mineral deposits and production costs can also be affected by such factors as environmental permit regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions. In addition, the grade of mineral resource ultimately discovered may differ from that indicated by drilling results. There can be no assurance that mineral resource recovered in small-scale tests will be duplicated in large-scale tests under on-site conditions or in production scale.

Obtaining and Renewing Licenses and Permits

In the ordinary course of business, the Issuer will be required to obtain and renew governmental licenses or permits for exploration, development, construction and commencement of mining at the Property. Obtaining or renewing the necessary governmental licenses or permits is a complex and time consuming process involving public hearings and costly undertakings on the part of the Issuer. The duration and success of the Issuer's efforts to obtain and renew licenses or permits are contingent upon many variables not within the Issuer's control, including the interpretation of applicable requirements implemented by the licensing authority. The Issuer may not be able to obtain or renew licenses or permits that are necessary to its operations, or the cost to obtain or renew licenses or permits may exceed what the Issuer believes they can recover from its aforementioned mineral properties. Any unexpected delays or costs associated with the licensing or permitting process could delay the development or impede the operation of a mine, which could adversely impact the Issuer's operations and profitability.

No Assurances

There is no assurance that economic mineral deposits will ever be discovered, or if discovered, subsequently put into production. Most exploration activities do not result in the discovery of commercially mineable deposits. The Issuer's future growth and profitability will depend, in part, on its ability to identify and expand its mineral reserves through additional exploration of its various mineral property and on the costs and results of continued exploration and development programs. Mining exploration is highly speculative in nature, involves many risks and frequently is not productive. Most exploration projects do not result in the discovery of commercially mineable ore deposits and no assurance can be given that any anticipated level of recovery of mineral reserves will be realized or that any identified mineral deposit will ever qualify as a commercially mineable (or viable) ore body which can be legally and economically exploited. There can be no assurance that the Issuer's exploration efforts at its Property will be successful.

No Assurance of Surface Rights

The Issuer has represented that it has mineral property interests in York Harbour Property and Bottom Brook Property. However, it remains possible that surface rights corresponding to the mineral properties may be subject to prior other rights or may be affected by undetected defects.

Uninsurable Risks

Hazards such as unusual or unexpected formations and other conditions such as fire, power outages, labour disruptions, flooding, cave-ins, landslides and the inability to obtain suitable machinery, equipment or labour are involved in mineral exploration, development and operation. The Issuer may become subject to liability for pollution, cave-ins or hazards against which it cannot insure or against which it may elect not to insure. The payment of such liabilities may have a material, adverse effect on the Issuer's financial position. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Issuer.

Additional Funding Requirements

The exploration and development of the Property will require substantial additional capital. When such additional capital is required, the Issuer will need to pursue various financing transactions or arrangements, including joint venturing of projects, debt financing, equity financing or other means. Additional financing may not be available when needed or, if available, the terms of such financing might not be favorable to the Issuer and might involve substantial dilution to existing shareholders. The Issuer may not be successful in locating suitable financing transactions in the time period required or at all. A failure to raise capital when needed would have a material adverse effect on the Issuer's business, financial condition and results of operations. Any future issuance of securities to raise required capital will likely be dilutive to existing shareholders. In addition, debt and other debt financing may involve a pledge of assets and may be senior to the interests of equity holders. The Issuer may incur substantial costs in pursuing future capital requirements, including investment banking fees, legal fees, accounting fees, securities law compliance fees, printing and distribution expenses and other costs. The ability to obtain needed financing may be impaired by such factors as the capital markets (both generally and in the gold and copper industries in particular), the Issuer's operating history, the location of its Canadian and US mineral properties, the price of commodities and/or the loss of key management personnel. Further, if the price of gold, copper, and other metals on the commodities markets decreases, then potential revenues from the Issuer's mineral properties will likely decrease and such decreased revenues may increase the requirements for capital. Failure to obtain sufficient financing will result in a delay or indefinite postponement of development or production at one or more of the Issuer's mineral properties.

Environmental Risks

The Issuer's operations may be subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which could result in environmental pollution. A breach of such legislation may result in imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for noncompliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors, consultants and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Issuer's operations. In addition, environmental risks may exist on properties in which the Issuer holds interests which are unknown at present and which have been caused by previous or existing owners or operators. Furthermore, future compliance with environmental reclamation, closure and other requirements may involve significant costs and other liabilities. The Issuer intends to fully comply with all environmental regulations.

Competition

The mineral industry is intensely competitive in all its phases. The Issuer competes with many companies processing greater financial resources and technical facilities than itself for the acquisition of mineral concessions, claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees and service providers. Factors beyond the control of the Issuer may affect the marketability of mineral substances discovered. These factors include market fluctuations, the proximity and capacity of natural resource markets and processing equipment, government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Issuer not receiving an adequate return on invested capital or losing its investment capital.

Regulatory Requirements

Even if the Property is proven to host economic reserves of precious or non-precious metals, factors such as governmental expropriation or regulation may prevent or restrict mining of any such deposits. Exploration and mining activities may be affected in varying degrees by government policies and regulations relating to the mining industry. Any changes in regulations or shifts in political conditions are beyond the control of the Issuer and may adversely affect its business. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, expropriation of such mineral properties, environmental legislation and mine safety.

Volatility of Mineral Prices

The Issuer's revenues, if any, are expected to be in large part derived from the extraction and sale of precious and base minerals and metals. Factors beyond the control of the Issuer may affect the marketability of metals discovered, if any. Metal prices have fluctuated widely, particularly in recent years. Consequently, the economic viability of any of the Issuer's exploration projects cannot be accurately predicted and may be adversely affected by fluctuations in mineral prices. In addition, currency fluctuations may affect the cash flow which the Issuer may realize from its operations, since most mineral commodities are sold in a world market in US dollars.

Infrastructure

Exploration, development and processing activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important elements of infrastructure, which affect access, capital and operating costs. The lack of availability on acceptable terms or the delay in the availability of any one or more of these items could prevent or delay exploration or development on the Property. If adequate infrastructure is not available in a timely manner, there can be no assurance that the exploration or development will be commenced or completed on a timely basis on these properties, if at all. Furthermore, unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of necessary infrastructure could adversely affect our operations.

Risks Associated with Acquisitions

If appropriate opportunities present themselves, the Issuer may acquire mineral claims, material interests in other mineral claims, and companies that the Issuer believes are strategic. The Issuer currently has no understandings, commitments or agreements with respect to any other material acquisition and no other material acquisition is currently being pursued. There can be no assurance that the Issuer will be able to identify, negotiate or finance future acquisitions successfully, or to integrate such acquisitions with its current business. The process of integrating an acquired Issuer or mineral claims into the Issuer may result in unforeseen operating difficulties and expenditures and may absorb significant management attention that would otherwise be available for ongoing development of the Issuer's business. Future acquisitions could result in potentially dilutive issuances of equity securities, the incurrence of debt, contingent liabilities and/or amortization expenses related to goodwill and other intangible assets, which could materially adversely affect the Issuer's business, results of operations and financial condition.

Executive Employee Recruitment and Retention

The success of the Issuer will be dependent upon the performance of its management and key employees. The loss of any key executive or manager of the Issuer may have an adverse effect on the future of the Issuer's business. The number of persons skilled in acquisition, exploration and development of mining properties is limited and competition for such persons is intense. As the Issuer's business activity grows, it will require additional key financial, administrative, geologic and mining personnel as well as additional operations staff. There is no assurance that it will be successful in attracting, training and retaining qualified personnel as competition for persons with these skill sets increases. If the Issuer is not successful in attracting, training and retaining qualified personnel, the efficiency of its operations could be impaired, which could have an adverse impact on its future cash flows, earnings, results of operations and financial condition.

Labour Disruptions

The Issuer may also be exposed to the risk of labour disruption in both its operations and the operations of any joint arrangement partners. Any prolonged work stoppages or other labour disputes affecting the Issuer directly or affecting the Issuer's joint arrangement partners may have an adverse impact on the Issuer's business.

Risks Related to the Common Shares

Share Price Volatility

The market price for the Common Shares may be volatile and subject to wide fluctuations in response to several factors, many of which are beyond the Issuer's control including actual or anticipated fluctuations in the Issuer's results of operations; changes in the economic performance or market valuations of companies in the same industry in which the Issuer operates; sales or perceived sales of additional Common Shares; release or expiration of transfer restrictions on outstanding Common Shares; operating and share price performance of other companies that investors deem comparable to the Issuer; addition or departure of the Issuer's executive officers and other key personnel; announcements of developments and other material events by the Issuer or its competitors; sentiments toward stocks; recommendations by securities research analysts; operating and financial performance that varies significantly from the expectations of management, securities analysts and investors; regulatory changes affecting the Issuer's industry, business and operations; news reports relating to trends, concerns, technological or competitive developments, and other related issues in the Issuer's industry or target markets; significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving the Issuer or its competitors; and changes in global financial markets, global economies and general market conditions, such as interest rates and product price volatility.

These factors may have a significant impact on the market price of the Common Shares. Global stock markets, including the CSE, have, from time-to-time, experienced extreme price and volume fluctuations. There can be no assurance that an active or liquid market will develop or be sustained for the Common Shares.

Dilution

Common Shares, including rights, warrants, special warrants, subscription receipts and other securities to purchase, to convert into or to exchange into Common Shares, may be created, issued, sold and delivered on such terms and conditions and at such times as the Board may determine. In addition, the Issuer may issue additional Common Shares from time to time pursuant to Common Share purchase warrants, convertible debentures, and the options to purchase Common Shares issued from time to time by the Board. The issuance of these Common Shares could result in dilution to holders of Common Shares.

General Business Risks

Adverse General Economic Conditions

The unprecedented events in global financial markets in the past several years have had a profound impact on the global economy. Many industries were impacted by these market conditions. Some of the key impacts of the financial market turmoil included contraction in credit markets resulting in a widening of credit risk, devaluations, high volatility in global equity, commodity, foreign exchange and precious metal markets, a lack of market liquidity, natural disasters, public health crisis (such as the ongoing dispute between the sovereign state of the Ukraine and Russia, as well as the conflict in the Middle East) and other events outside of the Issuer's control. A similar slowdown in the financial markets or other economic conditions, including but not limited to, inflation, fuel and energy costs, lack of available credit, the state of the financial markets, interest rates and tax rates, may adversely affect the Issuer's business. Specifically, a global credit/liquidity crisis could impact the cost and availability of financing and our overall liquidity, the volatility of prices would impact the Issuer's prospects, volatile energy, commodity and consumables prices and currency exchange rates would impact costs and the devaluation and volatility of global stock markets would impact the valuation of its equity and other securities. These factors could have a material adverse effect on the Issuer's business.

Conflicts of Interest

Certain of the directors and officers of the Issuer will be engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies and, as a result of these and other activities, such directors and officers of the Issuer may become subject to conflicts of interest. The BCBCA provides that in the event that a director has a material interest in a contract or proposed contract or agreement that is material to the Issuer, the director shall disclose his or her interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the BCBCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the BCBCA.

Dividends

To date, the Issuer has not paid any dividends. Any decision to pay dividends on the shares of the Issuer will be made by the Board on the basis of the Issuer's earnings, financial requirements and other conditions.

Potential Litigation

The Issuer and/or its directors may be subject to a variety of civil or other legal proceedings, with or without merit at any time following the date of this Listing Statement. From time to time in the ordinary course of its business, the Issuer may become involved in various legal proceedings, including commercial, employment and other litigation and claims, as well as governmental and other regulatory investigations and proceedings. Such matters can be time-consuming, divert management's attention and resources and cause the Issuer to incur significant expenses.

Furthermore, because litigation is inherently unpredictable, the results of any such actions may have a material adverse effect on the Issuer's business, operating results or financial condition.

Tax Issues

Income tax consequences in relation to the Common Shares will vary according to the circumstances by each purchaser. Prospective purchasers should seek independent advice from their own tax and legal advisors prior to subscribing for the Common Shares.

21. PROMOTERS

No director, officer or other individual is considered to be a "promoter" of the Issuer as that term is defined in the *Securities Act* (British Columbia).

22. LEGAL PROCEEDINGS AND REGULATORY ACTIONS

In the normal course of business, the Issuer may be subject to lawsuits, claims, regulatory proceedings, and litigation for amounts not covered by liability insurance. These proceedings could result in significant costs and divert management attention.

22.1 Legal Proceedings

As of the date hereof, there are no legal proceedings material to the Issuer to which the Issuer or a subsidiary of the Issuer is a party or of which any of their respective property is the subject matter and no such proceedings are known to the Issuer to be contemplated.

22.2 Regulatory Proceedings

To the knowledge of the Issuer, there have not been any penalties or sanctions imposed against the Issuer by a court relating to provincial or territorial securities legislation or by a securities regulatory authority, nor have there been any other penalties or sanctions imposed by a court or regulatory body against the Issuer, and the Issuer has not entered into any settlement agreements before a court relating to provincial or territorial securities legislation or with a securities regulatory authority.

23. INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

No director or executive officer of the Issuer, no person or company that is the direct or indirect beneficial owner of, or who exercises control or direction over, more than 10% of the Common Shares, and no Associate or Affiliate of any of them, has or has had any material interest, direct or indirect, in any transaction within the three (3) years before the date of the Listing Statement or in any proposed transaction that has materially affected or will materially affect the Issuer or a subsidiary of the Issuer.

24. AUDITORS, TRANSFER AGENTS AND REGISTRARS

24.1 Auditors

The Issuer's auditor is MS Partners LLP of 303 – 500 Danforth Avenue, Toronto, ON M4K 1P6.

24.2 Transfer Agent and Registrar

Computershare Investor Services Inc, at its office located on the 3rd floor of 510 Burrard Street, Vancouver, British Columbia, V6C 3B9, is the transfer agent and registrar for the Common Shares.

25. MATERIAL CONTRACTS

Except for contracts made in the ordinary course of business, the following are the only material contracts entered into by the Issuer which are currently in effect and considered to be currently material:

1. Klomp Agreement, dated February 1, 2022, between the Issuer and Penilla Klomp;

2. Schwabe Agreement, dated June 1, 2024, as amended on September 1, 2024, between the Issuer, Brandon Schwabe, and 1499004 B.C. Ltd.;

3. Option Agreement, dated June 5, 2024, between the Issuer and Firetail; and

4. Finder's Fee Agreement, dated June 5, 2024, between the Issuer and Kluane.

Copies of these agreements may be inspected without charge during regular business hours at the offices of the Issuer. Copies of these agreements may also be found on SEDAR+ at www.sedarplus.com.

26. INTEREST OF EXPERTS

The only persons who are named as having prepared or certified a part of this Listing Statement or prepared or certified a report or valuation described or included in this Listing Statement are the Issuer's auditors, MS Partners LLP as such pertains to the audited financial statements of the Issuer, and auditor's report thereon, for the fiscal years ended January 31, 2024, January 31, 2023 and January 31, 2022. The auditors have advised the Issuer that they are independent in accordance with the Rules of Professional Conduct of the Chartered Professional Accountants of British Columbia.

No direct or indirect interest in any property of the Issuer or of a Related Person of the Issuer has been received or is to be received by a person or company whose profession or business gives authority to a statement made by the person or company and who is named as having prepared or certified a part of this Listing Statement or prepared or certified a report or valuation described or included in this Listing Statement.

27. OTHER MATERIAL FACTS

Other than as set out elsewhere in this Listing Statement, there are no other material facts about the Issuer and its securities which are necessary in order for this Listing Statement to contain full, true and plain disclosure of all material facts relating to the Issuer and its respective securities.

28. FINANCIAL STATEMENTS

The audited financial statements of the Issuer, with the accompanying notes, for the fiscal years ended January 31, 2024, January 31, 2023 and January 31, 2022, and the interim financial statements for the six month period ended July 31, 2024, are attached hereto as Schedule A.

SCHEDULE A

FINANCIAL STATEMENTS OF THE ISSUER

[*See Attached*]

Independent Auditor's Report

To the Shareholders of **York Harbour Metals Inc.**

Opinion

We have audited the accompanying consolidated financial statements of **York Harbour Metals Inc.** (the "Company"), which comprise the consolidated statement of financial position as at January 31, 2024 and 2023, and the consolidated statements of comprehensive loss, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 2 in the financial statements, which indicates that the Company incurred a net loss in the past and currently has an accumulated deficit of $12,660,124. As stated in Note 2, these events or conditions, along with other matters 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 that, in our professional judgement, were of most significance in our audits of the consolidated financial statements. These matters were addressed in the context of our audits of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

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

Other Information

Management is responsible for the other information. The other information comprise:

- Management's Discussion and Analysis; and

Our opinion on the consolidated financial statements does not cover the other information and we do not and will 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 identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. 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.

500 Danforth Ave., Suite 303 Tel: 416-224-5777
Toronto, ON, M4K 1P6 www.mspartners.ca

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

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

In preparing the 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 Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 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 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 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

500 Danforth Ave., Suite 303 Tel: 416-224-5777
Toronto, ON, M4K 1P6 www.mspartners.ca

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 determined those matters that were of most significance in the audits of the consolidated financial statements of the current period and are therefore the key audit matters. We described 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 benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Nick Miseros.

MS Partners LLP

Toronto, Ontario
May 29, 2024

MS Partners LLP
Licensed Public Accountants

500 Danforth Ave., Suite 303 Tel: 416-224-5777
Toronto, ON, M4K 1P6 www.mspartners.ca

York Harbour Metals Inc.
(An exploration stage company)
(Formerly Phoenix Gold Resources Corp.)
Consolidated Statements of Financial Position
As at January 31, 2024 and 2023
(Expressed in Canadian dollars)

		January 31, 2024		January 31, 2023 (Restated – note 4)
ASSETS				
Current Assets				
Cash	$	17,577	$	4,512,513
Accounts receivable (note 10(f))		166,793		-
Other receivables		608,680		1,239,805
Advances to Phoenix Holdings (note 5 and 13)		359,951		-
Prepaid expenses (note 6)		46,883		255,954
Refundable deposit (note 10(b))		-		250,000
Total Current Assets		1,199,884		6,258,272
Non-Current Assets				
Mineral Rights (note 7 and 8)		17,096,727		12,779,876
Total Assets	$	18,296,611	$	19,038,148
LIABILITIES				
Current Liabilities				
Accounts payable and accrued liabilities	$	1,552,741	$	506,497
Total Liabilities	$	1,552,741	$	506,497
SHAREHOLDERS' EQUITY				
Share Capital (note 9)	$	23,274,279	$	22,604,382
Warrants Reserve (note 9)		4,328,646		4,998,443
Share-based Payment Reserve (note 9)		1,333,200		1,333,200
Special Reserve (note 5)		467,869		-
Accumulated Deficit		(12,660,124)		(10,404,374)
Total Shareholders' Equity		16,743,870		18,531,651
Total Liabilities and Shareholders' Equity	$	18,296,611	$	19,038,148

Going Concern (Note 2)
Commitments and Contractual Arrangements (Note 10)
Subsequent Events (Note 16)

APPROVED ON BEHALF OF THE BOARD OF DIRECTORS:

"Roger Baer"
Director

"Andrew Lee"
Director

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

York Harbour Metals Inc.
(An exploration stage company)
(Formerly Phoenix Gold Resources Corp.)
Consolidated Statements of Loss and Comprehensive Loss
For the years ended January 31, 2024 and 2023
(Expressed in Canadian dollars)

		Year ended January 31, 2024		Year ended January 31, 2023 (Restated – note 4)
Revenue	**$**	**-**	**$**	**-**
Expenses				
Investor relations		616,310		717,661
Consulting fees		585,317		977,098
Management fees (note 13)		465,000		326,500
Professional fees		203,662		296,105
Office and administration		106,918		114,600
Filing fees		75,604		69,178
Travel		34,788		173,249
Foreign exchange loss		5,179		10,459
Exploration		854		299,546
Stock-based compensation		-		1,377,692
Loss before the undernoted	**$**	**2,093,632**	**$**	**4,362,088**
Other Loss (income)				
Interest expense (income)		(51,599)		(101,365)
Impairment (recovery) of other receivables		(36,283)		174,595
Loss of refundable deposit (note 10(b))		250,000		-
Net Loss and Comprehensive Loss	**$**	**2,255,750**	**$**	**4,435,318**
Weighted Average Number of Shares Outstanding (Note 9)		68,529,006		56,907,304
Loss per Share - Basic and Diluted	$	(0.03)	$	(0.08)

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

York Harbour Metals Inc.
(An exploration stage company)
(Formerly Phoenix Gold Resources Corp.)
Consolidated Statements of Changes in Shareholders' Equity
For the years ended January 31, 2024 and 2023
(Expressed in Canadian dollars)

	Number of Shares	Common Shares	Warrants Reserve	Share-based Payment Reserve	Special Reserve	(Restated – note 4) Accumulated Deficit	Shareholders' Equity (Deficiency)
Balance – January 31, 2022	**48,840,323**	**$ 8,880,828**	**$ 1,740,408**	**$ 1,333,200**	**$ -**	**$ (5,969,056)**	**$ 5,985,380**
Shares issued on exercise of warrants (note 9(b)(vi))	1,177,500	1,057,947	(210,447)	-	-	-	847,500
Shares issued for royalty buyout (note 9(b)(i))	1,500,000	1,500,000	-	-	-	-	1,500,000
Private placements (note 9(b)(ii))	9,512,828	11,460,274	-	-	-	-	11,460,274
Warrants valuation – subscription warrants (note 9(b)(ii))	-	(3,211,854)	3,211,854	-	-	-	-
Share issue cost – in cash (note 9(b)(ii))		(703,877)	-	-	-	-	(703,877)
Share issue cost – agent's and broker's warrants (note 9(b)(ii))	-	(486,843)	486,843	-	-	-	-
Restricted share units (RSUs) issued (note 9(b)(iii))	2,417,003	1,377,692	-	-	-	-	1,377,692
Subscription warrants expired (note 9(b)(iv))	-	230,215	(230,215)	-	-	-	-
Shares issued for acquisition of Newbay (note 9(b)(v))	5,081,293	2,500,000	-	-	-	-	2,500,000
Loss for the year	-	-	-	-	-	(4,435,318)	(4,435,318)
Balance – January 31, 2023	**68,528,947**	**$ 22,604,382**	**$ 4,998,443**	**$ 1,333,200**	**$ -**	**$ (10,404,374)**	**$ 18,531,651**
Extension of warrants (note 9(b)(vii)	-	(55,000)	55,000	-	-	-	-
Shares issued on exercise of warrants (note 9(b)(viii)	100	121	(21)	-	-	-	100
Plan of Arrangement (note 5)	-	-	-	-	467,869	-	467,869
Subscription warrants expired (note 9(b)(ix)(x)(xi))	-	724,776	(724,776)	-	-	-	-
Loss for the year	-	-	-	-	-	(2,255,750)	(2,255,750)
Balance – January 31, 2024	**68,529,047**	**$ 23,274,279**	**$ 4,328,646**	**$ 1,333,200**	**$ 467,869**	**$ (12,660,124)**	**$ 16,743,870**

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

York Harbour Metals Inc.
(An exploration stage company)
(Formerly Phoenix Gold Resources Corp.)
Consolidated Statements of Cash Flows
For the years ended January 31, 2024 and 2023
(Expressed in Canadian dollars)

		Year ended January 31, 2024		Year ended January 31, 2023 (Restated – note 4)
Cash provided by (used in):				
Operating Activities:				
Net loss for the year	$	(2,255,750)	$	(4,435,318)
Adjustments for non-cash items:				
Loss of refundable deposit		250,000		-
Stock-based compensation		-		1,377,692
Impairment (recovery) of other receivables		(36,283)		174,595
Changes in non-cash working capital items:				
Accounts receivable (note 10(f))		(166,793)		-
Other receivables		667,408		(1,025,246)
Prepaid expense (note 6)		209,071		156,860
Accounts payable and accrued liabilities		1,154,163		(329,640)
Net Cash Used in Operating Activities		(178,184)		(4,081,057)
Investing Activities:				
Acquisition of Newbay – cash consideration (note 8)		-		(100,000)
Cash acquired from acquisition of Newbay (note 8)		-		107,697
Additions in mineral rights		(4,316,852)		(5,485,463)
Net Cash Used in Investing Activities		(4,316,852)		(5,477,766)
Financing Activities:				
Issuance of common shares and warrants – net of issue costs		-		10,756,397
Issuance of common shares – exercise of warrants		100		847,500
Net Cash Provided by Financing Activities		100		11,603,897
Net changes in cash		(4,494,936)		2,045,074
Cash – beginning of year		4,512,513		2,467,439
Cash – end of year	$	17,577	$	4,512,513

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

1. Nature and Continuance of Operations

York Harbour Metals Inc. (the "Company") was incorporated under the British Columbia's Business Corporations Act on May 2, 2011 under the name of Zuri Capital Corp. ("Zuri") which commenced trading on the TSX Venture Exchange as a Capital Pool Company on March 19, 2012. On April 23, 2014, Zuri was acquired by Phoenix Gold Resources Ltd. ("Phoenix") in a reverse takeover transaction and Zuri changed its name to Phoenix Gold Resources Corp. ("PXA"). Effective February 10, 2022, PXA changed its name to York Harbour Metals Inc. and resumed on the TSX Venture Exchange with the trading symbol "YORK". The Company's corporate address is 3012 Murray Street, Port Moody, British Columbia, Canada, V3H 1X2.

On September 14, 2023, the Company completed its spinout transaction whereby the Company spun-out 100% of the common shares of Phoenix Gold Resources (Holdings) Ltd. to the shareholders of the Company ("Shareholders") by way of a court-approved plan of arrangement (the "Plan of Arrangement") pursuant to the Business Corporations Act (British Columbia). The Plan of Arrangement received approval from the Supreme Court of British Columbia on August 1, 2023 and shareholder approval on July 26, 2023. Phoenix Gold Resources (Holdings) Ltd. holds interests in the Plumas and Eldorado properties (collectively known as the "Phoenix Gold Project"). Pursuant to the terms of the Plan of Arrangement, the Shareholders received 0.2 of a common share of Phoenix Gold Resources (Holdings) Ltd. and one new common share of the Company (the "New Shares") in exchange for every existing common share of the Company held (the "Old Shares"). On September 14, 2023, Shareholders received 13,705,803 shares of Phoenix Gold Resources (Holdings) Ltd., being 100% of its shares, and continue to hold the same number of common shares of the Company as before the transaction.

The Company is a TSX Venture Exchange ("Exchange") tier 2 listed mineral exploration and development company with its principal business focusing on the acquisition and exploration of the mineral rights.

2. Going Concern

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to a going concern, which assumes the Company will continue to meet its obligations and discharge its liabilities in the normal course of business for the foreseeable future. Different bases of measurement may be appropriate when a company is not expected to continue operations for the foreseeable future. As at January 31, 2024, the Company has an accumulated deficit of $12,660,124 (January 31, 2023 - $10,404,374) and incurred net losses of $2,255,750 (2023 - $4,435,318) for the year then ended and negative working capital of $352,857 (January 31, 2023 – positive working capital of $5,751,775). The Company has not yet achieved profitable operations and expects to incur further losses in the development of its business.

2. Going Concern (Cont'd)

These conditions indicate the existence of a material uncertainty that raises substantial doubt about the Company's ability to continue as a going concern. The Company's expenditures on discretionary activities have some scope for flexibility in terms of amount and timing, which can be adjusted accordingly.

These consolidated financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and statement of financial position classifications that would be necessary should the going concern assumption be inappropriate, and those adjustments could be material.

3. Significant Accounting Policies

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements.

a) Statement of compliance with IFRS

These consolidated financial statements have been prepared using accounting policies in compliance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"). The policies applied in these consolidated financial statements are based on IFRS issued and outstanding as of May 29, 2024 the date the Board of Directors approved the consolidated financial statements for issue.

b) Basis of presentation

These consolidated financial statements have been prepared on a historical cost convention using the accrual basis of accounting except for cash flow information.

Presentation of the consolidated statement of financial position differentiates between current and non-current assets and liabilities. The consolidated statement of loss and comprehensive loss is prepared using the functional classification.

These consolidated financial statements include the accounts of York Harbour Metals Inc. and its wholly-owned subsidiary, Newbay Mining Corp. All intercompany transactions, balances, and unrealized gains and losses on intercompany transactions have been eliminated. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Company controls another entity. Where control of an entity is obtained during a financial period, its results are included in the consolidated statement of loss and comprehensive loss from the date on which control commences. Where control of an entity ceases during a financial period, its results are included for that part of the period during which control existed.

3. Significant Accounting Policies (Cont'd)

c) Functional currency translation

i) Functional and presentation currency

Items included in the financial statements of each consolidated entity are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Canadian dollars, which is the functional currency of the reporting parent and its wholly-owned subsidiary, Newbay.

The financial statements of entities that have a functional currency different from that of the reporting parent's operations are translated into Canadian dollars as follows: assets and liabilities – at the closing rate at the date of the consolidated statement of financial position, and income and expenses – at the average rate for the period (as this is considered a reasonable approximation to the actual rates). All resulting changes are recognized in other comprehensive income or loss as cumulative translation adjustments.

When an entity disposes of its entire interest in a foreign operation, or loses control, joint control, or significant influence over a foreign operation, the foreign currency gains or losses accumulated in other comprehensive income or loss related to the foreign operation are recognized in profit or loss. If an entity disposes of part of an interest in a foreign operation which remains a subsidiary, a proportionate amount of foreign currency gains or losses accumulated in other comprehensive income related to the subsidiary are reallocated between controlling and non-controlling interests.

ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Generally, foreign exchange gains and losses resulting from the settlement of foreign currency transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in currencies other than an operation's functional currency are recognized in the consolidated statement of loss and comprehensive loss.

d) Measurement uncertainty

The preparation of financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of the accounting policies to financial information presented. Actual results may differ from the estimates, assumptions and judgements made. Estimates and underlying assumptions are reviewed on an ongoing basis. Changes made to estimates are reflected in the period the changes are made.

3. Significant Accounting Policies (Cont'd)

d) Measurement uncertainty (Cont'd)

Significant areas requiring the use of estimates and assumptions include accounts payable and accrued liabilities, valuation of share-based payment reserves, warrant reserves, valuation of mineral rights, and recoverability of deferred tax assets. By their nature, these estimates and assumptions are subject to measurement uncertainty, and the impact of changes in estimates in the financial statements of a future period could be material. These assumptions are reviewed periodically and, as adjustments become necessary, they are reported in loss in the periods in which they become known.

e) Significant accounting judgements

The critical judgements that the Company's management has made in the process of applying the Company's accounting policies, apart from those involving estimations (note 3(d)), that have the most significant effect on the amounts recognized in the Company's consolidated financial statements are related to the economic recoverability of the mineral rights, determining the smallest group of assets that generates independent cash flow, the interpretation and application of tax laws, and the assumption that the Company will continue as a going concern.

f) Financial instruments

Financial assets

Initial recognition and measurement of financial assets
Non-derivative financial assets within the scope of IFRS 9 are classified and measured as "financial assets at fair value", as either fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL) as appropriate. The Company determines the classification of financial assets at the time of initial recognition based on the Company's business model and the contractual terms of the cash flows.

All financial assets are recognized initially at fair value plus, in the case of financial assets not at FVTPL, directly attributable transaction costs on the trade date at which the Company becomes a party to the contractual provisions of the instrument.

Financial assets with embedded derivatives are considered in their entirety when determining their classification at FVTPL or at amortized cost. Cash and other receivables are measured at amortized cost.

3. Significant Accounting Policies (Cont'd)

f) Financial instruments (Cont'd)

Subsequent measurement of financial assets at amortized cost
After initial recognition, financial assets measured at amortized cost are subsequently measured at the end of each reporting period at amortized cost using the Effective Interest Rate ("EIR") method. Amortized cost is calculated by taking into account any discount or premium on acquisition and any fees or costs that are an integral part of the EIR.

Subsequent measurement of financial assets at FVOCI
Financial assets measured at FVOCI are non-derivative financial assets that are not held for trading and the Company has made an irrevocable election at the time of initial recognition to measure the assets at FVOCI. The Company does not measure any financial assets at FVOCI.

After initial measurement, investments measured at FVOCI are subsequently measured at fair value with unrealized gains or losses recognized in other comprehensive income or loss in the consolidated statements of comprehensive loss. When the investment related to equity instruments is sold, the cumulative gain or loss remains in accumulated other comprehensive income or loss and is not reclassified to profit or loss. Dividends from such investments are recognized in other income in the consolidated statements of loss when the right to receive payments is established.

Derecognition of financial assets
A financial asset is derecognized when the contractual rights to the cash flows from the asset expire, or the Company no longer retains substantially all the risks and rewards of ownership.

Financial liabilities

Initial recognition and measurement of financial liabilities
The Company recognizes a financial liability when it becomes a party to the contractual provisions of the instrument. At initial recognition, the Company measures financial liabilities at their fair value plus transaction costs that are directly attributable to their issuance, with the exception of financial liabilities subsequently measured at fair value through profit or loss for which transaction costs are immediately recorded in profit or loss. Where an instrument contains both a liability and equity component, these components are recognized separately based on the substance of the instrument, with the liability component measured initially at fair value and the equity component assigned the residual amount after deducting from the fair value of the instrument as a whole the amount separately determined for the liability component. Accounts payable and accrued liabilities are measured at amortized cost.

3. Significant Accounting Policies (Cont'd)

f) Financial instruments (Cont'd)

Classification and subsequent measurement of financial liabilities
After initial recognition, all financial liabilities are measured at amortized cost using the effective interest rate method. Interest, gains and losses relating to a financial liability are recognized in profit or loss.

For disclosure purposes, all financial instruments measured at fair value are categorized into one of three hierarchy levels, described below. Each level is based on the transparency of the inputs used to measure the fair values of assets and liabilities:

- Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3 – inputs used in a valuation technique that are not based on observable market data in determining fair values of the instruments.

g) Impairment of financial assets

At each reporting date, the Company assesses whether there is objective evidence that a financial asset is impaired. If such evidence exists, the Company recognizes an impairment loss, as follows:

The loss is the difference between the amortized cost of the financial asset and the present value of the estimated future cash flows, discounted using the instrument's original effective interest rate. An impairment loss on an available for sale financial asset or fair value through profit or loss financial asset is calculated by reference to its fair value. The carrying amount of the asset is reduced by this amount either directly or indirectly through the use of an allowance account. The amount of the impairment is recognized in net loss.

Impairment losses on financial assets carried at amortized cost may be reversed in subsequent periods if the amount of the loss decreases and the decreases can be related objectively to an event occurring after the impairment was recognized. Financial assets measured at amortized cost and available for sale financial assets that are debt securities are reversed through profit and loss. For available for sale financial assets that are equity securities, the reversal is recognized in other comprehensive income.

3. Significant Accounting Policies (Cont'd)

h) Revenue recognition

Revenue will be recorded when consideration is received or receivable and will be recognized to the extent that it is probable that the economic benefits will flow to the Company and when the revenue can be reliably measured. The Company recorded no revenue for the years ended January 31, 2024 and 2023.

Interest income is recognized as it accrues.

i) Other Comprehensive income or loss

Other comprehensive income or loss is the change in equity of an enterprise during a period from transactions, events and circumstances other than those under the control of management and the owners. It includes all changes in equity during a period except those resulting from investments by owners and distributions to owners. The Company reports comprehensive loss in its statement of loss and other comprehensive loss and its statement of changes in deficiency.

j) Taxes

Tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in profit and loss except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive income.

Current tax

Current tax is the expected tax payable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax

Deferred taxes are calculated using the liability method on temporary differences between the carrying amounts of assets and liabilities and their tax bases. However, deferred tax is not recognized on the initial recognition of goodwill, on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction, and on temporary differences relating to investments in subsidiaries and jointly controlled entities where the reversal of these temporary differences can be controlled by the Company and it is probable that reversal will not occur in the foreseeable future.

Deferred tax assets and liabilities are measured, without discounting, at the tax rates that are expected to apply when the assets are recovered and the liabilities settled, based on tax rates that have been enacted or substantively enacted by the reporting date.

3. Significant Accounting Policies (Cont'd)

j) Taxes (Cont'd)

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow the related tax benefit to be utilized.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to set off current tax assets against current tax liabilities, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realize the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities and assets are expected to be settled or recovered.

k) Non-monetary transactions

Transactions with no cash consideration are measured at the fair value of either the asset given up or the asset received, whichever is more reliably determinable.

l) Earnings (loss) per share

Basic earnings (loss) per share is calculated by dividing the net earnings (loss) available to common shareholders by the weighted average number of shares outstanding during the period. Diluted earnings per share reflects the potential dilution of securities that could share in earnings of an entity. In a loss year, potentially dilutive common shares are excluded from the loss per share calculations as the effect would be anti-dilutive.

m) Identifiable intangible assets

The Company is in the exploration stage and defers all expenditures related to its acquired mineral rights until such time as the property is put into commercial production, sold or abandoned. Under this method, the amounts reported represent costs incurred to date less amounts amortized and/or written off, and do not necessarily represent present or future values.

i) Pre-Exploration
Pre-exploration costs in areas where a legal right to explore has not been obtained are expensed as incurred.

3. Significant Accounting Policies (Cont'd)

m) Identifiable intangible assets (Cont'd)

ii) Exploration and evaluation expenditures
Exploration and evaluation ('E&E') costs incurred after the legal right to explore is obtained, but before technical feasibility and commercial viability of the project has been demonstrated are capitalized as E&E assets. These include the costs of acquiring the licenses and directly attributable general and administrative costs. All applicable costs are capitalized as either tangible or intangible E&E assets depending on the nature of the assets acquired. The costs are accumulated in cost centers by exploration area.

iii) Development and production costs
When technical feasibility and commercial viability of a property is established and the Company determines that it will proceed with development, all E&E costs attributable to that area are reclassified to construction in progress within property, plant and equipment or as intangible assets depending on the nature of the expenditure. If economically recoverable ore deposits are developed, the capitalized costs of the related property will be amortized using the unit-of-production method following the commencement of production.

n) Impairment of non-financial assets

Non-financial assets are reviewed for impairment if there is any indication that the carrying amount may not be recoverable. If any such indication is present, the recoverable amount of the asset is estimated in order to determine whether impairment exists. Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash-generating unit ("CGU") to which the asset belongs. Any intangible asset with an indefinite useful life is tested for impairment annually and whenever there is an indication that the asset may be impaired.

A CGU recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value, using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset or CGU is estimated to be less than its carrying amount, the carrying amount is reduced to the recoverable amount. Impairment is recognized immediately in profit or loss. Where an impairment subsequently reverses, the carrying amount is increased to the revised estimate of recoverable amount but only to the extent that this does not exceed the carrying value that would have been determined if no impairment had previously been recognized.

3. Significant Accounting Policies (Cont'd)

n) Impairment of non-financial assets (Cont'd)

Industry specific indicators for an impairment review on mineral rights and capitalized exploration related expenditures arise typically when one of the following circumstances applies:

- Substantive expenditure on further exploration and evaluation activities is neither budgeted nor planned;
- Title to the asset is compromised;
- Adverse changes in variations in commodity prices and markets; and
- Variations in the exchange rate for the currency of operation.

o) Restoration, rehabilitation and environmental obligations

An obligation to incur restoration, rehabilitation and environmental costs arises when an environmental disturbance is caused by the exploration or development of a mineral property interest. Such costs arising from the decommissioning of plant, other site preparation work, and water and soil management, discounted to their net present value, are provided for and capitalized at the start of each project to the carrying amount of the asset, along with a corresponding liability as soon as the obligation to incur such costs arises. The timing of the actual rehabilitation expenditure is dependent on a number of factors such as the life and nature of the asset, the operation license conditions and, when applicable, the environment in which the mine operates.

Discount rates using a pre-tax rate that reflects the time value of money are used to calculate the net present value of the liability. These costs are charged against profit or loss over the economic life of the related assets, through amortization using either the unit-of-production or the straight-line method. The corresponding liability is progressively increased as the effect of discounting unwinds creating an expense in profit or loss.

Decommissioning costs are also adjusted for changes in estimates. Those adjustments are accounted for as a change in the corresponding capitalized cost, except where a reduction in costs is greater than the unamortized capitalized cost of the related assets, in which case the capitalized cost is reduced to nil and the remaining adjustment is recognized in profit or loss.

The operations of the Company may in the future be affected from time to time in varying degrees by changes in environmental regulations, including those for site restoration costs. Both the likelihood of new regulations and their overall effect upon the Company are not predictable.

The Company has no material restoration, rehabilitation or environmental obligations as at January 31, 2024.

3. Significant Accounting Policies (Cont'd)

p) Share-based payments

The Company from time to time may issue shares or options to its directors, officers, consultants and employees. The Company values share-based payments using the fair-value method of the services provided. For stock options issued to its directors, officers, consultants and employees where the value of the services provided cannot be determined or the options are provided for services already provided to the Company, the Company values stock-based compensation by reference to the fair value of the stock options issued, utilizing the Black-Scholes option pricing model. The estimated fair value is recognized over the applicable vesting period as stock-based compensation expense and an increase to share-based payment reserve.

Any consideration paid by employees on the exercise of stock options or purchase of stock is credited to share capital plus the amounts originally recorded as share-based payment reserve. An individual is classified as an employee when they are an employee for legal purposes, or primarily performing services similar to the services that would be provided by a legal employee.

q) New accounting standards and recent pronouncements

The standards and interpretations that are issued, but not yet effective, up to the date of authorization of these consolidated financial statements are disclosed below. Management anticipates that all of the pronouncements will be adopted in the Company's accounting policy for the first period beginning after the effective date of the pronouncement. Information on new standards, amendments and interpretations that are expected to be relevant to the Group's financial statements is provided below. Certain other new standards and interpretations have been issued but are not expected to have a material impact on the Company's consolidated financial statements.

IAS 1, Presentation of Financial Statements ("IAS 1") – Classification of Liabilities as Current or Non-current

In January 2020, the IASB issued amendments to IAS 1. The amendments aim to promote consistency in applying the requirements by helping companies determine whether, in the consolidated statements of financial position, debt and other liabilities with an uncertain settlement date should be classified as current (due or potentially due to be settled within one year) or non-current. The amendments include clarifying the classification requirements for debt a company might settle by converting it into equity. The amendments are effective for annual reporting periods beginning on or after January 1, 2024, with earlier application permitted. The Company has determined that adoption of these amendments has no significant effect on the Company's consolidated financial statements.

(Expressed in Canadian dollars)

4. Restatement of previously issued financial statements

During the year, an error was identified that related to prior year with respect to certain management fees that were expensed but should be capitalized as mineral rights.

The impact of the adjustment to the comparative financial statements is summarized below:

Consolidated Statement of Financial Position

	January 31, 2023 previously reported ($)	Adjustments ($)	January 31, 2023 As restated ($)
Mineral Rights	12,639,876	140,000	12,779,876
Total Assets	**18,898,148**	**140,000**	**19,038,148**
Accumulated Deficit	(10,544,374)	140,000	(10,404,374)
Total Shareholders' Equity	**18,391,651**	**140,000**	**18,531,651**

Consolidated Statement of Loss and Comprehensive Loss

	For the year ended January 31, 2023 previously reported ($)	Adjustments ($)	For the year ended January 31, 2023 As restated ($)
Management fees	466,500	(140,000)	326,500
Net Loss and Comprehensive Loss	**4,575,318**	**(140,000)**	**4,435,318**
EPS – basic and diluted	**(0.08)**	**-**	**(0.08)**

Consolidated Statement of Changes in Shareholders' Equity

	January 31, 2023 previously reported ($)	Adjustments ($)	January 31, 2023 As restated ($)
Accumulated Deficit	(10,544,374)	140,000	(10,404,374)

Consolidated Statement of Cash Flows

	For the year ended January 31, 2023 previously reported ($)	Adjustments ($)	For the year ended January 31, 2023 As restated ($)
Net loss for the year	(4,575,318)	140,000	(4,435,318)
Net Cash Used in Operating Activities	**(4,221,057)**	**140,000**	**(4,081,057)**
Additions in mineral rights	(5,345,463)	(140,000)	(5,485,463)
Net Cash Used in Investing Activities	**(5,337,766)**	**(140,000)**	**(5,477,766)**

(Expressed in Canadian dollars)

5. Plan of Arrangement

On September 14, 2023, the Company completed a spinout of the Company's Phoenix Gold Property to Phoenix Gold Resources (Holdings) Ltd. Pursuant to the Plan of Arrangement, the Shareholders received 13,705,803 common shares of Phoenix Gold Resources (Holdings) Ltd., being 100% of its shares, and continue to hold the same number of common shares of the Company as before the transaction (note 1).

The carrying value of the net assets transferred to Phoenix Gold Resources (Holdings) Ltd. pursuant to the Plan of Arrangement consisted of the following:

Assets:		
Mineral Properties	$	1
Total assets		**1**
Liabilities:		
Accounts payable and accrued liabilities		(107,919)
Due to York Harbour Metals Inc.		(359,951)
Gain on transfer of spinout assets	**$**	**(467,869)**

Under IFRS, the Plan of Arrangement is considered to be a transaction between parties under common control and accordingly, the value of the assets transferred has been recorded for accounting purposes at its historical carrying cost of $467,869. A gain on transfer of spinout assets is presented as a special reserve in shareholders' equity.

6. Prepaid Expenses

Prepaid expenses are comprised of the followings:

		January 31, 2024		January 31, 2023
Deposit made to a drilling contractor	$	-	$	200,000
Balance remaining for investor relations services (i)		-		10,643
Deposits/prepayments made to consultants		40,177		39,208
Prepaid insurance		6,706		6,103
Balance	$	46,883	$	255,954

(i) Balance remaining for an advance payment of $127,760 (US$100,000) made to GRA Enterprises LLC for investor relations services for a service term of 12 months starting from March 11, 2022 (also see note 10(c)).

7. Mineral Rights

a) York Harbour Property

On February 26, 2021, the Company entered into an option agreement with WBN Prospecting Group to acquire a 100% interest in the York Harbour Property. The Company made a cash payment of $95,000 and issued 1,485,557 shares of the Company as part of this transaction. On May 11, 2022, the Company has successfully completed the earn-in to acquire 100% interest of the York Harbour Property by completing all conditions of the option agreement. On May 12, 2022, the Company signed an agreement to reduce the existing 2% Net Smelter Royalty ("NSR") for York Harbour Property down to a 0.5% NSR by purchasing 1.5% of the negotiated NSR for $1,500,000 settled by issuance of 1,500,000 common shares in the share capital of the Company at a price of $1 per share.

On July 28, 2022, the Company acquired Gregory River Property situated on the northern coast of the Bay of islands, approximately 22 km due north of the Company's York Harbour Property or 36 km northwest of the City of Corner Brook in Western Newfoundland.

The Gregory River Property is comprised of 10 mineral licenses totaling 415 claims and covering 10,375 hectares. As a result of this acquisition and the additional claims added to the York Harbour Property to the South, the Company now owns and operates two properties with known copper-zinc (+/- silver, gold, lead, cobalt) potential within the Bay of Islands Ophiolite Complex. The Gregory River claims were acquired via a staking agreement with the original vendors of the York Harbour Property. Staking fees of $53,950 have been paid to the vendor and there are no royalties on the claims.

These two properties total 605 claims and cover 15,100 hectares, which more than triples the Company's property holdings in Newfoundland.

b) Bottom Brook Property

On January 30, 2023, the Company acquired all issued and outstanding shares of Newbay Mining Corp. ("Newbay") and acquired 100% interest in Rare Earth Elements mineral property in Western Newfoundland, Canada, known as the Bottom Brook Property. As a consideration for the acquisition, the Company issued 5,081,293 common shares of the Company at a deemed price of $0.492 per common share, representing total compensation of $2,500,000. In addition, the Company paid $100,000 cash deposit to be used for license fees to keep the property in good standing. The property is subject to a 3% net smelter return royalty payable to the old shareholders of Newbay, with the Company retaining the right to buy back 2% of the NSR for an aggregate payment of $1,500,000.

Bottom Brook Property is comprised of 18 licenses and 614 mineral claims.

(Expressed in Canadian dollars)

7. Mineral Rights (Cont'd)

c) Phoenix Gold Property

On September 14, 2023, the Company completed a spinout transaction of Phoenix Gold Property as described in note 5.

The cumulative costs incurred on the Company's mineral rights are as follows:

	York Harbour Property (Newfoundland, Canada)	Bottom Brook Property (Newfoundland, Canada)	Phoenix Gold Property (Nevada, USA)	Total
Balance - January 31, 2022	**$ 3,282,624**	**$ -**	**$ 1**	**$ 3,282,625**
Additions during the year (Restated – note 4)	6,930,830	2,566,421	-	9,497,251
Balance - January 31, 2023 (Restated – note 4)	**10,213,454**	**2,566,421**	**1**	**12,779,876**
Additions during the year	2,677,264	1,639,588	-	4,316,852
Plan of Arrangement (note 5)	-	-	(1)	(1)
Balance - January 31, 2024	**$ 12,890,718**	**$ 4,206,009**	**$ -**	**$ 17,096,727**

All exploration and evaluation expenditures related to York Harbour Property and Bottom Brook Property have been capitalized in mineral rights during the year ended January 31, 2024.

8. Acquisition of Newbay Mining Corp.

On January 30, 2023, the Company completed the acquisition (the "Acquisition") of all the issued and outstanding shares of Newbay Mining Corp. ("Newbay") pursuant to the letter agreement (the "Agreement") among the Company, Newbay, and all of Newbay's shareholders (collectively, the "Vendors") and acquired the Rare Earth Elements mineral property in Western Newfoundland, Canada, known as the Bottom Brook Property (the "Property").

Pursuant to the terms of the Agreement, the Company acquired all the issued and outstanding securities of a newly amalgamated corporation, continuing under the name of Newbay and resulting from the vertical amalgamation of Newbay and its wholly-owned subsidiary 2802903 Ontario Limited, which held 100% of the interest in the Property. As consideration for the Acquisition, the Company paid a $100,000 cash deposit to be used for license fees to keep the Property in good standing and issued an aggregate 5,081,293 common shares (the "Compensation Shares") at a deemed price of $0.492 per Compensation Share, equal to the 5-day volume weighted average price per share calculated for the period 10 business days prior to closing, representing total compensation of $2,500,000 settled by the issuance of 5,081,293 Compensation Shares to the Vendors on a pro rata basis. Upon closing of the Acquisition, Newbay is the 100% holder of the Property and wholly-owned subsidiary of the Company.

(Expressed in Canadian dollars)

8. Acquisition of Newbay Mining Corp. (Cont'd)

The Property is subject to a 3% net smelter return royalty (the "NSR") payable to the Vendors, with the Company retaining the right to buy back 2% of the NSR for an aggregate payment of $1,500,000.

The acquisition of Newbay has been accounted for as an asset purchase. The consideration paid has been allocated to the financial liabilities assumed and assets acquired based on their estimated fair values at the date of acquisition as follows:

		Assets/(Liabilities) Acquired
Cash	$	107,697
Receivables		418
Mineral rights		2,566,421
Accounts payable and accrued liabilities		(19,903)
Net assets acquired	**$**	**2,654,633**
Consideration paid in shares	$	2,500,000
Consideration paid in cash		100,000
Acquisition costs		54,633
Total consideration	**$**	**2,654,633**

9. Share Capital

a) *Authorized*
Unlimited number of common shares.

IFRS 2 recommends that an entity shall measure any equity-settled share-based payment transactions directly at the fair value of the goods or services received. The Company issued warrants as part of the private placements and compensation payments to agents and brokers. The Company determined that the fair value of services received is not reliably measurable because the warrants attached to these transactions are not from the result of any services purchased by the Company. Also, fair value of services from agents and brokers are not reliably determinable because there is no similar open market for the services they provide, and the compensation is not based on a fixed market rate, but rather subject to negotiation by management. Lastly, it is common for exploration stage companies to provide share-based compensation as part of its equity and debt transactions in addition to a cash component. As such management determined that the fair value of warrants rather than the fair value of services received should be used to determine the fair value of share-based transactions.

(Expressed in Canadian dollars)

9. Share Capital (Cont'd)

b) *Issued and outstanding*
Issued common shares are as follows:

	Number of shares	Amount
Balance – January 31, 2022	**48,840,323**	**$ 8,880,828**
Shares issued for royalty buyout (i)	1,500,000	1,500,000
Private placement (ii)	9,512,828	11,460,274
Warrants valuation – subscription warrants (ii)	-	(3,211,854)
Share issue cost – in cash (ii)	-	(703,877)
Share issue cost – warrants issued to agents and brokers (ii)	-	(486,843)
Restricted share units (RSU) issued (iii)	2,417,003	1,377,692
Subscription warrants expired (iv)	-	230,215
Shares issued for acquisition of Newbay (note 8) (v)	5,081,293	2,500,000
Shares issued on exercise of warrants (vi)	1,177,500	1,057,947
Balance – January 31, 2023	**68,528,947**	**$22,604,382**
Extension of warrants (vii)	-	(55,000)
Shares issued on exercise of warrants (viii)	100	121
Subscription warrants expired (ix)	-	289,996
Subscription warrants expired (x)	-	366,180
Subscription warrants expired (xi)	-	68,600
Balance – January 31, 2024	**68,529,047**	**$23,274,279**

(i) On June 23, 2022, the Company issued 1,500,000 common shares at a deemed price of $1.00 per common for a buydown of the 1.5% NSR to reduce the 2% NSR on York Harbour down to a 0.5% NSR.

(ii) On June 29, 2022, the Company issued:

a. 2,625,600 units of the Company ("Units") at a price of $1 per unit for gross proceeds of $2,625,600. Each Unit is comprised of one common share and one-half common share purchase warrants of the Company;

b. 4,987,228 Flow-through units of the Company (the "FT Units") at a price of $1.20 per FT unit for gross proceeds of $5,984,674. Each FT Unit is comprised of one common share that qualifies as "flow-through shares" within the meaning of subsection 66(15) of the Income Tax Act (Canada) (the "Tax Act") and one-half common share purchase warrants of the Company;

9. Share Capital (Cont'd)

b) *Issued and outstanding (Cont'd)*

c. 1,900,000 Flow-through units of the Company sold to charitable purchasers (the "Charity FT Units") at a price of $1.50 per Charity FT Unit for gross proceeds of $2,850,000. Each Charity FT Unit is comprised of one common share that qualifies as "flow-through shares" within the meaning of subsection 66(15) of the Tax Act that will be issued as part of a charity arrangement and one-half common share purchase warrants of the Company.

The Company incurred $703,877 in cash expenses and issued 586,770 compensation warrants to the agent and brokers related to above financing. Each compensation warrant is exercisable at a price of $1 per Unit for a period of 24 months from the closing. Each whole common share purchase warrant is exercisable at a price of $1.50 per share for the 24 months from the date of issuance.

(iii) On November 3, 2022, the Company issued 2,417,003 restricted share units ("RSU") to its directors, officers, and consultants. These RSUs were originally granted on November 3, 2021 and all 2,417,003 RSUs were fully vested at the time of the issuance.

(iv) On December 18, 2022, 2,050,000 warrants originally issued on December 18, 2022 were expired.

(v) On January 30, 2023, the Company issued 5,081,293 common shares at a deemed price of $0.492 per common share for the acquisition of Newbay (as described in Note 8).

(vi) During the year ended January 31, 2023, 400,000 warrants originally issued on December 18, 2020 were exercised at a price of $0.75 per common share, 540,000 warrants originally issued on November 30, 2021 were exercised at a price of $0.75 per common share, and 237,500 warrants originally issued on November 30, 2021 were exercised at a price of $0.60 per common share for total proceeds of $847,500. The previously recognized value of warrants of $210,447 was reclassified from warrants reserve to share capital.

(vii) On March 17, 2023, the Company extended the expiry date of 2,500,000 outstanding share purchase warrants exercisable at $0.60 per common share from March 31, 2023 to April 1, 2024. $55,000 representing the value of the extension was reclassified from share capital to warrants reserve.

(viii) On June 28, 2023, 100 warrants originally issued on November 30, 2021 were exercised at a price of $1 per common share. The previously recognized value of warrants of $21 was reclassified from warrants reserve to share capital.

(Expressed in Canadian dollars)

9. Share Capital (Cont'd)

b) *Issued and outstanding (Cont'd)*

(ix) On November 30, 2023, 1,262,500 warrants originally issued on November 30, 2021 were expired.

(x) On November 30, 2023, 1,781,900 warrants originally issued on November 30, 2021 were expired.

(xi) On December 21, 2023, 350,000 warrants originally issued on December 21, 2021 were expired.

c) *Warrants Reserve*

The following is a summary of the changes in the Company's warrants during the periods:

	Exercise price	Number	Amount
Balance – January 31, 2022		**10,197,000**	**$ 1,740,408**
Subscription warrants issued on June 29, 2022 (i)	$1.50	4,756,414	3,211,854
Warrants issued to agents and brokers on June 29, 2022 (ii)	$1.00	586,770	486,843
Warrants exercised (iii)	$0.60 - $0.75	(1,177,500)	(210,447)
Warrants expired (iv)	$0.75	(2,050,000)	(230,215)
Balance – January 31, 2023		**12,312,684**	**$ 4,998,443**
Extension of warrants (v)	$0.60	-	55,000
Warrants exercised (vi)	$1.00	(100)	(21)
Warrants expired (vii)	$0.60	(1,262,500)	(289,996)
Warrants expired (viii)	$1.00	(1,781,900)	(366,180)
Warrants expired (ix)	$1.00	(350,000)	(68,600)
Balance – January 31, 2024		**8,918,184**	**$ 4,328,646**

(i) expected dividend yield – 0%; expected volatility – 191%; risk-free interest rate – 3.14%; expected life – 2 years.

(ii) expected dividend yield – 0%; expected volatility – 191%; risk-free interest rate – 3.14%; expected life – 2 years.

(iii) During the year ended January 31, 2023, 400,000 warrants originally issued on December 18, 2020 were exercised at a price of $0.75 per common share, 540,000 warrants originally issued on November 30, 2020 were exercised at a price of $0.75 per common share, and 237,500 warrants originally issued on November 30, 2021 were exercised at a price of $0.60 per common share for total proceeds of $847,500. The previously recognized value of warrants of $210,447 was reclassified from warrants reserve to share capital.

(Expressed in Canadian dollars)

9. Share Capital (Cont'd)

c) *Warrants Reserve (Cont'd)*

(iv) On December 18, 2022, 2,050,000 warrants originally issued on December 18, 2022 were expired.

(v) On March 17, 2023, the Company extended the expiry date of 2,500,000 outstanding share purchase warrants exercisable at $0.60 per common share from March 31, 2023 to April 1, 2024. These warrants were re-valued using the following assumptions: expected dividend yield – 0%; expected volatility – 82%; risk-free interest rate – 3.74%; expected life – 1 year.

(vi) On June 28, 2023, 100 warrants originally issued on November 30, 2021 were exercised at a price of $1 per common share. The previously recognized value of warrants of $21 was reclassified from warrants reserve to share capital.

(vii) On November 30, 2023, 1,262,500 warrants originally issued on November 30, 2021 were expired.

(viii) On November 30, 2023, 1,781,900 warrants originally issued on November 30, 2023 were expired.

(ix) On December 21, 2023, 350,000 warrants originally issued on December 21, 2021 were expired.

The following table summarized information about the Company's warrants outstanding as at January 31, 2024:

Grant Date	Expiration Date	Exercise price at January 31, 2024	Warrants outstanding at January 31, 2024
March 31, 2021	April 1, 2024	$0.60	2,500,000
August 17, 2021	August 17, 2024	$0.40	1,075,000
June 29, 2022	June 29, 2024	$1.50	4,756,414
June 29, 2022	June 29, 2024	$1.00	586,770
		$1.08	**8,918,184**

(Expressed in Canadian dollars)

9. Share Capital (Cont'd)

d) *Stock options and share-based payment*

As at January 31, 2024, the Company had no stock options outstanding (January 31, 2023 – 3,000,000).

The following table summarizes information about stock options outstanding as at January 31, 2024:

	Number	Weighted average exercise price
Balance – January 31, 2021	-	$ -
Stock options issued to consultants and contractors on September 7, 2021(i)	3,000,000	0.55
Balance – January 31, 2022 and 2023	**3,000,000**	**$ 0.55**
Stock options expired (i)(ii)	(3,000,000)	0.55
Balance – January 31, 2024	**-**	**$ -**

(i) The assumptions utilized in determining the value of the 3,000,000 stock options was a share price of $0.52, an exercise price of $0.55, a risk free interest rate of 0.40%, volatility of 208%, expected yield of nil, and an expected life of 2 years. The estimated fair value of the 3,000,000 options issued was $1,333,200, which were fully vested. These options expire on September 6, 2023.

(ii) On September 6, 2023, 3,000,000 stock options originally issued on September 7, 2021 were expired.

10. Commitments and Contractual Arrangements

As at January 31, 2024, the Company had the following contractual arrangements and commitments in place:

a) On March 29, 2021, the Company retained Integral Wealth Securities Ltd. ("Integral") to provide market-making services in accordance with the policies of the TSX Venture Exchange. In consideration of the services provided by Integral, the Company will pay Integral a monthly fee of $5,500, plus any reasonable costs and expenses it incurs in connection with the services provided. The Company has retained Integral for an initial three-month term and thereafter may be terminated by the Company upon 30 days written notice.

10. Commitments and Contractual Arrangements (Cont'd)

b) On April 12, 2021, the Company signed a Letter of Intent ("LOI") with ENE-MIN Development Corp. ("ENE-MIN") for an exclusive option to acquire up to 75% interest in the LiBeGa Lithium Project, comprising adjoining perimeters (concessions or mineral claims) covering a total of 27 km^2 in Sibiu County, Romania. Pursuant to the LOI, the Company paid a refundable $250,000 good faith due diligence deposit and initiated an exclusive comprehensive confidential evaluation of the project. During the year, the Company's management determined that the $250,000 refundable deposit is unlikely to be recovered by the Company due to the increased likelihood of default by ENE-MIN. Therefore, the Company recognized a loss of $250,000.

c) On March 11, 2022, the Company engaged the communication services of GRA Enterprises LLC ("GRA") for dissemination of news releases and newsworthy related events, communications and media services, the production and publication of investor bulletins on the National Inflation Association Website, and distribution of email alerts to the GRA's National Inflation email list about the Company and its projects. These are considered investor relations services, in accordance with TSX Venture Exchange Policy 3.4. GRA was engaged for a term of 12 months, for an up-front paid fee of $127,760 (US$100,000). The Company terminated the service at the end of the 12 months term.

d) On August 15, 2022, the Company engaged 121 Group (HK) Ltd. ("121 Group") to provide media relations services and other assistance with investor relations to help build the Company's public profile and to gain exposure with investors through investor relations, digital marketing, and the dissemination of corporate information. The engagement is for a 12-month term for a monthly fee of US$3,500, invoiced, and payable monthly and may be terminated with 30 days notice.

e) On February 28, 2023, the Company engaged Star Finance GmbH ("Star Finance") to handle its investor relations services in Europe. The Company paid $481,780 (Euro 330,000) for services over a six-months period beginning February 28, 2023. The Company terminated the service at the end of the six-months period.

f) On March 7, 2023, the Company engaged Native Ads Inc. ("Native Ads") to execute a comprehensive digital media marketing campaign for the Company. The Company paid $201,405 (US$150,000) for services over a six-months period beginning on March 7, 2023. The Company terminated the service at the end of the six-months period. Subsequent to the year end, the Company received a refund in the amount of $166,793 (US$124,500) for unused portion of the services that were agreed upon (also see note 16(b)). The Company recognized the amount in accounts receivable at January 31, 2024.

(Expressed in Canadian dollars)

10. Commitments and Contractual Arrangements (Cont'd)

g) On March 12, 2023, the Company received notice from the Mineral Lands Division of the Department of Industry, Energy and Technology of the Government of Newfoundland and Labrador that the Company's Mineral Licence No. 026228M (the "Licence") was cancelled for technical reasons under The Mineral Act (Newfoundland and Labrador) for failure to demonstrate that acceptable expenditure requirements for work in year 4 (calendar year 2021/2022) were incurred. The Company grieved the cancellation as the Company's expenditures in year 4 (calendar year 2021/2022) far exceeded the acceptable expenditure requirement. In response to the Company's filing of grievance, the NL Mineral Rights Adjudication Board issued an order to reinstate the Licence on October 27, 2023, and the Licence was successfully reinstated on November 15, 2023.

11. Capital Management

As at January 31, 2024, the capital structure of the Company consists of equity attributable to common shareholders and includes share capital of $23,274,279 (January 31, 2023 – $22,604,382), warrants reserve of $4,328,646 (January 31, 2023 – $4,998,443), share-based payment reserve of $1,333,200 (January 31, 2023 – $1,333,200) and deficit of $12,660,124 (January 31, 2023 – $10,404,374).

The Company's objective when managing capital structure is to ensure sufficient financial resources exist to meet the Company's strategic exploration and business development objectives, and to ensure that the Company continues as a going concern.

12. Segmented Information

The Company operates in one reportable segment. Segments are defined as components for which separate financial information is available and is regularly evaluated by the chief operating decision maker.

13. Related Party Transactions

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of members of the Company's Board of Directors and corporate officers. Compensation awarded to key management for the year ended January 31, 2024 is summarized as follows:

	January 31, 2024	January 31, 2023 (Restated – note 4)
Management fees expensed	$ 465,000	$ 326,500
Management fees capitalized	273,125	286,038
Stock-based compensation – RSUs	-	1,065,494
Total	$ 738,125	$ 1,678,032

13. Related Party Transactions (Cont'd)

For the year ended January 31, 2024, the Company paid or accrued management fees of $120,000 (2023 – $104,000) to a company controlled by an officer of the Company, management fees of $120,000 (2023 – $160,000) to a company controlled by an officer and director of the Company, management fees of $75,000 (2023 – $25,000) to a company controlled by a director of the Company, management fees of $150,000 (2023 – $37,500) to a company controlled by an officer and director of the Company.

For the year ended January 31, 2024, the Company paid or accrued exploration related management and consulting fees of $103,125 (2023 – $146,038) to a company controlled by an officer and director of the Company, and $170,000 (2023 – $140,000) to a company controlled by an officer and director of the Company.

Accounts payable and accrued liabilities consists of $136,599 (January 31, 2023 – $43,760) owing to a company controlled by an officer and director of the Company, $43,626 (January 31, 2023 – $19,272) owing to a company controlled by an officer and director of the Company, $40,050 (January 31, 2023 – $2,726) owing to a company controlled by an officer and director of the Company, $32,604 (January 31, 2023 – $nil) owing to a company controlled by an officer and director of the Company, $31,500 (January 31, 2023 – $nil) owing to a company controlled by an officer of the Company, and $19,688 (January 31, 2023 – $nil) owing to a company controlled by a director of the Company.

As of January 31, 2024, The Company had advances receivable from Phoenix Gold Resources (Holdings) Ltd., a company under common control, in the amount of $359,951 (January 31, 2023 – $nil). The advances are non-interest bearing, unsecured, and have no fixed term of repayment.

These transactions are in the normal course of operations and at the exchange amount agreed to by the related parties.

14. Income Taxes and Deferred Income Tax

In assessing the realization of the Company's deferred income tax assets, management considers whether it is probable that some portion or all of the deferred income tax assets will be realized. The ultimate realization of deferred tax assets is dependent upon the generation of taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred income tax liabilities, projected future taxable income, and tax planning strategies in making this assessment.

The amount of deferred income tax assets considered realizable could change materially in the near term based on future taxable income generated during the carry-forward period.

(Expressed in Canadian dollars)

14. Income Taxes and Deferred Income Tax (Cont'd)

a) Deferred income tax assets and liabilities

No deferred tax asset has been recognized as the Company is reflecting uncertainties associated with realization of all deferred income tax assets.

The significant components of the Company's deferred tax assets are as follows:

	January 31, 2024	January 31, 2023
Non-capital losses carried forward	$ 9,522,080	$ 4,275,726
Exploration and development expenses	2,397,779	2,501,661
Financing fees deductible in future periods	257,196	321,494
Deferred tax assets not recognized	(12,177,055)	(7,098,881)
Deferred income tax assets	$ -	$ -

b) Losses

As at January 31, 2024, the Company can carry forward Canadian non-capital losses to reduce taxable income in future years of approximately $13,297,933 expiring as follows:

Year 2032	$ 31,000
Year 2033	68,000
Year 2035	719,000
Year 2036	664,000
Year 2037	363,000
Year 2038	212,000
Year 2039	190,000
Year 2040	410,000
Year 2041	133,740
Year 2042	985,113
Year 2043	4,275,726
Year 2044	5,246,354
Total	$ 13,297,933

c) Income tax reconciliation

	January 31, 2024	January 31, 2023
Income tax (expense) recovery at 27% statutory rate (2023 – 27%)	$ 609,053	$ 1,197,536
Expenses not deductible for tax purposes	-	-
Temporary differences	4,637,301	3,078,190
Tax losses for which no deferred tax asset was recognized	(5,246,354)	(4,275,726)
Deferred income tax assets	$ -	$ -

15. Financial Instruments

IFRS 7 establishes a fair value hierarchy that reflects significance of inputs in measuring fair value as follows:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;
Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. process) or indirectly (i.e. derived from process); and
Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company's financial assets and liabilities at fair value through profit or loss, consisting of cash, is classified as level 1. The Company examines the various financial instrument risks to which it is exposed and assesses the impact and likelihood of those risks.

Fair value
As at January 31, 2024, the Company's financial instruments consist of cash, accounts receivable, other receivables, accounts payable and accrued liabilities. These financial instruments are classified as other financial liabilities and are carried at amortized cost. The fair values of these financial instruments approximate their carrying values due to the short-term nature of these instruments.

Liquidity risk
Liquidity risk is the risk that the Company is unable to meet its financial obligations as they fall due. The Company takes steps to ensure that it has sufficient working capital and available sources of financing to meet future cash requirements for capital programs and operations.

The Company intends to issue equity to ensure the Company has sufficient access to cash to meet current and foreseeable financial requirements. The Company actively monitors its liquidity to ensure that its cash flows and working capital are adequate to support its financial obligations and the Company's capital programs.

Credit risk
Credit risk is the risk of loss if counterparties do not fulfill their contractual obligations. The Company has credit risk with its other receivables and prepaid expenses, but it is considered to be minimal. There is no allowance for doubtful accounts recorded as at January 31, 2024.

Market risk
Market risk is the risk of loss that may arise from changes in market factors such as interest rates, commodity and equity prices.

(i) Interest rate risk
The Company is not exposed to the risk that the value of financial instruments will change due to movement in market interest rates.

15. Financial Instruments (Cont'd)

(ii) Currency risk
Currency risk is the risk to the Company's earnings that arises from fluctuations of foreign exchange rates and the degree of volatility of these rates. The Company does not use derivative instruments to reduce its exposure to foreign currency risk. The Company has a portion of its cash and accounts payable and accrued liabilities in US Dollars and Australian Dollars.

For the year ended January 31, 2024, a 5% increase or decrease on an annualized basis in the value of a Canadian Dollar in relation to the US Dollar and Australian Dollar would have resulted in a $7,956 (2023 - $14,923) and $nil (2023 - $980) increase or decrease in foreign exchange gain or loss, for respective foreign currencies.

(iii) Commodity price risk
The Company is exposed to price risk with respect to commodity and equity prices. 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. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices, particularly as they relate to base metals, individual equity movements, and the stock market in general to determine the appropriate course of action to be taken by the Company.

16. Subsequent Events

a) On April 1, 2024, 2,500,000 warrants originally issued on March 31, 2021 were expired.

b) On May 22, 2024, the Company received a refund in the amount of $166,793 (US$ 124,500) from Native Ads for unused portion of the services that were agreed upon.

Independent Auditor's Report

To the Shareholders of **York Harbour Metals Inc.**

Opinion

We have audited the accompanying consolidated financial statements of **York Harbour Metals Inc.** (the "Company"), which comprise the consolidated statement of financial position as at January 31, 2022 and 2021, and the consolidated statements of comprehensive loss, changes in shareholders' deficiency and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at January 31, 2022 and 2021, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 2 in the financial statements, which indicates that the Company incurred a net loss in the past and currently has an accumulated deficit of $5,969,056. As stated in Note 2, these events or conditions, along with other matters 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.

Other Information

Management is responsible for the other information. The other information comprise:

- Management's Discussion and Analysis; and

Our opinion on the consolidated financial statements does not cover the other information and we do not and will 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 identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. 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 Financial Statements

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

In preparing the 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 Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 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 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 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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.

The engagement partner on the audit resulting in this independent auditor's report is Nick Miseros.

MS Partners LLP

Toronto, Ontario
May 31, 2022

MS Partners LLP
Licensed Public Accountants

York Harbour Metals Inc.
(An exploration stage company)
(Formerly Phoenix Gold Resources Corp.)
Consolidated Statements of Financial Position
(Expressed in Canadian dollars)

		January 31, 2022		January 31, 2021
ASSETS				
Current Assets				
Cash	$	2,467,439	$	814,122
Other receivables		388,735		7,959
Prepaid expenses (note 4)		412,814		350,000
Refundable deposit (note 9(e))		250,000		-
		3,518,988		1,172,081
Mineral Rights (note 5)		3,282,625		1
Total Assets	$	6,801,613	$	1,172,082
LIABILITIES				
Current Liabilities				
Accounts payable and accrued liabilities (note 6)	$	816,233	$	146,403
Advances from related party (note 7)		-		10,816
Total Liabilities	$	816,233	$	157,219
SHAREHOLDERS' EQUITY				
Share Capital (note 8)	$	8,880,828	$	4,022,639
Warrants Reserve (note 8)		1,740,408		393,050
Share-based Payment Reserve (note 8)		1,333,200		-
Deficit		(5,969,056)		(3,400,826)
Total Shareholders' Equity		5,985,380		1,014,863
Total Liabilities and Shareholders' Equity	$	6,801,613	$	1,172,082

Commitments and Contractual Arrangements (note 9)

APPROVED ON BEHALF OF THE BOARD OF DIRECTORS:

"Roger Baer"
Director

"Andrew Lee"
Director

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

York Harbour Metals Inc.
(An exploration stage company)
(Formerly Phoenix Gold Resources Corp.)
Consolidated Statements of Loss and Comprehensive Loss
(Expressed in Canadian dollars)

	Year ended January 31, 2022	Year ended January 31, 2021
Revenue	**$ -**	**$ -**
Expenses		
Stock-based compensation	1,333,200	-
Investor relations	332,644	-
Management and consulting fees (note 12)	366,666	113,808
Professional fees	102,159	67,958
Office and administration	55,059	39,185
Filing fees	48,828	12,427
Travel	8,856	-
Foreign exchange loss	5,298	8,094
Exploration	68,150	7,989
Interest expense (income)	(547)	(74)
Loss before the undernoted	**$ 2,320,313**	**$ 249,387**
Other loss (gain)		
Impairment of other receivables (note 9(b))	247,917	-
Gain on debt settlements	-	(170,503)
Net Loss and Comprehensive Loss	**$ 2,568,230**	**$ 78,884**
Weighted Average Number of Shares Outstanding (Note 8)	39,793,739	16,212,662
Earnings (Loss) per Share - Basic and Diluted	$ (0.06)	$ (0.00)

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

York Harbour Metals Inc.
(An exploration stage company)
(Formerly Phoenix Gold Resources Corp.)
Consolidated Statements of Changes in Shareholders' Equity (Deficiency)
(Expressed in Canadian dollars)

	Number of Shares	Common Shares	Warrants Reserve	Share-based Payment Reserve	Deficit	Shareholders' Equity (Deficiency)
Balance – January 31, 2020	**5,038,986**	**$ 1,904,350**	**$ -**	**$ -**	**$ (3,321,942)**	**$ (1,417,592)**
Private placements	4,000,000	200,000	-	-	-	200,000
Shares issued for debt settlements	18,346,780	917,339	-	-	-	917,339
Private placements	7,000,000	1,400,000	-	-	-	1,400,000
Warrants valuation – subscription warrants	-	(393,050)	393,050	-	-	-
Share issue cost – in cash	-	(6,000)	-	-	-	(6,000)
Loss for the year	-	-	-	-	(78,884)	(78,884)
Balance – January 31, 2021	**34,385,766**	**$ 4,022,639**	**$ 393,050**	**$ -**	**$ (3,400,826)**	**$ 1,014,863**
Shares issued for acquisition of mineral property	1,485,557	579,367	-	-	-	579,367
Private placements	2,500,000	1,000,000	-	-	-	1,000,000
Warrants valuation – subscription warrants	-	(438,750)	438,750	-	-	-
Private placements	1,075,000	301,000	-	-	-	301,000
Warrants valuation – subscription warrants	-	(136,203)	136,203	-	-	-
Stock-based compensation	-	-	-	1,333,200	-	1,333,200
Private placements	3,000,000	1,200,000	-	-	-	1,200,000
Warrants valuation – Subscription warrants	-	(344,550)	344,550	-	-	-
Share issue cost – in cash	-	(25,800)	-	-	-	(25,800)
Private placements	4,644,000	2,322,000	-	-	-	2,322,000
Warrants valuation – Subscription warrants	-	(477,171)	477,171	-	-	-
Share issue cost – in cash	-	(46,020)	-	-	-	(46,020)
Private placements	700,000	350,000	-	-	-	350,000
Warrants valuation – Subscription warrants	-	(68,600)	68,600	-	-	-
Shares issued on exercise of warrants	1,050,000	642,916	(117,916)	-	-	525,000
Loss for the year	-	-	-	-	(2,568,230)	(2,568,230)
Balance – January 31, 2022	**48,840,323**	**$ 8,880,828**	**$ 1,740,408**	**$ 1,333,200**	**$ (5,969,056)**	**$ 5,985,380**

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

York Harbour Metals Inc.
(An exploration stage company)
(Formerly Phoenix Gold Resources Corp.)
Consolidated Statements of Cash Flows
(Expressed in Canadian dollars)

	Year ended January 31, 2022	Year ended January 31, 2021
Cash provided by (used in):		
Operating Activities:		
Net loss for the period	$ (2,568,230)	$ (78,884)
Adjustments for non-cash items:		
Stock-based compensation	1,333,200	-
Impairment of other receivables	247,917	-
Gain on debt settlements	-	(170,503)
Changes in non-cash working capital items:		
Other receivables	(628,693)	(7,959)
Prepaid expense	(62,814)	(350,000)
Refundable deposit	(250,000)	-
Accounts payable and accrued liabilities	669,830	(183,348)
Net Cash Used in Operating Activities	(1,258,790)	(790,694)
Investing Activities:		
Additions in mineral rights	(2,703,257)	-
Net Cash Used in Investing Activities	(2,703,257)	-
Financing Activities:		
Issuance of common shares and warrants – net of issue costs	5,626,180	1,594,000
Advances from (Repayments to) related party	(10,816)	10,816
Net Cash Provided by Financing Activities	5,615,364	1,604,816
Net changes in cash	1,653,317	814,122
Cash – beginning of year	814,122	-
Cash – end of year	$ 2,467,439	$ 814,122

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

1. Nature and Continuance of Operations

York Harbour Metals Inc. (the “Company”) was incorporated under the British Columbia’s Business Corporations Act on May 2, 2011 under the name of Zuri Capital Corp. (“Zuri”) which commenced trading on the TSX Venture Exchange as a Capital Pool Company on March 19, 2012. On April 23, 2014, Zuri was acquired by Phoenix Gold Resources Ltd. (“Phoenix”) in a reverse takeover transaction and Zuri changed its name to Phoenix Gold Resources Corp. (“PXA”). Effective February 10, 2022, PXA changed its name to York Harbour Metals Inc. and resumed on the TSX Venture Exchange with the trading symbol “YORK”. The Company’s corporate address is Suite 1518 – 800 West Pender Street, Vancouver, British Columbia, Canada, V6C 2V6.

The Company is a TSX Venture Exchange (“Exchange”) tier 2 listed mineral exploration and development company with its principal business focusing on the acquisition and exploration of the mineral rights.

2. Going Concern

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) applicable to a going concern, which assumes the Company will continue to meet its obligations and discharge its liabilities in the normal course of business for the foreseeable future. Different bases of measurement may be appropriate when a company is not expected to continue operations for the foreseeable future. As at January 31, 2022, the Company has an accumulated deficit of $5,969,056 (January 31, 2021 - $3,400,826) and incurred net losses of $2,568,230 (2021 - $78,884) for the year then ended and working capital of $2,702,755 (January 31, 2021 - $1,014,862). The Company has not yet achieved profitable operations and expects to incur further losses in the development of its business.

The outbreak of the novel strain of coronavirus, specifically identified as “COVID-19”, has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company. Given the continuation of weak investor sentiment and capital market conditions in the Company’s operating environment, there exists an uncertainty as to the Company’s ability to raise additional funds on favorable terms and achieve profitability.

2. Going Concern (Cont'd)

These conditions indicate the existence of a material uncertainty that raises substantial doubt about the Company's ability to continue as a going concern. The Company's expenditures on discretionary activities have some scope for flexibility in terms of amount and timing, which can be adjusted accordingly.

These consolidated financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and statement of financial position classifications that would be necessary should the going concern assumption be inappropriate, and those adjustments could be material.

3. Significant Accounting Policies

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements.

a) Statement of compliance with IFRS

These consolidated financial statements have been prepared using accounting policies in compliance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"). The policies applied in these consolidated financial statements are based on IFRS issued and outstanding as of May 31, 2022 the date the Board of Directors approved the consolidated financial statements for issue.

b) Basis of presentation

These consolidated financial statements have been prepared on a historical cost convention using the accrual basis of accounting except for cash flow information.

Presentation of the consolidated statement of financial position differentiates between current and non-current assets and liabilities. The consolidated statement of loss and comprehensive loss is prepared using the functional classification.

These consolidated financial statements include the accounts of York Harbour Metals Inc. and its wholly-owned subsidiaries, Phoenix and Phoenix USA. All intercompany transactions, balances, and unrealized gains and losses on intercompany transactions have been eliminated. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Company controls another entity. Where control of an entity is obtained during a financial period, its results are included in the consolidated statement of loss and comprehensive loss from the date on which control commences. Where control of an entity ceases during a financial period, its results are included for that part of the period during which control existed.

3. Significant Accounting Policies (Cont'd)

c) Functional currency translation

i) Functional and presentation currency

Items included in the financial statements of each consolidated entity in the group are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Canadian dollars, which is the reporting parent's and Phoenix's functional currency. The functional currency of the reporting parent's subsidiary, Phoenix USA, is the United States dollar ("USD").

The financial statements of entities that have a functional currency different from that of the reporting parent's operations are translated into Canadian dollars as follows: assets and liabilities – at the closing rate at the date of the consolidated statement of financial position, and income and expenses – at the average rate for the period (as this is considered a reasonable approximation to the actual rates). All resulting changes are recognized in other comprehensive income or loss as cumulative translation adjustments.

When an entity disposes of its entire interest in a foreign operation, or loses control, joint control, or significant influence over a foreign operation, the foreign currency gains or losses accumulated in other comprehensive income or loss related to the foreign operation are recognized in profit or loss. If an entity disposes of part of an interest in a foreign operation which remains a subsidiary, a proportionate amount of foreign currency gains or losses accumulated in other comprehensive income related to the subsidiary are reallocated between controlling and non-controlling interests.

ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Generally, foreign exchange gains and losses resulting from the settlement of foreign currency transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in currencies other than an operation's functional currency are recognized in the consolidated statement of loss and comprehensive loss.

3. Significant Accounting Policies (Cont'd)

d) Measurement Uncertainty

The preparation of financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of the accounting policies to financial information presented. Actual results may differ from the estimates, assumptions and judgements made. Estimates and underlying assumptions are reviewed on an ongoing basis. Changes made to estimates are reflected in the period the changes are made.

Significant areas requiring the use of estimates and assumptions include accounts payable and accrued liabilities, valuation of share-based payment reserves, warrant reserves, valuation of short-term investments, valuation of mineral rights, and recoverability of deferred tax assets. By their nature, these estimates and assumptions are subject to measurement uncertainty, and the impact of changes in estimates in the financial statements of a future period could be material. These assumptions are reviewed periodically and, as adjustments become necessary, they are reported in loss in the periods in which they become known.

e) Significant accounting judgements

The critical judgements that the Company's management has made in the process of applying the Company's accounting policies, apart from those involving estimations (note 3(d)), that have the most significant effect on the amounts recognized in the Company's consolidated financial statements are related to the economic recoverability of the mineral rights, determining the smallest group of assets that generates independent cash flow, the interpretation and application of tax laws, the determination of functional currency for the Company and its subsidiaries, and the assumption that the Company will continue as a going concern.

f) Financial instruments

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership.

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously.

3. Significant Accounting Policies (Cont'd)

f) Financial instruments (Cont'd)

Effective January 1, 2018, the Company adopted IFRS 9, Financial Instruments ("IFRS 9"), which supersedes IAS 39 – Financial Instruments: Recognition and Measurement. Application of the Standard is mandatory and it establishes principles for the financial reporting of financial assets and financial liabilities in the Company's consolidated financial statements. Upon adoption of IFRS 9, the Company completed an assessment of the impact of adopting IFRS 9 and determined that no adjustments to the consolidated financial statements are required as a result of adopting IFRS 9.

The Company classified its financial instruments as follows:

Financial Statement Item:	Classification:	Measurement:
Cash	Amortized Cost	Amortized Cost
Other receivable	Amortized Cost	Amortized Cost
Prepaid expenses	Amortized Cost	Amortized Cost
Refundable deposit	Amortized Cost	Amortized Cost
Accounts payable and accrued liabilities	Amortized Cost	Amortized Cost
Advances from related party	Amortized Cost	Amortized Cost

The Company does not have any held-to-maturity investments or available-for sales financial assets.

All financial instruments measured at fair value are categorized into one of three hierarchy levels, described below, for disclosure purposes. Each level is based on the transparency of the inputs used to measure the fair values of assets and liabilities:

- Level 1 – inputs that are unadjusted quoted prices of identical instruments in active markets.

- Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.

- Level 3 – inputs used in a valuation technique that are not based on observable market data in determining fair values of the instruments.

Transaction costs for financial liabilities classified as amortized costs are applied against these liabilities and amortized using the effective interest method, the resulting amortization being recorded as interest expense. Gains and losses on financial instruments classified as Fair Value through Profit or Loss are included in net earnings in the period in which they arise.

3. Significant Accounting Policies (Cont'd)

g) Impairment of financial assets

At each reporting date, the Company assesses whether there is objective evidence that a financial asset is impaired. If such evidence exists, the Company recognizes an impairment loss, as follows:

The loss is the difference between the amortized cost of the financial asset and the present value of the estimated future cash flows, discounted using the instrument's original effective interest rate. An impairment loss on an available for sale financial asset or fair value through profit or loss financial asset is calculated by reference to its fair value. The carrying amount of the asset is reduced by this amount either directly or indirectly through the use of an allowance account. The amount of the impairment is recognized in net loss.

Impairment losses on financial assets carried at amortized cost may be reversed in subsequent periods if the amount of the loss decreases and the decreases can be related objectively to an event occurring after the impairment was recognized. Financial assets measured at amortized cost and available for sale financial assets that are debt securities are reversed through profit and loss. For available for sale financial assets that are equity securities, the reversal is recognized in other comprehensive income.

h) Revenue recognition

Revenue will be recorded when consideration is received or receivable and will be recognized to the extent that it is probable that the economic benefits will flow to the Company and when the revenue can be reliably measured.

Interest income will be recognized as it accrues.

i) Other Comprehensive income or loss

Other comprehensive income or loss is the change in equity of an enterprise during a period from transactions, events and circumstances other than those under the control of management and the owners. It includes all changes in equity during a period except those resulting from investments by owners and distributions to owners. The Company reports comprehensive loss in its statement of loss and other comprehensive loss and its statement of changes in deficiency.

3. Significant Accounting Policies (Cont'd)

j) Taxes

Tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in profit and loss except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive income.

Current tax

Current tax is the expected tax payable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax

Deferred taxes are calculated using the liability method on temporary differences between the carrying amounts of assets and liabilities and their tax bases. However, deferred tax is not recognized on the initial recognition of goodwill, on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction, and on temporary differences relating to investments in subsidiaries and jointly controlled entities where the reversal of these temporary differences can be controlled by the Company and it is probable that reversal will not occur in the foreseeable future.

Deferred tax assets and liabilities are measured, without discounting, at the tax rates that are expected to apply when the assets are recovered and the liabilities settled, based on tax rates that have been enacted or substantively enacted by the reporting date.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow the related tax benefit to be utilized.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to set off current tax assets against current tax liabilities, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realize the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities and assets are expected to be settled or recovered.

3. Significant Accounting Policies (Cont'd)

k) Non-monetary transactions

Transactions with no cash consideration are measured at the fair value of either the asset given up or the asset received, whichever is more reliably determinable.

l) Earnings (loss) per share

Basic earnings (loss) per share is calculated by dividing the net earnings (loss) available to common shareholders by the weighted average number of shares outstanding during the period. Diluted earnings per share reflects the potential dilution of securities that could share in earnings of an entity. In a loss year, potentially dilutive common shares are excluded from the loss per share calculations as the effect would be anti-dilutive.

m) Identifiable intangible assets

The Company is in the exploration stage and defers all expenditures related to its acquired mineral rights until such time as the property is put into commercial production, sold or abandoned. Under this method, the amounts reported represent costs incurred to date less amounts amortized and/or written off, and do not necessarily represent present or future values.

i) Pre-Exploration
Pre-exploration costs in areas where a legal right to explore has not been obtained are expensed as incurred.

ii) Exploration and evaluation expenditures
Exploration and evaluation ('E&E') costs incurred after the legal right to explore is obtained, but before technical feasibility and commercial viability of the project has been demonstrated are capitalized as E&E assets. These include the costs of acquiring the licenses and directly attributable general and administrative costs. All applicable costs are capitalized as either tangible or intangible E&E assets depending on the nature of the assets acquired. The costs are accumulated in cost centers by exploration area.

iii) Development and production costs
When technical feasibility and commercial viability of a property is established and the Company determines that it will proceed with development, all E&E costs attributable to that area are reclassified to construction in progress within property, plant and equipment or as intangible assets depending on the nature of the expenditure. If economically recoverable ore deposits are developed, the capitalized costs of the related property will be amortized using the unit-of-production method following the commencement of production.

3. Significant Accounting Policies (Cont'd)

n) Impairment of non-financial assets

Non-financial assets are reviewed for impairment if there is any indication that the carrying amount may not be recoverable. If any such indication is present, the recoverable amount of the asset is estimated in order to determine whether impairment exists. Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash-generating unit ("CGU") to which the asset belongs. Any intangible asset with an indefinite useful life is tested for impairment annually and whenever there is an indication that the asset may be impaired.

A CGU recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value, using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset or CGU is estimated to be less than its carrying amount, the carrying amount is reduced to the recoverable amount. Impairment is recognized immediately in profit or loss. Where an impairment subsequently reverses, the carrying amount is increased to the revised estimate of recoverable amount but only to the extent that this does not exceed the carrying value that would have been determined if no impairment had previously been recognized.

Industry specific indicators for an impairment review on mineral rights and capitalized exploration related expenditures arise typically when one of the following circumstances applies:

- Substantive expenditure on further exploration and evaluation activities is neither budgeted nor planned;
- Title to the asset is compromised;
- Adverse changes in variations in commodity prices and markets; and
- Variations in the exchange rate for the currency of operation.

3. Significant Accounting Policies (Cont'd)

o) Restoration, rehabilitation and environmental obligations

An obligation to incur restoration, rehabilitation and environmental costs arises when an environmental disturbance is caused by the exploration or development of a mineral property interest. Such costs arising from the decommissioning of plant, other site preparation work, and water and soil management, discounted to their net present value, are provided for and capitalized at the start of each project to the carrying amount of the asset, along with a corresponding liability as soon as the obligation to incur such costs arises. The timing of the actual rehabilitation expenditure is dependent on a number of factors such as the life and nature of the asset, the operation license conditions and, when applicable, the environment in which the mine operates.

Discount rates using a pre-tax rate that reflects the time value of money are used to calculate the net present value of the liability. These costs are charged against profit or loss over the economic life of the related assets, through amortization using either the unit-of-production or the straight-line method. The corresponding liability is progressively increased as the effect of discounting unwinds creating an expense in profit or loss.

Decommissioning costs are also adjusted for changes in estimates. Those adjustments are accounted for as a change in the corresponding capitalized cost, except where a reduction in costs is greater than the unamortized capitalized cost of the related assets, in which case the capitalized cost is reduced to nil and the remaining adjustment is recognized in profit or loss.

The operations of the Company may in the future be affected from time to time in varying degrees by changes in environmental regulations, including those for site restoration costs. Both the likelihood of new regulations and their overall effect upon the Company are not predictable.

The Company has no material restoration, rehabilitation or environmental obligations as at January 31, 2022.

p) Share-based payments

The Company from time to time may issue shares or options to its directors, officers, consultants and employees. The Company values share-based payments using the fair-value method of the services provided. For stock options issued to its directors, officers, consultants and employees where the value of the services provided cannot be determined or the options are provided for services already provided to the Company, the Company values stock-based compensation by reference to the fair value of the stock options issued, utilizing the Black-Scholes option pricing model. The estimated fair value is recognized over the applicable vesting period as stock-based compensation expense and an increase to share-based payment reserve.

(Expressed in Canadian dollars)

3. Significant Accounting Policies (Cont'd)

p) Share-based payments (Cont'd)

Any consideration paid by employees on the exercise of stock options or purchase of stock is credited to share capital plus the amounts originally recorded as share-based payment reserve. An individual is classified as an employee when they are an employee for legal purposes, or primarily performing services similar to the services that would be provided by a legal employee.

q) New accounting standards and recent pronouncements

The standards and interpretations that are issued, but not yet effective, up to the date of authorization of these consolidated financial statements are disclosed below. Management anticipates that all of the pronouncements will be adopted in the Group's accounting policy for the first period beginning after the effective date of the pronouncement. Information on new standards, amendments and interpretations that are expected to be relevant to the Group's financial statements is provided below. Certain other new standards and interpretations have been issued but are not expected to have a material impact on the Company's consolidated financial statements.

IAS 37, PROVISIONS, CONTINGENT LIABILITIES, AND CONTINGENT ASSETS
The amendments clarify when assessing if a contract is onerous, the cost of fulfilling the contract includes all costs that relate directly to the contract – i.e. a full-cost approach. Such costs include both the incremental costs of the contract (i.e. – costs a company would avoid if it did not have the contract) and an allocation of other direct costs incurred on activities required to fulfill the contract – e.g. contract management and supervision, or depreciation of equipment used in fulfilling the contract. The amendments are effective for annual periods beginning on January 1, 2022.

The Company is currently evaluating the impact that the new and amended standards will have on its consolidated financial statements and expects no material impact upon applying the amendments to IAS 37.

4. Prepaid Expenses

Prepaid expenses are comprised of the followings:

		January 31, 2022		January 31, 2021
Balance remaining for investor relations services (i)	$	248,115	$	-
Balance remaining for investor relations services (ii)		-		350,000
Deposit made to a drilling contractor		104,199		-
Deposits made to consultants		60,500		-
Balance	$	412,814	$	350,000

4. Prepaid Expenses (Cont'd)

(i) Balance remaining for an advance payment of $441,105 (US$350,000) made to Gold Standard Media LLC for investor relations services for a service term of 24 months starting from March 15, 2021 (also see note 9(c)).

(ii) Balance of $350,000 advance payment that the Company made to Wallace Hill Partners Ltd. in December 2020 for investor relations services for a term of 24 months starting from March 15, 2021. On October 21, 2021, the Company terminated the agreement as it was unable to receive approval of the TSX Venture Exchange and the reclassified $247,914, the balance of the cancelled term, to other receivables. On January 31, 2022, the Company has determined that it is not likely that the amount will be recovered, therefore recognizing an impairment loss of $247,917.(also see note 9(b)).

5. Mineral Rights

On July 9, 2013, Phoenix issued 500,000 common shares to Americas Gold Exploration Inc. ("AGEI"), at $0.10 per share in order to acquire a 50% right, title and interest to the Plumas Property and 100,000 common shares to William Matlack ("Matlack") at $0.10 per share as consideration for a 20-year renewable lease entered into for the remaining 50% right, title and interest to the Plumas Property. Matlack has the option to convert the lease payments into a 1% net smelter return royalty on the property and the Company has the right to buy back this option by paying Matlack $1,271,900 (US$1,000,000).

The Plumas Property consists of two patented lode mining claims with extra lateral rights (40 acres) and one patented mill site claim (8.5 acres) situated in Battle Mountain, Lander County, Nevada, USA.

Phoenix acquired a 50% right, title and interest to the Eldorado Property for a total payment of $115,080 (US $105,000) and in consideration of Phoenix assuming all of the obligations of AGEI.

The Eldorado Property consists of one patented lode mining claim (20 acres) named Eldorado situated in Battle Mountain, Lander County, Nevada, USA.

On February 26, 2021, the Company entered into an option agreement with WBN Prospecting Group to acquire a 100% interest in the York Harbour Property ("York Harbour" or the "Property"), The Company made a cash payment of $95,000 and issued 1,485,557 shares of the Company as part of this transaction.

The York Harbour Property consists of five mineral licences and 156 mineral claims totalling 3,900 hectares. The property is located 27km west of the city of Corner Brook, Newfoundland, Canada.

(Expressed in Canadian dollars)

5. Mineral Rights (Cont'd)

The cumulative costs incurred and capitalized on the Company's mineral rights are as follows:

	York Harbour Property (Newfoundland, Canada)	Phoenix Gold Properties (Nevada, USA)	Total
Balance as at January 31, 2020	**$ -**	**$ 1**	**$ 1**
Additional during the year	-	-	-
Balance as at January 31, 2021	**-**	**1**	**1**
Additional during the year	3,282,624	-	3,282,624
Balance as at January 31, 2022	**$ 3,282,624**	**$ 1**	**$ 3,282,625**

All exploration and evaluation expenditures related to York Harbour Property have been capitalized in mineral rights whereas all exploration and evaluation expenditures related to Phoenix Gold Properties have been expensed in exploration expense during the year ended January 31, 2022.

6. Accounts Payable and Accrued Liabilities

Accounts payable and accrued liabilities are comprised of the followings:

	January 31, 2022	January 31, 2021
Trade payables	$ 792,611	$ 140,781
Accrued liabilities	23,622	5,622
Balance	$ 816,233	$ 146,403

7. Advances from Related Party

As of January 31, 2022, the Company had advances from an officer and director of the Company, in the amount of $nil (2021 - $10,816). The advances are non-interest bearing, unsecured, and have no fixed term of repayment.

(Expressed in Canadian dollars)

8. Share Capital

a) *Authorized*
Unlimited number of common shares.

IFRS 2 recommends that an entity shall measure any equity-settled share-based payment transactions directly at the fair value of the goods or services received. The Company issued warrants and options as part of the private placements and compensation payments to agents and brokers. The Company determined that the fair value of services received is not reliably measurable because the warrants attached to these transactions are not from the result of any services purchased by the Company. Also, fair value of services from agents and brokers are not reliably determinable because there is no similar open market for the services they provide, and the compensation is not based on a fixed market rate, but rather subject to negotiation by management. Lastly, it is common for exploration stage companies to provide share-based compensation as part of its equity and debt transactions in addition to a cash component. As such management determined that the fair value of warrants rather than the fair value of services received should be used to determine the fair value of share-based transactions.

b) *Issued and outstanding*
Issued common shares are as follows:

	Number of shares	Amount
Balance – January 31, 2020	**5,038,986**	**$ 1,904,350**
Private placement (i)	4,000,000	200,000
Shares issued for debt settlements (ii)	18,346,780	917,339
Private placement (iii)	7,000,000	1,400,000
Warrants valuation – subscription warrants (iii)	-	(393,050)
Share issue cost (iii)	-	(6,000)
Balance – January 31, 2021	**34,385,766**	**$ 4,022,639**
Shares issued for acquisition of mineral property (iv)	1,485,557	579,367
Private placement (v)	2,500,000	1,000,000
Warrants valuation – subscription warrants (v)	-	(438,750)
Private placement (vi)	1,075,000	301,000
Warrants valuation – subscription warrants (vi)	-	(136,203)
Private placement (vii)	3,000,000	1,200,000
Warrants valuation – subscription warrants (vii)	-	(344,550)
Share issue cost (vii)	-	(25,800)
Private placement (viii)	4,644,000	2,322,000
Warrants valuation – subscription warrants (viii)	-	(477,171)
Share issue cost (viii)	-	(46,020)

(Expressed in Canadian dollars)

8. Share Capital (Cont'd)

b) *Issued and outstanding (Cont'd)*

Private placement (ix)	700,000	350,000
Warrants valuation – subscription warrants (ix)	-	(68,600)
Shares issued on exercise of warrants (x)	1,050,000	642,916
Balance – January 31, 2022	**48,840,323**	**$ 8,880,828**

(iii) On July 31, 2020, the Company issued 4,000,000 common shares of the Company at a price of $0.05 per common share for gross proceeds of $200,000.

(iv) On August 18, 2020, the Company issued 18,346,780 common shares of the Company at a price of $0.05 per common share to settle $917,339 in advances and payables to the companies controlled by officers and director of the Company.

(v) On December 18, 2020, the Company issued 7,000,000 units of the Company at a price of $0.20 per unit for gross proceeds of $1,400,000. Each unit is comprised of one common share and one-half common share purchase warrants of the Company. Each whole warrant is exercisable at a price of $0.50 per share if exercised within the first 12 months, and at $0.75 per share after 12 months but within 24 months following the closing date. The Company incurred finders' fees of $6,000 related to the financing.

(vi) On February 26, 2021, the Company issued 1,485,557 shares of the Company at a deemed price of $0.39 per share as of part of the acquisition of a 100% interest in the York Harbour Property.

(vii) On March 31, 2021, the Company issued 2,500,000 units of the Company at a price of $0.40 per unit for gross proceeds of $1,000,000. Each unit is comprised of one common share and one full warrant of the Company. Each warrant is exercisable at a price of $0.60 per share for the 24 months from the date of issuance.

(viii) On August 17, 2021, the Company issued 1,075,000 units of the Company at a price of $0.28 per unit for gross proceeds of $301,000. Each unit is comprised of one common share and one full warrant of the Company. Each warrant is exercisable at a price of $0.40 per share for the 36 months from the date of issuance. The shares contained in these units are qualified as "flow through shares" as defined in subsection 66(15) of the Income Tax Act (Canada). An amount equal to the gross proceeds allocated to the sale of shares will be used for expenditures which qualify as Canadian exploration expenses ("CCE") and "flow through mining expenditures" (within the meaning of the Income Tax Act (Canada)).

8. Share Capital (Cont'd)

b) *Issued and outstanding (Cont'd)*

(ix) On November 30, 2021, the Company issued 3,000,000 units of the Company at a price of $0.40 per unit. Each unit is comprised of one common share and one-half common share purchase warrants of the Company. Each whole warrant is exercisable at a price of $0.60 per share for the 24 months from the date of issuance. The Company incurred finders' fees of $25,800 related to the financing.

(x) On November 30, 2021, the Company issued 4,644,000 units of the Company at a price of $0.50 per unit for gross proceeds of $2,322,000. Each unit is comprised of one common share and one-half common share purchase warrants of the Company. Each whole warrant is exercisable at a price of $0.75 per share if exercised within the first 12 months, and at $1.00 per share after 12 months but within 24 months following the closing date. The Company incurred finders' fees of $46,020 related to the financing. The shares contained in these units are qualified as "flow through shares" as defined in subsection 66(15) of the Income Tax Act (Canada). An amount equal to the gross proceeds allocated to the sale of shares will be used for expenditures which qualify as Canadian exploration expenses ("CCE") and "flow through mining expenditures" (within the meaning of the Income Tax Act (Canada)).

(xi) On December 21, 2021, the Company issued 700,000 units of the Company at a price of $0.50 per unit for gross proceeds of $350,000. Each unit is comprised of one common share and one-half common share purchase warrants of the Company. Each whole warrant is exercisable at a price of $0.75 per share if exercised within the first 12 months, and at $1.00 per share after 12 months but within 24 months following the closing date. The Company incurred finders' fees of $46,020 related to the financing. The shares contained in these units are qualified as "flow through shares" as defined in subsection 66(15) of the Income Tax Act (Canada). An amount equal to the gross proceeds allocated to the sale of shares will be used for expenditures which qualify as Canadian exploration expenses ("CCE") and "flow through mining expenditures" (within the meaning of the Income Tax Act (Canada)).

(xii) During the year ended January 31, 2022, a total of 1,050,000 warrants originally issued on December 18, 2020 were exercised at a price of $0.50 per common share for total proceeds of $525,000. The previously recognized value of warrants of $117,916 was reclassified from warrants reserve to share capital.

(Expressed in Canadian dollars)

8. Share Capital (Cont'd)

c) *Warrants Reserve*

The following is a summary of the changes in the Company's warrants during the periods:

	Exercise price	Number	Amount
Balance – January 31, 2020	**$ -**	**-**	**$ -**
Subscription warrants issued on December 18, 2020 (i)	$0.50 - $0.75	3,500,000	393,050
Balance – January 31, 2021		**3,500,000**	**$ 393,050**
Subscription warrants issued on March 31, 2021 (ii)	$0.60	2,500,000	438,750
Subscription warrants issued on August 17, 2021 (iii)	$0.40	1,075,000	136,203
Subscription warrants issued on November 30, 2021 (iv)	$0.60	1,500,000	344,550
Subscription warrants issued on November 30, 2021 (v)	$0.75 - $1.00	2,322,000	477,171
Subscription warrants issued on December 21, 2021 (vi)	$0.75 - $1.00	350,000	68,600
Warrants exercised (vii)	$0.50	(1,050,000)	(117,916)
Balance – January 31, 2022		**10,197,000**	**$ 1,740,408**

The fair value of warrants have been estimated using the Black-Scholes option pricing model with the following assumptions:

(i) expected dividend yield – 0%; expected volatility – 214% to 276%; risk-free interest rate – 0.24%; expected life – 2 years.

(ii) expected dividend yield – 0%; expected volatility – 209%; risk-free interest rate – 0.22%; expected life – 2 years.

(iii) expected dividend yield – 0%; expected volatility – 184%; risk-free interest rate – 0.55%; expected life – 3 years.

(iv) expected dividend yield – 0%; expected volatility – 210%; risk-free interest rate – 0.98%; expected life – 2 years.

(v) expected dividend yield – 0%; expected volatility – 120% to 210%; risk-free interest rate – 0.98%; expected life – 2 years.

(vi) expected dividend yield – 0%; expected volatility – 112% to 210%; risk-free interest rate – 0.98%; expected life – 2 years.

(vii) During the year ended January 31, 2022, a total of 1,050,000 warrants originally issued on December 18, 2020 were exercised at a price of $0.50 per common share for total proceeds of $525,000. The previously recognized value of warrants of $117,916 was reclassified from warrants reserve to share capital.

(Expressed in Canadian dollars)

8. Share Capital (Cont'd)

c) *Warrants Reserve (Cont'd)*

The following table summarized information about the Company's warrants outstanding as at January 31, 2022:

Grant Date	Expiration Date	Exercise Price	Warrants outstanding at January 31, 2022
December 18, 2020	December 18, 2022	$0.75	2,450,000
March 31, 2021	March 31, 2023	$0.60	2,500,000
August 17, 2021	August 17, 2024	$0.40	1,075,000
November 30, 2021	November 30, 2023	$0.60	1,500,000
November 30, 2021	November 30, 2023	$0.75 - $1.00	2,322,000
December 21, 2021	December 21, 2023	$0.75 - $1.00	350,000
			10,197,000

d) *Stock options and share-based payment*

As at January 31, 2022, the Company had 3,000,000 stock options outstanding (January 31, 2021 – nil). The following table summarizes information about stock options outstanding as at January 31, 2022.

	Number	Weighted average exercise price
Balance – January 31, 2021	-	$ -
Stock options issued to consultants and contractors on September 7, 2021(i)	3,000,000	0.55
Balance – January 31, 2022	**3,000,000**	**$ 0.55**

(i) The assumptions utilized in determining the value of the 3,000,000 stock options was a share price of $0.52, an exercise price of $0.55, a risk free interest rate of 0.40%, volatility of 208%, expected yield of nil, and an expected life of 2 years. The estimated fair value of the 3,000,000 options issued was $1,333,200, which were fully vested. These options expire on September 6, 2023.

(Expressed in Canadian dollars)

9. Commitments and Contractual Arrangements

As at January 31, 2022, the Company had the following contractual arrangements and commitments in place for the provision of certain services:

a) As part of the letter of agreement entered into with AGEI and Matlack on July 9, 2013 and as amended on October 29, 2013, December 16, 2013, January 21, 2014, and February 21, 2014 for the acquisition of certain patented mineral claims in Nevada, comprised of the Eldorado Property, the Plumas Property (collectively, the "Phoenix Gold Properties"), the Company has the following commitment:

   (i) As part of the lease of the Plumas Property described in note 5, the Company is required to make annual payments of $44,517 (US$35,000) on each anniversary date of April 23, 2014 for a period of 20 years. Future minimum lease payments are as follows:

2022	$ 44,517
2023	44,517
2024	44,517
2025	44,517
2026	44,517
Thereafter	623,238
Total	$ 845,823

The Company is currently in default of the Plumas Lease for failure to pay the 2016, 2017, 2018, 2019, 2020, and 2021 payment amounts under the terms of the lease and if the Company remains in default, Matlack may terminate the lease resulting in a loss of a 50% leasehold interest in the Plumas Property. In April 2021, the Company made a payment of $62,875 (US$50,000) to Matlack to settle 2015 Plumas Lease plus accrued financing charges which is recorded in exploration expenses during the year. The Company is currently in negotiation with Matlack for the remaining balance and the terms of the lease.

b) On February 19, 2021, the Company signed an agreement with Wallace Hill Partners ("Wallace Hill") for investor relations services, including financial publishing and digital marketing services to improve the profile and market awareness of the Company. On December 30, 2020, the Company made an advance payment of $350,000 to Wallace Hill. The intent was to engage Wallace Hill for a term of 24 months, commencing on March 15, 2021, as confirmed in the agreement signed on February 19, 2021. However, the Company terminated the agreement in October 2021 as it was unable to receive approval of the TSX Venture Exchange. As a result, the Company reclassified $247,917 from prepaid expense to other receivables for the balance of the cancelled term and has been seeking reimbursement of the balance from Wallace Hill. On January 31, 2022, the Company has determined that it is not likely that the amount will be recovered, therefore recognizing an impairment loss of $247,917.

9. Commitments and Contractual Arrangements (Cont'd)

c) On February 19, 2021, the Company engaged Gold Standard Media LLC ("Gold Standard") for investor relations services. The Company paid $441,105 (US$350,000) to Gold Standard in advance for a service term of 24 months commencing on March 15, 2021.

d) On March 29, 2021, the Company retained Integral Wealth Securities Ltd. (" Integral") to provide market-making services in accordance with the policies of the TSX Venture Exchange. In consideration of the services provided by Integral, the Company will pay integral a monthly fee of $5,500, plus any reasonable costs and expenses it incurs in connection with the services provided. The Company has retained Integral for an initial three months term and thereafter may be terminated by the Company upon 30 days' written notice.

e) On April 12, 2021, the Company signed a Letter of Intent (LOI) with ENE-MIN Development Corp. for an exclusive option to acquire up to 75% interest in the LiBeGa Lithium Project, comprising adjoining perimeters (concessions or mineral claims) covering a total of 27km^2 in Sibiu County, Romania. Pursuant to the LOI, the Company paid a refundable $250,000 good faith due diligence deposit and has initiated an exclusive comprehensive confidential evaluation of the project.

f) On November 3, 2021, the Company granted an aggregate of 2,417,003 restricted share units (the "RSUs") to its directors, officers and consultants pursuant to the Company's RSU plan. Each vested RSU will entitle the holder to receive a common share of the Company. The RSUs are expected to be issued by the Company in late 2022.

10. Capital Management

As at January 31, 2022, the capital structure of the Company consists of equity attributable to common shareholders and includes share capital of $8,880,828 (2021 - $4,022,639), warrants reserve of $1,740,408 (2021 - $393,050), share-based payment reserve of $1,333,200 (2021 - $nil) and deficit of $5,969,056 (2021 - $3,400,826).

The Company's objective when managing capital structure is to ensure sufficient financial resources exist to meet the Company's strategic exploration and business development objectives, and to ensure that the Company continues as a going concern.

11. Segmented Information

The Company operates in one reportable segment. Segments are defined as components for which separate financial information is available and is regularly evaluated by the chief operating decision maker.

(Expressed in Canadian dollars)

12. Related Party Transactions

The Company considers its Board of Directors and certain consultants which, by virtue of the contracts in place and the functions performed, to be key management. Compensation awarded to key management is listed below:

	Year ended January 31, 2022	Year ended January 31, 2021
Management and consulting fees	$ 86,500	$ 62,500
Total	$ 86,500	$ 62,500

For the year ended January 31, 2022, the Company paid or accrued management fees of $31,500 (2021 - $40,000) to a company controlled by an officer of the Company, and management and consulting fees of $55,000 (2021 - $22,500) to an officer and director of the Company.

Accounts payable and accrued liabilities consists of $nil (January 31, 2021 - $2,692) owing to a company controlled by an officer of the Company, and $3,802 (January 31, 2021 - $nil) owing to a company controlled by an officer and director of the Company.

On August 18, 2020, the Company issued 3,750,000 shares at a deemed price of $0.05 per share to settle $233,288 in accounts payable owing to a company controlled by an officer of the Company. The Company recognized a gain on debt settlement of $45,788 on this transaction.

On August 18, 2020, the Company issued a total of 14,596,780 shares at a deemed price of $0.05 per share to settle $359,839 in advances from a company controlled by an officer and director of the Company, and $370,000 in accounts payable owing to an officer and director of the Company.

These transactions are in the normal course of operations and at the exchange amount agreed to by the related parties.

13. Income Taxes and Deferred Income Tax

In assessing the realization of the Company's deferred income tax assets, management considers whether it is probable that some portion or all of the deferred income tax assets will be realized. The ultimate realization of deferred tax assets is dependent upon the generation of taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred income tax liabilities, projected future taxable income, and tax planning strategies in making this assessment.

The amount of deferred income tax assets considered realizable could change materially in the near term based on future taxable income generated during the carry-forward period.

(Expressed in Canadian dollars)

13. Income Taxes and Deferred Income Tax (Cont'd)

a) Deferred income tax assets and liabilities

No deferred tax asset has been recognized as the Company is reflecting uncertainties associated with realization of all deferred income tax assets.

The significant components of the Company's deferred tax assets are as follows:

	January 31, 2022	January 31, 2021
Non-capital losses carried forward	$ 1,000,601	$ 753,500
Financing fees deductible in future periods	-	-
Exploration and development expenses	1,130,091	246,704
Deferred tax assets not recognized	(2,130,692)	(1,000,204)
Deferred income tax assets	$ -	$ -

b) Losses

As at January 31, 2022, the Company can carry forward Canadian non-capital losses to reduce taxable income in future years of approximately $3,775,853 expiring as follows:

Year 2032	$ 31,000
Year 2033	$ 68,000
Year 2035	$ 719,000
Year 2036	$ 664,000
Year 2037	$ 363,000
Year 2038	$ 212,000
Year 2039	$ 190,000
Year 2040	$ 410,000
Year 2041	$ 133,740
Year 2042	$ 985,113

c) Income tax reconciliation

	January 31, 2022	January 31, 2021
Income tax (expense) recovery at 27% statutory rate (2021 – 27%)	$ 693,000	$ 21,000
Expenses not deductible for tax purposes	-	-
Temporary differences	(419,526)	(15,000)
Tax losses for which no deferred tax asset was recognized	(273,474)	(6,000)
Deferred income tax assets	$ -	$ -

14. Financial Instruments

IFRS 7 establishes a fair value hierarchy that reflects significance of inputs in measuring fair value as follows:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;
Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. process) or indirectly (i.e. derived from process); and
Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company's financial assets and liabilities at fair value through profit or loss, consisting of cash, is classified as level 1.

The Company examines the various financial instrument risks to which it is exposed and assesses the impact and likelihood of those risks.

Fair value
As at January 31, 2022, the Company's financial instruments consist of cash, other receivables, prepaid expenses, refundable deposit, accounts payable and accrued liabilities.. These financial instruments are classified as other financial liabilities and are carried at amortized cost. The fair values of these financial instruments approximate their carrying values due to the short-term nature of these instruments.

Liquidity risk
Liquidity risk is the risk that the Company is unable to meet its financial obligations as they fall due. The Company takes steps to ensure that it has sufficient working capital and available sources of financing to meet future cash requirements for capital programs and operations.

The Company intends to issue equity to ensure the Company has sufficient access to cash to meet current and foreseeable financial requirements. The Company actively monitors its liquidity to ensure that its cash flows and working capital are adequate to support its financial obligations and the Company's capital programs.

Credit risk
Credit risk is the risk of loss if counterparties do not fulfill their contractual obligations. The Company has credit risk with its other receivables and prepaid expenses, but it is considered to be minimal. There is no allowance for doubtful accounts recorded as at January 31, 2022.

14. Financial Instruments (Cont'd)

Market risk
Market risk is the risk of loss that may arise from changes in market factors such as interest rates, commodity and equity prices.

(i) Interest rate risk
The Company is not exposed to the risk that the value of financial instruments will change due to movement in market interest rates.

(ii) Currency risk
Currency risk is the risk to the Company's earnings that arises from fluctuations of foreign exchange rates and the degree of volatility of these rates. The Company does not use derivative instruments to reduce its exposure to foreign currency risk. The Company has a portion of its cash and accounts payable and accrued liabilities in US Dollars and Australian Dollars.

For the year ended January 31, 2022, a 5% increase or decrease on an annualized basis in the value of a Canadian Dollar in relation to the US Dollar and Australian Dollar would have resulted in a $3,316 (2021 - $18,712) and $936 (2021 - $1,021) increase or decrease in foreign exchange gain or loss, for respective foreign currencies.

(iii) Commodity price risk
The Company is exposed to price risk with respect to commodity and equity prices. 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. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices, particularly as they relate to base metals, individual equity movements, and the stock market in general to determine the appropriate course of action to be taken by the Company.

15. Subsequent Events

a) Effective February 10, 2022, the Company changed its name from Phoenix Gold Resources Corp. to York Harbour Metals Inc. and resumed on the TSX Venture Exchange with the trading symbol "YORK".

b) Effective February 25, 2022, the Company's USA's ticker symbol PGRCF has been updated to "YORKF".

c) On May 11, 2022, the Company announced that it has successfully completed the earn-in to acquire 100% interest of the York Harbour Project by completing all conditions in the option agreement that it entered into on February 26, 2021.

15. Subsequent Events (Cont'd)

d) On May 12, 2022, the Company announced that it has signed an agreement to reduce the existing 2% Net Smelter Royalty ("NSR") for its York Harbour Project down to 0.5% NSR by purchasing 1.5% NSR. Grassroots Prospecting & Prospect Generation Inc. ("Grassroots"), United Gold Inc. ("UGI"), and G2B Gold Inc. ("G2B") (Grassroots, UGI and G2B are collectively, the "Vendors") have agreed to a buyout of 1.5% NSR (the "NSR Buyout") for $1,500,000 settled by issuance of 1,500,000 common shares in the share capital of the Company at a price of $1.00 per share (the "Compensation Shares"), subject to approval of the TSX Venture Exchange.

The 1,500,000 Compensation Shares issued by the Company will be restricted and gradually released over a 24-month period, with 25% being released every 6 months following the closing date of this transaction. The Compensation Shares will also be subject to a four month hold form the date of issuance in accordance with applicable securities laws and the policies of the TSX Venture Exchange.

e) Subsequent to January 31, 2022, a total of 1,127,500 share purchase warrants of the Company were exercised.

f) On May 30, 2022, the company announced that it has entered into an agreement with Research Capital Corporation and Red Cloud Securities Inc. as joint bookrunners, together with Haywood Securities Inc. as co-lead agents, on behalf of a syndicate of agents (collectively, the "Agents"), in connection with a best efforts, private placement offering (the "Offering") for an aggregate gross proceeds of up to $6,600,000 in a combination of:

a. Units of the Company (the "Units") at a price of $1.00 per Unit. Each Unit will consist of one common share in the capital of the Company (a "Common Share") and one-half of one Common Share purchase warrant (each whole warrant, a "Warrant");

b. Flow-through Units of the Company (the "FT Units") at a price of $1.20 per FT Unit. Each FT Unit will consist of one Common Share that will qualify as "flow-through shares" within the meaning of subsection 66(15) of the *Income Tax Act* (Canada) (the "*Tax Act*") and one-half of one Warrant; and

c. Flow-through units of the Company to be sold to charitable purchasers (the "Charity FT Units") at a price of $1.50 per Charity FT Unit. Each Charity FT Unit will consist of one Common Share that will qualify as "flow-through shares" within the meaning of subsection 66(15) of the *Tax Act* that will be issued as part of a charity arrangement and one-half of one Warrant.

Each Warrant shall entitle the holder thereof to purchase one Common Share (a "Warrant Share") at an exercise price of $1.50 per Warrant Share at any time up to 24 months following the Closing.

15. Subsequent Events (Cont'd)

The Agents will have an option (the "Agents' Option") to offer for sale up to an additional 15% of the number of Units, FT Units and Charity FT Units sold in the offering, which Agents' Option is exercisable, in whole or in part, at any time up to 48 hours prior to the closing of the Offering.

In connection with the Offering, the Agents will receive an aggregate cash fee equal to 6% of the gross proceeds from the Offering, including in respect of any exercise of the Agents' Option, subject to a reduction for certain purchasers on a "president's list". In addition, the Company will grant the Agents, on date of Closing, non-transferable compensation warrants (the "Compensation Warrants") equal to 6% of the total number of units, FT Units and Charity FT Units sold under the offering, including in respect of any exercise of the Agents' Option, subject to a reduction for certain purchasers on a "president's list". Each Compensation Warrant will entitle the holder thereof to purchase one Unit at an exercise price of $1.00 per Unit for a period of 24 months following the Closing.

Completion of the Offering is subject to final approval of the TSX Venture Exchange. All securities issued pursuant to the Offering will be subject to a statutory hold period expiring four months and a day from the date of distribution.

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

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

In preparing the 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 Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 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 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 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 determined those matters that were of most significance in the audits of the consolidated financial statements of the current period and are therefore the key audit matters. We described 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 benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Nick Miseros.

MS Partners LLP

Toronto, Ontario
May 30, 2023

MS Partners LLP
Licensed Public Accountants

York Harbour Metals Inc.
(An exploration stage company)
(Formerly Phoenix Gold Resources Corp.)
Consolidated Statements of Financial Position
(Expressed in Canadian dollars)

		January 31, 2023		January 31, 2022
ASSETS				
Current Assets				
Cash	$	4,512,513	$	2,467,439
Other receivables		1,239,805		388,735
Prepaid expenses (note 4)		255,954		412,814
Refundable deposit (note 8(d))		250,000		250,000
Total Current Assets		6,258,272		3,518,988
Non-Current Assets				
Mineral Rights (note 5 and 6)		12,639,876		3,282,625
Total Assets	$	18,898,148	$	6,801,613
LIABILITIES				
Current Liabilities				
Accounts payable and accrued liabilities	$	506,497	$	816,233
Total Liabilities	$	506,497	$	816,233
SHAREHOLDERS' EQUITY				
Share Capital (note 7)	$	22,604,382	$	8,880,828
Warrants Reserve (note 7)		4,998,443		1,740,408
Share-based Payment Reserve (note 7)		1,333,200		1,333,200
Accumulated Deficit		(10,544,374)		(5,969,056)
Total Shareholders' Equity		18,391,651		5,985,380
Total Liabilities and Shareholders' Equity	$	18,898,148	$	6,801,613

Going Concern (Note 2)
Commitments and Contractual Arrangements (Note 8)
Subsequent Events (Note 14)

APPROVED ON BEHALF OF THE BOARD OF DIRECTORS:

"Roger Baer"
Director

"Andrew Lee"
Director

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

York Harbour Metals Inc.
(An exploration stage company)
(Formerly Phoenix Gold Resources Corp.)
Consolidated Statements of Loss and Comprehensive Loss
(Expressed in Canadian dollars)

		Year ended January 31, 2023		Year ended January 31, 2022
Revenue	**$**	**-**	**$**	**-**
Expenses				
Stock-based compensation		1,377,692		1,333,200
Consulting fees		977,098		280,166
Investor relations		717,661		332,644
Management fees (note 11)		466,500		86,500
Exploration		299,546		68,150
Professional fees		296,105		102,159
Travel		173,249		8,856
Office and administration		114,600		55,059
Filing fees		69,178		48,828
Foreign exchange loss		10,459		5,298
Loss before the undernoted	**$**	**4,502,088**	**$**	**2,320,860**
Other loss (income)				
Interest expense (income)		(101,365)		(547)
Impairment of other receivables (note 8(b))		174,595		247,917
Net Loss and Comprehensive Loss	**$**	**4,575,318**	**$**	**2,568,230**
Weighted Average Number of Shares Outstanding (Note 7)		56,907,304		39,793,739
Loss per Share - Basic and Diluted	$	(0.08)	$	(0.06)

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

York Harbour Metals Inc.
(An exploration stage company)
(Formerly Phoenix Gold Resources Corp.)
Consolidated Statements of Changes in Shareholders' Equity
(Expressed in Canadian dollars)

	Number of Shares note 7(b)	Common Shares	Warrants Reserve	Share-based Payment Reserve	Accumulated Deficit	Shareholders' Equity (Deficiency)
Balance – January 31, 2021	**34,385,766**	**$ 4,022,639**	**$ 393,050**	**$ -**	**$ (3,400,826)**	**$ 1,014,863**
Shares issued for acquisition of mineral property	1,485,557	579,367	-	-	-	579,367
Private placements	2,500,000	1,000,000	-	-	-	1,000,000
Warrants valuation – subscription warrants	-	(438,750)	438,750	-	-	-
Private placements	1,075,000	301,000	-	-	-	301,000
Warrants valuation – subscription warrants	-	(136,203)	136,203	-	-	-
Stock-based compensation	-	-	-	1,333,200	-	1,333,200
Private placements	3,000,000	1,200,000	-	-	-	1,200,000
Warrants valuation – Subscription warrants	-	(344,550)	344,550	-	-	-
Share issue cost – in cash	-	(25,800)	-	-	-	(25,800)
Private placements	4,644,000	2,322,000	-	-	-	2,322,000
Warrants valuation – Subscription warrants	-	(477,171)	477,171	-	-	-
Share issue cost – in cash	-	(46,020)	-	-	-	(46,020)
Private placements	700,000	350,000	-	-	-	350,000
Warrants valuation – Subscription warrants	-	(68,600)	68,600	-	-	-
Shares issued on exercise of warrants	1,050,000	642,916	(117,916)	-	-	525,000
Loss for the year	-	-	-	-	(2,568,230)	(2,568,230)
Balance – January 31, 2022	**48,840,323**	**$ 8,880,828**	**$ 1,740,408**	**$ 1,333,200**	**$ (5,969,056)**	**$ 5,985,380**
Shares issued on exercise of warrants	1,177,500	1,057,947	(210,447)	-	-	847,500
Shares issued for royalty buyout	1,500,000	1,500,000	-	-	-	1,500,000
Private placements	9,512,828	11,460,274	-	-	-	11,460,274
Warrants valuation – subscription warrants	-	(3,211,854)	3,211,854	-	-	-
Share issue cost – in cash		(703,877)	-	-	-	(703,877)
Share issue cost – agent's and broker's warrants	-	(486,843)	486,843	-	-	-
Restricted share units (RSUs) issued	2,417,003	1,377,692	-	-	-	1,377,692
Subscription warrants expired	-	230,215	(230,215)	-	-	-
Shares issued for acquisition of Newbay	5,081,293	2,500,000	-	-	-	2,500,000
Loss for the year	-	-	-	-	(4,575,318)	(4,575,318)
Balance – January 31, 2023	**68,528,947**	**$ 22,604,382**	**$ 4,998,443**	**$ 1,333,200**	**$ (10,544,374)**	**$ 18,391,651**

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

York Harbour Metals Inc.
(An exploration stage company)
(Formerly Phoenix Gold Resources Corp.)
Consolidated Statements of Cash Flows
(Expressed in Canadian dollars)

		Year ended January 31, 2023		Year ended January 31, 2022
Cash provided by (used in):				
Operating Activities:				
Net loss for the year	$	(4,575,318)	$	(2,568,230)
Adjustments for non-cash items:				
Stock-based compensation (note 7(b))		1,377,692		1,333,200
Impairment of other receivables (note 8(b))		174,595		247,917
Changes in non-cash working capital items:				
Other receivables		(1,025,246)		(628,693)
Prepaid expense (note 4)		156,860		(62,814)
Refundable deposit (note 8(d))		-		(250,000)
Accounts payable and accrued liabilities		(329,640)		669,830
Net Cash Used in Operating Activities		(4,221,057)		(1,258,790)
Investing Activities:				
Acquisition of Newbay – cash consideration (note 6)		(100,000)		-
Cash acquired from acquisition of Newbay (note 6)		107,697		-
Additions in mineral rights		(5,345,463)		(2,703,257)
Net Cash Used in Investing Activities		(5,337,766)		(2,703,257)
Financing Activities:				
Issuance of common shares and warrants – net of issue costs		10,756,397		5,101,180
Issuance of common shares – exercise of warrants		847,500		525,000
Repayments to related party		-		(10,816)
Net Cash Provided by Financing Activities		11,603,897		5,615,364
Net changes in cash		2,045,074		1,653,317
Cash – beginning of year		2,467,439		814,122
Cash – end of year	$	4,512,513	$	2,467,439

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

1. Nature and Continuance of Operations

York Harbour Metals Inc. (the "Company") was incorporated under British Columbia's Business Corporations Act on May 2, 2011, under the name of Zuri Capital Corp. ("Zuri") which commenced trading on the TSX Venture Exchange as a Capital Pool Company on March 19, 2012. On April 23, 2014, Zuri was acquired by Phoenix Gold Resources Ltd. ("Phoenix") in a reverse takeover transaction and Zuri changed its name to Phoenix Gold Resources Corp. ("PXA"). Effective February 10, 2022, PXA changed its name to York Harbour Metals Inc. and resumed on the TSX Venture Exchange with the trading symbol "YORK". The Company's corporate address is Suite 1518 – 800 West Pender Street, Vancouver, British Columbia, Canada, V6C 2V6.

The Company is a TSX Venture Exchange ("Exchange") tier 2 listed mineral exploration and development company with its principal business focusing on the acquisition and exploration of the mineral rights.

2. Going Concern

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to a going concern, which assumes the Company will continue to meet its obligations and discharge its liabilities in the normal course of business for the foreseeable future. Different bases of measurement may be appropriate when a company is not expected to continue operations for the foreseeable future. As at January 31, 2023, the Company has an accumulated deficit of $10,544,374 (January 31, 2022 - $5,969,056) and incurred net losses of $4,575,318 (2022 - $2,568,230) for the year then ended and working capital of $5,751,775 (January 31, 2022 - $2,702,755). The Company has not yet achieved profitable operations and expects to incur further losses in the development of its business.

These conditions indicate the existence of a material uncertainty that raises substantial doubt about the Company's ability to continue as a going concern. The Company's expenditures on discretionary activities have some scope for flexibility in terms of amount and timing, which can be adjusted accordingly.

These consolidated financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and statement of financial position classifications that would be necessary should the going concern assumption be inappropriate, and those adjustments could be material.

3. Significant Accounting Policies

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements.

a) Statement of compliance with IFRS

These consolidated financial statements have been prepared using accounting policies in compliance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"). The policies applied in these consolidated financial statements are based on IFRS issued and outstanding as of May 30, 2023 the date the Board of Directors approved the consolidated financial statements for issue.

b) Basis of presentation

These consolidated financial statements have been prepared on a historical cost convention using the accrual basis of accounting except for cash flow information.

Presentation of the consolidated statement of financial position differentiates between current and non-current assets and liabilities. The consolidated statement of loss and comprehensive loss is prepared using the functional classification.

These consolidated financial statements include the accounts of York Harbour Metals Inc. and its wholly-owned subsidiaries, Phoenix, Phoenix USA, and Newbay. All intercompany transactions, balances, and unrealized gains and losses on intercompany transactions have been eliminated. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Company controls another entity. Where control of an entity is obtained during a financial period, its results are included in the consolidated statement of loss and comprehensive loss from the date on which control commences. Where control of an entity ceases during a financial period, its results are included for that part of the period during which control existed.

c) Functional currency translation

i) Functional and presentation currency

Items included in the financial statements of each consolidated entity are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Canadian dollars, which is the functional currency of the reporting parent, Phoenix, and Newbay. The functional currency of the reporting parent's subsidiary, Phoenix USA, is the United States dollar ("USD").

3. Significant Accounting Policies (Cont'd)

c) Functional currency translation (Cont'd)

The financial statements of entities that have a functional currency different from that of the reporting parent's operations are translated into Canadian dollars as follows: assets and liabilities – at the closing rate at the date of the consolidated statement of financial position, and income and expenses – at the average rate for the period (as this is considered a reasonable approximation to the actual rates). All resulting changes are recognized in other comprehensive income or loss as cumulative translation adjustments.

When an entity disposes of its entire interest in a foreign operation, or loses control, joint control, or significant influence over a foreign operation, the foreign currency gains or losses accumulated in other comprehensive income or loss related to the foreign operation are recognized in profit or loss. If an entity disposes of part of an interest in a foreign operation which remains a subsidiary, a proportionate amount of foreign currency gains or losses accumulated in other comprehensive income related to the subsidiary are reallocated between controlling and non-controlling interests.

ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Generally, foreign exchange gains and losses resulting from the settlement of foreign currency transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in currencies other than an operation's functional currency are recognized in the consolidated statement of loss and comprehensive loss.

d) Measurement uncertainty

The preparation of financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of the accounting policies to financial information presented. Actual results may differ from the estimates, assumptions and judgements made. Estimates and underlying assumptions are reviewed on an ongoing basis. Changes made to estimates are reflected in the period the changes are made.

Significant areas requiring the use of estimates and assumptions include accounts payable and accrued liabilities, valuation of share-based payment reserves, warrant reserves, valuation of short-term investments, valuation of mineral rights, and recoverability of deferred tax assets. By their nature, these estimates and assumptions are subject to measurement uncertainty, and the impact of changes in estimates in the financial statements of a future period could be material. These assumptions are reviewed periodically and, as adjustments become necessary, they are reported in loss in the periods in which they become known.

3. Significant Accounting Policies (Cont'd)

e) Significant accounting judgements

The critical judgements that the Company's management has made in the process of applying the Company's accounting policies, apart from those involving estimations (note 3(d)), that have the most significant effect on the amounts recognized in the Company's consolidated financial statements are related to the economic recoverability of the mineral rights, determining the smallest group of assets that generates independent cash flow, the interpretation and application of tax laws, the determination of functional currency for the Company and its subsidiaries, and the assumption that the Company will continue as a going concern.

f) Financial instruments

Financial assets

Initial recognition and measurement of financial assets
Non-derivative financial assets within the scope of IFRS 9 are classified and measured as "financial assets at fair value", as either fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL) as appropriate. The Company determines the classification of financial assets at the time of initial recognition based on the Company's business model and the contractual terms of the cash flows.

All financial assets are recognized initially at fair value plus, in the case of financial assets not at FVTPL, directly attributable transaction costs on the trade date at which the Company becomes a party to the contractual provisions of the instrument.

Financial assets with embedded derivatives are considered in their entirety when determining their classification at FVTPL or at amortized cost. Cash and other receivables are measured at amortized cost.

Subsequent measurement of financial assets at amortized cost
After initial recognition, financial assets measured at amortized cost are subsequently measured at the end of each reporting period at amortized cost using the Effective Interest Rate ("EIR") method. Amortized cost is calculated by taking into account any discount or premium on acquisition and any fees or costs that are an integral part of the EIR.

Subsequent measurement of financial assets at FVOCI
Financial assets measured at FVOCI are non-derivative financial assets that are not held for trading and the Company has made an irrevocable election at the time of initial recognition to measure the assets at FVOCI. The Company does not measure any financial assets at FVOCI.

3. Significant Accounting Policies (Cont'd)

f) Financial instruments (Cont'd)

After initial measurement, investments measured at FVOCI are subsequently measured at fair value with unrealized gains or losses recognized in other comprehensive income or loss in the consolidated statements of comprehensive loss. When the investment related to equity instruments is sold, the cumulative gain or loss remains in accumulated other comprehensive income or loss and is not reclassified to profit or loss. Dividends from such investments are recognized in other income in the consolidated statements of loss when the right to receive payments is established.

Derecognition of financial assets
A financial asset is derecognized when the contractual rights to the cash flows from the asset expire, or the Company no longer retains substantially all the risks and rewards of ownership.

Financial liabilities

Initial recognition and measurement of financial liabilities
The Company recognizes a financial liability when it becomes a party to the contractual provisions of the instrument. At initial recognition, the Company measures financial liabilities at their fair value plus transaction costs that are directly attributable to their issuance, with the exception of financial liabilities subsequently measured at fair value through profit or loss for which transaction costs are immediately recorded in profit or loss. Where an instrument contains both a liability and equity component, these components are recognized separately based on the substance of the instrument, with the liability component measured initially at fair value and the equity component assigned the residual amount after deducting from the fair value of the instrument as a whole the amount separately determined for the liability component. Accounts payable and accrued liabilities are measured at amortized cost.

Classification and subsequent measurement of financial liabilities
After initial recognition, all financial liabilities are measured at amortized cost using the effective interest rate method. Interest, gains and losses relating to a financial liability are recognized in profit or loss.

For disclosure purposes, all financial instruments measured at fair value are categorized into one of three hierarchy levels, described below. Each level is based on the transparency of the inputs used to measure the fair values of assets and liabilities:

- Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3 – inputs used in a valuation technique that are not based on observable market data in determining fair values of the instruments.

3. Significant Accounting Policies (Cont'd)

g) Impairment of financial assets

At each reporting date, the Company assesses whether there is objective evidence that a financial asset is impaired. If such evidence exists, the Company recognizes an impairment loss, as follows:

The loss is the difference between the amortized cost of the financial asset and the present value of the estimated future cash flows, discounted using the instrument's original effective interest rate. An impairment loss on an available for sale financial asset or fair value through profit or loss financial asset is calculated by reference to its fair value. The carrying amount of the asset is reduced by this amount either directly or indirectly through the use of an allowance account. The amount of the impairment is recognized in net loss.

Impairment losses on financial assets carried at amortized cost may be reversed in subsequent periods if the amount of the loss decreases and the decreases can be related objectively to an event occurring after the impairment was recognized. Financial assets measured at amortized cost and available for sale financial assets that are debt securities are reversed through profit and loss. For available for sale financial assets that are equity securities, the reversal is recognized in other comprehensive income.

h) Revenue recognition

Revenue will be recorded when consideration is received or receivable and will be recognized to the extent that it is probable that the economic benefits will flow to the Company and when the revenue can be reliably measured.

Interest income is recognized as it accrues.

i) Other Comprehensive income or loss

Other comprehensive income or loss is the change in equity of an enterprise during a period from transactions, events and circumstances other than those under the control of management and the owners. It includes all changes in equity during a period except those resulting from investments by owners and distributions to owners. The Company reports comprehensive loss in its statement of loss and other comprehensive loss and its statement of changes in deficiency.

3. Significant Accounting Policies (Cont'd)

j) Taxes

Tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in profit and loss except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive income.

Current tax

Current tax is the expected tax payable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax

Deferred taxes are calculated using the liability method on temporary differences between the carrying amounts of assets and liabilities and their tax bases. However, deferred tax is not recognized on the initial recognition of goodwill, on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction, and on temporary differences relating to investments in subsidiaries and jointly controlled entities where the reversal of these temporary differences can be controlled by the Company and it is probable that reversal will not occur in the foreseeable future.

Deferred tax assets and liabilities are measured, without discounting, at the tax rates that are expected to apply when the assets are recovered and the liabilities settled, based on tax rates that have been enacted or substantively enacted by the reporting date.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow the related tax benefit to be utilized.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to set off current tax assets against current tax liabilities, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realize the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities and assets are expected to be settled or recovered.

3. Significant Accounting Policies (Cont'd)

k) Non-monetary transactions

Transactions with no cash consideration are measured at the fair value of either the asset given up or the asset received, whichever is more reliably determinable.

l) Earnings (loss) per share

Basic earnings (loss) per share is calculated by dividing the net earnings (loss) available to common shareholders by the weighted average number of shares outstanding during the period. Diluted earnings per share reflects the potential dilution of securities that could share in earnings of an entity. In a loss year, potentially dilutive common shares are excluded from the loss per share calculations as the effect would be anti-dilutive.

m) Identifiable intangible assets

The Company is in the exploration stage and defers all expenditures related to its acquired mineral rights until such time as the property is put into commercial production, sold or abandoned. Under this method, the amounts reported represent costs incurred to date less amounts amortized and/or written off, and do not necessarily represent present or future values.

i) Pre-Exploration
Pre-exploration costs in areas where a legal right to explore has not been obtained are expensed as incurred.

ii) Exploration and evaluation expenditures
Exploration and evaluation ('E&E') costs incurred after the legal right to explore is obtained, but before technical feasibility and commercial viability of the project has been demonstrated are capitalized as E&E assets. These include the costs of acquiring the licenses and directly attributable general and administrative costs. All applicable costs are capitalized as either tangible or intangible E&E assets depending on the nature of the assets acquired. The costs are accumulated in cost centers by exploration area.

iii) Development and production costs
When technical feasibility and commercial viability of a property is established and the Company determines that it will proceed with development, all E&E costs attributable to that area are reclassified to construction in progress within property, plant and equipment or as intangible assets depending on the nature of the expenditure. If economically recoverable ore deposits are developed, the capitalized costs of the related property will be amortized using the unit-of-production method following the commencement of production.

3. Significant Accounting Policies (Cont'd)

n) Impairment of non-financial assets

Non-financial assets are reviewed for impairment if there is any indication that the carrying amount may not be recoverable. If any such indication is present, the recoverable amount of the asset is estimated in order to determine whether impairment exists. Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash-generating unit ("CGU") to which the asset belongs. Any intangible asset with an indefinite useful life is tested for impairment annually and whenever there is an indication that the asset may be impaired.

A CGU recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value, using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset or CGU is estimated to be less than its carrying amount, the carrying amount is reduced to the recoverable amount. Impairment is recognized immediately in profit or loss. Where an impairment subsequently reverses, the carrying amount is increased to the revised estimate of recoverable amount but only to the extent that this does not exceed the carrying value that would have been determined if no impairment had previously been recognized.

Industry specific indicators for an impairment review on mineral rights and capitalized exploration related expenditures arise typically when one of the following circumstances applies:

- Substantive expenditure on further exploration and evaluation activities is neither budgeted nor planned;
- Title to the asset is compromised;
- Adverse changes in variations in commodity prices and markets; and
- Variations in the exchange rate for the currency of operation.

o) Restoration, rehabilitation and environmental obligations

An obligation to incur restoration, rehabilitation and environmental costs arises when an environmental disturbance is caused by the exploration or development of a mineral property interest. Such costs arising from the decommissioning of plant, other site preparation work, and water and soil management, discounted to their net present value, are provided for and capitalized at the start of each project to the carrying amount of the asset, along with a corresponding liability as soon as the obligation to incur such costs arises. The timing of the actual rehabilitation expenditure is dependent on a number of factors such as the life and nature of the asset, the operation license conditions and, when applicable, the environment in which the mine operates.

3. Significant Accounting Policies (Cont'd)

o) Restoration, rehabilitation and environmental obligations (Cont'd)

Discount rates using a pre-tax rate that reflects the time value of money are used to calculate the net present value of the liability. These costs are charged against profit or loss over the economic life of the related assets, through amortization using either the unit-of-production or the straight-line method. The corresponding liability is progressively increased as the effect of discounting unwinds creating an expense in profit or loss.

Decommissioning costs are also adjusted for changes in estimates. Those adjustments are accounted for as a change in the corresponding capitalized cost, except where a reduction in costs is greater than the unamortized capitalized cost of the related assets, in which case the capitalized cost is reduced to nil and the remaining adjustment is recognized in profit or loss.

The operations of the Company may in the future be affected from time to time in varying degrees by changes in environmental regulations, including those for site restoration costs. Both the likelihood of new regulations and their overall effect upon the Company are not predictable.

The Company has no material restoration, rehabilitation or environmental obligations as at January 31, 2023.

p) Share-based payments

The Company from time to time may issue shares or options to its directors, officers, consultants and employees. The Company values share-based payments using the fair-value method of the services provided. For stock options issued to its directors, officers, consultants and employees where the value of the services provided cannot be determined or the options are provided for services already provided to the Company, the Company values stock-based compensation by reference to the fair value of the stock options issued, utilizing the Black-Scholes option pricing model. The estimated fair value is recognized over the applicable vesting period as stock-based compensation expense and an increase to share-based payment reserve.

Any consideration paid by employees on the exercise of stock options or purchase of stock is credited to share capital plus the amounts originally recorded as share-based payment reserve. An individual is classified as an employee when they are an employee for legal purposes, or primarily performing services similar to the services that would be provided by a legal employee.

3. Significant Accounting Policies (Cont'd)

q) New accounting standards and recent pronouncements

The standards and interpretations that are issued, but not yet effective, up to the date of authorization of these consolidated financial statements are disclosed below. Management anticipates that all of the pronouncements will be adopted in the Group's accounting policy for the first period beginning after the effective date of the pronouncement. Information on new standards, amendments and interpretations that are expected to be relevant to the Group's financial statements is provided below. Certain other new standards and interpretations have been issued but are not expected to have a material impact on the Company's consolidated financial statements.

IAS 1, Presentation of Financial Statements ("IAS 1") – Classification of Liabilities as Current or Non-current
In January 2020, the IASB issued amendments to IAS 1. The amendments aim to promote consistency in applying the requirements by helping companies determine whether, in the consolidated statements of financial position, debt and other liabilities with an uncertain settlement date should be classified as current (due or potentially due to be settled within one year) or non-current. The amendments include clarifying the classification requirements for debt a company might settle by converting it into equity. The amendments are effective for annual reporting periods beginning on or after January 1, 2024, with earlier application permitted. The Company has determined that adoption of these amendments has no significant effect on the Company's consolidated financial statements.

Amendments to IAS 1 and IFRS Practice Statement 2
In February 2021, the IASB issued amendments to IAS 1 and IFRS Practice Statement 2, Making materiality judgements, in which it provides guidance and examples to help entities apply materiality judgements to accounting policy disclosures. The amendments aim to help entities provide accounting policies disclosures that are more useful by replacing the requirement for entities to disclose "significant" accounting policies with a requirement to disclose their "material" accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting disclosures. The amendments to IAS 1 are applicable for annual periods beginning on or after January 1, 2023 with earlier application permitted. Since the amendments to IFRS Practice Statement 2 provide non-mandatory guidance on the application of the definition of material to accounting policy information, an effective date for these amendments is not necessary. The amendments are not expected to have a material impact on the Company's consolidated financial statements.

(Expressed in Canadian dollars)

3. Significant Accounting Policies (Cont'd)

q) New accounting standards and recent pronouncements (Cont'd)

IAS 8, Accounting Policies, Change in Accounting Estimates and Errors ("IAS 8") – Definition of Accounting Estimates

In February 2021, the IASB issued amendments to IAS 8. The amendment will require the disclosure of material accounting policy information rather than disclosing significant accounting policies and clarifies how to distinguish changes in accounting policies from changes in accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". The amendment provides clarification to help entities to distinguish between accounting policies and accounting estimates. The amendments are effective for annual periods beginning on or after January 1, 2023. The Company has determined that adoption of these amendments has no significant effect on the Company's consolidated financial statements.

IAS 12, Income Taxes ("IAS 12") – Deferred Tax related to Assets and Liabilities Arising from a Single Transaction

In May 2021, the IASB issued amendments to IAS 12. The amendment narrows the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal taxable and deductible temporary differences. As a result, companies will need to recognize a deferred tax asset and deferred tax liability for temporary differences arising on initial recognition of transactions such as leases and decommissioning obligations. The amendments are effective for annual reporting periods beginning on or after January 1, 2023 and are to be applied retrospectively. The Company has determined that adoption of these amendments has no significant effect on the Company's consolidated financial statements.

4. Prepaid Expenses

Prepaid expenses are comprised of the followings:

	January 31, 2023	January 31, 2022
Deposit made to a drilling contractor	$ 200,000	$ 104,199
Balance remaining for investor relations services (i)	-	248,115
Balance remaining for investor relations services (ii)	10,643	-
Deposits/prepayments made to consultants	39,208	60,500
Prepaid insurance	6,103	-
Balance	$ 255,954	$ 412,814

4. Prepaid Expenses (Cont'd)

(i) Balance remaining for an advance payment of $441,105 (US$350,000) made to Gold Standard Media LLC for investor relations services for a service term of 24 months starting from March 15, 2021. On June 7, 2022, the Company terminated its engagement of Gold Standard as an investor relations services provider and reclassified $174,595, the balance of the cancelled term, to other receivables. During the year ended January 31, 2023, the Company has determined that it is not likely that the amount will be recovered, therefore recognizing an impairment loss of $174,595 (also see note 8(b)).

(ii) Balance remaining for an advance payment of $127,760 (US$100,000) made to GRA Enterprises LLC for investor relations services for a service term of 12 months starting from March 11, 2022 (also see note 8(e)).

5. Mineral Rights

a) York Harbour Property

On February 26, 2021, the Company entered into an option agreement with WBN Prospecting Group to acquire a 100% interest in the York Harbour Property. The Company made a cash payment of $95,000 and issued 1,485,557 shares of the Company as part of this transaction. On May 11, 2022, the Company has successfully completed the earn-in to acquire 100% interest of the York Harbour Property by completing all conditions of the option agreement. On May 12, 2022, the Company signed an agreement to reduce the existing 2% Net Smelter Royalty ("NSR") for York Harbour Property down to a 0.5% NSR by purchasing 1.5% of the negotiated NSR for $1,500,000 settled by issuance of 1,500,000 common shares in the share capital of the Company at a price of $1 per share.

On July 28, 2022, the Company acquired Gregory River Property situated on the northern coast of the Bay of islands, approximately 22 km due north of the Company's York Harbour Property or 36 km northwest of the City of Corner Brook in Western Newfoundland.

The Gregory River Property is comprised of 10 mineral licenses totaling 415 claims and covering 10,375 hectares. As a result of this acquisition and the additional claims added to the York Harbour Property to the South, the Company now owns and operates two properties with known copper-zinc (+/- silver, gold, lead, cobalt) potential within the Bay of Islands Ophiolite Complex. The Gregory River claims were acquired via a staking agreement with the original vendors of the York Harbour Property. Staking fees of $53,950 have been paid to the vendor and there are no royalties on the claims.

These two properties total 605 claims and cover 15,100 hectares, which more than triples the Company's property holdings in Newfoundland.

5. Mineral Rights (Cont'd)

b) Bottom Brook Property

On January 30, 2023, the Company acquired all issued and outstanding shares of Newbay Mining Corp. ("Newbay") and acquired 100% interest in Rare Earth Elements mineral property in Western Newfoundland, Canada, known as the Bottom Brook Property. As a consideration for the acquisition, the Company issued 5,081,293 common shares of the Company at a deemed price of $0.492 per common share, representing total compensation of $2,500,000. In addition, the Company paid $100,000 cash deposit to be used for license fees to keep the property in good standing. The property is subject to a 3% net smelter return royalty payable to the old shareholders of Newbay, with the Company retaining the right to buy back 2% of the NSR for an aggregate payment of $1,500,000.

Bottom Brook Property is comprised of 18 licenses and 614 mineral claims.

c) Phoenix Gold Property

On July 9, 2013, the Company issued 500,000 common shares to Americas Gold Exploration Inc. ("AGEI"), at $0.10 per share in order to acquire a 50% right, title and interest to the Plumas Property and 100,000 common shares to William Matlack ("Matlack") at $0.10 per share as consideration for a 20-year renewable lease entered into for the remaining 50% right, title and interest to the Plumas Property. Matlack had the option to convert the lease payments into a 1% net smelter return royalty on the property and the Company had the right to buy back this option by paying Matlack $1,335,000 (US$1,000,000). On January 16, 2023, the Company signed a lease termination agreement with Matlack. Both parties agreed that the termination of the lease will be effective April 22, 2021 and the Company agreed to pay the outstanding lease for the years from 2017 to 2020 plus accrued interest up to the date of payment.

The Plumas Property consists of two patented lode mining claims with extra lateral rights (40 acres) and one patented mill site claim (8.5 acres) situated in Battle Mountain, Lander County, Nevada, USA.

The Company acquired a 50% right, title and interest to the Eldorado Property for a total payment of $115,080 (US $105,000) and in consideration of the Company assuming all the obligations of AGEI.

The Eldorado Property consists of one patented lode mining claim (20 acres) named Eldorado situated in Battle Mountain, Lander County, Nevada, USA.

(Expressed in Canadian dollars)

5. Mineral Rights (Cont'd)

The cumulative costs incurred on the Company's mineral rights are as follows:

	York Harbour Property (Newfoundland, Canada)	Bottom Brook Property (Newfoundland, Canada)	Phoenix Gold Property (Nevada, USA)	Total
Balance - January 31, 2021	**$ -**	**$ -**	**$ 1**	**$ 1**
Additions during the year	3,282,624	-	-	3,282,624
Balance - January 31, 2022	**3,282,624**	**-**	**1**	**3,282,625**
Additions during the year	6,790,830	2,566,421	-	9,357,251
Balance - January 31, 2023	**$ 10,073,454**	**$ 2,566,421**	**$ 1**	**$ 12,639,876**

All exploration and evaluation expenditures related to York Harbour Property and Bottom Brook Property have been capitalized in mineral rights whereas all exploration and evaluation expenditures related to Phoenix Gold Properties have been expensed in exploration expense during the year ended January 31, 2023.

6. Acquisition of Newbay Mining Corp.

On January 30, 2023, the Company completed the acquisition (the "Acquisition") of all the issued and outstanding shares of Newbay Mining Corp. ("Newbay") pursuant to the letter agreement (the "Agreement") among the Company, Newbay, and all of Newbay's shareholders (collectively, the "Vendors") and acquired the Rare Earth Elements mineral property in Western Newfoundland, Canada, known as the Bottom Brook Property (the "Property").

Pursuant to the terms of the Agreement, the Company acquired all the issued and outstanding securities of a newly amalgamated corporation, continuing under the name of Newbay and resulting from the vertical amalgamation of Newbay and its wholly-owned subsidiary 2802903 Ontario Limited, which held 100% of the interest in the Property. As consideration for the Acquisition, the Company paid a $100,000 cash deposit to be used for license fees to keep the Property in good standing and issued an aggregate 5,081,293 common shares (the "Compensation Shares") at a deemed price of $0.492 per Compensation Share, equal to the 5-day volume weighted average price per share calculated for the period 10 business days prior to closing, representing total compensation of $2,500,000 settled by the issuance of 5,081,293 Compensation Shares to the Vendors on a pro rata basis. Upon closing of the Acquisition, Newbay is the 100% holder of the Property and wholly-owned subsidiary of the Company.

The Property is subject to a 3% net smelter return royalty (the "NSR") payable to the Vendors, with the Company retaining the right to buy back 2% of the NSR for an aggregate payment of $1,500,000.

6. Acquisition of Newbay Mining Corp. (Cont'd)

The acquisition of Newbay has been accounted for as an asset purchase. The consideration paid has been allocated to the financial liabilities assumed and assets acquired based on their estimated fair values at the date of acquisition as follows:

	Note		Assets/(Liabilities) Acquired
Cash		$	107,697
Receivables			418
Mineral rights			2,566,421
Accounts payable and accrued liabilities			(19,903)
Net assets acquired		$	2,654,633
Consideration paid in shares		$	2,500,000
Consideration paid in cash			100,000
Acquisition costs			54,633
Total consideration		$	2,654,633

7. Share Capital

a) *Authorized*
Unlimited number of common shares.

IFRS 2 recommends that an entity shall measure any equity-settled share-based payment transactions directly at the fair value of the goods or services received. The Company issued warrants as part of the private placements and compensation payments to agents and brokers. The Company determined that the fair value of services received is not reliably measurable because the warrants attached to these transactions are not from the result of any services purchased by the Company. Also, fair value of services from agents and brokers are not reliably determinable because there is no similar open market for the services they provide, and the compensation is not based on a fixed market rate, but rather subject to negotiation by management. Lastly, it is common for exploration stage companies to provide share-based compensation as part of its equity and debt transactions in addition to a cash component. As such management determined that the fair value of warrants rather than the fair value of services received should be used to determine the fair value of share-based transactions.

(Expressed in Canadian dollars)

7. Share Capital (Cont'd)

b) *Issued and outstanding*
Issued common shares are as follows:

	Number of shares	Amount
Balance – January 31, 2021	**34,385,766**	**$ 4,022,639**
Shares issued for acquisition of mineral property (i)	1,485,557	579,367
Private placement (ii)	2,500,000	1,000,000
Warrants valuation – subscription warrants (ii)	-	(438,750)
Private placement (iii)	1,075,000	301,000
Warrants valuation – subscription warrants (iii)	-	(136,203)
Private placement (iv)	3,000,000	1,200,000
Warrants valuation – subscription warrants (iv)	-	(344,550)
Share issue cost (iv)	-	(25,800)
Private placement (v)	4,644,000	2,322,000
Warrants valuation – subscription warrants (v)	-	(477,171)
Share issue cost (v)	-	(46,020)
Private placement (vi)	700,000	350,000
Warrants valuation – subscription warrants (vi)	-	(68,600)
Shares issued on exercise of warrants (vii)	1,050,000	642,916
Balance – January 31, 2022	**48,840,323**	**$ 8,880,828**
Shares issued for royalty buyout (viii)	1,500,000	1,500,000
Private placement (ix)	9,512,828	11,460,274
Warrants valuation – subscription warrants (ix)	-	(3,211,854)
Share issue cost – in cash (ix)	-	(703,877)
Share issue cost – warrants issued to agents and brokers (ix)	-	(486,843)
Restricted share units (RSUs) issued (x)	2,417,003	1,377,692
Subscription warrants expired (xi)	-	230,215
Shares issued for acquisition of Newbay (xii)	5,081,293	2,500,000
Shares issued on exercise of warrants (xiii)	1,177,500	1,057,947
Balance – January 31, 2023	**68,528,947**	**$22,604,382**

(i) On February 26, 2021, the Company issued 1,485,557 shares of the Company at a deemed price of $0.39 per share as of part of the acquisition of a 100% interest in the York Harbour Property.

(ii) On March 31, 2021, the Company issued 2,500,000 units of the Company at a price of $0.40 per unit for gross proceeds of $1,000,000. Each unit is comprised of one common share and one full warrant of the Company. Each warrant is exercisable at a price of $0.60 per share for the 24 months from the date of issuance.

7. Share Capital (Cont'd)

b) *Issued and outstanding (Cont'd)*

(iii) On August 17, 2021, the Company issued 1,075,000 units of the Company at a price of $0.28 per unit for gross proceeds of $301,000. Each unit is comprised of one common share and one full warrant of the Company. Each warrant is exercisable at a price of $0.40 per share for the 36 months from the date of issuance. The shares contained in these units are qualified as "flow through shares" as defined in subsection 66(15) of the Income Tax Act (Canada). An amount equal to the gross proceeds allocated to the sale of shares will be used for expenditures which qualify as Canadian exploration expenses ("CCE") and "flow through mining expenditures" (within the meaning of the Income Tax Act (Canada)).

(iv) On November 30, 2021, the Company issued 3,000,000 units of the Company at a price of $0.40 per unit. Each unit is comprised of one common share and one-half common share purchase warrants of the Company. Each whole warrant is exercisable at a price of $0.60 per share for the 24 months from the date of issuance. The Company incurred finders' fees of $25,800 related to the financing.

(v) On November 30, 2021, the Company issued 4,644,000 units of the Company at a price of $0.50 per unit for gross proceeds of $2,322,000. Each unit is comprised of one common share and one-half common share purchase warrants of the Company. Each whole warrant is exercisable at a price of $0.75 per share if exercised within the first 12 months, and at $1.00 per share after 12 months but within 24 months following the closing date. The Company incurred finders' fees of $46,020 related to the financing. The shares contained in these units are qualified as "flow through shares" as defined in subsection 66(15) of the Income Tax Act (Canada). An amount equal to the gross proceeds allocated to the sale of shares will be used for expenditures which qualify as Canadian exploration expenses ("CCE") and "flow through mining expenditures" (within the meaning of the Income Tax Act (Canada)).

(vi) On December 21, 2021, the Company issued 700,000 units of the Company at a price of $0.50 per unit for gross proceeds of $350,000. Each unit is comprised of one common share and one-half common share purchase warrants of the Company. Each whole warrant is exercisable at a price of $0.75 per share if exercised within the first 12 months, and at $1.00 per share after 12 months but within 24 months following the closing date. The Company incurred finders' fees of $46,020 related to the financing. The shares contained in these units are qualified as "flow through shares" as defined in subsection 66(15) of the Income Tax Act (Canada). An amount equal to the gross proceeds allocated to the sale of shares will be used for expenditures which qualify as Canadian exploration expenses ("CCE") and "flow through mining expenditures" (within the meaning of the Income Tax Act (Canada)).

7. Share Capital (Cont'd)

b) *Issued and outstanding (Cont'd)*

(vii) During the year ended January 31, 2022, a total of 1,050,000 warrants originally issued on December 18, 2020 were exercised at a price of $0.50 per common share for total proceeds of $525,000. The previously recognized value of warrants of $117,916 was reclassified from warrants reserve to share capital.

(viii) On June 23, 2022, the Company issued 1,500,000 common shares at a deemed price of $1.00 per common for a buydown of the 1.5% Net Smelter Royalty ("NSR") to reduce the 2% NSR of its York Harbour down to a 0.5% NSR.

(ix) On June 29, 2022, the Company issued:

a. 2,625,600 units of the Company ("Units") at a price of $1 per unit for gross proceeds of $2,625,600. Each Unit is comprised of one common share and one-half common share purchase warrants of the Company;

b. 4,987,228 Flow-through units of the Company (the "FT Units") at a price of $1.20 per FT unit for gross proceeds of $5,984,674. Each FT Unit is comprised of one common share that qualifies as "flow-through shares" within the meaning of subsection 66(15) of the Income Tax Act (Canada) (the "Tax Act") and one-half common share purchase warrants of the Company;

c. 1,900,000 Flow-through units of the Company sold to charitable purchasers (the "Charity FT Units") at a price of $1.50 per Charity FT Unit for gross proceeds of $2,850,000. Each Charity FT Unit is comprised of one common share that qualifies as "flow-through shares" within the meaning of subsection 66(15) of the Tax Act that will be issued as part of a charity arrangement and one-half common share purchase warrants of the Company.

The Company incurred $703,877 in cash expenses and issued 586,770 compensation warrants to the agent and brokers related to above financing. Each compensation warrant is exercisable at a price of $1 per Unit for a period of 24 months from the closing. Each whole common share purchase warrant is exercisable at a price of $1.50 per share for the 24 months from the date of issuance.

(x) On November 3, 2022, the Company issued 2,417,003 restricted share units (RSU's) to its directors, officers, and consultants. These RSUs were originally granted on November 3, 2021 and all 2,417,003 RSUs were fully vested at the time of the issuance.

(xi) On December 18, 2022, 2,050,000 warrants originally issued on December 18, 2022 were expired.

(Expressed in Canadian dollars)

7. Share Capital (Cont'd)

b) *Issued and outstanding (Cont'd)*

(xii) On January 30, 2023, the Company issued 5,081,293 common shares at a deemed price of $0.492 per common share for the acquisition of Newbay (as described in note 6).

(xiii) During the year ended January 31, 2023, 400,000 warrants originally issued on December 18, 2020 were exercised at a price of $0.75 per common share, 540,000 warrants originally issued on November 30, 2020 were exercised at a price of $0.75 per common share, and 237,500 warrants originally issued on November 30, 2021 were exercised at a price of $0.60 per common share for total proceeds of $847,500. The previously recognized value of warrants of $210,447 was reclassified from warrants reserve to share capital.

c) *Warrants Reserve*

The following is a summary of the changes in the Company's warrants during the periods:

	Exercise price	Number	Amount
Balance – January 31, 2020	$ -	-	$ -
Subscription warrants issued on December 18, 2020 (i)	$0.50 - $0.75	3,500,000	393,050
Balance – January 31, 2021		**3,500,000**	**$ 393,050**
Subscription warrants issued on March 31, 2021 (ii)	$0.60	2,500,000	438,750
Subscription warrants issued on August 17, 2021 (iii)	$0.40	1,075,000	136,203
Subscription warrants issued on November 30, 2021 (iv)	$0.60	1,500,000	344,550
Subscription warrants issued on November 30, 2021 (v)	$0.75 - $1.00	2,322,000	477,171
Subscription warrants issued on December 21, 2021 (vi)	$0.75 - $1.00	350,000	68,600
Warrants exercised (vii)	$0.50	(1,050,000)	(117,916)
Balance – January 31, 2022		**10,197,000**	**$ 1,740,408**
Subscription warrants issued on June 29, 2022 (viii)	$1.50	4,756,414	3,211,854
Warrants issued to agents and brokers on June 29, 2022 (ix)	$1.00	586,770	486,843
Warrants exercised (x)	$0.60 - $0.75	(1,177,500)	(210,447)
Warrants expired (xi)	$0.75	(2,050,000)	(230,215)
Balance – January 31, 2023		**12,312,684**	**$ 5,278,989**

(i) expected dividend yield – 0%; expected volatility – 214% to 276%; risk-free interest rate – 0.24%; expected life – 2 years.

(ii) expected dividend yield – 0%; expected volatility – 209%; risk-free interest rate – 0.22%; expected life – 2 years.

7. Share Capital (Cont'd)

c) *Warrants Reserve (Cont'd)*

(iii) expected dividend yield – 0%; expected volatility – 184%; risk-free interest rate – 0.55%; expected life – 3 years.

(iv) expected dividend yield – 0%; expected volatility – 210%; risk-free interest rate – 0.98%; expected life – 2 years.

(v) expected dividend yield – 0%; expected volatility – 120% to 210%; risk-free interest rate – 0.98%; expected life – 2 years.

(vi) expected dividend yield – 0%; expected volatility – 112% to 210%; risk-free interest rate – 0.98%; expected life – 2 years.

(vii) During the year ended January 31, 2022, a total of 1,050,000 warrants originally issued on December 18, 2020, were exercised at a price of $0.50 per common share for total proceeds of $525,000. The previously recognized value of warrants of $117,916 was reclassified from warrants reserve to share capital.

(viii) expected dividend yield – 0%; expected volatility – 191%; risk-free interest rate – 3.14%; expected life – 2 years.

(ix) expected dividend yield – 0%; expected volatility – 191%; risk-free interest rate – 3.14%; expected life – 2 years.

(x) During the year ended January 31, 2023, 400,000 warrants originally issued on December 18, 2020 were exercised at a price of $0.75 per common share, 540,000 warrants originally issued on November 30, 2020 were exercised at a price of $0.75 per common share, and 237,500 warrants originally issued on November 30, 2021 were exercised at a price of $0.60 per common share for total proceeds of $847,500. The previously recognized value of warrants of $210,447 was reclassified from warrants reserve to share capital.

(xi) On December 18, 2022, 2,050,000 warrants originally issued on December 18, 2022 were expired.

(Expressed in Canadian dollars)

7. Share Capital (Cont'd)

c) *Warrants Reserve (Cont'd)*

The following table summarized information about the Company's warrants outstanding as at January 31, 2023:

Grant Date	Expiration Date	Exercise price at January 31, 2023	Warrants outstanding at January 31, 2023
March 31, 2021	March 31, 2023	$0.60	2,500,000
August 17, 2021	August 17, 2024	$0.40	1,075,000
November 30, 2021	November 30, 2023	$0.60	1,262,500
November 30, 2021	November 30, 2023	$1.00	1,782,000
December 21, 2021	December 21, 2023	$1.00	350,000
June 29, 2022	June 29, 2024	$1.50	4,756,414
June 29, 2022	June 29, 2024	$1.00	586,770
		$1.02	**12,312,684**

d) *Stock options and share-based payment*

As at January 31, 2023, the Company had 3,000,000 stock options outstanding (January 31, 2022 – 3,000,000). The following table summarizes information about stock options outstanding as at January 31, 2023.

	Number	Weighted average exercise price
Balance – January 31, 2021	-	$ -
Stock options issued to consultants and contractors on September 7, 2021(i)	3,000,000	0.55
Balance – January 31, 2022 and January 31, 2023	**3,000,000**	**$ 0.55**

(i) The assumptions utilized in determining the value of the 3,000,000 stock options was a share price of $0.52, an exercise price of $0.55, a risk-free interest rate of 0.40%, volatility of 208%, expected yield of nil, and an expected life of 2 years. The estimated fair value of the 3,000,000 options issued was $1,333,200, which were fully vested. These options expire on September 6, 2023.

8. Commitments and Contractual Arrangements

As at January 31, 2023, the Company had the following contractual arrangements and commitments in place for the provision of certain services:

a) On February 19, 2021, the Company signed an agreement with Wallace Hill Partners ("Wallace Hill") for investor relations services, including financial publishing and digital marketing services to improve the profile and market awareness of the Company. On December 30, 2020, the Company made an advance payment of $350,000 to Wallace Hill. The intent was to engage Wallace Hill for a term of 24 months, commencing on March 15, 2021, as confirmed in the agreement signed on February 19, 2021. However, the Company terminated the agreement in October 2021 as it was unable to receive approval of the TSX Venture Exchange. As a result, the Company reclassified $247,917 from prepaid expenses to other receivables for the balance of the cancelled term and has been seeking reimbursement of the balance from Wallace Hill. On January 31, 2022, the Company has determined that it is not likely that the amount will be recovered, therefore recognizing an impairment loss of $247,917.

b) On February 19, 2021, the Company engaged Gold Standard Media LLC ("Gold Standard") for investor relations services. The Company paid $441,105 (US$350,000) to Gold Standard in advance for a service term of 24 months starting from March 15, 2021. Subsequently, on March 30, 2022, the Company paid for additional dissemination/social media investor relation services of Gold Standard and its related entities, with $188,835 (US$150,000) paid to Gold Standard for digital marketing, and amounts paid directly to the entities including $75,000 to Future Money Trends LLC for email marketing, and $200,000 to Wealth Research Group LLC for digital marketing. On June 7, 2022, the Company terminated its engagement of Gold Standard as an investor relations services provider. As a result, the Company reclassified $174,595 from prepaid expenses to other receivables for the balance of the cancelled term and has been seeking reimbursement of the balance from Gold Standard. During the year ended January 31, 2023, the Company has determined that it is not likely that the amount will be recovered, therefore recognizing an impairment loss of $174,595.

c) On March 29, 2021, the Company retained Integral Wealth Securities Ltd. (" Integral") to provide market-making services in accordance with the policies of the TSX Venture Exchange. In consideration of the services provided by Integral, the Company will pay Integral a monthly fee of $5,500, plus any reasonable costs and expenses it incurs in connection with the services provided. The Company has retained Integral for an initial three-month term and thereafter may be terminated by the Company upon 30 days written notice.

d) On April 12, 2021, the Company signed a Letter of Intent (LOI) with ENE-MIN Development Corp. for an exclusive option to acquire up to 75% interest in the LiBeGa Lithium Project, comprising adjoining perimeters (concessions or mineral claims) covering a total of 27 km^2 in Sibiu County, Romania. Pursuant to the LOI, the Company paid a refundable $250,000 good faith due diligence deposit and initiated an exclusive comprehensive confidential evaluation of the project.

8. Commitments and Contractual Arrangements (Cont'd)

e) On March 11, 2022, the Company engaged the communication services of GRA Enterprises LLC ("GRA") for dissemination of news releases and newsworthy related events, communications and media services, the production and publication of investor bulletins on the National Inflation Association Website, and distribution of email alerts to the GRA's National Inflation email list about the Company and its projects. These are considered investor relations services, in accordance with TSX Venture Exchange Policy 3.4. GRA has been engaged for a term of 12 months, for an up-front paid fee of $127,760 (US$100,000).

f) On August 12, 2022, the Company announced its proposed plans to spin-out to its shareholders (the "Spin-Out") all of its rights, title and interest in and to its Phoenix Gold Properties located in the Battle Mountain district of Nevada, USA (the "Nevada Assets"), which are adjacent to Nevada Gold Mines LLC's projects. The Spin-Out will allow York Harbour to focus on its York Harbour Project and its rare earth elements Bottom Brook Project in the Canadian province of Newfoundland and Labrador, while the ownership and development of the Nevada Assets would remain separately with Phoenix Gold Resources (Holdings) Ltd. (Phoenix Gold"), a British Columbia Corporation.

It is anticipated that the Spin-Out will be completed by way of statutory plan of arrangement (the "Arrangement") under the Business Corporations Act (British Columbia) and will be subject to regulatory approval, including approval of the Supreme Court of British Columbia (the "Court") and the TSX Venture Exchange (the "Exchange"), as well as shareholder approval of at least two-thirds of the votes cast at a special meeting (the "Meeting") of York Harbour shareholders to be held on July 26, 2023. Full details of the Spin-Out will be included in the management information circular sent to York Harbour shareholders in connection with the Meeting. It is anticipated that York Harbour shareholders will be entitled to receive 0.15 common shares of Phoenix Gold for every one common share of York Harbour held as of the record date (the "Record Date") for distribution of shares under the Arrangement. No York Harbour options or warrants will entitle the holder to receive any shares or convertible securities of Phoenix Gold, except to the extent that such holders exercise such options or warrants, as the case may be, to acquire common shares of York Harbour prior to the Record Date. There will be no change in the shareholders' holdings in York Harbour as a result of the Arrangement. Upon receipt of approval of the Spin-Out from the shareholders of York Harbour and the Court, York Harbour's board will trigger a date for Phoenix Gold to complete an equity financing and to apply for listing on the Canadian Securities Exchange or on another stock exchange in Canada.

g) On August 15, 2022, the Company engaged its new investor relations firm, 121 Group (HK) Ltd. ("121 Group") to provide media relations services and other assistance with investor relations to help build the Company's public profile and to gain exposure with investors through investor relations, digital marketing, and the dissemination of corporate information. The engagement is for a 12-month term for a monthly fee of US$3,500, invoiced, and payable monthly and may be terminated with 30 days notice.

(Expressed in Canadian dollars)

8. Commitments and Contractual Arrangements (Cont'd)

h) On January 16, 2023, the Company terminated the lease for the remaining 50% right, title and interest to the Plumas Property with Matlack. Both parties terminated the lease effective April 22, 2021 and the Company agreed to pay the outstanding lease for the years from 2017 to 2020 plus accrued interest up to the date of payment. The Company made payment of $62,825 (US$50,000) and $63,826 (US$50,383) to Matlack in April 2021 and March 2022 respectively, to settle 2015 and 2016 Plumas Lease plus accrued financing charges which are recorded in exploration expenses during the respective period. The Company accrued $235,720 (US $176,569) payable to Matlack and recorded it in exploration expenses on January 31, 2023.

9. Capital Management

As at January 31, 2023, the capital structure of the Company consists of equity attributable to common shareholders and includes share capital of $22,604,382 (2022 - $8,880,828), warrants reserve of $4,998,443 (2022 - $1,740,408), share-based payment reserve of $1,333,200 (2022 - $1,333,200) and deficit of $10,544,374 (2022 - $5,969,056).

The Company's objective when managing capital structure is to ensure sufficient financial resources exist to meet the Company's strategic exploration and business development objectives, and to ensure that the Company continues as a going concern.

10. Segmented Information

The Company operates in one reportable segment. Segments are defined as components for which separate financial information is available and is regularly evaluated by the chief operating decision maker.

11. Related Party Transactions

The Company considers its Board of Directors and certain consultants which, by virtue of the contracts in place and the functions performed, to be key management. Compensation awarded to key management is listed below:

	January 31, 2023	January 31, 2022
Management fees expensed	$ 466,500	$ 86,500
Management fees capitalized	146,038	-
Stock-based compensation – RSUs	1,065,494	-
Total	$ 1,678,032	$ 86,500

(Expressed in Canadian dollars)

11. Related Party Transactions (Cont'd)

For the year ended January 31, 2023, the Company paid or accrued management fees of $104,000 (2022 - $31,500) to a company controlled by an officer of the Company, management fees of $160,000 (2022 - $55,000) to a company controlled by an officer and director of the Company, management fees of $140,000 (2022 - $nil) to a company controlled by an officer and director of the Company, management fees of $25,000 to a company controlled by a director of the Company, management fees of $37,500 to a company controlled by an officer and director of the Company, and exploration related management and consulting fees of $146,038 to a company controlled by an officer and director of the Company.

Accounts payable and accrued liabilities consists of $43,760 (January 31, 2022 - $nil) owing to a company controlled by an officer and director of the Company, $19,272 (January 31, 2022 - $nil) owing to a company controlled by an officer and director of the Company, $2,726 (January 31, 2022 - $nil) owing to a company controlled by an officer and director of the Company, and $nil (January 31, 2022 - $3,802) owing to a company controlled by an officer and director of the Company.

These transactions are in the normal course of operations and at the exchange amount agreed to by the related parties.

12. Income Taxes and Deferred Income Tax

In assessing the realization of the Company's deferred income tax assets, management considers whether it is probable that some portion or all of the deferred income tax assets will be realized. The ultimate realization of deferred tax assets is dependent upon the generation of taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred income tax liabilities, projected future taxable income, and tax planning strategies in making this assessment.

The amount of deferred income tax assets considered realizable could change materially in the near term based on future taxable income generated during the carry-forward period.

a) Deferred income tax assets and liabilities

No deferred tax asset has been recognized as the Company is reflecting uncertainties associated with realization of all deferred income tax assets.

The significant components of the Company's deferred tax assets are as follows:

	January 31, 2023	January 31, 2022
Non-capital losses carried forward	$ 1,801,704	$ 1,000,601
Financing fees deductible in future periods	-	-
Exploration and development expenses	3,689,142	1,130,091
Deferred tax assets not recognized	(5,490,846)	(2,130,692)
Deferred income tax assets	$ -	$ -

(Expressed in Canadian dollars)

12. Income Taxes and Deferred Income Tax (Cont'd)

b) Losses

As at January 31, 2023, the Company can carry forward Canadian non-capital losses to reduce taxable income in future years of approximately $6,798,884 expiring as follows:

Year 2032	$	31,000
Year 2033		68,000
Year 2035		719,000
Year 2036		664,000
Year 2037		363,000
Year 2038		212,000
Year 2039		190,000
Year 2040		410,000
Year 2041		133,740
Year 2042		985,113
Year 2043		3,023,031
Total	$	6,798,884

c) Income tax reconciliation

	January 31, 2023	January 31, 2022
Income tax (expense) recovery at 27% statutory rate (2022 – 27%)	$ 1,235,000	$ 693,000
Expenses not deductible for tax purposes	-	-
Temporary differences	(411,356)	(419,526)
Tax losses for which no deferred tax asset was recognized	(823,644)	(273,474)
Deferred income tax assets	$ -	$ -

13. Financial Instruments

IFRS 7 establishes a fair value hierarchy that reflects significance of inputs in measuring fair value as follows:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;
Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. process) or indirectly (i.e. derived from process); and
Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company's financial assets and liabilities at fair value through profit or loss, consisting of cash, is classified as level 1. The Company examines the various financial instrument risks to which it is exposed and assesses the impact and likelihood of those risks.

13. Financial Instruments (Cont'd)

Fair value

As at January 31, 2023, the Company's financial instruments consist of cash, other receivables, prepaid expenses, refundable deposit, accounts payable and accrued liabilities. These financial instruments are classified as other financial liabilities and are carried at amortized cost. The fair values of these financial instruments approximate their carrying values due to the short-term nature of these instruments.

Liquidity risk

Liquidity risk is the risk that the Company is unable to meet its financial obligations as they fall due. The Company takes steps to ensure that it has sufficient working capital and available sources of financing to meet future cash requirements for capital programs and operations.

The Company intends to issue equity to ensure the Company has sufficient access to cash to meet current and foreseeable financial requirements. The Company actively monitors its liquidity to ensure that its cash flows and working capital are adequate to support its financial obligations and the Company's capital programs.

Credit risk

Credit risk is the risk of loss if counterparties do not fulfill their contractual obligations. The Company has credit risk with its other receivables and prepaid expenses, but it is considered to be minimal. There is no allowance for doubtful accounts recorded as at January 31, 2023.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, commodity and equity prices.

(i) Interest rate risk

The Company is not exposed to the risk that the value of financial instruments will change due to movement in market interest rates.

(ii) Currency risk

Currency risk is the risk to the Company's earnings that arises from fluctuations of foreign exchange rates and the degree of volatility of these rates. The Company does not use derivative instruments to reduce its exposure to foreign currency risk. The Company has a portion of its cash and accounts payable and accrued liabilities in US Dollars and Australian Dollars.

For the year ended January 31, 2023, a 5% increase or decrease on an annualized basis in the value of a Canadian Dollar in relation to the US Dollar and Australian Dollar would have resulted in a $14,923 (2022 - $3,316) and $980 (2022 - $936) increase or decrease in foreign exchange gain or loss, for respective foreign currencies.

13. Financial Instruments (Cont'd)

(iii) Commodity price risk
The Company is exposed to price risk with respect to commodity and equity prices. 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. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices, particularly as they relate to base metals, individual equity movements, and the stock market in general to determine the appropriate course of action to be taken by the Company.

14. Subsequent Events

a) On February 28, 2023, the Company engaged Star Finance GmbH ("Star Finance) to handle its new investor relations services in Europe. The Company paid $481,780 (Euro 330,000) for services over a six-months period beginning February 28, 2023. The engagement will be renewed for an additional six months unless either party provides one month's notice of cancellation. The Company may grant stock options to Star Finance under terms determined by the Company, which are subject to and in accordance with the policies of the Exchange and vesting over a 12-month period from the date of grant. Either party may terminate the Agreement with 15 days notice in the event of a material breach.

b) On March 7, 2023, the Company engaged Native Ads Inc. (Native Ads") to execute a comprehensive digital media marketing campaign for the Company. The Company paid $201,415 (US$150,000) for services over a six-months period beginning March 2023.

c) On March 12, 2023, the Company received notice from the Mineral Lands Division of the Department of Industry, Energy and Technology of the Government of Newfoundland and Labrador that the Company's Mineral Licence No. 026228M (the "Licence") was cancelled for technical reasons under The *Mineral Act (Newfoundland and Labrador)* for failure to demonstrate that acceptable expenditure requirements for work in year 4 (calendar year 2021/2022) were incurred. The Company has grieved the cancellation and is seeking reinstatement of the Licence in proceedings before the NL Mineral Rights Adjudication Board. The Company expects the Licence to be reinstated as the Company incurred substantial drilling and exploration expenditures. The Company incurred drilling and exploration expenditures of over $1,810,000 for the 12 months ended December 31, 2021, and over $5,020,000 for the 12 months ended December 31, 2022 with the majority of these expenditures that apply towards this licence, which far exceeds the acceptable expenditure requirement for work in year 4 (calendar year 2021/2022).

d) On March 17, 2023, the Company extended the expiry date of 2,500,000 outstanding share purchase warrants exercisable at $0.60 per common share from March 31, 2023 to April 1, 2024.

14. Subsequent Events (Cont'd)

e) On May 4, 2023, the Company announced a proposal to spin out its non-core assets, the Plumas and Eldorado Projects ("Phoenix Gold Project"), to be presented for approval at the Annual General and Special Meeting ("AGSM") scheduled for July 26, 2023. If approved, the Company will distribute to its shareholders, common shares (each, a "NewCo Share") of the new reporting issuer company, allowing York shareholders to own shares in both the Company and the new reporting issuer, NewCo. The spin-out is subject to the approval of the Supreme Court of British Columbia, approval of York's shareholders at the AGSM, and the approval by the TSX Venture Exchange.

15. Comparative Figures

Certain comparative figures have been reclassified to conform to the current year's presentation.

York Harbour Metals Inc.

(An exploration stage company)

Condensed Consolidated Interim Financial Statements

For the three and six months ended July 31, 2024 and 2023

(Expressed in Canadian dollars)
(Unaudited)

Notice of No Auditor Review

The accompanying unaudited condensed consolidated interim financial statements have been prepared by management and approved by the Board of Directors.

The Company's independent auditor has not performed a review of these condensed consolidated interim financial statements in accordance with the standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

York Harbour Metals Inc.

(An exploration stage company)

Condensed Consolidated Interim Statements of Financial Position

(Expressed in Canadian dollars)
(Unaudited)

	July 31, 2024	January 31, 2024
ASSETS		
Current Assets		
Cash	$ 86,717	$ 17,577
Accounts receivable (note 10(b))	-	166,793
Other receivables	9,005	608,680
Advances to Phoenix Holdings (note 5 and 13)	360,164	359,951
Prepaid expenses (note 6)	10,208	46,883
	466,094	1,199,884
Non-Current Assets		
Mineral rights (note 7 and 8)	17,111,000	17,096,727
	$ 17,577,094	$ 18,296,611
LIABILITIES		
Current Liabilities		
Accounts payable and accrued liabilities (note 13)	$ 692,108	$ 1,552,741
Loans payable (note 15)	75,000	-
	767,108	1,552,741
SHAREHOLDERS' EQUITY		
Share capital (note 9)	27,466,723	23,274,279
Warrants reserve (note 9)	136,202	4,328,646
Share-based payment reserve (note 9)	1,333,200	1,333,200
Special reserve (note 5)	467,869	467,869
Accumulated deficit	(12,594,008)	(12,660,124)
	16,809,986	16,743,870
	$ 17,577,094	$ 18,296,611

GOING CONCERN (note 2)
COMMITMENTS AND CONTRACTUAL ARRANGEMENTS (note 10)
SUBSEQUENT EVENTS (note 16)

Approved on behalf of the Board of Directors:

"Michael Williams"
Director

"Blair Naughty"
Director

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

York Harbour Metals Inc.

(An exploration stage company)

Condensed Consolidated Interim Statements of Income (Loss) and Comprehensive Income (Loss)

(Expressed in Canadian dollars)
(Unaudited)

	Three Months Ended July 31 2024	2023	Six Months Ended July 31 2024	2023
EXPENSES				
Consulting fees	$ 47,806	$ 133,152	$ 80,024	$ 373,012
Exploration	-	-	-	854
Filing fees	23,010	44,865	28,906	71,344
Foreign exchange (gain) loss	(2,982)	1,920	(2,663)	6,163
Investor relations	-	355,600	4,691	640,817
Management fees (note 13)	17,000	151,250	41,000	312,500
Office and administration	118,955	38,222	131,064	61,065
Professional fees	50,948	75,881	52,335	111,418
Travel	38	24,432	49,296	29,538
	(254,775)	(825,322)	(384,653)	(1,606,711)
OTHER INCOME				
Gain on debt settlements (note 10(c))	447,553	-	447,553	-
Interest income	233	8,909	3,216	31,549
Recovery of other receivables	-	-	-	36,283
NET INCOME (LOSS) AND COMPREHENSIVE INCOME (LOSS)	$ 193,011	$ (816,413)	$ 66,116	$ (1,538,879)
INCOME (LOSS) PER SHARE (basic and diluted)	$ 0.00	$ (0.01)	$ 0.00	$ (0.02)
WEIGHTED AVERAGE NUMBER OF SHARE OUSTANDING (basic and diluted)	68,529,047	68,528,983	68,529,047	68,528,965

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

York Harbour Metals Inc.
(An exploration stage company)

Condensed Consolidated Interim Statements of Changes in Shareholders' Equity
(Expressed in Canadian dollars)
(Unaudited)

	Number of Shares	Common Shares	Warrants Reserve	Share-based Payment Reserve	Special Reserve	Deficit	Total
Balance, January 31, 2023	**68,528,947**	**$ 22,604,382**	**$ 4,998,443**	**$ 1,333,200**	**$ -**	**$ (10,404,374)**	**$ 18,531,651**
Extension of warrants	-	(55,000)	55,000	-	-	-	-
Shares issued on exercise of warrants	100	121	(21)	-	-	-	100
Loss for the period	-	-	-	-	-	(1,538,879)	(1,538,879)
Balance, July 31, 2023	**68,529,047**	**$ 22,549,503**	**$ 5,053,422**	**$ 1,333,200**	**-**	**$ (11,943,253)**	**$ 16,992,872**
Balance, January 31, 2024	**68,529,047**	**$ 23,274,279**	**$ 4,328,646**	**$ 1,333,200**	**$ 467,869**	**$ (12,660,124)**	**$ 16,743,870**
Transfer upon warrant expiration	-	4,192,444	(4,192,444)	-	-	-	-
Income for the period	-	-	-	-	-	66,116	66,116
Balance, July 31, 2024	**68,529,047**	**$ 27,466,723**	**$ 136,202**	**$ 1,333,200**	**$ 467,869**	**$ (12,594,008)**	**$ 16,809,986**

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

York Harbour Metals Inc.
(An exploration stage company)

Condensed Consolidated Interim Statements of Cash Flows
(Expressed in Canadian dollars)
(Unaudited)

	Six Months Ended July 31 2024	2023
OPERATING ACTIVITIES		
Net Income (loss) for the period	$ 66,116	$ (1,538,879)
Changes in non-cash working capital items:		
Accounts receivables	166,793	-
Other receivables	599,675	(20,072)
Prepaid expense (note 6)	36,675	(61,839)
Accounts payable and accrued liabilities	(860,633)	(154,306)
Net cash provided by (used in) operating activities	8,626	(1,775,096)
INVESTING ACTIVITIES		
Advances to Phoenix Holdings	(213)	-
Investment in mineral rights	(14,273)	(2,141,869)
Net cash used in investing activities	(14,486)	(2,141,869)
FINANCING ACTIVITIES		
Proceeds from the exercise of warrants	-	100
Proceeds from the issuance of loans (note 15)	75,000	-
Net cash provided by financing activities	75,000	100
NET CHANGE IN CASH	69,140	(3,916,865)
CASH, beginning of period	17,577	4,512,513
CASH, end of period	$ 86,717	$ 595,648

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

1. NATURE AND CONTINUANCE OF OPERATIONS

York Harbour Metals Inc. (the "Company") was incorporated under the laws of the Province of British Columbia on May 2, 2011 under the name of Zuri Capital Corp. ("Zuri") which commenced trading on the TSX Venture Exchange as a Capital Pool Company on March 19, 2012. On April 23, 2014, Zuri was acquired by Phoenix Gold Resources Ltd. ("Phoenix") in a reverse takeover transaction and Zuri changed its name to Phoenix Gold Resources Corp. ("PXA"). Effective February 10, 2022, PXA changed its name to York Harbour Metals Inc. and resumed on the TSX Venture Exchange with the trading symbol "YORK". The Company's corporate address is 3012 Murray Street, Port Moody, British Columbia, Canada, V3H 1X2.

On September 14, 2023, the Company completed its spinout transaction whereby the Company spun-out 100% of the common shares of Phoenix Gold Resources (Holdings) Ltd. to the shareholders of the Company ("Shareholders") by way of a court-approved plan of arrangement (the "Plan of Arrangement") pursuant to the Business Corporations Act (British Columbia). The Plan of Arrangement received approval from the Supreme Court of British Columbia on August 1, 2023 and shareholder approval on July 26, 2023. Phoenix Gold Resources (Holdings) Ltd. holds interests in the Plumas and Eldorado properties (collectively known as the "Phoenix Gold Project"). Pursuant to the terms of the Plan of Arrangement, the Shareholders received 0.2 of a common share of Phoenix Gold Resources (Holdings) Ltd. and one new common share of the Company (the "New Shares") in exchange for every existing common share of the Company held (the "Old Shares"). On September 14, 2023, Shareholders received 13,705,803 shares of Phoenix Gold Resources (Holdings) Ltd., being 100% of its shares, and continue to hold the same number of common shares of the Company as before the transaction.

The Company is a TSX Venture Exchange ("Exchange") tier 2 listed mineral exploration and development company with its principal business focusing on the acquisition and exploration of the mineral rights.

2. GOING CONCERN

These condensed consolidated interim financial statements have been prepared on a going concern basis, which assumes the Company will continue to meet its obligations and discharge its liabilities in the normal course of business for the foreseeable future. Different bases of measurement may be appropriate when a company is not expected to continue operations for the foreseeable future. As at July 31, 2024, the Company has an accumulated deficit of $12,594,008 (January 31, 2024 - $12,660,124) and negative working capital of $301,014 (January 31, 2024 – $352,857). For the six months ended July 31, 2024, the Company had incurred a net income of $66,116 (2023 – net loss $1,538,879). The Company has not yet achieved profitable operations and expects to incur further losses in the development of its business.

These conditions indicate the existence of a material uncertainty that raises substantial doubt about the Company's ability to continue as a going concern. The Company's expenditures on discretionary activities have some scope for flexibility in terms of amount and timing, which can be adjusted accordingly.

These condensed consolidated interim financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and statement of financial position classifications that would be necessary should the going concern assumption be inappropriate, and those adjustments could be material.

3. BASIS OF PRESENTATION

Statement of compliance

These condensed consolidated interim financial statements have been prepared in accordance with IAS 34 "Interim Financial Reporting" as issued by the International Accounting Standards Board ("IASB").

Approval of the financial statements

The condensed consolidated interim financial statements of the Company for the three and six months ended July 31, 2024 and 2023 were reviewed by the Audit Committee and approved and authorized for issuance by the Board of Directors on September 19, 2024.

Basis of measurement

These condensed consolidated interim financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair value as explained in the accounting policies set out in Note 3 of the Company's audited consolidated financial statements for the year ended January 31, 2024.

The functional and presentation currency of the Company is the Canadian dollar.

Basis of consolidation

These condensed consolidated interim financial statements include the accounts of the Company and its wholly owned subsidiaries, Newbay Mining Corp ("Newbay") and York Harbour Metals NL Inc. All intercompany accounts and transactions between the Company and its subsidiaries have been eliminated upon consolidation.

4. MATERIAL ACCOUNTING POLICY INFORMATION

These condensed consolidated interim financial statements have been prepared using the same accounting policies and methods as described in Note 3 of the Company's audited consolidated financial statements for the year ended January 31, 2024.

Critical accounting estimates and judgements

The preparation of these condensed consolidated interim financial statements requires management to make judgements, estimates and assumptions that affect the application of the accounting policies to financial information presented. Actual results may differ from the estimates, assumptions and judgements made. The critical accounting estimates and judgments have been set out in Note 3 of the Company's consolidated financial statements for the year ended January 31, 2024.

(Expressed in Canadian dollars)

5. PLAN OF ARRANGEMENT

On September 14, 2023, the Company completed a spinout of the Company's Phoenix Gold Property to Phoenix Gold Resources (Holdings) Ltd. Pursuant to the Plan of Arrangement, the Shareholders received 13,705,803 common shares of Phoenix Gold Resources (Holdings) Ltd., being 100% of its shares, and continue to hold the same number of common shares of the Company as before the transaction (note 1).

The carrying value of the net assets transferred to Phoenix Gold Resources (Holdings) Ltd. pursuant to the Plan of Arrangement consisted of the following:

Assets:		
Mineral Properties	$	1
Total assets		**1**
Liabilities:		
Accounts payable and accrued liabilities		(107,919)
Due to York Harbour Metals Inc.		(359,951)
Gain on transfer of spinout assets	**$**	**(467,869)**

Under IFRS, the Plan of Arrangement is considered to be a transaction between parties under common control and accordingly, the value of the assets transferred has been recorded for accounting purposes at its historical carrying cost of $467,869. A gain on transfer of spinout assets is presented as a special reserve in shareholders' equity.

6. PREPAID EXPENSES

Prepaid expenses are comprised of the followings:

		July 31, 2024		**January 31, 2024**
Deposits/prepayments made to consultants	$	10,208	$	40,177
Prepaid insurance		-		6,706
Balance	$	10,208	$	46,883

7. MINERAL RIGHTS

York Harbour Property

On February 26, 2021, the Company entered into an option agreement to acquire 100% interest in 156 mineral claims covering 3,900 hectares, known as the York Harbour Property, located in the Province of Newfoundland and Labrador. To exercise the option and acquire the claims, the Company must pay the optionors $95,000 (paid), issue 1,485,566 common shares (issued), and incur $3,000,000 of exploration expenditures on the claims (incurred). On May 11, 2022, the Company successfully completed the earn-in to acquire 100% interest in the property by completing all conditions of the option agreement. On May 12, 2022, the Company signed an agreement to reduce the existing 2% net smelter royalty down to a 0.5% by purchasing 1.5% for $1,500,000 settled by issuance of 1,500,000 common shares of the Company at a price of $1 per share.

(Expressed in Canadian dollars)

7. MINERAL RIGHTS (continued)

York Harbour Property (continued)

On March 7, 2022, the Company announced it had staked an additional of 33 claims covering 825 hectares adjoining the western and southern limit of the existing mineral claims, bringing the total area of the property to 4,725 hectares.

On July 28, 2022, the Company announced it had acquired the Gregory River Property situated on the northern coast of the Bay of islands, approximately 22 km due north of the York Harbour Property or 36 km northwest of the City of Corner Brook in Western Newfoundland. The Gregory River Property is comprised of 415 mineral claims covering 10,375 hectares. As a result, the Company now owns and operates two properties with known copper-zinc (+/- silver, gold, lead, cobalt) potential within the Bay of Islands Ophiolite Complex. The claims were acquired via a staking agreement with the original vendors of the property. Staking fees of $53,950 were paid to the vendors and there are no royalties on the claims. These two properties total 604 claims (395 claims lapsed during the year ended January 31, 2024) and cover 15,100 hectares.

On June 6, 2024, the Company announced it had entered into an option agreement (the "Option Agreement") with Firetail Resources Limited ("Firetail") (ASX: FTL) whereby the Company has granted an option to Firetail to earn a 80% undivided interest in the Company's York Harbour Property (the "Transaction"), subject to an existing 0.5% net smelter royalty and a 2% net smelter royalty to be granted by Firetail to the Company (the "York Harbour NSR"). Closing of the Transaction remains subject to, without limitation, receiving all necessary consents and approvals, including the approval of the TSX Venture Exchange ("TSX-V"), as well as the satisfaction of customary closing conditions.

Firetail can exercise the Option over a three-year period for total consideration of AUD $500,000, 175,000,000 ordinary shares in the capital of Firetail (the "Consideration Shares"), and completing 10 kilometres of drilling on the York Harbour Property, as follows:

	Cash (AUD)	Consideration Shares	Total Kilometres of Drilling to be Completed	Interest Earned
On or before the Closing	$200,000	100,000,000	Nil	49%
Within 10 business days following the first anniversary of the Closing (the "First Payment")	$100,000	25,000,000	5 kilometres	11%
Within 10 business days following the second anniversary of the Closing (the "Second Payment")	$100,000	25,000,000	7.5 kilometres	10%
Within 10 business days following the third anniversary of the Closing (the "Third Payment")	$100,000	25,000,000	10 kilometres	10%
TOTAL	**$500,000**	**175,000,000**	**10 kilometres**	**80%**

During the period which the Option remains in effect, Firetail will be responsible for maintaining the York Harbour Property in good standing by the doing and filing of all necessary work and making all payments which may be necessary to keep the property in good standing.

7. MINERAL RIGHTS (continued)

York Harbour Property (continued)

Upon Firetail exercising the Option in full, or the Option Agreement being terminated after the exercise of a minimum 49% interest in the York Harbour Property, a joint venture between the Company and Firetail will be formed, provided that if Firetail acquires an 80% interest in the York Harbour Property, then the Company will get a free carried interest until Firetail produces and delivers a pre-feasibility study on the York Harbour Property. If Firetail acquires less than an 80% interest, then the parties will pay their pro-rata share of expenditures going forward, provided that the Company's interest cannot be reduced to less than 20% if the Company elects not to contribute to any expenditures going forward. If the Company's interest is reduced to 20%, then the Company will get a free carried interest until Firetail has completed the Second Payment and/or the Third Payment, as applicable, and completed the pre-feasibility study. Unless Firetail earns a 60% interest in the York Harbour Property, the Company will be the initial operator of the York Harbour Property. The initial operator will remain as the initial operator until it resigns, is removed or until its interest falls below 50%.

In connection with services rendered for the Option Agreement, a finder's fee (the "Finder's Fee") equal to the sum of 10% on the first $300,000 of the aggregate value of the Transaction (the "Transaction Value"), 7.5% on the next $700,000 of the Transaction Value, and 5% for all amounts exceeding the first $1,000,000 of the Transaction Value will be paid by the Company to Kluane Capital FZCO, an arm's length party, with the amount of the Transaction Value to be mutually determined by the Company and Firetail. The Finder's Fee will be payable in common shares (each, a "Share") in the capital of the Company and remains subject to acceptance by the TSX-V. The Company anticipates that the first installment of the Finder's Fee will be paid at Closing, with the remaining Finder's Fee payable if and when the First Payment, Second Payment, and Third Payment are completed, respectively.

Bottom Brook Property

On January 30, 2023, the Company acquired all issued and outstanding shares of Newbay Mining Corp. and acquired 100% interest in a Rare Earth Elements mineral property in Western Newfoundland, Canada, known as the Bottom Brook Property. As a consideration for the acquisition, the Company issued 5,081,293 common shares of the Company at a deemed price of $0.492 per common share, representing total compensation of $2,500,000. In addition, the Company paid $100,000 cash deposit to be used for license fees to keep the property in good standing. The property is subject to a 3% net smelter return royalty payable to the former shareholders of Newbay Mining Corp., with the Company retaining the right to buy back 2% for an aggregate payment of $1,500,000. The Bottom Brook Property is comprised of 614 mineral claims (6 claims lapsed during the year ended January 31, 2024) covering 15,350 hectares.

Phoenix Gold Property

On September 14, 2023, the Company completed a spinout transaction of Phoenix Gold Property as described in note 5.

(Expressed in Canadian dollars)

7. MINERAL RIGHTS (continued)

The cumulative costs incurred on the Company's mineral rights are as follows:

	York Harbour Property (Newfoundland, Canada)	Bottom Brook Property (Newfoundland, Canada)	Phoenix Gold Property (Nevada, USA)	Total
Balance, January 31, 2023	**10,213,454**	**2,566,421**	**1**	**12,779,876**
Additions during the period	2,677,264	1,639,588	-	4,316,852
Plan of Arrangement (note 5)	-	-	(1)	(1)
Balance, January 31, 2024	**$ 12,890,718**	**$ 4,206,009**	**$ -**	**$ 17,096,727**
Additions during the period	76,014	27,584	-	103,598
Option proceeds, cash	(89,325)	-	-	(89,325)
Balance, July 31, 2024	**$ 12,877,407**	**$ 4,233,593**	**$ -**	**$ 17,111,000**

8. ACQUISITION OF NEWBAY MINING CORP.

On January 30, 2023, the Company completed the acquisition (the "Acquisition") of all the issued and outstanding shares of Newbay Mining Corp. ("Newbay") pursuant to the letter agreement (the "Agreement") among the Company, Newbay, and all of Newbay's shareholders (collectively, the "Vendors") and acquired the Rare Earth Elements mineral property in Western Newfoundland, Canada, known as the Bottom Brook Property (the "Property").

Pursuant to the terms of the Agreement, the Company acquired all the issued and outstanding securities of a newly amalgamated corporation, continuing under the name of Newbay and resulting from the vertical amalgamation of Newbay and its wholly-owned subsidiary 2802903 Ontario Limited, which held 100% of the interest in the Property. As consideration for the Acquisition, the Company paid a $100,000 cash deposit to be used for license fees to keep the Property in good standing and issued an aggregate 5,081,293 common shares (the "Compensation Shares") at a deemed price of $0.492 per Compensation Share, equal to the 5-day volume weighted average price per share calculated for the period 10 business days prior to closing, representing total compensation of $2,500,000 settled by the issuance of 5,081,293 Compensation Shares to the Vendors on a pro rata basis. Upon closing of the Acquisition, Newbay is the 100% holder of the Property and wholly-owned subsidiary of the Company.

The Property is subject to a 3% net smelter return royalty (the "NSR") payable to the Vendors, with the Company retaining the right to buy back 2% of the NSR for an aggregate payment of $1,500,000.

(Expressed in Canadian dollars)

8. ACQUISITION OF NEWBAY MINING CORP. (continued)

The acquisition of Newbay has been accounted for as an asset purchase. The consideration paid has been allocated to the financial liabilities assumed and assets acquired based on their estimated fair values at the date of acquisition as follows:

	$
Consideration given:	
5,081,293 common shares	2,500,000
Cash	100,000
Acquisition costs	54,633
	2,654,633
Net assets acquired:	
Cash	107,697
Accounts receivables	418
Mineral rights	2,566,421
Accounts payable and accrued liabilities	(19,903)
	2,654,633

9. SHARE CAPITAL

Authorized

Unlimited number of common shares.

Issued and outstanding

Issued common shares are as follows:

	Number of shares	Amount
Balance, January 31, 2023	**68,528,947**	**$22,604,382**
Extension of warrants (i)	-	(55,000)
Shares issued on exercise of warrants (ii)	100	121
Subscription warrants expired (iii)	-	289,996
Subscription warrants expired (iv)	-	366,180
Subscription warrants expired (v)	-	68,600
Balance, January 31, 2024	**68,529,047**	**$23,274,279**
Subscription warrants expired (vi)	-	493,750
Subscription warrants expired (vii)	-	3,698,694
Balance, July 31, 2024	**68,529,047**	**$ 27,466,723**

(Expressed in Canadian dollars)

9. SHARE CAPITAL (continued)

Issued and outstanding (continued)

i. On March 17, 2023, the Company extended the expiry date of 2,500,000 outstanding share purchase warrants exercisable at $0.60 per common share from March 31, 2023, to April 1, 2024. $55,000 representing the value of the extension was reclassified from share capital to warrants reserve.
ii. On June 28, 2023, 100 warrants originally issued on November 30, 2021 were exercised at a price of $1 per common share. The previously recognized value of warrants of $21 was reclassified from warrants reserve to share capital.
iii. On November 30, 2023, 1,262,500 warrants originally issued on November 30, 2021 were expired.
iv. On November 30, 2023, 1,781,900 warrants originally issued on November 30, 2021 were expired.
v. On December 21, 2023, 350,000 warrants originally issued on December 21, 2021 were expired.
vi. On April 1, 2024, 2,500,000 warrants originally issued on March 31, 2021, and extended on March 17, 2023 were expired.
vii. On June 29, 2024, 5,343,184 warrants originally issued on June 29, 2022 were expired.

Warrants Reserve

The following is a summary of the changes in the Company's warrants during the periods:

	Exercise price	Number	Amount
Balance, January 31, 2023		**12,312,684**	**$ 4,998,443**
Extension of warrants (i)	$0.60	-	55,000
Warrants exercised (ii)	$1.00	(100)	(21)
Warrants expired (iii)	$0.60	(1,262,500)	(289,996)
Warrants expired (iv)	$1.00	(1,781,900)	(366,180)
Warrants expired (v)	$1.00	(350,000)	(68,600)
Balance, January 31, 2024		**8,918,184**	**$ 4,328,646**
Warrants expired (vi)	$0.60	(2,500,000)	(493,750)
Warrants expired (vii)	$1.00	(586,770)	(486,843)
Warrants expired (vii)	$1.50	(4,756,414)	(3,211,851)
Balance, July 31, 2024		**1,075,000**	**$ 136,202**

i. On March 17, 2023, the Company extended the expiry date of 2,500,000 outstanding share purchase warrants exercisable at $0.60 per common share from March 31, 2023 to April 1, 2024. These warrants were re-valued using the following assumptions: expected dividend yield – 0%; expected volatility – 82%; risk-free interest rate – 3.74%; expected life – 1 year.
ii. On June 28, 2023, 100 warrants originally issued on November 30, 2021 were exercised at a price of $1 per common share. The previously recognized value of warrants of $21 was reclassified from warrants reserve to share capital.
iii. On November 30, 2023, 1,262,500 warrants originally issued on November 30, 2021 were expired.
iv. On November 30, 2023, 1,781,900 warrants originally issued on November 30, 2021 were expired.
v. On December 21, 2023, 350,000 warrants originally issued on December 21, 2021 were expired.
vi. On April 1, 2024, 2,500,000 warrants originally issued on March 31, 2021, and extended on March 17, 2023 were expired.
vii. On June 29, 2024, 5,343,184 warrants originally issued on June 29, 2022 were expired.

(Expressed in Canadian dollars)

9. SHARE CAPITAL (continued)

Warrants Reserve (continued)

The following table summarized information about the Company's warrants outstanding as at July 31, 2024:

Grant Date	Expiration Date	Exercise price	Warrants outstanding
August 17, 2021	August 17, 2024	$0.40	1,075,000
			1,075,000

Stock options and share-based payment

As at July 31, 2024, the Company had Nil stock options outstanding (January 31, 2024 – Nil).

The following table summarizes information about stock options outstanding as at July 31, 2024:

	Number	Weighted average exercise price	
Balance, January 31, 2023	**3,000,000**	**$**	**0.55**
Stock options expired (i)(ii)	(3,000,000)		0.55
Balance, January 31, 2024	**-**	**$**	**-**
Balance, July 31, 2024	**-**	**$**	**-**

i. The assumptions utilized in determining the value of the 3,000,000 stock options was a share price of $0.52, an exercise price of $0.55, a risk free interest rate of 0.40%, volatility of 208%, expected yield of nil, and an expected life of 2 years. The estimated fair value of the 3,000,000 options issued was $1,333,200, which were fully vested. These options expired on September 6, 2023.

ii. On September 6, 2023, 3,000,000 stock options originally issued on September 7, 2021 were expired.

10. COMMITMENTS AND CONTRACTUAL ARRANGEMENTS

As at July 31, 2024, the Company had the following contractual arrangements and commitments in place:

a. On March 29, 2021, the Company retained Integral Wealth Securities Ltd. ("Integral") to provide market-making services in accordance with the policies of the TSX Venture Exchange. In consideration of the services provided by Integral, the Company will pay Integral a monthly fee of $5,500, plus any reasonable costs and expenses it incurs in connection with the services provided. The Company terminated the services on May 1, 2024.

(Expressed in Canadian dollars)

10. COMMITMENTS AND CONTRACTUAL ARRANGEMENTS (continued)

b. On March 7, 2023, the Company engaged Native Ads Inc. ("Native Ads") to execute a comprehensive digital media marketing campaign for the Company. The Company paid $201,405 (US$150,000) for services over a six-months period beginning on March 7, 2023. The Company terminated the service at the end of the six-months period. In May 2024, the Company received a refund in the amount of $166,793 (US$124,500) for unused portion of the services that were agreed upon

c. On July 31, 2024, the Company negotiated and settled a total of $539,488 in accounts payable owing to a third-party creditor of the Company by making a one-time cash payment in the total amount of $91,935. The Company recognized a gain on debt settlement of $447,553 on this transaction.

11. CAPITAL MANAGEMENT

The Company's objective when managing capital structure is to ensure sufficient financial resources exist to meet the Company's strategic exploration and business development objectives, and to ensure that the Company continues as a going concern.

The Company's capital structure consists of shareholders' equity in the amount of $16,809,986 at July 31, 2024 (January 31, 2024 - $16,743,870). The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue common shares or dispose of assets.

The Company's strategy for managing capital did not change during the period ended July 31, 2024

12. SEGMENTED INFORMATION

The Company operates in one reportable segment. Segments are defined as components for which separate financial information is available and is regularly evaluated by the chief operating decision maker.

13. RELATED PARTY TRANSACTIONS

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of members of the Company's Board of Directors and corporate officers. Compensation awarded to key management for the six-month periods ended July 31, 2024 and 2023 is summarized as follows:

		2024		2023
Management fees expensed	$	41,000	$	312,500
Management fees capitalized		-		75,000
Total	$	41,000	$	387,500

(Expressed in Canadian dollars)

13. RELATED PARTY TRANSACTIONS (continued)

During the six-month period ended July 31, 2024, the Company incurred management fees of $Nil (2023 - $80,000) to a Company controlled by the former CEO, management fees of $31,000 (2023 - $60,000) to a Company controlled by the former CFO, management fees of $Nil (2023 - $75,000) to a Company controlled by the former COO, management fees of $Nil (2023 - $60,000) to a Company controlled by the former Managing Director, management fees of $Nil (2023 - $75,000) to a Company controlled by the Executive Chairman, management fees of $Nil (2023 - $ 37,500) to a Company controlled by a director, and management fees of $10,000 (2023 - $Nil) to the CFO.

As at July 31, 2024, accounts payable and accrued liabilities include $388,387 (2023 – $93,498) due to key management personnel. Included in this amount was $85,313 (2023 - $Nil) due to a Company controlled by the CEO, $135,000 (2023 - $70,892) due to a Company controlled by the former CEO, $51,293 (2023 - $Nil) to a Company controlled by the former CFO, $36,528 (2023 - $14,661) to a Company controlled by the former COO, $19,920 (2023 - $Nil) to a Company controlled by the former Managing Director, $40,645 (2023 - $7,945) to a Company controlled by the Executive Chairman, and $19,688 (2023 - $Nil) to a Company controlled by a director.

As of July 31, 2024, The Company had advances receivable from Phoenix Gold Resources (Holdings) Ltd., a company under common control, in the amount of $360,164 (January 31, 2024 – $359,951). The advances are non-interest bearing, unsecured, and have no fixed term of repayment.

These transactions are in the normal course of operations and at the exchange amount agreed to by the related parties.

14. FINANCIAL INSTRUMENTS

IFRS 7 establishes a fair value hierarchy that reflects significance of inputs in measuring fair value as follows:

Level 1 –	quoted prices (unadjusted) in active markets for identical assets or liabilities;
Level 2 –	inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. process) or indirectly (i.e. derived from process); and
Level 3 –	inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company's financial assets and liabilities at fair value through profit or loss, consisting of cash, is classified as level 1. The Company examines the various financial instrument risks to which it is exposed and assesses the impact and likelihood of those risks.

Fair value

As at July 31, 2024, the Company's financial instruments consist of cash, other receivables, accounts payable and accrued liabilities, and loans payable. These financial instruments are classified as other financial liabilities and are carried at amortized cost. The fair values of these financial instruments approximate their carrying values due to the short-term nature of these instruments.

14. FINANCIAL INSTRUMENTS (continued)

Liquidity risk

Liquidity risk is the risk that the Company is unable to meet its financial obligations as they fall due. The Company takes steps to ensure that it has sufficient working capital and available sources of financing to meet future cash requirements for capital programs and operations.

The Company intends to issue equity to ensure the Company has sufficient access to cash to meet current and foreseeable financial requirements. The Company actively monitors its liquidity to ensure that its cash flows and working capital are adequate to support its financial obligations and the Company's capital programs.

Credit risk

Credit risk is the risk of loss if counterparties do not fulfill their contractual obligations. The Company has credit risk with its other receivables and prepaid expenses, but it is considered to be minimal. There is no allowance for doubtful accounts recorded as at July 31, 2024.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, commodity and equity prices.

Interest rate risk

The Company is not exposed to the risk that the value of financial instruments will change due to movement in market interest rates.

Currency risk

Currency risk is the risk to the Company's earnings that arises from fluctuations of foreign exchange rates and the degree of volatility of these rates. The Company does not use derivative instruments to reduce its exposure to foreign currency risk. The Company has a portion of its accounts payable and accrued liabilities in US Dollars.

Commodity price risk

The Company is exposed to price risk with respect to commodity and equity prices. 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. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices, particularly as they relate to base metals, individual equity movements, and the stock market in general to determine the appropriate course of action to be taken by the Company.

15. LOANS PAYABLE

In July 2024, the Company obtained a private, non-interest-bearing loan from a certain related party for an aggregate amount of $75,000. The loan is payable in full upon 15 days following the closing of the Definitive Property Option Agreement made between the Company and Firetail Resource Limited dated June 5, 2024 (note 7). The proceeds from the loans will be used to fulfill the Company's working capital requirements.

16. SUBSEQUENT EVENTS

In August 2024, warrants to purchase up to 1,075,000 shares at a price of $0.40 per share and valued at $136,202 expired unexercised.

In August 2024, the Company announced that it had entered into debt settlement agreements with arm's length third parties and three directors of the Company pursuant to which the Company has agreed to issue an aggregate of 4,723,088 common shares at a deemed price of $0.07 per Share, to settle indebtedness of CAD$330,616.38 of which CAD$87,812.50 or 1,254,463 shares is owed to three directors of the Company. The transaction is subject to TSX Venture Exchange approval.

SCHEDULE B

MD&A OF THE ISSUER

[*See Attached*]

YORK HARBOUR
METALS

MANAGEMENT'S DISCUSSION AND ANALYSIS

YORK HARBOUR METALS INC.

(An exploration stage company)
(Formerly Phoenix Gold Resources Corp.)

FOR THE YEAR ENDED JANUARY 31, 2024

(Expressed in Canadian dollars)

Dated as of May 29, 2024

This Management Discussion and Analysis ("MD&A") of the consolidated financial position, results of operations, and cash flows of York Harbour Metals Inc. ("YORK" or the "Company") are for the year ended January 31, 2024. This MD&A should be read in conjunction with the Company's audited consolidated financial statements and related notes thereto for the years ended January 31, 2024 and 2023.

The financial information in this MD&A is derived from the Company's audited consolidated financial statements which have been prepared in Canadian dollars unless otherwise noted, in accordance with International Accounting Standards as issued by the International Accounting Standards Board. The content of this MD&A has been approved by the Board of Directors, on the recommendation of its Audit Committee. This MD&A is dated May 29, 2024 and is current to date, unless otherwise noted.

Mr. Bruce Durham, P. Geo., is a director of the Company and a Qualified Person ("QP") as defined by National Instrument 43-101 ("NI 43-101"). He has approved the scientific and technical disclosure on the York Harbour Copper-Zinc Project and the rare earth elements Bottom Brook Project in Newfoundland and Labrador, Canada and prepared or supervised its preparation.

Additional information relating to the Company is available on the System for Electronic Document Analysis and Retrieval ("SEDAR") at www.sedar.com.

DESCRIPTION OF BUSINESS

York Harbour Metals Inc. (the "Company") was incorporated under the British Columbia's Business Corporations Act on May 2, 2011 under the name of Zuri Capital Corp. ("Zuri") which commenced trading on the TSX Venture Exchange as a Capital Pool Company on March 19, 2012. On April 23, 2014, Zuri was acquired by Phoenix Gold Resources Ltd. ("Phoenix") in a reverse takeover transaction and Zuri changed its name to Phoenix Gold Resources Corp. ("PXA"). Effective February 10, 2022, PXA changed its name to York Harbour Metals Inc. and resumed on the TSX Venture Exchange with the trading symbol "YORK". The Company's corporate address is 3012 Murray Street, Port Moody, British Columbia, Canada, V3H 1X2.

The Company is a TSX Venture Exchange ("Exchange") Tier 2 listed mineral exploration and development company with its principal business focusing on the acquisition and exploration of the mineral rights. The Company has not yet determined whether the property contains mineral reserves that are economically recoverable.

On July 9, 2013, The Company acquired a 50% right, title, and interest to the Plumas Property. Additionally, the Company entered into a 20-year renewable lease for the remaining 50% right, title, and interest to the Plumas Property, which it terminated on January 16, 2023. The Plumas Property consists of two patented lode mining claims with extra lateral rights (40 acres) and one patented mill site claim (8.5 acres) situated in Battle Mountain, Lander County, Nevada, USA. The Company also acquired a 50% right, title, and interest to the Eldorado Property which consists of one patented lode mining claim (20 acres) named Eldorado situated in Battle Mountain, Lander County, Nevada, USA.

On February 26, 2021, the Company entered into an option agreement with WBN Prospecting Group to acquire a 100% interest in the York Harbour Property, consisting of five mineral licences and 156 mineral claims totalling 3,900 hectares. The property is located 27km west of the City of Corner Brook, Newfoundland and is accessible by a provincial highway (Route 450).

On May 11, 2022, the Company has completed the earn-in to acquire 100% interest of the York Harbour Property by completing all conditions of the option agreement.

On May 12, 2022, the Company signed an agreement to reduce the existing 2% Net Smelter Royalty ("NSR") for York Harbour Property down to a 0.5% NSR by purchasing 1.5% of the negotiated NSR for $1,500,000 settled by issuance of 1,500,000 common shares in the share capital of the Company at a price of $1 per share.

On July 28, 2022, the Company acquired Gregory River Property situated on the northern coast of the Bay of Islands, approximately 22 km due north of the Company's York Harbour Property or 36 km northwest of the City of Corner Brook in Western Newfoundland. The Gregory River claims were acquired via a staking agreement with the original vendors of the York Harbour Property. Staking fees of $53,950 have been paid to the vendor and there are no royalties on the claims.

On January 30, 2023, the Company acquired all issued and outstanding shares of Newbay Mining Corp. ("Newbay") and acquired 100% interest in a Rare Earth Elements mineral property in Western Newfoundland, Canada, known as the Bottom Brook Property. As a consideration for the acquisition, the Company issued 5,081,293 common shares of the Company at a deemed price of $0.492 per common share, representing total compensation of $2,500,000. In addition, the Company paid $100,000 cash deposit to be used for license fees to keep the property in good standing. The property is subject to a 3% net smelter return royalty payable to the former shareholders of Newbay, with the Company retaining the right to buy back 2% of the NSR for an aggregate payment of $1,500,000. Bottom Brook Property is comprised of 18 licenses and 614 mineral claims.

On September 14, 2023, the Company completed its spinout transaction whereby the Company spun-out 100% of the common shares of Phoenix Gold Resources (Holdings) Ltd. to the shareholders of the Company ("Shareholders") by way of a court-approved plan of arrangement (the "Plan of Arrangement") pursuant to the Business Corporations Act (British Columbia). The Plan of Arrangement received approval from the Supreme Court of British Columbia on August 1, 2023 and shareholder approval on July 26, 2023. Phoenix Gold Resources (Holdings) Ltd. holds interests in the Plumas and Eldorado properties (collectively known as the "Phoenix Gold Project"). Pursuant to the terms of the Plan of Arrangement, the Shareholders received 0.2 of a common share of Phoenix Gold Resources (Holdings) Ltd. and one new common share of the Company (the "New Shares") in exchange for every existing common share of the Company held (the "Old Shares"). On September 14, 2023, Shareholders received 13,705,803 shares of Phoenix Gold Resources (Holdings) Ltd., being 100% of its shares, and continue to hold the same number of common shares of the Company as before the transaction.

The Company's common shares also trade in the USA under symbol "YORKF" and on the Frankfurt Stock Exchange under the WKN number "A3DEPV" and symbol "5DE0".

CORPORATE OVERVIEW

Effective February 2, 2022, Mr. Leo Power was appointed as an advisor to the Company.

Effective February 18, 2022, Mr. Leo Power was appointed as a Director of the Company and Mr. Walter Davidson resigned from the Board of the Company.

Effective March 31, 2022, Ms. Penilla Klomp was appointed as a Corporate Secretary of the Company.

Effective April 14, 2022, Mr. J. Douglas Blanchflower was elected as a Director of the Company at the Company's Annual General Meeting.

Effective April 15, 2022, Mr. Michael Williams was appointed as an advisor to the Company's Advisory Board.

Effective October 25, 2022, Mr. Bruce Durham replaced Mr. Andrew Lee as the Company's President and Chief Executive Officer and Mr. Michael Williams replaced Mr. Bruce Durham as the Company's Executive Chairman and was appointed as a Director of the Company.

Effective October 25, 2022, Mr. Andrew Lee was appointed as an Officer of the Company in the role of Managing Director.

Effective December 15, 2022, Mr. J. Douglas Blanchflower was appointed as a Chief Operating Officer of the Company.

Effective January 22, 2024, Mr. J. Douglas Blanchflower resigned from Director and Chief Operating Officer of the Company.

Effective February 1, 2024, Mr. Andrew Lee resigned from Officer of the Company in the role of Managing Director.

Effective February 1, 2024, Mr. Blair L. Naughty replaced Mr. Bruce Durham as the Company's President and Chief Executive Officer and he was appointed as a Director of the Company.

TECHNICAL OVERVIEW / MINERAL PROPERTIES

YORK HARBOUR PROPERTY

On February 26, 2021, the Company entered into an option agreement with WBN Prospecting Group (the "Optionor") to acquire a 100% interest in the York Harbour Property ('YHM Property' or the 'Property' or the 'York Harbour Copper-Zinc Project') consisting of five mineral licences and 156 mineral claims totalling 3,900 hectares.

The Company could acquire its 100% interest on the following terms:

1) Cash payment of $ 95,000 (**completed**)
2) Issuance of 1,485,566 shares (**completed**)
3) Incurring $3,000,000 in exploration expenditures **(completed**):
    a. $250,000 on or before the first anniversary; **(completed)**
    b. $750,000 accumulated total on or before the second anniversary (**completed**); and
    c. $3,000,000 accumulated total on or before the third anniversary (**completed**).

The YHM Property was subject to a 2% net smelter returns royalty ("NSR"), but the Company had the right to purchase 1% of the NSR, within one year of commencement of Commercial Production at a cost of $1,000,000.

The YHM Property is located approximately 27 kilometres west of Corner Brook, Newfoundland and known to be prospective for its copper-zinc-silver-gold-cobalt volcanogenic massive sulphide ('VMS') deposits. The known mineralization exhibits characteristics consistent with classic mafic-type flow dominated ('Cyprus-type') VMS deposits. Similar geological environments and styles of mineralization have formed relatively large copper-zinc deposits elsewhere in Newfoundland at Tilt Cove, in Cyprus at the Mavrovouni mine, and in Norway at the Lokken mine.

Copper and zinc massive sulphides were first discovered at York Harbour in 1893. Since then, a total of 2,134 metres of historic underground drifting and development have been completed for which documentation is available. Drill core logs and sampling data is available for a total of 19,323 metres of historical drilling that tested eleven lenses or zones of copper-zinc-silver-gold-cobalt-bearing sulphide mineralization. These zones occur over a 450-metre strike length, and many remain open for expansion both along strike and down-dip. Most historical exploration and underground development have been concentrated within a 375-metre-long segment of a stratigraphic contact between lower and upper basaltic units and within 150 metres of surface. An overturned synclinal fold is interpreted to extend and repeat the favourable mineralized horizon both along the western and southern portions of the property where surface prospects of VMS mineralization at the No. 4 Brook, 1 km to the west, and Pinnacle Brook, 1,800 m to the southwest, have been discovered and documented in outcrop but have received very little modern exploration attention.

Field work at YHM Property commenced with an examination of the stored drill core and a 3D Borehole Pulse EM geophysical survey. Subsequently, on June 28, 2021, the Company reported results from its surface grab and channel sampling program that targeted a 100-metre strike length of the 'A' Zone. Significant assay results included highs of 16.8% copper, 30.4% zinc, and 119.6 grams per tonne ("gpt") silver. In addition to the surface sampling, a 3D modelling program was carried out utilizing the historical drilling results that report copper-zinc-silver (+/- lead, cobalt, and gold) Cyprus-type VMS mineralization within the YHM property. The purpose of this program was firstly to visualize the known subsurface mineralization and secondly to better locate proposed diamond drill collars with the concurrent surface and bore hole electromagnetic survey results to confirm historic drilling results.

On July 21, 2021, the Company announced a Phase 1 diamond drilling program based upon the results of the 3D modelling and geophysical surveying. Seven to nine drill holes were proposed to initially target and confirm indicated massive and semi-massive sulphide mineralization in the reported 'A', 'B' and 'D' zones.

On September 7, 2021, the Company reported the completion of nine diamond drill holes totalling 1,222 meters as part of a Phase 1 diamond drilling program at YHM Property. Two holes were abandoned when they encountered a wide fault zone and a third drill hole intersected a section of the 4 Level adit. The other 6 drill holes all intersected stringer, semi-massive and/or massive sulphide mineralization.

On October 12, 2021, the Company provided initial assay results from 100 of 300 samples collected from some of the Phase 1 diamond drill holes. Drill hole YH21-06 targeting the 'H' Zone returned results of 47.79 m of 0.85% copper, 91.82 gpt cobalt, 0.57% zinc and 1.53 gpt silver (including 1.60 m of 9.39% copper, 645.44 gpt cobalt, 0.18% zinc, and 6.9 gpt silver). YH21-04 also targeting the 'H' Zone returned assay results of 9.51 m of 1.69% copper, 125.14 gpt cobalt, 0.13% zinc, and 1.43 gpt silver (including 1.54 m of 5.2% copper, 287.12 gpt cobalt, 0.07% zinc, and 2.57 gpt silver).

Other significant results from the Phase 1 drill program include: YH21-08 with 6.6 m of 0.62% copper, 66.92 gpt cobalt, 0.65% zinc and 3.37 gpt silver, which targeted 'G' Zone; and YH21-09 with 9.54 m of 1.69% copper, 238.73 gpt cobalt, 0.11% zinc and 2.83 gpt silver that tested the 'A' Zone.

It is important to note, that the intercept intervals are drilling lengths, not true widths, because the true orientation of the mineralization has not yet been established.

Following a successful Phase 1 diamond drilling program, a Phase 2 diamond drilling program was designed to better delineate the drill-indicated VMS mineralization and to explore for additional similar mineralization both along strike and down-dip. Historical underground drill hole logs documented several massive and semi-massive, mineralized intercepts between and along strike of the known zones but without reported assays.

On October 27, 2021, the Company reported drill holes YH21-13 and 14 had intersected semi-massive and massive VMS mineralization. In addition to the Phase 2 drilling program, exploration work on the property also included relocating the No. 4 Brook adit with a massive sulphide showing that is situated approximately 1 km west from the drilling completed to date on the eastern limb of the folded volcanic sequence hosting known VMS mineralization. On October 16, 2021, several field personnel visited the site and reported approximately 15 metres of massive and semi-massive sulphide mineralization, including pyrite, chalcopyrite and sphalerite, in a sheared zone near the sloughed-in adit. This showing is currently accessible via a cut trail.

On November 4, 2021, the Company announced a progress update for its Phase 2 diamond drilling program at YHM Property. The Company had completed 10 of the 28 proposed drill holes, or 1,354 metres of the proposed 4,325 metres of diamond drilling. Significant semi-massive and massive VMS mineralization; including pyrite, chalcopyrite, sphalerite and rarely native copper, had been identified in drill cores from 8 of the 10 holes.

Consulting mining engineers of Gemtec, based in St. John's Newfoundland, were commissioned to apply for permitting approval to enter the 4 Level adit. On December 8, 2021, the Company used a camera-fitted drone to survey 110 metres of the adit to determine its condition which would aid the permitting approval. The third phase of exploration drilling on the YMH Property commenced on January 19, 2022 and was completed on April 23. This phase of drilling included 30 drill holes totalling 5,400 metres of core drilling. It continued the exploration of the main historical mine area focusing on expanding the existing zones of VMS copper-zinc-silver-cobalt mineralization along a 450-metres of strike length. In addition to defining mineralization along strike, this drilling also tested up and downdip extensions of the known mineralization.

On February 14, 2022, the Company reported assay results for drill hole YH21-18 which intersected 25 metre intervals with an average grade of 2.7% copper, 9.0% zinc, 17.78 gpt silver and 164 gpt cobalt.

A technical report completed by Longford Exploration Services Ltd. on the Company's York Harbour Property entitled, "National Instrument 43-101 Technical Report on the York Harbour Property, Western Newfoundland, Canada" dated March 10, 2022, with an effective date of February 24, 2022 has been filed and is available for download on SEDAR.com.

On March 7, 2022, the Company announced it had increased its strategic land position at the York Harbour copper-zinc property with the additional staking of 825 hectares (8.25 km^2) adjoining the western and southern limit of the existing mineral claims, bringing the total area of the property to 4,725 hectares (47.25 km^2).

On March 17, 2022, the Company announced the following highlights of the first eleven drill holes of the Phase 2 Diamond Drilling Program:

- YH21-14 with 9.92 m of 1.00% copper, 0.13% zinc, 1.76 g/t silver, and 114.7 g/t cobalt (Including 2.00 m of 2.25% copper, 0.21% zinc, 3.84 g/t silver, and 138.6 g/t cobalt)
- YH21-15 with 8.13 m of 0.87% copper, 0.23% zinc, 1.28 g/t silver, and 136.0 g/t cobalt
- YH21-18 with 25.00 m of 2.70% copper, 9.04% zinc, 17.78 g/t silver, and 163.6 g/t cobalt (Including 10.00 m of 2.47% copper, 16.52% zinc, 36.43 g/t silver, and 93.0 g/t cobalt)
- YH21-20 with 21.80 m of 2.32% copper, 5.94% zinc, 5.17 g/t silver, and 54.0 g/t cobalt

On March 26, 2022, the Company reported high-grade copper and cobalt values in diamond drill hole YH21-24, grading 5.25% copper, 436.5 g/t cobalt, 8.97 g/t silver, and 0.801% zinc over a drilling length of 29.0 metres. Drill hole YH21-22 intersected zinc and copper values over a 5.26 metre interval grading 2.84% copper, 31.96% zinc and 42.09 g/t silver.

On April 7, 2022, the Company reported all the results from Phase 2 drilling that were previously unreported. Among the results released, Drill hole YH21-19 was reported to have intersected a strongly mineralized intercept over 15.00 metres grading 3.378% copper, 5.207% zinc, 18.53 g/t silver and 230.0 g/t cobalt. Results for drill holes YH21-31, YH21-32, and YH21-33 were also reported within the southern 'B' Zone (Main Mine Zone South).

The third phase drilling program was completed on April 23, 2022. During the nine months since the start of drilling on July 24, 2021 to the finish of the third phase drilling, the Company completed 68 drill holes totalling 11,185 metres of NQ-size diamond drilling. The Company reviewed the results of this drilling and carried out check-assaying on a portion of the analysed drill core samples, as part of their QA/QC procedures.

On May 11, 2022, the Company announced it had fully acquired a 100% interest in the Property from the Optionor by completing the payment of $95,000 in cash and issuing 1,485,566 shares of the Company. As well, the Company had completed over $3,000,000 of Exploration Expenditures within 14 months following the success of the first drilling program. The Company has signed an agreement to reduce the existing 2% Net Smelter Royalty ("NSR") for its York Harbour Copper-Zinc Project down to a 0.5% NSR by purchasing 1.5% of the negotiated NSR for $1,500,000 settled by issuance of 1,500,000 common shares in the share capital of the Company at a price of $1.00 per share.

In July 2022, the Company contracted for the establishment of east-west grid lines spaced 150 metres apart from north of the documented mineralization in the Sea Level adit southward beyond the Pinnacle copper-zinc-lead-silver soil geochemical anomaly in the southern portion of the property, a north-south distance of over 3 km. These lines cover most of the documented extent of the favourable VMS geologic setting and were used for both ongoing geological mapping and rock geochemical sampling work, plus a 2D induced polarization survey beginning late-July 2022.

As a result of the three drilling programs, it appears that the Main Mine Zone can be subdivided into two subzones, one to the northeast and another to the southwest, each comprising several continuous semi-massive and massive VMS lenses. These two subzones appear to have been displaced approximately 100 metres by a northeasterly trending, right lateral fault zone.

A revised 3D model of the VMS mineralization was prepared during July that included the drilling results from all historical and the 2021-22 diamond drilling. The results of this work showed several areas within the two segments of the Main Mine area requiring additional drill testing to evaluate the strike and downdip potential of the indicated VMS mineralization.

The initial 2D IP-resistivity survey commenced in late July. The survey covered most of the favourable contact between the upper and lower basalt rock units and extended beyond the contact to provide deep IP information. Subject to preliminary interpretation of the geophysical results, grid lines and IP surveying were extended to cover encouraging chargeability/resistivity results.

On September 8, 2022, the Company announced preliminary assay results from the Phase 3 drilling program that targeted the Main Mine area. Diamond drill hole YH22-61 intersected 2.86% copper, 6.95% zinc, 20.2 gpt silver and 436.5 g/t cobalt over a drilled length of 14.77 metres. Four mineralized zones were drill tested during the Phase 3 drilling campaign. It is evident from the drilling results that the D and G zones may be continuous and that more drilling is required to fully test their strike and downdip extensions. It is also evident from the 2021-22 drilling results that the D and G zones are considerably larger than previously documented and that the historical drilling either did not fully intersect these zones or did not report significant assay results.

The Company announced on September 27, 2022 that the Phase 4 diamond drilling had commenced on their York Harbour Copper-Zinc property. Furthermore, that the initial part of the program was designed to test the depth extensions of the drill indicated volcanogenic massive sulphide ("VMS") mineralization within the northeastern (A, D-G Zones) and southwestern (H Zone) halves of the Main Mine Area. Drilling would then begin testing other potential copper-zinc mineralized areas that have not received any detailed exploration since the early 1990's. It was estimated that the proposed program might exceed 7,500 metres of NQ-size diamond drilling. In addition, preliminary results from the 2D IP-resistivity survey show several anomalous chargeability/resistivity anomalies both within the Main Mine area and elsewhere on the property that warrant considerable detailed drill testing.

The remaining assay results from the Phase 3 drilling program were reported on October 4, 2022. The assay results showed that the drill-indicated mineralization extends both along strike, thereby joining several of the previously isolated VMS lenses of the Main Mine Area, and that these lenses have depth extent and could extend farther.

Some other significant drill intersections reported in the October 4th news release included:

- YH22-44 with 2.68 m of 2.35% copper, 8.94% zinc, 45.95 g/t silver and 187.90 g/t cobalt
- YH22-48 with 13.85 m of 0.57% copper, 1.91% zinc, 2.39 g/t silver and 46.00 g/t cobalt
- YH22-50 with 14.63 m of 1.33% copper, 0.08% zinc, 5.89 g/t silver and 123.80 g/t cobalt
- YH22-54 with 14.39 m of 2.31% copper, 0.30% zinc, 3.90 g/t silver and 144.40 g/t cobalt
- YH22-56 with 10.02 m of 1.60% copper, 0.05% zinc, 2.90 g/t silver and 123.70 g/t cobalt

- YH22-57 with 8.70 m of 1.01% copper, 1.32% zinc, 4.65 g/t silver and 97.10 g/t cobalt
- YH22-68 with 4.20 m of 1.12% copper, 0.12% zinc, 1.73 g/t silver and 80.10 g/t cobalt

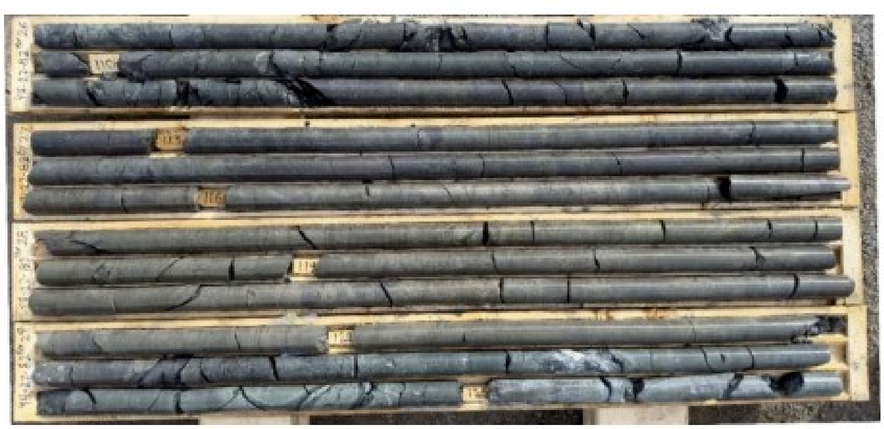
Note: the reported intercept lengths are drilling lengths, not true widths, since the true orientation of the mineralization has not yet been established.

On October 11, 2022, the Company announced the completion of 14 diamond drill holes totalling 3,627 m, the initial part of the Phase 4 drilling program. Massive and semi-massive sulphide mineralization was logged in the recovered cores of the first nine drill holes showing that the VMS mineralization extended between known mineralized lenses and down dip.

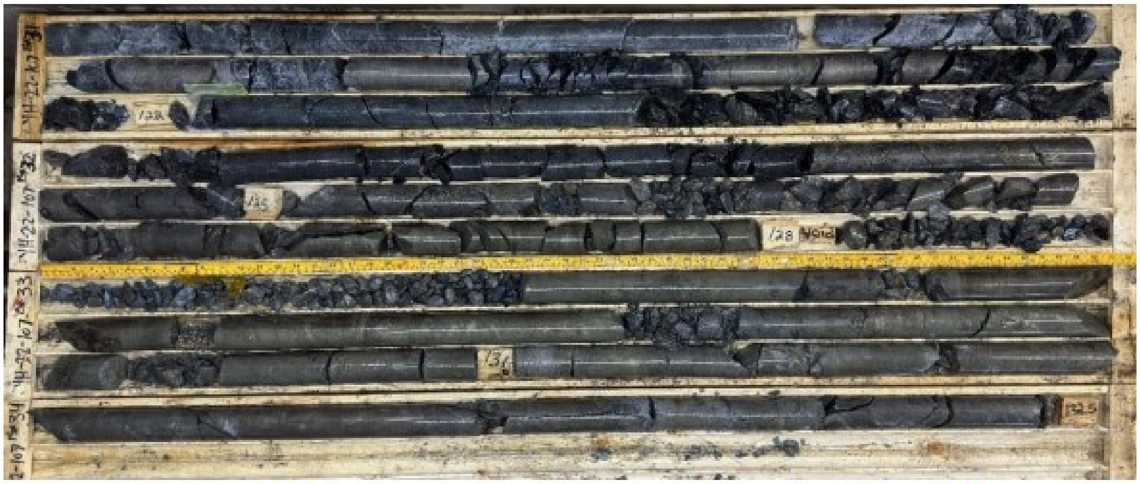
Three additional exploration permits were approved by the Mineral Lands Division of the Newfoundland-Labrador Government on November 5, 2022. These permits cover the areas of the No. 4 Brook, Sea Level adit and Pinnacle Lake exploration targets. Approval of these three permit areas will allow diamond drill testing of these three targets that all have known and coincident geological, soil and rock geochemical and geophysical anomalies.

On November 23, 2022, the Company announced the completion of the Phase 4 diamond drilling program during the period of September 5 to November 17, 2022. The program included the completion of 42 NQ-size diamond drill holes totalling 8,075 metres. Since the start of diamond drilling in July 2021 the Company has completed 110 drill holes totalling 19,260 metres. A total of 2,240 core and quality control samples from the Phase 4 drilling were shipped for analysis to two assay laboratories. Of these, 1,921 drill core samples contained massive, semi-massive and/or stringer sulphide mineralization.

The Phase 4 drilling continued to discover and delineate copper and zinc-rich VMS mineralization both between known zones of mineralization as well as also along strike and downdip of them. The A zone was the only zone within the property that was historically mined, and until recently only one drill hole had tested this zone due to the problems of intersecting the near-surface underground workings. During the Phase 4 drilling program the Company tested the A zone with 12 drill holes. A few drill holes intersected old workings and had to be abandoned but two holes were not stopped before intersecting 1.0 to over 9 metres of VMS mineralization in drill holes YH22-105 and -107. The results show the A Zone has both near-surface mineralization adjacent to the old mine workings and that the mineralization also extends both southerly along strike and beneath the historic mine workings.



Photograph 1: Massive VMS mineralization from DDH YH22-82 111.8 to 123.0 m in D Zone



Photograph 2: Massive VMS mineralization from DDH YH22-107 124.1 to 133.1 m in D Zone

Drill hole YH22-91 situated south and east of the Main Mine zone testing an extensive IP chargeability anomaly intersected 8.8 metres of intermittent semi-massive chalcopyrite and sphalerite mineralization indicating a possible new 'South Zone' of VMS mineralization in the vicinity and southwesterly, trending towards the Pinnacle geological and geochemical exploration target.

On January 24, 2023 the Company announced drill core assay results for thirty-eight of forty-two holes from its 2022 Phase 4 drill campaign.

The highest grade of copper-zinc drill intercept to date in the A Zone intersected above and parallel to the old mine workings which were approximately 20 metres from where the historic mineralization was mined between 1897 to 1913. The new area in the A Zone adjacent to the old mine workings returned grades comparable to the reported historical direct-shipping mined mineralization. DDH YH22-107 intersected 8.97 m at 4.727% copper, 10.195% zinc, 22.69 gpt silver and 91.49 gpt cobalt in the new area of the A Zone.

Extending Mineralization of H Zone:
Drill hole YH22-78 and YH22-71 continued to extend mineralization of the H Zone which remains open for expansion at depth. DDH YH22-78 intersected multiple intercepts of mineralization, with the most significant being 8.80 m of 3.228% copper, 0.123% zinc, 3.90 gpt silver and 270.72 gpt cobalt from 190.2 to 199.0 m. DDH YH22-71 intersected 20.5 metres of mineralization grading 1.298% copper, 0.053% zinc, 0.78 gpt silver and 118.47 gpt cobalt.

Additional follow-up/infill drilling:
DDH YH22-072 was drilled to test beneath the high grade DDH YH21-24 and intersected three zones of 9.38 m (181.9 to 191.28 m) grading 3.325% copper (including 2.10 m grading 10.089% copper and 670.03 gpt cobalt), 12.80 m (202.2 to 215.0 m) grading 0.315% copper and 4.30 m (230.0 to 234.3 m) grading 0.419% copper. Previously drilled DDH YH21-24 intersected 5.25% copper, 436.5 g/t cobalt, 8.97 gpt silver, and 0.801% zinc over a drilling length of 29.0 metres, but the hole was terminated due to ground conditions - the last sample intersecting 0.2m grading 11.9% copper. DDH YH22-082 intersected a wide intercept of 12.25 m grading 2.472% copper, 8.404 % zinc, 18.41 gpt silver and 85.47 gpt cobalt in the D Zone. ***Note: The above intercepts are drilling lengths, not true widths, since the true thickness of the mineralization has not yet been established.***

The start of the fifth drilling campaign was announced on February 15, 2023. The drilling plans include a continuation of testing the high-grade mineralization at and north of the A Zone where targets were identified when the 2022 Induced Polarization ("IP") survey results were compiled with historical geological, induced polarization ("IP") and electromagnetic ("EM") results. The Company also plans to drill test three high priority exploration targets distant from the A Zone, including: the K Zone situated 1.2 km to the south, the Pinnacle Lake target situated 2.4 km to the southwest, and the No. 4 Brook target situated 1.2 km due west. All three property-wide targets have favourable host rock settings, coincident copper, zinc, lead and silver soil geochemical anomalies and both IP and EM geophysical anomalies that have been identified from past and recent exploration works.

On March 12, 2023, the Company received notice from the Mineral Lands Division of the Department of Industry, Energy and Technology of the Government of Newfoundland and Labrador that the Company's Mineral Licence No. 026228M (the "Licence") was cancelled for technical reasons under The Mineral Act (Newfoundland and Labrador) for failure to demonstrate that acceptable expenditure requirements for work in year 4 (calendar year 2021/2022) were incurred. On October 27, 2023, the NL Mineral Rights Adjudication Board issued an order to reinstate the Licence in response to the Company's filing of the grievance.

On March 21, 2023 the Company announced the start of the helicopter-supported drilling of the Pinnacle Lake Volcanogenic Massive Sulphide target. Four drill holes are proposed to test both geophysical and geological targets immediately east and northwest of Pinnacle Lake. Diamond drilling tested the A Zone North and then the K Zone. Nine drill holes, totalling 1,764 m, had been completed to date and drill core sample assay results did not yield any significant intercepts.

The final assay results from the Phase 4 diamond drilling campaign were published in the Company's news release dated April 21, 2023. These results confirmed the presence of high-grade copper-zinc mineralization, highlighting the potential for expanding mineral resources at the Project. Highlights of these final results have been tabulated as follows.

DDH No.	Easting	Northing	Elev.	Azim	Dip	Length	From	To	Int	Cu	Zn	Ag	Co
No.	(UTM m)	(UTM m)	(m)	(deg)	(deg)	(m)	(m)	(m)	(m)	(%)	(%)	(gpt)	(gpt)
YH22-069	404475.10	5433549.90	359.90	240	-65	278.0	98.00	102.00	4.00	0.809	0.190	1.34	86.95
YH22-073	404504.70	5433501.90	367.40	240	-65	281.0	178.07	223.00	44.93	1.292	0.315	2.014	123.577
	including						194.00	199.36	5.36	2.938	0.071	2.232	272.59
YH22-074	404508.80	5433491.90	367.70	240	-65	276.0		No Significant Results to Report					
YH22-075	404515.10	5433484.10	370.10	240	-65	266.0	152.00	159.18	7.18	1.002	0.117	2.69	114.28

On November 15, 2023, the Company received notification that the Mineral Rights Adjudication Board has confirmed the reinstatement of Mineral Licence 26228M, resolving any past issues related to its mineral claims at the Company's York Harbour Copper project. After drilling at the Bottom Brook project is completed, the Company plans to move the drill rig to the York Harbour Copper project to continue drilling high-priority zones.

BOTTOM BROOK PROPERTY

On January 30, 2023, the Company acquired all issued and outstanding shares of Newbay Mining Corp. ("Newbay") and acquired 100% interest in a Rare Earth Elements mineral property in Western Newfoundland, Canada, known as the Bottom Brook Property. The Property is comprised of 18 licenses and 614 mineral claims.

On June 26, 2023, the Company announced that fieldwork started on the property in mid-May but was hampered by poor late Spring weather. There is presently an 8-person field crew carrying out reconnaissance radiometric surveying, prospecting, geological mapping and rock geochemical sampling on known mineral showings. Initial rock samples collected from the known Trench Zone and 'New' Zone have been submitted to Eastern Analytical in New Brunswick for preparation and subsequent shipping to Eastern Analytical in NL and/or Activation Laboratories in Ontario for detailed analyses and assaying. The initial assay results were expected shortly that will provide valuable insights into the geological controls for the Rare Earth Element mineralization and the grades of different styles of mineralization at several locations on the property.

On June 21, 2023, an excavator arrived on the property to carry out the proposed and permitted trenching program. Geological mapping and channel sampling of the trenches was conducted in conjunction with the trenching program, and the results of this work will serve to identify diamond drilling targets for testing.

The Company's news release on June 27, 2023 provided an update on the progress of its ongoing field work and recent discoveries at the Bottom Brook Rare Earth Elements Project. The 8-person field crew was mapping and sampling the trenches in the Bottom Brook and U2 zones. Anomalous radiometric readings had been discovered in association with favorable host rocks along a 7 km trend indicating the potential for large areas of mineralization. In addition, with the aid of helicopter support the crew prospected and sampled a number of remote airborne geophysical targets. These prospects will undergo detailed prospecting, mapping, and radiometric surveying, with the goal of understanding the local geology, structure and controls on any mineralization that is of economic interest (see Figure 2).

The Company announced on July 31, 2023 that initial fieldwork had discovered a new zone of high-grade rare earth element ('REE') mineralization 750 metres south-southwest of the historic U3 REE zone. The program also confirmed high grade surface samples near the U3 occurrence.

Grab samples collected from BB and U3 REE showings returned TREO values ranging from 0.07 to 22.31%. The high-grade sample 116575 from the U3 showing included very high concentrations of magnetic rare earth elements neodymium, praseodymium, terbium, and dysprosium ("Nd, Pr, Tb, and Dy") also known as ("magnet REE's" or "MRE's). Sample 116575 contained total MREs of 5.00% (50kg/t MRE).

MRE's typically comprise 20% or more of the TREO. The U3 REE showing returned TREO values from 0.07 to 22.31% samples collected from the nearby BB REE showing returned TREO values from 1.17 to 7.63%. The highest-grade sample 116569 from the BB showing included magnetic rare earth elements (Nd, Pr, Tb, and Dy) grading 1.89% (18.9kg per tonne MRE).

Sample No.	Pr6O11 %	Nd2O3 %	Tb4O7 %	Dy2O3 %	TREO%
116559	0.05	0.20	0.00	0.01	1.17
116560	0.12	0.45	0.00	0.02	2.51
116561	0.07	0.25	0.00	0.01	1.35
116562	0.10	0.40	0.00	0.01	2.07
116563	0.25	0.84	0.01	0.05	4.88
116564	0.36	1.27	0.02	0.08	7.31
116565	0.23	0.81	0.01	0.04	4.41
116566	0.16	0.55	0.01	0.03	2.91
116567	0.31	1.17	0.01	0.06	6.4
116568	0.34	1.11	0.02	0.08	6.39
116569	0.37	1.42	0.02	0.08	7.63
116570	0.15	0.51	0.01	0.03	2.93
116572	0.80	2.82	0.04	0.18	16.07
116573	1.00	3.35	0.05	0.25	19.95
116574	0.47	1.65	0.02	0.12	9.6
116575	1.09	3.62	0.05	0.24	22.31
116576	0.18	0.62	0.01	0.03	3.69
116577	0.20	0.74	0.01	0.05	4.29
116578	0.38	1.35	0.02	0.08	8.09
116579	0.32	1.16	0.02	0.08	6.73
116580	0.00	0.01	0.00	0.00	0.07
116581	1.05	3.49	0.05	0.22	20.96

Table 1: Detailed Summary of Surface Sample Assay Data from Bottom Brook Project, Western Newfoundland

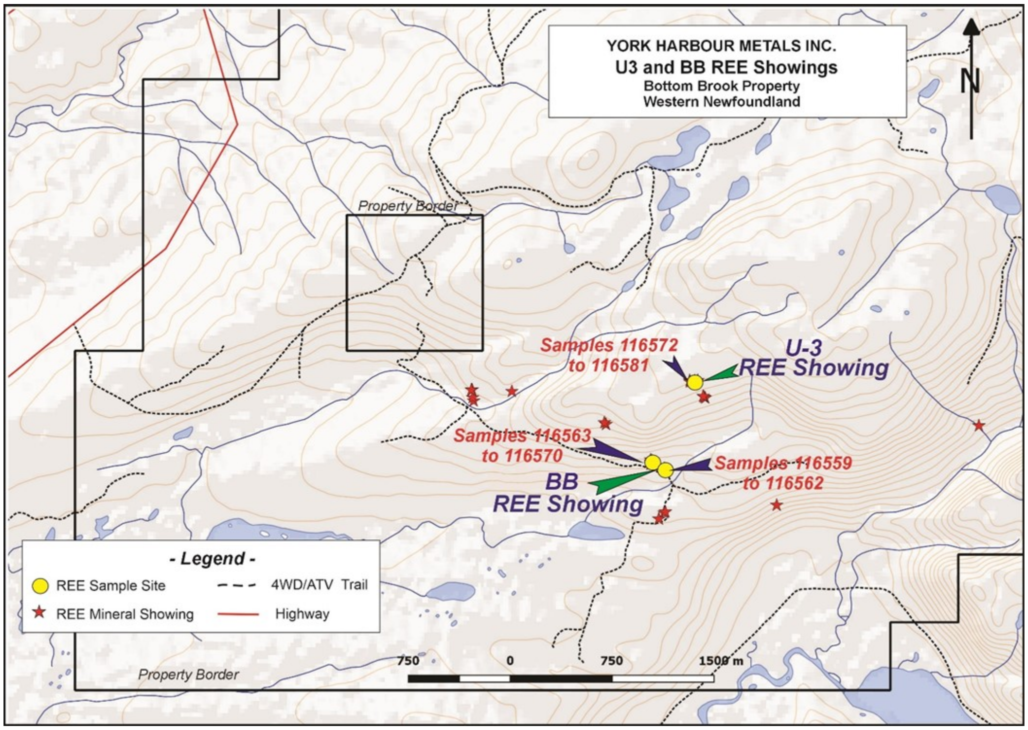


Figure 1: U3 and BB Rare Earth Elements Showings

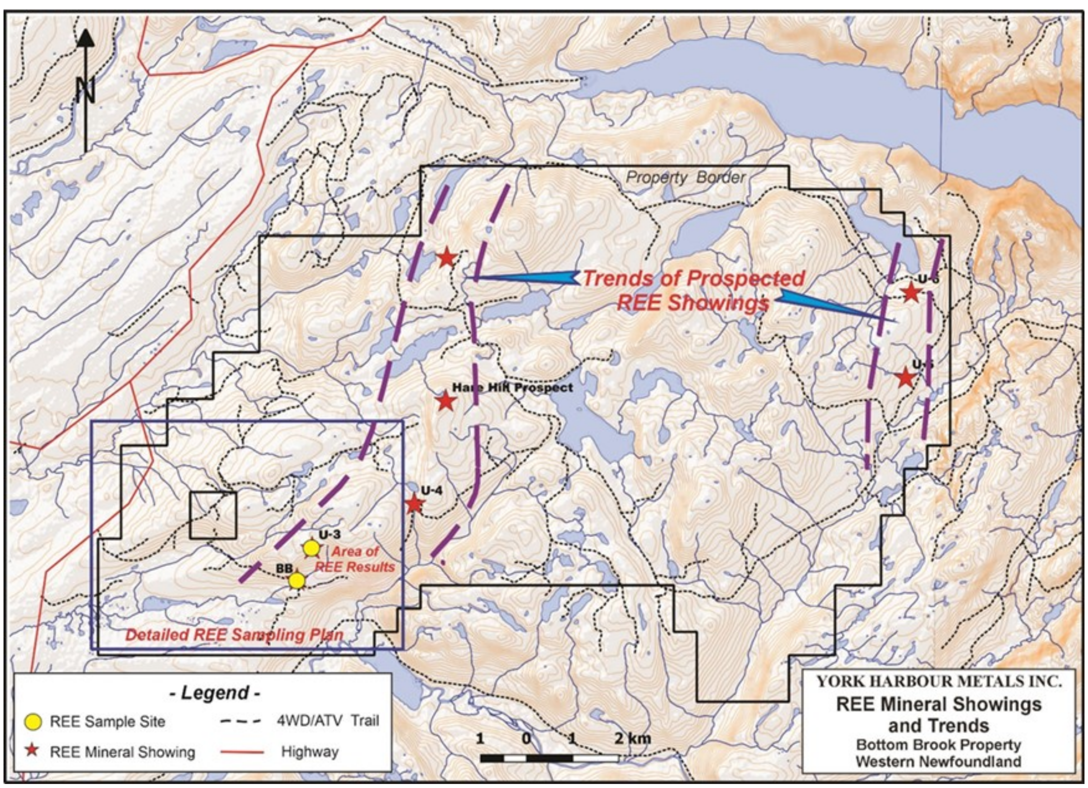


Figure 2: Rare Earth Minerals Showings and General Geological Trends

On November 2, 2023, the Company announced that it received government approvals that allowed for the proposed diamond drill core program on its 100%-owned Bottom Brook property. A series of drill holes were proposed to test both the BB REE showing within the southern claims and a 4-km long quartzite-graphite bed situated centrally in the Property. By November 6, 2023, the Company started mobilizing geological personnel and the drilling equipment and personnel to be on-site to start drilling.

On November 15, 2023, the Company reported the start of the proposed maidan diamond drilling on the BB showing. The first drill holes tested the two REE targets at the BB zone that the Company mapped and sampled during the 2023 field work, as well as a third nearby overburden-covered target with anomalous airborne and ground magnetics results. Drill holes BB23-09 and -10 were drilled later to trace the anomalous REE-bearing structure. The seven other drill holes tested the graphite contents of the quartzite-graphite bed identified during the summer's geological mapping and sampling work. All the drill core samples have been delivered to their respective assay laboratories and results are being evaluated.

On December 14, 2023, the Company completed the first phase of diamond drilling of the REE and graphite showings. Eleven drill sites were prepared but only ten drill holes, totalling 1,800 metres, were completed due to winter weather conditions. The drilling equipment and support equipment were then moved to the York Harbour storage facility awaiting the start of drilling on the York Harbour VMS property.

On May 7, 2024, the Company announced the results of the channel sampling program conducted over the Bottom Bank showings ("BB showings") from the summer of 2023. A total of 17 channel samples of 0.2-1.5 metres in length were collected for a total of 16.9 metres of channel sampling from two separate trenches. Samples were sent to Activation Laboratories Ltd. (Actlabs) for Rare Earth Elements-Niobium-Zirconium-Yttrium-Tantalum-Uranium-Thorium-Beryllium-Phosphate-Tin Assay ICP-OES and ICP-MS package. Results are tabulated below:

Sample Number	Channel Length (m)	TREO %
116670	1	0.44
116671	1	0.27
116672	1	0.11
116673	1.5	0.06
116674	1	0.13
116675	1	0.05
116676	1	1.07
116677	1	2.28
116678	1	0.79
116679	1	0.92
116680	1	0.93
116681	1	0.44
116682	1	1.19
116683	1	0.09
116684	0.7	0.21
116685	0.2	0.66
116686	1.5	1.07

In addition, the Company announced additional sampling for drill holes BB-23-01, -02, -03, and -10 was warranted. An extra 120 samples from these holes were identified and cut from the drill core, in addition to the 447 previously cut core samples. Samples have been sent to Actlabs for REE-Niobium-Zirconium-Yttrium-Tantalum-Uranium-Thorium-Beryllium-Phosphate-Tin Assay ICP-OES and ICP-MS package. Assays are pending.

On May 9, 2024, the Company reported positive rare earth elements mineralogical results. Dr. Derek H.C. Wilton, PhD., P.Geo, FGC (a Fellow of Geoscientists Canada), of Terra Rosetta Inc., was commissioned by York Harbour Metals to collect samples from the Botton Brook REE project and perform MLA-SEM analysis to identify the mineralogy of the REE-bearing minerals. A total of 13 grab samples were collected and processed into thin sections. The lab, while not accredited, is a respected research facility at Memorial University. These samples, though not representative of the overall mineralization of the project, provide key insights into the discovered mineralization and its potential for concentration using standard techniques.

PHOENIX GOLD PROJECT

On September 14, 2023, the Company completed its spinout transaction whereby the Company spun-out 100% of the common shares of Phoenix Gold Resources (Holdings) Ltd. ("Spinco") to the shareholders of the Company. Spinco holds interests in the Plumas and Eldorado Projects (collectively, the "Phoenix Gold Project").

The Phoenix Gold Project properties are in Lander County, Nevada. The properties are approximately 15 miles south of Battle Mountain, Nevada, and are adjacent to Newmont's Fortitude gold mine. The Phoenix Gold Project consists of Plumas Property and Eldorado Property, including three (3) patented mining claims and 1 patented mill site claim with a total area of 24.48 hectares in Battle Mountain, Nevada.

Mineral Rights Expenditures and Balances
The cumulative costs incurred and capitalized on the Company's mineral rights are as follows:

	York Harbour Property (Newfoundland, Canada)	**Bottom Brook Property (Newfoundland, Canada)**	**Phoenix Gold Properties (Nevada, USA)**	**Total**
Balance – Opening			$ -	$ -
Additions – capitalized expenditures			65,322	65,322
Balance as at January 31, 2014			**65,322**	**65,322**
Additions – capitalized expenditures			899,924	899,924
Balance as at January 31, 2015			**965,246**	**965,246**
Additions – capitalized expenditures			196,330	196,330
Impairment charges recognized*			(761,576)	(761,576)
Balance as at January 31, 2016			**400,000**	**400,000**
Additions – capitalized expenditures			-	-
Settlement of liabilities			(265,845)	(265,845)
Reversal of impairment			265,845	265,845
Balance as at January 31, 2017			**400,000**	**400,000**
Additions – capitalized expenditures			-	-
Balance as at January 31, 2018			**400,000**	**400,000**
Additions – capitalized expenditures			-	-
Impairment charges recognized**			(200,000)	(200,000)
Balance as at January 31, 2019			**200,000**	**200,000**
Additions – capitalized expenditures			10,000	10,000
Impairment charges recognized***			(209,999)	(209,999)
Balance as at January 31, 2020			**1**	**1**
Additions – capitalized expenditures			-	-
Balance as at January 31, 2021	**$ -**		**1**	**1**
Additions – capitalized expenditures	3,282,624		-	3,282,624
Balance as at January 31, 2022	**3,282,624**	**$ -**	**1**	**3,282,625**
Additions – capitalized expenditures (Restated) ****	6,930,830	2,566,421	-	9,497,251
Balance as at January 31, 2023 (Restated) ****	**10,213,454**	**2,566,421**	**1**	**12,779,876**
Additions – capitalized expenditures	2,677,264	1,639,588	-	4,316,852
Plan of Arrangement (Spinout of Phoenix Gold Property)	-	-	(1)	(1)
Balance as at January 31, 2024	**$ 12,890,718**	**$ 4,206,009**	**$ -**	**$ 17,096,727**

* The Company's management determined that the mineral rights are impaired as of January 31, 2016, and recognized an impairment loss of $761,576.

** The Company's management determined that the mineral rights are impaired as of January 31, 2019, and recognized an impairment loss of $200,000.

*** The Company's management determined that the mineral rights are impaired as of January 31, 2020, and recognized an impairment loss of $209,999.

**** During the year, an error was identified that related to prior year with respect to certain management fees that were expensed but should be capitalized as mineral rights. The additions in capitalized expenditures during the year increased by $140,000 from the previously reported amount as a result of the restatement. Refer to note 4 of the audited financial statements for the years ended January 31, 2024 and 2023 for the summarized effect of the restatement.

All exploration and evaluation expenditures related to York Harbour Property and Bottom Brook Property have been capitalized in mineral rights during the year ended January 31, 2024.

RESULTS OF OPERATIONS AND SELECTED FINANCIAL INFORMATION

As at January 31, 2024, the Company had negative working capital of $352,857 (January 31, 2023 – positive working capital of $5,751,775), and reported a deficit of $12,660,124 (January 31, 2023 – $10,404,374).

Operating and Administrative Expenses

	Three Months Ended January 31, 2024	Three Months Ended January 31, 2023 (Restated)*	Year Ended January 31, 2024	Year Ended January 31, 2023 (Restated)*
Investor relations	$ (152,697)	$ 51,012	$ 616,310	$ 717,661
Consulting fees	104,652	154,179	585,317	977,098
Management fees	(8,750)	19,250	465,000	326,500
Professional fees	43,981	64,601	203,662	296,105
Office and administration	17,089	18,858	106,918	114,600
Filing fees	(718)	-	75,604	69,178
Travel	676	21,610	34,788	173,249
Foreign exchange loss	1,842	1,112	5,179	10,459
Exploration	-	235,720	854	299,546
Stock-based compensation	-	1,377,692	-	1,377,692
Total Operating and Administrative Expenses	$ 6,075	$ 1,944,034	$ 2,093,632	$ 4,362,088
<u>**Other loss (income)**</u>				
Interest expense (income)	(541)	(38,012)	(51,599)	(101,365)
Impairment (recovery) of other receivable	-	-	(36,283)	174,595
Loss of refundable deposit	-	-	250,000	-
Net Loss and Comprehensive Loss	**$ 5,534**	**$ 1,906,022**	**$ 2,255,750**	**$ 4,435,318**

* During the year, an error was identified that related to prior year with respect to certain management fees that were expensed but should be capitalized as mineral rights. Refer to note 4 of the audited financial statements for the years ended January 31, 2024 and 2023 for the summarized effect of the restatement.

For the three months ended January 31, 2024

The Company's net loss and comprehensive loss for the three months ended January 31, 2024 was $5,534 (2023 – $1,906,022). Investor relations expense (recovery) totalled $(152,697) (2023 – $51,012) during the quarter. The significant decrease in investor relations expense compared to the prior comparative quarter was due to fewer service engagements and the refund of $166,793 (US $124,500) that the Company recognized as a credit from one of the service providers for unused portion of the services that it expensed in previous quarters. Consulting fees totalled $104,652 (2023 – $154,179) during the quarter. The significant decrease in consulting fees was the result of fewer operation and business development activities of the Company during the quarter compared to the prior comparative quarter. Management fees (recovery) totalled $(8,750) (2023 – $19,250) during the quarter. The Company reallocated certain portion of the management fees that were expensed in previous quarters to mineral rights during the quarter resulting in recovery. Professional fees totalled $43,981 (2023 – $64,601) during the quarter. The decrease in professional fees was due to lower legal fees as the Company had fewer corporate and/or financing activities during the quarter compared to the prior comparative quarter. Office and administration expenses totalled $17,089 (2023 – $18,858); and filing fees (recovery) totalled $(718) (2023 – $nil) during the quarter. Travel expenses totalled $676 (2023 – $21,610) during the quarter. The significant decrease in travel expenses is due to fewer business travel activities that were required by the Company's management and consultants during the quarter compared to the prior comparative quarter. Foreign exchange loss totalled $1,842 (2023 – $1,112); Exploration expenses totalled $nil (2023 – $235,720); Stock-based compensation totalled $nil (2023 – $1,377,692); and interest expense (income) totalled $(541) (2023 – $(38,012)) during the quarter.

For the year ended January 31, 2024

The Company's net loss and comprehensive loss for the year ended January 31, 2024 was $2,255,750 (2023 – $4,435,318). Investor relations expense totalled $616,310 (2023 – $717,661) during the year. The decrease in investor relations expense was due to fewer service engagements during the year compared to the prior comparative year. Consulting fees totalled $585,317 (2023 – $977,098) during the year. The significant decrease in consulting fees was the result of fewer operation and business development activities of the Company during the year compared to the prior comparative year. Management fees totalled $465,000 (2023 – $326,500) during the year. The increase in management fees during the year can be attributed to an additional management personnel who was appointed in late F2023. Professional fees totalled $203,662 (2023 – $296,105) during the year. The decrease in professional fees was due to lower legal fees as the Company had fewer corporate and/or financing activities during the year compared to the prior comparative year. Office and administration expenses totalled $106,918 (2023 – $114,600); and filing fees totalled $75,604 (2023 – $69,178) during the year, which remained consistent with the amount incurred in the prior comparative year. Travel expenses totalled $34,788 (2023 – $173,249) during the year. The significant decrease in travel expenses is due to fewer business travel activities that were required by the Company's management and consultants during the year compared to the prior comparative year. Foreign exchange loss totalled $5,179 (2023 – $10,459); Exploration expenses totalled $854 (2023 – $299,546); Stock-based compensation totalled $nil (2023 – $1,377,692); and interest expense (income) totalled $(51,599) (2023 – $(101,365)) during the year. Impairment (Recovery) of other receivables totalled $(36,283) (2023 – $174,595) during the year. During the year, the Company successfully claimed and received input tax credits that were previously written-off, resulting in the recovery of other receivables. Loss of refundable deposit totalled $250,000 (2023 – $nil) during the year due to write-off of the refundable deposit that was made to ENE-MIN Development Corp for good faith due diligence deposit in Q1-2022 as the Company's management determined that it is unlikely to be recovered by the Company due to the increased likelihood of default by ENE-MIN.

Financial results for the years ended January 31, 2024, 2023, and 2022

	Year ended January 31, 2024	Year ended January 31, 2023 (Restated)*	Year ended January 31, 2022
Revenue	$Nil	$Nil	$Nil
Total net loss	$2,255,750	$4,435,318	$2,568,230
Total loss (earnings) per share (basic and diluted)	$0.03	$0.08	$0.06
Total assets	$18,296,611	$19,038,148	$6,801,613
Total long-term liabilities	$Nil	$Nil	$Nil
Total liabilities	$1,552,741	$506,497	$816,233
Shareholders' equity	$16,743,870	$18,531,651	$5,985,380
Cash dividends per share	$Nil	$Nil	$Nil

* During the year, an error was identified that related to prior year with respect to certain management fees that were expensed but should be capitalized as mineral rights. Refer to note 4 of the audited financial statements for the years ended January 31, 2024 and 2023 for the summarized effect of the restatement.

SUMMARY OF QUARTERLY RESULTS FOR EACH OF THE LAST EIGHT QUARTERS:

Quarter ended	Total revenue	Net loss	Basic and diluted loss per share
January 31, 2024	$Nil	$5,534	$0.00
October 31, 2023	$Nil	$711,337	$0.01
July 31, 2023	$Nil	$816,413	$0.01
April 30, 2023	$Nil	$722,466	$0.01
January 31, 2023 (Restated)*	$Nil	$1,906,022	$0.03
October 31, 2022	$Nil	$475,171	$0.01
July 31, 2022	$Nil	$964,508	$0.02
April 30, 2022	$Nil	$1,089,617	$0.02

* During the year, an error was identified that related to prior year with respect to certain management fees that were expensed but should be capitalized as mineral rights. The net loss was reduced by $140,000 from the previously reported amount as a result of the restatement. Refer to note 4 of the audited financial statements for the years ended January 31, 2024 and 2023 for the summarized effect of the restatement.

LIQUIDITY AND CAPITAL RESOURCES

The Company has historically relied upon equity financing and loans from directors to satisfy its capital requirements and will continue to depend heavily upon equity capital to finance its activities. There can be no assurance the Company will be able to obtain the required financing in the future on acceptable terms.

The Company has limited financial resources, no source of operating income and no assurance that additional funding will be available to it for current or future projects, although the Company has been successful in the past in financing its activities through the sale of equity securities. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions and its exploration success. Any quoted market for the Company's shares may be subject to market trends generally, notwithstanding any potential success of the Company in creating revenue, cash flows or earnings.

As at January 31, 2024, the Company had the following contractual arrangements and commitments in place for the provision of certain services:

a) On March 29, 2021, the Company retained Integral Wealth Securities Ltd. ("Integral") to provide market-making services in accordance with the policies of the TSX Venture Exchange. In consideration of the services provided by Integral, the Company will pay Integral a monthly fee of $5,500, plus any reasonable costs and expenses it incurs in connection with the services provided. The Company has retained Integral for an initial three-month term and thereafter may be terminated by the Company upon 30 days written notice.

b) On April 12, 2021, the Company signed a Letter of Intent ("LOI") with ENE-MIN Development Corp. ("ENE-MIN") for an exclusive option to acquire up to 75% interest in the LiBeGa Lithium Project, comprising adjoining perimeters (concessions or mineral claims) covering a total of 27 km2 in Sibiu County, Romania. Pursuant to the LOI, the Company paid a refundable $250,000 good faith due diligence deposit and initiated an exclusive comprehensive confidential evaluation of the project. During the year, the Company's management determined that the $250,000 refundable deposit is unlikely to be recovered by the Company due to the increased likelihood of default by ENE-MIN. Therefore, the Company recognized a loss of $250,000.

c) On March 11, 2022, the Company engaged the communication services of GRA Enterprises LLC ("GRA") for dissemination of news releases and newsworthy related events, communications and media services, the production and publication of investor bulletins on the National Inflation Association Website, and distribution of email alerts to the GRA's National Inflation email list about the Company and its projects. These are considered investor relations services, in accordance with TSX Venture Exchange Policy 3.4. GRA was engaged for a term of 12 months, for an up-front paid fee of $127,760 (US$100,000). The Company terminated the service at the end of the 12 months term.

d) On August 15, 2022, the Company engaged 121 Group (HK) Ltd. ("121 Group") to provide media relations services and other assistance with investor relations to help build the Company's public profile and to gain exposure with investors through investor relations, digital marketing, and the dissemination of corporate information. The engagement is for a 12-month term for a monthly fee of US$3,500, invoiced, and payable monthly and may be terminated with 30 days notice.

e) On February 28, 2023, the Company engaged Star Finance GmbH ("Star Finance") to handle its investor relations services in Europe. The Company paid $481,780 (Euro 330,000) for services over a six-months period beginning February 28, 2023. The Company terminated the service at the end of the six-months period.

f) On March 7, 2023, the Company engaged Native Ads Inc. ("Native Ads") to execute a comprehensive digital media marketing campaign for the Company. The Company paid $201,405 (US$150,000) for services over a six-months period beginning on March 7, 2023. The Company terminated the service at the end of the six-months period. Subsequent to the year end, the Company received a refund in the amount of $166,793 (US$124,500) for unused portion of the services that were agreed upon. The Company recognized the amount in accounts receivable at January 31, 2024.

g) On March 12, 2023, the Company received notice from the Mineral Lands Division of the Department of Industry, Energy and Technology of the Government of Newfoundland and Labrador that the Company's Mineral Licence No. 026228M (the "Licence") was cancelled for technical reasons under The Mineral Act (Newfoundland and Labrador) for failure to demonstrate that acceptable expenditure requirements for work in year 4 (calendar year 2021/2022) were incurred. The Company grieved the cancellation as the Company's expenditures in year 4 (calendar year 2021/2022) far exceeded the acceptable expenditure requirement. In response to the Company's filing of grievance, the NL Mineral Rights Adjudication Board issued an order to reinstate the Licence on October 27, 2023, and the Licence was successfully reinstated on November 15, 2023.

FINANCING ACTIVITIES

On April 6, 2022, 400,000 share purchase warrants originally issued on December 18, 2020, were exercised at a price of $0.75 per common share of the Company for gross proceeds of $300,000.

On April 18, 2022, 50,000 share purchase warrants originally issued on November 30, 2021, were exercised at a price of $0.75 per common share of the Company for gross proceeds of $37,500.

On April 18, 2022, 200,000 share purchase warrants originally issued on November 30, 2021, were exercised at a price of $0.60 per common share of the Company for gross proceeds of $120,000.

On April 19, 2022, 125,000 share purchase warrants originally issued on November 30, 2021, were exercised at a price of $0.75 per common share of the Company for gross proceeds of $93,750.

On April 20, 2022, 45,000 share purchase warrants originally issued on November 30, 2021, were exercised at a price of $0.75 per common share of the Company for gross proceeds of $33,750.

On April 26, 2022, 45,000 share purchase warrants originally issued on November 30, 2021, were exercised at a price of $0.75 per common share of the Company for gross proceeds of $33,750.

On April 27, 2022, 75,000 share purchase warrants originally issued on November 30, 2021, were exercised at a price of $0.75 per common share of the Company for gross proceeds of $56,250.

On April 29, 2022, 20,000 share purchase warrants originally issued on November 30, 2021, were exercised at a price of $0.75 per common share of the Company for gross proceeds of $15,000.
On May 2, 2022, 75,000 share purchase warrants originally issued on November 30, 2021, were exercised at a price of $0.75 per common share of the Company for gross proceeds of $56,250.

On May 3, 2022, 40,000 share purchase warrants originally issued on November 30, 2021, were exercised at a price of $0.75 per common share of the Company for gross proceeds of $30,000.

On May 9, 2022, 37,500 share purchase warrants originally issued on November 30, 2021, were exercised at a price of $0.60 per common share of the Company for gross proceeds of $22,500.

On May 10, 2022, 15,000 share purchase warrants originally issued on November 30, 2021, were exercised at a price of $0.75 per common share of the Company for gross proceeds of $11,250.

On June 21, 2022, 50,000 share purchase warrants originally issued on November 30, 2021, were exercised at a price of $0.75 per common share of the Company for gross proceeds of $37,500.

On June 23, 2022, the Company issued 1,500,000 common shares at a deemed price of $1.00 per common for a buydown of the 1.5% Net Smelter Royalty ("NSR") to reduce the 2% NSR of its York Harbour down to a 0.5% NSR.

On June 29, 2022, the Company issued:

a. 2,625,600 units of the Company ("Units") at a price of $1 per unit for gross proceeds of $2,625,600. Each Unit is comprised of one common share and one-half common share purchase warrants of the Company;

b. 4,987,228 Flow-through units of the Company (the "FT Units") at a price of $1.20 per FT unit for gross proceeds of $5,984,674. Each FT Unit is comprised of one common share that qualifies as "flow-through shares" within the meaning of subsection 66(15) of the Income Tax Act (Canada) (the "Tax Act") and one-half common share purchase warrants of the Company;

c. 1,900,000 Flow-through units of the Company sold to charitable purchasers (the "Charity FT Units") at a price of $1.50 per Charity FT Unit for gross proceeds of $2,850,000. Each Charity FT Unit is comprised of one common share that qualifies as "flow-through shares" within the meaning of subsection 66(15) of the Tax Act that will be issued as part of a charity arrangement and one-half common share purchase warrants of the Company.

The Company incurred $703,877 in cash and issued 586,770 compensation warrants to the agent and brokers related to above financing. Each compensation warrant is exercisable at a price of $1 per Unit for a period of 24 months from the closing. Each whole common share purchase warrant is exercisable at a price of $1.50 per share for the 24 months from the date of issuance.

On November 3, 2022, the Company issued 2,417,003 RSUs to its directors, officers, and consultants. These RSUs were originally granted on November 3, 2021 and all 2,417,003 RSUs were fully vested at the time of the issuance.

On December 18, 2022, 2,050,000 share purchase warrants originally issued on December 18, 2020 were expired.

On March 17, 2023, the Company extended the expiry date of 2,500,000 outstanding share purchase warrants exercisable at $0.60 per common share from March 31, 2023 to April 1, 2024.

On June 28, 2023, 100 share purchase warrants originally issued on November 30, 2021, were exercised at a price of $1 per common share of the Company for gross proceeds of $100.

On September 6, 2023, 3,000,000 stock options originally issued on September 7, 2021 were expired.

On September 14, 2023, pursuant to the terms of the spinout transaction, the Company's shareholders received 0.2 of a common share of Spinco and one new common share of the Company in exchange for every existing common share of the Company held.

On November 30, 2023, 1,262,500 share purchase warrants and 1,781,900 share purchase warrants originally issued on November 30, 2021 were expired.

On December 21, 2023, 350,000 share purchase warrants originally issued on December 21, 2021 were expired.

On April 1, 2024, 2,500,000 share purchase warrants originally issued on March 31, 2021 were expired.

RELATED PARTY BALANCES AND TRANSACTIONS

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of members of the Company's Board of Directors and corporate officers. Compensation awarded to key management for the year ended January 31, 2024 is summarized as follows:

	January 31, 2024	January 31, 2023 (Restated)
Management fees expensed	$ 465,000	$ 326,500
Management fees capitalized	273,125	286,038
Stock-based compensation – RSUs	-	1,065,494
Total	$ 738,125	$ 1,678,032

For the year ended January 31, 2024, the Company paid or accrued management fees of $120,000 (2023 – $104,000) to a company controlled by an officer of the Company, management fees of $120,000 (2023 – $160,000) to a company controlled by an officer and director of the Company, management fees of $75,000 (2023 – $25,000) to a company controlled by a director of the Company, management fees of $150,000 (2023 – $37,500) to a company controlled by an officer and director of the Company.

For the year ended January 31, 2024, the Company paid or accrued exploration related management and consulting fees of $103,125 (2023 – $146,038) to a company controlled by an officer and director of the Company, and $170,000 (2023 – $140,000) to a company controlled by an officer and director of the Company.

Accounts payable and accrued liabilities consists of $136,599 (January 31, 2023 – $43,760) owing to a company controlled by an officer and director of the Company, $43,626 (January 31, 2023 – $19,272) owing to a company controlled by an officer and director of the Company, $40,050 (January 31, 2023 – $2,726) owing to a company controlled by an officer and director of the Company, $32,604 (January 31, 2023 – $nil) owing to a company controlled by an officer and director of the Company, $31,500 (January 31, 2023 – $nil) owing to a company controlled by an officer of the Company, and $19,688 (January 31, 2023 – $nil) owing to a company controlled by a director of the Company.

As of January 31, 2024, The Company had advances receivable from Phoenix Gold Resources (Holdings) Ltd., a company under common control, in the amount of $359,951 (January 31, 2023 – $nil). The advances are non-interest bearing, unsecured, and have no fixed term of repayment.

These transactions are in the normal course of operations and at the exchange amount agreed to by the related parties.

FINANCIAL INSTRUMENTS

As at January 31, 2024, the Company's financial instruments consist of cash, accounts receivable, other receivables, accounts payable and accrued liabilities. These financial instruments are classified as other financial liabilities and are carried at amortized cost. The fair values of these financial instruments approximate their carrying values due to the short-term nature of these instruments.

The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to market conditions and the Company's activities. The Company has exposure to credit risk, liquidity risk and market risk as a result of its use of financial instruments. Refer to Note 15 within the audited consolidated financial statements for the years ended January 31, 2024 and 2023 regarding information about the Company's exposure to each of the above risks and the Company's objectives, policies and processes for measuring and managing these risks.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The Company's critical accounting estimates are defined as those estimates that have a significant impact on the portrayal of its financial position and operations and that require management to make judgements, assumptions and estimates in the application of IFRS. Judgments, assumptions and estimates are based on historical experience and other factors that management believes to be reasonable under current conditions. As events occur and additional information is obtained, these judgements, assumptions and estimates may be subject to change. The Company's significant accounting policies can be found in Note 3 of the Company's audited consolidated financial statements. The following critical accounting estimates were used in the preparation of its consolidated financial statements.

Use of estimates
The preparation of financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of the accounting policies to financial information presented. Actual results may differ from the estimates, assumptions and judgements made. Estimates and underlying assumptions are reviewed on an ongoing basis. Changes made to estimates are reflected in the period the changes are made.

Significant areas requiring the use of estimates and assumptions include accounts payable and accrued liabilities, valuation of share-based payment reserves, warrant reserves, valuation of short-term investments, valuation of mineral rights, and recoverability of deferred tax assets. By their nature, these estimates and assumptions are subject to measurement uncertainty, and the impact of changes in estimates in the financial statements of future period could be material. These assumptions are reviewed periodically and, as adjustments become necessary, they are reported in earnings (loss) in the periods in which they become known.

Intangible assets: mineral rights
Under IFRS, the Company defers all cost relating to the acquisition and exploration of its mineral properties after the legal right to explore a property has been obtained, but before technical feasibility and commercial viability of the property has been established. Any revenues received from such properties are credited against the costs of the property. When commercial production commences on any of the Company's properties, any previously capitalized costs would be charged to operations using unit-of-production method. The Company reviews the carrying value of its mineral properties for recoverability when events or changes in circumstances indicate that the properties may be impaired. If such a condition exists and the carrying value of a property exceeds the estimated net recoverable amount, provision is made for the impairment in value.

The existence of uncertainties during the exploration stage and the lack of definitive empirical evidence with respect to the feasibility of successful commercial development of any exploration property does create measurement uncertainty concerning the estimate of the amount of impairment to the value of any mineral property. The Company relies on its own or independent estimates of further geological prospects of a particular property and also considers the likely proceeds from a sale or assignment of the rights before determining whether or not impairment in value has occurred.

For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit" or "CGU"). The allocation of the Company's assets into CGUs requires judgement. A CGU recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value, using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which estimates of future cash flows have not been adjusted. If the recoverable amount of an asset or CGU is estimated to be less than its carrying amount, the carrying amount is reduced to the recoverable amount. Impairment is recognized immediately in profit or loss. Where an impairment subsequently reverses, the carrying amount is increased to the revised estimate of recoverable amount but only to the extent that this does not exceed the carrying value that would have been determined if no impairment had previously been recognized.

Share-based payment
The Company uses the fair value method, utilizing the Black-Scholes pricing model, for valuing stock options granted to directors, officers, and consultants. The estimated fair value is recognized over the applicable vesting period as stock-based compensation expense and an increase to share-base payment reserve. Any consideration paid by employees on the exercise of stock options or purchase of stock is credited to share capital plus the amounts originally recorded as share-base payment reserve. The fair value of options is estimated using the Black-Scholes pricing model based on estimates and assumptions for expected life of the options, expected volatility, risk-free interest rate and dividend yield. By their nature, these estimates are subject to measurement uncertainty and the effect on the financial statements of changes in such estimates could be material in future periods.

Warrants reserve
The Company uses the fair value method, utilizing the Black-Scholes pricing model, for valuing warrants. The fair value of warrants is estimated using the Black-Scholes pricing model based on estimates and assumptions for expected life of the warrants, expected volatility, risk-free interest rate and dividend yield. By their nature, these estimates are subject to measurement uncertainty and the effect on the financial statements of changes in such estimates could be material in future periods.

Fair value of equity settled transaction
IFRS 2 recommends that an entity shall measure any equity-settled share-based payment transactions directly at the fair value of the goods or services received. The Company issued warrants and options as part of the private placements and compensation payments to agents and brokers. The Company determined that the fair value of services received is not reliably measurable because the warrants attached to these transactions are not from the result of any services purchased by the Company. Also, fair values of services from agents and brokers are not reliably determinable because there is no similar open market for the services they provide, and the compensation is not based on a fixed market rate, but rather subject to negotiation by management. Lastly, it is common for exploration stage companies to provide share-based compensation as part of its equity and debt transactions in addition to a cash component. As such, management determined that the fair value of warrants rather than the fair value of services received should be used to determine the fair value of share-based transactions.

Income tax
The future income tax provision is based on the liability method. Future income taxes arise from the recognition of the tax consequences of temporary differences by applying enacted or substantively enacted tax rates applicable to future years of differences between the financial statement carrying amounts and the tax bases of certain assets and liabilities. The Company records a valuation allowance against any portion of those future income tax assets to the extent that it is more than likely that future income tax assets will not be realized. As a result, future earnings are subject to significant management judgement.

Standards issued but not yet effective
The standards and interpretations that are issued, but not yet effective, up to the date of authorization of these consolidated financial statements are disclosed below. Management anticipates that all of the pronouncements will be adopted in the Group's accounting policy for the first period beginning after the effective date of the pronouncement. Information on new standards, amendments and interpretations that are expected to be relevant to the Group's financial statements is provided below. Certain other new standards and interpretations have been issued but are not expected to have a material impact on the Company's consolidated financial statements.

IAS 1, Presentation of Financial Statements ("IAS 1") – Classification of Liabilities as Current or Non-current

In January 2020, the IASB issued amendments to IAS 1. The amendments aim to promote consistency in applying the requirements by helping companies determine whether, in the consolidated statements of financial position, debt and other liabilities with an uncertain settlement date should be classified as current (due or potentially due to be settled within one year) or non-current. The amendments include clarifying the classification requirements for debt a company might settle by converting it into equity. The amendments are effective for annual reporting periods beginning on or after January 1, 2024, with earlier application permitted. The Company has determined that adoption of these amendments has no significant effect on the Company's consolidated financial statements.

RISKS AND UNCERTAINTIES

The Company's securities should be considered a highly speculative investment and investors should carefully consider all of the information disclosed in the Company's Canadian regulatory filings prior to making an investment in the Company.

General

Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits, which, though present, are insufficient in quantity and/or quality to return a profit from production.

The Company is in the resource sector and as such is exposed to a number of risks and uncertainties that are not uncommon to other companies in the same industry. Some of the current risks include the following:

(a) The Company has no history of earnings and will not generate earnings until production commences;

(b) Any future equity financings by the Company for the purposes of raising additional capital may result in substantial dilution to the holdings of existing shareholders;

(c) There can be no assurance that an active and liquid market for the Company's shares will develop and investors may find it difficult to resell their shares; and

(d) The directors and officers of the Company will devote a portion of their time to the business and affairs of the Company and some of them are or will be engaged in other projects or businesses, and as such, conflicts of interest may arise from time to time.

The Company's business is subject to exploration and development risks

The Company's mineral properties are in the exploration stage and no known reserves have been discovered on such properties. At this stage, favourable results, estimates and studies are subject to a number of risks, including, but not limited to:

- the limited amount of drilling and testing completed to date;
- the preliminary nature of any operating and capital cost estimates;

- the difficulties inherent in scaling up operations and achieving expected metallurgical recoveries;
- the likelihood of cost estimates increasing in the future; and
- the possibility of difficulties procuring needed supplies of electrical power and water.

There is no certainty that the expenditures to be made by the Company in the exploration of its mineral properties described herein will result in discoveries of mineral resources in commercial quantities or that any of its mineral properties will be developed. Most exploration projects do not result in the discovery of mineral resources and no assurance can be given that any particular level of recovery of mineral resources will in fact be realized or that any identified resource will ever qualify as a commercially mineable (or viable) resource which can be legally and economically exploited. Estimates of reserves, mineral deposits and production costs can also be affected by such factors as environmental permit regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions. In addition, the grade of mineral resource ultimately discovered may differ from that indicated by drilling results. There can be no assurance that mineral resource recovered in small-scale tests will be duplicated in large-scale tests under on-site conditions or in production scale.

Mineral exploration and development involves a high degree of risk and few properties that are explored are ultimately developed into producing mines. The long-term profitability of the Company's operations will be related to the cost and success of its exploration programs, which may be affected by a number of factors beyond the Company's control.

Mineral exploration involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of mineral resources, any of which could result in work stoppages, damage to property, and possible environmental damage.

Hazards such as unusual or unexpected formations and other conditions such as fire, power outages, labour disruptions, flooding, cave-ins, landslides and the inability to obtain suitable machinery, equipment or labour are involved in mineral exploration, development and operation. The Company may become subject to liability for pollution, cave-ins or hazards against which it cannot insure or against which it may elect not to insure. The payment of such liabilities may have a material, adverse effect on the Company's financial position.

The Company will continue to rely upon consultants and others for exploration and development expertise. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis. The economics of developing mineral properties is affected by many factors including the costs of operations, fluctuations in markets, allowable production, importing and exporting of minerals and environmental protection.

Political Risk

The Company's York Harbour Property and Bottom Brook Property are located in Newfoundland and Labrador, Canada and the Company will be subject to changes in political conditions and regulations in that country. The Company's activities are subject to extensive laws and regulations governing worker health and safety, employment standards, waste disposal, protection of historic and archaeological sites, mine development, protection of endangered and protected species and other matters.

Regulators in Canada have broad authority to shut down and/or levy fines against facilities that do not comply with regulations or standards. The Company's mineral exploration and mining activities in Canada may be adversely affected in varying degrees by changing government regulations relating to the mining industry or shifts in political conditions that increase the costs related to the Company's activities or maintaining its licenses. Operations may also be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, and expropriation of property, environmental legislation and mine safety.

A number of other approvals, licenses and permits may be required for various aspects of mine development. While the Company will use its best efforts to ensure title to the licenses and access to surface rights continue into the future, these titles or rights may be disputed, which could result in costly litigation or disruption of operations. The Company is uncertain if all necessary permits will be maintained on acceptable terms or in a timely manner. Future changes in applicable laws and regulation or changes in their enforcement or regulatory interpretation could negatively impact current or planned exploration and development activities on the Company's mineral properties. Any failure to comply with applicable laws and regulations or failure to obtain or maintain permits, even if inadvertent, could result in the interruption of exploration and development operations or material fines, penalties or other liabilities.

Financing Risks
Although the Company was able to obtain adequate financing in the past, there is no assurance that the Company will continue to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of its projects with the possible loss of such properties.

Fluctuating Price and Currency
The Company raises its equity primarily in Canadian dollars and will conduct its principal business and operation activities in and proposes to maintain certain accounts in Canadian dollars and United States dollars ("US dollars"). The Company's operations in US dollars make it subject to foreign currency fluctuation and such fluctuations may adversely affect the Company's financial position and operating results.

Foreign Countries and Regulatory Requirements
Even if the Company's mineral properties are proven to host economic reserves of copper/zinc/silver/rare earth elements and/or other mineral resources, factors such as governmental expropriation or regulation may prevent or restrict mining of any such deposits or repatriation of profits. Any changes in regulations or shifts in political conditions in Canada are beyond the control of the Company and may adversely affect its business. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, expropriation of property, environmental legislation and mine safety.

Uninsurable Risk
In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. It is not always possible to fully insure against such risks and the

Company may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Company.

No Assurance of Surface Rights
The Company has represented that it has mineral property interests in York Harbour Property and Bottom Brook Property. However, it remains possible that surface rights corresponding to the mineral properties may be subject to prior other rights or may be affected by undetected defects.

Permits and Licenses
The operations of the Company may require licenses and permits from various governmental authorities. There can be no assurance that such licenses and permits as may be required to carry out exploration, development and mining operations at its projects will be granted.

Competition
The mineral industry is intensely competitive in all its phases. The Company competes with many companies processing greater financial resources and technical facilities than itself for the acquisition of mineral concessions, claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees and service providers. Factors beyond the control of the Company may affect the marketability of mineral substances discovered. These factors include market fluctuations, the proximity and capacity of natural resource markets and processing equipment, government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital or losing its investment capital.

Environmental Risk
The Company's operations may be subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which could result in environmental pollution. A breach of such legislation may result in imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for noncompliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors, consultants and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. In addition, environmental risks may exist on properties in which the Company holds interests which are unknown at present and which have been caused by previous or existing owners or operators. Furthermore, future compliance with environmental reclamation, closure and other requirements may involve significant costs and other liabilities. The Company intends to fully comply with all environmental regulations.

Forward-looking statements address future events and conditions and therefore involve inherent risks and uncertainties. Actual results may differ materially from those currently anticipated in such statements.

DISCLOSURE ON INTERNAL CONTROLS

Management has established processes to provide them sufficient knowledge to support representations that they have exercised reasonable diligence that (i) the consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the consolidated financial statements; and (ii) the consolidated financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings (NI 52-109), this Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's accounting policies.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

OUTSTANDING SHARE DATA

The Company has an unlimited number of common shares authorized for issuance without par value. As at January 31, 2024 and the date of this report, there were 68,529,047 common shares issued and outstanding; 8,918,184 and 6,418,184 common share purchase warrants (exercise price ranging from $0.40 to $1.50) issued and outstanding, respectively; and no stock options issued and outstanding.

CAUTION REGARDING FORWARD-LOOKING INFORMATION

Certain statements in this MD&A, particularly statements regarding future economic performance and finances, plans, expectations and objectives of management, may constitute "forward-looking" statements which reflect our current views with respect to future events and financial performance. When used in this MD&A, such forward-looking statements use words such as "may", "will", "expect", "believe", "anticipate", "plan", "intend", "estimate", "project", "continue" and other similar terminology of a forward-looking nature or negatives of those terms. These forward-looking statements are based on certain assumptions by management, certain of which are set out herein. The forward-looking statements appearing in this MD&A reflect current expectations regarding future events and operating performance and speak only as of the date of this MD&A.

Although management believes that the expectations reflected in such forward-looking statements are reasonable, all forward-looking statements address matters that involve known and unknown risks, uncertainties and other factors and should not be read as guarantees of future performance or results. Accordingly, there are or will be a number of significant factors which could cause our actual results, performance or achievements expressed or implied by such forward-looking statements. Factors that could cause actual future results, performance or achievements to differ materially include, but are not limited to, all hazards and risks normally incidental to exploration, development and production of mineral resources, political instability and changes to existing government regulations including environmental regulations, ability to obtain adequate financing in future, the impact of global financial crisis, foreign currency fluctuations, ability to identify and integrate future acquisitions, reliance on key personnel and competition with other mineral industry companies for mineral concessions, claims, leases, and other mineral interests as well as for the recruitment and retention of qualified employees and service providers.

All statements, other than of historical fact, included herein are forward-looking statements that involve various risks and uncertainties. There can be no assurance that such statements will prove to be accurate, and actual results and future events could differ materially from those anticipated in such statements. There are no assurances that the Company can fulfill such Forward-Looking Statements and the Company undertakes no obligation to update such statements.

Additional information on the Company can be found on SEDAR at www.sedar.com.

This Management Discussion and Analysis ("MD&A") of the consolidated financial condition, results of operations, and cash flows of York Harbour Metals Inc. ("YORK" or the "Company") are for the year ended January 31, 2023. This MD&A should be read in conjunction with the Company's audited consolidated financial statements and related notes thereto for the years ended January 31, 2023 and 2022.

The financial information in this MD&A is derived from the Company's audited consolidated financial statements which have been prepared in Canadian dollars unless otherwise noted, in accordance with International Accounting Standards as issued by the International Accounting Standards Board. The content of this MD&A has been approved by the Board of Directors, on the recommendation of its Audit Committee. This MD&A is dated May 30, 2023 and is current to date, unless otherwise noted.

Mr. J. Douglas Blanchflower, P. Geo. (BC. NL), is a director of York Harbour Metals Inc. and a Qualified Person ("QP") as defined by National Instrument 43-101 ("NI 43-101"). He has approved the scientific and technical disclosure on the York Harbour Copper-Zinc Project and the rare earth elements Bottom Brook Project in Newfoundland Canada, and the Phoenix Gold Project in Nevada USA, and prepared or supervised its preparation.

Additional information relating to the Company is available on the System for Electronic Document Analysis and Retrieval ("SEDAR") at www.sedar.com.

DESCRIPTION OF BUSINESS

York Harbour Metals Inc. (the "Company") was incorporated under the British Columbia's Business Corporations Act on May 2, 2011 under the name of Zuri Capital Corp. ("Zuri") which commenced trading on the TSX Venture Exchange as a Capital Pool Company on March 19, 2012. On April 23, 2014, Zuri was acquired by Phoenix Gold Resources Ltd. ("Phoenix") in a reverse takeover transaction and Zuri changed its name to Phoenix Gold Resources Corp. ("PXA"). Effective February 10, 2022, PXA changed its name to York Harbour Metals Inc. and resumed on the TSX Venture Exchange with the trading symbol "YORK". The Company's corporate address is Suite 1518 – 800 West Pender Street, Vancouver, British Columbia, Canada, V6C 2V6.

The Company is a TSX Venture Exchange ("Exchange") Tier 2 listed mineral exploration and development company with its principal business focusing on the acquisition and exploration of the mineral rights. The Company has not yet determined whether the property contains mineral reserves that are economically recoverable.

On July 9, 2013, The Company acquired a 50% right, title, and interest to the Plumas Property. Additionally, the Company entered into a 20-year renewable lease for the remaining 50% right, title, and interest to the Plumas Property, which it terminated on January 16, 2023. The Plumas Property consists of two patented lode mining claims with extra lateral rights (40 acres) and one patented mill site claim (8.5 acres) situated in Battle Mountain, Lander County, Nevada, USA. The Company also acquired a 50% right, title, and interest to the Eldorado Property which consists of one patented lode mining claim (20 acres) named Eldorado situated in Battle Mountain, Lander County, Nevada, USA.

On February 26, 2021, the Company entered into an option agreement with WBN Prospecting Group to acquire a 100% interest in the York Harbour Property, consisting of five mineral licences and 156 mineral claims totalling 3,900 hectares. The property is located 27km west of the City of Corner Brook, Newfoundland and is accessible by a provincial highway (Route 450).

On April 12, 2021, the Company signed a Letter of Intent (LOI) with ENE-MIN Development Corp. for an exclusive option to acquire up to 75% interest in the LiBeGa Lithium Project, comprising adjoining perimeters (concessions or mineral claims) covering a total of 27 km2 in Sibiu County, Romania (the "Property"). Pursuant to the LOI, the Company paid a refundable $250,000 good faith due diligence deposit and initiated an exclusive comprehensive confidential evaluation of the Project.

On May 11, 2022, the Company has completed the earn-in to acquire 100% interest of the York Harbour Property by completing all conditions of the option agreement.

On May 12, 2022, the Company signed an agreement to reduce the existing 2% Net Smelter Royalty ("NSR") for York Harbour Property down to a 0.5% NSR by purchasing 1.5% of the negotiated NSR for $1,500,000 settled by issuance of 1,500,000 common shares in the share capital of the Company at a price of $1 per share.

On July 28, 2022, the Company acquired Gregory River Property situated on the northern coast of the Bay of Islands, approximately 22 km due north of the Company's York Harbour Property or 36 km northwest of the City of Corner Brook in Western Newfoundland. The Gregory River claims were acquired via a staking agreement with the original vendors of the York Harbour Property. Staking fees of $53,950 have been paid to the vendor and there are no royalties on the claims.

On August 12, 2022, and subsequently on May 4, 2023, the Company announced its proposed plans to spin-out to its shareholders (the "Spin-Out") all of its rights, title and interest in and to its Phoenix Gold Properties located in the Battle Mountain district of Nevada, USA (the "Nevada Assets"), which are adjacent to Nevada Gold Mines LLC's projects. The Spin-Out will allow York Harbour to focus on its York Harbour Project and its rare earth elements project at Bottom Brook in the Canadian province of Newfoundland and Labrador, while the ownership and development of the Nevada Assets would remain separately with Phoenix Gold Resources (Holdings) Ltd. (Phoenix Gold"), a British Columbia Corporation.

It is anticipated that the Spin-Out will be completed by way of statutory plan of arrangement (the "Arrangement") under the Business Corporations Act (British Columbia) and will be subject to regulatory approval, including approval of the Supreme Court of British Columbia (the "Court") and the TSX Venture Exchange (the "Exchange"), as well as shareholder approval of at least two-thirds of the votes cast at a special meeting (the "Meeting") of York Harbour shareholders expected to be held on July 26, 2023. Full details of the Spin-Out will be included in the management information circular sent to York Harbour shareholders in connection with the Meeting. There will be no change in the shareholders' holdings in York Harbour as a result of the Arrangement. Upon receipt of approval of the Spin-Out from the shareholders of York Harbour and the Court, York Harbour's board will trigger a date for Phoenix Gold to complete an equity financing and to apply for listing on the Canadian Securities Exchange or on another stock exchange in Canada.

On January 30, 2023, the Company acquired all issued and outstanding shares of Newbay Mining Corp. ("Newbay") and acquired 100% interest in a Rare Earth Elements mineral property in Western Newfoundland, Canada, known as the Bottom Brook Property. As a consideration for the acquisition, the Company issued 5,081,293 common shares of the Company at a deemed price of $0.492 per common share, representing total compensation of $2,500,000. In addition, the Company paid $100,000 cash deposit to be used for license fees to keep the property in good standing. The property is subject to a 3% net smelter return royalty payable to the old shareholders of Newbay, with the Company retaining the right to buy back 2% of the NSR for an aggregate payment of $1,500,000. Bottom Brook Property is comprised of 18 licenses and 614 mineral claims.

The Company's common shares also trade in the USA under symbol "YORKF" and on the Frankfurt Stock Exchange under the WKN number "A3DEPV" and symbol "5DE0".

CORPORATE OVERVIEW

Effective August 6, 2020, Mr. Andrew Lee replaced Mr. Paul Jones as the Company's President and Chief Executive Officer.

Effective September 18, 2020, Mr. Roger Baer was appointed as a Director of the Company and Mr. Paul Jones resigned from the Board of the Company.

Effective January 19, 2022, Mr. Bruce Durham was appointed as a Director and Executive Chairman of the Company.

Effective February 2, 2022, Mr. Leo Power was appointed as an advisor to the Company.

Effective February 18, 2022, Mr. Leo Power was appointed as a Director of the Company and Mr. Walter Davidson resigned from the Board of the Company.

Effective March 31, 2022, Ms. Penilla Klomp was appointed as a Corporate Secretary of the Company.

Effective April 14, 2022, Mr. J. Douglas Blanchflower was elected as a Director of the Company at the Company's Annual General Meeting.

Effective April 15, 2022, Mr. Michael Williams was appointed as an advisor to the Company's Advisory Board.

Effective October 25, 2022, Mr. Bruce Durham replaced Mr. Andrew Lee as the Company's President and Chief Executive Officer and Mr. Michael Williams replaced Mr. Bruce Durham as the Company's Executive Chairman and was appointed as a Director of the Company.

Effective October 25, 2022, Mr. Andrew Lee was appointed as an Officer of the Company in the role of Managing Director.

Effective December 15, 2022, Mr. J. Douglas Blanchflower was appointed as a Chief Operating Officer of the Company.

TECHNICAL OVERVIEW / MINERAL PROPERTIES

YORK HARBOUR PROPERTY

On February 26, 2021, the Company entered into an option agreement with WBN Prospecting Group (the "Optionor") to acquire a 100% interest in the York Harbour Property ('YHM Property' or the 'Property' or the 'York Harbour Copper-Zinc Project') consisting of five mineral licences and 156 mineral claims totalling 3,900 hectares.

The Company could acquire its 100% interest on the following terms:
1) Cash payment of $ 95,000 (**completed**)
2) Issuance of 1,485,566 shares (**completed**)
3) Incurring $3,000,000 in exploration expenditures **(completed)**:
    a. $250,000 on or before the first anniversary; **(completed)**
    b. $750,000 accumulated total on or before the second anniversary (**completed**); and
    c. $3,000,000 accumulated total on or before the third anniversary (**completed**).

The YHM Property was subject to a 2% net smelter returns royalty ("NSR"), but the Company had the right to purchase 1% of the NSR, within one year of commencement of Commercial Production at a cost of $1,000,000.

The YHM Property is located approximately 27 kilometres west of Corner Brook, Newfoundland and known to be prospective for its copper-zinc-silver-gold-cobalt volcanogenic massive sulphide ('VMS') deposits. The known mineralization exhibits characteristics consistent with classic mafic-type flow dominated ('Cyprus-type') VMS deposits. Similar geological environments and styles of mineralization have formed relatively large copper-zinc deposits elsewhere in Newfoundland at Tilt Cove, in Cyprus at the Mavrovouni mine, and in Norway at the Lokken mine.

Copper and zinc massive sulphides were first discovered at York Harbour in 1893. Since then, a total of 2,134 metres of historic underground drifting and development have been completed for which documentation is available. Drill core logs and sampling data is available for a total of 19,323 metres of historical drilling that tested eleven lenses or zones of copper-zinc-silver-gold-cobalt-bearing sulphide mineralization. These zones occur over a 450-metre strike length, and many remain open for expansion both along strike and down-dip. Most historical exploration and underground development have been concentrated within a 375-metre-long segment of a stratigraphic contact between lower and upper basaltic units and within 150 metres of surface. An overturned synclinal fold is interpreted to extend and repeat the favourable mineralized horizon both along the western and southern portions of the property where surface prospects of VMS mineralization at the No. 4 Brook, 1 km to the west, and Pinnacle Brook, 1,800 m to the southwest, have been discovered and documented in outcrop but have received very little modern exploration attention.

Field work at YHM Property commenced with an examination of the stored drill core and a 3D Borehole Pulse EM geophysical survey. Subsequently, on June 28, 2021, the Company reported results from its surface grab and channel sampling program that targeted a 100-metre strike length of the 'A' Zone. Significant assay results included highs of 16.8% copper, 30.4% zinc, and 119.6 grams per tonne ("gpt") silver. In addition to the surface sampling, a 3D modelling program was carried out utilizing the historical drilling results that report copper-zinc-silver (+/- lead, cobalt, and gold) Cyprus-type VMS mineralization within the YHM property. The purpose of this program was firstly to visualize the known subsurface mineralization and secondly to better locate proposed diamond drill collars with the concurrent surface and bore hole electromagnetic survey results to confirm historic drilling results.

On July 21, 2021, the Company announced a Phase 1 diamond drilling program based upon the results of the 3D modelling and geophysical surveying. Seven to nine drill holes were proposed to initially target and confirm indicated massive and semi-massive sulphide mineralization in the reported 'A', 'B' and 'D' zones.

On September 7, 2021, the Company reported the completion of nine diamond drill holes totalling 1,222 meters as part of a Phase 1 diamond drilling program at YHM Property. Two holes were abandoned when they encountered a wide fault zone and a third drill hole intersected a section of the 4 Level adit. The other 6 drill holes all intersected stringer, semi-massive and/or massive sulphide mineralization.

On October 12, 2021, the Company provided initial assay results from 100 of 300 samples collected from some of the Phase 1 diamond drill holes. Drill hole YH21-06 targeting the 'H' Zone returned results of 47.79 m of 0.85% copper, 91.82 gpt cobalt, 0.57% zinc and 1.53 gpt silver (including 1.60 m of 9.39% copper, 645.44 gpt cobalt, 0.18% zinc, and 6.9 gpt silver). YH21-04 also targeting the 'H' Zone returned assay results of 9.51 m of 1.69% copper, 125.14 gpt cobalt, 0.13% zinc, and 1.43 gpt silver (including 1.54 m of 5.2% copper, 287.12 gpt cobalt, 0.07% zinc, and 2.57 gpt silver).

Other significant results from the Phase 1 drill program include: YH21-08 with 6.6 m of 0.62% copper, 66.92 gpt cobalt, 0.65% zinc and 3.37 gpt silver, which targeted 'G' Zone; and YH21-09 with 9.54 m of 1.69% copper, 238.73 gpt cobalt, 0.11% zinc and 2.83 gpt silver that tested the 'A' Zone.

It is important to note, that the intercept intervals are drilling lengths, not true widths, because the true orientation of the mineralization has not yet been established.

Following a successful Phase 1 diamond drilling program, a Phase 2 diamond drilling program was designed to better delineate the drill-indicated VMS mineralization and to explore for additional similar mineralization both along strike and down-dip. Historical underground drill hole logs documented several massive and semi-massive, mineralized intercepts between and along strike of the known zones but without reported assays.

On October 27, 2021, the Company reported drill holes YH21-13 and 14 had intersected semi-massive and massive VMS mineralization. In addition to the Phase 2 drilling program, exploration work on the property also included relocating the No. 4 Brook adit with a massive sulphide showing that is situated approximately 1 km west from the drilling completed to date on the eastern limb of the folded volcanic sequence hosting known VMS mineralization. On October 16, 2021, several field personnel visited the site and reported approximately 15 metres of massive and semi-massive sulphide mineralization, including pyrite, chalcopyrite and sphalerite, in a sheared zone near the sloughed-in adit. This showing is currently accessible via a cut trail.

On November 4, 2021, the Company announced a progress update for its Phase 2 diamond drilling program at YHM Property. The Company had completed 10 of the 28 proposed drill holes, or 1,354 metres of the proposed 4,325 metres of diamond drilling. Significant semi-massive and massive VMS mineralization; including pyrite, chalcopyrite, sphalerite and rarely native copper, had been identified in drill cores from 8 of the 10 holes.

Consulting mining engineers of Gemtec, based in St. John's Newfoundland, were commissioned to apply for permitting approval to enter the 4 Level adit. On December 8, 2021, the Company used a camera-fitted drone to survey 110 metres of the adit to determine its condition which would aid the permitting approval. The third phase of exploration drilling on the YMH Property commenced on January 19, 2022 and was completed on April 23. This phase of drilling included 30 drill holes totalling 5,400 metres of core drilling. It continued the exploration of the main historical mine area focusing on expanding the existing zones of VMS copper-zinc-silver-cobalt mineralization along a 450-metres of strike length. In addition to defining mineralization along strike, this drilling also tested up and downdip extensions of the known mineralization.

On February 14, 2022, the Company reported assay results for drill hole YH21-18 which intersected 25 metre intervals with an average grade of 2.7% copper, 9.0% zinc, 17.78 gpt silver and 164 gpt cobalt.

A technical report completed by Longford Exploration Services Ltd. on the Company's York Harbour Property entitled, "National Instrument 43-101 Technical Report on the York Harbour Property, Western Newfoundland, Canada" dated March 10, 2022, with an effective date of February 24, 2022 has been filed and is available for download on SEDAR.com.

On March 7, 2022, the Company announced it had increased its strategic land position at the York Harbour copper-zinc property with the additional staking of 825 hectares (8.25 km^2) adjoining the western and southern limit of the existing mineral claims, bringing the total area of the property to 4,725 hectares (47.25 km^2).

On March 17, 2022, the Company announced the following highlights of the first eleven drill holes of the Phase 2 Diamond Drilling Program:

- YH21-14 with 9.92 m of 1.00% copper, 0.13% zinc, 1.76 g/t silver, and 114.7 g/t cobalt (Including 2.00 m of 2.25% copper, 0.21% zinc, 3.84 g/t silver, and 138.6 g/t cobalt)
- YH21-15 with 8.13 m of 0.87% copper, 0.23% zinc, 1.28 g/t silver, and 136.0 g/t cobalt
- YH21-18 with 25.00 m of 2.70% copper, 9.04% zinc, 17.78 g/t silver, and 163.6 g/t cobalt (Including 10.00 m of 2.47% copper, 16.52% zinc, 36.43 g/t silver, and 93.0 g/t cobalt)
- YH21-20 with 21.80 m of 2.32% copper, 5.94% zinc, 5.17 g/t silver, and 54.0 g/t cobalt

On March 26, 2022, the Company reported high-grade copper and cobalt values in diamond drill hole YH21-24, grading 5.25% copper, 436.5 g/t cobalt, 8.97 g/t silver, and 0.801% zinc over a drilling length of 29.0 metres. Drill hole YH21-22 intersected zinc and copper values over a 5.26 metre interval grading 2.84% copper, 31.96% zinc and 42.09 g/t silver.

On April 7, 2022, the Company reported all the results from Phase 2 drilling that were previously unreported. Among the results released, Drill hole YH21-19 was reported to have intersected a strongly mineralized intercept over 15.00 metres grading 3.378% copper, 5.207% zinc, 18.53 g/t silver and 230.0 g/t cobalt. Results for drill holes YH21-31, YH21-32, and YH21-33 were also reported within the southern 'B' Zone (Main Mine Zone South).

The third phase drilling program was completed on April 23, 2022. During the nine months since the start of drilling on July 24, 2021 to the finish of the third phase drilling, the Company completed 68 drill holes totalling 11,185 metres of NQ-size diamond drilling. The Company reviewed the results of this drilling and carried out check-assaying on a portion of the analysed drill core samples, as part of their QA/QC procedures.

On May 11, 2022, the Company announced it had fully acquired a 100% interest in the Property from the Optionor by completing the payment of $95,000 in cash and issuing 1,485,566 shares of the Company. As well, the Company had completed over $3,000,000 of Exploration Expenditures within 14 months following the success of the first drilling program. The Company has signed an agreement to reduce the existing 2% Net Smelter Royalty ("NSR") for its York Harbour Copper-Zinc Project down to a 0.5% NSR by purchasing 1.5% of the negotiated NSR for $1,500,000 settled by issuance of 1,500,000 common shares in the share capital of the Company at a price of $1.00 per share.

In July 2022, the Company contracted for the establishment of east-west grid lines spaced 150 metres apart from north of the documented mineralization in the Sea Level adit southward beyond the Pinnacle copper-zinc-lead-silver soil geochemical anomaly in the southern portion of the property, a north-south distance of over 3 km. These lines cover most of the documented extent of the favourable VMS geologic setting and were used for both ongoing geological mapping and rock geochemical sampling work, plus a 2D induced polarization survey beginning late-July 2022.

As a result of the three drilling programs, it appears that the Main Mine Zone can be subdivided into two subzones, one to the northeast and another to the southwest, each comprising several continuous semi-massive and massive VMS lenses. These two subzones appear to have been displaced approximately 100 metres by a northeasterly trending, right lateral fault zone.

A revised 3D model of the VMS mineralization was prepared during July that included the drilling results from all historical and the 2021-22 diamond drilling. The results of this work showed several areas within the two segments of the Main Mine area requiring additional drill testing to evaluate the strike and downdip potential of the indicated VMS mineralization.

The initial 2D IP-resistivity survey commenced in late July. The survey covered most of the favourable contact between the upper and lower basalt rock units and extended beyond the contact to provide deep IP information. Subject to preliminary interpretation of the geophysical results, grid lines and IP surveying were extended to cover encouraging chargeability/resistivity results.

On September 8, 2022, the Company announced preliminary assay results from the Phase 3 drilling program that targeted the Main Mine area. Diamond drill hole YH22-61 intersected 2.86% copper, 6.95% zinc, 20.2 gpt silver and 436.5 g/t cobalt over a drilled length of 14.77 metres. Four mineralized zones were drill tested during the Phase 3 drilling campaign. It is evident from the drilling results that the D and G zones may be continuous and that more drilling is required to fully test their strike and downdip extensions. It is also evident from the 2021-22 drilling results that the D and G zones are considerably larger than previously documented and that the historical drilling either did not fully intersect these zones or did not report significant assay results.

The Company announced on September 27, 2022 that the Phase 4 diamond drilling had commenced on their York Harbour Copper-Zinc property. Furthermore, that the initial part of the program was designed to test the depth extensions of the drill indicated volcanogenic massive sulphide ("VMS") mineralization within the northeastern (A, D-G Zones) and southwestern (H Zone) halves of the Main Mine Area. Drilling would then begin testing other potential copper-zinc mineralized areas that have not received any detailed exploration since the early 1990's. It was estimated that the proposed program might exceed 7,500 metres of NQ-size diamond drilling. In addition, preliminary results from the 2D IP-resistivity survey show several anomalous chargeability/resistivity anomalies both within the Main Mine area and elsewhere on the property that warrant considerable detailed drill testing.

The remaining assay results from the Phase 3 drilling program were reported on October 4, 2022. The assay results showed that the drill-indicated mineralization extends both along strike, thereby joining several of the previously isolated VMS lenses of the Main Mine Area, and that these lenses have depth extent and could extend farther.

Some other significant drill intersections reported in the October 4th news release included:

- YH22-44 with 2.68 m of 2.35% copper, 8.94% zinc, 45.95 g/t silver and 187.90 g/t cobalt
- YH22-48 with 13.85 m of 0.57% copper, 1.91% zinc, 2.39 g/t silver and 46.00 g/t cobalt
- YH22-50 with 14.63 m of 1.33% copper, 0.08% zinc, 5.89 g/t silver and 123.80 g/t cobalt
- YH22-54 with 14.39 m of 2.31% copper, 0.30% zinc, 3.90 g/t silver and 144.40 g/t cobalt
- YH22-56 with 10.02 m of 1.60% copper, 0.05% zinc, 2.90 g/t silver and 123.70 g/t cobalt
- YH22-57 with 8.70 m of 1.01% copper, 1.32% zinc, 4.65 g/t silver and 97.10 g/t cobalt
- YH22-68 with 4.20 m of 1.12% copper, 0.12% zinc, 1.73 g/t silver and 80.10 g/t cobalt

Note: the reported intercept lengths are drilling lengths, not true widths, since the true orientation of the mineralization has not yet been established.

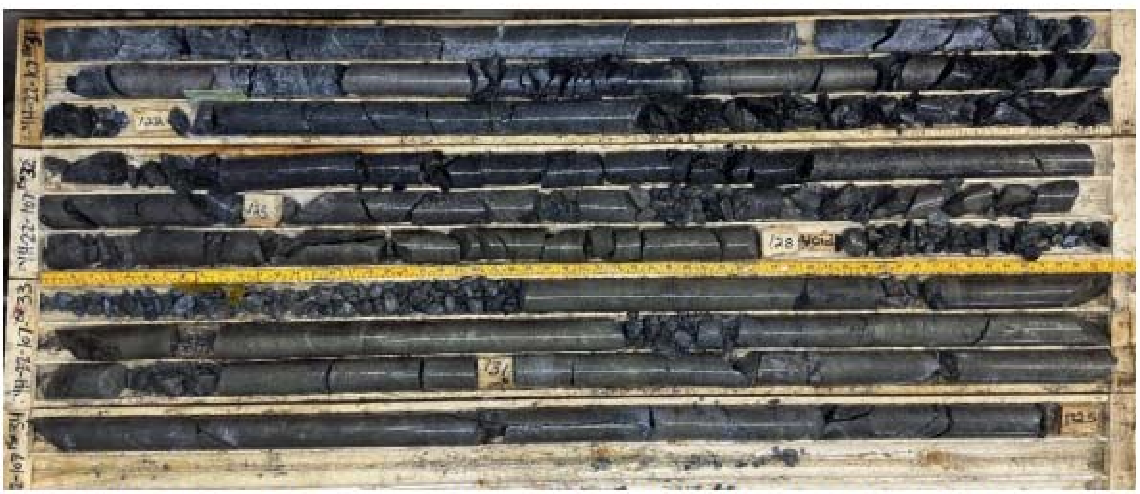
On October 11, 2022 the Company announced the completion of 14 diamond drill holes of totalling 3,627 m, the initial part of the Phase 4 drilling program. Massive and semi-massive sulphide mineralization was logged in the recovered cores of the first nine drill holes showing that the VMS mineralization extended between known mineralized lenses and down dip.

Three additional exploration permits were approved by the Mineral Lands Division of the Newfoundland-Labrador Government on November 5, 2022. These permits cover the areas of the No. 4 Brook, Sea Level adit and Pinnacle Lake exploration targets. Approval of these three permit areas will allow diamond drill testing of these three targets that all have known and coincident geological, soil and rock geochemical and geophysical anomalies.

On November 23, 2022 the Company announced the completion of the Phase 4 diamond drilling program during the period of September 5 to November 17, 2022. The program included the completion of 42 NQ-size diamond drill holes totalling 8,075 metres. Since the start of diamond drilling in July 2021 the Company has completed 110 drill holes totalling 19,260 metres. A total of 2,240 core and quality control samples from the Phase 4 drilling were shipped for analysis to two assay laboratories. Of these, 1,921 drill core samples contained massive, semi-massive and/or stringer sulphide mineralization.

The Phase 4 drilling continued to discover and delineate copper and zinc-rich VMS mineralization both between known zones of mineralization as well as also along strike and downdip of them. The A zone was the only zone within the property that was historically mined, and until recently only one drill hole had tested this zone due to the problems of intersecting the near-surface underground workings. During the Phase 4 drilling program the Company tested the A zone with 12 drill holes. A few drill holes intersected old workings and had to be abandoned but two holes were not stopped before intersecting 1.0 to over 9 metres of VMS mineralization in drill holes YH22-105 and -107. The results show the A Zone has both near-surface mineralization adjacent to the old mine workings and that the mineralization also extends both southerly along strike and beneath the historic mine workings.

Photograph 1: Massive VMS mineralization from DDH YH22-82 111.8 to 123.0 m in D Zone



Photograph 2: Massive VMS mineralization from DDH YH22-107 124.1 to 133.1 m in D Zone

Drill hole YH22-91 situated south and east of the Main Mine zone testing an extensive IP chargeability anomaly intersected 8.8 metres of intermittent semi-massive chalcopyrite and sphalerite mineralization indicating a possible new 'South Zone' of VMS mineralization in the vicinity and southwesterly, trending towards the Pinnacle geological and geochemical exploration target.

On January 24, 2023 the Company announced drill core assay results for thirty-eight of forty-two holes from its 2022 Phase 4 drill campaign.

The highest grade of copper-zinc drill intercept to date in the A Zone intersected above and parallel to the old mine workings which were approximately 20 metres from where the historic mineralization was mined between 1897 to 1913. The new area in the A Zone adjacent to the old mine workings returned grades comparable to the reported historical direct-shipping mined mineralization. DDH YH22-107 intersected 8.97 m at 4.727% copper, 10.195% zinc, 22.69 gpt silver and 91.49 gpt cobalt in the new area of the A Zone.

Extending Mineralization of H Zone
Drill hole YH22-78 and YH22-71 continued to extend mineralization of the H Zone which remains open for expansion at depth. DDH YH22-78 intersected multiple intercepts of mineralization, with the most significant being 8.80 m of 3.228% copper, 0.123% zinc, 3.90 gpt silver and 270.72 gpt cobalt from 190.2 to 199.0 m. DDH YH22-71 intersected 20.5 metres of mineralization grading 1.298% copper, 0.053% zinc, 0.78 gpt silver and 118.47 gpt cobalt.

Additional follow-up/infill drilling
DDH YH22-072 was drilled to test beneath the high grade DDH YH21-24 and intersected three zones of 9.38 m (181.9 to 191.28 m) grading 3.325% copper (including 2.10 m grading 10.089% copper and 670.03 gpt cobalt), 12.80 m (202.2 to 215.0 m) grading 0.315% copper and 4.30 m (230.0 to 234.3 m) grading 0.419% copper. Previously drilled DDH YH21-24 intersected 5.25% copper, 436.5 g/t cobalt, 8.97 gpt silver, and 0.801% zinc over a drilling length of 29.0 metres, but the hole was terminated due to ground conditions - the last sample intersecting 0.2m grading 11.9% copper. DDH YH22-082 intersected a wide intercept of 12.25 m grading 2.472% copper, 8.404 % zinc, 18.41 gpt silver and 85.47 gpt cobalt in the D Zone. ***Note: The above intercepts are drilling lengths, not true widths, since the true thickness of the mineralization has not yet been established.***

The start of the fifth drilling campaign was announced on February 15, 2023. The drilling plans include a continuation of testing the high-grade mineralization at and north of the A Zone where targets were identified when the 2022 Induced Polarization ("IP") survey results were compiled with historical geological, induced polarization ("IP") and electromagnetic ("EM") results. The Company also plans to drill test three high priority exploration targets distant from the A Zone, including: the K Zone situated 1.2 km to the south, the Pinnacle Lake target situated 2.4 km to the southwest, and the No. 4 Brook target situated 1.2 km due west. All three property-wide targets have favourable host rock settings, coincident copper, zinc, lead and silver soil geochemical anomalies and both IP and EM geophysical anomalies that have been identified from past and recent exploration works.

On March 12, 2023, the Company received notice from the Mineral Lands Division of the Department of Industry, Energy and Technology of the Government of Newfoundland and Labrador that the Company's Mineral Licence No. 026228M (the "Licence") was cancelled for technical reasons under The Mineral Act (Newfoundland and Labrador) for failure to demonstrate that acceptable expenditure requirements for work in year 4 (calendar year 2021/2022) were incurred. The Company has grieved the cancellation and is seeking reinstatement of the Licence in proceedings before the NL Mineral Rights Adjudication Board. The Company expects the Licence to be reinstated as the Company incurred substantial drilling and exploration expenditures. The Company incurred drilling and exploration expenditures of over $1,810,000 for the 12 months ended December 31, 2021, and over $5,020,000 for the 12 months ended December 31, 2022 with the majority of these expenditures that apply towards this licence, which far exceeds the acceptable expenditure requirement for work in year 4 (calendar year 2021/2022).

On March 21, 2023 the Company announced the start of the helicopter-supported drilling of the Pinnacle Lake Volcanogenic Massive Sulphide target. Four drill holes are proposed to test both geophysical and geological targets immediately east and northwest of Pinnacle Lake. Diamond drilling tested the A Zone North and then the K Zone. Nine drill holes, totalling 1,764 m, have been completed to date and drill core sample assay results are being awaited.

BOTTOM BOOK PROPERTY

On January 30, 2023, the Company acquired all issued and outstanding shares of Newbay Mining Corp. ("Newbay") and acquired 100% interest in a Rare Earth Elements mineral property in Western Newfoundland, Canada, known as the Bottom Brook Property.

Bottom Brook Property is comprised of 18 licenses and 614 mineral claims. The Company's drilling program is planned for summer 2023.

PHOENIX GOLD PROJECT

The Phoenix Gold Project properties are in Lander County, Nevada. The properties are approximately 15 miles south of Battle Mountain, Nevada, and are adjacent to Newmont's Fortitude gold mine. The Phoenix Gold Project consists of Plumas Property and Eldorado Property, including three (3) patented mining claims and 1 patented mill site claim with a total area of 24.48 hectares in Battle Mountain, Nevada.

Plumas Property

The Company carried out a detailed mapping, sampling and prospecting program over the Plumas Property in the second quarter ended July 31, 2014. The results were integrated into the Plumas Property database together with all previously recorded geochemical and rock chip surface sampling results. A new map and interpretation were produced showing the distribution of the surface gold values across the Plumas Property relative to the geological structures and rock types and the drill holes that were completed as part of the 2014 drill program.

Drilling commenced in July 2014 and was completed in September 2014. A total of 6 drill holes totalling approximately 1,413 meters were drilled on the Plumas Property.

Eldorado Property

The Company completed a chip and soil sampling, mapping and prospecting program on the Eldorado Property. All the results have been integrated into the Eldorado database together with previously recorded geochemical and rock chip surface sampling results to produce maps and information showing the distribution of the surface gold values across the Eldorado Property relative to the geological structures and rock types, defining an area of mineralization that will be the focus of a future drill program.

A National Instrument 43-101 technical report (the "Technical Report") entitled "NI 43-101 TECHNICAL REPORT ON THE PHOENIX GOLD PROJECT LANDER COUNTRY, NEVADA, USA" was completed by C2 Mining International Corp. on September 15, 2020 and is available on SEDAR. The recommendations in the Technical Report suggests further work is warranted at the Plumas Property to further outline and define known mineralization at Plumas Property with additional drilling and sampling. Drill targets need to be generated at the Eldorado Property through additional sampling programs.

Mineral Rights Expenditures and Balances

The cumulative costs incurred and capitalized on the Company's mineral rights are as follows:

	York Harbour Property (Newfoundland, Canada)	**Bottom Brook Property (Newfoundland, Canada)**	**Phoenix Gold Properties (Nevada, USA)**	**Total**
Balance – Opening			**$ -**	**$ -**
Additions – capitalized expenditures			65,322	65,322
Balance as at January 31, 2014			**65,322**	**65,322**
Additions - capitalized expenditures			899,924	899,924
Balance as at January 31, 2015			**965,246**	**965,246**
Additions - capitalized expenditures			196,330	196,330
Impairment charges recognized*			(761,576)	(761,576)
Balance as at January 31, 2016			**400,000**	**400,000**
Additions - capitalized expenditures			-	-
Settlement of liabilities			(265,845)	(265,845)
Reversal of impairment			265,845	265,845
Balance as at January 31, 2017			**400,000**	**400,000**
Additions - capitalized expenditures			-	-
Balance as at January 31, 2018			**400,000**	**400,000**
Additions - capitalized expenditures			-	-
Impairment charges recognized**			(200,000)	(200,000)
Balance as at January 31, 2019			**200,000**	**200,000**
Additions – capitalized expenditures			10,000	10,000
Impairment charges recognized***			(209,999)	(209,999)
Balance as at January 31, 2020			**1**	**1**
Additions – capitalized expenditures			-	-
Balance as at January 31, 2021	**$ -**		**1**	**1**
Additions – capitalized expenditures	3,282,624		-	3,282,624
Balance as at January 31, 2022	**3,282,624**	**$ -**	**1**	**3,282,625**
Additions – capitalized expenditures	6,790,830	2,566,421	-	9,357,251
Balance as at January 31, 2023	**$ 10,073,454**	**$ 2,566,421**	**$ 1**	**$ 12,639,876**

* The Company's management determined that the mineral rights are impaired as of January 31, 2016, and recognized an impairment loss of $761,576.

** The Company's management determined that the mineral rights are impaired as of January 31, 2019, and recognized an impairment loss of $200,000.

*** The Company's management determined that the mineral rights are impaired as of January 31, 2020, and recognized an impairment loss of $209,999.

All exploration and evaluation expenditures related to York Harbour Property and Bottom Brook Property have been capitalized in mineral rights whereas all exploration and evaluation expenditures related to Phoenix Gold Properties have been expensed in exploration expense during the year ended January 31, 2023.

RESULTS OF OPERATIONS AND SELECTED FINANCIAL INFORMATION

As at January 31, 2023, the Company had working capital of $5,751,775 (January 31, 2022 – $2,702,755), and reported a deficit of $10,544,374 (January 31, 2022 – $5,969,056).

Operating and Administrative Expenses

	Three Months Ended January 31, 2023	Three Months Ended January 31, 2022	Year Ended January 31, 2023	Year Ended January 31, 2022
Stock-based compensation	$ 1,377,692	$ -	$ 1,377,692	$ 1,333,200
Consulting fees	154,179	58,000	977,098	280,166
Investor relations	51,012	70,114	717,661	332,644
Management fees	159,250	41,500	466,500	86,500
Exploration	235,720	-	299,546	68,150
Professional fees	64,601	71,254	296,105	102,159
Travel	21,610	411	173,249	8,856
Office and administration	18,858	15,889	114,600	55,059
Filing fees	-	27,751	69,178	48,828
Foreign exchange loss	1,112	1,068	10,459	5,298
Total Operating and Administrative Expenses	$ 2,084,034	$ 285,987	$ 4,502,088	$ 2,320,860
Other loss (income)				
Interest expense (income)	(38,012)	(489)	(101,365)	(547)
Impairment of other receivables	-	247,917	174,595	247,917
Net Loss and Comprehensive Loss	**$ 2,046,022**	**$ 533,415**	**$ 4,575,318**	**$ 2,568,230**

For the three months ended January 31, 2023

The Company's net loss and comprehensive loss for the three months ended January 31, 2023 was $2,046,022 (2022 – $533,415). Stock-based compensation totalled $1,377,692 (2022 – $nil) as the Company issued 2,417,003 restricted share units to its directors and officers during the quarter. Consulting fees totalled $154,179 (2022 – $58,000). The notable increase in consulting fees during the quarter can be attributed to a substantial ramp-up in the Company operation and business development activities compared to the prior comparative quarter, reflecting the increased demand for consulting services to support the Company's business activities. Investor relations expense totalled $51,012 (2022 – $70,114) during the quarter. Management fees totalled $159,250 (2022 – $41,500). The significant increase in management fees during the quarter can be attributed to several factors. Firstly, additional management personnel were appointed during F2023 and secondly, the increased complexity and scope of business operations during the quarter necessitated additional management activities, leading to higher fees. Exploration expenses totalled $235,720 (2022 – $nil). The exploration expenses are directly tied to the accrual of final settlement payment of Year 2017 to 2021 Plumas lease and interest that the Company terminated during the quarter. Professional fees totalled $64,601 (2022 – $71,254) during the quarter, which remained consistent with the amount incurred in the prior comparative quarter. Travel expenses totalled $21,610 (2022 – $411). The significant increase in travel expenses during the quarter can be attributed to the increased frequency of business travel activities undertaken by the management and consultants of the Company due to greater need for in-person meetings, site visits, and other business-related travel compared to the prior comparative quarter. Office and administration expenses totalled $18,858 (2022 – $15,889); and Filing fees totalled $nil (2022 – $27,751) during the quarter. Foreign exchange loss totalled $1,112 (2022 – $1,068), interest expense (income) totalled $(38,012) (2022 – $(489)), and impairment loss of other receivables totalled $nil (2022 – $247,917) during the quarter.

For the year ended January 31, 2023

The Company's net loss and comprehensive loss for the year ended January 31, 2023 was $4,575,318 (2022 – $2,568,230). Stock-based compensation expenses totalled $1,377,692 (2022 – $1,333,200) as the Company issued 2,417,003 restricted share units to its directors and officers during the quarter. Consulting fees totalled $977,098(2022 – $280,166). The notable increase in consulting fees during the year can be attributed to a substantial ramp-up in the Company operation and business development activities compared to the prior comparative year, reflecting the increased demand for consulting services to support the Company's business activities. Investor relations expense totalled $717,661 (2022 – $332,644). The significant increase in investor relations expense during the year can be attributed to the implementation of new advertising, marketing, promotion, and related consulting activities. In comparison to the prior comparative year, the Company undertook more extensive efforts to enhance its investor relations activities. Management fees totalled $466,500 (2022 – $86,500). The significant increase in management fees during the year can be attributed to several factors. Firstly, additional management personnel were appointed during F2023 and secondly, the increased complexity and scope of business operations during the year necessitated additional management activities, leading to higher fees. Exploration expenses totalled $299,546 (2022 – $68,150). The exploration expenses are directly tied to the Year 2016 Plumas lease and interest payment made by the Company during the year, as well as the accrual of final settlement payment of Year 2017 to 2021 Plumas lease and interest that the Company terminated during the year. Professional fees totalled $296,105 (2022 – $102,159). Professional fees increased significantly because of increase in legal fees related to corporate and financing activities during the year compared to the prior comparative year. Travel expenses totalled $173,249 (2022 – $8,856). The significant increase in travel expenses during the year can be attributed to the increased frequency of business travel activities undertaken by the management and consultants of the Company due to greater need for in-person meetings, site visits, and other business-related travel compared to the prior comparative year. Office and administration expenses totalled $114,600 (2022 – $55,059). The notable increase in office and administration expenses can be attributed to the increased business activities and the corresponding requirement for administrative support and resources compared to the prior comparative year. Filing fees totalled $69,178 (2022 – $48,828). The increase in filing fees during the year compared to the prior comparative year can be attributed to the higher number of TSX Venture filings and approvals that were required by the Company. Foreign exchange loss totalled $10,459 (2022 – $5,298), interest expense (income) totalled $(101,365) (2022 – $(547)), and impairment loss of other receivables totalled $174,595 (2022 – $247,917) during the year. The impairment loss relates to uncollectible balance of the cancelled term for investor relations services agreement that the Company terminated during the year.

Financial results for the years ended January 31, 2023, 2022, and 2021

	Year ended January 31, 2023	Year ended January 31, 2022	Year ended January 31, 2021
Revenue	$Nil	$Nil	$Nil
Total net loss	$4,575,318	$2,568,230	$78,884
Total loss (earnings) per share (basic and diluted)	$0.08	$0.06	$0.00
Total assets	$18,898,148	$6,801,613	$1,172,082
Total long-term liabilities	$Nil	$Nil	$Nil
Total liabilities	$506,497	$816,233	$157,219
Shareholders' equity (deficiency)	$18,391,651	$5,985,380	$1,014,863
Cash dividends per share	$Nil	$Nil	$Nil

SUMMARY OF QUARTERLY RESULTS FOR EACH OF THE LAST EIGHT QUARTERS:

Quarter ended	Total revenue	Net loss	Basic and diluted loss per share
January 31, 2023	$Nil	$2,046,022	$0.03
October 31, 2022	$Nil	$475,171	$0.01
July 31, 2022	$Nil	$964,508	$0.02
April 30, 2022	$Nil	$1,089,617	$0.02
January 31, 2022	$Nil	$533,415	$0.01
October 31, 2021	$Nil	$1,603,569	$0.04
July 31, 2021	$Nil	$196,926	$0.00
April 30, 2021	$Nil	$234,320	$0.01

LIQUIDITY AND CAPITAL RESOURCES

The Company has historically relied upon equity financing and loans from directors to satisfy its capital requirements and will continue to depend heavily upon equity capital to finance its activities. There can be no assurance the Company will be able to obtain the required financing in the future on acceptable terms.

The Company has limited financial resources, no source of operating income and no assurance that additional funding will be available to it for current or future projects, although the Company has been successful in the past in financing its activities through the sale of equity securities. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions and its exploration success. Any quoted market for the Company's shares may be subject to market trends generally, notwithstanding any potential success of the Company in creating revenue, cash flows or earnings.

As at January 31, 2023, the Company had the following contractual arrangements and commitments in place for the provision of certain services:

a) On February 19, 2021, the Company signed an agreement with Wallace Hill Partners ("Wallace Hill") for investor relations services, including financial publishing and digital marketing services to improve the profile and market awareness of the Company. On December 30, 2020, the Company made an advance payment of $350,000 to Wallace Hill. The intent was to engage Wallace Hill for a term of 24 months, commencing on March 15, 2021, as confirmed in the agreement signed on February 19, 2021. However, the Company terminated the agreement in October 2021 as it was unable to receive approval of the TSX Venture Exchange. As a result, the Company reclassified $247,917 from prepaid expenses to other receivables for the balance of the cancelled term and has been seeking reimbursement of the balance from Wallace Hill. On January 31, 2022, the Company has determined that it is not likely that the amount will be recovered, therefore recognizing an impairment loss of $247,917.

b) On February 19, 2021, the Company engaged Gold Standard Media LLC ("Gold Standard") for investor relations services. The Company paid $441,105 (US$350,000) to Gold Standard in advance for a service term of 24 months starting from March 15, 2021. Subsequently, on March 30, 2022, the Company paid for additional dissemination/social media investor relation services of Gold Standard and its related entities, with $188,835 (US$150,000) paid to Gold Standard for digital marketing, and amounts paid directly to the entities including $75,000 to Future Money Trends LLC for email marketing, and $200,000 to Wealth Research Group LLC for digital marketing. On June 7, 2022, the Company terminated its engagement of Gold Standard as an investor relations services provider. As a result, the Company reclassified $174,595 from prepaid expenses to other receivables for the balance of the cancelled term and has been seeking reimbursement of the balance from Gold Standard. During the year ended January 31, 2023, the Company has determined that it is not likely that the amount will be recovered, therefore recognizing an impairment loss of $174,595.

c) On March 29, 2021, the Company retained Integral Wealth Securities Ltd. (" Integral") to provide market-making services in accordance with the policies of the TSX Venture Exchange. In consideration of the services provided by Integral, the Company will pay Integral a monthly fee of $5,500, plus any reasonable costs and expenses it incurs in connection with the services provided. The Company has retained Integral for an initial three-month term and thereafter may be terminated by the Company upon 30 days written notice.

d) On April 12, 2021, the Company signed a Letter of Intent (LOI) with ENE-MIN Development Corp. for an exclusive option to acquire up to 75% interest in the LiBeGa Lithium Project, comprising adjoining perimeters (concessions or mineral claims) covering a total of 27 km^2 in Sibiu County, Romania. Pursuant to the LOI, the Company paid a refundable $250,000 good faith due diligence deposit and has initiated an exclusive comprehensive confidential evaluation of the project.

e) On March 11, 2022, the Company engaged the communication services of GRA Enterprises LLC ("GRA") for dissemination of news releases and newsworthy related events, communications and media services, the production and publication of investor bulletins on the National Inflation Association Website, and distribution of email alerts to the GRA's National Inflation email list about the Company and its projects. These are considered investor relations services, in accordance with TSX Venture Exchange Policy 3.4. GRA has been engaged for a term of 12 months, for an up-front paid fee of $127,760 (US$100,000).

f) On August 12, 2022, the Company announced its proposed plans to spin-out to its shareholders (the "Spin-Out") all of its rights, title and interest in and to its Phoenix Gold Properties located in the Battle Mountain district of Nevada, USA (the "Nevada Assets"), which are adjacent to Nevada Gold Mines LLC's projects. The Spin-Out will allow York Harbour to focus on its York Harbour Project and rare earth elements Bottom Brook Project in the Canadian province of Newfoundland and Labrador, while the ownership and development of the Nevada Assets would remain separately with Phoenix Gold Resources (Holdings) Ltd. (Phoenix Gold"), a British Columbia Corporation.

   It Is anticipated that the Spin-Out will be completed by way of statutory plan of arrangement (the "Arrangement") under the Business Corporations Act (British Columbia) and will be subject to regulatory approval, including approval of the Supreme Court of British Columbia (the "Court") and the TSX Venture Exchange (the "Exchange"), as well as shareholder approval of at least two-thirds of the votes cast at a special meeting (the "Meeting") of York Harbour shareholders to be held on July 26, 2023. Full details of the Spin-Out will be included in the management information circular sent to York Harbour shareholders in connection with the Meeting. It is anticipated that York Harbour shareholders will be entitled to receive 0.15 common shares of Phoenix Gold for every one common share of York Harbour held as of the record date (the "Record Date") for distribution of shares under the Arrangement. No York Harbour options or warrants will entitle the holder to receive any shares or convertible securities of Phoenix Gold, except to the extent that such holders exercise such options or warrants, as the case may be, to acquire common shares of York Harbour prior to the Record Date. There will be no change in the shareholders' holdings in York Harbour as a result of the Arrangement. Upon receipt of approval of the Spin-Out from the shareholders of York Harbour and the Court, York Harbour's board will trigger a date for Phoenix Gold to complete an equity financing and to apply for listing on the Canadian Securities Exchange or on another stock exchange in Canada.

g) On August 15, 2022, the Company engaged its new investor relations firm, 121 Group (HK) Ltd. ("121 Group") to provide media relations services and other assistance with investor relations to help build the Company's public profile and to gain exposure with investors through investor relations, digital marketing, and the dissemination of corporate information. The engagement is for a 12-month term for a monthly fee of US$3,500, invoiced, and payable monthly and may be terminated with 30 days notice.

h) On January 16, 2023, the Company terminated the lease for the remaining 50% right, title and interest to the Plumas Property with Matlack. Both parties terminated the lease effective April 22, 2021 and the Company agreed to pay the outstanding lease for the years from 2017 to 2020 plus accrued interest up to the date of payment. The Company made payment of $62,825 (US$50,000) and $63,826 (US$50,383) to Matlack in April 2021 and March 2022 respectively, to settle 2015 and 2016 Plumas Lease plus accrued financing charges which are recorded in exploration expenses during the respective period. The Company accrued $235,720 (US $176,569) payable to Matlack and recorded it in exploration expenses on January 31, 2023.

FINANCING ACTIVITIES

On February 26, 2021, the Company entered into an option agreement with WBN Prospecting Group to acquire a 100% interest in the York Harbour Property ("York Harbour" or the "Property"), consisting of five mineral licences and 156 mineral claims totalling 3,900 hectares. The property is located 27 km west of the City of Corner Brook, Newfoundland and is accessible by a provincial highway (Route 450). The Company made a cash payment of $95,000 and issued 1,485,557 shares of the Company as part of this transaction.

On March 31, 2021, the Company completed a non-brokered private placement to raise $1,000,000 by issuing 2,500,000 units of the Company at a price of $0.40 per unit. Each unit is comprised of one common share and one full warrant of the Company. Each warrant is exercisable at a price of $0.60 per share for a period of 24 months from the date of issuance. The expiry date of these warrants was extended to April 1, 2024.

On August 17, 2021, the Company completed a non-brokered private placement to raise $301,000 by issuing 1,075,000 units of the Company at a price of $0.28 per unit. Each unit is comprised of one common share and one full warrant of the Company. Each warrant is exercisable at a price of $0.40 per share for the 36 months from the date of issuance. The shares contained in the units are qualified as "flow through shares" as defined in subsection 66(15) of the Income Tax Act (Canada). An amount equal to the gross proceeds allocated to the sale of shares will be used for expenditures which qualify as Canadian exploration expenses ("CCE") and "flow through mining expenditures" (within the meaning of the Income Tax Act (Canada)).

On September 7, 2021, the Company granted 3,000,000 incentive stock options to its consultants and contractors. Each stock option is exercisable at $0.55 to acquire one common share of the Company for a two-year term expiring September 6, 2023.

On November 22, 2021, 125,000 share purchase warrants originally issued on December 18, 2020 were exercised at a price of $0.50 per common share of the Company for gross proceeds of $62,500.

On November 30, 2021, the Company completed a non-brokered private placement to raise $1,200,000 by issuing 3,000,000 units of the Company at a price of $0.40 per unit. Each unit is comprised of one common share and one-half common share purchase warrant of the Company. Each warrant is exercisable at a price of $0.60 per share for a period of 24 months from the date of issuance. The Company incurred finders' fees of $25,800 related to the financing.

On November 30, 2021, the Company closed the first tranche of a non-brokered flow-through private placement offering (the "FT-Private Placement") to raise $2,322,000 by issuing 4,644,000 units ("FT-Units") of the Company at a price of $0.50 per FT-Unit. Each FT-Unit is comprised of one common share and one-half of one warrant of the Company, each warrant entitling the holder to purchase an additional common share of the Company at a price of $0.75 if exercised within the first 12 months, and at $1.00 after 12 months but within 24 months following the closing date. The Company incurred finders' fees of $46,020 related to the financing.

On December 2, 2021, 50,000 share purchase warrants originally issued on December 18, 2020, were exercised at a price of $0.50 per common share of the Company for gross proceeds of $25,000.

On December 9, 2021, 250,000 share purchase warrants originally issued on December 18, 2020, were exercised at a price of $0.50 per common share of the Company for gross proceeds of $125,000.

On December 15, 2021, 600,000 share purchase warrants originally issued on December 18, 2020, were exercised at a price of $0.50 per common share of the Company for gross proceeds of $300,000.

On December 16, 2021, 25,000 share purchase warrants originally issued on December 18, 2020, were exercised at a price of $0.50 per common share of the Company for gross proceeds of $12,500.

On December 21, 2021, the Company closed the second tranche of FT-Private Placement to raise $350,000 by issuing 700,000 FT-Units of the Company at a price of $0.50 per FT-Unit. Each FT-Unit is comprised of one common share and one-half of one warrant of the Company, each warrant entitling the holder to purchase an additional common share of the Company at a price of $0.75 if exercised within the first 12 months, and at $1.00 after 12 months but within 24 months following the closing date.

On April 6, 2022, 400,000 share purchase warrants originally issued on December 18, 2020, were exercised at a price of $0.75 per common share of the Company for gross proceeds of $300,000.

On April 18, 2022, 50,000 share purchase warrants originally issued on November 30, 2021, were exercised at a price of $0.75 per common share of the Company for gross proceeds of $37,500.

On April 18, 2022, 200,000 share purchase warrants originally issued on November 30, 2021, were exercised at a price of $0.60 per common share of the Company for gross proceeds of $120,000.

On April 19, 2022, 125,000 share purchase warrants originally issued on November 30, 2021, were exercised at a price of $0.75 per common share of the Company for gross proceeds of $93,750.

On April 20, 2022, 45,000 share purchase warrants originally issued on November 30, 2021, were exercised at a price of $0.75 per common share of the Company for gross proceeds of $33,750.

On April 26, 2022, 45,000 share purchase warrants originally issued on November 30, 2021, were exercised at a price of $0.75 per common share of the Company for gross proceeds of $33,750.

On April 27, 2022, 75,000 share purchase warrants originally issued on November 30, 2021, were exercised at a price of $0.75 per common share of the Company for gross proceeds of $56,250.

On April 29, 2022, 20,000 share purchase warrants originally issued on November 30, 2021, were exercised at a price of $0.75 per common share of the Company for gross proceeds of $15,000.

On May 2, 2022, 75,000 share purchase warrants originally issued on November 30, 2021, were exercised at a price of $0.75 per common share of the Company for gross proceeds of $56,250.

On May 3, 2022, 40,000 share purchase warrants originally issued on November 30, 2021, were exercised at a price of $0.75 per common share of the Company for gross proceeds of $30,000.

On May 9, 2022, 37,500 share purchase warrants originally issued on November 30, 2021, were exercised at a price of $0.60 per common share of the Company for gross proceeds of $22,500.

On May 10, 2022, 15,000 share purchase warrants originally issued on November 30, 2021, were exercised at a price of $0.75 per common share of the Company for gross proceeds of $11,250.

On June 21, 2022, 50,000 share purchase warrants originally issued on November 30, 2021, were exercised at a price of $0.75 per common share of the Company for gross proceeds of $37,500.

On June 23, 2022, the Company issued 1,500,000 common shares at a deemed price of $1.00 per common for a buydown of the 1.5% Net Smelter Royalty ("NSR") to reduce the 2% NSR of its York Harbour down to a 0.5% NSR.

On June 29, 2022, the Company issued:

a. 2,625,600 units of the Company ("Units") at a price of $1 per unit for gross proceeds of $2,625,600. Each Unit is comprised of one common share and one-half common share purchase warrants of the Company;

b. 4,987,228 Flow-through units of the Company (the "FT Units") at a price of $1.20 per FT unit for gross proceeds of $5,984,674. Each FT Unit is comprised of one common share that qualifies as "flow-through shares" within the meaning of subsection 66(15) of the Income Tax Act (Canada) (the "Tax Act") and one-half common share purchase warrants of the Company;

c. 1,900,000 Flow-through units of the Company sold to charitable purchasers (the "Charity FT Units") at a price of $1.50 per Charity FT Unit for gross proceeds of $2,850,000. Each Charity FT Unit is comprised of one common share that qualifies as "flow-through shares" within the meaning of subsection 66(15) of the Tax Act that will be issued as part of a charity arrangement and one-half common share purchase warrants of the Company.

The Company incurred $703,877 in cash and issued 586,770 compensation warrants to the agent and brokers related to above financing. Each compensation warrant is exercisable at a price of $1 per Unit for a period of 24 months from the closing. Each whole common share purchase warrant is exercisable at a price of $1.50 per share for the 24 months from the date of issuance.

On November 3, 2022, the Company issued 2,417,003 RSUs to its directors, officers, and consultants. These RSUs were originally granted on November 3, 2021 and all 2,417,003 RSUs were fully vested at the time of the issuance.

On December 18, 2022, 2,050,000 share purchase warrants originally issued on December 18, 2020 were expired.

On March 17, 2023, the Company extended the expiry date of 2,500,000 outstanding share purchase warrants exercisable at $0.60 per common share from March 31, 2023 to April 1, 2024.

RELATED PARTY BALANCES AND TRANSACTIONS

The Company considers its Board of Directors and certain consultants which, by virtue of the contracts in place and the functions performed, to be key management. Compensation awarded to key management is listed below:

	January 31, 2023	January 31, 2022
Management fees expensed	$ 466,500	$ 86,500
Management fees capitalized	146,038	-
Stock-based compensation – RSUs	1,065,494	-
Total	$ 1,678,032	$ 86,500

For the year ended January 31, 2023, the Company paid or accrued management fees of $104,000 (2022 - $31,500) to a company controlled by an officer of the Company, management fees of $160,000 (2022 - $55,000) to a company controlled by an officer and director of the Company, management fees of $140,000 (2022 - $nil) to a company controlled by an officer and director of the Company, management fees of $25,000 to a company controlled by a director of the Company, management fees of $37,500 to a company controlled by an officer and director of the Company, and exploration related management and consulting fees of $146,038 to a company controlled by an officer and director of the Company.

Accounts payable and accrued liabilities consists of $43,760 (January 31, 2022 - $nil) owing to a company controlled by an officer and director of the Company, $19,272 (January 31, 2022 - $nil) owing to a company controlled by an officer and director of the Company, $2,726 (January 31, 2022 - $nil) owing to a company controlled by an officer and director of the Company, and $nil (January 31, 2022 - $3,802) owing to a company controlled by an officer and director of the Company.

These transactions are in the normal course of operations and at the exchange amount agreed to by the related parties.

FINANCIAL INSTRUMENTS

As at January 31, 2023, the Company's financial instruments consist of cash, other receivables, prepaid expenses, refundable deposit, accounts payable and accrued liabilities.. These financial instruments are classified as other financial liabilities and are carried at amortized cost. The fair values of these financial instruments approximate their carrying values due to the short-term nature of these instruments.

The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to market conditions and the Company's activities. The Company has exposure to credit risk, liquidity risk and market risk as a result of its use of financial instruments. Refer to Note 13 within the audited consolidated financial statements for the years ended January 31, 2023 and 2022 regarding information about the Company's exposure to each of the above risks and the Company's objectives, policies and processes for measuring and managing these risks.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The Company's critical accounting estimates are defined as those estimates that have a significant impact on the portrayal of its financial position and operations and that require management to make judgements, assumptions and estimates in the application of IFRS. Judgments, assumptions and estimates are based on historical experience and other factors that management believes to be reasonable under current conditions. As events occur and additional information is obtained, these judgements, assumptions and estimates may be subject to change. The Company's significant accounting policies can be found in Note 3 of the Company's audited consolidated financial statements. The following critical accounting estimates were used in the preparation of its consolidated financial statements.

Use of estimates
The preparation of financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of the accounting policies to financial information presented. Actual results may differ from the estimates, assumptions and judgements made. Estimates and underlying assumptions are reviewed on an ongoing basis. Changes made to estimates are reflected in the period the changes are made.

Significant areas requiring the use of estimates and assumptions include accounts payable and accrued liabilities, valuation of share-based payment reserves, warrant reserves, valuation of short-term investments, valuation of mineral rights, and recoverability of deferred tax assets. By their nature, these estimates and assumptions are subject to measurement uncertainty, and the impact of changes in estimates in the financial statements of future period could be material. These assumptions are reviewed periodically and, as adjustments become necessary, they are reported in earnings (loss) in the periods in which they become known.

Intangible assets: mineral rights
Under IFRS, the Company defers all cost relating to the acquisition and exploration of its mineral properties after the legal right to explore a property has been obtained, but before technical feasibility and commercial viability of the property has been established. Any revenues received from such properties are credited against the costs of the property. When commercial production commences on any of the Company's properties, any previously capitalized costs would be charged to operations using unit-of-production method. The Company reviews the carrying value of its mineral properties for recoverability when events or changes in circumstances indicate that the properties may be impaired. If such a condition exists and the carrying value of a property exceeds the estimated net recoverable amount, provision is made for the impairment in value.

The existence of uncertainties during the exploration stage and the lack of definitive empirical evidence with respect to the feasibility of successful commercial development of any exploration property does create measurement uncertainty concerning the estimate of the amount of impairment to the value of any mineral property. The Company relies on its own or independent estimates of further geological prospects of a particular property and also considers the likely proceeds from a sale or assignment of the rights before determining whether or not impairment in value has occurred.

For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit" or "CGU"). The allocation of the Company's assets into CGUs requires judgement. A CGU recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value, using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which estimates of future cash flows have not been adjusted. If the recoverable amount of an asset or CGU is estimated to be less than its carrying amount, the carrying amount is reduced to the recoverable amount. Impairment is recognized immediately in profit or loss. Where an impairment subsequently reverses, the carrying amount is increased to the revised estimate of recoverable amount but only to the extent that this does not exceed the carrying value that would have been determined if no impairment had previously been recognized.

Share-based payment
The Company uses the fair value method, utilizing the Black-Scholes pricing model, for valuing stock options granted to directors, officers, and consultants. The estimated fair value is recognized over the applicable vesting period as stock-based compensation expense and an increase to share-base payment reserve. Any consideration paid by employees on the exercise of stock options or purchase of stock is credited to share capital plus the amounts originally recorded as share-base payment reserve. The fair value of options is estimated using the Black-Scholes pricing model based on estimates and assumptions for expected life of the options, expected volatility, risk-free interest rate and dividend yield. By their nature, these estimates are subject to measurement uncertainty and the effect on the financial statements of changes in such estimates could be material in future periods.

Warrants reserve
The Company uses the fair value method, utilizing the Black-Scholes pricing model, for valuing warrants. The fair value of warrants is estimated using the Black-Scholes pricing model based on estimates and assumptions for expected life of the warrants, expected volatility, risk-free interest rate and dividend yield. By their nature, these estimates are subject to measurement uncertainty and the effect on the financial statements of changes in such estimates could be material in future periods.

Fair value of equity settled transaction
IFRS 2 recommends that an entity shall measure any equity-settled share-based payment transactions directly at the fair value of the goods or services received. The Company issued warrants and options as part of the private placements and compensation payments to agents and brokers. The Company determined that the fair value of services received is not reliably measurable because the warrants attached to these transactions are not from the result of any services purchased by the Company. Also, fair values of services from agents and brokers are not reliably determinable because there is no similar open market for the services they provide, and the compensation is not based on a fixed market rate, but rather subject to negotiation by management. Lastly, it is common for exploration stage companies to provide share-based compensation as part of its equity and debt transactions in addition to a cash component. As such, management determined that the fair value of warrants rather than the fair value of services received should be used to determine the fair value of share-based transactions.

Income tax
The future income tax provision is based on the liability method. Future income taxes arise from the recognition of the tax consequences of temporary differences by applying enacted or substantively enacted tax rates applicable to future years of differences between the financial statement carrying amounts and the tax bases of certain assets and liabilities. The Company records a valuation allowance against any portion of those future income tax assets to the extent that it is more than likely that future income tax assets will not be realized. As a result, future earnings are subject to significant management judgement.

Standards issued but not yet effective
The standards and interpretations that are issued, but not yet effective, up to the date of authorization of these consolidated financial statements are disclosed below. Management anticipates that all of the pronouncements will be adopted in the Group's accounting policy for the first period beginning after the effective date of the pronouncement. Information on new standards, amendments and interpretations that are expected to be relevant to the Group's financial statements is provided below. Certain other new standards and interpretations have been issued but are not expected to have a material impact on the Company's consolidated financial statements.

IAS 1, Presentation of Financial Statements ("IAS 1") – Classification of Liabilities as Current or Non-current
In January 2020, the IASB issued amendments to IAS 1. The amendments aim to promote consistency in applying the requirements by helping companies determine whether, in the consolidated statements of financial position, debt and other liabilities with an uncertain settlement date should be classified as current (due or potentially due to be settled within one year) or non-current. The amendments include clarifying the classification requirements for debt a company might settle by converting it into equity. The amendments are effective for annual reporting periods beginning on or after January 1, 2024, with earlier application permitted. The Company is still assessing the impact of adopting these amendments on its consolidated financial statements.

Amendments to IAS 1 and IFRS Practice Statement 2
In February 2021, the IASB issued amendments to IAS 1 and IFRS Practice Statement 2, Making materiality judgements, in which it provides guidance and examples to help entities apply materiality judgements to accounting policy disclosures. The amendments aim to help entities provide accounting policies disclosures that are more useful by replacing the requirement for entities to disclose "significant" accounting policies with a requirement to disclose their "material" accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting disclosures. The amendments to IAS 1 are applicable for annual periods beginning on or after January 1, 2023 with earlier application permitted. Since the amendments to IFRS Practice Statement 2 provide non-mandatory guidance on the application of the definition of material to accounting policy information, an effective date for these amendments is not necessary. The amendments are not expected to have a material impact on the Company's consolidated financial statements.

IAS 8, Accounting Policies, Change in Accounting Estimates and Errors ("IAS 8") – Definition of Accounting Estimates
In February 2021, the IASB issued amendments to IAS 8. The amendment will require the disclosure of material accounting policy information rather than disclosing significant accounting policies and clarifies how to distinguish changes in accounting policies from changes in accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". The amendment provides clarification to help entities to distinguish between accounting policies and accounting estimates. The amendments are effective for annual periods beginning on or after January 1, 2023. The Company has determined that adoption of these amendments has no significant effect on the Company's consolidated financial statements.

IAS 12, Income Taxes ("IAS 12") – Deferred Tax related to Assets and Liabilities Arising from a Single Transaction
In May 2021, the IASB issued amendments to IAS 12. The amendment narrows the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal taxable and deductible temporary differences. As a result, companies will need to recognize a deferred tax asset and

deferred tax liability for temporary differences arising on initial recognition of transactions such as leases and decommissioning obligations. The amendments are effective for annual reporting periods beginning on or after January 1, 2023 and are to be applied retrospectively. The Company has determined that adoption of these amendments has no significant effect on the Company's consolidated financial statements.

RISKS AND UNCERTAINTIES

The Company's securities should be considered a highly speculative investment and investors should carefully consider all of the information disclosed in the Company's Canadian regulatory filings prior to making an investment in the Company.

General

Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits, which, though present, are insufficient in quantity and/or quality to return a profit from production.

The Company is in the resource sector and as such is exposed to a number of risks and uncertainties that are not uncommon to other companies in the same industry. Some of the current risks include the following:

(a) The Company has no history of earnings and will not generate earnings until production commences;

(b) Any future equity financings by the Company for the purposes of raising additional capital may result in substantial dilution to the holdings of existing shareholders;

(c) There can be no assurance that an active and liquid market for the Company's shares will develop and investors may find it difficult to resell their shares; and

(d) The directors and officers of the Company will devote a portion of their time to the business and affairs of the Company and some of them are or will be engaged in other projects or businesses, and as such, conflicts of interest may arise from time to time.

The Company's business is subject to exploration and development risks

The Company's mineral properties are in the exploration stage and no known reserves have been discovered on such properties. At this stage, favourable results, estimates and studies are subject to a number of risks, including, but not limited to:

- the limited amount of drilling and testing completed to date;
- the preliminary nature of any operating and capital cost estimates;
- the difficulties inherent in scaling up operations and achieving expected metallurgical recoveries;
- the likelihood of cost estimates increasing in the future; and
- the possibility of difficulties procuring needed supplies of electrical power and water.

There is no certainty that the expenditures to be made by the Company in the exploration of its mineral properties described herein will result in discoveries of mineral resources in commercial quantities or that any of its mineral properties will be developed. Most exploration projects do not result in the discovery of mineral resources and no assurance can be given that any particular level of recovery of mineral resources will in fact be realized or that any identified resource will ever qualify as a commercially mineable (or viable) resource which can be legally and economically exploited. Estimates of reserves, mineral deposits and production costs can also be affected by such factors as environmental permit regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions. In addition, the grade of mineral resource ultimately discovered may differ from that indicated by drilling results. There can be no assurance that mineral resource recovered in small-scale tests will be duplicated in large-scale tests under on-site conditions or in production scale.

Mineral exploration and development involves a high degree of risk and few properties that are explored are ultimately developed into producing mines. The long-term profitability of the Company's operations will be related to the cost and success of its exploration programs, which may be affected by a number of factors beyond the Company's control.

Mineral exploration involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of mineral resources, any of which could result in work stoppages, damage to property, and possible environmental damage.

Hazards such as unusual or unexpected formations and other conditions such as fire, power outages, labour disruptions, flooding, cave-ins, landslides and the inability to obtain suitable machinery, equipment or labour are involved in mineral exploration, development and operation. The Company may become subject to liability for pollution, cave-ins or hazards against which it cannot insure or against which it may elect not to insure. The payment of such liabilities may have a material, adverse effect on the Company's financial position.

The Company will continue to rely upon consultants and others for exploration and development expertise. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis. The economics of developing mineral properties is affected by many factors including the costs of operations, fluctuations in markets, allowable production, importing and exporting of minerals and environmental protection.

Political Risk

The Company's Phoenix Gold Properties are located in Nevada, USA; York Harbour Property and Bottom Brook Property are located in Newfoundland, Canada, and the Company will be subject to changes in political conditions and regulations in those countries. The Company's activities are subject to extensive laws and regulations governing worker health and safety, employment standards, waste disposal, protection of historic and archaeological sites, mine development, protection of endangered and protected species and other matters.

Regulators in the USA and Canada have broad authority to shut down and/or levy fines against facilities that do not comply with regulations or standards. The Company's mineral exploration and mining activities in the USA and Canada may be adversely affected in varying degrees by changing government regulations relating to the mining industry or shifts in political conditions that increase the costs related to the Company's activities or maintaining its licenses. Operations may also be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, and expropriation of property, environmental legislation and mine safety.

A number of other approvals, licenses and permits may be required for various aspects of mine development. While the Company will use its best efforts to ensure title to the licenses and access to surface rights continue into the future, these titles or rights may be disputed, which could result in costly litigation or disruption of operations. The Company is uncertain if all necessary permits will be maintained on acceptable terms or in a timely manner. Future changes in applicable laws and regulation or changes in their enforcement or regulatory interpretation could negatively impact current or planned exploration and development activities on the Company's mineral properties. Any failure to comply with applicable laws and regulations or failure to obtain or maintain permits, even if inadvertent, could result in the interruption of exploration and development operations or material fines, penalties or other liabilities.

Financing Risks
Although the Company was able to obtain adequate financing in the past, there is no assurance that the Company will continue to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of its projects with the possible loss of such properties.

Fluctuating Price and Currency
The Company raises its equity primarily in Canadian dollars and will conduct its principal business and operation activities in and proposes to maintain certain accounts in Canadian dollars and United States dollars ("US dollars"). The Company's operations in the USA make it subject to foreign currency fluctuation and such fluctuations may adversely affect the Company's financial position and operating results.

Foreign Countries and Regulatory Requirements
Even if the Company's mineral properties are proven to host economic reserves of copper/zinc/silver/rare earth elements and/or other mineral resources, factors such as governmental expropriation or regulation may prevent or restrict mining of any such deposits or repatriation of profits. Any changes in regulations or shifts in political conditions in the USA and Canada are beyond the control of the Company and may adversely affect its business. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, expropriation of property, environmental legislation and mine safety.

Uninsurable Risk
In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. It is not always possible to fully insure against such risks and the Company may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Company.

No Assurance of Surface Rights
The Company has represented that it has mineral property interests in the Phoenix Gold Properties, York Harbour Property, and Bottom Brook Property. However, it remains possible that surface rights corresponding to the mineral properties may be subject to prior other rights or may be affected by undetected defects.

Permits and Licenses
The operations of the Company may require licenses and permits from various governmental authorities. There can be no assurance that such licenses and permits as may be required to carry out exploration, development and mining operations at its projects will be granted.

Competition
The mineral industry is intensely competitive in all its phases. The Company competes with many companies processing greater financial resources and technical facilities than itself for the acquisition of mineral concessions, claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees and service providers. Factors beyond the control of the Company may affect the marketability of mineral substances discovered. These factors include market fluctuations, the proximity and capacity of natural resource markets and processing equipment, government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital or losing its investment capital.

Environmental Risk
The Company's operations may be subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which could result in environmental pollution. A breach of such legislation may result in imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for noncompliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors, consultants and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. In addition, environmental risks may exist on properties in which the Company holds interests which are unknown at present and which have been caused by previous or existing owners or operators. Furthermore, future compliance with environmental reclamation, closure and other requirements may involve significant costs and other liabilities. The Company intends to fully comply with all environmental regulations.

Forward-looking statements address future events and conditions and therefore involve inherent risks and uncertainties. Actual results may differ materially from those currently anticipated in such statements.

DISCLOSURE ON INTERNAL CONTROLS

Management has established processes to provide them sufficient knowledge to support representations that they have exercised reasonable diligence that (i) the consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the consolidated financial statements; and (ii) the consolidated financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings (NI 52-109), this Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's accounting policies.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

OUTSTANDING SHARE DATA

The Company has an unlimited number of common shares authorized for issuance without par value. As at January 31, 2023 and the date of this report, there were 68,528,947 common shares issued and outstanding; 12,312,684 common share purchase warrants (exercise price ranging from $0.40 to $1.50) issued and outstanding; and 3,000,000 stock options (exercise price of $0.55) issued and outstanding.

CAUTION REGARDING FORWARD-LOOKING INFORMATION

Certain statements in this MD&A, particularly statements regarding future economic performance and finances, plans, expectations and objectives of management, may constitute "forward-looking" statements which reflect our current views with respect to future events and financial performance. When used in this MD&A, such forward-looking statements use words such as "may", "will", "expect", "believe", "anticipate", "plan", "intend", "estimate", "project", "continue" and other similar terminology of a forward-looking nature or negatives of those terms. These forward-looking statements are based on certain assumptions by management, certain of which are set out herein. The forward-looking statements appearing in this MD&A reflect current expectations regarding future events and operating performance and speak only as of the date of this MD&A.

Although management believes that the expectations reflected in such forward-looking statements are reasonable, all forward-looking statements address matters that involve known and unknown risks, uncertainties and other factors and should not be read as guarantees of future performance or results. Accordingly, there are or will be a number of significant factors which could cause our actual results, performance or achievements expressed or implied by such forward-looking statements. Factors that could cause actual future results, performance or achievements to differ materially include, but are not limited to, all hazards and risks normally incidental to exploration, development and production of mineral resources, political instability and changes to existing government regulations including environmental regulations, ability to obtain adequate financing in future, the impact of global financial crisis, foreign currency fluctuations, ability to identify and integrate future acquisitions, reliance on key personnel and competition with other mineral industry companies for mineral concessions, claims, leases, and other mineral interests as well as for the recruitment and retention of qualified employees and service providers.

All statements, other than of historical fact, included herein are forward-looking statements that involve various risks and uncertainties. There can be no assurance that such statements will prove to be accurate, and actual results and future events could differ materially from those anticipated in such statements. There are no assurances that the Company can fulfill such Forward-Looking Statements and the Company undertakes no obligation to update such statements.

Additional information on the Company can be found on SEDAR at www.sedar.com.

This Management Discussion and Analysis ("MD&A") of the consolidated financial condition, results of operations, and cash flows of York Harbour Metals Inc. ("YORK" or the "Company") are for the year ended January 31, 2022. This MD&A should be read in conjunction with the Company's audited consolidated financial statements and related notes thereto for the years ended January 31, 2022 and 2021.

The financial information in this MD&A is derived from the Company's audited consolidated financial statements which have been prepared in Canadian dollars unless otherwise noted, in accordance with International Accounting Standards as issued by the International Accounting Standards Board. The content of this MD&A has been approved by the Board of Directors, on the recommendation of its Audit Committee. This MD&A is dated May 31, 2022 and is current to date, unless otherwise noted.

Mr. J. Douglas Blanchflower, P. Geo. (BC. NL), is a director of York Harbour Metals Inc. and a Qualified Person ("QP") as defined by National Instrument 43-101 ("NI 43-101"). He has approved the scientific and technical disclosure on the York Harbour Copper-Zinc Project and the Nevada Properties, and prepared or supervised its preparation.

Additional information relating to the Company is available on the System for Electronic Document Analysis and Retrieval ("SEDAR") at www.sedar.com.

DESCRIPTION OF BUSINESS

York Harbour Metals Inc. (the "Company") was incorporated under the British Columbia's Business Corporations Act on May 2, 2011 under the name of Zuri Capital Corp. ("Zuri") which commenced trading on the TSX Venture Exchange as a Capital Pool Company on March 19, 2012. On April 23, 2014, Zuri was acquired by Phoenix Gold Resources Ltd. ("Phoenix") in a reverse takeover transaction and Zuri changed its name to Phoenix Gold Resources Corp. ("PXA"). Effective February 10, 2022, PXA changed its name to York Harbour Metals Inc. and resumed on the TSX Venture Exchange with the trading symbol "YORK". The Company's corporate address is Suite 1518 – 800 West Pender Street, Vancouver, British Columbia, Canada, V6C 2V6.

The Company is a TSX Venture Exchange ("Exchange") Tier 2 listed mineral exploration and development company with its principal business focusing on the acquisition and exploration of the mineral rights. The Company has not yet determined whether the property contains mineral reserves that are economically recoverable.

On July 9, 2013, The Company acquired a 50% right, title, and interest to the Plumas Property and the Company also entered into a 20-year renewable lease for the remaining 50% right, title, and interest to the Plumas Property. The Plumas Property consists of two patented lode mining claims with extra lateral rights (40 acres) and one patented mill site claim (8.5 acres) situated in Battle Mountain, Lander County, Nevada, USA. The Company also acquired a 50% right, title, and interest to the Eldorado Property. The Eldorado Property consists of one patented lode mining claim (20 acres) named Eldorado situated in Battle Mountain, Lander County, Nevada, USA.

On February 26, 2021, the Company entered into an option agreement with WBN Prospecting Group to acquire a 100% interest in the York Harbour Property ("York Harbour" or the "Property"), consisting of five mineral licences and 156 mineral claims totalling 3,900 hectares. The property is located 27km west of the city of Corner Brook, Newfoundland and is accessible by a provincial highway (Route 450). The

Company made a cash payment of $95,000 and issued 1,485,557 shares of the Company as part of this transaction.

On April 12, 2021, the Company signed a Letter Of Intent (LOI) with ENE-MIN Development Corp. for an exclusive option to acquire up to 75% interest in the LiBeGa Lithium Project, comprising adjoining perimeters (concessions or mineral claims) covering a total of 27km2 in Sibiu County, Romania (the "Property"). Pursuant to the LOI, the Company paid a refundable $250,000 good faith due diligence deposit and has initiated an exclusive comprehensive confidential evaluation of the Project.

The Company's common shares also trade in the USA under symbol "YORKF" and on the Frankfurt Stock Exchange under the WKN number "A3DEPV" and symbol "5DE0".

CORPORATE OVERVIEW

Effective August 6, 2020, Mr. Andrew Lee replaced Mr. Paul Jones as the Company's President and Chief Executive Officer.

Effective September 18, 2020, Mr. Roger Baer was appointed as a Director of the Company and Mr. Paul Jones resigned from the Board of the Company.

Effective January 19, 2022, Mr. Bruce Durham was appointed as a Director and Executive Chairman of the Company.

Effective February 2, 2022, Mr. Leo Power was appointed as an advisor to the Company.

Effective February 18, 2022, Mr. Leo Power was appointed as a Director of the Company and Mr. Walter Davidson resigned from the Board of the Company.

Effective March 31, 2022, Ms. Penilla Klomp was appointed as a Corporate Secretary of the Company.

Effective April 14, 2022, Mr. J. Douglas Blanchflower was appointed as a Director of the Company.

Effective April 15, 2022, Mr. Michael Williams was appointed as an advisor to the Company's Advisory Board.

TECHNICAL OVERVIEW / MINERAL PROPERTIES

York Harbour Property

On February 26, 2021, the Company entered into an option agreement with WBN Prospecting Group (the "Optionor") to acquire a 100% interest in the York Harbour Property ('YHM Property' or the 'Property' or the 'York Harbour Copper-Zinc Project') consisting of five mineral licences and 156 mineral claims totalling 3,900 hectares.

The Company can acquire its 100% interest on the following terms:

1) Cash payment of $ 95,000 (**completed**)
2) Issuance of 1,485,566 shares (**completed**)
3) Incurring $3,000,000 in exploration expenditures **(completed**):
    a. $250,000 on or before the first anniversary; **(completed)**
    b. $750,000 accumulated total on or before the second anniversary (**completed**); and
    c. $3,000,000 accumulated total on or before the third anniversary (**completed**).

The YHM Property is subject to a 2% net smelter returns royalty ("NSR"), but the Company had the right to purchase 1% of the NSR, within one year of commencement of Commercial Production at a cost of $1,000,000.

The YHM Property is located approximately 27 kilometres west of Corner Brook, Newfoundland and known to be prospective for its copper-zinc-silver-gold-cobalt volcanogenic massive sulphide ('VMS') deposits. The known mineralization exhibits characteristics consistent with classic mafic-type flow dominated ('Cyprus-type') VMS deposits. Similar geological environments and styles of mineralization have formed relatively large copper-zinc deposits elsewhere in Newfoundland at Tilt Cove and in Cyprus at the Mavrovouni mine, and in Norway at the Lokken mine.

Copper and zinc massive sulphides were first discovered at York Harbour in 1893. Since then, a total of 2,134 metres of documented underground drifting and development have been completed for which documentation is available. Drill core logs and sampling data is available for a total of 19,323 metres of historical drilling that tested eleven lenses or zones of copper-zinc-silver-gold-cobalt-bearing sulphide mineralization. These zones occur over a 600-metre strike length, and many remain open for expansion both along strike and down-dip. Most historical exploration and underground development have been concentrated within a 350-metre long segment of a stratigraphic contact between lower and upper basaltic units and within 150 metres of surface. An overturned synclinal fold is interpreted to extend and repeat the favourable mineralized horizon both along the western and southern portions of the property where surface prospects of VMS mineralization at the No. 4 Brook, 1 km to the west, and Pinnacle Brook, 1,800 m to the southwest, have been discovered and documented in outcrop but have received very little modern exploration attention.

Field work at YHM Property commenced with an examination of the stored drill core and a 3D Borehole Pulse EM geophysical survey. Subsequently, on June 28th 2021, the Company reported results from its surface grab and channel sampling program that targeted a 100-metre strike length of the 'A' Zone. Significant assay results included highs of 16.8% copper, 30.4% zinc, and 119.6 grams per tonne ("gpt") silver. In addition to the surface sampling, a 3D modelling program was carried out utilizing the historical drilling results that report copper-zinc-silver (+/- lead, cobalt, and gold) Cyprus-type VMS mineralization within the YHM property. The purpose was firstly to visualize the known subsurface mineralization and secondly to better locate proposed diamond drill collars with the concurrent surface and bore hole electromagnetic survey results to confirm historic drilling results.

On July 21st, 2021 the Company announced a Phase 1 diamond drilling program based upon the results of the 3D modelling and geophysical surveying. Seven to nine drill holes were proposed to initially target and confirm indicated massive and semi-massive sulphide mineralization in the reported 'A', 'B' and 'D' zones.

On September 7th, 2021 the Company reported the completion of nine diamond drill holes totalling 1,222 meters as part of a Phase 1 diamond drilling program at YHM Property. Two holes were abandoned when they encountered a wide fault zone and a third drill hole intersected a section of the 400-level adit. The other 6 drill holes all intersected stringer, semi-massive and/or massive sulphide mineralization.

On October 12th, 2021, the Company provided initial assay results from 100 of 300 samples collected from some of the Phase 1 diamond drill holes. Drill hole YH21-06 targeting the 'H' Zone returned results of 47.79 m of 0.85% copper, 91.82 gpt cobalt, 0.57% zinc and 1.53 gpt silver (including 1.60 m of 9.39% copper, 645.44 gpt cobalt, 0.18% zinc, and 6.9 gpt silver). YH21-04 also targeting the 'H' Zone returned assay results of 9.51 m of 1.69% copper, 125.14 gpt cobalt, 0.13% zinc, and 1.43 gpt silver (including 1.54 m of 5.2% copper, 287.12 gpt cobalt, 0.07% zinc, and 2.57 gpt silver).

Other significant results from the Phase 1 drill program include: YH21-08 with 6.6 m of 0.62% copper, 66.92 gpt cobalt, 0.65% zinc and 3.37 gpt silver, which targeted 'G' Zone; and YH21-09 with 9.54 m of 1.69% copper, 238.73 gpt cobalt, 0.11% zinc and 2.83 gpt silver that tested the 'A' Zone.

It is important to note, that the intercept intervals are drilling lengths, not true widths, because the true orientation of the mineralization has not yet been established.

Following a successful Phase 1 diamond drilling program, a Phase 2 diamond drilling program was designed to better delineate the known drill-indicated VMS mineralization to explore for additional similar mineralization both along strike and down-dip. Historical underground drill hole logs documented a number of massive and semi-massive, mineralized intercepts between and along strike of the known zones but without reported assays.

On October 27th, 2021, the Company reported drill holes YH21-13 and 14 had intersected semi-massive and VMS mineralization. In addition to the Phase 2 drilling program, exploration work on the property also included relocating the No. 4 Brook adit with a massive sulphide showing that is situated approximately 1 km west from the drilling completed to date on the eastern limb of the folded volcanic sequence hosting known VMS mineralization. On October 16th several field personnel visited the site and reported approximately 15 m of massive and semi-massive sulphide mineralization, including pyrite, chalcopyrite and sphalerite, in a sheared zone near the sloughed-in adit. This showing is currently accessible via a cut trail but required clearing and repair for ATV and drill rig access.

Consulting mining engineers of Gemtec, based in St Johns, have been commissioned to apply for permitting approval to enter the 4 Level adit. In the meantime, the Company used a camera-fitted drone to survey 110 m of the adit to determine its condition which will aid the permitting approval.

On November 4th 2021, the Company announced a progress update for its Phase 2 diamond drilling program at YHM Property. The Company had completed 10 of the 28 proposed drill holes, or 1,354 metres of the proposed 4,325 metres of NQ-size diamond drilling. Significant semi-massive and massive VMS mineralization; including pyrite, chalcopyrite, sphalerite and rarely native copper, had been identified in drill cores from 8 of the 10 holes.

The third phase of exploration drilling on the YMH Property commenced on January 19, 2022 and was completed on April 23. This phase of drilling included 30 drill holes totalling 5,400 metres of NQ-size core drilling. It continued the exploration of the main historical mine area focusing on expanding the existing zones of VMS copper-zinc-silver-cobalt mineralization along a 450-metres of strike length. In addition to defining mineralization along strike, this drilling also tested up and downdip extensions of the known mineralization.

On February 14th, 2022 the Company reported assay results for drill hole YH21-18 which intersected 25 metre intervals with an average grade of 2.7% copper, 9.0% zinc, 17.78 gpt silver and 164 gpt cobalt.

On March 7th, 2022 the Company announced it had increased its strategic land position at the York Harbour copper-zinc property with the additional staking of 825 hectares (8.25 km2) adjoining the western and southern limit of the existing mineral claims. The Project area now covers 4,725 hectares (47.25 km^2).

On March 17, 2022, the Company announced the following highlights of the first eleven drill holes of the Phase 2 Diamond Drilling Program:

- YH21-14 with 9.92 m of 1.00% copper, 0.13% zinc, 1.76 g/t silver, and 114.7 g/t cobalt (Including 2.00 m of 2.25% copper, 0.21% zinc, 3.84 g/t silver, and 138.6 g/t cobalt)
- YH21-15 with 8.13 m of 0.87% copper, 0.23% zinc, 1.28 g/t silver, and 136.0 g/t cobalt
- YH21-18 with 25.00 m of 2.70% copper, 9.04% zinc, 17.78 g/t silver, and 163.6 g/t cobalt (Including 10.00 m of 2.47% copper, 16.52% zinc, 36.43 g/t silver, and 93.0 g/t cobalt)
- YH21-20 with 21.80 m of 2.32% copper, 5.94% zinc, 5.17 g/t silver, and 54.0 g/t cobalt

On March 26th, 2022 the Company reported high-grade copper and cobalt values in diamond drill hole YH21-24, grading 5.25% copper, 436.5 g/t cobalt, 8.97 g/t silver, and 0.801% zinc over a drilling length of 29.0 metres. Drill hole YH21-22 intersected zinc and copper values over a 5.26-metre interval grading 2.84% copper, 31.96% zinc and 42.09 g/t silver.

On April 7th, 2022 the Company reported all the results from Phase 2 that were previously unreported. Among the results released, Drill hole YH21-19 was reported to have intersected a strongly mineralized intercept over 15.00 metres grading 3.378% copper, 5.207% zinc, 18.53 g/t silver and 230.0 g/t cobalt. Results for drill holes YH21-31, YH21-32, and YH21-33 were also reported within the southern 'B' Zone (Main Mine Zone South).

As a result of the three drilling programs, it appears that the Main Mine Zone can be subdivided into two subzones, one to the northeast and another to the southwest, each comprising several continuous semi-massive and massive VMS lenses. These two subzones appear to have been displaced approximately 100 m by a northeasterly trending, right lateral fault zone.

On May 11, 2022 the Company announced it had fully acquired a 100% interest in the Property from the Optionor by completing the payment of $95,000 cash upon signing and issuing of 1,485,566 shares of the Company. As well, the Company has completed over $3,000,000 of Exploration Expenditures within 14 months following the success of the first drilling program. The Company has signed an agreement to reduce the existing 2% Net Smelter Royalty ("NSR") for its York Harbour Copper-Zinc Project down to a 0.5% NSR by purchasing 1.5% of the negotiated NSR.

The technical report completed by Longford Exploration Services Ltd. on the Company's York Harbour Property entitled, "National Instrument 43-101 Technical Report on the York Harbour Property, Western Newfoundland, Canada" dated March 10th, 2022, with an effective date of February 24, 2022 has been filed and is available for download on SEDAR.com.

PHOENIX GOLD PROJECT

The Phoenix Gold Project properties are in Lander County, Nevada. The properties are approximately 15 miles south of Battle Mountain, Nevada, and are adjacent to Newmont's Fortitude gold mine. The Phoenix Gold Project consists of Plumas Property and Eldorado Property, including three (3) patented mining claims and 1 patented mill site claim with a total area of 24.48 hectares in Battle Mountain, Nevada.

Plumas Property

The Company carried out a detailed mapping, sampling and prospecting program over the Plumas Property in the second quarter ended July 31, 2014. The results were integrated into the Plumas Property database together with all previously recorded geochemical and rock chip surface sampling results. A new map and interpretation were produced showing the distribution of the surface gold values across the Plumas Property relative to the geological structures and rock types and the drill holes that were completed as part of the 2014 drill program.

Drilling commenced in July 2014 and was completed in September 2014. A total of 6 drill holes totalling approximately 1,413 meters were drilled on the Plumas Property.

Eldorado Property

The Company completed a chip and soil sampling, mapping and prospecting program on the Eldorado Property. All the results have been integrated into the Eldorado database together with previously recorded geochemical and rock chip surface sampling results to produce maps and information showing the distribution of the surface gold values across the Eldorado Property relative to the geological structures and rock types, defining an area of mineralization that will be the focus of a future drill program.

A National Instrument 43-101 technical report (the "Technical Report") entitled "NI 43-101 TECHNICAL REPORT ON THE PHOENIX GOLD PROJECT LANDER COUNTRY, NEVADA, USA" was completed by C2 Mining International Corp. on September 15, 2020 and is available on SEDAR. The recommendations in the Technical Report suggests further work is warranted at the Plumas Property to further outline and define known mineralization at Plumas Property with additional drilling and sampling. Drill targets need to be generated at the Eldorado Property through additional sampling programs.

Mineral Rights Expenditures and Balances

The cumulative costs incurred and capitalized on the Company's mineral rights are as follows:

	York Harbour Property (Newfoundland, Canada)	**Phoenix Gold Properties (Nevada, USA)**	**Total**
Balance - Opening		$ -	$ -
Additions – capitalized exploration expenditures		65,322	65,322
Balance as at January 31, 2014		**65,322**	**65,322**
Additions - capitalized exploration expenditures		899,924	899,924
Balance as at January 31, 2015		**965,246**	**965,246**
Additions - capitalized exploration expenditures		196,330	196,330
Impairment charges recognized during the year*		(761,576)	(761,576)
Balance as at January 31, 2016		**400,000**	**400,000**
Additions - capitalized exploration expenditures		-	-
Settlement of liabilities		(265,845)	(265,845)
Reversal of impairment		265,845	265,845
Balance as at January 31, 2017		**400,000**	**400,000**
Additions - capitalized exploration expenditures		-	-
Balance as at January 31, 2018		**400,000**	**400,000**
Additions - capitalized exploration expenditures		-	-
Impairment charges recognized during the year**		(200,000)	(200,000)
Balance as at January 31, 2019		**200,000**	**200,000**
Additions – capitalized exploration expenditures		10,000	10,000
Impairment charges recognized during the year***		(209,999)	(209,999)
Balance as at January 31, 2020		**1**	**1**
Additions – capitalized exploration expenditures		-	-
Balance as at January 31, 2021	**$ -**	**1**	**1**
Additions – capitalized exploration expenditures	3,282,624	-	3,282,624
Balance as at January 31, 2022	**$ 3,282,624**	**$ 1**	**$ 3,282,625**

* The Company's management determined that the mineral rights are impaired as of January 31, 2016 and recognized an impairment loss of $761,576.

** The Company's management determined that the mineral rights are impaired as of January 31, 2019 and recognized an impairment loss of $200,000.

*** The Company's management determined that the mineral rights are impaired as of January 31, 2020 and recognized an impairment loss of $209,999.

All exploration and evaluation expenditures related to York Harbour Property have been capitalized in mineral rights whereas all exploration and evaluation expenditures related to Phoenix Gold Properties have been expensed in exploration expense during the year ended January 31, 2022.

RESULTS OF OPERATIONS AND SELECTED FINANCIAL INFORMATION

As at January 31, 2022, the Company had working capital of $2,702,755 (January 31, 2021 – $1,014,862), and reported a deficit of $5,969,056 (January 31, 2021 – $3,400,826).

Operating and Administrative Expenses

	Three Months Ended January 31, 2022	Three Months Ended January 31, 2021	Year Ended January 31, 2022	Year Ended January 31, 2021
Stock-based compensation	$ -	$ -	$ 1,333,200	$ -
Investor relations	70,114	-	332,644	-
Management and consulting fees	99,500	68,808	366,666	113,808
Professional fees	71,254	24,213	102,159	67,958
Office and administration	15,889	23,009	55,059	39,185
Filing fees	27,751	13,120	48,828	12,427
Travel	411	-	8,856	-
Foreign exchange loss	1,068	6,624	5,298	8,094
Exploration	-	7,989	68,150	7,989
Interest expense (income)	(489)	(74)	(547)	(74)
Total Operating and Administrative Expenses	$ 285,498	$ 143,689	$ 2,320,313	$ 249,387
Other Loss				
Impairment of other receivables	247,917	-	247,917	-
Gain on debt settlements	-	-	-	(170,503)
Net Loss and Comprehensive Loss	**$ 533,415**	**$ 143,689**	**$ 2,568,230**	**$ 78,884**

For the three months ended January 31, 2022

The Company's net loss and comprehensive loss for the three months ended January 31, 2022 was $285,498 (2021 – $143,689). Investor relations expense totalled $70,114 (2021 – $nil). Investor relations expense increased significantly because of new advertising, marketing, promotion and related consulting activities during the quarter compared to the prior comparative quarter. Management and consulting fees totalled $99,500 (2021 – $68,808). The increase in management and consulting fees was due to a significant ramp-up in business development activities of the Company undertaken by the Company's management and consultants during the quarter compared to the prior comparative quarter. Professional fees totalled $71,254 (2021 – $24,213). Professional fees increased significantly because of increase in legal fees related to corporate and financing activities during the quarter compared to the prior comparative quarter. Office and administration expenses totalled $15,889 (2021 – $23,009). Filing fees totalled $27,751 (2021 – $13,120). The increase in filing fees was due to additional TSX Venture filings that were required during the quarter compared to the prior comparative quarter. Foreign exchange loss totalled $1,068 (2021 – $6,624) due to unfavourable fluctuations in the value of Canadian dollar as compared to the United States dollar during the quarter. Impairment loss on other receivables totalled

$247,917 (2021 – $nil). The impairment loss relates to uncollectible balance of the cancelled term for investor relations services agreement that the Company terminated as it was unable to receive approval of the TSX Venture Exchange.

For the year ended January 31, 2022

The Company's net loss and comprehensive loss for the year ended January 31, 2022 was $2,568,230 (2021 – $78,884). Stock-based compensation expenses totalled $1,333,200 (2021 – $nil) as the Company granted 3,000,000 stock options to its consultants and contractors during the year. Investor relations expense totalled $332,644 (2021 – $nil). Investor relations expense increased significantly because of new advertising, marketing, promotion and related consulting activities during the year compared to the prior comparative year. Management and consulting fees totalled $366,666 (2021 – $113,808). The increase in management and consulting fees was due to a significant ramp-up in business development activities of the Company undertaken by the Company's management and consultants during the year compared to the prior comparative year. Professional fees totalled $102,159 (2021 – $67,958). Professional fees increased significantly because of increase in legal fees related to corporate and financing activities during the year compared to the prior comparative year. Office and administration expenses totalled $55,059 (2021 – $39,185). The increase in office and administration expenses was due to additional administrative fees and rent for the new head office during the year compared to prior comparative year. Filing fees totalled $48,828 (2021 – $12,427). The increase in filing fees was due to additional TSX Venture filings that were required during the year compared to the prior comparative year. Foreign exchange loss totalled $5,298 (2021 – $8,094) due to unfavourable fluctuations in the value of Canadian dollar compared to the United States dollar during the year. Exploration expenses totalled $68,150 (2021 – $7,989). Exploration expenses were related to outstanding Plumas lease and finance charges paid during the year and geological consulting work on the Plumas and Eldorado Properties during the year. Impairment loss on other receivables totalled $247,917 (2021 – $nil). The impairment loss relates to uncollectible balance of the cancelled term for investor relations services agreement that the Company terminated as it was unable to receive approval of the TSX Venture Exchange.

Financial results for the years ended January 31, 2022, 2021, and 2020

	Year ended January 31, 2022	Year ended January 31, 2021	Year ended January 31, 2020
Revenue	$Nil	$Nil	$Nil
Total net loss	$2,568,230	$78,884	$540,171
Total loss (earnings) per share (basic and diluted)	$0.06	$0.00	$0.11
Total assets	$6,801,613	$1,172,082	$1
Total long-term liabilities	$Nil	$Nil	$Nil
Total liabilities	$816,233	$157,219	$1,417,593
Shareholders' equity (deficiency)	$5,985,380	$1,014,863	$(1,417,592)
Cash dividends per share	$Nil	$Nil	$Nil

SUMMARY OF QUARTERLY RESULTS FOR EACH OF THE LAST EIGHT QUARTERS:

Quarter ended	Total revenue	Net loss (income)	Basic and diluted loss (income) per share
January 31, 2022	$Nil	$533,415	$0.01
October 31, 2021	$Nil	$1,603,569	$0.04
July 31, 2021	$Nil	$196,926	$0.00
April 30, 2021	$Nil	$234,320	$0.01
January 31, 2021	$Nil	$143,689	$0.00
October 31, 2020	$Nil	$(108,679)	$(0.00)
July 31, 2020	$Nil	$22,424	$0.01
April 30, 2020	$Nil	$21,450	$0.00

LIQUIDITY AND CAPITAL RESOURCES

The Company has historically relied upon equity financing and loans from directors to satisfy its capital requirements and will continue to depend heavily upon equity capital to finance its activities. There can be no assurance the Company will be able to obtain the required financing in the future on acceptable terms.

The Company has limited financial resources, no source of operating income and no assurance that additional funding will be available to it for current or future projects, although the Company has been successful in the past in financing its activities through the sale of equity securities. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions and its exploration success. Any quoted market for the Company's shares may be subject to market trends generally, notwithstanding any potential success of the Company in creating revenue, cash flows or earnings.

As at January 31, 2022, the Company had the following contractual arrangements and commitments in place for the provision of certain services:

a) As part of the letter of agreement entered into with AGEI and Matlack on July 9, 2013 and as amended on October 29, 2013, December 16, 2013, January 21, 2014, and February 21, 2014 for the acquisition of certain patented mineral claims in Nevada, comprised of the Eldorado Property, the Plumas Property (collectively, the "Phoenix Gold Properties"), the Company has the following commitment:

(i) As part of the lease of the Plumas Property, the Company is required to make annual payments of $44,517 (US$35,000) on each anniversary date of April 23, 2014 for a period of 20 years. Future minimum lease payments are as follows:

2022	$ 44,517
2023	44,517
2024	44,517
2025	44,517
2026	44,517
Thereafter	623,238
Total	$ 845,823

The Company is currently in default of the Plumas Lease for failure to pay the 2016, 2017, 2018, 2019, 2020, and 2021 payment amounts under the terms of the lease and if the Company remains in default, Matlack may terminate the lease resulting in a loss of a 50% leasehold interest in the Plumas Property. In April 2021, the Company made a payment of $62,875 (US$50,000) to Matlack to settle 2015 Plumas Lease plus accrued financing charges which is recorded in exploration expenses during the year. The Company is currently in negotiation with Matlack for the remaining balance and the terms of the lease.

b) On February 19, 2021, the Company signed an agreement with Wallace Hill Partners ("Wallace Hill") for investor relations services, including financial publishing and digital marketing services to improve the profile and market awareness of the Company. On December 30, 2020, the Company made an advance payment of $350,000 to Wallace Hill. The intent was to engage Wallace Hill for a term of 24 months, commencing on March 15, 2021, as confirmed in the agreement signed on February 19, 2021. However, the Company terminated the agreement in October 2021 as it was unable to receive approval of the TSX Venture Exchange. As a result, the Company reclassified $247,917 from prepaid expense to other receivables for the balance of the cancelled term and has been seeking reimbursement of the balance from Wallace Hill. On January 31, 2022, the Company has determined that it is not likely that the amount will be recovered, therefore recognizing an impairment loss of $247,917.

c) On February 19, 2021, the Company engaged Gold Standard Media LLC ("Gold Standard") for investor relations services. The Company paid $441,105 (US$350,000) to Gold Standard in advance for a service term of 24 months starting from March 15, 2021.

d) On March 29, 2021, the Company retained Integral Wealth Securities Ltd. ("Integral") to provide market-making services in accordance with the policies of the TSX Venture Exchange. In consideration of the services provided by Integral, the Company will pay integral a monthly fee of $5,500, plus any reasonable costs and expenses it incurs in connection with the services provided. The Company has retained Integral for an initial three months term and thereafter may be terminated by the Company upon 30 days' written notice.

e) On April 12, 2021, the Company signed a Letter of Intent (LOI) with ENE-MIN Development Corp. for an exclusive option to acquire up to 75% interest in the LiBeGa Lithium Project, comprising adjoining perimeters (concessions or mineral claims) covering a total of 27km^2 in Sibiu County, Romania. Pursuant to the LOI, the Company paid a refundable $250,000 good faith due diligence deposit and has initiated an exclusive comprehensive confidential evaluation of the project.

f) On November 3, 2021, the Company granted an aggregate of 2,417,003 restricted share units (the "RSUs") to its directors, officers and consultants pursuant to the Company's RSU plan. Each vested RSU will entitle the holder to receive a common share of the Company. The RSUs are expected to be issued by the Company in late 2022.

FINANCING ACTIVITIES

On July 31, 2020, the Company issued 4,000,000 common shares of the Company at a price of $0.05 per common share for gross proceeds of $200,000.

On August 18, 2020, the Company closed a debt settlement with related parties of the Company in the aggregate amount of $917,339 by a way of shares for debt transaction at a price of $0.05 per common share of the Company for a total aggregate of 18,346,780 shares.

On December 18, 2020, the Company completed a non-brokered private placement offering (the "Private Placement") raising gross proceeds of $1,400,000 through the sale of 7,000,000 units ("Units") of the Company at a price of $0.20 per unit. Each Unit consists of one common share (a "Share") and one-half common share purchase warrant (each such full warrant, a "Warrant") which is exercisable for a period of 24 months from the closing of the Private Placement. Each Warrant entitles the holder to purchase a Share at a price of $0.50 per Share if exercised within the first 12 months, and at $0.75 per Share after 12 months but within 24 months following the closing date. A cash finders' fee in the total aggregate amount of $6,000 was paid in respect of the Private Placement.

On February 26, 2021, the Company entered into an option agreement with WBN Prospecting Group to acquire a 100% interest in the York Harbour Property ("York Harbour" or the "Property"), consisting of five mineral licences and 156 mineral claims totalling 3,900 hectares. The property is located 27km west of the city of Corner Brook, Newfoundland and is accessible by a provincial highway (Route 450). The Company made a cash payment of $95,000 and issued 1,485,566 shares of the Company as part of this transaction.

On March 31, 2021, the Company completed a non-brokered private placement to raise $1,000,000 by issuing 2,500,000 units of the Company at a price of $0.40 per unit. Each unit is comprised of one common share and one full warrant of the Company. Each warrant is exercisable at a price of $0.60 per share for a period of 24 months from the date of issuance.

On August 17, 2021, the Company completed a non-brokered private placement to raise $301,000 by issuing 1,075,000 units of the Company at a price of $0.28 per unit. Each unit is comprised of one common share and one full warrant of the Company. Each warrant is exercisable at a price of $0.40 per share for the 36 months from the date of issuance. The shares contained in the units are qualified as "flow through shares" as defined in subsection 66(15) of the Income Tax Act (Canada). An amount equal to the gross proceeds allocated to the sale of shares will be used for expenditures which qualify as Canadian exploration expenses ("CCE") and "flow through mining expenditures" (within the meaning of the Income Tax Act (Canada)).

On September 7, 2021, the Company granted 3,000,000 incentive stock options to its consultants and contractors. Each stock option is exercisable at $0.55 to acquire one common share of the Company for a two-year term expiring September 6, 2023.

On November 22, 2021, 125,000 share purchase warrants originally issued on December 18, 2020 were exercised at a price of $0.50 per common share of the Company for gross proceeds of $62,500.

On November 30, 2021, the Company completed a non-brokered private placement to raise $1,200,000 by issuing 3,000,000 units of the Company at a price of $0.40 per unit. Each unit is comprised of one common share and one-half common share purchase warrant of the Company. Each warrant is exercisable at a price of $0.60 per share for a period of 24 months from the date of issuance. The Company incurred finders' fees of $25,800 related to the financing.

On November 30, 2021, the Company closed the first tranche of a non-brokered flow-through private placement offering (the "FT-Private Placement") to raise $2,322,000 by issuing 4,644,000 units ("FT-Units") of the Company at a price of $0.50 per FT-Unit. Each FT-Unit is comprised of one common share and one-half of one warrant of the Company, each warrant entitling the holder to purchase an additional common share of the Company at a price of $0.75 if exercised within the first 12 months, and at $1.00 after 12 months but within 24 months following the closing date. The Company incurred finders' fees of $46,020 related to the financing.

On December 2, 2021, 50,000 share purchase warrants originally issued on December 18, 2020 were exercised at a price of $0.50 per common share of the Company for gross proceeds of $25,000.

On December 9, 2021, 250,000 share purchase warrants originally issued on December 18, 2020 were exercised at a price of $0.50 per common share of the Company for gross proceeds of $125,000.

On December 15, 2021, 600,000 share purchase warrants originally issued on December 18, 2020 were exercised at a price of $0.50 per common share of the Company for gross proceeds of $300,000.

On December 16, 2021, 25,000 share purchase warrants originally issued on December 18, 2020 were exercised at a price of $0.50 per common share of the Company for gross proceeds of $12,500.

On December 21, 2021, the Company closed the second tranche of FT-Private Placement to raise $350,000 by issuing 700,000 FT-Units of the Company at a price of $0.50 per FT-Unit. Each FT-Unit is comprised of one common share and one-half of one warrant of the Company, each warrant entitling the holder to purchase an additional common share of the Company at a price of $0.75 if exercised within the first 12 months, and at $1.00 after 12 months but within 24 months following the closing date.

On April 6, 2022, 400,000 share purchase warrants originally issued on December 18, 2020 were exercised at a price of $0.75 per common share of the Company for gross proceeds of $300,000.

On April 18, 2022, 50,000 share purchase warrants originally issued on December 18, 2020 were exercised at a price of $0.75 per common share of the Company for gross proceeds of $37,500.

On April 18, 2022, 200,000 share purchase warrants originally issued on November 30, 2021 were exercised at a price of $0.60 per common share of the Company for gross proceeds of $120,000.

On April 19, 2022, 125,000 share purchase warrants originally issued on December 18, 2020 were exercised at a price of $0.75 per common share of the Company for gross proceeds of $93,750.

On April 20, 2022, 45,000 share purchase warrants originally issued on December 18, 2020 were exercised at a price of $0.75 per common share of the Company for gross proceeds of $33,750.

On April 26, 2022, 45,000 share purchase warrants originally issued on December 18, 2020 were exercised at a price of $0.75 per common share of the Company for gross proceeds of $33,750.

On April 27, 2022, 75,000 share purchase warrants originally issued on December 18, 2020 were exercised at a price of $0.75 per common share of the Company for gross proceeds of $56,250.
On April 29, 2022, 20,000 share purchase warrants originally issued on December 18, 2020 were exercised at a price of $0.75 per common share of the Company for gross proceeds of $15,000.

On May 2, 2022, 75,000 share purchase warrants originally issued on December 18, 2020 were exercised at a price of $0.75 per common share of the Company for gross proceeds of $56,250.

On May 3, 2022, 40,000 share purchase warrants originally issued on December 18, 2020 were exercised at a price of $0.75 per common share of the Company for gross proceeds of $30,000.

On May 9, 2022, 37,500 share purchase warrants originally issued on November 30, 2021 were exercised at a price of $0.60 per common share of the Company for gross proceeds of $22,500.

On May 10, 2022, 15,000 share purchase warrants originally issued on December 18, 2020 were exercised at a price of $0.75 per common share of the Company for gross proceeds of $11,250.

On May 30, 2022, the company announced that it has entered into an agreement with Research Capital Corporation and Red Cloud Securities Inc. as joint bookrunners, together with Haywood Securities Inc. as co-lead agents, on behalf of a syndicate of agents (collectively, the "Agents"), in connection with a best efforts, private placement offering (the "Offering") for an aggregate gross proceeds of up to $6,600,000 in a combination of:

a. Units of the Company (the "Units") at a price of $1.00 per Unit. Each Unit will consist of one common share in the capital of the Company (a "Common Share") and one-half of one Common Share purchase warrant (each whole warrant, a "Warrant");

b. Flow-through Units of the Company (the "FT Units") at a price of $1.20 per FT Unit. Each FT Unit will consist of one Common Share that will qualify as "flow-through shares" within the meaning of subsection 66(15) of the *Income Tax Act* (Canada) (the "*Tax Act*") and one-half of one Warrant; and

c. Flow-through units of the Company to be sold to charitable purchasers (the "Charity FT Units") at a price of $1.50 per Charity FT Unit. Each Charity FT Unit will consist of one Common Share that will qualify as "flow-through shares" within the meaning of subsection 66(15) of the *Tax Act* that will be issued as part of a charity arrangement and one-half of one Warrant.

Each Warrant shall entitle the holder thereof to purchase one Common Share (a "Warrant Share") at an exercise price of $1.50 per Warrant Share at any time up to 24 months following the Closing.

The Agents will have an option (the "Agents' Option") to offer for sale up to an additional 15% of the number of Units, FT Units and Charity FT Units sold in the offering, which Agents' Option is exercisable, in whole or in part, at any time up to 48 hours prior to the closing of the Offering.

In connection with the Offering, the Agents will receive an aggregate cash fee equal to 6% of the gross proceeds from the Offering, including in respect of any exercise of the Agents' Option, subject to a reduction for certain purchasers on a "president's list". In addition, the Company will grant the Agents, on date of Closing, non-transferable compensation warrants (the "Compensation Warrants") equal to 6% of the total number of units, FT Units and Charity FT Units sold under the offering, including in respect of any exercise of the Agents' Option, subject to a reduction for certain purchasers on a "president's list". Each Compensation Warrant will entitle the holder thereof to purchase one Unit at an exercise price of $1.00 per Unit for a period of 24 months following the Closing.

Completion of the Offering is subject to final approval of the TSX Venture Exchange. All securities issued pursuant to the Offering will be subject to a statutory hold period expiring four months and a day from the date of distribution.

RELATED PARTY BALANCES AND TRANSACTIONS

As of January 31, 2022, the Company had advances from an officer and director of the Company, in the amount of $nil (2021 - $10,816). The advances are non-interest bearing, unsecured, and have no fixed term of repayment.

The Company considers its Board of Directors and certain consultants which, by virtue of the contracts in place and the functions performed, to be key management. Compensation awarded to key management is listed below:

	Year ended January 31, 2022	Year ended January 31, 2021
Management and consulting fees	$ 86,500	$ 62,500
Total	$ 86,500	$ 62,500

For the year ended January 31, 2022, the Company paid or accrued management fees of $31,500 (2021 - $40,000) to a company controlled by an officer of the Company, and management and consulting fees of $55,000 (2021 - $22,500) to an officer and director of the Company.

Accounts payable and accrued liabilities consists of $nil (January 31, 2021 - $2,692) owing to a company controlled by an officer of the Company, and $3,802 (January 31, 2021 - $nil) owing to a company controlled by an officer and director of the Company.

On August 18, 2020, the Company issued 3,750,000 shares at a deemed price of $0.05 per share to settle $233,288 in accounts payable owing to a company controlled by an officer of the Company. The Company recognized a gain on debt settlement of $45,788 on this transaction.

On August 18, 2020, the Company issued a total of 14,596,780 shares at a deemed price of $0.05 per share to settle $359,839 in advances from a company controlled by an officer and director of the Company, and $370,000 in accounts payable owing to an officer and director of the Company.
These transactions are in the normal course of operations and at the exchange amount agreed to by the related parties.

FINANCIAL INSTRUMENTS

As at January 31, 2022, the Company's financial instruments consist of cash, other receivables, prepaid expenses, refundable deposit, accounts payable and accrued liabilities.. These financial instruments are classified as other financial liabilities and are carried at amortized cost. The fair values of these financial instruments approximate their carrying values due to the short-term nature of these instruments.

The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to market conditions and the Company's activities. The Company has exposure to credit risk, liquidity risk and market risk as a result of its use of financial instruments. Refer to Note 14 within the audited consolidated financial statements for the years ended January 31, 2022 and 2021 regarding information about the Company's exposure to each of the above risks and the Company's objectives, policies and processes for measuring and managing these risks.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The Company's critical accounting estimates are defined as those estimates that have a significant impact on the portrayal of its financial position and operations and that require management to make judgements, assumptions and estimates in the application of IFRS. Judgments, assumptions and estimates are based on historical experience and other factors that management believes to be reasonable under current conditions. As events occur and additional information is obtained, these judgements, assumptions and estimates may be subject to change. The Company's significant accounting policies can be found in Note 3 of the Company's audited consolidated financial statements. The following critical accounting estimates were used in the preparation of its consolidated financial statements.

Use of estimates
The preparation of financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of the accounting policies to financial information presented. Actual results may differ from the estimates, assumptions and judgements made. Estimates and underlying assumptions are reviewed on an ongoing basis. Changes made to estimates are reflected in the period the changes are made.

Significant areas requiring the use of estimates and assumptions include accounts payable and accrued liabilities, valuation of share-based payment reserves, warrant reserves, valuation of short-term investments, valuation of mineral rights, and recoverability of deferred tax assets. By their nature, these estimates and assumptions are subject to measurement uncertainty, and the impact of changes in estimates in the financial statements of future period could be material. These assumptions are reviewed periodically and, as adjustments become necessary, they are reported in earnings (loss) in the periods in which they become known.

Intangible assets: mineral rights
Under IFRS, the Company defers all cost relating to the acquisition and exploration of its mineral properties after the legal right to explore a property has been obtained, but before technical feasibility and commercial viability of the property has been established. Any revenues received from such properties are credited against the costs of the property. When commercial production commences on any of the Company's properties, any previously capitalized costs would be charged to operations using unit-of-production method. The Company reviews the carrying value of its mineral properties for recoverability when events or changes in circumstances indicate that the properties may be impaired. If such a condition exists and the carrying value of a property exceeds the estimated net recoverable amount, provision is made for the impairment in value.

The existence of uncertainties during the exploration stage and the lack of definitive empirical evidence with respect to the feasibility of successful commercial development of any exploration property does create measurement uncertainty concerning the estimate of the amount of impairment to the value of any mineral property. The Company relies on its own or independent estimates of further geological prospects of a particular property and also considers the likely proceeds from a sale or assignment of the rights before determining whether or not impairment in value has occurred.

For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit" or "CGU"). The allocation of the Company's assets into CGUs requires judgement. A CGU recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value, using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which estimates of future cash flows have not been adjusted. If the recoverable amount of an asset or CGU is estimated to be less than its carrying amount, the carrying amount is reduced to the recoverable amount. Impairment is recognized immediately in profit or loss. Where an impairment subsequently reverses, the carrying amount is increased to the revised estimate of recoverable amount but only to the extent that this does not exceed the carrying value that would have been determined if no impairment had previously been recognized.

Share-based payment
The Company uses the fair value method, utilizing the Black-Scholes pricing model, for valuing stock options granted to directors, officers, and consultants. The estimated fair value is recognized over the applicable vesting period as stock-based compensation expense and an increase to share-base payment reserve. Any consideration paid by employees on the exercise of stock options or purchase of stock is credited to share capital plus the amounts originally recorded as share-base payment reserve. The fair value of options is estimated using the Black-Scholes pricing model based on estimates and assumptions for expected life of the options, expected volatility, risk-free interest rate and dividend yield. By their nature, these estimates are subject to measurement uncertainty and the effect on the financial statements of changes in such estimates could be material in future periods.

Warrants reserve
The Company uses the fair value method, utilizing the Black-Scholes pricing model, for valuing warrants. The fair value of warrants is estimated using the Black-Scholes pricing model based on estimates and assumptions for expected life of the warrants, expected volatility, risk-free interest rate and dividend yield. By their nature, these estimates are subject to measurement uncertainty and the effect on the financial statements of changes in such estimates could be material in future periods.

Fair value of equity settled transaction
IFRS 2 recommends that an entity shall measure any equity-settled share-based payment transactions directly at the fair value of the goods or services received. The Company issued warrants and options as part of the private placements and compensation payments to agents and brokers. The Company determined that the fair value of services received is not reliably measurable because the warrants attached to these transactions are not from the result of any services purchased by the Company. Also, fair values of services from agents and brokers are not reliably determinable because there is no similar open market for the services they provide, and the compensation is not based on a fixed market rate, but rather subject to negotiation by management. Lastly, it is common for exploration stage companies to provide share-based compensation as part of its equity and debt transactions in addition to a cash component. As such, management determined that the fair value of warrants rather than the fair value of services received should be used to determine the fair value of share-based transactions.

Income tax
The future income tax provision is based on the liability method. Future income taxes arise from the recognition of the tax consequences of temporary differences by applying enacted or substantively enacted tax rates applicable to future years of differences between the financial statement carrying amounts and the tax bases of certain assets and liabilities. The Company records a valuation allowance against any portion of those future income tax assets to the extent that it is more than likely that future income tax assets will not be realized. As a result, future earnings are subject to significant management judgement.

Standards issued but not yet effective

The standards and interpretations that are issued, but not yet effective, up to the date of authorization of these consolidated financial statements are disclosed below. Management anticipates that all of the pronouncements will be adopted in the Group's accounting policy for the first period beginning after the effective date of the pronouncement. Information on new standards, amendments and interpretations that are expected to be relevant to the Group's financial statements is provided below. Certain other new standards and interpretations have been issued but are not expected to have a material impact on the Company's consolidated financial statements.

IAS 37, PROVISIONS, CONTINGENT LIABILITIES, AND CONTINGENT ASSETS
The amendments clarify when assessing if a contract is onerous, the cost of fulfilling the contract includes all costs that relate directly to the contract – i.e. a full-cost approach. Such costs include both the incremental costs of the contract (i.e. – costs a company would avoid if it did not have the contract) and an allocation of other direct costs incurred on activities required to fulfill the contract – e.g. contract management and supervision, or depreciation of equipment used in fulfilling the contract. The amendments are effective for annual periods beginning on January 1, 2022.

The Company is currently evaluating the impact that the new and amended standards will have on its consolidated financial statements and expects no material impact upon applying the amendments to IAS 37.

RISKS AND UNCERTAINTIES

The Company's securities should be considered a highly speculative investment and investors should carefully consider all of the information disclosed in the Company's Canadian regulatory filings prior to making an investment in the Company.

General
Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits, which, though present, are insufficient in quantity and/or quality to return a profit from production.

The Company is in the resource sector and as such is exposed to a number of risks and uncertainties that are not uncommon to other companies in the same industry. Some of the current risks include the following:

(a) The Company has no history of earnings and will not generate earnings until production commences;

(b) Any future equity financings by the Company for the purposes of raising additional capital may result in substantial dilution to the holdings of existing shareholders;

(c) There can be no assurance that an active and liquid market for the Company's shares will develop and investors may find it difficult to resell their shares; and

(d) The directors and officers of the Company will devote a portion of their time to the business and affairs of the Company and some of them are or will be engaged in other projects or businesses, and as such, conflicts of interest may arise from time to time.

The Company's business is subject to exploration and development risks
The Phoenix Gold Properties and York Harbour Property are in the exploration stage and no known reserves have been discovered on such properties. At this stage, favourable results, estimates and studies are subject to a number of risks, including, but not limited to:

- the limited amount of drilling and testing completed to date;
- the preliminary nature of any operating and capital cost estimates;
- the difficulties inherent in scaling up operations and achieving expected metallurgical recoveries;
- the likelihood of cost estimates increasing in the future; and
- the possibility of difficulties procuring needed supplies of electrical power and water.

There is no certainty that the expenditures to be made by the Company in the exploration of the Phoenix Gold Properties and York Harbour Property described herein will result in discoveries of mineral resources in commercial quantities or that any of the Phoenix Gold Properties and York Harbour Property will be developed. Most exploration projects do not result in the discovery of mineral resources and no assurance can be given that any particular level of recovery of mineral resources will in fact be realized or that any identified resource will ever qualify as a commercially mineable (or viable) resource which can be legally and economically exploited. Estimates of reserves, mineral deposits and production costs can also be affected by such factors as environmental permit regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions. In addition, the grade of mineral resource ultimately discovered may differ from that indicated by drilling results. There can be no assurance that mineral resource recovered in small-scale tests will be duplicated in large-scale tests under on-site conditions or in production scale.

Mineral exploration and development involves a high degree of risk and few properties that are explored are ultimately developed into producing mines. The long-term profitability of the Company's operations will be related to the cost and success of its exploration programs, which may be affected by a number of factors beyond the Company's control.

Mineral exploration involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of mineral resources, any of which could result in work stoppages, damage to property, and possible environmental damage.

Hazards such as unusual or unexpected formations and other conditions such as fire, power outages, labour disruptions, flooding, cave-ins, landslides and the inability to obtain suitable machinery, equipment or labour are involved in mineral exploration, development and operation. The Company may become subject to liability for pollution, cave-ins or hazards against which it cannot insure or against which it may elect not to insure. The payment of such liabilities may have a material, adverse effect on the Company's financial position.

The Company will continue to rely upon consultants and others for exploration and development expertise. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis. The economics of developing mineral properties is affected by many factors including the costs of operations, fluctuations in markets, allowable production, importing and exporting of minerals and environmental protection.

Political Risk

The Company's Phoenix Gold Properties are located in Nevada, USA and York Harbour Property is located in Newfoundland, Canada, and the Company will be subject to changes in political conditions and regulations in those countries. The Company's activities are subject to extensive laws and regulations governing worker health and safety, employment standards, waste disposal, protection of historic and archaeological sites, mine development, protection of endangered and protected species and other matters.

Regulators in the USA and Canada have broad authority to shut down and/or levy fines against facilities that do not comply with regulations or standards. The Company's mineral exploration and mining activities in the USA and Canada may be adversely affected in varying degrees by changing government regulations relating to the mining industry or shifts in political conditions that increase the costs related to the Company's activities or maintaining its licenses. Operations may also be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, and expropriation of property, environmental legislation and mine safety.

A number of other approvals, licenses and permits may be required for various aspects of mine development. While the Company will use its best efforts to ensure title to the licenses and access to surface rights continue into the future, these titles or rights may be disputed, which could result in costly litigation or disruption of operations. The Company is uncertain if all necessary permits will be maintained on acceptable terms or in a timely manner. Future changes in applicable laws and regulation or changes in their enforcement or regulatory interpretation could negatively impact current or planned exploration and development activities on the Phoenix Gold Properties and York Harbour Mine Property. Any failure to comply with applicable laws and regulations or failure to obtain or maintain permits, even if inadvertent, could result in the interruption of exploration and development operations or material fines, penalties or other liabilities.

Financing Risks
Although the Company was able to obtain adequate financing in the past, there is no assurance that the Company will continue to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of its projects with the possible loss of such properties.

Fluctuating Price and Currency
The Company raises its equity primarily in Canadian dollars and will conduct its principal business and operation activities in and proposes to maintain certain accounts in Canadian dollars and United States dollars ("US dollars"). The Company's operations in the USA make it subject to foreign currency fluctuation and such fluctuations may adversely affect the Company's financial position and operating results.

Foreign Countries and Regulatory Requirements
Even if the Phoenix Gold Properties and York Harbour Property are proven to host economic reserves of gold and/or other mineral resources, factors such as governmental expropriation or regulation may prevent or restrict mining of any such deposits or repatriation of profits. Any changes in regulations or shifts in political conditions in the USA and Canada are beyond the control of the Company and may adversely affect its business. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, expropriation of property, environmental legislation and mine safety.

Uninsurable Risk
In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. It is not always possible to fully insure against such risks and the Company may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Company.

No Assurance of Surface Rights
The Company has represented that it has mineral property interests in the Phoenix Gold Properties and York Harbour Mine Property. However, it remains possible that surface rights corresponding to the mineral properties may be subject to prior other rights or may be affected by undetected defects.

Permits and Licenses
The operations of the Company may require licenses and permits from various governmental authorities. There can be no assurance that such licenses and permits as may be required to carry out exploration, development and mining operations at its projects will be granted.

Competition
The mineral industry is intensely competitive in all its phases. The Company competes with many companies processing greater financial resources and technical facilities than itself for the acquisition of mineral concessions, claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees and service providers. Factors beyond the control of the Company may affect the

marketability of mineral substances discovered. These factors include market fluctuations, the proximity and capacity of natural resource markets and processing equipment, government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital or losing its investment capital.

Environmental Risk
The Company's operations may be subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which could result in environmental pollution. A breach of such legislation may result in imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for noncompliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors, consultants and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. In addition, environmental risks may exist on properties in which the Company holds interests which are unknown at present and which have been caused by previous or existing owners or operators. Furthermore, future compliance with environmental reclamation, closure and other requirements may involve significant costs and other liabilities. The Company intends to fully comply with all environmental regulations.

Public Health Crises such as COVID-19 Pandemic and other Uninsurable Risks
Events in the financial markets have demonstrated that businesses and industries throughout the world are very tightly connected to each other. General global economic conditions seemingly unrelated to the Company or to the mining industry, including, without limitation, interest rates, general levels of economic activity, fluctuations in the market prices of securities, participation by other investors in the financial markets, economic uncertainty, national and international political circumstances, natural disasters, or other events outside of the Company's control may affect the activities of the Company directly or indirectly. In the course of development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. The Company's business, operations and financial condition could also be materially adversely affected by the outbreak of epidemics or pandemics or other health crises. For example, in late December 2019, COVID-19 originated, subsequently spread worldwide and on March 11, 2020, the World Health Organization declared it was a pandemic. The risks of public health crises such as the COVID-19 pandemic to the Company's business include without limitation, the ability to gain access to government officials, the ability to continue drilling, the ability to raise funds, employee health, workforce productivity, increased insurance premiums, limitations on travel, the availability of industry experts and personnel, disruption of the Company's supply chains and other factors that will depend on future developments beyond the Company's control. In particular, the continued spread of the coronavirus globally, prolonged restrictive measures put in place in order to control an outbreak of COVID-19 by Canadian and United States governments or other adverse public health developments could materially and adversely impact the Company's business and the exploration and development of its mineral properties and could materially slow down or the Company could be required to suspend its operations for an indeterminate period. There can be no assurance that the Company's personnel will not ultimately see its workforce productivity reduced or that the Company will not incur increased medical

costs or insurance premiums as a result of these health risks. In addition, the coronavirus pandemic or the fear thereof could adversely affect global economies and financial markets resulting in volatility or an economic downturn that could have an adverse effect on the demand for gold and the Company's future prospects.

Epidemics such as COVID-19 could have a material adverse impact on capital markets and the Company's ability to raise sufficient funds to finance the ongoing development of its material business. All of these factors could have a material and adverse effect on the Company's business, financial condition and results of operations. The extent to which COVID-19 impacts the Company's business, including its operations and the market for its securities, will depend on future developments, which are highly uncertain and cannot be predicted at this time, and include the duration, severity and scope of the outbreak and the actions taken to contain or treat the coronavirus outbreak. It is not always possible to fully insure against such risks, and the Company may decide not to insure such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the common shares of the Company. Even after the COVID-19 pandemic is over, the Company may continue to experience material adverse effects to its business, financial condition and prospects as a result of the continued disruption in the global economy and any resulting recession, the effects of which may persist beyond that time The COVID-19 pandemic may also have the effect of heightening other risks and uncertainties disclosed and described in this MD&A.

Forward-looking statements address future events and conditions and therefore involve inherent risks and uncertainties. Actual results may differ materially from those currently anticipated in such statements.

DISCLOSURE ON INTERNAL CONTROLS

Management has established processes to provide them sufficient knowledge to support representations that they have exercised reasonable diligence that (i) the consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the consolidated financial statements; and (ii) the consolidated financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings (NI 52-109), this Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's accounting policies.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

OUTSTANDING SHARE DATA

The Company has an unlimited number of common shares authorized for issuance without par value. As at January 31, 2022 and May 31, 2022, there were 48,840,323 and 49,967,823 common shares issued and outstanding, respectively; 10,197,000 and 9,069,500 common share purchase warrants (exercise price ranging from $0.40 to $1.00) issued and outstanding, respectively; and 3,000,000 stock options (exercise price of $0.55) issued and outstanding.

CAUTION REGARDING FORWARD-LOOKING INFORMATION

Certain statements in this MD&A, particularly statements regarding future economic performance and finances, plans, expectations and objectives of management, may constitute "forward-looking" statements which reflect our current views with respect to future events and financial performance. When used in this MD&A, such forward-looking statements use words such as "may", "will", "expect", "believe", "anticipate", "plan", "intend", "estimate", "project", "continue" and other similar terminology of a forward-looking nature or negatives of those terms. These forward-looking statements are based on certain assumptions by management, certain of which are set out herein. The forward-looking statements appearing in this MD&A reflect current expectations regarding future events and operating performance and speak only as of the date of this MD&A.

Although management believes that the expectations reflected in such forward-looking statements are reasonable, all forward-looking statements address matters that involve known and unknown risks, uncertainties and other factors and should not be read as guarantees of future performance or results. Accordingly, there are or will be a number of significant factors which could cause our actual results, performance or achievements expressed or implied by such forward-looking statements. Factors that could cause actual future results, performance or achievements to differ materially include, but are not limited to, all hazards and risks normally incidental to exploration, development and production of mineral resources, political instability and changes to existing government regulations including environmental regulations, ability to obtain adequate financing in future, the impact of global financial crisis, foreign currency fluctuations, ability to identify and integrate future acquisitions, reliance on key personnel and competition with other mineral industry companies for mineral concessions, claims, leases, and other mineral interests as well as for the recruitment and retention of qualified employees and service providers.

All statements, other than of historical fact, included herein are forward-looking statements that involve various risks and uncertainties. There can be no assurance that such statements will prove to be accurate, and actual results and future events could differ materially from those anticipated in such statements. There are no assurances that the Company can fulfill such Forward-Looking Statements and the Company undertakes no obligation to update such statements.

Additional information on the Company can be found on SEDAR at www.sedar.com.

York Harbour Metals Inc.

(An exploration stage company)

Management's Discussion and Analysis

For the three and six months ended July 31, 2024

Dated as of September 19, 2024

Introduction

This Management's Discussion and Analysis ("MD&A") has been prepared by the management of York Harbour Metals Inc. ("York" or the "Company") and should be read in conjunction with the condensed consolidated interim financial statements of the Company and notes thereto for the three and six months ended July 31, 2024 and 2023 (the "Interim Financial Statements"). The Interim Financial Statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. All amounts are expressed in Canadian dollars unless otherwise indicated.

The content of this MD&A has been approved by the Board of Directors, on the recommendation of its Audit Committee. This MD&A contains disclosure related to the Company occurring up to and including September 19, 2024.

Mr. Alex Bugden, P. Geo., is a Qualified Person ("QP") as defined by National Instrument 43-101 ("NI 43-101"). He has approved the scientific and technical disclosure on the York Harbour Property and the Bottom Brook Property in Newfoundland and Labrador, Canada.

Additional information relating to the Company and its business activities is available under the Company's profile on SEDAR+ at www.sedarplus.ca.

Caution Regarding Forward-Looking Information

Certain statements in this MD&A, particularly statements regarding future economic performance and finances, plans, expectations and objectives of management, may constitute "forward-looking" statements which reflect our current views with respect to future events and financial performance. When used in this MD&A, such forward-looking statements use words such as "may", "will", "expect", "believe", "anticipate", "plan", "intend", "estimate", "project", "continue" and other similar terminology of a forward-looking nature or negatives of those terms. These forward-looking statements are based on certain assumptions by management, certain of which are set out herein. The forward-looking statements appearing in this MD&A reflect current expectations regarding future events and operating performance and speak only as of the date of this MD&A.

Although management believes that the expectations reflected in such forward-looking statements are reasonable, all forward-looking statements address matters that involve known and unknown risks, uncertainties and other factors and should not be read as guarantees of future performance or results. Accordingly, there are or will be a number of significant factors which could cause our actual results, performance or achievements expressed or implied by such forward-looking statements. Factors that could cause actual future results, performance or achievements to differ materially include, but are not limited to, all hazards and risks normally incidental to exploration, development and production of mineral resources, political instability and changes to existing government regulations including environmental regulations, ability to obtain adequate financing in future, the impact of global financial crisis, foreign currency fluctuations, ability to identify and integrate future acquisitions, reliance on key personnel and competition with other mineral industry companies for mineral concessions, claims, leases, and other mineral interests as well as for the recruitment and retention of qualified employees and service providers.

All statements, other than of historical fact, included herein are forward-looking statements that involve various risks and uncertainties. There can be no assurance that such statements will prove to be accurate, and actual results and future events could differ materially from those anticipated in such statements. There are no assurances that the Company can fulfill such Forward-Looking Statements and the Company undertakes no obligation to update such statements.

Description of Business

The Company is a junior exploration company incorporated under the laws of the Province of British Columbia, Canada and whose common shares are listed on the TSX Venture Exchange. The Company is principally engaged in the acquisition and exploration of mineral properties and is currently developing its copper-zinc and rare earth elements mineral properties located in the Province of Newfoundland and Labrador, Canada. The Company is in the exploration stage and has not yet determined whether these properties contain mineral reserves that are economically recoverable.

The Company's common shares trade on the TSXV under the symbol "YORK", on the OTC Pink under the symbol "YORKF", and on the Frankfurt Stock Exchange under the symbol "5DE0".

Mineral Properties

York Harbour Property

On February 26, 2021, the Company entered into an option agreement to acquire 100% interest in 156 mineral claims covering 3,900 hectares, known as the York Harbour Property, located in the Province of Newfoundland and Labrador.

To exercise the option and acquire the claims, the Company must pay the optionors $95,000, issue 1,485,566 common shares, and incur $3,000,000 of exploration expenditures on the claims as follows:

1. pay $95,000 (paid);
2. issue 1,485,566 common shares (issued); and
3. incur $3,000,000 of exploration expenditures as follows:
    a. $250,000 on or before the first anniversary (incurred);
    b. $750,000 accumulated total on or before the second anniversary (incurred); and
    c. $3,000,000 accumulated total on or before the third anniversary (incurred).

The claims are subject to a 2% net smelter returns royalty of which the Company may purchase 1% within one year of commencement of Commercial Production for $1,000,000.

The York Harbour Property is located approximately 27 kilometres west of Corner Brook, Newfoundland and known to be prospective for its copper-zinc-silver-gold-cobalt volcanogenic massive sulphide ('VMS') deposits. The known mineralization exhibits characteristics consistent with classic mafic-type flow dominated ('Cyprus-type') VMS deposits. Similar geological environments and styles of mineralization have formed relatively large copper-zinc deposits elsewhere in Newfoundland at Tilt Cove, in Cyprus at the Mavrovouni mine, and in Norway at the Lokken mine.

Copper and zinc massive sulphides were first discovered at York Harbour in 1893. Since then, a total of 2,134 metres of historic underground drifting and development have been completed for which documentation is available. Drill core logs and sampling data is available for a total of 19,323 metres of historical drilling that tested eleven lenses or zones of copper-zinc-silver-gold-cobalt-bearing sulphide mineralization. These zones occur over a 450-metre strike length, and many remain open for expansion both along strike and down-dip. Most historical exploration and underground development have been concentrated within a 375-metre-long segment of a stratigraphic contact between lower and upper basaltic units and within 150 metres of surface. An overturned synclinal fold is interpreted to extend and repeat the favourable mineralized horizon both along the western and southern portions of the property where surface prospects of VMS mineralization at the No. 4 Brook, 1 km to the west, and Pinnacle Brook, 1,800 m to the southwest, have been discovered and documented in outcrop but have received very little modern exploration attention.

On March 7, 2022, the Company announced it had increased its strategic land position at the York Harbour Property with the additional staking of 33 claims covering 825 hectares adjoining the western and southern limit of the existing mineral claims, bringing the total area of the property to 4,725 hectares.

On May 11, 2022, the Company completed the earn-in to acquire 100% interest of the York Harbour Property by completing all conditions of the option agreement.

On May 12, 2022, the Company signed an agreement to reduce the existing 2% net smelter royalty to 0.5% by purchasing 1.5% for $1,500,000, settled by issuance of 1,500,000 common shares of the Company at a price of $1 per share.

On July 28, 2022, the Company acquired Gregory River Property situated on the northern coast of the Bay of Islands, approximately 22 km due north of the York Harbour Property or 36 km northwest of the City of Corner Brook in Western Newfoundland. The Gregory River Property is comprised of 415 mineral claims covering 10,375 hectares. As a result, the Company now owns and operates two properties with known copper-zinc (+/- silver, gold, lead, cobalt) potential within the Bay of Islands Ophiolite Complex. The claims were acquired via a staking agreement with the original vendors of the York Harbour Property. Staking fees of $53,950 were paid to the vendors and there are no royalties on the claims. These two properties total 604 claims (395 claims lapsed during the year ended January 31, 2024) and cover 15,100 hectares.

Exploration

Field work at York Harbour Property commenced with an examination of the stored drill core and a 3D Borehole Pulse EM geophysical survey. Subsequently, on June 28, 2021, the Company reported results from its surface grab and channel sampling program that targeted a 100-metre strike length of the ‘A’ Zone. Significant assay results included highs of 16.8% copper, 30.4% zinc, and 119.6 grams per tonne (“gpt”) silver. In addition to the surface sampling, a 3D modelling program was carried out utilizing the historical drilling results that report copper-zinc-silver (+/- lead, cobalt, and gold) Cyprus-type VMS mineralization within the York Harbour Property. The purpose of this program was firstly to visualize the known subsurface mineralization and secondly to better locate proposed diamond drill collars with the concurrent surface and bore hole electromagnetic survey results to confirm historic drilling results.

Phase 1 Drill Program

On July 21, 2021, the Company announced a Phase 1 diamond drilling program based upon the results of the 3D modelling and geophysical surveying. Seven to nine drill holes were proposed to initially target and confirm indicated massive and semi-massive sulphide mineralization in the reported ‘A’, ‘B’ and ‘D’ zones.

On September 7, 2021, the Company reported the completion of nine diamond drill holes totalling 1,222 meters as part of a Phase 1 diamond drilling program at York Harbour Property. Two holes were abandoned when they encountered a wide fault zone and a third drill hole intersected a section of the 4 Level adit. The other 6 drill holes all intersected stringer, semi-massive and/or massive sulphide mineralization.

On October 12, 2021, the Company provided initial assay results from 100 of 300 samples collected from some of the Phase 1 diamond drill holes. Drill hole YH21-06 targeting the ‘H’ Zone returned results of 47.79 m of 0.85% copper, 91.82 gpt cobalt, 0.57% zinc and 1.53 gpt silver (including 1.60 m of 9.39% copper, 645.44 gpt cobalt, 0.18% zinc, and 6.9 gpt silver). YH21-04 also targeting the ‘H’ Zone returned assay results of 9.51 m of 1.69% copper, 125.14 gpt cobalt, 0.13% zinc, and 1.43 gpt silver (including 1.54 m of 5.2% copper, 287.12 gpt cobalt, 0.07% zinc, and 2.57 gpt silver).

Other significant results from the Phase 1 drill program include: YH21-08 with 6.6 m of 0.62% copper, 66.92 gpt cobalt, 0.65% zinc and 3.37 gpt silver, which targeted ‘G’ Zone; and YH21-09 with 9.54 m of 1.69% copper, 238.73 gpt cobalt, 0.11% zinc and 2.83 gpt silver that tested the ‘A’ Zone.

It is important to note, that the intercept intervals are drilling lengths, not true widths, because the true orientation of the mineralization has not yet been established.

Phase 2 Drill Program

Following a successful Phase 1 diamond drilling program, a Phase 2 diamond drilling program was designed to better delineate the drill-indicated VMS mineralization and to explore for additional similar mineralization both along strike and down-dip. Historical underground drill hole logs documented several massive and semi-massive, mineralized intercepts between and along strike of the known zones but without reported assays.

On October 27, 2021, the Company reported drill holes YH21-13 and 14 had intersected semi-massive and massive VMS mineralization. In addition to the Phase 2 drilling program, exploration work on the property also included relocating the No. 4 Brook adit with a massive sulphide showing that is situated approximately 1 km west from the drilling completed to date on the eastern limb of the folded volcanic sequence hosting known VMS mineralization. On October 16, 2021, several field personnel visited the site and reported approximately 15 metres of massive and semi-massive sulphide mineralization, including pyrite, chalcopyrite and sphalerite, in a sheared zone near the sloughed-in adit. This showing is currently accessible via a cut trail.

On November 4, 2021, the Company announced a progress update for its Phase 2 diamond drilling program at York Harbour Property. The Company had completed 10 of the 28 proposed drill holes, or 1,354 metres of the proposed 4,325 metres of diamond drilling. Significant semi-massive and massive VMS mineralization; including pyrite, chalcopyrite, sphalerite and rarely native copper, had been identified in drill cores from 8 of the 10 holes.

On February 14, 2022, the Company reported assay results for drill hole YH21-18 which intersected 25 metre intervals with an average grade of 2.7% copper, 9.0% zinc, 17.78 gpt silver and 164 gpt cobalt.

A technical report completed by Longford Exploration Services Ltd. on the Company's York Harbour Property entitled, "National Instrument 43-101 Technical Report on the York Harbour Property, Western Newfoundland, Canada" dated March 10, 2022, with an effective date of February 24, 2022 has been filed and is available for download on SEDAR+ at www.sedarplus.ca..

On March 17, 2022, the Company announced the following highlights of the first eleven drill holes of the Phase 2 Diamond Drilling Program:

- YH21-14 with 9.92 m of 1.00% copper, 0.13% zinc, 1.76 g/t silver, and 114.7 g/t cobalt (Including 2.00 m of 2.25% copper, 0.21% zinc, 3.84 g/t silver, and 138.6 g/t cobalt)
- YH21-15 with 8.13 m of 0.87% copper, 0.23% zinc, 1.28 g/t silver, and 136.0 g/t cobalt
- YH21-18 with 25.00 m of 2.70% copper, 9.04% zinc, 17.78 g/t silver, and 163.6 g/t cobalt (Including 10.00 m of 2.47% copper, 16.52% zinc, 36.43 g/t silver, and 93.0 g/t cobalt)
- YH21-20 with 21.80 m of 2.32% copper, 5.94% zinc, 5.17 g/t silver, and 54.0 g/t cobalt

On March 26, 2022, the Company reported high-grade copper and cobalt values in diamond drill hole YH21-24, grading 5.25% copper, 436.5 g/t cobalt, 8.97 g/t silver, and 0.801% zinc over a drilling length of 29.0 metres. Drill hole YH21-22 intersected zinc and copper values over a 5.26 metre interval grading 2.84% copper, 31.96% zinc and 42.09 g/t silver.

On April 7, 2022, the Company reported all the results from Phase 2 drilling that were previously unreported. Among the results released, Drill hole YH21-19 was reported to have intersected a strongly mineralized intercept over 15.00 metres grading 3.378% copper, 5.207% zinc, 18.53 g/t silver and 230.0 g/t cobalt. Results for drill holes YH21-31, YH21-32, and YH21-33 were also reported within the southern 'B' Zone (Main Mine Zone South).

Phase 3 Drill Program

Consulting mining engineers of Gemtec, based in St. John's Newfoundland, were commissioned to apply for permitting approval to enter the 4 Level adit. On December 8, 2021, the Company used a camera-fitted drone to survey 110 metres of the adit to determine its condition which would aid the permitting approval. The third phase of exploration drilling on the YMH Property commenced on January 19, 2022 and was completed on April 23. This phase of drilling included 30 drill holes totalling 5,400 metres of core drilling. It continued the exploration of the main historical mine area focusing on expanding the existing zones of VMS copper-zinc-silver-cobalt mineralization along a 450-metres of strike length. In addition to defining mineralization along strike, this drilling also tested up and downdip extensions of the known mineralization.

The third phase drilling program was completed on April 23, 2022. During the nine months since the start of drilling on July 24, 2021 to the finish of the third phase drilling, the Company completed 68 drill holes totalling 11,185 metres of NQ-size diamond drilling. The Company reviewed the results of this drilling and carried out check-assaying on a portion of the analysed drill core samples, as part of their QA/QC procedures.

In July 2022, the Company contracted for the establishment of east-west grid lines spaced 150 metres apart from north of the documented mineralization in the Sea Level adit southward beyond the Pinnacle copper-zinc-lead-silver soil geochemical anomaly in the southern portion of the property, a north-south distance of over 3 km. These lines cover most of the documented extent of the favourable VMS geologic setting and were used for both ongoing geological mapping and rock geochemical sampling work, plus a 2D induced polarization survey beginning late-July 2022.

As a result of the three drilling programs, it appears that the Main Mine Zone can be subdivided into two subzones, one to the northeast and another to the southwest, each comprising several continuous semi-massive and massive VMS lenses. These two subzones appear to have been displaced approximately 100 metres by a northeasterly trending, right lateral fault zone.

A revised 3D model of the VMS mineralization was prepared during July that included the drilling results from all historical and the 2021-22 diamond drilling. The results of this work showed several areas within the two segments of the Main Mine area requiring additional drill testing to evaluate the strike and downdip potential of the indicated VMS mineralization.

The initial 2D IP-resistivity survey commenced in late July. The survey covered most of the favourable contact between the upper and lower basalt rock units and extended beyond the contact to provide deep IP information. Subject to preliminary interpretation of the geophysical results, grid lines and IP surveying were extended to cover encouraging chargeability/resistivity results.

On September 8, 2022, the Company announced preliminary assay results from the Phase 3 drilling program that targeted the Main Mine area. Diamond drill hole YH22-61 intersected 2.86% copper, 6.95% zinc, 20.2 gpt silver and 436.5 g/t cobalt over a drilled length of 14.77 metres. Four mineralized zones were drill tested during the Phase 3 drilling campaign. It is evident from the drilling results that the D and G zones may be continuous and that more drilling is required to fully test their strike and downdip extensions. It is also evident from the 2021-22 drilling results that the D and G zones are considerably larger than previously documented and that the historical drilling either did not fully intersect these zones or did not report significant assay results.

The remaining assay results from the Phase 3 drilling program were reported on October 4, 2022. The assay results showed that the drill-indicated mineralization extends both along strike, thereby joining several of the previously isolated VMS lenses of the Main Mine Area, and that these lenses have depth extent and could extend farther.

Some other significant drill intersections reported in the October 4th news release included:

- YH22-44 with 2.68 m of 2.35% copper, 8.94% zinc, 45.95 g/t silver and 187.90 g/t cobalt

- YH22-48 with 13.85 m of 0.57% copper, 1.91% zinc, 2.39 g/t silver and 46.00 g/t cobalt
- YH22-50 with 14.63 m of 1.33% copper, 0.08% zinc, 5.89 g/t silver and 123.80 g/t cobalt
- YH22-54 with 14.39 m of 2.31% copper, 0.30% zinc, 3.90 g/t silver and 144.40 g/t cobalt
- YH22-56 with 10.02 m of 1.60% copper, 0.05% zinc, 2.90 g/t silver and 123.70 g/t cobalt
- YH22-57 with 8.70 m of 1.01% copper, 1.32% zinc, 4.65 g/t silver and 97.10 g/t cobalt
- YH22-68 with 4.20 m of 1.12% copper, 0.12% zinc, 1.73 g/t silver and 80.10 g/t cobalt

Note: the reported intercept lengths are drilling lengths, not true widths, since the true orientation of the mineralization has not yet been established.

Phase 4 Drill Program

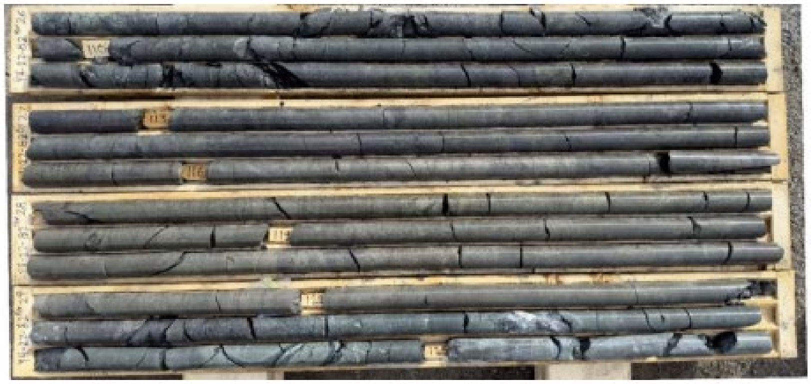
The Company announced on September 27, 2022 that the Phase 4 diamond drilling had commenced on their York Harbour Copper-Zinc property. Furthermore, that the initial part of the program was designed to test the depth extensions of the drill indicated volcanogenic massive sulphide ("VMS") mineralization within the northeastern (A, D-G Zones) and southwestern (H Zone) halves of the Main Mine Area. Drilling would then begin testing other potential copper-zinc mineralized areas that have not received any detailed exploration since the early 1990's. It was estimated that the proposed program might exceed 7,500 metres of NQ-size diamond drilling. In addition, preliminary results from the 2D IP-resistivity survey show several anomalous chargeability/resistivity anomalies both within the Main Mine area and elsewhere on the property that warrant considerable detailed drill testing.

On October 11, 2022, the Company announced the completion of 14 diamond drill holes totalling 3,627 m, the initial part of the Phase 4 drilling program. Massive and semi-massive sulphide mineralization was logged in the recovered cores of the first nine drill holes showing that the VMS mineralization extended between known mineralized lenses and down dip.

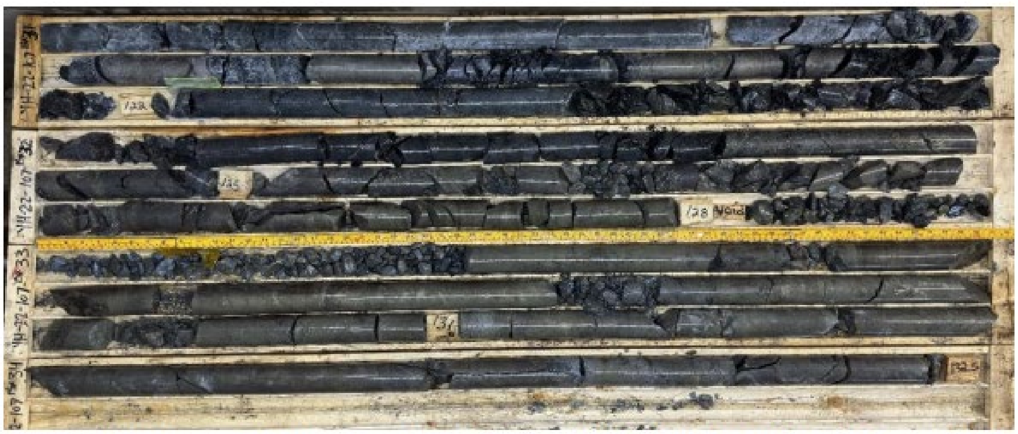
Three additional exploration permits were approved by the Mineral Lands Division of the Newfoundland-Labrador Government on November 5, 2022. These permits cover the areas of the No. 4 Brook, Sea Level adit and Pinnacle Lake exploration targets. Approval of these three permit areas will allow diamond drill testing of these three targets that all have known and coincident geological, soil and rock geochemical and geophysical anomalies.

On November 23, 2022, the Company announced the completion of the Phase 4 diamond drilling program during the period of September 5 to November 17, 2022. The program included the completion of 42 NQ-size diamond drill holes totalling 8,075 metres. Since the start of diamond drilling in July 2021 the Company has completed 110 drill holes totalling 19,260 metres. A total of 2,240 core and quality control samples from the Phase 4 drilling were shipped for analysis to two assay laboratories. Of these, 1,921 drill core samples contained massive, semi-massive and/or stringer sulphide mineralization.

The Phase 4 drilling continued to discover and delineate copper and zinc-rich VMS mineralization both between known zones of mineralization as well as also along strike and downdip of them. The A zone was the only zone within the property that was historically mined, and until recently only one drill hole had tested this zone due to the problems of intersecting the near-surface underground workings. During the Phase 4 drilling program the Company tested the A zone with 12 drill holes. A few drill holes intersected old workings and had to be abandoned but two holes were not stopped before intersecting 1.0 to over 9 metres of VMS mineralization in drill holes YH22-105 and -107. The results show the A Zone has both near-surface mineralization adjacent to the old mine workings and that the mineralization also extends both southerly along strike and beneath the historic mine workings.



Photograph 1: Massive VMS mineralization from DDH YH22-82 111.8 to 123.0 m in D Zone



Photograph 2: Massive VMS mineralization from DDH YH22-107 124.1 to 133.1 m in D Zone

Drill hole YH22-91 situated south and east of the Main Mine zone testing an extensive IP chargeability anomaly intersected 8.8 metres of intermittent semi-massive chalcopyrite and sphalerite mineralization indicating a possible new 'South Zone' of VMS mineralization in the vicinity and southwesterly, trending towards the Pinnacle geological and geochemical exploration target.

On January 24, 2023 the Company announced drill core assay results for thirty-eight of forty-two holes from its 2022 Phase 4 drill campaign.

The highest grade of copper-zinc drill intercept to date in the A Zone intersected above and parallel to the old mine workings which were approximately 20 metres from where the historic mineralization was mined between 1897 to 1913. The new area in the A Zone adjacent to the old mine workings returned grades comparable to the reported historical direct-shipping mined mineralization. DDH YH22-107 intersected 8.97 m at 4.727% copper, 10.195% zinc, 22.69 gpt silver and 91.49 gpt cobalt in the new area of the A Zone.

Extending Mineralization of H Zone:
Drill hole YH22-78 and YH22-71 continued to extend mineralization of the H Zone which remains open for expansion at depth. DDH YH22-78 intersected multiple intercepts of mineralization, with the most significant being 8.80 m of 3.228% copper, 0.123% zinc, 3.90 gpt silver and 270.72 gpt cobalt from 190.2 to 199.0 m. DDH YH22-71 intersected 20.5 metres of mineralization grading 1.298% copper, 0.053% zinc, 0.78 gpt silver and 118.47 gpt cobalt.

Additional follow-up/infill drilling:
DDH YH22-072 was drilled to test beneath the high grade DDH YH21-24 and intersected three zones of 9.38 m (181.9 to 191.28 m) grading 3.325% copper (including 2.10 m grading 10.089% copper and 670.03 gpt cobalt), 12.80 m (202.2 to 215.0 m) grading 0.315% copper and 4.30 m (230.0 to 234.3 m) grading 0.419% copper. Previously drilled DDH YH21-24 intersected 5.25% copper, 436.5 g/t cobalt, 8.97 gpt silver, and 0.801% zinc over a drilling length of 29.0 metres, but the hole was terminated due to ground conditions - the last sample intersecting 0.2m grading 11.9% copper. DDH YH22-082 intersected a wide intercept of 12.25 m grading 2.472% copper, 8.404 % zinc, 18.41 gpt silver and 85.47 gpt cobalt in the D Zone.

Note: The above intercepts are drilling lengths, not true widths, since the true thickness of the mineralization has not yet been established.

The final assay results from the Phase 4 diamond drilling campaign were published in the Company's news release dated April 21, 2023. These results confirmed the presence of high-grade copper-zinc mineralization, highlighting the potential for expanding mineral resources at the Project. Highlights of these final results have been tabulated as follows.

DDH No.	Easting	Northing	Elev.	Azim	Dip	Length	From	To	Int	Cu	Zn	Ag	Co
No.	(UTM m)	(UTM m)	(m)	(deg)	(deg)	(m)	(m)	(m)	(m)	(%)	(%)	(gpt)	(gpt)
YH22-069	404475.10	5433549.90	359.90	240	-65	278.0	98.00	102.00	4.00	0.809	0.190	1.34	86.95
YH22-073	404504.70	5433501.90	367.40	240	-65	281.0	178.07	223.00	44.93	1.292	0.315	2.014	123.577
	including						194.00	199.36	5.36	2.938	0.071	2.232	272.59
YH22-074	404508.80	5433491.90	367.70	240	-65	276.0		No Significant Results to Report					
YH22-075	404515.10	5433484.10	370.10	240	-65	266.0	152.00	159.18	7.18	1.002	0.117	2.69	114.28

Phase 5 Drill Program

The start of the fifth drilling campaign was announced on February 15, 2023. The drilling plans include a continuation of testing the high-grade mineralization at and north of the A Zone where targets were identified when the 2022 Induced Polarization ("IP") survey results were compiled with historical geological, induced polarization ("IP") and electromagnetic ("EM") results. The Company also plans to drill test three high priority exploration targets distant from the A Zone, including: the K Zone situated 1.2 km to the south, the Pinnacle Lake target situated 2.4 km to the southwest, and the No. 4 Brook target situated 1.2 km due west. All three property-wide targets have favourable host rock settings, coincident copper, zinc, lead and silver soil geochemical anomalies and both IP and EM geophysical anomalies that have been identified from past and recent exploration works.

On March 12, 2023, the Company received notice from the Mineral Lands Division of the Department of Industry, Energy and Technology of the Government of Newfoundland and Labrador that the Company's Mineral Licence No. 026228M (the "Licence") was cancelled for technical reasons under The Mineral Act (Newfoundland and Labrador) for failure to demonstrate that acceptable expenditure requirements for work in year 4 (calendar year 2021/2022) were incurred. On October 27, 2023, the NL Mineral Rights Adjudication Board issued an order to reinstate the Licence in response to the Company's filing of the grievance.

On March 21, 2023 the Company announced the start of the helicopter-supported drilling of the Pinnacle Brook Volcanogenic Massive Sulphide target. Four drill holes were proposed to test both geophysical and geological targets immediately east and northwest of Pinnacle Lake. Diamond drilling tested the A Zone North and then the K Zone. Nine drill holes, totalling 1,764 m, had been completed to date and drill core sample assay results did not yield any significant intercepts.

On November 15, 2023, the Company received notification that the Mineral Rights Adjudication Board has confirmed the reinstatement of Mineral Licence 26228M, resolving any past issues related to its mineral claims at the Company's York Harbour Copper project.

Firetail option agreement

On June 5, 2024, the Company entered into an option agreement (the "Option Agreement") with Firetail Resources Limited ("Firetail") (ASX: FTL) whereby the Company has granted an option to Firetail to earn a 80% undivided interest in the Company's York Harbour Property (the "Transaction"), subject to an existing 0.5% net smelter royalty and a 2% net smelter royalty to be granted by Firetail to the Company (the "York Harbour NSR"). Closing of the Transaction remains subject to, without limitation, receiving all necessary consents and approvals, including the approval of the TSX Venture Exchange ("TSX-V"), as well as the satisfaction of customary closing conditions.

Firetail can exercise the Option over a three-year period for total consideration of AUD $500,000, 175,000,000 ordinary shares in the capital of Firetail (the "Consideration Shares"), and completing 10 kilometres of drilling on the York Harbour Property, as follows:

	Cash (AUD)	Consideration Shares	Total Kilometres of Drilling to be Completed	Interest Earned
On or before the Closing	$200,000	100,000,000	Nil	49%
Within 10 business days following the first anniversary of the Closing (the "First Payment")	$100,000	25,000,000	5 kilometres	11%
Within 10 business days following the second anniversary of the Closing (the "Second Payment")	$100,000	25,000,000	7.5 kilometres	10%
Within 10 business days following the third anniversary of the Closing (the "Third Payment")	$100,000	25,000,000	10 kilometres	10%
TOTAL	**$500,000**	**175,000,000**	**10 kilometres**	**80%**

During the period which the Option remains in effect, Firetail will be responsible for maintaining the York Harbour Property in good standing by the doing and filing of all necessary work and making all payments which may be necessary to keep the property in good standing.

Upon Firetail exercising the Option in full, or the Option Agreement being terminated after the exercise of a minimum 49% interest in the York Harbour Property, a joint venture between the Company and Firetail will be formed, provided that if Firetail acquires an 80% interest in the York Harbour Property, then the Company will get a free carried interest until Firetail produces and delivers a pre-feasibility study on the York Harbour Property. If Firetail acquires less than an 80% interest, then the parties will pay their pro-rata share of expenditures going forward, provided that the Company's interest cannot be reduced to less than 20% if the Company elects not to contribute to any expenditures going forward. If the Company's interest is reduced to 20%, then the Company will get a free carried interest until Firetail has completed the Second Payment and/or the Third Payment, as applicable, and completed the pre-feasibility study. Unless Firetail earns a 60% interest in the York Harbour Property, the Company will be the initial operator of the York Harbour Property. The initial operator will remain as the initial operator until it resigns, is removed or until its interest falls below 50%.

In connection with services rendered for the Option Agreement, a finder's fee (the "Finder's Fee") equal to the sum of 10% on the first $300,000 of the aggregate value of the Transaction (the "Transaction Value"), 7.5% on the next $700,000 of the Transaction Value, and 5% for all amounts exceeding the first $1,000,000 of the Transaction Value will be paid by the Company to Kluane Capital FZCO, an arm's length party, with the amount of the Transaction Value to be mutually determined by the Company and Firetail. The Finder's Fee will be payable in common shares (each, a "Share") in the capital of the Company and remains subject to acceptance by the TSX-V. The Company anticipates that that the first installment of the Finder's Fee will be paid at Closing, with the remaining Finder's Fee payable if and when the First Payment, Second Payment, and Third Payment are completed, respectively.

Bottom Brook Property

On January 30, 2023, the Company acquired all issued and outstanding shares of Newbay Mining Corp. and acquired 100% interest in a Rare Earth Elements mineral property in Western Newfoundland, Canada, known as the Bottom Brook Property. As a consideration for the acquisition, the Company issued 5,081,293 common shares of the Company at a deemed price of $0.492 per common share, representing total compensation of $2,500,000. In addition, the Company paid $100,000 cash deposit to be used for license fees to keep the property in good standing. The property is subject to a 3% net smelter return royalty payable to the former shareholders of Newbay, with the Company retaining the right to buy back 2% of the NSR for an aggregate payment of $1,500,000. Bottom Brook Property is comprised of 614 mineral claims (6 claims lapsed during the year ended January 31, 2024) covering 15,350 hectares.

<u>Exploration</u>

On June 26, 2023, the Company announced that fieldwork started on the property in mid-May but was hampered by poor late Spring weather. There is presently an 8-person field crew carrying out reconnaissance radiometric surveying, prospecting, geological mapping and rock geochemical sampling on known mineral showings. Initial rock samples collected from the known Trench Zone and 'New' Zone have been submitted to Eastern Analytical in New Brunswick for preparation and subsequent shipping to Eastern Analytical in NL and/or Activation Laboratories in Ontario for detailed analyses and assaying. The initial assay results were expected shortly that will provide valuable insights into the geological controls for the Rare Earth Element mineralization and the grades of different styles of mineralization at several locations on the property.

On June 21, 2023, an excavator arrived on the property to carry out the proposed and permitted trenching program. Geological mapping and channel sampling of the trenches was conducted in conjunction with the trenching program, and the results of this work will serve to identify diamond drilling targets for testing.

The Company's news release on June 27, 2023 provided an update on the progress of its ongoing field work and recent discoveries at the Bottom Brook Rare Earth Elements Project. The 8-person field crew was mapping and sampling the trenches in the Bottom Brook and U2 zones. Anomalous radiometric readings had been discovered in association with favorable host rocks along a 7 km trend indicating the potential for large areas of mineralization. In addition, with the aid of helicopter support the crew prospected and sampled a number of remote airborne geophysical targets. These prospects will undergo detailed prospecting, mapping, and radiometric surveying, with the goal of understanding the local geology, structure and controls on any mineralization that is of economic interest (see Figure 2).

The Company announced on July 31, 2023 that initial fieldwork had discovered a new zone of high-grade rare earth element ('REE') mineralization 750 metres south-southwest of the historic U3 REE zone. The program also confirmed high grade surface samples near the U3 occurrence.

Grab samples collected from Bottom Brook and U3 REE showings returned TREO values ranging from 0.07 to 22.31%. The high-grade sample 116575 from the U3 showing included very high concentrations of magnetic rare earth elements neodymium, praseodymium, terbium, and dysprosium ("Nd, Pr, Tb, and Dy") also known as ("magnet REE" or "MREE"). Sample 116575 contained total MREE of 5.00% (50kg/t MREE).

MREE typically comprise 20% or more of the TREO. The U3 REE showing returned TREO values from 0.07 to 22.31% samples collected from the nearby Bottom Brook REE showing returned TREO values from 1.17 to 7.63%. The highest-grade sample 116569 from the Bottom Brookshowing included magnetic rare earth elements (Nd, Pr, Tb, and Dy) grading 1.89% (18.9kg per tonne MREE).

Sample No.	Pr6O11 %	Nd2O3 %	Tb4O7 %	Dy2O3 %	TREO%
116559	0.05	0.20	0.00	0.01	1.17
116560	0.12	0.45	0.00	0.02	2.51
116561	0.07	0.25	0.00	0.01	1.35
116562	0.10	0.40	0.00	0.01	2.07
116563	0.25	0.84	0.01	0.05	4.88
116564	0.36	1.27	0.02	0.08	7.31
116565	0.23	0.81	0.01	0.04	4.41
116566	0.16	0.55	0.01	0.03	2.91
116567	0.31	1.17	0.01	0.06	6.4
116568	0.34	1.11	0.02	0.08	6.39
116569	0.37	1.42	0.02	0.08	7.63
116570	0.15	0.51	0.01	0.03	2.93
116572	0.80	2.82	0.04	0.18	16.07
116573	1.00	3.35	0.05	0.25	19.95
116574	0.47	1.65	0.02	0.12	9.6
116575	1.09	3.62	0.05	0.24	22.31
116576	0.18	0.62	0.01	0.03	3.69
116577	0.20	0.74	0.01	0.05	4.29
116578	0.38	1.35	0.02	0.08	8.09
116579	0.32	1.16	0.02	0.08	6.73
116580	0.00	0.01	0.00	0.00	0.07
116581	1.05	3.49	0.05	0.22	20.96

Table 1: Detailed Summary of Surface Sample Assay Data from Bottom Brook Project, Western Newfoundland

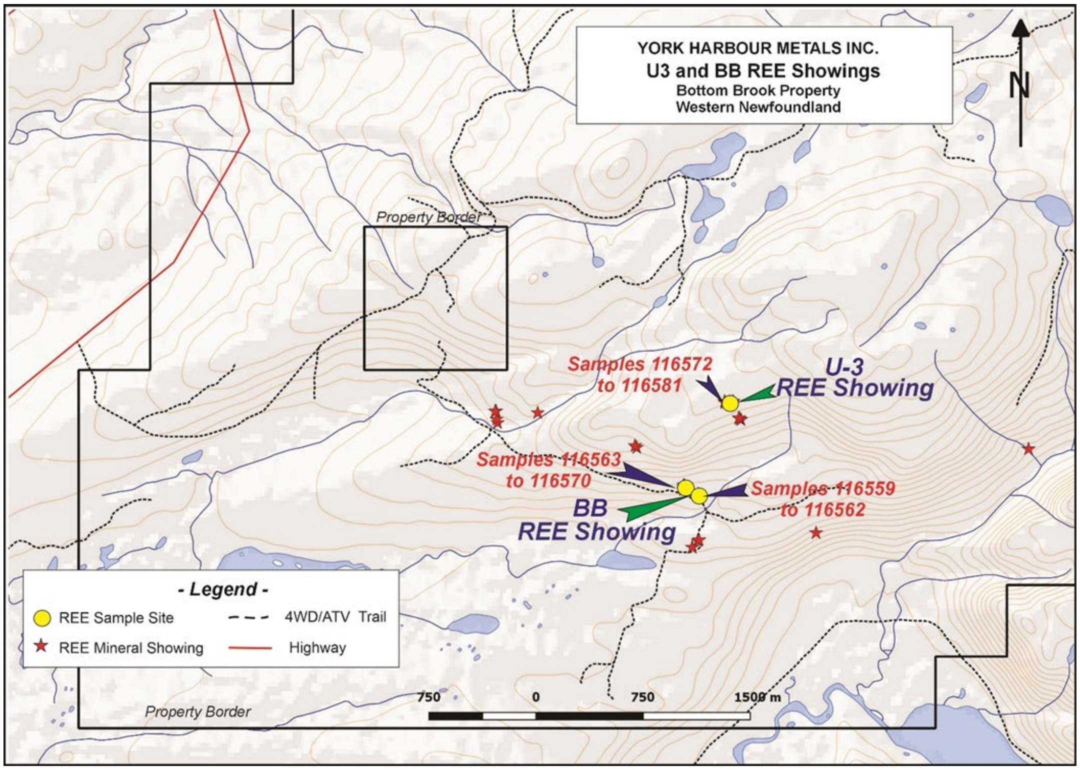


Figure 1: U3 and BB Rare Earth Elements Showings

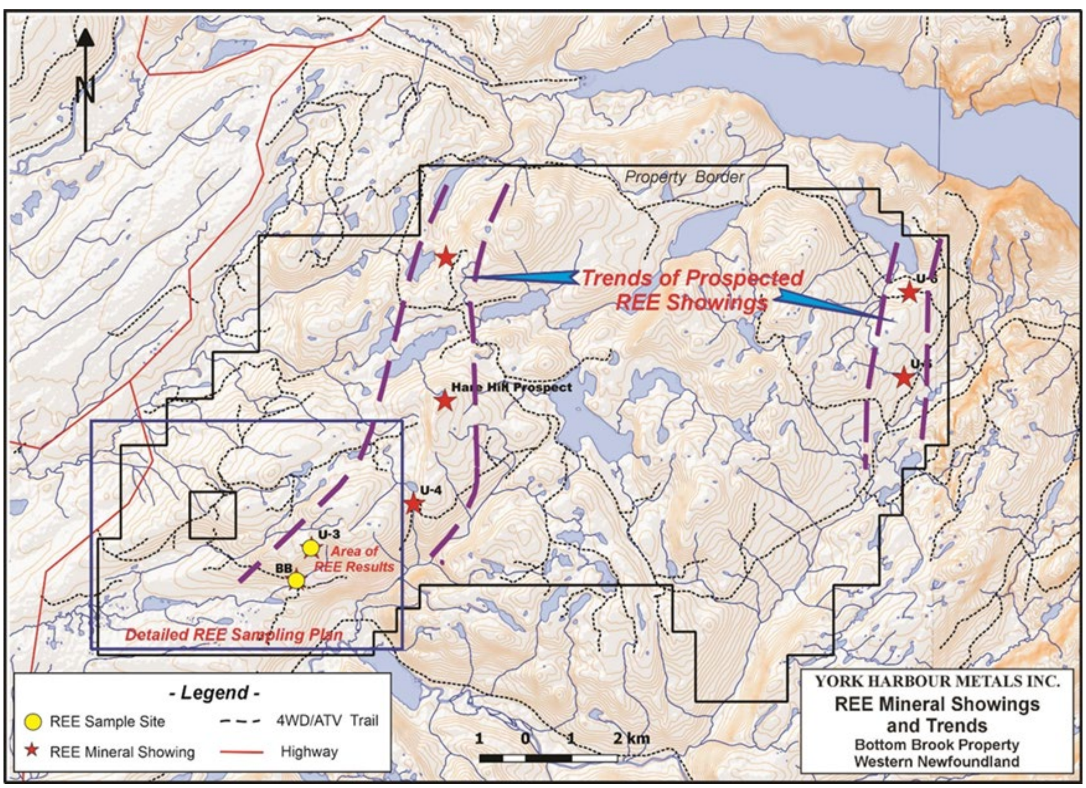


Figure 2: Rare Earth Minerals Showings and General Geological Trends

On November 2, 2023, the Company announced that it received government approvals that allowed for the proposed diamond drill core program on its 100%-owned Bottom Brook property. A series of drill holes were proposed to test both the BB REE showing within the southern claims and a 4-km long quartzite-graphite bed situated centrally in the Property. By November 6, 2023, the Company started mobilizing geological personnel and the drilling equipment and personnel to be on-site to start drilling.

On November 15, 2023, the Company reported the start of the proposed maiden diamond drilling on the Bottom Brookshowing. The first drill holes tested the two REE targets at the Bottom Brook zone that the Company mapped and sampled during the 2023 field work, as well as a third nearby overburden-covered target with anomalous airborne and ground magnetics results. Drill holes BB23-09 and -10 were drilled later to trace the anomalous REE-bearing structure. The seven other drill holes tested the graphite contents of the quartzite-graphite bed identified during the summer's geological mapping and sampling work. All the drill core samples have been delivered to their respective assay laboratories and results are being evaluated.

On December 14, 2023, the Company completed the first phase of diamond drilling of the REE and graphite showings. Eleven drill sites were prepared but only ten drill holes, totalling 1,800 metres, were completed due to winter weather conditions. The drilling equipment and support equipment were then moved to the York Harbour storage facility awaiting the start of drilling on the York Harbour VMS property.

On May 7, 2024, the Company announced the results of the channel sampling program conducted over the Bottom Bank showings ("BB showings") from the summer of 2023. A total of 17 channel samples of 0.2-1.5 metres in length were collected for a total of 16.9 metres of channel sampling from two separate trenches. Samples were sent to Activation Laboratories Ltd. (Actlabs) for Rare Earth Elements-Niobium-Zirconium-Yttrium-Tantalum-Uranium-Thorium-Beryllium-Phosphate-Tin Assay ICP-OES and ICP-MS package. Results are tabulated below:

Sample Number	Channel Length (m)	TREO %
116670	1	0.44
116671	1	0.27
116672	1	0.11
116673	1.5	0.06
116674	1	0.13
116675	1	0.05
116676	1	1.07
116677	1	2.28
116678	1	0.79
116679	1	0.92
116680	1	0.93
116681	1	0.44
116682	1	1.19
116683	1	0.09
116684	0.7	0.21
116685	0.2	0.66
116686	1.5	1.07

In addition, the Company announced additional sampling for drill holes BB-23-01, -02, -03, and -10 was warranted. An extra 120 samples from these holes were identified and cut from the drill core, in addition to the 447 previously cut core samples. Samples were sent to Actlabs for REE-Niobium-Zirconium-Yttrium-Tantalum-Uranium-Thorium-Beryllium-Phosphate-Tin Assay ICP-OES and ICP-MS package. Highlights from these samples are tabulated below:

DDH	Sample		Interval (m)		TREO
No.	Number	From	To	Interval	%
BB-23-01	107801	48.27	48.74	0.47	0.91
BB-23-01	107802	48.74	49.47	0.73	0.49
BB-23-01	107803	49.47	50	0.53	0.92
BB-23-01	107804	50	50.84	0.84	0.05
BB-23-01	107805	50.84	51.21	0.37	1.18

On May 9, 2024, the Company reported positive rare earth elements mineralogical results. Dr. Derek H.C. Wilton, PhD., P.Geo, FGC (a Fellow of Geoscientists Canada), of Terra Rosetta Inc., was commissioned by York Harbour Metals to collect samples from the Botton Brook REE project and perform MLA-SEM analysis to identify the mineralogy of the REE-bearing minerals. A total of 13 grab samples were collected and processed into thin sections. The lab, while not accredited, is a respected research facility at Memorial University. These samples, though not representative of the overall mineralization of the project, provide key insights into the discovered mineralization and its potential for concentration using standard techniques.

Results of Operations

The Company had total assets as at July 31, 2024 of $17,577,094 (January 31, 2024 – $18,296,611), a difference of $719,517. The decrease was primarily as a result of a $166,793 decrease in accounts receivable, a $599,675 decrease in other receivables, and a $36,675 decrease in prepaid expenses. Offsetting these somewhat, was an $69,140 increase in cash and an $14,273 increase in mineral rights.

The Company’s current liabilities as at July 31, 2024 were $767,108 (January 31, 2024 – $1,552,741), a decrease of $785,633 primarily due to an $860,633 decrease accounts payable. Offsetting this somewhat, was a $75,000 increase in loans payable.

For the three months ended July 31, 2024

The Company had a net income and comprehensive income for the three months ended July 31, 2024 of $193,011, compared to a net loss and comprehensive loss for the three months ended July 31, 2023 of $816,413, a difference of $1,009,424, primarily due to the following.

- Consulting fees totalled $47,806 (2023 – $133,152) during the quarter, a decrease of $85,346. The decrease was due to fewer operation and business development activities during the quarter compared to the prior quarter.
- Filing fees totalled $23,010 (2023 – $44,865) during the quarter, a decrease of $21,855. The decrease was due to a reduction in fees from moving from the OTCQB to Pink.
- Investor relations expense totalled $Nil (2023 – $355,600) during the quarter, a decrease of $355,600. The decrease was due to fewer service engagements during the quarter compared to the prior quarter.
- Management fees totalled $17,000 (2023 – $151,250) during the quarter, a decrease of $134,250. Starting February 1, 2024, management fees were reduced to zero, with the exception of the Chief Financial Officer, in order to safeguard the Company’s financial health.
- Professional fees totalled $50,948 (2023 – $75,881) during the quarter, a decrease of $24,933. The decrease was due to lower legal fees as a result of fewer corporate and/or financing activities during the quarter compared to the prior quarter.
- Travel expenses totalled $38 (2023 – $24,432) during the quarter, an increase of $24,394. The decrease was due to less travel during the quarter compared to the prior quarter.
- Gain on debt settlements totalled $447,553 (2023 – $Nil) during the quarter, an increase of $447,553. During the quarter the Company settled a total of $539,488 in accounts payable owing

to a third-party creditor of the Company by making a one-time cash payment in the total amount of $91,935.

The increase in net income and comprehensive income was partially offset by the following:

- Office and administration expense totalled $118,955 (2023 – $38,222) during the quarter, an increase of $80,733. The increase was due to Part XII.6 tax on expenditures renounced using the look-back rule in connection with flow-through proceeds.

For the six months ended July 31, 2024

The Company had a net income and comprehensive income for the six months ended July 31, 2024 of $66,116, compared to a net loss and comprehensive loss for the six months ended July 31, 2023 of $1,538,879, a difference of $1,604,995, primarily due to the following.

- Consulting fees totalled $80,024 (2023 – $373,012) during the period, a decrease of $292,988. The decrease was due to fewer operation and business development activities during the period compared to the prior period.
- Filing fees totalled $28,906 (2023 – $71,344) during the period, a decrease of $42,438. The decrease was due to a reduction in fees from moving from the OTCQB to Pink.
- Investor relations expense totalled $4,691 (2023 – $640,817) during the period, a decrease of $636,126. The decrease was due to fewer service engagements during the period compared to the prior period.
- Management fees totalled $41,000 (2023 – $312,500) during the period, a decrease of $271,500. Starting February 1, 2024, management fees were reduced to zero, with the exception of the Chief Financial Officer, in order to safeguard the Company's financial health.
- Professional fees totalled $52,335 (2023 – $111,418) during the period, a decrease of $59,083. The decrease was due to lower legal fees as a result of fewer corporate and/or financing activities during the period compared to the prior period.
- Gain on debt settlements totalled $447,553 (2023 – $Nil) during the period, an increase of $447,553. During the period the Company settled a total of $539,488 in accounts payable owing to a third-party creditor of the Company by making a one-time cash payment in the total amount of $91,935.

The increase in net income and comprehensive income was partially offset by the following:

- Office and administration expense totalled $131,064 (2023 – $61,065) during the period, an increase of $69,999. The increase was due to Part XII.6 tax on expenditures renounced using the look-back rule in connection with flow-through proceeds.
- Travel expenses totalled $49,296 (2023 – $29,538) during the period, an increase of $19,758. The increase was due to travel in connection with the optioning of the York Harbour Property during the period compared to the prior period.
- Interest income totalled $3,216 (2023 – $31,549) during the period, a decrease of $28,333 due to a reduction in cash deposits in the during the period compared to the prior period.
- Recovery of other receivables totalled $Nil (2023 – $36,283) during the period, a decrease of $36,283. There was no recovery during the period compared to the prior period

Summary of Unaudited Quarterly Results

Quarter ended	Revenue	Income (loss) for the period	Income (loss) per share
July 31, 2024	$Nil	$193,011	$0.00
April 30, 2024	$Nil	($126,895)	($0.00)
January 31, 2024	$Nil	($5,534)	($0.00)
October 31, 2023	$Nil	($711,337)	($0.01)
July 31, 2023	$Nil	($816,413)	($0.01)
April 30, 2023	$Nil	($722,466)	($0.01)
January 31, 2023	$Nil	($1,906,022)	($0.03)
October 31, 2022	$Nil	($475,171)	($0.01)

Liquidity and Capital Resources

The Company has historically relied upon equity financing and loans from directors to satisfy its capital requirements and will continue to depend heavily upon equity capital to finance its activities. There can be no assurance the Company will be able to obtain the required financing in the future on acceptable terms.

The Company has limited financial resources, no source of operating income and no assurance that additional funding will be available to it for current or future projects, although the Company has been successful in the past in financing its activities through the sale of equity securities. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions and its exploration success. Any quoted market for the Company's shares may be subject to market trends generally, notwithstanding any potential success of the Company in creating revenue, cash flows or earnings.

Cash Flows

The Company had cash at July 31, 2024 in the amount of $86,717 and negative working capital of $301,014 in order to meet short-term business requirements. During the six months ended July 31, 2024, the Company had the following changes in cash flow:

Cash used in Operating Activities

The Company's cash provided by operating activities for the six months ended July 31, 2024 was $8,626 compared to the Company's cash flows used in operating activities for the six months ended July 31, 2023 of $1,775,096, a difference of $1,783,722, primarily due to decisive steps taken by the CEO to significantly reduce the burn rate and the collection of accounts receivable.

Cash used in Investing Activities

The Company's cash used in investing activities for the six months ended July 31, 2024 was $14,486 compared to the Company's cash used in investing activities for the six months ended July 31, 2023 of $2,141,869, a decrease of $2,127,383, primarily due to a reduction in exploration activities.

Cash provided by Financing Activities

The Company's cash provided by financing activities for the six months ended July 31, 2024 was $75,000 compared to the Company's cash provided by financing activities for the six months ended July 31, 2023 of $100, a increase of $74,900, due to proceeds from the issuance of loans.

Outstanding Share Data

As at July 31, 2024, the Company has the following outstanding securities:

i. Common shares: 68,529,047
ii. Warrants: 1,075,000

As at the date hereof, the Company has the following outstanding securities:

i. Common shares: 68,529,047
ii. Warrants: Nil

The Company has obtained its capital funding through equity financing.

Related Party Transactions

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of members of the Company's Board of Directors and corporate officers. Compensation awarded to key management for the six-month periods ended July 31, 2024 and 2023 is summarized as follows:

		2024		**2023**
Management fees expensed	$	41,000	$	312,500
Management fees capitalized		-		75,000
Total	$	41,000	$	387,500

During the six-month period ended July 31, 2024, the Company incurred management fees of $Nil (2023 - $80,000) to a Company controlled by the former CEO, management fees of $31,000 (2023 - $60,000) to a Company controlled by the former CFO, management fees of $Nil (2023 - $75,000) to a Company controlled by the former COO, management fees of $Nil (2023 - $60,000) to a Company controlled by the former Managing Director, management fees of $Nil (2023 - $75,000) to a Company controlled by the Executive Chairman, management fees of $Nil (2023 - $ 37,500) to a Company controlled by a director, and management fees of $10,000 (2023 - $Nil) to the CFO.

As at July 31, 2024, accounts payable and accrued liabilities include $388,387 (2023 – $93,498) due to key management personnel. Included in this amount was $85,313 (2023 - $Nil) due to a Company controlled by the CEO, $135,000 (2023 - $70,892) due to a Company controlled by the former CEO, $51,293 (2023 - $Nil) to a Company controlled by the former CFO, $36,528 (2023 - $14,661) to a Company controlled by the former COO, $19,920 (2023 - $Nil) to a Company controlled by the former Managing Director, $40,645 (2023 - $7,945) to a Company controlled by the Executive Chairman, and $19,688 (2023 - $Nil) to a Company controlled by a director.

As of July 31, 2024, The Company had advances receivable from Phoenix Gold Resources (Holdings) Ltd., a company under common control, in the amount of $360,164 (January 31, 2024 – $359,951). The advances are non-interest bearing, unsecured, and have no fixed term of repayment.

These transactions are in the normal course of operations and at the exchange amount agreed to by the related parties.

Financial Instruments

As at July 31, 2024, the Company's financial instruments consist of cash, other receivables, accounts payable and accrued liabilities, and loans payable. These financial instruments are classified as other financial liabilities and are carried at amortized cost. The fair values of these financial instruments approximate their carrying values due to the short-term nature of these instruments.

The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to market conditions and the Company's activities. The Company has exposure to credit risk, liquidity risk and market risk as a result of its use of financial instruments. Refer to Note 14 in the Interim Financial Statements regarding information about the Company's exposure to each of the above risks and the Company's objectives, policies and processes for measuring and managing these risks.

Critical Accounting Policies and Estimates

The Company's critical accounting estimates are defined as those estimates that have a significant impact on the portrayal of its financial position and operations and that require management to make judgements, assumptions and estimates in the application of IFRS. Judgments, assumptions and estimates are based on historical experience and other factors that management believes to be reasonable under current conditions. As events occur and additional information is obtained, these judgements, assumptions and estimates may be subject to change. The Company's significant accounting policies can be found in Note 4 of the Interim Financial Statements.

Off Balance-Sheet Arrangements

The Company has no off balance-sheet arrangements.

Risks and Uncertainties

The Company's securities should be considered a highly speculative investment and investors should carefully consider all of the information disclosed in the Company's Canadian regulatory filings prior to making an investment in the Company.

General
Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits, which, though present, are insufficient in quantity and/or quality to return a profit from production.

The Company is in the resource sector and as such is exposed to a number of risks and uncertainties that are not uncommon to other companies in the same industry. Some of the current risks include the following:

a. The Company has no history of earnings and will not generate earnings until production commences;
b. Any future equity financings by the Company for the purposes of raising additional capital may result in substantial dilution to the holdings of existing shareholders;
c. There can be no assurance that an active and liquid market for the Company's shares will develop and investors may find it difficult to resell their shares; and
d. The directors and officers of the Company will devote a portion of their time to the business and affairs of the Company and some of them are or will be engaged in other projects or businesses, and as such, conflicts of interest may arise from time to time.

The Company's business is subject to exploration and development risks

The Company's mineral properties are in the exploration stage and no known reserves have been discovered on such properties. At this stage, favourable results, estimates and studies are subject to a number of risks, including, but not limited to:

- the limited amount of drilling and testing completed to date;
- the preliminary nature of any operating and capital cost estimates;
- the difficulties inherent in scaling up operations and achieving expected metallurgical recoveries;
- the likelihood of cost estimates increasing in the future; and
- the possibility of difficulties procuring needed supplies of electrical power and water.

There is no certainty that the expenditures to be made by the Company in the exploration of its mineral properties described herein will result in discoveries of mineral resources in commercial quantities or that any of its mineral properties will be developed. Most exploration projects do not result in the discovery of mineral resources and no assurance can be given that any particular level of recovery of mineral resources will in fact be realized or that any identified resource will ever qualify as a commercially mineable (or viable) resource which can be legally and economically exploited. Estimates of reserves, mineral deposits and production costs can also be affected by such factors as environmental permit regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions. In addition, the grade of mineral resource ultimately discovered may differ from that indicated by drilling results. There can be no assurance that mineral resource recovered in small-scale tests will be duplicated in large-scale tests under on-site conditions or in production scale.

Mineral exploration and development involves a high degree of risk and few properties that are explored are ultimately developed into producing mines. The long-term profitability of the Company's operations will be related to the cost and success of its exploration programs, which may be affected by a number of factors beyond the Company's control.

Mineral exploration involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of mineral resources, any of which could result in work stoppages, damage to property, and possible environmental damage.

Hazards such as unusual or unexpected formations and other conditions such as fire, power outages, labour disruptions, flooding, cave-ins, landslides and the inability to obtain suitable machinery, equipment or labour are involved in mineral exploration, development and operation. The Company may become subject to liability for pollution, cave-ins or hazards against which it cannot insure or against which it may elect not to insure. The payment of such liabilities may have a material, adverse effect on the Company's financial position.

The Company will continue to rely upon consultants and others for exploration and development expertise. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis. The economics of developing mineral properties is affected by many factors including the costs of operations, fluctuations in markets, allowable production, importing and exporting of minerals and environmental protection.

Political Risk

The Company's York Harbour Property and Bottom Brook Property are located in Newfoundland and Labrador, Canada and the Company will be subject to changes in political conditions and regulations in that country. The Company's activities are subject to extensive laws and regulations governing worker health and safety, employment standards, waste disposal, protection of historic and archaeological sites, mine development, protection of endangered and protected species and other matters.

Regulators in Canada have broad authority to shut down and/or levy fines against facilities that do not comply with regulations or standards. The Company's mineral exploration and mining activities in Canada may be adversely affected in varying degrees by changing government regulations relating to the mining industry or shifts in political conditions that increase the costs related to the Company's activities or maintaining its licenses. Operations may also be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, and expropriation of property, environmental legislation and mine safety.

A number of other approvals, licenses and permits may be required for various aspects of mine development. While the Company will use its best efforts to ensure title to the licenses and access to surface rights continue into the future, these titles or rights may be disputed, which could result in costly litigation or disruption of operations. The Company is uncertain if all necessary permits will be maintained on acceptable terms or in a timely manner. Future changes in applicable laws and regulation or changes in their enforcement or regulatory interpretation could negatively impact current or planned exploration and development activities on the Company's mineral properties. Any failure to comply with applicable laws and regulations or failure to obtain or maintain permits, even if inadvertent, could result in the interruption of exploration and development operations or material fines, penalties or other liabilities.

Financing Risks
Although the Company was able to obtain adequate financing in the past, there is no assurance that the Company will continue to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of its projects with the possible loss of such properties.

Fluctuating Price and Currency
The Company raises its equity primarily in Canadian dollars and will conduct its principal business and operation activities in and proposes to maintain certain accounts in Canadian dollars and United States dollars ("US dollars"). The Company's operations in US dollars make it subject to foreign currency fluctuation and such fluctuations may adversely affect the Company's financial position and operating results.

Foreign Countries and Regulatory Requirements
Even if the Company's mineral properties are proven to host economic reserves of copper/zinc/silver/rare earth elements and/or other mineral resources, factors such as governmental expropriation or regulation may prevent or restrict mining of any such deposits or repatriation of profits. Any changes in regulations or shifts in political conditions in Canada are beyond the control of the Company and may adversely affect its business. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, expropriation of property, environmental legislation and mine safety.

Uninsurable Risk
In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. It is not always possible to fully insure against such risks and the Company may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Company.

No Assurance of Surface Rights
The Company has represented that it has mineral property interests in York Harbour Property and Bottom Brook Property. However, it remains possible that surface rights corresponding to the mineral properties may be subject to prior other rights or may be affected by undetected defects.

Permits and Licenses
The operations of the Company may require licenses and permits from various governmental authorities. There can be no assurance that such licenses and permits as may be required to carry out exploration, development and mining operations at its projects will be granted.

Competition
The mineral industry is intensely competitive in all its phases. The Company competes with many companies processing greater financial resources and technical facilities than itself for the acquisition of mineral concessions, claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees and service providers. Factors beyond the control of the Company may affect the marketability of mineral substances discovered. These factors include market fluctuations, the proximity and capacity of natural resource markets and processing equipment, government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital or losing its investment capital.

Environmental Risk
The Company's operations may be subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which could result in environmental pollution. A breach of such legislation may result in imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for noncompliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors, consultants and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. In addition, environmental risks may exist on properties in which the Company holds interests which are unknown at present and which have been caused by previous or existing owners or operators. Furthermore, future compliance with environmental reclamation, closure and other requirements may involve significant costs and other liabilities. The Company intends to fully comply with all environmental regulations.

SCHEDULE C

AUDIT COMMITTEE CHARTER

[*See Attached*]

AUDIT COMMITTEE CHARTER

of the Board of Directors of YORK HARBOUR METALS INC.
(the "Corporation")

The audit committee of the Corporation (the "**Committee**") is a committee of the board of directors of the Corporation (the "**Board"**). The role of the Committee is to:

- provide oversight of the Corporation's financial management and of the design and implementation of an effective system of internal financial controls as well as to review and report to the Board on the integrity of the financial statements of the Corporation, its subsidiaries and associated companies;

- helping directors meet their responsibilities, facilitating better communication between directors and the external auditor;

- enhancing the independence of the external auditor;

- increasing the credibility and objectivity of financial reports and strengthening the role of the directors by facilitating in-depth discussion among directors, management and the external auditor;

Management is responsible for establishing and maintaining those controls, procedures and processes and the Committee is appointed by the Board to review and monitor them. The Corporation's external auditor is ultimately accountable to the Board and the Committee as representatives of the Corporation's shareholders.

I. <u>DUTIES AND RESPONSIBILITIES</u>

<u>External Auditor</u>

1. To recommend to the Board, for shareholder approval, an external auditor to examine the Corporation's accounts, controls and financial statements on the basis that the external auditor is accountable to the Board and the Committee as representatives of the shareholders of the Corporation.

2. To oversee the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation, including the resolution of disagreements between management and the external auditor regarding financial reporting.

3. To evaluate the audit services provided by the external auditor, pre-approve all audit fees and recommend to the Board, if necessary, the replacement of the external auditor.

4. To pre-approve any non-audit services to be provided to the Corporation by the external auditor and the fees for those services.

5. To obtain and review, at least annually, a written report by the external auditor setting out the auditor's internal quality-control procedures, any material issues raised by the auditor's internal quality-control reviews and the steps taken to resolve those issues.

6. To review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Corporation. The Committee has adopted the following guidelines regarding the hiring of any partner, employee, reviewing tax professional or other person providing audit assurance to the external auditor of the Corporation on any aspect of its certification of the Corporation's financial statements:

(a) no member of the audit team that is auditing a business of the Corporation can be hired into that business or into a position to which that business reports for a period of three years after the audit;

(b) no former partner or employee of the external auditor may be made an officer of the Corporation or any of its subsidiaries for three years following the end of the individual's association with the external auditor;

(c) the Chief Financial Officer of the Corporation (the "**CFO**") must approve all office hires from the external auditor; and

(d) the CFO must report annually to the Committee on any hires within these guidelines during the preceding year.

7. To ensure that the head audit partner assigned by the external auditor to the Corporation, as well as the audit partner charged with reviewing the audit of the Corporation, are changed at least every five years.

8. To review, at least annually, the relationships between the Corporation and the external auditor in order to establish the independence of the external auditor.

<u>Financial Information and Reporting</u>

9. To review the Corporation's annual audited financial statements with the Chief Executive Officer of the Corporation (the "**CEO**") and CFO and then with the full Board. The Committee will review the interim financial statements with the CEO and CFO.

10. To review and discuss with management and the external auditor, as appropriate:

(a) the annual audited financial statements and the interim financial statements, including the accompanying management discussion and analysis; and

(b) earnings guidance and other releases containing information taken from the Corporation's financial statements prior to their release.

11. To review the quality and not just the acceptability of the Corporation's financial reporting and accounting standards and principle and any proposed material changes to them or their application.

12. To review with the CFO any earnings guidance to be issued by the Corporation and any news release containing financial information taken from the Corporation's financial statements prior to the release of the financial statements to the public. In addition, the CFO must review with the Committee the substance of any presentations to analysts or rating agencies that contain a change in strategy or outlook.

Oversight

13. To review the internal audit staff functions, including:

(a) the purpose, authority and organizational reporting lines;

(b) the annual audit plan, budget and staffing; and

(c) the appointment and compensation of the controller, if any.

14. To review, with the CFO and others, as appropriate, the Corporation's internal system of audit controls and the results of internal audits.

15. To review and monitor the Corporation's major financial risks and risk management policies and the steps taken by management to mitigate those risks.

16. To meet at least annually with management (including the CFO), the internal audit staff, and the external auditor in separate executive session and review issues and matters of concern respecting audits and financial reporting.

17. In connection with its review of the annual audited financial statements and interim financial statements, the Committee will also review the process for the CEO and CFO certifications (if required by law or regulation) with respect to the financial statements and the Corporation's disclosure and internal controls, including any material deficiencies or changes in those controls.

II. MEMBERSHIP

The Committee shall consist of three or more members of the Board, the majority of which have been determined to be independent as required under applicable securities rules or applicable stock exchange rules.

Any member may be removed from office or replaced at any time by the Board and shall cease to be a member upon ceasing to be a director. Each member of the Committee shall hold office until the close of the next annual meeting of shareholders of the Corporation or until the member ceases to be a director, resigns or is replaced, whichever first occurs.

The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board may from time to time determine.

All members of the Committee must be "**financially literate**" (i.e., have the ability to read and understand a set of financial statements such as balance sheet, an income statement and a cash flow statement).

III. PROCEDURES

1. The Board shall appoint one of the directors elected to the Committee as the Chairperson of the Committee (the "**Chairperson**"). In the absence of the appointed Chairperson from any meeting of the Committee, the members shall elect a Chairperson from those in attendance to act as Chairperson of the meeting.

2. The Chairperson will appoint a secretary (the "**Secretary**") who will keep minutes of all meetings. The Secretary does not have to be a member of the Committee or a director and can be changed by simple notice from the Chairperson.

3. No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present or by resolution in writing signed by all the members of the Committee. A majority of the members of the Committee shall constitute a quorum, provided that if the number of members of the Committee is an even number, one-half of the number of members plus one shall constitute a quorum.

4. The Committee will meet as many times as is necessary to carry out its responsibilities. Any member of the Committee or the external auditor may call meetings.

5. The time and place of the meetings of the Committee, the calling of meetings and the procedure in all respects of such meetings shall be determined by the Committee, unless otherwise provided for in the Articles of the Corporation or otherwise determined by resolution of the Board.

6. The Committee shall have the resources and authority necessary to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms (including termination) of special counsel, advisors or other experts or consultants as it deems appropriate.

7. The Committee has the authority to communicate directly with the internal and external auditors.

IV. REPORTS

The Committee shall produce the following reports and provide them to the Board:

1. an annual performance evaluation of the Committee, which evaluation must compare the performance of the Committee with the requirements of this Charter. The performance evaluation should also recommend to the Board any improvements to this Charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the Chairperson or any other member of the Committee designated by the Committee to make this report; and

2. a summary of the actions taken at each Committee meeting, which shall be presented to the Board at the next Board meeting.

SCHEDULE D

STOCK OPTION PLAN

[*See Attached*]

STOCK OPTION PLAN
(Amended 2024)

1. PURPOSE

The purpose of this Stock Option Incentive Plan is to provide an incentive to Eligible Persons to acquire a proprietary interest in the Company, to continue their participation in the affairs of the Company and to increase their efforts on behalf of the Company.

2. DEFINITIONS

In this Plan, the following words have the following meanings:

(a) "Board" means the Board of Directors of the Company;

(b) "Common Shares" means the Common Shares of the Company;

(c) "Company" means YORK HARBOUR METALS INC.;

(d) "Consultant" means, in relation to the Company, an individual (other than a Director, Officer or Employee of the Company or of any of its subsidiaries) or Consultant Company that:

(i) is engaged to provide on an ongoing bona fide basis, consulting, technical, management or other services to the Company or to any of its subsidiaries, other than services provided in relation to a Distribution;

(ii) provides the services under a written contract between the Issuer or any of its subsidiaries and the individual or the Consultant Company, as the case may be; and

(iii) in the reasonable opinion of the Issuer, spends or will spend a significant amount of time and attention on the affairs and business of the Company or any of its subsidiaries.

(e) "Consultant Company" has the meaning set out in the policies of the TSX Venture Exchange;

(f) "Effective Date" means the day following the date upon which the Plan has been approved by the last to approve of the shareholders of the Company, the Board, the Exchange and any other regulatory authority having jurisdiction over the Company's securities;

(g) "Eligible Person" means any employee, director, or officer of the Company or any affiliate of the Company, or company that is wholly owned by one of them, or any Consultant or Consultant Company of the Company or any affiliate of the Company, that is eligible to receive Security Based Compensation pursuant to the policies of the Exchange;

(h) "Exchange" means the TSX Venture Exchange and any other stock exchange or stock quotation system on which the Common Shares trade;

(i) "Fair Market Value" means, as of any date, the value of the Common Shares, determined as follows:

(i) if the Common Shares are listed on the TSX Venture Exchange, the Fair Market Value shall be the last closing sales price for such shares as quoted on such Exchange for the market trading day immediately prior to the date of grant of the Option, less any discount permitted by the TSX Venture Exchange;

(ii) if the Common Shares are listed on an Exchange other than the TSX Venture Exchange, the fair market value shall be the closing sales price of such shares (or the closing bid, if no sales were reported) as quoted on such Exchange for the market trading day immediately prior to the time of determination less any discount permitted by such Exchange; and

(iii) if the Common Shares are not listed on an Exchange, the Fair Market Value shall be determined in good faith by the Board;

(j) "Investor Relations Activities" has the meaning set out in the policies of the TSX Venture Exchange;

(k) "Investor Relations Service Provider" includes any Consultant that performs Investor Relations Activities and any Director, Officer, Employee or Management Company Employee whose role and duties primarily consist of Investor Relations Activities;

(l) "Option" means the option granted to an Optionee under this Plan and the Option Agreement;

(m) "Option Agreement" means such option agreement or agreements as is approved from time to time by the Board and as is not inconsistent with the terms of this Plan;

(n) "Option Date" means the date of grant of an Option to an Optionee;

(o) "Option Price" is the price at which the Optionee is entitled pursuant to the Plan and the Option Agreement to acquire Option Shares;

(p) "Option Shares" means, subject to the provisions of Article 8 of this Plan, the Common Shares which the Optionee is entitled to acquire pursuant to this Plan and the applicable Option Agreement;

(q) "Optionee" means a person to whom an Option has been granted;

(r) "Plan" means this Stock Option Incentive Plan;

(s) "Security Based Compensation" includes any Deferred Share Unit, Performance Share Unit, Restricted Share Unit, Securities for Services, Stock Appreciation Right, Stock Option, Stock Purchase Plan, any security purchased from treasury by a participant in any plan for such compensation.

(t) "Vested" means that an Option has become exercisable in respect of a number of Option Shares by the Optionee pursuant to the terms of the Option Agreement.

3. ADMINISTRATION

The Plan shall be administered by the Board, and subject to the rules of the Exchange from time to time and except as provided for herein, the Board shall have full authority to:

(a) determine and designate from time to time those Eligible Persons to whom Options are to be granted and the number of Option Shares to be optioned to each such Eligible Person;

(b) determine the time or times when, and the manner in which, each Option shall be exercisable and the duration of the exercise period;

(c) determine from time to time the Option Price, provided such determination is not inconsistent with this Plan; and

(d) interpret the Plan and to make such rules and regulations and establish such procedures as it deems appropriate for the administration of the Plan, taking into consideration the recommendations of management.

4. OPTIONEES

Optionees must be Eligible Persons who, by the nature of their jobs or their participation in the affairs of the Company, in the opinion of the Board, are in a position to contribute to the success of the Company.

5. EFFECTIVENESS AND TERMINATION OF PLAN

The Plan shall be effective as of the Effective Date and shall terminate on the earlier of:

(a) the date which is ten years from the Effective Date; and

(b) such earlier date as the Board may determine.

Any Option outstanding under the Plan at the time of termination of the Plan shall remain in effect in accordance with the terms and conditions of the Plan and the Option Agreement.

6. THE OPTION SHARES

The aggregate number of Option Shares reserved for issuance under the Plan and Common Shares reserved for issuance under any other share compensation arrangement granted or made available by the Company from time to time may not exceed in aggregate 10% of the Company's Common Shares issued and outstanding as at the date of grant or issuance of Options under this Plan.

7. <u>GRANTS, TERMS AND CONDITIONS OF OPTIONS</u>

Options may be granted by the Board at any time and from time to time prior to the termination of the Plan. Options granted pursuant to the Plan shall be contained in an Option Agreement and, except as hereinafter provided, shall be subject to the following terms and conditions:

(a) Option Price

The Option Price shall be determined by the Board, provided that such price shall not be lower than the Fair Market Value of the Option Shares on the date of grant of the Option.

(b) Duration and Exercise of Options

Except as otherwise provided elsewhere in this Plan, the Options shall be exercisable for a period, or in percentage installments over a period, to be determined in each instance by the Board, not exceeding ten years from the Option Date, provided that so long as the Company is classified as a "Tier 2" issuer by the TSX Venture Exchange, the Options shall be exercisable for a period not exceeding five years from the Option Date. The Options must be exercised in accordance with this Plan and the Option Agreement

Except as contemplated in (c) below, no Option may be exercised by an Optionee who was an Eligible Person at the time of grant of such Option unless the Optionee shall have been an Eligible Person continuously since the Option Date. Absence on leave, with the approval of the Company, shall not be considered an interruption of employment for the purpose of the Plan.

(c) Termination

All rights to exercise Options shall terminate upon the earliest of:

(i) the expiration date of the Option;

(ii) the 90th day after the Optionee ceases to be an Eligible Person for any reason other than death, disability or cause;

(iii) the 30th day after the Optionee who is engaged in Investor Relations Activities for the Company ceases to be employed to provide Investor Relations Activities;

(iv) the date on which the Optionee ceases to be an Eligible Person by reason or termination of the Optionee as an employee or consultant of the Company for cause (which, in the case of a consultant, includes any breach of an agreement between the Company and the consultant);

(v) the first anniversary of the date on which the Optionee ceases to be an Eligible Person by reason of termination of the Optionee on account of disability; or

(vi) the first anniversary of the date of death of the Optionee.

(d) Re-issuance of Options

Options which are cancelled or expire prior to exercise may be re-issued under the Plan.

(e) Transferability of Option

Options are non-transferable and non-assignable.

(f) Vesting of Option Shares

The Directors may determine and impose terms upon which each Option shall become Vested in respect of Option Shares, with the exception that vesting provisions on Investor Relations Option Shares shall not be accelerated without prior Exchange acceptance.

(g) Other Terms and Conditions

The Option Agreement may contain such other provisions as the Board deems appropriate, provided such provisions are not inconsistent with the Plan and the requirements of the TSX Venture Exchange.

In addition, for as long as the Common Shares of the Company are listed on the TSX Venture Exchange and the Company is classified as either a "Tier 1" or "Tier 2" issuer by the TSX Venture Exchange, any grant or issuance by the Company of Options to acquire Common Shares of the Company shall be subject to the following restrictions:

(i) the maximum number of Common Shares of the Company that are issuable pursuant to all Securities Based Compensation granted or issued to insiders (as a group) must not exceed 10% of the Common Shares of the Company at any point in time, unless the Company has obtained disinterested shareholder approval pursuant to the policies of the Exchange;

(ii) the maximum number of Common Shares of the Company that are issuable pursuant to all Securities Based Compensation granted or issued in any 12 month period to insiders (as a group) must not exceed 10% of the Common Shares of the Company, calculated as at the date any Securities Based Compensation is granted or issued to any insider, unless the Company has obtained disinterested shareholder approval pursuant to the policies of the Exchange;

(iii) the maximum number of Common Shares of the Company that are issuable pursuant to all Securities Based Compensation granted or issued in any 12 month period to any one Eligible Person must not exceed 5% of the Common Shares of the Company, calculated as at the date any Securities Based Compensation is granted or issued to the Eligible Person, unless the Company has obtained disinterested shareholder approval pursuant to the policies of the Exchange;

(iv) the maximum number of Common Shares of the Company that are issuable pursuant to all Securities Based Compensation granted or issued in any 12 month period to any one Consultant must not exceed 2% of the Common Shares of the Company, calculated as at the date any

Securities Based Compensation is granted or issued to the Consultant, unless the Company has obtained disinterested shareholder approval pursuant to the policies of the Exchange;

(v) the maximum number of Common Shares of the Company that are issuable pursuant to all Options granted or issued in any 12 month period to all Investor Relations Service Providers in aggregate must not exceed 2% of the Common Shares of the Company, calculated as at the date any Option is granted or issued to any such Investor Relations Service Provider;

(vi) Options issued to any Investor Relations Service Provider must vest in stages over no less than 12 months with no more than one-quarter of the Options vesting in any three month period, and both the Company and the Optionee represents that the Optionee is a *bona fide* employee, consultant or management company employee, as the case may be;

(vii) the approval of the disinterested shareholders of the Company shall be obtained for any amendment to or reduction in the exercise price of the Option or extension of the term of the Option if the Optionee is an insider of the Company at the time of the proposed amendment. For the purposes of this subsection, the term "insider" has the meaning assigned in the securities legislation applicable to the Company; and

(viii) for Options granted to the employees, consultants or management company employees of the Company, both the Company and the Optionee represents that the Optionee is a *bona fide* employee, consultant or management company employee, as the case may be.

8. <u>ADJUSTMENT OF AND CHANGES IN THE OPTION SHARES</u>

(a) If the Common Shares are at any time to be listed or quoted on any stock exchange or stock quotation system other than the TSX Venture Exchange, to the extent that there are any Options which are outstanding and unexercised at the time of such application for listing, the Option Price, the aggregate number of Option Shares, the exercise period, and any other relevant terms of such Options, and the Option Agreements in relation thereto, shall be amended in accordance with the requirements of any applicable securities regulation or law or any applicable governmental or regulatory body (including the Exchange). Subject to the requirements of the Exchange, any such amendment shall be effective upon receipt of Board approval of it, subject to approval of disinterested shareholders of the Company, and approval of any of the Optionees is not required to give effect to such amendment.

(b) If the Common Shares, as presently constituted, are changed into or exchanged for a different number or kind of shares or other securities of the Company or of another Company (whether by reason of merger, consolidation, amalgamation, recapitalization, reclassification, split, reverse split, combination of shares, or otherwise) or if the number of such Common Shares are increased through the payment of a stock dividend, then there shall be substituted for or added to each Option Share subject to or which may become subject to an Option under this Plan, the number and kind of shares or other securities into which each outstanding Option Share is so changed, or for which each such Option Share is exchanged, or to which each such Option Share is entitled, as the case may be. Outstanding Options under the Option Agreements shall also be appropriately amended as to price and other terms as may be necessary to reflect the foregoing events. In the event that there is any other change in the number or kind of the outstanding Common Shares or of any shares or other securities into which such Option Shares are changed, or for which they have been exchanged, then, if the Board shall, in its sole discretion, determine that such change equitably requires an adjustment in any Option theretofore granted or which may be granted under the Plan, such adjustment shall be made in accordance with such determination. Notwithstanding the foregoing, any adjustment or amendment to an Option Agreement outstanding Options under this Plan other than as a consequence of a consolidation or split of Common Shares shall be subject to prior acceptance of the Exchange.

(c) Fractional shares resulting from any adjustment in Options pursuant to this Section 8 will be cancelled. Notice of any adjustment shall be given by the Company to each holder of an Option which has been so adjusted and such adjustment (whether or not such notice is given) shall be effective and binding for all purposes of the Plan.

9. PAYMENT

Subject as hereinafter provided, the full purchase price for each of the Option Shares shall be paid by certified cheque in favour of the Company upon exercise thereof. An Optionee shall have none of the rights of a shareholder in respect of the Option Shares until the shares are issued to such Optionee.

10. SECURITIES LAW REQUIREMENTS

No Option shall be exercisable in whole or in part, nor shall the Company be obligated to issue any Option Shares pursuant to the exercise of any such Option, if such exercise and issuance would, in the opinion of counsel for the Company, constitute a breach of any applicable laws from time to time, or the rules from time to time of the Exchange. Each Option shall be subject to the further requirement that if at any time the Board determines that the listing or qualification of the Option Shares under any securities legislation or other applicable law, or the consent or approval of any governmental or other regulatory body (including the Exchange), is necessary as a condition of, or in connection with , the issue of the Option Shares hereunder, such Option may not be exercised in whole or in part unless such listing, qualification, consent or approval has been effected or obtained free of any conditions not acceptable to the Board.

11. AMENDMENT OF THE PLAN

Subject to prior approval of the Exchange, the Board may amend, suspend or terminate the Plan or any portion thereof at any time, but an amendment may not be made without the approval of the shareholders of the Company unless such amendment is a correction of a typographical error or clarifies existing provisions of this Plan that do not have the effect of altering the scope, nature and intent of such provisions.

12. POWER TO TERMINATE OR AMEND PLAN

Subject to the approval of any stock exchange on which the Company's securities are listed, the Board may terminate, suspend or amend the terms of the Plan; provided, that any such amendment is subject to shareholder approval or disinterested shareholder approval of the Company, as the case may be, pursuant to the policies of the Exchange.

13. SHAREHOLDER APPROVAL

For greater certainty, without limitation, amendments to any of the following provisions of this Plan are subject to approval of the shareholders of the Company:

(a) persons eligible to be granted or issued Options under this Plan;

(b) the maximum percentage of Common Shares that are issuable under this Plan;

(c) the limits under this Plan on the amount of Options that may be granted or issued to any one person or any category of persons;

(d) the method for determining the exercise price of Options;

(e) the maximum term of Options;

(f) the expiry and termination provisions applicable to Options, including the addition of a blackout period;

(g) the addition of a Net Exercise (as defined under the policies of the Exchange); and

(h) any method or formula for calculating prices, values or amounts under this Plan that may result in a benefit to an Optionee.

Notwithstanding the foregoing, the following amendments to this Plan will not be subject to approval of the shareholders of the Company: (i) amendments to fix typographical errors; and (ii) amendment to clarify existing provisions of this Plan that do not have the effect of altering the scope, nature and intent of such provisions.

Subject to the policies of the Exchange, without limitation, the following will require approval of disinterested shareholders of the Company:

(a) any amendments to this Plan that could result in exceeding any of the limits set forth in Section 7(g) of this Plan;

(b) any amendment to an Option held by an insider of the Company that would have the effect of decreasing the exercise price of the Option;

(c) any grant of an Option prior to shareholder approval of this Plan; and

(d) any amendment to the Plan or an Option that results in a benefit to an insider of the Company, which includes the cancellation of an Option and grant of a new Option to the same person with one year.

YORK HARBOUR METALS INC.

STOCK OPTION PLAN

OPTION AGREEMENT

This Option Agreement is entered into between **[COMPANY NAME]** (the "**Corporation**") and the Optionholder named below pursuant to the Corporation's Option Plan (the "**Plan**"), a copy of which is attached hereto, and confirms that:

1. On ____ (the "**Grant Date**");
2. ____ (the "**Optionholder**");
3. Was granted a non-assignable option to purchase _____________________ Common Shares (the "**Optioned Shares**") of the Corporation;
4. At a price (the "**Exercise Price**") of $__________ per Optioned Shares; and
5. For a term expiring at 5:00 p.m., Vancouver time, on ______________________ (the "**Expiry Date**").

All on the terms and subject to the conditions set out in the Plan. By signing this agreement, the Optionholder acknowledges that he or she has read and understands the Plan.

UNLESS PERMITTED UNDER SECURITIES LEGISLATION, THE HOLDER OF THIS SECURITY MUST NOT TRADE THE SECURITY BEFORE __________________________.

Without prior written approval of the TSX Venture Exchange and in compliance with all applicable securities legislation, the Option Shares represented by this Option Agreement may not be sold, transferred, hypothecated or otherwise traded on or through the facilities of the TSX Venture Exchange or otherwise in Canada or to or for the benefit of a Canadian resident until _____________________.

IN WITNESS WHEREOF the Corporation and the Optionholder have executed this Option Agreement as of _____________________, 20____.

[COMPANY NAME]

By: _____________________________

By: _____________________________

____
Name of Optionholder

____
Signature of Optionholder

YORK HARBOUR METALS INC.

STOCK OPTION PLAN

NOTICE OF EXERCISE

[COMPANY NAME]
[Company Address]

Attention: Corporate Secretary

Reference is made to the Option Agreement made as of ___________________, 20_____, between **[COMPANY NAME]** (the "**Corporation**") and the Optionholder. The Optionholder hereby exercises the Option to purchase Common Shares (the Optioned Shares") of the Corporation as follows:

Number of Optioned Shares for which Option being exercised:	____________________
Exercise Price per Optioned Share:	$___________________
Total Exercise Price (in the form of a cheque (which need not be certified) or bank draft tendered with this Notice of Exercise):	$____________________
Name of Optionholder as it is to appear on share certificate:	____________________________________
Address of Optionholder as it is to appear on the register of Common Shares of the Corporation and to which a certificate representing the Common Shares being purchased is to be delivered:	____________________________________ ____________________________________

Date _______________________, 20_____.

____
Name of Optionholder

____
Signature of Optionholder

SCHEDULE E

RSU PLAN

[*See Attached*]

RESTRICTED SHARE UNIT PLAN

1. Purpose

(a) **Background.** The Issuer currently has in place the Stock Option Plan pursuant to which Options may be granted to purchase Shares of the Issuer. Subject to section 14 hereof, the Issuer now also adopts this RSU Plan on the terms and conditions herein set forth (as may be amended from time to time) in order to provide the Issuer with flexibility in designing various equity-based compensation arrangements for the Directors, Employees, Consultants and other Persons engaged to provide ongoing services to the Issuer and its Affiliates, other than Persons involved in Investor Relations Activities relating to the Issuer. The Issuer and the Participant represents that Employees, Consultants or Management Company Employees who are granted Awards under this RSU Plan will be *bona fide* Employees, Consultants or Management Company Employees at the time of grant. Section 14 hereof sets forth the provisions concerning the effective date of the RSU Plan, its termination and application to Awards under the existing and continuing Stock Option Plan.

(b) **Purpose.** The purpose of this RSU Plan is to advance the interests of the Issuer by encouraging Directors, Employees and Consultants to receive equity-based compensation and incentives, thereby (i) increasing the proprietary interests of such Persons in the Issuer, (ii) aligning the interests of such Persons with the interests of the Issuer's shareholders generally, (iii) encouraging such Persons to remain associated with the Issuer, and (iv) furnishing such Persons with additional incentive in their efforts on behalf of the Issuer. The Board also contemplates that through the RSU Plan, the Issuer will be better able to compete for and retain the services of the individuals needed for the continued growth and success of the Issuer.

Restricted Share Units granted pursuant to this RSU Plan will be used to compensate Participants for their individual performance-based achievements and are intended to supplement stock option awards in this specific respect. The goal of such grants is to more closely tie Awards to individual performance based on established Performance Criteria.

2. Definitions

For purposes of this RSU Plan, the following terms shall have the meaning set forth below:

(a) "**Act**" means the *Business Corporations Act* (British Columbia), or its successor, as amended, from time to time.

(b) "**Affiliate**" has the meaning ascribed to that term in section 2 of Policy 1.1 of the TSXV.

(c) "**Associate**" has the meaning ascribed to that term in section 1.2 of Policy 1.1 of the TSXV.

(d) "**Awards**" means the Restricted Share Units.

(e) "**Board**" means the board of directors of the Issuer.

(f) "**Change of Control**" has the meaning ascribed to that term in section 1.2 of Policy 1.1 of the TSXV.

(g) "**Committee**" means the Board, or if the Board so determine in connection with section 3 hereof, the committee of the Board authorized to administer the RSU Plan.

(h) "**Company**" means a company, incorporated association, or organization, body corporate, partnership, trust, association or other entity other than an individual.

(i) "**Consultant**" means, in relation to the Issuer, an individual (other than a Director, Officer or Employee of the Issuer or of any of its subsidiaries) or Company that:

(i) is engaged to provide on an ongoing bona fide basis, consulting, technical, management or other services to the Issuer or to any of its subsidiaries, other than services provided in relation to a Distribution;

(ii) provides the services under a written contract between the Issuer or any of its subsidiaries and the individual or the Company, as the case may be; and

(iii) in the reasonable opinion of the Issuer, spends or will spend a significant amount of time and attention on the affairs and business of the Issuer or any of its subsidiaries.

(j) "**Control**" means, with respect to any Person, the possession, directly or indirectly, severally or jointly, of the power to direct or cause the direction of the management and policies of such Person, whether through the ownership of voting securities, by contract or credit arrangement, as trustee or executor, or otherwise.

(k) "**Director**" means a director, senior officer or Management Company Employee of the Issuer, or a director, senior officer or Management Company Employees of the Issuer's subsidiaries.

(l) "**Disability**" means a physical injury or mental incapacity of a nature which the Committee determines prevents or would prevent the Grantee from satisfactorily performing the substantial and material duties of his or her position with the Issuer.

(m) "**Disinterested Shareholder Approval**" means that the proposal must be approved by a majority of the votes cast at the shareholders' meeting other than votes attaching to securities beneficially owned by Insiders and their Associates to whom Shares may be issued pursuant to this RSU Plan.

(n) "**Effective Date**" means the date as of which an Award shall take effect, provided that the Effective Date shall not be a date prior to the date the Granting Authority determines an Award shall be made and, unless otherwise specified by the Granting Authority, the Effective Date will be the date the Granting Authority determines an Award shall be made.

(o) "**Eligible Person**" means, from time to time, any Director or Employee of the Issuer or an Affiliate of the Issuer, or a company wholly owned by such an individual, and any Consultant, excluding Persons involved in Investor Relations Activities relating to the Issuer.

(p) "**Eligible Retirement**" means, if determined by the Granting Authority in its sole discretion, termination of service, under circumstances as shall constitute retirement for age as determined by the Granting Authority or in accordance with the written policies established by the Granting Authority as they may be amended or revised from time to time.

(q) **Employees**" means:

(i) an individual who is considered an employee under the ITA (such as an individual for whom income tax, employment insurance and Canadian Pension Plan deductions must be made at the source) of the Issuer or any Affiliate;

(ii) an individual who works full-time for the Issuer or any Affiliate thereof providing services normally provided by an employee and who is subject to the same control and direction by the Issuer or any Affiliate thereof over the details and methods of work as an employee of the Issuer or any Affiliate thereof, but for whom income tax deductions are not made at the source; or

(iii) an individual who works for the Issuer or any Affiliate thereof on a continuing and regular basis for a minimum amount of time per week providing services normally provided by an employee and who is subject to the same control and direction by the Issuer or any Affiliate thereof over the details and methods of work as an employee of the Issuer or any Affiliate thereof, but for whom income tax deductions are not made at the source.

(r) "**Exchange**" means the TSXV or such other stock exchange where the Shares are listed for trading as at the relevant time.

(s) "**Grant Date**" means the date on which an Award is granted to a Participant.

(t) "**Granting Authority**" means the Board, the Committee or other committee, as applicable, that is charged with exercising the powers and responsibility as to a specific matter in question affecting this RSU Plan or an Award.

(u) "**Insiders**" has the same meaning ascribed to that term in section 1.2 of Policy 1.1 of the TSXV.

(v) "**Issuer**" means [COMPANY NAME], a Company existing under the Act, and includes any successor Company thereof.

(w) "**Investor Relations Activities**" has the same meaning ascribed to that term in section 1.2 of Policy 1.1 of the TSXV.

(x) "**Investor Relations Service Provider**" includes any Consultant that perform Investor Relations Activities and any Director, Officer, Employee, or Management Company Employee whose role and duties primarily consist of Investor Relations Activities.

(y) "**ITA**" means the *Income Tax Act* (Canada) and any regulations thereunder as amended from time to time.

(z) "**Management Company Employee**" means an individual employed by a Person providing management services to the Issuer, which are required for the ongoing successful operation of the business enterprise of the Issuer, but excluding a Person involved in Investor Relations Activities relating to the Issuer.

(aa) "**Market Price**" of a Share as of a relevant date shall mean the fair market value as determined by the Granting Authority:

(i) in accordance with the rules of the TSXV if the Shares are then listed on such Exchange; or

(ii) if the Shares are not publicly traded at the time a determination of its fair market value is required to be made hereunder, the determination of fair market value shall be made in good faith by the Granting Authority using any fair and reasonable means selected in the Granting Authority's discretion.

(bb) "**Option**" means an option granted in accordance with the terms of the Stock Option Plan to purchase a Share.

(cc) "**Participants**" or "**Grantees**" means those individuals to whom Awards have been granted from time to time under the RSU Plan.

(dd) "**Performance Criteria**" means such financial, personal and/or other performance criteria as may be determined by the Granting Authority with respect to Awards of Restricted Share Units and, for greater certainty, the Committee may take into consideration the present and potential contributions of and the services rendered by the particular Participant to the success of the Issuer and any other factors which the Granting Authority deems appropriate and relevant.

(ee) "**Person**" means a Company or an individual.

(ff) "**Restricted Period**" means the period established by the Granting Authority with respect to an Award during which the Award either remains subject to forfeiture or is not exercisable by the Participant.

(gg) "**Restricted Share Unit**" means a right, granted in accordance with section 6 hereof, to receive a Share.

(hh) "**RSU Plan**" means this Restricted Share Unit Plan, as amended and restated from time to time.

(ii) "**Security Based Compensation**" includes any Deferred Share Unit, Performance Share Unit, Restricted Share Unit, Securities for Services, Stock Appreciation Right, Stock Option, Stock Purchase Plan, any security purchased from treasury by a Participant.

(jj) "**Shareholder Approval Date**" means the date on which this RSU Plan is approved by the shareholders of the Issuer.

(kk) "**Shares**" means the common shares of the Issuer, as adjusted in accordance with the provisions of section 9 hereof.

(ll) "**Stock Option Plan**" means the Issuer's stock option incentive plan as it exists on the date hereof and as may be amended from time to time.

(mm) "**Termination**" means: (i) in the case of an Employee, the termination of the employment of the Employee with or without cause by the Issuer or an Affiliate or the cessation of employment of the Employee with the Issuer or an Affiliate, other than the Eligible Retirement, of the Employee; and (ii) in the case of a Consultant, the termination of the services of the Consultant by the Issuer or any Affiliate.

(nn) "**TSXV**" means the TSX Venture Exchange.

(oo) "**TSXV Hold Period**" means the day that is four months and one day after the date of granting of the Award.

(pp) "**Vested**" or "**Vesting**" means, with respect to an Award, that the applicable conditions established by the Granting Authority or this RSU Plan have been satisfied or, to the extent permitted under the RSU Plan, waived, whether or not the Participant's rights with respect to such Award may be conditioned upon prior or subsequent compliance with any confidentiality, non-competition or non-solicitation obligations, provided that no RSU shall vest within one year of the date of grant except in the event of death of the holder or the holder ceases to be an Eligible Person in connection with a Change of Control, takeover bid, reverse takeover or similar transaction.

3. Administration

(a) **Powers of the Board and the Committee.** Subject to and consistent with the terms of the RSU Plan, applicable law and applicable rules of the Exchange, and subject to the provisions of any charter adopted by the Board with respect to the powers, authority and operation of the Committee (as amended from time to time), the Board will have the general power to administer the RSU Plan in accordance with its terms (including all powers specified in clause 3(a)(ii) hereof and make all determinations required or permitted to be made, provided, however, that the Board may delegate all or any portion of such powers to the Committee or to other committees and provided, further, that with respect to Awards of the Issuer's executive officers, the Committee shall have such powers as are set forth in clause 3(a)(i) hereof.

(i) Specific Provisions Concerning Delegation of Authority to the Committee. In addition to any authority of the Committee specified under any other terms of the RSU Plan, and notwithstanding any other provision herein to the contrary, insofar as Awards under the RSU Plan are to be made to executive officers, the Committee will make recommendations to the Board with respect to Awards.

The foregoing shall not limit the Board in delegating any other powers to the Committee or in delegating any or all determinations or other powers with respect to certain types of Awards, including the full power to make Awards and to exercise the other powers set forth in clause 3(a)(ii) hereof and the other powers granted herein to the Granting Authority.

(ii) Specific Powers of the Granting Authority. Without limiting the lead-in paragraph of subsection 3(a) hereof, the powers of the Granting Authority shall include the powers to, subject to subsection 10(c) hereof:

(1) interpret the RSU Plan and instruments of grant evidencing the Awards;

(2) prescribe, amend and rescind such procedures and policies, and make all determinations it deems necessary or desirable for the administration and interpretation of the RSU Plan and instruments of grant evidencing Awards;

(3) determine those Persons who are eligible to be Participants, grant one or more Awards to such Persons and approve or authorize the applicable form and terms of the related instrument of grant;

(4) determine the terms and conditions of Awards granted to any Participant, including, without limitation, and subject always to the RSU Plan (1) subject to

subsection 4(b) and 4(c), the type, and number of Shares subject to an Award, (2) the conditions to the Vesting of an Award or any portion thereof, including terms relating to lump sum or instalment Vesting, the period for achievement of any applicable Performance Criteria as a condition to Vesting and the conditions, if any, upon which Vesting of any Award or portion thereof will be waived or accelerated without any further action by the Granting Authority, (3) the circumstances upon which an Award or any portion thereof shall be forfeited, cancelled or expire, (4) the consequences of a Termination with respect to an Award, (5) the manner of exercise or settlement of the Vested portion of an Award, including whether an Award shall be settled on a current or deferred basis, and (6) whether and the terms upon which any Shares delivered upon exercise or settlement of an Award must continue to be held by a Participant for any specified period;

(5) set forms of consideration, if any, to be paid with respect to the settlement of an Award (except to the extent certain forms of consideration must be paid to satisfy the requirements of applicable law);

(6) determine whether and the extent to which any Performance Criteria or other conditions applicable to Vesting of an Award have been satisfied or shall be waived or modified;

(7) amend the terms of any instrument of grant or other documents evidencing Awards; provided, however, that subject to subsection 5(d) hereof, no amendment of an Award may, without the consent of the holder of the Award, adversely affect such Person's rights with respect to such Award in any material respect;

(8) accelerate or waive any condition to the Vesting of any Award, all Awards, any class of Awards or Awards held by any group of Participants, provided that the RSUs shall not vest within one year of the date of grant except in the event of death of the holder or the holder ceases to be an Eligible Person in connection with a Change of Control, takeover bid, reverse takeover or similar transaction; and

(9) determine whether and the extent to which adjustments shall be made pursuant to section 9 hereof and the terms of any such adjustments.

However, the Granting Authority shall not have any discretion under this subsection 3(a) or any other provisions of the RSU Plan that would modify the terms or conditions of any Award that is intended to be exempt from the definition of "salary deferral arrangement" in the ITA if the exercise of such discretion would cause the Award to not be or cease to be exempt. The Granting Authority will also exercise its discretion in good faith in accordance with the Issuer's intention that the terms of the Awards and the modifications or waivers permitted hereby are in compliance with applicable law and the rules of the Exchange.

(b) **Effects of Granting Authority's Decision.** Any action taken, interpretation or determination made, or any rule or regulation adopted by the Granting Authority pursuant to this RSU Plan shall be made in its sole discretion and shall be final, binding and conclusive on all affected Persons, including, without limitation, the Issuer, any of its Affiliates, any Grantee, holder or beneficiary of an Award, any shareholder and any Eligible Person.

(c) **<u>Liability Limitation and Indemnification.</u>** No member of the Granting Authority or the Board generally shall be liable for any action or determination made in good faith pursuant to the RSU Plan or any instrument of grant evidencing any Award granted under the RSU Plan. To the fullest extent permitted by law, the Issuer shall indemnify and save harmless, and shall advance and reimburse the expenses of, each Person made, or threatened to be made, a party to any action or proceeding in respect of the RSU Plan by reason of the fact that such Person is or was a member of the Granting Authority or is or was a member of the Board in respect of any claim, loss, damage or expense (including legal fees) arising therefrom.

(d) **<u>Delegation and Administration.</u>** The Granting Authority may, in its discretion, delegate such of its powers, rights and duties under the RSU Plan, in whole or in part, to such committee, Person or Persons as it may determine, from time to time, on terms and conditions as it may determine, except the Granting Authority shall not, and shall not be permitted to, delegate any such powers, rights or duties: (i) with respect to the grant, amendment, administration or settlement of any Award of a Participant, (ii) with respect to the establishment or determination of the achievement of the Performance Criteria, or (iii) with respect to any matter that would be in violation of applicable law or the rules of any Exchange. The Granting Authority may also appoint or engage a trustee, custodian or administrator to administer and implement the RSU Plan or any aspect of it, subject to the exception of the immediately preceding sentence hereof.

4. Shares Subject to the Plan

(a) **<u>Aggregate Plan Limits.</u>** Subject to adjustment pursuant to section 9 hereof, the maximum aggregate number of Shares that may be reserved for issue at any given time in connection with the Awards granted under this RSU Plan shall not exceed **5,892,087 Shares** at any point in time (being 10% of the issued and outstanding Shares as at the date on which the Board approved this RSU Plan) unless Disinterested Shareholder Approval for an additional listing of Shares under this RSU Plan has been obtained. Notwithstanding the foregoing, at no time shall the number of Shares that may be reserved for issue under this RSU Plan exceed the fixed number of 5,892,087 Shares.

(b) **<u>Certain Additional Limits.</u>** Notwithstanding anything to the contrary in this RSU Plan, as long as the Shares are listed on the TSXV,

(i) the maximum number of Shares which may be reserved for issue pursuant to this RSU Plan to all Insiders shall not, at any point in time, exceed a total aggregate of **5,892,087** Shares (being 10% of the issued and outstanding Shares as at the date on which the Board approved this RSU Plan) less the number of Shares issuable at any point in time to all Insiders under all other Security Based Compensation Plans, unless the Issuer has received Disinterested Shareholder Approval;

(ii) the maximum number of Shares which may be reserved for issue pursuant to this RSU Plan to all Insiders within a 12 month period shall not exceed **5,892,087** Shares (being 10% of the issued and outstanding Shares as at the date on which the Board approved this RSU Plan) less the number of Shares issuable to all Insiders in any such 12 month period under all other Security Based Compensation Plans, calculated as at the date of grant or issuance to any Insider, unless the Issuer has received Disinterested Shareholder Approval;

(iii) the maximum number of Shares which may be reserved for issue pursuant to this RSU Plan to any one Person within a 12 month period shall not exceed **2,946,043** Shares(being 5% of the issued and outstanding Shares as at the date on which the Board approved this RSU Plan) less the number of Shares issuable in any such 12 month period to such Person under all other Security Based Compensation Plans, calculated as at the date of grant or issuance to any Person, unless the Issuer has received Disinterested Shareholder Approval;

(iv) the maximum number of Shares which may be reserved for issue pursuant to this RSU Plan to any one Consultant or Consultant Company in any 12 month period shall not exceed **1,178,417** Shares (being 2% of the issued and outstanding Shares as at the date on which the Board approved this RSU Plan) less the number of Shares issuable in any such 12 month period to such Consultant under all other Security Based Compensation Plans, calculated as at the date of grant or issuance, unless the Issuer has received Disinterested Shareholder Approval; and

(v) Investor Relations Service Providers may not receive any Security Based Compensation under this RSU Plan.

(c) **Source of Shares.** Except as expressly provided in the RSU Plan, Shares delivered to Participants in connection with the exercise or settlement of Awards may be authorized but unissued Shares. The Board shall take such action as may be necessary to authorize and reserve for issue from unissued Shares such number of Shares as may be necessary to permit the Issuer to meet its obligations under the RSU Plan, provided, however, that the Issuer may satisfy its obligations from treasury shares.

(d) **Legends.** In addition to any resale restrictions required under applicable securities laws or the policies of the TSXV, all Awards issued to Insiders or granted at a discount to the Market Price, and any Shares issued upon the Vesting of the Awards prior to the expiry of the TSXV Hold Period, must be legended as prescribed under the policies of the TSXV with the TSXV Hold Period commencing on the date the Awards were granted.

5. General Provisions Relating to Awards

(a) **Eligibility.** Awards will be granted only to those Persons who are, at the time of the grant, Eligible Persons. In determining whether an Eligible Person shall receive an award and the terms of such Award, the Issuer may consider, among other things, the nature of the services rendered to the Issuer or its subsidiaries by the Eligible Person, their present and potential contributions to the success of the Issuer. If the Participant is a Company, excluding Participants that are Consultants, it must provide to the Exchange, if the Exchange is the TSX Venture Exchange, with a completed *Certification and Undertaking Required from a Company Granted Security Based Compensation* in the form of *Schedule "A" to Form 4G – Summary Form – Security Based Compensation*. Any Company to be granted Security Based Compensation, other than a Consultant, must agree not to effect or permit any transfer of ownership or option of securities of the Company nor to issue further shares of any class in the Company to any other individual or entity as long as the Security Based Compensation remains outstanding, except with the prior written consent of the Exchange.

(b) **Terms of Grant.** Subject to the other express terms of this RSU Plan, grants of Awards under the RSU Plan shall contain such terms and conditions as the Granting Authority may specify. Without limiting the foregoing,

(i) Each Award granted under the RSU Plan shall be evidenced by an instrument of grant, in such form or forms as the Granting Authority shall approve from time to time, which shall set forth such terms and conditions consistent with the terms of the RSU Plan as the Granting Authority may determine. Each instrument of grant shall set forth, at a minimum, the type and Effective Date of the Award evidenced thereby, the number of Shares subject to such Awards and the applicable Vesting conditions. Reference in the RSU Plan to an instrument of grant shall include anysupplements or amendments thereto.

(ii) The term or Restricted Period of each Award that is a Restricted Share Unit shall be for such period as may be determined by the Granting Authority, provided, however, that in no event shall the term of any Restricted Share Unit exceed a period of 10 years (or such other shorter term as may be required in respect of an Award so that such Award does not constitute a "salary deferral arrangement" as defined in subsection 248(1) of the ITA), subject to extension of such term where such term expires during a trading blackout period pursuant to the corporate governance policies of the Issuer, provided that such extension may not be longer than 10 business days after the expiry of the blackout period.

(iii) The terms, conditions and/or restrictions contained in an Award may differ from terms, conditions and restrictions contained in any other Awards.

(iv) The Granting Authority may specify such other terms and conditions, consistent with the terms of the RSU Plan, as the Granting Authority shall determine or as shall be required under any other provisions of the RSU Plan. Such terms may include, without limitation, provisions requiring forfeiture of Awards in the event of termination of employment by the Participant and provisions permitting a Participant to make elections relating to his or her Award.

(c) **Vesting Conditions.** Subject to terms of the RSU Plan, the Granting Authority shall determine any and all conditions to the Vesting of all and/or any portion of Awards and shall specify the material terms thereof in the applicable instrument of grant on, or as soon as reasonably practicable following, the Effective Date of the Award. Vesting of an Award, or portion thereof, may be conditioned upon passage of time, continued employment, satisfaction of Performance Criteria, or any combination of the foregoing, as determined by the Granting Authority. For greater certainty, no Award may vest before the date that is one year following the date it is granted or issued.

(d) **Change of Control.** Any Restricted Share Units that are not yet Vested shall, upon the date of a Change of Control, become fully Vested and the holder shall receive a cash payment within 30 days of the date of Change of Control equal to the number of the holder's Restricted Share Units multiplied by the fair market value of the Company's Shares as at the date of the Change of Control.

(e) **Fractional Shares.** No fractional Shares shall be issued under the RSU Plan and there shall be no entitlement or payment for any fractional Shares and no payment shall be made in lieu of a fractional Share.

(f) **Compliance with the ITA.** The terms and conditions applicable to any Award (or portion thereof) granted to a Participant who is subject to taxation under the ITA are intended to comply with the ITA. Without limiting the foregoing,

(i) the terms of any such Award (or portion thereof) permitting the deferral of payment or other settlement thereof shall be subject to such requirements and shall be administered in such manner as the Committee may determine to be necessary or appropriate to comply with the applicable provisions of the ITA as in effect from time to time; and

(ii) any elections allowed to be exercised by a Participant shall be deemed to be void or shall be deemed amended or altered so as not to cause the Award to be considered a "salary deferral arrangement" under the ITA, as defined in subsection 248(1) or create adverse tax consequences under the ITA.

6. Restricted Share Units

(a) **<u>Grants.</u>** The Granting Authority may from time to time grant one or more Awards of Restricted Share Units to Eligible Persons on such terms and conditions, consistent with the RSU Plan, as the Granting Authority shall determine and which terms shall be contained in a grant agreement substantially in the form annexed hereto as <u>Schedule A</u> in respect of Restricted Share Units.

(b) **<u>Vesting Terms.</u>** Restricted Share Units shall become Vested, no earlier than one year from the date of grant except in the event of death of the holder or the holder ceases to be an Eligible Person in connection with a change of control, takeover bid, reverse takeover, or similar transaction, at such times, in such instalments and subject to such terms and conditions consistent with subsection 5(c) hereof as may be determined by the Granting Authority and set forth in the applicable instrument of grant, provided that the conditions to Vesting of Restricted Share Units may be based on the Participant's continued employment and having regard to the satisfaction of any Performance Criteria established by the Granting Authority, provided however that Restricted Share Units shall become Vested and be paid out no later than December 31 of the third calendar year following the calendar year in which the Grantee rendered the services in respect of which the Award is being made (the "**Trigger Date**").

(c) **<u>Settlement.</u>** Unless otherwise determined by the Granting Authority (including by the terms of the Award of the RSU Plan) and subject to the immediately preceding sentence and to subsection 6(b) hereof, Restricted Share Units shall be settled upon or as soon as reasonably practicable following the Vesting thereof subject to payment or other satisfaction of all related withholding obligations in accordance with the provisions of this RSU Plan.

Notwithstanding the foregoing, Restricted Share Units shall also Vest in accordance with the following terms:

(i) upon the death of the Participant, all unvested Restricted Share Units credited to the Participant will Vest on the date the Issuer is duly notified of the Participant's death. The Shares represented by the Restricted Share Units held by the Participant shall be issued, as determined by the Granting Authority, to the Participant's estate forthwith;

(ii) in the case of Eligible Retirement of the Participant, all unvested Restricted Share Units credited to the Participant will Vest on the date of Eligible Retirement, and the Shares represented by Restricted Share Units held by the Participant shall be issued to the Participant forthwith;

(iii) in the case of total Disability of the Participant, all unvested Restricted Share Units credited to the Participant will Vest within 60 days following the date on which the Participant is determined to be totally disabled, and the Shares represented by Restricted Share Units held by the Participant shall be issued to the Participant forthwith; and

(iv) in the case of termination without cause by the Issuer of a Participant (other than Eligible Retirement), all unvested Restricted Share Units credited to the Participant shall Vest on the date of such termination, and the Shares represented by Restricted Share Units held by the Participant shall be issued to the Participant forthwith. For clarity, where a Participant is terminated for cause or where the Participant has voluntarily terminated his/her employment or service with the Issuer, all unvested Restricted Share Units as at the date of such termination or cessation of service shall be immediately cancelled without liability or compensation therefor and be of no further force and effect.

Settlement of Restricted Share Units in Shares shall be made by delivery of one Share for each such Restricted Share Unit then being settled, unless at the sole discretion of the Granting Authority, settlement is made by payment of the cash value of the market price (as defined under the policies of the TSXV) for the Shares as at the date of Vesting in lieu of delivery of one Share for each such Restricted Share Unit for any or all such Restricted Share Units.

Upon payment of any amount pursuant to settlement of Restricted Share Units granted under this section 6 in Shares, the particular Restricted Share Units in respect of which such payment was made shall be cancelled and no further payments (whether in Shares or otherwise) shall be made in relation to such Restricted Share Units.

If any Restricted Share Unit is cancelled in accordance with the terms of the RSU Plan or the agreements evidencing the grant, the Shares reserved for issue pursuant to such Award shall, upon cancellation of such Restricted Share Unit, revert to the RSU Plan and shall be available for other Awards, and no securities have been issued upon cancellation of the Restricted Share Unit.

(d) **Dividend Equivalents.** Neither the Participant nor his or her legal personal representative shall have any rights or privileges of a shareholder in respect of any of the Shares issuable upon exercise of the Award granted to him or her (including any right to receive dividends or other distributions therefrom or thereon) unless and until certificates representing such Shares have been issued and delivered.

(e) **No Other Benefit.**

(i) No amount will be paid to, or in respect of, a Participant (or a Person with whom the Participant does not deal at arm's length within the meaning of the ITA) under the RSU Plan to compensate for a downward fluctuation in the price of a Share or the value of any Award granted, nor will any other form of benefit be conferred upon, or in respect of, a Participant (or a person with whom the Participant does not deal at arm's length within the meaning of the ITA), for such purpose.

(ii) The Issuer makes no representations or warranties to Participants with respect to the RSU Plan or any Restricted Share Units whatsoever. Participants are expressly advised that the value of any Restricted Share Units in the RSU Plan will fluctuate as the trading price of the Shares fluctuates.

(iii) In seeking the benefits of participation in the RSU Plan, a Participant agrees to exclusively accept all risks associated with a decline in the trading price of the Shares and all other risks associated with the holding of Restricted Share Units.

7. Consequences of Termination

(a) **General Provisions.** Unless otherwise determined by the Granting Authority (including by the terms of the Award or the RSU Plan).

(i) If a Grantee is terminated for any reason whatsoever other than death, total Disability, Eligible Retirement, termination without cause by the Issuer, subject to subsection 6(c) hereof, any non-vested Award granted pursuant to the RSU Plan outstanding at the time of such termination and all rights thereunder shall wholly and completely terminate and no further Vesting shall occur.

(ii) If employment of a Grantee is terminated for cause or retirement which is not Eligible Retirement or is otherwise voluntarily terminated by the Grantee, any non-Vested Award granted pursuant to the RSU Plan outstanding at the time of such termination and all rights thereunder shall wholly and completely terminate and no further Vesting shall occur.

(b) **Discretion of the Granting Authority.** Notwithstanding any other provision hereof and without limiting the discretion of the Granting Authority, the Granting Authority may (whether by terms of the Award or by its election notwithstanding the terms of an Award):

(i) allow non-Vested Awards to be treated as Vested upon termination of employment or service of a Participant, as to any or all of termination, death or total Disability;

(ii) provide that the Awards with respect to certain classes, types or groups of Participants will have different acceleration, forfeiture, termination, continuation or other terms than other classes, types or groups of Participants;

(iii) provide for the continuation of any Award for such period which is not longer than 12 months and upon such terms and conditions as are determined by the Granting Authority in the event that a Participant ceases to be an Eligible Person;

(iv) subject to the applicable rules of the Exchange, provide that Vested Awards may be exercised for periods longer or different from those set forth in subsection 7(a) hereof; or

(v) set any other terms for the exercise or termination of Awards upon termination of employment or service.

Notwithstanding the foregoing, all Awards granted to Participants who are subject to the ITA shall be on terms that will be designed to prevent them from being considered a "salary deferral arrangement" as defined in subsection 248(1) of the ITA.

(c) **Leave of Absence.** If an Employee is on sick leave or other bona fide leave of absence, such Person shall be considered an "Employee" for purposes of an outstanding Award during the period of such leave, provided that it does not exceed 90 days (or such longer period as may be determined by the Granting Authority in its sole discretion), or, if longer, so long as the Person's right to reemployment is guaranteed either by statute or by contract. If the period of leave exceeds 90 days (or such longer period as may be determined by the Granting Authority in its sole discretion), the employment relationship shall be deemed to have been terminated on the 91st day (or the first day immediately following any period of leave in excess of 90 days as approved by the Granting Authority) of such leave, unless the Person's right to reemployment is guaranteed by statute or contract.

8. Transferability

(a) **Transfer Restrictions.** No Award, and no rights or interests therein, shall or may be assigned, transferred, sold, exchanged, encumbered, pledged or otherwise hypothecated or disposed of by a Participant other than by testamentary disposition by the Participant or the laws of intestate succession. No such interest shall be subject to execution, attachment or similar legal process including without limitation seizure for payment of the Participant's debts, judgments, alimony or separate maintenance.

(b) **Transfer upon Death of Participant.** In the case where transfer is made following the death of a Participant to the Participant's legal personal representative, such legal personal representative may only receive the entitlement under the Award provided that it is exercised (if exercisable) at any time up to and including, but not after, 5:00 p.m. (Vancouver time) on the date which is one year following the date of death of the Participant or up to 5:00 p.m. (Vancouver time) on the date on which the Award granted to such participant expires, whichever is the earlier; such entitlement shall only occur in cases where the Award has Vested in accordance with the provisions of the RSU Plan and where it is found that the Participant is legally entitled to the Award.

9. Adjustments

(a) **No Restriction on Action.** The existence of the RSU Plan and/or the Awards granted hereunder shall not limit, affect or restrict in any way the right or power of the Board or the shareholders of the Issuer to make or authorize (i) any adjustment, recapitalization, reorganization or other change in the capital structure or business of the Issuer, (ii) any merger, consolidation, amalgamation or change in ownership of the Issuer, (iii) any issue of bonds, debentures, capital, preferred or prior preference shares ahead of or affecting the capital Share of the Issuer or the rights thereof, (iv) any dissolution or liquidation of the Issuer, (v) any sale or transfer of all or any part of the assets or business of the Issuer, or (vi) any other corporate act or proceeding with respect to the Issuer. No Participant or any other Person shall have any claim against any member of the Board or the Granting Authority, or the Issuer or any employees, officers or agents of the Issuer as a result of any such action.

(b) Recapitalization Adjustment

(i) In the event that (A) a dividend shall be declared upon the Shares or other securities of the Issuer payable in Shares or other securities of the Issuer, (B) the outstanding Shares shall be changed into or exchanged for a different number or kind of shares or securities of the Issuer or of another Company or entity, whether through an arrangement, plan of arrangement, amalgamation, or other similar statutory procedure or a share recapitalization, subdivision, consolidation or otherwise, (C) there shall be any change, other than those specified in (A) or (B) above, in the number or kind of outstanding Shares or of any securities into which such Shares shall have been changed or for which they shall have been exchanged, or (D) there shall be a distribution of assets or shares to shareholders of the Issuer out of the ordinary course of business then, the Granting Authority shall determine whether an adjustment in the number of kind of Shares theretofore authorized but not yet covered by Awards, in the number or kind of Shares theretofore subject to outstanding Awards, in the number or kind of Shares generally available for Awards or available in any calendar year under the RSU Plan and/or such other adjustment as may be appropriate should be made, in order to ensure that, after any such event, the Shares subject to the RSU Plan and each Participant's proportionate interest shall be maintained substantially as before the occurrence of the event, and if the Granting Authority determines that an adjustment should be made, such adjustment shall be made and be effective and binding for all purposes. Any such adjustment other than a Share consolidation or Share split shall be subject to prior approval of the Exchange.

(ii) Any adjustment to any Award granted to a Participant which has been designed to fall within a specific exemption to the definition of "salary deferral arrangement" in subsection 248(1) of the ITA shall be such as to ensure the continued availability of such exemption.

10. Amendment and Termination

(a) General. Subject to subsection 10(b), the prior approval of any stock exchange on which the Companies securities are listed, the Board may terminate, suspend or amend the terms of this RSU Plan; provided that any such amendment is, subject to subsection 10(b), subject to shareholder approval or disinterested shareholder approval of the Company, as the case may be, pursuant to the policies of such stock exchange.

(b) Shareholder Approval. Any amendment to this RSU Plan shall be subject to shareholder approval or disinterested shareholder approval, as the case may be, as well prior approval of the Exchange (prior to such shareholder approval or disinterested shareholder approval) is necessary for any amendment to this RSU Plan; provided however, that this RSU Plan shall not be subject to approval of the Exchange or approval of the shareholders of the Company for: (i) amendments to fix typographical errors; and (ii) amendments to clarify existing provisions of this RSU Plan that do not have the effect of altering the scope, nature and intent of such provisions.

11. Regulatory Approval

Notwithstanding anything herein to the contrary, the Issuer shall not be obligated to cause to be issued any Shares or cause to be issued and delivered any certificates evidencing Shares pursuant to the RSU Plan, unless and until the Issuer is advised by its legal counsel that the issue and delivery of the Shares and such Share certificates is in compliance with all applicable laws, regulations, rules, orders of governmental or regulatory authorities in Canada, the United States and any other applicable jurisdiction, and the requirements of the Exchange. The Issuer shall in no event be obligated to take any action in order to cause the issue or delivery of Shares or such certificates to comply with any such laws, regulations, and delivery of such Shares or certificates and in order to ensure compliance with such laws, regulations, rules, orders and requirements, that the Participant, or any permitted transferee of the Participant under section 7 hereof or, after his or her death, the Participant's estate, as described in section 7 hereof, make such covenants, agreements and representations as the Granting Authority deems necessary or desirable.

12. No Additional Rights

No Person shall have any claim or right to be granted Awards under the RSU Plan, and the grant of any Awards under the RSU Plan shall not be construed as giving a Participant any right to continue in the employment of the Issuer or affect the right of the Issuer to terminate the employment of a Participant. Unless otherwise determined by the Granting Authority, neither any period of notice, if any, nor any payment in lieu thereof, upon Termination shall be considered as extending the period of employment for the purposes of the RSU Plan.

13. Miscellaneous Provisions

(a) **Shareholder Rights.** A Participant shall not have the right or be entitled to exercise any voting rights, receive any dividends or have or be entitled to any other rights as a shareholder in respect of Shares subject to an Award unless and until such Shares have been paid for in full and issued and certificates therefor have been issued to the Participant. A Participant entitled to Shares as result of the settlement of a Restricted Share Unit shall not be deemed for any purpose to be, or have any such rights as a shareholder of the Issuer by virtue of such exercise or settlement, except to the extent a Share certificate is issued therefor and then only from the date such certificate is issued. No adjustment shall be made for dividends or distributions or other rights for which the record date is prior to the date such Share certificate is issued.

(b) **Withholding.** The Issuer or any Affiliate may withhold from any amount payable to a Participant, either under this RSU Plan or otherwise, such amount as may be necessary so as to ensure that the Issuer or any Affiliate will be able to comply with the applicable provisions of any federal, provincial, state or local law relating to the withholding of tax or that any other required deductions are paid or otherwise satisfied, at the minimum statutory rate. Subject to the other provisions of the RSU Plan, the Issuer shall also have the right in its discretion to satisfy any such liability for withholding or other required deduction amounts by retaining or acquiring any Shares, or retaining any amount payable, which would otherwise be issued or delivered, provided or paid to a Participant hereunder. The Issuer may require a Participant, as a condition to the settlement of a Restricted Share Unit, to pay or reimburse the Issuer for any such withholding (at the minimum statutory rate) or other required deduction amounts related to the settlement of Restricted Share Units. For greater certainty, this §(b) does not supersede and is subject to the requirements of TSX Venture Exchange Policy 4.4 (the "**Policy**") and shall not result in the alteration of the exercise price other than in accordance with the Policy.

(c) **<u>Governing Law.</u>** The RSU Plan, all instruments of grant evidencing Awards granted hereunder and any other agreements or other documents relating to the RSU Plan shall be interpreted and construed in accordance with the laws of British Columbia (and the federal laws having application therein), except to the extent the terms of the RSU Plan, any supplement to the RSU Plan, or the Award in question expressly provides for application of the laws of another jurisdiction. The Granting Authority may provide that any dispute as to any Award shall be presented and determined in such forum as the Granting Authority may specify, including through binding arbitration. Any reference in the RSU Plan, in any instruments of grant evidencing Awards granted hereunder or in any other agreement or document relating to the RSU Plan to a provision of law or to a rule or regulation shall be deemed to include any successor law, rule or regulation of similar effect or applicability.

(d) **<u>Compliance with Securities Laws.</u>** The obligation of the Issuer to issue and deliver Shares in accordance with the RSU Plan is subject to applicable securities legislation and to the receipt of any approvals that may be required from any regulatory authority or stock exchange having jurisdiction over the securities of the Issuer. If Shares cannot be issued to a Participant upon the exercise of an Award for any reason whatsoever, the obligation of the Issuer to issue such Shares shall terminate and any funds paid to the Issuer in connection with the exercise of such Award will be returned to the relevant Participant as soon as practicable.

(e) **<u>Compliance with Laws of Other Jurisdictions.</u>** Awards may be granted to Participants who are citizens or residents of a jurisdiction other than Canada or the United States on such terms and conditions different from those under the RSU Plan as may be determined by the Granting Authority to be necessary or advisable to achieve the purposes of the RSU Plan while also complying with applicable local laws, customs and tax practices, including any such terms and conditions as my be set forth in any supplement to the RSU Plan intended to govern the terms of any such Award. In no event shall the eligibility, grant, exercise or settlement of an Award constitute a term of employment, or entitlement with respect to employment, of any employee.

(f) **<u>Funding.</u>** Except as would not result in adverse tax consequences to a Participant, no provision of the RSU Plan shall require or permit the Issuer, for the purpose of satisfying any obligations under the RSU Plan, to purchase assets or place any assets in a trust or other entity to which contributions are made or otherwise to segregate any assets, nor shall the Issuer maintain separate bank accounts, books, records or other evidence of the existence of a segregated or separately maintained or administered fund for such purposes. Participants shall have no rights under the RSU Plan other than as unsecured general creditors of the Issuer, except that insofar as they may have become entitled to payment of additional compensation by performance of services, they shall have the same rights as other Eligible Persons under general law.

(g) **<u>No Guarantee of Tax Consequences.</u>** Neither the Board, nor the Issuer nor the Granting Authority makes any commitment or guarantee that any specific tax treatment will apply or be available to any Person participating or eligible to participate hereunder.

14. Effective Date and Term of RSU Plan

(a) **<u>Effective Date of the Plan.</u>** The RSU Plan shall initially become effective on the Shareholder

Approval Date, which follows the prior approval of the Exchange. The effective date of any amendment to this RSU Plan shall be the date of approval by the shareholders of the Issuer following prior approval of the Exchange. If the shareholders do not approve the RSU Plan or any amendments to the RSU Plan, the RSU Plan or such amendments shall not be effective, and any and all actions taken prior thereto under the amendments effected hereby, including the making of any Awards subject to such approval being obtained, shall be null and void or shall, if necessary, be deemed to have been fully rescinded.

(b) **Effect on Existing Awards.** Subject to subsection 14(a) hereof, all new Awards granted on or after the effective date of the amendments as provided in subsection 14(a) hereof are granted under and subject to the terms of this RSU Plan as amended and restated and shall continue to be governed by the terms of such RSU Plan and to the terms of their individual granting instruments as in effect from time to time including provisions concerning change of control or other related events.

(c) **Termination.** The Board may suspend or terminate the RSU Plan at any time, provided that such suspension or termination shall not affect any Awards that became effective pursuant to the RSU Plan prior to such termination or suspension.

SCHEDULE A

RESTRICTED SHARE UNIT AGREEMENT

[All Awards issued to Insiders must include the following legend:

Without prior written approval of the TSX Venture Exchange and compliance with all applicable securities legislation, the securities represented by this agreement and the shares issuable upon the vesting thereof may not be sold, transferred, hypothecated or otherwise traded on or through the facilities of TSX Venture Exchange or otherwise in Canada or to or for the benefit of a Canadian resident until [insert the date that is four months and one day after the Grant Date of the Award].

THIS RESTRICTED SHARE UNIT AGREEMENT (the "**Agreement**") is made as of the ● day

of ●, ●.

B E T W E E N :

[COMPANY NAME]

(herein called the "Issuer")

- and -

●

(herein called the "Grantee")

This Agreement is made pursuant to the terms and conditions of the Issuer's Restricted Share Unit Compensation Plan (in effect from time to time, the "**RSU Plan**"), which is incorporated by reference herein. The Grantee accepts the terms and conditions of the RSU Plan and all rules and procedures adopted thereunder, as amended from time to time. In the event of any inconsistency between the terms of this Agreement and the terms of the RSU Plan, the terms of the RSU Plan shall prevail. Certain terms with initial capital letters used in this Agreement have the meanings set out in the RSU Plan.

Each RSU (as defined below) granted to the Grantee hereunder represents a right of the Grantee to receive one common share of the Issuer as presently constituted (each a "**Share**") on the terms set out herein.

The Issuer has granted to the Grantee, as of the Grant Date set out in exhibit 1 attached hereto, that number of restricted share units (the "**RSUs**") equal to the number of RSUs set out in exhibit 1 attached hereto, upon the terms and conditions set out in this Agreement, including the following:

Restricted Share Units. Each RSU granted to the Grantee hereunder represents a right of the Grantee to receive one Share on the date the said RSU vests.

Grantee's Notional Account. The Issuer shall maintain in its books a notional account for the Grantee (the "**Grantee's Account**") recording the number of RSUs granted to the Grantee and the number of RSUs that have Vested. Upon payment in satisfaction of vested RSUs through the issue of Shares from treasury, such Vested RSUs shall be cancelled.

Vesting. Subject to the earlier vesting provisions set out herein, the RSUs granted by the Issuer to the Grantee as set out on exhibit 1 attached hereto shall vest in accordance with the vesting provisions set out on exhibit 1 attached hereto (provided that in no event will the Grantee become entitled to acquire a fraction of a Share).

Notwithstanding the vesting provisions above, in the event of a Change of Control while the Grantee is employed by the Issuer or a wholly owned subsidiary of the Issuer or in the event that the Grantee terminates employment with the Issuer and its Subsidiaries by reason of Eligible Retirement, death or total Disability (as determined by the Committee in good faith) (each an "Accelerated Vesting Event"), the non-vested RSUs will:

(i) in the case of a Change of Control, Eligible Retirement or death being the Accelerated Vesting Event, immediately become 100% vested, or

(ii) in the case of total Disability being the Accelerated Vesting Event, vest on the 60th day following the Grantee's termination.

If the Grantee terminates employment with the Issuer and its Subsidiaries for any reason other than such Eligible Retirement, total Disability or death or termination without cause, any non-vested RSUs granted hereunder will be immediately cancelled without liability or compensation therefor and be of no further force and effect. For clarity, where the Grantee voluntarily terminates his/her employment with the Issuer or is otherwise terminated by the Issuer for cause, all non-Vested RSUs of the Grantee shall be immediately cancelled without compensation or liability therefor and be of no further force and effect.

In no event will the Grantee become entitled to acquire a fraction of a Share.

Settlement of Vested RSUs. Payment to the Grantee in respect of Vested RSUs will be made in the form of Shares only and will be evidenced by book entry registration or by a certificate registered in the name of the Grantee as soon as practicable following the date on which the RSUs become Vested; provided that the settlement date shall not be later than the third anniversary of the Grant Date and all payments in respect of Vested RSUs in the Grantee's Account shall be paid in full on or before December 31 of the same calendar year.

No Shareholder Rights. The Grantee will have none of the rights of a shareholder of the Issuer with respect to any Shares underlying the RSUs, including the right to vote such shares and receive any dividends that may be paid thereon, until such time, if any, that the Grantee has been determined to be a shareholder of record by the Issuer's transfer agent or one or more certificates of Shares are delivered to the Grantee in settlement thereof. Further, nothing herein will confer upon the Grantee any right to remain in the employ of the Issuer or its Subsidiaries.

RSUs Non-Transferable. RSUs are non-transferable (except to a Grantee's estate as contemplated under this Agreement).

No Other Benefit. No amount will be paid to, or in respect of, the Grantee under the RSU Plan to compensate for a downward fluctuation in the value of the Shares, nor will any other form of benefit be conferred upon, or in respect of, the Grantee for such purpose.

The Issuer makes no representations or warranties to the Grantee with respect to the RSU Plan or the RSUs whatsoever. The Grantee is expressly advised that the value of the RSUs in the RSU Plan will fluctuate as the value of Shares fluctuates.

In seeking the benefits of participation in the RSU Plan, the Grantee agrees to exclusively accept all risks associated with a decline in the value of Shares and all other risks associated with participation in the RSU Plan.

Withholding Tax. As set out in section 13 of the RSU Plan, if the Issuer determines that under the requirements of applicable tax laws the Issuer is obligated to withhold for remittance to any taxing authority any amount, the Issuer may require the Grantee to pay to the Issuer, such amount as the Issuer is obliged to remit in connection with the issue of the Shares as set out in section 13 of the RSU Plan.

Income Taxes: The Grantee acknowledges that he/she will be liable for income tax relating to grants and dispositions of RSUs. The Grantee hereby acknowledges that the Issuer is making no representation to him/her regarding taxes applicable to the Grantee and the Grantee will confirm the tax treatment with his/her own tax advisor.

No Inducement. By executing a copy of this Agreement, the Grantee hereby accepts the grant of RSUs and hereby confirms and acknowledges that his or her participation in the RSU Plan is voluntary and that he or she has not been induced to enter into this Agreement or participate in RSU Plan by expectation of employment or continued employment with the Issuer.

Reorganization. The existence of any RSUs shall not affect in any way the right or power of the Issuer or its shareholders to make or authorize any adjustment, recapitalization, reorganization or other change in the Issuer's capital structure or its business, or any amalgamation, combination, merger or consolidation involving the Issuer or to create or issue any bonds, debentures, shares or other securities of the Issuer or the rights and conditions attaching thereto or to effect the dissolution or liquidation of the Issuer or any sale or transfer of all or any part of its assets or business, or any other corporate act or proceeding, whether of a similar nature or otherwise.

Binding Effect. This Agreement shall enure to the benefit of and be binding upon the Issuer and the Grantee and each of their respective heirs, executors, administrators, successors and assigns.

Unfunded and Unsecured RSU Plan. Unless otherwise determined by the Board, this Agreement and the RSU Plan shall be unfunded and the Issuer will not secure its obligations under this Agreement or the RSU Plan. To the extent any Grantee or his or her estate holds any rights by virtue of a grant of RSUs under this Agreement, such rights (unless otherwise determined by the Board) shall be no greater than the rights of an unsecured creditor of the Issuer.

Governing Law. This Agreement shall be governed by, and interpreted in accordance with, the laws of the Province of British Columbia and the laws of Canada applicable therein, without regard to principles of conflict of laws.

Effective Date. The effective date of this Agreement shall be the Grant Date.

Severability. The invalidity or unenforceability of any provision of the RSU Plan or Agreement shall not affect the validity or enforceability of any other provision and any invalid or unenforceable provision shall be severed from this Agreement.

[COMPANY NAME]

____

Name:

Title:

Date:

GRANTEE

____

Signature of Grantee

Name:

Title:

Date:

EXHIBIT 1 to SCHEDULE "A" of [COMPANY NAME]

RESTRICTED SHARE UNIT COMPENSATION PLAN

NOTICE OF RESTRICTED SHARE UNITS GRANTED

Grantee: ____

Address:

____

____

____

You have been granted Restricted Share Units of [COMPANY NAME] (the "Issuer"), as follows:

Grant Date: ____

Number of Restricted Share Units: _________________________________

Starting Value of Restricted Share Unit Grant: _________________________

Vesting Schedule: ____

By your signature and the signature of the Issuer's representative below, you and the Issuer agree that this Restricted Share Unit Grant is granted under and governed by the terms and conditions of the Issuer's Restricted Share Unit Compensation Plan, as amended from time to time.

[COMPANY NAME]

____
Name:
Title:
Date:

GRANTEE

____
Signature of Grantee
Name:
Title:
Date:

SCHEDULE F

CERTIFICATE OF THE ISSUER

Pursuant to a resolution duly passed by its Board of Directors, York Harbour Metals Inc., hereby applies for the listing of the above-mentioned securities on the CSE. The foregoing contains full, true and plain disclosure of all material information relating to York Harbour Metals Inc. It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated at Vancouver, British Columbia, this 4th day of December, 2024.

DocuSigned by: 03D4B04E71CF4A2... Name: Blair Naughty Title: Chief Executive Officer and Director	DocuSigned by: B Schwabe 64DFCEFEC4C4453... Name: Brandon Schwabe Title: Chief Financial Officer
DocuSigned by: Leo Power 337F053B14A54DB... Name: Leo Patrick Power Title: Director	DocuSigned by: Richard Macey 58F24452DB03438... Name: Richard Macey Title: Director