CONSOLIDATED INTERIM UNAUDITED FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2023 AND 2022

(EXPRESSED IN CANADIAN DOLLARS)

Notice of No Auditor Review

These unaudited consolidated interim financial statements of Provenance Gold Corp. (the "Company") have not been reviewed by the auditors of the Company. This notice is being provided in accordance with Section 4.3 (3) (a) of National Instrument 51-102 - Continuous Disclosure Obligations.

PROVENANCE GOLD CORP.
Consolidated Statements of Financial Position
(Unaudited- Expressed in Canadian Dollars)

	Notes	September 30, 2023	December 31, 2022
		$	$
ASSETS			
Current Assets			
Cash and cash equivalents		**597,083**	385,857
GST/HST receivable		**3,932**	3,327
Prepaid expenses and deposits		**8,753**	5,948
Total Current Assets		**609,768**	395,132
Non-Current Assets			
Reclamation bonds		**36,685**	36,685
Exploration and evaluation assets	3	**2,955,257**	2,278,043
Total Non-Current Assets		**2,991,941**	2,314,728
Total Assets		**3,601,710**	2,709,860
Liabilities and Shareholders' Equity			
Current Liabilities			
Accounts payable and accrued liabilities		**20,158**	48,517
Loan payable	4	**47,500**	47,500
Total Liabilities		**67,658**	96,017
Shareholders' Equity			
Share capital	5	**8,495,598**	7,265,359
Contributed surplus	5	**495,096**	270,996
Accumulated deficit		**(5,456,642)**	(4,922,512)
Total Shareholders' Equity		**3,543,052**	2,613,843
Total Liabilities and Shareholders' Equity		**3,601,710**	2,709,860

Nature and continuance of operations (Note 1)

Approved on behalf of the Board

Director ____*"Rauno Perttu"*_______ Director ____*"Robert Clark*___
Rauno Perttu **Robert Clark**

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

PROVENANCE GOLD CORP.
Consolidated Statements of Operations and Comprehensive Loss
(Unaudited-Expressed in Canadian Dollars)

	Notes	Three Months Ended September 30 2023	Three Months Ended September 30 2022	Nine Months Ended September 30 2023	Nine Months Ended September 30 2022
		$	**$**	**$**	**$**
Expenses					
Consulting and management fees	8	**40,750**	57,000	**154,750**	243,500
Shareholder communications		**24,628**	17,500	**66,218**	101,216
General and administrative		**1,431**	2,063	**2,885**	4,088
Professional fees		**-**	24,724	**10,445**	51,264
Regulatory transfer agent fees		**7,903**	11,378	**24,397**	30,202
Travel		**2,156**	699	**10,993**	3,415
Share-based compensation	5	**-**	-	**224,100**	-
Loss before other items		**(76,868)**	(113,364)	**(493,788)**	(433,685)
Foreign exchange gain (loss)		**(71,171)**	(8,550)	**(40,396)**	(15,465)
Interest income	3	**22**	-	**53**	-
Net loss and comprehensive loss		**(148,017)**	(121,914)	**(534,131)**	(449,150)
Loss per share - basic and diluted		**(0.00)**	(0.00)	**(0.01)**	(0.01)
Weighted average number of common shares outstanding – basic and diluted		**80,896,955**	74,547,651	**80,002,362**	79,309.556

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

PROVENANCE GOLD CORP.
Consolidated Statements of Changes in Equity
(Unaudited-Expressed in Canadian Dollars)

	Note	Number of Shares	Share Capital	Contributed Surplus	Deficit	Total Shareholder's Equity
		#	$	$	$	$
Balance at December 31, 2021		**74,547,651**	**6,465,359**	**270,996**	**(3,876,125)**	**2,860,230**
Shares issued in private placement	5	5,000,000	800,000	-	-	800,000
Net and comprehensive loss		-	-	-	(449,150)	(449,150)
Balance at September 30, 2022		**79,547,651**	**7,265,349**	**270,996**	**(4,325,275)**	**3,211,080**
Balance at December 31, 2022		**79,547,651**	**7,265,359**	**270,996**	**(4,922,512)**	**2,613,843**
Shares issued in private placement, net of cost	5	15,517,000	1,230,239	-	-	1,230,240
Share-based compensation	5	-	-	224,100	-	224,100
Net and comprehensive loss		-	-	-	(534,131)	(534,131)
Balance at September, 2023		**95,064,651**	**8,495,598**	**495,096**	**(5,456,642)**	**3,534,052**

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

PROVENANCE GOLD CORP.
Consolidated Statements of Cash Flow
(Unaudited-Expressed in Canadian Dollars)

	For the nine months ended September 30, 2023	2022
	$	$
Cash provided by (used for):		
Operating activities		
Net loss for the period	**(534,131)**	(449,150)
Add items not involving cash:		
Share-based compensation	**224,100**	-
Change in non-cash working capital:		
GST/HST receivable	**(608)**	(18,902)
Prepaid expenses and deposits	**(2,805)**	42,249
Accounts payable and accrued liabilities	**(28,358)**	(20,032)
Cash used in operating activities	**(341,802)**	(445,835)
Investing activities		
Exploration and evaluation assets acquired	**(677,212)**	(407,077)
Cash used in investing activities	**(677,212)**	(407,077)
Financing activities		
Private placement, net of cost	**1,230,240**	800,000
Cash provided by financing activities	**1,230,240**	800,000
Change in cash during the period	**211,226**	52,912
Cash, beginning of the period	**385,857**	551,084
Cash, end of the period	**597,083**	498,172

Supplementary cash flow information (Note 10)

The accompanying notes are an integral party of these consolidated interim unaudited financial statements

1. NATURE AND CONTINUANCE OF OPERATIONS

Provenance Gold Corp. (formerly Sparx Energy Corp.) ("Provenance" or the "Company") was incorporated in the Province of British Columbia on October 5, 2012. For the period October 5, 2012 to May 31, 2013, the Company was a wholly-owned subsidiary of Aldever Resources Inc. (now Kiplin Metals Inc. and formerly Glenmark Capital Corp.) ("Aldever"), which is a junior exploration company engaged in the business of identification, acquisition and exploration of mineral interests.

During October, 2012, Aldever's board of directors approved a plan of arrangement (the "Arrangement") between Aldever and its four wholly-owned subsidiaries, including Provenance. As a result of the completion of the Arrangement on May 31, 2013, Aldever ceased to be a shareholder of Provenance and the Company became a reporting issuer in its own right. Provenance is a junior exploration company engaged in the business of identification, acquisition and exploration of mineral interests.

On January 16, 2017, the Company changed its name to Provenance Gold Corp.

The Company's principal office and registered and records office is located at 2200-885 West Georgia Street, Vancouver, BC, V6C 3E8.

These consolidated financial statements have been prepared on a going concern basis which presumes the realization of assets and settlement of liabilities in the normal course of operations in the foreseeable future. The Company has no source of operating revenue, has incurred operating losses of $534,131 and at September 30, 2023, had a working capital surplus of $542,110. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future.

These consolidated interim unaudited financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence. The aforementioned factors indicate the existence of a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern. Further discussion of liquidity risk is included in Note 6.

These consolidated interim unaudited financial statements were authorized for issue on November 28, 2023 by the directors of the Company.

2. SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB"). The presentation and functional currency of the Company is the Canadian dollar. These financial statements have, in management's opinion, been properly prepared within the framework of the accounting policies summarized as follows:

Use of estimates and assumptions

The preparation of the Company's financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Significant judgments

The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments applying to the Company's financial statements include:

- the assessment of the Company’s ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty; and

- the assessment of indications of impairment of each mineral property and related determinations of the net realizable value and write-down of those properties where applicable.

Basis of consolidation

These financial statements include the accounts of the Company and its wholly owned subsidiaries 1084160 B.C. Ltd., formerly Provenance Gold Corp. (“PGC”), Provenance Gold USA (“PG USA”) and Cariboo Gold Producers Inc. (“CGPI”) (see Note 3). PGC is incorporated in the province of British Columbia, PG USA is incorporated in the state of Nevada, U.S.A and CGPI is incorporated in the province of Alberta.

Subsidiaries

Subsidiaries are entities controlled by the Company. The Company controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of the subsidiary are included in the consolidated financial statements from the date that control commences until the date that control ceases. All inter- company balances and transactions have been eliminated in preparing the consolidated financial statements.

Foreign currency transactions

The functional currency is the currency of the primary economic environment in which the entity operates. The functional currency for the Company and its subsidiaries is the Canadian dollar.

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

Financial Instruments

Recognition, classification and measurement

Financial assets are classified and measured based on the business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. IFRS 9 contains three primary measurement categories for financial assets: amortized cost, fair value through other comprehensive income and fair value through profit and loss. Financial assets are recognized in the statements of financial position if the Company has a contractual right to receive cash or other financial assets from another entity. Financial assets are derecognized when the rights to receive cash flows from the asset have expired or were transferred and the Company has transferred substantially all risks and rewards of ownership. The Company has classified its cash and reclamation bonds as financial assets subsequently measured at amortized cost.

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial Instruments

All financial liabilities are initially recognized at fair value, inclusive of any directly attributable transaction costs, on the date at which the Company becomes a party to the contractual provisions of the instruments. Financial liabilities are derecognized when the contractual obligations are discharged, cancelled or expired. The Company has classified its accounts payable and accrued liabilities and loan payable as financial liabilities subsequently measured at amortized cost.

Financial instruments are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

Financial assets and financial liabilities are offset and the net amount presented in the statements of financial position when, and only when, the Company has a legal right to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

Derivatives are carried at fair value and are reported as assets when they have a positive fair value and as liabilities when they have a negative fair value. Changes in the fair values of derivative financial instruments are reported in the consolidated statements of operations and comprehensive loss. As at September 30, 2023 and 2022, the Company had no derivative financial instruments.

Impairment of financial assets

The Company recognizes loss allowances for expected credit losses on financial assets measured at amortized cost. Loss allowances for accounts receivables are always measured at an amount equal to lifetime expected credit losses if the amount is not considered fully recoverable. A financial asset carried at amortized cost is considered credit-impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset that can be estimated reliably. Individually significant financial assets are tested for credit-impairment on an individual basis. The remaining financial assets are assessed collectively.

An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate.

In assessing collective impairment, the Company uses historical trends of the probability of default, the timing of recoveries and the amount of loss incurred, adjusted for management's judgment as to whether current economic and credit conditions are such that the actual losses are likely to be greater or less than suggested by historical trends.

Losses are recognized in the consolidated statements of operations and comprehensive loss and reflected in an allowance account against receivables. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through the statements of operations and comprehensive loss.

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Exploration and evaluation expenditures

Exploration and evaluation assets include the costs of acquiring licenses, costs associated with exploration and evaluation activity, and the fair value (at acquisition date) of exploration and evaluation assets acquired in a business combination. Exploration and evaluation expenditures are capitalized. Costs incurred before the Company has obtained the legal rights to explore an area are recognized in profit or loss.

Exploration and evaluation assets are assessed for impairment if (i) sufficient data exists to determine technical feasibility and commercial viability, and (ii) facts and circumstances suggest that the carrying amount exceeds the recoverable amount.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mining property and development assets within property, plant and equipment.

Recoverability of the carrying amount of the exploration and evaluation assets is dependent on successful development and commercial exploitation or, alternatively, sale of the respective areas of interest.

Asset retirement obligations

The fair value of a liability for an asset retirement or environmental obligation is recognized when a reasonable estimate of fair value can be made. The asset retirement or environmental obligation is recorded as a liability with a corresponding increase to the carrying amount of the related long-lived asset. Subsequently, the asset retirement or environmental cost is charged to operations using a systematic and rational method and the resulting liability is adjusted to reflect period-to-period changes in the liability resulting from the passage of time and revisions to either the timing or the amount of the original estimate of undiscounted cash flow. As of December 31, 2022, the Company did not have any asset retirement or environmental obligations.

Income taxes

Income tax comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity or other comprehensive income, in which case the income is also recognized directly in equity or other comprehensive income.

Current tax is expected tax payable on the taxable income for the period, using tax rates enacted, or substantively enacted, at the end of the reporting period, and any adjustment to tax payable in respect of previous years. Current tax assets and current tax liabilities are only offset if a legally enforceable right exists to set off the amounts, and the Company intends to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax is recognized in respect of all qualifying temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the end of the reporting period and are expected to apply when the deferred tax asset or liability is settled. Deferred tax assets are recognized to the extent that it is probable that the assets can be recovered. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Share capital

The Company records proceeds from share issuances net of issue costs and any tax effects. Common shares issued for consideration other than cash are valued based on their market value at the date the common shares are issued.

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Related party transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

New accounting standards issued but not yet effective

Amendment to IAS 1 (effective for annual reporting period beginning on or after January 1, 2023) – Presentation of Financial Statements: Amendments to IAS 1 were issued by the IASB in January 2020 to clarify the criterion for classifying a liability as non-current relating to the right to defer settlement of a liability for at least 12 months after the reporting period. The Company has not early adopted this standard and does not anticipate that it will have a material impact on the consolidated financial statements.

3. EXPLORATION AND EVALUATION ASSETS

2K Gold Property, Yukon, Canada

On June 10, 2016, the Company's CEO entered into the Moosehorn Range Property Option Agreement (the "MRPOA") pursuant to which he was granted the option to purchase a 100% interest in 149 quartz claims located in the Moosehorn Range in Yukon, Canada and the exclusive right to conduct mineral exploration and feasibility study work on the property during the period of the option. On August 4, 2016, the Company and the Company's CEO entered into an assignment agreement whereby the MRPOA was assigned to the Company. On January 31, 2017, the optionor, the Company and the Company's CEO replaced MRPOA in its entirety with MRPOA 2. On September 20, 2019, MRPOA 2 was amended to include an additional 47 quartz claims and, among other items, to defer the scheduled payment of $130,000 due on June 10, 2019 to March 31, 2020. Based on the remaining cash payments to be made and exploration expenditures to be incurred in order to exercise the option, in combination with a corresponding lack of investor interest in the Property, the Company wrote off exploration and evaluation assets of $1,256,369 ($230,000 in cash paid and $1,026,369 in exploration expenditures incurred) as at December 31, 2019.

On May 8, 2020, the Company received written notice of termination from the optionor because the March 31, 2020 payment was not made. Consequently, the Corporation has no further interest in this property. Pursuant to MRPOA 2, the Company is required to ensure that the property is in good standing in respect of assessment work for a period of at least two years from the date of termination.

Silver Bow Property, Nevada U.S.A.

On August 29, 2018, the Company entered into the Silver Bow Nevada Property Option Agreement (the "SB Agreement") to acquire a 100% interest in 73 mineral claims referred to as the Silver Bow property and 10 claims referred to as Golden Ridge Property, located in Nevada, USA. The 10 claims referred to as the Golden Ridge Property were allowed to lapse during 2019.

On June 15, 2022, the Company amended the terms the SB Agreement. Pursuant to the terms of the amended SB Agreement, in order to exercise the option, the Company is required to complete cash payments in the aggregate of US$510,000, of which US$20,000 was paid during the year ended December 31, 2022, and a further US$70,000 is to be paid in each of the next seven years.

3. EXPLORATION AND EVALUATION ASSETS (CONTINUED)

Silver Bow Property, Nevada U.S.A. (continued)

Payment schedule (all amounts are in US dollars):

- $2,300 for claim and re-staking fees within 60 days of the signing of the SB Agreement (paid);
- $10,000 by July 18, 2019 *(paid);*
- $20,000 by July 18, 2020 *(paid);*
- $40,000 by July 18, 2021 *(paid);*
- $20,000 by July 18, 2022 *(paid);*
- $70,000 by July 18, 2023; *(pending);*
- $70,000 by July 18, 2024;
- $70,000 by July 18, 2025;
- $70,000 by July 18, 2026;
- $70,000 by July 18, 2027;
- $70,000 by July 18, 2028; and
- $70,000 by July 18, 2029.

All option payments must be paid prior to July 18, 2029.

All of the exploration expenditure requirements of the original SB Agreement have been eliminated.

Pursuant to the amended SB Agreement, the net smelter royalty ("NSR") has also been reduced from 2% to 1% The Company will pay the NSR in every year that lode gold or silver is recovered from the property. This NSR can be bought out at any time by paying US$500,000.

The SB Agreement will terminate if either party is in default and within 45 days of receiving written notice of the default, it is not remedied. After termination of the SB Agreement, the Company is required to ensure that the Property is in good standing for a period of at least one year from the date of termination.

On April 24, 2019, the Company entered into a trust agreement (the "Trust Agreement") with the CEO of the Company in respect of an additional 29 lode mining claims on the Silver Bow property adjoining the above-noted mineral claims. The CEO is the beneficial owner of an interest in these claims, which are registered in his name. Pursuant to the Trust Agreement, the CEO with (a) hold the claims in trust for and on behalf of the Company; (b) the claims will be held on behalf of the Company until such time as the Company wishes to have the titles transferred to its name, a subsidiary's name or to any other person or corporation as directed by the Company; and (c) the Trust Agreement terminates upon the expiration, surrender or termination of the claims for any reason. Pursuant to the amended SB Agreement, the NSR is also applicable to these 29 lode mining claims.

On June 11, 2020, the Company, through its subsidiary PG USA, entered into a Mining Lease and Assignment (the "Lease") with a trust (the "Lessor") and two estates in Nevada, USA. The effective date of the Lease is August 20, 2019. Pursuant to the Lease, the Lessor grants, lets and leases to PG USA all of its rights, title and interests in and to the Blue Horse patented mining claim, including the Lessor's interest in all minerals, situated in Nye County, Nevada (the "Property"). The Property is located in the Silver Bow mining district.

The Lease is for an initial term of three years and shall continue for so long thereafter as mineral exploration, mine development, mining or mineral processing operations are conducted by PG USA or its successor on any portion of the Property or its overall Silver Bow property position. At any time after the third anniversary PG USA may, by providing written notice to the Lessor, extend the primary term for an additional five years, for a total of eight years and so long thereafter as mineral exploration, mine development, mining or mineral processing operations are conducted on any portion of the Property. To date, the Company has not requested to extend the primary term.

3. EXPLORATION AND EVALUATION ASSETS (CONTINUED)

Silver Bow Property, Nevada U.S.A. (continued)

Lease payments totalling US$50,000 over a three-year period are required to be made as follows (all amounts are in US dollars):

- $10,000 on signing (*paid*);
- $10,000 by August 20, 2020 *(paid);*
- $15,000 by August 20, 2021 *(paid);* and
- $15,000 by August 20, 2022.*(pending)*

No other lease payments are required thereafter until a royalty or royalty purchase is made.

The Lessor will pay all property taxes annually. PG USA is responsible for making all payments and filings required to maintain the property in good standing before July 1 of each year, including but not limited to, property taxes, federal maintenance fees and any federal or state filings.

PG USA will pay the Lessor a production royalty of 1% of NSR on all minerals produced and sold by PG USA from within the vertical boundaries of the Property. The NSR payments are capped at $250,000 and no other payments are due once this requirement is met.

PG USA may terminate the Lease at any time with respect to all or any part of the Property by giving 60 days written notice to the Lessor. In the event of a material default by PG USA, PG USA will have at least 60 days to cure the default and, if not cured, the Lessor may terminate the Lease by giving written notice to PG USA. Upon termination of the Lease by PG USA, all payments made to the Lessor are retained by the Lessor and all liabilities and obligations of PG USA not due or accrued prior to termination will cease and terminate. Upon expiration or termination of the Lease, PG USA will have no further liability or obligation as to the portion of the Property that is no longer subject to the Lease.

After expiration or termination of the Lease, PG USA is required to promptly reclaim all surface disturbance on the terminated portion of the Property caused by, or on behalf of, PG USA in accordance with applicable legal requirements.

White Rock Property, Nevada U.S.A.

On June 12, 2020, the Company, through its subsidiary PG USA, entered into the Provenance Gold USA Option Agreement (the “Option Agreement”) with a wholly-owned Nevada subsidiary (“NSRI”) of Ely Gold Royalties Inc. Pursuant to the Option Agreement, NSRI gives and grants to PG USA the sole and exclusive right and option to purchase 100% of NSRI’s right, title and interest in and to 30 unpatented mining claims and certain existing data (as defined) (collectively, the “White Rock Property”) and any related, additional data, information and records acquired by NSRI during the option period.

The Option will remain in force during the term of the Option Agreement from the effective date to and including the first to occur of (a) the option closing; (b) the termination of the Option Agreement; or (c) four years from the initial closing date.

The total purchase price for the White Rock Property is US$250,000 to be paid as option payments as follows (all amounts are in US dollars):

- $10,000 on signing *(paid);*
- $25,000 by June 12, 2021 *(paid);*
- $40,000 by June 12, 2022; *(paid);*
- $50,000 by June 12, 2023; *(paid);*and
- $125,000 by June 12, 2024.

3. EXPLORATION AND EVALUATION ASSETS (CONTINUED)

White Rock Property, Nevada U.S.A. (continued)

PG USA has the right to exercise the option prior to the termination of Option Agreement by giving NSRI written notice of such exercise or by payment of all payments not yet paid as of the exercise date.

Subject to the termination of the Option Agreement, until all option payments are made and the option is exercised and closed, PG USA is responsible for paying all mining claim maintenance and rental fees required to be paid to keep the claims in good standing.

PG USA will pay NSRI a production royalty of 2% of NSR on all mineral production from the unpatented mining claims.

During the option period and following the option exercise if the option closing occurs and unless otherwise agreed by the parties, if either party or its affiliates acquires, directly or indirectly, any additional mining claims located wholly or partly within a distance of two miles from the outermost perimeter of the White Rock Property, the additional claims will be included in and form part of the White Rock Property and be subject to the Option Agreement.

PG USA may terminate the Option Agreement without further liability at any time by giving written notice of termination to NSRI. In the event of a material default by PG USA, PG USA will have at least 30 days to cure the default and, if not cured, NSRI may terminate the Option Agreement by giving written notice to PG USA.

After termination of the Option Agreement, PG USA is required to:

- pay to NSRI any governmental fees due with respect to the property within 60 days or less from the date of termination; and
- complete all required reclamation obligations directly arising as a result of its exploration activities.

Mineral Hill Silver Property, Nevada U.S.A.

On April 19, 2021, the Company entered into a share purchase agreement (the "SPA") with a private company, being CGPI, and the shareholders of CGPI, whereby the Company agreed to acquire 100% of the right, title and interest in and to all of the shares of CGPI from CGPI's shareholders. Pursuant to the SPA, the Company issued an aggregate of three million common shares of the Company (valued $345,000) and paid $20,000 in cash at the closing of the transaction.

On January 15, 2021, CGPI entered into a mining lease and assignment (the "MLA"), being the sole asset of CGPI, whereby the lessor granted, let and leased all of its right, title and interest in and to 20 unpatented mining claims, two homestead sites and eight patented mining claims situated in Eureka County, Nevada (the "Property") to CGPI.

The MLA was for an initial term of 20 years and required advance minimum royalty payments totaling US$229,000 ($34,000 paid) over a six-year period and exploration expenditures of US $2,450,000 over an eight-year period.

On July 7, 2022, the Company elected to terminate the MLA to focus capital and resources on the other projects maintained by the Company. As a result, the Company recorded an impairment of $499,764 on the statement of operations and comprehensive loss.

Per the terms of the MLA, CGPI is required to promptly reclaim all surface disturbance on the property caused by, or on behalf of, CGPI in accordance with applicable legal requirements.

3. EXPLORATION AND EVALUATION ASSETS (CONTINUED)

Eldorado Property, Oregon, USA

On January 14, 2022, the Company, through its subsidiary PG USA, entered into an option agreement with Nevada Select Royalty, Inc ("Nevada Select"). Pursuant to the option agreement, Nevada Select gives and grants to PG USA the sole and exclusive right and option to purchase 100% of Nevada Select's right, title and interest in and to 19 unpatented mining claims and certain existing data (as defined) (collectively, the "Eldorado Property") and any related, additional data, information and records acquired by Nevada Select during the option period.

The option will remain in force during the term of the option agreement from the effective date to and including the first to occur of (a) the option closing; (b) the termination of the Option Agreement; or (c) five years from the initial closing date.

The total purchase price for the Eldorado Property is US$2,000,000 to be paid as follows (all amounts are in US dollars):

- $75,000 on closing of the option agreement (paid);
- $125,000 on or before January 14, 2023 (paid on January 17, 2023);
- $400,000 on or before January 14, 2024;
- $400,000 on or before January 14, 2025;
- $500,000 on or before January 14, 2026; and
- $500,000 on or before January 14, 2027.

Subject to the termination of the option agreement, until all option payments are made and the option is exercised and closed, PG USA is responsible for paying all mining claim maintenance and rental fees required to be paid to keep the claims in good standing.

Upon the exercise of the option agreement, PG USA will grant to Nevada Select a 3% NSR in respect of all products produced from the property.

During the option period and following the option exercise if the option closing occurs and unless otherwise agreed by the parties, if either party or its affiliates acquires, directly or indirectly, any additional mining claims located wholly or partly within a distance of two miles from the outermost perimeter of the Eldorado Property, the additional claims will be included in and form part of the Eldorado Property and be subject to the option agreement.

PG USA may terminate the option agreement without further liability at any time by giving written notice of termination to Nevada Select. In the event of a material default by PG USA, PG USA will have at least 30 days to cure the default and, if not cured, Nevada Select may terminate the option agreement by giving written notice to PG USA.

After termination of the option agreement, PG USA is required to:

- pay to Nevada Select any governmental fees due with respect to the property within 60 days or less from the date of termination;
- complete all required reclamation obligations directly arising as a result of its exploration activities; and
- deliver to Nevada Select, within 90 days of the termination, the data and information created or generated by PG USA during the option period on the property and deliver to Nevada Select all existing data possessed by PG USA.

(Unaudited-Expressed in Canadian Dollars)

3. EXPLORATION AND EVALUATION ASSETS (CONTINUED)

The following table summarizes the cumulative exploration and evaluation expenditures the Company has incurred during the nine months ended September 30, 2023 and 2022:

	White Rock	Silver Bow	Eldorado	Total
	$	$	$	$
Acquisition Costs				
Balance, December 31, 2022	183,337	212,893	100,180	496,410
Additions	93,183	-	170,511	263,693
Impairment	-	-	-	-
Acquisition costs, September 30, 2023	**276,520**	**212,893**	**270,691**	**760,104**
Exploration Costs				
Balance, December 31, 2022	1,168,862	473,424	139,347	1,781,633
Additions	-	-	413,520	413,520
Impairment	-	-	-	-
Exploration costs, September, 2023	**1,168,862**	**473,424**	**552,867**	**2,195,153**
Balance, September, 2023	**1,352,199**	**686,317**	**823,558**	**2,955,257**

			USA		
	White Rock	Silver Bow	Mineral Hill	Eldorado	Total
	$	$	$	$	$
Acquisition Costs					
Balance, December 31, 2020	103,997	142,803	365,911	95,618	708,329
Additions	79,340	70,090	25,625	4,562	179,617
Impairment	-	-	(391,536)	-	(391,536)
Acquisition costs, December 31, 2022	**183,337**	**212,893**	**-**	**100,180**	**496,410**
Exploration Costs					
Balance, December 31, 2021	1,099,812	456,614	88,329	3,457	1,648,212
Additions	69,050	16,810	19,899	135,890	241,649
Impairment	-	-	(108,228)	-	(108,228)
Exploration costs, December 31, 2022	**1,168,862**	**473,424**	**-**	**139,347**	**1,781,633**
Balance, December 31, 2022	**1,352,199**	**686,317**	**-**	**239,527**	**2,278,043**

4. LOAN PAYABLE

On January 29, 2019, the Company received $47,500 from an individual in respect of a non-brokered private placement. As at September 30, 2023, units have not been issued and accordingly, this amount has been classified as a non-interest bearing loan without specific terms of repayment.

5. SHARE CAPITAL AND RESERVES

Authorized

Unlimited number of common shares, without par value.

Issued

At September 30, 2023, there were 95,064,651 common shares (December 31, 2022 – 79,547,651) issued and outstanding.

(Unaudited-Expressed in Canadian Dollars)

5. SHARE CAPITAL AND RESERVES (CONTINUED)

2023

On September, 2023, the Company completed a non-brokered private placement of 15,517,000 units at a price of $0.08 per unit for gross proceeds of $1,241,360. Each unit consists of one common share of the Company and one common share purchase warrant with each warrant entitling the holder to purchase one additional common share of the Company at a price of $0.12 per share until September 22, 2026.

2022

On January 13, 2022, the Company completed a non-brokered private placement of 5,000,000 units at a price of $0.16 per unit for gross proceeds of $800,000. Each unit consists of one common share of the Company and one common share purchase warrant with each warrant entitling the holder to purchase one additional common share of the Company at a price of $0.24 per share until January 13, 2025.

Warrants

The Company has issued warrants as part of equity financings.

Details of common share purchase warrants outstanding at September 30, 2023 are as follows:

	Outstanding Warrants		Exercise Price	Expiry Date	Remaining Life (Years)
Share purchase warrants					
Issued in private placement	11,973,999		0.20	October 22, 2024	1.06
Issued in private placement	1,596,077		0.20	November 4, 2024	1.10
Issued in private placement	5,000,000		0.24	January 13, 2025	1.29
Issued in private placement	4,443,444		0.15	August 6, 2025	1.85
Issued in private placement	9,615,000		0.15	February 12, 2026	2.37
Issued in private placement	3,150,000		0.15	April 21, 2026	2.56
Issued in private placement	15,517,000		0.12	September 22, 2026	2.98
	51,295,520	**$**	**0.16**		**2.07**

Common share purchase warrant transactions during the nine months ended September 30, 2023 and December 31, 2022. were as follows:

	Period Ended September 30, 2023			Year Ended December 31,2022		
	Number of Warrants		Weighted Average Exercise Price ($)	Number of Warrants		Weighted Average Exercise Price ($)
Opening Balance	35,778,520	$	0.18	31,278,520	$	0.17
Expired	-		-	(500,000)		0.30
Issued in private placement	15,517,000		0.12	5,000,000		0.24
Closing Balance	**51,295,520**	**$**	**0.16**	**35,778,520**	**$**	**0.18**

Stock Options

The Company has adopted an incentive stock option plan which provides that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares. Such options will be exercisable up to five years from the date of grant, unless the Board establishes more restrictive terms. The fair value of each option grant will be estimated on the date of grant using the Black-Scholes option pricing model.

(Unaudited-Expressed in Canadian Dollars)

2023

On February 6, 2023, the Company granted 3,000,000 stock options to directors, employees, officers and consultants at an exercise price of $0.105 per common share with an expiry date of February 6, 2026. The options vested immediately, and the fair value of the stock options granted was estimated to be $224,100 which was recorded in the statements of loss and comprehensive loss.

5. SHARE CAPITAL AND RESERVES (CONTINUED)

2022

No stock options were issued during the year ended December 31, 2022.

Outstanding stock options as at September 30, 2023 are as follows:

Options Outstanding and Exercisable		Exercise Price	Expiry Date	Weighted Average Remaining Life (Years)
3,000,000	$	0.105	February 6, 2026	2.36
3,000,000	**$**	**0.105**		**2.36**

The fair value of the stock options issued during the six months ended June 30, 2023 was calculated using the Black-Scholes option pricing model utilizing the following assumptions:

	February 6, 2023
Risk-free interest rate	4.04%
Expected stock volatility	118%
Expected life	3 years
Dividend yield	Nil

6. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

As at September 30, 2023, the Company's financial instruments consist of cash and cash equivalents, reclamation bonds, accounts payable and accrued liabilities and loan payable.

The Company classifies the fair value of these financial instruments according to the following hierarchy based on the amount of observable inputs used to value the instrument:

Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2 – Fair value measurements are those derived from inputs other than quoted prices that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (derived from prices). The Company does not have any financial instruments classified under Level 2.

Level 3 – Valuations in the level are those with inputs for the asset or liability that are not based on observable market data. The Company does not have any financial instruments classified under Level 3.

The Company does not have any financial instruments carried at fair value.

In management's opinion, the Company's carrying values of cash and cash equivalents, reclamation bonds, accounts payable and accrued liabilities and loan payable approximate their fair values due to the immediate or short-term maturity of these instruments.

The Company's financial instruments are exposed to the following risks:

6. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (CONTINUED)

Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to fulfil an obligation causing the other party to incur a financial loss. The Company is exposed to credit risk arising from its cash holdings. The Company manages credit risk by placing cash with major Canadian financial institutions. Credit risk is assessed as low.

Liquidity Risk

Liquidity risk is the risk that the Company will not have sufficient funds to meet its financial obligations when they are due. To manage liquidity risk, the Company reviews additional sources of capital to continue its operations and discharge its commitments as they become due. Historically, the Company's sole source of funding has been the issuance of equity securities for cash primarily through private placements and loans and advances from lenders and related parties. The Company's access to financing is always uncertain and there can be no assurance of continued access to significant equity funding. Liquidity risk is assessed as high.

Price Risk

Price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. The Company is not affected by price risk.

Currency Risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in exchanges rates. The Company's property interests in the USA make it subject to foreign currency fluctuations. As at September 30, 2023, the Company had liabilities of $30,772 denominated in US dollars which were translated into Canadian Dollars for financial reporting. The Company does not use any form of derivative or hedging instruments to reduce its foreign currency risk.

Interest Rate Risk

Interest rate risk is the risk that a financial instrument's value will change due to a change in the level of interest rates. The Company's exposure to interest rate risk is minimal.

7. CAPITAL MANAGEMENT

The Company's capital currently consists of common shares. Its principal source of cash is from the issuance of common shares and funds advanced by investors. The Company's capital management objectives are to safeguard its ability to continue as a going concern. The Company does not have any externally imposed capital requirements to which it is subject. 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 new shares.

(Unaudited-Expressed in Canadian Dollars)

8. RELATED PARTY TRANSACTIONS

Related Party Transactions

All transactions with related parties have occurred in the normal course of operations and are measured at the exchange amount, which is the amount agreed to by the related parties. Unless otherwise indicated, the balances are unsecured, non-interest bearing, without specific terms of repayment and have arisen from advances or the provision of services and fees described.

During the nine months ended September 30, 2023, the Company incurred $48,750 (2022 - $67,500) in consulting and management fees paid or payable to the Chief Executive Officer (the "CEO") of the Company; $70,000 (2022 - $87,500) in consulting and management fees paid or payable to a company controlled by a director (and former Chief Financial Officer (the "CFO")) of the Company and $36,000 (2022 - $36,000) in consulting and management fees paid to a company controlled by the CFO of the Company.

8. RELATED PARTY TRANSACTIONS (CONTINUED)

Related Party Balances

At September 30, 2023, accounts payable and accrued liabilities included $nil (2022 – $nil) payable to related parties for consulting fees incurred during the current period.

9. LOSS PER SHARE

Basic loss per share is calculated using the weighted average number of shares outstanding during the period. The warrants outstanding at September 30, 2023 have not been included in the calculation of diluted loss per share as the effect of their inclusion would be anti-dilutive. Loss per share is calculated as follows:

		September 30, 2023		September 30, 2022
Net loss	$	**(534,131)**	$	(449,150)
Weighted average number of shares outstanding		**80,002,362**		79,309,556
Basic and diluted loss per share	$	**(0.01)**	$	(0.01)

10. SUPPLEMENTARY DISCLOSURES WITH RESPECT TO CASH FLOWS

As at September 30, 2023, $30,772 (September 30, 2022 - $28,855) in exploration and evaluation expenditures were included in accounts payable and accrued liabilities.

11. SEGMENTED FINANCIAL INFORMATION

The Company's operations are limited to a single industry segment being the acquisition, exploration and development of mineral properties. The Company has mineral properties located in North America (Oregon and Nevada, USA). Geographic information is as follows:

		September 30, 2023		December 31, 2022
Non-current assets:				
USA	**$**	**2,955,257**	$	2,314,728
	$	**2,955,257**	$	2,314,728