AVANTI GOLD CORP.
(formerly, Valorem Resources Corp.)

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the period ended July 31, 2023 and 2022

(Unaudited - Expressed in Canadian dollars)

NOTICE OF NO AUDITOR REVIEW

Under National Instrument 51-102, Part 4 subsection 4.3 (3), if an auditor has not performed a review of the unaudited condensed interim financial statements, they must be accompanied by a notice indicating that the unaudited condensed interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim consolidated financial statements have been prepared by management and approved by the Audit Committee.

The Company's independent auditors have not performed a review of these condensed interim consolidated financial statements in accordance with the standards established by the Chartered Professional Accountants of Canada for a review of condensed interim consolidated financial statements by an entity's auditor.

Avanti Gold Corp.
(formerly, Valorem Resources Inc.)
Condensed Interim Consolidated Statements of Financial Position
(Expressed in Canadian dollars)

	Note	July 31, 2023 (Unaudited)	April 30, 2023 (Audited)
		$	$
ASSETS			
Cash		23,459	281,038
Tax receivable		26,445	24,904
Prepaid expenses	5	45,362	47,705
TOTAL ASSETS		95,266	353,647
LIABILITIES			
Accounts payable and accrued liabilities		3,079,349	3,107,702
Related party liabilities	9	124,050	118,050
Deferred consideration	7	2,635,400	2,715,600
TOTAL LIABILITIES		5,838,799	5,941,352
SHAREHOLDERS' DEFICIENCY			
Share capital	8	20,630,086	20,260,711
Contributed surplus	8	3,399,177	2,880,629
Accumulated other comprehensive income		429,464	415,641
Accumulated deficit		(28,158,012)	(27,185,283)
Attributable to shareholders		(3,699,258)	(3,628,302)
Non-controlling interest	11	(2,044,248)	(1,959,403)
TOTAL SHAREHOLDERS' DEFICIENCY		(5,743,533)	(5,587,705)
TOTAL LIABILITIES AND SHAREHOLDERS' DEFICIENCY		95,266	353,647

Nature of operations – Note 1
Going concern assumption – Note 2
Exploration and evaluation assets – Note 4
Subsequent events – Note 15

Approved on behalf of the Board of Directors on September 20, 2023

“Tony Louie” Director *“Drew Brass”* Director

Avanti Gold Corp.
(formerly, Valorem Resources Inc.)
Condensed Interim Consolidated Statements of Loss and Comprehensive Loss
For the three months period ended July 31, 2023 and 2022
(Unaudited - Expressed in Canadian dollars)

	Note	Three months ended **July 31, 2023**	**July 31, 2022**
		$	**$**
EXPENSES			
Acquisition and exploration expenditures	4	5,465	-
Consulting fees	9	100,355	28,500
Insurance		2,994	2,778
Interest expense	6	-	9,740
Office and miscellaneous		107,988	1,715
Professional fees	9	55,698	40,499
Promotion		76,662	-
Registration and filing fees		1,189	2,268
Share-based compensation	8	559,798	-
Transfer agent fees		4,020	3,475
Travel expense		142,578	-
Website expense		827	-
Loss before other items		(1,057,574)	(88,975)
NET LOSS FOR THE PERIOD		**(1,057,574)**	**(88,975)**
Other comprehensive income:			
Exchange differences on translating foreign operations		13,823	-
NET LOSS AND COMPREHENSIVE LOSS FOR THE PERIOD		**(1,043,751)**	**(88,975)**
Net loss and comprehensive loss for the period attributable to:			
Shareholders of the Company		(958,906)	(88,975)
Non-controlling interest		(84,845)	-
		(1,043,751)	(88,975)
Basic and diluted loss per share for the period		(0.02)	(0.03)
Weighted average number of common shares outstanding		44,973,031	2,800,479

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

Avanti Gold Corp.

(formerly, Valorem Resources Inc.)

Condensed Interim Consolidated Statements of Changes in Shareholders' Deficiency
For the period ended July 31, 2023 and 2022
(Unaudited - Expressed in Canadian dollars)

	Note	Number of Common Shares	Share Capital	Contributed Surplus	Accumulated other comprehensive income	Deficit	Non-controlling interest	Total
			$	$	$	$	$	$
Balance, April 30, 2022		**2,800,479**	**8,637,878**	**2,061,787**	-	**(11,722,164)**	-	**(1,022,499)**
Net loss for the period		-	-	-	-	(88,975)	-	(88,975)
Balance, July 31, 2022		**2,800,479**	**8,637,878**	**2,061,787**	**-**	**(11,811,139)**	**-**	**(1,111,474)**
Balance, April 30, 2023		**43,549,118**	**20,260,711**	**2,880,629**	415,641	**(27,185,283)**	(1,959,403)	**(5,587,705)**
Shares issued for exercise of warrants		1,562,500	328,125	-	-	-	-	328,125
Restricted share issuance		62,500	41,250	(41,250)	-	-	-	-
Share-based compensation		-	-	559,798	-	-	-	559,798
Net loss for the period		-	-	-	-	(972,729)	(84,845)	(1,057,574)
Other comprehensive income		-	-	-	13,823	-	-	13,823
Balance, July 31, 2023		**45,174,118**	**20,630,086**	**3,440,427**	**429,464**	**(28,158,012)**	**(2,044,248)**	**(5,743,533)**

On July 22, 2022, the Company consolidated the common shares of the Company on the basis of thirty-five pre-consolidation shares for one post-consolidation share. All share and per share transactions have been retroactively adjusted to reflect these changes.

Avanti Gold Corp.
(formerly, Valorem Resources Inc.)
Condensed Interim Consolidated Statements of Cash Flows
For the three months period ended July 31, 2023 and 2022
(Unaudited - Expressed in Canadian dollars)

	2023	2022
	$	$
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss for the period	(1,057,574)	(88,975)
Items not affecting cash:		
Interest expense	-	9,740
Share-based compensation	559,798	-
Net changes in non-cash working capital accounts		
Taxes receivables	(1,541)	(883)
Prepaid expenses	2,343	(355,678)
Accounts payable and accrued liabilities	(28,353)	(69,242)
Related party liabilities	6,000	29,500
Net cash used in operating activities	**(519,327)**	**(475,538)**
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from loan payable	-	450,000
Proceeds from warrants exercised	328,125	-
Net cash provided by financing activities	**328,125**	**450,000**
Effect on foreign exchange on cash	(66,377)	-
Change in cash during the period	(257,579)	(25,538)
Cash, beginning of the period	281,038	56,040
CASH, END OF THE PERIOD	**23,459**	**30,502**

Supplemental disclosures with respect to cash flows – Note 10

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

1. NATURE OF OPERATIONS

Avanti Gold Corp. ("AGC" or the "Company") is a mineral exploration company working on a gold opportunity in the Democratic Republic of the Congo ("DRC"), located in the Fizi territory of South Kivu Province. The Company was incorporated on May 9, 2014, and on September 14, 2020, the Company changed its name from JDF Explorations Inc. to Valorem Resources Inc. and on April 21, 2023, the Company changed its name to Avanti Gold Corp. The Company is a publicly listed company on the Canadian Stock Exchange ("CSE"), trading under the symbol "AGC" and on the Frankfurt Stock Exchange under the symbol "X37".

The head office and principal address is 2380 – 1055 West Hasting Street, Vancouver, British Columbia, V6E 2E9. The registered and records office of the Company is located at 2380 – 1055 West Hastings Street, Vancouver, British Columbia, V6E 2E9.

The continued operations of the Company are dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development of such properties, and the profitable production from or disposition of such properties.

2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION

Statement of Compliance to International Financial Reporting Standards

These condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standards ("IAS") 34 – Interim Financial Reporting. These condensed interim consolidated financial statements do not include all of the information required for annual financial statements and should be read in conjunction with the Company's audited consolidated financial statements for the year ended April 30, 2023, which were prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

These condensed interim consolidated financial statements have been prepared following the same accounting policies applied to the Company's audited April 30, 2023 consolidated financial statements. As at July 31, 2023, there is no change in the Company's significant account policies, and significant accounting judgements, estimates and assumptions unless otherwise noted.

In preparing these unaudited condensed interim consolidated financial statements, the significant accounting policies and the significant judgments made by management in applying the Company's significant accounting policies and key sources of estimation uncertainty were the same as those that applied to the Company's audited financial statements for the year ended April 30, 2023, with exception to the new accounting policies adopted by the Company discussed below.

The preparation of the unaudited condensed interim consolidated financial statements in conformity with IFRS requires the Company's management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, revenues and expenses. Significant assumptions about the future and other sources of estimation uncertainty that management has made at the statement of financial position date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected.

The condensed interim consolidated financial statements of the Company as at July 31, 2023 were approved and authorized for issue by the Board of Directors on September 20, 2023.

(Unaudited - Expressed in Canadian dollars)

Basis of Measurement

These unaudited condensed interim consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information. In addition, these unaudited condensed interim consolidated financial statements have been prepared on the historical-cost basis, except for certain financial assets and financial liabilities.

Basis of Consolidation

These unaudited condensed interim consolidated financial statements incorporate the unaudited condensed interim consolidated financial statements of the Company and the entities controlled by the Company. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The unaudited financial statements of subsidiaries are included in the unaudited condensed interim consolidated financial statements from the date that control commences until the date that control ceases. All intercompany transactions and balances have been eliminated.

The following material companies have been consolidated within these unaudited condensed interim consolidated financial statements:

Entity	Country of Incorporation	Voting Control	Functional Currency
Casa Mining Ltd.	Seychelles	99.43%	United States dollar
Regency Mining Ltd.	Seychelles	100%	United States dollar
Leda Mining Congo S.A.	Congo	73.84%	United States dollar
1156219 BC Ltd.	Canada	100%	Canadian dollar
1286492 BC Ltd.	Canada	100%	Canadian dollar

Going Concern Assumption

These unaudited condensed interim consolidated financial statements have been prepared by management on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future.

The Company is in the process of exploring its exploration properties and it has not yet determined whether the mineral properties contain reserves that are economically recoverable. As at July 31, 2023, the Company had not advanced any properties to commercial production. During the three months period ended July 31, 2023, the Company incurred a net loss and comprehensive loss of $1,043,751 (2023 - $88,975) and, as of that date, had a deficit of $28,158,012 (April 30, 2022 - $27,185,283) and working capital deficiency of $5,743,533 (April 30, 2023 - $5,587,705). The Company's ability to continue its operations and to realize its assets at their carrying values is dependent upon obtaining additional financing and generating revenues sufficient to cover its operating costs. These factors form a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. In addition, if the Company is to advance or develop its projects, it will be necessary to obtain additional financing. Although management has been successful in the past in raising capital, there are no assurances that the Company will be successful raising capital in the future. The Company plans to do additional equity raising, when required, in order to obtain funding to meet on-going expenditures.

These unaudited condensed interim consolidated financial statements do not give effect to the adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. Such adjustments could be material.

(Unaudited - Expressed in Canadian dollars)

New accounting standards issued but not yet effective

Accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's unaudited condensed interim consolidated financial statements.

3. SHARE EXCHANGE AGREEMENT WITH REGENCY MINING LTD.

On December 22, 2022, the Company entered into a share exchange agreement with Regency Mining Ltd. ("Regency") to acquire 100% of Regency, a private corporation existing under the laws of Seychelles. Regency owns a 99.43% interest in Casa Mining Ltd. ("Casa"), and indirectly through its ownership of Casa, Casa owns a 73.84% interest in Leda Mining Congo S.A. ("Leda"). Leda owns an interest in and to the Misisi Gold Project ("Gold Project") located in the Fizi territory of South Kivu province, in the DRC. The Gold Project covers 133 square kilometers on three contiguous mining licenses, valid until 2045. As consideration, the Company has agreed to pay or issue the following:

- A cash payment of US $150,000 upon execution of an LOI (paid);
- A cash payment of US $250,000 on or prior to July 31, 2022 (paid);
- A cash payment of US $100,000 upon execution of a Definitive Agreement (paid); and,
- Issued 16,000,000 common shares (issued)

The acquisition of Regency does not constitute a business combination because this entity does not meet the definition of a business under IFRS 3 – Business Combination. As a result, the transaction has been measured at the fair value of equity consideration issued to acquire these entities. The fair value of the consideration paid was determined based on the fair value of the assets received as determined based on IFRS 2 – Share Based Payments.

The following table summarizes the consideration paid and the allocation to the assets and liabilities acquired as at the date of acquisition:

Purchase price	$
16,000,000 common shares	5,680,000
2,000,000 finder common shares	710,000
Cash payments	656,567
Transaction costs	3,600
Total consideration paid	7,050,167
Cash	815
Prepaids	4,165
Accounts payable	(2,301,944)
Loans payable	(1,091,749)
Deferred consideration payable	(2,731,200)
Advances from related parties	(1,025,515)
Net liabilities acquired	(7,145,428)
Non-controlling interest	1,901,902
Liabilities acquired	(5,243,526)
Net exploration and evaluation expenditures	12,293,693

The fair value of total consideration paid has been determined using level one inputs.

(Unaudited - Expressed in Canadian dollars)

4. ACQUISITION AND EXPLORATION EXPENDITURES

Acquisition and exploration expenditures for the three months period ended July 31, 2023 and for the year ending April 30 2023 were as follows:

	Misisi Gold Project	Black Dog Lake Project	Wings Shear Property	Total Costs
	$	$	$	$
Exploration expenditures	5,465	-	-	5,465
Balance, July 31, 2023	**5,465**	**-**	**-**	**5,465**
Acquisition (Note 3)	12,293,693	-	-	12,293,693
Exploration expenditures	182,872	43,000	120,000	345,872
Balance, April 30, 2023	**12,476,565**	**43,000**	**120,000**	**12,639,565**

Exploration expenditures for the three months ended July 31, 2023 were as follows:

	Misisi Gold Project	Total Costs
Geochemistry	527	527
Geological	934	934
Roads	4,004	4,004
Exploration expenditures, July 31, 2023	**5,465**	**5,465**

Exploration expenditures for the year ended April 30, 2023 were as follows:

	Misisi Gold Project	Black Dog Lake Project	Wings Shear Property	Total Costs
Mineral license renewals	182,872	-	-	182,872
Option agreement termination	-	43,000	120,000	163,000
Exploration expenditures, April 30, 2023	**182,872**	**43,000**	**120,000**	**345,872**

Management has determined that due to uncertainty on future recoverability of its mineral exploration and evaluation assets, acquisition and exploration costs are expensed as incurred.

Misisi Gold Project, DRC.

On December 22, 2022, the Company entered into a share exchange agreement with Regency Mining Ltd. (“Regency”) to acquire 100% of Regency, a private corporation existing under the laws of Seychelles. Regency owns a 99.43% interest in Casa Mining Ltd. (“Casa”), and indirectly through its ownership of Casa, owns a 73.84% interest in Leda Mining Congo S.A. (“Leda”). Leda owns an interest in and to the Misisi Gold Project (“Gold Project”) located in the Fizi territory of South Kivu province, in the DRC. The Gold Project covers 133 square kilometers on three contiguous mining licenses, valid until 2045.

As consideration, the Company has recorded, during the year ended April 30, 2023, net payment of $12,293,693.

(Unaudited - Expressed in Canadian dollars)

Black Dog Lake Gold Project, Quebec

On August 4, 2020, the Company signed a property option agreement (the "Black Dog Agreement") to purchase the Black Dog Lake Gold property, which was comprised of 16 contiguous mineral claims, located in the James Bay region, Quebec. The Company staked an additional 9 claims thereby increasing the Black Dog Lake Gold property to 25 claims covering a total of 1,319.4 hectares.
Pursuant to the terms of the Black Dog Agreement and Amending Agreement, the Company could earn a 100% interest in the Black Dog Gold project:

Pursuant to the terms of the agreement, the Company paid $80,000 cash and issued 28,572 shares with a fair value of $167,500.

On January 25, 2023, the Company agreed to terminate the option agreement, resulting in a $28,000 termination fee.

Wings Shear Property, Newfoundland and Labrador

On January 4, 2021, the Company entered into a mineral property option agreement (the "Wings Shear Agreement"), to acquire a 100% interest in the Wings Shear Property. The property is comprised of 280 claim units covering 7,000 hectares located 32 kilometers northeast of Gander, Newfoundland and Labrador.

Pursuant to the terms of the Wings Shear Agreement, the Company paid $58,130 cash, issued 128,571 shares with a fair value of $731,813 and incurred $250,000 in exploration expenses. The Company also paid $4,500 cash and issued 12,857 common shares valued at $74,250 as finder's fees for the Wings Shear Property.

On February 23, 2023, the Company agreed to terminate the above option agreement, resulting in a $120,000 termination fee.

BC Cariboo Property, British Columbia

On February 12, 2021, the Company issued 85,714 common shares with a fair value of $5,100,000 to the shareholders of 1286492 BC in exchange for all of the issued and outstanding shares of 1286492 BC. The primary asset held by 1286492 BC was the BC Cariboo Property.

The BC Cariboo Property comprises multiple tenure blocks totaling more than 4,000 hectares and is comprised of three claim groups, the east, central, and west. The property strategically targets the Transitional or Basalt Siltstone of the Barkerville Terrain located in the Cariboo District, British Columbia.

During the year ended April 30, 2023, the BC Cariboo claims were forfeited.

5. PREPAID EXPENSES

	July 31, 2023	April 30, 2022
Insurance	3,645	**6,640**
Legal	15,000	**15,000**
Other	26,717	**26,065**
Total	45,362	**47,705**

6. LOAN PAYABLE

On February 12, 2021, the Company assumed debt of $100,000 owed to a former director of the Company's subsidiary. The loan is non-interest bearing, unsecured and due on demand. During the year ended April 30, 2023, the Company repaid $100,000 to the former director of the Company's subsidiary. As at July 31, 2023 and April 30, 2023, the balance has been fully repaid.

On May 14, 2022, the Company entered into a Loan Agreement (the "Loan Agreement") with K2 Principal Fund L.P (the "Lender"), whereby the Lender advanced $450,000 (the "Loan") to the Company. The Loan bears interest of 10% per annum, is unsecured and is due on November 15, 2022. During the year ended April 30, 2023, the Company recorded an interest expense of $21,699 (2021 - $Nil) and repaid $250,000 of the principal. On December 22, 2022, the Company issued 764,478 Units with a fair value of $502,652 and settled $200,000 of principal and $21,699 of interest. Each Unit consists of one common share and one share purchase warrant. Each share purchase warrant entitles the holder to purchase one additional common share with an exercise price of $0.29 and expires two years from the date of issuance. The estimated fair value of the warrants was $231,262 measured using the Black-Scholes Option Pricing Model with the following assumptions: share price $0.355; exercise price - $0.29; expected life - 2 years; volatility – 194%; dividend yield - $0; and risk-free rate – 3.83%. The Company recorded a loss on loan settlement of $280,953. As at July 31, 2023 this loan has been fully settled.

7. DEFERRED CONSIDERATION

The Company's subsidiary, Casa Mining Ltd., entered into a share repurchase agreement with Tremont Master Holdings. The Company repurchased and cancelled all of the 2,271,265 class "A" shares held by Tremont Master Holdings. As consideration, the Company agreed to pay US $2,000,000 by January 2020. As at July 31, 2023, the Company is in negotiation to settle this balance of $2,635,400 (US $2,000,000).

8. SHARE CAPITAL

Authorized share capital

Unlimited number of voting common shares without par value.

Issued and outstanding

On July 31, 2023, the Company had 45,147,118 (April 30, 2022 – 43,549,118) common shares outstanding.

Share Consolidation

Effective July 22, 2022, the Company consolidated the common shares of the Company on the basis of thirty-five (35) pre-consolidation shares for one (1) post-consolidation share.

Share issuances

Share issuances during the three months period ended July 31, 2023

On June 15, 2023, the Company issued 62,500 shares from the exercise of RSU's. $31,250 was transferred from contributed surplus to share capital.

On May 10, 2023, the Company issued 1,562,500 common shares from the exercise of warrants for total proceeds of $328,125.

Share issuances during the year ended April 30, 2023

During the year ended April 30, 2023, the Company received a total of $131,250 from the exercise of 625,000 warrants.

On February 22, 2023, the Company issued 4,169,786 common shares with a fair value of $2,084,893 and settled debt of $1,084,145. The Company recorded a loss on debt settlement of $1,000,748.
On December 22, 2022, the Company issued 16,000,000 common shares with a fair value of $5,680,000 pursuant to the acquisition of Regency. The Company issued 2,000,000 finder common shares with a fair value of $710,000 (Note 3).

On December 22, 2022, the Company issued 764,478 Units pursuant to a loan settlement (Note 6). The common shares fair value was $271,390. Each Unit consists of one common share and one share purchase warrant. Each share purchase warrant entitles the holder to purchase one additional common share with an exercise price of $0.29 and expires two years from the date of issuance. The estimated fair value of the warrants was $231,262 measured using the Black-Scholes Option Pricing Model with the following assumptions: share price $0.355; exercise price - $0.29; expected life - 2 years; volatility – 194%; dividend yield - $0; and risk-free rate – 3.83%. The Company recorded a loss on debt settlement of $280,953.

On October 7, 2022, the Company closed the third tranche of its private placement announced on August 30, 2022, and issued 7,364,375 Units at a price of $0.16 per unit for gross proceeds of $1,178,300. Each unit consists of one common share and one share purchase warrant. Each share purchase warrant entitles the holder to purchase one additional common share at an exercise price of $0.21 and expires two years from the date of issuance.

On September 22, 2022, the Company closed the second tranche of its private placement announced on August 30, 2022, and issued 6,937,500 Units at a price of $0.16 per unit for gross proceeds of $1,110,000. Each unit consists of one common share and one share purchase warrant. Each share purchase warrant entitles the holder to purchase one additional common share at an exercise price of $0.21 and expires two years from the date of issuance. The Company paid $2,500 cash finder's fee.

On September 2, 2022, the Company closed the first tranche of its private placement announced on August 30, 2022, and issued 2,887,500 Units at a price of $0.16 per unit for gross proceeds of $462,000. Each unit consists of one common share and one share purchase warrant. Each share purchase warrant entitles the holder to purchase one additional common share at an exercise price of $0.21 and expires two years from the date of issuance. The Company paid $2,500 cash finder's fee.

Stock options

In December 2019, the Company approved a stock option plan which authorizes the Directors to grant options to directors, officers, key employees and others who are in a position to contribute to the future success and growth of the Company. Options granted under the plan have a maximum term of ten years and typically vest on the grant or at terms to be determined by the directors at the time of grant.

(Unaudited - Expressed in Canadian dollars)

Stock options (continued)

The following is a summary of the Company's stock option activity:

	Number of stock options	Weighted average exercise price $
Balance, April 30, 2022	190,000	9.32
Granted	4,100,000	0.51
Expired	(7,143)	(7.70)
Balance, April 30, 2023	4,282,857	0.89
Balance, July 31, 2023	4,282,857	0.89
Exercisable, July 31, 2023	1,207,857	1.85

As of July 31, 2023, the Company had stock options outstanding to acquire common shares of the Company as follows:

Expiry date	Number of stock options	Exercise Price $
March 20, 2026	4,100,000	0.51
April 21, 2026	57,143	7.70
May 27, 2026	125,714	10.15
	4,282,857	0.89

On March 20, 2023, the Company granted 4,100,000 stock options to certain consultants of the Company. Each option allows the holder to acquire one common share with an exercise price of $0.51 per option and expires three years from the date of grant. The options vested as follows: 25% on the date of issuance, and 25% every six months thereafter. The estimated fair value of the options was $1,822,782 measured using the Black-Scholes Option Pricing Model with the following assumptions: share price $0.50; exercise price - $0.51; expected life - 3 years; volatility – 182%; dividend yield - $0; and risk-free rate – 3.18%. For the year ended April 30, 2023 the Company recorded share-based compensation of $642,028 and for the three months ended July 31, 2023, the Company recorded a further share-based compensation of $425,566.

Restricted stock units

The following is a summary of the Company's restricted stock units activity:

	Number of stock options	Weighted average exercise price $
Balance, April 30, 2023	-	-
Granted	250,000	0.51
Exercised	(62,500)	0.51
Balance, July 31, 2023	187,500	0.51
Exercisable, July 31, 2023	125,000	0.51

(Unaudited - Expressed in Canadian dollars)

Restricted stock units (continued)

On June 15, 2023, the Company issued 62,500 shares from the exercise of RSU's. $31,250 was transferred from contributed surplus to share capital.

On June 15, 2023, the Company issued 250,000 restricted stock units "RSUs" to Blue Sky Trading and Consulting Ltd. that will vest 62,500 units each on June 15, 2023, July 15, 2023, August 15, 2023 and September 15, 2023. For the three months ended July 31, 2023, the Company recorded share-based compensation of $134,232.

Share purchase warrants

The following is a summary of the Company's warrant activity:

	Number of warrants	Weighted average exercise price $
Balance, April 30, 2022	23,857	14.00
Issued	17,953,853	0.21
Exercised	(625,000)	0.21
Balance, April 30, 2023	17,352,710	0.23
Exercised	(1,562,500)	0.21
Balance, July 31, 2023	15,790,210	0.23

As of July 31, 2023, the Company had warrants outstanding and exercisable to acquire common shares of the Company as follows:

Expiry date	Number of warrants	Exercise Price $
September 2, 2024	2,262,500	0.21
September 22, 2024	6,937,500	0.21
October 7, 2024	5,801,875	0.21
October 25, 2024	23,857	14.00
December 22, 2024	764,478	0.29
Total	15,790,210	0.23

(Unaudited - Expressed in Canadian dollars)

9. RELATED PARTY TRANSACTIONS

Key management personnel are the Directors and Officers of the Company. Certain key management personnel provide services through companies that they control. The following transactions are in the normal course of operations and are measured at their exchange amount, which is the amount agreed upon by the transacting parties.

The following are the transactions with related parties during the three months period ended July 31, 2023, and 2022:

	Three months ended	
	July 31, 2023 $	July 31, 2022 $
Consulting fees to Director and Interim CEO	66,111	-
Consulting fees to previous director and CEO	-	28,250
Professional fees to CFO	6,000	6,000
	72,111	34,500

The following amounts, which are unsecured and non-interest bearing, are reported in accounts payable and accrued liabilities, and related party liabilities:

	July 31, 2023 $	April 30, 2022 $
Due to CEO	22,037	-
Due to previous director and interim CEO	-	85,500
Due to CFO**	38,550	32,550
A company controlled by a former CFO of the Company*	-	82,215
	60,587	200,265

**Amounts are included in accounts payable and accrued liabilities*

***On April 30, 2021, the Company entered into a consulting service agreement with the CFO, whereby the Company agreed to pay $2,000 per month for consulting services.*

10. SUPPLEMENTAL DISCLOSURES WITH RESPECT TO CASH FLOWS

The Company's significant non-cash transactions during the three months period ended July 31, 2023 were as follows:

- On June 15, 2023, the Company issued 62,500 shares from the exercise of RSU's. $31,250 was transferred from contributed surplus to share capital.

- On June 15, 2023, the Company issued 250,000 restricted stock options with a fair value of $134,232 pursuant to the Blue-Sky Trading Agreement.

The Company's significant non-cash transactions during the year ended April 30, 2023 were as follows:

- On February 17, 2023, the Company issued 4,169,786 common shares and settled debt of $1,084,145.

(Unaudited - Expressed in Canadian dollars)

10. SUPPLEMENTAL DISCLOSURES WITH RESPECT TO CASH FLOWS (continued)

The Company's significant non-cash transactions during the year ended April 30, 2023 were as follows: (continued)

- On December 22, 2022, the Company issued 16,000,000 common shares with a fair value of $5,680,000 pursuant to the acquisition of Regency. The Company issued 2,000,000 finder common shares with a fair value of $710,000 (Note 3).
- During the year ended April 30, 2023, 7,143 stock options expired and the Company transferred $54,448 from contributed surplus to deficit.

11. NON-CONTROLLING INTEREST

The following table summarizes the information related to the Company's subsidiary Leda Mining Congo S.A.

Non-controlling interest as at July 31, 2023:

	Leda Mining Congo S.A. $
Opening balance	-
Acquisition of Regency Mining Ltd. (Note 3)	(1,901,902)
Net loss and comprehensive loss attributable to non-controlling interest	(57,501)
Ending Balance April 30, 2023	(1,959,403)
Net loss and comprehensive loss attributable to non-controlling interest	(84,845)
Ending Balance July 31 2023	(2,044,248)

12. SEGMENTED INFORMATION

As at July 31, 2023, the Company's operations are located in Canada and the Democratic Republic of the Congo. As at July 31, 2023, the Company had assets and liabilities located as follows:

	Canada $	Democratic Republic of the Congo $	Total $
ASSETS			
Cash	22,136	1,103	23,459
Receivables	26,445	-	26,445
Prepaid expenses	18,645	26,717	45,362
LIABILITIES			
Accounts payable and accrued liabilities	698,359	2,380,990	3,079,349
Related party liabilities	124,050	-	124,050
Deferred Consideration	-	2,635,400	2,635,400

(Unaudited - Expressed in Canadian dollars)

12. SEGMENTED INFORMATION (continued)

As at April 30, 2023, the Company's operations are located in Canada and the Democratic Republic of the Congo. As at April 30, 2023, the Company had assets and liabilities located as follows:

	Canada $	Democratic Republic of the Congo $	Total $
ASSETS			
Cash	266,983	14,055	281,038
Receivables	24,904	-	24,904
Prepaid expenses	29,258	18,447	47,705
LIABILITIES			
Accounts payable and accrued liabilities	701,439	2,406,263	3,107,702
Related party liabilities	118,050	-	118,050
Deferred Consideration	-	2,715,600	2,715,600

During the three months period ended July 31, 2023, the Company had the following losses and comprehensive losses:

	Expenses in Canada	Expenses in Congo	Total
Acquisition and exploration expenditures	-	5,465	5,465
Other income and expenses	719,420	318,866	1,038,286
Net loss and comprehensive loss	719,420	324,331	1,043,751

During the year ended April 30, 2023, the Company had the following losses and comprehensive losses:

	Expenses in Canada	Expenses in Congo	Total
Acquisition and exploration expenditures	163,000	12,476,565	12,639,565
Other income and expenses	2,041,836	478,026	2,519,862
Net loss and comprehensive loss	2,204,836	12,954,591	15,159,427

13. CAPITAL MANAGEMENT

The Company manages its capital structure and adjusts it, based on the funds available to the Company, in order to support the acquisition, exploration, and development of resource properties. The aforementioned exploration and evaluation work will require additional financial resources. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company is not subject to externally imposed capital requirements. There were no changes in the Company's approach to capital management during the three months period ended July 31, 2023 or during the year ended April 30, 2023.

14. FINANCIAL RISK MANAGEMENT

The Company is exposed to minimal financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

i. Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts and other receivables. The Company's cash is deposited in a bank account held with a major bank in Canada. As most of the Company's cash is held by a bank there is a concentration of credit risk. This risk is managed by using major banks that are high-quality financial institutions as determined by rating agencies. Management believes that its credit risk is not significant.

ii. Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they become due. The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments. On July 31, 2023, the Company had a cash balance of $23,459 (April 30, 2023 - $281,038) to settle current liabilities of $5,838,799 (April 30, 2023 - $5,941,352). All the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

iii. Currency Risk

As at July 31, 2023, a portion of the Company's financial assets and liabilities held in Canadian dollars and United States dollar consist of cash and cash equivalents, accounts payable and accrued liabilities and deferred consideration. The Company's objective in managing its foreign currency risk is to minimize its net exposure to foreign currency cash flows by transacting, to the greatest extent possible, with third parties in the functional currency. The Company is exposed to currency rate risk in other comprehensive loss, relating to foreign subsidiaries which operate in a foreign currency.

14. FINANCIAL RISK MANAGEMENT (continued)

Commodity Price Risk

The Company is subject to price risk from fluctuations in the market prices of commodities as it relates to the possible underlying values of its commodity based mineral properties and the corresponding ability to raise funds for future operations. Management closely monitors commodity prices to determine the appropriate course of action to be taken in its investing and financing activities. As the Company has not yet developed commercial mineral interests, it is not exposed to significant commodity price risk.

iv. Interest Rate Risk

The Company does not have any loans. The Company is not currently exposed to significant interest rate risk.

15. SUBSEQUENT EVENTS

Subsequent to the quarter ended July 31, 2023, the Company issued 1,050,193 common shares from the exercise of warrants for total proceeds of $281,699.