Winston Gold Corp.

(An Exploration Stage Company)

Condensed Interim Consolidated Financial Statements

(Expressed in Canadian Dollars)

(unaudited)

For the nine months ended September 30, 2022 and 2021

Notice to Reader

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

The accompanying unaudited condensed interim consolidated financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these unaudited condensed interim consolidated financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of condensed interim consolidated financial statements by an entity's auditor.

Winston Gold Corp.

(An Exploration Stage Company)

Condensed Interim Consolidated Statements of Financial Position

(Expressed in Canadian Dollars)

(unaudited)

As at		September 30, 2022		December 31, 2021
Assets				
Current assets				
Cash	$	**11,130**	$	114,829
Accounts receivable		**13,543**		13,543
Prepaid expenses and deposits		**34,267**		42,695
Total current assets		**58,940**		171,067
Non-current assets				
Equipment (Note 8)		**854,334**		958,267
Right-of-use asset (Note 9)		**557,734**		675,025
Reclamation bonds (Note 11)		**93,495**		86,476
Total non-current assets		**1,505,563**		1,719,768
Total Assets	$	**1,564,503**	$	1,890,835
Liabilities				
Current liabilities				
Accounts payable and accrued liabilities	$	**2,896,497**	$	2,212,311
Due to Related Party (Note 18)		**278,908**		257,971
Loans advanced (Note 10,20)		**685,350**		633,900
Loans advanced interest payable		**21,580**		19,960
Debenture interest payable		**32,510**		10,431
Debentures payable (Note 9)		**1,327,827**		1,228,144
Lease liability (Note 7)		**246,247**		203,387
Due to directors (Note 8)		**2,932,102**		912,194
		8,421,021		5,478,298
Non-current liabilities				
Due to director, long-term (Note 10)		**411,210**		380,340
Lease liability (Note 9)		**418,092**		559,892
Restoration liabilities (Note 11)		**93,495**		86,476
Total non-current liabilities		**922,797**		1,026,708
Total Liabilities		**9,343,818**		6,505,006
Shareholders' Equity (Deficiency)				
Share capital (Note 13)		**35,488,223**		35,473,223
Share purchase warrants (Note 15)		**10,851,593**		10,851,593
Share subscriptions received (Note 12)		**375,000**		375,000
Contributed surplus		**3,566,150**		3,551,150
Accumulated other comprehensive (loss)		**(162,875)**		(160,379)
Deficit		**(57,897,406)**		(54,704,758)
Total Shareholders' Equity (Deficiency)		**(7,779,315)**		(4,614,171)
Total Liabilities and Shareholders' Equity (Deficiency)	$	**1,564,503**	$	1,890,835

Nature of operations and going concern (Note 1)
Subsequent events (Note 22)

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

Approved by The Board of Directors on November 25, 2022

"Murray Nye"	*"Joseph Carrabba"*
Director	Director

Winston Gold Corp.

(An Exploration Stage Company)

Condensed Interim Consolidated Statements of Financial Position

(Expressed in Canadian Dollars)

(unaudited)

As at		September 30, 2022		December 31, 2021
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Nature of operations and going concern (Note 1)
Subsequent events (Note 22)

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

Approved by The Board of Directors on November 28, 2022

"Murray Nye"	*"Joseph Carrabba"*
Director	Director

Winston Gold Corp.

(An Exploration Stage Company)
Condensed Interim Consolidated Statements of Loss and Comprehensive Loss
For the nine and three months ended September 30, 2022 and 2021
(Expressed in Canadian Dollars)
(unaudited)

	Nine months ended September 30,		Three months ended September 30,	
	2022	2021	**2022**	2021
Expenses				
Exploration and evaluation expenses (Note 16)	$ **2,026,030**	$ 8,004,941	$ **137,070**	$ 1,739,114
Office and administrative costs	**170,583**	351,530	**41,800**	123,074
Management fees	**375,000**	337,500	**105,000**	106,500
Professional and consulting fees	**92,339**	1,127,768	**10,000**	167,544
Travel	**31,708**	131,905	-	30,888
Depreciation expense (Note 6)	**167,855**	165,245	**53,970**	55,678
Interest and accretion expense	**181,892**	92,604	**48,437**	31,386
Shareholder loan interest (forgiveness)	-	(49,460)	-	(53,623)
Share based payments	**15,000**	773,462	-	-
Gain on settlement of debt	-	(1,604)	-	-
Foreign exchange (gain) loss	**92,675**	55,736	**78,896**	59,251
Loss for the period	**(3,153,082)**	(10,989,627)	**(475,173)** $	(2,259,812)
Foreign exchange on translation of subsidiaries	**(39,566)**	(37,489)	**(37,070)**	3,438
Loss and comprehensive loss for the period	$ **(3,192,648)** $	(11,027,116) $	**(512,243)** $	(2,256,374)
Basic and diluted loss per share	**$(0.007)**	$(0.027)	**$(0.001)**	$(0.005)
Weighted average number of common shares outstanding				
Basic and diluted	**445,690,527**	411,844,875	**445,690,527**	411,844,875

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

Winston Gold Corp.
(An Exploration Stage Company)
Condensed Interim Statements of Changes in Shareholders' Deficiency
As at September 30, 2022
(Expressed in Canadian Dollars)

	Number of Shares (Note 13)	Share Capital (Note 13)	Contributed Surplus	Share Purchase Warrants (Note 15)	Accumulated Other Comprehensive Income	Share Subscriptions Received	Deficit	Total
Balance, January 1, 2021	**339,935,994**	**$ 29,445,331**	**$ 3,019,784**	**$ 8,147,576**	**$ (115,213)**	**$ 670,400**	**(40,645,592)**	**$ 522,286**
Shares issued for cash	72,071,850	6,239,553	-	-	-	(670,400)	-	5,569,153
Allocated to warrants	-	(2,734,353)	-	2,734,353	-	-	-	-
Shares issued for warrant exercise	9,582,683	1,310,530	-	(291,595)	-	-	-	1,018,935
Shares issued for stock option exercise	3,300,000	567,479	(256,479)	-	-	-	-	311,000
Broker warrants expired	-	-	159	(159)	-	-	-	-
Broker shares issued	-	-	47,643	(47,643)	-	-	-	-
Share issue costs	-	(72,603)	-	34,186	-	-	-	(38,417)
Share subscriptions received	-	-	-	-	-	-	-	-
Share-based payments	-	-	773,462	-	-	62,500	-	835,962
Shares issued for debt settlement	-	-	-	-	-	-	-	-
Share subscriptions received	-	-	-	-	-	-	-	-
Loss and comprehensive loss for the year	-	-	-	-	(37,489)	-	(10,989,627)	(11,027,116)
Balance,September 30, 2021	**424,890,527**	**34,755,937**	**3,584,569**	**10,576,718**	**(152,702)**	**62,500**	**(51,635,219)**	**(2,808,197)**
Shares issued for cash	20,500,000	1,025,000	-	-	-	-	-	1,025,000
Allocated to warrants	-	-		-				
Shares issued for stock option exercise	-	(56,190)	-	-	-	-	-	(56,190)
Broker warrants expired	-	-	-	(14,224)	-	-	-	(14,224)
Warrants expired	-	47,643	-	-	-	-	-	47,643
Share subscriptions received	-	-	-	-	-	312,500	-	312,500
Share issue costs	-	(10,068)	-	-	-		-	(10,068)
Share based payments	-	-	(33,419)	-	-	-	-	(33,419)
Loss and comprehensive loss for the period	-	-	-	-	(7,677)	-	(3,069,539)	(3,077,216)
Balance, December 31, 2021	**445,390,527**	**35,473,223**	**3,551,150**	**10,851,593**	**(160,379)**	**375,000**	**(54,704,758)**	**(4,614,171)**
Shares issued for stock option exercise	300,000	15,000	-	-	-	-	-	15,000
Share based payments	-	-	15,000	-	-	-	-	15,000
Loss and comprehensive loss for the year	-	-	-	-	(2,496)	-	(3,192,648)	(3,195,144)
Balance, September 30, 2022	**445,690,527**	**$ 35,488,223**	**$ 3,566,150**	**$ 10,851,593**	**$ (162,875)**	**$ 375,000**	**(57,897,406)**	**$ (7,779,315)**

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

Winston Gold Corp.

(An Exploration Stage Company)
Condensed Interim Consolidated Statements of Cash flows
For the nine months ended September 30, 2022 and 2021
(Expressed in Canadian Dollars)
(unaudited)

	Nine months ended September 30, 2022	2021
Cash (used in) provided by:		
Operating Activities		
Loss for the period	$ (3,153,082)	$ (10,989,627)
Items not affecting cash:		
Depreciation	167,855	165,245
Right of use asset amortization	161,766	157,806
Accrued interest expense	23,718	30,243
Interest expense (forgiveness)	-	(49,460)
Accretion on lease	79,470	97,990
Accrued management fees	140,000	235,000
Gain on debt settlement	-	(1,604)
Foreign exchange	29,138	9,836
Share-based payments	15,000	773,462
Restoration liability	7,019	29,469
Net changes in non-cash working capital items:		
Accounts payable and accrued liabilities	684,186	701,459
Amounts receivable	-	81,239
Prepaid expenses	(8,428)	23,433
Net cash used in operating activities	(1,853,358)	(8,735,509)
Investing Activities		
Reclamation bond	-	(29,469)
Purchase of equipment	-	(30,839)
Net cash used in investing activities	-	(60,308)
Financing Activities		
Proceeds from share issuances	-	5,569,153
Share issuance costs	-	(38,417)
Exercise of stock options	15,000	311,000
Exercise of warrants	-	1,018,935
Share subscriptions received in advance	-	62,500
Lease payments	(151,944)	(225,252)
Proceeds from director loans	2,019,908	31,375
Repayment of debentures	-	(61,688)
Proceeds from related party advances	-	253,672
Proceeds from loans advanced	-	634,100
Repayment of director loans	(27,033)	(370,876)
Net cash provided by financing activities	1,855,931	7,184,502
Effect of foreign exchange on cash	(37,489)	(37,489)
Net change in cash	(34,916)	(1,648,804)
Cash, beginning of period	46,045	1,694,849
Cash, end of period	$ 11,130	$ 46,045

Change in liabilities from financing activities (Note 5)

Non-Cash Transactions	$	$
Issuance of private placement warrants	-	2,734,353
Issuance of broker shares	-	40,040
Issuance of broker warrants	-	34,186
Share subscriptions applied to private placement	-	670,400
Relative fair value of warrants exercised	-	291,595
Reversal of contributed surplus on exercise of options	-	256,479

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Winston Gold Corp. (the "Company") was incorporated in the Province of Manitoba on January 31, 2013. Effective August 24, 2017, the Company continued out of the Province of Manitoba into the jurisdiction of the Province of British Columbia. The Company is listed on the Canadian Securities Exchange under the symbol WGC. The Company is in the process of exploring mining claims which are under lease and has not yet determined whether or not the leased properties will contain economically recoverable reserves.

The principal address of the Company is 320E – 309 McDermot Avenue, Winnipeg, Manitoba R3A 1T3.

The unaudited condensed interim consolidated financial statements of the Company were approved by the Board of Directors on November 25, 2022.

Going Concern of Operations

While these financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") on a going concern basis that presumes the realization of assets and discharge of liabilities in the normal course of business, there are material uncertainties related to adverse conditions and events that cast significant doubt on the Company's ability to continue as a going concern. The Company has incurred losses since its inception and the ability of the Company to continue as a going concern depends on its ability to raise adequate financing and to develop profitable operations.

The Company is in the exploration stage and has not generated revenue from operations. During the period ended September 30, 2022, the Company incurred a net loss of $3,192,648 (September 30, 2021 - $11,027,116), and as of that date, the Company had a deficit of $57,897,406 (December 31, 2021 - $54,704,758), working capital deficiency of $8,362,081 (December 31, 2021 – deficiency of $5,307,231) and negative cash flow from operations of $1,853,358 (December 31, 2021 – negative $8,735,509).

The Company's ability to continue as a going concern is dependent upon obtaining additional financing and eventually achieving profitable production and on being able to make payments required under the mining lease agreements and debenture agreements. The Company continues to evaluate various options in order to address its financing needs. There can be no assurance that the Company's financing activities will be successful or sufficient.

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

2. BASIS OF PREPARATION

Statement of Compliance

These unaudited condensed interim consolidated financial statements of the Company present the Company's financial results of operations and financial position under IFRS as at and for the nine and three months ended September 30, 2022.

These unaudited condensed interim consolidated financial statements of the Company have been prepared in accordance with International Accounting Standard 34, "Interim Financial Reporting", as issued by the International Accounting Standards Board ("IASB") and the interpretations of the International Financial Reporting Interpretations Committee.

2. BASIS OF PREPARATION (cont'd)

Statement of Compliance (cont'd)

A summary of the Company's significant account policies under IFRS are consistent with those of the Company's consolidated financial statements for the year ended December 31, 2021. Refer to those consolidated financial statements for significant accounting policies and recent accounting pronouncements. These policies have been consistently applied to all periods presented

Basis of Measurement and Presentation

The unaudited condensed interim consolidated financial statements are presented in Canadian dollars which is also the Company's functional currency. The functional currency of the Company's US subsidiaries is the US dollar. The unaudited condensed interim consolidated financial statements are prepared on the historical cost basis except for financial instruments measured at their fair value. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

Basis of Consolidation

These unaudited condensed interim consolidated financial statements include the accounts of the Company and its 100% owned subsidiaries Winston Gold Mining USA Corp. and Western States Gold Milling Co. Under the guidance of IFRS 10 *Consolidated Financial Statements*, control is established by having power over the acquiree, exposure or rights to variable returns from its involvement with the acquiree, and the ability to use its power over the acquiree to affect the amount of the acquirer's returns. Subsidiaries are fully consolidated from the date on which control is acquired by the Company. They are de-consolidated from the date that control by the Company ceases.

All intercompany transactions and balances are eliminated on consolidation.

3. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES

The Company makes estimates, judgments and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual results may differ from these estimates and assumptions.

Judgments

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statements within the next financial year are discussed below:

i) Title to mineral property interests
Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

ii) Going Concern
The Company applies judgment in assessing whether material uncertainties exist that would cause doubt as to whether the Company could continue as a going concern.

3. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES (cont'd)

Judgments (cont'd)

iii) Deferred exploration expenses
The Company applies judgment in assessing whether material uncertainties exist that would determine whether the Company has reached a phase of development activity whereby its exploration expenditures could be classified as assets. As at September 30, 2022, management has determined the projects have not reached development stage.

Estimates

The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive loss in the year of the change, if the change affects that year only, or in the year of the change and future years, if the change affects both.

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

Information regarding significant areas of estimation and uncertainty made in applying accounting policies that have the most significant effect on the amounts recognized in the unaudited condensed interim consolidated financial statements are the following:

<u>Valuation of right-of-use asset and lease liabilities</u>

The application of IFRS 16 requires the Company to make judgments that affect the valuation of the right-of-use assets and the valuation of lease liabilities. These include assessing lease agreements to determine the contract term and interest rate used for discounting of future cash flows.

The lease term determined by the Company is comprised of the non-cancellable period of lease agreements, periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option.

The present value of the lease payment is determined using a discount rate representing the rate of a commercial mortgage rate, observed in the period when the lease agreement commences or is modified.

<u>Estimating useful life of equipment</u>

Depreciation of equipment is charged so as to write down the value of those assets to their residual value over their respective estimated useful lives. Management is required to assess the useful economic lives and residual values of the assets such that depreciation is charged on a systematic basis to the current carrying amount. The useful lives are estimated having regard to such factors such as asset maintenance, rate of technical and commercial obsolescence, and asset usage. The useful lives of key assets are reviewed annually.

3. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES (cont'd)

Estimates (cont'd)

Impairment

Judgment is involved in assessing whether there is any indication that an asset or cash generating unit may be impaired. This assessment is made based on the analysis of, amongst other factors, changes in the market or business environment, events that have transpired that have impacted the asset or cash generating unit, and information from internal reporting.

Share-based payments

Management uses the Black-Scholes Pricing Model for valuation of share based compensation and warrants, which requires the input of subjective assumptions including expected price volatility, interest rate and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's results and equity reserves.

Recovery of deferred tax assets

Judgment is required in determining whether deferred tax assets are recognized in the statement of financial position. Deferred tax assets, including those arising from unutilized tax losses, require management to assess the probability that the Company will generate taxable earnings in future periods, in order to utilize recognized deferred tax assets. Estimates of future taxable income are based on forecast cash flows from operations and the application of existing tax laws in each jurisdiction.

Additionally, future changes in tax laws in the jurisdictions in which the Company operates could limit the ability of the Company to obtain tax deductions in future periods.

Determination of functional currency

In accordance with IAS 21 *The Effects of Changes in Foreign Exchange Rates*, management determined that the functional currency of the Company is the Canadian dollar. Management also determined that the functional currency of Winston USA and Western States Gold Milling is the US dollar.

4. FUTURE ACCOUNTING PRONOUNCEMENTS

Standards issued or amended but not yet effective

The Company has not applied the following revised IFRS that has been issued but was not yet effective at September 30, 2022. This accounting standard is not currently expected to have a significant effect on the Company's accounting policies or financial statements.

- IAS 16, *Property, Plant and Equipment - Proceeds before Intended Use* (effective January 1, 2022). The amendment prohibits deducting from the cost of property, plant and equipment amounts received from selling items produced while preparing the asset for its intended use. Instead, a company will recognize such sale proceeds and related cost in profit or loss.

(Expressed in Canadian Dollars)

5. CHANGE IN LIABILITIES FROM FINANCING ACTIVITIES

The following is a continuity of changes in liabilities arising from financing activities for the period ended September 30, 2022 and 2021:

For the nine months ended September 30, 2022

			Non-cash changes			
	January 1, 2022	Cash flows	Management fees	Interest & interest waiver [1]	Foreign exchange movements	September 30, 2022
	$	$	$	$	$	$
Loans payable	633,900	-	-	-	51,450	685,350
Advance loan interest	19,960	-	-	-	1,620	21,580
Due to related party	257,971	-	-	-	20,937	278,908
Due to directors	912,194	2,019,908	-	-	-	2,932,102
LT director loan	380,340	-	-	-	30,870	411,210
Non-convertible debentures	1,228,144	-	-	-	99,683	1,327,827
	3,432,509	2,019,908	-	-	204,560	5,656,977

For the period ended September 30, 2021

			Non-cash changes				
	January 1, 2021	Cash flows	Management fees & interest accrual [1]	Foreign exchange movements	Debenture bonus rolled into principal	Amortization of deferred financing costs	September 30, 2021
	$	$	$	$	$	$	$
Due to directors	322,857	(320,679)	164,163	(4,335)	-	-	162,006
LT director loan	381,960		-	(10,140)	-	-	371,820
Non-convertible debentures	1,296,436	(61,688)	-	(34,115)	-	-	1,200,633
	2,001,253	(382,367)	164,163	(48,590)	-	-	1,734,459

[1] Management Fees - $160,000. Interest - $4,163 (USD 3,333).

(Expressed in Canadian Dollars)

6. EQUIPMENT

For the period ended September 30, 2022

Cost	Building	Leaseholds	Exploration Equipment	Vehicles	Computer Equipment	Total
	$	$	$	$	$	$
At December 31, 2021	89,380	68,290	1,228,524	62,370	33,660	1,482,224
Additions/Disposals	-	-	-	-	-	-
Foreign exchange	7,254	5,543	99,712	5,062	2,732	120,303
At September 30, 2022	96,634	73,833	1,328,236	67,432	36,392	1,602,527

Accumulated Amortization	Building	Leaseholds	Exploration Equipment	Vehicles	Computer Equipment	Total
At December 31, 2021	(6,058)	(17,072)	(463,477)	(24,729)	(12,621)	(523,957)
Amortization for the period	(2,480)	(12,786)	(135,868)	(8,843)	(7,878)	(167,855)
Foreign exchange	(696)	(2,441)	(48,832)	(2,735)	(1,677)	(56,381)
At September 30, 2022	(9,234)	(32,299)	(648,177)	(36,307)	(22,175)	(748,193)
Net Book Value	87,400	41,534	680,059	31,125	14,218	854,334

For the year ended December 31, 2021

Cost	Building	Leaseholds	Exploration Equipment	Vehicles	Computer Equipment	Total
	$	$	$	$	$	$
At December 31, 2020	89,761	68,581	1,217,401	47,612	33,803	1,457,158
Additions/Disposals	-	-	9,151	21,743	-	30,894
Foreign exchange	(381)	(291)	(1,972)	(6,985)	(143)	(5,828)
At December 31, 2021	89,380	68,290	1,228,524	62,370	33,660	1,482,224

Accumulated Amortization	Building	Leaseholds	Exploration Equipment	Vehicles	Computer Equipment	Total
At December 31, 2020	(2,759)	-	(283,956)	(12,978)	(2,113)	(301,806)
Amortization for the year	(3,273)	(16,881)	(178,707)	(11,675)	(10,401)	(220,937)
Foreign exchange	(26)	(191)	(814)	(76)	(107)	(1,214)
At December 31, 2021	(6,058)	(17,072)	(463,477)	(24,729)	(12,621)	(523,957)
Net Book Value	83,322	51,218	765,047	37,641	21,039	958,267

(Expressed in Canadian Dollars)

7. RIGHT OF USE ASSET AND LEASE LIABILITY

On March 1, 2020, the Company entered into a right-of use lease with Paradine LLC (the "Lease") for use of the Paradine Mill in Montana (Note 19(c)). Under the terms of the Lease, the Company is obligated to pay USD 20,000 for a term of 60 months. When measuring the present value of lease obligations, the Company discounted the remaining lease payments using the estimated borrowing rate of 15%.

The following is a continuity of the right-of use asset and lease liability for the period ended September 30, 2022:

	September 30, 2022	December 31, 2021
Right-of-use asset	**$**	$
Right of use asset, beginning of period	**675,025**	891,974
Additions		-
Amortization	**(161,766)**	(210,782)
Foreign exchange	**44,475**	(6,167)
Right of use asset, end of period	**557,734**	675,025
Lease Liability		
Lease liability, beginning of period	**(763,279)**	(942,496)
Additions	**-**	-
Payments	**230,904**	300,870
Interest (exploration & evaluation expenses)	**(79,470)**	(127,599)
Foreign exchange	**(52,494)**	5,946
Lease liability, end of period	**(664,339)**	(763,279)
Lease liability-current	**(246,247)**	(203,966)
Lease liability-long term	**(418,092)**	(559,892)
Total Lease liability, end of period	**(664,339)**	(763,279)

8. DUE TO DIRECTORS

As at September 30, 2022, the non-interest bearing amounts due to directors were $72,822 and $2,859,280 (USD 2,086,000) (December 31, 2021 - $131,229 and $780,965 (USD 616,000)). These loans are unsecured and have no fixed terms of repayment.

During the period ended September 30, 2022, the Company repaid $27,033 (2021 - $370,876) in non-interest bearing director loans.

During the year ended December 31, 2021, the interest due on the unsecured interest-bearing loans due to directors was forgiven and no further interest shall be charged.

(Expressed in Canadian Dollars)

8. DUE TO DIRECTORS (con't)

During the year ended December 31, 2021, the Company repaid $383,164 in director loans and $24,159 (USD 20,000) in director loans. During the year ended December 31, 2021, $719,692 (USD 566,000) in director loans was advanced.

9. DEBENTURES PAYABLE

During the year ended December 31, 2017, the Company entered into non-convertible USD debentures payable agreements. The Series 1 debentures matured on December 1, 2019. The Series 2 debentures matured on March 31, 2020. The debentures are secured on a general lien basis by all property and assets of the Company, non-convertible and pay annual interest at 10% calculated from the date the Subscription Agreement is executed and the funds are received from the investor.

The interest was payable semi-annually on June 1 and December 1 of each year until maturity. On the maturity date, in addition to the interest rate, the Company was obligated to pay a bonus to the lenders in an amount equal to the difference between the Principal Amount and the gold price differential calculated as the difference between the gold price on the Closing Date and the gold price on the Maturity Date to a maximum of USD 1,600 per troy ounce. The Bonus Payment is calculated as Principal Amount x [(Gold Price on Maturity – Gold Price on Closing)/Gold Price on Closing]. If the debentures are not re-paid on the Maturity Dates, the Company shall pay 10% semi-annual interest on the outstanding portion of the principal amount on December 1 and June 1 of each year until the date of repayment. The bonus payment of $119,266 (USD 89,694) related to the Series 1 debentures was recognized in profit or loss upon their maturity, rolled into the principal and Renewed Series 1 matured on December 1, 2020. The bonus payment of $154,391 (USD 108,826) related to the Series 2 debentures was recognized in profit or loss upon their maturity, rolled into the principal and Renewed Series 2 matured on March 31, 2021. The Company has the option to repay any portion of the Renewed Series 1 and Series 2 debentures at any time.

In connection with the non-convertible debenture financing, the Company incurred total transaction costs of $470,031 which were netted with the debentures and amortized over the term of the debentures.

The following is a continuity of non-convertible debentures due from the Company for the nine months ended September 30, 2022:

	September 30, 2022	December 31, 2021
Debentures:	**$**	$
Non-convertible debentures, beginning of period	**1,228,144**	1,296,436
Payments	-	(61,688)
Foreign exchange	**99,683**	(6,604)
Non-convertible debentures, end of period	**1,327,827**	1,228,144

During the period ended September 30, 2022, the Company recorded $97,530 (2021 – $92,604) in interest expense.

9. DEBENTURES PAYABLE (con't)

During the period ended September 30, 2022, the Company repaid $Nil (2021 - $61,688,(USD 49,529)) in S2 Debenture principal.

10. DUE TO DIRECTORS – LONG TERM

On October 4, 2019, the Company received a director loan in the amount of $389,640 (USD 300,000). The loan is secured by exploration equipment, namely a jumbo drill. The loan bears simple interest at an annual rate of 10%. Principal and interest is repayable monthly, amortized for 36 months commencing at the director's discretion. On January 4, 2020, the director entered into an amended loan agreement to extend the repayment date for 6 additional months with an option for further extensions. During the year ended December 31, 2020, the director extended the grace period indefinitely. As at September 30, 2022, the long-term loan due to director is $411,210 (USD 300,000) (December 31, 2021 - $380,340 (USD 300,000)).

As at September 30, 2022, an advance loan is due to Ocean Partners in the amount of $685,350 (USD 500,000) (December 31, 2021 - $633,900 (USD 500,000)) with interest due in the amount of $21,580 (USD 15,744) (December 31, 2021 - $19,960 (USD 15,744)).

11. RESTORATION LIABILITIES AND RECLAMATION BONDS

As at September 30, 2022, management estimated site restoration costs relating to evaluation work completed on the exploration of the Winston property to be $93,495 (USD 68,210) (December 31, 2021 - $86,476 (USD 68,210)) which has been accrued. These costs are estimated by management and approved by the Montana Department of Environmental Quality ("DEQ"). The Company is required to issue reclamation bonds to the DEQ to cover these estimated restoration costs.

The reclamation bonds issued relating to this exploration amount to $93,495 (USD 68,210) (December 31, 2021 - $86,476 (USD 68,210)). The reclamation bonds will be returned to the Company upon the DEQ being satisfied with the site restoration work performed.

12. SHARE SUBSCRIPTIONS

During the period ended September 30, 2022, the Company received $Nil for private placement units to be issued.

During the period ended September 30, 2021, the Company received $62,500 for private placement units to be issued at $0.05 each. These untis were issued on November 16, 2021.

(Expressed in Canadian Dollars)

13. SHARE CAPITAL

Authorized
Unlimited Common shares, voting
Unlimited Preferred shares

Issued and outstanding – Common shares

	Number of Shares		Value
Balance, December 31, 2021	**445,390,527**	**$**	**35,473,223**
Shares issued for option exercise [h]	300,000		15,000
Balance, September 30, 2022	**445,690,527**	**$**	**35,488,223**

December 31, 2021

a) On January 21, 2021, the Company issued 8,038,200 units at a price of $0.125 per unit for total gross proceeds of $1,004,775, $670,400 of which was in settlement of share subscriptions due (Note 14). Each unit consists of one common share and one common share purchase warrant. The 8,038,200 warrants were assigned a relative fair value of $477,092, or $0.0594 per warrant. Each warrant entitles the holder to purchase one additional share in the Company at an exercise price of $0.20, exercisable on or before January 21, 2026.

b) On February 18, 2021, the Company issued 28,816,983 units at a price of $0.09 per unit for total gross proceeds of $2,593,528. Each unit consists of one common share and one common share purchase warrant. The 28,816,983 warrants were assigned a relative fair value of $1,253,402 or $0.0435 per warrant. Each warrant entitles the holder to purchase one additional share in the Company at an exercise price of $0.13, exercisable on or before February 18, 2026. Share issue costs associated with this financing total $58,186, including 266,666 finders warrants valued at $34,186 or $0.1282 per warrant.

c) On July 5, 2021, the Company issued 16,300,000 units at a price of $0.075 per unit for total gross proceeds of $1,222,500. Each unit consists of one common share and one common share purchase warrant. The 16,300,000 warrants were assigned a relative fair value of $582,230 or $0.0357 per warrant. Each warrant entitles the holder to purchase one additional share in the Company at an exercise price of $0.12, exercisable on or before July 5, 2026.

13. SHARE CAPITAL (cont'd)

d) On August 30, 2021, the Company issued 18,916,667 units at a price of $0.075 per unit for total gross proceeds of $1,418,750. Each unit consists of one common share and one common share purchase warrant. The 18,916,667 warrants were assigned a relative fair value of $421,629 or $0.0223 per warrant. Each warrant entitles the holder to purchase one additional share in the Company at an exercise price of $0.105, exercisable on or before August 30, 2023.

e) On November 16, 2021, the Company issued 20,500,000 units at a price of $0.05 per unit for total gross proceeds of $1,025,000. Each unit consists of one common share and one common share purchase warrant. The 20,500,000 warrants were assigned a relative fair value of $289,099 or $0.014 per warrant. Each warrant entitles the holder to purchase one additional share in the Company at an exercise price of $$0.09, exercisable on or before November 16, 2023.

f) Share issue costs associated with the above financings total $82,671, including 266,666 finders warrants valued at $34,186 or $0.1282 per warrant.

g) Received $1,018,935 pursuant to 9,582,683 warrants exercised at a weighted average exercise price of $0.1063 each. The relative fair value of these warrants is $291,595, a weighted average value of $0.0304 per warrant.

h) Received $311,000 pursuant to 3,300,000 stock options exercised at a weighted average exercise price of $0.09 each. The fair value of these options is $200,289, a weighted average value of $0.0607 per option.

i) During the year ended December 31, 2021, 1,000,000 warrants expired with a relative fair value of $47,643 or $0.0464 per warrant.

14. STOCK OPTIONS

The Company has a 10% "rolling" stock option plan in place under which it is authorized to grant options to executive officers and directors, employees and consultants enabling them to acquire up to 10% of the issued and outstanding common stock (on a non-diluted basis) of the Company. Under the plan, the exercise price of each option equals the market price, minimum price or a discounted price of the Company's stock as calculated on the date of the grant. The options can be granted for a maximum term of ten years and vest as determined by the Board of Directors.

(Expressed in Canadian Dollars)

14. STOCK OPTIONS (cont'd)

The following is a continuity of stock option activity for the nine months ended September 30, 2022.

	Number of Options	Weighted Average Exercise Price
Outstanding and exercisable December 31, 2021	20,980,000	$0.13
Granted	8,250,000	$0.11
Expired	(1,050,000)	$0.37
Exercised	(3,300,000)	$0.09
Outstanding and exercisable September 30, 2022	24,880,000	$0.11

During the period ended September 30, 2022, the Company granted 1,500,000 stock options.

During the period ended September 30, 2021, the Company granted 8,250,000 under its Stock Option Plan to directors, officers, employees and consultants.

The total fair value of share-based payment expense on stock options granted to employees and consultants of the Company for the period ended September 30, 2022 is $15,000l (2021 – $773,462).

During the period ended September 30, 2022, 300,000 (2021 – 3,300,000) stock options were exercised at a weighted average exercise price of $0.05 each (2021 - $0.09 each).

During the year ended December 31, 2021, the Company granted 8,250,000 stock options under its Stock Option Plan to directors, officers, employees and consultants. Options vested 100% on the date granted.

The total fair value of share-based payment expense on stock options granted to employees and consultants of the Company for the year ended December 31, 2021 is $717,272.

During the year ended December 31, 2021, 3,300,000 stock options were exercised at a weighted average exercise price of $0.06 each.

Annualized volatility is estimated by considering historic average share price volatility of the Company's publicly traded shares.

(Expressed in Canadian Dollars)

14. STOCK OPTIONS (cont'd)

The Company had the following stock options outstanding as at September 30, 2022:

Number of Options	Exercise Price	Expiry Date
280,000	$0.10	November 27, 2022
3,250,000	$0.05	November 27, 2022
1,200,000	$0.05	March 26, 2024
650,000	$0.07	August 28, 2024
4,150,000	$0.10	April 28, 2025
3,000,000	$0.12	July 31, 2025
6,100,000	$0.18	October 27, 2025
1,000,000	$0.125	January 21, 2026
5,250,000	$0.10	May 26, 2026
24,880,000	$0.11	

The following weighted average assumptions were used for the Black-Scholes valuation of the options granted during the period ended September 30, 2022 and 2021.

	January 21, 2021	February 2, 2021	May 26, 2021
Share price	$0.120	$0.115	$0.095
Risk-free interest rate	0.36%	0.15%	0.71%
Expected life of options	5 years	2 years	5 years
Volatility	159%	142%	157%
Dividend rate	0.0%	0.0%	0.0%
Exercise price	$0.125	$0.120	$0.100
Fair value per option	$0.1108	$0.0736	$0.0875
Forfeiture rate	0%	0%	0%

(Expressed in Canadian Dollars)

15. SHARE PURCHASE WARRANTS

The following is a continuity of share purchase warrant activity for the period ended September 30, 2022:

Expiry Date	Exercise price	January 1, 2022	Granted	Exercised	Expired	September 30, 2022
February 2, 2023	$0.10	4,760,001	-	-	-	4,760,001
April 17, 2023	$0.10	6,950,000	-	-	-	6,950,000
April 17, 2023	$0.10	424,240	-	-	-	424,240
March 26, 2024	$0.10	21,240,000	-	-	-	21,240,000
August 28, 2024	$0.10	25,505,000	-	-	-	25,505,000
October 8, 2024	$0.20	7,724,500	-	-	-	7,724,500
December 23, 2024	$0.20	6,547,750	-	-	-	6,547,750
April 28, 2025	$0.12	20,885,275	-	-	-	20,885,275
May 29, 2025	$0.12	39,013,000	-	-	-	39,013,000
August 28, 2022	$0.12	572,000	-	-	572000	-
August 28, 2025	$0.12	45,322,000	-	-	-	45,322,000
October 16, 2025	$0.14	26,815,013	-	-	-	26,815,013
December 4, 2025	$0.20	17,784,000	-	-	-	17,784,000
January 21, 2026	$0.20	8,038,200	-	-	-	8,038,200
February 18, 2026	$0.13	28,816,983	-	-	-	28,816,983
February 18, 2023	$0.13	266,666	-	-	-	266,666
July 5, 2026	$0.12	16,300,000	-	-	-	16,300,000
August 30, 2023	$0.105	18,916,667	-	-	-	18,916,667
November 16, 2023	$0.09	20,500,000	-	-	-	20,500,000
Total		316,381,295	-	-	572,000	315,809,295
Weighted average exercise price			$0.00	$0.00	$0.00	$0.13

(Expressed in Canadian Dollars)

15. SHARE PURCHASE WARRANTS (cont'd)

The following is a continuity of share purchase warrant activity for the year ended December 31, 2021:

Expiry Date	Exercise price	January 1, 2021	Granted	Exercised	Expired	December 31, 2021
March 23, 2021	$0.10	551,030	-	(549,350)	(1,680)	-
August 3, 2021	$0.20	1,000,000	-	-	(1,000,000)	-
September 15, 2022	$0.10	2,852,104	-	-	-	2,852,104
February 2, 2023	$0.10	7,310,001	-	(2,550,000)	-	4,760,001
April 17, 2023	$0.10	8,600,000	-	(1,650,000)	-	6,950,000
April 17, 2023	$0.10	424,240	-	-	-	424,240
March 26, 2024	$0.10	21,240,000	-	-	-	21,240,000
August 28, 2021	$0.10	299,200	-	-	(299,200)	-
August 28, 2024	$0.10	27,305,000	-	(1,800,000)	-	25,505,000
October 8, 2024	$0.20	7,724,500	-	-	-	7,724,500
December 23, 2024	$0.20	6,547,750	-	-	-	6,547,750
April 28, 2025	$0.12	20,885,275	-	-	-	20,885,275
May 29, 2025	$0.12	40,446,333	-	(1,433,333)	-	39,013,000
August 28, 2022	$0.12	572,000	-	-	-	572,000
August 28, 2025	$0.12	46,922,000	-	(1,600,000)	-	45,322,000
October 16, 2025	$0.14	26,815,013	-	-	-	26,815,013
December 4, 2025	$0.20	17,784,000	-	-	-	17,784,000
January 21, 2026	$0.20	-	8,038,200	-	-	8,038,200
February 18, 2026	$0.13	-	28,816,983	-	-	28,816,983
February 18, 2023	$0.13	-	266,666	-	-	266,666
July 5, 2026	$0.12	-	16,300,000	-	-	16,300,000
August 30, 2023	$0.105	-	18,916,667	-	-	18,916,667
November 16, 2023	$0.09	-	20,500,000	-	-	20,500,000
Total		237,278,446	92,838,516	(9,582,683)	(1,300,880)	319,233,399
Weighted average exercise price			$0.12	$0.11	$0.18	$0.13

(Expressed in Canadian Dollars)

15. SHARE PURCHASE WARRANTS (cont'd)

The following weighted average assumptions were used for the Black-Scholes valuation of the warrants granted during the years. Warrants included in units are valued based on the relative fair value allocation:

	January 21, 2021 (PP)	February 18, 2021 (PP)	February 18, 2021 (finders)	July 5, 2021 (PP)	August 30, 2021 (PP)	November 16, 2021 (PP)
Share Price	$0.120	$0.130	$0.130	$0.120	$0.105	$0.090
Risk-free interest rate	0.36%	0.47%	0.21%	0.89%	0.39%	1.02%
Expected life of warrants	5 years	5 years	2 years	5 years	2 years	2 years
Percentage of warrants (PP)	47.48%	48.33%	N/A	47.63%	29.72%	28.20%
Volatility	159%	159%	143%	158%	103%	102%
Dividend rate	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
Forfeiture rate	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
Fair value per warrant	$0.0593	$0.0435	$0.1585	$0.0357	$0.0223	$0.0141

16. EXPLORATION AND EVALUATION EXPENSES

Properties	**September 30, 2022**	**Three months ended September 30, 2022**	September 30, 2021	Three months ended September 30, 2021
Holmes Property [(a)]	**$ 23,553**	**$ 8,224**	$ 23,565	$ 8,600
Winston Property [(b)]	**1,083,867**	**123,363**	6,417,829	1,051,328
Paradine Mill [(c)]	**917,029**	**87,415**	1,543,270	675,084
Hard Cash Property [(d)]	**1,271**	**-**	20,277	4,102
	$ 2,026,030	**$ 219,002**	$ 8,004,941	$ 1,739,114

(a) Holmes Property:

On May 14, 2014, the Company entered into a five-year Mining Lease Agreement ("H Lease") with Marcus P. Holmes ("Holmes"), an arm's length party, whereby Holmes leased five (5) unpatented mining claims located in Broadwater County, Montana, USA to the Company for exploration. Per the terms of the agreement, the Company will keep the minerals extracted except oil and gas. To explore the property, the Company paid Holmes an advance royalty payment of $11,191 (USD 10,000) and issued 1,000,000 common shares valued at $100,000.

In addition to assuming all underlying payment obligations including governmental taxes, levies and fees, the Company will pay additional advance royalty payments of USD 1,000 monthly from June 2014 to May 2019 [Paid - $77,548 (USD 60,000)]. The H Lease is renewable for additional 5 year terms at USD 20,000 per renewal [paid $26,754 (USD 20,000)] with an advanced royalty payment of USD 2,000 monthly from June 2019 to June 2024 [Paid $75,811 (USD 58,000) to September 30, 2022].

(a) Holmes Property (con't):

The Company will pay Holmes a production royalty of 2% of Net Smelter Returns (NSR). Advance royalty payments are credited towards the 2% NSR payable on production. The Company has the option to purchase the 2% NSR from Holmes for a payment of USD 2,500,000.

The Company has the option to terminate the H Lease at any time by providing 30 days written notice to Holmes.

(b) Winston Property:

On July 15, 2014, the Company entered into a five-year Mining Lease Agreement ("W Lease") with Winston Realty L.L.C. ("Winston", a limited liability company), an arm's length party, whereby Winston leased sixteen (16) patented lode mining claims located in Broadwater County, Montana U.S.A. to the Company for exploration. Per the terms of the agreement, the Company will keep the minerals extracted except oil and gas. To explore the property the Company paid Winston an advance royalty payment of $10,729 (USD 10,000) and issued 2,000,000 common shares in the Company valued at $200,000.

In addition to assuming all underlying payment obligations including governmental taxes, levies and fees, the Company will pay additional advance royalty payments of USD 1,000 monthly from August to October 2014 [Paid $3,300 (USD 3,000)] and USD 2,500 monthly from November 2014 to July 2019 [Paid $188,643 (USD 142,500)] based on minimum quarterly expenditures on the property of USD 50,000 or USD 200,000 annually [Paid $19,328,827 (USD 15,098,615) to September 30, 2022].

The W Lease is renewable for additional 5 year terms at USD 20,000 per renewal [Paid $26,408 (USD 20,000)] with an advanced royalty payment of USD 5,000 monthly from August 2019 to August 2024 [Paid $177,289 (USD 135,000)] to September 30, 2022.

On May 18, 2016, the Company amended the W Lease. The amendment extends the W Lease for an additional 10 years until July 15, 2034 with USD 20,000 due at the end of each 5 year period and the continuation of advanced royalty payments of USD 5,000 monthly. For consideration of 1,500,000 common shares in the Company valued at $150,000, the amendment superseded the number of contiguous patented lode mining claims to thirteen (13) and the Company acquired the option to purchase the thirteen (13) Leased claims and the subsurface rights in the Leased property as well as 100 acres of the Company's choice out of 400 acres of land held by Winston for a purchase price of USD 2,000,000.

Winston has the right to buy back all rights and terminate the W Lease for USD 1 where there is a cessation of all mining, mineral exploration and mineral processing activities for a period of five (5) consecutive years.

The Company will pay Winston a production royalty of 3% NSR if the price of gold is USD 2,000 or less and 4% NSR if the price of gold exceeds USD 2,000. Advance royalty payments are credited towards the 3% or 4% NSR payable on production.

The Company has the option to terminate the W Lease at any time by providing 30 days written notice to Winston.

17. EXPLORATION AND EVALUATION EXPENSES (cont'd)

(c) Paradine Mill

On February 12, 2020, the Company entered into a five-year Mill Lease Agreement ("M-Lease") with Paradine LLC ("Paradine", a limited liability company), an arm's length party, whereby the Company leased the Paradine Mill, located in Broadwater County, Montana. In addition to assuming payment obligations of mill repairs, property and liability insurance and governmental taxes, levies and fees, the Company will pay monthly base rent of USD 20,000. In addition to base rent, the Company shall pay a milling fee calculated by multiplying the number of short dry tons of ore processed during the month by the "Applicable Rate" for that month. The Applicable Rate shall be an amount equal to the Average Gold Price as shown on Kitco.com multiplied by .008. The applicable Rate shall not exceed USD 14.40 per short dry ton and shall not be less than USD 11.20 per short dry ton. The Company has the option to purchase the Mill on the last day of the term of the M-Lease. The monthly lease payments began March 1, 2020. Included in Mill expenses is $104,843 (USD 84.069) (December 31, 2021 $157,806 (USD 126,104)) in amortization of right of use asset and $66,706 (USD 53,470) (December 31, 2020 $134,249 (USD 99,566)) in interest on lease liability (Note 9).

(d) Hard Cash Property:

Jointly, with Bond Resources Inc., a company having a director in common with the Company, entered into a Lease Agreement ("HC Lease"), including an option to purchase, with Montana Reclaim LLC (Lessor) over the Hard Cash property. The Hard Cash property consists of nine (9) patented claims covering 166 acres west of Radersburg, Montana, approximately 3 km from the Paradine mill. The Company and Bond are equal partners in the project and will each be responsible for 50% of expenditures. The HC Lease initial term is five (5) years commencing on the date of execution and is renewable for three (3) additional five (5) year terms. Consideration payable to the Lessor consists of an initial cash payment of USD 2,000, shared with Bond; shared monthly payments with Bond of USD 1,500; annual payments by each of Bond and the Company of USD 25,000 payable in shares of Bond and the Company respectively; and USD 25,000, shared with Bond, upon the expiry of each five year term. In addition to the lease payments, by the end of each calendar year commencing in 2021, Bond and the Company must make minimum shared annual expenditures on the property of USD 75,000. The HC Lease includes the option to purchase the Property at any time for USD 1,500,000, plus a 3.0% net smelter returns royalty with increases to 4.0% should the price of gold exceed USD 2,000 per ounce. The Company, jointly with Bond, has the option to terminate the HC Lease at any time by providing 90 days written notice to the Lessor.

(e) Ocean Partners:

On May 16, 2021, the Company entered into a Contract, terminating on March 16, 2024, with Ocean Partners USA Inc. (the "Buyer"), whereby the Company agrees to sell gold concentrates to the Buyer. The Buyer shall advance payment based on concentrate quality advised by the Company. The Buyer shall confirm the final amount of the sale subsequent to quality examinations conducted by the Buyer. During the period ended September 30, 2022, the Company received $94,609 (USD 69,023) (2021 - $300,286 ($238,322USD) in provisional concentrate advances.

18. RELATED PARTY TRANSACTIONS

Transactions with related parties are incurred in the normal course of business. Related party transactions have been listed below, unless they have been disclosed elsewhere in the unaudited condensed interim consolidated financial statements. During the period ended September 30, 2022, the Company incurred the following charges with related parties that include officers, directors or companies with common directors of the Company:

Included in due to director-long term is $411,210 (USD 300,000) (December 31, 2021 - $381,960 (USD 300,000)) that bear a 10% annual simple interest. (See Note 10 for long term amounts due to directors).

Included in accounts payable is $77,794 (USD 56,755) (2021 - $Nil) due to a company having a director in common with the Company.

Included in accounts receivable is $13,543 (2021 - $13,543) due from companies having a director in common with the Company.

During the period ended September 30, 2022, management fees to directors were $225,000 (2021 - $337,500) .

During the period ended September 30, 2021, the Company paid $20,250 (2020 - $Nil) in administration fees to a director.

During the period ended September 30, 2022 the Company granted 1,500,000 stock options to officers and directors of the Company resulting in share-based payments of $15,000.

During the period ended September 30, 2021, the Company granted 4,500,000 stock options to officers and directors of the Company resulting in share-based payment of $416,943.

During the year ended December 31, 2020, the Company granted 5,500,000 stock options to directors and officers of the Company resulting in share-based payments of $704,577.

19. CAPITAL RISK MANAGEMENT

The Company's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

The Company includes items in shareholders' equity (deficiency) in the definition of capital.

19. CAPITAL RISK MANAGEMENT (con't)

The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to further exploration on its properties. To secure the additional capital necessary to pursue these plans, the Company will attempt to raise additional funds through the issuance of equity, debt or by securing strategic partners.

The Company is not subject to externally imposed capital requirements and there has been no change with respect to the overall capital risk management strategy during the period ended June 30, 2021.

20. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company is exposed to a variety of financial risks by virtue of its activities. In particular: market risk (composed of currency risk), liquidity risk, fair value risk and credit risk. The overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on financial performance.

Risk management is carried out by management under policies reviewed by the Board of Directors. Management is charged with the responsibility of establishing controls and procedures to ensure that financial risks are mitigated in accordance with the approved policies.

a) Market risk:

Currency risk:

Foreign exchange risk arises from purchase transactions as well as recognized financial assets and liabilities denominated in foreign currencies.

The Company is exposed to currency risk through the following financial assets and liabilities denoted in United States dollars:

	September 30 2022	December 31, 2021
	$	$
Cash	**3,193**	91,386
Accounts receivable	**-**	53,170
Deposits	**25,000**	25,000
Accounts payable and accrued liabilities	**2,808,608**	1,540,023
Debenture interest payable	**23,718**	15,744
Debenture principal	**968,721**	968,721
Due to directors	**2,086,000**	616,000
Long term loan payable to director	**300,000**	300,000
Lease liability	**583,867**	602,050

20. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (cont'd)

a) Market risk (con't):

Currency risk (con't):

The above balances were translated into US dollars at the period-end rate of $1.3707 (December 31, 2021 - $1.2678) Canadian dollars to every US dollar.

Based on the above net exposures as at September 30, 2022, assuming that all other variables remain constant, a +/- 5% change in the Canadian dollar against the United States dollar would result in an increase/decrease in net loss of approximately $157,654 (December 31, 2021 - $294,000)

b) Liquidity risk:

Liquidity risk is the risk that the Company will not be able to meet its obligations as they fall due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. Senior management is also actively involved in the review and approval of planned expenditures.

As at September 30, 2022, the Company had working capital deficiency of $8,362,081 (December 31, 2021 – deficiency of $5,307,231). As at September 30, 2022, the Company had cash of $11,130 (December 31, 2021 - $114,828) to settle current liabilities of $8,421,021 (December 31, 2021 - $5,478,298) that are considered short term and expected to be settled within 30 to 90 days.

As a result, the Company has liquidity risk at this time and is dependent on raising funds from external sources. Since the Company does yet earn revenue, it will be required to raise additional capital to fund exploration and operations.

c) Fair value risk:

Fair value represents the amounts at which a financial instrument could be exchanged between willing parties, based on current markets for instruments with the same risk, principal and remaining maturity. Fair value estimates are based on quoted market values and other valuation methods.

The carrying values of cash, accounts receivable, reclamation bonds, accounts payable and accrued liabilities, interest payable, debentures payable and due to directors approximate fair values due to the relatively short term maturities of these instruments. The fair value of the Company's debenture embedded derivative liability is indexed to the gold spot price at the end of each reporting period.

d) Credit risk:

Credit risk is the risk of an unexpected loss if a third party to a financial instrument fails to meet its contractual obligations. The Company is exposed to credit risk with respect to its cash, and reclamation bonds. The Company reduces its credit risk by maintaining its primary bank accounts at large financial institutions and its reclamation bonds with government agencies.

20. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (cont'd)

e) Interest rate risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company currently has no interest-bearing financial instruments other than cash, director loans and debentures payable; therefore, its exposure to interest rate risks is insignificant. The Company's director loans and debentures payable bear a fixed interest rate.

21. FAIR VALUE HIERARCHY

Financial assets and liabilities measured at fair value are classified in the fair value hierarchy according to the lowest level of input that is significant to the fair value measurement. Assessment of the significance of a particular input to the fair value measurement requires judgement and may affect placement within the fair value hierarchy levels. The hierarchy is as follows:

Level 1- Values based on unadjusted quoted prices available in active markets for identical assets or liabilities as of the reporting date.

Level 2 - Values based on inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices).

Level 3 - Values based on prices or valuation techniques that are not based on observable market data.

Cash and marketable securities are measured at Level 1 of the fair value hierarchy. The fair value of accounts payable and accrued liabilities, due to director(s), debenture interest payable, and debentures payable approximates fair value due to the short term nature of the financial instruments. The Company classified its receivables as amortized cost. Accounts payable and accrued liabilities, due to director(s), debenture interest payable, and debentures payable are classified and measured at amortized cost. Assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the placement within the fair value hierarchy. The carrying amounts of these financial instruments are a reasonable estimate of their fair values because of their current nature.

22. SUBSEQUENT EVENTS

Subsequent to September 30, 2022, the Company completed the following transactions:

a) Subsequent to September 30, 2022, the Company sold a jumbo drill for $300,000. The drill had been used as collateral for the long term debt (see note 10) and the proceeds were used to repay the loan.