



CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the Three Months Ended March 31, 2023

(Expressed in Canadian Dollars)

(unaudited)

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3) (a), if an auditor has not performed a review of the condensed consolidated interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor. The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of condensed consolidated interim financial statements by an entity's auditor.

The accompanying unaudited condensed consolidated condensed consolidated interim financial statements of American Pacific Mining Corp. for the three months ended March 31, 2023 have been prepared by the management of the Company and approved by the Company's Audit Committee and the Company's Board of Directors.

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

Table of Contents

Condensed Consolidated Interim Statements of Financial Position (unaudited)	4
Condensed Consolidated Interim Statements of Loss and Comprehensive Loss (unaudited)	5
Condensed Consolidated Interim Statements of Changes in Equity (unaudited)	6
Condensed Consolidated Interim Statements of Cash Flows (unaudited)	7
Notes to the Condensed Consolidated Interim Financial Statements (unaudited)	8
1) Corporate information and continuance of operations	8
2) Significant accounting policies and basis of preparation.....	9
3) Cash and cash equivalents	9
4) Property and equipment.....	9
5) Exploration and evaluation assets	10
6) Lease obligations.....	19
7) Share capital and reserves	20
8) Related party transactions and balances.....	23
9) Segmented information	24
10) Capital management.....	24
11) Financial instruments.....	25

American Pacific Mining Corp.

Condensed Consolidated Interim Statements of Financial Position (unaudited)

(Expressed in Canadian Dollars)

	As at	March 31,	December 31,
	Note(s)	2023	2022
		\$	\$
ASSETS			
Current assets			
Cash and cash equivalents	3	4,062,679	6,036,504
Amounts receivable		92,073	97,334
Prepaid expenses		233,695	248,256
		4,388,447	6,382,094
Non-current assets			
Reclamation deposits	5	190,996	164,073
Property and equipment	4	187,342	199,852
Exploration and evaluation assets	5	36,163,303	36,215,068
		36,541,641	36,578,993
TOTAL ASSETS		40,930,088	42,961,087
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	8	695,183	895,461
Current portion of lease obligation	6	30,700	29,797
		725,883	925,258
Non-current liabilities			
Lease obligation	6	86,089	94,111
		86,089	94,111
TOTAL LIABILITIES		811,972	1,019,369
SHAREHOLDERS' EQUITY			
Share capital	7	59,705,367	59,705,367
Warrants reserve	7	1,425,310	1,425,310
Stock options reserve	7	4,216,809	4,216,809
Accumulated deficit		(25,369,938)	(23,565,126)
Accumulated other comprehensive income (loss)		140,568	159,358
TOTAL SHAREHOLDERS' EQUITY		40,118,116	41,941,718
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		40,930,088	42,961,087
Corporate information and continuance of operations	1		
Commitments	5		
Segmented information	9		
Subsequent events	1, 5, 7, 8		

These unaudited condensed consolidated interim financial statements were approved for issue by the Board of Directors and signed on its behalf by:

/s/ Warwick Smith Director

/s/ Joness Lang Director

American Pacific Mining Corp.

Condensed Consolidated Interim Statements of Loss and Comprehensive Loss (unaudited)

(Expressed in Canadian Dollars)

	Note(s)	For the three months ended	
		March 31, 2023	March 31, 2022
		\$	\$
Expenses (income)			
Bank charges		525	186
Consulting fees	8	212,338	73,328
Depreciation	4	9,754	88
Exploration and evaluation costs	5	1,015,012	1,196,029
Finance income		(36,532)	(939)
Finance costs	6	3,540	-
Foreign exchange loss		11,995	4,322
General and administrative expenses		139,951	73,386
Directors' fees	8	16,334	7,502
Professional fees	8	126,588	94,505
Project evaluation costs	8	-	3,299
Share-based payments	7	-	1,827,754
Shareholder information and investor relations		229,826	138,760
Transfer agent, regulatory and filing fees		56,983	22,237
Travel		18,498	54,024
Total expenses		(1,804,812)	(3,494,481)
Net loss		(1,804,812)	(3,494,481)
Other comprehensive income			
Foreign currency translation differences for foreign operations		(18,790)	(205,065)
Loss and comprehensive loss		(1,823,602)	(3,699,546)
Basic and diluted loss per share for the period attributable to common shareholders (\$ per common share)		(0.01)	(0.03)
Weighted average number of common shares outstanding - basic and diluted		176,773,937	117,803,653

See accompanying notes to these unaudited condensed consolidated interim financial statements.

American Pacific Mining Corp.

Condensed Consolidated Interim Statements of Changes in Equity (unaudited)
(Expressed in Canadian Dollars)

	Note(s)	Share capital		Warrants reserve	Stock options reserve	Accumulated deficit	Accumulated other comprehensive income (loss)	TOTAL
		#	\$	\$	\$	\$	\$	\$
Balance as of December 31, 2022		176,773,937	59,705,367	1,425,310	4,216,809	(23,565,126)	159,358	41,941,718
Loss and comprehensive loss		-	-	-	-	(1,804,812)	(18,790)	(1,823,602)
Balance as of March 31, 2023		176,773,937	59,705,367	1,425,310	4,216,809	(25,369,938)	140,568	40,118,116
Balance at December 31, 2021		117,764,209	39,568,281	508,734	1,810,884	(13,474,114)	(348,707)	28,065,078
Shares issued for cash - stock option exercise	7	50,000	16,250	-	-	-	-	16,250
Reclassification of grant-date fair value on exercise of stock options	7	-	6,350	-	(6,350)	-	-	-
Share-based payments	7	-	-	-	1,827,754	-	-	1,827,754
Loss and comprehensive loss		-	-	-	-	(3,494,481)	(205,065)	(3,699,546)
Balance at March 31, 2022		117,814,209	39,590,881	508,734	3,632,288	(16,968,595)	(553,772)	26,209,536

See accompanying notes to these unaudited condensed consolidated interim financial statements.

American Pacific Mining Corp.

Condensed Consolidated Interim Statements of Cash Flows (unaudited)

(Expressed in Canadian Dollars)

	Note(s)	For the three months ended	
		March 31, 2023	March 31, 2022
		\$	\$
Cash flow from (used in)			
OPERATING ACTIVITIES			
Loss		(1,804,812)	(3,494,481)
Accretion of interest of lease obligation	6	3,540	-
Depreciation	4	15,879	3,093
Share-based payments	7	-	1,827,754
Net changes in non-cash working capital items:			
Amounts receivable		5,261	(14,007)
Prepaid expenses		14,539	(28,703)
Inter-company balances		(188,969)	-
Accounts payable and accrued liabilities		(4,013)	(218,766)
Cash flow used in operating activities		(1,958,575)	(1,925,110)
INVESTING ACTIVITIES			
Acquisition costs on exploration and evaluation assets	5	-	(28,625)
Cash paid for reclamation deposits	5	(27,044)	-
Purchase of property and equipment	4	(3,437)	-
Recovery of exploration and evaluation assets	5	33,806	31,663
Cash flow used in investing activities		3,325	3,038
FINANCING ACTIVITIES			
Lease payments	6	(10,659)	-
Proceeds on exercise of options	7	-	16,250
Cash flow provided by financing activities		(10,659)	16,250
Effects of exchange rate changes on cash and cash equivalents		(7,916)	-
Decrease in cash and cash equivalents		(1,973,825)	(1,905,822)
Cash and cash equivalents, beginning of period	3	6,036,504	15,085,675
Cash and cash equivalents, end of period	3	4,062,679	13,179,853
Supplemental cash flow information			
Reclassification of grant-date fair value on exercise of stock options	9	-	6,350
Cash paid for income taxes		-	-
Cash paid for interest		-	-

See accompanying notes to these consolidated financial statements.

American Pacific Mining Corp.

Notes to the Condensed Consolidated Interim Financial Statements (unaudited)

For the Three Months Ended March 31, 2023

(Expressed in Canadian Dollars)

1) CORPORATE INFORMATION AND CONTINUANCE OF OPERATIONS

American Pacific Mining Corp. (the “Company”) was incorporated under the Business Corporations Act (British Columbia) on July 1, 2017, and is in the business of mineral exploration.

The Company’s head office, principal address, registered address and records office is Suite 910 - 510 Burrard Street, Vancouver, B.C., V6C 3A8, Canada.

The Company’s shares are listed on the Canadian Securities Exchange (the “CSE”) under the symbol “USGD”. On February 25, 2022, the Company’s common shares traded on the OTCQX Best Market (the “OTCQX”) under the ticker symbol of “USGDF”.

As of the date of these unaudited condensed consolidated interim financial statements, the Company has not identified a known body of commercial grade mineral on any of its properties. The ability of the Company to realize the costs it has incurred to date on these properties is dependent upon the Company identifying a commercial mineral body, to finance its development costs and to resolve any environmental, regulatory or other constraints which may hinder the successful development of the property. To date, the Company has not earned any revenues and is considered to be in the exploration stage.

These unaudited condensed consolidated interim financial statements have been prepared assuming the Company will continue on a going-concern basis. The Company has incurred losses since its inception and the ability of the Company to continue as a going-concern depends upon its ability to raise adequate financing and to develop profitable operations. As at March 31, 2023, the Company had working capital of \$3,662,564 (December 31, 2022 – \$5,456,836) and an accumulated deficit of \$25,369,938 (December 31, 2022 – \$23,565,126). The Company’s continuation as a going concern is dependent upon the successful results from its mineral property exploration activities and its ability to attain profitable operations and generate funds there from and/or raise equity capital or borrowings sufficient to meet current and future obligations. Management intends to fund operating costs over the next twelve months with cash and cash equivalents and through further equity financings. Management believes that the Company has sufficient working capital to meet its liabilities for the next twelve months.

Acquisition of Clearview Gold Inc (“Clearview”)

On May 2, 2023, the Company entered into a definitive agreement (the “Clearview Agreement”), pursuant to which the Company will acquire all of the issued and outstanding common shares of Clearview, a private exploration company that is part of the NewQuest Capital company (the “CGI Acquisition”). The CGI Acquisition was completed on May 17, 2023 (the “CGI Closing Date”).

Under the terms of the Clearview Agreement, on the CGI Closing Date, the Company paid \$200,000 and issued 11.5 million common shares of the Company.

Financial Reporting and Disclosure during Economic Uncertainty

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic; the Company has not been significantly impacted by the spread of COVID-19. However, the ongoing COVID-19 pandemic, inflationary pressures, rising interest rates, the global financial climate and the conflict in Ukraine are affecting current economic conditions and increasing economic uncertainty, which may impact the Company’s operating performance, financial position and the Company’s ability to raise funds at this time.

These unaudited condensed consolidated interim financial statements of the Company for the three months ended March 31, 2023 were approved by the Board of Directors on May 30, 2023.

American Pacific Mining Corp.

Notes to the Condensed Consolidated Interim Financial Statements (unaudited)

For the Three Months Ended March 31, 2023

(Expressed in Canadian Dollars)

2) SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION

Statement of compliance to International Financial Reporting Standards

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

Basis of presentation

These unaudited condensed consolidated interim financial statements include the accounts of the Company and its subsidiaries. This interim financial report does not include all of the information required of a full annual financial report and is intended to provide users with an update in relation to events and transactions that are significant to an understanding of the changes in financial position and performance of the Company since the end of the last annual reporting period. It is therefore recommended that this financial report be read in conjunction with the annual financial statements of the Company for the year ended December 31, 2022.

New accounting standards

There were no new or amended IFRS pronouncements effective January 1, 2023 that impacted these condensed consolidated interim financial statements.

3) CASH AND CASH EQUIVALENTS

	March 31, 2023	December 31, 2022
	\$	\$
Cash	968,989	1,978,821
Cash equivalents	3,093,690	4,057,683
	4,062,679	6,036,504

4) PROPERTY AND EQUIPMENT

	Building	Computer equipment	Field equipment	Right-of-use assets	Total
	\$	\$	\$	\$	\$
COST					
As of December 31, 2022	64,272	12,878	43,790	128,537	249,477
Addition	-	3,437	-	-	3,437
Effect of movements on exchange rates	(53)	(3)	(45)	-	(101)
As of March 31, 2023	64,219	16,312	43,745	128,537	252,813
ACCUMULATED DEPRECIATION					
As of December 31, 2022	(32,135)	(9,497)	(1,873)	(6,120)	(49,625)
Addition	(3,209)	(574)	(2,916)	(9,180)	(15,879)
Effect of movements on exchange rates	25	(1)	9	-	33
As of March 31, 2023	(35,319)	(10,072)	(4,780)	(15,300)	(65,471)
Net book value as of March 31, 2023	28,900	6,240	38,965	113,237	187,342

During the three months ended March 31, 2023, the Company charged \$15,879 (March 31, 2022 – \$3,093) in depreciation of which \$6,125 was recognized as exploration and evaluation costs in the statements of loss (Note 5) (March 31, 2022 – \$3,005).

American Pacific Mining Corp.

Notes to the Condensed Consolidated Interim Financial Statements (unaudited)

For the Three Months Ended March 31, 2023

(Expressed in Canadian Dollars)

5) EXPLORATION AND EVALUATION ASSETS**Exploration and evaluation assets**

	Gooseberry project	Madison project	South Lida project	Tuscarora project	Red Hill project	Palmer Property	Haines Block	Big Nugget Property	TOTAL
	\$	\$	\$	\$	\$	\$	\$	\$	\$
Balance as of December 31, 2022	38,859	8,770,166	644,161	4,513,968	106,044	20,108,787	1,688,270	344,813	36,215,068
Option payments received	-	(33,806)	-	-	-	-	-	-	(33,806)
Effect of movements in exchange rate	(263)	(13,347)	(523)	(3,738)	(88)	-	-	-	(17,959)
Balance as of March 31, 2023	38,596	8,723,013	643,638	4,510,230	105,956	20,108,787	1,688,270	344,813	36,163,303

Exploration and evaluation costs incurred by the Company during the three months ended March 31, 2023 and 2022

	Gooseberry project	Madison project	Tuscarora project	Palmer Property	TOTAL
	\$	\$	\$	\$	\$
Consulting	78,461	29,424	21,676	110,646	240,207
Depreciation	-	3,209	-	2,916	6,125
Drilling	48,680	-	-	139,513	188,193
Field	2,389	17,880	913	84,551	105,733
Field office administration	-	-	553	152,639	153,192
Field technicians	-	13,046	-	-	13,046
Geological	46,069	-	2,028	153,966	202,063
Royalty payments	-	-	-	5,859	5,859
Sample analysis	-	-	3,592	-	3,592
Transportation	-	-	456	-	456
Travel	4,905	-	2,169	9,052	16,126
Technical studies	-	-	-	79,100	79,100
Social responsibility	-	-	-	1,320	1,320
	180,504	63,559	31,387	739,562	1,015,012

American Pacific Mining Corp.

Notes to the Condensed Consolidated Interim Financial Statements (unaudited)

For the Three Months Ended March 31, 2023

(Expressed in Canadian Dollars)

5) EXPLORATION AND EVALUATION ASSETS (CONTINUED)

	For the three months ended March 31, 2022			Total \$
	Gooseberry project	Madison project	Tuscarora property	
	\$	\$	\$	
Consulting	12,011	6,747	36,345	55,103
Depreciation	-	3,005	-	3,005
Drilling	266,193	-	386,961	653,154
Equipment rental	13,157	-	6,173	19,330
Field	81,057	510	9,862	91,429
Field office administration	-	-	2,711	2,711
Field technicians	-	50,033	-	50,033
Geological	58,476	-	149,897	208,373
Sample analysis	86,667	-	26,224	112,891
	517,561	60,295	618,173	1,196,029

Title to exploration and evaluation assets involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many exploration and evaluation assets. The Company has investigated title to all of its exploration and evaluation assets, and, to the best of its knowledge, title to all of its properties, are properly registered and in good standing.

South Lida Project (Nevada, USA)

On July 1, 2017, the Company entered into a Claims Purchase Agreement (the "SL Claims Purchase Agreement") with David Saderholm (the "Trustee"), Eric Saderholm, Patricia Saderholm, Warwick Smith and Tarin Smith (collectively, the "Vendors") whereby the Vendors agreed to sell the South Lida Project in exchange for shares in the Company.

Pursuant to the SL Claim Purchase Agreement, the Company issued the Vendors a total of 1,000,000 common shares.

The acquisition of the South Lida Project is a related party transaction as two of the Vendors are officers and directors of the Company.

American Pacific Mining Corp.

Notes to the Condensed Consolidated Interim Financial Statements (unaudited)

For the Three Months Ended March 31, 2023

(Expressed in Canadian Dollars)

5) EXPLORATION AND EVALUATION ASSETS (CONTINUED)

Tuscarora Project (Nevada, US)

On November 6, 2017, the Company entered into an option agreement (the “Tuscarora Option Agreement”) with Novo Resources Corp. The Tuscarora Option Agreement was amended on December 18, 2019 (the “Amended Tuscarora Option Agreement”). Pursuant to the Tuscarora Option Agreement, Novo Resources Corp. will grant the Company the exclusive right and option to acquire a 100% right, title, and interest in and to the Tuscarora Project (the “Tuscarora Option”).

Pursuant to the Amended Tuscarora Option Agreement, the Company:

- a) made \$400,000 cash payments to Novo Resources Corp.; and
- b) issued 266,667 common shares of the Company to Novo Resources Corp.

In addition, to earn the Tuscarora Option, the Company will have to incur US\$100,000 in expenditures on the property annually, starting on the twelve-month period commencing on the first anniversary of the listing date and per each successive twelve-month period thereafter¹.

The property is subject to Net Smelter Returns (the “NSR”) royalties of 0.5% which may be reduced to nil (0%) by paying US\$500,000.

In addition, the Company is also required to make the following payments to Ely Gold Royalties (“Ely Gold”), the owner of the Tuscarora Project:

- a) Annual minimum royalty payments

On or before:	\$	
November 7, 2018	4,000	Paid
November 7, 2019	4,000	Paid
November 7, 2020	4,000	Paid ²
November 7, 2021	8,000	Paid
November 7, 2022	8,000	Paid
November 7, 2023	8,000	
November 7, 2024	8,000	
November 7, 2025	8,000	
November 7, 2026 and each succeeding anniversary	12,000	

- b) Production royalty based on the NSR from the production and sale of minerals from the Tuscarora Project. The royalty percentage rate for precious metals is based on the average daily price per troy ounce of gold during the period of production of minerals from the Tuscarora Project for which the royalty is payable as follows:

- less than or equal to \$1,500 Two percent (2%)
- greater than \$1,500 but less than or equal to \$2,000 Three percent (3%)
- greater than \$2,000 Four percent (4%)

The royalty percentage will apply for all other minerals is 2.5% of the NSR.

¹ This amount has been incurred annually since the first anniversary of the listing date.

² Paid by AmmPower Corp.

American Pacific Mining Corp.

Notes to the Condensed Consolidated Interim Financial Statements (unaudited)

For the Three Months Ended March 31, 2023

(Expressed in Canadian Dollars)

5) EXPLORATION AND EVALUATION ASSETS (CONTINUED)

Tuscarora Project (Nevada, US) (continued)

Lease assignment agreement with Ubica Gold Corp. ("Ubica")

On September 15, 2021, the Company entered into a lease assignment agreement with Ubica Gold Corp. ("Ubica") (the "Ubica Agreement"). Pursuant to the terms of the Ubica Agreement, the Company issued 3,700,000 common shares with fair value of \$3,293,000 (the "Ubica Payment Shares") and paid \$800,000 in cash to Ubica on September 15, 2021 to acquire claims at Tuscarora. The Ubica Payment Shares are subject to voluntary hold periods, with 25% of the Ubica Payment Shares released on September 15, 2021 and an additional 25% released every 6 months thereafter until all Ubica Payment Shares have been released.

The Ubica Agreement consists of three sublease agreements:

- An agreement entered between Ubica and RS Gold, LLC (the "RS Agreement");
- An agreement entered between Ubica and Timothy Tigerman (the "Tigerman Agreement"); and
- An agreement entered between Ubica and Jerry K. and Lori L. Fogle, Debra L. Jacob, and Lanny and Pamela M. Morrison (collectively the "RH Lessor") (the "Rose Hill Agreement").

(collectively, the "Ubica Sublease Agreements")

Pursuant to the Ubica Agreement, the Company is responsible for making the payments which are due on or after September 15, 2021 under the Ubica Sublease Agreements.

- **RS Agreement**

The initial term (the "RS Initial Term") of the RS Agreement is 20 years from April 23, 2019, the date which the RS Agreement was signed. Ubica has the option to extend the RS Agreement for an additional 20 years (the "RS Renewal Term").

Pursuant to the RS Agreement, the Company will make the following payments:

Advanced royalty payment

- US\$20,000 on or before April 23, 2022 (paid);
- US\$30,000 on or before April 23, 2023 (paid subsequent to March 31, 2023);
- US\$40,000 on or before April 23, 2024; and
- US\$50,000 on or before April 23, 2025 and each anniversary thereafter through the initial term and any renewal or extension thereof.

The annual work commitment required pursuant to RS Agreement had been fulfilled by Ubica.

The RS Agreement is subject to a 3% NSR. During the RS Initial Term and the RS Renewal Term, Ubica has the option to purchase up to 2% NSR of the total 3% NSR for US\$1,000,000 per 1% NSR.

American Pacific Mining Corp.

Notes to the Condensed Consolidated Interim Financial Statements (unaudited)

For the Three Months Ended March 31, 2023

(Expressed in Canadian Dollars)

5) EXPLORATION AND EVALUATION ASSETS (CONTINUED)

Tuscarora Project (Nevada, USA) (continued)

Lease assignment agreement with Ubica Gold Corp. ("Ubica") (continued)

- **Tigerman Agreement**

The initial term (the "Tigerman Initial Term") of the Tigerman Agreement is 20 years from June 25, 2021, the date which the Tigerman Agreement was signed. Ubica has the option to extend the Tigerman Agreement for an additional 20 years (the "Tigerman Renewal Term").

Pursuant to the Tigerman Agreement from the Tigerman Initial Term to June 25, 2040, the Company is subject to advanced annual royalties with the first payment of US\$10,000 due on or before June 25, 2022. The advanced annual royalties will increase by 10% each subsequent year.

The 2022 annual royalty of US\$10,000 was paid by Ubica and reimbursed by the Company during the year ended December 31, 2022.

- **Rose Hill Agreement**

The initial term (the "RH Initial Term") of the Rose Hill Agreement is 10 years from June 30, 2021, the date which the Rose Hill Agreement was signed. Ubica has the option to extend the Rose Hill Agreement for an additional 10 years (the "RH Renewal Term").

Pursuant to the Rose Hill Agreement, the Company will make the following payments:

Advanced royalty payment

- US\$6,000 on June 30, 2021 (paid);
- US\$12,000 on or before June 30, 2022 (paid);
- US\$18,000 on or before June 30, 2023;
- US\$24,000 on or before June 30, 2024; and
- US\$36,000 on or before June 30, 2025 and each anniversary thereafter through the initial term and any renewal or extension thereof.

Annual work commitment

- US\$30,000 during the first year from the RH Initial Term (fulfilled);
- US\$80,000 during the second year from the RH Initial Term; and
- US\$100,000 during the third year from the RH Initial Term.

The Rose Hill Agreement is subject to a 3% NSR. During the RH Initial Term and the RH Renewal Term, Ubica has the option to purchase up to 2% NSR of the total 3% NSR for US\$1,000,000 per 1% NSR.

The Company has reclamation deposits of \$27,059 (US\$20,000) (December 31, 2022 – \$27,081 (US\$20,000)) as collateral on the Tuscarora Project.

American Pacific Mining Corp.

Notes to the Condensed Consolidated Interim Financial Statements (unaudited)

For the Three Months Ended March 31, 2023

(Expressed in Canadian Dollars)

5) EXPLORATION AND EVALUATION ASSETS (CONTINUED)

Madison Project (Montana, USA)

The Madison Project is currently under an earn-in, joint venture agreement signed by Broadway Gold Corp. (“Broadway”), a wholly-owned subsidiary of the Company, on April 30, 2019, whereby Kennecott Exploration Company (“Kennecott”), part of the Rio Tinto Group (ASX, LON: RIO) must spend US\$30 million to earn up to 70% of the Madison Project.

Under the terms of the earn-in agreement, Kennecott has an option to acquire a 55% undivided interest (the “First Option”) in the property by incurring exploration and related expenditures of US\$5 million³ within the first five years, including a minimum exploration budget of US\$1 million in the first year.

If Kennecott exercises the First Option, it may elect to earn an additional 10% undivided interest (the “Second Option”), for a total undivided interest of 65%, by incurring additional expenditures of US\$10 million⁴ within the following three years.

If Kennecott exercises the Second Option, it may elect to earn an additional 5% undivided interest (the “Third Option”), for a total of 70%, by incurring additional expenditures of US\$15 million⁴ within the subsequent three-year period. Kennecott may elect to create the joint venture after exercising each option to earn in.

In addition, in order to exercise the First Option, Kennecott is required to make the following cash payment to Broadway in an amount of US\$225,000 over the first five years:

- US\$50,000 on April 30, 2019 (paid);
- US\$25,000 on or before April 30, 2020 (paid);
- US\$25,000 on or before April 30, 2021 (paid)⁴;
- US\$25,000 on or before April 30, 2022 (paid)⁵;
- US\$25,000 on or before April 30, 2023 (paid subsequent to March 31, 2023); and
- US\$75,000 on or before April 30, 2024.

On May 17, 2021, the Company entered into an amendment agreement (the “First Amendment Agreement”) with Kennecott. Under the First Amendment Agreement, the payment, including the annual pre-production payment of US\$50,000 due on April 1 of each year until the commercial production is commenced, made directly or indirectly by Kennecott to keep the Madison Project in good standing is considered as the Option Expenditures.

³ Collectively the “Option Expenditures”

⁴ \$31,655 (US\$25,000) was recognized as a reduction of the carrying value of the Madison Project.

⁵ \$31,663 (US\$25,000) was recognized as a reduction of the carrying value of the Madison Project.

American Pacific Mining Corp.

Notes to the Condensed Consolidated Interim Financial Statements (unaudited)
For the Three Months Ended March 31, 2023
(Expressed in Canadian Dollars)

5) EXPLORATION AND EVALUATION ASSETS (CONTINUED)**Madison Project (Montana, USA) (continued)**

Pursuant to the earn-in agreement:

- Kennecott may request Broadway to conduct exploration on its behalf during the first year in return for a 10% administration charge.
- Broadway has the right to conduct independent drilling and exploration of the skarn zones during the first year.
- Broadway has a right of first offer to acquire Kennecott's interest in the property in the event Kennecott wishes to divest its interest.
- The joint venture may be formed with 55% to Kennecott and 45% to Broadway upon the Kennecott exercise the First Option, 65% to Kennecott and 35% to Broadway upon the Kennecott exercise the Second Option, or 70% to Kennecott and 30% to Broadway upon exercise the Third Option.
- The joint venture will be managed by the Rio Tinto Group and financed by each participant in accordance with its interest.
- Broadway may elect to not finance its interest and be diluted down to a 10% interest. If Broadway is diluted below 10% interest, its interest will convert to a 2% NSR with a maximum amount payable of US\$50 million.

Gooseberry Project (Nevada, USA)

On April 23, 2019, the Company acquired through staking the Gooseberry Mine in Storey Nevada, USA.

The Company has reclamation deposits of \$47,353 (US\$35,000) (December 31, 2022 – \$20,311 (US\$15,000)) as collateral on the Gooseberry Project.

American Pacific Mining Corp.

Notes to the Condensed Consolidated Interim Financial Statements (unaudited)

For the Three Months Ended March 31, 2023

(Expressed in Canadian Dollars)

5) EXPLORATION AND EVALUATION ASSETS (CONTINUED)

Red Hill Project (Nevada, USA)

On July 29, 2021 (the "RH Effective Date"), the Company entered into a ten-year renewable lease agreement for the Red Hill Project (the "RH Lease Agreement") with Nevada North Resources (USA) Inc. ("Nevada North").

Pursuant to the RH Lease Agreement the Company is required to make the first payment of US\$25,000 (paid) Nevada North to hold the Red Hill property for one year from the RH Effective Date and make the following annual payment to Nevada North:

- 2nd payment on July 29, 2022 – US\$25,000 (paid);
- 3rd payment on July 29, 2023 – US\$25,000;
- 4th payment on July 29, 2024 – US\$40,000;
- 5th payment on July 29, 2025 – US\$40,000;
- 6th payment on July 29, 2026 – US\$45,000;
- 7th payment on July 29, 2027 – US\$50,000;
- 8th payment on July 29, 2028 – US\$55,000;
- 9th payment on July 29, 2029 – US\$55,000; and
- 10th payment on July 29, 2030 – US\$55,000⁶.

In addition, the Company is required to pay an annual claim maintenance fee for the Red Hill Project. During the year ended December 31, 2022, the Company paid \$19,289 (US\$14,245) annual claim maintenance fee (December 31, 2021 – \$17,847 (US\$14,070)).

Upon commencement of commercial production, the Company is required to pay Nevada North a royalty on production equal to 3% of NSR of which 1.5% the Company may buy back for US\$3,000,000.

In addition, one of the Company's directors own 10% interest of the Red Hill Project.

Palmer Project (Alaska, USA)

During the year ended December 31, 2022, the Company acquired the Palmer Project which included the Palmer Property and the Haines Block Lease, through the acquisition of Constantine Metal Resources Ltd. ("Constantine").

- **Palmer Property**

The Palmer Property is comprised of mining claims subject to a 99-year mining lease, dated December 19, 1997, and mining claims located near Haines, Alaska. To maintain the lease, there is a requirement to make annual advance royalty payments of US\$42,500 and pay Federal claim annual maintenance fees.

The lease is subject to a 2.5% NSR royalty. The lessee has a right of first refusal to purchase the NSR or any portion thereof at any time during the term of the lease. The advance royalty payments are deductible from the NSR royalty.

The Palmer Property is held by Constantine Mining LLC ("CML") which is jointly owned by Constantine and Dowa Metals & Mining Co., Ltd. ("Dowa"). As of March 31, 2023 and December 31, 2022, Constantine and Dowa owned 40.78% and 59.22%, respectively.

⁶ Beginning on the 11th payment due on July 29, 2031, the annual payment of US\$55,000 will be adjusted for inflation increase according to the United States Department of Labor Consumer Price Index.

American Pacific Mining Corp.

Notes to the Condensed Consolidated Interim Financial Statements (unaudited)

For the Three Months Ended March 31, 2023

(Expressed in Canadian Dollars)

5) EXPLORATION AND EVALUATION ASSETS (CONTINUED)

Palmer Project (Alaska, USA) (continued)

- **Palmer Property (continued)**

Under the terms of the CML members' agreement, Constantine is the operator of CML and each party is responsible for its proportionate share of expenses, determined on the basis of ownership and subject to dilution according to standard dilution provisions. As an operator of CML, Constantine charges CML 7% management fees on eligible expenditures incurred.

For accounting purposes, Constantine's interest in CML has been considered a joint operation and its proportionate interest in the accounts of CML has been consolidated within the Company's financial statements.

Subsequent to March 31, 2023, the Company and Dowa entered into a financial arrangement in which Dowa committed to fund the 2023 budget and work program (the "2023 Palmer Program") for the Palmer Project. The Company has the option to pay its pro-rata share of the 2023 Palmer Program, in whole or in part, prior to October 31, 2023, to minimize or eliminate dilution of its' interest in the Palmer Project.

- **Haines Block Lease**

The Haines Block is contiguous with and surrounds the Federal and State mining claims that make up the Palmer Property. The lease agreement was signed by Constantine and the Alaska Mental Health Trust.

To maintain the lease, the Company is required to make:

- Annual payments of US\$25,000 per year for the initial 3-year lease term, US\$40,000 for years 4 to 6, US\$55,000 for years 7 through 9;
- Work commitments of US\$75,000 per year, escalating by US\$50,000 annually; and
- Annual payments are replaced by royalty payments upon achieving commercial production.

In addition, production royalties payable to the Alaska Mental Health Trust Authority include a sliding scale of 1% to 4.5% royalty for gold, based on gold price, and a 3.5% royalty on minerals other than gold.

A portion of the Haines Block land parcel with surface and mineral rights has been assigned to CML on September 1, 2017.

The Company has reclamation deposits of \$116,584 (US\$85,027) (December 31, 2022 – \$116,681 (US\$85,027)) as collateral on the Palmer Project.

Big Nugget Property (Alaska, USA)

In connection with the acquisition of Constantine, the Company acquired the Big Nugget Property, a portion of the Haines Block Lease which has not been assigned to CML.

American Pacific Mining Corp.

Notes to the Condensed Consolidated Interim Financial Statements (unaudited)

For the Three Months Ended March 31, 2023

(Expressed in Canadian Dollars)

6) LEASE OBLIGATIONS

As at March 31, 2023, future minimum lease payments for the Company's under lease are as follows:

	\$
As of December 31, 2022	123,908
Interest	3,540
Repayment	(10,659)
As of March 31, 2023	116,789
Current	30,700
Long-term	86,089
	116,789
Minimum lease payments for each fiscal year:	
2024	31,977
2025	43,791
2026	45,197
2027 and onwards	19,005
	139,970
Amount representing interest	
2024	(9,303)
2025	(9,012)
2026	(4,493)
2027 and onwards	(373)
	(23,181)

The Company entered into two office leases which are considered short-term leases. During the three months ended March 31, 2023, the expense relating to payments not included in the measurement of the lease liability is \$9,116 (March 31, 2022 – \$23,515).

American Pacific Mining Corp.

Notes to the Condensed Consolidated Interim Financial Statements (unaudited)

For the Three Months Ended March 31, 2023

(Expressed in Canadian Dollars)

7) SHARE CAPITAL AND RESERVES

Authorized share capital

Unlimited number of common shares without par value.

Issued share capital

As of March 31, 2023, the Company had 176,773,937 common shares issued and outstanding (December 31, 2022 – 176,773,937) with a value of \$59,705,367 (December 31, 2022 – \$59,705,367).

During the three months ended March 31, 2023, no share capital transactions occurred.

During the three months ended March 31, 2022, 50,000 stock options were exercised for proceeds of \$16,250. In addition, the Company reclassified the grant date fair value of the exercised stock options of \$6,350 from stock options reserve to share capital.

As discussed in Note 1, on the CGI Closing Date, the Company issued 11,500,000 common shares to Clearview.

Warrants

No warrants were issued, exercised or expired during the three months ended March 31, 2023 and 2022.

The following summarizes information about warrants outstanding at March 31, 2023:

Expiry date	Exercise price (\$)	Warrants outstanding	Estimated grant date fair value (\$)	Weighted average remaining contractual life (in years)
June 8, 2023	0.16	8,181,964	-	0.19
December 13, 2023	1.40	5,722,320	434,122	0.70
May 29, 2023	1.14	10,873,314	90,900	0.16
July 19, 2023	1.14	2,082,568	22,553	0.30
August 12, 2023	0.34	3,888,849	409,022	0.37
October 10, 2024	0.35	2,380,183	394,101	1.53
		33,129,198	1,350,698	0.39
Weighted average exercise price (\$)		0.79		

- The 8,181,964 warrants with an exercise price of \$0.16 which will expire on June 8, 2023 are subject to acceleration in the event that the 20-day volume-weighted average trading price ("VWAP") of the common shares of the Company is greater to \$0.30.

- The 5,722,320 warrants with an exercise price of \$1.40 which will expire on December 13, 2023 are subject to acceleration in the event that the closing price of the common shares of the Company is greater to \$2.00 for ten consecutive trading days.

Subsequent to March 31, 2023, 10,873,314 warrants expired unexercised.

American Pacific Mining Corp.

Notes to the Condensed Consolidated Interim Financial Statements (unaudited)

For the Three Months Ended March 31, 2023

(Expressed in Canadian Dollars)

7) SHARE CAPITAL AND RESERVES (CONTINUED)

Stock options

The Company has a Stock Option Plan (the "Plan") applicable to directors, officers and consultants, under which the total outstanding stock options are limited to 10% of the outstanding common shares of the Company at any one time. Under the plan, an option's maximum term is ten years from the grant date. Under the stock option plan, the Board of the Company has the option of determining vesting periods.

The changes in stock options during the three months ended March 31, 2023 as follows:

	Number outstanding	Weighted average exercise price (\$)
Balance, opening	9,882,168	0.59
Expired	(66,075)	0.84
Cancelled	(1,951,415)	0.50
Balance, closing	7,864,679	0.61

During the three months ended March 31, 2023

- 66,075 stock options with an exercise price of \$0.84 expired unexercised.
- 1,951,415 stock options were cancelled.

During the three months ended March 31, 2022

- On February 28, 2022, the Company granted 2,900,000 options with an exercise price of \$1.01 to its directors, officers, and consultants. The options are exercisable for a period of five years. All of the options granted vested immediately at the date of grant.

During the three months ended March 31, 2023, the Company recognized share-based payments expense arising from stock options of \$nil (March 31, 2022 – \$1,827,754).

American Pacific Mining Corp.

Notes to the Condensed Consolidated Interim Financial Statements (unaudited)

For the Three Months Ended March 31, 2023

(Expressed in Canadian Dollars)

7) SHARE CAPITAL AND RESERVES (CONTINUED)**Stock options (continued)**

The following summarizes information about stock options outstanding and exercisable at March 31, 2023:

Expiry date	Exercise price (\$)	Options outstanding	Options exercisable	Estimated grant date fair value (\$)	Weighted average remaining contractual life (in years)
June 14, 2024	0.61	116,733	116,733	13,008	1.21
May 14, 2025	0.33	50,000	50,000	6,350	2.12
July 22, 2025	0.49	1,900,000	1,900,000	581,062	2.31
August 1, 2025	0.19	220,250	220,250	56,780	2.34
May 27, 2026	0.27	1,700,000	1,700,000	302,317	3.16
July 19, 2026	0.71	100,000	100,000	47,247	3.30
October 25, 2026	0.34	877,696	877,696	229,355	3.57
February 28, 2027	1.01	2,900,000	2,900,000	1,827,754	3.92
		7,864,679	7,864,679	3,063,873	3.22
Weighted average exercise price (\$)		0.62	0.62		

Subsequent to March 31, 2023, 132,150 stock options were exercised for gross proceeds of \$44,931.

American Pacific Mining Corp.

Notes to the Condensed Consolidated Interim Financial Statements (unaudited)

For the Three Months Ended March 31, 2023

(Expressed in Canadian Dollars)

8) RELATED PARTY TRANSACTIONS AND BALANCES

Key management personnel include persons having the authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers.

The following table discloses the total compensation incurred to the Company's key management personnel during the three months ended March 31, 2023 and 2022:

	For the three months ended	
	March 31, 2023	March 31, 2022
	\$	\$
Warwick Smith, CEO and Director		
Consulting fees ⁽¹⁾	76,767	62,110
Share-based payments	-	315,130
	76,767	377,240
Eric Saderholm, President and Director		
Consulting fees	-	4,927
Exploration and evaluation costs	71,028	54,405
Share-based payments	-	315,130
	71,028	374,462
Alnesh Mohan, CFO and Corporate Secretary		
Professional fees ⁽²⁾	68,640	33,280
Share-based payments	-	220,591
	68,640	253,871
Ken Cunningham, Director		
Directors' fees	8,167	3,751
Share-based payments	-	315,130
	8,167	318,881
Joness Lang, Director		
Directors' fees ⁽³⁾	8,167	3,751
Share-based payments	-	315,130
	8,167	318,881
TOTAL	232,769	1,643,335

(1) Paid to Harbourside Consulting Ltd. which is controlled by Mr. Smith.

(2) Paid to Quantum Advisory Partners LLP, an accounting firm in which Mr. Mohan is an incorporated partner. Fees were paid for provision of CFO, financial reporting, accounting support and transaction support services.

(3) Paid to EBC Consulting Group Ltd. which is controlled by Mr. Lang.

As at March 31, 2023, the balances due to the Company's directors and officer included in accounts payables and accrued liabilities were \$62,978 (December 31, 2022 – \$180,210), which were paid subsequent to March 31, 2023. These amounts are unsecured, non-interest bearing and payable on demand.

American Pacific Mining Corp.

Notes to the Condensed Consolidated Interim Financial Statements (unaudited)

For the Three Months Ended March 31, 2023

(Expressed in Canadian Dollars)

9) SEGMENTED INFORMATION

The Company operates in one reportable segment being the exploration and evaluation of mineral properties. The Company's non-current assets are located are as follows:

	March 31, 2023	Canada	United States
	\$	\$	\$
Non-current assets			
Reclamation deposits	190,996	-	190,996
Property and equipment	187,342	116,416	70,926
Exploration and evaluation assets	36,163,303	-	36,163,303

	December 31, 2022	Canada	United States
	\$	\$	\$
Non-current assets			
Reclamation deposits	164,073	-	164,073
Property and equipment	199,852	-	199,852
Exploration and evaluation assets	36,215,068	-	36,215,068

10) CAPITAL MANAGEMENT

The Company defines its components of shareholders' equity as capital. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue business opportunities and to maintain a flexible capital structure that optimizes the costs of capital at an acceptable risk.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust capital structure, the Company may consider issuing new shares, and/or issue debt, acquire or dispose of assets, or adjust the amount of cash on hand.

The Company's investment policy is to keep its cash on deposit in an interest-bearing Canadian chartered bank account. There have been no changes to the Company's approach to capital management at any time during the three months ended March 31, 2023. The Company is not subject to externally imposed capital requirements.

American Pacific Mining Corp.

Notes to the Condensed Consolidated Interim Financial Statements (unaudited)

For the Three Months Ended March 31, 2023

(Expressed in Canadian Dollars)

11) FINANCIAL INSTRUMENTS

Fair value

Financial instruments are classified into one of the following categories: FVTPL, amortized cost and FVTOCI.

Set out below are the Company's financial assets and liabilities by category:

	March 31, 2023	FVTPL	Amortized costs	FVTOCI
	\$	\$	\$	\$
FINANCIAL ASSETS				
ASSETS				
Cash and cash equivalents	4,062,679	-	4,062,679	-
Amounts receivable	92,073	-	92,073	-
Reclamation deposits	190,996	-	190,996	-
FINANCIAL LIABILITIES				
LIABILITIES				
Accounts payable and accrued liabilities	(695,183)	-	(695,183)	-

	December 31, 2022	FVTPL	Amortized costs	FVTOCI
	\$	\$	\$	\$
FINANCIAL ASSETS				
ASSETS				
Cash and cash equivalents	6,036,504	-	6,036,504	-
Amounts receivable	97,334	-	97,334	-
Reclamation deposits	164,073	-	164,073	-
FINANCIAL LIABILITIES				
LIABILITIES				
Accounts payable and accrued liabilities	(895,461)	-	(895,461)	-

The carrying values of amounts receivable, accounts payable and accrued liabilities approximate their fair values due to the relatively short period to maturity of those financial instruments. Reclamation deposits approximate their fair value due to their liquidity.

As at March 31, 2023 and December 31, 2022, there were no financial assets or liabilities measured and recognized in the statement of financial position at fair value that would be categorized as Level 1, 2 and 3 in the fair value hierarchy above.

IFRS 13 establishes a fair value hierarchy that reflects the significance of inputs used in making fair value measurements as follows:

Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability either directly (i.e., as prices) or indirectly (i.e., derived from prices); and

Level 3: Inputs that are not based on observable market data.

The Company has determined the estimated fair values of its financial instruments based upon appropriate valuation methodologies.

American Pacific Mining Corp.

Notes to the Condensed Consolidated Interim Financial Statements (unaudited)

For the Three Months Ended March 31, 2023

(Expressed in Canadian Dollars)

11) FINANCIAL INSTRUMENTS (CONTINUED)

Financial risk management

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company's exposure to credit risk includes cash and cash equivalents and amounts receivable.

The Company's cash and cash equivalents is held at a large Canadian and United States financial institution in interest bearing accounts. The Company has no investments in asset-backed commercial paper.

The Company's maximum exposure to credit risk is the carrying value of its financial assets.

Management believes that the credit risk concentration with respect to these financial instruments is remote. Cash and cash equivalents based in Canada and United States are accessible. The Company's amounts receivable balance does not represent significant credit exposure as it is principally due from the Government of Canada.

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet commitments associated with financial instruments. The Company manages liquidity by maintaining adequate cash balances to meet liabilities as they become due.

As at March 31, 2023, the Company had cash and cash equivalents of \$4,062,679 and accounts payable and accrued liabilities of \$695,183. All accounts payable and accrued liabilities are current.

Market risk

The significant market risks to which the Company is exposed are interest rate risk, foreign currency risk, and price risk.

Interest Rate Risk

Interest rate risk is the risk that the fair value or the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's cash and cash equivalents is held at a Canadian chartered bank. Management believes that the credit risk concentration with respect to cash is remote as the cash and cash equivalents are easily accessible.

The Company's interest rate risk principally arises from the interest rate impact of interest earned on cash and cash equivalents. A 1% change in interest rates on the balance of cash at March 31, 2023 would result in an approximately \$40,000 change to the Company's loss for the three months ended March 31, 2023.

American Pacific Mining Corp.

Notes to the Condensed Consolidated Interim Financial Statements (unaudited)

For the Three Months Ended March 31, 2023

(Expressed in Canadian Dollars)

11) FINANCIAL INSTRUMENTS (CONTINUED)

Financial risk management (continued)

Market risk (continued)

Foreign Currency risk

The Company is exposed to currency risk to the extent that monetary assets and liabilities held by the Company are not denominated in Canadian dollars (“\$” or “CA\$”). The Company has not entered into any foreign currency contracts to mitigate this risk.

The Company’s cash, amounts receivable, and accounts payable and accrued liabilities are held in CA\$ and United States dollars (“US”); therefore, US accounts are subject to fluctuation against the CA\$.

The Company’s financial instruments were denominated as follows as at March 31, 2023:

	CA\$	US\$
Cash and cash equivalents	3,736,073	241,404
Amounts receivable	92,073	-
Reclamation deposits	-	141,170
Accounts payable and accrued liabilities	(136,495)	(412,942)
Current portion of lease obligation	(30,700)	-
Lease obligation	(86,089)	-
	3,574,862	(30,368)
Rate to convert to \$1.00 CA\$	1.00	1.35
Equivalent to CA\$	3,574,862	(41,086)

Based on the above net exposures as at March 31, 2023, and assuming that all other variables remain constant, a 10% change of the CAD against the US would change profit or loss by approximately \$4,000.

Commodity price risk

The Company is exposed to price risk with respect to commodity prices. The Company’s ability to raise capital to fund exploration and development activities may be subject to risks associated with fluctuations in the market price of commodities. The Company is not exposed to significant other price risk.