CROSS RIVER VENTURES CORP

CONSOLIDATED FINANCIAL STATEMENTS

YEARS ENDED JANUARY 31, 2024 AND 2023

(EXPRESSED IN CANADIAN DOLLARS)

SATURNA GROUP
CHARTERED PROFESSIONAL ACCOUNTANTS LLP
Suite 1605, 1166 Alberni Street
Vancouver, BC Canada V6E 3Z3

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Cross River Ventures Corp.

Opinion

We have audited the consolidated financial statements of Cross River Ventures Corp. (the "Company"), which comprise the consolidated statement of financial position as at January 31, 2024, and the consolidated statements of loss and comprehensive loss, changes in shareholders' equity (deficit), and cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

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

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We drat attention to Note 1 of the consolidated financial statements, which indicates that the Company has not generated any revenues from operations and incurred a net loss of $2,792,749 during the year ended January 31, 2024 and, as of that date, had an accumulated deficit of $12,499,638 and a working capital deficit of $1,197,301. These events or conditions along with other matters, indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the year ended January 31, 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Except for the matter described in the *Material Uncertainty Related to Going Concern* section of our report, we have determined that there are no key audit matters to communicate in our report.

Other Information

Management is responsible for the other information. The other information comprises the information included in the Management's Discussion and Analysis, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, and in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Other Matter

The consolidated financial statements of the Company for the year ended January 31, 2023 were audited by another auditor who expressed an unmodified opinion on those consolidated financial statements on May 19, 2023.

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

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

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the consolidated financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and therefore the key audit matters. We describe these matters in our auditor’s report unless law or regulation precludes public disclosure about the matter of when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor’s report is Henry Chow.

Saturna Group Chartered Professional Accountants LLP

Vancouver, Canada

May 30, 2024

Cross River Ventures Corp.
Consolidated Statements of Financial Position
As at January 31, 2024 and 2023
(Expressed in Canadian Dollars)

As at		**2024**		**2023**
ASSETS				
Current assets				
Cash	$	54,859	$	653,348
Amounts receivable		13,683		52,125
Marketable securities (Note 5)		82,000		-
Prepaid expenses (Note 4)		113,695		191,987
Total current assets		264,237		897,460
Non-current assets				
Exploration and evaluation assets (Note 5)		-		2,252,191
Total assets	$	264,237	$	3,149,651
LIABILITIES				
Current liabilities				
Accounts payable and accrued liabilities (Note 7)	$	1,461,538	$	1,767,203
Share subscription liability (Note 6)		-		187,000
Total liabilities		1,461,538		1,954,203
SHAREHOLDERS' EQUITY (DEFICIT)				
Share capital (Note 6)		9,823,226		9,423,226
Reserves (Note 6)		1,479,111		1,479,111
Deficit		(12,499,638)		(9,706,889)
Total shareholders' equity (deficit)		(1,197,301)		1,195,448
Total liabilities and shareholders' equity (deficit)	$	264,237	$	3,149,651

Nature of Operations and Going Concern (Note 1)
Subsequent Events (Note 11)

Approved on behalf of the Board on May 30, 2024

"Sam Wong" Director ***"Ramon Perez"*** Director

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

Cross River Ventures Corp.
Consolidated Statements of Loss and Comprehensive Loss
For the Years Ended January 31, 2024 and 2023
(Express in Canadian Dollars)

		2024		2023
Expenses				
Consulting	$	(88,784)	$	(306,193)
Corporate development		-		(9,000)
Exploration and evaluation costs, net of mineral tax credits (Note 5)		10,883		(3,354,041)
Impairment of exploration and evaluation assets (Note 5)		(2,087,742)		(776,149)
Investor relations		(46,154)		(307,958)
Loss on disposal of exploration and evaluation assets (Note 5)		(55,569)		-
Management fees (Note 7)		(243,300)		(297,900)
Marketing, conferences, and shareholder communications		(126,667)		(256,317)
Office and administration		(45,410)		(47,927)
Professional fees		(68,067)		(99,050)
Rent		(24,000)		(24,000)
Transfer agent and filing fees		(45,004)		(43,108)
Loss before other income		(2,819,814)		(5,521,643)
Other income				
Interest income		5,065		2,287
Flow-through liability movement (Note 6)		-		227,010
Unrealized gain on marketable securities (Note 5)		22,000		-
Total other income		27,065		229,297
Loss and comprehensive loss for the year	$	(2,792,749)	$	(5,292,346)
Basic and diluted loss per common share	$	(0.03)	$	(0.09)
Weighted average number of common shares outstanding – basic and diluted		88,327,964		59,004,951

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

Cross River Ventures Corp.
Consolidated Statements of Changes in Shareholders' Equity (Deficit)
(Expressed in Canadian Dollars)

	Number of Shares	Share Capital	Reserves	Deficit	Total
Balance, January 31, 2022	55,453,536	$ 8,810,206	$ 1,479,111	$ (4,414,543)	$ 5,874,774
Net loss and comprehensive loss for the year	-	-	-	(5,292,346)	(5,292,346)
Common shares issued for private placements	19,533,332	586,000	-	-	586,000
Common shares issued for acquisition of exploration and evaluation assets	300,000	39,500	-	-	39,500
Share issuance costs	-	(12,480)	-	-	(12,480)
Balance, January 31, 2023	75,286,868	9,423,226	1,479,111	(9,706,889)	1,195,448
Net loss and comprehensive loss for the year	-	-	-	(2,792,749)	(2,792,749)
Common shares issued for private placements	13,333,333	400,000	-	-	400,000
Balance, January 31, 2024	88,620,201	$ 9,823,226	$ 1,479,111	$ (12,499,638)	$ (1,197,301)

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

Cross River Ventures Corp.
Consolidated Statements of Cash Flows
For the Years Ended January 31, 2024 and 2023
(Expressed in Canadian Dollars)

		2024		2023
OPERATING ACTIVITIES				
Net loss for the year	$	(2,792,749)	$	(5,292,346)
Items not involving cash:				
Flow through liability movement		-		(227,010)
Impairment of exploration and evaluation assets		2,087,742		776,149
Loss on disposal of exploration and evaluation assets		55,569		-
Unrealized gain on marketable securities		(22,000)		-
Change in non-cash operation working capital:				
Amounts receivable		38,442		60,694
Prepaid expenses		78,292		821,810
Accounts payable and accrued liabilities		(305,665)		1,577,322
Net cash used in operating activities		(860,369)		(2,283,381)
INVESTING ACTIVITIES				
Proceeds from disposal of exploration and evaluation assets		175,000		-
Acquisition of exploration and evaluation assets		(126,120)		(137,000)
Net cash provided by (used in) investing activities		48,880		(137,000)
FINANCING ACTIVITIES				
Proceeds from issuance of common shares		213,000		586,000
Share issuance costs		-		(12,480)
Proceeds from share subscriptions		-		187,000
Net cash provided by financing activities		213,000		760,520
Change in cash for the year		(598,489)		(1,659,861)
Cash, beginning of year		653,348		2,313,209
Cash, end of year	$	54,859	$	653,348

Non-cash investing and financing activities:

Common shares issued for exploration and evaluation assets	$	-	$	39,500
Marketable securities received from sale of exploration and evaluation assets		60,000		-

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

1 Nature of Operations and Going Concern

Cross River Ventures Corp. (the "Company"), of 1012 – 1030 West Georgia St., Vancouver, BC, Canada, V6E 2Y3 was incorporated under the *Business Corporations Act* (British Columbia) on April 11, 2017. The Company's shares are listed on the Canadian Securities Exchange ("CSE") under the symbol CRVC. The principal business of the Company is the identification, evaluation, and acquisition of mineral properties, as well as exploration of mineral properties once acquired.

These consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. The Company has not achieved profitable operations and expects to incur further operating losses in the development of its business. For the year ended January 31, 2024, the Company incurred a net loss of $2,792,749 and, as at January 31, 2024, has a working capital deficit of $1,197,301 and an accumulated deficit of $12,499,638.

Although the Company has been successful in the past in obtaining financing, there can be no assurances that the Company will continue to obtain the additional financial resources necessary and/or achieve profitability or positive cash flows. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. These consolidated financial statements do not include any adjustments that would be necessary to the carrying values and classifications of assets and liabilities should the Company be unable to continue as a going concern. Such adjustments could be material.

2 Basis of preparation

a) Statement of compliance

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

b) Basis of measurement

These consolidated financial statements have been prepared under the historical cost basis, except for certain financial instruments which are stated at their fair values. These consolidated financial statements have been prepared under the accrual basis of accounting, except for cash flow information.

c) Basis of consolidation

These consolidated financial statements include the financial statements of the Company and its wholly-owned subsidiary, Northern Dominion Metals Corporation ("NDMC"), which was incorporated on October 4, 2019 under the laws of the province of British Columbia, Canada. NDMC was acquired by the Company on November 17, 2020.

Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The financial statements of a subsidiary are included in the consolidated financial statements from the date that control commences until the date that control ceases. All significant intercompany transactions and balances have been eliminated on consolidation.

3 Material Accounting Policies

The accounting policies set out below have been applied consistently in the consolidated financial statements.

Exploration and evaluation assets

i) Exploration and Evaluation

Staking costs, property option payments, finders' fees and other costs associated with acquiring exploration and evaluation assets are capitalized and classified as intangible exploration and evaluation assets, whereas exploration and evaluation expenditures are recognized as expenses in the year in which they are incurred.

Subsequent recovery of the resulting carrying value of capitalized costs depends on successful development or sale of the undeveloped project. If a project does not prove viable, all non-recoverable costs associated with the project net of any impairment provisions are written off.

ii) Development

Upon completion of a technical feasibility study and when commercial viability is demonstrated, capitalized exploration and evaluation assets are transferred to and classified as mineral property development costs and are subject to an impairment test. Costs associated with the commissioning of new assets incurred in the period before they are operating in the way intended by management are capitalized. Development costs are net of the proceeds of the sale of metals from ore extracted during the development phase. Interest on borrowings related to the construction and development of assets are capitalized until substantially all the activities required to make the asset ready for its intended use are complete.

Mineral property interests are derecognized upon disposal or when no future economic benefits are expected. Gains and losses on disposal are determined by comparing the proceeds from disposal with the carrying amount of the item and are recognized in the consolidated statement of loss.

iii) Impairment

The Company assesses exploration and evaluation assets for impairment when facts and circumstances suggest that the carrying amount of an asset may exceed its recoverable amount.

Under IFRS 6 Exploration for and Evaluation of Mineral Resources, one or more of the following facts and circumstances indicate that an entity should test exploration and evaluation assets for impairment:

i. The period for which the entity has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed.
ii. Substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned.
iii. Exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area.
iv. Sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

Cash and cash equivalents

The Company considers all highly liquid investments with a maturity of three months or less at the time of issuance, are readily convertible to known amounts of cash, and which are subject to insignificant risk of change in value to be cash equivalents.

Functional and presentation currency

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

Foreign currency translation

Transactions in foreign currencies are translated to the functional currency of each entity at a rate of exchange approximating the prevailing rate at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rate in effect at that date. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Realized and unrealized exchange gains and losses are recognized in the consolidated statement of loss.

On consolidation, the assets and liabilities of foreign operations are translated into Canadian dollars at the rate of exchange prevailing at the reporting date and their statements of income (loss) are translated at the average exchange rates for the reporting period. The exchange differences arising on consolidation are recognized in other comprehensive income or loss. On disposal of a foreign operation, the component of other comprehensive income or loss relating to that particular foreign operation is reclassified to the consolidated statement of loss.

Provisions

Provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

Changes in closure and reclamation estimates are accounted for as a change in the corresponding capitalized cost. Costs of rehabilitation projects for which a provision has been recorded are recorded directly against the provision as incurred.

At each financial reporting date presented, the Company has not incurred any decommissioning costs related to the exploration and evaluation assets, and accordingly, no provision has been recorded for such site reclamation or abandonment.

Financial instruments

Non-Derivative Financial Assets

Cash is recognized initially at fair value. Subsequent to initial recognition, it is measured at amortized cost using the effective interest method.

Marketable securities are recognized at fair value through profit or loss and transaction costs are expensed in the income statement. Realized and unrealized gains and losses arising from changes in the fair value of the financial asset are included in the consolidated statement of loss in the period in which they arise.

Financial instruments (continued)

Non-Derivative Financial Liabilities

Financial liabilities are recognized initially on the trade date at which the Company becomes a party to the contractual provisions of the instrument. Financial liabilities that are not designated at FVTPL are initially measured at fair value plus or minus any directly attributable transaction costs. Subsequent to initial recognition, these financial liabilities are measured at amortized cost using the effective interest method. Financial assets and liabilities are offset and the net amount presented in the consolidated statement of financial position when, and only when, the Company has a legal right to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously. The Company derecognizes a financial liability when its contractual obligations are discharged, cancelled or expire.

Accounts payable and accrued liabilities and share subscription liability are recognized initially at fair value and are subsequently measured at amortized cost using the effective interest method.

Equity issuances

The proceeds from equity issuances are allocated between common shares and common share purchase warrants based on the residual value method. Under this method, the proceeds are allocated to share capital based on the fair value of the common shares on the date of first announcement and any residual value is allocated to common share purchase warrants.

Basic and diluted loss per share

Basic loss per share is computed by dividing the loss for the period by the weighted average number of common shares outstanding during the period. Diluted loss per share reflects the potential dilution that could occur if potentially dilutive securities were exercised or converted to common shares. The dilutive effect of options and warrants and their equivalent is computed by application of the treasury stock method. Diluted amounts are not presented when the effect of the computations are anti-dilutive due to the losses incurred.

Share-based compensation

Where equity instruments are granted to employees, they are recorded at the fair value of the equity instrument on the date of grant using the Black-Scholes option pricing model. The grant date fair value is recognized in profit or loss over the vesting period, described as the period during which all the vesting conditions are satisfied.

Where equity instruments are granted to non-employees, they are recorded at the fair value of the goods or services received in profit or loss, unless they are related to the issuances of shares. Amounts related to the issuances of shares are recorded as a reduction of share capital. When the value of goods or services received in exchange for the share-based payment cannot be reliably estimated, the fair value is determined using the Black-Scholes option pricing model. The fair value of direct awards of stock is determined by the quoted market price of the Company’s stock. The amount recognized as expense is adjusted to reflect the number of stock options expected to vest. For both employees and non-employees, where the terms and conditions are modified before they vest, the increase in the fair value of the options, measured immediately before and after modification, is also charged to share-based compensation in net loss over the remaining vesting period.

Share-based compensation (continued)

Where a grant of options is cancelled and settled during the vesting period, excluding forfeitures when vesting conditions are not satisfied, the Company immediately accounts for the cancellation as an acceleration of vesting and recognizes the amount that otherwise would have been recognized for services received over the remainder of the vesting period. Any payment made to the employee on the cancellation is accounted for as the repurchase of an equity interest except to the extent the payment exceeds the fair value of the equity instrument granted, measured at the repurchase date. Any such excess is recognized as an expense within the consolidated statement of loss.

Flow through shares

The Company finances a portion of its exploration activities through the issuance of flow-through shares.

The Company provides certain share subscribers with a flow-through component for tax incentives available on qualifying Canadian exploration expenditures. The Company renounces the qualifying expenditures upon issuance of the respective flow-through common shares, and accordingly, is not entitled to the related taxable income deductions for such expenditures, giving rise to taxable temporary differences for accounting purposes. A portion of the deferred income tax assets that was not recognized in previous years are recognized as recovery of income taxes in the consolidated statement of loss.

The shares issued require that the Company make certain qualifying expenditures for tax purposes within two years of issuance, the deduction of which flow through to the shareholders.

The proceeds from issuing flow-through shares are allocated between the offering of shares and the sale of tax benefits. The allocation is based on the difference ("premium") between the quoted price of the Company's existing shares and the amount the investor pays for the actual flow-through shares. A liability is recognized for the premium ("other liability") and is reversed into profit or loss as other income. If the flow-through shares are not issued at a premium, a liability is not recorded.

Reclassifications

Certain financial statement items have been reclassified in the current year to conform to current period reporting standards. The impact of the reclassification items had no material impact to the consolidated financial statements.

Income taxes

Income tax expense consisting of current and deferred tax expense is recognized in the consolidated statement of loss and comprehensive loss. Current tax expense (recovery) is the expected tax payable on the taxable income (loss) for the year, using tax rates enacted or substantively enacted at period-end, adjusted for amendments to tax payable with regard to previous years.

Deferred income tax is provided on all temporary differences at the consolidated statement of financial position date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Income taxes (continued)

Deferred income tax liabilities are recognized for all taxable temporary differences, except:

- where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, where the timing of the reversal of the temporary differences can be controlled by the parent, investor or venturer and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognised for all deductible temporary differences, carry-forward of unused tax assets and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry-forward of unused tax assets and unused tax losses can be utilized, except

- where the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and.
- in respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred income taxes are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred income tax assets is reviewed at each consolidated statement of financial position date and recognized to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the consolidated statement of financial position date.

Critical accounting estimates and judgments

The preparation of these consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, and income and expenses.

Although management uses historical experience and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods.

Key sources of estimation uncertainty

Significant areas requiring the use of estimates include fair value of share-based compensation, and unrecognized deferred income tax assets.

Critical accounting estimates and judgments (continued)

Critical judgments in applying accounting policies

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 consolidated financial statements within the next fiscal year are discussed below.

Recoverability of capitalized exploration and evaluation assets

The Company capitalizes mineral property acquisition costs that are to be amortized when production is attained or the balance thereof written off should the property be disproven through exploration or abandoned. The carrying value of the Company's capitalized mineral property costs is reviewed by management at least annually, or whenever events or circumstances indicate that its carrying value may not be recovered. If impairment is determined to exist, a formal estimate of the recoverable amount is performed and an impairment loss is recognized to the extent that the carrying amount exceeds the recoverable amount. The recoverable amount of an asset is measured at the greater of: fair value less costs to sell and value in use.

Going concern risk assessment

The Company considers factors in the application of the going concern assumption based on all readily available information to the Company, which is at least but not limited to 12 months from the end of the reporting period.

Adoption of New Accounting Policies, Standards and Interpretations

Effective February 1, 2023, the Company adopted the following new accounting policies, standards and interpretations:

IAS 1, *Presentation of Financial Statements*, and IFRS Practice Statement 2 *Making Material Judgements* - the amendments replace the requirement to disclose 'significant' accounting policies with a requirement to disclose 'material' accounting policies. The adoption of these standards has not had a material impact on our financial results.

IAS 12, *Income Taxes in relations to Deferred Tax related to Assets and Liabilities Arising from a Single Transaction* – the amendments narrowed the scope of the recognition exemption in IAS 12, relating to the recognition of deferred tax assets and liabilities, so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences such as leases and reclamation and closure cost provisions. The adoption of these standards has not had a material impact on our financial results.

Future Changes in Accounting Policies

The following amendments to accounting standards have been issued but not yet adopted in the financial statements:

IAS 1, *Classification of Liabilities as Current or Non-current* and *Non-current Liabilities with Covenants* – these amendments clarifies that the classification of liabilities with settlement deferral options and liabilities with covenant arrangements. The adoption of these amendments is not expected to have a material impact on the Company's consolidated financial statements.

(Expressed in Canadian Dollars)

4 Prepaid expenses

		January 31, 2024		January 31, 2023
Deposit on exploration activities	$	-	$	15,000
Prepaid general and administrative expenses		113,695		176,987
Total	$	113,695	$	191,987

5 Exploration and Evaluation Assets and Expenditures

Acquisition Costs

		Fuchsite Lake Gold Project, Canada		McVicar Lake Gold Project, Uchi Belt Properties and Dryden Area Projects, Canada		Total
Balance, January 31, 2022	$	343,000	$	2,508,840	$	2,851,840
Option payment – cash		-		137,000		137,000
Option payment – shares		-		39,500		39,500
Impairment		(343,000)		(433,149)		(776,149)
Balance, January 31, 2023	$	-	$	2,252,191	$	2,252,191
Option payment – cash		-		126,120		126,120
Disposal of property				(290,569)		(290,569)
Impairment		-		(2,087,742)		(2,087,742)
Balance, January 31, 2024	$	-	$	-	$	-

Exploration and Evaluation Expenditures

		January 31, 2024		January 31, 2023
Camp and general	$	-	$	1,470,014
Geological and geophysical		55,007		1,860,527
Technical reporting		-		23,500
Mineral tax credits		(65,890)		-
Total	$	(10,883)	$	3,354,041

(Expressed in Canadian Dollars)

Fuchsite Lake Gold Project, Ontario, Canada

On September 3, 2020, the Company entered into a definitive property option agreement (the "Option Agreement") with Ethos Gold Corp. ("Ethos Gold"). Pursuant to the Option Agreement, the Company and Ethos Gold intend to cooperate in the development of Fuchsite Lake Gold Project (the "Project"), located in Ontario. Under the terms of the Option Agreement, the Company has been granted the right to acquire up to a sixty percent interest in the Project from Ethos Gold in consideration for completing a series of cash payments totaling $300,000, issuing a total of 2,000,000 common shares (the "Option Shares"), and incurring expenditures on the Project of at least $1,950,000.

During the year ended January 31, 2023, the Company decided not to continue exploring the property, and recorded an impairment loss of $343,000.

McVicar Lake Gold Project, Uchi Belt Properties and Dryden Area Projects

i) Lang Lake Property

On May 15, 2020, NDMC entered into a property option agreement with 1544230 Ontario Inc. and Gravel Ridge Resources Ltd to acquire 100% interest of Lang Lake Property, located in Northwestern Ontario.

During the year ended January 31, 2023, the Company decided not to continue exploring the property and recorded an impairment loss of $177,878.

ii) McVicar Lake Property

On May 15, 2020, NDMC entered into a property option agreement with 1544230 Ontario Inc., Bounty Gold Corp. and Gravel Ridge Resources Ltd to acquire 100% interest of McVicar Lake Property, located in Northwestern Ontario.

During the year ended January 31, 2024, the Company decided not to continue exploring the property and recorded an impairment loss of $2,087,742.

iii) Uchi Belt Properties and Dryden Area Projects

The Uchi Belt Properties comprise of i) Shabu Lake Property, ii) Maskooch Property, iii) Dent/Jackson-Manion Property and iv) Ear Falls Property. The Dryden Area Projects comprise of Manitou Fault Property.

The Company acquired a portfolio of property options in Northern Ontario from its acquisition of NDMC. The following are the Company's obligations to complete its earn-in option to fully acquire the properties:

Cash payment schedule for November on each annum:					
Calendar Year	Shabu Lake Property	Maskooch Property	Dent/Jackson-Manion Property	Ear Falls Property	Manitou Fault Property
2021	$ 16,000	$ 16,000	$ 16,000	$ 10,000	$ 20,000
2022	$ 20,000	$ 20,000	$ 20,000	$ 12,000	$ 25,000
2023	$ 25,000	$ 25,000	$ 25,000	$ 20,000	$ 30,000

All properties have a 1.5% NSR that can be reduced to 0.75% NSR with additional payment of $500,000 each.

McVicar Lake Gold Project, Uchi Belt Properties and Dryden Area Projects (continued)

iii) Uchi Belt Properties and Dryden Area Projects (continued)

During the year ended January 31, 2023, the Company had made the required cash payments for the Dent/Jackson-Manion Property, Maskooch Property, and Manitou Fault Property. However, the Company was in default on the Shabu Lake Property and Ear Falls Property. During the year ended January 31, 2023, the Company decided not to continue exploration of the Shabu Lake Property and Ear Falls Property and recorded an impairment loss of $255,271.

On October 18, 2023, the Company entered into a Mineral Property Sale Agreement with Dryden Gold Corp. ("Dryden Gold"), as amended on November 21, 2023, to sell 100% interest of the Uchi Belt Properties and Dryden Area Project for $175,000 and 400,000 common shares of Dryden Gold, which had a fair value of $60,000 on the date of sale. As part of the sale, the Company recognized a loss on sale of exploration and evaluation assets of $55,569. As at January 31, 2024, the common shares of Dryden Gold held by the Company had a fair value of $82,000 (2023 - $nil), which resulted in an unrealized gain of marketable securities of $22,000 (2023 - $nil) in the consolidated statement of loss.

6 Share Capital

a) Authorized

Unlimited common shares, without par value.

b) Issued

<u>Share transactions for the year ended January 31, 2024</u>

On February 8, 2023, the Company issued 13,333,333 common shares at a price of $0.03 per share in a private placement for proceeds of $400,000, of which $187,000 was received during the year ended January 31, 2023 and recorded as share subscription liability.

<u>Share transactions for the year ended January 31, 2023</u>

On February 1, 2022, the Company issued 100,000 common shares with a fair value of $17,500 as consideration for the acquisition of a series of four mineral claims located in the vicinity of the Company's existing McVicar Lake Gold Project, located within Uchi Belt Properties in Ontario, Canada.

On April 14, 2022, the Company issued 200,000 common shares with a fair value of $22,000 as part of a mineral property option agreement. Refer to Note 5.

On November 22, 2022, the Company issued 9,166,665 common shares at a price of $0.03 per share in a private placement for proceeds of $275,000.

On December 8, 2022, the Company issued 10,366,667 common shares at a price of $0.03 per share in a private placement for proceeds of $311,000. In conjunction with the private placement, the Company paid finders' fees of $12,480.

As at January 31, 2023, the Company received $187,000 of share subscriptions, which was recorded as share subscription liability.

(Expressed in Canadian Dollars)

c) Stock Options

The Company has a rolling share option plan, which authorizes the Board of Directors to grant options to directors, officers, employees and consultants to acquire up to 10% of the issued and outstanding common shares of the Company. Under the plan, the exercise price of each option may not be less than market price of the Company's shares calculated on the date of the grant less the applicable discount. The options can be granted for a maximum term of 10 years. The Company's share option plan contains no vesting requirements, but permits the Board of Directors to specify a vesting schedule at its discretion.

The following table summarizes the continuity of the Company's stock options:

	Number of options		Weighted average exercise price
Outstanding, January 31, 2022	4,586,250	$	0.24
Expired	(1,586,250)		0.35
Outstanding, January 31, 2023	3,000,000		0.18
Expired	(3,000,000)		0.18
Outstanding, January 31, 2024	-	$	-

d) Agent's Options

The following table summarizes the continuity of the Company's agent options:

	Number of options		Weighted average exercise price
Outstanding, January 31, 2022	438,096	$	0.37
Expired	(21,000)		0.37
Outstanding, January 31, 2023	417,096		0.37
Expired	(417,096)		0.37
Outstanding, January 31, 2024	-	$	-

e) Share Purchase Warrants

The following table summarizes the continuity of the Company's stock options:

	Number of warrants		Weighted average exercise price
Outstanding, January 31, 2022	19,748,817	$	0.29
Expired	(3,969,200)		0.40
Outstanding, January 31, 2023	15,779,617		0.26
Expired	(5,131,102)		0.38
Outstanding, January 31, 2024	10,648,515	$	0.20

As at January 31, 2024, the remaining share purchase warrants are exercisable at $0.20 per share and expire on December 15, 2024.

(Expressed in Canadian Dollars)

f) Flow-through Share Liability

The following is a continuity of the liability portion of the flow-through share issuances:

Balance, January 31, 2022	$	227,010
Settlement of flow-through premium liability		(227,010)
Balance, January 31, 2023 and 2024	$	-

During the year ended January 31, 2023, the Company spent $2,648,722 on qualified flow-through exploration expenditures. As a result, $227,010 of the flow through liability has been recognized in other income.

7 Related Party Transactions

Key management personnel consist of directors and senior management including the President, Chief Executive Officer, Corporate Secretary, Vice President of Exploration and Chief Financial Officer.

During the year ended January 31, 2024, the Company incurred management fees of $243,300 (2023 - $297,900) to officers and directors of the Company. As at January 31, 2024, the Company owes $341,000 (2023 - $249,179) to former officers and directors of the Company for unpaid management fees, which are recorded in accounts payable and accrued liabilities.

8 Financial Instruments and Risk Management

Determination of Fair Value

Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

Fair Value Hierarchy:

Level 1 – Applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

Level 2 – Applies to assets or liabilities for which there are inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly such as quoted prices for similar assets or liabilities in active markets or indirectly such as quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions.

Level 3 – Applies to assets or liabilities for which there are unobservable market data.

The fair value hierarchy level at which a fair value measurement is categorized is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety. The fair values of financial instruments, which include cash, and accounts payable and accrued liabilities approximate their carrying values due to the relatively short-term maturity of these instruments. Marketable securities are classified as a Level 1 financial instrument, as the fair value is based on a market price which has a quoted price in an active market.

Financial risk factors

The Company's risk exposures and the impact on the Company's consolidated financial statements are summarized below.

Credit risk

Financial instruments that potentially subject the Company to a significant concentration of credit risk consist primarily of cash. The Company limits its exposure to credit loss by placing its cash with major financial institutions.

Interest rate risk

The interest rate risks on cash and on the Company's obligations are not considered significant.

Liquidity risk

All of the Company's financial liabilities are classified as current and are anticipated to mature within the next fiscal period. As at January 31, 2024, the Company had a working capital deficit of $1,197,301 (2023 - $1,056,743). The Company expects to manage its liquidity risk through further equity financings. Refer to Note 11.

Price risk

The Company's ability to raise the capital required to fund exploration or development activities is subject to risk associated with the market price of gold and base metals and the outlook for these commodities. The Company is also subjected to price risk based on the market price of marketable securities held by the Company.

9 Capital Management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Company manages its capital structure and makes adjustments to it in light of changes in economic and financial market conditions. The Company considers its capital structure to include shareholders' equity and working capital. In order to maintain or adjust the capital structure, the Company may issue shares and adjust its spending to manage current and projected cash levels.

There had been no change to the Company's approach to capital management during the year ended January 31, 2024. The Company is not subject to externally imposed capital requirements.

(Expressed in Canadian Dollars)

10 Income taxes

The tax effect (computed by applying the Canadian federal and provincial statutory rates) of the significant temporary differences, which comprise of deferred income tax assets and liabilities, are as follows:

		2023		2022
Canadian statutory income tax rate		27%		27%
Income tax recovery at statutory rate	$	(754,042)	$	(1,428,933)
Tax effect of:				
Permanent differences and other		(10,288)		41,077
True up of prior year differences		11,612		2,569
Change in unrecognized deferred income tax assets		752,718		1,385,287
Income tax provision	$	-	$	-

A summary of the Company's unrecognized deductible temporary differences is as follows:

	Year ended January 31, 2024	Expiry	Year ended January 31, 2023	Expiry
Non-capital loss carryforward	$ 5,165,000	2038-2044	$ 4,307,000	2038-2043
Exploration and evaluation assets	6,871,000	None	4,791,000	None
Financing costs	184,000	2025-2027	335,000	2025-2027
Total unrecognized deferred tax assets	$ 12,220,000		$ 9,433,000	

11 Subsequent Events

On March 7, 2024, the Company issued 55,400,000 units at a price of $0.005 per unit for proceeds of $277,000. Each unit consisted of one common share and one half of one share purchase warrant with each whole share purchase warrant entitling the holder to purchase one additional common share of the Company at a price of $0.005 per share until March 7, 2026.

On May 13, 2024, the Company's wholly owned subsidiary NDMC filed for bankruptcy under the Bankruptcy and Insolvency Act ("BIA"). NDMC reported $586,000 of outstanding liabilities and $14,800 of cash as at January 31, 2024.