ETRUSCUS RESOURCES CORP.

Condensed Interim Financial Statements

December 31, 2023

(Expressed in Canadian Dollars)

ETRUSCUS RESOURCES CORP.

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For the three and nine-month periods ended December 31, 2023

(Expressed in Canadian Dollars)

(The accompanying notes are an integral part of these condensed interim financial statements)

MANAGEMENT'S RESPONSIBILITY FOR UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS AND NOTICE OF NO AUDITOR REVIEW

The accompanying condensed interim financial statements of Etruscus Resources Corp. (the "Company") are the responsibility of management and have not been reviewed by the Company's auditors.

These condensed interim financial statements have been prepared by management, on behalf of the Board of Directors, in accordance with the accounting policies disclosed in the notes to the unaudited condensed interim financial statements. Where necessary, management has made informed judgments and estimates in accounting for transactions which were not complete at the financial position date. In the opinion of management, the condensed interim financial statements have been prepared within acceptable limits of materiality and are in accordance with International Accounting Standard 34, Interim Financial Reporting, as issued by the International Accounting Standards Board using accounting policies consistent with International Financial Reporting Standards appropriate in the circumstances.

The Company has established processes, which are in place to provide it sufficient knowledge to support management representations that it has exercised reasonable diligence that (i) the condensed interim financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of, and for the periods presented by, the condensed interim financial statements and (ii) the condensed interim financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented by the condensed interim financial statements.

The Board of Directors is responsible for reviewing and approving the condensed interim financial statements together with other financial information of the Company and for ensuring that management fulfills its financial reporting responsibilities. An Audit Committee assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with management to review the financial reporting process and the condensed interim financial statements together with other financial information of the Company. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the condensed interim financial statements together with other financial information of the Company for issuance to the shareholders.

Management recognizes its responsibility for conducting the Company's affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

ETRUSCUS RESOURCES CORP.

Condensed Interim Statements of Financial Position
As at December 31, 2023
(Expressed in Canadian Dollars)
(prepared by management)

	December 31, 2023 (unaudited)	*March 31, 2023 (audited)*
ASSETS		
Current assets		
Cash and cash equivalents	**$ 135,134**	$ 101,050
Receivables *(Note 3)*	**4,347**	5,855
Prepaid expenses *(Note 4)*	**24,420**	29,500
Total current assets	**163,901**	136,405
Exploration and evaluation assets (*Note 5*)	**5,216,810**	4,765,644
Reclamation deposit	**24,900**	24,900
Equipment *(Note 6)*	**1,357**	1,840
Right-of-use assets *(Note 6)*	**26,627**	39,944
Total assets	**$ 5,433,595**	$ 4,968,733
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities *(Note 7)*	**$ 43,387**	$ 78,371
Due to related parties *(Note 9)*	**100,103**	117,329
Lease liability *(Note 7)*	**18,697**	17,029
Flow-through share premium liability *(Note 8)*	**8,797**	-
Total current liabilities	**170,984**	212,729
Lease liability *(Note 7)*	**10,249**	24,529
Total liabilities	**181,233**	237,258
EQUITY		
Share capital *(Note 8)*	**7,992,190**	7,131,186
Equity reserves	**778,112**	769,645
Share subscriptions	**166,500**	90,000
Deficit	**(3,684,440)**	(3,259,356)
Total equity	**5,252,362**	4,731,475
Total liabilities and equity	**$ 5,433,595**	$ 4,968,733

Nature of Operations and Going Concern *(Note 1)*
Events After the Reporting Period (*Note 13*)

Approved and authorized on behalf of the Board on February 28, 2024.

Fiore Aliperti Director

Gordon Lam Director

(The accompanying notes are an integral part of these condensed interim financial statements)

ETRUSCUS RESOURCES CORP.

Condensed Interim Statements of Operations and Comprehensive Loss

For the three and nine-month periods ended December 31, 2023 and 2022

(Expressed in Canadian Dollars)

(unaudited – prepared by management)

	Nine months ended December 31, 2023	*Nine months ended December 31, 2022*	***Three months ended December 31, 2023***	*Three months ended December 31, 2022*
Operating Expenses:				
Communications	**$ 57,790**	$ 23,187	**$ 14,623**	$ 4,088
Consulting fees (*Note 9*)	**212,900**	193,450	**48,250**	64,650
Depreciation (*Note 6*)	**13,800**	14,879	**4,570**	4,654
Office and general	**24,640**	31,267	**4,161**	7,771
Professional fees	**22,630**	15,423	**8,448**	2,505
Regulatory and transfer agent fees	**20,542**	26,524	**5,851**	6,194
Rent	**13,459**	13,000	**4,486**	4,458
Share-based compensation (*Note 8*)	**520**	42,235	**-**	42,235
Travel	**2,819**	961	**666**	(308)
Total operating expenses	**(369,100)**	(360,926)	**(91,055)**	(136,247)
Finance income	**1,698**	3,379	**423**	748
Accretion of lease liability discount	**(2,576)**	(2,453)	**(753)**	(1,162)
Other income from settlement of flow-through share premium liability	**56,986**	46,506	**3,500**	1,136
Write-down of exploration and evaluation assets	**(112,092)**	-	**-**	-
Loss and comprehensive loss for the period	**$ (425,084)**	$ (313,494)	**$ (87,885)**	$ (135,525)
Basic and diluted loss per common share	**$ (0.01)**	$ (0.01)	**$ (0.00)**	$ (0.00)
Weighted average number of common shares outstanding:				
Basic and diluted	**43,104,192**	37,743,440	**44,085,361**	38,011,622

(The accompanying notes are an integral part of these condensed interim financial statements)

ETRUSCUS RESOURCES CORP.

Condensed Interim Statements of Changes in Equity

For the periods ended December 31, 2023 and 2022

(Expressed in Canadian Dollars)

(unaudited – prepared by management)

	Share Capital					
	Number of Shares	*Amount*	*Equity Reserves*	*Share Subscriptions*	*Deficit*	*Total Equity*
Balance at March 31, 2022	**37,386,622**	**$ 7,087,436**	**$ 719,874**	**$ -**	**$ (2,803,719)**	**$ 5,003,591**
Shares issued for property	625,000	43,750	-	-	-	43,750
Share-based compensation	-	-	42,235	-	-	42,235
Loss for the period	-	-	-	-	(313,494)	(313,494)
Balance at December 31, 2022	**38,011,622**	**$ 7,131,186**	**$ 762,109**	**$ -**	**$ (3,117,213)**	**$ 4,776,082**
Private placement- subscriptions	-	-	-	90,000	-	90,000
Share-based compensation	-	-	7,536	-	-	7,536
Loss for the period	-	-	-	-	(142,143)	(142,143)
Balance at March 31, 2023	**38,011,622**	**$ 7,131,186**	**$ 769,645**	**$ 90,000**	**$ (3,259,356)**	**$ 4,731,475**
Shares issued for property	650,000	78,000	-	-	-	78,000
Private placement	5,423,739	879,344	-	76,500	-	955,844
Share issuance costs	-	(30,557)	7,947	-	-	(22,610)
Flow through share premium	-	(65,783)	-	-	-	(65,783)
Share-based compensation	-	-	520	-	-	520
Loss for the period	-	-	-	-	(425,084)	(425,084)
Balance at December 31, 2023	**44,085,361**	**$ 7,992,190**	**$ 778,112**	**$ 166,500**	**$ (3,684,440)**	**$ 5,252,362**

(The accompanying notes are an integral part of these condensed interim financial statements)

ETRUSCUS RESOURCES CORP.

Condensed Interim Statements of Cash Flows
For the nine-month periods ended December 31, 2023 and 2022
(Expressed in Canadian Dollars)
(unaudited – prepared by management)

	2023	*2022*
Cash flows provided by (used in) operating activities		
Loss for the period	**$ (425,084)**	$ (313,494)
Add-back non-cash items:		
Depreciation	**13,800**	14,879
Accretion of lease liability discount	**2,576**	2,453
Other income from settlement of flow-through share premium liability	**(56,986)**	(46,506)
Share-based compensation	**520**	42,235
Write-down of exploration and evaluation assets	**112,092**	-
Changes in non-cash working capital items:		
Receivables	**1,508**	8,174
Prepaid expenses	**(19,920)**	58,835
Accounts payable and accrued liabilities	**(43,973)**	12,210
Due to related parties	**25,355**	15,649
Net cash used in operating activities	**(390,112)**	(205,565)
Cash flows provided by (used in) investing activities		
Investment in exploration and evaluation assets	**(552,566)**	(814,821)
Receipt of tax credits	**58,716**	1,435
Net cash used in investing activities	**(493,850)**	(813,386)
Cash flows provided by (used in) financing activities		
Share subscriptions received	**789,344**	-
Share issuance costs	**(22,610)**	-
Share subscriptions	**166,500**	-
Lease payments	**(15,188)**	(15,188)
Net cash provided by (used in) financing activities	**918,046**	(15,188)
Change in cash and cash equivalents during the period	**34,084**	(1,034,139)
Cash and cash equivalents, beginning of period	**101,050**	1,152,650
Cash and cash equivalents, end of period	**$ 135,134**	$ 118,511

Cash and cash equivalents consist of:		
Bank deposits	**$ 135,134**	$ 118,511

Supplemental Disclosure with Respect to Cash Flows *(Note 12)*

(The accompanying notes are an integral part of these condensed interim financial statements)

1. NATURE OF OPERATIONS AND GOING CONCERN

Etruscus Resources Corp. ("the Company") was incorporated under the Business Corporations Act (British Columbia) on July 1, 2017. The Company's registered office is located at Suite #1400 - 1125 Howe St., Vancouver, British Columbia, V6Z 2K8, and its operating office is located at Suite #604 - 850 West Hastings St., Vancouver, British Columbia V6C 1E1. The Company's common shares are listed for trading on the Canadian Securities Exchange ("CSE") under the symbol "ETR".

The Company is engaged in the exploration and evaluation of mineral properties and has not yet determined whether any of its properties contain economically recoverable reserves. To date, the Company has not earned any operating revenues and is in the exploration stage. The mining exploration business involves a high degree of risk. The recoverability of the amounts expended on mineral interests by the Company is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the exploration and development of its mineral properties and upon future profitable production or proceeds from disposition of its mineral interests.

These condensed interim financial statements have been prepared on the basis that the Company will continue as a going concern which assumes that the Company will be able to continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of operations. As an exploration stage company, at December 31, 2023 the Company has incurred an accumulated deficit since its inception of $3,684,440 and had a working capital deficiency of $7,083. The ability of the Company to continue as a going concern depends upon its ability to raise adequate financing and to ultimately develop profitable operations. These factors indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern.

Since incorporation on July 1, 2017, the Company raised equity financing from investors to provide for its early-stage exploration and working capital needs. The Company expects to undertake additional fundraising over the ensuing year, likely through private placements but the Company may also consider convertible debentures, third party earn-ins or joint ventures using debt or equity financing structures, to ensure the continuation of Company's exploration activities. To the extent future financing is not available, future working capital commitments may not be satisfied and future exploration programs would face curtailment and could result in a loss of property ownership or earning opportunities for the Company.

There can be no assurance that the Company will be able to raise the funds necessary to continue future operations. Should the Company be unable to realize its assets and discharge its liabilities in the normal course of business, the net realizable value of its assets may be materially less than the amounts recorded on the statements of financial position. These condensed interim financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations.

2. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

Basis of presentation

These condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") and Interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC") and are presented in Canadian dollars which is the financial currency of the Company. These condensed interim financial statements have been prepared on a historical cost basis, except for certain financial instruments which are classified as fair value through profit or loss. In addition, these condensed interim financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

These condensed interim financial statements should be read in conjunction with the Company's annual financial statements and notes thereto for the year ended March 31, 2023. These condensed interim financial statements do not include all disclosures required in annual financial statements but rather they follow recommendations for condensed interim financial statements in accordance with International Accounting Standard 34, Interim Financial Reporting ("IAS 34") as issued by the International Accounting Standards Board ("IASB"). These condensed interim financial statements follow the same accounting policies and methods of their application as those followed in the March 31, 2023 annual financial statements.

New accounting standards

New IFRS policies and pronouncements with an adoption date of April 1, 2023 are as follows:

IAS 1 – Presentation of Financial Statements ("IAS 1") was amended effective for annual periods beginning on or after January 1, 2023, to provide a more general approach to the classification of liabilities under IAS 1 based on the contractual arrangements in place at the reporting date. The amendments clarify that the classification of liabilities as current or noncurrent is based solely on a company's right to defer settlement at the reporting date. The right needs to be unconditional and must have substance. The amendments also clarify that the transfer of a company's own equity instruments is regarded as settlement of a liability, unless it results from the exercise of a conversion option meeting the definition of an equity instrument.

IAS 1 also includes amendments requiring companies to disclose their material accounting policies instead of their significant accounting policies and clarifies the disclosure of material and immaterial transactions.

IAS 8 clarifies changes in accounting policies (which are applied retrospectively) from changes in accounting estimates (which are applied prospectively).

IAS 12 Income taxes clarify the treatment of deferred income taxes on leases and decommissioning obligations.

There were no material impacts to the Company from the adoption of these accounting standards on April 1, 2023.

(Expressed in Canadian Dollars)

3. RECEIVABLES

	December 31, 2023	March 31, 2023
Recoverable sales taxes	**$ 4,347**	$ 5,855
Total receivables	**$ 4,347**	$ 5,855

4. PREPAID EXPENSES

The deposits and prepaid expenses of the Company consist of the following:

	December 31, 2023	March 31, 2023
Advances on communications advertising	**$ 17,233**	$ -
Prepaid insurance	**7,187**	4,500
Advances on exploration subcontractors	**-**	25,000
	$ 24,420	$ 29,500

(Expressed in Canadian Dollars)

5. EXPLORATION AND EVALUATION ASSETS – Mineral Properties

	Lewis Property	*Rock & Roll Property*	*Sugar Property*	*Total*
Balance, March 31, 2022	$ 548,052	$ 3,108,613	$ 123,301	$ 3,779,966
Acquisition costs	193,750	9,770	-	203,520
Accommodation and camp costs	-	82,925	-	82,925
Assays and laboratory analysis	84	7,308	-	7,392
Community relations	-	20,000	-	20,000
Field expenses	-	879	-	879
Geological and geophysical consulting	91,165	96,960	-	188,125
Helicopters and aircraft support	-	126,349	-	126,349
Licenses, claim fees and permits	1,793	20,730	-	22,523
Surveying	222,313	113,087	-	335,400
Less: Recoveries	-	(1,435)	-	(1,435)
Subtotal- net additions	509,105	476,573	-	985,678
Balance, March 31, 2023	$ 1,057,157	$ 3,585,186	$ 123,301	$ 4,765,644
Additions:				
Acquisition costs	228,000	-	-	228,000
Accommodation and camp costs	17,708	-	-	17,708
Assays and laboratory analysis	29,462	-	-	29,462
Drilling	193,887	-	-	193,887
Field expenses	4,818	-	-	4,818
Geological and geophysical consulting	94,915	23,200	-	118,115
Licenses, claim fees and permits	1,431	28,553	-	29,984
Less: Recoveries	(34,968)	(23,748)	-	(58,716)
Less: Write-down of exploration and evaluation assets	-	-	(112,092)	(112,092)
Remaining Sugar claim consolidated into R&R	-	11,209	(11,209)	-
Subtotal- net additions	535,253	39,214	(123,301)	451,166
Balance, December 31, 2023	$ 1,592,410	$ 3,624,400	$ -	$ 5,216,810

Lewis Gold Property, Newfoundland, Canada

On July 20, 2021, the Company announced it had received an option (the "Lewis Option Agreement") to earn a 100% interest in the Lewis Gold Property (the "Lewis Property") in central Newfoundland, from a group of three parties independent to the Company. The Lewis Property consists of two claim blocks in the heart of the Peyton Linear gold trend: the Peyton South claims and the Linear claims. Together, the Lewis Property totals 25.67 square kilometers (2,567 Hectares ("Ha")) and establishes the Company in a key location within central Newfoundland's highly active exploration region. Each claim block carries a two percent (2%) Net Smelter Returns royalty, subject to the purchase of one percent (1%) for $2,000,000 on or before commercial production.

(Expressed in Canadian Dollars)

5. EXPLORATION AND EVALUATION ASSETS – Mineral Properties (continued)

Lewis Gold Property, Newfoundland, Canada (continued)

The Lewis Option Agreement requires aggregate staged payments each year over a four-year period as follows:

Date	Cash	Shares
Acceptance Date	$110,000 (paid)	500,000 (issued)
First Anniversary	$150,000 (paid)	625,000 (issued)
Second Anniversary	$150,000 (paid)	650,000 (issued)
Third Anniversary	$195,000	650,000
Fourth Anniversary	$265,000	675,000
Total	$870,000	3,100,000

Rock & Roll Property, Liard Mining Division, Northwest British Columbia, Canada

The Rock & Roll Property (the "Property") consists of 59 contiguous mineral claims totaling 29,131 Ha situated in the Liard Mining Division of British Columbia, in the Iskut River Valley of the Coast Mountains in northwestern British Columbia.

In 2018, the Company acquired the first 14 claims totalling 4,723 Ha from Equity Exploration Consultants Ltd. ("Equity"), for $50,000 cash and 800,000 common shares of the Company at a value of $0.10 per share, for a total initial acquisition cost of $130,000. Those claims are subject to a 2% net smelter return ("NSR") royalty, held by a group of six parties (the "Royalty Holders"). The Company received an option to purchase one-half of the 2% NSR (the "NSR Buyout Option") for a future payment of $2,000,000 to the Royalty Holders within 30 days of the commencement of commercial production or December 31, 2030, whichever comes earlier. The Company has staked additional claims to expand the Property over the past three years.

Equity has notified the Company that there may be unregistered royalties on the Property in favour of Prime Equities International Corporation. To the Company's best information and belief, such royalties (i) are not evidenced by any completed legal instrument and (ii) have not been the subject of any notice or claim to Equity asserting such royalties. The Company has agreed to indemnify Equity against all costs, charges, and expenses, including any amount paid to settle a threatened or an actual action or to satisfy a judgment, reasonably incurred by Equity in the event that such possible royalties are validated as existing legal obligations binding on the Property.

Sugar Property - Liard Mining Division, Northwest British Columbia, Canada

The Sugar property consisted of 11 contiguous mineral claims totaling 5,181 Ha, staked by the Company in 2019 and early 2020. The claims are located approximately 7 km northwest of the Company's Rock & Roll Property and 25 km southwest of the Galore Creek deposit. During the current period, the Company allowed 10 of the claims to lapse, retaining one claim nearest to Rock & Roll. Accordingly, exploration and evaluation costs of $112,092 were written off. The remaining claim retains capitalized costs of $11,209 and was consolidated into the Rock & Roll Property as at September 30, 2023.

Title to mineral properties 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 conveyance history characteristic of many mineral properties. The Company has investigated title to its mineral properties, and, to the best of its knowledge, titles are in good standing. No impairments of existing claims were noted in the period.

(Expressed in Canadian Dollars)

6. EQUIPMENT AND RIGHT-OF-USE ASSETS

Equipment:

	Computers and software	*Furniture and fixtures*	Total
Cost:			
Balance, March 31, 2022 and 2023 and December 31, 2023	$ 4,938	$ 8,938	$ 13,876
Accumulated depreciation:			
Balance, March 31, 2022	$ 4,738	$ 6,438	$ 11,176
Depreciation for year	110	750	860
Balance, March 31, 2023	4,848	7,188	12,036
Depreciation for period	90	393	483
Balance, December 31, 2023	$ 4,938	$ 7,581	$ 12,519
Net book value – December 31, 2023	**$ -**	**$ 1,357**	**$ 1,357**
Net book value – March 31, 2023	$ 90	$ 1,750	$ 1,840

Right-of-use assets:

Cost:	
Balance, March 31, 2022	$ 60,827
Additions during the year	53,262
Maturity of lease	(60,827)
Balance, March 31, 2023 and December 31, 2023	$ 53,262
Accumulated depreciation:	
Balance, March 31, 2022	$ 55,474
Depreciation for year	18,671
Maturity of lease	(60,827)
Balance, March 31, 2023	13,318
Depreciation for period	13,317
Balance, December 31, 2023	$ 26,635
Net book value – December 31, 2023	**$ 26,627**
Net book value- March 31, 2023	$ 39,944

(Expressed in Canadian Dollars)

7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES AND LEASE LIABILITY

Accounts payable and accrued liabilities for the Company are comprised as follows:

	December 31, 2023	March 31, 2023
Accounts payable	**$ 43,387**	$ 35,871
Accrued liabilities	**-**	42,500
	$ 43,387	$ 78,371

Lease liability:

On July 1, 2022, the Company entered into a premises sublease renewal for a three-year period, with terms following those of the head lease. The lessor is Metallis Resources Inc. ("MTS"), a public company related by two common directors and a common officer. The sublease is for ½ of the space leased by MTS for fixed monthly lease payments of $1,688 per month for the first two years (same as prior sublease) and $1,744 per month for the third year.

The following tables summarize the lease liability recognized in the financial statements:

Lease liability:	**Lease term: 7/1/19 – 6/30/22**	**Lease term: 7/1/22 – 6/30/25**	**Total**
Balance, March 31, 2022	$ 5,029	$ -	$ 5,029
Additions	-	53,262	53,262
Lease payments	(5,062)	(15,188)	(20,250)
Accretion of lease liability discount	33	3,484	3,517
Balance, March 31, 2023	-	41,558	41,558
Lease payments	-	(15,188)	(15,188)
Accretion of lease liability discount	-	2,576	2,576
Balance, December 31, 2023	**$ -**	**$ 28,946**	**$ 28,946**

Allocation of lease liability at December 31, 2023:	
Current portion	**$ 18,697**
Long-term portion	**10,249**
Total	**$ 28,946**

(Expressed in Canadian Dollars)

7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES AND LEASE LIABILITY (continued)

At December 31, 2023, future lease payments including variable costs are as follows:

Year ended March 31, 2024	$ 9,330
Year ended March 31, 2025	37,824
Year ended March 31, 2026	9,498
Year ended March 31, 2027	-
	$ 56,652

8. SHARE CAPITAL

Authorized: Unlimited number of common shares, without par value.
Issued: 44,085,361 common shares (March 31, 2023 – 38,011,622 common shares).

Transactions for the period ended December 31, 2023:

On June 12, 2023, the Company completed a non-brokered private placement for total gross proceeds of $879,344. The financing consisted of 3,230,960 non-flow-through units at a price of $0.18 per unit for proceeds of $484,644 and 2,192,779 flow-through units at a price of $0.15 per unit for proceeds of $394,700. Insiders participated in the financing for $115,000.

Each non-flow-through unit consisted of one common share and ½ of a common share purchase warrant exercisable at $0.22 per share for a period of 2 years. Each flow-through unit consisted of one flow-through common share and ½ of a non-flow-through common share purchase warrant exercisable at $0.27 per share for a period of 2 years. No residual value was assigned to the warrant component of either the flow-through or non-flow-through units. The Company recorded a flow-through premium liability of $65,783 as a deduction from share capital, being the difference between the amounts recognized in common shares and the amounts investors paid for the units. Total finder's fees to qualified arms-length finders were $22,610, and 133,777 finders' warrants valued at $7,947 were issued, as permitted by securities law. The finders' warrants are exercisable at $0.165 per share for a two-year period.

On July 6, 2023 the Company issued 650,000 common shares pursuant to the Lewis Property agreement. The shares were valued at $0.12 per share on the date of issue for total share value of $78,000.

On November 22, 2023 the Company announced a proposed private placement of $200,000 consisting of up to 4,000,000 common shares at a price of $0.05 per share. During the period ended December 31, 2023, total subscriptions of $166,500 were received. Refer to Note 13.

Transactions for the year ended March 31, 2023:

a) In July 2022, the Company issued 625,000 common shares to the vendors of the Lewis Property pursuant to the Lewis Option Agreement. The shares were issued at a fair value of $0.07 per share, for total share compensation valued at $43,750;

b) In March 2023, the Company announced a private placement of up to $1,000,000 consisting of flow-through and non-flow-through units priced at $0.18 and $0.15 per unit, respectively. Share subscriptions of $90,000 were received as at March 31, 2023;

(Expressed in Canadian Dollars)

8. SHARE CAPITAL (continued)

Flow-through share premium liability:

The Company's issuance of flow-through common shares as described above resulted in flow-through share premium liabilities which are reduced pro-rata by the incurrence of qualifying exploration expenses:

Changes in Flow-through share premium liability:	Nine months ended December 31, 2023	Year ended March 31, 2023
Balance, beginning of period	$ -	$ 46,506
Liability incurred on flow-through shares issued	65,783	-
Settlement of flow-through share premium liability upon incurring eligible expenditures	(56,986)	(46,506)
Balance, end of period	$ 8,797	$ -

Stock Options:

At the Company's Annual and Special Meeting ("ASM") on November 21, 2023, the shareholders approved the Company's Amended and Restated 2023 Stock Option Plan ("SOP") under which the Board of Directors is authorized to grant stock options to executive officers and directors, employees and consultants.

The exercise price of each stock option is greater than or equal to the market price of the Company's stock as calculated on the date of grant. The options vest upon grant, except for investor relations options which vest over a minimum of a one-year period, pursuant to regulations. The fair values of the option grants are determined under the Black-Scholes option pricing model, and the vested portion is recorded, over time, as a credit to equity reserves.

During the current fiscal year, the Company granted 11,111 stock options to a consultant. The options are exercisable at $0.15 per share for a two-year period. Share-based compensation of $520 was recorded.

The following parameters were used for valuing stock option grants:

	Period ended December 31, 2023	Year ended March 31, 2023
Weighted average assumptions:		
Weighted average fair value at grant date	$ 0.05	$ 0.04
Risk-free interest rate	4.72%	3.39%
Expected dividend yield	-	-
Expected option life (years)	2.0	5.0
Expected stock price volatility	90%	80%
Expected forfeiture rate	-	-

(Expressed in Canadian Dollars)

8. SHARE CAPITAL (continued)

Stock options: (continued)

Number of stock options outstanding:	Number of Stock options	Weighted average exercise price
Balance at March 31, 2022	2,275,000	$ 0.28
Options granted	1,550,000	0.15
Options terminated	(100,000)	0.25
Balance at March 31, 2023	3,725,000	$ 0.23
Options granted	11,111	0.15
Options terminated	(75,000)	0.15
Balance at December 31, 2023	3,661,111	$ 0.23

The following table shows outstanding and vested stock options as at December 31, 2023:

Expiry Date	Number of outstanding stock options	Number of vested stock options	Exercise price ($)	Weighted average remaining contractual life (years)
January 15, 2024	1,150,000	1,150,000	0.25	0.04
January 21, 2024	60,000	60,000	0.25	0.06
March 15, 2024	50,000	50,000	0.28	0.21
February 27, 2025	60,000	60,000	0.25	1.16
May 25, 2025	230,000	230,000	0.25	1.40
July 11, 2025	11,111	11,111	0.15	1.53
September 21, 2025	625,000	625,000	0.36	1.73
October 26, 2027	1,475,000	1,475,000	0.15	3.82
Total outstanding options	3,661,111	3,661,111		1.96

Restricted Share Units:

At the ASM, the shareholders also approved the Restricted Share Unit Plan under which the Board may grant restricted share units (“RSUs”) to directors, officers and employees. RSUs are subject to vesting requirements of up to three years, but can be settled by issuing shares from treasury or disbursing cash. RSUs provide a means to earn compensation though an equity plan without making a stock option exercise payment. As at December 31, 2023, no RSU’s had been granted.

At no time may the combined total of stock options and RSUs exceed 10% of the outstanding common shares.

(Expressed in Canadian Dollars)

8. SHARE CAPITAL (continued)

Warrants:

Through certain unit offerings that completed, the Company has issued warrants in addition to shares. Warrant transactions are summarized as follows:

Schedule of changes in share purchase warrants:	Number of warrants	Weighted average exercise price
Balance at March 31, 2022	11,062,671	$ 0.45
Warrants expired	(2,218,625)	0.42
Balance at March 31, 2023	8,844,046	0.45
Warrants issued	2,845,646	0.24
Warrants expired	(8,844,046)	0.45
Balance at December 31, 2023	2,845,646	$ 0.24

As at December 31, 2023, the following warrants are outstanding:

Expiry Date	Number of warrants Outstanding and exercisable	Exercise price ($)	Weighted average remaining contractual life (years)
April 18, 2025	1,282,150	0.22	1.30
April 18, 2025	437,500	0.27	1.30
April 18, 2025	49,000	0.165	1.30
June 12, 2025	333,330	0.22	1.45
June 12, 2025	658,889	0.27	1.45
June 12, 2025	84,777	0.165	1.45
Total	2,845,646		1.36

(Expressed in Canadian Dollars)

9. RELATED PARTY TRANSACTIONS AND BALANCES

All related party transactions are recorded at the exchange amount which is the amount agreed to by the Company and the related party.

The following related parties for the periods presented include key management personnel consisting of officers, and directors of the Company and those entities in which such individuals may hold positions that result in them having control or significant influence over the financial or operation policies of these entities:

a) Avanti Consulting Inc. is a company controlled by the President and CEO of the Company, providing such services to the Company commensurate with the position;

b) Hatch 8 Consulting is a company controlled by a former Chief Executive Officer who remains a director of the Company, and has provided occasional consulting services to the Company;

c) Lever Capital Corp. is a company owned by the Chief Financial Officer and provides consulting services to the Company;

d) Wetherup Geological Consultants is a business operated by the Company's Vice-President of Exploration and provides the Company with geological consulting services. Amounts billed are recognized as either capitalized under exploration and evaluation assets or expensed under Property investigation; and

e) Metallis Resources Inc. ("MTS") is a public company that has two directors and an officer in common with the Company. Etruscus subleases one-half of MTS' office premises. The Company and MTS also shared an exploration camp facility in BC's Golden Triangle region in 2022, as their respective properties lie about 35 – 40 km apart from each other. Consequently, some administrative and exploration costs are accordingly shared or reimbursable and are payable on demand.

Amounts owing to related parties at December 31, 2023 is $100,103 (March 31, 2023 - $117,329), comprised of amounts owing to management and amounts owing to MTS as follows:

i) The aggregate value of key management compensation and outstanding balances relating to the above noted related parties are as follows:

		Transactions for the period ended December 31, 2023	Transactions for the year ended March 31, 2023	**Balance payable as at December 31, 2023**	Balance payable as at March 31, 2023
Short-term benefits:					
Avanti Consulting Inc.	**(a)**	**$ 54,000**	$ 72,000	**$ 28,350**	$ 6,300
Hatch 8 Consulting	**(b)**	**36,000**	72,000	**37,800**	31,500
Lever Capital Corp.	**(c)**	**40,500**	54,000	**23,625**	4,725
Wetherup Geological Consultants	**(d)**	**22,080**	76,000	**6,400**	12,600
Total		**$ 152,580**	$ 274,000	**$ 96,175**	$ 55,125

(Expressed in Canadian Dollars)

9. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

ii) During the period ended December 31, 2023, the Company entered into transactions with MTS as follows:

	Due to MTS, March 31, 2023	Invoiced	Paid	**Due to MTS, December 31, 2023**
Rents	$ 9,661	$ 28,647	$ 35,126	**$ 3,182**
Office expenses, net	3,867	3,528	6,649	**746**
Regulatory and filing fees	-	(2,603)	(2,603)	**-**
Exploration costs	48,676	-	48,676	**-**
Total	$ 62,204	$ 29,572	$ 87,848	**$ 3,928**

Periodic amounts due to related parties are non-interest bearing, unsecured and payable on demand.

10. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial instruments consist of financial assets and financial liabilities and are accounted for under *IFRS 9 – Financial Instruments*. Financial instruments are initially recognized at fair value along with, in the case of a financial asset or liability not at fair value through profit and loss, transaction costs that are directly attributable to the acquisition or issue of the financial asset or liability. Transaction costs of financial assets and financial liabilities carried at fair value through profit or loss are expensed in profit and loss.

The Company classifies its financial assets and financial liabilities in the following measurement categories:

i) those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss); and
ii) those to be measured at amortized cost.

The classification of financial assets depends on the business model for managing the financial assets and the contractual terms of the cash flows. Financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding, are generally measured at amortized cost at the end of subsequent accounting periods. All other financial assets are measured at their fair values at the end of subsequent accounting periods, with any changes taken through profit and loss or other comprehensive income.

Financial liabilities are classified as those to be measured at amortized cost unless they are designated as those to be measured subsequently at fair value through profit or loss (irrevocable election at the time of recognition). Any fair value changes due to credit risk for liabilities designated at fair value through profit and loss are recorded in other comprehensive income.

The Company has implemented the following classifications for financial instruments:

• The Company's financial assets are cash and cash equivalents, deposits, receivables and reclamation deposit which are classified as fair value through profit or loss on a recurring basis and any changes to fair value subsequent to initial recognition are recorded in profit or loss for the period in which they occur. The fair values of these financial instruments equal their carrying values.

10. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

- Financial liabilities comprise accounts payable, lease liability and amounts due to related parties which are classified as other financial liabilities and measured at amortized cost using the effective interest rate method. Interest expense is recorded in profit or loss, as applicable. The fair values of these financial instruments approximate their carrying values due to their short term maturities.

The Company reclassifies financial assets when and only when its business model for managing those assets changes. Financial liabilities are not reclassified.

Fair values of financial instruments are classified in a fair value hierarchy based on the inputs used to determine fair values, as follows:

The three levels of the fair value hierarchy are:

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

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data, with fair value measurement derived from valuation techniques.

The fair values of cash and cash equivalents and reclamation deposits are measured at fair value on a recurring basis based on Level 1 inputs of the fair value hierarchy.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk arises from the potential that one or more counterparties fail to meet their obligations. The Company is exposed to credit risk through its cash and cash equivalents, receivables, deposits and reclamation deposit. As at December 31, 2023, the Company's maximum credit risk is equal to $164,381. The Company manages credit risk associated with its cash and cash equivalents by using reputable financial institutions, from which management believes the risk to be remote. Receivables and reclamation deposits are government related for which management assesses the collectability of these amounts to be assured.

Liquidity risk

Liquidity risk is related to the ability of the Company to meet its obligations as they come due. The Company's basic approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. The Company has historically relied on equity financings to satisfy its capital requirements and will continue to depend upon equity capital as required but may also enter into earn-in arrangements or the sale of certain property interests. However, there can be no assurance the Company will be able to obtain its future financing needs on acceptable terms. The ability of the Company to continue on this course will depend, in part, on the prevailing market conditions, the market interest in financing the Company's mineral property exploration programs, and the scope of such programs.

(Expressed in Canadian Dollars)

10. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

Liquidity risk (continued)

The following are the contractual maturities of financial liabilities as at December 31, 2023:

	Carrying amount	Contractual cash flows	Within 1 year	Within 2 years	Within 3-5 years
Accounts payable and accrued liabilities	$ 43,387	$ 43,387	$ 43,387	$ -	$ -
Demand loans to related parties	100,103	100,103	100,103	-	-
Lease liabilities	28,846	31,050	20,588	10,462	-
Total	$ 172,336	$ 174,540	$ 164,078	$ 10,462	$ -

Interest rate risk

The Company is not exposed to material risk in the event of interest rate fluctuations. The Company has no long-term debt and has not entered into any interest rate swaps or other financial arrangements to mitigate the exposure to interest rate fluctuations. For these reasons, the Company considers it is not subject to material risks should interest rates change.

Market risk

The Company is subject to limited market risk as the price of its short-term money market investments that it may hold from time to time fluctuates due to market forces. The Company has no control over their fluctuating prices, does not hedge its investments and the fluctuations are limited in scope and volatility. As at December 31, 2023, the Company held no short-term money market investments.

Foreign currency risk

The Company's functional currency is the Canadian dollar, and an immaterial amount of transactions are in other currencies. Management believes the foreign exchange risk derived from currency conversions is not significant and therefore does not hedge its foreign exchange risk.

11. CAPITAL MANAGEMENT

Capital is comprised of all components of equity, and the Company is not subject to externally imposed capital requirements. The Company’s objectives when managing capital are to fund critical exploration work, meet its on-going liabilities, continue as a going concern, maintain creditworthiness and to ultimately maximize returns for shareholders over the long term. Meeting current and future liabilities and obligations as a non-revenue early-stage explorer requires management to plan for its current and future cash needs while continually monitoring the Company’s internal, exploration and financing risks. The Company endeavors to maintain capital balances over the periods to alleviate unexpected cash flow shortfalls and remains confident that sufficient financing will be raised to ensure working capital needs are met and future exploration funds are available for future exploration. Management strives to minimize shareholder dilution through executing future financings at higher equity prices than prior financings, subject to market conditions.

The capital for operations and the acquisition and exploration of exploration and evaluation assets has historically come from the issuance of common shares. There were no changes in the Company’s capital management objectives during the period ended December 31, 2023.

12. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

The significant non-cash investing and financing transaction during the period ended December 31, 2023 are as follows:

The Company's exploration costs incurred during the period included $341,911 of qualifying expenses which reduced the flow-through premium liability by $56,986 and which was recognized as other income on settlement of flow-through premium liability for the period ended December 31, 2023.

On July 6, 2023, the Company made the 2nd anniversary payment under the Lewis Option Agreement, disbursing $150,000 and issuing 650,000 shares to the vendors valued at $78,000, with both amounts recognized as an acquisition cost.

The significant non-cash investing and financing transactions during the year ended March 31, 2023 were as follows:

a) The Company's exploration costs incurred during the year included $325,545 of qualifying expenses which reduced the flow-through premium liability from $46,506 to $Nil, recognized as other income on settlement of flow-through premium liability; and

b) The Company issued 625,000 common shares under the Lewis Agreement, recorded at a value of $43,750 as a property acquisition cost.

13. EVENTS AFTER THE REPORTING PERIOD

Subsequent to December 31, 2023, the Company received additional private placement subscriptions of $33,500 and closed the $200,000 private placement on January 12, 2024, issuing 4,000,000 common shares. Insiders subscribed for 1,150,000 shares at a cost of $57,500.

1,150,000 stock options exercisable at $0.25 per share expired on January 15, 2024.

60,000 stock options exercisable at $0.25 per share expired on January 21, 2024.