GOLDEN LAKE EXPLORATION INC.

CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED NOVEMBER 30, 2022

(Expressed in Canadian Dollars)

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Independent Auditor's Report

To the Shareholders of Golden Lake Exploration Inc.

Opinion

We have audited the consolidated financial statements of Golden Lake Exploration Inc. (the "Group"), which comprise the consolidated statements of financial position as at November 30, 2022 and November 30, 2021 and the consolidated statements of loss and comprehensive loss, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at November 30, 2022 and November 30, 2021, and its consolidated financial performance and its consolidated cash flows for the years 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 Group 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 draw attention to Note 1 to the consolidated financial statements which describes the material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information comprises:

- Management's Discussion and Analysis

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 identified above 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.

We obtained the other information prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditor's report. We have nothing to report in this regard.

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 Group'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 Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group'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 Group'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 Group'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 Group 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 consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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.

The engagement partner on the audit resulting in this independent auditor's report is Diana Huang.

"Crowe MacKay LLP"

Chartered Professional Accountants
Vancouver, Canada
March 23, 2023

GOLDEN LAKE EXPLORATION INC.
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT NOVEMBER 30,
(Expressed in Canadian Dollars)

		2022		**2021**
ASSETS				
CURRENT				
Cash	$	1,909,442	$	5,541,732
Amounts receivable		11,454		25,474
Prepaids		73,494		80,076
		1,994,390		5,647,282
Reclamation (Note 4)		27,014		16,883
Exploration and evaluation assets (Note 4)		8,882,994		6,584,029
	$	10,904,398	$	12,248,194
LIABILITIES				
CURRENT				
Accounts payable and accrued liabilities (Note 6)	$	48,825	$	105,703
EQUITY				
Share capital (Note 5)		14,410,434		14,296,434
Contributed surplus (Note 5)		1,736,045		1,345,545
Deficit		(5,290,906)		(3,499,488)
		10,855,573		12,142,491
	$	10,904,398	$	12,248,194

NATURE OF BUSINESS AND CONTINUING OPERATIONS (Note 1)
SUBSEQUENT EVENTS (Note 11)

Approved and authorized for issue on behalf of the Board on March 23, 2023.

"Michael England " Director

"Jay Sujir " Director

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

GOLDEN LAKE EXPLORATION INC.
CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
FOR THE YEARS ENDED NOVEMBER 30,
(Expressed in Canadian Dollars)

	2022	2021
EXPENSES		
Advertising and promotion	$ 124,697	$ 220,374
Consulting fees	198,288	281,370
Management fees (Note 6)	180,000	240,000
Office and miscellaneous	46,151	40,576
Professional fees	105,920	119,969
Share-based payments (Notes 5 and 6)	390,500	914,000
Transfer agent and filing fees	38,537	43,835
Travel	23,943	14,192
LOSS BEFORE OTHER ITEMS	(1,108,036)	(1,874,316)
OTHER ITEMS		
Other income	11,895	20,862
Write-off of exploration and evaluation assets (Note 4)	(695,277)	-
NET LOSS AND COMPREHENSIVE LOSS	$ (1,791,418)	$ (1,853,454)
LOSS PER SHARE (basic and diluted)	$ (0.03)	$ (0.03)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING	63,573,784	53,727,844

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

GOLDEN LAKE EXPLORATION INC.
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED NOVEMBER 30
(Expressed in Canadian Dollars)

	Common Shares								
	Number of Shares		**Amount**		**Contributed Surplus**		**Deficit**		**Total**
Balance, November 30, 2020	34,697,668	$	3,653,743	$	299,451	$	(1,646,034)	$	2,307,160
Exercise of options	1,075,000		297,201		(108,951)		-		188,250
Exercise of warrants	1,979,000		381,055		(5,155)		-		375,900
Private placement	22,345,404		10,055,432		-		-		10,055,432
Share issuance costs – cash	-		(407,297)		-		-		(407,297)
Share issuance costs – warrants	-		(246,200)		246,200		-		-
Shares issued for mineral properties	3,100,000		562,500		-		-		562,500
Share-based payments	-		-		914,000		-		914,000
Net loss for the year	-		-		-		(1,853,454)		(1,853,454)
Balance, November 30, 2021	63,197,072		14,296,434		1,345,545		(3,499,488)		12,142,491
Shares issued for mineral properties	1,500,000		114,000		-		-		114,000
Share-based payments	-		-		390,500		-		390,500
Net loss for the year	-		-		-		(1,791,418)		(1,791,418)
Balance, November 30, 2022	64,697,072	$	14,410,434	$	1,736,045	$	(5,290,906)	$	10,855,573

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

GOLDEN LAKE EXPLORATION INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED NOVEMBER 30
(Expressed in Canadian Dollars)

	2022	**2021**
CASH PROVIDED BY (USED IN):		
OPERATING ACTIVITIES		
Net loss for the year	$ (1,791,418)	$ (1,853,454)
Items not involving cash:		
Foreign exchange	(1,468)	-
Share-based payments	390,500	914,000
Write-off of exploration and evaluation assets	695,277	-
Changes in non-cash working capital balances:		
Amounts receivable	14,020	(5,166)
Prepaids	6,582	9,159
Accounts payable and accrued liabilities	6,356	11,784
Cash used in operating activities	(680,151)	(923,677)
INVESTING ACTIVITIES		
Exploration and evaluation expenditures, net of tax credit received	(2,943,476)	(4,153,139)
Reclamation bond	(8,663)	(16,883)
Cash used in investing activities	(2,952,139)	(4,170,022)
FINANCING ACTIVITIES		
Proceeds from share issuances	-	10,055,432
Share issuance costs	-	(407,297)
Exercise of options	-	188,250
Exercise of warrants	-	375,900
Cash provided by financing activities	-	10,212,285
CHANGE IN CASH DURING YEAR	(3,632,290)	5,118,586
CASH, BEGINNING OF YEAR	5,541,732	423,146
CASH, END OF YEAR	$ 1,909,442	$ 5,541,732
SUPPLEMENTAL CASH DISCLOSURES		
Cash paid for interest	$ -	$ -
Cash paid for tax	$ -	$ -
<u>Non-cash investing and financing activities</u>		
Fair value of finder's warrants	$ -	$ 246,200
Shares issued for exploration and evaluation assets	$ 114,000	$ 562,500
Fair value of option exercised	$ -	$ 108,951
Fair value of warrant exercised	$ -	$ 5,155
Exploration and evaluation assets included in accounts payable	$ 6,824	$ 70,058

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

1. NATURE OF BUSINESS AND CONTINUING OPERATIONS

Golden Lake Exploration Inc. (the “Company”) was incorporated on May 17, 2018 under the laws of British Columbia. The address of the Company’s corporate office and its principal place of business is Suite 1240 – 789 West Pender Street, Vancouver, V6C 1H2, British Columbia, Canada.

The Company’s principal business activities include the acquisition and exploration of mineral property assets. As at November 30, 2022, the Company had not yet determined whether the Company’s mineral property assets contain ore reserves that are economically recoverable. The recoverability of amounts shown for exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, confirmation of the Company’s interest in the underlying mineral claims, the ability of the Company to obtain the necessary financing to complete the development of and the future profitable production from the property or realizing proceeds from its disposition. The outcome of these matters cannot be predicted at this time and the uncertainties cast significant doubt upon the Company’s ability to continue as a going concern.

As at November 30, 2022, the Company has not generated any revenues and has incurred accumulated losses of $5,290,906 (2021 - $3,499,488). The Company’s ability to continue its operations and to realize its assets at their carrying values is dependent upon obtaining additional financing and generating revenues sufficient to cover its operating costs.

These consolidated financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in these financial statements.

In March 2020, the COVID-19 pandemic has caused significant financial market and social dislocation. The situation is dynamic with various cities and countries around the world responding in different ways to address the outbreak. In late February 2022, Russia launched a large scale military attack on Ukraine. The invasion significantly amplified already existing geopolitical tensions among Russia, Ukraine, Europe, NATO and the West, including Canada. Consequently, the Company has limited access to capital and financing which is the primary source of cash for the Company. While the Company continues to monitor the investment portfolio and assess the impact that these events will have on its business activities, the extent of the effect of these events on the Company’s future activities is uncertain.

2. SIGNIFICANT ACCOUNTING POLICIES

a) Statement of compliance

These consolidated financial statements are prepared in accordance with accounting policies consistent with the International Financial Reporting Standards (”IFRS”) as issued by the International Accounting Standards Board (“IASB”)

These consolidated financial statements were authorized for issue in accordance with a resolution from the Board of Directors on March 23, 2023.

b) Basis of presentation

The consolidated financial statements have been prepared on the historical cost basis, with the exception of financial instruments which are measured at fair value, as explained in the accounting policies set out below. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

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

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

c) Principles of consolidation

These consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, Golden Lake Nevada Inc., a company incorporated under the laws of Nevada, USA. At November 30, 2022 and 2021, the Company's subsidiary had not yet established any principal activities. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity as to obtain benefits from its activities. All inter-company balances have been eliminated upon consolidation.

d) Cash equivalents

Cash equivalents include short term deposits with an original maturity of three months or less, which are readily convertible into a known amount of cash. As of November 30, 2022, the Company held no cash equivalents.

e) Exploration and evaluation assets

Costs incurred before the Company has obtained the legal rights to explore an area are expensed in the period in which they are incurred.

Costs incurred to acquire the legal right to explore a property are capitalized. Once the legal right to explore a property has been acquired, costs directly related to exploration and evaluation expenditures are recognized and capitalized on a property-by-property basis. These direct expenditures include such costs as surveying costs, drilling costs, labor and contractor costs, materials used and licensing and permit fees.

Government tax credits received are recorded as a reduction to the cumulative costs incurred and capitalized on the related property.

Once the technical feasibility and commercial viability of extracting the mineral resource have been determined, the property is considered to be under development and is classified as development properties. The carrying value of exploration and evaluation assets is transferred to development properties after being tested for impairment.

Once commercial production has commenced all capitalized costs related to the property are transferred to producing properties and the costs of acquisition, exploration and development will be amortized over the life of the property based on estimated economic reserves.

Proceeds received from the sale of any interest in a property will be credited against the carrying value of the property, with any excess included in other income for the period. If a property is abandoned, the acquisition, deferred exploration and development costs will be written off to other expenses.

Currently, all mineral properties of the Company are at the exploration stage.

Although the Company has taken steps to verify title to mineral properties in which it has an interest, in accordance with industry norms for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements or inadvertent non-compliance with regulatory requirements.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

e) Exploration and evaluation assets (continued)

Exploration costs renounced due to flow-through share subscription agreements remain capitalized; however, for corporate income tax purpose the Company has no right to claim these costs as tax deductible expenses.

Recorded costs of mineral properties and deferred exploration costs are not intended to reflect present or future values of resource properties. The recorded costs are subject to measurement uncertainty and it is reasonably possible, based on existing knowledge that changes in future conditions could require a material change in the recognized amount.

Payments on mineral property option agreements are made at the discretion of the Company and, accordingly, are recorded as incurred.

When a project is deemed to no longer have commercially viable prospects to the Company, exploration and evaluation expenditures in respect of that project are deemed to be impaired. As a result, those exploration and evaluation expenditure costs, in excess of estimated recoveries, are written off to profit or loss.

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.

f) Impairment

At the end of each reporting period, the Company's assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the profit or loss for the year. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

g) Share-based payments

When equity instruments are granted to non-employees, they are recorded at the fair value of the goods and services received, unless the fair value of the goods and services received cannot be reasonably measured, in which case they are measured using the fair value of the equity instruments issued. Expenses are recorded in profit or loss. Amounts related to the cost of issuing shares are recorded as a reduction of share capital. Amounts related to the issuance of shares for exploration and evaluation assets are capitalized in mineral interests on the statement of financial position.

When the value of goods or services received in exchange for the share-based payment cannot be reliably estimated, the fair value is measured by using a valuation model.

All equity-settled share-based payments are reflected in share-based payments reserve, until exercised. Upon exercise, shares are issued from treasury and the amount reflected in share-based payment reserve is credited to share capital, adjusted for any consideration paid.

Where a grant of options is cancelled or 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. If the options expire or are forfeited, the corresponding amount previously recorded remains in reserves.

h) Flow-through shares

The Company may from time to time, issue flow-through common shares to finance a significant portion of its exploration program. Pursuant to the terms of the flow-through share agreements, these shares transfer the tax deductibility of qualifying resource expenditures to investors. On issuance, the Company allocates the proceeds from flow-through shares into 1) share capital based on the fair value of the Company's shares at the date of issuance, and 2) a flow-through share premium, calculated based on the share issuance price and market price at the time of closing, if any, which is recognized as a liability. In accordance with IAS 12, Income Taxes, a deferred tax liability is recognized, with certain specific exceptions, for the taxable temporary difference that arises from the difference between the carrying amount of eligible expenditures capitalized as an asset in the statement of financial position and its tax base. Upon expenditures being incurred, the flow-through share premium is drawn down proportionately and recorded to other income. In instances where the Company has sufficient deductible temporary differences available to offset the deferred income tax liability created from renouncing qualifying expenditures, the realization of the deductible temporary differences will be shown as deferred income tax recovery in profit or loss in the period of renunciation.

Proceeds received from the issuance of flow-through shares must be used only for Canadian resource property exploration expenditures within a two-year period.

The Company may also be subject to a Part XII.6 tax on flow-through proceeds renounced under the Look-Back Rule, in accordance with Canada Revenue Agency flow-through regulations. When applicable, this tax is accrued as a financial expense.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

i) Foreign currency

Transactions and balances in currencies other than the Canadian dollar, the currency of the primary economic environment in which the Company operates ("the functional currency"), are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at exchange prevailing on the consolidated statement of financial position date are recognized in profit or loss.

j) Decommissioning, restoration and similar liabilities

An obligation to incur restoration, rehabilitation and environmental costs arises when environmental disturbance is caused by the exploration or development of a mineral property interest. Such costs arising from the decommissioning of plant and other site preparation work, discounted to their net present value, are provided for and capitalized at the start of each project to the carrying amount of the asset, along with a corresponding liability as soon as the obligation to incur such costs arises. The timing of the actual rehabilitation expenditure is dependent on a number of factors such as the life and nature of the asset, the operating license conditions and, when applicable, the environment in which the mine operates.

Discount rates using a pre-tax rate that reflects the time value of money are used to calculate the net present value. These costs are charged against profit or loss over the economic life of the related asset, through amortization using either the units-of-production or the straight-line method. The corresponding liability is progressively increased as the effect of discounting unwinds creating an expense recognized in profit or loss.

Decommissioning costs are also adjusted for changes in estimates. Those adjustments are accounted for as a change in the corresponding capitalized cost, except where a reduction in costs is greater than the unamortized capitalized cost of the related assets, in which case the capitalized cost is reduced to nil and the remaining adjustment is recognized in profit or loss.

The operations of the Company have been, and may in the future be, affected from time to time in varying degree by changes in environmental regulations, including those for site restoration costs. Both the likelihood of new regulations and their overall effect upon the Company are not predictable.

The Company has no material restoration, rehabilitation and environmental obligations as the disturbance to date is immaterial.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

k) Loss per share

Earnings (loss) per share is calculated on the basis of the weighted average number of common shares outstanding during the period. The Company follows the treasury share method to calculate the dilutive effect of options, warrants and similar instruments. Under this method, the dilutive effect on earnings per share is recognized on the use of the proceeds that could be obtained upon exercise of options, warrants and similar instruments. It assumes that the proceeds would be used to purchase common shares at the average market price during the period. Existing share options and share purchase warrants have not been included in the computation of diluted loss per share, as it would be anti-dilutive. For the year ended November 30, 2022, 5,800,000 (2021 – 4,700,000) options and 12,077,802 (2021 – 17,001,135) warrants were not included in the calculation of diluted earnings per share as their inclusion was anti-dilutive.

l) Income taxes

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the financial statements date, and includes any adjustments to tax payable or receivable in respect of previous years.

Deferred income tax is recorded using the liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only 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 utilized.

Deferred income tax assets and liabilities and the related deferred income tax expense or recovery are recognized for deferred tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis, except for taxable temporary differences arising on the initial recognition of goodwill and temporary differences arising 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 accounting nor taxable profit or loss. Deferred income tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that substantive enactment occurs.

m) Valuation of equity units issued in private placements

The Company engages in equity financing transactions to obtain the funds necessary to continue operations and explore and evaluate resource properties. These equity financing transactions may involve issuance of common shares or units. A unit comprises a certain number of common shares and a certain number of share purchase warrants (“Warrants”). Depending on the terms and conditions of each equity financing agreement (“Agreement”), the Warrants are exercisable into additional common shares prior to expiry at a price stipulated by the Agreement. Warrants that are part of units are valued using residual value method which involves comparing the selling price of the units to the Company’s share price on the announcement date of the financing. The market value is then applied to the common share, and any residual amount is assigned to the Warrants. Warrants that are issued as payment for agency fee or other transaction costs are accounted for as share-based payments and are recognized in equity. When warrants are forfeited or are not exercised at the expiry date the amount previously recognized in equity remains in reserves.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

m) Valuation of equity units issued in private placements (continued)

In situations where share capital is issued, or received, as non-monetary consideration and the fair value of the asset received, or given up is not readily determinable, the fair market value (as defined) of the shares is used to record the transaction. The fair market value of the shares issued, or received, is based on the trading price of those shares on the appropriate exchange on the date the shares are issued.

n) Share issuance costs

Share issue costs are deferred and charged directly to share capital on completion of the related equity financing. If the financing is not completed, share issue costs are charged to profit or loss. Costs directly identifiable with the raising of capital will be charged against the related share capital.

o) Financial instruments

Under IFRS 9, Financial Instruments, financial assets and financial liabilities are classified and measured based on the business model in which they are held and the characteristics of their contractual cash flows. IFRS 9 contains the primary measurement categories for financial assets: 1) amortized cost, 2) fair value through other comprehensive income (FVTOCI), and 3) fair value through profit or loss (FVTPL).

i) Measurement – initial recognition

All financial assets and financial liabilities are initially recorded on the Company's statement of financial position when the Company becomes a party to the contractual provisions of the instrument. All financial asset and liabilities are initially recorded at fair value, net of attributable transaction costs, except for those classified as FVTPL. Subsequent measurement of financial assets and financial liabilities depends on the classifications of such assets and liabilities.

ii) Classification – financial assets

Amortized cost:

Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows, and that the contractual terms of the financial assets give rise on specified date to cash flows that are solely payments of principal and interest on the principal amount outstanding, are measured subsequent to initial recognition at amortized cost.

The amortized cost of a financial asset Is the amount at Ih the financial asset Is measured at initial recognition minus the principal repayments, plus the cumulative amortization using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. Interest income is recognized using the effect interest method, and is recognized in Interest and other income, in profit or loss.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

o) Financial instruments (continued)

ii) Classification – financial assets (continued)

FVTOCI:

Financial assets that are held within a business model whose objective is to hold financial assets in order to both collect contractual cash flows and selling financial assets, and that the contractual terms of the financial assets give rise on specified date to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Upon initial recognition of equity securities, the Company may make an irrevocable election (on an instrument-by-instrument basis) to designate its equity securities that would otherwise be measured at FVTPL to present subsequent changes in fair value in other comprehensive income. Designation at FVTOCI is not permitted if the equity investment is held for trading or if it is contingent consideration recognized by an acquirer in a business combination. Investments in equity instruments at FVTOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognized in other comprehensive income or loss. The cumulative gain or loss is not reclassified to profit or loss on disposal of the instrument; instead, it is transferred to retained earnings.

FVTPL:

Assets that do not meet the criteria for amortized cost or FVTOCI are measured at FVTPL. A gain or loss on an investment that is subsequently measured at FVTPL is recognized in profit or loss.

iii) Classification – financial liabilities

Financial liabilities that are not contingent consideration of an acquirer in a business combination, held for trading or designated as FVTPL, are measured at amortized cost using the effective interest method.

Financial liabilities classified as FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Fair value changes on financial liabilities classified as FVTPL are recognized in the statements of profit and loss.

The Company has no hedging arrangements and does not apply hedge accounting.

The classification and measurement bases of the Company's financial instruments are as follows:

	IFRS 9 Classification
Financial Asset	
Cash	FVTPL
Financial Liabilities	
Accounts payable and accrued liabilities	Amortized cost

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

o) Financial instruments (continued)

Impairment of financial assets

Financial assets are assessed at each reporting date to determine whether there is objective evidence that they are impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset, which can be estimated reliably. An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses are recognized in profit or loss and reflected in an allowance account against the asset impaired. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

Derecognition

Financial assets
The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity.

Financial liabilities
The Company derecognizes a financial liability when its contractual obligations are discharged, cancelled, or expired. The Company also derecognizes a financial liability when the terms of the liability are modified such that the terms and / or cash flows of the modified instrument are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value. Gains and losses on derecognition are generally recognized in profit or loss.

p) Adoption of new accounting standards, interpretations, and amendments

The Company has performed an assessment of new standards issued by the IASB that are not yet effective.

Classification of Liabilities as Current or Non-current (Amendments to IAS 1)

The amendments to IAS1 provide a more general approach to the classification of liabilities based on the contractual arrangements in place at the reporting date. These amendments are effective for reporting periods beginning on or after January 1, 2023 and are expected to have insignificant impact on the Company's consolidated financial statements.

Amendments to IAS 1 and IFRS Practice Statement 2 – Disclosure of Accounting Policies

These amendments continue the IASB's clarifications on applying the concept of materiality. These amendments help companies provide useful accounting policy disclosures, and they include: requiring companies to disclose their material accounting policies instead of their significant accounting policies; clarifying that accounting policies related to immaterial transactions, other events or conditions are themselves immaterial and do not need to be disclosed; and clarifying that not all accounting policies that relate to material transactions, other events or conditions are themselves material. The IASB also amended IFRS Practice Statement 2 to include guidance and examples on applying materiality to accounting policy disclosures. These amendments are effective for reporting periods beginning on or after January 1, 2023 and are expected to have insignificant impact on the Company's consolidated financial statements.

3. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of these consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These consolidated financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances. There were no significant accounting estimates needed during the preparation of these consolidation financial statements for the year ended November 30, 2022.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the financial position reporting date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Significant accounting judgments

i. the assessment of indications of impairment of the mineral property assets and related determination of the net realizable value and write-down of the mineral property assets where applicable;

ii. the evaluation of the Company’s ability to continue as a going concern.

(Expressed in Canadian Dollars)

4. EXPLORATION AND EVALUATION ASSETS

For the year ended November 30, 2022, the Company incurred following expenditures in relation to the acquisition and exploration of mineral properties.

	Jewel Ridge Project	Copperview Project	Conglin Creek Copper Project	Deadman Lake and South Dill Project	Full Monty Property	Total
Acquisition Costs:						
Balance, November 30, 2021	$ 1,068,603	$ 385,927	$ 262,500	$ 64,500	$ -	$ 1,781,530
Cash	328,622	-	40,000	20,000	10,000	398,622
Shares issued	-	27,000	60,000	12,000	15,000	114,000
Other	148	31,110	9,701	-	-	40,959
Write-off	-	(444,037)	-	-	-	(444,037)
Balance, November 30, 2022	1,397,373	-	372,201	96,500	25,000	1,891,074
Deferred Exploration Costs:						
Balance, November 30, 2021	4,541,347	244,017	-	17,135	-	4,802,499
Assay	173,481	28,456	20,181	-	-	222,118
Geological consulting	552,922	39,256	29,065	425	10,000	631,668
Drilling	1,165,020	-	-	-	-	1,165,020
Field work	472,686	10,437	9,658	-	-	492,781
Write-off	-	(251,240)	-	-	-	(251,240)
Mining tax credits received	-	(70,926)	-	-	-	(70,926)
Balance, November 30, 2022	6,905,456	-	58,904	17,560	10,000	6,991,920
Total	$ 8,302,829	$ -	$ 431,105	$ 114,060	$ 35,000	$ 8,882,994

For the year ended November 30, 2021, the Company incurred following expenditures in relation to the acquisition and exploration of mineral properties.

	Jewel Ridge Project	Copperview Project	Conglin Creek Copper Project	Deadman Lake and South Dill Project	Total
Acquisition Costs:					
Balance, November 30, 2020	$ 571,955	$ 228,427	$ 145,000	$ 32,000	$ 977,382
Cash	116,648	75,000	35,000	15,000	241,648
Shares issued	380,000	82,500	82,500	17,500	562,500
Balance, November 30, 2021	1,068,603	385,927	262,500	64,500	1,781,530
Deferred Exploration Costs:					
Balance, November 30, 2020	809,433	37,787	-	-	847,220
Assay	138,634	23,058	-	-	161,692
Geological consulting	1,055,171	189,192	-	14,085	1,258,448
Drilling	1,779,570	-	-	-	1,779,570
Field work	753,361	6,017	-	3,050	762,428
Legal	5,178	-	-	-	5,178
Mining tax credits received	-	(12,037)	-	-	(12,037)
Balance, November 30, 2021	4,541,347	244,017	-	17,135	4,802,499
Total	$ 5,609,950	$ 629,944	$ 262,500	$ 81,635	$ 6,584,029

(Expressed in Canadian Dollars)

4. EXPLORATION AND EVALUATION ASSETS (continued)

Jewel Ridge Project

Pursuant to an option agreement dated November 1, 2019 (the “Agreement”), with Greencastle Resources Ltd. and its affiliate Greencastle U.S.A. Ltd., (together the “Optionor”), the Company was granted an option to acquire 100% undivided interest in the Jewel Ridge Project (the “Property”) located near Eureka in Nevada.

In accordance with the Agreement, the Company has the option to acquire 100% interest in the property by making the following considerations:

	Common Shares	Cash	Exploration Expenditures
Upon execution of the Agreement (issued and paid)	1,000,000	$ 25,000	$ -
November 5, 2020 (issued, paid, and incurred)	2,000,000	35,000	150,000
November 5, 2021 (issued, paid, and incurred)	2,000,000	45,000	250,000
November 5, 2022 (paid and incurred)	-	50,000	350,000
Total	5,000,000	$ 155,000	$ 750,000

The Optionor will retain a 4% Net Smelter Returns (“NSR”) royalty on the mining claims comprising the Property described as “GM Squared claims” under the Agreement. The Company has the right to purchase all of the NSR for $8,000,000. In addition, following the exercise of the option and acquisition of the Property, the Optionor shall reserve a royalty of 3% on NSR on the mining claims comprising the Property described as “Rainbow claims”. The Company has the option, up to seven years, to purchase 2% of the royalty for $2,000,000. The Company shall pay to the Optionor advance royalty payments of $50,000 per annum payable forty-eight months after the closing date and such payments are to be deducted from any royalty payments payable under Rainbow claims.

The Company paid $27,014 (USD $20,000) (2021 - $16,883) (USD $13,242) as reclamation bond on the Jewel Ridge Project.

During the year ended November 30, 2022, the Company acquired additional patented claims in relations to the Jewel Ridge property, which referred to as Cardinalli Portfolio and Lord Byron.

For Cardinalli Portfolio, in accordance with the agreement dated March 21, 2022, the Company acquired 100% interest in the patented claims by making the following considerations:

	Common Shares	Cash
Upon execution of the Agreement (paid)	-	USD $150,000
March 21, 2023 (subsequently issued and paid)	250,000*	100,000
March 21, 2024	250,000	100,000
March 21, 2025	250,000	100,000
March 21, 2026	250,000	100,000
Total	1,000,000	USD $550,000

* due to the condition whereby the closing trading price of the Company is less than $0.20 per share, the vendor elected to receive share value equivalent of USD $50,000, and the Company subsequently issued 631,775 common shares.

(Expressed in Canadian Dollars)

4. EXPLORATION AND EVALUATION ASSETS (continued)

Jewel Ridge Project (continued)

If for any given year during the option period, the closing trading price of the Company is less than $0.20 per share on the day immediately prior to the issuance of common shares, the vendor may elect to receive USD $50,000 cash in lieu of receiving common shares for that year. If the vendor does not elect to receive cash in lieu of receiving common shares for that year, then the number of common shares issuable shall be adjusted upward, such that the aggregate value of the common shares to be issued shall be USD $50,000, based on a share issuance price equal to the average closing trading price of the Company for the 30 day period prior to the issuance of common shares for that year.

The property is subject to a 2.0% NSR of which 1.0% can be purchased back by the Company for USD $1,000,000.

For Lord Byron, in accordance with the agreement dated March 25, 2022, the Company acquired 100% interest in the patented claims by through a cash payment of USD $70,000 (paid).

Full Monty Property

Pursuant to an option agreement dated March 23, 2022, , the Company was granted an option to acquire 100% interest in Full Monty Property by making the following considerations:

	Common Shares		**Cash**
Upon execution of the Agreement (paid and issued)	100,000	$	10,000
March 23, 2023	100,000		10,000
March 23, 2024	100,000		10,000
Total	300,000	$	30,000

The property is subject to a 1.5% NSR which can be purchased back by the Company for $1,500,000.

Conglin Creek Copper Property

Pursuant to an option agreement dated September 19, 2020, the Company was granted an option to acquire 100% undivided interest in the Conglin Creek Copper Property located in British Columbia, Canada.

In accordance with the agreement, the Company has the option to acquire 100% interest in the property by making the following considerations:

	Common Shares		**Cash**
September 24, 2020 (issued and paid)	500,000	$	25,000
September 24, 2021 (issued and paid)	500,000		35,000
September 24, 2022 (issued and paid)	1,000,000		40,000
Total	2,000,000	$	100,000

The property is subject to a 2.5% NSR of which 1.5% can be purchased back by the Company for $1,500,000.

(Expressed in Canadian Dollars)

4. EXPLORATION AND EVALUATION ASSETS (continued)

Deadman Lake Property and South Dill Property

Pursuant to an option agreement dated October 19, 2020, the Company was granted an option to acquire 100% undivided interest in the Deadman Lake and South Dill Property located in contiguous to the Company's Copperview Project.

In accordance with the agreement, the Company has the option to acquire 100% interest in the two properties by making the following considerations:

	Common Shares	Cash
October 29, 2020 (issued and paid)	100,000	$ 15,000
October 29, 2021 (issued and paid)	100,000	15,000
October 29, 2022 (issued and paid)	200,000	20,000
Total	400,000	$ 50,000

The property is subject to a 1.6% NSR of which 1% can be purchased back by the Company for $1,000,000.

Copperview Project

Pursuant to an option agreement dated September 6, 2020, the Company was granted an option to acquire a 100% undivided interest in the Copperview Project located in British Columbia, Canada.

In accordance with the agreement, the Company has the option to acquire 100% interest in the property by making the following considerations:

	Common Shares	Cash	Exploration Expenditures
September 15, 2020 (issued and paid)	500,000	$ 25,000	$ -
January 15, 2021 (paid)	-	25,000	-
September 15, 2021 (issued, paid, and incurred)	500,000	50,000	100,000
September 15, 2022	1,000,000	100,000	300,000
September 15, 2023	-	-	600,000
Total	2,000,000	$ 200,000	$ 1,000,000

The property is subject to a 2.5% NSR of which 1.5% can be purchased back by the Company for $1,500,000.

On January 17, 2022, the Company issued 200,000 common shares valued at $27,000 in consideration of a 100% interest on two additional claims blocks that expands the Copperview property. The Company also granted 1% NSR to the claims blocks.

During the year ended November 30, 2022, the Company decided not to continue with the property acquisition, and as a result, the Company wrote off exploration and evaluation assets of $695,277.

5. SHARE CAPITAL

a) Authorized:

The Company is authorized to issue an unlimited number of common shares without par value.

b) Escrow Shares:

The Company entered into an escrow agreement, whereby common shares will be held in escrow and are scheduled for release at 10% on the listing date and 15% every six months from date of listing. At November 30, 2022, there were Nil (2021 – 225,000) common shares held in escrow.

c) Issued and Outstanding:

During the year ended November 30, 2022, the Company:

i) issued 200,000 common shares valued at $27,000 in consideration of a 100% interest in relations to the expansion of the Copperview Property (Note 4).

ii) issued 100,000 common shares valued at $15,000 pursuant to the acquisition for the Full Monty Property (Note 4).

iii) issued 200,000 common shares valued at $12,000 pursuant to the acquisition for the Deadman Lake Property (Note 4).

iv) issued 1,000,000 common shares valued at $60,000 pursuant to the acquisition for the Conglin Creek Copper Property (Note 4).

During the year ended November 30, 2021, the Company:

i) issued 1,075,000 common shares pursuant to the exercise of options for gross proceeds of $188,250, and accordingly, the Company reallocated $108,951 of contributed surplus of share capital.

ii) issued 1,979,000 common shares pursuant to the exercise of warrants for gross proceeds of $375,900, and accordingly, the Company reallocated $5,155 of contributed surplus of share capital.

iii) issued 22,345,404 units at a price of $0.45 per unit for gross proceeds of $10,055,432. Each unit is comprised of one common share and one-half share purchase warrant of the Company. Each warrant will entitle the holder to purchase one common share at a price of $0.60, expiring on or before a 24-month period after the closing day. Pursuant to the private placement, the Company paid a finders' fees of $407,297 and issued 905,101 agent warrants valued at $246,200.

iv) issued 500,000 common shares with a value of $82,500 pursuant to the acquisition for the Copperview Property (Note 4).

v) issued 500,000 common shares with a value of $82,500 pursuant to the acquisition for the Conglin Creek Copper Property (Note 4).

vi) issued 100,000 common shares with a value of $17,500 pursuant to the acquisition for the Deadman Property (Note 4).

vii) issued 2,000,000 common shares with a value of $380,000 pursuant to the acquisition for the Jewel Ridge Property (Note 4).

5. SHARE CAPITAL (continued)

c) Stock options

The Company adopted a Stock Option Plan (the “Plan”). Under the Plan, the Company can issue up to 10% of the issued and outstanding common shares as incentive stock options to directors, officers, employees and consultants to the Company exercisable up to 10 years from the date of grant to purchase shares at the market price, less applicable discount, if any. An option must be The Plan limits the number of stock options which may be granted to any one individual to not more than 5% of the total issued common shares of the Company in any 12 month period. The Plan also limits the stock options which may be granted to any one individual if the exercise would result in the issuance of common shares more than 2% in any 12 month period. The number of options granted to any one consultant or a person employed to provide investor relations activities in any 12 month period must not exceed 2% of the total issued common shares of the Company. As well, stock options granted under the Plan may be subject to vesting provisions as determined by the Board of Directors.

During the year ended November 30, 2022, the Company:

i) granted 1,600,000 stock options to directors, officers and consultants of the Company at an exercise price of $0.15, expiring on or before February 10, 2024. The fair value of these options was calculated to be $133,100.

ii) granted 150,000 stock options to consultant of the Company at an exercise price of $0.15, expiring on or before March 4, 2023. The fair value of these options was calculated to be $7,400.

iii) granted 1,800,000 stock options to directors, officers and consultants of the Company at an exercise price of $0.08, expiring on or before September 27, 2027. The fair value of these options was calculated to be $122,900.

iv) granted 2,000,000 stock options to directors, officers and consultants of the Company at an exercise price of $0.08, expiring on or before November 16, 2027. The fair value of these options was calculated to be $127,100.

During the year ended November 30, 2021, the Company:

i) granted 3,050,000 stock options to directors, officers and consultants of the Company at an exercise price of $0.45, expiring on or before March 9, 2023. The fair value of these options was calculated to be $790,000.

ii) Granted 100,000 stock options to a director of the Company at an exercise price of $0.45, expiring on or before April 14, 2023. The fair value of these options was calculated to be $25,400.

iii) granted 150,000 stock options to consultants of the Company at an exercise price of $0.45, expiring on or before April 20, 2023. The fair value of these options was calculated to be $29,700.

iv) granted 200,000 stock options to a consultant of the Company at an exercise price of $0.45, expiring on or before May 6, 2023. The fair value of these options was calculated to be $42,900.

v) granted 100,000 stock options to consultants of the Company at an exercise price of $0.45, expiring on or before May 19, 2023. The fair value of these options was calculated to be $26,000.

(Expressed in Canadian Dollars)

5. SHARE CAPITAL (continued)

d) Stock options (continued)

A summary of change in stock options is as follows:

	Number		Weighted average exercise price
Balance, November 30, 2020	2,475,000	$	0.16
Issued	3,600,000		0.45
Exercised	(1,075,000)		0.18
Cancelled	(300,000)		0.20
Balance, November 30, 2021	4,700,000		0.38
Issued	5,550,000		0.10
Expired/Cancelled	(4,450,000)		0.38
Balance, November 30, 2022	5,800,000	$	0.11

As at November 30, 2022, the following options were outstanding and exercisable:

	Number		Exercise price
March 4, 2023*	150,000	$	0.15
April 20, 2023	50,000	$	0.45
May 19, 2023	100,000	$	0.45
December 14, 2023	100,000	$	0.10
February 10, 2024	1,600,000	$	0.15
September 27, 2027**	1,800,000	$	0.08
November 16, 2027	2,000,000	$	0.08
Total outstanding	5,800,000		

*150,000 stock options subsequent expired
** 100,000 stock options subsequent exercised

As at November 30, 2022, the Company's options had a weighted average remaining life of 3.58 years (2021 – 1.15 years). The weighted average trading price of options exercised during the year ended November 30, 2022 is $Nil (2021- $0.54).

(Expressed in Canadian Dollars)

5. SHARE CAPITAL (continued)

d) Stock options (continued)

The Company uses the Black-Scholes option pricing model to estimate the fair value for all share-based compensation. The weighted average assumptions used in this pricing model during the years ended November 30, 2022 and 2021, respectively, are as follows:

	November 30, 2022	November 30, 2021
Exercise price	$ 0.10	$ 0.45
Risk-free interest rate	2.76%	0.28%
Expected life of options	4.03 years	2.00 years
Dividend rate	0.00%	0.00%
Annualized volatility	143.65%	131.77%

The expected volatility used in the Black-Scholes option pricing model is based on the historical volatility of the Company's shares.

e) Warrants

A summary of change in warrants are as follows:

	Number	Weighted average exercise price
Balance, November 30, 2020	6,902,333	$ 0.21
Issued	12,077,802	0.60
Exercised	(1,979,000)	0.19
Balance, November 30, 2021	17,001,135	0.49
Expired	(4,923,333)	0.22
Balance, November 30, 2022	12,077,802	$ 0.60

As at November 30, 2022, the following warrants were issued and outstanding:

	Number	Exercise price
March 5, 2023*	11,172,701	$ 0.60
March 5, 2023**	905,101	$ 0.60
Total outstanding	12,077,802	

* 11,172,701 warrants subsequently amended the expiry date to March 5, 2025 and the exercise price to $0.25, subjected to an acceleration right whereby if the common shares of the Company have a closing price of over $0.3125 per share for a period of 10 consecutive trading days at any time from the date that the new warrant certificate is issued, then the Company shall accelerate the expiry of the warrants and, in such case, the new warrants will expire on the 30th day after the 7th day during the 10 trading day period.
** 905,101 warrants subsequently expired

As at November 30, 2022, the Company's warrants had a weighted average remaining life of 0.26 years (2021- 0.55 years).

(Expressed in Canadian Dollars)

6. RELATED PARTY BALANCES AND TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

Key management is comprised of the Company's directors and executive officers. The Company has incurred the following key management personnel cost from related parties:

		Year ended November 30, 2022		Year ended November 30, 2021
Management fees	$	180,000	$	240,000
Share-based payments		154,041		323,269
Total	$	334,041	$	563,269

During the year ended November 30, 2022, the Company:

i) paid or accrued management fees of $180,000 (2021 - $240,000) to a company owned by CEO of the Company, for management services provided by the officer.

ii) granted 2,175,000 (2021 – 1,250,000) stock options to its directors resulting in share-based compensation of $154,041 (2021 - $323,269).

Included in accounts payable and accrued liabilities at November 30, 2022 is $5,116 (2021 - $2,333) owed to companies owned by officers of the Company.

The amount due to related parties are unsecured, non-interest bearing and has no specific due date.

7. MANAGEMENT OF CAPITAL

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the sourcing and exploration of its resource property. The Company does not have any externally imposed capital requirements to which it is subject.

The Company considers the aggregate of its share capital, contributed surplus and deficit as capital. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares or dispose of assets or adjust the amount of cash.

There was no change in management of capital during the year ended November 30, 2022.

8. FINANCIAL INSTRUMENTS AND FINANCIAL RISK

The Company is required to disclose the inputs used in fair value measurements, including their classification within a hierarchy that prioritizes the inputs to fair value measurement.

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.

The carrying value of the Company's accounts payable and accrued liabilities approximate their fair value because of the short-term nature of these instruments. Cash is carried at a fair value using a level 1 fair value measurement.

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

(i) *Currency risk*

The Company's expenses are denominated in Canadian dollars. The Company's corporate office is based in Canada and current exposure to exchange rate fluctuations is minimal.

The Company does not have any significant foreign currency denominated monetary liabilities. The principal business of the Company is the identification and evaluation of assets or a business and once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval and acceptance by regulatory authorities.

(ii) *Interest rate risk*

The Company is exposed to interest rate risk on the variable rate of interest earned on bank deposits. The fair value interest rate risk on bank deposits is insignificant as the deposits are short-term.

The Company has not entered into any derivative instruments to manage interest rate fluctuations.

(iii) *Credit risk*

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash. To minimize the credit risk the Company places these instruments with a high quality financial institution.

(iv) *Liquidity risk*

In the management of liquidity risk of the Company, the Company maintains a balance between continuity of funding and the flexibility through the use of borrowings. Management closely monitors the liquidity position and expects to have adequate sources of funding to finance the Company's projects and operations.

9. COMMITMENTS

The Company is committed to certain cash payments, common share issuances and exploration expenditures as described in Note 4.

(Expressed in Canadian Dollars)

10. INCOME TAXES

The Company has not recognized any deferred income tax assets. The Company recognizes deferred income tax assets based on the extent to which it is probable that sufficient taxable income will be realized during the carry forward periods to utilize all deferred tax assets.

The following table reconciles the amount of income tax recoverable on application of the statutory Canadian federal and provincial income tax rates:

	2022	2021
Canadian statutory income tax rate	27%	27%
	$	$
Income tax recovery at statutory rate	(483,683)	(500,432)
Effect of income taxes of:		
Permanent differences and other	107,721	248,689
True up	(239)	31,444
Change in deferred tax assets not recognized	376,201	220,299
Deferred income tax recovery	-	-

The significant components of the Company's deductible temporary differences, unused tax credits and unused tax losses that have not been included on the consolidated statement of financial position are as follows:

	2022	Expiry	2021	Expiry
	$		$	
Non-capital loss carry forwards	3,035,000	2038-2042	2,220,000	2038-2041
Mineral properties	797,000	N/A	102,000	N/A
Share issuance cost	291,000	2023-2026	408,000	2023-2026
	4,123,000		2,739,000	

11. SUBSEQUENT EVENTS

Subsequent to November 30, 2022, the Company:

a) granted 100,000 stock options to a consultant of the Company at an exercise price of $0.125, expiring on or before January 23, 2025.

b) issued 100,000 common shares pursuant to the exercise of options for gross proceeds of $8,000.

c) issued 631,775 common shares pursuant to the acquisition of the Cardinalli Portfolio under the Jewel Ridge Property (Note 4).