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**NORTHSTAR GOLD CORP.**  
**CONDENSED INTERIM FINANCIAL STATEMENTS**  
**THREE MONTHS ENDED JULY 31, 2023**  
**(EXPRESSED IN CANADIAN DOLLARS)**  
**(UNAUDITED)**

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**Notice To Reader**

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

**Northstar Gold Corp.**  
**Condensed Interim Statements of Financial Position**  
**(Expressed in Canadian Dollars)**  
**(Unaudited)**

| <b>As at</b>                                   | <b>July 31,<br/>2023</b> | <b>April 30,<br/>2023</b> |
|--|--------------------------|---------------------------|
| <b>ASSETS</b>                                  |                          |                           |
| <b>Current Assets</b>                          |                          |                           |
| Cash   | \$ 142,994               | \$ 263,838                |
| Prepays and other assets                       | 101,994                  | 175,023                   |
| Sales tax receivable                           | 81,184                   | 70,560                    |
| <b>Total Current Assets</b>                    | <b>326,172</b>           | <b>509,421</b>            |
| <b>Non-Current Assets</b>                      |                          |                           |
| Property and equipment (note 4)                | 1,439                    | 1,635                     |
| Exploration and evaluation assets (note 5)     | 4,777,950                | 4,777,287                 |
| <b>Total Assets</b>                            | <b>\$ 5,105,561</b>      | <b>\$ 5,288,343</b>       |
| <b>EQUITY AND LIABILITIES</b>                  |                          |                           |
| <b>Current Liabilities</b>                     |                          |                           |
| Accounts payable and accrued liabilities       | \$ 298,467               | \$ 256,546                |
| Flow-through share premium liability (note 10) | 116,428                  | 116,428                   |
| Shareholder advances (note 7)                  | -                        | 34,179                    |
| Government loan (note 6)                       | 60,000                   | 60,000                    |
| <b>Total Liabilities</b>                       | <b>474,895</b>           | <b>467,153</b>            |
| <b>Equity</b>                                  |                          |                           |
| Share capital (note 8(b))                      | 18,610,939               | 18,547,754                |
| Warrant reserves (note 8(c))                   | 852,948                  | 852,948                   |
| Contributed surplus                            | 2,020,807                | 2,008,834                 |
| Deficit  | (16,854,028)             | (16,588,346)              |
| <b>Total Equity</b>                            | <b>4,630,666</b>         | <b>4,821,190</b>          |
| <b>Total Equity and Liabilities</b>            | <b>\$ 5,105,561</b>      | <b>\$ 5,288,343</b>       |

**Nature of Business** (note 1)

**Going Concern** (note 2)

**Subsequent Events** (notes 9(c) and 16)

*The accompanying notes to the unaudited condensed interim financial statements are an integral part of these statements.*

**Northstar Gold Corp.**  
**Condensed Interim Statements of Loss and Comprehensive Loss**  
**(Expressed in Canadian Dollars)**  
**(Unaudited)**

| <b>For the Three Months Ended July 31,</b>                                      | <b>2023</b>         | <b>2022</b>         |
|---|---------------------|---------------------|
| <b>Expenses</b>   |                     |                     |
| Professional fees   | \$ 16,000           | \$ 8,250            |
| Investor relations  | 110,447             | 77,405              |
| Advertising and promotion   | -                   | 12,000              |
| Salaries and related benefits   | 34,721              | 30,895              |
| General and administration  | 33,859              | 61,195              |
| Travel  | 6,974               | 11,455              |
| Exploration expenses (note 11)  | 29,161              | 139,343             |
| Depreciation  | 196                 | 265                 |
| Stock-based compensation (note 8(d))  | 11,973              | 23,572              |
| Consulting  | 47,625              | 46,125              |
| <b>Loss Before Other (Expense) Income</b>                                       | <b>(290,956)</b>    | <b>(410,505)</b>    |
| Gain on settlement of accounts payable (notes 7 and 8(b))                       | 25,274              | -                   |
| <b>Net Loss and Comprehensive Loss for the Period</b>                           | <b>\$ (265,682)</b> | <b>\$ (410,505)</b> |
| <b>Basic and Diluted Loss per Share</b> (notes 1 and 9)                         | <b>\$ (0.00)</b>    | <b>\$ (0.01)</b>    |
| <b>Weighted Average Number of Common Shares Outstanding - Basic and Diluted</b> | <b>76,244,471</b>   | <b>56,876,641</b>   |

*The accompanying notes to the unaudited condensed interim financial statements are an integral part of these statements.*

**Northstar Gold Corp.**  
**Condensed Interim Statements of Cash Flows**  
**(Expressed in Canadian Dollars)**  
**(Unaudited)**

| <b>For the Three Months Ended July 31,</b>         | <b>2023</b>       | <b>2022</b>       |
|--|-------------------|-------------------|
| <b>Operating Activities</b>                        |                   |                   |
| Net loss for the period                            | \$ (265,682)      | \$ (410,505)      |
| Adjustments for:                                   |                   |                   |
| Depreciation                                       | 196               | 265               |
| Stock-based compensation                           | 11,973            | 23,572            |
| Gain on settlement of accounts payable (note 8(b)) | (25,274)          | -                 |
| Changes in non-cash working capital items:         |                   |                   |
| Prepays and other assets                           | 73,029            | 8,498             |
| Sales tax receivable                               | (10,624)          | (38)              |
| Accounts payable and accrued liabilities           | 96,201            | (63,774)          |
| <b>Net Cash Used In Operating Activities</b>       | <b>(120,181)</b>  | <b>(441,982)</b>  |
| <b>Investing Activities</b>                        |                   |                   |
| Acquisition of exploration and evaluation assets   | (663)             | (93,000)          |
| <b>Net Cash Used In Investing Activities</b>       | <b>(663)</b>      | <b>(93,000)</b>   |
| <b>Net Change in Cash for the Period</b>           | <b>(120,844)</b>  | <b>(534,982)</b>  |
| <b>Cash, Beginning of Period</b>                   | <b>263,838</b>    | <b>709,000</b>    |
| <b>Cash, End of Period</b>                         | <b>\$ 142,994</b> | <b>\$ 174,018</b> |

*The accompanying notes to the unaudited condensed interim financial statements are an integral part of these statements.*

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**Northstar Gold Corp.****Condensed Interim Statements of Changes in Equity****(Expressed in Canadian Dollars)****(Unaudited)**

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|   | <b>Common<br/>Shares</b> | <b>Amount</b>        | <b>Contributed<br/>Surplus</b> | <b>Warrants<br/>Reserve</b> | <b>Deficit</b>         | <b>Total</b>        |
|---|--------------------------|----------------------|--------------------------------|-----------------------------|------------------------|---------------------|
| Balance, April 30, 2022                             | 56,647,765               | \$ 17,705,784        | \$ 1,336,539                   | \$ 1,031,153                | \$ (15,113,867)        | \$ 4,959,609        |
| Expiration of warrants                              | -                        | -                    | -                              | (541,176)                   | 541,176                | -                   |
| Stock-based compensation                            | -                        | -                    | 23,572                         | -                           | -                      | 23,572              |
| Shares issued for exploration and evaluation assets | 293,750                  | 37,000               | -                              | -                           | -                      | 37,000              |
| Net loss for the period                             | -                        | -                    | -                              | -                           | (410,505)              | (410,505)           |
| <b>Balance, July 31, 2022</b>                       | <b>56,941,515</b>        | <b>\$ 17,742,784</b> | <b>\$ 1,360,111</b>            | <b>\$ 489,977</b>           | <b>\$ (14,983,196)</b> | <b>\$ 4,609,676</b> |
| Balance, April 30, 2023                             | 75,021,977               | 18,547,754           | 2,008,834                      | 852,948                     | (16,588,346)           | 4,821,190           |
| Shares issued on settlement of debt                 | 1,263,698                | 63,185               | -                              | -                           | -                      | 63,185              |
| Stock-based compensation                            | -                        | -                    | 11,973                         | -                           | -                      | 11,973              |
| Net loss for the period                             | -                        | -                    | -                              | -                           | (265,682)              | (265,682)           |
| <b>Balance, July 31, 2023</b>                       | <b>76,285,675</b>        | <b>\$ 18,610,939</b> | <b>\$ 2,020,807</b>            | <b>\$ 852,948</b>           | <b>\$ (16,854,028)</b> | <b>\$ 4,630,666</b> |

*The accompanying notes to the unaudited condensed interim financial statements are an integral part of these statements.*

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# Northstar Gold Corp.

## Notes to Condensed Interim Financial Statements

Three Months Ended July 31, 2023

(Expressed in Canadian Dollars)

(Unaudited)

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### 1. Nature of Business

Northstar Gold Corp. (the "Company") was incorporated on May 20, 2008 under the laws of Ontario, Canada and is an exploration stage junior mining company. The Company's registered office is located at 17 Wellington Street, New Liskeard, Ontario, Canada.

The Company is engaged in the identification, evaluation and exploration of mineral properties in Ontario, Canada. The Company has not yet determined whether any of its properties contain mineral resources that are economically recoverable. The recoverability of any amounts recorded for mineral exploration properties is dependent upon the discovery of economically recoverable resources, the ability of the Company to obtain necessary financing to complete the development of these resources and upon attaining future profitable production from the properties or sufficient proceeds from disposition of the properties.

These financial statements were authorized for issuance by the Board of Directors of the Company on September 18, 2023.

### 2. Going Concern

As at July 31, 2023, the Company had not yet commenced production and had accumulated losses of \$16,854,028 (April 30, 2023 - \$16,588,346). During the three months ended July 31, 2023, the Company incurred a loss of \$265,682 (three months ended July 31, 2022 - \$410,505). The ability of the Company to recover the costs it has incurred to date on the exploration and evaluation assets is dependent upon the Company being able to identify a commercial ore body, to finance its exploration and development costs and to resolve any environmental, regulatory, and other constraints which may hinder the successful development of the assets. The Company's ability to continue as a going concern is dependent on its ability to obtain adequate financing on reasonable terms from lenders, shareholders and other investors and/or to commence profitable operations in the future. Although the Company has been successful in raising funds in the past, there is no assurance that it will be able to obtain adequate financing in which case the Company may be unable to meet its obligations. The directors, after reviewing the current cash position and having considered the Company's ability to raise funds in the short term, adopt the going concern basis in preparing its financial statements which assumes the Company will be able to realize and discharge its liabilities in the normal course of business. The aforementioned factors indicate the existence of a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern.

The accompanying condensed interim financial statements do not include any adjustments relating to the recoverability of assets and to the reclassification of asset and liability amounts that might be necessary should the Company be unable to continue its operations. Such adjustments could be material.

### 3. Basis of Preparation

These unaudited condensed interim financial statements have been prepared in accordance with International Accounting Standard 34 - "Interim Financial Reporting" ("IAS 34") using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). Accordingly, certain disclosures included in annual financial statements prepared in accordance with IFRS have been condensed or omitted and these unaudited condensed interim financial statements should be read in conjunction with the Company's audited financial statements for the year ended April 30, 2023.

The accounting policies applied in preparation of these unaudited condensed interim financial statements are consistent with those applied and disclosed in the Company's financial statements for the year ended April 30, 2023.

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**Northstar Gold Corp.**  
**Notes to Condensed Interim Financial Statements**  
**Three Months Ended July 31, 2023**  
**(Expressed in Canadian Dollars)**  
**(Unaudited)**

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**3. Basis of Preparation (Continued)**

The preparation of condensed interim financial statements in conformity with IAS 34 requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The interim results are not necessarily indicative of results for a full year. The critical judgments and estimates applied in the preparation of the Company's condensed interim financial statements are consistent with those applied and disclosed in note 4 to the Company's financial statements for the year ended April 30, 2023.

These unaudited condensed interim financial statements are presented in Canadian dollars, which is also the functional currency of the Company.

Adoption of New Accounting Policies

*IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors (Amendment)*

In February 2021, the International Accounting Standards Board (IASB) issued amendments to IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors which were incorporated into Part I of the CPA Canada Handbook - Accounting in June 2021.

The amendments introduce a new definition of 'accounting estimates' to replace the definition of 'change in accounting estimates' and also include clarifications intended to help entities distinguish changes in accounting policies from changes in accounting estimates.

The amendments are effective for annual periods beginning on or after January 1, 2023. The Company adopted this standard on May 1, 2023, with no impact on the Company's financial statements.

Standards Issued But Not Yet Effective

The Company has not adopted the following standards and interpretations applicable to the Company that have been issued but not yet effective:

*IAS 1 Presentation of Financial Statements and IFRS Practice Statement 2 Making Materiality Judgements (Amendments)*

In February 2021, the International Accounting Standards Board (IASB) issued amendments to IAS 1 Presentation of Financial Statements which were incorporated into Part I of the CPA Canada Handbook - Accounting and IFRS Practice Statement 2 Making Materiality Judgements in June 2021.

The amendments help entities provide accounting policy disclosures that are more useful to primary users of financial statements by:

- Replacing the requirement to disclose "significant" accounting policies under IAS 1 with a requirement to disclose "material" accounting policies. Under this, an accounting policy would be material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that primary users of general purpose financial statements make on the basis of those financial statements.
- Providing guidance in IFRS Practice Statement 2 to explain and demonstrate the application of the four-step materiality process to accounting policy disclosures.

The amendments, which should be applied prospectively, are effective for annual periods beginning on or after January 1, 2024. Earlier application is permitted. Once the entity applies the amendments to IAS 1, it is also permitted to apply the amendments to IFRS Practice Statement 2. The adoption of this amendment and the IFRS Practice Statement 2 is not expected to have a significant impact on the Company's financial statements.

# Northstar Gold Corp.

## Notes to Condensed Interim Financial Statements

Three Months Ended July 31, 2023

(Expressed in Canadian Dollars)

(Unaudited)

### 3. Basis of Preparation (Continued)

#### Standards Issued But Not Yet Effective (Continued)

##### *IAS 1 Presentation of Financial Statements (Amendment)*

In October 2022, the International Accounting Standards Board (IASB) issued amendments to IAS 1 which were incorporated into Part I of the CPA Canada Handbook - Accounting in December 2022. The amendments require an entity to disclose, in specified circumstances, information in the notes that enables financial statement users to understand the risk that non-current liabilities with covenants could become repayable within 12 months after the reporting period. As part of the amendments, a provision was added to clarify that only covenants that an entity must comply with on or before the reporting date would affect a liability's classification as current or non-current, even if compliance with the covenant is only assessed after the entity's reporting date. Covenants which an entity must comply with after the reporting date would not affect classification of a liability as current or non-current at the reporting date.

The amendments are effective for annual reporting periods beginning on or after January 1, 2024. Earlier application is permitted. The Company has evaluated the impact, on its financial statements and has determined there will be no material impact.

### 4. Property and Equipment

| <b>Cost</b>  | <b>Building</b> | <b>Furniture and<br/>Equipment</b> | <b>Vehicles</b> | <b>Computer<br/>Equipment</b> | <b>Total</b> |
|--|-----------------|------------------------------------|-----------------|-------------------------------|--------------|
| Balance, April 30, 2022, April 30, 2023<br>and July 31, 2023 | \$ 1,500        | \$ 6,968                           | \$ 13,132       | \$ 4,827                      | \$ 26,427    |

  

| <b>Accumulated Depreciation</b> | <b>Building</b> | <b>Furniture and<br/>Equipment</b> | <b>Vehicles</b> | <b>Computer<br/>Equipment</b> | <b>Total</b> |
|---------------------------------|-----------------|------------------------------------|-----------------|-------------------------------|--------------|
| Balance, April 30, 2022         | \$ 537          | \$ 5,512                           | \$ 13,040       | \$ 4,827                      | \$ 23,916    |
| Depreciation for the year       | 56              | 728                                | 92              | -                             | 876          |
| Balance, April 30, 2023         | \$ 593          | \$ 6,240                           | \$ 13,132       | \$ 4,827                      | \$ 24,792    |
| Depreciation for the period     | 14              | 182                                | -               | -                             | 196          |
| Balance, July 31, 2023          | \$ 607          | \$ 6,422                           | \$ 13,132       | \$ 4,827                      | \$ 24,988    |

  

| <b>Carrying value</b>   | <b>Building</b> | <b>Furniture and<br/>Equipment</b> | <b>Vehicles</b> | <b>Computer<br/>Equipment</b> | <b>Total</b> |
|-------------------------|-----------------|------------------------------------|-----------------|-------------------------------|--------------|
| Balance, April 30, 2023 | \$ 907          | \$ 728                             | \$ -            | \$ -                          | \$ 1,635     |
| Balance, July 31, 2023  | \$ 893          | \$ 546                             | \$ -            | \$ -                          | \$ 1,439     |



# Northstar Gold Corp.

## Notes to Condensed Interim Financial Statements

Three Months Ended July 31, 2023

(Expressed in Canadian Dollars)

(Unaudited)

### 5. Exploration and Evaluation Assets

|                               | Britcanna        | Rosegrove        | Miller            | Bryce               | Temagami-<br>Milestone | Total               |
|-------------------------------|------------------|------------------|-------------------|---------------------|------------------------|---------------------|
| Balance, April 30, 2022       | \$ -             | \$ 23,500        | \$ 333,581        | \$ 4,247,822        | \$ 4,000               | \$ 4,608,903        |
| Additions                     | 71,182           | -                | 97,000            | 202                 | -                      | 168,384             |
| Balance, April 30, 2023       | \$ 71,182        | \$ 23,500        | \$ 430,581        | \$ 4,248,024        | \$ 4,000               | \$ 4,777,287        |
| Additions                     | 663              | -                | -                 | -                   | -                      | 663                 |
| <b>Balance, July 31, 2023</b> | <b>\$ 71,845</b> | <b>\$ 23,500</b> | <b>\$ 430,581</b> | <b>\$ 4,248,024</b> | <b>\$ 4,000</b>        | <b>\$ 4,777,950</b> |

#### (a) Miller Gold Project, Ontario

The Miller Gold Project (previously named the "Boston Creek-Miller Project") is the Company's flagship property located in the Catherine, Pacaud, Boston and McElroy Townships in the Larder Lake mining division of Northeastern Ontario. All claims are 100% owned by the Company. These claims were acquired in 2013 and 2014 by issuing 500,000 common shares at a price of \$0.30 for a total of \$150,000 and cash payments of \$19,831.

The Miller Gold Project is subject to a 0.25% net smelter royalty (the "NSR"), with an option to buyout for \$250,000 on 16 hectares of land in Pacaud township. There is a 3% NSR on 32 hectares of the Campbell portion of the property. There is a 2% NSR on 96 hectares in Catharine Township with a 1% buy back for \$1,000,000 and a right of first refusal on the remaining 1% NSR. The remaining 240 hectares in Catharine Township also carries a 2% NSR, with a 1% buy back for \$1,000,000 and a right of first refusal on the remaining 1% NSR. The 32 hectares of freehold patents hold a 3% NSR. The remaining 698 hectares of the Miller Gold Project are unencumbered and royalty free.

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# Northstar Gold Corp.

## Notes to Condensed Interim Financial Statements

Three Months Ended July 31, 2023

(Expressed in Canadian Dollars)

(Unaudited)

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### 5. Exploration and Evaluation Assets (Continued)

#### (a) Miller Gold Project, Ontario (Continued)

All exploration expenses during the periods, net of recoveries on sale of gold extracted from samples, relate to the above property.

##### The Searles Patent

On June 8, 2021, the Company entered into an option agreement (or "the Agreement") to acquire 100% interest in the Searles Patent, located southeast of Kirkland Lake, Ontario ("the Searles Patent"). Pursuant to the Agreement, the Company has earned a 50% interest. As of April 30, 2023, the second anniversary and subsequent payments are currently subject to negotiation. At this time, there is no assurance that a 100% interest will be earned.

To earn a 100% interest in the Searles Patent, the Company is subject to the following option terms:

- Cash payment of \$75,000 (paid) and issuance of 250,000 common shares of the Company upon signing (issued and ascribed a fair value of \$88,750).
- Cash payment of \$75,000 (paid), issuance of 200,000 common shares of the Company (issued and ascribed a fair value of \$22,000) and completion of \$100,000 in exploration expenditures by the first anniversary of signing for 50% interest in the Searles Patent.
- Cash payment of \$150,000, issuance of 200,000 common shares of the Company and completion of \$100,000 in exploration expenditures by the second anniversary of signing for 100% interest in the Searles Patent.
- The Property owners retain a 2.5% Net Smelter Return (NSR). Northstar has the right to purchase 1% of the NSR for \$1.5 million and an additional 0.5% NSR for \$1 million. The Company retains a standard right of first refusal on any proposed sale or transfer by Searles of the remaining 1% of the NSR.
- The Company shall pay the Property Owners US\$20 per ounce for any National Instrument 43-101 Measured, Indicated, and Inferred mineral resource ounce delineated on the Searles Patent, determined as at and payable upon the commencement of Commercial Production, subject to a maximum payment of US\$15 million. The parties acknowledge and agree that the ounces shall be verified by a formal feasibility study initiated by Northstar at the time of production.

#### (b) Bryce Project, Ontario

The Bryce Project is located in Bryce and Tudhope Township in the Larder Lake mining division of Northeastern Ontario. The Company owns 100% of the unpatented claims. The Company also has 100% ownership of the mining rights to patented ground contiguous with the rest of the Bryce Property. These claims were acquired in 2008, 2009 and 2010 by issuing 7,041,667 shares at a price of \$0.60 for a total of \$4,225,000 and cash payments of \$22,822.

The Bryce Project is subject to a 3% NSR on 672 hectares in Bryce Township with a right of first refusal on a buyout of the NSR. There is also a 3% NSR on another 176 hectares in Bryce with an option to buyback \$500,000 per 0.5% for a total of \$1,500,000 and a right of first refusal on the remaining 1.5%. The 80 hectares of patented land is subject to a 3% NSR, with a right of first refusal option to buy back 2% at a rate of \$100,000 per 0.5%, for a total of \$400,000 and a right of first refusal on the remaining 1%.

#### (c) Temagami-Milestone, Ontario

The Temagami-Milestone Project is located in Strathcona Township in Northeastern Ontario and is currently in the early stages of exploration. All claims are 100% owned by the Company. No royalties exist on the Property. These claims were acquired in 2012 for staking costs of \$4,000.

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# Northstar Gold Corp.

## Notes to Condensed Interim Financial Statements

Three Months Ended July 31, 2023

(Expressed in Canadian Dollars)

(Unaudited)

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### 5. Exploration and Evaluation Assets (Continued)

#### (d) Rosegrove, Ontario

On November 2, 2020, the Company acquired the Rosegrove Property. The property is south of the town of Kirkland Lake and Kirkland Lake Gold's Macassa SMC gold mine, northwest of the Miller Gold Property. The purchase price consisted of a cash payment of \$10,000 and the issuance of 50,000 common shares (ascribed a fair value of \$13,500).

#### (e) Britcanna Project, Ontario

On June 15, 2022, the Company closed an option agreement to acquire 100% interest in the Britcanna Property Mining Lease situated south of Kirkland Lake, Ontario.

To earn a 100% interest in the property, the Company has agreed to the following option terms:

- i. Cash payment of \$18,000 (paid) and issued 93,750 common shares (ascribed a fair value of \$15,000) common shares upon signing in settlement of the initial obligation.
- ii. On the first anniversary date of the agreement, 363,636 common shares ascribed a fair value of \$18,182 were issued to the property owners in settlement of the first anniversary share obligation. The \$20,000 cash portion of the anniversary payment has been deferred pursuant to mutual agreement;
- iii. On the second anniversary date of the agreement, issue 35,000 common shares to the property owners and pay to the property owners \$22,000; and
- iv. On the third anniversary date of the agreement, issue 30,000 of common shares to the property owners and pay to the Property Owners \$25,000 for a 100% interest in the Property.
- v. Northstar shall pay to the Property Owners an annual advance minimum royalty ("AMR") payment of \$5,000 per year for a period of 10 years once 100% of the Option has been exercised. The Parties acknowledge that any AMR payments shall be credited in favour of Northstar against any future Royalty payments to the Property Owners.

#### *Title to Mineral Property Interests*

Although the Company has taken steps to verify the title to mineral properties in which it has an interest, in accordance with industry standards 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 transfers, noncompliance with regulatory requirements or aboriginal land claims, and title may be affected by undetected defects.

### 6. Government Loan

During the year ended April 30, 2021, the Company applied for and received a Canadian Emergency Business Account ("CEBA") loan for amounts totaling \$60,000. The CEBA loan was implemented by the Government of Canada to provide financial relief measures to small businesses adversely effected by COVID-19. Under the terms of the CEBA loan, proceeds received are interest-free up until December 31, 2023. If a minimum of 75% of the principal balance on the loan is repaid on, or prior to, January 18, 2024, the remaining 25% shall be forgiven. All principal amounts unpaid and outstanding subsequent to January 18, 2024 shall bear interest at a rate of 5% per annum, payable and compounding monthly.

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# Northstar Gold Corp.

## Notes to Condensed Interim Financial Statements

Three Months Ended July 31, 2023

(Expressed in Canadian Dollars)

(Unaudited)

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### 7. Related Party Transactions and Key Management Compensation

The Company has contracts for management and geological services plus costs incurred in providing these services with its key management, namely officers, administrators and directors and companies controlled by management. Transactions are recorded at their fair value, which is the agreed upon amount between the parties to provide the services.

- During the three months ended July 31, 2023, the Company paid \$30,199 (2022 - \$30,895) in fees to the Company's VP, exploration. Included in accounts payable and accrued liabilities is \$409 (April 30, 2023 - \$2,651) in relation to these fees and reimbursable expenses.
- During the three months ended July 31, 2023, the Company paid \$172,500 (2021 - \$172,500) to the Company's Chief Executive Officer. Of the amounts paid, \$1,027 (2021 - \$nil), was expensed to exploration expenses. Included in accounts payable and accrued liabilities is \$46,430 (April 30, 2023 - \$16,384) in relation to these fees and reimbursable expenses.
- As at July 31, 2023, \$nil (April 30, 2023 - \$35,000) was owed to a shareholder who is a director of the Company pertaining to working capital advances. These advances are unsecured, non-interest bearing and have no fixed terms for repayment. On May 3, 2023, the Company issued 500,000 common shares ascribed a fair value of \$25,000 in settlement of this debt. Accordingly, a gain on settlement of debt of \$10,000 was recorded on the Company's condensed interim statements of loss and comprehensive loss for the three months ended July 31, 2023.
- During the three months ended July 31, 2023, the Company incurred directors fees of \$nil (three months ended July 31, 2022 - \$15,550). As at July 31, 2023, \$44,708 was included in accounts payable and accrued liabilities pertaining to these fees (April 30, 2023 - \$98,167). On May 3, 2023, the Company issued 763,698 common shares ascribed a fair value of \$38,185 in settlement of \$98,167 in accrued directors fees, less \$44,708 in source deductions. Accordingly, a gain on settlement of debt of \$15,274 was recorded on the Company's condensed interim statements of loss and comprehensive loss for the three months ended July 31, 2023.
- During the three months ended July 31, 2023, the Company expensed stock-based compensation pertaining to grants awarded key management, officers and directors of the Company of \$11,973, (three months ended July 31, 2022 - \$23,572).

During the three months ended July 31, 2022 the Company expensed \$14,483 (three months ended July 31, 2022 - \$12,799) to Marrelli Support Services Inc. ("Marrelli Support") and DSA Corporate Services Inc. (the "DSA"), together known as the "Marrelli Group" for:

- (i) Robert D.B. Suttie to act as Chief Financial Officer ("CFO") of the Company;
- (ii) Bookkeeping and office support services;
- (iii) Corporate filing services;
- (iv) Corporate secretarial services.

The Marrelli Group is also reimbursed for out-of-pocket expenses.

Both Marrelli Support and DSA are private companies. Robert Suttie is the President of Marrelli Support.

As of July 31, 2023 the Marrelli Group was owed \$17,891 (April 30, 2023 - \$11,636) and these amounts were included in accounts payable and accrued liabilities.

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# Northstar Gold Corp.

## Notes to Condensed Interim Financial Statements

Three Months Ended July 31, 2023

(Expressed in Canadian Dollars)

(Unaudited)

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### 8. Share Capital

#### (a) Authorized Share Capital

The Company is authorized to issue an unlimited number of common shares.

#### (b) Common Shares Issued

The following is a summary of common shares issued during the three months ended July 31, 2023 and 2022:

|   | Number of<br>Common<br>Shares | Amount               |
|---|-------------------------------|----------------------|
| Balance, April 30, 2022                             | 56,647,765                    | \$ 17,705,784        |
| Shares issued for exploration and evaluation assets | 293,750                       | 37,000               |
| <b>Balance, July 31, 2022</b>                       | <b>56,941,515</b>             | <b>\$ 17,742,784</b> |
| Balance, April 30, 2023                             | 75,021,977                    | \$ 18,547,754        |
| Shares issued on settlement of debt                 | 1,263,698                     | 63,185               |
| <b>Balance, July 31, 2023</b>                       | <b>76,285,675</b>             | <b>\$ 18,610,939</b> |

On May 3, 2023, the Company issued 1,263,698 common shares ascribed a fair value of \$63,185 in settlement of \$98,167 in accrued directors fees, less \$44,708 in source deductions and \$35,000 in shareholder advances. Accordingly, a gain on settlement of debt of \$25,274 was recorded on the Company's condensed interim statements of loss and comprehensive loss for the three months ended July 31, 2023.

#### (c) Warrants

The following table reflects the continuity of warrants for the three months ended July 31, 2023 and 2022:

|  | Number of<br>Warrants    | Amount                    |
|--|--------------------------|---------------------------|
| Balance, April 30, 2022,<br>Expired              | 9,750,077<br>(4,806,775) | \$ 1,031,153<br>(541,176) |
| <b>Balance, July 31, 2022</b>                    | <b>4,943,302</b>         | <b>\$ 489,977</b>         |
| <b>Balance, April 30, 2023 and July 31, 2023</b> | <b>228,833,563</b>       | <b>\$ 852,948</b>         |

# Northstar Gold Corp.

Notes to Condensed Interim Financial Statements  
Three Months Ended July 31, 2023  
(Expressed in Canadian Dollars)  
(Unaudited)

## 8. Share Capital (Continued)

### (c) Warrants (Continued)

The following table reflects the warrants outstanding and exercisable as of July 31, 2023:

| Expiry Date        | Exercise Price (\$) | Weighted Average Remaining Contractual Life (Years) | Number of Warrants Outstanding |
|--------------------|---------------------|---|--------------------------------|
| August 5, 2023     | 0.31                | 0.02  | 160,608                        |
| August 5, 2023     | 0.28                | 0.02  | 137,631                        |
| August 5, 2023     | 0.42                | 0.02  | 2,646,831                      |
| September 13, 2023 | 0.28                | 0.12  | 18,000                         |
| September 13, 2023 | 0.42                | 0.12  | 182,258                        |
| December 6, 2023   | 0.24                | 0.35  | 1,041,667                      |
| December 6, 2023   | 0.37                | 0.35  | 166,667                        |
| November 2, 2024   | 0.10                | 1.26  | 11,362,826                     |
| November 2, 2024   | 0.075               | 1.26  | 133,000                        |
| November 2, 2024   | 0.085               | 1.26  | 235,295                        |
| December 20, 2024  | 0.10                | 1.39  | 6,798,780                      |
|                    | <b>0.15</b>         | <b>1.08</b>   | <b>22,883,563</b>              |

### (d) Stock Options

The following table reflects the continuity of stock options for the three months ended July 31, 2023 and 2022:

|  | Number of Stock Options | Weighted Average Exercise Price (\$) |
|--|-------------------------|--------------------------------------|
| Balance, April 30, 2022 and July 31, 2022        | 4,160,000               | 0.30                                 |
| <b>Balance, April 30, 2023 and July 31, 2023</b> | <b>5,016,000</b>        | <b>0.27</b>                          |

As at July 31, 2023, 4,321,333 (July 31, 2022 - 3,499,166) issued and outstanding options were exercisable.

The following table reflects the stock options issued and outstanding as of July 31, 2023:

| Expiry Date        | Exercise Price (\$) | Average Remaining Contractual Life (years) | Number of Options Outstanding |
|--------------------|---------------------|--|-------------------------------|
| February 9, 2024   | 0.30                | 0.53                                       | 2,200,000                     |
| January 27, 2025   | 0.30                | 1.49                                       | 1,160,000                     |
| September 13, 2025 | 0.10                | 2.17                                       | 856,000                       |
| September 13, 2026 | 0.30                | 3.13                                       | 800,000                       |
|                    | <b>0.27</b>         | <b>1.45</b>                                | <b>5,016,000</b>              |

# Northstar Gold Corp.

## Notes to Condensed Interim Financial Statements

Three Months Ended July 31, 2023

(Expressed in Canadian Dollars)

(Unaudited)

### 9. Loss per Share

The calculation of basic and diluted loss per share for the three months ended July 31, 2023 and 2022 were based on the loss attributable to common shareholders of \$265,682 (three months ended July 31, 2022 - \$410,505) and the weighted average number of common shares outstanding of 76,244,471 (three months ended July 31, 2022 - 56,876,641). Diluted loss per share does not include the effect of warrants and stock options as they are anti-dilutive.

### 10. Flow-Through Share Liability

|  | Three<br>Months Ended<br>July 31, 2023 | Year Ended<br>April 30, 2023 |
|--|--|------------------------------|
| Balance, beginning of period   | \$ 116,428                             | \$ 36,064                    |
| Recognition of flow-through premium on flow-through private placement  | -                                      | 158,094                      |
| De-recognition of flow-through premium on renunciation of expenditures | -                                      | (77,730)                     |
| Balance, end of period   | \$ 116,428                             | \$ 116,428                   |

- (i) The Flow-Through Common Shares issued in private placements completed on November 2 and December 20, 2022 were issued at a premium to the market price in recognition of the tax benefits accruing to subscribers. The flow-through premium was calculated to be \$116,428. The Company is committed to incur and renounce the \$989,640 in eligible flow-through expenditures by December 31, 2023.

### 11. Exploration Expenses

| For the three months ended July 31, | 2023             | 2022              |
|-------------------------------------|------------------|-------------------|
| <u>Miller Gold Project</u>          |                  |                   |
| Geophysics                          | \$ -             | \$ 42,256         |
| Assays                              | 19,375           | 32,790            |
| Geological                          | 3,732            | 840               |
| Support costs                       | 1,813            | 15,116            |
| Travel                              | 1,546            | -                 |
|                                     | 26,466           | 91,002            |
| <u>Bryce Project</u>                |                  |                   |
| Geological                          | 2,695            | 2,690             |
|                                     | 2,695            | 2,690             |
| <u>Rosgrove Project</u>             |                  |                   |
| Geophysics                          | -                | 45,651            |
| <b>Total Exploration Expenses</b>   | <b>\$ 29,161</b> | <b>\$ 139,343</b> |

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# Northstar Gold Corp.

## Notes to Condensed Interim Financial Statements

Three Months Ended July 31, 2023

(Expressed in Canadian Dollars)

(Unaudited)

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### 12. Capital Management

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company defines capital to include its shareholders' equity. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geological or economic potential and if it has adequate financial resources to do so. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the three months ended July 31, 2023 or 2022. The Company is not subject to externally imposed capital requirements.

The Company considers its capital to be shareholders' equity, which is comprised of share capital and deficit, which as at July 31, 2023 totaled \$4,630,666 (April 30, 2023 - \$4,821,190). The Company's objective when managing capital is to obtain adequate levels of funding to support its exploration activities, to sustain corporate and administrative functions necessary to support organizational functioning and to obtain sufficient funding to further the identification and development of precious metal and base metal deposits.

The Company raises capital, as necessary, to meet its needs and take advantage of perceived opportunities and, therefore, does not have a numeric target for its capital structure. Funds are primarily secured through equity capital raised by way of private placements. There can be no assurance that the Company will be able to continue raising equity capital in this manner.

### 13. Financial Instruments and Risk Management

#### Credit Risk

The Company is not exposed to major credit risk attributable to customers. Additionally, the Company's cash is held with a highly rated Canadian financial institution in Canada.

#### Liquidity Risk

Liquidity risk is the risk that the Company is not able to meet its financial obligations as they fall due.

The Company's liquidity and operating results may be adversely affected if its access to capital markets is hindered, whether as a result of a downturn in stock market conditions generally or matters specific to the Company. The Company has historically generated cash flow from its financing activities. The Company manages liquidity risk through the management of its capital structure and financial leverage as outlined in note 12. At July 31, 2023, the Company's current liabilities, which comprise accounts payable and accrued liabilities total \$298,467. The Company will require additional funding to maintain corporate and administrative functions and to fund its continuing exploration activities and commitments.

#### Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates and commodity prices. The Company is not exposed to any significant interest rate risk volatility or exchange rate volatility.



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# Northstar Gold Corp.

## Notes to Condensed Interim Financial Statements

Three Months Ended July 31, 2023

(Expressed in Canadian Dollars)

(Unaudited)

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### 14. Subsequent Events

- i. On August 5, 2023, 2,945,070 warrants with exercise prices between \$0.28 and \$0.42 expired without exercise.
- ii. In June 2023, the second anniversary payment on the Searles Patent in the Miller Project was not made. The June 2023 and subsequent payments are currently subject to negotiation. At this time, there is no assurance that a 100% interest will be earned.
- iii. On August 30, 2023, the Company closed the first tranche of a private placement, consisting of 3.99 million units for a total of \$219,450. The units were priced at 5.5 cents, and are composed of one common share of the Company and one share purchase warrant. Each full warrant is exercisable into one additional common share of the Company at an exercise price of 7.5 cents for a period of 24 months.

The Company paid a total of \$385 in finder's fees associated with the offering and issued 7,000 finder warrants at an exercise price of 7.5 cents expiring 24 months from the closing date of the offering. All securities issued under the offering are subject to a statutory four-month hold period from the closing date under applicable Canadian securities laws.

On September 14, 2023, the Company closed a second tranche of the above noted private placement, consisting of 3,913,181 Units for a total of \$215,225. The Units were priced at \$0.055 and comprised of one common share of the Company and one share purchase warrant. Each full Warrant is exercisable into one additional common share of the Company at an exercise price of \$0.075 for a period of 24 months.

The Company paid a total of \$3,975 cash in finder fees associated with the Offering and issued 72,273 finder warrants at an exercise price of \$0.075 expiring 24 months from the closing date of the Offering. All securities issued under the Offering are subject to a statutory four month hold period from the closing date under applicable Canadian securities laws.

A total of \$434,675 has been raised in both tranches.

- iv. On August 5, 2023, 2,945,070 warrants with exercise prices between \$0.28 to \$0.42 expired without exercise.
- v. On September 13, 2023, 200,258 warrants expired with exercise prices between \$0.28 and \$0.42 expired, without exercise.