GOLDEN SHIELD RESOURCES INC.
(formerly Goldblock Capital Inc.)

Condensed Interim Consolidated Financial Statements

For the three months ended April 30, 2022 and 2021, the nine months ended April 30, 2022, and the period from incorporation on November 27, 2020 to April 30, 2021

(Unaudited - Expressed in Canadian dollars)

Notice of Disclosure of Non-Auditor Review of the Condensed Interim Consolidated Financial Statements for the three and nine months ended April 30, 2022 and the period from incorporation on November 27, 2020 to April 30, 2021.

Pursuant to subsection 4.3(3)(a) of National Instrument 51-102 – Continuous Disclosure Obligations, issued by the Canadian Securities Administrators, if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim consolidated financial statements of Golden Shield Resources Inc. (formerly Goldblock Capital Inc.) for the three months ended April 30, 2022 and 2021, the nine months ended April 30, 2022, and the period from incorporation on November 27, 2020 to April 30, 2021, have been prepared in accordance with the International Accounting Standard 34 *Interim Financial Reporting* as issued by the International Accounting Standards Board and are the responsibility of the Company's management.

The Company's independent auditors, Smythe LLP, have not performed a review of these condensed interim consolidated financial statements.

June 28, 2022

GOLDEN SHIELD RESOURCES INC. (formerly Goldblock Capital Inc.)
Condensed Interim Consolidated Statements of Financial Position
As at April 30, 2022 and July 31, 2021
(Unaudited - Expressed in Canadian dollars)

	Note	**April 30, 2022**	July 31, 2021
		$	$
Assets			
Current assets			
Cash		**1,484,828**	563,862
GST/HST receivable		**69,434**	4,686
Prepaid expenses	6	**556,568**	-
Marketable securities	7	**27,500**	-
		2,138,330	568,548
Exploration and evaluation assets	8	**2,288,739**	50,000
Land option deposits	5, 8	**-**	154,520
Total assets		**4,427,069**	773,068
Liabilities			
Current liabilities			
Accounts payable and accrued liabilities	10	**567,171**	107,703
Deposit received	4	**-**	175,000
Total liabilities		**567,171**	282,703
Shareholders' equity			
Share capital	9	**10,212,370**	1,012,250
Reserves	9	**1,875,158**	-
Deficit		**(8,227,630)**	(521,885)
Total shareholders' equity		**3,859,898**	490,365
Total liabilities and shareholders' equity		**4,427,069**	773,068

Nature of operations and going concern (Note 1)
Subsequent event (Note 15)

These condensed interim consolidated financial statements were approved and authorized for issuance on behalf the Board of Directors on June 28, 2022.

Leo Hathaway	*Hilbert Shields*
Director	Director

The accompanying notes are an integral part of the condensed interim consolidated financial statements.

GOLDEN SHIELD RESOURCES INC. (formerly Goldblock Capital Inc.)
Condensed Interim Consolidated Statements of Loss and Comprehensive Loss
For the three months ended April 30, 2022 and 2021, the nine months ended April 30, 2022, and period from incorporation on November 27, 2020 to April 30, 2021
(Unaudited - Expressed in Canadian dollars, except loss per share and number of shares)

	Note	**Three months ended April 30, 2022**	Three months ended April 30, 2021	**Nine months ended April 30, 2022**	Period from incorporation to April 30, 2021
		$	$	**$**	$
Operating expenses					
Bank fees		**1,355**	568	**4,400**	752
Consulting fees	10	**32,549**	-	**87,373**	-
Exploration and evaluation expenditures	8, 10	**378,041**	125,986	**3,181,386**	153,986
Filing fees		**33,555**	-	**69,131**	-
General and administrative		**60,060**	-	**175,340**	2,000
Insurance		**16,914**	-	**129,032**	-
Management fees	10	**52,500**	-	**52,500**	-
Marketing		**177,881**	-	**270,917**	-
Professional fees	10	**129,124**	43,994	**361,661**	93,677
Share-based compensation	10	**325,524**	-	**325,524**	-
Total operating expenses		**(1,207,503)**	(170,548)	**(4,657,264)**	(250,415)
Other expenses					
Foreign exchange loss		**-**	(3,672)	**(1,468)**	(15,759)
Impairment of exploration and evaluation assets	8	**(122,201)**	-	**(122,201)**	-
Listing expense	4	**(2,907,312)**	-	**(2,907,312)**	-
Unrealized loss on marketable securities	7	**(17,500)**	-	**(17,500)**	-
Loss and comprehensive loss for the period		**(4,254,516)**	(174,220)	**(7,705,745)**	(266,174)
Loss per share					
Basic and diluted		**(0.15)**	(0.01)	**(0.31)**	(0.03)
Weighted average number of shares					
Basic and diluted		**27,729,513**	13,087,500	**24,940,027**	9,105,925

The accompanying notes are an integral part of the condensed interim consolidated financial statements.

GOLDEN SHIELD RESOURCES INC. (formerly Goldblock Capital Inc.)
Condensed Interim Consolidated Statements of Changes in Shareholders' Equity
For the nine months ended April 30, 2022 and the period from incorporation on November 27, 2020 to April 30, 2021
(Unaudited - Expressed in Canadian dollars, except number of shares)

	Note	Common shares	Share capital	Reserves	Deficit	Total shareholders' equity
		#	$	$	$	$
Balance, November 27, 2020 (incorporation)		1	-	-	-	-
Common share cancelled	9	(1)	-	-	-	-
Shares issued for services	9	5,625,000	37,500	-	-	37,500
Shares issued in private placement	9	9,196,875	974,750	-	-	974,750
Loss and comprehensive loss for the period		-	-	-	(266,174)	(266,174)
Balance, April 30, 2021		14,821,875	1,012,250	-	(266,174)	746,076
Loss and comprehensive loss for the period		-	-	-	(255,711)	(255,711)
Balance, July 31, 2021		14,821,875	1,012,250	-	(521,885)	490,365
Units issued in private placement	9	7,870,469	5,140,266	1,549,634	-	6,689,900
Shares issued in the Transaction	4, 9	4,500,000	3,192,009	-	-	3,192,009
Shares issued for acquisition of Romanex	5, 9	1,212,074	867,845	-	-	867,845
Share-based compensation	9, 10	-	-	325,524		325,524
Loss and comprehensive loss for the period		-	-	-	(7,705,745)	(7,705,745)
Balance, April 30, 2022		**28,404,418**	**10,212,370**	**1,875,158**	**(8,227,630)**	**3,859,898**

The accompanying notes are an integral part of the condensed interim consolidated financial statements.

(Unaudited - Expressed in Canadian dollars)

	Nine months ended April 30, 2022	Period from incorporation to April 30, 2021
	$	$
Operating activities		
Loss and comprehensive loss for the period	**(7,705,745)**	(266,174)
Adjustments for non-cash items:		
Impairment of exploration and evaluation assets	**122,201**	-
Listing expense	**2,907,312**	-
Share-based compensation	**325,524**	-
Shares issued for services	**-**	37,500
Unrealized loss on marketable securities	**17,500**	-
Changes in non-cash working capital:		
GST/HST receivable	**(55,546)**	(648)
Prepaid expenses	**(556,568)**	-
Accounts payable and accrued liabilities	**380,436**	53,504
Net cash used in operating activities	**(4,564,886)**	(175,818)
Investing activities		
Acquisition of Romanex	**(516,374)**	-
Acquisition of Arakaka Project	**(700,000)**	-
Cash acquired in the Transaction	**12,326**	-
Payments for land option deposits	**-**	(154,520)
Net cash used in investing activities	**(1,204,048)**	(154,520)
Financing activities		
Proceeds from issuance of units	**6,689,900**	-
Deposit received	**-**	175,000
Proceeds from issuance of shares	**-**	974,750
Net cash provided by financing activities	**6,689,900**	1,149,750
Net increase in cash	**920,966**	819,412
Cash, beginning of the period	**563,862**	-
Cash, end of the period	**1,484,828**	819,412
Supplemental disclosures with respect to cash flows:		
Interest paid	**-**	-
Income taxes paid	**-**	-
Shares issued for acquisition of Romanex	**867,845**	-

The accompanying notes are an integral part of the condensed interim consolidated financial statements.

1. NATURE OF OPERATIONS AND GOING CONCERN

Nature of operations

Golden Shield Resources Inc. (formerly Goldblock Capital Inc.) (the "Company") was incorporated pursuant to the provisions of the *Business Corporations Act* (British Columbia) on January 29, 2018. The Company's head office and principal address is Suite 1050 – 400 Burrard Street, Vancouver, BC, V6C 3A6.

The Company is in the business of acquiring, exploring, and developing mineral properties, primarily those containing gold and associated base and precious metals. The Company will be required to obtain additional financing to explore and develop its future resource properties. The Company is listed on the Canadian Securities Exchange (the "CSE") under the stock symbol "GSRI".

Reverse takeover

Virgin Gold Corp. ("Virgin Gold") was incorporated under the Business Corporations Act (British Columbia) on November 27, 2020.

On April 19, 2021, the Company entered into a definitive agreement with Virgin Gold, pursuant to which the Company will acquire all of the issued and outstanding shares of the Virgin Gold (the "Transaction"). The Transaction will be completed by way of a three-cornered amalgamation under the Business Corporations Act (British Columbia), whereby Virgin Gold will amalgamate with 1294320 B.C. Ltd., a wholly owned subsidiary of the Company (the "Amalgamation").

On September 15, 2021, pursuant to the Transaction, Virgin Gold consolidated its common shares on a four to three basis.

On February 15, 2022, Virgin Gold completed the Amalgamation with 1294320 B.C. Ltd under the *Business Corporations Act* (British Columbia) to form 1348135 B.C. Ltd., a wholly-owned subsidiary of the Company. In connection with the Transaction, the Company changed its name to "Golden Shield Resources Inc.". As part of the Amalgamation, shareholders of Virgin Gold exchanged their shares for the shares of Golden Shield Resources Inc., which resulted in the reverse takeover of the Company.

For accounting purposes, Virgin Gold is treated as the accounting acquirer (legal subsidiary), and the Company is treated as the accounting acquiree (legal parent) in these condensed interim consolidated financial statements for the three months ended April 30, 2022 and 2021, the nine months ended April 30, 2022, and the period from incorporation on November 27, 2020 to April 30, 2021 (the "condensed interim financial statements"). As Virgin Gold was deemed to be the acquirer for accounting purposes, its assets, liabilities, and operations since incorporation are included in these condensed interim financial statements at their historical carrying values. The Company's results of operations are included from the date of the Transaction on February 15, 2022. The comparative figures are those of Virgin Gold prior to the reverse acquisition.

Effective February 15, 2022, any unexercised options and warrants of the Company will be cancelled. Prior to closing of the Transaction, the Company consolidated its common shares on a two to one basis. As a result, all information relating to basic and diluted loss per share, issued, and outstanding common shares, and per share amounts in these condensed interim financial statements have been restated retroactively to reflect the share consolidation.

Going concern

These condensed interim financial statements have been prepared based on accounting principles applicable to a going concern, which assumes that the Company will be able to continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business. Accordingly, these condensed interim financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

The Company is a resource exploration stage company, which does not generate any revenue and has been relying on equity-based financing to fund its operations. The Company has recurring losses since inception and had an accumulated deficit of $8,227,630 as at April 30, 2022 (July 31, 2021 - $521,885). The Company will require additional financing either through equity or debt financing, sale of assets, joint venture arrangements, or a combination thereof to meet its administrative costs and to continue to explore and develop its exploration and evaluation assets. There is no assurance that sufficient future funding will be available on a timely basis or on terms acceptable to the Company. These conditions indicate the existence of material uncertainties that may cast significant doubt as to the ability of the Company to meet its obligations as they come due, and accordingly, the appropriateness of the use of accounting principles applicable to a going concern is in significant doubt.

As of the date of these condensed interim financial statements, COVID-19 has had no impact on the Company's ability to access and explore its current properties but may impact the Company's ability to raise funding or explore its properties should travel restrictions related to COVID-19 be extended or expanded in scope.

2. BASIS OF PREPARATION

a) Statement of compliance

These condensed interim financial statements have been prepared in accordance with International Accounting Standard 34 *Interim Financial Reporting* using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and the International Financial Reporting Interpretations Committee.

The condensed interim financial statements were authorized for issuance in accordance with a resolution from the Board of Directors on June 28, 2022.

b) Basis of measurement

These condensed interim financial statements have been prepared on a historical cost basis, except for certain financial instruments classified as financial instruments at fair value through profit or loss ("FVTPL"), which are measured at fair value. In addition, these condensed interim financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

c) Functional and presentation currency

These condensed interim financial statements have been prepared in Canadian dollars, which is the Company's functional and presentation currency. The functional currency is the currency of the primary economic environment in which an entity operates. References to "CAD" are to Canadian dollars and references to "US$" are to United States dollars.

d) Basis of consolidation

These condensed interim financial statements include the accounts of the Company and its subsidiaries. All intercompany transactions and balances are eliminated on consolidation. Control exists where the parent entity has power over the investee and is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Subsidiaries are included in the consolidated financial statements from the date control commences until the date control ceases.

These condensed interim financial statements incorporate the accounts of the Company and the following subsidiaries:

Name of subsidiary	Country of incorporation	Percentage ownership	Functional currency	Principal activity
Aurous Guyana Inc.	Guyana	100%	CAD	Mining company
Romanex Guyana Exploration Limited	Guyana	100%	CAD	Mining company

3. SIGNIFICANT ACCOUNTING POLICIES

a) Cash

Cash includes cash on hand, deposits held on call with banks, and other short-term highly liquid investments with original maturities of three months or less.

b) Financial instruments

(i) Financial assets

Initial recognition and measurement

A financial asset is measured initially at fair value plus, for an item not at fair value through profit or loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue. On initial recognition, a financial asset is classified as measured at amortized cost or FVTPL. A financial asset is measured at amortized cost if it meets the conditions that i) the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; ii) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding; and iii) is not designated as FVTPL.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at FTPVL

Financial assets measured at fair value through profit or loss are carried in the consolidated statement of financial position at fair value with changes in fair value therein, recognized in profit or loss. The Company classifies cash in this category.

Financial assets measured at fair value through other comprehensive income (“FVTOCI”)

Elected investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTOCI are recognized in other comprehensive income (loss). The Company does not have any FVTOCI financial assets.

Financial assets measured at amortized cost

A financial asset is subsequently measured at amortized cost, using the effective interest method, net of any impairment allowance. The Company classifies GST/HST receivable in this category.

(ii) Derecognition

The Company derecognizes a financial asset if the contractual rights to the cash flows from the asset expire, or the Company transfers substantially all the risks and rewards of ownership of the financial asset. Any interests in transferred financial assets that are created or retained by the Company are recognized as a separate asset or liability. Gains and losses on derecognition are generally recognized in profit or loss. However, gains and losses on derecognition of financial assets classified as FVTOCI remain within accumulated other comprehensive income (loss).

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in the statement of loss and comprehensive loss.

(iii) Financial liabilities

Financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument. A financial liability is derecognized when it is extinguished, discharged, cancelled or when it expires. Financial liabilities are classified as either financial liabilities at fair value through profit or loss or financial liabilities subsequently measured at amortized cost. All interest-related charges are reported in profit or loss within interest expense, if applicable. The Company's financial liabilities include accounts payable and accrued liabilities and deposit received.

c) Exploration and evaluation assets and exploration expenditures

Upon acquiring the legal right to explore a property, all direct costs related to the acquisition of mineral property interests are capitalized. Exploration expenditures incurred prior to the determination of the feasibility of mining operations and a decision to proceed with development are charged to operations as incurred. During the nine months ended April 30, 2022, the Company incurred $3,181,386 on multiple properties in exploration costs which have been expensed to the statement of loss and comprehensive loss (period from incorporation to April 30, 2021 - $153,986).

Expenditures incurred subsequent to a development decision, and to increase or extend the life of existing production, are capitalized and will be transferred to property, plant and equipment and amortized using the unit-of-production method based upon proven and probable reserves. When there is little prospect of further work on a property being carried out by the Company, the remaining deferred costs associated with that property will be assessed for impairment.

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

d) Equity instruments

Equity instruments are contracts that give a residual interest in the net assets of the Company. Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares, stock options, and warrants are classified as equity instruments.

e) Share issuance costs

Professional, consulting, regulatory and other costs directly attributable to equity financing transactions are recorded as share issue costs when the financing transactions are completed if the completion of the transaction is considered likely. Otherwise, they are expensed as incurred. Share issuance costs are charged to share capital when the related shares are issued. Deferred share issuance costs related to financing transactions that are not completed are charged to expenses.

f) Warrants

Share purchase warrants are classified as a component of equity. Share purchase warrants are initially recorded as a part of reserves in equity at the recognized fair value. The fair value of the common share purchase warrants is determined using the Black-Scholes option pricing model. Upon exercise of the share purchase warrants the previously recognized fair value of the warrants exercised is reallocated to share capital from reserves. The proceeds generated from the payment of the exercise price are also allocated to share capital. Should the warrants expire before exercise the previously recognized fair value of the warrants expired is reallocated to contributed surplus from reserves.

Proceeds from issuances by the Company of units consisting of shares and warrants are allocated based on the residual value method, whereby the value of the warrants is determined based on the Black-Scholes option pricing model and the difference between the gross proceeds and the estimated fair market value of the warrants is allocated to the shares. If the proceeds from the offering are less than or equal to the estimated fair market value of shares issued, a nil carrying amount is assigned to the warrants.

g) Earnings (loss) per share

The Company presents basic and diluted earnings (loss) per share data for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of shares outstanding during the period. Diluted earnings (loss) per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive.

h) Share-based compensation transactions

The Company records all share-based payments at fair value. Where equity instruments are granted to employees, they are recorded at the fair value of the equity instrument granted at the grant date. The grant date fair value is recognized through profit or loss over the vesting period, described as the period during which all the vesting conditions are to be satisfied.

Where equity instruments are granted to non-employees, they are recorded at the fair value of the goods or services received.

Options and warrants issued as consideration in connection with common share placements are recorded at their fair value on the date of issuance as share issuance costs. On the exercise of stock options, agent options and warrants, share capital is recorded for the consideration received and for the fair value amounts previously recorded to share-based payments reserve. The Company uses the Black-Scholes option pricing model to estimate the fair value of share-based payments.

i) Income taxes

Provision for income taxes consists of current and deferred tax expense. Income tax expense is recognized in profit or loss except to the extent that it relates to items recognized either in other comprehensive income (loss) or directly in equity, in which case it is recognized in other comprehensive income (loss) or in equity, respectively. Mining duties, taxes, royalties, and withholding taxes are treated and disclosed as current and deferred taxes if they have the characteristics of an income tax. This is considered to be the case when they are imposed by a government authority and the amount payable is calculated by reference to taxable income.

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates and tax laws enacted or substantively enacted at the reporting date, adjusted for amendments to tax payable or recoverable with regards to previous years.

Deferred tax expense is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax expense is not recognized for temporary differences associated with the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable income or loss and temporary differences relating to investments in subsidiaries to the extent that it is probable that they will not reverse in the foreseeable future. Deferred tax expense is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

j) Foreign exchange

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the period-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items or on settlement of monetary items are recognized in profit or loss in the period in which they arise, except where deferred in equity as a qualifying cash flow or net investment hedge.

Exchange differences arising on the translation of non-monetary items are recognized in other comprehensive income to the extent that gains and losses arising on those non-monetary items are also recognized in other comprehensive income. Where the non-monetary gain or loss is recognized in profit or loss, the exchange component is also recognized in profit or loss.

k) Use of estimates and judgments

The preparation of condensed interim financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, and expenses. Actual results may vary from these estimates.

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Accounting estimates will, by definition, seldom equal the actual results. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future years affected.

Going concern

The assessment of whether the going concern assumption is appropriate requires management to take into account all available information about the future, which is at least, but not limited to, 12 months from the end of the reporting period. The Company is aware that material uncertainties exist related to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

The indicators of impairment of exploration and evaluation assets

Assets or cash-generating units ("CGUs") are evaluated at each reporting date to determine whether there are any indications of impairment. The Company considers both internal and external sources of information when making the assessment of whether there are indications of impairment for the Company's exploration and evaluation assets.

Significant judgment is required when determining whether facts and circumstances suggest that the carrying amount of exploration and evaluation assets may exceed its recoverable amount. The retention of regulatory permits and licenses; the Company's ability to obtain financing for exploration and development activities and its future plans on the resource properties; current and future metal prices; and market sentiment are all factors considered by the Company.

Valuation of share-based compensation

The Company uses the Black-Scholes option pricing model for valuation of share-based compensation. Option pricing models require the input of subjective assumptions including expected price volatility, risk-free interest rate, and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings and equity reserves.

Recovery of deferred tax assets

The Company estimates the expected manner and timing of the realization or settlement of the carrying value of its assets and liabilities and applies the tax rates that are enacted or substantively enacted on the estimated dates of realization or settlement.

Accounting for reverse takeover

The determination of the acquirer in the acquisition of Virgin Gold by the Company requires significant judgment assessing the relative voting rights, composition of the governing body, and composition of senior management of the combined entity, amongst other factors. The Company concluded Virgin Gold to be the acquirer, and its acquisition of all of the outstanding shares of the Company has been determined to be an asset acquisition as the Company does not meet the definition of a business under IFRS 3 *Business Combinations*. As a result, the transaction has been accounted for as a reverse takeover by Virgin Gold of the Company's net assets in accordance with the guidance under IFRS 2 *Share-based Payment*. The Company bases its estimates and judgments on current facts and various other factors that it believes to be reasonable under the circumstances. The actual results experienced by the Company may differ materially and adversely from the Company's estimates and could affect future results of operations.

(Unaudited - Expressed in Canadian dollars, except where noted)

4. REVERSE TAKEOVER

On February 15, 2022, the Company closed the Transaction as outlined in Note 1.

In accordance with the Transaction, all 14,821,875 outstanding common shares of Virgin Gold were exchanged for 14,821,875 common shares of the Company. As a result, the shareholders of Virgin Gold acquired control of the Company, thereby constituting a reverse takeover. The Transaction is considered a purchase of the Company's net assets by the shareholders of Virgin Gold. The Company did not qualify as a business according to the definition in IFRS 3 *Business Combinations* as the significant inputs, processes, and outputs, that together constitute a business, did not exist in Goldblock at the time of acquisition. Therefore, the Transaction was accounted for in accordance with guidance provided in IFRS 2 *Share-based Payment*. Accordingly, no goodwill or intangible assets were recorded with respect to the Transaction. In the Transaction, the fair value of the 4,500,000 common shares of the Company was determined to be $0.7093 per common share on the date of the Transaction.

The consideration comprised of common shares exchanged for the fair value of the net assets acquired from the Company as at February 15, 2022 are:

	$
Consideration paid:	
Fair value of the Company common shares (4,500,000 common shares at $0.7093 per share)	3,192,009
Total consideration paid	**3,192,009**
Identifiable assets acquired:	
Cash	12,326
GST/HST receivable	9,202
Marketable securities	45,000
Deposit paid	175,000
Exploration and evaluation assets	122,201
Accounts payable and accrued liabilities	(73,032)
Due to related parties	(6,000)
Net assets acquired	**284,697**
Listing expense	**2,907,312**

As of February 23, 2022, upon completion of the Transaction, the Company has an additional 7,586,250 escrow common shares. These escrowed shares may not be transferred, assigned, or otherwise dealt without the consent of the regulatory authorities.

As the fair value of the consideration is $3,192,009, which is greater than the fair value of the net assets acquired and because the Company cannot specifically identify any goods or services that relate to this excess, the excess consideration of $2,907,312 was recognized as listing expense.

5. TRANSACTION

On March 10, 2021, the Company signed an option agreement with the shareholders of Romanex Guyana Exploration Limited ("Romanex") to acquire 100% of the right, title, and interest in Romanex (the "Romanex Option Agreement"). During the period ended July 31, 2021, the Company paid a non-refundable exclusivity payment to Romanex of $154,520 (US$120,000) in consideration for a twelve-month due diligence period.

Under the terms of the agreement, the Company will pay Romanex US$10,000 per month beginning April 1, 2021 until the satisfactory completion of the due diligence process. The Company has paid a total of $75,190 (US$60,000) to Romanex. These amounts are expensed as exploration and evaluation expenditures. In addition, the Company will pay 50% of the mining license rental fees due to the Guyana Geology and Mines Commission for a period up to April 2022.

(Unaudited - Expressed in Canadian dollars, except where noted)

Upon satisfactory completion of the due diligence process, the Company elected to satisfy the option agreement for 100% of right, title, and interest in Romanex through the option payment of US$800,000 in a combination of cash and shares as follows:

- $516,374 (US$400,000) in cash (paid on December 23, 2021);
- US$400,000 as consideration shares of the resulting issuer following an initial public offering or a reverse takeover transaction, with the number of consideration shares issued to be calculated based on the pricing terms of the resulting issuer's shares on the date of the final payment (issued 1,212,074 common shares at a price of $0.716 per common share on March 22, 2022) (Note 9).

The acquisition Romanex has been accounted for by the Company as a purchase of assets. The acquisition did not qualify as a business combination under IFRS 3 *Business Combinations*, as the significant inputs, processes, and outputs, that together constitute a business, did not exist in these projects at the time of acquisition.

The following table summarizes the asset acquisition:

	March 22, 2022
Purchase price:	$
Consideration for due diligence period	154,520
Fair value of common shares issued	867,845
Cash consideration	516,374
Total consideration	**1,538,739**
Purchase price allocation:	
Exploration and evaluation assets	1,538,739
Net assets acquired	**1,538,739**

6. PREPAID EXPENSES

As at April 30, 2022 and July 31, 2021, prepaid expenses consisted of the following:

	April 30, 2022	July 31, 2021
	$	$
Exploration and evaluation expenditures	**321,563**	-
Marketing	**235,005**	-
Balance	**556,568**	-

7. MARKETABLE SECURITIES

Marketable securities consist of common shares of Bullet Exploration Inc. (formerly 2294253 Alberta Ltd.) that were received pursuant to an option agreement with Bullet Exploration Inc. during the period of period ended April 30, 2021 (Note 4).

	April 30, 2022		July 31, 2021	
	Number of shares	**Market value**	Number of shares	Market value
	#	**$**	#	$
Bullet Exploration Inc.	**500,000**	**27,500**	-	-

During the nine months ended April 30, 2022, the Company recorded a loss on marketable securities of $17,500 (period from incorporation to April 30, 2021 - $nil).

(Unaudited - Expressed in Canadian dollars, except where noted)

8. EXPLORATION AND EVALUATION ASSETS AND EXPENDITURES

	Marudi Project	Arakaka Project	Copper Canyon Property	Total
	$	$	$	$
Balance, November 27, 2020	-	-	-	-
Acquisition costs	154,520	50,000	-	204,520
Balance, July 31, 2021	154,520	50,000	-	204,520
Acquisition costs	1,384,219	700,000	122,201	2,084,219
Impairment of exploration and evaluation assets	-	-	(122,201)	-
Balance, April 30, 2022	**1,538,739**	**750,000**	**-**	**2,288,739**

The following table provides a summary of exploration and evaluation expenditures for the three months ended April 30, 2022 and 2021, the nine months ended April 30, 2022, and the period from incorporation on November 27, 2020 to April 30, 2021:

	Three months ended April 30, 2022	Three months ended April 30, 2021	**Nine months ended April 30, 2022**	Period from incorporation to April 30, 2021
	$	$	**$**	$
Camp costs	**43,918**	**-**	**102,521**	**-**
Drilling expenditures	**270,913**	-	**1,192,644**	-
Exploration expenses	**(159,133)**	52,365	**1,221,266**	80,365
Geological consulting	**215,817**	73,621	**628,594**	73,621
Geophysics	**-**	-	**17,546**	-
Miscellaneous	**6,526**	-	**18,815**	-
Total	**378,041**	125,986	**3,181,386**	153,986

Marudi Project

The Marudi Gold Project (the “Marudi Project”) is located in the Rupununi Mining District in southern Guyana. The project comprises Mining License ML1/2009. The title to ML1/2009 is owned by Romanex (Note 5).

Arakaka Project

On May 26, 2021, the Company signed an agreement to acquire StrataGold Guyana Inc. and Manticore Resources Inc., which are 100% owned entities of Alicanto Minerals Limited (“Alicanto”). These two entities make up the Arakaka Gold Project in Guyana (“Arakaka Project”).

In consideration for the purchase of the Arakaka Project the Company has agreed to the following terms:

- $50,000 in cash within 5 business days of execution of the agreement (paid on June 6, 2021);
- $700,000 in cash on completion of the listing capital raise (paid on February 15, 2022);
- $1,000,000 value of the Company upon the satisfaction of every resource target set out in the table below (which amounts to the sum of any Inferred, Indicated, or Measured 43-101 resources) delineated on the tenements, the designated area or a combination of the tenements and the designated area in the two years following Completion (the “Deferred Consideration Shares”);

(Unaudited - Expressed in Canadian dollars, except where noted)

The Deferred Consideration Shares will be issued upon achieving the following resource targets:

Resources targets - Million ounces of gold ("Moz Au")	Shares equivalent
	$
0.50 Moz Au	1,000,000
0.75 Moz Au	1,000,000
1.00 Moz Au	1,000,000
2.00 Moz Au	1,000,000
Total	**4,000,000**

- the Deferred Consideration Shares will be issued by the Company to Alicanto within 60 days of the date that the Company announces the relevant resource to the market;

- the Deferred Consideration Shares will be issued at the price equal to the volume weighted average price of the listed entity's common shares as traded on the CSE in the ordinary course of trade over the 30 trading days following the release of a new resource estimate to the market by the listed entity; and

- In the event that there is a consolidation or share split of listed entity's shares prior to completion, the number of Deferred Consideration Shares will be adjusted by the same ratio.

Copper Canyon Property

On April 25, 2018, the Company entered into an option agreement to acquire a 100% interest in the Copper Canyon Property, located in the Nicola Mining Division of British Columbia, Canada, for the following consideration:

Date	Option payments	Minimum exploration expenditures
April 25, 2018	Payment of $22,500 (paid)	N/A
April 25, 2020	Payment of an additional $20,000 (paid)	Incur $100,000 (met)
April 25, 2021	Payment of an additional $150,000 (paid)	Incur an additional $100,000 (met)
April 25, 2022	N/A	Incur an additional $250,000 (not met)

Exploration expenditures in excess of the minimum amount in any period will be applied towards the next period's minimum required amount.

The vendors will retain a 1.5% Net Smelter Royalty ("NSR"). The Company has the option to purchase 0.5% of the NSR for $1,000,000.

On October 14, 2020, the Company entered into an option agreement with Bullet Exploration Inc. (previously 2294253 Alberta Ltd.) (the "Optionee"), a private company, providing for it to acquire a 75% interest in the Company's Copper Canyon project. The Optionee is required to pay to the Company a total of $245,000 in cash, issue a total of 1,300,000 common shares, and spend a total of $575,000 in qualified expenditures on the Copper Canyon property, all over a three-year period.

During the year ended July 31, 2021, the Company amended the option agreement providing for an extension of the work commitment of $100,000 from April 25, 2021 to July 25, 2021 and allowing for the Optionee to assume the exploration expenditure requirement. With regards to the $250,000 in exploration expenditures that are to be incurred on the property on or before April 25, 2022, this will be partially funded by the Optionee by incurring a minimum of $200,000 on the property on or before April 25, 2022.

Under the terms of the various option agreements related to Copper Canyon Project, the $250,000 work commitment requirement by April 25, 2022 was not met. As a result, the Copper Canyon Project is now owned free and clear of all encumbrances and commitments except for a royalty interest maintained by Seven Devils and Multiple Metals. During the period ended April 30, 2022, the Company impaired all of the costs incurred on the property in the amount of $122,201.

Fish Creek Joint Venture & Option Agreement

On December 29, 2020, the Company and its subsidiary Aurous Guyana Inc. ("AGI") entered into a joint venture and option agreement with Guiana Shield Resources ("GSR"), a related party private company controlled by a director of the Company with regards to the Fish Creek prospecting license, which is owned and controlled by GSR. There are no liens, mortgages, or encumbrances on or conflicting claims of ownership or right to ownership of the property or the mineral rights. The mineral rights are in good standing.

(Unaudited - Expressed in Canadian dollars, except where noted)

The Company, through its subsidiary AGI, will be responsible for paying all rentals or other fees that become due during the term of the agreement to keep the mineral rights in good standing with the Guyana Geology and Mines Commission. The term of the agreement is for five years with possible extensions.

If the Company provides payment of such amount indicated in the table below, the term of the agreement shall be automatically maintained for an additional year:

Year (to be paid on or before the anniversary date of the date of the initial payment)	Amounts
	US$
Within 6 months of effective date	150,000
1st anniversary	200,000
2nd anniversary	200,000
3rd anniversary	200,000
4th anniversary	300,000
Total	**1,050,000**

As at April 30, 2022, the Company and GSR have agreed to defer the payments to a mutually agreeable schedule; no payments have been made to GSR.

9. SHARE CAPITAL

a) Authorized

Unlimited number of common shares without par value.

b) Issued and outstanding

During the nine months ended April 30, 2022

On September 16, 2021, the Company completed a private placement for gross proceeds of $4,106,424 through the issuance of 4,831,086 units at $0.85 per unit. Each unit consists of one common share and one half of a common share purchase warrant. Each whole common share purchase warrant entitles the holder to acquire one common share in the capital of the Company for a period of 24 months at a price of $1.35. As a result, $949,290 was recorded in reserves for the fair value of the warrants.

On December 23, 2021, the Company completed a private placement for gross proceeds of $2,583,476 through the issuance of 3,039,383 units at $0.85 per unit. Each unit consists of one common share and one half of a common share purchase warrant. Each whole common share purchase warrant entitles the holder to acquire one common share in the capital of the Company for a period of 24 months at a price of $1.35. As a result, $600,344 was recorded in reserves for the fair value of the warrants.

On February 15, 2022, as consideration in the Transaction, the Company issued 4,500,000 common shares with a fair value of $0.709 per share resulting in an increase to share capital of $3,192,009 (Note 4).

On March 22, 2022, pursuant to the Romanex Option Agreement (Note 5), the Company issued 1,212,074 at a price of $0.716 per common share to the shareholders of Romanex for a total fair value of $867,845.

During the period from incorporation on November 27, 2020 to April 30, 2021

On November 27, 2020, the date of incorporation, the Company issued one common share at $0.01 which was subsequently repurchased by the Company for $0.01 and subsequently cancelled.

On January 10, 2021, 5,625,000 common shares were issued with a fair value of $37,500 in consideration for professional services performed.

On January 15, 2021, the Company completed a private placement for gross proceeds of $49,750 through the issuance of 7,462,500 common shares at $0.007 per common share.

On February 19, 2021, the Company completed a private placement for gross proceeds of $925,000 through issuance of 1,734,375 common shares at $0.53 per common share.

(Unaudited - Expressed in Canadian dollars, except where noted)

c) Escrowed shares

Prior to the Transaction (Note 4), the Company had 1,136,869 escrowed shares, of which 378,956 escrowed shares were released on March 3, 2022, 378,956 escrowed shares will be released on September 3, 2022, and 378,956 escrowed shares will be released on March 3, 2023.

On February 18, 2022, an escrow agreement (the "Escrow Agreement") between the Company and certain shareholders of the Company has been completed resulting in 7,586,250 common shares (the "Escrowed Shares") being deposited in escrow. Pursuant to the Escrow Agreement, 10% of the Escrowed Shares was released from escrow on the Escrow Agreement date (the "Initial Release") and an additional 15% to be released every six months thereafter following the Initial Release. These Escrowed Shares may not be transferred, assigned, or otherwise dealt without the consent of the regulatory authorities.

As at April 30, 2022, 1,137,581 shares have been released from escrow with 7,585,538 escrowed shares remaining.

d) Common share purchase warrants

On September 16, 2021, in connection with the issuance of units, 2,415,543 common share purchase warrants were issued with a fair value of $949,290.

On December 23, 2021, in connection with the issuance of units, 1,519,692 common share purchase warrants were issued with a fair value of $600,344.

The fair values of the warrants are determined by the Black-Scholes option pricing model and the following assumptions:

	December 23, 2021	September 16, 2021
Share price	$0.85	$0.85
Expected life (years)	2.00	2.00
Expected volatility	110.00%	110.00%
Risk-free rate	0.98%	0.44%
Dividend yield	0.00%	0.00%

The volatility is based on historical observations of comparable companies. The risk-free interest rate assumption is based on yield curves on Canadian government zero-coupon bonds with a remaining term equal to the warrants' expected life. The Company has not paid and does not anticipate paying dividends on its common stock.

The following is a summary of the Company's warrants for the nine months ended April 30, 2022 and the period from incorporation on November 27, 2020 to July 31, 2021:

	Warrants outstanding	Weighted average exercise price
	#	$
Balance, November 27, 2020 and July 31, 2021	-	-
Issued	3,935,235	1.35
Balance, April 30, 2022	**3,935,235**	**1.35**

Expiry date	Warrants outstanding	Weighted average exercise price	Weighted average remaining life
	#	$	years
September 16, 2023	2,415,543	1.35	1.62
December 23, 2023	1,519,692	1.35	1.89
Balance, April 30, 2022	**3,935,235**	**1.35**	**1.48**

e) Stock options

The Company has a rolling stock option plan ("the Plan") whereby a maximum of 10% of the issued common shares will be reserved for issuance under the Plan. Options granted under the Plan vest immediately or over a period at the discretion of the Board of Directors.

(Unaudited - Expressed in Canadian dollars, except where noted)

Under the Plan, the number of shares reserved for issuance to any optionee will not exceed 5% of the then issued and outstanding shares unless the Company has obtained shareholder approval. The options are non-assignable and non-transferable and will be exercisable up to 10 years from the date of grant. The exercise price of an option will be set by the Board of Directors and cannot be less than the discounted market price, as such term is defined in policies of the CSE and other applicable regulatory authorities.

On February 15, 2022, the Company granted 2,525,000 incentive stock options to certain directors, officers, and consultants of the Company. The options are exercisable at a price of $0.85 per share, have a term of five years, and will vest over a period of 24 months. As a result, the Company recognized share-based compensation of $325,524 (the period from November 27, 2020 to April 30, 2021 - $nil) relating to the vesting of stock options.

The following is a summary of the Company's stock options for the nine months ended April 30, 2022 and the period from incorporation on November 27, 2020 to July 31, 2021:

	Number of options outstanding	Weighted average exercise price
	#	$
Balance, November 27, 2020 and July 31, 2021	-	-
Granted	2,525,000	0.85
Balance, April 30, 2022	**2,525,000**	**0.85**

Expiry date	Number of options outstanding	Number of options exercisable	Weighted average exercise price	Remaining contractual life
	#	#	$	years
February 15, 2027	2,525,000	-	0.85	4.80
Balance, April 30, 2022	**2,525,000**	**-**	**0.85**	**4.80**

The fair value of the stock options granted was calculated using the Black-Scholes option pricing model with the following assumptions:

	February 15, 2022
Share price	$0.75
Expected life (years)	5.00
Expected volatility	113.50%
Risk-free rate	1.82%
Dividend yield	0.00%

10. RELATED PARTY TRANSACTIONS

Key management personnel are those having the authority and responsibility for planning, directing, and controlling the Company.

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

On December 29, 2020, the Company and its subsidiary AGI entered into a joint venture and option agreement with GSR, a related party controlled by a director of the Company (Note 8).

As at April 30, 2022, there was $36,992 (July 31, 2021 - $nil) of management fees included in accounts payable and accrued liabilities.

(Unaudited - Expressed in Canadian dollars, except where noted)

During the three and nine months ended April 30, 2022 and the period from November 27, 2020 to April 30, 2021, the Company had the following transactions with related parties:

	Three months ended April 30, 2022	Three months ended April 30, 2021	**Nine months ended April 30, 2022**	Period from incorporation to April 30, 2021
	$	$	**$**	$
Consulting fees	**32,549**	-	**84,632**	-
Exploration and evaluation expenditures	**208,330**	70,365	**1,093,509**	98,365
Management fees	**22,500**	-	**52,500**	-
Professional fees	**22,500**	15,750	**65,000**	52,250
Share-based compensation	**225,610**	-	**225,610**	-
Total	**511,489**	86,115	**1,521,251**	150,615

11. RISK MANAGEMENT

a) Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Credit risk for the Company is associated with its cash. The Company is not exposed to significant credit risk as its cash is placed with major Canadian and Guyanese financial institutions.

b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. As of April 30, 2022, the Company had cash of $1,484,828 (July 31, 2021 - $563,862) available to apply against the current liabilities of $567,171 (July 31, 2021 - $282,703). The Company continuously reviews its actual expenditures and forecast cash flows and matches the maturity dates of its cash to capital and operating needs. As these variables change, liquidity risks may necessitate the need for the Company to pursue equity issuances, obtain project or debt financing, or enter into joint arrangements. There is no assurance that the necessary financing will be available in a timely manner or on terms acceptable to the Company.

c) 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 and equity prices. The Company does not expect exchange rates, and commodity and equity prices to have a material impact to the Company.

d) Interest rate risk

Interest rate risk is the risk that the future cash flows from a financial instrument will fluctuate due to changes in market interest rates. The Company's cash is held in bank accounts. The Company is not exposed to significant interest rate risk.

12. CAPITAL MANAGEMENT

The Company is actively looking to acquire an interest in a business or assets and this involves a high degree of risk. The Company has not determined whether it will be successful in its endeavours and does not generate cash flows from operations. The Company's primary source of funds comes from the issuance of common shares. The Company does not use other sources of financing that require fixed payments of interest and principal due to lack of cash flow from current operations and is not subject to any externally imposed capital requirements.

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern.

The Company defines its capital as shareholders' equity. Capital requirements are driven by the Company's general operations. To effectively manage the Company's capital requirements, the Company monitors expenses and overheads to ensure costs and commitments are being paid.

13. FINANCIAL INSTRUMENTS

Fair value

IFRS 13 *Fair Value Measurement* establishes a fair value hierarchy for financial instruments measured at fair value that reflects the significance of inputs used in making fair value measurements as follows:

Level 1 - quoted prices in active markets for identical assets or liabilities;
Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liabilities, either directly (i.e. as prices) or indirectly (i.e. from derived prices); and
Level 3 - inputs for the asset or liability that are not based upon observable market data.

The carrying value of cash and accounts payable and accrued liabilities, received approximate their fair value due to their short-term nature.

As at March 31, 2022, marketable securities are measured at fair value using Level 1 inputs. The fair value of marketable securities is measured based on the quoted market price of the related common shares at each reporting date, and changes in fair value are recognized in profit or loss.

During the three months ended April 30, 2022 and 2021, the nine months ended April 30, 2022, and the period from incorporation on November 27, 2020 to April 30, 2021, there were no transfers between level 1, level 2, and level 3 classified assets and liabilities.

14. SEGMENTED INFORMATION

Operating segment

The Company operates primarily in one business segment, which is the exploration and development of exploration and evaluation assets located in Guyana.

15. SUBSEQUENT EVENT

On June 22, 2022, the Company amended the terms of the agreement that it entered with Canaccord Genuity Corp. (the "Agent") on June 9, 2022, pursuant to which the Agent will act as agent for the Company on a 'best efforts' agency basis in connection with a private placement of 4,651,162 units of the Company at a price of $0.43 per unit for gross proceeds to the Company of up to approximately $2,000,000 (the "Offering"). Each unit will consist of one common share in the capital of the Company and one common share purchase warrant. Each common share purchase warrant will entitle the holder thereof to purchase one common share at a price of $0.60 for a period of 24 months following the closing date of the Offering.