EARTHWISE MINERALS CORP.

CONDENSED INTERIM FINANCIAL STATEMENTS

For the six months ended September 30, 2023

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

**NOTICE OF NO AUDITOR REVIEW OF THE
CONDENSED INTERIM FINANCIAL STATEMENTS**

In accordance with National Instrument 51-102 Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of these condensed interim financial statements, they must be accompanied by a notice indicating that the condensed interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim financial statements of the Company for the six months ended September 30, 2023 have been prepared by and are the responsibility of the Company's management, and have not been reviewed by the Company's auditors.

EARTHWISE MINERALS CORP.
CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION
As at September 30, 2023 and March 31, 2023
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)

	September 30, 2023	**March 31, 2023**
ASSETS		
Current		
Cash	$ 40,575	$ 42,029
Amounts receivable	22,313	130,577
Prepaid expenses and deposits	8,845	20,978
	71,733	193,584
Exploration and evaluation asset (Note 5)	527,500	475,500
	$ 599,233	$ 669,084
LIABILITIES		
Current		
Accounts payable and accrued liabilities (Notes 7 and 10)	$ 774,656	$ 853,354
SHAREHOLDERS' EQUITY (DEFICIT)		
Share capital (Note 6)	5,350,146	5,288,146
Share subscriptions receivable (Note 6)	(5,000)	(45,000)
Contributed surplus (Note 6)	583,709	583,709
Accumulated deficit	(6,104,278)	(6,011,125)
	(175,423)	(184,270)
	$ 599,233	$ 669,084

Going concern (Note 2)
Commitments (Notes 5 and 10)

APPROVED ON BEHALF OF THE BOARD:

"Patrick Morris"	Director	*"Mark Luchinski"*	Director
Patrick Morris		Mark Luchinski	

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE CONDENSED INTERIM FINANCIAL STATEMENTS

EARTHWISE MINERALS CORP.
CONDENSED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
For the three and six months ended September 30, 2023 and 2022
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)

	For the three months ended September 30, 2023	For the three months ended September 30, 2022	For the six months ended September 30, 2023	For the six months ended September 30, 2022
Expenses				
Consulting fees (Note 7)	$ 72,500	$ 68,375	$ 92,000	$ 158,276
General exploration costs (recovery) (Notes 5 and 7)	(72,252)	493,414	(72,252)	535,713
Interest and bank charges (Note 10)	14,867	-	27,542	-
Marketing	-	35,106	12,500	209,102
Office and general	146	5,890	438	17,409
Professional fees	15,648	56,713	18,496	79,504
Regulatory and transfer agent fee	3,627	7,204	9,964	14,952
Rent	-	3,900	-	7,800
Share-based payments (Notes 6 and 7)	-	100,000	-	104,685
Travel, conferences and entertainment	-	4,967	3,076	13,079
Website	2,750	900	2,750	900
Write-off of exploration and evaluation assets	-	69,700	-	69,700
	37,286	846,169	94,514	1,211,120
Loss before other income	(37,286)	(846,169)	(94,514)	(1,211,120)
Other incomes				
Other income	-	48,175	-	52,405
Interest income	1,361	-	1,361	-
	1,361	48,175	1,361	52,405
Net loss and comprehensive loss for the period	$ (35,925)	$ (797,994)	$ (93,153)	$ (1,158,715)
Basic and diluted loss per share	$ (0.00)	$ (0.11)	$ (0.01)	$ (0.16)
Weighted average number of common shares outstanding	11,054,383	7,547,753	10,862,033	7,420,104

EARTHWISE MINETALS CORP.
CONDENSED INTERIM STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIT)
For the six months ended September 30, 2023 and 2022
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)

	Number of Shares	Capital Stock	Share Subscriptions Receivable	Contributed Surplus	Deficit	Total Shareholders' Equity (Deficit)
Balance, March 31, 2022	7,051,134	$ 4,888,794	$ (48,065)	$ 305,630	$ (3,839,154)	$ 1,307,205
Private Placement	370,000	185,000	-	-	-	185,000
Share issue cost – cash	-	(12,005)	-	-	-	(12,005)
Agent's warrants issued	-	(8,911)	-	8,911	-	-
Shares issued for exploration and evaluation assets	103,000	44,700	-	-	-	44,700
Shares issued for RSU	42,750	53,292	-	(53,292)	-	-
Share subscriptions received	-	-	13,500	-	-	13,500
Warrant private placement	-	-	-	155,000	-	155,000
Share-based payments on RSU granted	-	-	-	4,685	-	4,685
Share-based payments on Stock Options granted	-	-	-	100,000	-	100,000
Net loss for the period	-	-	-	-	(1,158,715)	(1,158,715)
Balance, September 30, 2022	7,566,884	$ 5,150,870	$ (34,565)	$ 520,934	$ (4,997,869)	$ 639,370
Balance, March 31, 2023	9,454,383	$ 5,288,146	$ (45,000)	$ 583,709	$ (6,011,125)	$ (184,270)
Shares issued for exploration and evaluation assets	1,600,000	62,000	-	-	-	62,000
Share subscriptions received	-	-	40,000	-	-	40,000
Net loss for the period	-	-	-	-	(93,153)	(93,153)
Balance, September 30, 2023	11,054,383	$ 5,350,146	$ (5,000)	$ 583,709	$ (6,104,278)	$ (175,423)

EARTHWISE MINERALS CORP.
CONDENSED INTERIM STATEMENTS OF CASH FLOWS
For the six months ended September 30, 2023 and 2022
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)

	For the six months ended September 30, 2023	2022
Operating Activities		
Net loss for the period	$ (93,153)	$ (1,158,715)
Items not affecting cash:		
Other income	-	(52,405)
Share-based payments	-	104,685
Write-off of exploration and evaluation asset	-	69,700
Changes in non-cash working capital items related to operations:		
Amounts receivable	108,264	52,649
Prepaid expenses and deposits	12,133	(14,703)
Accounts payable and accrued liabilities	(78,698)	82,340
Due from related party	-	(2,622)
Cash used in operating activities	(51,454)	(919,071)
Investing Activities		
Mineral property acquisition	-	(183,000)
Proceeds from the sale of exploration and evaluation asset	10,000	-
Cash provided by (used in) investing activities	10,000	(183,000)
Financing Activities		
Shares issued for cash	-	185,000
Warrants issued for cash	-	155,000
Share issue cost – cash	-	(12,005)
Share subscriptions received	40,000	13,500
Cash provided by financing activities	40,000	341,495
Change in cash during the period	(1,454)	(370,516)
Cash, beginning of period	42,029	1,038,138
Cash, end of the period	$ 40,575	$ 277,562
Supplemental Disclosure of Cash Flow Information:		
Cash paid during the period:		
Interest	$ -	$ -
Income taxes	$ -	$ -

Non-cash Transactions		
Shares issued for exploration and evaluation assets	$ 62,000	$ 44,700
Fair value transferred on exercise of stock options	$ -	$ -
Fair value of agent’s warrants	$ -	$ 8,911
Fair value on RSU issued	$ -	$ 53,292

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE CONDENSED INTERIM FINANCIAL STATEMENTS

1. CORPORATE INFORMATION

Earthwise Minerals Corp. formerly known as Hawkmoon Resources Corp. (the "Company") is a mineral property exploration company whose common shares trade on the Canadian Securities Exchange ("CSE"). On April 15, 2021, the Company was listed and commenced trading on the CSE on April 19, 2021 under the trading symbol "HM". On April 18, 2023, the Company changed the name to 'Earthwise Minerals Corp. The Company commenced trading on CSE under the new trading symbol "WISE" on April 21, 2023.

On December 14, 2022, the Company completed a share consolidation on the basis of one-post consolidation common share for every ten pre-consolidation common shares (the "Share Consolidation"). The exercise price of the outstanding stock options, warrants, RSUs and the number of options, warrants and RSUs were proportionately adjusted upon the Share Consolidation. All historical information presented in the financial statements have been adjusted to reflect the Share Consolidation.

The Company was incorporated on April 26, 2019 in British Columbia. The head office and registered and records office of the Company is located at 409 Granville Street, Suite 1000, Vancouver, British Columbia, Canada, V6C 1T2.

2. BASIS OF PREPARATION

(a) Statement of Compliance

These condensed interim financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"), Interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC") and in accordance with International Accounting Standard ("IAS") 34 Interim Financial Reporting.

The condensed interim financial statements were authorized for issue by the Board of Directors on November 29, 2023.

(b) Basis of Measurement

The condensed interim financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair value, as explained in the accounting policies set out in Note 3. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information. The financial statements are presented in Canadian dollars, unless otherwise noted.

(c) Going Concern

These condensed interim financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. Different bases of measurement may be appropriate if the Company was not expected to continue operations for the foreseeable future. At September 30, 2023, the Company has not achieved profitable operations, has accumulated losses of $6,104,278 (March 31, 2023 - $6,011,125) since inception and expects to incur further losses in the development of its business.

The Company's business financial condition and results of operations may be negatively affected by economic and other consequences from Russia's military action against Ukraine and the escalation of war between Hamas and Israel. While the Company expects any direct impacts of the war in the Ukraine, to the business to be limited, the indirect impacts on the economy and on the mining industry and other industries in general could negatively affect the business.

2. BASIS OF PREPARATION – (cont'd)

(c) Going Concern – (cont'd)

The above material uncertainties cast significant doubt about the Company's ability to continue as a going concern. The Company's continuation as a going concern is dependent upon successful results from its exploration and evaluation activities, its ability to attain profitable operations to generate funds and/or its ability to raise equity capital or borrowings sufficient to meet its current and future obligations. Although the Company has been successful in the past in raising funds to continue operations, there is no assurance it will be able to do so in the future.

3. SIGNIFICANT ACCOUNTING POLICIES

The preparation of financial data is based on accounting principles and practices consistent with those used in the preparation of the audited financial statements as at March 31, 2023.

Recent accounting pronouncements

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

The amendments to IAS1 provide a more general approach to the classification of liabilities based on the contractual arrangements in place at the reporting date. These amendments are effective for reporting periods beginning on or after January 1, 2024 and are not expected to have a material impact on the Company.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

The effect of a change in an accounting estimate is recognized prospectively by including it in net loss in the year of the change, if the change affects that year only, or in the year of the change and future years, if the change affects both.

Critical judgments, estimates and assumptions in applying accounting policies

Information about judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statements within the next financial year are discussed below:

Going Concern

The assessment of the Company's ability to continue as a going concern requires significant judgement. See Note 2(c).

(Expressed in Canadian Dollars)

5. EXPLORATION AND EVALUATION ASSETS

The following tables summarize the Company's exploration and evaluation assets as at September 30, 2023 and March 31, 2023.

	Wilson Property	Lava Property	Barriere Property	Gilnockie Property	Bonanza Property	Total
Balance, March 31, 2022	$ 308,000	$ 49,500	$ -	$ -	$ -	$ 357,500
Cash - payment	150,000	33,000	42,144	21,425	10,000	256,569
Shares issued	31,500	13,200	-	-	30,000	74,700
Cash - received	-	(25,000)	-	-	-	(25,000)
Shares - receivable	-	(25,000)	-	-	-	(25,000)
Write-off of mineral property	(24,000)	(45,700)	(42,144)	(11,425)	(40,000)	(163,269)
Balance, March 31, 2023	465,500	-	-	10,000	-	475,500
Shares issued	62,000	-	-	-	-	62,000
Cash - received	-	-	-	(10,000)	-	(10,000)
Balance, September 30, 2023	$ 527,500	$ -	$ -	$ -	$ -	$ 527,500

The following tables summarize the Company's exploration expenditures (recovery) for the six months ended September 30, 2023 and 2022.

For the six months ended September 30, 2023	Wilson Property	Total
Exploration expenditures (recovery)		
Geological (recovery)	$ (3,987)	$ (3,987)
Mining tax credits	(68,265)	(68,265)
	$ (72,252)	$ (72,252)

For the six months ended September 30, 2022	Wilson Property	Total
Exploration expenditures		
Assays	$ 12,863	$ 12,863
Drilling	400,206	400,206
Field expenses and miscellaneous	21,633	21,633
Geological	96,105	135,507
Transportation	4,906	4,906
	$ 535,713	$ 535,713

5. EXPLORATION AND EVALUATION ASSETS – (cont'd)

Wilson Gold Property

By a property option agreement with Cartier Resources Inc. dated on April 22, 2021, and as amended on April 20, 2023, the Company acquired 100% interest in the Wilson Gold property located in Verneuil township east of the town of Lebel-sur-Quevillon Quebec. As consideration, the Company is required to pay cash of $1,050,000, issue an aggregate of 2,020,000 (20,200,000 pre-consolidated) common shares, incur not less than $6,000,000 in exploration expenditures and drill a minimum of 24,000 metres over a period of five years as follows:

a) Cash payment of $200,000 and issuance of 70,000 (700,000 pre-consolidated) common shares upon execution of the agreement (paid and shares issued);
b) Cash payment of $150,000, issuance of 70,000 (700,000 pre-consolidated) common shares, minimum exploration expenditures of $750,000 and drilling of 3,000m within the first anniversary date (paid, issued, incurred, and completed);
c) Issuance of 1,600,000 (16,000,000 pre-consolidated) common shares and are subject to resale restrictions of 400,000 common shares (25%) that may be sold after the three-month hold period and an additional 25% may be sold every three months thereafter with the last 25% may be sold 12 months from the date of issuance (issued);
d) Minimum exploration expenditures of $750,000 and drilling of 3,000m within the second anniversary date (Incurred and completed);
e) Cash payment of $300,000, issuance of 80,000 (800,000 pre-consolidated) common shares, minimum exploration expenditures of $1,000,000 and drilling of 4,000m within the third anniversary date;
f) Cash payment of $300,000, issuance of 100,000 (1,000,000 pre-consolidated) common shares, minimum exploration expenditures of $1,500,000 and drilling of 6,000m within the fourth anniversary date;
g) Cash payment of $100,000, issuance of 100,000 (1,000,000 pre-consolidated) common shares, minimum exploration expenditures of $2,000,000 and drilling of 8,000m within the fifth anniversary date.

The fair value of the 1,600,000 common shares issued to the optionor were estimated to be $62,000 based on the trading price of the shares on the date of issuance of $0.0825 per share, discounted by the put option, calculated using the Black-Scholes option-pricing model, for the length of the hold period.

The Company has commitment of royalties of 4.5% to various owners with the options to repurchase.

Upon exercise of the option, Cartier Resources Inc. will retain a 2% net smelter return royalty ("NSR") of which 1% NSR may be purchased by the Company for $4,000,000.

On November 23, 2021, the Company entered into a purchase option agreement with three arms length individuals (the "Vendors") to acquire 100% interest in six mining claims which is contiguous to the Wilson gold property known as the Wilson East Property. As consideration, the Company will pay cash of $86,000 over three years (paid $12,000 on signing) and issue 40,000 (400,000 pre-consolidated of which 200,000 had been issued as of March 31, 2022) common shares over a three-year period. Upon exercise of the option, the Vendors will retain 1.5% NSR of which 0.5% may be purchased by the Company for $600,000. During the year ended March 31, 2023, the Company decided not to proceed with this agreement and have written-off the $24,000 in acquisition cost.

5. EXPLORATION AND EVALUATION ASSETS – (cont'd)

Lava Gold Property

On May 18, 2021, the Company entered into an option agreement with two arms length individuals (the "Vendors") to acquire 100% interest in the Lava gold property located in Latulipe-et-Gaboury township of western Quebec. As consideration, the Company will pay cash of $115,500, issue 132,000 (1,320,000 pre-consolidated) common shares and complete $500,000 of work expenditures over three a year period as follows:

a) Cash payment of $16,500, issuance of 33,000 (330,000 pre-consolidated) common shares within five business days of exchange acceptance (paid and shares issued);
b) Cash payment of $33,000, issuance of 33,000 (330,000 pre-consolidated) common shares and incur $100,000 in exploration expenditures on or before the first anniversary date (paid and issued and incurred);
c) Cash payment of $33,000, issuance of 33,000 (330,000 pre-consolidated) common shares and incur an additional $200,000 in exploration expenditures on or before the second anniversary date;
d) Cash payment of $33,000, issuance of 33,000 (330,000 pre-consolidated) common shares and incur an additional $200,000 in exploration expenditures on or before the third anniversary date;

Upon exercise of the option, the Vendors will retain a 3% net smelter return royalty ("NSR") of which 1% NSR may be purchased by the Company for $1,000,000.

On September 1, 2022, the Company disposed of its Lava Gold Property to Elysian Capital Corp. ("Elysian") for consideration of $50,000 consisting of $25,000 in cash (received) and $25,000 in common shares of Elysian to be issued on or before the date (the "Listing Date") that Elysian completes a going public transaction, whereby the shares are successfully listed and trading on a Canadian securities exchange at a deemed price equivalent to the listing price. The shares will be subject to escrow and will be released in four tranches at 25% every three months following the listing date with the last release twelve months from listing. Due to the carrying amount being higher than the selling price, the Company recorded a write-down of $45,700 to impair the mineral property to $Nil. As at March 31, 2023, Elysian had not successfully complete its going public transaction and the Company had not received the Elysian shares of $25,000. The shares receivable is likely not collectible and during the year ended March 31, 2023, it had been written off.

Barriere Property

On September 28, 2022, the Company entered into a land purchase and sale contract agreement with Strata GeoData Services Ltd. (the "Vendor") to acquire 100% interest in 12 mineral claims located in the Barriere property located in 21 kilometers northwest of the town of Barriere, British Columbia. As consideration, the Company paid a cash purchase price of $42,144.

During the year ended March 31, 2023, the Company decided not to proceed with this property and have written-off $42,144 in acquisition cost.

5. EXPLORATION AND EVALUATION ASSETS – (cont'd)

Gilnockie Property

On November 14, 2022, the Company entered into a land purchase and sale contract agreement with Strata GeoData Services Ltd. (the "Vendor") to acquire 100% interest in 2 mineral claims, known as the Gilnockie property, located 40 kilometers south of Cranbrook, British Columbia. As consideration, the Company paid a cash purchase price of $21,425.

During the year ended March 31, 2023, $11,425 have been written-off to impair the mineral property to its recoverable amount. During the six months ended September 30, 2023, the Company disposed of the Gilnockie Property and received $10,000 in cash consideration.

Bonanza Property

On January 3, 2023, the Company entered into an option agreement with two arms length individuals (the "Vendors") to acquire 100% interest in the Bonanza property located in Northwestern Alberta. As consideration, the Company will pay cash of $100,000, issue 600,000 common shares and complete $400,000 of work expenditures over three a year period as follows:

a) Cash payment of $10,000, issuance of 300,000 common shares within five business days of exchange acceptance (paid and shares issued);
b) Issuance of 300,000 common shares withing five business days of a private placement financed by the Company of a minimum amount of $500,000;
c) Cash payment of $20,000 and incur $100,000 in exploration expenditures on or before the first anniversary date;
d) Cash payment of $30,000 and incur $100,000 in exploration expenditures on or before the second anniversary date;
e) Cash payment of $40,000 and incur $200,000 in exploration expenditures on or before the third anniversary date.

During the year ended March 31, 2023, the Company decided not to proceed with this agreement and have written-off the $40,000 in acquisition costs.

6. SHARE CAPITAL

(a) Authorized

Unlimited common shares with no par value.

On December 14, 2022, the Company consolidated its common shares on a ten old shares for one new share basis, accordingly, the financial statements have been retroactively restated.

(b) Issued

During the six months ended September 30, 2023:

On April 22, 2023, pursuant to the terms of an option agreement, the Company issued 1,600,000 common shares fair valued at $62,000 (Note 5).

During the year ended March 31, 2023:

On April 22, 2022, pursuant to the terms of an option agreement, the Company issued 70,000 (700,000 pre-consolidated) common shares fair valued at $31,500.

On May 3, 2022, the Company issued 42,750 (427,500 pre-consolidated) common shares upon the vesting of Restricted Share Unit ("RSU") and transferred $53,292 from contributed surplus.

On May 16, 2022, the Company completed a private placement of 300,000 (3,000,000 pre-consolidated) units at a price of $0.50 ($0.05 pre-consolidated) per unit for total proceeds of $150,000. Each unit consisted of one common share and one share purchase warrant entitling the holder to purchase one common share at a price of $0.70 ($0.07 pre-consolidated) per share expiring on May 16, 2024. In connection with the private placement the Company paid cash finders fee of $12,005 and issued 56,000 (560,000 pre-consolidated) finder's warrants exercisable at $0.70 ($0.07 pre-consolidated) per share expiring on May 16, 2024. These finder's warrants were fair valued at $8,911 using the Black-Scholes Option Pricing Model with the following assumptions: risk-free interest rate of 2.53%; dividend yield of 0%; volatility of 100% and expected life of two years and a stock price of $0.40 ($0.04 pre-consolidated). Since the Company does not have enough history of trading prices, the Company utilized annualized volatility of comparable startup companies. A fair value of $30,000 was allocated to the 300,000 (3,000,000 pre-consolidated) warrants.

On May 30, 2022, pursuant to the terms of an option agreement, the Company issued 33,000 (330,000 pre-consolidated) common shares fair valued at $13,200.

On July 20, 2022, the Company completed a private placement of 10,000 (100,000 pre-consolidated) units at a price of $0.50 ($0.05 pre-consolidated) per unit for total proceeds of $5,000. Each unit consisted of one common share and one share purchase warrant entitling the holder to purchase one common share at a price of $0.70 ($0.07 pre-consolidated) per share expiring on July 20, 2024. A fair value of $2,500 was allocated to the 10,000 (100,000 pre-consolidated) warrants.

(Expressed in Canadian Dollars)

6. SHARE CAPITAL – (cont'd)

(b) Issued – (cont'd)

During the year ended March 31, 2023: – (cont'd)

On July 26, 2022, the Company completed a private placement of 60,000 (600,000 pre-consolidated) units at a price of $0.50 ($0.05 pre-consolidated) per unit for total proceeds of $30,000. Each unit consisted of one common share and one share purchase warrant entitling the holder to purchase one common share at a price of $0.70 ($0.07 pre-consolidated) per share expiring on July 26, 2024. A fair value of $12,000 was allocated to the 60,000 (600,000 pre-consolidated) warrants.

On January 3, 2023, pursuant to the terms of an option agreement, the Company issued 300,000 common shares fair valued at $30,000.

On March 21, 2023, the Company completed a private placement of 1,587,500 units at a price of $0.08 per unit for total proceeds of $127,000 of which $45,000 is receivable as at March 31, 2023. Subsequent to March 31, 2023, $40,000 was collected. Each unit consisted of one common share and one share purchase warrant entitling the holder to purchase one common share at a price of $0.10 per share expiring on March 20, 2025. In connection with the private placement the Company paid cash finders fee of $3,200 and issued 40,000 finder's warrants exercisable at $0.10 per share expiring on March 20, 2025. These finder's warrants were fair valued at $2,400 using the Black-Scholes Option Pricing Model with the following assumptions: risk-free interest rate of 3.75%; dividend yield of 0%; volatility of 100% and expected life of two years and a stock price of $0.07. Since the Company does not have enough history of trading prices, the Company utilized annualized volatility of comparable startup companies. A fair value of $15,875 was allocated to the 1,587,500 warrants.

As at March 31, 2023, the Company had written-off $38,775 in share subscriptions receivable as the amounts are not collectible.

(c) Share Purchase Warrants

The changes in share purchase warrants were as follows:

	September 30, 2023	**Weighted Average Exercise Price**	**March 31, 2023**	**Weighted Average Exercise Price**
Balance, beginning of period	6,775,000	$0.98	4,197,500	$1.45
Issued	-	-	2,577,500	0.22
Expired	(2,146,217)	1.60	-	-
Balance, end of period	4,628,783	$0.68	6,775,000	$0.98

(Expressed in Canadian Dollars)

6. SHARE CAPITAL – (cont'd)

(c) Share Purchase Warrants – (cont'd)

As at September 30, 2023, the Company had 4,628,783 share purchase warrants outstanding as follows:

Number of Warrants	Exercise Price	Expiry Date	Weighted average remaining life
400,000	$1.20	December 1, 2023	0.17 yrs.
1,036,283	$1.20	December 8, 2023	0.19 yrs.
10,000	$1.20	March 23, 2024	0.48 yrs.
605,000	$1.50	April 19, 2024	0.55 yrs.
300,000	$0.70	May 16, 2024	0.63 yrs.
420,000	$0.25	May 16, 2024	0.63 yrs.
10,000	$0.70	July 20, 2024	0.81 yrs.
60,000	$0.70	July 26, 2024	0.82 yrs.
200,000	$0.25	August 28, 2024	0.91 yrs.
1,587,500	$0.10	March 20, 2025	1.47 yrs.
4,628,783			0.78 yrs.

(d) Finders' Warrants

The changes in finders' warrants were as follows:

	September 30, 2023	Weighted Average Exercise Price	March 31, 2023	Weighted Average Exercise Price
Balance, beginning of period	354,838	$1.02	242,838	$1.26
Issued	-	-	112,000	0.49
Expired	(116,483)	1.55	-	-
Balance, end of period	238,355	$ 0.76	354,838	$1.02

(Expressed in Canadian Dollars)

6. SHARE CAPITAL – (cont'd)

(d) Finders' Warrants – (cont'd)

As at September 30, 2023, the Company had 238,355 finders' warrants outstanding as follows:

Number of Warrants	Exercise Price	Expiry Date	Weighted average remaining life
69,000	$1.00	December 1, 2023	0.17 yrs.
57,355	$1.00	December 8, 2023	0.19 yrs.
56,000	$0.70	May 16, 2024	0.63 yrs.
16,000	$0.70	August 28, 2024	0.91 yrs.
40,000	$0.10	March 20, 2025	1.47 yrs.
238,355			0.55 yrs.

(e) Escrow Shares

Pursuant to an escrow agreement dated March 5, 2021, an aggregate of 610,000 (6,100,001 pre-consolidated) common shares were placed into escrow to be released as to 10% upon receipt of notice from the CSE confirming the listing of the Company's common shares on the CSE with the remaining 90% to be released in equal tranches at six-month intervals over the 36 months following receipt of such notice. As at September 30, 2023, the Company had 183,000 (1,830,000 pre-consolidated) (March 31, 2023 – 274,500 (2,745,000 pre-consolidated)) common shares held in escrow with the next escrow release on October 15, 2023.

(f) Stock Options

The Company adopted a stock option plan whereby the Board of Directors may, from time to time, grant incentive stock options to directors, officers, employees and consultants. Under the plan, stock options issued may not exceed 10% of the issued common shares of the Company. The term of the options shall be ten years from the grant date unless otherwise determined by the Board. The exercise price shall be determined by the Board but shall not be less than the fair market value of the common shares on the grant date.

On May 3, 2021, the Company granted 209,000 (2,090,000 pre-consolidated) stock options to directors, officers and consultants. The stock options entitle the holders thereof the right to purchase one common share for each option at $1.30 ($0.13 pre-consolidated) per share expiring on May 3, 2025. These stock options vested at the date of grant with a fair value of $167,200 which was determined using the Black Scholes option valuation model with the following assumptions – Share price on date of grant of $1.25 ($0.125 pre-consolidated); Risk-free interest rate of 0.49%; Dividend yield of 0%; Expected life of 4 years; Forfeiture rate of 0% and Expected volatility of 100%. Since the Company does not have enough history of trading prices, the Company utilized annualized volatility of comparable start-up companies.

(Expressed in Canadian Dollars)

6. SHARE CAPITAL – (cont'd)

(f) Stock Options – (cont'd)

On July 8, 2022, the Company granted 500,000 (5,000,000 pre-consolidated) stock options to directors, officers and consultants. The stock options entitle the holders thereof the right to purchase one common share for each option at $0.50 ($0.05 pre-consolidated) per share expiring on July 7, 2027. These stock options vested at the date of grant with a fair value of $100,000 which was determined using the Black Scholes option valuation model with the following assumptions – Share price on date of grant of $0.30 ($0.03 pre-consolidated); Risk-free interest rate of 2.83%; Dividend yield of 0%; Expected life of 5 years; Forfeiture rate of 0% and Expected volatility of 100%. Since the Company does not have enough history of trading prices, the Company utilized annualized volatility of comparable start-up companies.

The changes in stock options were as follows:

	September 30, 2023	**Weighted Average Exercise Price**	**March 31, 2023**	**Weighted Average Exercise Price**
Balance, beginning of period	671,000	$0.70	171,000	$1.30
Granted	-	-	500,000	0.50
Forfeited	(465,000)	0.57	-	-
Balance, end of period	206,000	$0.72	671,000	$0.70

As at September 30, 2023, the Company had 206,000 stock options outstanding as follows:

Number of Options	**Exercise Price**	**Expiry Date**	**Weighted average remaining life**
56,000	$1.30	May 3, 2025	1.59 yrs.
150,000	$0.50	July 7, 2027	3.77 yrs.
206,000			3.18 yrs.

Restricted Share Unit Plan

On May 3, 2021, the Company agreed to grant 171,000 (1,710,000 pre-consolidated) Restricted Stock Unit ("RSU") to directors, officers and consultants of the Company that vest at 25% every three months with the first vesting on August 3, 2021. During the year ended March 31, 2022, the Company recognized $208,772 as share-based payment and, as the Company intends to settle the RSU through equity settlement, recorded a corresponding credit to contributed surplus. As at March 31, 2022, the Company had issued 128,250 (1,282,500 pre-consolidated) common shares upon the vesting of RSUs and transferred $160,313 from contributed surplus. During the year ended March 31, 2023, the Company recognized $4,685 as share-based payment. On May 3, 2022, the Company issued the remaining 42,750 (427,500 pre-consolidated) common shares upon the vesting of RSUs and transferred $53,292 from contributed surplus.

(Expressed in Canadian Dollars)

7. RELATED PARTY TRANSACTIONS AND BALANCES

The following expenses were incurred with key management personnel of the Company. Key management personnel are persons responsible for planning, directing and controlling the activities of an entity, and include certain directors and officers. Key management compensation comprises:

	For the six months ended September 30, 2023	2022
Consulting fees		
Enermetal Ventures Inc., company controlled by CEO	$ 37,500	$ -
Jasmine Cherian, CFO	1,000	-
Branden Haynes, Former Director	-	70,000
Company controlled by the Former CFO	-	18,000
	38,500	88,000
General exploration		
Company controlled by the Former Director	-	57,402
Rent		
Company controlled by the Former Director	-	3,000
Company controlled by the Former CFO	-	4,800
	-	7,800
Share-based payment		
Branden Haynes, Former Director	-	51,233
Geoff Balderson, Former Director	-	1,233
Hugh Oswald, Former Director	-	685
Thomas Clarke, Former Director	-	21,233
	-	74,384
	$ 38,500	$ 227,586

Included in accounts payable and accrued liabilities at September 30, 2023 is $3,100 (March 31, 2023 - $20,675) in unpaid consulting fees to the CFO and a company controlled by the CEO. These amounts owing are unsecured, due on demand, and non-interest bearing.

8. CAPITAL MANAGEMENT

The Company's objectives when managing capital are to identify, pursue and complete the exploration and development of resource properties, to maintain financial strength, to protect its ability to meet its on-going liabilities, to continue as a going concern, to maintain credit worthiness and to maximize returns for shareholders over the long term. The Company does not have any externally imposed capital requirements to which it is subject to. Capital of the Company comprises of cash and shareholders' equity.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares.

The Company's investment policy is to invest its cash in financial instruments in high credit quality financial institutions with terms to maturity selected with regards to the expected timing of expenditures from continuing operations.

There were no changes to the Company's approach to capital management during the period ended September 30, 2023.

9. FINANCIAL INSTRUMENTS AND RISKS

The company is exposed through its operations to the following financial risks:

- Liquidity risk
- Market risk
- Credit risk

In common with all other businesses, the Company is exposed to risks that arise from its use of financial instruments. This note describes the Company's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements.

There have been no substantive changes in the Company's exposure to financial instrument risks, its objectives, polices and processes for managing those risks or the methods used to measure them unless otherwise stated in the note.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company manages its liquidity risk by forecasting cash flows required for operations and anticipated investing and financing activities.

The business of mining and exploration involves a high degree of risk and there can be no assurance that exploration programs will result in profitable mining operations. The Company monitors its cash flows to meet the Company's normal operating requirements on an ongoing basis and its planned capital expenditures. All of the Company's financial liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms. As at September 30, 2023, the Company had a working capital deficiency of $702,923 (March 31, 2023 working capital deficiency - $659,770). The Company has insufficient cash to meet its requirements for administrative overhead, to conduct due diligence on mineral property acquisition targets, and to conduct exploration of its mineral properties and mineral properties that may be acquired.

9. FINANCIAL INSTRUMENTS AND RISKS – (cont'd)

Liquidity Risk – (cont'd)

The Company does not generate cash flows from operations to fund its activities and therefore relies principally upon the issuance of securities for financing. Future capital requirements will depend on many factors including the Company's ability to execute its business plan. The Company intends to continue relying upon the issuance of securities to finance its future activities but there can be no assurance that such financing will be available on a timely basis under terms acceptable to the Company.

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, investment fluctuations, and commodity and equity prices. The Company's ability to raise capital to fund mineral resource exploration is subject to risks associated with fluctuations in mineral resource prices. Management closely monitors commodity prices, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's considers its exposure to interest rate risk to be not significant.

Price Risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of gold and other precious and base metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

Credit Risk

Financial instruments that potentially expose the Company to credit risk is cash. To minimize the credit risk on cash the Company places the instrument with a high credit quality financial institution. The maximum exposure to loss arising from these advances is equal to their total carrying amounts.

Fair Values

The Company's financial instruments at amortized costs include cash, and accounts payable and accrued liabilities. The carrying amounts of these financial instruments approximate their fair values because of their current nature.

9. FINANCIAL INSTRUMENTS AND RISKS – (cont'd)

Fair Value Hierarchy

The Company classifies its fair value measurements in accordance with the three-level fair value hierarchy as follows:

Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities; and

Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

10. COMMITMENTS AND CONTINGENCIES

Flow-through common shares require the Company to spend an amount equivalent to the proceeds of the issued flow-through common shares on Canadian qualifying exploration expenditures. The Company may be required to indemnify the holders of such shares for any tax and other costs payable by them in the event the Company has not made the required exploration expenditures.

During the year ended March 31, 2022, the Company received $2,002,000 from the issuance of flow-through shares. The Company renounced $2,001,834 to the subscribers and has until December 31, 2022, to incur the qualifying expenditures. As at March 31, 2023, the deadline to incur the qualifying expenditures has passed and the Company did not fulfill its obligations of approximately $826,000. An amount totaling $543,700 was accrued for the indemnification of the shareholders for taxes and penalties related to the unspent portion of the commitment including Part XII.6 taxes and related interest and penalties. During the six months ended September 30, 2023, the Company paid $32,993 in Part XII.6 taxes and related interest and penalties to Revenue Quebec and accrued an additional $24,465 in interest expense. Included in accounts payable and accrued liabilities at September 30, 2023, is $537,476 (March 31, 2023 - $543,700) for the indemnification of the shareholders and Part XII.6 taxes and related interest and penalties.

During the year ended March 31, 2023, the Order of Geologists of Quebec ("Order") filed a complaint that the Company's former chief geologist engaged in professional activities reserved for the members of the Order, while he was not a member of the Order nor otherwise authorized by the law to engage in such activities. The Company has been fined a total of $51,000. The Company determined that it is probable that it will have to make a payment to settle a portion of this obligation. As of September 30, 2023, the Company's best estimate is $15,000 (March 31, 2023 - $15,000) which is included in accounts payable and accrued liabilities.