Advance United Holdings Inc.

Consolidated Financial Statements

For the years ended December 31, 2022 and December 31, 2021

(Expressed in Canadian Dollars)

Zeifmans

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Advance United Holdings Inc.

Opinion

We have audited the consolidated financial statements of Advance United Holdings Inc. and its subsidiary (together, the "Company"), which comprise the consolidated statements of financial position as at December 31, 2022 and 2021, and the consolidated statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at December 31, 2022 and 2021, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards ("GAAS"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the consolidated financial statements, which indicates that the Company incurred a net loss of $3,191,532 for the year ended December 31, 2022 and, as of that date, had an accumulated deficit of $3,922,171. As stated in Note 1, these events and conditions, along with other matters as set forth in Note 1 indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those that, in our professional judgement, were of most significance in our audits of the consolidated financial statements. These matters were addressed in the context of our audits of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Except for the matter described above in the *Material Uncertainty Related to Going Concern* section, we have determined there are no key audit matters to communicate in our report.

Other Information

Management is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis ("MD&A") but does not include the consolidated financial statements and our auditor's report thereon.Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audits, or otherwise appears to be misstated.

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

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements. As part of an audit in accordance with GAAS, we exercise professional judgement and maintain professional skepticism throughout the audits. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audits in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audits and significant audit findings, including any significant deficiencies in internal control that we identify during our audits.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determined those matters that were of most significance in the audits of the consolidated financial statements of the current period and are therefore the key audit matters. We described these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public benefits of such communication.

The engagement partner on the audits resulting in this independent auditor's report is Ahmad Aslam, CPA, CA.

Zeifmans LLP

Toronto, Ontario
May 1, 2023

Chartered Professional Accountants
Licensed Public Accountants

Advance United Holdings Inc.
Consolidated Statements of Financial Position
As at December 31, 2022 and December 31, 2021
(Expressed in Canadian Dollars)

	Note		**December 31, 2022**		December 31, 2021
Assets					
Current assets					
Cash		**$**	**191,633**	$	2,811,376
Harmonized sales tax recoverable			**137,445**		30,924
Paint Lake Joint Venture receivable	5		**20,440**		-
Prepaid expenses and deposits			**11,432**		4,894
			360,950		2,847,194
Non-current assets					
Mineral properties	4, 5		**662,768**		558,768
Total assets		**$**	**1,023,718**	$	3,405,962
Liabilities and shareholders' equity					
Current liabilities					
Accounts payable and accrued liabilities	6	**$**	**467,590**	$	89,597
Flow through premium liability			**21,400**		-
Total liabilities			**488,990**		89,597
Shareholders' equity					
Share capital	8		**4,245,198**		3,900,726
Warrants reserve	8(c)		**169,037**		105,953
Options reserve	8(d)		**42,664**		42,664
Accumulated deficit			**(3,922,171)**		(732,978)
			534,728		3,316,365
Total liabilities and shareholders' equity		**$**	**1,023,718**	$	3,405,962

Nature of operations and going concern (Note 1)
Commitments (Note 14)
Subsequent events (Note 15)

On behalf of the Board of Directors: May 01, 2023

"Jim Atkinson" (signed)
Director

"Walter Henry" (signed)
Director

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

Advance United Holdings Inc.
Consolidated Statements of Loss and Comprehensive Loss
For the years ended December 31, 2022 and December 31, 2021
(Expressed in Canadian Dollars)

	Note	2022	2021
Expenses			
Business development		$ **375,358**	$ 126,747
Management fees	7	**121,333**	120,000
Consulting fees	7	**256,983**	94,000
Professional fees		**160,503**	165,709
Listing, filing and regulatory fees		**67,647**	216,383
Administrative		**48,752**	9,533
Share-based compensation	7, 8(d)	**-**	42,664
Total expenses		**1,030,576**	775,036
Loss before undernoted		**(1,030,576)**	**(775,036)**
Exploration and evaluation	5	**(2,160,956)**	**(38,953)**
Net loss and comprehensive loss		**$ (3,191,532)**	$ (813,989)

Loss per share		
Weighted average number of shares - basic and diluted	**45,262,831**	36,583,754
Net loss per share - basic and diluted	**$ (0.07)**	$ (0.02)

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

Advance United Holdings Inc.
Consolidated Statements of Changes in Shareholders' Equity
For the years ended December 31, 2022 and December 31, 2021
(Expressed in Canadian Dollars)

		Share capital		Reserves			
	Note	Number of shares	Amount $	Warrants $	Options $	Accumulated deficit $	Total $
Balance at December 31, 2020		**44,579,216**	**$ 1,639,243**	**$ 18,548**	**$ 71,132**	**$ 81,011**	**$ 1,809,934**
Cancellation of shares, warrants and options on RTO	8(b)(iii)	(44,579,216)	(1,639,243)	(18,548)	(71,132)	-	(1,728,923)
Acquisition of Talisker Gold Corp.	8(b)(iii)	22,289,606	858,150	-	-	-	858,150
Issuance of warrants	8(b)(ii)	-	(22,295)	22,295	-	-	-
Shares and warrants of Advance United pursuant to RTO	8(b)(iii)	14,200,100	336,681	73,320	-	-	410,001
Flow-through common shares issued	8(b)(iv)	2,866,700	2,150,025	-	-	-	2,150,025
Share issuance costs	8(b)(iv)	-	(136,497)	-	-	-	(136,497)
Issuance of broker warrants	8(b)(iv)	-	(83,658)	83,658	-	-	-
Private placement, commons shares	8(b(v))	400,000	300,000	-	-	-	300,000
Exercise of warrants	8(b(vi))	4,225,000	498,320	(73,320)	-	-	425,000
Share-based compensation	8(d)	-	-	-	42,664	-	42,664
Net loss and comprehensive loss for the year		-	-	-	-	(813,989)	(813,989)
Balance at December 31, 2021		**43,981,406**	**$ 3,900,726**	**$ 105,953**	**$ 42,664**	**$ (732,978)**	**$ 3,316,365**
Common shares issued for Melba property option	8(b)(vi)	500,000	32,500	-	-	-	32,500
Common shares issued for advisory fees	8(b)(vii)	50,000	3,500	-	-	-	3,500
Flow-through common shares issued	8(b)(vii	1,500,000	150,000	-	-	-	150,000
Private placement, common shares	8(b)(viii)	460,000	36,800	-	-	-	36,800
Share issue costs	8(b)(viii)	-	(3,505)	-	-	-	(3,505)
Issuance of warrants	8(b)(viii)	-	(16,857)	16,857	-	-	-
Flow-through common shares issued	8(b)(viii)	70,000	7,000	-	-	-	7,000
Flow-through common shares issued	8(b)(ix)	1,000,000	100,000	-	-	-	100,000
Flow-through share price premium	8(b)(ix)	-	(51,400)	-	-	-	(51,400)
Issuance of warrants	8(b)(ix)	-	(20,995)	20,995	-	-	-
Expiry of warrants	8(b)(x)	-	-	(2,339)	-	2,339	-
Private placement, common shares	8(b)(xi)	1,687,500	135,000	-	-	-	135,000
Issuance of warrants	8(b)(xi)	-	(27,571)	27,571	-	-	-
Net loss and comprehensive loss for the year		-	-	-	-	(3,191,532)	(3,191,532)
Balance at December 31, 2022		**49,248,906**	**$ 4,245,198**	**$ 169,037**	**$ 42,664**	**$ (3,922,171)**	**$ 534,728**

Advance United Holdings Inc.
Consolidated Statements of Cash Flows
For the years ended December 31, 2022 and December 31, 2021
(Expressed in Canadian Dollars)

		2022		2021
Operating activities				
Net loss	**$**	**(3,191,532)**	$	(813,989)
Items not affecting cash				
Share-based compensation		-		42,664
Non-cash listing fees		-		109,785
		(3,191,532)		(661,540)
Changes in non-cash working capital activities				
Harmonized sales tax recoverable		**(106,521)**		(18,751)
Other receivable		**(20,440)**		-
Prepaid expenses and deposits		**(6,538)**		(4,894)
Accounts payable and accrued liabilities		**347,993**		67,392
Net changes in non-cash working capital balances		**214,494**		43,747
Net cash flows used in operating activities		**(2,977,038)**		(617,793)
Investing activities				
Melba property option		**(68,000)**		-
Mining claims paid		**-**		(5,500)
Net cash flows used in investing activities		**(68,000)**		(5,500)
Financing activities				
Proceeds from private placements		**171,800**		300,000
Proceeds from Flow-through private placement		**257,000**		2,150,025
Proceeds on exercise of warrants		-		425,000
Share issuance costs		**(3,505)**		(136,497)
Net cash flows from financing activities		**425,295**		2,738,528
Cash received in acquisition		**-**		378,475
Net change in cash during the year		**(2,619,743)**		2,493,710
Cash, beginning of year		**2,811,376**		317,666
Cash, end of year	**$**	**191,633**	$	2,811,376
Non-cash transactions:				
Common shares issued for acquisition	**$**	**-**	$	858,150
Mineral properties acquired	**$**	**36,000**	$	553,268
Investment in Angus (Note5)	**$**	**-**	$	1,460,000

1. NATURE OF BUSINESS AND GOING CONCERN

Advance United Holdings Inc. was incorporated under the laws of the Province of British Columbia on May 28, 2020. These consolidated financial statements include the accounts of it's wholly owned subsidiary, Talisker Gold Corp. (together, "the Company" or "Advance United"). On May 28, 2021, the Company's common shares became listed for trading on the Canadian Securities Exchange ("CSE") under the trading symbol ("AUHI") and Frankfurt Stock Exchange ("9I0"). In July 2022, the Company listed in the United States Over the Counter (OTCQB:AUHIF). On March 8, 2022, the Company received a Certificate of Continuance, moving from the Province of British Columbia, to the Province of Ontario. The Company is currently engaged in acquisition, exploration and development of mineral properties. Effective January 13, 2021, the Company changed its name from Ripper Resources Ltd. to Advance United Holdings Inc. The address of the Company's head office is 372 Bay Street, Suite 301, Toronto, Ontario M5H 2W9.

Going Concern

These consolidated financial statements have been prepared on a going concern basis, which contemplates that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. Accordingly, they do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern, and therefore be required to realize its assets and liquidate its liabilities and commitments in other than the normal course of business and at amounts different from those in the accompanying financial statements. Such adjustments could be material. It is not possible to predict whether the Company will be able to raise adequate financing or to ultimately attain profitable levels of operations. Changes in future conditions could require material write downs of the carrying values.

The business of exploring for minerals involves a high degree of risk and there can be no assurance that the exploration programs will result in profitable operations. The Company is in the process of exploring its mineral properties and has not yet determined whether these properties contain mineral reserves that are economically recoverable. The recoverability of amounts shown for mineral properties is dependent upon the establishment of a sufficient quantity of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development and upon future profitable production or proceeds from the disposition of these assets.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of operations of such properties, these procedures do not guarantee the Company's title. Property title may be subject to government licensing requirements or regulations, unregistered prior agreements, unregistered claims, indigenous claims, and non compliance with regulatory, environmental and social licensing requirements. The Company's assets may also be subject to increases in taxes and royalties, renegotiation of contracts, political uncertainty and currency exchange fluctuations and restrictions.

1. NATURE OF BUSINESS AND GOING CONCERN (Continued)

The Company has not realized a profit from operations and has incurred significant expenditures related to property exploration, resulting in a cumulative deficit of $3,922,171 as at December 31, 2022 (December 31, 2021 - $732,978). The recoverability of the carrying value of mineral properties and the Company's continued existence is dependent upon the preservation of its interest in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, or the ability of the Company to raise alternative financing, if necessary, or alternatively upon the Company's ability to dispose of its property interests on an advantageous basis. Management cannot provide assurance that it will be successful in future financing activities or be able to execute its business strategy. As at December 31, 2022, the Company had current assets of $360,950 (December 31, 2021 - $2,847,194) to cover current liabilities of $467,590 (December 31, 2021 - $89,597).

2. BASIS OF PRESENTATION

(a) Statement of compliance

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

(b) Approval of Financial Statements

The financial statements of the Company for the year ended December 31, 2022 were approved and authorized by the Board of Directors on May 01, 2023.

(c) Basis of consolidation

These consolidated financial statements of the Company include the results of its sole, wholly-owned subsidiary "Talisker Gold Corp." ("Talisker"). The financial transactions of the subsidiary are included in the consolidated financial statements from the date control is obtained. Intercompany balances, transactions, income, and expenses are eliminated. The accounting policies of the Company's subsidiary is the same as those of the Company.

(d) Basis of measurement

The financial statements have been prepared on a historical cost basis.
These consolidated financial statements are presented in Canadian dollars which is functional currency of the Company and its subsidiary. All financial information is expressed in Canadian dollars unless otherwise stated and has been rounded to the nearest dollar.

2. BASIS OF PRESENTATION (Continued)

(e) Critical accounting estimates

The preparation of financial statements in compliance with IFRS requires the Company's management to make certain estimates and assumptions that they consider reasonable and realistic. Despite regular reviews of these estimates and assumptions, based in particular on past achievements or anticipations, facts and circumstances may lead to changes in these estimates and assumptions which could impact the reported amount of the Company's assets, liabilities, equity or earnings. These estimates and assumptions notably relate to the following items:

Share-based payments

The fair value of share-based payments is subject to the limitations of the Black Scholes option pricing model that incorporates market data and involves uncertainty in estimates used by management in the assumptions. Because the Black Scholes option pricing model requires the input of highly substantive assumptions including the volatility of share prices, changes in substantive input assumptions can materially affect the fair value estimate.

Capitalization of mineral property costs

Management has determined that capitalized acquisition costs have future economic benefits and are economically recoverable. In making this judgement, management has assessed various sources of information including, but not limited to, the geologic and metallurgic information, operating management expertise and existing permits.

Impairment of mineral properties

While assessing whether any indications of impairment exist for mineral properties, consideration is given to both external and internal sources of information. Information the Company considers includes changes in the market, economic and legal environment in which the Company operates that are not within its control that could affect the recoverable amount of mineral properties. Internal sources of information include the manner in which the mineral properties are being used or are expected to be used and indications of expected economic performance of the properties. Estimates include but are not limited to estimates of the discounted future cash flows expected to be derived from the Company's mining properties, costs to sell the properties and the appropriate discount rate. Reductions in metal price forecasts, increases in estimated future costs of production, increases in estimated future capital costs, reductions in the amount of recoverable mineral reserves and mineral resources and/or adverse current economics can result in a write-down of the carrying amounts of the Company's mineral properties.

2. BASIS OF PRESENTATION (Continued)

Going concern

The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay for its ongoing operating expenditures, meet its liabilities for the ensuing year, and to fund planned project-acquisitions, involves significant judgment based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances.

Income, value added, withholding and other taxes

The Company is subject to income, value added, withholding and other taxes. Significant judgment is required in determining the Company's provisions for taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. The determination of the Company's income, value added, withholding and other tax liabilities requires interpretation of complex laws and regulations. The Company's interpretation of taxation law as applied to transactions and activities may not coincide with the interpretation of the tax authorities. All tax related filings are subject to government audit and potential reassessment subsequent to the financial statement reporting period. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the tax related accruals and deferred income tax provisions in the period in which such determination is made.

(g) Accounting standards issued but not yet effective

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any new standards and management has determined that there are no standards that are expected to have a significant impact on the consolidated financial statements of the Company.

3. SIGNIFICANT ACCOUNTING POLICIES

The following are a list of significant accounting policies used by the Company.

(a) Cash

The Company holds all its cash at major Canadian financial institutions and has no cash equivalents.

(b) Mineral properties

Where mineral properties are acquired through an acquisition agreement, management has determined that capitalized acquisition costs have future economic benefits and are economically recoverable. In making this judgement, management has assessed various sources of information including, but not limited to, the geologic and metallurgic information, operating management expertise and existing permits. Costs of investigation incurred before the Company has obtained the legal right to explore an area are recognized in the statement of loss.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Exploration and evaluation expenses are comprised of costs that are directly attributable to:

- researching and analyzing existing data;
- conducting geological studies, exploratory drilling and sampling;
- examining and testing extraction and treatment methods; and
- evaluating the technical feasibility and commercial viability of extracting a mineral resource

All exploration and evaluation expenditures are expensed until properties are determined to contain economically viable reserves. When economically viable reserves have been determined, technical feasibility has been determined and the decision to proceed with development has been approved, the capitalized mineral property interest for that project, and subsequent costs incurred for the development of that project, are capitalized as mineral properties, a component of property, plant and equipment.

All mineral property interests are monitored for indications of impairment at each financial position reporting date. Where a potential impairment is indicated, assessments are performed for each area of interest. To the extent that acquisition costs are not expected to be recovered, it is charged to the results of operations.

Although the Company has taken steps to verify the title to mineral properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

(c) Asset acquisition

The Company determines whether a transaction or other event is a business combination by applying the definition in IFRS 3, which requires that the assets acquired, and liabilities assumed constitute a business. If the assets acquired are not a business, the reporting entity shall account for the transaction or other event as an asset acquisition.

By examining the elements of inputs, process and outputs, the Company determines the assets acquired as an asset acquisition. Goodwill is not recorded as a result of an asset acquisition. Share-based payments made for acquisition of assets are recognized at the fair value of assets acquired.

(d) Financial instruments

Financial assets

Recognition and initial measurement

The Company recognizes financial assets when it becomes a party to the contractual provisions of the instrument. Financial assets are measured initially at their fair value plus, in the case of financial assets not subsequently measured at fair value through profit or loss, transaction costs that are directly attributable to their acquisition. Transaction costs attributable to the acquisition of financial assets subsequently measured at fair value through profit or loss are expensed in profit or loss when incurred.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Classification and subsequent measurement

On initial recognition, financial assets are classified as subsequently measured at amortized cost, fair value through other comprehensive income (“FVOCI”) or fair value through profit or loss (“FVTPL”). The Company determines the classification of its financial assets, together with any embedded derivatives, based on the business model for managing the financial assets and their contractual cash flow characteristics. Financial assets are classified as follows:

- Amortized cost - Assets that are held for collection of contractual cash flows where those cash flows are solely payments of principal and interest are measured at amortized cost. Interest revenue is calculated using the effective interest method and gains or losses arising from an impairment, foreign exchange and derecognition are recognized in profit or loss. Financial assets measured at amortized cost are comprised of Paint Lake Joint Venture receivable and deposits.
- Mandatorily at fair value through profit or loss - Assets that do not meet the criteria to be measured at amortized cost, or fair value through other comprehensive income, are measured at fair value through profit or loss. All interest income and changes in the financial assets’ carrying amount are recognized in profit or loss. There are no financial assets held as FVTPL.

Classification and subsequent measurement (Continued)

- Fair value through other comprehensive income - Assets that are held for collection of contractual cash flows and for selling the financial assets, and for which the contractual cash flows are solely payments of principal and interest, are measured at fair value through other comprehensive income. Interest income calculated using the effective interest method and gains or losses arising from impairment and foreign exchange are recognized in profit or loss. All other changes in the carrying amount of the financial assets are recognized in other comprehensive income. Upon derecognition, the cumulative gain or loss previously recognized in other comprehensive income is reclassified to profit or loss. The Company does not hold any financial assets measured at fair value through other comprehensive income.
- Designated at fair value through profit or loss (FVTPL) – On initial recognition, the Company may irrevocably designate a financial asset to be measured at fair value through profit or loss in order to eliminate or significantly reduce an accounting mismatch that would otherwise arise from measuring assets or liabilities, or recognizing the gains and losses on them, on different bases. All interest income and changes in the financial assets’ carrying amount are recognized in profit or loss. Financial assets measured at FVTPL are comprised of cash.

Write-off

Financial assets are written off (either partially or in full) when there is no realistic prospect of recovery. This is generally the case when the Company determines that the counterparty does not have assets or sources of income that could generated sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business model assessment

The Company assesses the objective of its business model for holding a financial asset at a level of aggregation which best reflects the way the business is managed, and information is provided to management. Information considered in this assessment includes stated policies and objectives.

Contractual cash flow assessment

The cash flows of financial assets are assessed as to whether they are solely payments of principal and interest on the basis of their contractual terms. For this purpose, ‘principal’ is defined as the fair value of the financial asset on initial recognition. ‘Interest’ is defined as consideration for the time value of money, the credit risk associated with the principal amount outstanding, and other basic lending risks and costs. In performing this assessment, the Company considers factors that would alter the timing and amount of cash flows such as prepayment and extension features, terms that might limit the Company’s claim to cash flows, and any features that modify consideration for the time value of money.

Impairment of financial assets

The Company assesses at each statement of financial position date whether there is objective evidence that a financial asset or group of financial assets is impaired. The Company recognizes expected credit losses (“ECL”) for trade receivables based on the simplified approach under IFRS 9. The simplified approach to the recognition of expected losses does not require the Company to track the changes in credit risk; rather, the Company recognizes a loss allowance based on lifetime ECLs at each reporting date from the date of the trade receivable.

Evidence of impairment may include indications that a debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganization and where observable data indicates that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults. Trade receivables are reviewed qualitatively on a case-by-case basis to determine whether they need to be written off.

For financial assets carried at amortized cost, the Company recognizes loss allowances for ECLs on its financial assets measured at amortized cost. ECLs are a probability-weighted estimate of credit losses. The Company applies a three-stage approach to measure ECLs. The Company measures loss allowance at an amount equal to 12 months of expected losses for performing loans receivable if the credit risk at the reporting date has not increased significantly since initial recognition (Stage 1) and at an amount equal to lifetime expected losses on loans receivable that have experienced a significant increase in credit risk since origination (Stage 2) and at an amount equal to lifetime expected losses which are credit impaired (Stage 3).

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

The Company considers a significant increase in credit risk to have occurred if contractual payments are more than 30 days past due and considers the loans receivable to be in default if they are 90 days past due. A significant increase in credit risk or default may have also occurred if there are other qualitative factors (including forward looking information) to consider; such as borrower specific information (i.e. change in credit assessment).

Objective evidence of impairment of financial assets carried at amortized cost exists if the counterparty is experiencing significant financial difficulty, there is a breach of contract, concessions are granted to the counterparty that would not normally be granted, or it is probable the counterparty will enter into bankruptcy or a financial reorganization.

Financial liabilities

Recognition and initial measurement

The Company recognizes a financial liability when it becomes a party to the contractual provisions of the instrument. At initial recognition, the Company measures financial liabilities at their fair value plus transaction costs that are directly attributable to their issuance, with the exception of financial liabilities subsequently measured at fair value through profit or loss for which transaction costs are immediately recorded in profit or loss. Where an instrument contains both a liability and equity component, these components are recognized separately based on the substance of the instrument, with the liability component measured initially at fair value and the equity component assigned the residual amount after deducting from the fair value of the instrument as a whole the amount separately determined for the liability component.

Classification and subsequent measurement

Subsequent to initial recognition, all financial liabilities are measured at amortized cost using the effective interest rate method. Interest, gains and losses relating to a financial liability are recognized in profit or loss.

Derecognition of financial liabilities

The Company derecognizes a financial liability only when its contractual obligations are discharged, cancelled or expire.

Provisions

A provision is recognized when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and the amount of the obligation can be reliably estimated. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair Value Hierarchy

Financial instruments recorded at fair value on the statements of financial position are classified using a financial value hierarchy that reflects the significance of the inputs used in marking the measurements.

The fair value hierarchy has the following levels:

- *Level 1* - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities; Investments are classified as Level 1
- *Level 2* - valuation techniques based on inputs other than quoted prices including Level 1 that are observable for assets or liabilities, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- *Level 3* - valuation techniques using inputs for the asset and liability that are not based on observable market data (unobservable inputs).

(e) Impairment

At each financial position reporting date, the carrying amounts of the Company's assets are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any.

Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash generating unit to which the asset belongs.

An asset's recoverable amount is the higher of fair value less costs of disposal and value in use. Fair value is determined as the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset or cash generating unit is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the statement of loss and comprehensive loss for the year.

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Share Capital

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, warrants, stock options and flow-through shares are classified as equity instruments. Preference share capital is classified as equity if it is non-retractable, or redeemable only at the Company's option, and any dividends are discretionary. Dividends thereon are recognized as distributions within equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from proceeds.

(g) Warrants

Proceeds from unit placements are allocated between shares and warrants issued according to their relative fair value. The relative fair value of the share component is credited to share capital and the relative fair value of the warrant component is credited to warrant reserve. Upon exercise of the warrants, consideration paid by the warrant holder together with the amount previously recognized in the warrant reserve account is recorded as an increase to share capital. For those warrants that expire unexercised, the recorded fair value is transferred from warrant reserve to deficit.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Flow-Through Shares

Upon the issuance of flow-through shares, the Company records the initial proceeds to capital stock, net of tax liability, if any. The flow-through share premium liability on the statement of financial position represents the premium of the financing price in excess of the market share price on the date of the flow-through share financing. The financial liability pertaining to the premium is recognized in the statement of loss and comprehensive loss consistent with expenditure renunciations. As the Company incurs eligible Canadian Exploration Expenditures ("CEE") to meet flow-through requirements, a corresponding tax liability is recognized, reflecting the difference between the accounting and tax basis of the expenditures.

(i) Share-Based payments

The Company accounts for share-based payments using the fair value method. Under this method, compensation expense for employees is measured at fair value on the date of grant using the Black-Scholes option pricing model, and is recognized as an expense or capitalized, depending on the nature of the grant, with a corresponding increase in stock option reserve, a component of equity, over the period that the employees earn the options. The amount recognized as an expense is adjusted to reflect the number of share options expected to vest. The Black-Scholes option pricing model requires the input of subjective assumptions, including the expected term of the option and stock price volatility. Upon the exercise of stock options, consideration paid by the option holder together with the amount previously recognized in the stock option reserve account is recorded as an increase to share capital. For those options that are cancelled or expire after vesting, the recorded fair value is transferred from stock option reserve to deficit.

Warrants, stock options, and other equity instruments issued as purchase consideration in non-cash transactions are recorded at fair value of the goods or services received or if the value of the goods or services received is not reliably measurable then the value of such goods and services are measured with reference to the fair value of the equity instruments issued. With respect to the acquisition of exploration and evaluation assets, the Company does not believe that the fair value of these assets is reliably measurable at the time of purchase. As such, when shares of the Company are issued as consideration for the purchase of exploration and evaluation assets, the fair value of the asset is based upon the price of the Company's shares on the date of the agreement to issue shares as determined by the Board of Directors. In the event that options or warrants are issued where the fair value of goods or services are not reliably measurable, they are valued using the Black-Scholes pricing model.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Loss per share

Basic loss per share is calculated by dividing the loss for the year by the weighted average number of common shares outstanding during the year. Diluted loss per share reflects the potential dilution that could occur if potentially dilutive securities were exercised or converted to common shares. The dilutive effect on loss per share is calculated presuming the exercise of outstanding options, warrants and similar instruments and the conversion of outstanding convertible debt. It assumes that the proceeds would be used to purchase common shares at the average market price during the period. However, the calculation of diluted loss per share excludes the effects of various conversions and exercise of option, warrants and convertible debt that would be anti dilutive.

(k) Income taxes

Income tax expense is comprised of current and deferred tax expense. Current tax expense is the expected tax payable or receivable on the taxable income or loss for the period, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years. Deferred tax assets and liabilities are recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for tax purpose. Income tax expense is recognized in profit or loss except to the extent that it relates to a business combination, or items recognized directly in equity. Income taxes are calculated using the asset and liability method of accounting for income taxes. Deferred tax assets and liabilities are recognized for the deferred tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and for tax losses and other deductions carried forward. Deferred income tax assets and liabilities are calculated using enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability is settled. An asset is recognized on the statement of financial position only when it is probable that the future economic benefits will flow to the entity and the asset has a cost or value that can be measured reliably. The effect on deferred tax assets and liabilities of changes in tax rates are recognized in operations in the period in which the change is substantively enacted.

4. ACQUISITION OF TALISKER GOLD CORP.

On January 12, 2021, the Company's wholly owned subsidiary 2796446 Ontario Inc. merged with Talisker Gold Corp., ("Talisker") pursuant to an amalgamation agreement, retaining the Talisker Gold Corp. company name. The wholly-owned subsidiary resulting from such amalgamation will carry on the base metals development business of Talisker in Ontario, Canada. As per the amalgamation agreement, each common share of Talisker was exchanged for one half common share of Advance United. Completion of the amalgamation resulted in the issuance of 22,289,606 common shares and 675,000 warrants. Based on fair value of shares, the warrants were valued at $22,295 using Black Scholes Option Pricing Model. The fair value of shares after allocating the warrants' value was recorded as share capital with an amount of $835,855.

(Expressed in Canadian Dollars)

4. ACQUISITION OF TALISKER GOLD CORP. (Continued)

Significant assumptions used for valuing the warrants are disclosed in note 8(c). In addition, Advanced United also replaced the previously issued Talisker stock options (cancelled upon amalgamation) with its 1,250,000 stock options [see note 8 (d)]. The resulting share capital of Advance United is 36,489,706 common shares of which the shareholders of Advance United own 39% and the former shareholders of Talisker own the remaining 61%.

The Company allocated the purchase price to estimate fair values of the assets acquired and liabilities assumed as follows:

Current assets	$ 322,272
Mineral properties	553,268
Current liabilities	(17,390)
	$ 858,150

Movement for the year ended December 31, 2021	
Mineral properties	$ 553,268
Mining claims paid December 31, 2021	5,500
December 31, 2021	**$ 558,768**

5. MINERAL PROPERTIES

Batchawana Properties

On April 15, 2018, the Company's subsidiary Talisker Gold Corp. entered into a Property Acquisition Agreement (“Batchawana Agreement”) with JD Exploration Inc., a company owned by Advance United’s President and CEO, to acquire a 100% interest in two mineral properties. Batchawana properties consists of the Doyle property and Buck Lake property. The Batchawana Properties are subject to a 2% Net Smelter Royalty ("NSR"), of which 1% can be bought back at any time for $1,000,000.

Doyle Property

The Company’s principal property, the Doyle Property, is located approximately 92 kilometres southeast of Wawa and 86 km north of Sault Ste. Marie, Ontario. The nearest settlement is the town of Wawa, current approximate population of 3,000 inhabitants which is located at the junction of Provincial Highway 101 and the Trans-Canada Highway 17. The Doyle Property lies within National Topographic System map sheet 41O/08 in Runnalls Township in the Algoma District of Central Ontario. The Doyle Property (gold/zinc) originally comprised of 52 mining claims was expanded between July 2019 and August 2021 to 109 cell mining claims covering 3,265 hectares. The Property is located in Runnalls Township.

5. MINERAL PROPERTIES (Continued)

Batchawana Properties (Continued)

Buck Lake Property

The Buck Lake Property (copper/zinc) originally comprised of 79 cell mining claims covering 1660 hectares, located in Lunkie Township, both in the Batchawana Greenstone Belt, near Sault Ste. Marie, Ontario. The target is a copper rich Massive Sulfide (VMS) deposit related to a mafic/felsic volcanic contact. Past drilling has identified copper mineralization along this contact. A recent soil geochemical survey has identified a strong copper and zinc anomaly also associated with the contact.

Buck Lake's summer work program focused initially on targets around the massive sulphide mineralization intersections identified in previous drilling in the Noranda Zone and the extended VLF-EM anomalies identified related to this mineralization and will be following up on anomalous copper soil results obtained in the 2017 soil survey and rock samples which returned 0.3% copper.

Melba property

On July 26, 2022, the Company announced it had signed two option agreements to acquire the Melba property. The first option agreement, to acquire 75% of 68 cell mining claims (100% owned) and 6 Leased cell mining claims and a second option agreement that is comprised of 11 cell mining claims (100% owned). The second option agreement of 11 cell mining claims are subject to a 2% NSR. The option agreement terms for the first option an aggregate $258,000 and 1,500,000 shares of capital of the Company. $58,000 in cash (paid $8,000 June 21, 2022 and $50,000 July 11, 2022) and 500,000 common shares (issued and valued at the June 21, 2022 market price) on signing, 1st anniversary payment of $100,000 and 500,000 common shares of the Company, 2nd anniversary payment of $100,000 and 500,000 shares of the Company. The 500,000 shares issued were valued at the market price on the date of share issuance of $.065 ($32,500). The option agreement for the second option (11 mining claims) consists of an aggregate payment of $50,000 in cash and $40,000 worth of commons shares based on the anniversary market closing price; $10,000 on signing (paid July 11, 2022) and further $10,000 payments on the 1st, 2nd, 3rd and 4th anniversaries. The Company is to be required to issue $10,000 worth of shares on the 1st, 2nd, 3rd and 4th anniversaries and $30,000 in expenditures on the property over the term of the option agreement.

The adjacent claims covering approximately 1950 hectacres are located in the Melba township of the Abitibi Greenstone Belt north of Kirkland Lake Ontario.

Gold was first discovered on the property in 1934 and the Melba Mine began development in 1936 but was shut down shortly thereafter with the declaration of World War II. On June 1st, 2020, the claim lease patents were published for public staking as no work or lease payments were current and included the mine workings which are in good standing until 2036.

To date four gold-bearing quartz-calcite veins have been identified and trenched on the property. These include the Rolling Vein, Mike Vein, Blue Vein, and the Contact Vein.

(Expressed in Canadian Dollars)

5. MINERAL PROPERTIES (Continued)

The Ministry of Northern Development and Mines report (ARIS No.42A08SE2005 Gleeson-Ross Mine) indicates that the Melba mine site is similar to the geological signature of the Ross Mine, which is located along the same structure to the NW on strike, in Holtyre, and the Ross Mine ore reserves were estimated at 628,155 tons averaging 5.88 g/ton (1934) and 518,000 tons averaging 4.64 g/ton (1975) according to Minedat.

Paint Lake Road Joint Venture

On April 30, 2020, Talisker and Frontline Gold entered into a joint venture agreement (the "Paint Lake Road Joint Venture Agreement"), with each party having a 50% interest and Talisker acting as the operator of the joint venture.

The Paint Lake Road Joint Venture is in the Wawa area west and south of the open pit operation of Wesdome Mines. The project covers 6 claim blocks totaling 3,610 ha. The claims are contained within the Mishibishu Greenstone Belt which hosts the Eagle River Gold Mine and Mishi Open Pit belonging to Wesdome Mines. This area also hosts the former Magnacon Mine (Wesdome) and the Dorset Zone belonging to Angus Gold, Inc. which contains a non-compliant resources of 100,000 oz. Au.

Exploration and Evaluation Expenditures

For the year ended

December 31, 2022	Buck Lake	Doyle	Melba	Paint Lake JV	Other	Total
Option agreement and staking	-	2,844	11,500	5,100	-	19,444
Drilling	554,829	-	417,698	-	-	972,527
Fieldwork	499,273	104,555	222,132	5,321	5,306	836,587
Assay	67,006	1,347	67,136	-	-	135,489
VLF-LiDAR	60,266	41,847	2,508	8,550	-	113,171
Land Management	9,599	814	-	1,661	-	12,074
Other	15,339	21,474	13,107	-	21,744	71,664
December 31, 2022	1,206,312	172,881	734,081	20,632	27,050	**2,160,956**

December 31, 2021	Buck Lake	Doyle	Melba	Paint Lake JV	Other	Total
VLF-LiDAR	38,953	-	-	-	-	38,953
December 31, 2021	38,953	-	-	-	-	38,953
Cumulative expenditures	1,245,265	172,881	734,081	20,632	27,050	2,199,909

(Expressed in Canadian Dollars)

6. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities are comprised of the following:

		2022		2021
Accounts payable and others	$	**414,590**	$	49,597
Accrued liabilities		**53,000**		40,000
	$	**467,590**	$	89,597

7. RELATED PARTY TRANSACTIONS AND KEY MANAGEMENT COMPENSATION

Key Management Compensation

In accordance with IAS 24, key management personnel are those persons having authority and responsibility or planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company. Current key management of Advance United includes the President and Chief Executive Officer, Director of Communications and Chief Financial Officer.

On January 13, 2021, the Company granted 1,250,000 stock options with the fair value of $42,664 to the Company's three directors, one of whom is also an officer.

	For years ending December 31,	
	2022	2021
Management fees charged by officers and directors	**$ 121,333**	120,000
Management fees included in exploration and evaluation	**50,000**	-
Consulting fees charged by officers and directors	**190,000**	35,000
Fees paid to a Company with a former Director as a partner	**32,200**	43,950
Share-based compensation	**-**	42,664

Related Party Transactions

Related parties include the Board of Directors, senior management, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

On September 13, 2022, the Company completed a non-brokered private placement for gross proceeds of $150,000 through the issuance of 1,500,000 shares at a price of $0.10 per share purchased by a Director of the Company.

As at December 31, 2022 - $32,000 (December 31, 2021 - $5,650) was included in accounts accounts payable and accrued liabilities owed to management and directors of the Company. These amounts are unsecured, non-interest bearing, with no fixed terms of repayment.

In January 2021, 2,500,000 options of Talisker Gold Corp. issued to officers and directors were cancelled and replaced with 1,250,000 options of Advance United Holdings Inc.

(Expressed in Canadian Dollars)

8. SHARE CAPITAL

(a) Authorized

As at December 31, 2022, the Company's authorized number of common shares was unlimited and without par value.

(b) Issued and outstanding

	Note	**Shares**		Amount
Balance at December 31, 2020		**44,579,216**	**$**	**1,639,243**
Cancellation of shares, warrants and options on RTO	8(b)(i)	(44,579,216)		(1,639,243)
Issued on acquisition of Talisker Gold Corp	8(b)(i)	22,289,606		858,150
Issuance of warrants	8(b)(i)	-		(22,295)
Shares and warrants issued of Advance United pursuant to RTO	8(b)(ii)	14,200,100		410,001
Issuance of warrants	8(b)(ii)	-		(73,320)
Flow-through, common shares issued	8(b)(iii)	2,866,700		2,150,025
Share issue costs	8(b)(iii)	-		(136,497)
Issuance of broker warrants	8(b)(iii)	-		(83,658)
Private placement, common shares	8(b)(iv)	400,000		300,000
Exercise of warrants	8(b)(v)	4,225,000		498,320
Balance at December 31, 2021		**43,981,406**	**S**	**3,900,726**
Common shares issued to acquire Melba property	8(b)(vi)	500,000		32,500
Common shares issued for advisory fees	8(b)(vi)	50,000		3,500
Flow-through, common shares issued	8(b)(vii)	1,500,000		150,000
Private placement, common shares	8(b)(viii)	460,000		36,800
Share issue costs	8(b)(viii)	-		(3,505)
Issuance of warrants	8(b)(viii)	-		(13,939)
Issuance of broker warrants	8(b)(viii)	-		(2,918)
Flow-through, common shares issued	8(b)(viii)	70,000		7,000
Flow-through, common shares issued	8(b)(ix)	1,000,000		100,000
Flow-through share price premium	8(b)(ix)	-		(51,400)
Issuance of warrants	8(b)(ix)	-		(20,995)
Private placement, common shares	8(b)(xi)	1,687,500		135,000
Issuance of warrants	8(b)(xi)	-		(27,571)
Balance at December 31, 2022		**49,248,906**	**$**	**4,245,198**

8. SHARE CAPITAL (Continued)

(i) In January 2021, the Company completed an RTO of Advance United, canceling 44,579,216 Talisker shares and issuing 22,289,606 of Advance United shares to the former Talisker shareholders. The Company issued 675,000 warrants to former Talisker shareholders with an exercise price of $0.10 and $0.30 with a Black Scholes valuation of $22,295.

(ii) Pursuant to the RTO, the Company issued 14,200,100 common shares; 10,000,100 in August of 2020 at $0.02 per share to Founders of the Company for gross proceeds of $200,000 and 4,200,000 common shares Units were issued in October 2020, at $0.05 per Unit for gross proceeds of $410,001. Each Unit consists of one common share and one common share purchase warrant, exercisable at $0.10 for a period of 24 months. The common share purchase warrants were valued at $73,320 using the Black Scholes valuation model.

(iii) On December 15th, 2021, the Company closed a non-brokered Flow-through common share issuance of 2,866,700 Flow-through common shares at a price of $0.75. The Company paid cash issuance costs of $136,497 and issued 172,001 broker warrants. The broker warrants, were valued at $83,658, using the Black Scholes pricing model and have an exercise price of $0.75 for a period of 24 months. All shares issued are subject to a hold period of 4 months plus a day. As the shares issued were at the market price of $0.75, there is no Flow-through premium recorded.

(iv) On December 21, 2021, the Company closed a non-brokered private placement with the issuance of 400,000 common shares in the capital of the Company at a price of $0.75 for gross proceeds of $300,000. All shares issued are subject to a hold period of 4 months plus a day.

(v) Between October 28 and December 6, 2021, shareholders exercised 4,225,000 warrants between $0.10 and $0.20 per share for aggregate gross proceeds of $498,320. The Black Scholes warrant valuation was reversed on the exercise.

(vi) On July 26, 2022 the Company acquired two adjacent gold properties ("Melba Properties") in the Township of Melba located in Abitibi Greenstone Belt near Kirkland Lake, Ontario by issuing 500,000 common shares at the June 21, 2021 market price of $0.135 per share. Additional 50,000 shares were issued as advisory fees on the acquisition.

(vii) On September 13, 2022, the Company closed a $0.10 the first tranche of a private placement offering, with the issuance of 1,500,000 shares issued to a Director of the Company, for gross proceeds of $150,000. No finders fees were paid in connection with the financing. A share price premium of $30,000 has been recorded on the transaciton.

(viii) On October 27, 2022, the Company closed a Private Placement announced September 14, 2022 through the issuance of 460,000 common share units and 70,000 common shares on a Flow-through basis. Each Unit is comprised of one Common Share and one-half (1/2) share purchase warrant. Each whole warrant (Warrant) entitles the holder to acquire a Common Share at a price if $0.15 per Common Share for a period of twenty-four (24) months from the date of issue. Finders fees of $3,505 was paid in cash and 42,400 broker warrants were issued. The issue date fair value of the warrants was estimated to be $16,857 ($13,939 for warrants and $2,918 for broker warrants) based on their Black-Scholes value, using assumptions in Note 8(c). A share price premium has been recorded of $1,400 has been recorded in the issuance of the flow-though shares.

(Expressed in Canadian Dollars)

8. SHARE CAPITAL (Continued)

(ix) On November 10, 2022, the Company closed a third tranche of the Private Placement announced September 14, and October 25, 2022, issuing 1,000,000 Flow-through common share units. Each Unit is comprised of one Flow-through common share and one-half (1/2) common share purchase warrant. Each whole warrant (Warrant) entitles the holder to acquire a common share at a price if $0.15 per Common Share for a period of twenty-four (24) months from the date of issue. The issue date fair value of the warrants was estimated to be $20,995 based on their Black-Scholes value, using assumptions in Note 8(c). No finders fees were paid in connection with the financing. A flow-through share price premium of $20,000 has been recorded.

(x) On November 27, 2022, 175,000 warrants with a Black-Scholes valuation of $2,339 expired.

(xi) On November 28, 2022, the Company announced the closed the final tranche of the Private Placement announced September 14, 2022 and October 25, 2022 issuing 1,687,500 common share units. Each Unit is comprised of one Common Share and one (1) share purchase warrant entitles the holder to acquire a Common Share at a price if $0.15 per Common Share for a period of twenty-four (24) months from the date of issue. The issue date fair value of the warrants was estimated to be $27,571 based on their Black-Scholes value, using assumptions in Note 8(c). No finders fees were paid in connection with the financing.

(c) Warrants

The following table shows the continuity of warrants for the years presented:

	Number of warrants 2022	Weighted average exercise price	Number of warrants 2021	Weighted average exercise price
Outstanding, beginning of year	**847,001**	$ 0.27	4,200,000	$ 0.10
Expired	**(175,000)**	0.30	(4,200,000)	0.10
Issued	**230,000**	0.15	25,000	0.20
Exercised	**42,400**	0.08	-	-
Expired	**-**	-	(25,000)	0.20
Issued	**500,000**	0.15	175,000	0.30
Issued	**1,687,500**	0.15	500,000	0.10
Issued	-	-	172,001	0.75
Outstanding, end of year	**3,131,901**	**$ 0.17**	**847,001**	**$ 0.27**

(Expressed in Canadian Dollars)

8. SHARE CAPITAL (Continued)

The following table reflects the warrants outstanding as at December 31, 2022:

Date issued	Number of warrants		Fair value of warrants	Exercise price	Expiry date
January 13, 2021	500,000	$	19,956	$0.10	August 21, 2024
December 15, 2021	172,001		83,658	$0.75	December 15, 2023
October 25, 2022	230,000		13,939	$0.15	October 25 2024
October 25, 2022 (broker warrants) (1)	42,400		2,918	$0.08	October 25 2024
October 28, 2022	500,000		20,995	$0.15	October 28 2024
November 28, 2022	1,687,500		27,571	$0.15	November 28 2024
Totals	**3,131,901**	**$**	**169,037**	**$0.17**	

(1) Broker warrants issued are Unit purchase warrants consisting of one common share and one-half (1/2) warrant.

The Company follows the fair value method of accounting for warrants using the Black Scholes option pricing model. The fair values of warrants issued were calculated based on the following assumptions:

	Jan 13, 2021	May 28, 2021	Dec 15, 2021	Oct 25, 2022	Oct 25, 2022	Nov 10, 2022	Nov 28, 2022
Risk free interest rate	0.36%	0.31%	0.95%	4.15%	4.15%	3.31%	3.91%
Expected volatility	153%	142%	131%	95%	95%	183%	108%
Expected life (in years)	3.6	1.5	2.0	2.0	2.0	2.0	5.0
Expected dividend rate	-	-	-	-	-	-	-
Exercise price	$0.10	$0.30	$0.75	$0.15	$0.08	$0.15	$0.15

(d) Options reserve

The Company has adopted a stock option plan (the "Plan"), which provides that the board of directors of the Company may from time to time, in its discretion, and in accordance with exchange requirements, where applicable, grant to directors, officers, employees and consultants of the Company options to purchase the Company's shares, provided that the number of the Company's shares reserved for issuance may not exceed 10% of the issued and outstanding common shares at any time. Such options

be exercisable for a period of up to 5 years from the date of grant. Except in specified circumstances, options are not assignable and will terminate if the optionee ceases to be employed by or associated with the Company. The terms of the Plan further provide that the price at which shares may be issued cannot be less than the market price (net of permissible discounts) of the shares when the relevant options were granted.

(Expressed in Canadian Dollars)

8. SHARE CAPITAL (Continued)

The following table shows the continuity of stock options for the periods presented:

	Number of Stock options	Weighted average exercise price
Balance at December 31, 2021	**1,250,000**	**$ 0.10**
Granted	-	$ -
Balance at December 31, 2022	**1,250,000**	**$ 0.10**

As at December 31, 2022 the following options were outstanding and vested:

Grant date	Exercise price	Number of options outstanding	Number of options exercisable	Black Scholes fair value	Weighted average remaining contractual life (years)	Expiry date
January 13, 2021	$ 0.10	1,000,000	1,000,000	$ 32,140	0.29	April 17, 2023
January 13, 2021	$ 0.10	250,000	250,000	$ 10,524	1.98	December 23, 2024
Totals	**$ 0.10**	**1,250,000**	**1,250,000**	**$ 42,664**	**0.63**	

On January 13, 2021 stock options to purchase up to 1,250,000 common shares of the Company were issued to certain Officers and Directors of the Company with an exercise price of $0.10 per share. 1,000,000 options have an expiry date of April 17, 2023 and 250,000 options expire December 23, 2024. The options issued replaced Talisker options held on a 1 for 2 basis.

The fair value of each option is estimated on the date of grant using the Black-Scholes option pricing model. For the three months ended December 31, 2022, the Company recognized share-based compensation expense of $42,664 and credited stock option reserve.

In calculating the fair value of the options, the following underlying assumptions were used in the Black-Scholes calculation:

	Jan 13, 2021	Jan 13, 2021
Strike price	$0.10	$0.10
Risk free interest rate	0.16%	0.36%
Expected volatility	100 %	100 %
Expected dividend rate	0.0%	0.0%
Expected life (in years)	2.25	4.0

9. CAPITAL MANAGEMENT

The Company's objective in managing capital is to maintain the entity's ability to continue as going concern, support the Company's normal operating requirements and to continue the exploration and development of its mineral properties.

The capital of the Company consists of the items in the shareholders' equity. The Board of Directors does not establish a quantitative return on capital criteria for management but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company regularly monitors and reviews the amount of capital in proportion to risk and future development and exploration opportunities. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new debts or equity or similar instruments to obtain additional financing.

The Company's over all strategy with respect to capital risk management remained unchanged during the year. The Company is not subject to any externally imposed capital requirements as at December 31, 2022.

10. FINANCIAL INSTRUMENTS

The carrying amounts of cash, and accounts payables and accrued liabilities, approximate their fair values due to the short-term maturities of these instruments. Fair value represents the amount that would be exchanged in an arm's length transaction between willing parties and is best evidenced by a quoted market price, if one exists.

The Company follows a three-tier categorization for its financial instruments. The hierarchy is summarized as:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities, only cash falls under the level 1;

Level 2 – inputs other than quoted prices included in 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 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company has no financial instruments under Level 2 and 3.

(Expressed in Canadian Dollars)

10. FINANCIAL INSTRUMENTS (Continued)

The Company's financial assets and liabilities as at December 31, 2022 were as follows:

December 31, 2022	**Amortized cost**	**FVTPL**	**Total**
Financial assets			
Cash	**$ -**	**$ 191,633**	**$ 191,633**
Financial liabilities			
Accounts payable and accrued liabilities	**$ 467,590**	**$ -**	**$ 467,590**

December 31, 2021	Amortized cost	FVTPL	Total
Financial assets			
Cash	$ -	$ 2,811,376	$ 2,811,376
Financial liabilities			
Accounts payable and accrued liabilities	$ 89,597	$ -	$ 89,597

The Company's risk exposure and risk management policies and procedures have not changed.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk consists of interest rate risk, foreign currency risk and other price risk. As at December 31, 2022, the Company is not exposed to significant market risk.

Credit risk

Credit risk is the risk of loss due to a counterparty's inability to meet it's obligations. The Company has exposure to credit risk through its cash and cash equivalents and amounts receivable. The Company's maximum exposure to credit risk at the end of any year is equal to the carrying amount of these financial assets as recorded in the consolidated statement of financial position. At December 31, 2022, no amounts were held as collateral.e. The Company manages credit risk, in respect of cash and short-term investments, by maintaining the majority of cash at highly rated financial institution.

10. FINANCIAL INSTRUMENTS (Continued)

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulties in meeting obligations when they become due. As at December 31, 2022, the Company had current liabilities of $488,990 and current assets of $360,950 and a workings capital deficit of $128,040 (December 31, 2021 - $2,757,597 surplus). Management believes that it has the ability to raise sufficient cash to meet all of its obligations that are coming due in the next twelve months and to fund the operating losses that may occur in the upcoming years.

The fair values of these financial instruments approximate their carrying values because of their short-term nature and/or the existence of market related interest rates on the instruments.

11. SEGMENTED INFORMATION

The Company currently has one business segment and operates in the mineral exploration business in Canada.

12. LOSS PER SHARE

Net loss per share has been calculated by dividing the net loss for the year by the weighted average number of common shares outstanding during the year. The effect of stock options and warrants was anti dilutive and hence, the diluted loss per share equals the basic loss per share.

(Expressed in Canadian Dollars)

13. INCOME TAXES

The following table reconciles the expected income tax recovery at the Canadian Federal and Provincial statutory tax rate of 26.5% (2021 - 26.5%) were as follows:

	2022	2021
Loss before income taxes	**$ (3,191,532)**	$ (813,989)
Expected income tax recovery based on statutory rate	**845,756**	215,707
Permanent differences	**598,112**	-
Share based payments	**-**	42,664
Effect of change in deferred tax assets not recognized	**(247,644)**	(258,371)
Income tax recovery	**$ -**	$ -

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

	2022	2021
Non-capital loss carried forward	**$ 452,045**	$ 204,401
Temporary differences	**-**	11,306
	452,045	215,707
Less: valuation allowance	**(452,045)**	(215,707)
	$ -	$ -

The Company has non-capital losses in Canada, which under certain circumstances can be used to reduce the taxable income of future years. The non-capital losses expire as follows:

Tax loss carryforward	**Amount**
2041	**$ 771,325**
2042	**934,507**
	$ 1,705,832

14. COMMITMENTS

As a result of the Company's flow-through financings, the Company is committed to incur qualifying resource expenditures. As at December 31, 2022, the Company is required to incur additional qualifying expenditures of $150,000 by September 13, 2024.

In connection with the flow-through financings, the Company indemnifies the subscribers against certain tax related amounts that may become payable by the subscribers should the Company not meet its flow-through expenditure commitments.

The Company’s mining and exploration activities are subject to various laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of operations of such properties, these procedures do not guarantee the Company’s title. Property title may be subject to government licensing requirements or regulations, social licensing requirement, unregistered prior agreements, unregistered claims, aboriginal claims, and non-compliance with regulatory, environmental and social requirements.

The Company’s assets may also be subject to increases in taxes and royalties, renegotiation of contracts, and political uncertainty. The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The Company’s continued existence is dependent upon the preservation of its interest in the underlying properties, the achievement of profitable operations, or the ability of the Company to raise additional financing, as necessary, or alternatively upon the Company's ability to dispose of its interests on an advantageous basis.

15. SUBSEQUENT EVENTS

On April 17, 2023, 1,000,000 options expired unexercised.