RESOURCE CENTRIX HOLDINGS INC.
(Formerly AI Centrix Resource Holdings Inc.)
(an exploration stage company)

FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)

FOR THE YEARS ENDED JANUARY 31, 2024 AND 2023

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Adam Kim
ADAM SUNG KIM LTD.
CHARTERED PROFESSIONAL ACCOUNTANT

INDEPENDENT AUDITOR'S REPORT

To: the Shareholders of
Resource Centrix Holdings Inc. (formerly AI Centrix Resource Holdings Inc.)

Opinion
I have audited the financial statements of Resource Centrix Holdings Inc. (formerly AI Centrix Resource Holdings Inc.) (the "Company"), which comprise the statements of financial position as at January 31, 2024 and January 31, 2023, and the statements of loss and comprehensive loss, and statements of changes in equity and cashflows for the years ended January 31, 2024 and January 31, 2023, and notes to the financial statements, including material accounting policy information.

In my opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at January 31, 2024 and January 31, 2023, and its financial performance and its cash flow for the years ended January 31, 2024 and January 31, 2023 in accordance with International Financial Reporting Standards (IFRSs).

Basis for Opinion
I conducted my audit in accordance with Canadian generally accepted auditing standards. My responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of my report. I am independent of the Company in accordance with the ethical requirements that are relevant to my audit of the financial statements in Canada, and I have fulfilled my other ethical responsibilities in accordance with these requirements. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Material Uncertainty Related to Going Concern
I draw attention to Note 1 in the financial statements, which indicates that the Company incurred a net loss of $280,127 during the period ended January 31, 2024 and, as of that date, the Company had not yet achieved profitable operations, had accumulated losses of $450,238 since its inception, and expects to incur further losses in the development of its business. As stated in Note 1, these events or 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. My opinion is not modified in respect of this matter.

Key Audit Matter
Key audit matters are those matters that, in my professional judgment, were of most significance in my audit of the financial statements for the year ended January 31, 2024. These matters were addressed in the context of my audit of the financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

In addition to the matter described in the "Material Uncertainty Related to Going Concern" section of the auditor's report, I have determined the matters described below to be the key audit matters to be communicated in my auditors' report.

Evaluation of indicators of impairment for mineral property interests

<u>Description of the matter</u>

I draw attention to Notes 5 to the financial statements. The Company has mineral property interests of $100,000 as at January 31, 2024. The carrying amounts of the Company's mineral property interests are reviewed each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. Significant judgment is required in assessing indicators of impairment. The Company completes an evaluation at each reporting period of potential impairment indicators.

<u>Why the matter is a key audit matter</u>
I identified the evaluation of indicators of impairment for mineral property interests as a key audit matter. This matter represented an area of significant risk of material misstatement given the magnitude of mineral property interests. This matter was of most significance due to the difficulties in evaluating the result of my audit procedures to assess the Company's determination of whether the factors, individually and in the aggregate, resulted in indicators of impairment.

How the matter was addressed in the audit

The following are the primary procedures I performed to address this key audit matter.

I evaluated the Company's analysis of impairment indicators by:
• Obtaining an understanding of management's process for developing an assessment of the existence of impairment indicators.
• Assessing whether the information in the analysis was consistent with information included in internal communicates to management and the Board of Directors, the Company's press releases, management's discussion and analysis, and other public filings
• Reading updated technical reports for any indicators of impairment arising from changes to estimates of mineral reserves and resources
• Considering evidence obtained in other areas of the audit, including the status of significant mineral licenses and expenditures on mineral properties, the results of exploration activities and any updates to estimates of mineral reserves and resources
• Comparing the Entity's market capitalization to the carrying value of its net assets.

Other Information
Management is responsible for the other information. The other information comprises the Management Discussion and Analysis.

My opinion on the financial statements does not cover the other information and I do not express any form of assurance conclusion thereon.

In connection with my audit of the financial statements, my responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or my knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work I have performed, I conclude that there is a material misstatement of this other information, I are required to report that fact. I have nothing to report in this regard.

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

In preparing the 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 Financial Statements
My objectives are to obtain reasonable assurance about whether the 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 my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, I exercise professional judgment and maintain professional skepticism throughout the audit. I also:

• Identify and assess the risks of material misstatement of the 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 my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
• Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the 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 I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

I also provide those charged with governance with a statement that I 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 my independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Adam Kim, CPA, CA.

"Adam Sung Kim Ltd."
Chartered Professional Accountant

10290 171A Street
Surrey, BC, Canada V4N 3L2
May 24, 2024

RESOURCE CENTRIX HOLDINGS INC. (Formerly AI Centrix Resource Holdings Inc.)
(an exploration stage company)
STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)

As at,	Notes:	**January 31, 2024**	**January 31, 2023**
ASSETS			
Current			
Cash		$ 22,484	$ 186,542
Prepaid expenses		27,331	34,141
Receivable		20,931	8,465
Loan receivable	8	-	31,447
Total current assets		70,746	260,595
Non-current			
Mineral property interests	5	100,000	50,000
TOTAL ASSETS		$ 170,746	$ 310,595
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current			
Accounts payable and accrued liabilities	4	$ 23,430	$ 2,500
Total current		23,430	2,500
Non-current			
Loans Payable	9	117,958	-
TOTAL LIABILITIES		141,388	2,500
Shareholders' Equity			
Share capital	7	478,206	478,206
Contributed surplus	9	1,390	-
Deficit		(450,238)	(170,111)
Total shareholders' equity		29,358	308,095
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		$ 170,746	$ 310,595

Nature and continuance of operations (Note 1)
Subsequent event (Note 13)

Approved and authorized by the Board on May 24, 2024

"Ron Ozols" Director ***"Kyle Bergstrom"*** Director

The accompanying notes are an integral part of these financial statements

RESOURCE CENTRIX HOLDINGS INC. (Formerly AI Centrix Resource Holdings Inc.)
(an exploration stage company)
STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
For the years ended January 31, 2024 and 2023
(Expressed in Canadian Dollars)

	January 31, 2024	January 31, 2023
EXPENSES		
General and office administration	$ 30,042	$ 1,107
Exploration expense (Note 5)	57,680	97,637
Professional fees	138,478	87,927
Filing fees	52,184	-
Total expenses	278,384	186,671
Income (loss) before the under-noted	(278,384)	(186,671)
Interest income (Note 8)	1,404	4,149
Gain on settlement of loan receivable (Note 8)	1,201	-
Gain on loans payable (Note 9)	11,289	-
Financing costs (Note 9)	(15,637)	-
Loss before tax	(280,127)	(182,522)
Tax recovery	-	1,365
Loss and comprehensive loss for the year	$ (280,127)	$ (181,157)
Loss per share – basic and diluted	$(0.03)	$(0.02)
Weighted average number of common shares outstanding – basic and diluted	9,219,851	9,080,235

The accompanying notes are an integral part of these financial statements

RESOURCE CENTRIX HOLDINGS INC. (Formerly AI Centrix Resource Holdings Inc.)
(an exploration stage company)
STATEMENTS OF CASH FLOWS
For the years ended January 31, 2024 and 2023
(Expressed in Canadian Dollars)

	January 31, 2024	January 31, 2023
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss for the year	$ (280,127)	$ (181,157)
Accrued interest income	(1,404)	(4,149)
Accrued interest and accretion expense	15,637	-
Gain on loans payable	(11,289)	-
Gain on settlement of loan receivable	(1,201)	-
Change in non-cash working capital items:		
Accounts payable and accrued liabilities	20,929	(2,914)
Income taxes payable	-	(1,365)
Receivables	(12,466)	(8,464)
Prepaid expenses	40,863	(11,641)
Net Cash used in operating activities	(229,058)	(209,690)
CASH FLOWS FROM FINANCING ACTIVITIES		
Shares issued for cash	-	30,000
Proceeds received on loans payable	200,000	-
Repayment of loans payable	(85,000)	-
Net cash provided by financing activities	115,000	30,000
CASH FLOWS FROM INVESTING ACTIVITIES		
Mineral property interests	(50,000)	(50,000)
Net cash used in investing activities	(50,000)	(50,000)
Change in cash for the year	$ (164,058)	$ (229,690)
Cash, beginning of the year	186,542	416,232
Cash, end of the year	$ 22,484	$ 186,542
Cash paid during the year for interest	$-	$-
Cash paid during the year for income taxes	$-	$-

The accompanying notes are an integral part of these financial statements

RESOURCE CENTRIX HOLDINGS INC. (Formerly AI Centrix Resource Holdings Inc.) (an exploration stage company)
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
For the years ended January 31, 2024 and 2023
(Expressed in Canadian Dollars)

		Share Capital					
	Notes:	**Number**	**Amount**	**Shares to be issued**	**Contributed Surplus**	**Retained Earnings(Deficit)**	**Total**
Balance at February 1, 2022		9,079,851	$ 408,206	$ 40,000	$ -	$ 11,046	$ 459,252
Private placement – fifth round	7	140,000	70,000	$ (40,000)	-	-	30,000
Loss for the year		-	-	-	-	(181,157)	(181,157)
Balance at January 31, 2023		9,219,851	$ 478,206	$ -	$ -	$ (170,111)	$ 308,095
Balance at February 1, 2023		9,219,851	$ 478,206	$ -	$ -	$ (170,111)	$ 308,095
Capital contribution by a related party	9	-	-	-	1,390	-	1,390
Loss for the year		-	-	-	-	(280,127)	(280,127)
Balance at January 31, 2024		9,219,851	$ 478,206	$ -	$ 1,390	$ (450,238)	$ 29,358

The accompanying notes are an integral part of these financial statements

1. NATURE AND CONTINUANCE OF OPERATIONS

Resource Centrix Resource Holdings Inc. (formerly AI Centrix Resource Holdings Inc. and AI Centrix Technologies Corp.) (the "**Company**") was incorporated under the *Business Corporations Act*, (British Columbia). The Company is engaged in the acquisition, exploration and development of mineral resource properties located in Canada. The Company was incorporated on February 19, 2021. On June 23, 2022, the Company changed its name from AI Centrix Technologies Corp. to AI Centrix Resource Holdings Inc. On June 19, 2023, the Company changed its name from AI Centrix Resource Holdings Inc. to Resource Centrix Resource Holdings Inc.

The Company's head office and records office is located at #406-2211 Wall Street, Vancouver, British Columbia, Canada, V5L 1G4.

The recovery of the amounts comprising mineral properties is dependent upon the confirmation of economically recoverable reserves, the ability of the Company to obtain necessary financing to successfully complete their exploration and development, and upon future profitable production.

These financial statements have been prepared by management on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. As at January 31, 2024 the Company had not yet achieved profitable operations, had accumulated losses of $450,238 since its inception, and expects to incur further losses in the development of its business, all of which casts significant doubt about the Company's ability to continue as a going concern. A number of alternatives including, but not limited to selling an interest in one or more of its properties or completing a financing, are being evaluated with the objective of funding ongoing activities and obtaining working capital. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future and repay its liabilities arising from normal business operations as they become due.

The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

2. BASIS OF PREPARATION

Statement of Compliance

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

Basis of Presentation

The financial statements have been prepared on a historical cost basis except for certain financial assets measured at fair value. All dollar amounts presented are in Canadian Dollars, which is the Company's functional currency, unless otherwise specified.

Significant accounting judgments and estimates

The preparation of financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported revenues and expenses during the year. Although management uses historical experience and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ from these estimates. The most significant accounts that require estimates as the basis for determining the stated amounts include recognition of deferred income tax amounts.

2. BASIS OF PRESENTATION (CONTINUED)

Critical judgments exercised in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are as follows:

Economic recoverability and probability of future economic benefits of mineral properties

Management has determined that mineral property costs incurred which were capitalized have future economic benefits and are economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including geological and metallurgic information, history of conversion of mineral deposits to proven and probable reserves, scoping and feasibility studies, accessible facilities, existing permits and life of mine plans.

Income taxes

In assessing the probability of realizing income tax assets, management makes estimates related to expectations of future taxable income, applicable tax opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified.

3. SIGNIFICANT ACCOUNTING POLICIES

Share capital

The Company records proceeds from share issuances net of issue costs and any tax effects in shareholders' equity. Common shares issued for consideration other than cash are valued based on fair value at the date the shares were issued. The fair value is determined by referring to concurrent financing or recent private placements for cash.

The Company has adopted the residual value method with respect to the measurement of shares and warrants issued as private placement units. The share component of the unit is measured at fair value determined by referring to concurrent financing or recent private placements for cash, and the warrant component is measured by reference to the residual value, if any. Any value allocated to the warrant component is credited to reserves.

Financial instruments

The following is the Company's accounting policy for financial instruments under IFRS 9:

Recognition and Classification

The Company recognized a financial asset or financial liability on the statement of financial position when it becomes party to the contractual provisions of the financial instrument.

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments

is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

The following table shows the classifications under IFRS 9:

	Classification IFRS 9
Cash	FVTPL
Accounts payable and accrued liabilities	Amortized cost
Loans receivable and payable	Amortized cost

Measurement

Financial assets at FVTOCI
Elected investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses recognized in other comprehensive income (loss).

Financial assets and liabilities at amortized cost
Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the consolidated statements of net (loss) income. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the consolidated statements of net (loss) income in the period in which they arise. Where management has opted to recognize a financial liability at FVTPL, any changes associated with the Company's own credit risk will be recognized in other comprehensive income (loss).

Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost.

At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the consolidated statements of net (loss) income, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Derecognition

Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the consolidated statements of net(loss) income. However, gains and losses on derecognition of financial assets classified as FVTOCI remain within accumulated other comprehensive income (loss).

Financial liabilities

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. Generally, the difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets.

Loss per share

Basic loss per share is calculated by dividing the net loss available to common shareholders by the weighted average number of shares outstanding during the year. Diluted earnings per share reflect the potential dilution of securities that could share in earnings of an entity. In a loss year, potentially dilutive common shares are excluded from the loss per share calculation as the effect would be anti-dilutive. Basic and diluted loss per share are the same for the periods presented.

Income taxes

Income tax expense comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity. Current tax expense is the expected tax payable on taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded using the liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Temporary differences are not provided for relating to goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting or taxable loss, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

Mineral Property Interests and exploration expenses

The Company records its interests in mineral properties and areas of geological interest at cost. All direct and indirect costs related to the acquisition of these interests are capitalized on the basis of specific claim blocks or areas of geological interest until the properties to which they relate are placed into production, sold or management has determined there to be an impairment in value. These costs will be depleted using the unit-of-production method based on the estimated proven and probable reserves available on the related property following commencement of production.

The amounts shown for mineral properties represent acquisition costs and option payments, and do not necessarily reflect present or future value. Recoverability of these amounts will depend upon the existence of economically

(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Mineral Property Interests and exploration expenses (continued)

recoverable reserves, the ability of the Company to obtain financing necessary to complete development, and future profitable production. The Company reviews the carrying values of mineral properties when there are any events or change in circumstances that may indicate impairment. Where estimates of future cash flows are available, an impairment charge is recorded if the estimated undiscounted future net cash flows expected to be generated by the property is less than the carrying amount. An impairment charge is recognized by the amount by which the carrying amount of the property exceeds the fair value of the property.

Exploration expenses are charged to operations as incurred. When it has been established that a mineral deposit is commercially mineable and a decision has been made to formulate a mining plan (which occurs upon completion of a positive economic analysis of the mineral deposit), the costs subsequently incurred to develop the mine on the property prior to the start of the mining operations are capitalized. Exploration expenses that are incurred before the Company has obtained the legal rights to explore and develop a property are expensed.

Provision for environmental rehabilitation

The Company recognizes liabilities for legal or constructive obligations associated with the retirement of mineral properties and equipment. The net present value of future rehabilitation costs is capitalized to the related asset along with a corresponding increase in the rehabilitation provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. The Company's estimates of reclamation costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to the related assets with a corresponding entry to the rehabilitation provision. The increase in the provision due to the passage of time is recognized as interest expense.

As at January 31, 2024, the Company, given the early stage of exploration on its mineral properties, has no reclamation costs and therefore no provision for environmental rehabilitation has been made.

4. ACCOUNTS PAYABLES AND ACCRUED LIABILITIES

The Company's accounts payable and accrued liabilities are as follows:

	January 31, 2024	January 31, 2023
Trade payables	**$ 1,612**	**$ -**
Accrued liabilities	**21,818**	2,500
Total	**$ 23,430**	$ 2,500

5. MINERAL PROPERTY INTEREST AND EXPLORATION EXPENSES

Sylvest Property

On April 6, 2022 (the "Effective Date") and amended on April 4, 2023 and April 6, 2024, the Company entered into a mineral property option agreement (the "Option Agreement") whereby it has the option to acquire a 100% undivided interest over a four-year period in two mineral claims in the Sylvest property, located in the Omineca Mining Division, British Columbia, Canada. Under terms of the Option Agreement, the Company must pay $1,015,000 in cash or a combination of cash and common shares as follows:

- $50,000 within 90 days of Effective Date (Paid on October 27, 2022)
- $50,000 on the first anniversary of the Effective Date (Paid on April 18, 2023)
- $115,000 on the second anniversary of the Effective Date and extended to May 29, 2024

(Expressed in Canadian Dollars)

5. MINERAL PROPERTY INTEREST AND EXPLORATION EXPENSES (CONTINUED)

- $300,000 on the third anniversary of the Effective Date
- $500,000 on the fourth anniversary of the Effective Date

In addition to the payment of $1,015,000 by way of cash or common shares of the Company, the Company must also incur $1,430,000 of mineral property expenditures as follows:

- $40,000 within 90 days of the Effective Date (Met)
- $60,000 on or before the first anniversary of the Effective Date (Met)
- $80,000 on or before the second anniversary of the Effective Date and extended to August 30, 2024
- $250,000 on or before the third anniversary of the Effective Date
- $1,000,000 on or before the fourth anniversary of the Effective date

The following is the Company's Mineral property interests as at January 31, 2024:

	Sylvest Property	Total
Mineral Property Acquisition Costs		
Balance January 31, 2023	**$ 50,000**	**$ 50,000**
Additions	**50,000**	**50,000**
Balance, January 31, 2024	**$ 100,000**	**$ 100,000**

The following table shows the activity by category of exploration:

Exploration Expenditures	**January 31, 2024 ($)**	**January 31, 2023 ($)**
Geophysical surveying	55,280	38,966
Geochemical surveying and analysis	-	43,796
Geological consulting	2,400	14,875
Total	**57,680**	**97,637**

6. RELATED PARTY TRANSACTIONS

The Company entered into the following transactions with related parties:

As at January 31, 2024, the Company had a prepayment of $14,552 (2023 - $12,500) for consulting services to be rendered by a director or officer of the Company, Derrick Gaon.

During the year ended January 31, 2024, the Company incurred consulting fees of $24,500 (2023 - $25,000) that were rendered by directors or officers of the Company, Ron Ozols and Derrick Gaon.

Refer to Note 8 and 9 – Loan Receivable and Loans Payable for related party transactions.

All related party transactions are in the normal course of operations and have been measured at the agreed to amount, which is the amount of consideration established and agreed to by the related parties.

7. SHARE CAPITAL

a) Authorized share capital

As at January 31, 2024, the authorized share capital of the Company is an unlimited number of common shares without par value.

b) Issued share capital:

For the year ended January 31, 2023:

Fifth Round
On January 31, 2023, the fifth round of the Private Placement closed and the Company raised $70,000 via the issuance of 140,000 common shares at a value of $0.50 per common share. As a result of the closing of the fifth round of the Private Placement, the Company reclassified $40,000 recorded as Shares to be Issued to Share Capital on the statement of financial position.

For the year ended January 31, 2024:

There were no shares issued during the year ended January 31, 2024.

c) Warrants
As at January 31, 2024 and January 31, 2023, the Company had Nil outstanding warrants and no warrant transactions during the periods then ended.

d) Options
As at January 31, 2024 and January 31, 2023, the Company had Nil outstanding stock options and no stock option transactions during the periods then ended.

8. LOAN RECEIVABLE

On January 24, 2022, the company entered into a long-term loan agreement (the "Loan Receivable") whereby the Company loaned $30,000 to the CFO of the Company, Derrick Gaon (Note 6). The Loan Receivable is unsecured and carries an interest rate of 10% per annum with a maturity date of January 24, 2024. The Loan Receivable was accounted for at amortized cost using the effective interest rate method with the effective interest rate of 15% per annum. The loan was recorded at amortised cost of $27,220, with a reduction to share capital of $2,780 as a capital distribution to a related party. During the year ended January 31, 2023, the Company recorded accretion and interest of $4,149 on the loan receivable, and the balance was $31,447 as at January 31, 2023.

On May 31, 2023, the Company and the CFO of the Company converted the loan receivable to a prepaid retainer to be applied against a corporate services contract, under which the CFO of the Company would render services in future to the Company. Through to May 31, 2023, the Company recorded accretion and interest of $1,404 on the loan receivable. Accordingly, the carrying value of the loan receivable as at May 31, 2023 was $32,851. Under terms of the agreement between the Company and the CFO of the Company, the loan was converted on May 31, 2023 into a prepaid retainer against corporate services in the amount of $34,052. Accordingly, a gain in the amount of $1,201 on settlement of loan receivable was recorded in the statement of loss for the year ended January 31, 2024.

9. LOANS PAYABLE

On May 23, 2023, the Company was advanced $150,000 in cash by way of an interest-bearing loan from a third party. The loan bears simple interest of 10% and has a 24-month term with a maturity date of May 22, 2025. The loan was accounted for at amortized cost using the effective interest rate method with the effective interest rate of 15% per annum. The loan was recorded at amortized cost of $136,098, and a gain in the amount of $13,902 on loan payable was recorded in the statement of loss for the year ended January 31, 2024. On November 7, 2023, the Company repaid $50,000 of the outstanding loan balance, and a loss in the amount of $4,289 on loan payable was recorded in the statement of loss for the year ended January 31, 2024. During the year ended January 31, 2024, the Company recorded accretion and interest of $12,687 on the loan payable, and the balance was $103,074 as at January 31, 2024.

On June 19, 2023, the Company was advanced $15,000 in cash by way of an interest-bearing loan from the CFO of the Company. The loan bears simple interest of 10% and has a maturity date of June 26, 2025. The loan was recorded at amortized cost of $13,610, with a contributed surplus of $1,390 as capital contribution by a related party. During the year ended January 31, 2024, the Company recorded accretion and interest of $1,274 on the loan payable, and the balance was $14,884 as at January 31, 2024.

On June 19, 2023, the Company was advanced $35,000 in cash by way of an interest-bearing loan from a third party. The loan bear simple interest of 10% and had a 24-month term with a maturity date of June 18, 2025. The loan was accounted for at amortized cost using the effective interest rate method with the effective interest rate of 15% per annum. The loan was recorded at amortized cost of $31,757, and a gain in the amount of $3,243 on loan payable was recorded in the statement of loss for the year ended January 31, 2024. On October 25, 2023, the Company repaid $35,000 of the outstanding loan balance, and a loss in the amount of $1,567 on loan payable was recorded in the statement of loss for the year ended January 31, 2024. During the year ended January 31, 2024, the Company recorded accretion and interest of $1,567 on the loan payable, and the balance was $nil as at January 31, 2024.

10. SEGMENTED INFORMATION

The Company operates in one reportable operating segment, being the acquisition and exploration of mineral properties in Canada. As the operations comprise a single reporting segment, amounts disclosed also represent segment amounts.

11. FINANCIAL AND CAPITAL RISK MANAGEMENT

The three levels of the fair value hierarchy are:

Level 1 – unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 – inputs that are not based on observable market data.

11. FINANCIAL AND CAPITAL RISK MANAGEMENT (CONTINUED)

The Company enters into financial instruments to finance its operations in the normal course of business. The fair values of cash and accounts payable approximate their carrying values due to the short-term maturity of these instruments.

The fair value of the Company's financial instruments has been classified within the fair value hierarchy as at January 31, 2024 as follows:

	Level 1	Level 2	Level 3	Total
Financial Assets				
Cash	$ 22,484	-	-	$ 22,484
	$ 22,484	-	-	$ 22,484

The Company is exposed to varying degrees to a variety of financial instrument related risks:

Foreign exchange risk

Foreign exchange risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. The Company does not have exposure to foreign exchange fluctuation as at January 31, 2024.

Credit risk
The Company's cash is largely held in large Canadian financial institutions. The Company does not have any asset-backed commercial paper. The Company maintains cash deposits with Schedule A financial institution, which from time to time may exceed federally insured limits. The Company has not experienced any significant credit losses and believes it is not exposed to any significant credit risk.

Interest rate risk
Interest rate risk is the risk the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Financial assets and liabilities with variable interest rates expose the Company to ash flow interest rate risk. The Company does not hold any financial liabilities with variable interest rates. The Company does maintain bank accounts which earn interest at variable rates but it does not believe it is currently subject to any significant interest rate risk.

Liquidity risk
The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances and through short-term borrowing. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

Price risk
The ability of the Company to explore its mineral properties and the future profitability of the Company are directly related to the market price of precious metals. The Company monitors precious metals prices to determine the appropriate course of action to be taken by the Company.

Capital management
The Company defines its capital as shareholders' equity. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition and exploration and development of mineral properties. The Board of Directors do not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The properties in which the Company currently has an interest are in the exploration stage. As such, the Company has historically relied on the equity markets to fund its activities. In addition, the Company is dependent

(Expressed in Canadian Dollars)

11. FINANCIAL AND CAPITAL RISK MANAGEMENT (CONTINUED)

upon external financings to fund activities. In order to carry out planned exploration and pay for administrative costs, the Company will need to raise additional funds. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

12. INCOME TAXES

The income taxes shown in the Statements of Loss and Comprehensive Loss differ from the amounts obtained by applying statutory rates to the loss before income taxes due to the following:

	2024	2023
Statutory tax rate	27.0%	11.0%
Loss before income taxes	$ (280,127)	$ (182,522)
Expected income tax recovery	(75,634)	(20,077)
Increase (decrease) in income tax recovery resulting from:		
Items deductible and not deductible for income tax purposes	(3,599)	(126)
Change in statutory tax rate	(27,405)	-
Current and prior tax attributes not recognized	106,638	18,838
Income tax recovery	$ -	$ (1,365)
Current income tax recovery	$ -	$(1,365)
Deferred income tax recovery	-	-
Income tax recovery	$ -	$(1,365)

Details of deferred tax assets are as follows:

	2024	2023
Non-capital losses	$ 83,540	$ 8,097
Resource expenditures	41,936	10,741
Less: Unrecognized deferred tax assets	(125,476)	(18,838)
Deferred income tax assets	$ -	$ -

During the year ended January 31, 2024, the statutory tax rate applicable to taxable income earned by the Company was 27% (2023 – 11%). The statutory tax rate applicable to taxable income changed as a result of the Company's change in corporation type from a private corporation to a publicly traded corporation.

The Company has approximately $309,000 of non-capital losses available, which will expire between 2043 and 2044 and may be applied against future taxable income. The Company also has approximately $255,000 of mineral resource tax pools that may be carried forward indefinitely and applied against future taxable income. As at January 31, 2024 the net amount which would give rise to a deferred income tax asset has not been recognized as it is not probable that such benefit will be utilized in the future years.

13. SUBSEQUENT EVENT

The Company issued 200,000 common shares of the Company at $2.00 per share on May 15, 2024.