GOLDEN SPIKE RESROUCES CORP.

BUSINESS ACQUISITION REPORT

FORM 51-102F4

Item 1 Identity of Company

1.1 Name and Address of Company

Golden Spike Resources Corp. (the "Company")
830 – 1100 Melville Street
Vancouver, BC V6E 4A6

1.2 Executive Officer

An executive officer who is knowledgeable about this significant acquisition and this Report is as follows:

Keith Anderson
Chief Executive Officer
604-786-7774

Item 2 Details of Acquisition

2.1 Nature of Business Acquired

On July 20, 2022, the Company completed the acquisition of all of the issued and outstanding shares of Golden Horizon Exploration Corp. ("Horizon") pursuant to an amalgamation agreement dated July 11, 2022 among the Company, Horizon and 1368617 B.C. Ltd. ("Subco"), a then wholly owned subsidiary of the Company (the "Transaction"). The Transaction was structured as a three-cornered amalgamation under the *Business Corporations Act* (British Columbia) ("BCBCA"), pursuant to which Subco amalgamated with Horizon and continued as one corporation under the BCBCA ("Amalco"), with the result that Amalco became a wholly-owned subsidiary of the Company.

Horizon is an exploration stage company incorporated on June 4, 2021, under the laws of the province of British Columbia, Canada. Its principal business activity is the acquisition, exploration and evaluation of mineral properties located in the province of Newfoundland and Labrador, Canada.

Pursuant to a mineral property option agreement dated October 14, 2021, as amended (the "Option Agreement") between Horizon as optionee and Grassroots Prospecting & Prospect Generation Inc., United Gold Inc., Wesley Keats, and Charlie Naughty as optionors (collectively, the "Optionors"), Horizon has an option to acquire a 100% interest in the Gregory River Property, a copper-gold mineral exploration property located on the western portion of the island of Newfoundland, subject to a 2% net smelter royalty.

2.2 Acquisition Date

The Transaction was completed on July 20, 2022.

2.3 Consideration

In consideration for the Horizon Shares, the Company issued 11,300,000 common shares of the Company. Additionally, the holders of the issued and outstanding common share purchase warrants in the capital of Horizon (the “Horizon Warrants”) will be entitled to receive, upon exercise thereof, common shares of the Company, instead of Horizon Shares, on the basis of one common share of the Company for every Horizon Warrant held immediately prior to the closing of the Transaction.

2.4 Effect on Financial Position

Upon completion of the Transaction, Horizon became a wholly-owned subsidiary of the Company. The business and operations of Horizon have been combined with those of the Company and are managed concurrently.

The Company does not have any current plans or proposals for material changes in its business affairs or the affairs of Horizon. The Company continues to be in the business of the acquisition, exploration and evaluation of mineral properties.

The Company is required to make payments and incur expenditures in order to complete the exercise of the option under the Option Agreement and acquire 100% of the Gregory River Property as follows:

- Issue 1,000,000 common shares of the Company on or before the earlier of (i) the listing date of Horizon’s common shares on the Canadian Securities Exchange and (ii) December 31, 2022 (issued September 19, 2022);
- Pay $45,000 and issue 1,500,000 common shares of the Company on or before June 30, 2023; and
- Incur $200,000 of expenditures on the the Gregory River Property on or before December 31, 2022.

2.5 Prior Valuations

To the knowledge of the Company, there has not been any valuation opinion obtained within the last 12 months by the Company or Horizon required by securities legislation or a Canadian exchange or market to support the consideration paid by the Company or any of its subsidiaries in connection with the Transaction.

2.6 Parties to Transaction

The Acquisition was not with an informed person, associate or affiliate of the Company, as those terms are defined under applicable securities legislation.

2.7 Date of Report

October 3, 2022

Item 3 Financial Statements and Other Information

The following financial statements and other information required by Part 8 of NI 51-102 have been included in this Business Acquisition Report:

- The audited financial statements of Horizon from the date of incorporation on June 4, 2021 to August 31, 2021 are attached hereto as “Schedule A”.
- The condensed interim financial statements of Horizon for the nine months ended May 31, 2022 are attached hereto as “Schedule B”.

The Company has not requested or obtained the consent of the auditors to include their auditor’s report for the period from incorporation on June 4, 2021 to August 31, 2021 into this Business Acquisition Report.

Schedule A

GOLDEN HORIZON EXPLORATION CORP.

FINANCIAL STATEMENTS

PERIOD ENDED AUGUST 31, 2021

(EXPRESSED IN CANADIAN DOLLARS)

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED ACCOUNTANTS & BUSINESS ADVISORS

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INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Golden Horizon Exploration Corp.

Opinion

We have audited the financial statements of Golden Horizon Exploration Corp. (the "Company"), which comprise the statement of financial position as at August 31, 2021, and the statements of comprehensive loss, changes in equity and cash flows for the for the period from June 4, 2021 (Date of incorporation) to August 31, 2021, and notes to the financial statements, including a summary of significant accounting policies (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statement present fairly, in all material respects, the financial position of the Company as at August 31, 2021, and its financial performance and its cash flows for the period from June 4, 2021 (Date of incorporation) to August 31, 2021 in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the 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 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 2 to the financial statements, which indicates 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.

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 International Financial Reporting Standards, 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

Our 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 our 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.

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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, we exercise professional judgment and maintain professional skepticism throughout the audit. We 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 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 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 we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We 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 we identify during our audit.

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DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, BC

October 03, 2022

GOLDEN HORIZON EXPLORATION CORP.
Statement of Financial Position
As at August 31,
(Expressed in Canadian Dollars)

		2021
ASSETS		
Current		
Cash	$	8,004
Amounts receivable		61
	$	**8,065**
LIABILITIES AND SHAREHOLDERS' EQUITY		
Liabilities		
Current		
Accounts payable and accrued liabilities	$	5,000
		5,000
Shareholders' Equity		
Share capital (Note 8)		10,000
Deficit		(6,935)
		3,065
	$	**8,065**

Going Concern (Note 2)
Subsequent Events (Note 11)

Authorized for issuance on behalf of the Board:

"Keith Anderson" Director

"Joseph Cullen" Director

The accompanying notes are an integral part of these financial statements.

GOLDEN HORIZON EXPLORATION CORP.
Statement of Comprehensive Loss
For the period Ended August 31,
(Expressed in Canadian Dollars)

		2021
Expenses		
Office and general	$	229
Professional fees		6,706
Net Loss and Comprehensive Loss	$	(6,935)
Loss per Share – Basic and Diluted	$	(0.00)
Weighted Average Number of Common Shares Outstanding		2,000,000

The accompanying notes are an integral part of these financial statements.

GOLDEN HORIZON EXPLORATION CORP.
Statement of Changes in Equity
(Expressed in Canadian Dollars)

	Share Capital			
	Number of Shares	Share Capital	Deficit	Total
Balance, June 4, 2021	**-**	**$ -**	**$ -**	**$ -**
Issuance of shares	2,000,000	10,000	-	10,000
Net loss	-	-	(6,935)	(6,935)
Balance, August 31, 2021	**2,000,000**	**$ 10,000**	**$ (6,935)**	**$ 3,065**

The accompanying notes are an integral part of these financial statements.

GOLDEN HORIZON EXPLORATION CORP.
Statement of Cash Flows
For the period Days Ended August 31,
(Expressed in Canadian Dollars)

		2021
Operating Activities		
Net loss for the period	$	(6,935)
Changes in non-cash working capital balances:		
Amounts receivable		(61)
Accounts payable and accrued liabilities		5,000
Cash Used in Operating Activities		(1,996)
Financing Activity		
Shares issued for cash		10,000
Cash Provided by Financing Activity		10,000
Change in Cash		8,004
Cash, Beginning of Period		-
Cash, End of Period	$	8,004
Non-cash Transactions and Supplemental Disclosures		
Interest paid	$	-
Income taxes paid	$	-

The accompanying notes are an integral part of these financial statements.

1. NATURE AND CONTINUANCE OF OPERATIONS

Golden Horizon Exploration Corp. (the "Company") is an exploration stage company incorporated on June 4, 2021, under the laws of the province of British Columbia, Canada. Its principal business activity is the acquisition, exploration and evaluation of mineral properties located in the province of Newfoundland, Canada. The Company's head office and principal business address is 830 - 1100 Melville Street, Vancouver, British Columbia, Canada, V6C 2T5. The Company's registered and records office is 3200 - 650 West Georgia Street, Vancouver, British Columbia, Canada, V6B 4P7.

2. GOING CONCERN

These financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations.

The Company's ability to continue its operations and to realize assets at their carrying values is dependent upon its ability to fund its existing acquisition and exploration commitments on its exploration and evaluation projects when they come due, which would cease to exist if the Company decides to terminate its commitments, and to cover its operating costs. The Company may be able to generate working capital to fund its operations by the sale of its exploration and evaluation projects or raising additional capital through equity markets. However, there is no assurance it will be able to raise funds in the future. These material uncertainties cast significant doubt regarding the Company's ability to continue as a going concern. These financial statements do not give effect to any adjustments required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the accompanying financial statements.

If the going concern assumption were not appropriate for these financial statements, then adjustments may be necessary in the carrying values of assets and liabilities, the reported expenses and the statement of financial position classifications used. Such adjustments could be material.

3. BASIS OF PREPARATION

a) Statement of compliance

These financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board.

These financial statements were reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on October 03, 2022.

b) Basis of measurement

These financial statements have been prepared under the historical cost basis, except for certain financial instruments, which are measured at fair value, as explained in the significant accounting policies (Note 4). These financial statements have been prepared under the accrual basis of accounting, except for cash flow information.

4. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies have been applied consistently throughout by the Company for purposes of these financial statements.

a) Exploration and evaluation assets

i) Pre-exploration costs

Pre-exploration costs are expensed in the year in which they are incurred.

ii) Exploration and evaluation expenditures

Once the legal right to explore a property has been acquired, costs directly related to exploration and evaluation expenditures are recognized and capitalized, in addition to the acquisition costs. These direct expenditures include such costs as materials used, surveying costs, drilling costs, payments made to contractors, and amortization on plant and equipment during the exploration phase. Costs not directly attributable to exploration and evaluation activities, including general administrative overhead costs, are expensed in the year in which they occur.

Mining exploration tax credits for certain exploration expenditures incurred in Canada are treated as a reduction of the exploration and development costs of the respective resource property. The amounts are recorded in the year they are received.

Mineral property acquisition costs and exploration and evaluation expenditures are recorded at cost. When shares are issued as part of mineral property acquisition costs, they are valued at the closing share price on the date of issuance. Payments related to a property acquired under an option or joint venture agreement, where payments are made at the sole discretion of the Company, are recorded upon payment.

The Company may occasionally enter into farm-out arrangements, whereby the Company will transfer part of a mineral interest, as consideration, for an agreement by the transferee to meet certain exploration and evaluation expenditures that would have otherwise been undertaken by the Company. The Company does not record any expenditures made by the farmee on its behalf. Any cash consideration received from the agreement is credited against the costs previously capitalized to the mineral interest given up by the Company, with any excess cash accounted for as a gain on disposal.

Once the technical feasibility and commercial viability of extracting the mineral resource has been determined, the property is considered to be a mine under development and is classified as “mines under construction”. Exploration and evaluation assets are tested for impairment before the assets are transferred to development properties.

As the Company currently has no operational income, any incidental revenues earned in connection with exploration activities are applied as a reduction to capitalized exploration and evaluation assets.

Exploration and evaluation assets are classified as an intangible asset.

iii) Decommissioning liabilities

An obligation to incur decommissioning and site rehabilitation costs occurs when environmental disturbance is caused by exploration, evaluation, development or ongoing production.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

a) Exploration and evaluation assets (continued)

iii) Decommissioning liabilities (continued)

Decommissioning and site rehabilitation costs arising from the installation of plant and other site preparation work, discounted to their net present value, are provided when the obligation to incur such costs arises and are capitalized into the cost of the related asset. These costs are charged against operations through amortization of the asset and unwinding of the discount on the provision.

Amortization is included in operating costs while the unwinding of the discount is included as a financing cost. Changes in the measurement of a liability relating to the decommissioning or site rehabilitation of plant and other site preparation work are added to, or deducted from, the cost of the related asset and charged against operating profit or loss. The discount rate used to measure the net present value of the obligations is the pre-tax rate that reflects the current market assessment of the time value of money and the risks specific to the obligation.

The costs for the restoration of site damage, which arises during production, are provided at their net present values and charged against operations as extraction progresses.

iv) Tax credits

The federal and provincial taxation authorities provide companies with tax incentives for undertaking mineral exploration programs in certain areas. The Company records these credits in the year received.

b) Impairment of non-financial assets

Impairment tests on intangible assets with indefinite useful economic lives are undertaken annually at every reporting period. Other non-financial assets are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable and at least annually. Where the carrying value of an asset exceeds its recoverable amount, which is the higher of value in use and fair value less costs to sell, the asset is written down accordingly.

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the asset's cash-generating unit, which is the lowest group of assets in which the asset belongs for which there are separately identifiable cash inflows that are largely independent of the cash inflows from other assets. The Company has one cash-generating unit for which impairment testing is performed.

An impairment loss is charged to profit or loss, except to the extent they reverse gains previously recognized in accumulated other comprehensive income or loss.

c) Financial instruments

All financial assets not classified at amortized cost or fair value through other comprehensive income ("FVTOCI") are measured at fair value through profit or loss ("FVTPL"). On initial recognition, the Company can irrevocably designate a financial asset as FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

c) Financial instruments (continued)

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as FVTPL:

- It is held within a business model whose objective is to hold the financial asset to collect the contractual cash flows associated with the financial asset instead of selling the financial asset for a profit or loss; and
- Its contractual terms give rise to cash flows that are solely payments of principal and interest.

All financial instruments are initially recognized at fair value on the statement of financial position. Subsequent measurement of financial instruments is based on their classification. Financial assets and liabilities classified as FVTPL are measured at fair value with changes in those fair values recognized in profit or loss for the period. Financial assets and financial liabilities classified as amortized cost are subsequently measured at amortized cost using the effective interest method. Financial assets classified as FVTOCI are subsequently measured at fair value with unrealized gains or losses recognized in other comprehensive income or loss. When the financial instrument is sold, the cumulative gain or loss remains in accumulated other comprehensive income or loss and is not reclassified to profit or loss.

Fair value hierarchy

Fair value measurements of financial instruments are required to be classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The levels of the fair value hierarchy are defined as follows:

Level 1:	Quoted prices (unadjusted) in active markets for identical assets or liabilities.
Level 2:	Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
Level 3:	Inputs for assets or liabilities that are not based on observable market data.

d) Income taxes

Income tax expense consisting of current and deferred tax expense is recognized in the statement of comprehensive loss. Current tax expense is the expected tax payable on the taxable income for the period, using tax rates enacted or substantively enacted at period-end, adjusted for amendments to tax payable with regard to previous years.

Deferred tax assets and liabilities and the related deferred income tax expense or recovery are recognized for deferred tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities, and their respective tax basis. Deferred tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in profit or loss in the period that substantive enactment occurs.

A deferred tax asset is recognized to the extent that it is probable that future taxable income will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a deferred tax asset will be recovered, the deferred tax asset is reduced. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

e) 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, stock options, share purchase warrants and flow-through shares are classified as equity instruments.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

The Company has adopted the residual method with respect to the measurement of shares and warrants issued as private placement units. Under this method, the proceeds are allocated first to share capital based on the fair value of the common shares at the time the units are priced and any residual value is allocated to the warrants reserve.

The fair value of the common shares, once the Company is listed on a stock exchange, is based on the closing quoted bid price on the announcement date. The fair value attributed to the warrants is recorded in equity reserves.

f) Earnings (loss) per share

The Company presents basic earnings (loss) per share data for its common shares, calculated by dividing the income (loss) attributable to common shareholders of the Company by the weighted average number of shares outstanding during the period. The Company uses the treasury stock method for calculating diluted earnings (loss) per share. Under this method the dilutive effect on earnings per share is calculated on the use of the proceeds that could be obtained upon exercise of options, warrants and similar instruments. It assumes that the proceeds of such exercise 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 options and warrants that would be anti-dilutive.

g) Share-based payments

The Company grants share options to acquire common shares of the Company to directors, officers, employees and consultants. The fair value of share-based payments to employees is measured at grant date, using the Black-Scholes option pricing model, and is recognized over the vesting period for employees using the graded method. Fair value of share-based payments for non-employees is recognized and measured at the date the goods or services are received based on the fair value of the goods or services received. If it is determined that the fair value of goods and services received cannot be reliably measured, the share-based payment is measured at the fair value of the equity instruments issued using the Black-Scholes option pricing model.

For both employees and non-employees, the fair value of share-based payments is recognized as either an expense or as mineral property interests with a corresponding increase in share-based payments reserve. The amount recognized as expense is adjusted to reflect the number of share options expected to vest. Consideration received on the exercise of stock options is recorded in share capital and the related share-based payment in share-based payments reserve is transferred to share capital.

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to profit or loss over the remaining vesting period.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

g) Share-based payments (continued)

Where a grant of options is cancelled and settled during the vesting period, excluding forfeitures when vesting conditions are not satisfied, the Company immediately accounts for the cancellation as an acceleration of vesting and recognizes the amount that otherwise would have been recognized for services received over the remainder of the vesting period. Any payment made to the employee on the cancellation is accounted for as the repurchase of an equity interest, except to the extent the payment exceeds the fair value of the equity instrument granted, measured at the repurchase date. Any such excess is recognized as an expense. The amounts recorded in reserves for unexercised share options remain in share-based payments reserve upon their expiry or cancellation.

h) Flow-through shares

The Company will, from time to time, issue flow-through common shares to finance its exploration programs. Pursuant to the terms of the flow-through share agreements, these shares transfer the tax deductibility of qualifying resource expenditures to investors. Upon issuance, the Company bifurcates the flow-through share into: (i) a flow-through share premium equal to the estimated premium, if any, investors pay for the flow-through feature, which is recognized as a liability; and (ii) share capital. Upon expenses being renounced, the Company derecognizes the liability and recognizes a deferred tax liability for the amount of tax reduction renounced to the investors. The premium is recognized as other income and the related deferred tax is recognized as a tax provision.

Proceeds received from the issuance of flow-through shares are restricted to be used only for Canadian resource property exploration expenditures within a two-year period. The Company may also be subject to a Part XII.6 tax on flow-through proceeds renounced under the Look-back Rule in accordance with Government of Canada flow-through regulations. When applicable, this tax is accrued as a financial expense until paid.

i) Accounting standard issued but not yet effective

Classification of Liabilities as Current or Non-Current (Amendments to International Accounting Standard ("IAS") 1 *Presentation of Financial Statements*)

IAS 1 has been amended to promote consistency in applying the requirements by helping companies determine whether, in the statement of financial position, debt and other liabilities with an uncertain settlement date should be classified as current (due or potentially due to be settled within one year) or non-current. The amendments to IAS 1 are effective for years beginning on or after January 1, 2023. These amendments are expected to have no impact for the Company

5. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

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

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

5. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (Continued)

Critical judgments in applying accounting policies

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

a) Impairment of exploration and evaluation assets

The application of the Company's accounting policy for exploration and evaluation expenditures and impairment of the capitalized expenditures requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after expenditure is capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in profit or loss in the year the new information becomes available.

b) Title to mineral property interests

Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

c) Going concern risk assessment

The assessment of the Company's ability to continue as a going concern requires significant judgment. The financial statements have been prepared on the basis of accounting principles applicable to a going concern, as disclosed in Note 2.

Key sources of estimation uncertainty

The following are key assumptions concerning the future and other key sources of estimation uncertainty that have a significant risk of resulting in material adjustments to the financial statements.

a) Decommissioning liabilities

Rehabilitation provisions are created based on the Company's internal estimates. Assumptions, based on the current economic environment, have been made that management believes are a reasonable basis upon which to estimate the future liability. These estimates take into account any material changes to the assumptions that occur when reviewed regularly by management. Estimates are reviewed annually and are based on current regulatory requirements. Significant changes in estimates of contamination, restoration standards and techniques will result in changes to provisions from year to year. Actual rehabilitation costs will ultimately depend on future market prices for the rehabilitation costs, which will reflect the market condition at the time the rehabilitation costs are actually incurred.

The final cost of the currently recognized rehabilitation provisions may be higher or lower than currently provided for. As at August 31, 2021, the Company has no known rehabilitation requirements, and accordingly, no provision has been made.

(Expressed in Canadian Dollars)

6. FINANCIAL INSTRUMENTS

Financial instruments are agreements between two parties that result in promises to pay or receive cash or equity instruments. The Company classifies its financial instruments as follows: cash is classified as FVTPL; and accounts payable and accrued liabilities, as amortized cost. The carrying values of these instruments approximate their fair values due to their short term to maturity.

The following table sets forth the Company's financial asset measured at fair value by level within the fair value hierarchy:

August 31, 2021	Level 1	Level 2	Level 3	Total
Cash	$ 8,004	$ -	$ -	$ 8,004

The Company has exposure to the following risks from its use of financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk.

a) Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company manages credit risk, in respect of cash, by placing at major Canadian financial institutions. The Company has minimal credit risk. The maximum exposure to credit risk at August 31, 2021 is on cash of $8,004. Included in receivables is $61 owing from the Canada Revenue Agency.

b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquid funds to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The contractual financial liabilities of the Company as of August 31, 2021 equal $5,000. All of the liabilities presented as accounts payable are due within 30 days of the reporting date.

c) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates, will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return on capital.

i) *Currency risk* – The Company has no funds held in a foreign currency, and as a result, is not exposed to significant currency risk on its financial instruments at period-end.

ii) *Interest rate risk* – Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. Interest earned on cash is at nominal interest rates, and therefore, the Company does not consider interest rate risk to be significant. The Company has no interest-bearing financial liabilities.

iii) *Other price risk* – Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk. The Company is not exposed to significant other price risk.

6. FINANCIAL INSTRUMENTS (Continued)

d) Capital management

The Company considers its capital to be comprised of shareholders' equity.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares. Although the Company has been successful at raising funds in the past through the issuance of share capital, it is uncertain whether it will continue this method of financing due to the current difficult market conditions.

In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions.

Management reviews the capital structure on a regular basis to ensure that the above objectives are met. There have been no changes to the Company's approach to capital management during the 89 days ended August 31, 2021. The Company is not subject to externally imposed capital requirements.

7. RELATED PARTY TRANSACTIONS

There was no key management compensation or related party transactions included in the statement of comprehensive loss for the period ended August 31, 2021.

8. SHARE CAPITAL

a) Authorized

The Company is authorized to issue an unlimited number of common shares without par value.

b) Issued and outstanding

On June 4, 2021, the Company issued 2,000,000 common shares upon incorporation for gross proceeds of $10,000.

9. SEGMENTED INFORMATION

The Company has one operating segment, being mineral exploration and development. All of the Company's assets are located in Canada.

(Expressed in Canadian Dollars)

10. INCOME TAXES

A reconciliation of income taxes at statutory rates with reported taxes is as follows:

		89 Days Ended August 31, 2021
Loss before income taxes	$	(6,935)
Statutory income tax rate		27%
Income tax benefit computed at statutory tax rate		(1,872)
Unrecognized benefit of deferred income tax assets		1,872
Deferred income tax recovery	$	-

The significant components of the Company's deferred income tax assets and deferred income tax liabilities at August 31, 2021 are presented below:

		89 Days Ended August 31, 2021
Non-capital losses carried forward	$	6,935
Unrecognized deferred income tax assets		(6,935)
Net deferred income tax asset	$	-

As at August 31, 2021, the Company had non-capital losses of $6,935 available for carry-forward to reduce future years' income for income tax purposes. These losses expire on August 31, 2041.

11. SUBSEQUENT EVENTS

a) On October 14, 2021, the Company entered into an option agreement to earn a 100% interest in the Gregory River mineral claims located in Newfoundland. Under the terms of the agreement, the Company must make cash payments, issue common shares of the Company and incur expenditures as follows:
   - Pay $20,000 on signing of the agreement (paid subsequent to August 31, 2021);
   - Incur $75,000 of expenditures on the claims on or before January 1, 2022 (incurred subsequent to August 31, 2021);
   - Issue 1,000,000 common shares on or before the earlier of (i) the listing date of the Company's common shares on the Canadian Securities Exchange (the "Listing Date"), and (ii) December 31, 2022;
   - Pay $45,000 and issue 1,500,000 common shares of the Company on or before the earlier of (i) the first anniversary of the Listing Date, and (ii) June 30, 2023; and
   - Incur an additional $200,000 of expenditures on the claims on or before December 31, 2022.

   The vendors retain a net smelter return royalty of 2%, of which one-half can be repurchased by the Company for $1,500,000.

b) On November 26, 2021, the Company issued 5,000,000 flow-through units for gross proceeds of $100,000. Each flow-through unit consists of one flow-through common share and one share purchase warrant. Each warrant entitles the holder to acquire one common share at a price of $0.05 for a period of three years from the date of issuance.

c) On March 22, 2022, the Company issued 750,000 common shares for gross proceeds of $112,500.

11. SUBSEQUENT EVENTS (Continued)

d) On May 6, 2022, the Company issued 1,000,000 flow-through units for gross proceeds of $175,000. Each flow-through unit consists of one flow-through common share and one share purchase warrant. Each warrant entitles the holder to acquire one common share at a price of $0.30 for a period of three years from the date of issuance.

e) On May 13, 2022, the Company issued 1,100,000 flow-through units for gross proceeds of $192,500. Each flow-through unit consists of one flow-through common share and one share purchase warrant. Each warrant entitles the holder to acquire one common share at a price of $0.30 for a period of three years from the date of issuance.

f) On June 6, 2022, the Company issued 1,450,000 common shares for gross proceeds of $217,500.

Schedule B

GOLDEN HORIZON EXPLORATION CORP.

CONDENSED INTERIM FINANCIAL STATEMENTS

NINE MONTHS ENDED MAY 31, 2022

(UNAUDITED – EXPRESSED IN CANADIAN DOLLARS)

(PREPARED BY MANAGEMENT)

DALE MATHESON CARR-HILTON LABONTE LLP
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October 03, 2022

Attention: Board Members

In accordance with our engagement letter dated September 12, 2022, we have performed an interim review of the statement of financial position of Golden Horizon Exploration Corp. (the "Company") as at May 31, 2022, the statements of comprehensive loss for the nine-month period ended May 31, 2022, and the statements of changes in equity and cash flows for the nine-month period then ended. These financial statements are the responsibility of the Company's management.

We performed our interim review in accordance with Canadian generally accepted standards for a review of interim financial statements by an entity's auditor.

An interim review is substantially less in scope than an audit, the objective of which is the expression of an opinion regarding the financial statements. Accordingly, we do not express such an opinion. An interim review does not provide assurance that we would become aware of any or all significant matters that might be identified in an audit.

Based on our interim review, we are not aware of any material modification that needs to be made for these interim financial statements to be in accordance with International Financial Reporting Standards.

This report is solely for the use of the Board of directors of the Company to assist it in discharging its regulatory obligation to review these financial statements, and should not be used for any other purpose.

DMCL

Dale Matheson Carr-Hilton LaBonte LLP

GOLDEN HORIZON EXPLORATION CORP.
Condensed Interim Statements of Financial Position
(Expressed in Canadian Dollars)

		May 31, 2022 (Unaudited)		August 31, 2021
ASSETS				
Current				
Cash	$	632,846	$	8,004
Amounts receivable		7,207		61
		640,053		8,065
Exploration and evaluation assets (Note 7)		109,584		-
	$	**749,637**	**$**	**8,065**
LIABILITIES AND SHAREHOLDERS' EQUITY				
Liabilities				
Current				
Accounts payable and accrued liabilities	$	5,000	$	5,000
Other liabilities (Note 8)		5,947		-
		10,947		5,000
Shareholders' Equity				
Share capital (Note 10)		462,500		10,000
Share subscriptions received (Note 12)		217,500		-
Reserves (Note 10)		70,400		-
Deficit		(11,710)		(6,935)
		738,690		3,065
	$	**749,637**	**$**	**8,065**

Going Concern (Note 2)
Subsequent Events (Note 12)

Authorized for issuance on behalf of the Board:

"Keith Anderson" Director

"Joseph Cullen" Director

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

GOLDEN HORIZON EXPLORATION CORP.
Condensed Interim Statements of Comprehensive Income (Loss)
(Unaudited – Expressed in Canadian Dollars)

	Three Months Ended May 31, 2022	Nine Months Ended May 31, 2022	Period Days Ended August 31, 2021
Expenses			
Consulting fees	$ 9,000	$ 26,991	$ -
Office and general	2,269	11,996	229
Professional fees	3,306	12,441	6,706
Rent	2,250	4,500	-
	(16,825)	(55,928)	(6,935)
Other Item			
Other income (Note 8)	51,153	51,153	-
Net Income (Loss) and Comprehensive Income (Loss) for the Period	$ 34,328	$ (4,775)	$ (6,935)
Earnings (Loss) per Share – Basic and Diluted	$ 0.00	$ (0.00)	$ (0.00)
Weighted Average Number of Common Shares Outstanding	7,356,410	5,763,004	2,000,000

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

GOLDEN HORIZON EXPLORATION CORP.
Condensed Interim Statements of Changes in Equity
(Unaudited – Expressed in Canadian Dollars)

	Share Capital					
	Number of Shares	Share Capital	Share Subscriptions Received	Reserves	Deficit	Total
Balance, June 4, 2021	**-**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**
Issuance of shares	2,000,000	10,000	**-**	**-**	-	10,000
Net loss for the period	-	-	-	-	(6,935)	(6,935)
Balance, August 31, 2021	**2,000,000**	**10,000**	**-**	**-**	**(6,935)**	**3,065**
Issuance of shares	7,850,000	509,600	-	70,400	-	580,000
Flow-through liability	-	(57,100)	-	-	-	(57,100)
Obligation to issue shares	-	-	217,500	-	-	217,500
Net loss for the period	-	-	-	-	(4,775)	(4,775)
Balance, May 31, 2022	**9,850,000**	**$ 462,500**	**$ 217,500**	**$ 70,400**	**$ (11,710)**	**$ 738,690**

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

GOLDEN HORIZON EXPLORATION CORP.
Condensed Interim Statements Cash Flows
(Unaudited – Expressed in Canadian Dollars)

		Nine Months Ended May 31, 2022		Period Days Ended August 31, 2021
Operating Activities				
Net loss for the period	$	(4,775)	$	(6,935)
Item not involving cash:				
Other income		(51,153)		-
Changes in non-cash working capital balances:				
Amounts receivable		(7,146)		(61)
Accounts payable and accrued liabilities		-		5,000
Cash Used in Operating Activities		(63,074)		(1,996)
Investing Activity				
Exploration and evaluation asset expenditures		(109,584)		-
Cash Used in Investing Activity		(109,584)		-
Financing Activities				
Shares issued for cash		580,000		10,000
Share subscriptions received		217,500		-
Cash Provided by Financing Activities		797,500		10,000
Change in Cash		624,842		8,004
Cash, Beginning of Period		8,004		-
Cash, End of Period	$	632,846	$	8,004
Non-cash Transactions and Supplemental Disclosures				
Interest paid	$	-	$	-
Income taxes paid	$	-	$	-

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

1. NATURE AND CONTINUANCE OF OPERATIONS

Golden Horizon Exploration Corp. (the "Company") is an exploration stage company incorporated on June 4, 2021, under the laws of the province of British Columbia, Canada. Its principal business activity is the acquisition, exploration and evaluation of mineral properties located in the province of Newfoundland, Canada. The Company's head office and principal business address 830 - 1100 Melville Street, Vancouver, British Columbia, Canada, V6C 2T5. The Company's registered and records office is 3200 - 650 West Georgia Street, Vancouver, British Columbia, Canada, V6B 4P7.

2. GOING CONCERN

These condensed interim financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations.

The Company's ability to continue its operations and to realize assets at their carrying values is dependent upon its ability to fund its existing acquisition and exploration commitments on its exploration and evaluation projects when they come due, which would cease to exist if the Company decides to terminate its commitments, and to cover its operating costs. The Company may be able to generate working capital to fund its operations by the sale of its exploration and evaluation projects or raising additional capital through equity markets. However, there is no assurance it will be able to raise funds in the future. These material uncertainties cast significant doubt regarding the Company's ability to continue as a going concern. These condensed interim financial statements do not give effect to any adjustments required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the accompanying condensed interim financial statements.

If the going concern assumption were not appropriate for these condensed interim financial statements, then adjustments may be necessary in the carrying values of assets and liabilities, the reported expenses and the condensed interim statement of financial position classifications used. Such adjustments could be material.

3. BASIS OF PREPARATION

a) Statement of compliance

The condensed interim financial statements of the Company have been prepared in accordance with International Accounting Standard 34 *Interim Financial Reporting*.

The condensed interim financial statements of the Company should be read in conjunction with the Company's August 31, 2021 audited financial statements, which have been prepared in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board.

These condensed interim financial statements were reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on October 03, 2022.

3. BASIS OF PRESENTATION (Continued)

b) Basis of measurement

These condensed interim financial statements have been prepared under the historical cost basis, except for certain financial instruments, which are measured at fair value, as explained in the significant accounting policies (Note 4). These condensed interim financial statements have been prepared under the accrual basis of accounting, except for cash flow information.

4. SIGNIFICANT ACCOUNTING POLICIES

The condensed interim financial statements have been prepared, for all periods presented, following the same accounting policies and methods of computation as described in Note 4 to the audited financial statements for the 89 days ended August 31, 2021.

5. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

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

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

Critical judgments in applying accounting policies

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

a) Impairment of exploration and evaluation assets

The application of the Company's accounting policy for exploration and evaluation expenditures and impairment of the capitalized expenditures requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after expenditure is capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in profit or loss in the year the new information becomes available.

b) Title to mineral property interests

Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

c) Going concern risk assessment

The assessment of the Company's ability to continue as a going concern requires significant judgment. The condensed interim financial statements have been prepared on the basis of accounting principles applicable to a going concern, as disclosed in Note 2.

Key sources of estimation uncertainty

The following are key assumptions concerning the future and other key sources of estimation uncertainty that have a significant risk of resulting in material adjustments to the condensed interim financial statements.

(Unaudited – Expressed in Canadian Dollars)

5. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (Continued)

a) Decommissioning liabilities

Rehabilitation provisions are created based on the Company's internal estimates. Assumptions, based on the current economic environment, have been made that management believes are a reasonable basis upon which to estimate the future liability. These estimates take into account any material changes to the assumptions that occur when reviewed regularly by management. Estimates are reviewed annually and are based on current regulatory requirements. Significant changes in estimates of contamination, restoration standards and techniques will result in changes to provisions from year to year. Actual rehabilitation costs will ultimately depend on future market prices for the rehabilitation costs, which will reflect the market condition at the time the rehabilitation costs are actually incurred.

The final cost of the currently recognized rehabilitation provisions may be higher or lower than currently provided for. As at May 31, 2022, the Company has no known rehabilitation requirements, and accordingly, no provision has been made.

6. FINANCIAL INSTRUMENTS

Financial instruments are agreements between two parties that result in promises to pay or receive cash or equity instruments. The Company classifies its financial instruments as follows: cash is classified as fair value through profit or loss; and accounts payable and accrued liabilities, as amortized cost. The carrying values of these instruments approximate their fair values due to their short term to maturity.

The following table sets forth the Company's financial asset measured at fair value by level within the fair value hierarchy:

May 31, 2022	**Level 1**	**Level 2**	**Level 3**	**Total**
Cash	$ 632,846	$ -	$ -	$ 632,846

August 31, 2021	**Level 1**	**Level 2**	**Level 3**	**Total**
Cash	$ 8,004	$ -	$ -	$ 8,004

The Company has exposure to the following risks from its use of financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk.

a) Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company manages credit risk, in respect of cash, by placing at major Canadian financial institutions. The Company has minimal credit risk. The maximum exposure to credit risk at May 31, 2022 is on cash of $632,846 (August 31, 2021 - $8,004). Included in receivables is $7,207 (August 31, 2021 - $61) owing from the Canada Revenue Agency.

6. FINANCIAL INSTRUMENTS (Continued)

b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquid funds to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The contractual financial liabilities of the Company as of May 31, 2022 equal $5,000 (August 31, 2021 - $5,000). All of the liabilities presented as accounts payable are due within 30 days of the reporting date.

c) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates, will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return on capital.

i) *Currency risk* – The Company has no funds held in a foreign currency, and as a result, is not exposed to significant currency risk on its financial instruments at period-end.

ii) *Interest rate risk* – Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. Interest earned on cash is at nominal interest rates, and therefore, the Company does not consider interest rate risk to be significant. The Company has no interest-bearing financial liabilities.

iii) *Other price risk* – Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk. The Company is not exposed to significant other price risk.

7. EXPLORATION AND EVALUATION ASSETS

Gregory River Project

On October 14, 2021, the Company entered into an option agreement to earn a 100% interest in Gregory River mineral claims located in Newfoundland. Under the terms of the agreement, the Company must make cash payments, issue common shares of the Company and incur expenditures as follows:

- Pay $20,000 on signing of the agreement (paid);
- Incur $75,000 of expenditures on the claims on or before January 1, 2022 (incurred);
- Issue 1,000,000 common shares of the Company on or before the earlier of (i) the listing date of the Company's common shares on the Canadian Securities Exchange (the "Listing Date"), and (ii) December 31, 2022;
- Pay $45,000 and issue 1,500,000 common shares of the Company on or before the earlier of (i) the first anniversary of the Listing Date, and (ii) June 30, 2023; and
- Incur an additional $200,000 of expenditures on the claims on or before December 31, 2022.

The vendors retain a net smelter return royalty of 2%, of which one-half can be repurchased by the Company for $1,500,000.

(Unaudited – Expressed in Canadian Dollars)

7. EXPLORATION AND EVALUATION ASSETS (Continued)

A summary of exploration and evaluation expenditures for the nine months ended May 31, 2022 and 89 days ended August 31, 2021 is as follows:

	Gregory River Project
Balance, June 4, 2021 and August 31, 2021	**$ -**
Acquisition Costs	
Acquisition	20,000
Total Acquisition Costs	**20,000**
Property Exploration Costs	
Geophysical survey	89,584
Total Property Exploration Costs	**89,584**
Balance, May 31, 2022	**$ 109,584**

8. OTHER LIABILITIES

	May 31, 2022	August 31, 2021
Balance, beginning of period	$ -	$ -
Liability incurred on flow-through shares issued November 26, 2021	57,100	-
Liability incurred on flow-through shares issued May 6, 2022	-	-
Liability incurred on flow-through shares issued May 13, 2022	-	-
Settlement of flow-through share liability by incurring expenditures	(51,153)	-
Balance, end of period	$ 5,947	$ -

On November 26, 2021, the Company issued 5,000,000 flow-through shares at a price of $0.02 per share. The premium paid by investors was calculated as $0.011 per share. Accordingly, $57,100 was recorded as other liabilities.

On May 6, 2022, the Company issued 1,000,000 flow-through shares at a price of $0.175 per share. There was no calculated premium paid by investors and no amounts were recorded as other liabilities.

On May 13, 2022, the Company issued 1,100,000 flow-through shares at a price of $0.175 per share. There was no calculated premium paid by investors and no amounts were recorded as other liabilities.

At May 31, 2022, the Company had a remaining commitment to incur exploration expenditures of $10,416 in relation to its November 26, 2021 flow-through share financing, $175,000 n relation to its May 6, 2022 flow-through share financing and $192,500 in relation to its May 13, 2022 flow-through share financing.

(Unaudited – Expressed in Canadian Dollars)

9. RELATED PARTY TRANSACTIONS

There was no key management compensation or related party transactions included in the statements of comprehensive loss for the nine months ended May 31, 2022 and period ended August 31, 2021.

10. SHARE CAPITAL

a) Authorized

The Company is authorized to issue an unlimited number of common shares without par value.

b) Issued and outstanding

During the nine months ended May 31, 2022

- On November 26, 2021, the Company issued 5,000,000 flow-through units for gross proceeds of $100,000. Each flow-through unit consists of one flow-through common share and one. Each warrant entitles the holder to acquire one common share at a price of $0.05 for a period of three years from the date of issuance. A fair value of $0.004 was allocated to the warrants. The premium paid by investors on the flow-through share was calculated as $0.011 per share. Accordingly, $57,100 was recorded as other liabilities.

- On March 22, 2022, the Company issued 750,000 common shares for gross proceeds of $112,500.

- On May 6, 2022, the Company issued 1,000,000 flow-through units for gross proceeds of $175,000. Each flow-through unit consists of one flow-through common share and one share purchase warrant. Each warrant entitles the holder to acquire one common share at a price of $0.30 for a period of three years from the date of issuance. A fair value of $0.025 was allocated to the warrants. There was no premium paid by investors on the flow-through shares.

- On May 13, 2022, the Company issued 1,100,000 flow-through units for gross proceeds of $192,500. Each flow-through unit consists of one flow-through common share and one share purchase warrant. Each warrant entitles the holder to acquire one common share at a price of $0.30 for a period of three years from the date of issuance. A fair value of $0.025 was allocated to the warrants. There was no premium paid by investors on the flow-through shares.

During the 89 days ended August 31, 2021

- On June 4, 2021, the Company issued 2,000,000 common shares upon incorporation for gross proceeds of $10,000.

c) Warrants

Warrant transactions and the number of warrants outstanding are summarized as follows:

	Nine Months Ended May 31, 2022		**89 Days Ended August 31, 2021**	
	Number of Warrants	Weighted Average Exercise Price	Number of Warrants	Weighted Average Exercise Price
Outstanding, beginning of period	-	-	-	-
Issued	7,100,000	$ 0.12	-	-
Outstanding, end of period	7,100,000	$ 0.12	-	-

(Unaudited – Expressed in Canadian Dollars)

10. SHARE CAPITAL (Continued)

c) Warrants (continued)

The following warrants were outstanding and exercisable:

Expiry Date	Weighted Average Remaining Contractual Life in Years	Exercise Price	**May 31, 2022**
November 26, 2024	2.49	$ 0.05	5,000,000
May 6, 2025	2.93	$ 0.30	1,000,000
May 13, 2025	2.95	$ 0.30	1,100,000
	2.63		7,100,000

The Company applied the fair value method using the Black-Scholes option pricing model in accounting for its warrants granted November 26, 2021. Accordingly, $17,900 was allocated to the value of the warrants.

The fair value of each warrant granted was calculated using the following weighted average assumptions:

	Nine Months Ended May 31, 2022	**89 Days Ended August 31, 2021**
Expected life (years)	3.00	N/A
Risk-free interest rate	1.02%	N/A
Annualized volatility	186%	N/A
Dividend yield	N/A	N/A
Stock price at grant date	$ 0.005	N/A
Exercise price	$ 0.05	N/A
Weighted average grant date fair value	$ 0.004	N/A

Option pricing models require the input of highly subjective assumptions regarding volatility. The Company has used historical volatility and the volatility of a comparable company to estimate the volatility of the share price.

11. SEGMENTED INFORMATION

The Company has one operating segment, being mineral exploration and development. All of the Company's assets are located in Canada.

12. SUBSEQUENT EVENTS

a) On June 6, 2022, the Company issued 1,450,000 common shares for gross proceeds of $217,500. The Company received $217,500 in connection with this private placement prior to May 31, 2022.