

GREAT EAGLE GOLD CORP. (formerly MIZA II RESOURCES INC.)

INTERIM FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2023

(UNAUDITED)

(EXPRESSED IN CANADIAN DOLLARS)

Notice of No Auditor Review of Interim Financial Statements

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

The accompanying unaudited condensed interim financial statements have been prepared by management and approved by the Audit Committee.

The Company's independent auditors have not performed a review of these condensed interim financial statements in accordance with the standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditors.

GREAT EAGLE GOLD CORP. (formerly MIZA II RESOURCES INC.)**STATEMENTS OF FINANCIAL POSITION***(expressed in Canadian Dollars)*

	<u>As at</u> <u>September 30, 2023</u>	<u>Year ended</u> <u>June 30, 2023</u>
ASSETS		
Current		
Cash	\$ 63,875	\$ 99,012
GST Receivable	12,776	11,359
Prepaid expenses	-	-
	<u>76,651</u>	<u>110,371</u>
Non-current		
Exploration and evaluation asset (Note 4)	<u>269,304</u>	<u>268,554</u>
TOTAL ASSETS	<u>\$ 345,955</u>	<u>\$ 378,925</u>
LIABILITIES		
Current		
Account payables and accrued liabilities	<u>\$ 24,756</u>	<u>\$ 28,523</u>
TOTAL LIABILITIES	<u>\$ 24,756</u>	<u>28,523</u>
SHAREHOLDERS' EQUITY		
Share capital (Note 5)	\$ 585,050	\$ 585,050
Deficit	<u>(263,851)</u>	<u>(234,648)</u>
TOTAL SHAREHOLDERS' EQUITY	<u>\$ 321,199</u>	<u>\$ 350,402</u>
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	<u>\$ 345,955</u>	<u>\$ 378,925</u>

Going concern (Note 2)

Subsequent event (Note 12)

Approved by the Board of Directors:

*"Yari Nieken"*_____
Director*"William Macdonald"*_____
Director

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

GREAT EAGLE GOLD CORP. (formerly MIZA II RESOURCES INC.)**STATEMENTS OF LOSS AND COMPREHENSIVE LOSS***(expressed in Canadian Dollars)*

	Three months ended September 30, 2023	Three months ended September 30, 2022
EXPENSES		
Accounting fees (Note 9)	\$ 3,628	\$ 1,500
Administration and management (Note 9)	12,000	12,000
Bank fees	34	9
Filing fees	1,061	149
Listing fees	2,925	2,250
Professional fees	226	3,543
Rent	3,000	3,000
Transfer agent & filing fees and Misc.	6,330	466
	<u>29,204</u>	<u>22,917</u>
LOSS AND COMPREHENSIVE LOSS	\$ 29,204	\$ 22,917
BASIC AND DILUTED LOSS PER COMMON SHARE	\$0.001	\$0.006
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING	39,902,500	4,023,047

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

GREAT EAGLE GOLD CORP. (formerly MIZA II RESOURCES INC.)**STATEMENT OF SHAREHOLDERS' EQUITY***(Expressed in Canadian Dollars)*

	<u>Share capital</u>			Total
	Shares	Amount	Deficit	Shareholders' Equity
BALANCE, JUNE 30, 2021	48,152,500	\$ 585,050	\$ (3,595)	\$ 581,455
Cancelled	(11,000,000)	(22,000)		
Re-issued	2,750,000	22,000		
Issued for cash (Note 5)	-	-	-	-
Net loss for the year			(112,530)	(112,530)
BALANCE JUNE 30, 2022	39,902,500	\$ 585,050	\$ (116,125)	\$ 468,925
Net loss for the period			(22,917)	(22,917)
BALANCE SEPTEMBER 30, 2022	39,902,500	\$ 585,050	\$ (139,042)	\$ 446,008
Net loss for the year			(95,605)	(95,605)
BALANCE JUNE 30, 2023	39,902,500	\$ 585,050	\$ (234,647)	\$ 350,403
Net loss for the period			(29,204)	(29,204)
BALANCE SEPTEMBER 30, 2023	39,902,500	\$ 585,050	\$ (263,851)	\$ 321,199

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

GREAT EAGLE GOLD CORP. (formerly MIZA II RESOURCES INC.)**STATEMENTS OF CASH FLOWS***(expressed in Canadian Dollars)*

	Three months ended September 30, 2023	Three months ended September 30, 2021
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss for the period	\$ (29,204)	\$ (15,417)
Change in non-cash working capital items:		
GST receivable	(1,417)	(309)
Prepays	-	(60,000)
Accounts payable and accrued liabilities	(3,766)	(11,959)
	\$ (34,387)	\$ (87,685)
CASH FLOWS FROM INVESTING ACTIVITY		
Exploration and evaluation asset	\$ (750)	(20,000)
CASH FLOWS FROM FINANCING ACTIVITIES		
Issuance of shares	\$ -	-
CHANGE IN CASH	\$ (35,137)	\$ (107,685)
CASH BALANCE, BEGINNING OF THE PERIOD	\$ 99,012	\$ 348,970
CASH BALANCE, AT END OF THE PERIOD	\$ 63,875	\$ 241,285

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

1. NATURE OF BUSINESS

GREAT EAGLE GOLD CORP. (formerly MIZA II RESOURCES INC.) (the “Company” or “Great Eagle”) was incorporated on October 7, 2019, under the laws of the Province of British Columbia. The address of the Company’s registered head office is Suite 620 - 1111 Melville Street, Vancouver, BC V6E 3V6. The Company’s principal business is the acquisition and exploration of mineral properties in British Columbia, Canada.

On July 4, 2023, the Company changed its name from "MIZA II Resources Inc." to "Great Eagle Gold Corp." to better reflect the direction of the Company's business.

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. At September 30, 2023, the Company had not yet achieved profitable operations, had accumulated losses of \$263,851 (September 30, 2022 - \$139,042) 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 and going concern

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”).

Basis of measurement

These financial statements have been prepared on an historical cost basis, except for financial instruments classified as financial instruments at fair value through profit or loss, which are stated at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

Functional and presentation currency

These financial statements are presented in Canadian dollars, which is the Company’s functional currency and presentation currency.

2. BASIS OF PREPARATION *(Continued)*

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 valuation of share-based payments and recognition of deferred income tax amounts and provision for restoration, rehabilitation and environmental costs.

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.

Determination of functional currency

The Company determines the functional currency through an analysis of several indicators such as expenses and cash flow, financing activities, retention of operating cash flows, and frequency of transactions with the reporting entity.

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.

Site decommissioning obligations

The Company recognizes a provision for future abandonment activities in the financial statements equal to the net present value of the estimated future expenditures required to settle the estimated future obligation at the statement of financial position date. The measurement of the decommissioning obligation involves the use of estimates and assumptions including the discount rate, the expected timing of future expenditures and the amount of future abandonment costs. The estimates were made by management and external consultants considering current costs, technology and enacted legislation. As a result, there could be significant adjustments to the provisions established which would affect future financial results.

3. SIGNIFICANT ACCOUNTING POLICIES

Share capital

Common shares issued for non-monetary consideration are recorded at their fair value on the measurement date and classified as equity. The measurement date is defined as the earliest of the date at which the commitment for performance by the counterparty to earn the common shares is reached or the date at which the counterparty's performance is complete.

Transaction costs directly attributable to the issue of common shares and share purchase options are recognized as a deduction from equity, net of any tax effects.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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.

Financial instruments

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

Classification

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. 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 under IFRS 9
Cash	FVTPL
Accounts receivable	Amortized cost
Accounts payable and accrued liabilities	Amortized cost

Measurement

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 statements of loss and comprehensive loss. 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 statements of loss and comprehensive loss in the period in which they arise.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments (continued)

Debt investments at FVOCI:

These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in other comprehensive income (“OCI”). On de-recognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Equity investments at FVOCI:

These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to profit or 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 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.

De-recognition 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.

Financial liabilities

The Company derecognizes financial liability when its contractual obligations are discharged or cancelled or expire. The Company also derecognizes a financial liability when the terms of the liability are modified such that the terms and / or cash flows of the modified instrument are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

Gains and losses on de-recognition are generally recognized in profit or loss.

Exploration and evaluation assets

Exploration and evaluation expenditures relating to mineral properties include the costs of acquiring licenses, costs associated with exploration and evaluation activity, and the fair value (at acquisition date) of exploration and evaluation assets acquired in a business combination. Exploration and evaluation expenditures are capitalized. Costs incurred before the Company has obtained the legal rights to explore an area are recognized in profit or loss.

Government tax credits received are recorded as a reduction to the cumulative costs incurred and capitalized on the related property.

Exploration and evaluation assets are assessed for impairment if (i) sufficient data exists to determine technical feasibility and commercial viability, or (ii) facts and circumstances suggest that the carrying amount exceeds the recoverable amount.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Exploration and evaluation assets (continued)

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mining property and development assets within property, plant and equipment.

Recoverability of the carrying amount of any exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

From time to time, the Company acquires or disposes of properties pursuant to the terms of option agreements. Options are exercisable entirely at the discretion of the optionee and, accordingly, are recorded as mineral property costs or recoveries when the payments are made or received. After costs are recovered, the balance of the payments received is recorded as a gain on disposition of a mineral property. Any revenue, including the receipt of fees and similar payments, earned prior to the commencement of commercial production, and reasonably attributable to the costs historically incurred on a property, is also offset against those costs as received.

The Company capitalizes all costs, net of any recoveries, of acquiring, exploring and evaluating an exploration and evaluation asset, until the right to which they relate is placed into production, at which time these deferred costs will be amortized over the estimated useful life of the right upon commissioning the property, or written-off if the right is disposed of, impaired or abandoned.

Management reviews the carrying amounts of mineral rights annually or when there are indicators of impairment and will recognize impairment based upon current exploration results and upon assessment of the probability of profitable exploitation of the rights.

An indication of impairment includes but is not limited to expiration of the right to explore, absence of planned or budgeted substantive expenditure in the specific area, and the decision to discontinue exploration activity in a specific area.

Impairment of assets

The carrying amount of the Company's assets (which include exploration and evaluation assets) is reviewed at each reporting date to determine whether there is any indication of impairment. If such an indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognized in the statement of income and comprehensive income.

The recoverable amount of assets is the greater of an asset's fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is only reversed if there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount, however, not to an amount higher than the carrying amount that would have been determined had no impairment loss been recognized in previous years.

3. **SIGNIFICANT ACCOUNTING POLICIES** *(Continued)*

Impairment of assets (continued)

Assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment.

Restoration and environmental obligations

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of long-term assets, when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future restoration cost estimates arising from the decommissioning of plant and other site preparation work is capitalized to the related asset along with a corresponding increase in the restoration 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 expenditure. 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 September 30, 2023, 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.

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.

Flow-through shares

The Company will, from time to time, issue flow-through shares to finance a portion of its exploration programs. Pursuant to the terms of the flow-through share agreements, the Company agrees to incur qualifying expenditures and renounce the tax deductions associated with these qualifying expenditures to the subscribers at an agreed upon date.

On issuance, the Company allocates the flow-through share into i) fair value of capital stock and ii) the residual as a flow-through share premium, which is recognized as a liability. The liability is extinguished when the tax effect of the temporary differences, resulting from the renunciation, is recorded. The difference between the liability and the value of the tax assets renounced is recorded as a deferred tax expense.

A deferred tax liability is recognized for the taxable temporary difference that arises from the difference between the carrying amount of eligible expenditures that are capitalized to exploration and evaluation assets and their tax basis. If the Company has sufficient tax assets to offset the deferred tax liability, the liability will be offset by the recognition of a corresponding deferred tax asset.

4. EXPLORATION AND EVALUATION ASSET

On September 30, 2019, the Company entered into an option agreement to acquire a 100% interest in the LeMare property, consisting of twelve (12) mineral claims, located on Port Alice in the Nanaimo Mining Division of British Columbia, for the following consideration.

The terms of the option agreement are:

- a) Total cash payments of \$157,500 to an optioner:
 - i. \$10,000 on signing of the agreement on September 30, 2019, 2020 (the “signing date”) (**paid**);
 - ii. \$12,500 on first anniversary 2020 (**paid**);
 - iii. \$15,000 on second anniversary 2021 (**paid in October 2021**);
 - iv. \$20,000 on third anniversary 2022 (**paid in September 2022**); and
 - v. \$100,000 on fifth anniversary 2024;
- b) Incurring minimum work expenditures of \$80,000 on the property by September 30, 2020 (**met**).

The Company will have the right to buy back one and half percent (1.5%) of the NSR for \$1,500,000 at any time.

	Three Months Ended September 30, 2023	Year Ended June 30, 2023
Acquisition cost		
Beginning of the period	\$ 57,500	\$ 37,500
Additions	-	20,000
End of period	\$ 57,500	\$ 57,500
Exploration costs:		
Beginning of the year	\$ 211,054	\$ 113,720
Assay and Analysis	-	600
Crew and camp	-	8,000
Geological consulting	-	25,400
Technical report	-	12,000
Transportation	-	7,434
Excavation	-	43,900
Other expenses	750	
End of Period	\$ 211,804	\$ 211,054
Total, End of Period	\$ 269,304	\$ 268,554

5. SHARE CAPITAL

Authorized

the Company is authorized to issue an unlimited number of common shares without nominal or par value.

Issued

On March 28, 2022, the Company cancelled 11,000,000 common shares issued at \$0.002 and re-issued 2,750,000 common shares at \$0.008 resulting in outstanding shares being reduced by 8,250,000 common shares.

As at September 30, 2023, the Company had no outstanding warrants and stock options

6. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

As at September 30, 2023, the Company's only financial instruments are comprised of cash, receivable and accounts payables. The fair value of these financial instruments approximates their carrying value due to their short-term maturity. Fair values of financial instruments are classified in a fair value hierarchy based on the inputs used to determine fair values. The levels of the fair value hierarchy are as follows:

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.

As at September 30, 2023, the fair value of cash held by the Company was based on level 1 inputs of the fair value hierarchy.

The fair value of the Company's financial instruments has been classified within the fair value hierarchy as at September 30, 2023 as follows:

As at September 30, 2023:

Financial Assets

	Level 1	Level 2	Level 3	Total
Cash	\$ 63,875	-	-	\$ 63,875
	\$ 63,875			

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

(a) 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.

(b) 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. As at September 30, 2023, the Company had a cash balance of \$63,875 to settle current and future liabilities and as such, is not exposed to significant liquidity risk.

(c) 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 cash 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.

6. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT *(continued)*

(d) Foreign currency risk

The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars. Management believes the foreign exchange risk derived from currency conversions is negligible. The foreign exchange risk is therefore manageable and not significant. The Company does not currently use any derivative instruments to reduce its exposure to fluctuations in foreign exchange rates.

(e) 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.

7. 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 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.

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

8. 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.

9. RELATED PARTY TRANSACTIONS

During the period ended September 30, 2023, the Company incurred \$750 (2022 - \$Nil) in consulting fees to Chris Healey, a director of the Company which was included in Exploration and Evaluation Asset.

During the period ended September 30, 2023, the Company incurred \$1,500 (2022 - \$1,500) in accounting fees to Nizar Bharmal Inc., a company owned by Nizar Bharmal, a director of the Company, and owed \$1,500 (2022 - \$3,500) to Nizar Bharmal Inc. included in accounts payable and accrued liabilities as at September 30, 2023.

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.

10. INCOME TAXES

The Company has approximately \$263,851 of non-capital losses available, which begin to expire in 2040 through to 2043 and may be applied against future taxable income. The Company also has approximately \$269,304 of exploration and development costs which are available for deduction against future income for tax purposes. At September 30, 2023, the net amount which would give rise to a deferred income tax asset has not been recognized as September 30, 2023, 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.

11. COMMITMENT

Acquisition of Great Eagle Gold S.A.S.

On June 16, 2023, the Company entered into an agreement to 100% acquire Great Eagle Gold S.A.S., a Colombian subsidiary of a United States parent company. The purchase price consists of the reimbursement of costs incurred by the vendor in relation to Great Eagle for the corporate work done to date, and expenses related to the investigation and development of their acquisition target portfolio. The purchase price is US\$217,600, payable as to:

- a) \$21,760 in cash; and
- b) the balance of US\$195,840 payable with the issuance of an interest free convertible promissory note (the "Note"), due 24 months from issuance. The Note shall be convertible into common shares of the Company at the greater of CDN\$0.25 per common share or the price of the Company's next financing, provided that such financing occurs within four months.

As at September, 2023, the acquisition was yet to close and, as a result, no payment was been made.

12. EVENTS

Name change

On July 4, 2023, the company completed the name change from "MIZA II Resources Inc." to "Great Eagle Gold Corp." to better reflect the direction of the Company's business. The Company's trading symbol has changed to "GEGC" on the Canadian Securities Exchange.

Stock split

On July 6, 2023, the Company completed a subdivision (the "Stock Split") of its issued and outstanding common shares on the basis of two and a half (2.5) new common shares for everyone (1) common share held by the shareholders of record. The authorized share capital remains unchanged. Unless otherwise noted, all figures have been retroactively adjusted to reflect the Stock Split.

Property Joint Venture of Intent

On August 18, 2023, the Company entered into a Joint Venture Letter of Intent with Hacienda Río Rayo (the "Hacienda") to explore and potentially develop a 1,947-hectare property nestled in the dynamic municipality of Taraza, located in the Bajo Cauca region of Antioquia, Colombia. The company shall hold a direct beneficial interest of 70% in the mineral rights on the property upon execution of the compensation of:

12. EVENTS *(continued)*

Property Joint Venture of Intent *(continued)*

(a) US\$750,000 cash (not paid) to Hacienda as follows:

- US\$250,000 following any required CSE approval and post the submission of a geological report on the property.
- US\$500,000 contingent upon the receipt of the 43-101 report that demonstrates a minimum of 1,000,000 inferred ounces of gold on the property.

(b) 2,500,000 share purchase warrants (not issued) with each warrant entitling the warrant holder to acquire on common share of the Company for \$0.25 per share for a period of five years, with the warrants subject to the following vesting schedule:

For every discovery of 2,000,000 inferred ounces of gold on the property, 500,000 warrants will vest and be exercisable. The culmination point is the discovery of 10,000,000 inferred ounces, which will fully vest all 2,500,000 warrants.

The parties acknowledge that the property will be subject to a NSR royalty, or certain claims, in the amount of 2.5%. The Company will be the operator and the project manager. The Company and Hacienda are working forwards a definitive agreement.