OBERON URANIUM CORP.

Financial Statements

For the year ended March 31, 2023 and the period of incorporation on October 14, 2021 to March 31, 2022

(Expressed in Canadian Dollars)

Independent Auditor's Report

To the Shareholders of Oberon Uranium Corp.:

Opinion

We have audited the financial statements of Oberon Uranium Corp. (the "Company"), which comprise the statement of financial position as at March 31, 2023, and the statements of loss and comprehensive loss, changes in shareholder's equity and cash flow for the year ended March 31, 2023, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at March 31, 2023, and its financial performance and its cash flows for the year then ended 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 audits 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 1 in the financial statements, which indicates that the Company incurred a net loss in the year ended March 31, 2023 and has not yet generated revenues from incorporation to date. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matter

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

In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matter described below to be the key audit matter to be communicated in our report.

Exploration and Evaluation Assets Impairment Indicator Assessment

Key Audit Matter Description

The net book value of exploration and evaluation assets amounted to $431,860 as at March 31, 2023. At each reporting period, management assesses exploration and evaluation assets to determine whether there are any indicators of impairment. If any such indicators exist, the asset's recoverable amount is estimated. An impairment loss is recognized if the carrying amount of an asset or its cash generating unit exceeds its estimated recoverable amount. Management assesses exploration and evaluation assets for impairment based on the following indicators: (i) the period for which the entity has the right to explore in the specific area has expired during the year or will expire in the near future; (ii) substantive expenditure on further exploration for an evaluation of mineral resources in the specific area is neither budgeted nor planned; (iii) sufficient data exists to determine that extracting the resources will not be technically feasible or commercially viable; and (iv) facts and circumstances suggest that the carrying amount exceeds the recoverable amount. No impairment indicators were identified by management as at March 31, 2023.

We considered this a key audit matter due to the significance of the exploration and evaluation assets and the judgments made by management in their assessment of indicators of impairment related to exploration and evaluation assets, and these have resulted in a high degree of subjectivity in performing audit procedures related to these judgments applied by management.

Refer to Note 2(h) Exploration and Evaluation Assets, Note 2(i) Impairment and Note 4 Exploration and Evaluation Assets.

Audit Response

We responded to this matter by performing audit procedures in relation to the exploration and evaluation assets impairment indicator assessment. Our audit work in relation to this included, but was not restricted to, the following:

- Assessed the judgments made by management in determining the impairment indicators, which included the following:
    - Obtained evidence to support the existence of the right to explore the area and the claim expiration by reference to public government registries;
    - Evaluated board minutes and press releases to obtain evidence of continuing and planned exploration expenditures and included evaluations of the work completed in the current year; and
    - Assessed whether there are any indications that extracting resources will not be technically feasible or commercially viable, or if other facts and circumstances exist that may suggest the carrying amount exceeds the recoverable amount, based on evidence obtained in other areas of the audit.
- Assessed the appropriateness of the related disclosures in the notes to the financial statements.

Other Matter

The financial statements of Oberon Uranium Corp. for the period from October 14, 2021 (date of incorporation) to March 31, 2022 were audited by another auditor who expressed an unmodified audit opinion on those financial statements on November 4, 2022.

Other Information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with 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. 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.

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

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

The engagement partner on the audit resulting in this independent auditor's report is Jenny Lee.

MNP LLP

Vancouver, British Columbia
July 31, 2023

Chartered Professional Accountants

OBERON URANIUM CORP.
Statements of Financial Position
(Expressed in Canadian Dollars)

As at	Note	March 31, 2023	March 31, 2022
		$	**$**
ASSETS			
Current assets			
Cash		10,064	392,475
Prepaid expenses		202,173	-
		212,237	392,475
Exploration and evaluation assets	4	431,860	240,338
		644,097	**632,813**
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	6	126,823	3,418
		126,823	3,418
SHAREHOLDERS' EQUITY			
Share capital	5	1,127,845	436,689
Contributed surplus		187,727	29,863
Subscriptions received	5	-	202,060
Deficit		(798,298)	(39,217)
		517,274	629,395
		644,097	**632,813**

Going concern (Note 1)
Commitments (Note 10)
Subsequent event (Note 11)

Approved on behalf of the Board of Directors on July 31, 2023:

/s/ Lawrence Hay
Lawrence Hay
Director

/s/ Ash Misquith
Ash Misquith
Director

The accompanying notes are an integral part of these financial statements

(Expressed in Canadian Dollars)

	Note	For the year ended March 31, 2023	For the period from incorporation on October 14, 2021 to March 31, 2022
		$	$
Expenses			
Advertising and promotion		27,017	26,048
Consulting fees		173,459	-
Filing fees		30,964	-
Interest and bank charges		1,050	335
Management fees	6	267,825	-
Meals and entertainment		7,624	591
Office and general		103,129	256
Professional fees		138,563	11,987
Operating expenses		(749,631)	(39,217)
Foreign exchange		(9,450)	-
Loss and comprehensive loss for the period		(759,081)	(39,217)
Basic and diluted loss per common share		(0.03)	(0.00)
Weighted average number of common shares outstanding – basic and diluted		23,425,592	16,653,775

OBERON URANIUM CORP.
Statements of Changes in Shareholder's Equity
(Expressed in Canadian Dollars)

	Number of Common Shares	Share Capital	Contributed Surplus	Subscription received	Deficit	Total
	#	$	$	$	$	$
Balance, Incorporation on October 14, 2021	**-**	**-**	**-**	**-**	**-**	**-**
Shares issued for cash	14,439,750	349,950	-	-	-	349,950
Shares issued for exploration and evaluation assets	6,000,000	120,000	-	-	-	120,000
Fair value of warrants issued	-	(26,975)	26,975	-	-	-
Fair value of options issued to brokers	-	(2,888)	2,888	-	-	-
Broker's commission	-	(3,398)	-	-	-	(3,398)
Subscriptions received	-	-	-	202,060	-	202,060
Net loss for the period	**-**	-	**-**	**-**	(39,217)	(39,217)
Balance, March 31, 2022	**20,439,750**	**436,689**	**29,863**	**202,060**	**(39,217)**	**629,395**
Shares issued for cash	3,157,750	631,550	-	(202,060)	-	**429,490**
Fair value of warrants issued	-	(157,864)	157,864	-	-	-
Share issuance costs	-	(2,030)	-	-	-	**(2,030)**
Shares issued for exploration and evaluation assets	500,000	75,000	-	-	-	**75,000**
Shares issued as compensation	587,500	144,500	-	-	-	**144,500**
Net loss for the year	-	-	-	-	(759,081)	**(759,081)**
Balance, March 31, 2023	**24,685,000**	**1,127,845**	**187,727**	**-**	**(798,298)**	**517,274**

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

(Expressed in Canadian Dollars)

	For the year ended March 31, 2023	For the period from incorporation on October 14, 2021 to March 31, 2022
	$	$
Cash flows used in operating activities		
Loss for the period	(759,081)	(39,217)
Changes in non-cash working capital:		
Prepaid expenses	(202,173)	-
Fair value of common shares issued as compensation	144,500	-
Accounts payable and accrued liabilities	123,405	20
	(693,349)	**(39,197)**
Cash flows used in investing activities		
Exploration and evaluation assets	(116,522)	(120,338)
	(116,522)	**(120,338)**
Cash flows provided by financing activities		
Shares issued for cash	429,490	349,950
Subscriptions received	-	202,060
Share issuance cost	(2,030)	-
	427,460	**552,010**
Change in cash during the period	(382,411)	392,475
Cash, beginning of period	392,475	-
Cash, end of period	**10,064**	**392,475**

1. NATURE AND CONTINUANCE OF OPERATIONS

Oberon Uranium Corp. ("Oberon" or the "Company") was incorporated under the Business Corporations Act of British Columbia on October 14, 2021. On October 14, 2021, the Company changed its name to Oberon Uranium Corp. The address of the Company's head office and registered office is 4204 – 1011 West Cordova Street, Vancouver, BC, V6C 0B2, Canada. On November 18, 2022, the Company filed a Listing Statement with the Canadian Securities Exchange (the "CSE") and on November 23, 2022, the Company shares were approved for trading on the CSE under the symbol "OBRN".

Oberon Uranium Corp is a uranium exploration company which has the option to acquire 100% of the Lucky Boy uranium project, a past-producing uranium mine located in Arizona, USA. Oberon also owns 100% of the Element 92 uranium project in the Athabasca region of northern Saskatchewan, Canada.

The Company's financial statements have been prepared on the basis of accounting principles applicable to a going concern, which presumes that the Company will realize its assets and discharge its liabilities in the normal course of business for at least the next twelve months. The Company has experienced losses and negative cash flow from operations since incorporation. As at March 31, 2023, the Company had not yet generated revenues. These factors indicate the existence of a material uncertainty that casts significant doubt about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern and to realize the carrying value of its assets and discharge its liabilities when due is dependent upon obtaining additional financing and generating revenues sufficient to cover its operating costs.

These financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts difference from those reflected in the accompanying financial statements.

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"). They are prepared on a historical cost basis, except for certain financial instruments classified as fair value through profit or loss which have been measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

The financial statements of the Company for the year ended March 31, 2023 were approved and authorized for issuance by the Board of Directors on July 31, 2023.

These financial statements are presented in Canadian dollars which is the Company's functional currency.

2. SIGNIFICANT ACCOUNTING POLICIES

a. Significant accounting judgments and estimates

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, profit and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods. In the preparation of these financial statements, management has estimated the fair value of warrants and options issued as part of the related private placements using the Black-Scholes option pricing model. Refer to note 5 for details.

Judgements are choices in accounting policies and disclosures which management believes are supported by facts and circumstances existing at the date of the financial statements. The following are critical judgments that management has made in the process of applying accounting policies and that have the most significant effect on the amounts recognized in the financial statements:

- The determination that the Company has no decommissioning liabilities;
- The carrying value and the recoverability of exploration and evaluation assets, which are included in the statements of financial position. The cost model is utilized and the value of the exploration and evaluation assets is based on the expenditures incurred. At every reporting period, management assesses the potential impairment which involves assessing whether or not facts or circumstances exist that suggest the carrying amount exceeds the recoverable amount;
- The provision of deferred income taxes is based on judgements in applying income tax law and estimates about timing, likelihood and reversal of temporary differences between accounting and tax basis of the assets and liabilities; and
- The determination that the Company will continue as a going concern for the next year.

b. Income (loss) per share

Basic income (loss) per share is computed by dividing the net income (loss) for the period by the weighted average number of common shares outstanding during the period. To compute diluted income (loss) per share, adjustments are made to common shares outstanding, if applicable. The weighted average number of common shares outstanding is adjusted to include the number of additional common shares that would be outstanding if, at the beginning of the period or at the time of issuance, all options and warrants were exercised. The proceeds from exercise are assumed to be used to purchase the Company’s common shares at their average market price during the period. If this computation is anti-dilutive, diluted income (loss) per share is the same as basic income (loss) per share. For the periods presented, this calculation proved to be anti-dilutive.

c. Income taxes

Income tax on the profit or loss for the periods presented 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, in which case it is recognized in equity.

Current tax expense is the expected tax payable on the 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 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. The following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting nor taxable loss; and differences relating to investments in subsidiaries to the extent that they are unlikely to 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 the underlying assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

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. To the extent that the Company does not consider it more likely than not that a deferred tax asset will be recovered, it does not recognize the asset.

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.

d. Provisions

Provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the statement of financial position date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount receivable can be measured reliably.

e. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets – Classification

The Company classifies its financial assets in the following categories:

- Those to be measured subsequently at fair value (either through Other Comprehensive Income (“OCI”), or through profit or loss), and
- Those to be measured at amortized cost.

The classification depends on the Company’s business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses are either recorded in profit or loss or OCI.

Fair value hierarchy

The following table summarizes the fair value hierarchy under which the Company's financial instruments are valued.

Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2 - Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly; and
Level 3 - Inputs for the asset or liability that are not based upon observable market data.

Cash is carried at amortized cost using a level 1 fair value measurement.

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

Financial assets - Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (“FVTPL”), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss. Financial assets are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Subsequent measurement of financial assets depends on their classification. There are three measurement categories under which the Company classifies its debt instruments:

- Fair value through OCI ("FVOCI"): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains and losses, interest revenue, and foreign exchange gains and losses which are recognized in profit or loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized in other gains (losses). Interest income from these financial assets is included as finance income using the effective interest rate method.

- Amortized cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost is recognized in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included as finance income using the effective interest method.

- Fair value through profit or loss: Assets that do not meet the criteria for amortized cost or FVOCI are measured at FVTPL. A gain or loss on an investment that is subsequently measured at FVTPL is recognized in profit or loss and presented net as revenue in the Statement of Loss and Comprehensive Loss in the period in which it arises.

Cash is measured at FVTPL. The Company has not designated any financial assets as amortized cost and FVOCI.

<u>Financial liabilities</u>

The Company classifies its financial liabilities into the following categories:
- Financial liabilities at FVTPL; and
- Amortized cost.

A financial liability is classified as at FVTPL if it is classified as held-for-trading or is designated as such on initial recognition. Directly attributable transaction costs are recognized in profit or loss as incurred. The fair value changes to financial liabilities at FVTPL are presented as follows:

- the amount of change in the fair value that is attributable to changes in the credit risk of the liability is presented in OCI; and
- the remaining amount of the change in the fair value is presented in profit or loss.

The Company does not designate any financial liabilities at FVTPL. The Company has designated its accounts payable and accrued liabilities as amortized cost.

Other non-derivative financial liabilities are initially measured at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these liabilities are measured at amortized cost using the effective interest method.

f. Share capital

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares and common share warrants are recognized as a deduction from equity. Common shares issued for non-monetary consideration are measured based on their market value at the date the common shares are issued. The Company has adopted the relative fair value method with respect to the measurement of common shares and warrants issued as equity units.

g. Functional currency

The majority of transactions are in Canadian dollars and therefore the reporting and functional currency of the Company is the Canadian dollar.

h. Exploration and evaluation assets

The cost of acquiring and maintaining the Company's interest in its exploration and evaluation assets are capitalized on a property-by-property basis pending determination of the technical feasibility and the commercial viability of the project. The capitalized costs are presented as either tangible or intangible exploration and evaluation assets according to the nature of the assets acquired. When a license is relinquished or a project is abandoned, the related costs are recognized in profit and loss immediately.

All costs directly related to the acquisition and exploration are capitalized once the legal rights to explore the exploration and evaluation assets are acquired or obtained. When the technical and commercial viability of a mineral resource has been demonstrated and a development decision has been made, the capitalized costs of the related property are first tested for impairment, then transferred to mining assets and depreciated using the units of production method on commencement of commercial production.

Management reviews the carrying value of capitalized exploration and evaluation assets at least annually. The review is based on the Company's intentions for development of an undeveloped property. If a project does not prove viable, all unrecoverable costs associated with the project net of any previous impairment provisions are written off. Subsequent recovery of the resulting carrying value depends on successful development or sale of the undeveloped property. Amounts shown for exploration and evaluation assets, net of write-downs and recoveries, are not intended to represent present or future values.

Title to exploration and evaluation assets involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many exploration and evaluation assets. The Company has investigated title to all of its exploration and evaluation assets and, to the best of its knowledge, title to all of its properties is in good standing.

i. Impairment

The Company's tangible and intangible assets are reviewed for indications of impairment at each statement of financial position date. If indications of impairment exist, the asset's recoverable amount is estimated. An impairment loss is recognized when the carrying amount of an asset, or its cash-generating unit, exceeds its recoverable amount. A cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. Impairment losses are recognized in profit and loss for the period. Impairment losses recognized in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to cash-generating units and then to reduce the carrying amount of the other assets in the unit on a pro-rata basis.

The recoverable amount is the greater of the asset's fair value less costs 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 current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is reversed if there is an indication that there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, as if no impairment loss had been recognized. An impairment loss with respect to goodwill is never reversed.

(Expressed in Canadian dollars)

j. Decommissioning liabilities

The Company is subject to various government laws and regulations relating to environmental disturbances caused by exploration and evaluation activities and may from time to time incur decommissioning liabilities and the associated retirement costs related to site reclamation and abandonment. The fair value of the liability for a decommissioning liability is recorded when it is incurred and the corresponding increase to the asset is depreciated over the life of the asset. The liability is increased over time to reflect an accretion element considered in the initial measurement at fair value. As at March 31, 2023 and 2022, the Company had not incurred any decommissioning liabilities related to the exploration and development of its mineral properties.

3. ACCOUNTING STANDARDS ISSUED BUT NOT YET IMPLEMENTED

A number of amendments to standards and interpretations applicable to the Company are not yet effective for the year ended March 31, 2023 and have not been applied in preparing these financial statements nor does the Company expect these amendments to have a significant effect on its financial statements.

4. EXPLORATION AND EVALUATION ASSETS

Exploration and evaluation expenditures as at March 31, 2023 and 2022 are as follows:

	Lucky Boy Project	Element 92 Project	Total
	$	**$**	**$**
Acquisition Costs			
Balance, October 14, 2021	**-**	**-**	**-**
Acquisition costs – cash	6,466	30,000	36,466
Acquisition costs – shares	-	120,000	120,000
Balance, March 31, 2022	**6,466**	**150,000**	**156,466**
Acquisition costs – cash	66,661	-	66,661
Acquisition costs - shares	75,000	-	75,000
Balance, March 31, 2023	**148,127**	**150,000**	**298,127**
Exploration and Evaluation Expenses			
Opening, October 14, 2021	**-**	**-**	**-**
Exploration expenditures	83,872		83,872
Balance, March 31, 2022	**83,872**	**-**	**83,872**
Exploration expenditures	38,361	11,500	49,861
Balance, March 31, 2023	**122,233**	**11,500**	**133,733**
Total			
Balance, March 31, 2022	**90,338**	**150,000**	**240,338**
Balance, March 31, 2023	**270,360**	**161,500**	**431,860**

Lucky Boy Project
On January 12, 2022, the Company entered into an option agreement to acquire an undivided 100% interest in the Lucky Boy Mineral Claims Located in Gila County, Arizona.

The Lucky Boy Project is subject to a 3% gross overriding royalty payable to the optionor, of which one-half of 3% can be purchased for USD $2,500,000 for a period of one year following commencement of commercial production.

(Expressed in Canadian dollars)

In order to exercise the option and earn a 100% interest in the Lucky Boy Project, the Company is required to make the cash payments and issue common shares as follows:

Date for completion	Option payment (US$)	Common shares
On execution of the letter agreement (non-refundable) (paid)	5,000	-
On completion of Go-Public transaction (shares issued) (cash paid)	50,000	500,000
1st anniversary of the completion of a Go-Public Transaction	-	250,000
Total	**55,000**	**750,000**

On December 15, 2022, the Company made a cash payment of $50,000 USD (CAD $66,661) under the option agreement for the Lucky Boy project; upon completion of the Go-Public transaction on November 23, 2022.

Element 92 Project
On January 26, 2022, the Company entered into an Option Agreement (the "Element 92 Option Agreement") with Tamed Mining Corp. ("Tamed") to acquire a 100% undivided interest in the Element 92 property located in northern Saskatchewan, Canada on the southern end of the Athabasca region. As per the Element 92 Option Agreement the Company made a cash payment of $30,000 and issued 6,000,000 common shares of the Company, fair valued at $120,000, thus satisfying the requirements of the Element 92 Option Agreement and acquiring a 100% undivided interest in the property.

5. SHARE CAPITAL

Authorized
The Company's authorized share capital consists of an unlimited number of common shares without par value.

Issued and Outstanding
As at March 31, 2023, there were 24,685,000 issued and outstanding common shares.

During the year ended March 31, 2023, the Company had the following transactions:

- On April 7, 2022, the Company issued 1,655,250 units pursuant to a private placement at $0.20 per unit; for gross proceeds of $331,050. Each unit consists of one common share and one share purchase warrant exercisable for one additional common share of the Company at an exercise price of $0.35 for a period of two years. The warrants were fair valued at $82,640 using the Black Scholes option pricing model.
- On April 30, 2022, the Company issued 500,000 common shares, fair valued at $75,000, as consideration to for the Lucky Boy project under the option agreement with GeoXplor Corp. (Note 4) The fair value of the shares was determined by reference to the value of the shares in the April 7, 2022 financing.
- On August 5, 2022, the Company issued 200,000 units pursuant to a private placement at $0.20 per unit, for gross proceeds of $40,000. Each unit consists of one common share and one share purchase warrant exercisable for one additional common share of the Company at an exercise price of $0.35, for a period of two years. The warrants were fair valued at $10,016 using the Black-Scholes pricing model.
- On August 15, 2022, the Company issued 1,302,500 units pursuant to a private placement at $0.20 per unit, for gross proceeds of $260,500. Each unit consists of one common share and one share purchase warrant exercisable for one additional common share of the Company at an exercise price of $0.35, for a period of two years. The warrants were fair valued at $65,209 using the Black-Scholes pricing model using the following assumptions risk-free rate 3.21%; expected life 2 years; expected dividend yield – 0%; volatility – 100%, exercise price - $0.35; expected forfeiture nil.
- On February 2, 2023, the Company issued 62,500 common shares pursuant to a consulting agreement. The shares were valued at $0.38 each for a total of $23,750.
- On March 16, 2023, the Company issued 25,000 common shares pursuant to a consulting agreement. The shares were valued at $0.23 each for a total of $5,750.

(Expressed in Canadian dollars)

- On March 16, 2023, the Company issued 500,000 common shares pursuant to a consulting agreement. The shares were valued at $0.23 each for a total of $115,000.

During the period from incorporation on October 14, 2021 to March 31, 2022, the Company had the following transactions:

- On December 20, 2021, the Company completed a private placement of 9,750,000 common shares at a price of $0.02 per share for gross proceeds of $195,000.
- On January 26, 2022, the Company completed a private placement of 4,350,000 common shares at a price of $0.02 per share for gross proceeds of $87,000.
- On January 26, 2022, the Company issued 6,000,000 common shares, fair valued at $120,000, as consideration for the Element 92 Project (Note 4).
- On March 31, 2022, the Company issued 339,750 units pursuant to a private placement at $0.20 per unit, for gross proceeds of $67,950. Each unit consists of one common share and one share purchase warrant exercisable for one additional common share of the Company at an exercise price of $0.35 for a period of two years. The warrants were fair valued at $26,975 using the Black-Scholes option pricing model.
- On March 31, 2022, the Company issued 27,180 options to Ascenta Finance Corp, as compensation for brokerage services on the issuance of 339,750 units. The options were fair valued at $2,888 using the Black-Scholes option pricing model.
- As of March 31, 2022, the Company had received share subscriptions totaling $202,060.

Warrants

The warrants outstanding as at March 31, 2023 and 2022 are as follows:

	Number of Warrants	Weighted Average Exercise Price	Weighted Average Life Remaining
	#	$	(years)
Balance, Incorporation October 14, 2021	-	-	-
Issued	339,750	0.35	-
Balance, March 31, 2022	339,750	0.35	1.50
Issued	3,157,750	0.35	
Balance, March 31, 2023	**3,497,500**	**0.35**	**1.17**

A summary of warrants outstanding at March 31, 2023 is as follows:

Expiry Date	Exercise Price	Remaining life	Warrants outstanding
	$	(years)	#
March 31, 2024	0.35	1.00	339,750
April 7, 2024	0.35	1.02	1,655,250
August 5, 2024	0.35	1.35	200,000
August 15, 2024	0.35	1.38	1,302,500
			3,497,500

(Expressed in Canadian dollars)

Agent Options

During the period ended March 31, 2022, the Company issued agent options to purchase 27,180 common shares of the Company in connection with the March 31, 2022, private placement. The agent options have an exercise price of $0.20 per option and expire on March 31, 2024. As at March 31, 2023, 27,180 of the agent options remained outstanding and exercisable.

The options were fair valued the agent options at $2,888 using the Black-Scholes option-pricing model using the following assumptions: risk-free rate 2.27%; expected life 2 years; expected dividend yield – 0%; volatility – 100%, exercise price - $0.20; expected forfeiture nil.

6. RELATED PARTY TRANSACTIONS AND KEY MANAGEMENT COMPENSATION

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers.

A summary of key management personnel compensation is as follows:

	March 31, 2023	**March 31, 2022**
	$	**$**
Management and director fees [1]	267,825	-
Professional fees[2]	34,622	-
Total	**302,622**	**-**

[1]Management and director fees consist of fees paid or accrued to the CEO and directors of the Company.
[2]Professional fees include amounts paid or accrued to a company in which the CFO acted as management.

At March 31, 2023, amounts owing to key management of $77,303 (March 31, 2022 - $nil) were included in accounts payable and accrued liabilities. The amounts were incurred in the normal course of business, are unsecured, non-interest bearing and due on demand.

7. INCOME TAXES

In assessing deferred income tax assets, management considers whether it is probable that some portion of all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the schedules reversal of deferred tax liabilities, projected future taxable income, and tax planning strategies in making this assessment and concluding the deferred tax assets were not realized.

(Expressed in Canadian dollars)

The following table reconciles the amount of income tax recoverable on application of the combined statutory Canadian Federal and provincial income tax rates:

	2023	2022
Canadian statutory income tax rate	27%	27%
	$	$
Loss for the year before income taxes	(759,081)	(39,217)
Expected income tax (recovery)	(205,000)	(10,589)
Change in statutory, foreign tax, foreign exchange rates and other	-	-
Permanent differences	2,000	-
Share issuance costs	(1,000)	
Change in unrecognized deductible temporary differences	204,000	10,589
Total income tax expense (recovery)	**-**	**-**

As at March 31, 2023, the Company has non-capital losses carried forward of approximately $779,000 and share issuance costs of $2,000 for which no deferred tax asset is recognized in the statement of financial position. The non-capital losses carried forward may be applied to reduce future years' taxable income, subject to final determination by taxation authorities, expiring between 2042 - 2043.

8. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's financial instruments consist of cash. The carrying value of the financial instrument approximates its fair value due to its immediate or short-term maturity.

The Company classifies the fair value of financial instruments according to the following hierarchy based on observable inputs used to value the instrument:

Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2 – Fair value measurements are those derived from inputs other than quoted prices that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (derived from prices). The Company does not have any financial instruments classified under Level 2.

Level 3 – Valuations in the level are those with inputs for the asset or liability that are not based on observable market data. The Company does not have any financial instruments classified under Level 3.

The Company's financial assets consist of cash which is recorded at amortized cost and its carrying value approximates its fair value

The Company's financial instruments are exposed to the following risks:

Credit Risk
Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company's cash is held at a large Canadian financial institution in interest bearing accounts. The carrying amount of financial assets represents the maximum credit exposure.

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 manages liquidity risk through its capital management and ensuring that sufficient financial resources to meet liabilities as they come due. As at March 31, 2023, the Company had a cash balance of $10,064 to settle current liabilities of $126,823.

Foreign Exchange Rate Risk

Foreign currency exchange rate risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in foreign exchange rates. The Company's started carrying out operations in Canada and the United States. As at March 31 2023, the Company has engaged third parties to provide investors relation services in Europe. The Company has an interest in an exploration and evaluation property located in the United States, for which it has incurred exploration costs during the year. These factors expose the Company to foreign currency exchange rate risk, which could have an adverse effect on the profitability of the Company. At this time, the Company currently does not have plans to enter into foreign-currency future contracts to mitigate this risk.

Interest Rate Risk

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

9. CAPITAL MANAGEMENT

The Company's capital structure consists of shareholders' equity. The Company's objective when managing capital is to maintain adequate levels of funding to support the development of its businesses and maintain the necessary corporate and administrative functions to facilitate these activities. This is done primarily through equity financing. Future financings are dependent on market conditions and there can be no assurance the Company will be able to raise funds in the future. There were no changes to the Company's approach to capital management during the year ended March 31, 2023. The Company is not subject to externally imposed capital requirements. The Company may raise additional debt or equity financing in the near future to meet its obligations.

10. COMMITMENTS

The Company is committed to certain payments if it chooses to retain its interest in certain exploration and evaluation assets as described in Note 4 and to the royalty agreement in Note 11.

11. SUBSEQUENT EVENTS

On April 3, 2023, the Company entered into a share purchase agreement with 2037881 Alberta Ltd to acquire all of the issued and outstanding shares of 2037881 Alberta Ltd.. The material assets of 2037881 Alberta Ltd are 23 claims totalling 20,060 hectares near Uranium City, Saskatchewan, Canada, known as the "Fusion Uranium Zone Project". The transaction was completed on April 13, 2023. Pursuant to the completion, the Company issued an aggregate of 20,000,000 common shares of the Company for a value of $4,050,000. In addition, 2037881 Alberta Ltd. signed a royalty agreement dated April 13, 2023, pursuant to which, the mineral claims comprising the Fusion Uranium Zone project are subject to a 3% production royalty in favour of the royalty holders (two of the selling of 2037881 Alberta Ltd shareholders). Under the purchase agreement, 2037881 Alberta Ltd has the right to buy back the royalty for $1,000,000 at any time. The acquisition will be accounted for as an asset acquisition and does not constitute a business combination under IFRS 3.