

Troy Minerals Inc.

Condensed Interim Financial Statements

For the three and six months ended November 30, 2022 and 2021

(Expressed in Canadian dollars)

(Unaudited)

NOTE TO READER

Under National Instrument 51-102, if an auditor has not performed a review of the interim financial statements, they must be accompanied by a note indicating that the interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim financial statements have been prepared by and are the responsibility of the management. The Corporation's independent auditor has not performed a review of these interim financial statements.

Troy Minerals Inc.
Condensed Interim Statements of Financial Position
(Expressed in Canadian dollars)

As at	Notes	November 30, 2022 (Unaudited) \$	May 31, 2022 (Audited) \$
ASSETS			
Current assets			
Cash and cash equivalents	4	145,421	612,492
Other receivables	5	13,932	762
Prepaid expenses and deposits		18,960	-
Total current assets		178,313	613,254
Exploration and evaluation asset	6	394,281	28,800
TOTAL ASSETS		572,594	642,054
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	7,9	35,824	20,458
Total liabilities		35,824	20,458
Equity			
Common shares	8,9	901,200	55,000
Obligation to issue securities	8	-	16,000
Reserves	9	-	730,200
Deficit		(364,430)	(179,604)
Total equity		536,770	621,596
TOTAL LIABILITIES AND EQUITY		572,594	642,054

Going concern (Note 1)

APPROVED BY THE BOARD:

“Rana Vig”

Director

“Gurdeep Bains”

Director

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

Troy Minerals Inc.

Condensed Interim Statements of Loss and Comprehensive Loss

(Expressed in Canadian dollars)

(Unaudited)

		For the three months ended November 30		For the six months ended November 30	
	Note	2022	2021	2022	2021
		\$	\$	\$	\$
Expenses					
Advertising and promotion		750	-	750	-
Management fees	9	15,000	30,000	30,000	60,000
Investor relations		6,000	-	6,000	-
Interest and bank charges		154	15	285	33
General and administrative		2,329	-	2,329	-
Professional fees	9	32,561	-	110,112	-
Transfer agent and regulatory fees		21,645	-	36,645	300
Total operating expenses		(78,439)	(30,015)	(186,121)	(60,333)
Other items					
Interest income		1,295	-	1,295	-
Net loss and comprehensive loss		(77,144)	(30,015)	(184,826)	(60,333)
Basic and Diluted loss per shares		(0.00)	(0.00)	(0.01)	(0.01)
Weighted average number of common shares outstanding – basic and diluted		34,979,707	6,875,250	26,753,429	6,875,250

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

Troy Minerals Inc.

Condensed Interim Statements of Changes in Equity

(Expressed in Canadian dollars)

(Unaudited)

	Number of shares	Common shares \$	Obligation to issue securities \$	Reserves \$	Deficit \$	Total \$
Balance May 31, 2021	6,875,250	55,000	484,700	245,500	(55,531)	729,669
Net loss for the period	-	-	-	-	(60,333)	(60,333)
Balance November 30, 2021	6,875,250	55,000	484,700	245,500	(115,864)	699,336
Balance as at May 31, 2022	6,875,250	55,000	16,000	730,200	(179,604)	621,596
Shares issued for option agreement finders' fee	2,000,000	16,000	(16,000)	-	-	-
Shares issued for property purchase	2,500,000	100,000	-	-	-	100,000
Shares issued for the conversion of special warrants	24,392,500	730,200	-	(730,200)	-	-
Net loss for the period	-	-	-	-	(184,826)	(184,826)
Balance November 30, 2022	35,767,750	901,200	-	-	(364,430)	536,770

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

Troy Minerals Inc.
Condensed Interim Statements of Cash Flows
(Expressed in Canadian dollars)
(Unaudited)

For the six months ended	November 30, 2022 \$	November 30, 2021 \$
OPERATING ACTIVITIES		
Net loss	(184,826)	(60,333)
Items not affecting cash:		
Interest income	(11)	-
Changes in non-cash working capital items:		
Prepaid expenses and deposits	(18,960)	-
Other receivables	(13,159)	-
Accounts payable and accrued liabilities	15,366	60,000
Cash used in operating activities	(201,590)	(333)
INVESTING ACTIVITIES		
Exploration and evaluation assets	(265,481)	-
Cash used in investing activities	(265,481)	-
Net change in cash and cash equivalents	(467,071)	(333)
Cash and cash equivalents, beginning of year	612,492	971,279
Cash and cash equivalents, end of period	145,421	970,946
Composition of cash and cash equivalents		
Cash	20,421	970,946
Cash Equivalents	125,000	-
Cash and Cash equivalents end of period	145,421	970,946
Supplemental Cash Flow Information		
Special warrants issued for which funds were previously received	-	484,700
Interest received	1,284	-
Shares issued for property purchase	100,000	-

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

Troy Minerals Inc.

Notes to the Condensed Interim Financial Statements

For the three and six months ended November 30, 2022 and 2021

(Expressed in Canadian dollars)

(Unaudited)

1. NATURE OF OPERATIONS AND GOING CONCERN

Troy Minerals Inc. (the “Company”) is a mining exploration company engaged in the identification, acquisition, evaluation and exploration of mineral properties. The Company was incorporated under the British Columbia Business Corporations Act as 1166469 BC Ltd. on May 31, 2018 and changed its name to Troy Minerals Inc. on April 20, 2022. The registered and records office of the Company is located at 1200 – 750 West Pender Street, Vancouver, Canada V6C 2T8. On September 2nd, 2022, the Company began trading on the Canadian Securities Exchange (“CSE”) under the symbol TROY.

The Company is dependent on raising funds through the issuance of shares and/or attracting joint venture partners in order to undertake further exploration to potentially identify mineral resources and resources requiring development of its mineral properties. Management believes that financing is available for early stage exploration and may be sourced in time to allow the Company to continue its current planned activities in the normal course.

On March 11, 2020, the outbreak of the novel strain of coronavirus specifically identified as “COVID-19” was declared a pandemic by the World Health Organization. The outbreak has resulted in governments worldwide enacting emergency measures to combat the spread of the virus which in turn have caused material disruption to business globally. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. Conditions surrounding COVID-19 continue to rapidly evolve and the efficacy of the government and central bank interventions is unknown at this time. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company in future periods.

These condensed interim financial statements have been prepared on a going concern basis, which contemplates the realization of assets and settlement of liabilities in the normal course of business. The Company had a loss of \$184,826 for the six months ended November 30, 2022.

The Company had cash and cash equivalents of \$145,421 on November 30, 2022, but management cannot provide any assurance that the Company will ultimately achieve profitable operations, become cash flow positive or raise additional equity and/or debt capital. If the Company is unable to raise additional capital in the future, management expects that the Company will need to curtail operations, liquidate assets, seek additional capital on less favorable terms and/or pursue other remedial measures. Management is aware, in making its assessment, of material uncertainties related to events or conditions that may cast significant doubt upon the Company’s ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty. The Company is dependent on raising capital through share issuances.

Troy Minerals Inc.

Notes to the Condensed Interim Financial Statements

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(Unaudited)

2. BASIS OF PREPARATION

Statement of Compliance

These condensed interim financial statements have been prepared in accordance International Accounting Standards (“IAS”) 34 Interim Financial Reporting using accounting policies consistent with the International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee for all periods presented. Accordingly, certain disclosures required in annual financial statements have been condensed or omitted. The financial statements were approved by the Board of Directors of the Company on January 30, 2023.

These condensed interim financial statements have been prepared on an accrual basis and are based on historical cost, except for certain financial instruments measured at fair value, as set out in the accounting policies in Note 3 of the audited financial statements for the year ended May 31, 2022. These condensed interim financial statements are presented in Canadian dollars which is the functional currency of the Company.

The preparation of condensed interim financial statements in accordance with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Company’s accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed below.

3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies followed by the Company are set out in Note 3 to the audited financial statements for the year ended May 31, 2022, and have been consistently followed in the preparation of these condensed interim consolidated financial statements.

4. CASH AND CASH EQUIVALENTS

Cash and cash equivalents consists of cash on hand and demand deposits with financial institutions, with original maturities of three months or less that are readily convertible to known amounts of cash and subject to an insignificant risk of change in value.

5. OTHER RECEIVABLES

As at	November 30, 2022		May 31, 2022	
Government sales tax receivable	\$	13,921	\$	762
Interest receivable		11		-
	\$	13,932	\$	762

Troy Minerals Inc.

Notes to the Condensed Interim Financial Statements

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6. EXPLORATION AND EVALUATION ASSET

	Green Gold Project	Tick Tock Project	Total
	\$	\$	\$
Balance at May 31, 2021	-	-	-
Exploration costs	28,800	-	28,800
Balance at May 31, 2022	28,800	-	28,800
Acquisition cost – cash	-	120,000	120,000
Acquisition cost – shares	-	100,000	100,000
Exploration costs	145,481	-	145,481
Balance at November 30, 2022	174,281	220,000	394,281

Green Gold Project

On April 25, 2022, the Company entered into an option agreement with 0902744 B.C. Ltd. (the “Optionor”), to acquire a 75% beneficial interest, subject to a 2% net smelter return (“NSR”) royalty, in twelve mineral claims located near Prince George, British Columbia that comprise the Green Gold Project (“the Property”). The Company may reduce the NSR royalty to 1% by making a \$1,500,000 payment to the Optionor at any time (the “1% NSR Repurchase”). The remaining NSR royalty may be purchased from the Optionor for \$5,000,000.

To exercise the option the Company must complete the following commitments:

- Incur a minimum of \$150,000 in exploration expenditures by December 31, 2022;
- Pay the Optionor \$50,000 either in cash or by the issuance of common shares of the Company, and incur an additional \$300,000 in exploration expenditures by December 31, 2023;
- Pay \$50,000 in cash or by the issuance of common shares of the Company, and incur an additional \$550,000 in exploration expenditures by December 31, 2024;
- Pay \$100,000 in cash or by the issuance of common shares of the Company, and incur an additional \$1,000,000 in exploration expenditures by December 31, 2025;
- Pay \$100,000 in cash or by the issuance of common shares of the Company, and incur an additional \$1,000,000 in exploration expenditures by December 31, 2026; and
- Pay \$200,000 in cash or by the issuance of common shares of the Company, and incur an additional minimum \$2,000,000 in exploration expenditures by December 31, 2027.

If expenditure requirements are not met, the balance must be paid in cash to the Optionor within 30 days of the end of the applicable period.

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6. EXPLORATION AND EVALUATION ASSET (Continued)

Upon the exercise of the option, the Company is required to pay an advance minimum royalty (the “AMR”) of \$100,000 per year from 2029 to 2033. The AMR will increase to \$300,000 per year from 2034 and onward. If the 1% NSR Repurchase has been made, the AMR payments are reduced by 50%.

The Company may acquire the remaining 25% beneficial interest in the Property, by paying \$1,200,000 in cash or the equivalent of \$1,200,000 in common shares of the Company. This payment increases by \$100,000 every 12 months, in the event that the option is not exercised by April 11, 2027, for a maximum amount payable of \$5,000,000.

In conjunction with the option agreement, the Company issued 2,000,000 shares as finders fees. The fair value of the shares is estimated to be \$16,000 based on the Company’s only private placement of common shares and has been included as acquisition costs.

Tick Tock Project

On September 27, 2022, the Company entered into a property purchase agreement to purchase the Tick Tock Property from Rockbridge Resources Inc. in exchange for cash consideration of \$120,000 and issuance of 2,500,000 common shares at \$0.04 per share of the Company. The 1065-hectare Ticktock Property is located within the Golden Triangle region of British Columbia, Canada. Rockbridge Resources Inc. is a company controlled by the President of the Company.

7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

As at	November 30, 2022		May 31, 2022
Accounts payable	\$	21,443	\$ 5,875
Accrued liabilities		14,381	14,583
	\$	35,824	\$ 20,458

8. SHARE CAPITAL

Authorized share capital

The Company has authorized an unlimited number of common shares with no par value.

On October 12, 2022, the Company completed a forward split of its shares on the basis of 2.5 new shares for each one share outstanding (the “Forward Split”). Except where otherwise indicated, all historical share numbers and per share amounts have been adjusted on a retroactive basis to reflect the Forward Split.

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8. SHARE CAPITAL (Continued)

Shares issued

For the six months ended November 30, 2022

On July 20, 2022, the Company issued 2,000,000 common shares with a fair value of \$16,000 to a director as a finder's fee for the acquisition of the Green Gold property (Note 6 and Note 9).

On August 31, 2022, the Company issued 24,392,500 common shares for the deemed exercise of 24,392,500 special warrants upon obtaining a receipt for a final prospectus qualifying the distribution of the shares. Upon exercise, \$730,200 was reallocated from reserves to share capital.

On September 29, 2022, the Company issued 2,500,000 common shares at \$0.04 per share with fair value of \$100,000 to Rockbridge Resources Inc for the acquisition of the Tick Tock Property (Note 6 and Note 9).

For the six months ended November 30, 2021

No common shares were issued during the period.

Warrants

A summary of the warrant activity for the six months ended November 30, 2022 and the year ended May 31, 2022 is as follows:

	Six months ended November 30, 2022	Year ended May 31, 2022
	Number of warrants	Number of warrants
Balance, beginning of period	24,392,500	12,275,000
Issued	-	12,117,500
Exercised	(24,392,500)	-
Balance, end of period	-	24,392,500

On May 31, 2022, the Company completed a private placement of 12,117,500 special warrants at a price of \$0.04 per warrant for gross proceeds of \$484,700, all of which were received during the year ended May 31, 2021. Each special warrant, upon exercise, will entitle the holder to acquire one common share without payment of additional consideration and without further action on the part of the holder. Each special warrant will be automatically deemed to be exercised at 4:00pm (Vancouver time) on the earlier of (a) May 31, 2023, and (b) the fifth business day after the Company obtains a receipt for a final prospectus qualifying the distribution of the shares.

Upon issuance, the special warrants were recorded at their fair value which is based on the amount of cash subscriptions received. The special warrants were deemed to be exercised on August 31, 2022 and 12,117,500 common shares were issued.

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9. RELATED PARTY TRANSACTIONS

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 members of the Company's Board of Directors and President.

During the six months ended November 30, 2022, the Company incurred management fees of \$30,000 (2021 - \$60,000) to a company controlled by the President, and professional fees of \$18,972 (2021 - \$nil) to a company controlled by the Chief Financial Officer (the "CFO").

During the three months ended November 30, 2022, the Company incurred management fees of \$15,000 (2021 - \$30,000) to a company controlled by the President, and professional fees of \$7,823 (2021 - \$nil) to a company controlled by the Chief Financial Officer (the "CFO").

On July 20, 2022, the Company issued 2,000,000 common shares to a director as a finder's fee for the acquisition of the Green Gold property of \$16,000 (Note 6).

On September 29, 2022, the Company acquired Tick Tock Property from a company controlled by the President, for share consideration of 2,500,000 shares at \$0.04 per share and cash consideration of \$120,000.

As at November 30, 2022, accounts payable and accrued liabilities included \$10,000 (May 31, 2022 - \$10,000) payable to a company controlled by the President, and \$3,466 (May 31, 2022 - \$Nil) payable to a Company controlled by the CFO.

10. CAPITAL MANAGEMENT

The Company manages its capital, consisting of share and working capital, in a manner consistent with the risk characteristic of the assets it holds. All sources of financing are analyzed by management and approved by the board of directors.

There were no significant changes in the Company's approach or the Company's objectives and policies for managing its capital.

As at November 30, 2022, the Company's capital structure consists of the equity of the Company. The Company is not subject to any externally imposed capital requirements. In order to maximize ongoing development efforts, the Company does not pay dividends.

As at November 30, 2022, the Company's available capital resources, consists of cash and cash equivalents of \$145,421 (May 31, 2022 - \$612,492). As at November 30, 2022, the Company's total current liabilities were \$35,824 (May 31, 2022 - \$20,458).

Troy Minerals Inc.

Notes to the Condensed Interim Financial Statements

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(Expressed in Canadian dollars)

(Unaudited)

11. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's financial assets consist of cash in bank and its financial liabilities consist of accounts payable and accrued liabilities. The Company is not exposed to significant interest, currency or credit risks arising from these financial instruments. The fair value of these financial instruments approximates their carrying value, unless otherwise noted due to their short-term nature.

Financial instrument classification

IFRS 13 establishes a fair value hierarchy that prioritizes the input to valuation techniques used to measure fair value as follows:

Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets and liabilities;

Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. directly from prices); and

Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Financial assets included in the statement of financial position are as follows:

	Level in fair value hierarchy	November 30, 2022	May 31, 2022
FVTPL:			
Cash and cash equivalents	Level 1	\$ 145,421	\$ 612,492
		\$ 145,421	\$ 612,492

Financial instrument classification

Financial liabilities included in the statement of financial position are as follows:

	Level in fair value hierarchy	November 30, 2022	May 31, 2022
Amortized cost:			
Accounts payable		\$ 21,443	\$ 5,875
Accrued liabilities		14,381	14,583
		\$ 35,824	\$ 20,458

Troy Minerals Inc.

Notes to the Condensed Interim Financial Statements

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(Unaudited)

11. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (Continued)

Credit risk

The Company's credit risk is primarily attributable to cash and receivables. The Company has no significant concentration of credit risk arising from operations. Management believes that the credit risk concentration with respect to financial instruments included in amounts receivable is remote.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it has sufficient working capital to meet liabilities when due. As at November 30, 2022, the Company has cash and cash equivalents of \$145,421 to settle current liabilities of \$35,824. All of the Company's financial liabilities have contractual maturities of 30 days and are subject to normal trade terms.