Troy Minerals Inc.

Financial Statements
For the years ended May 31, 2023 and 2022
(Expressed in Canadian dollars)

BFBorgers CPA PC
Certified Public Accountants

INDEPENDENT AUDITOR'S REPORT

To the Shareholders and the Board of Directors of Troy Minerals Inc.

Opinion

We have audited the financial statements of Troy Minerals Inc. (the "Company"), which comprise the statement of financial position as at May 31, 2023, and 2022 and the statement of loss and comprehensive loss, changes in equity and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at May 31, 2023, and 2022 and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards ("Canadian GAAS"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the financial statements, which indicates that the Company incurred significant operating losses since inception and has an accumulated deficit of $484,282 as at May 31, 2023. For the year ended May 31, 2023, the Company incurred a net loss and comprehensive loss of $304,678. As stated in Note 1, these events or conditions indicate that material uncertainties exist 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 Matters

Key audit matters are those matters, that in our professional judgement, were of most significance in our audit of the financial statements of the year ended May 31, 2023. In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matter described below to be a key audit matter to be communicated in our report. This matter was addressed in the context of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on this matter.

Recoverability of Exploration and Evaluation Assets

As disclosed in Note 6 of the financial statements, the carrying value of Exploration and Evaluation Assets as of May 31, 2023, amounts to $458,338, representing a significant asset of the Company. Refer to Note 3 and Note 4 of the financial statements for a description of the accounting policy and significant judgments applied to Exploration and Evaluation Assets.

At each reporting period end, management applies judgment in assessing whether there are any indicators of impairment relating to mining claims and exploration costs of the mineral properties. If there are indicators of impairment, the recoverable amount of the related asset is estimated in order to determine the extent of any impairment. Indicators of impairment may include (i) the period during which the entity has the right to explore in the specific area has expired during the year or will expire in the near future and is not expected to be renewed; (ii) substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned; (iii) exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area; and (iv) sufficient data exists to indicate that the carrying amount of the mining claims and deferred exploration costs is unlikely to be recovered in full from successful development or by sale. No impairment indicators were identified by management as at May 31, 2023.

Why the matter was determined to be a key audit matter

We considered this a key audit matter due to (i) the significance of the mining claims and exploration costs balance and (ii) the judgments made by management in its assessment of indicators of impairment related to mining claims and exploration costs, which have resulted in a high degree of subjectivity in performing audit procedures related to these judgments applied by management.

How the matter was addressed in the audit

We have evaluated management's assessment of impairment indicators per IFRS 6 Exploration for and Evaluation of Mineral Resources, including but not limited to:

- Reviewing the Company's rights to explore in the relevant exploration areas and assessing whether the rights to tenure remained current at balance date;
- Considering the status of the relevant exploration areas by holding discussions with management, and reviewing the Company's directors' minutes to evidence continued and planned substantive expenditures for the ongoing exploration and evaluation of the mineral properties;
- Assessing whether any data exists to suggest that the carrying value of the Exploration and Evaluation assets is unlikely to be recovered through development or sale; and
- Assessing the adequacy of the related disclosures in Note 3, Note 4 and Note 6 to the financial statements.

Other Information

Management is responsible for the other information. The other information comprises the information included in the Management's Discussion and Analysis filed with the relevant Canadian securities commissions.

Our opinion on the financial statements does not cover the other information and we do not and will 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 identified above 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 in this auditor's report. 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 IFRS, 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 GAAS 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 GAAS, 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.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings 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 consolidated 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 Ben Borgers.

B F Borgers CPA PC

September 27, 2023

Lakewood, Colorado, USA

Troy Minerals Inc.

Statements of Financial Position

(Expressed in Canadian dollars)

		As at	
	Notes	**May 31, 2023** **$**	May 31, 2022 $
ASSETS			
Current assets			
Cash	**12**	**45,424**	612,492
Other receivables	**5**	**17,436**	762
Prepaid expenses and deposits		**12,294**	-
Total current assets		**75,154**	613,254
Non-current assets			
Exploration and evaluation assets	**6**	**458,338**	28,800
Reclamation bond	**6, 12**	**101,978**	-
TOTAL ASSETS		**635,470**	642,054
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current liabilities			
Accounts payable and accrued liabilities	**7**	**35,452**	10,458
Amounts owing to related parties	**10**	**49,995**	10,000
Total liabilities		**85,447**	20,458
Shareholders' equity			
Common shares	**8,10**	**1,439,305**	55,000
Subscription receivable	**8**	**(405,000)**	-
Obligation to issue securities	**8**	**-**	16,000
Reserves	**8**	**-**	730,200
Accumulated deficit		**(484,282)**	(179,604)
Total equity		**550,023**	621,596
TOTAL LIABILITIES AND EQUITY		**635,470**	642,054

Going concern (Note 1)
Subsequent events (Note 13)

APPROVED BY THE BOARD:

"Rana Vig"
Director

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

Troy Minerals Inc.
Statements of Loss and Comprehensive Loss
(Expressed in Canadian dollars)

		For the years ended	
	Note	**May 31, 2023**	May 31, 2022
Operating expenses			
Professional fees	**10**	**$ 175,257**	$ 6,186
Management fees	**10**	**60,000**	117,500
Transfer agent and regulatory fees		**51,135**	300
Investor relations		**10,000**	-
General and administrative		**9,257**	-
Consulting fees		**525**	-
Interest and bank charges		**388**	87
Operating loss		**$ (306,562)**	$ (124,073)
Other expenses			
Interest income		**$ 2,039**	-
Exchange gain (loss)		**(155)**	-
Net loss and comprehensive loss		**$ (304,678)**	$ (124,073)
Loss per share – basic and diluted		**$ (0.01)**	$ (0.02)
Weighted average number of common shares outstanding – basic and diluted		**28,610,716**	6,875,250

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

Troy Minerals Inc.

Statements of Changes in Equity

(Expressed in Canadian dollars)

	Number of shares	Common shares $	Obligation to issue securities $	Common share subscriptions receivable $	Reserves $	Deficit $	Total equity $
Balance, May 31, 2021	**6,875,250**	**55,000**	**484,700**	**-**	**245,500**	**(55,531)**	**729,669**
Finder's fee for option agreement	-	-	16,000	-	-	-	16,000
Issuance of special warrants	-	-	(484,700)	-	484,700	-	-
Net loss for the year	-	-	-	-	-	(124,073)	(124,073)
Balance, May 31, 2022	**6,875,250**	**55,000**	**16,000**	**-**	**730,200**	**(179,604)**	**621,596**
Common shares issued for mineral property option agreement finders' fees	2,000,000	16,000	(16,000)	-	-	-	-
Common shares issued for property purchase	2,500,000	100,000	-	-	-	-	100,000
Common shares issued in private placement	5,400,000	540,000	-	(405,000)	-	-	135,000
Conversion of special warrants	24,392,500	730,200	-	-	(730,200)	-	-
Share issuance costs	-	(1,895)	-	-	-	-	(1,895)
Net loss for the year	-	-	-	-	-	(304,678)	(304,678)
Balance, May 31, 2023	**41,167,750**	**1,439,305**	**-**	**(405,000)**	**-**	**(484,282)**	**550,023**

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

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

For the years ended May 31,	2023 $	2022 $
OPERATING ACTIVITIES		
Net loss for the year	**(304,678)**	(124,073)
Changes in non-cash working capital items:		
Prepaid expenses and deposits	**(12,294)**	-
Other receivables	**(16,674)**	(762)
Accounts payable and accrued liabilities	**62,674**	(29,542)
Net cash used in operating activities	**(270,972)**	(154,377)
INVESTING ACTIVITIES		
Acquisition exploration and evaluation assets	**(154,922)**	(12,800)
Exploration and evaluation expenses	**(174,196)**	-
Acquisition of reclamation bond	**(101,978)**	-
Net cash used in investing activities	**(431,096)**	(12,800)
FINANCING ACTIVITIES		
Proceeds from issuance of common shares	**135,000**	-
Subscriptions refunded	**-**	(191,610)
Net cash provided by (used in) financing activities	**135,000**	(191,610)
Net change in cash	**(567,068)**	(358,787)
Cash, beginning of year	**612,492**	971,279
Cash, end of year	**45,424**	612,492

Supplemental Cash Flow Information	**$**	**$**
Interest received	2,039	-
Common share subscriptions receivable	405,000	-
Common shares issued for acquisition of exploration and evaluation assets	100,000	-
Reallocated from reserves to share capital upon conversion of special warrants	730,200	-
Share issuance costs included in accounts payable	1,895	-
Exploration and evaluation expenses in accounts payable	420	-
Special warrants issued for which funds were previously received	-	484,700
Fair value of common shares to be issued as finder’s fees for mineral property	-	16,000

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Troy Minerals Inc. (the "Company") is a mining exploration company engaged in the identification, acquisition, exploration and evaluation 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 2, 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.

These 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. For the year ended May 31, 2023, the Company had a net loss and comprehensive loss of $304,678 (2022 - $124,073), and as at May 31, 2023, the Company had an accumulated deficit of $484,282 (2022 - $179,604) and a working capital deficit of $10,293 (2022 – surplus of $592,796).

The Company had cash of $45,424 at May 31, 2023, 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.

2. STATEMENT OF COMPLIANCE AND BASIS OF PREPARATION

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 for all periods presented. The significant accounting policies set out in Note 3 have been applied consistently to the years presented in these financial statements. The financial statements were reviewed, approved, and authorized for issuance by the Board of Directors of the Company on September 27, 2023.

Certain prior year amounts have been reclassified for consistency with current period presentation. These reclassifications had no effect on the reported results of operations or cash flow.

2. STATEMENT OF COMPLIANCE AND BASIS OF PREPARATION (CONTINUED)

These financial statements have been prepared based on historical cost, except for certain financial instruments measured at fair value, as set out in the accounting policies in Note 3. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information. The financial statements are presented in Canadian dollars which is the functional currency of the Company.

The preparation of 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. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Exploration and evaluation assets

Upon acquiring the legal right to explore a property, costs related to the acquisition, exploration and evaluation are capitalized by property. Costs incurred prior to obtaining the legal rights to explore a property are recognized as an expense in the period in which they are incurred.

Exploration and evaluation expenditures include the costs of acquiring licenses and costs associated with exploration and evaluation activity. Option payments are considered acquisition costs provided that the Company has the intention of exercising the underlying option. Property option agreements are exercisable entirely at the option of the optionee. Therefore, option payments (or recoveries) are recorded when payment is made (or received) and are not accrued.

Exploration and evaluation expenditures are capitalized. The Company capitalizes costs to specific blocks of claims or areas of geological interest. 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 tested for impairment if facts or circumstances indicate that impairment exists. Examples of such facts and circumstances are as follows:

- the period for which the Company has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed;
- substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned;
- exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area; and
- sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Exploration and evaluation assets (Continued)

After technical feasibility and commercial viability of extracting a mineral resource are demonstrable, the Company stops capitalizing expenditures for the applicable block of claims or geological area of interest and tests the asset for impairment. The capitalized balance, net of any impairment recognized, is then reclassified to either tangible or intangible mine development assets according to the nature of the asset.

Impairment of non-financial assets

At the end of each reporting period, the Company's assets are reviewed to determine whether there is any indication that those assets may be impaired. If such an indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. 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. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss for the period.

For an asset that does not generate largely independent cash flows, the recoverable amount is determined for the cash generating unit to which the asset belongs. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset in prior years. A reversal of an impairment loss is recognized immediately on the statement of comprehensive loss/income.

Equity

Instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares, warrants and stock options are classified as equity instruments. Incremental costs directly attributable to the issue of new equity instruments are shown in equity as a deduction, net of tax, from the proceeds. In the event that the financing is not completed, these costs are expensed to profit or loss.

The Company has adopted a residual value method with respect to the measurement of common shares and warrants issued as private placement units. The fair value of the common shares issued is first measured, based on the bid price on the date the units are priced, and then the residual value of the proceeds is allocated first to flow-through share premium liability (if any) and then to the warrants (if any).

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income taxes

Deferred tax is provided, using the liability method, on all temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on the tax rates that have been enacted or substantively enacted at the end of each reporting date.

Tax relating to items recognized directly in equity is recognized in equity and not in profit or loss.

Loss per share

The Company presents basic and diluted loss per share data for its common shares. Basic loss per share is calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the reporting period. The calculation of diluted earnings per share takes into account the potential impact of the exercise of all dilutive instruments. If necessary, net profit is also adjusted for the interest expense, net of tax, relating to these instruments. For the years ended May 31, 2023 and 2022, potentially dilutive common shares issuable upon the exercise of warrants were not included in the computation of loss per share because their effect was anti-dilutive.

Financial instruments

Financial instruments are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are not offset unless the Company has the legal right to offset and intends to settle on a net basis or settle the asset and liability simultaneously.

Financial instruments are classified as either fair value through profit or loss (“FVTPL”), fair value through other comprehensive income (loss) (“FVTOCI”) or at amortized cost. The Company determines the classification of its financial assets at initial recognition.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

The Company's financial assets include cash in the bank and bonds held with the Wyoming Department of Environmental Quality.

Measurement

Financial assets at FVTOCI

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

Financial assets and liabilities at amortized cost

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

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transactions costs expensed in the statements of net loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are recorded in the statements of net loss in the period in which they arise.

Impairment of financial assets at amortized cost

The Company recognized 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's credit risk 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, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Derecognition

Financial assets

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

Financial liabilities

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. Generally, the difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in the statements of net loss, unless the transaction is with a party acting in the capacity of a shareholder.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

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

In the future, actual experience may differ from these estimates and assumptions. The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income in the year of the change, if the change affects that year only, or in the year of the change and future years, if the change affects both. Information about critical estimates and judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognizes in the financial statements are discussed below.

Judgments

Going concern

The Company’s ability to execute its strategy by funding future working capital requirements requires judgment. Estimates and assumptions are continually evaluated and are based on historical experience and other factors, such as expectations of future events that are believed to be reasonable under the circumstances.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (CONTINUED)

Judgments (Continued)

Impairment of exploration and evaluation assets

The application of the Company's accounting policy for exploration and evaluation assets requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. Management considers both internal and external sources of information when making the assessment of whether there are indications of impairment, including geological and metallurgic information, economic assessments and/or studies, future exploration programs budgeted or planned, and permitting. If, after the expenditure is capitalized, information becomes available suggesting that the recovery of the expenditure is unlikely, the amount capitalized is written off in the profit or loss in the period the new information becomes available.

Estimates and assumptions

Economic recoverability and probability of future economic benefits of exploration and evaluation assets

The Company is in the process of exploring and evaluating its exploration and evaluation assets and has not yet determined whether the properties contain mineral reserves that are economically recoverable. The recoverability of the amounts shown for exploration and evaluation assets is dependent upon the existence of economically recoverable mineral reserves, the ability of the Company to obtain necessary financing to complete the development of those mineral reserves and upon future production or proceeds from the disposition thereof.

Management has assessed each of its mineral assets based on their exploration potential and has determined that no exploration and evaluation assets were impaired.

5. OTHER RECEIVABLES

As at		**May 31, 2023**		May 31, 2022
Government sales tax receivable	$	**17,436**	$	762
	$	**17,436**	**$**	762

(Expressed in Canadian dollars)

6. EXPLORATION AND EVALUATION ASSET

	Green Gold Project	Tick Tock Project	Lake Owen 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	34,922	154,922
Acquisition cost – shares	-	100,000	-	100,000
Exploration costs	174,196	-	420	174,616
Balance at May 31, 2023	**202,996**	**220,000**	**35,432**	**458,338**

Lake Owen Project (formerly the SW2 Property)

On February 13, 2023 (the "Lake Owen Effective Date"), the Company entered into an option agreement with Wyoming Mines Inc.("Wyoming"), to acquire a 100% undivided interest, subject to a 2.5% net smelter return ("NSR") royalty, in 91 mineral claims located approximately 50km southwest of Laramie, Wyoming.

To exercise the option, the Company must issue cash payments totaling USD$500,000 and incur a total of USD$1,000,000 in exploration expenditures on the Lake Owen Property before February 13, 2028, as outlined below:

(i) Payment of USD$500,000 in cash to Wyoming as follows;

A. USD$25,000 within three business days of the Lake Owen Effective date (paid);
B. USD$25,000 on or before the first anniversary of the Lake Owen Effective Date;
C. USD$25,000 on or before the second anniversary of the Lake Owen Effective Date;
D. USD$25,000 on or before the third anniversary of the Lake Owen Effective Date;
E. USD$100,000 on or before the fourth anniversary of the Lake Owen Effective Date; and
F. USD$300,000 on or before the fifth anniversary of the Lake Owen Effective Date.

(ii) Incur US$1,000,000 in Expenditures on the Lake Owen Property as follows:

A. USD$100,000 on or before the first anniversary of the Lake Owen Effective Date;
B. USD$200,000 on or before the second anniversary of the Lake Owen Effective Date;
C. USD$200,000 on or before the third anniversary of the Lake Owen Effective Date;
D. USD$200,000 on or before the fourth anniversary of the Lake Owen Effective Date; and
E. USD$300,000 on or before the fifth anniversary of the Lake Owen Effective Date.

The 2.5% NSR will be reduced to 1% by issuing a cash payment of US$2,000,000 Wyoming at any time prior to the earlier of:

(i) the commencement of commercial production on the Lake Owen Property; and
(ii) February 13, 2033.

6. EXPLORATION AND EVALUATION ASSET (CONTINUED)

Lake Owen Project (Continued)

In addition to the 2.5% NSR, upon exercise of the option, the Company will have been deemed to have granted Wyoming a production royalty in the amount of USD$0.01 per pound of vanadium produced on the Lake Owen Property (the "Production Royalty"). The Production Royalty will only be in the event the mineral resource, as defined in National Instruments 43-101 ("NI 34-101") and reported in a technical report prepared in compliance with NI 43-101, on the Lake Owen Property, in no less than 1 (one) billion pounds of vanadium in the measured and indicated category.

Under the terms of the agreement, the Company is also obligated to make bonus payments to Wyoming in the amount of USD$100,000 upon establishing a mineral resource, on the Lake Owen Property, and to make further bonus payments of USD$250,000 upon the Company receiving a feasibility study, as defined in NI 43-101.

The Company has met all of its obligations in respect of the Lake Owen Property to date.

As at May 31, 2023, the Company holds a reclamation bond with the Wyoming Department of Environmental Quality of $101,978 (USD $74,500) (2022- $nil) related to the Lake Owen Property.

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 of the Company. During the year ended May 31, 2023, the Company paid the cash consideration of $120,000 and issued 2,500,000 common shares at a fair value of $100,000 (Note 10). The 1,065-hectare Tick Tock 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.

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 "Green Gold 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 repurchased from the Optionor for $5,000,000.

On May 10, 2023, the Company entered into an amendment agreement (the "Amendment Agreement") extending the due date of all of the option exercise requirements by one year, apart from the minimum expenditures required to keep the property option in good standing.

6. EXPLORATION AND EVALUATION ASSET (CONTINUED)

Green Gold Project (Continued)

To exercise the option, per the Amendment Agreement, the Company must:

a) Pay the Optionor $50,000 either in cash or by the issuance of common shares of the Optionee (“Shares”) at the sole option of the Optionee, and incur an additional minimum of $300,000 in Exploration Expenditures by December 31, 2024;

b) Pay the Optionor an additional $50,000 either in cash or by the issuance of Shares at the sole option of the Optionee, and incur an additional minimum of $550,000 in Exploration Expenditures by December 31, 2025;

c) Pay the Optionor an additional $100,000 either in cash or by the issuance of Shares at the sole option of the Optionee, and incur an additional minimum of $1,000,000 in Exploration Expenditures by December 31, 2026;

d) Pay the Optionor an additional $100,000 either in cash or by the issuance of Shares at the sole option of the Optionee, and incur an additional minimum of $1,000,000 in Exploration Expenditures by December 31, 2027; and

e) Pay the Optionor an additional $200,000 either in cash or by the issuance of Shares at the sole option of toe Optionee, and incur an additional minimum of $2,000,000 in Exploration Expenditures by December 31, 2028;

f) Incur a minimum of $150,000 in Exploration Expenditures by December 31, 2022 (the “First Due Date”), the incurring of such initial Exploration Expenditures by the Optionee being a mandatory expenditure irrespective of whether the Optionee determines to proceed with the Option;

g) Incur the minimum Exploration Expenditures required, on or before December 31, 2023, and submit appropriate filing and reports to keep the Property in good standing until June 2025, the incurring of such exploration expenditures by the Optionee being mandatory expenditures irrespective of whether the Optionee determines to proceed with the Option.

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.

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, AMR payments are reduced by 50%.

(Expressed in Canadian dollars)

6. EXPLORATION AND EVALUATION ASSET (CONTINUED)

Green Gold Project (Continued)

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 during the year ended May 31, 2023. The fair value of the shares was estimated to be $16,000 based on the Company's only private placement of common shares at the time and has been included as acquisition costs (Note 8 and 10).

7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Year ended May 31,		**2023**		2022
Accounts payable	$	**9,914**	$	5,875
Accrued liabilities		**75,533**		14,583
	$	**85,447**	**$**	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.

Issued share capital

Year-ended May 31, 2023

On July 20, 2022, the Company settled the prior year obligation to issue shares by issuing 2,000,000 common shares with a fair value of $16,000 to a director of the Company as a finder's fee for the acquisition of the Green Gold property (Note 6 and 10).

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.

8. SHARE CAPITAL (CONTINUED)

Issued share capital (Continued)

Year-ended May 31, 2023 (Continued)

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 10).

On May 31, 2023, the Company closed a non-brokered private placement issuing 5,400,000 units of the Company at a price of $0.10 per unit for gross proceeds of $540,000. Each unit consists of one common share and one transferable share purchase warrant of the Company. Each warrant is exercisable for one common share of the Company at a price of $0.13 for a period of 24 months following the closing of the offering. The Company incurred share issuance costs of $1,895 in relation to this private placement. All securities issued are subject to a four-month hold period expiring October 1, 2023.

As at May 31, 2023, the Company received $135,000 in relation to this private placement. The remaining $405,000 is recognized as subscriptions receivable in the statement of changes in equity as at May 31, 2023, and was received on June 1, 2023.

Year-ended May 31, 2022

No common shares were issued during the year ended May 31, 2022.

Equity incentive plan

The Company's equity incentive compensation plan (the "Equity Incentive Plan") was adopted by the board of directors on May 10, 2023, and permits the grant of stock options, share appreciation rights (SARs), restricted share units (RSUs), deferred share units (DSUs) and performance share units (PSUs).

The aggregate number of shares issuable pursuant to stock options issued under the Equity Incentive Plan may not exceed 10% of the then issued and outstanding shares of the Company on a rolling basis. The maximum number of shares issuable pursuant to SARs, RSUs, DSUs and PSUs issued under the Plan shall not exceed an aggregate of 3,576,775.

All terms and conditions of the instruments granted under the Equity Incentive Plan, including but not limited to the grant price, exercise price, issue price and vesting conditions, shall be determined by the board of directors at the time of grant.

(Expressed in Canadian dollars)

8. SHARE CAPITAL (CONTINUED)

Warrants

A summary of the warrant activity for the years ended May 31, 2023 and 2022 is as follows:

Year ended May 31,	**2023**	2022
	Number of warrants	Number of warrants
Balance, beginning of year	**24,392,500**	12,275,000
Exercised	**(24,392,500)**	-
Issued	**5,400,000**	12,117,500
Balance, end of year	**5,400,000**	24,392,500

The weighted average exercise price of the warrants outstanding at May 31, 2023, is $0.13. As at May 31, 2023, the weighted average remaining life is 2 years.

Year-ended May 31, 2023

On May 31, 2023, the Company completed a non-brokered private placement issuing 5,400,000 units at a price of $0.10 per unit for gross proceeds of $540,000. Each unit is comprised of one common share and one warrant, resulting in the issuance of 5,400,000 warrants. Each warrant is exercisable for one common share of the Company at a price of $0.13 for a period of 24 months following the closing of the offering. A value of $nil was allocated to the warrants using the residual value method.

Year-ended May 31, 2022

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. Each special warrant, upon exercise, entitled 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 was 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 of $484,700 which is based on the amount of cash subscriptions received.

(Expressed in Canadian dollars)

9. INCOME TAXES

Year ended May 31,	**2023** $	2022 $
Loss before tax	**(304,678)**	(124,073)
Statutory tax rate	**26.5%**	26.5%
Expected tax recovery	**(80,740)**	(32,879)
Nondeductible items	**378**	-
Financing fees charged to equity	**(502)**	-
Change in unrecognized deductible temporary differences	**80,864**	32,879
Tax income tax recovery	**-**	-

The significant components of deferred income tax assets at May 31, 2023 and 2022 are as follows:

As at May 31,	**2023** $	2022 $
Non-capital losses	**123,420**	47,595
Share issuance costs	**402**	-
Less: Unrecognized deferred tax asset	**(123,822)**	(47,595)
Net deferred tax assets	**-**	-

The significant components of the Company's temporary differences and unused tax losses that have not been included on the consolidated statement of financial position are as follows:

	May 31, 2023 ($)	**Expiry date**	**May 31, 2022 ($)**	**Expiry date**
Non-capital losses available for future periods	465,735	2041 to 2043	179,604	2041 to 2042
Share issue costs	1,516	2024 to 2027	-	-

The potential future tax benefits of these expenses and losses carried-forward have not been reflected in these financial statements due to the uncertainty regarding their ultimate realization. Tax attributes are subject to review, and potential adjustment by tax authorities

10. RELATED PARTY TRANSACTIONS

Key management personnel include those people who have 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 corporate officers.

During the year ended May 31, 2023, the Company incurred management fees of $60,000 (2022 - $117,500) to a company controlled by the President, professional fees of $32,052 (2022 - $nil) to a company controlled by the former Chief Financial Officer (the "CFO") and $8,169 (2022 - $nil) to a former director of the Company, respectively.

On July 20, 2022, the Company settled the prior year obligation to issue shares by issuing 2,000,000 common shares to a director of the Company as a finder's fee for the acquisition of the Green Gold property of $16,000 (Note 6 and 8).

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

As at May 31, 2023, accounts payable and accrued liabilities included $40,000 (2022 - $10,000) payable to a company controlled by the President, $1,826 (May 31, 2022 - $nil) payable to a Company controlled by the former CFO, and $8,169 payable to a former director of the Company (May 31, 2022 - $nil).

11. CAPITAL MANAGEMENT

The Company's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

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 May 31, 2023, 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 May 31, 2023, the Company's available capital resources consists of cash of $45,424 (2022 - $612,492). As at May 31, 2023, the Company's total current liabilities were $85,447 (2022 - $20,458).

(Expressed in Canadian dollars)

12. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's financial assets consist of cash in bank and a reclamation bond. 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

Judgments and estimates are made in determining the fair values of the financial instruments that are recognized and measured at fair value in the consolidated financial statements. To provide an indication of the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standards. An explanation of each level is as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs other than quoted prices included within Level 1, that are observable for the asset or liability either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

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

	Level in fair value hierarchy	May 31, 2023	May 31, 2022
FVTPL:			
Cash	Level 1	$ 45,424	$ 612,492
Reclamation bond	Level 2	101,978	-
		$ 147,402	$ 612,492

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

	May 31, 2023	May 31, 2022
Amortized cost:		
Accounts payable and accrued liabilities	$ 85,447	$ 20,458
	$ 85,447	$ 20,458

12. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (CONTINUED)

Credit risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. 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

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity risk is to ensure that it has sufficient working capital to meet liabilities when due. As at May 31, 2023, the Company has cash of $45,424 to settle current liabilities of $85,447. All of the Company's financial liabilities have contractual maturities of 30 days and are subject to normal trade terms.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

a) Interest rate risk

Interest rate risk is the risk that future cash flows will fluctuate because of changes in market interest rates. The Company does not hold any variable rate debt or investments in publicly traded securities as at May 31, 2023. The interest earned on cash is insignificant and the Company does not rely on interest to fund its operations. As a result, the Company is not exposed to significant interest rate risk.

b) Foreign currency risk

Currency risk is the risk that changes in foreign exchange rates may have an effect on future cash flows associated with financial instruments. As at May 31, 2023, the Company is exposed to foreign currency risk on its reclamation bond that is denominated in foreign currency.

c) Price risk

The Company is exposed to price risk with respect to commodity prices. The Company's ability to raise capital to fund exploration and development activities is subject to risks associated with fluctuations in the market price of commodities.

The Company closely monitors those prices to determine the appropriate course of action. There can be no assurance that the Company can exit its position, if required, resulting in proceeds approximating the carrying value of the investment.

13. SUBSEQUENT EVENTS

- On August 3, 2023, the Company entered into a sale agreement to purchase 100% of the Lac Jaques mineral claims for the following consideration:
  - Common shares of the Company valued at $50,000, based on the day average closing share price on the CSE for the seven trading days immediately prior to the date that is 60 days from the date of the agreement,
  - A lump sum cash payment of $50,000 payable within 7 business days of the date of the agreement, and an exploration work program carried out by Ressources Maxima Inc on the Lac Jaques mineral claims involving expenditure of a minimum of $150,000, to be incurred over a 12-month period from the date of the agreement.

  Following the closing of the agreement (being the date that the payments & expenditures required to be made by the Company have been made in accordance with the time frames provided), the Company shall make the following payments in cash to the vendors:
  - A lump sum cash payment of $250,000, upon the establishment by the Company of a NI 43-101 compliant mineral resource in the Measured and Indicated category, and
  - A lump sum cash payment of $350,000 upon the completion by the Company of a pre-feasibility study, as defined in NI 43-101.

- On August 4, 2023, the Company granted 600,000 stock options under the Equity Incentive Plan to certain officers, directors and consultants of the Company. Each option is exercisable to acquire a common share at a price of $0.35 per common share until August 4, 2028.

- On August 4, 2023, the Company granted 500,000 RSUs under the Equity Incentive Plan to a consultant. The RSU's vest immediately and are subject to a 4-month holding period.