CONDENSED INTERIM FINANCIAL STATEMENTS (Expressed in Canadian Dollars) (Unaudited)

FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2023

NOTICE OF NO AUDITOR REVIEW OF CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

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

The accompanying unaudited condensed consolidated interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

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

CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION

(Unaudited - Expressed in Canadian Dollars)

"Brayden Sutton"

AS AT

	Se	September 30, 2023				
ASSETS						
Current						
Cash	\$	203,898	\$	322,545		
Accounts receivable		19,309		23,691		
Prepaid expenses and deposits (Note 3)		45,750		155,468		
		268,957		501,704		
Mineral properties (Note 3)		560,000		560,000		
	\$	828,957	\$	1,061,704		
LIABILITIES AND SHAREHOLDERS' EQUITY						
Current Accounts payable and accrued liabilities	\$	27,713	\$	32,497		
		27,713		32,497		
Shareholders' equity						
Share capital (Note 4)		1,632,818		1,590,068		
Obligation to issue shares (Note 4)		-		42,750		
Reserves (Note 4)		59,057		59,057		
Deficit		(890,631)		(662,668		
		801,244		1,029,207		
	\$	828,957	\$	1,061,704		

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

Director

"Samantha Shorter"

Director

CONDENSED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS

(Unaudited - Expressed in Canadian Dollars)

FOR THE THREE MONTHS ENDED SEPTEMBER 30,

		2023	2022
EXPENSES			
Consulting fees (Note 5)	\$	24,000	\$ 13,500
Directors' fees (Note 5)		7,500	-
Exploration expenses (Note 3)		134,019	13,533
Investor relations		17,000	-
Listing fees		7,306	-
Management fees (Note 5)		22,500	15,000
Office and miscellaneous		6,624	3,741
Professional fees		6,765	6,305
Transfer agent and filing fees	_	2,249	 -
Loss and comprehensive loss for the period	\$	(227,963)	\$ (52,079)
Basic and diluted loss per common share	\$	(0.01)	\$ (0.01)
Weighted average number of common shares outstanding		16,827,633	9,166,666

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

CONDENSED INTERIM STATEMENTS OF CASH FLOWS

(Unaudited - Expressed in Canadian Dollars)

FOR THE THREE MONTHS ENDED SEPTEMBER 30,

		2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES Net loss for the period	\$	(227,963)	\$ (52,079)
Changes in non-cash working capital items: Accounts receivable Accounts payable and accrued liabilities Prepaid expenses and deposits		4,382 (4,784) 109,718	4,346 10,975 (6,389)
Net cash used in operating activities		(118,647)	 (43,147)
CASH FLOWS FROM FINANCING ACTIVITY Deferred financing costs Net cash used in financing activity	_	<u>-</u>	 (38,982)
Change in cash for the period		(118,647)	(82,129)
Cash, beginning of period		322,545	 261,990
Cash, end of period	\$	203,898	\$ 179,861

In the three months ended September 30, 2023, the Company incurred deferred financing costs of \$nil (2022 - \$24,000) through accounts payable and accrued liabilities.

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

Common Shares

	Common Shares		01.12 42			
	Number	Amounts	Obligation to issue shares	Reserves	Deficit	Total
			•	•		
Balance, June 30, 2022	9,166,666	\$ 503,941	\$ -	\$ -	\$ (225,379)	\$ 278,562
Net loss for the period		-			(52,079)	(52,079)
Balance, September 30, 2022	9,166,666	503,941	-	-	(277,458)	226,483
IPO	4,884,300	854,753	-	-	-	854,753
Over-allotment exercised	732,645	128,213	-	-	-	128,213
Shares issuable on mineral property	2,000,000	475,000	-	-	-	475,000
Share issuance costs	-	(371,839)		59,057	-	(312,782)
Obligation to issue shares	-	-	42,750	-	-	42,750
Net loss for the period					(385,210)	(385,210)
Balance, June 30, 2023	16,783,611	1,590,068	42,750	59,057	(662,668)	1,029,207
Directors' fee payable in shares	225,000	42,750	(42,750)	-	-	-
Net loss for the period		-			(227,963)	(227,963)
Balance, September 30, 2023	17,008,611	\$ 1,632,818	\$ -	\$ 59,057	\$ (890,631)	\$ 801,244

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

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS (Unaudited - Expressed in Canadian Dollars)

FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2023

1. NATURE OF OPERATIONS AND GOING CONCERN

Sorrento Resources Ltd. (the "Company") was incorporated pursuant to the provisions of the Business Corporations Act (British Columbia) on October 4, 2021. The Company maintains its registered office at 3200 – 650 West Georgia Street, Vancouver, British Columbia, Canada V6B 4P7. The head office and principal address of the Company is 9285 – 203B Street, Langley, British Columbia, Canada V1M 2L9. The Company is in the business of exploration, development and exploitation of mineral resources in Canada.

The recoverability of amounts shown as mineral properties is dependent upon the discovery of economically recoverable reserves, the Company's ability to obtain financing to develop the properties and the ultimate realization of profits through future production or sale of the properties. Realized values may be substantially different than carrying values as recorded in these condensed interim financial statements.

These condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") on a going concern basis, which contemplates that the Company will be able to realize its assets and discharge its liabilities in the normal course of business.

As at September 30, 2023, the Company has an accumulated deficit of \$890,631 (June 30, 2023 - \$662,668). The Company reported a net loss of \$227,963 (2022 - \$52,079) and negative cashflows from operations of \$118,647 (2022 - \$43,147) for the for the three months ended September 30, 2023. The Company's ability to continue as a going concern is dependent upon its ability to raise funds primarily through the issuance of shares or achieve profitable operations. The outcome of these matters cannot be predicted at this time. If the Company is unable to obtain additional financing, management may be required to curtail certain expenses. These material uncertainties may cast significant doubt about the Company's ability to continue as a going concern. Accordingly, these condensed interim financial statements do not include any adjustments to the amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

2. BASIS OF PREPARATION

Statement of compliance

These condensed interim financial statements have been prepared in accordance with IAS 34, Interim Financial Reporting. Accordingly, these condensed interim financial statements do not include all of the information and footnotes required by IFRS for complete financial statements for year-end reporting purposes. These condensed interim financial statements should be read together with the audited financial statements for the year ended June 30, 2023.

The condensed interim financial statements have been prepared on a historical cost basis, except for certain financial instruments classified as financial instruments at fair value through profit and loss, which are stated at their value.

Basis of presentation

The condensed interim financial statements have been prepared on a historical cost basis, except for certain financial instruments classified as financial instruments at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

The condensed interim financial statements are presented in Canadian dollars, which is also the Company's functional currency.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

(Unaudited - Expressed in Canadian Dollars)

FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2023

2. BASIS OF PREPARATION (cont'd...)

Use of judgments and estimates

The preparation of these condensed interim financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the condensed interim financial statements and the reported expenses during the period. Actual results could differ from these estimates.

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Accounting estimates will, by definition, seldom equal the actual results. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

The key areas of judgment applied in the preparation of the condensed interim financial statements that could result in a material adjustment to the carrying amounts of assets and liabilities are as follows:

Going concern

The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay its ongoing operating expenditures and to meet its liabilities for the ensuing year involves significant judgment based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances.

• Recovery of capitalized mineral property costs

The Company capitalizes mining property acquisition costs which are to be amortized when production is attained or the balance thereof written off should the property be disproven through exploration or abandoned. The carrying value of the Company's mineral property is reviewed by management at least annually, or whenever events or circumstances indicate that its carrying value may not be recovered. If impairment is determined to exist, a formal estimate of the recoverable amount is performed and an impairment loss is recognized to the extent that the carrying amount exceeds the recoverable amount.

• Treatment of deferred financing costs

Professional, consulting, regulatory and other costs directly attributable to financing transactions are recorded as deferred financing costs until the financing transactions are completed, if the completion of the transaction is considered likely; otherwise, they are expensed as incurred. Management applies significant judgment to determine whether the completion of the transaction is considered likely.

The key estimate applied in the preparation of condensed interim financial statements is assumptions used in the calculation of the fair value assigned to options. The Company uses the Black-Scholes option pricing model for valuation of options. Option pricing models require the input of subjective assumptions, including expected price volatility, interest rate and forfeiture rate. Changes in input assumptions can materially affect the fair value estimate and the Company's equity reserves.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

(Unaudited - Expressed in Canadian Dollars)

FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2023

3. MINERAL PROPERTIES

Title to mineral properties involves inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently unreliable conveyance history characteristics of many mineral properties. The Company has investigated title of all of its mineral properties and to the best of its knowledge the properties are in good standing.

Wing Pond Project, Newfoundland, Canada

On November 9, 2021, and subsequently amended on October 28, 2022, the Company entered into an option agreement (the "Wing Pond Agreement"), with unrelated parties (the "Wing Pond Optionors"), to acquire a 100% interest in 462 mining claims located in Newfoundland.

In order to exercise the option and acquire the Wing Pond property, the Company must complete, over a period of two years, the following payments:

- Make a cash payment of \$35,000 within 21 days of signing the Wing Pond Agreement (paid);
- Incur \$90,000 of exploration expenditures on the claims and deliver the technical report, on or before November 30, 2022 (completed);
- Issue 1,000,000 common shares to the optionors on or before the earlier of (i) listing of the Company's common shares on the Canadian Securities Exchange, and (ii) April 30, 2023 (issued); and
- Make a further cash payment of \$50,000 and issue a further 2,000,000 common shares to the Wing Pond Optionors and incur a further \$200,000 of exploration expenditures (incurred) on the claims on or before the earlier of (i) the first anniversary of the listing date, and (ii) November 30, 2023.

During the year ended June 30, 2023, the Company had advanced a deposit of \$153,180 on the Wing Pond Project, which \$497 remains in prepaid expenses and deposits as at September 30, 2023.

Central and Northern Peninsula Projects, Newfoundland, Canada

On June 13, 2023, the Company entered into a property purchase agreement ("PPA") with Gold Hunter Resources Inc. ("Gold Hunter"), a public company under the laws of British Columbia. The Company completed its acquisition with Gold Hunter of a 100% interest in a portion of the claims comprising PEG Lithium, Harmsworth and Tom Joe properties, as well as three properties along the Doucers Valley Fault.

The Company paid Gold Hunter \$50,000 in cash and issued 1,000,000 common shares. The Company also granted a 1% net smelter returns royalty to Gold Hunter ("the Gold Hunter NSR").

The properties are also subject to a 2% net smelter returns royalty held by Fair Haven Resources Inc (the "Fair Haven NSR"). The Fair Haven NSR is subject to the right to buy back 50% of the NSR at any time for \$1,000,000. The Company will also have the right to buy back 50% of the Gold Hunter NSR at any time for \$1,000,000. Both the Fair Haven NSR and Gold Hunter NSR are subject to rights of first refusal in favor of the Company in connection with any proposed sale or transfer of such royalty.

During the three months ended September 30, 2023, the Company had advanced a deposit of \$20,020 on the PEG Lithium, which remains in prepaid expenses and deposits.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

(Unaudited - Expressed in Canadian Dollars)

FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2023

3. MINERAL PROPERTIES (cont'd...)

Mineral Property Interests

Details of mineral property balance is as follows:

	Wing Pond	PEG	Hai	rmsworth	7	Гот Јое	J	ackson's Arm	N	Silver Iountain	Taylor's Pond	Total
Balance, June 30, 2022 Option payments – cash Option payments – shares	\$ 35,000 - 175,000	\$ - 19,421 <u>116,524</u>	\$	5,365 32,189	\$	9,871 59,227	\$	4,614 27,682	\$	1,824 10,944	\$ 8,905 53,434	\$ 35,000 50,000 475,000
Balance, June 30 and September 30, 2023	\$ 210,000	\$135,945	\$	37,554	\$	69,098	\$	32,296	\$	12,768	\$ 62,339	\$ 560,000

Exploration Expenditures

The Company expended the following exploration and evaluation expenditures on the Wing Pond Project:

		For the three months ended September 30, 2023		For the three months ended September 30, 2022
Field office	\$	9,750	\$	429
Geological and geophysical	Ψ	117,178	Ψ	6,910
Staking		2,405		-
Technical report		-		1,950
Travel, logistics & camp costs	_	4,686		4,244
Total expenditures for the period	\$	134,019	\$	13,533

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

(Unaudited - Expressed in Canadian Dollars)

FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2023

4. SHARE CAPITAL

a) Authorized share capital

Unlimited number of common shares without par value.

b) Issued share capital

Period ended September 30, 2023

On September 12, 2023, the Company issued 225,000 shares at a price of \$0.19 per share for an aggregate value of \$42,750 to non-executive directors recorded as obligation to issue shares at June 30, 2023.

Year ended June 30, 2023

On February 23, 2023, the Company completed its IPO and concurrent listing of the common shares in the capital of the Company on the Canadian Securities Exchange. Leede Jones Gable Inc. (the "Agent") acted as lead agent and sole bookrunner for the Company in connection with the IPO of the Company.

The IPO completed with the issuance of 4,884,300 common shares at an offering price of \$0.175 per common share for gross proceeds of \$854,753. As compensation for services rendered by the Agent in connection with the IPO, the Company paid a cash commission of \$76,928 and issued an aggregate of 439,587 non-transferable agent's options to acquire up to 439,587 common shares at a price of \$0.175 per common share until February 23, 2025. In addition, the Company paid a corporate finance fee of \$35,000 in cash, plus applicable taxes. The Company incurred other share issuance costs of \$186,379 of which \$33,375 had been recorded as deferred financing costs as at June 30, 2022.

The agent's options were valued at \$42,785 using the Black-Scholes inputs: risk-free interest rate of 4.20%, volatility of 103.80%, expected dividend rate of 0% and expected life of 2 years. The expected volatility assumption is based on comparable public companies as the Company has limited trading history. The risk-free interest rate assumption is based on yield curves on Canadian government zero-coupon bonds with a remaining term equal to the expected life of the instrument.

Concurrently, the Company issued 1,000,000 common shares in accordance with the Wing Pond Agreement (Note 3).

On March 21, 2023, the Agent exercised its over-allotment option in full in connection with the IPO. The Company issued 732,645 common shares to the Agent at a price of \$0.175 per share for gross proceeds of \$128,213. The Company paid a cash commission of \$11,539 and issued an aggregate of 65,938 non-transferable agent's options to acquire up to 65,938 common shares at a price of \$0.175 per common share until March 21, 2025. The Company incurred other share issuance costs of \$2,936.

The agent's options were valued at \$16,272 using the Black-Scholes inputs: risk-free interest rate of 3.70%, volatility of 104.95%, expected dividend rate of 0% and expected life of 2 years. The expected volatility assumption is based on comparable public companies as the Company has limited trading history. The risk-free interest rate assumption is based on yield curves on Canadian government zero-coupon bonds with a remaining term equal to the expected life of the instrument.

On June 13, 2023, the Company issued 1,000,000 common shares in accordance with the Gold Hunter PPA (Note 3).

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

(Unaudited - Expressed in Canadian Dollars)

FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2023

4. SHARE CAPITAL (cont'd...)

b) Issued share capital (cont'd...)

Pursuant to an escrow agreement dated December 22, 2022, the directors of the Company agreed to deposit 5,216,666 common shares in escrow. Under the terms of the escrow agreement, 10% of the escrowed securities will be released from escrow on the listing date of the Company's common shares on the TSX Venture Exchange. The listing date was February 28, 2023. An additional 15% will be released from escrow on the dates which are 6 months, 12 months, 18 months, 24 months, 30 months, and 36 months following the listing date.

At September 30, 2023, there were 4,695,000 (June 30, 2023 – 4,695,000) common shares held in escrow.

c) Stock Options

On July 21, 2022, the Company adopted a formal Stock Option Plan (the "Option Plan"). Under the Option Plan, the exercise price of each option shall be not less than the market price on the grant date. The expiry date for each option shall not be more than ten years after the grant date. The maximum number of shares issuable pursuant to options granted under the Option Plan shall be equal to 10% of Company's issued share capital from time to time. An option shall be grated as fully vested unless a vesting schedule is imposed by the Board as a condition of the grant on the Grant Date.

At September 30 2023 and June 30, 2023, no stock options were outstanding.

d) Warrants

The following is a summary of the changes to the Company's outstanding warrants:

	Number of Warrants	Weighted Average Exercise Price		
Balance, June 30, 2022 and 2023 and September 30, 2023	2,650,000	\$ 0.05		

Summary of warrants outstanding as at September 30 and June 30, 2023:

September 30, 2023	June 30, 2023	Exercise Price	Expiry Date
		\$	
1,000,000	1,000,000	0.05	November 19, 2024
300,000	300,000	0.05	December 3, 2024
1,350,000	1,350,000	0.05	December 14, 2024
2,650,000	2,650,000		

The weighted average remaining contractual life of the warrants is 1.18 (June 30, 2023 - 1.43) years.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

(Unaudited - Expressed in Canadian Dollars)

FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2023

4. SHARE CAPITAL (cont'd...)

e) Agent Options

The following is a summary of changes to the Company's outstanding agent options:

	Number of Agent Options	W	Veighted Average Exercise Price
Balance, June 30, 2022 Issued	505,525	\$	0.175
Balance, June 30 and September 30, 2023	505,525	\$	0.175

Summary of agent options outstanding September 30 and June 30, 2023:

		Exercise	
September 30, 2023	June 30, 2023	Price	Expiry Date
		\$	
439,587	439,587	0.175	February 23, 2025
65,938	65,938	0.175	March 21, 2025
505,525	505,525		

The weighted average remaining contractual life of the agent options is 1.41 (June 30, 2023 - 1.66) years.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

(Unaudited - Expressed in Canadian Dollars)

FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2023

5. RELATED PARTY TRANSACTIONS

Key management personnel are comprised of the officers and directors of the Company. Amounts paid or accrued to key management personnel are as follows:

	For the three months ended September 30,			For the three months ended September 30,	
Payments to key management personnel		2023		2022	
Consulting fees Directors' fees	\$ \$	15,000 7,500	\$ \$	4,500	
Management fees	\$	22,500	\$	15,000	

As at September 30, 2023 and June 30, 2023, \$nil was included in accrued liabilities owing to key management personnel.

In the three months ended September 30, 2023, the Company issued 225,000 common shares at a value of \$42,750 to settle directors' fees accrued in the year ended June 30, 2023.

6. FINANCIAL INSTRUMENTS AND RISK MANAGEMENTS

Financial instruments

Cash and accounts payable and accrued liabilities are carried at amortized cost. The Company considers that the carrying amount of these financial assets and liabilities measured at amortized cost to approximate their fair value due to the short-term nature of the financial instruments.

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.

Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets, including cash. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash with high-credit quality financial institutions. As the Company's policy is to limit cash holdings to instruments issued by a major Canadian bank, the credit risk is considered by management to be negligible. The Company considers credit risk with respect to these amounts to be low.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to pay financial instrument liabilities as they come due. As at September 30, 2023, the Company had working capital of \$241,244 (June 30, 2023 – \$469,207). The Company's financial obligations are limited to accounts payable and accrued liabilities, which have contractual maturities of less than a year.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company's financial assets and financial liabilities are not exposed to interest rate risk due to their short-term nature and maturity. The Company is not exposed to interest rate risk as at September 30, 2023.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

(Unaudited - Expressed in Canadian Dollars)

FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2023

6. FINANCIAL INSTRUMENTS AND RISK MANAGEMENTS (cont'd...)

Financial instruments (cont'd...)

Commodity price risk

The Company's future success is linked to the price of minerals because the value of mineral resources and the Company's future revenues are tied to prices of minerals. Worldwide production levels also affect the prices. The prices of minerals are occasionally subject to rapid short-term changes due to speculative activities.

Foreign currency risk

As at September 30, 2023, the Company did not have any accounts in foreign currencies and considers foreign currency risk to be insignificant. The Company may be exposed to foreign currency risk on fluctuations related to cash and accounts payable and accrued liabilities that are denominated in a foreign currency in the future.

7. CAPITAL MANAGEMENT

The Company's capital management policy is to maintain a strong but flexible capital structure that optimizes the cost of capital, creditor and market confidence while sustaining the future development of the business.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions. The Company's capital structure includes shareholders' equity of \$801,244 (June 30, 2023 - \$1,029,207) as at September 30, 2023. In order to maintain or adjust the capital structure, the Company may from time to time issue shares, seek debt financing and adjust its capital spending to manage current and working capital requirements. The Company did not change its capital management policy during the period ended September 30, 2023. The Company is not subject to externally imposed capital requirements.

8. SEGMENTED INFORMATION

The Company has one operating segment, the exploration and development of mineral resources, and all non-current assets are located in Canada.