HIGHROCK RESOURCES LTD.

Condensed Interim Financial Statements

For the six months ended July 31, 2023

Expressed in Canadian Dollars - Unaudited

NOTICE TO READER

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the condensed interim financial statements, they must be accompanied by a notice indicating that the 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 Company's independent auditor has not performed a review of these financial statements in accordance with the standards established by the Chartered Professional Accountants of Canada for a review of condensed interim financial statements by an entity's auditor.

HIGHROCK RESOURCES LTD.
Condensed Interim Statements of Financial Position
(Expressed in Canadian dollars - Unaudited)

	Notes		July 31, 2023		January 31, 2023
ASSETS					
Current assets					
Cash		$	75,922	$	32,311
Amounts recoverable			5,017		1,918
Prepaid expenses and deposits	10		5,000		10,000
			85,939		44,229
Non-current assets					
Reclamation bond	3		15,700		15,700
Exploration and evaluation assets	3		181,602		118,602
		$	283,241	$	178,531
LIABILITIES AND SHAREHOLDERS' EQUITY					
Current liabilities					
Accounts payable and accrued liabilities	4	$	43,871	$	62,568
Due to related parties	6		2,500		23,150
			46,371		85,718
Shareholders' equity					
Share capital	5		533,965		252,001
Reserves	5		39,264		22,258
Deficit			(336,359)		(181,446)
			236,870		92,813
		$	283,241	$	178,531

Nature and continuance of operations (Note 1)

Approved on behalf of the Board of Directors

"Gary Musil" Director
Gary Musil

"Nancy Kawazoe" Director
Nancy Kawazoe

The accompanying notes are an integral part of these financial statements

HIGHROCK RESOURCES LTD.
Condensed Interim Statements of Loss and Comprehensive Loss
(Expressed in Canadian dollars - Unaudited)

	Notes	Three months ended July 31, 2023	Three months ended July 31, 2022	Six months ended July 31, 2023	Six months ended July 31, 2022
Expenses					
Bank and interest charges		$ -	$ -	$ 133	$ 20
Consulting fees		20,000	-	50,000	5,000
Filing and transfer agent fees		5,503	-	21,453	-
Initial public offering	5	-	-	34,897	-
Management fees	6	7,500	7,500	15,000	15,000
Office and miscellaneous		-	-	3,000	-
Professional fees	6	3,941	6,000	20,675	12,000
Rent	6	300	300	600	700
Shareholder information		2,125	-	2,125	-
Travel and promotion		5,000	-	7,030	-
Loss before income taxes		(44,369)	(13,800)	(154,913)	(32,720)
Deferred income tax recovery	9	-	2,709	-	7,889
Loss and comprehensive loss for the period		$ (44,369)	$ (11,091)	$ (154,913)	$ (24,831)
Weighted average number of common shares outstanding (basic and diluted)		13,205,001	9,600,001	12,647,321	9,600,001
Basic and diluted net loss per share		$ (0.00)	$ (0.00)	$ (0.01)	$ (0.00)

The accompanying notes are an integral part of these financial statements

HIGHROCK RESOURCES LTD.
Condensed Interim Statements of Changes in Shareholders' Equity
(Expressed in Canadian dollars - Unaudited)

	Number of shares	Amount	Reserves	Deficit	Total
Balance at January 31, 2022	**9,600,001**	**$ 252,001**	**$ 22,258**	**$ (80,398)**	**$ 193,861**
Loss for the period	-	-	-	(24,831)	(24,831)
Balance at July 31, 2022	9,600,001	252,001	22,258	(105,229)	169,030
Loss for the period to January 31, 2023	-	-	-	(76,217)	(76,217)
Balance at January 31, 2023	**9,600,001**	**$ 252,001**	**$ 22,258**	**$ (181,446)**	**$ 92,813**
Loss for the period	-	-	-	(154,913)	(154,913)
Shares issued for initial public offering	3,500,000	350,000	-	-	350,000
Shares issued to agent	105,000	10,500	-	-	10,500
Share issue costs - cash fee and shares	-	(61,530)	-	-	(61,530)
Share issue costs - brokers' warrants	-	(17,006)	17,006	-	-
Balance at July 31, 2023	**13,205,001**	**$ 533,965**	**$ 39,264**	**$ (336,359)**	**$ 236,870**

The accompanying notes are an integral part of these financial statements

HIGHROCK RESOURCES LTD.
Condensed Interim Statements of Cash Flows
(Expressed in Canadian dollars - Unaudited)

	Six months ended July 31, 2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss for the period	$ (154,913)	$ (24,831)
Adjustments to reconcile loss to net cash used in operating activities:		
Share-based payment	-	-
Deferred income tax (recovery) expense	-	(7,889)
Changes in non-cash items:		
Amounts recoverable	(3,099)	4,798
Prepaid expenses and deposits	5,000	(5,000)
Accounts payable and accrued liabilities	(18,698)	7,000
Due to related parties	(20,650)	(5,750)
Net cash used in operating activities	(192,360)	(31,672)
CASH FLOWS FROM INVESTING ACTIVITIES		
Reclamation bond	-	(15,700)
Exploration and evaluation assets	(63,000)	(9,651)
Net cash used in investing activities	(63,000)	(25,351)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issuance of shares, net	298,971	-
Net cash provided by financing activities	298,971	-
Increase (Decrease) in cash	43,611	(57,023)
Cash, beginning	32,311	119,428
Cash, end	$ 75,922	$ 62,405

Supplemental disclosure with respect to cash flows (Note 8)

The accompanying notes are an integral part of these financial statements

1. Nature and continuance of operations

Highrock Resources Ltd. (the “Company”) was incorporated on August 3, 2021 under the laws of the Province of British Columbia, Canada, and its principal activity is the acquisition and exploration of mineral properties in Canada. The Company’s registered office is Suite 2600 – 1066 West Hastings Street, Vancouver, BC, V6E 3X1 and its corporate office and principal place of business of the Company is 800 West Pender Street, Suite 615, Vancouver, British Columbia, Canada, V6C 2V6.

The Company is in the business of exploring its mineral exploration assets and has not yet determined whether these properties contain ore reserves that are economically recoverable. As at July 31, 2023 the Company was in the exploration stage and had interests in properties in Canada.

The Company is publicly listed on the Canadian Securities Exchange (“CSE”) and trades under the symbol “HRK”.

Going concern

These financial statements have been prepared on a going concern basis, which presumes the realization of assets and discharge of liabilities in the normal course of business for the foreseeable future. The ability of the Company to continue as a going concern and the recoverability of the amounts shown for exploration and evaluation assets are dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development, and upon future profitable production or proceeds from the disposition thereof. The Company has sustained losses from operations and expects to incur further losses in the development of its business, and has an ongoing requirement for capital investment to explore its exploration and evaluation assets. As at July 31, 2023, the Company had a working capital of $39,568 (January 31, 2023 working capital deficiency - $41,489). Based on its expected activities, budgeted expenditures, and cash requirements, the Company does not have sufficient cash to finance its expected activities. These material uncertainties may cast significant doubt about the Company’s ability to continue as a going concern.

The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future and repay its liabilities arising from normal business operations as they become due. The Company expects that it will need to raise additional capital to accomplish its business plan over the next several years. The Company expects to seek additional financing through equity financing. There can be no assurance as to the availability or terms upon which such financing might be available.

These financial statements do not reflect the adjustments to the carrying values of assets and liabilities, the reported expenses, and the statement of financial position classifications used, that would be necessary if the Company were unable to realize its assets and settle its liabilities as a going concern in the normal course of operations. Such adjustments could be material.

2. Significant accounting policies and basis of preparation

The financial statements were authorized for issue on September 25, 2023 by the directors of the Company.

Statement of compliance

The financial statements of the Company have been prepared in accordance with International Financial Reporting Standards (“IFRS”) issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”). These financial statements comply with International Accounting Standard (“IAS”) 34 “Interim Financial Reporting”.

2. Significant accounting policies and basis of preparation (cont'd)

Basis of preparation

The financial statements of the Company have been prepared on an accrual basis and are based on historical costs, except for financial instruments classified as fair value through profit and loss ("FVTPL"), which are stated at their fair value. The financial statements are presented in Canadian dollars, which is the Company's functional currency, unless otherwise noted.

This interim financial report does not include all of the information required of a full annual financial report and is intended to provide users with an update in relation to events and transactions that are significant to an understanding of the changes in financial position and performance of the Company since the end of the last annual reporting period. It is therefore recommended that this financial report be read in conjunction with the annual financial statements of the Company for the year ended January 31, 2023. These interim financial statements have been prepared using the same accounting policies and methods of application as those in the annual financial statements.

Accounting standards issued but not yet effective

The Company has not yet adopted certain standards, interpretations to existing standards and amendments that have been issued, but have an effective date of later than January 31, 2023. These updates are not expected to have a significant impact on the Company and are therefore not discussed herein.

2. Exploration and evaluation asset

Pathfinder Property (British Columbia)

On August 26, 2021, the Company entered into an option agreement to acquire up to a 75% interest in five mining claims in the Greenwood Mining Division, British Columbia. The optionor under the option agreement, Belmont Resources Inc., has two common directors with the Company, Gary Musil and James Place. In addition, Mr. Musil is a "key management" personnel of Belmont Resources Inc. and of the Company. As a result, the option agreement constitutes a 'related party transaction' pursuant to IAS 24. See Note 6.

To acquire a 51% interest, the Company must issue 100,000 common shares (issued) (Note 5) and make a cash payment of $5,000 (paid) to the optionor.

To earn the further 24% of the total 75% interest, the Company must pay the optionor $10,000 on or before August 26, 2022 (paid), issue 100,000 common shares on or before six months from the date of initial listing of the Company's shares on a Canadian Stock Exchange (issued subsequent), and incur aggregate exploration expenditures of $200,000 of which $75,000 must be incurred before August 26, 2022 (incurred) and $125,000 on or before the first anniversary of the initial listing of the Company's shares on an exchange. Should the Company not earn the additional 24% interest, the property will revert back to the optionor. The property is subject to a net smelter royalty of 2% payable to the optionor.

In February 2022, the Company remitted a $15,700 bond to the Government of British Columbia to acquire a multi-year permit under the Mines Act which is valid until April 30, 2027.

(Expressed in Canadian dollars - Unaudited)

3. Exploration and evaluation asset (cont'd)

A summary of the Company's Exploration and Evaluation Asset is as follows:

Pathfinder		**July 31, 2023**		**January 31, 2023**
Balance, beginning	**$**	17,000	$	7,000
Property acquisition costs				
Cash		-		10,000
		17,000		17,000
Exploration costs:				
Beginning		101,602		91,563
Consulting		3,000		-
Reports and administration		60,000		10,039
		164,602		101,602
Balance, ending	**$**	**181,602**	**$**	**118,602**

4. Accounts payable and accrued liabilities

		July 31, 2023		**January 31, 2023**
Accounts payable	$	43,870	$	6,458
Accrued liabilities		-		56,110
	$	**43,870**	**$**	**62,568**

5. Share capital

Authorized share capital

Unlimited number of common shares without par value.

Issuances

To July 31, 2023

On February 28, 2023 the Company completed its initial public offering of 3,500,000 shares at a price of $0.10 per share for gross proceeds of $350,000. In connection to the initial public offering and concurrent private placement the Company paid commission costs of $35,000, corporate finance fees of $34,000, of which $23,500 was paid in cash and $10,500 in common shares, legal fees of $71,429 and 350,000 brokers' warrants (valued at $17,006) at a price of $0.10 per share, exercisable on or before February 28, 2025. The Company recorded share issue costs of $78,535 and expensed initial public offering costs of $34,897.

Incorporation to January 31, 2023

On August 3, 2021, the Company issued 1 common share as an incorporation share for $1.

(Expressed in Canadian dollars - Unaudited)

5. Share capital (cont'd)

On August 3, 2021, the Company issued a total of 1,900,000 common shares at $0.005 per share to directors for gross proceeds of $9,500. Directors and senior officers subscribed for a total of 1,900,000 shares.

On August 26, 2021, the Company issued a total of 100,000 common shares with a fair value of $2,000 for the property acquisition (Note 3).

On September 7, 2021, the Company issued 100,000 common shares at $0.005 per share to a director for gross proceeds of $500.

On October 6, 2021, the Company issued a total of 4,500,000 flow-through common shares at $0.02 per share for proceeds of $90,000. A director and senior officer subscribed for 250,000 flow-through shares.

On November 16, 2021, the Company issued a total of 3,000,000 common shares at $0.05 per share for gross proceeds of $150,000.

Flow-through shares

For the purpose of calculation of any premium related to the issuance of the flow-through shares, the Company compares the market price of its shares to the subscription price of flow-through shares to determine if there was a premium paid on the flow-through shares. As a result, the Company's flow-through liability on issuance of flow-through shares in connection with the private placements was $nil. All of the required qualifying expenditures were incurred by January 31, 2022.

Stock options

The Company adopted a stock option plan to grant options to individuals exercisable up to 10 years from the date of grant to purchase shares at the market price, less applicable discount, if any. Such grants not to exceed an aggregate of 10% of the issued and outstanding shares and vesting periods will be determined by the Board of Directors.

On January 28, 2022, the Company granted 700,000 stock options that vested upon grant and are exercisable at a price of $0.10 until January 28, 2025 to senior officers and directors. The estimated fair value of the options was $22,258 which was determined by the Black-Scholes Option Pricing Model with the following assumptions: an annualized volatility of 128%; an expected life of 3 years; a dividend yield of 0%; and a risk-free rate of 1.42%

Details of options outstanding as at July 31, 2023 are as follows:

Number of Options	Exercise Price	Expiry date	Exercisable
700,000	$0.10	January 28, 2025	700,000

As at July 31, 2023 the options outstanding had a weighted average exercise price of $0.10 and a weighted average life of 1.50 years.

Warrants

On February 28, 2023, the Company granted 350,000 broker's warrants exercisable at a price of $0.10 until February 28, 2025. The estimated fair value of the warrants was $17,006 which was determined by

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5. Share capital (cont'd)

Warrants (cont'd)

the Black-Scholes Option Pricing Model with the following assumptions: an annualized volatility of 87.44%; an expected life of 2 years; a dividend yield of 0%; and a risk-free rate of 4.20%.

	Number of warrants	Weighted average exercise price
Balance at January 31, 2022 and 2023	-	$ -
Issued	350,000	0.10
Balance at July 31, 2023	350,000	$ 0.10

Number of Warrants	Exercise Price	Expiry date
350,000	$0.10	February 28, 2025
350,000		

Reserves

Reserves include items recognized as share-based payments until such time that the stock options or warrants are exercised, at which time the corresponding amount will be transferred to share capital.

6. Related party transactions

Key management compensation

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 corporate officers. The remuneration of directors and key management personnel made during the periods ended July 31, 2023 and 2022, are as follows:

	July 31, 2023	July 31, 2022
Management fee	$ 15,000	$ 15,000
Accounting fee	6,500	5,000
Total	**$ 21,500**	**$ 20,000**

Effective August 15, 2021 the Company entered into a management services agreement with a company controlled by a director and senior officer. Terms include a monthly fee of $2,500, monthly rent of $100, and automatic renewal every six months unless terminated by either the Company or the service provider. The Company incurred rent expense of $600 in the period ended July 31, 2023 (2022 - $700).

As at July 31, 2023, a total of $nil (January 31, 2023 - $13,650) is payable to a company controlled by a director and senior officer and $2,500 (January 31, 2023 - $9,500) has been accrued/payable as due to a director and senior officer. Amounts due to related parties are non-interest bearing with no specific terms of repayment.

The optionor under the Company's option agreement to acquire the Pathfinder Property (Note 3), Belmont Resources Inc., has two directors in common with the Company, one of whom is also a senior officer of both the Company and the optionor.

7. Financial risk management

The Company is exposed in varying degrees to a variety of financial instrument related risks.

Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company is exposed to credit risk by holding cash. Holding the cash in large Canadian financial institutions minimizes this risk. The Company has minimal accounts receivable exposure, and its amounts recoverable are due from a Canadian government agency. Credit risk is assessed as low.

Currency Risk

The Company's functional currency is the Canadian dollar. There is minimal foreign exchange risk to the Company as its mineral property interests are located in Canada. Management monitors its foreign currency balances and makes adjustments based on anticipated need for currencies. The Company does not engage in any hedging activities to reduce its foreign currency risk.

Interest Rate Risk

The Company's exposure to interest rate risk relates to its ability to earn interest income on cash balances at variable rates. The fair value of the Company's cash accounts is relatively unaffected by changes in short term interest rates. The income earned on certain bank accounts is subject to the movements in interest rates. Currently, this risk will have an immaterial effect on operations.

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, as far as possible, that it will always have sufficient liquid funds to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. As at July 31, 2023, the Company had a cash balance of $75,922 to settle current liabilities of $46,371. All the liabilities presented as accounts payable and accrued liabilities are due within 90 days of July 31, 2023.

The Company's expected source of cash flow in the upcoming year will be through equity financing. Cash on hand at July 31, 2023 and expected cash flows for the next 12 months are not sufficient to fund the Company's ongoing operational needs. The Company will need funding through equity or debt financing, entering into joint venture agreements, or a combination thereof. Liquidity risk is assessed as high.

Capital Management

The Company is engaged in the mineral exploration field and manages related industry risk issues directly. The Company is potentially at risk for environmental issues and fluctuations in commodity based market prices associated with resource property interests. Management is of the opinion that the Company addresses environmental risk and compliance in accordance with industry standards and specific project environmental requirements.

The Company includes the components of equity in the definition of capital.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of underlying assets. In order to maintain or adjust its capital structure, the Company may issue new shares, purchase shares for cancellation or make special distributions to shareholders. The Company is not subject to any externally imposed capital requirements and does not presently utilize any quantitative measures to monitor its capital.

(Expressed in Canadian dollars - Unaudited)

7. Financial risk management (cont'd)

There were no changes in the Company's approach to capital management during the period.

Fair value

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

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

The Company's cash, accounts payable and accrued liabilities, and amounts due to related parties approximate their current fair values because of their nature and anticipated settlement dates.

8. Supplemental disclosure with respect to cash flows

During the periods ended July 31, 2023 and 2022, the Company incurred the following non-cash financing and investing transactions that are not reflected in the statement of cash flows:

	July 31, 2023	**July 31, 2022**
Non-cash financing and investing activities:		
Shares issued for share issuance costs	$ 2,805	$ -
Fair value of brokers' warrants	$ 17,006	$ -

9. Subsequent event

Subsequent to July 31, 2023 the Company issued 100,000 common shares as a property payment.