# MACLAREN MINERALS LTD.

**Financial Statements**

**For the year ended June 30, 2023 and**

**Period from Incorporation on February 2, 2022 to June 30, 2022**

**Expressed in Canadian Dollars**

# Independent Auditor's Report

To the Shareholders of Maclaren Minerals Ltd.,

## Opinion

We have audited the financial statements of Maclaren Minerals Ltd. (the "Company"), which comprise the statements of financial position as at June 30, 2023 and 2022, and the statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the year ended June 30, 2023 and the period from incorporation on February 2, 2022 to June 30, 2022, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at June 30, 2023 and 2022, and its financial performance and its cash flows for the year ended June 30, 2023 and the period from incorporation on February 2, 2022 to June 30, 2022 in accordance with International Financial Reporting Standards.

## Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our 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 to the financial statements, which describes events and conditions that indicate a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

## Key Audit Matters

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

Except for the matter described in the Material Uncertainty Related to Going Concern section, we have determined that there are no other key audit matters to communicate in our report.

## Other Information

Management is responsible for the other information. The other information comprises the information included in Management's Discussion and Analysis.  Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information 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, we conclude that there is a material misstatement of this other information, we are required to report that fact.  We have nothing to report in this regard.

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

## Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may

cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

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

Yours truly,

DMCL.

**DALE MATHESON CARR-HILTON LABONTE LLP**
CHARTERED PROFESSIONAL ACCOUNTANTS

October 30, 2023

**MACLAREN MINERALS LTD.**
Statements of Financial Position
(Expressed in Canadian dollars)

| | Notes | | June 30. 2023 | | June 30, 2022 |
|---|---|---|---|---|---|
| **ASSETS** | | | | | |
| Current assets | | | | | |
| Cash | | $ | 84,772 | $ | 135,908 |
| Amounts recoverable | | | 1,140 | | 5,654 |
| Prepaid expenses and deposits | | | 15,000 | | - |
| | | | 100,912 | | 141,562 |
| Non-current assets | | | | | |
| Exploration and evaluation assets | 3 | | 126,101 | | 117,361 |
| | | $ | 227,013 | $ | 258,923 |
| **LIABILITIES AND SHAREHOLDERS' EQUITY** | | | | | |
| Current liabilities | | | | | |
| Accounts payable and accrued liabilities | 4 | $ | 38,591 | $ | 49,373 |
| Due to related parties | 6 | | 33,380 | | 5,000 |
| | | | 71,971 | | 54,373 |
| Deferred tax liability | 9 | | - | | 11,488 |
| | | | 71,971 | | 65,861 |
| Shareholders' equity | | | | | |
| Share capital | 5 | | 282,001 | | 252,001 |
| Reserves | 5 | | 20,285 | | - |
| Deficit | | | (147,244) | | (58,939) |
| | | | 155,042 | | 193,062 |
| | | $ | 227,013 | $ | 258,923 |

**Nature and continuance of operations (Note 1)**
**Subsequent event (Note 10)**

Approved on behalf of the Board of Directors

| | |
|---|---|
| *"Gary Musil"* Director | *"Nancy Kawazoe"* Director |
| Gary Musil | Nancy Kawazoe |

The accompanying notes are an integral part of these financial statements

**MACLAREN MINERALS LTD.**
Statements of Loss and Comprehensive Loss
(Expressed in Canadian dollars)

| | Notes | Year ended June 30, 2023 | Period from incorporation on February 2, 2022 to June 30, 2022 |
|---|---|---|---|
| **Expenses** | | | |
| Bank and interest charges | | $ 203 | $ 98 |
| Consulting fees | | 3,000 | 15,000 |
| Management fees | 6 | 30,000 | 11,250 |
| Office and miscellaneous | | - | 105 |
| Professional fees | 6 | 45,105 | 20,486 |
| Rent | 6 | 1,200 | 450 |
| Share-based payment | 5, 6 | 20,285 | - |
| Travel and promotion | | - | 62 |
| Loss before income taxes | | (99,793) | (47,451) |
| Deferred income tax recovery (expense) | 9 | 11,488 | (11,488) |
| Loss and comprehensive loss for the period | | $ (88,305) | $ (58,939) |
| Weighted average number of common shares outstanding (basic and diluted) | | 9,901,100 | 6,286,487 |
| Basic and diluted net loss per share | | $ (0.01) | $ (0.01) |

The accompanying notes are an integral part of these financial statements

**MACLAREN MINERALS LTD.**
Statement of Changes in Shareholders' Equity
(Expressed in Canadian dollars)

| | Number of shares | Amount | Reserves | Deficit | Total |
|---|---|---|---|---|---|
| Balance, February 2, 2022 (date of incorporation) | - | $ - | $ - | $ - | $ - |
| Loss for the period | | - | - | (58,939) | (58,939) |
| Shares issued pursuant to private placements (Note 5) | 9,500,001 | 250,001 | - | - | 250,001 |
| Shares issued to acquire exploration and evaluation assets (Note 5) | 100,000 | 2,000 | | - | 2,000 |
| **Balance at June 30, 2022** | **9,600,001** | **$ 252,001** | **$ -** | **$ (58,939)** | **$ 193,062** |
| Loss for the year | - | $ - | $ - | $ (88,305) | $ (88,305) |
| Shares issued pursuant to private placement (Note 5) | 600,000 | 30,000 | - | - | 30,000 |
| Share-based payments (Note 5) | - | - | 20,285 | - | 20,285 |
| **Balance at June 30, 2023** | **10,200,001** | **$ 282,001** | **$ 20,285** | **$ (147,244)** | **$ 155,042** |

The accompanying notes are an integral part of these financial statements

**MACLAREN MINERALS LTD.**
Statements of Cash Flows
(Expressed in Canadian dollars)

| | Year ended June 30, 2023 | Period from incorporation on February 2, 2022 to June 30, 2022 |
|---|---|---|
| **CASH FLOWS FROM OPERATING ACTIVITIES** | | |
| Loss for the period | $ (88,305) | $ (58,939) |
| Adjustments to reconcile loss to net cash used in operating activities: | | |
| Share-based payment | 20,285 | - |
| Deferred income tax (recovery) expense | (11,488) | 11,488 |
| Changes in non-cash items: | | |
| Amounts recoverable | 4,514 | (5,654) |
| Prepaid expenses and deposits | (15,000) | - |
| Accounts payable and accrued liabilities | (10,782) | 15,486 |
| Due to related parties | 28,380 | 5,000 |
| Net cash used in operating activities | (72,396) | (32,619) |
| **CASH FLOWS FROM INVESTING ACTIVITIES** | | |
| Exploration and evaluation assets | (8,740) | (81,474) |
| Net cash used in investing activities | (8,740) | (81,474) |
| **CASH FLOWS FROM FINANCING ACTIVITIES** | | |
| Proceeds from issuance of shares | 30,000 | 250,001 |
| Net cash provided by financing activities | 30,000 | 250,001 |
| **Increase (Decrease) in cash** | (51,136) | 135,908 |
| **Cash, beginning** | 135,908 | - |
| **Cash, ending** | $ 84,772 | $ 135,908 |

**See Note 8 for supplemental disclosure with respect to cash flow**

## 1. Nature and continuance of operations

Maclaren Minerals Ltd. (the “Company”) was incorporated on February 2, 2022 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 June 30, 2023 the Company was in the exploration stage and had interests in properties in Canada.

The Company was publicly listed on the Canadian Securities Exchange (“CSE”) on October 18, 2023 and commenced trading on October 19, 2023 under the symbol “MRN. (Note 10).

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 June 30, 2023, the Company had a working capital of $28,941. Based on its current plans, budgeted expenditures, and cash requirements, the Company does not have sufficient cash to finance its current plans. These material uncertainties may cast substantial 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 October 30, 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”).

## 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.

***Significant accounting judgments, estimates and assumptions***

The preparation of the Company's financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates. The impacts of such estimates are pervasive throughout the financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and may affect both the period of revision and future periods.

Significant estimates made in the preparation of these financial statements include the carrying value of exploration and evaluation assets, recovery of deferred tax assets and the valuation of provisions for restoration and environmental liabilities.

Significant judgements include assessment of going concern assumption and whether there are indicators of impairment of exploration and evaluation assets.

***Foreign currency translation***

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

<u>Transactions and balances:</u>

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the period-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items or on settlement of monetary items are recognized in profit or loss in the period in which they arise, except where deferred in equity as a qualifying cash flow or net investment hedge.

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

### *Financial instruments*

(i) Classification

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost.

The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or the Company has opted to measure them at FVTPL.

The following table shows the classification of the Company's financial assets and liabilities:

| | **Classification IFRS 9** |
|---|---|
| Cash | FVTPL |
| Accounts payable | Amortized cost |
| Due to related parties | Amortized cost |

(ii) Measurement

*Debt investments at FVTOCI*
These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognized in other comprehensive income (OCI). On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

*Equity investments at FVTOCI*
These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are never reclassified to profit or 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 transaction costs are expensed in the statement of loss and comprehensive loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the statement of loss and comprehensive loss in the period in which they arise. Where management has opted to recognize a financial liability at FVTPL, any changes associated with the Company's own credit risk will be recognized in other comprehensive income (loss).

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

***Financial instruments (cont'd)***

(iii) Impairment of financial assets at amortized cost

The Company recognizes 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 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 statement of loss and comprehensive 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.

(iv) 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.

*Financial liabilities*
The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognizes a financial liability when the terms of the liability are modified such that the terms and / or cash flows of the modified instrument are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

Gains and losses on derecognition are generally recognized in profit or loss.

***Income taxes***

Deferred income tax:

Income tax expense consisting of current and deferred tax expense is recognized in the statement of loss and comprehensive loss. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period-end, adjusted for amendments to tax payable with regard to previous years.

Deferred tax assets and liabilities and the related deferred income tax expense or recovery are recognized for deferred tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that substantive enactment occurs.

A deferred tax asset is recognized to the extent that it is probable that future taxable income will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a deferred tax asset will be recovered, the deferred tax asset is reduced. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

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

***Exploration and evaluation assets***

Where the Company has entered into option agreements for the acquisition of an interest in exploration and evaluation assets which provided for periodic payments, such amounts unpaid are not recorded as a liability when they are payable entirely at the Company's discretion. Although the Company has taken steps to verify title to the exploration and evaluation assets in which it has an interest, these procedures do not guarantee the Company's title. The exploration and evaluation assets may be subject to prior undetected agreements or transfers and title may be affected by such defects.

i. Exploration and evaluation expenditures

Exploration and evaluation activities involve the search for minerals, the determination of technical feasibility and the assessment of commercial viability of an identified resource.

Exploration and evaluation costs incurred prior to obtaining licenses or a legal right are expensed in the period in which they are incurred. Once a legal right to explore an area has been secured, expenditures on exploration and evaluation activities are capitalized to exploration and classified as a component of mineral properties. Such expenditures include, but are not limited to, exploration license expenditures, leasehold property acquisition costs, evaluation costs, including drilling costs directly attributable to a property, and directly attributable to general and administrative costs. From time to time the Company may acquire or dispose of a mineral property pursuant to the terms of an option agreement. As the options are exercisable entirely at the discretion of the optionee, the amounts payable or receivable are not recorded. Option payments are recorded as property costs or recoveries when the payments are made or received.

Once the technical feasibility and commercial viability of extracting the mineral resource has been determined, the property is considered to be a mine under development and is classified as "mine development cost". Exploration and evaluation assets are tested for impairment before the assets are transferred to development properties.

Any incidental revenue earned in connection with exploration activities is applied as a reduction to capitalized exploration costs. Any operational income earned in connection with exploration activities is recognized in the profit or loss.

ii. Impairment

Exploration and evaluation assets are assessed for impairment by management when facts and circumstances suggest that the carrying amount exceeds the recoverable amount. When there is little prospect of further work on a property being carried out by the Company or its partners, when a project is deemed to no longer have commercially viable prospects to the Company, exploration and evaluation expenditures in respect of that project are deemed to be impaired. As a result, those exploration and evaluation expenditure costs, in excess of estimated recoveries, are written-off to profit or loss.

The recoverability of the carrying amount of mineral properties is dependent on successful development and commercial exploitation, or alternatively, the sale of the respective areas of interest.

The Company assesses exploration and evaluation assets for indications of impairment at each reporting date.

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

***Provision for environmental rehabilitation***

The Company recognizes liabilities for legal or constructive obligations associated with the retirement of mineral properties and equipment. The net present value of future rehabilitation costs is capitalized to the related asset along with a corresponding increase in the rehabilitation provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value.

The Company's estimates of reclamation costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to the related assets with a corresponding entry to the rehabilitation provision.

The increase in the provision due to the passage of time is recognized as interest expense. The Company does not have any provisions for rehabilitation obligations.

***Flow-through shares***

The Company may from time to time, issue flow-through common shares to finance its exploration program. Pursuant to the terms of the flow-through share agreements, these shares transfer the tax deductibility of qualifying resource expenditures to investors. On issuance, the Company bifurcates the flow-through share into i) a flow-through share premium, equal to the estimated premium, if any, investors pay for the flow-through feature, which is recognized as a liability, and ii) share capital. Upon expenses being incurred, the Company derecognizes the liability on a pro-rata basis to the expenditures incurred. The reduction of the flow-through share premium previously recorded is recognized as other income.

Proceeds received from the issuance of flow-through shares are restricted to be used only for Canadian exploration expenses (as defined in the Tax Act).

The Company may also be subject to a Part XII.6 tax on flow-through proceeds renounced under the Lookback Rule, in accordance with the Tax Act. When applicable, this tax is accrued as a financial expense until paid.

***Share capital***

The proceeds from the exercise of stock options, warrants and escrow shares are recorded as share capital in the amount for which the options, warrants or escrow shares enabled the holder to purchase a shares in the Company. The Company's common shares, share warrants and flow-through shares are classified as equity instruments. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

***Loss per share***

Basic loss per share is calculated based on the weighted average aggregate number of common shares outstanding during each period. Diluted loss per share is computed similarly to basic loss per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods. For the period presented, this calculation proved to be anti-dilutive.

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

***Leases***

*IFRS 16 Leases*

At inception of a contract, the Company assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control an identified asset for a period of time in exchange for consideration.

Leases of right-of-use assets are recognized at the lease commencement date at the present value of the lease payments that are not paid at that date. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined, and otherwise at the Company's incremental borrowing rate. At the commencement date, a right-of-use asset is measured at cost, which is comprised of the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any decommissioning and restoration costs, less any lease incentives received.

Each lease payment is allocated between repayment of the lease principal and interest. Interest on the lease liability in each period during the lease term is allocated to produce a constant periodic rate of interest on the remaining balance of the lease liability. Except where the costs are included in the carrying amount of another asset, the Company recognizes in profit or loss (a) the interest on a lease liability and (b) variable lease payments not included in the measurement of a lease liability in the period in which the event or condition that triggers those payments occurs. The Company subsequently measures a right-of-use asset at cost less any accumulated depreciation and any accumulated impairment losses; and adjusted for any remeasurement of the lease liability. Right-of-use assets are depreciated over the shorter of the asset's useful life and the lease term, except where the lease contains a bargain purchase option a right-of-use asset is depreciated over the asset's useful life. The Company had no leases in effect during the period presented.

***Share-based payments***

The grant-date fair value of share-based payments awarded to directors and officers of the Company settled in equity instruments is generally recognized as an expense, with a corresponding increase in equity over the vesting period. The amount recognized as an expense is adjusted to reflect the number of awards for which it is estimated that the service and non-market performance conditions have been satisfied, in that the amount ultimately recognized is based on the actual number of awards that meet the service and non-market performance conditions at the vesting date. For share-based payment awards on shares with other vesting conditions, the measurement of fair value at the vesting date reflects these conditions, and differences between estimate and achievement are not subsequently adjusted.

The fair value of options is determined using the Black-Scholes Option Pricing Model taking into account the features of the plan and market data as at the grant date and on the basis of management's assumptions.

## 3. Exploration and evaluation asset

**Boer Property (British Columbia)**

On March 3, 2022, the Company entered into an option agreement to acquire up to a 75% interest in four mining claims in the Omineca Mining Division, British Columbia.

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 vendor.

(Expressed in Canadian dollars)

## 3. Exploration and evaluation asset (cont'd)

### Boer Property (British Columbia) (cont'd)

To earn the further 24% of the total 75% interest, the Company must pay the Optionor $10,000 on or before March 3, 2023 (paid), issue 100,000 common shares within six months of the date of initial listing of the Company's shares on a Canadian stock exchange, and incur aggregate exploration expenditures of $200,000 of which $75,000 must be incurred before March 3, 2023 (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 vendor. The property is subject to a net smelter royalty of 2% payable to the vendor.

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

| | Boer Property, British Columbia | |
|---|---|---|
| | **June 30, 2023** | **June 30, 2022** |
| Balance, Incorporation on February 2, 2022 and June 30, 2022 | $ 7,000 | $ - |
| Property acquisition costs | | |
| Cash | 10,000 | 5,000 |
| Shares (Note 5) | - | 2,000 |
| | 17,000 | 7,000 |
| Exploration costs: | | |
| Balance, beginning | 110,361 | - |
| Assays and testing | - | 15,704 |
| Geological consulting | - | 41,428 |
| Reports and administration | - | 21,850 |
| Mapping and surveying | - | 4,966 |
| Travel, accommodation, and supplies | (1,260) | 26,413 |
| | 109,101 | 110,361 |
| **Balance, ending** | **$ 126,101** | **$ 117,361** |

## 4. Accounts payable and accrued liabilities

| | June 30, 2023 | June 30, 2022 |
|---|---|---|
| Accounts payable | $ - | $ 33,887 |
| Accrued liabilities | 38,591 | 15,486 |
| | **$ 38,591** | **$ 49,373** |

## 5. Share capital

***Authorized share capital***

Unlimited number of common shares without par value.

(Expressed in Canadian dollars)

## 5. Share capital (cont'd)

***Issuances***

On February 2, 2022, the Company issued 1 common share as an incorporation share for $1.

On February 7, 2022, the Company issued a total of 2,000,000 common shares at $0.005 per share to directors for gross proceeds of $10,000. Directors and senior officers subscribed for a total of 2,000,000 shares.

On March 3, 2022, the Company issued a total of 100,000 common shares with a fair value of $2,000 for the property acquisition (Note 3).

On March 7, 2022, 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 May 16, 2022, the Company issued a total of 3,000,000 common shares at $0.05 per share for gross proceeds of $150,000.

On November 14, 2022, the Company issued a total of 600,000 common shares at $0.05 per share for gross proceeds of $30,000.

***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.

***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 November 14, 2022, the Company granted 700,000 stock options that vested upon grant and are exercisable at a price of $0.10 until November 14, 2025 to senior officers and directors. The estimated fair value of the options was $20,285 which was determined by the Black-Scholes Option Pricing Model with the following assumptions: an annualized volatility of 115%; an expected life of 3 years; a dividend yield of 0%; and a risk-free rate of 3.64%.

Details of options outstanding as at June 30, 2023 are as follows:

| Number of Options | Exercise Price | Expiry date | Exercisable |
|---|---|---|---|
| 700,000 | $0.10 | November 14, 2025 | 700,000 |

As at June 30, 2023 the options outstanding had a weighted average exercise price of $0.10 and a weighted average life of 2.38 years.

***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.

(Expressed in Canadian dollars)

## 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 year ended June 30, 2023 and the period from February 2, 2022 to June 30, 2022, are as follows:

| | | Year ended June 30, 2023 | | From incorporation on February 2, 2022 to June 30, 2022 |
|---|---|---|---|---|
| Management fee | $ | 30,000 | $ | 11,250 |
| Accounting fee | | 12,000 | | 5,000 |
| Share-based payment | | 20,285 | | - |
| **Total** | **$** | **62,285** | **$** | **16,250** |

Effective February 15, 2022 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 and automatic renewal every six months unless terminated by either the Company or the service provider. The agreement also includes rent expense of $100 per month. The Company recorded rent of $1,200 during the year ended June 30, 2023 (June 30, 2022 - $450) in connection with the agreement.

As at June 30 2023, a total of $16,380 (June 30, 2022 - $nil) is payable to a company controlled by a director and senior officer and $17,000 (June 30, 2022 - $5,000) has been accrued as due to a director and senior officer. Amounts due to related parties are non-interest bearing with no specific terms of repayment.

## 7. Financial risk management

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

<u>Credit Risk</u>

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.

<u>Currency Risk</u>

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.

<u>Interest Rate Risk</u>

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.

## 7. Financial risk management (cont'd)

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 June 30, 2023, the Company had a cash balance of $84,772 to settle current liabilities of $71,971. All the liabilities presented as accounts payable and accrued liabilities are due within 90 days of June 30, 2023.

The Company's expected source of cash flow in the upcoming year will be through equity financing. Cash on hand at June 30, 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.

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

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.

Cash is measured at fair value based on level 1 inputs.

(Expressed in Canadian dollars)

## 8. Supplemental disclosure with respect to cash flows

During the year ended June 30, 2023 and the period from incorporation on February 2, 2022 to June 30, 2022, the Company incurred the following non-cash financing and investing transactions that are not reflected in the statement of cash flows:

| | Year ended June 30, 2023 | From incorporation on February 2, 2022 to June 30, 2022 |
|---|---|---|
| Non-cash financing and investing activities: | | |
| Shares issued for property acquisition (Notes 3 and 5) | $ - | $ 2,000 |
| Exploration and evaluation expenditures in accounts payable | $ - | $ 33,887 |

## 9. Income taxes

A reconciliation of income taxes at statutory rates with the reported taxes is as follows

| | Year ended June 30, 2023 | From incorporation on February 2, 2022 to June 30, 2022 |
|---|---|---|
| Net loss before income taxes for the year | $ (99,793) | $ (47,451) |
| Statutory Canadian corporate tax rate | 27% | 27% |
| | | |
| Anticipated tax recovery | (26,944) | (12,812) |
| Non-deductible expenses and other | 5,477 | - |
| Impact of flow-through shares | - | 24,300 |
| Change in unrecognized deductible temporary differences | 9,979 | - |
| Total income tax expense (recovery) | $ (11,488) | $ 11,488 |

The significant components of the Company's unrecognized deferred tax assets are as follows:

| | June 30, 2023 | June 30, 2022 |
|---|---|---|
| Non-capital losses carried forward | $ 47,451 | $ 12,812 |
| Exploration and evaluation assets | (24,300) | (24,300) |
| | 23,151 | (11,488) |
| Valuation allowance | (23,151) | - |
| Net deferred tax liability | $ - | $ (11,488) |

The Company has non-capital losses of $126,959 available for carryforward to reduce future years' income for income tax purposes. The losses expire from 2042 to 2043. Tax attributes are subject to review, and potential adjustment by tax authorities.

## 10. Subsequent event

On October 18, 2023 the Company completed its initial public offering (the "**IPO**") of 3,500,000 common shares in its capital (each a “**Share**”) at a price of $0.10 per Share for gross proceeds of $350,000. Haywood Securities Inc. acted as agent (the "**Agent**") for the IPO. The Agent received a cash commission equal to 10% of the gross proceeds of the IPO and a corporate finance fee, which included the issuance of 105,000 Shares to the Agent at a deemed price of $0.10 per Share. In addition, the Agent and its selling group, were granted non-transferable broker’s warrants entitling the holder(s) to purchase an aggregate of 350,000 Shares at a price of $0.10 per Share, exercisable on or before October 18, 2025. Net proceeds from the IPO will be used for working capital purposes, for general and administrative purposes, and to carry out exploration on the Boer Property located in central British Columbia.

In connection with the IPO, 2,250,001 of the Company’s common shares became subject to the terms of an escrow agreement dated September 1, 2023 whereby 10% of the escrowed securities are released on the date the Company’s shares are listed on a Canadian exchange (the “Listing Date”), 15% are released each six months thereafter, and the remainder 36 months after the Listing Date.

Trading commenced on the Canadian Securities Exchange on October 19, 2023, under the symbol (“**MRN**”).