PROSPER GOLD CORP.

CONDENSED INTERIM FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED JANUARY 31, 2023

(EXPRESSED IN CANADIAN DOLLARS)

(UNAUDITED)

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a) continuous disclosure requirement, if an auditor has not performed a review of the 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 Company's management. The Company's independent auditor has not performed a review of these Condensed Interim 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.

PROSPER GOLD CORP.
Statements of Financial Position
(Expressed in Canadian Dollars)

	Note	As at January 31, 2023 (Unaudited)	As at October 31, 2022
ASSETS			
Current assets			
Cash and cash equivalents	11	**$ 1,178,439**	$ 224,796
Amounts receivable		**80,942**	20,053
Marketable securities	7	**205,511**	265,945
Prepaid expenses and deposit	11	**187,904**	111,573
		1,652,796	622,367
Non-current assets			
Reclamation deposits	4	**-**	219,000
Right-of-use asset	5,15	**73,814**	98,419
Equipment and leasehold improvements	6	**289,000**	308,125
Mineral properties	7	**1,099,360**	869,522
		1,462,174	1,495,066
		$ 3,114,970	$ 2,117,433
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	12	**$ 175,694**	$ 155,041
Current portion of lease liability	5	**75,503**	100,510
Loan payable	8	**40,000**	-
		291,197	255,551
Non-current liabilities			
Loan payable	8	**-**	37,853
Deferred gain on loan payable	8	**-**	2,147
		-	40,000
		291,197	295,551
SHAREHOLDERS' EQUITY			
Share capital	9	**26,565,244**	24,823,563
Reserves	10	**6,587,632**	6,321,700
Deficit		**(30,329,103)**	(29,323,381)
		2,823,773	1,821,882
		$ 3,114,970	$ 2,117,433

These financial statements were approved by the Board of Directors and authorized for issue on March 31, 2023.
They are signed on behalf of the Board of Directors by:

/s/ "Peter Bernier"
Peter Bernier
Director

/s/ "Jason Hynes"
Jason Hynes
Director

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

PROSPER GOLD CORP.

Statements of Comprehensive Loss
(Expressed in Canadian Dollars)
(Unaudited)

	Note	**Three months ended**	
		January 31, 2023	January 31, 2022
Expenses			
Exploration expenditures	6,7,12	**$513,547**	$ 1,179,160
General and administrative	5,6	**83,230**	115,656
Management salaries and fees	12	**128,124**	124,885
Professional fees		**11,246**	25,351
Share-based payments	10(b)(c),12	**207,062**	634,720
Transfer agent, listing and filing fees		**10,470**	17,040
		953,679	2,096,812
Other (income) and expense			
Interest income		**(8,391)**	(1,395)
Gain on sale of mineral properties	7(a)(b)	**-**	(205,200)
Unrealized loss on marketable securities	7(a)(b)	**60,434**	36,900
		52,043	(169,695)
Net loss and comprehensive loss for period		**$ 1,005,722**	$ 1,927,117
Loss per share			
Basic and diluted		**$ 0.03**	$ 0.08
Weighted average number of common shares outstanding		**31,213,486**	23,196,476

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

PROSPER GOLD CORP.
Statements of Changes in Shareholders' Equity
(Expressed in Canadian Dollars)
(Unaudited)

For the three months ended January 31, 2022

			Reserves				
	Number of Shares	Share Capital	Security Based Compensation	Other	Total	Deficit	Total
Balance at October 31, 2021	23,196,476	$24,471,832	$3,710,334	$ 795,053	$4,505,387	$(23,799,553)	$ 5,177,666
Share-based payments (notes 10(b), 10(c))	-	-	634,720	-	634,720	-	634,720
Net loss for the period	-	-	-	-	-	(1,927,117)	(1,927,117)
Balance at January 31, 2022	23,196,476	$24,471,832	$4,345,054	$ 795,053	$5,140,107	$(25,726,670)	$ 3,885,269

For the three months ended January 31, 2023

			Reserves				
	Number of Shares	Share Capital	Security Based Compensation	Other	Total	Deficit	Total
Balance at October 31, 2022	23,996,476	$24,823,563	$5,526,647	$ 795,053	$6,321,700	$(29,323,381)	$ 1,821,882
Private placement - units	3,455,000	691,000	-	-	-	-	691,000
Private placement – flow-through units	4,000,000	1,000,000	-	-	-	-	1,000,000
Shares issued for property (notes 7(a), 9(c))	760,000	215,200	-	-	-	-	215,200
Share issue costs (notes 9(b), 9(c))	-	(164,519)	-	58,870	58,870	-	(105,649)
Share-based payments (notes 10(b), 10(c))	-	-	207,062	-	207,062	-	207,062
Net loss for the period	-	-	-	-	-	(1,005,722)	(1,005,722)
Balance at January 31, 2023	**32,211,476**	**$26,565,244**	**$5,733,709**	**$ 853,923**	**$6,587,632**	**$(30,329,103)**	**$ 2,823,773**

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

PROSPER GOLD CORP.
Statements of Cash Flows
(Expressed in Canadian Dollars)
(Unaudited)

	Three months ended	
	January 31, 2023	January 31, 2022
Cash provided by (used in):		
Operating activities		
Net loss	**$ (1,005,722)**	$ (1,927,117)
Adjustments for:		
Amortization of equipment and leasehold improvements	**19,125**	20,448
Amortization of right-of-use asset	**24,605**	-
Gain on sale of mineral properties	**-**	(205,200)
Unrealized loss on marketable securities	**60,434**	36,900
Interest on lease liability	**1,252**	-
Share-based payments	**207,062**	634,720
Net change in non-cash working capital		
Amounts receivable	**(60,889)**	337,586
Prepaid expenses and deposit	**(76,331)**	103,031
Accounts payable and accrued liabilities	**20,653**	(501,414)
	(809,811)	(1,501,046)
Investing activities		
Proceeds on redemption of reclamation bonds	**219,000**	-
Purchase of equipment and leasehold improvements	**-**	(4,275)
Acquisition of mineral properties	**(14,638)**	-
	204,362	(4,275)
Financing activities		
Lease liability payments	**(26,259)**	-
Proceeds from private placement	**1,691,000**	-
Share issue costs	**(105,649)**	-
	1,559,092	-
Increase (decrease) in cash and cash equivalents	**953,643**	(1,505,321)
Cash and cash equivalents, beginning of period	**224,796**	3,636,299
Cash and cash equivalents, end of period	**$ 1,178,439**	$ 2,130,978

Non-cash activities		
Shares issued for property	**$ 215,200**	$ -
Fair value of broker warrants for private placement	**$ 58,870**	$ -
Fair value of marketable securities received from sale of mineral property interests	**$ -**	$ 205,200
Cash and cash equivalents consist of:		
Cash	**$ 959,439**	$ 2,130,978
Term deposits	**$ 219,000**	$ -

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

1. Nature of operations and going concern

Prosper Gold Corp. (“Prosper” or the "Company") was incorporated under the *Business Corporations Act* (Ontario) on October 11, 2007, continued into British Columbia under the *Business Corporations Act* (British Columbia) and changed its name from Lander Energy Corporation on April 26, 2012. The registered office of the Company is located at Suite 330 – 890 West Pender Street, Vancouver, British Columbia, V6C 1J9. Effective September 3, 2013, the Company’s common shares were listed on the TSX Venture Exchange (the “Exchange”), trading under the symbol “PGX”. Effective March 18, 2021, the Company has qualified to trade on the OTCQX Best Market in the United States under the symbol “PGXFF” (note 16).

The principal business activity of the Company is the acquisition, exploration and development of mineral properties. These financial statements have been prepared on a going concern basis, which assumes that the Company will continue its operation in the foreseeable future and will be able to realize its assets and settle its liabilities in the normal course of business. The Company has not yet generated any revenues, has incurred losses of $1,005,722 (3 months ended January 31, 2022 - $1,927,117) for the period ended January 31, 2023, negative cash flows from operations since inception and has a deficit of $30,329,103 as at January 31, 2023 (October 31, 2022 - $29,323,381). At January 31, 2023, the Company had cash and cash equivalents of $1,178,439 (October 31,2022 – cash of $244,796) and working capital of $1,361,599 (October 31, 2022 - $366,816). The ability of the Company to continue as a going concern over a longer term is dependent on the Company’s ability to complete financing to meet administrative overhead and to complete the exploration and development of its mineral property interest, attainment of profitable mining operations or the receipt of proceeds from the disposition of its mineral property interest. However, there is no guarantee that the Company will establish economically recoverable reserves, profitable operations or positive cash flows from operations. The Company will continue to raise funding through equity financing to continue operations and has been successful to date, but there can be no assurance that adequate financing will be available in the future, or available on terms acceptable to the Company and, therefore, a material uncertainty exists that may cast significant doubt over the Company’s ability to continue as a going concern.

These financial statements do not include any adjustments relating to the recoverability of assets and classification of assets and liabilities that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

Since January 2020, the continuing outbreak of the novel strain of the coronavirus, COVID-19, has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic downturn. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. This may impact the Company’s ability to obtain additional financing to support exploration activities.

Russia’s invasion of Ukraine has injected uncertainty into the global economy with the impact to rising interest and inflation rates. The continuing conflict has contributed to increase in oil and commodity prices and caused downturn to global markets. The outcome and longevity are both difficult to assess at this time.

2. Basis of preparation

(a) Statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards 34, Interim Financial Reporting (“IAS 34”) as issued by the International Accounting Standards Board (“IASB”). Accordingly, these condensed interim financial statements do not include all information and disclosures required by International Financial Reporting Standards (“IFRS”) for annual financial statements, and should be read in conjunction with the Company’s audited financial statements for the year ended October 31, 2022, which have been prepared in accordance with IFRS.

2. Basis of preparation (continued)

(b) Basis of presentation

These financial statements have been prepared on a historical cost basis, except for certain financial instruments, which are recorded at fair value. In addition, these condensed interim financial statements have been prepared using the accrual basis of accounting, except for cash flow information. The Company's interim results are not necessarily indicative of its results for the full year.

(c) Presentation and functional currency

The presentation and functional currency of the Company is the Canadian dollar. All amounts in these financial statements are expressed in Canadian dollars, unless otherwise indicated.

(d) Critical accounting judgments and estimates

The preparation of financial statements in accordance with IFRS requires management to make certain critical accounting estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities and the accompanying disclosures. Actual results could differ from these judgments and estimates. Estimates and underlying assumptions are reviewed on an ongoing basis based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The impacts of changes to estimates are recognized in the period estimates are revised and in future periods affected. The critical judgment and assumptions applied in the preparation of these condensed interim financial statements and other major sources of measurement uncertainty are discussed in the Company's audited financial statements for the year ended October 31, 2022.

3. Significant accounting policies

The significant accounting policies applied in the preparation of these condensed interim financial statements are consistent with those applied and discussed in the Company's audited financial statements for the year ended October 31, 2022.

4. Reclamation deposits

The Company was required to post two security deposits of $190,000 and $29,000 totaling $219,000 in favor of the BC Ministry of Energy, Mines and Low Carbon Innovation for the continuation of surface work at the Star Property.

During the period, the Ministry of Energy, Mines and Low Carbon Innovation returned the two Letters of Credits of $190,000 and $29,000 and released the Company of any further obligations for the Star Property in British Columbia.

5. Right-of-use asset

Right-of-use asset (note 15)		
Value of right-of-use asset as at May 1, 2022	$	147,628
Amortization		(49,209)
Value of right-of-use asset as at October 31, 2022		98,419
Amortization		(24,605)
Value of right-of-use asset as at January 31, 2023	$	73,814

(Expressed in Canadian Dollars)

5. Right-of-use asset (continued)

Lease liability		
Lease liability recognized as of May 1, 2022	$	147,628
Lease payments		(50,708)
Lease interest		3,590
Lease liability recognized as of October 31, 2022	$	100,510
Lese payments		(26,259)
Lease Interest		1,252
Lease liability as recognized as of January 31, 2023	$	75,503

6. Equipment and leasehold improvements

	Computer Equipment	Office Furniture	Field Equipment	Leasehold Improvements	Vehicles	Total
Cost						
As at October 31, 2021	$ 29,671	$ 2,236	$ 333,890	$ -	$ 88,721	$ 454,518
Additions	2,813	-	21,461	12,970	-	37,244
As at October 31, 2022 and January 31, 2023	$ 32,484	$ 2,236	$ 355,351	$ 12,970	$ 88,721	$ 491,762
Accumulated Amortization						
As at October 31, 2021	$ 19,958	$ 1,708	$ 51,476	$ -	$ 23,000	$ 96,142
Amortization	6,115	105	58,629	2,929	19,717	87,495
As at October 31, 2022	26,073	1,813	110,105	2,929	42,717	183,637
Amortization	882	21	12,262	2,510	3,450	19,125
As at January 31, 2023	$ 26,955	$ 1,834	$ 122,367	$ 5,439	$ 46,167	$ 202,762
Carrying value						
As at October 31, 2022	$ 6,411	$ 423	$ 245,246	$ 10,041	$ 46,004	$ 308,125
As at January 31, 2023	**$ 5,529**	**$ 402**	**$ 232,984**	**$ 7,531**	**$ 42,554**	**$ 289,000**

7. Mineral properties

The Company capitalizes costs of mineral property option payments for cash and share issuances and the related transaction costs for the Ontario Projects in Ontario and the Star Property in British Columbia.

	Ontario Projects			
Costs	**Matachewan**	**Golden Sidewalk**	**Star**	**Total**
Balance, October 31, 2021	$ 8,153	$ 466,398	$ 446,715	$ 921,266
Share issuances	-	352,000	-	352,000
Additions	-	42,971	-	42,971
Option payments received	-	-	(446,715)	(446,715)
Balance, October 31, 2021	**8,153**	**861,369**	**-**	**869,522**
Share issuance	**-**	**215,200**	**-**	**215,200**
Additions	**-**	**14,638**	**-**	**14,638**
Balance, January 31, 2023	**$ 8,153**	**$ 1,091,207**	**$ -**	**$ 1,099,360**

7. Mineral properties (continued)

(a) Ontario Projects, Ontario, Canada

Matachewan Land Package
On March 21, 2019, the Company entered into a purchase agreement and acquired a 100% interest in 64 mineral claims and 6 mining patents. During the 2020 fiscal year, transaction costs for legal fees of $2,140 were paid for legal fees to transfer the titles of the claims to the Company.

During the year ended October 31, 2021, the Company sold 37 mineral claims to LaSalle Exploration Corp. ("LaSalle") for cash proceeds of $10,000 and 100,000 common shares of LaSalle with a fair market value of $19,000 on the completion date. The Company incurred legal fees of $3,268 for the transaction. As at January 31, 2023, the 100,000 LaSalle shares were adjusted to the market value of $4,261 (October 31, 2022 - $3,445) and an unrealized gain for the 3 months ended January 31, 2023 of $816 (3 months ended January 31, 2022 – unrealized loss of $4,500) has been recorded in the statement of comprehensive loss.

Wydee Claims
During the 2022 fiscal year, the Company sold 43 claims for the Wydee Property to the Canadian Nickel Company Inc. ("CNC") that was previously written off during the 2020 fiscal year. The Company received 60,000 shares of CNC at a market value of $3.42 per share for a value of $205,200. The proceeds have been recorded as a gain in the statement of comprehensive loss. During the year ended October 31, 2022, the 60,000 CNC shares were sold for $98,838. The sale resulted in a realized loss $106,362 which has been recorded in the statement of comprehensive loss for the year ended October 31, 2022.

Golden Sidewalk Project

<u>Sabina Agreement</u>
On August 9, 2020 ("Sabina Effective Date"), the Company entered into an option agreement with Sabina Gold & Silver Corp. ("Sabina") to acquire a 100% interest in the Golden Sidewalk Properties, subject to the permitted encumbrances, underlying royalties, the Golden Sidewalk Royalties and any additional property royalty in accordance with the following:

a) In order to acquire a 70% interest ("Sabina First Option"), the Company shall pay $40,000 cash, issue 900,000 common shares and incur $1,400,000 as follows:
    a. Within five business days of receipt of TSXV approval, pay $20,000 cash (paid) and issue 50,000 common shares (issued September 8, 2020);
    b. On or before six months of the Sabina Effective Date, issue 50,000 common share (issued January 25, 2021) and incur expenditures of $150,000 (incurred);
    c. On or before 18 months of the Sabina Effective Date, issue 250,000 common shares (issued February 7, 2022), pay $10,000 in cash (paid) and incur $500,000 in expenditures (incurred); and
    d. On or before 30 months of the Sabina Effective Date, issue 550,000 common shares (issued February 7, 2022), pay $10,000 in cash (paid) and incur $750,000 in expenditures (incurred).

b) Upon the exercise of the Sabina First Option, the Company can elect to pursue the second option to acquire the remaining 30% interest on or before 48 months of the Sabina Effective Date, by issuing an additional 600,000 common shares (issued on November 18, 2022), pay an additional $10,000 in cash (paid on November 18, 2022), incur an additional $1,200,000 of expenditures (incurred) and enter into agreement to fully assume and novate to the Company the permitted encumbrances and all royalties that Sabina is subject to for the property. Legal and filing fees of $4,438 were incurred for the November 18, 2022 transaction.

Per the agreement, in the event that the Company does not incur the required expenditures in each period, the Company may pay Sabina in cash any shortfall by the end of each period.

7. Mineral properties (continued)

(a) Ontario Projects, Ontario, Canada (continued)

Golden Sidewalk Project (continued)

Upon the exercise of the first option by the Company, Sabina and the Company will enter in a royalty agreement (“Golden Sidewalk Royalty”) whereby Sabina will retain and the Company will pay to Sabina 2.0% NSR on the proceeds from the production or sale of products produced or derived from the Golden Sidewalk property. The Company can elect to purchase 1.0% of the NSR by payment of $1,000,000.

Smith Agreement
On August 25, 2020, the Company entered into an agreement with Greg Smith to acquire a 100% interest in certain mineral claims for $25,000 cash (paid).

The acquisition for these claims is subject to a 1% NSR. The Company can elect to purchase 0.5% of the NSR by payment of $500,000.

Bounty Agreement
On August 31, 2020, the Company entered into an agreement with Bounty Gold Corp. (“Bounty”) to acquire a 100% interest in certain mineral claims free of any encumbrances by:

i. Within 5 days of Exchange approval, payment of $60,000 in cash (paid); and
ii. Issuance of 125,000 common shares of the Company (issued October 14, 2020).

The purchase is subject to a 2% NSR with an option to purchase 1% of the NSR by the Company with a payment of $1,000,000.

Claims Purchase
During the year ended October 31, 2021, the Company acquired additional claims for the Golden Sidewalk Project for $13,200.

Land Purchase
During the year ended October 31, 2021, the Company purchased a parcel of land at Ear Falls, Ontario for $113,000 and paid $4,218 for transaction costs.

On November 28, 2022, the Company entered into a agreement to purchase 100% of the rights, title and interest in a 2% net smelter return royalty on the Skinner Gold Property located in Ontario. In consideration of the purchase, the Company will issue 160,000 common shares. Filing fees of $200 were incurred for the transaction.

During the year ended October 31, 2022, the Company received $200,000 from the Ministry of Northern Development, Mines, Natural Resources and Forestry under an Ontario Transfer Payment Agreement. Under this agreement, the Company will receive up to $200,000 to conduct exploration work and activities on the Golden Sidewalk Project. This is recorded as a reduction of exploration expenditures in the statements of comprehensive loss.

(b) Star Property, British Columbia, Canada

Pursuant to an option agreement dated July 15, 2013 between the Company and Firesteel Resources Inc. (“Firesteel”) (name changed to Otso Gold Corp.) (the “Option Agreement”), the Company has the exclusive option to earn up to an 80% interest in 19 mining claims on the Star property (formerly the Sheslay property), a copper-gold discovery located northwest of Telegraph Creek, British Columbia, in the Stikine Arch area of northwestern British Columbia, in exchange for cash payments, the issuance of common shares and exploration expenditures over four years as follows:

Pursuant to the option agreement (the “First Option”), the Company has earned a 51% interest in the Star property by:

7. Mineral properties (continued)

(b) Star Property, British Columbia, Canada (continued)

- Making cash payments to Firesteel totaling $300,000 over 18 months (paid);
- Issuing a total of 30,000 Prosper common shares to Firesteel (issued); and
- Incurring exploration expenditures totaling $1,000,000 over 18 months (incurred).

The Company has an additional option (the "Second Option") to earn an additional 19% interest, thereby increasing its total interest in the Property to 70%, which may be exercised by:

- Making cash payments to Firesteel totaling $200,000 over 36 months (due August 30, 2016) (unpaid);
- Issuing a total of 20,000 Prosper common shares to Firesteel over a period of 36 months (due August 30, 2016) (unissued); and
- Incurring exploration expenditures totaling $2,000,000 over 36 months (incurred).

The Company has an additional option (the "Third Option") to earn an additional 10% interest, thereby increasing its total interest in the Property to 80%, which may be exercised by:

- Making cash payments to Firesteel totaling $500,000 over 48 months (unpaid);
- Issuing a total of 50,000 Prosper common shares to Firesteel over a period of 48 months (unissued); and
- Incurring exploration expenditures totaling $2,000,000 over 48 months (incurred).

Rather than making the Second Option payment and issuance of common shares due August 30, 2016 and the Third Option payment and issuance of common shares due August 30, 2017, the Company and Firesteel entered into a joint venture agreement on August 30, 2016. The Company holds 51% ownership of the Star property. The joint venture agreement specifies that the Company and Firesteel will contribute funds to continue explorations on the Star property pro-rata, based on their percentage of ownership; 51% to be contributed by Prosper and 49% to be contributed by Firesteel.

The underlying royalty holders are entitled to a 2% NSR on the property. The Company has the option to purchase the 2% royalty entitlement for $2,000,000.

During the year ended October 31, 2022, the Company entered into a definitive option agreement with CAVU Mining Corp. ("CAVU") to grant CAVU the exclusive right and option to acquire 51% interest in the Star Project located in the province of British Columbia. Under the terms of the Option Agreement, CAVU may exercise the option by issuing 1,250,000 common shares on or before May 23, 2022 (received) and making aggregate cash payments of $1,155,000 with the first payment of $100,000 due on May 23, 2022 (received), $285,000 due by July 1, 2022 (received), $385,000 due by May 23, 2023 and $385,000 due by May 23, 2024. Legal fees of $12,898 were incurred relating to this transaction.

The 1,250,000 CAVU common shares had an initial fair value of $450,000. A gain on sale of mineral properties of $375,387 is recorded in the statements of comprehensive loss for the year ended October 31, 2022.

At January 31, 2023, these common shares were adjusted to the market value of $201,250 (October 31, 2022 - $262,500) and an unrealized loss of $67,250 (January 31, 2022 - $Nil) has been included in the statement of comprehensive loss.

During the quarter, CAVU was acquired by Alpha Copper Corp. ("ALCU"). As CAVU shareholders received 0.7 of ALCU a common share for each CAVU share previously held, the Company received 875,000 ALCU common shares in exchange for 1,250,000 CAVU shares previously held.

(Expressed in Canadian Dollars)

7. Mineral properties (continued)

(c) Exploration and evaluation expenditures

During the periods ended January 31, 2023 and 2022, the Company's exploration expenditures (recovery) consisted of the following:

	Ontario		Star		Total	
	January 31, 2023	January 31, 2022	**January 31, 2023**	January 31, 2022	**January 31, 2023**	January 31, 2022
Assay and analysis	**$ 52,890**	$ 115,620	**$ -**	$ -	**$ 52,890**	$ 115,620
Camp accommodation	**440**	41,405	**-**	-	**440**	41,405
Drilling	**176,594**	591,720	**-**	-	**176,594**	591,720
Equipment rental	**13,209**	12,641	**-**	-	**13,209**	12,641
Field costs (recovery)	**99,668**	110,196	**-**	600	**99,668**	110,796
Geological (note 12(a))	**58,550**	87,361	**-**	-	**58,550**	87,361
Property rentals and utilities	**34,401**	53,623	**-**	-	**34,401**	53,623
Salaries (note 12(a))	**64,135**	178,231	**-**	-	**64,135**	178,231
Transportation and freight	**7,836**	15,021	**-**	-	**7,836**	15,021
Travel and accommodations	**5,824**	32,742	**-**	-	**5,824**	32,742
Grant received	**-**	(60,000)	**-**	-	**-**	(60,000)
	$513,547	$1,178,560	**$ -**	$ 600	**$513,547**	$1,179,160

8. Loan payable

The Company received $40,000 for the Canada Emergency Business Account ("CEBA") interest free loan up to the initial term date of December 31, 2022. 25% of the loan balance will be forgiven if the balance of 75% of the loan balance is repaid by the initial term date of December 31, 2022. Subsequent to December 31, 2022, if 75% of the loan has not been repaid, then the loan is subject to an interest rate of 5% per annum and due for repayment by December 31, 2025. The loan payable has been initially recorded at fair value of $35,114 and is calculated based on the application of a fair value interest rate of 5% with the anticipated repayment date of December 31, 2022. The initial difference of $4,886 between the face value of $40,000 and the initial fair value of the loan payable of $35,114 has been recorded as a deferred gain on loan payable. During the year, the repayment deadline has been extended to December 31, 2023. During the period ended January 31, 2023, the balance of the deferred gain has been amortized and the accretion expenses recorded. The balance of the loan of $40,000 has been recategorized to current liabilities. The loan is subject to a forgiveness amount of $10,000 upon repayment by December 31, 2023.

9. Share capital

(a) Authorized

The authorized share capital of the Company consists of an unlimited number of common shares without par value.

(b) Issued

Private placement activity for the period ended January 31, 2023 was as follows:

The Company closed the first tranche of the private placement on November 2, 2022 consisting of 1,300,000 non-flow through units at $0.20 per unit and 1,860,000 flow through units at $0.25 per unit for gross proceeds of $725,000. Each non-flow through unit consists of one common share and one warrant with an exercise price of $0.30 to purchase one common share for a period of 24 months from closing. Each flow through unit consists of one common share and one-half of one non-flow through warrant. Each whole warrant is exercisable at $0.30 for a period of 24 months from closing. In connection with the closing of the first tranche of the private placement, cash finder's fees of $33,000 were paid and 136,750 common share purchase warrants with a fair value of $22,933 were issued. Each finder's warrant is exercisable at $0.30 for a period of 24 months from closing.

9. Share capital (continued)

(b) Issued (continued)

The second tranche of the private placement was closed on November 18, 2022 consisting of 2,155,000 non-flow through units at $0.20 per unit and 2,140,000 flow through units at $0.25 per unit for gross proceeds of $966,000. Each non-flow through unit consists of one common share and one warrant with an exercise price of $0.30 to purchase one common share for a period of 24 months from closing. Each flow through unit consists of one common share and one-half of one non-flow through warrant. Each whole warrant is exercisable at $0.30 for a period of 24 months from closing. In connection with the closing of the second tranche of the private placement, the Company paid cash finder's fees of $52,300 and issued 217,800 finder's warrants with a fair value of $35,937. Each finder's warrant is exercisable at $0.30 for a period of 24 months from closing.

Additional share issue costs of $20,349 were paid for legal, filing fees and bank charges.

There were no private placement completed for the period ended January 31, 2022.

(c) Shares issued for property

During the period ended January 31, 2023, the Company issued 600,000 common shares with a fair value of $180,000 per the Sabina Agreement (note 7(a)).

In addition, the Company issued 160,000 common shares with a fair value of $35,200 to acquire 100% of the rights, title and interest in a 2% net smelter return royalty on the Skinner Gold Property located in Ontario.

During the year ended October 31, 2022, the Company issued 800,000 common shares with a fair value of $352,000 per the Sabina Agreement (note 7(a)). Share issue costs of $269 were incurred for filing fees.

10. Share based payments and warrants

(a) Security Based Compensation plan

The Company has a security based compensation plan under which the Board of Directors may from time to time grant to directors, senior officers, consultants and employees share units and options to acquire common shares, exercisable for a period of up to ten years from the date of grant. The security based compensation plan provides that the maximum number of common shares in the capital of the Company that may be reserved for issuance for all purposes under the security based compensation plan shall not exceed 4,184,814 common shares of which 2,510,889 is reserved for stock options and 1,673,925 is allotted for other share compensation arrangements. The maximum number of common shares that may be reserved for issuance to any individual insider pursuant to security based compensation may not exceed 5% of the common shares issued and outstanding at the time of grant, and the number of common shares that may be reserved for issuance to all technical consultants pursuant to security based compensation may not exceed 2% of the common shares issued and outstanding at the time of grant. Security based compensation become exercisable as long as the optionee holds office or continues to be employed by the Company and 90 days following the cessation of an optionee's position with the Company.

(b) Stock options

During the year ended October 31, 2022, 41,500 stock options with an exercise price of $2.00 expired unexercised.

(Expressed in Canadian Dollars)

10. Share based payments and warrants (continued)

(b) Stock options (continued)

A continuity schedule of the Company's outstanding stock options under the stock option plan is as follows:

	Number Outstanding	Weighted Average Exercise Price
At October 31, 2021	2,245,500	$1.44
Expired	(41,500)	$2.00
At October 31, 2022 and January 31, 2023	**2,204,000**	**$1.43**

As at January 31, 2023, the Company had the following share purchase options outstanding and exercisable:

Expiry Date	Exercise Price	Options Outstanding	Fair Value at Grant Date	Remaining Contractual Life (yrs)	Options Exercisable
March 5, 2023(*)	$ 1.50	65,000	$ 1.20	0.10	65,000
December 17, 2023	$ 1.50	157,500	$ 1.05	0.88	157,500
December 30, 2025	$ 1.35	1,381,500	$ 1.41	2.92	1,381,500
May 10, 2026	$ 1.60	600,000	$ 1.51	3.28	450,000
		2,204,000	**$ 1.40**	**2.79**	**2,054,000**

(*) Subsequent to quarter ended January 31, 2023, 65,000 stock options with exercise price of $1.50 expired unexercised.

As at October 31, 2022, the Company had the following share purchase options outstanding and exercisable:

Expiry Date	Exercise Price	Options Outstanding	Fair Value at Grant Date	Remaining Contractual Life (yrs)	Options Exercisable
March 5, 2023	$ 1.50	65,000	$ 1.20	0.35	65,000
December 17, 2023	$ 1.50	157,500	$ 1.05	1.13	157,500
December 30, 2025	$ 1.35	1,381,500	$ 1.41	3.17	1,036,125
May 10, 2026	$ 1.60	600,000	$ 1.51	3.53	300,000
		2,204,000	**$ 1.40**	**3.04**	**1,558,625**

The total fair value of the incentive options and broker warrants were calculated using the Black-Scholes option pricing model with the following weighted average assumptions and inputs:

	January 31, 2023	October 31, 2022
Risk-free interest rate	**1.23%**	0.71%
Expected volatility	**159%**	168%
Expected life	**4.46 years**	4.91 years
Expected dividend yield	**-**	-
Share price	**$ 1.27**	$ 1.44
Exercise price	**$ 1.26**	$ 1.42
Expected forfeitures	**0.00%**	0.00%

(Expressed in Canadian Dollars)

10. Share based payments and warrants (continued)

(b) Stock options (continued)

Expected stock price volatility was derived from historical movements in the closing prices of the Company's stock for a length of time equal to the expected life of the options. Companies are required to utilize an estimated forfeiture rate when calculating the expense for the reporting period. Based on the best estimate, management applied the estimated forfeiture rate of 0.00% in determining the expense recorded in the accompanying statements of comprehensive loss.

The fair value of the incentive options recognized as share-based payments for the period ended January 31, 2023 was $64,632 (January 31, 2022 - $313,950). The balance consists of $68,708 (January 31, 2022 - $336,678) to directors and officers, and a recovery of $4,076 (January 31, 2022 – recovery of $22,728) to consultants.

(c) Restricted share units

On May 10, 2021, the Company issued 1,513,000 restricted share units ("RSUs") to certain officers, employees and consultants of the Company. The RSUs are payable in common shares of the Company or the cash equivalents at the option of the Company, on the redemption date, being three years from the date of grant. These RSUs vest in three equal instalments over three years. Prior to the end of the 2021 fiscal year, 25,000 restricted share units were cancelled due to the departure of an employee. As at January 31, 2023 and October 31, 2022, there were 1,488,000 RSUs outstanding, of which 496,000 (October 31, 2022 - 496,000) are vested.

The fair value of the RSUs recognized as share-based payments during period ended January 31, 2023 equals $142,430 (January 31, 2022 - $320,770). For the period ended January 31, 2023, the balances consist of $146,413 (January 31, 2022 - $321,900) to directors and officers and a recovery of $3,983 (January 31, 2022 – recovery of $1,130) to consultants.

(d) Warrants

For the period ended January 31, 2023, the following warrants were issued:

On November 2, 2022, the Company issued 2,230,000 warrants exercisable at $0.30 per warrant with an expiry date of 24 months in conjunction with the first tranche of the unit private placement that closed on November 2, 2022. Broker warrants of 136,750 with an exercise price of $0.30 and an expiry date of 24 months were also issued.

On November 18, 2022, the Company closed the second tranche of the private placement and issued 3,225,000 warrants exercisable at $0.30 per warrants with an expiry date of 24 months. Broker warrants of 217,800 with an exercisable price of $0.30 and an expiry date of 24 months were also issued.

During the period ended January 31, 2023, 3,023,480 warrants with an exercise price of $1.35 expired unexercised.

There were no warrants issued for the year ended October 31, 2022 and 4,521,135 warrants with an exercise price of $0.85 expired unexercised.

A continuity schedule of the Company's outstanding warrants is as follows:

	Number Outstanding	Weighted Average Exercise Price
At October 31, 2021	7,544,615	$1.05
Expired	(4,521,135)	($0.85)
At October 31, 2022	3,023,480	$1.35
Issued – warrants for private placement	5,455,000	$0.30
Issued – broker warrants	354,550	$0.30
Expired	(3,023,480)	($1.35)
At January 31, 2023	**5,809,550**	**$0.30**

(Expressed in Canadian Dollars)

10. Share based payments and warrants (continued)

(d) Warrants (continued)

As at January 31, 2023, the Company had the following warrants outstanding and exercisable:

Expiry Date	Exercise Price	Warrants Outstanding	Remaining Contractual Life (yrs)
November 2, 2024	$0.30	2,366,750	1.76
November 18, 2024	$0.30	3,442,800	1.80
		5,809,550	**1.78**

As at October 31, 2022, the Company had the following warrants outstanding and exercisable:

Expiry Date	Exercise Price	Warrants Outstanding	Remaining Contractual Life (yrs)
December 22, 2022	$1.35	3,023,480	0.14

11. Financial instruments

The Company's financial instruments consist of cash and cash equivalents, amounts receivable (other than GST receivable), marketable securities, deposit, reclamation deposits, accounts payable and accrued liabilities, lease liability and loan payable.

The fair values of the Company's cash and cash equivalents, amounts receivable (other than GST receivable), marketable securities, deposit and accounts payable and accrued liabilities approximate their carrying amounts due to the short-term maturities of these instruments.

These are classified as level 1 financial instruments. The Company's loan payable is classified as a level 2 financial instrument.

The Company's financial instruments are exposed to certain financial risks, including credit risk, liquidity risk, interest rate risk and foreign currency risk.

(a) Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge its obligation and cause the other party to incur a financial loss. The Company considers its exposure to credit risk to be low, as its cash and cash equivalents, deposit and reclamation deposit are deposited with a large financial institution with a strong credit rating. Amounts receivable consists of GST receivable and credits on vendor payable balances.

(b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in raising funds to meet obligations associated with its financial instruments. The Company manages liquidity risk by maintaining adequate cash and managing its capital. At January 31, 2023, the Company had accounts payable and accrued liabilities of $175,694 (October 31, 2022 - $155,041) and lease liability of $75,503 (October 31, 2022 - $100,510) and loan payable of $40,000 due within one year, and cash and cash equivalents of $1,178,439 (October 31, 2022 - cash of $224,769). At January 31, 2023, the cash equivalents consist of cashable term deposits of $219,000 with interest rate at 3.77% and maturity date of February 17, 2023. The term deposits are renewed every 30 days at the prevailing interest rate.

11. Financial instruments (continued)

(c) 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. Floating interest earned on the Company's cash balances are considered to be at market interest rates. The deposit of $28,376 (October 31, 2022 - $28,709) earns no interest and is deposited with a major bank for the Company's corporate credit card. Assuming that all variables remain constant, a change representing a 1% increase or decrease in the interest rate would not have a significant effect for the Company.

(d) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates. The Company is exposed to foreign currency risk to the extent that monetary assets and liabilities are denominated in foreign currency. At January 31, 2023, the Company's monetary assets and liabilities are primarily denominated in Canadian dollars.

There has been no change to the Company's approach to risk management during the period ended January 31, 2023.

12. Related party transactions and balances

The Company's related parties consist of its key management personnel, including its directors, and their close family members and entities controlled by key management personnel. During the three months ended January 31, 2023 and 2022, the Company had the following related party transactions:

(a) Key management compensation for the periods ended January 31, 2023 and 2022 were as follows:

	Period ended January 31, 2023	Period ended January 31, 2022
Short-term benefits	**$ 209,854**	$ 206,615
Share-based payments	**215,121**	658,578
	$ 424,975	$ 865,193

Short-term benefits include $128,124 for the period ended January 31, 2023 (January 31, 2022 - $124,885) in management fees, $50,000 (January 31, 2022 - $50,000) in geological exploration expenditures, $31,730 (January 31, 2022 - $31,730) for exploration salaries.

(b) At January 31, 2023, accounts payable and accrued liabilities include $22,997 (October 31, 2022 - $33,593) due to officers of the Company of which $22,308 is for management salaries and fees and $689 is for expense reimbursement. Interest is not charged on outstanding balances and there are no specified terms of repayment.

13. Segmented information

The Company has one reportable operating segment in two geographical locations, being the exploration and development of the Star property in British Columbia, Canada and exploration and development of the Ontario Projects in Ontario, Canada.

14. Management of capital

The Company's capital includes all amounts attributable to its shareholders. The Company's objectives when managing capital are to safeguard its ability to continue as a going concern and to maintain a flexible capital structure that optimizes the cost of capital within a framework of acceptable risk. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of its underlying assets. To maintain or adjust its capital structure, the Company may issue additional shares or debt. The Company is dependent on the capital markets as its primary source of operating capital, and the Company's capital resources are largely determined by the strength of the junior resource markets.

The Company is not subject to any capital requirements imposed by regulators or other third parties.

At January 31, 2023, the Company had cash of $1,178,439 and working capital of $1,361,599. The Company will require additional capital to fund its total obligations under the Option Agreement to purchase the Ontario Projects and the Star Property (note 7) and general and administrative costs. However, there is no guarantee that such financing will be available to the Company or on suitable terms.

There were no changes in the Company's approach to capital management during the period ended January 31, 2023.

15. Commitments

The Company entered into a lease agreement for the office premises in Vancouver effective May 1, 2022 for a term of 18 months. The base rent for the first six months will be $8,451 per month with the remaining months at $8,753 per month.

16. Subsequent events

Subsequent to January 31, 2023, the Company moved it's US listing on the QTCQX to the QTCCB.