NORTHSTAR GOLD CORP.

FINANCIAL STATEMENTS

YEARS ENDED APRIL 30, 2023 AND 2022

(EXPRESSED IN CANADIAN DOLLARS)

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Independent auditor’s report

To the Shareholders of Northstar Gold Corp.:

Opinion

We have audited the financial statements of Northstar Gold Corp. (“the Company”) which comprise the statements of financial position as at April 30, 2023, and April 30, 2022, and the statements of loss and comprehensive loss, statements of changes in equity and statements of cash flows for the years then ended, 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 April 30, 2023 and April 30, 2022, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards (IFRSs).

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 2 in the financial statements, which indicates that the Company incurred a net loss of, $1,474,479 and has an accumulated deficit of $16,588,346. As stated in Note 2, these events or conditions, along with other matters described in Note 2, indicate that a material uncertainty exists that may cast significant doubt on Northstar Gold Corp.’s ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the 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 auditor’s report.

Information other than the financial statements and auditor's report thereon

Management is responsible for the other information. The other information comprises the Management Discussion and Analysis but does not include the financial statements and our auditor's report thereon.

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 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.

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 of 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 Kathleen Quinn.

Grant Thornton LLP

Mississauga, Canada
August 28, 2023

Chartered Professional Accountants
Licensed Public Accountants

MANAGEMENT'S RESPONSIBILITY LETTER

Management acknowledges responsibility for the preparation and presentation of the financial statements, including responsibility for significant accounting judgments and estimates and the choice of accounting principles and methods that are appropriate to the Company's circumstances. The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") and necessarily include amounts based on estimates and judgments of management.

Grant Thornton LLP, our independent auditors, is engaged to express a professional opinion on the financial statements. Their examination is conducted in accordance with Canadian generally accepted auditing standards and includes tests and other procedures which allow the auditors to report whether the financial statements prepared by management are presented fairly in accordance with IFRS.

The Board of Directors must ensure that management fulfills its responsibilities for financial reporting. In furtherance of the foregoing, the Board of Directors has appointed an Audit Committee composed of three directors, two of whom are independent. The Audit Committee meets with the independent auditors to discuss the results of their audit report prior to submitting the financial statements to the Board of Directors for its approval. On the recommendation of the Audit Committee, the Board of Directors has approved the Company's financial statements.

Management recognizes its responsibility for conducting the Company’s affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

"Brian Fowler"	*"Robert D.B. Suttie"*
President and C.E.O.	Chief Financial Officer

Northstar Gold Corp.
Statements of Financial Position
(Expressed in Canadian Dollars)

As at	April 30, 2023	April 30, 2022
ASSETS		
Current Assets		
Cash	**$ 263,838**	$ 709,000
Prepaids and other assets	**175,023**	69,824
Sales tax receivable	**70,560**	31,108
Total Current Assets	**509,421**	809,932
Non-Current Assets		
Property and equipment (note 5)	**1,635**	2,511
Exploration and evaluation assets (note 6)	**4,777,287**	4,608,903
Total Assets	**$ 5,288,343**	$ 5,421,346
EQUITY AND LIABILITIES		
Current Liabilities		
Accounts payable and accrued liabilities	**$ 256,546**	$ 331,494
Flow-through share premium liability (note 11)	**116,428**	36,064
Shareholder advances (note 8)	**34,179**	34,179
Government loan (note 7)	**60,000**	60,000
Total Liabilities	**467,153**	461,737
Equity		
Share capital (note 9(b))	**18,547,754**	17,705,784
Warrant reserves (note 9(c))	**852,948**	1,031,153
Contributed surplus	**2,008,834**	1,336,539
Deficit	**(16,588,346)**	(15,113,867)
Total Equity	**4,821,190**	4,959,609
Total Equity and Liabilities	**$ 5,288,343**	$ 5,421,346

Nature of Business (note 1)
Going Concern (note 2)
Subsequent Events (notes 9(c) and 16)

The accompanying notes to thefinancial statements are an integral part of these statements.

Approved on Behalf of the Board:

"Greg McKnight"
Director

"John Pollock"
Director

Northstar Gold Corp.

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

For the Year Ended April 30,	2023	2022
Expenses		
Professional fees	**$ 70,006**	$ 87,795
Investor relations	**318,388**	262,664
Advertising and promotion	**28,912**	41,218
Salaries and related benefits	**123,478**	120,349
General and administration	**267,999**	279,329
Travel	**23,291**	14,577
Exploration expenses (note 12)	**455,965**	1,641,440
Depreciation	**876**	1,060
Stock-based compensation (note 9(d))	**73,821**	133,747
Consulting	**189,473**	190,500
Loss Before Other (Expense) Income	**(1,552,209)**	(2,772,679)
Premium on flow-through shares (note 11)	**77,730**	399,670
Net Loss and Comprehensive Loss for the Year	**$ (1,474,479)**	$ (2,373,009)
Basic and Diluted Loss per Share (notes 1 and 10)	**$ (0.02)**	$ (0.04)
Weighted Average Number of Common Shares Outstanding - Basic and Diluted	**64,765,121**	53,235,292

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

Northstar Gold Corp.
Statements of Cash Flows
(Expressed in Canadian Dollars)

For the years ended April 30,	**2023**	2022
Operating Activities		
Net loss for the year	**$ (1,474,479)**	$ (2,373,009)
Adjustments for:		
Depreciation	**876**	1,060
Stock-based compensation	**73,821**	133,747
Premium on flow-through shares	**(77,730)**	(399,670)
Changes in non-cash working capital items:		
Prepaids and other assets	**(105,199)**	141,634
Sales tax receivable	**(39,452)**	43,497
Accounts payable and accrued liabilities	**(94,948)**	(41,355)
Net Cash Used In Operating Activities	**(1,717,111)**	(2,494,096)
Investing Activities		
Acquisition of exploration and evaluation assets	**(93,202)**	(75,000)
Net Cash Used In Investing Activities	**(93,202)**	(75,000)
Financing Activities		
Shares issued on exercise of warrants	**-**	7,100
Shares issued on private placements, net	**1,365,151**	2,009,919
Shareholder advances, net of repayments	**-**	(821)
Net Cash Provided by Financing Activities	**1,365,151**	2,016,198
Net Change in Cash for the Year	**(445,162)**	(552,898)
Cash, Beginning of Year	**709,000**	1,261,898
Cash, End of Year	**$ 263,838**	$ 709,000

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

Northstar Gold Corp.
Statements of Changes in Equity
(Expressed in Canadian Dollars)

	Common Shares	Amount	Contributed Surplus	Warrants Reserve	Deficit	Total
Balance, April 30, 2021	48,477,853	$ 16,164,464	$ 993,124	$ 809,969	$ (12,740,858)	$ 5,226,699
Private placement, net of issuance costs	7,891,512	2,009,919	-	-	-	2,009,919
Issuance of warrants	-	(371,913)	-	371,913	-	-
Broker warrants issued	-	(63,766)	-	63,766	-	-
Exercise of broker warrants	28,400	11,927	-	(4,827)	-	7,100
Expiration of warrants	-	-	209,668	(209,668)	-	-
Flow-through share premium	-	(133,597)	-	-	-	(133,597)
Stock-based compensation	-	-	133,747	-	-	133,747
Shares issued for exploration and evaluation assets	250,000	88,750	-	-	-	88,750
Net loss for the year	-	-	-	-	(2,373,009)	(2,373,009)
Balance, April 30, 2022	**56,647,765**	**$ 17,705,784**	**$ 1,336,539**	**$ 1,031,153**	**$ (15,113,867)**	**$ 4,959,609**
Private placements, net of issuance costs	17,716,826	1,365,151	-	-	-	1,365,151
Issuance of warrants	-	(389,012)	-	389,012	-	-
Broker warrants issued	-	(31,257)	-	31,257	-	-
Shares issued for exploration and evaluation assets	657,386	55,182	-	-	-	55,182
Flow-through share premium	-	(158,094)	-	-	-	(158,094)
Expiration of broker warrants	-	-	598,474	(598,474)	-	-
Stock-based compensation	-	-	73,821	-	-	73,821
Net loss for the year	-	-	-	-	(1,474,479)	(1,474,479)
Balance, April 30, 2023	**75,021,977**	**$ 18,547,754**	**$ 2,008,834**	**$ 852,948**	**$ (16,588,346)**	**$ 4,821,190**

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

1. Nature of Business

Northstar Gold Corp. (the "Company") was incorporated on May 20, 2008 under the laws of Ontario, Canada and is an exploration stage junior mining company. The Company's registered office is located at 17 Wellington Street, New Liskeard, Ontario, Canada.

The Company is engaged in the identification, evaluation and exploration of mineral properties in Ontario, Canada. The Company has not yet determined whether any of its properties contain mineral resources that are economically recoverable. The recoverability of any amounts recorded for mineral exploration properties is dependent upon the discovery of economically recoverable resources, the ability of the Company to obtain necessary financing to complete the development of these resources and upon attaining future profitable production from the properties or sufficient proceeds from disposition of the properties.

These financial statements were authorized for issuance by the Board of Directors of the Company on August 25, 2023.

2. Going Concern

As at April 30, 2023, the Company had not yet commenced production and had accumulated losses of $16,588,346 (April 30, 2022 - $15,113,867). During the year ended April 30, 2023, the Company incurred a loss of $1,474,479 (year ended April 30, 2022 - $2,373,009) The ability of the Company to recover the costs it has incurred to date on the exploration and evaluation assets is dependent upon the Company being able to identify a commercial ore body, to finance its exploration and development costs and to resolve any environmental, regulatory, and other constraints which may hinder the successful development of the assets. The Company’s ability to continue as a going concern is dependent on its ability to obtain adequate financing on reasonable terms from lenders, shareholders and other investors and/or to commence profitable operations in the future. Although the Company has been successful in raising funds in the past, there is no assurance that it will be able to obtain adequate financing in which case the Company may be unable to meet its obligations. The directors, after reviewing the current cash position and having considered the Company's ability to raise funds in the short term, adopt the going concern basis in preparing its financial statements which assumes the Company will be able to realize and discharge its liabilities in the normal course of business. The aforementioned factors indicate the existence of a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern.

The accompanying financial statements do not include any adjustments relating to the recoverability of assets and to the reclassification of asset and liability amounts that might be necessary should the Company be unable to continue its operations. Such adjustments could be material.

3. Basis of Preparation

Statement of Compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”).

Basis of Measurement

These financial statements have been prepared on a historical cost basis.

Functional and Presentation Currency

These financial statements are presented in Canadian dollars, which is the Company’s functional currency. All financial information is expressed in Canadian dollars unless otherwise stated and have been rounded to the nearest dollar.

4. Summary of Significant Accounting Policies

Cash

Cash includes cash in major financial institutions that is available on demand by the Company for its programs.

Property and Equipment

Property and equipment are stated at historical cost less accumulated depreciation and any provision for impairment in value. Cost includes the purchase price, any directly attributable costs of bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management, and the present value of the estimated costs of decommissioning and restoration, if applicable.

Depreciation on property and equipment is recognized in net loss and on a straight-line basis over the estimated useful life of the assets as follows:

Buildings	20 years
Furniture and equipment	5 years
Vehicles	3 years
Computer equipment	2 years

Impairment of Non-Financial Assets

Non-financial assets are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount, which is the higher of value in use and fair value less costs of disposal, the asset is written down accordingly.

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the asset's cash-generating unit (“CGU”), which is the lowest group of assets in which the asset belongs for which there are separately identifiable cash inflows that are largely independent of the cash inflows from other assets. The Company has one CGU for which impairment testing is performed.

An impairment loss is charged to profit or loss, except to the extent it reverses gains previously recognized in other comprehensive loss.

Mineral Properties and Exploration and Evaluation

Exploration and evaluation expenditures incurred to acquire the legal right to explore including license and property acquisition costs are initially capitalized as exploration and evaluation assets. Exploration and evaluation assets are not depleted and are transferred to property and equipment on a decision to proceed to development and subject to impairment test. Upon transfer to property and equipment the assets are considered available for use once commercial production commences and amortization begins to be recorded.

Exploration and evaluation expenditures incurred subsequent to the acquisition of the legal right to explore such as materials used, surveying costs, drilling costs and payments made to contractors are recognized as expenditures in the statements of loss and comprehensive loss.

Management groups mineral claims that are contiguous and specific to an area encompassing the same prospective minerals into one area of interest and assigns a name to this mineral property or project. Each named mineral property is considered an area of interest and a CGU.

4. Summary of Significant Accounting Policies (Continued)

Mineral Properties and Exploration and Evaluation (Continued)

When a project is deemed to no longer have commercially viable prospects to the Company, capitalized 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 the statement of loss and comprehensive loss.

Assets are assessed for impairment when facts and circumstances suggest that the carrying amount of a project may exceed its recoverable amount. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). The Company estimates the recoverable amount of each project, on the basis of areas of interest.

Although not an exhaustive list, one or more of the following facts and circumstances indicate that a specific project should be tested for impairment:

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

Recoverable amount is the higher of fair value less costs of disposal and value-in-use. In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

The Company expenses all advance royalty payments with exploration and evaluation expenses.

Financial Instruments

<u>Financial Assets</u>

Recognition and Initial Measurement

The Company recognizes financial assets when it becomes party to the contractual provisions of the instrument. Financial assets are measured initially at their fair value plus, in the case of financial assets not subsequently measured at fair value through profit or loss, transaction costs that are directly attributable to their acquisition. Transaction costs attributable to the acquisition of financial assets subsequently measured at fair value through profit or loss are expensed in profit or loss when incurred.

Classification and Subsequent Measurement

On initial recognition, financial assets and liabilities are classified and subsequently measured at amortized cost, fair value through other comprehensive income (“FVOCI”) or fair value through profit or loss (“FVTPL”). The Company determines the classification of its financial assets, together with any embedded derivatives, based on the business model for managing the financial assets and their contractual cash flow characteristics.

4. Summary of Significant Accounting Policies (Continued)

Financial Instruments (Continued)

Financial Assets (Continued)

Financial assets are classified as follows:

Amortized cost - Assets that are held for collection of contractual cash flows where those cash flows are solely payments of principal and interest are measured at amortized cost. Interest revenue is calculated using the effective interest method and gains or losses arising from impairment, foreign exchange and derecognition are recognized in profit or loss. Financial assets measured at amortized cost are comprised of cash.

Derecognition of Financial Assets

The Company derecognizes a financial asset when its contractual rights to the cash flows from the financial asset expire.

Financial Liabilities

Recognition and Initial Measurement

The Company recognizes a financial liability when it becomes party to the contractual provisions of the instrument. At initial recognition, the Company measures financial liabilities at their fair value plus transaction costs that are directly attributable to their issuance, with the exception of financial liabilities subsequently measured at fair value through profit or loss for which transaction costs are immediately recorded in profit or loss.

Financial liabilities are classified as either financial liabilities at FVTPL or at amortized cost. The Company determines the classification of its financial liabilities at initial recognition.

Amortized cost

Financial liabilities are classified as measured at amortized cost unless they fall into one of the following categories: financial liabilities at FVTPL, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition, financial guarantee contracts, commitments to provide a loan at a below-market interest rate, or contingent consideration recognized by an acquirer in a business combination.

The Company’s accounts payable and accrued liabilities, Government loan, and shareholder advances do not fall into any of the exemptions and are therefore classified as measured at amortized cost.

Transaction costs

Transaction costs associated with financial instruments, carried at FVTPL, are expensed as incurred, while transaction costs associated with all other financial instruments are included in the initial carrying amount of the asset or the liability.

4. Summary of Significant Accounting Policies (Continued)

Subsequent measurement

Instruments classified as FVTPL are measured at fair value with unrealized gains and losses recognized in profit or loss. Instruments classified as amortized cost are measured at amortized cost using the effective interest rate method. Instruments classified as FVTOCI are measured at fair value with unrealized gains and losses recognized in other comprehensive income.

Derecognition

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled, or expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss.

Financial Instruments Recorded at Fair Value

Financial instruments recorded at fair value on the statements of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices);
- Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

As of April 30, 2023, and 2022, the fair values of cash, and accounts payable and accrued liabilities, government loan, and shareholder advances approximate their carrying value due to their short-term nature.

Flow-Through Shares

The Company has financed a portion of its exploration expenditures through the issuance of flow-through shares. Canadian income tax law permits the Company to transfer the tax deductibility of qualifying resource expenditures financed by such shares to the flow-through shareholders.

On issuance, the Company allocates the flow-through share proceeds into i) share capital, ii) warrants, if any, and iii) flow-through share premium, if any, using the residual value method. If investors pay a premium for the flow-through feature, it is recognized as a liability. Upon incurring qualifying expenditures, the Company reduces the liability and recognizes a flow-through share premium recovery. At the end of a period, the flow-through share premium liability consists of the portion of the premium on flow-through shares that corresponds to the portion of qualifying exploration expenditures that are expected to be properly incurred in the future.

Proceeds received from the issuance of flow-through shares are restricted to Canadian resource property exploration expenditures within a prescribed period. The portion of the proceeds received, but not yet expended at the year-end, is disclosed as the remaining commitment in Note 11. The Company may also be subject to Part XII.6 tax on flow-through proceeds renounced under the look-back rule, in accordance with Government of Canada flow-through regulations. When applicable, this tax is accrued as a financial expense until paid.

Government Grants

Government grants are recognized only when there is reasonable assurance that the Company will comply with any conditions attached to the grant and that the grant will be received. A grant relating to expenses is deducted from the related expense in the period. During the year ended April 30, 2023, the Company received $nil (2022 - $57,605) under the Ontario Junior Exploration Program with respect to a work program to be completed by February 28, 2022. The work program was completed as required.

4. Summary of Significant Accounting Policies (Continued)

Provisions and Contingencies

Provisions are recognized when a legal or constructive obligation exists, as a result of past events, and it is probable that an outflow of resources that can be reliably estimated will be required to settle the obligation. Where the effect is material, the provision is discounted using an appropriate current market-based pre-tax discount rate. The increase in the provision due to passage of time is recognized as interest expense.

When a contingency is substantiated by confirming events, can be reliably measured and is likely to result in an economic outflow, a liability is recognized as the best estimate required to settle the obligation. A contingent liability is disclosed where the existence of an obligation will only be confirmed by future events, or where the amount of a present obligation cannot be measured reliably or will likely not result in an economic outflow. Contingent assets are only disclosed when the inflow of economic benefits is probable. When the economic benefit becomes virtually certain, the asset is no longer contingent and is recognized in the financial statements.

Income Taxes

Income tax expense is comprised of current and deferred tax. Current tax and deferred tax are recognized in net income or recognized directly in equity or in other comprehensive income/loss.

Current income taxes are recognized for the estimated income taxes payable or receivable on taxable income or loss for the current year and any adjustment to income taxes payable in respect of previous years. Current income taxes are determined using tax rates and tax laws that have been enacted or substantively enacted by the year-end date.

Deferred tax assets and liabilities are recognized where the carrying amount of an asset or liability differs from its tax base, except for taxable temporary differences arising on the initial recognition of goodwill and temporary differences arising on the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting nor taxable profit or loss.

Recognition of deferred tax assets for unused tax losses, tax credits and deductible temporary differences is restricted to those amounts where it is probable that future taxable profit will be available against which the future tax asset can be utilized. At the end of each reporting period, the Company reassesses recognized and unrecognized deferred tax assets. The Company recognizes a previously unrecognized future tax asset to the extent that it has become probable that future taxable profit will allow the future tax asset to be recovered.

Equity

The Company records proceeds from the issuance of its common shares as equity. Incremental costs directly attributable to the issue of new common shares are shown in equity as a deduction, net of tax, from the proceeds. Common shares issued for consideration other than cash are valued based on their market value at the date that the shares are issued.

For unit offerings, the proceeds from the issue of units are allocated between common shares and warrants on a relative fair value basis. Upon expiration of warrants, the Company transfers amounts from share purchase warrants reserve to contributed surplus.

4. Summary of Significant Accounting Policies (Continued)

Loss per Share

Basic loss per share is calculated by dividing the loss attributable to common shareholders by the weighted average number of common shares outstanding in the period. For all periods presented, the loss attributable to common shareholders equals the reported loss attributable to the owners of the Company. The diluted loss per share reflects all dilutive potential common shares equivalents, which comprise outstanding stock options, if any, and share purchase warrants, in the weighted average number of common shares outstanding during the period if dilutive.

Stock-Based Payments

Equity-settled share-based payments for directors, officers and employees are measured at fair value at the date of grant and recorded as compensation expense in the statements of loss and comprehensive loss. The fair value determined at the grant date of the equity-settled stock-based payments is expensed on a straight-line basis over the vesting period based on the Company's estimate of stock that will eventually vest. The number of forfeitures likely to occur is estimated on the grant date. Any consideration paid by the optionee on exercise of equity-settled stock-based payments is credited to share capital. Stock is issued from treasury upon the exercise of equity-settled stock-based instruments.

Compensation expense on stock options granted to non-employees is measured on the earlier of the date at which the counterparty performance is complete and the date the performance commitment is reached or the date at which the equity instruments are granted if they are fully vested and non-forfeitable. Stock options are valued using the fair value method and are recorded as an expense in the same period as if the Company had paid cash for the goods or services received.

When the value of goods or services received in exchange for the share-based payment cannot be reliably estimated, the fair value is measured by use of an appropriate valuation model. The expected life used in the model is adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioral considerations.

Critical Accounting Estimates and Judgments

In the application of the Company's accounting policies, which are described above, management is required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

Significant Judgments

The most significant critical judgment that members of management have made in the process of applying the entity's accounting policies and that have the most significant effect on the amounts recognized in the financial statements is the policy on exploration and evaluation assets and expenditures. The Company has elected to expense all exploration and evaluation activities subsequent to the acquisition of the right to explore as incurred. For exploration and evaluation expenditures incurred to acquire the legal right to explore including license and property acquisition costs, these are capitalized to exploration and expenditure assets and as such management is required to assess mineral properties for impairment. Note 6 discloses the carrying values of such assets. As part of this assessment, management has carried out an assessment whether there are indicators of impairment. If there are indicators, management performs an impairment test on the major assets within this balance.

4. Summary of Significant Accounting Policies (Continued)

Critical Accounting Estimates and Judgments (Continued)

Significant Judgments (Continued)

The recoverability of exploration and evaluation assets is dependent on a number of factors common to the natural resource sector. These include the extent to which the Company can continue to renew its exploration and future development licenses with local authorities, establish economically recoverable reserves on its properties, the availability of the Company to obtain necessary financing to complete the development of such reserves and future profitable production or proceeds from the disposition thereof. The Company will use the evaluation work of professional geologists, geophysicists and engineers for estimates in determining whether to commence or continue mining and processing. These estimates generally rely on scientific and economic assumptions, which in some instances may not be correct, and could result in the expenditure of substantial amounts of money on a deposit before it can be determined whether or not the deposit contains economically recoverable mineralization.

Management assesses the fair value of stock options granted and share purchase warrants issued using the Black-Scholes option pricing model. Measurement inputs include the Company's share price on the measurement date, the exercise price of the option or warrant, the expected volatility of the Company's shares, the expected life of the options or warrants, expected dividends and the risk-free rate of return. The Company estimates the volatility based on historical shares prices in the publicly traded market. The expected life on the options or warrants, are based on the historical experience and the estimates of the holder's behaviour. Dividends are not factored in as the Company does not expect to pay dividends in the foreseeable future. Management also makes an estimate of the number of options that will be forfeited and the rate is adjusted to reflect the actual number of options that actually vest.

Key Sources of Estimation Uncertainty

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Estimates which could materially impact the financial statements include:

- fair value of shares issued in exchange for settlement of notes and accounts payable (note 9(b)); and
- fair value of stock-based compensation and warrants (note 9(d))

New Accounting Pronouncments

<u>Adoption of New Accounting Policies</u>

In May 2020, the International Accounting Standards Board (IASB) issued amendments to update IAS 37 Provisions, Contingent Liabilities and Contingent Assets. The Accounting Standards Board (AcSB) completed its endorsement process and incorporated the amendments into Part I of the CPA Canada Handbook – Accounting in September 2020. The amendments specify that in assessing whether a contract is onerous under IAS 37, the cost of fulfilling a contract includes both the incremental costs and an allocation of costs that relate directly to contract activities. The amendments also include examples of costs that do, and do not, relate directly to a contract. These amendments are effective for annual periods beginning on or after January 1, 2022. The Company adopted this standard on May 1, 2022, with no impact on the Company's financial statements.

<u>Standards Issued But Not Yet Effective</u>

The Company has not adopted the following standards and interpretations applicable to the Company that have been issued but not yet effective:

4. Summary of Significant Accounting Policies (Continued)

New Accounting Pronouncments (Continued)

Standards Issued But Not Yet Effective (Continued)

IAS 1 Presentation of Financial Statements and IFRS Practice Statement 2 Making Materiality Judgements (Amendments)

In February 2021, the International Accounting Standards Board (IASB) issued amendments to IAS 1 Presentation of Financial Statements which were incorporated into Part I of the CPA Canada Handbook - Accounting and IFRS Practice Statement 2 Making Materiality Judgements in June 2021.

The amendments help entities provide accounting policy disclosures that are more useful to primary users of financial statements by:

- Replacing the requirement to disclose “significant” accounting policies under IAS 1 with a requirement to disclose “material” accounting policies. Under this, an accounting policy would be material if, when considered together with other information included in an entity’s financial statements, it can reasonably be expected to influence decisions that primary users of general purpose financial statements make on the basis of those financial statements.
- Providing guidance in IFRS Practice Statement 2 to explain and demonstrate the application of the four-step materiality process to accounting policy disclosures.

The amendments, which should be applied prospectively, are effective for annual periods beginning on or after January 1, 2024. Earlier application is permitted. Once the entity applies the amendments to IAS 1, it is also permitted to apply the amendments to IFRS Practice Statement 2. The adoption of this amendment and the IFRS Practice Statement 2 is not expected to have a significant impact on the Company’s financial statements.

IAS 1 Presentation of Financial Statements (Amendment)

In October 2022, the International Accounting Standards Board (IASB) issued amendments to IAS 1 which were incorporated into Part I of the CPA Canada Handbook - Accounting in December 2022. The amendments require an entity to disclose, in specified circumstances, information in the notes that enables financial statement users to understand the risk that non-current liabilities with covenants could become repayable within 12 months after the reporting period. As part of the amendments, a provision was added to clarify that only covenants that an entity must comply with on or before the reporting date would affect a liability’s classification as current or non-current, even if compliance with the covenant is only assessed after the entity’s reporting date. Covenants which an entity must comply with after the reporting date would not affect classification of a liability as current or non-current at the reporting date.

The amendments are effective for annual reporting periods beginning on or after January 1, 2024. Earlier application is permitted. The Company has evaluated the impact, on its financial statements prior to the effective date of January 1, 2023 and has determined there will be no material impact.

IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors (Amendment)

In February 2021, the International Accounting Standards Board (IASB) issued amendments to IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors which were incorporated into Part I of the CPA Canada Handbook - Accounting in June 2021.

The amendments introduce a new definition of ‘accounting estimates’ to replace the definition of ‘change in accounting estimates’ and also include clarifications intended to help entities distinguish changes in accounting policies from changes in accounting estimates.

The amendments are effective for annual periods beginning on or after January 1, 2023. Earlier application is permitted. The adoption of this amendment is not expected to have a significant impact on the Company’s financial statements.

(Expressed in Canadian Dollars)

5. Property and Equipment

Cost	Building	Furniture and Equipment	Vehicles	Computer Equipment	Total
Balance, April 30, 2022 and April 30, 2023	$ 1,500	$ 6,968	$ 13,132	$ 4,827	$ 26,427

Accumulated Depreciation	Building	Furniture and Equipment	Vehicles	Computer Equipment	Total
Balance, April 30, 2021	$ 481	$ 4,784	$ 12,764	$ 4,827	$ 22,856
Depreciation for the year	56	728	276	-	1,060
Balance, April 30, 2022	$ 537	$ 5,512	$ 13,040	$ 4,827	$ 23,916
Depreciation for the year	56	728	92	-	876
Balance, April 30, 2023	$ 593	$ 6,240	$ 13,132	$ 4,827	$ 24,792

Carrying value	Building	Furniture and Equipment	Vehicles	Computer Equipment	Total
Balance, April 30, 2022	**$ 963**	**$ 1,456**	**$ 92**	**$ -**	**$ 2,511**
Balance, April 30, 2023	**$ 907**	**$ 728**	**$ -**	**$ -**	**$ 1,635**

6. Exploration and Evaluation Assets

	Britcanna	Rosegrove	Miller	Bryce	Temagami-Milestone	Total
Balance, April 30, 2021	$ -	$ 23,500	$ 169,831	$ 4,247,822	$ 4,000	$ 4,445,153
Additions	-	-	163,750	-	-	163,750
Balance, April 30, 2022	$ -	$ 23,500	$ 333,581	$ 4,247,822	$ 4,000	$ 4,608,903
Additions	71,182	-	97,000	202	-	168,384
Balance, April 30, 2023	**$ 71,182**	**$ 23,500**	**$ 430,581**	**$ 4,248,024**	**$ 4,000**	**$ 4,777,287**

(a) Miller Gold Project, Ontario

The Miller Gold Project (previously named the "Boston Creek-Miller Project") is the Company's flagship property located in the Catherine, Pacaud, Boston and McElroy Townships in the Larder Lake mining division of Northeastern Ontario. All claims are 100% owned by the Company. These claims were acquired in 2013 and 2014 by issuing 500,000 common shares at a price of $0.30 for a total of $150,000 and cash payments of $19,831.

The Miller Gold Project is subject to a 0.25% net smelter royalty (the "NSR"), with an option to buyout for $250,000 on 16 hectares of land in Pacaud township. There is a 3% NSR on 32 hectares of the Campbell portion of the property. There is a 2% NSR on 96 hectares in Catharine Township with a 1% buy back for $1,000,000 and a right of first refusal on the remaining 1% NSR. The remaining 240 hectares in Catharine Township also carries a 2% NSR, with a 1% buy back for $1,000,000 and a right of first refusal on the remaining 1% NSR. The 32 hectares of freehold patents hold a 3% NSR. The remaining 698 hectares of the Miller Gold Project are unencumbered and royalty free.

6. Exploration and Evaluation Assets (Continued)

(a) Miller Gold Project, Ontario (Continued)

All exploration expenses during the periods, net of recoveries on sale of gold extracted from samples, relate to the above property.

The Searles Patent

On June 8, 2021, the Company entered into an option agreement (or "the Agreement") to acquire 100% interest in the Searles Patent, located southeast of Kirkland Lake, Ontario ("the Searles Patent"). Pursuant to the Agreement, the Company has earned a 50% interest. As of April 30, 2023, the second anniversary and subsequent payments are currently subject to negotiation. At this time, there is no assurance that a 100% interest will be earned.

To earn a 100% interest in the Searles Patent, the Company is subject to the following option terms:

- Cash payment of $75,000 (paid) and issuance of 250,000 common shares of the Company upon signing (issued and ascribed a fair value of $88,750).
- Cash payment of $75,000 (paid), issuance of 200,000 common shares of the Company (issued and ascribed a fair value of $22,000) and completion of $100,000 in exploration expenditures by the first anniversary of signing for 50% interest in the Searles Patent.
- Cash payment of $150,000, issuance of 200,000 common shares of the Company and completion of $100,000 in exploration expenditures by the second anniversary of signing for 100% interest in the Searles Patent.
- The Property owners retain a 2.5% Net Smelter Return (NSR). Northstar has the right to purchase 1% of the NSR for $1.5 million and an additional 0.5% NSR for $1 million. The Company retains a standard right of first refusal on any proposed sale or transfer by Searles of the remaining 1% of the NSR.
- The Company shall pay the Property Owners US$20 per ounce for any National Instrument 43-101 Measured, Indicated, and Inferred mineral resource ounce delineated on the Searles Patent, determined as at and payable upon the commencement of Commercial Production, subject to a maximum payment of US$15 million. The parties acknowledge and agree that the ounces shall be verified by a formal feasibility study initiated by Northstar at the time of production.

(b) Bryce Project, Ontario

The Bryce Project is located in Bryce and Tudhope Township in the Larder Lake mining division of Northeastern Ontario. The Company owns 100% of the unpatented claims. The Company also has 100% ownership of the mining rights to patented ground contiguous with the rest of the Bryce Property. These claims were acquired in 2008, 2009 and 2010 by issuing 7,041,667 shares at a price of $0.60 for a total of $4,225,000 and cash payments of $22,822.

The Bryce Project is subject to a 3% NSR on 672 hectares in Bryce Township with a right of first refusal on a buyout of the NSR. There is also a 3% NSR on another 176 hectares in Bryce with an option to buyback $500,000 per 0.5% for a total of $1,500,000 and a right of first refusal on the remaining 1.5%. The 80 hectares of patented land is subject to a 3% NSR, with a right of first refusal option to buy back 2% at a rate of $100,000 per 0.5%, for a total of $400,000 and a right of first refusal on the remaining 1%.

(c) Temagami-Milestone, Ontario

The Temagami-Milestone Project is located in Strathcona Township in Northeastern Ontario and is currently in the early stages of exploration. All claims are 100% owned by the Company. No royalties exist on the Property. These claims were acquired in 2012 for staking costs of $4,000.

6. Exploration and Evaluation Assets (Continued)

(d) Rosegrove, Ontario

On November 2, 2020, the Company acquired the Rosegrove Property. The property is south of the town of Kirkland Lake and Kirkland Lake Gold's Macassa SMC gold mine, northwest of the Miller Gold Property. The purchase price consisted of a cash payment of $10,000 and the issuance of 50,000 common shares (ascribed a fair value of $13,500).

(e) Britcanna Project, Ontario

On June 15, 2022, the Company closed an option agreement to acquire 100% interest in the Britcanna Property Mining Lease situated south of Kirkland Lake, Ontario.

To earn a 100% interest in the property, the Company has agreed to the following option terms:

i. Cash payment of $18,000(paid) and issued 93,750 common shares (ascribed a fair value of $15,000) common shares upon signing in settlement of the initial obligation.
ii. On the first anniversary date of the agreement, 363,636 common shares ascribed a fair value of $18,182 were issued to the property owners in settlement of the first anniversary share obligation. The $20,000 cash portion of the anniversary payment has been deferred pursant to mutual agreement;
iii. On the second anniversary date of the agreement, issue 35,000 common shares to the property owners and pay to the property owners $22,000; and
iv. On the third anniversary date of the agreement, issue 30,000 of common shares to the property owners and pay to the Property Owners $25,000 for a 100% interest in the Property.
v. Northstar shall pay to the Property Owners an annual advance minimum royalty (“AMR”) payment of $5,000 per year for a period of 10 years once 100% of the Option has been exercised. The Parties acknowledge that any AMR payments shall be credited in favour of Northstar against any future Royalty payments to the Property Owners.

Title to Mineral Property Interests

Although the Company has taken steps to verify the title to mineral properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company’s title. Property title may be subject to unregistered prior agreements or transfers, noncompliance with regulatory requirements or aboriginal land claims, and title may be affected by undetected defects.

7. Government Loan

During the year ended April 30, 2021, the Company applied for and received a Canadian Emergency Business Account (“CEBA”) loan for amounts totaling $60,000. The CEBA loan was implemented by the Government of Canada to provide financial relief measures to small businesses adversely effected by COVID-19. Under the terms of the CEBA loan, proceeds received are interest-free up until December 31, 2023. If a minimum of 75% of the principal balance on the loan is repaid on, or prior to, December 31, 2023, the remaining 25% shall be forgiven. All principal amounts unpaid and outstanding subsequent to December 31, 2023 shall bear interest at a rate of 5% per annum, payable and compounding monthly.

8. Related Party Transactions and Key Management Compensation

The Company has contracts for management and geological services plus costs incurred in providing these services with its key management, namely officers, administrators and directors and companies controlled by management. Transactions are recorded at their fair value, which is the agreed upon amount between the parties to provide the services.

- During the year ended April 30, 2023, the Company paid $118,645 (2022 - $117,109) in fees to the Company's VP, exploration. Included in accounts payable and accrued liabilities is $2,651 (2022 - $4,678) in relation to these fees and reimbursable expenses.
- During the year ended April 30, 2023, the Company paid $172,500 (2021 - $172,500) to the Company's Chief Executive Officer. Of the amounts paid, $1,027 (2021 - $nil), was expensed to exploration expenses. Included in accounts payable and accrued liabilities is $16,384 (April 30, 2022 - $15,175) in relation to these fees and reimbursable expenses.
- As at April 30, 2023, $35,000 (2022 - $35,000) was owed to a shareholder who is a director of the Company pertaining to working capital advances. These advances are unsecured, non-interest bearing and have no fixed terms for repayment. (Note 16)
- During the year ended April 30, 2023, the Company incurred directors fees of $98,167 (2022 - $41,333). As at April 30, 2023, $98,167 was included in accounts payable and accrued liabilities pertaining to these fees (2021 - $41,333). (Note 16)
- During the year ended April 30, 2023, the Company expensed stock-based compensation pertaining to grants awarded key management, officers and directors of the Company of $73,821, (2022 - $133,747).

During the year ended April 30, 2022 the Company expensed $73,988 (2022 - $73,746) to Marrelli Support Services Inc. ("Marrelli Support") and DSA Corporate Services Inc. (the "DSA"), together known as the "Marrelli Group" for:

(i) Robert D.B. Suttie to act as Chief Financial Officer ("CFO") of the Company;
(ii) Bookkeeping and office support services;
(iii) Corporate filing services;
(iv) Corporate secretarial services.

The Marrelli Group is also reimbursed for out-of-pocket expenses.

Both Marrelli Support and DSA are private companies. Robert Suttie is the President of Marrelli Support.

As of April 30, 2023 the Marrelli Group was owed $11,636 (2022 - $20,044) and these amounts were included in accounts payable and accrued liabilities.

(Expressed in Canadian Dollars)

9. Share Capital

(a) Authorized Share Capital

The Company is authorized to issue an unlimited number of common shares.

(b) Common Shares Issued

The following is a summary of common shares issued during the years ended April 30, 2023 and 2022:

	Number of Common Shares	Amount
Balance, April 30, 2021	48,477,853	$ 16,164,464
Private placement, net of costs (iii)(iv)(v)	7,891,512	2,009,919
Issuance of warrants (iii)(iv)(v)	-	(371,913)
Issuance of brokers warrants (iii)(iv)(v)	-	(63,766)
Exercise of broker warrants	28,400	11,927
Flow-through share premium	-	(133,597)
Shares issued for exploration and evaluation assets (Note 6(a))	250,000	88,750
Balance, April 30, 2022	56,647,765	17,705,784
Private placements, net of costs (i)(ii)	17,716,826	1,365,151
Issuance of warrants (i)(ii)	-	(389,012)
Issuance of broker warrants (i)(ii)	-	(31,257)
Flow-through share premium (note 6)	-	(158,094)
Shares issued for exploration and evaluation assets (Notes 6(a),(e)	657,386	55,182
Balance, April 30, 2023	**75,021,977**	**$ 18,547,754**

i) On November 2, 2022, the Company closed a private placement for gross proceeds of $905,100. The offering was comprised of 6,074,000 non flow-through units for gross proceeds of $455,550 and 5,288,826 flow-through units for gross proceeds of $449,550. The Company paid a total of $50,127 costs associated with this offering.

The non flow-through units were priced at $0.075 and were comprised of one common share and one share purchase warrant. Each full purchase warrant is exercisable into common shares at a price of $0.10 for a period of two years. In addition, 133,000 broker warrants were issued with an exercise price of $0.075, expiring two years from the closing date.

The flow-through units were priced at $0.085 and were comprised of one common share and one share purchase warrant. Each full purchase warrant is exercisable into common shares at a price of $0.10 for a period of two years. In addition, 235,295 broker warrants with an exercise price of $0.085, expiring two years from the closing date.

The grant date fair value of the 11,362,826, $0.10 warrants issued in conjunction with this private placement were assigned a fair value of $213,558 using the Black-Scholes option pricing model under the relative value method at $0.019 per warrant, based on the following assumptions: underlying share price of $0.07 per share, expected annualized volatility of 80%; risk free interest rate of 4.13%; expected dividend yield of 0%; and expected life of 2 years.

The grant date fair value of the 133,000, $0.075 broker warrants issued in conjunction with this private placement were assigned a fair value of $4,030 using the Black-Scholes option pricing model at $0.030 per warrant, based on the following assumptions: underlying share price of $0.07 per share, expected annualized volatility of 80% based on historical share prices; risk free interest rate of 4.13%; expected dividend yield of 0%; and expected life of 2 years.

9. Share Capital (Continued)

(b) Common Shares Issued (Continued)

i) (Continued)

The grant date fair value of the 235,295 $0.085 broker warrants issued in conjunction with this private placement were assigned a fair value of $9,035 using the Black-Scholes option pricing model at $0.038 per warrant, based on the following assumptions: underlying share price of $0.085 per share, expected annualized volatility of 80%; risk free interest rate of 4.13%; expected dividend yield of 0%; and expected life of 2 years.

ii) On December 20, 2022, the Company closed a private placement consisting of 6,354,000 flow-through units for gross proceeds of $455,550. The flow-through units were priced at $0.085 and were comprised of one common share and one share purchase warrant. Each full purchase warrant is exercisable into common shares at a price of $0.10 for a period of two years. The Company paid a total of $29,912 costs associated with this offering. In addition, 444,780 broker warrants were issued with an exercise price of $0.10, expiring two years from the closing date.

The grant date fair value of the 6,354,000 $0.10 warrants issued in conjunction with this private placement were assigned a fair value of $175,454 using the Black-Scholes option pricing model under the relative value method at $0.028 per warrant, based on the following assumptions: underlying share price of $0.085 per share, expected annualized volatility of 96%; risk free interest rate of 3.71%; expected dividend yield of 0%; and expected life of 2 years.

The grant date fair value of the 444,780 $0.10 broker warrants were assigned a fair value of $18,192 using the Black-Scholes option pricing model at $0.041 per warrant, based on the following assumptions: underlying share price of $0.085 per share, expected annualized volatility of 96%; risk free interest rate of 3.71%; expected dividend yield of 0%; and expected life of 2 years.

iii) On August 5, 2021, the Company closed the first tranche of a non-brokered private placement of units for gross proceeds of $1,572,220. The offering was comprised of 2,999,806 flow-through units, for proceeds of $929,940 and 2,293,856 non flow-through units, for proceeds of $642,280. The flow through units were priced at $0.31 and comprised of one flow through common share and one-half of one non-flow through share purchase warrant. Each full warrant is exercisable for one non-flow through common at an exercise price of $0.42 for a period of 24 months. The non-flow through units were priced at $0.28 and were comprised of one common share and one-half of one share purchase warrant. Each full purchase warrant is exercisable into common shares at a price of $0.42 for a period of 24 months. The Company issued 160,608 finder warrants with exercise price of $0.31 and 137,631 finder warrants with an exercise price of $0.28, both expiring 24 months from the closing date of the offering and issued 150,000 common shares (ascribed a fair value of $37,500) to a finder who assisted the Company as a financial advisor in connection with the offering. Cash costs of issuance amounted to $126,301.

The grant date fair value of the 2,646,831 warrants issued in conjunction with this private placement was assigned a fair value of $273,153 using the Black-Scholes option pricing model under the relative value method at $0.103 per warrant, based on the following assumptions: underlying share price of $0.25 per share, exercise price of $0.42, expected annualized volatility of 120%; risk free interest rate of 0.47%; expected dividend yield of 0%; and expected life of 2 years.

9. Share Capital (Continued)

(b) Common Shares Issued (Continued)

iii) (Continued)

The grant date fair value of the 160,608, $0.31 broker warrants issued in conjunction with this private placement was assigned a fair value of $22,581 using the Black-Scholes option pricing model at $0.141 per warrant, based on the following assumptions: underlying share price of $0.25 per share, exercise price of $0.42, expected annualized volatility of 120%; risk free interest rate of 0.47%; expected dividend yield of 0%; and expected life of 2 years.

The grant date fair value of the 137,631 $0.28 broker warrants issued in conjunction with this private placement was assigned a fair value of $20,067 using the Black-Scholes option pricing model at $0.146 per warrant, based on the following assumptions: underlying share price of $0.25 per share, expected annualized volatility of 120%; risk free interest rate of 0.47%; expected dividend yield of 0%; and expected life of 2 years.

iv) On September 13, 2021, the Company closed a private placement comprised of 64,516 flow-through units, for gross proceeds of $20,000, and 300,000 non flow-through units, for gross proceeds of $84,000. The flow through units were priced at $0.31 and comprised of one flow through common share and one-half of one non-flow through share purchase warrant. Each full warrant is exercisable for one non-flow through common at an exercise price of $0.42 for a period of 24 months. The non-flow through units were priced at $0.28 and were comprised of one common share and one-half of one share purchase warrant. Each full purchase warrant is exercisable into common shares at a price of $0.42 for a period of 24 months.

The grant date fair value of the 182,258 warrants issued in conjunction with this private placement was assigned a fair value of $15,137 using the Black-Scholes option pricing model under the relative value method at $0.083 per warrant, based on the following assumptions: underlying share price of $0.21 per share, expected annualized volatility of 120%; risk free interest rate of 0.41%; expected dividend yield of 0%; and expected life of 2 years.

The grant date fair value of the 18,000 $0.28 broker warrants issued in conjunction with this private placement was assigned a fair value of $2,068 using the Black-Scholes option pricing model at $0.1149 per warrant, based on the following assumptions: underlying share price of $0.21 per share, expected annualized volatility of 120%; risk free interest rate of 0.41%; expected dividend yield of 0%; and expected life of 2 years.

(Expressed in Canadian Dollars)

9. Share Capital (Continued)

(b) Common Shares Issued (Continued)

v) On December 6, 2021, the Company closed a private placement comprised of 2,083,334 flow-through units, for gross proceeds of $500,000. The flow through units were priced at $0.24 and comprised of one flow through common share and one-half of one non-flow through share purchase warrant. Each full warrant is exercisable for one non-flow through common at an exercise price of $0.37 for a period of 24 months. In connection with this private placement, $40,000 in finders fees were paid and 166,667 broker warrants were issued with an exercise price of $0.24 for a period of two years.

The grant date fair value of the 1,041,667 warrants issued in conjunction with this private placement was assigned a fair value of $83,623 using the Black-Scholes option pricing model under the relative value method at $0.096 per warrant, based on the following assumptions: underlying share price of $0.20 per share, exercise price of $0.37, expected annualized volatility of 120%; risk free interest rate of 1.06%; expected dividend yield of 0%; and expected life of 2 years.

The grant date fair value of the 166,667 $0.24 broker warrants issued in conjunction with this private placement was assigned a fair value of $19,050 using the Black-Scholes option pricing model at $0.114 per warrant, based on the following assumptions: underlying share price of $0.20 per share, exercise price of $0.24, expected annualized volatility of 120%; risk free interest rate of 1.06%; expected dividend yield of 0%; and expected life of 2 years.

(c) Warrants

The following table reflects the continuity of warrants for the years ended April 30, 2023 and 2022:

	Number of Warrants	Amount
Balance, April 30, 2021,	6,624,945	$ 809,969
Issued (Note 9(b)(iii)(iv)(v))	4,353,662	435,679
Exercised	(28,400)	(4,827)
Expired	(1,200,130)	(209,668)
Balance, April 30, 2022	**9,750,077**	**$ 1,031,153**
Issued (Note 9(b)(i)(ii))	18,529,901	420,269
Expired	(5,396,415)	(598,474)
Balance, April 30, 2023	**22,883,563**	**$ 852,948**

(Expressed in Canadian Dollars)

9. Share Capital (Continued)

(c) Warrants (Continued)

The following table reflects the warrants outstanding and exercisable as of April 30, 2023:

Expiry Date	Exercise Price ($)	Weighted Average Remaining Contractual Life (Years)	Number of Warrants Outstanding
August 5, 2023	0.31	0.27	160,608
August 5, 2023	0.28	0.27	137,631
August 5, 2023	0.42	0.27	2,646,831
September 13, 2023	0.28	0.37	18,000
September 13, 2023	0.42	0.37	182,258
December 6, 2023	0.24	0.60	1,041,667
December 6, 2023	0.37	0.60	166,667
November 2, 2024	0.10	1.51	11,362,826
November 2, 2024	0.075	1.51	133,000
November 2, 2024	0.085	1.51	235,295
December 20, 2024	0.10	1.64	6,798,780
	0.15	1.33	22,883,563

(d) Stock Options

The following table reflects the continuity of stock options for the year ended April 30, 2023 and 2022:

	Number of Stock Options	Weighted Average Exercise Price ($)
Balance, April 30, 2021	3,360,000	0.30
Granted	800,000	0.30
Balance, April 30, 2022	4,160,000	0.30
Granted	856,000	0.10
Balance, April 30, 2023	**5,016,000**	**0.27**

As at April 30, 2023, 4,321,333 (2022 - 3,499,166) issued and outstanding options were exercisable.

On September 30, 2022, the Company granted 856,000 options to consultants, directors and officers of the Company, exercisable for a period of 3 years at $0.10. The options were assigned a fair value of $43,299 using the Black-Scholes valuation model with the following assumptions: 3 year expected life, volatility of 102%, risk-free interest rate of 3.72%, and a dividend yield and forfeiture rate of 0%. 214,000 options vested immediately upon grant, with the remaining 642,000 vesting over a period of three years at a rate of 25% upon grant, and 25% on each successive grant date anniversary. During the year ended April 30, 2023, $22,401 was reconized in the Company's statement of loss and comprehensive loss with respect to this option grant (2022 - $nil)

(Expressed in Canadian Dollars)

9. Share Capital (Continued)

(d) Stock Options (Continued)

On September 13, 2021, the Company granted 800,000 options to consultants, directors and officers of the Company, exercisable for a period of 5 years at $0.30. The options were assigned a fair value of $168,282 using the Black-Scholes valuation model with the following assumptions: 5 year expected life, volatility of 120%, risk-free interest rate of 0.41%, and a dividend yield and forfeiture rate of 0%. 266,667 options vested immediately upon grant, with the remaining 533,333 vesting over a period of two years at a rate of 33.34% upon grant, and 33.33% on each successive grant date anniversary. During the year ended April 30, 2023, $51,420 was recognized in the Company's statement of loss and comprehensive loss with respect to this grant (2022 - $112,188).

The following table reflects the stock options issued and outstanding as of April 30, 2023:

Expiry Date	Exercise Price ($)	Average Remaining Contractual Life (years)	Number of Options Outstanding
February 9, 2024	0.30	0.78	2,200,000
January 27, 2025	0.30	1.74	1,160,000
September 13, 2025	0.10	2.42	856,000
September 13, 2026	0.30	3.38	800,000
	0.27	**1.70**	**5,016,000**

10. Loss per Share

The calculation of basic and diluted loss per share for the year ended April 30, 2023 and 2022 were based on the loss attributable to common shareholders of $1,474,479 (2022 - $2,373,009) and the weighted average number of common shares outstanding of 64,765,121 (2022 - 53,235,292). Diluted loss per share does not include the effect of warrants and stock options as they are anti-dilutive.

11. Flow-Through Share Liability

For the year ended April 30, ,		2023		2022
Balance, beginning of year	**$**	**36,064**	$	302,138
Recognition of flow-through premium on flow-through private placement		**158,094**		133,596
De-recognition of flow-through premium on renunciation of expenditures		**(77,730)**		(399,670)
Balance, end of year	**$**	**116,428**	$	36,064

(i) The Flow-Through Common Shares issued in private placement completed on December 6, 2021 were issued at a premium to the market price in recognition of the tax benefits accruing to subscribers. The flow-through premium was calculated to be $41,667. The Company is committed to incur and renounce the $500,000 in eligible flow-through expenditures by December 31, 2022. In fiscal 2022, the Company had incurred and renounced $67,249 in eligible flow-through expenditures. Accordingly the flow-through premium for this financing was reduced to $36,064. During the year ended April 30, 2023, the remaining eligible expenses were incurred and renounced, accordingly the flow-through premium for this financing was reduced to $nil.

(ii) The Flow-Through Common Shares issued in private placements completed on November 2 and December 20, 2022 were issued at a premium to the market price in recognition of the tax benefits accruing to subscribers. The flow-through premium was calculated to be $116,428. The Company is committed to incur and renounce the $989,640 in eligible flow-through expenditures by December 31, 2023.

(Expressed in Canadian Dollars)

11. Flow-Through Share Liability (Continued)

(iii) The Flow-Through Common Shares issued in private placement completed on December 22, 2020 were issued at a premium to the market price in recognition of the tax benefits accruing to subscribers. The flow-through premium was calculated to be $302,138. As at April 30, 2022, the Company had incurred and renounced $1,381,200 in eligible flow-through expenditures. Accordingly the flow-through premium for this financing was reduced to $nil.

(iv) The Flow-Through Common Shares issued in private placement completed on August 5, 2021 were issued at a premium to the market price in recognition of the tax benefits accruing to subscribers. The flow-through premium was calculated to be $89,994. The Company is committed to incur and renounce the $929,940 in eligible flow-through expenditures by December 31, 2022. As at April 30, 2022, the Company had incurred and renounced $929,940 in eligible flow-through expenditures. Accordingly the flow-through premium for this financing was reduced to $nil.

(v) The Flow-Through Common Shares issued in private placement completed on September 13, 2021 were issued at a premium to the market price in recognition of the tax benefits accruing to subscribers. The flow-through premium was calculated to be $1,935. The Company is committed to incur and renounce the $20,000 in eligible flow-through expenditures by December 31, 2022. As at April 30, 2022, the Company had incurred and renounced $20,000 in eligible flow-through expenditures. Accordingly the flow-through premium for this financing was reduced to $nil.

12. Exploration Expenses

For the year ended April 30,	**2023**	2022
Miller Gold Project		
Drilling	**$ 35,552**	$ 574,409
Geophysics	**153,162**	224,996
Assays	**63,560**	388,211
Geological	**12,640**	145,732
Support costs	**65,902**	96,626
Transportation	**-**	1,074
Mechanical stripping	**-**	42,250
Travel	**14,699**	11,430
Government grants	**-**	(57,605)
	345,515	1,427,123
Bryce Project		
Assays	**-**	13,230
Geological	**3,175**	118,411
	3,175	131,641
Rosgrove Project		
Geophysics	**45,651**	82,676
Temagami-Milestone Project		
Geological	**20,080**	-
Assays	**7,482**	-
Survey	**16,673**	-
Support costs	**17,389**	-
	61,624	-
Total Exploration Expenses	**$ 455,965**	$ 1,641,440

13. Capital Management

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company defines capital to include its shareholders' equity. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geological or economic potential and if it has adequate financial resources to do so. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the year ended April 30, 2023 or 2022. The Company is not subject to externally imposed capital requirements.

The Company considers its capital to be shareholders' equity, which is comprised of share capital and deficit, which as at April 30, 2023 totaled $4,821,190 (2022 - $4,959,609). The Company's objective when managing capital is to obtain adequate levels of funding to support its exploration activities, to sustain corporate and administrative functions necessary to support organizational functioning and to obtain sufficient funding to further the identification and development of precious metal and base metal deposits.

The Company raises capital, as necessary, to meet its needs and take advantage of perceived opportunities and, therefore, does not have a numeric target for its capital structure. Funds are primarily secured through equity capital raised by way of private placements. There can be no assurance that the Company will be able to continue raising equity capital in this manner.

14. Financial Instruments and Risk Management

Credit Risk

The Company is not exposed to major credit risk attributable to customers. Additionally, the Company's cash is held with a highly rated Canadian financial institution in Canada.

Liquidity Risk

Liquidity risk is the risk that the Company is not able to meet its financial obligations as they fall due.

The Company's liquidity and operating results may be adversely affected if its access to capital markets is hindered, whether as a result of a downturn in stock market conditions generally or matters specific to the Company. The Company has historically generated cash flow from its financing activities. The Company manages liquidity risk through the management of its capital structure and financial leverage as outlined in note 13. At April 30, 2023, the Company's current liabilities, which comprise accounts payable and accrued liabilities total $256,546. The Company will require additional funding to maintain corporate and administrative functions and to fund its continuing exploration activities and commitments.

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates and commodity prices. The Company is not exposed to any significant interest rate risk volatility or exchange rate volatility.

(Expressed in Canadian Dollars)

15. Income Taxes

A reconciliation of income taxes at the rates expected to apply when the asset is realized of approximately 26.5% (2022 - 26.5%) with reported taxes is as follows:

	2023	2022
Earnings (loss) before income taxes	$ (1,474,479)	$ (2,373,009)
Expected income tax recovery	(390,737)	(628,847)
Non-deductible and permanent differences	106,263	144,068
Change in unrecognized portion of deferred tax assets	500,220	484,779
Change in prior year estimates	(215,746)	-
Income tax benefit recorded	$ -	-

Unrecognized Deferred Tax Assets

Recognition of deferred tax assets for unused tax losses and deductible temporary differences is restricted to those instances where it is probable that future taxable profit will be available against which the deferred tax asset can be utilized. The balance of the deferred tax asset has not been recognized in the financial statements.

	2023	2022
Non-capital losses carried forward	$ 8,839,829	$ 6,804,923
Tax value in excess of carrying value of capital assets	5,387,285	5,534,570
Total unrecognized temporary differences	$ 14,227,114	$ 12,339,493

The Company has non-capital losses of approximately $8,828,788 (2022 - $6,804,923) which expire through 2043. The benefit of these losses has not been recognized in these financial statements.

Deferred tax assets have not been recognized in respect of these items because it is not probable that future taxable profit will be available against which the Company can utilize the benefits therefrom.

16. Subsequent Events

On May 3, 2023, the Company issued 1,263,698 common shares in settlement of $98,167 in accrued directors fees and $35,000 in shareholder advances.

On August 5, 2023, 2,945,070 warrants with exercise prices between $0.28 and $0.42 expired without exercise.

On August 15, 2023, the Company announced a non-brokered private placement financing (the “Offering”) for targeted minimum proceeds of $500,000. The Offering will consist of units of the Company (“Units”) at a price of $0.055 per Unit. Each Unit shall consist of one common share of the Company and one share purchase warrant, with each whole share purchase warrant (a “Warrant”) entitling the holder thereof to acquire one additional common share of the Company at an exercise price of $0.075 for a period of 24 months from the date of issuance. The Company may pay finder's fees on a portion of the Offering of up to 7 % of the aggregate gross proceeds raised.

In June 2023, the second anniversary payment on the Searles Patent in the Miller Project was not made. The June 2023 and subsequent payments are currently subject to negotiation. At this time, there is no assurance that a 100% interest will be earned.