

Bonanza Mining Corporation
Condensed Interim Financial Statements
For the nine months ended
November 30, 2023

Unaudited – Prepared by Management
(Expressed in Canadian Dollars)

**NOTICE OF NO AUDITOR REVIEW
OF THE CONDENSED INTERIM FINANCIAL STATEMENTS**

The accompanying condensed interim financial statements of Bonanza Mining Corporation (the "Company") as at November 30, 2023, and for the nine months then ended, have been prepared by the management of the Company and approved by the Company's Audit Committee.

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

The accompanying condensed interim financial statements of the Company have been prepared by and are the responsibility of the Company's management. The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by CPA Canada for a review of the interim financial statements by an entity's auditor.

Bonanza Mining Corporation
Condensed Interim Statements of Financial Position
Unaudited – Prepared by Management
As at November 30, 2023 and February 28, 2023

	Note	November 30, 2023 \$	February 28, 2023 \$
Assets			
Current assets			
Cash		97,753	248,342
Receivables and prepayments	3	3,085	17,845
		100,838	266,187
Non-current assets			
Prepaid exploration expenditures		-	3,233
Reclamation deposits	4	36,700	36,700
Mineral property interests	4	2,272,500	2,210,438
		2,309,200	2,250,371
Total assets		2,410,038	2,516,558
Liabilities and shareholders' equity			
Current liabilities			
Accounts payable and accrued liabilities		12,795	41,559
Accounts payable to related parties	7	112,313	79,274
Flow-through premium liability	10	-	8,720
Total liabilities		125,108	129,553
Shareholders' equity			
Share capital	5	4,518,003	4,479,603
Contributed surplus	5	379,502	406,902
Deficit		(2,612,575)	(2,499,500)
Total shareholders' equity		2,284,930	2,387,005
Total liabilities and shareholders' equity		2,410,038	2,516,558
Nature of operations and going concern	1		
Commitment	10		

Approved on behalf of the Board of Directors on January 22, 2024:

"Alfredo De Lucrezia" Director
 "John Pallot" Director

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

Bonanza Mining Corporation**Condensed Interim Statements of Changes in Shareholders' Equity****Unaudited – Prepared by Management**

For the nine months ended November 30, 2023 and November 30, 2022

	Number of shares	Share capital	Contributed surplus	Deficit	Total shareholders' equity
	#	\$	\$	\$	\$
March 1, 2022	46,058,202	4,292,976	348,198	(2,423,986)	2,217,188
Private placement shares issued	3,636,000	271,800	72,720	-	344,520
Flow-through premium liability	-	(90,000)	-	-	(90,000)
Share issue costs - cash	-	(4,500)	-	-	(4,500)
Share issue costs - finders' shares	48,000	-	-	-	-
Share issue costs - finders' warrants	-	(700)	700	-	-
Shares issued for mineral property interests	200,000	24,000	-	-	24,000
Re-allocated on cancellation of stock options	-	-	(37,198)	37,198	-
Share-based payments	-	-	22,482	-	22,482
Loss and comprehensive loss for the period	-	-	-	(63,673)	(63,673)
November 30, 2022	49,942,202	4,493,576	406,902	(2,450,461)	2,450,017
March 1, 2023	49,942,202	4,479,603	406,902	(2,499,500)	2,387,005
Shares issued for mineral property interests	200,000	11,000	-	-	11,000
Re-allocated on expiry of warrants	-	27,400	(27,400)	-	-
Loss and comprehensive loss for the period	-	-	-	(113,075)	(113,075)
November 30, 2023	50,142,202	4,518,003	379,502	(2,612,575)	2,284,930

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

Bonanza Mining Corporation**Condensed Interim Statements of Income (Loss) and Comprehensive Income (Loss)****Unaudited – Prepared by Management****For the three and nine months ended November 30, 2023 and November 30, 2022**

	Note	Three months ended		Nine months ended	
		November 30, 2023	November 30, 2022	November 30, 2023	November, 2022
		\$	\$	\$	\$
Expenses					
General and administrative expenses		6,641	15,954	33,507	46,098
Professional fees	7	7,750	32,325	33,555	74,243
Salaries and benefits	7	15,736	26,216	47,218	91,477
Share-based payments	5,7	-	2,300	-	22,482
Transfer agent and filing fees		3,767	9,788	11,588	17,420
Loss from operating expenses		(33,894)	(86,583)	(125,868)	(251,720)
Interest income		865	734	4,073	4,101
Settlement of flow-through premium liability	10	794	98,025	8,720	183,946
Income (loss) and comprehensive income (loss) for the period		(32,235)	12,176	(113,075)	(63,673)
Earnings (loss) per share					
Weighted average number of common shares outstanding					
- Basic #	6	50,142,202	47,694,935	50,054,929	46,624,951
- Diluted #	6	50,142,202	47,694,935	50,054,929	46,624,951
Basic earnings (loss) per share \$	6	(0.00)	0.00	(0.00)	(0.00)
Diluted earnings (loss) per share \$	6	(0.00)	0.00	(0.00)	(0.00)

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

Bonanza Mining Corporation
Condensed Interim Statements of Cash Flows
Unaudited – Prepared by Management

For the nine months ended November 30, 2023 and November 30, 2022

	Note	November 30, 2023 \$	November 30, 2022 \$
Operating activities			
Loss for the period		(113,075)	(63,673)
Adjustments for:			
Share-based payments		-	22,482
Interest income		(4,073)	(4,101)
Settlement of flow-through premium liability		(8,720)	(183,946)
Net change in non-cash working capital items	8	7,508	(36,452)
		(118,360)	(265,690)
Financing activities			
Units/shares issued for cash		-	344,520
Share issue costs		-	(4,500)
		-	340,020
Investing activities			
Interest received		4,073	4,101
Prepaid exploration expenditures		-	(61,768)
Reclamation deposits		-	(6,700)
Mineral property acquisition costs		-	(65,466)
Deferred exploration and evaluation expenditures		(36,302)	(1,000,809)
		(32,229)	(1,130,642)
Change in cash		(150,589)	(1,056,312)
Cash, beginning of period		248,342	1,316,966
Cash, end of period		97,753	260,654
Supplemental cash flow information	8		

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

Bonanza Mining Corporation**Notes to the Condensed Interim Financial Statements****Unaudited – Prepared by Management**

For the nine months ended November 30, 2023 and November 30, 2022

1. Nature of operations and going concern

Bonanza Mining Corporation ("Bonanza" or the "Company") was incorporated on November 24, 2016, under the laws of the Province of British Columbia, Canada. The Company's head office is located at 423 East 10th Street, North Vancouver, British Columbia, V6L 2E5, and its registered and records office is located at Suite 1710 – 1177 West Hastings Street, Vancouver, British Columbia, V6E 2L3. The Company's common shares trade on the TSX Venture Exchange ("TSX-V") under the symbol "BNZ.V".

The Company's main business activity is the acquisition, exploration and evaluation of mineral property interests located in British Columbia, Canada. The Company is in the process of exploring its mineral property interests and has not yet determined whether its mineral property interests contain mineral reserves that are economically recoverable. The Company's continuing operations and the underlying value and recoverability of the amounts shown for mineral property interests are entirely dependent upon the existence of economically recoverable mineral reserves, the ability of the Company to obtain the necessary financing to complete the exploration and development of the mineral property interests, obtaining the necessary permits to mine, and on future profitable production or proceeds from the disposition of the mineral property interests.

These condensed interim financial statements (the "financial statements") are prepared on the basis that the Company will continue as a going concern, which assumes that the Company will be able to continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of operations. As an exploration stage company, the Company does not have traditional sources of revenue, and historically has relied on equity and related party financing to cover its operating expenses. As at November 30, 2023, the Company had working capital deficiency of \$24,270 (February 28, 2023 – working capital surplus of \$136,634) and shareholders' equity of \$2,284,930 (February 28, 2023 - \$2,387,005). Although the Company has been successful in raising funds to date, there can be no assurance that adequate or sufficient funding will be available in the future or available under terms acceptable to the Company. The continuance of operations is dependent on the Company continuing to obtain financing on acceptable terms. These conditions may cast significant doubt about the Company's ability to continue as a going concern.

2. Significant accounting policies**Basis of presentation**

These financial statements have been prepared in conformity with International Accounting Standard ("IAS") 34, Interim Financial Reporting, using the same accounting policies as detailed in the Company's annual consolidated audited financial statements for the year ended February 28, 2023, and do not include all the information required for full annual financial statements in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). It is suggested that these financial statements be read in conjunction with the annual audited consolidated financial statements.

These financial statements have been prepared on a historical cost basis, except for financial instruments measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

All amounts on the financial statements are presented in Canadian dollars which is the functional currency of the Company.

Significant accounting policies

The accounting policies, estimates and critical judgments, methods of computation and presentation applied in these financial statements are consistent with those of the most recent annual audited consolidated financial statements and are those the Company expects to adopt in its financial statements for the year ended February 28, 2024. Accordingly, these financial statements should be read in conjunction with the Company's most recent annual consolidated audited financial statements.

New accounting standards

Certain pronouncements have been issued by the IASB or IFRIC that are effective for accounting periods beginning on or after January 1, 2023. The Company has reviewed these updates and determined that none are applicable or consequential to the Company and have been excluded from discussion within these significant accounting policies.

Bonanza Mining Corporation
Notes to the Condensed Interim Financial Statements
Unaudited – Prepared by Management

For the nine months ended November 30, 2023 and November 30, 2022

3. Receivables and prepayments

Receivables and prepayments consist of the following:

	November 30, 2023	February 28, 2023
	\$	\$
Goods and services tax recoverable	1,628	4,945
Prepaid expenses	1,457	12,900
	3,085	17,845

4. Mineral property interests

The Company's mineral property interests consist of exploration stage mineral properties located in British Columbia, Canada. Properties which are in close proximity and could be developed as a single economic unit are grouped into projects.

Changes in the project carrying amounts for the nine months ended November 30, 2023, and November 30, 2022, are summarized as follows:

	March 1, 2023	Acquisition/staking/ assessments	Exploration and evaluation	November 30, 2023
	\$	\$	\$	\$
MC	469,038	-	16,932	485,970
Shag	649,375	5,500	12,586	667,461
Frog	1,092,025	5,500	21,544	1,119,069
	2,210,438	11,000	51,062	2,272,500

	March 1, 2022	Acquisition/staking/ assessments	Exploration and evaluation	November 30, 2022
	\$	\$	\$	\$
MC	469,038	-	-	469,038
Shag	394,361	45,386	205,584	645,331
Frog	158,961	44,080	810,906	1,013,947
	1,022,360	89,466	1,016,490	2,128,316

Exploration and evaluation expenditures on the projects consisted of the following:

	2023	2022
Nine months ended November 30,	\$	\$
Assays	-	6,659
Excavating and drilling	-	160,140
Field	3,103	461,842
Labour	31,275	109,344
Surveys and consulting	16,684	278,505
	51,062	1,016,490

Bonanza Mining Corporation**Notes to the Condensed Interim Financial Statements****Unaudited – Prepared by Management**

For the nine months ended November 30, 2023 and November 30, 2022

4. Mineral property interests (continued)**(a) MC 1 & 2 Property (Rock of Ages/Dalhousie Property)**

In 2019, the Company completed the acquisition of a 100% interest in certain gold-silver-lead-zinc mineral claims located in the Skeena Mining Division of Stewart, British Columbia, (the "MC property") from an optionor by making cash payments, issuing common shares, and incurring specified exploration expenditures between 2017 and 2019.

The optionor of the property retains a 2% net smelter return royalty ("NSR"), of which 1% can be purchased by the Company at any time for \$1,000,000.

(b) Shag property

In 2018 and as most recently amended on June 23, 2023, the Company entered into an agreement to acquire a 100% interest in certain zinc-lead mineral claims located near Golden, British Columbia, known as the Shag property from the Company's Vice-President of Exploration and Director, by making cash payments and issuing common shares of the Company as detailed below and incurring minimum aggregate exploration expenditures of \$1,000,000.

Cash payments of \$125,000:

- \$15,000 on February 21, 2018 upon signing (paid);
- \$25,000 upon obtaining a public listing in 2021 (paid);
- \$20,000 on or before July 1, 2021 (paid);
- \$20,000 on or before July 1, 2022 (paid);
- \$20,000 on or before July 1, 2023 (deferred until such date that the Company completes an equity financing); and
- \$25,000 on or before July 1, 2024.

Issuing 675,000 common shares:

- 75,000 common shares on February 21, 2018 upon signing (issued);
- 100,000 common shares on or before February 21, 2019 (issued);
- 100,000 common shares on or before June 19, 2020 (issued);
- 100,000 common shares on or before July 1, 2022 (issued);
- 100,000 common shares on or before July 1, 2023 (issued);
- 100,000 common shares on or before July 1, 2024; and
- 100,000 common shares on or before July 1, 2025.

Incurring aggregate exploration expenditures of \$1,000,000:

- \$250,000 on or before December 31, 2022 (completed);
- Cumulative costs of \$500,000 on or before December 31, 2023 (completed);
- Cumulative costs of \$750,000 on or before December 31, 2024; and
- Cumulative costs of \$1,000,000 on or before December 31, 2025.

The optionor of the property retains a 3% NSR, of which 1.5% can be purchased by the Company at any time for \$1,000,000.

Bonanza Mining Corporation**Notes to the Condensed Interim Financial Statements****Unaudited – Prepared by Management**

For the nine months ended November 30, 2023 and November 30, 2022

4. Mineral property interests (continued)**(c) Frog property**

In 2018 and as most recently amended on June 23, 2023, the Company entered into an agreement to acquire a 100% interest in certain zinc-lead-silver-copper mineral claims located in the Liard Mining District in British Columbia, known as the Frog property from the Company's Vice-President of Exploration and Director, and an arm's length party (with 50% of the cash and common share consideration payable to each individual). The Company can acquire the property by making cash payments and issuing common shares of the Company as detailed below and incurring minimum aggregate exploration expenditures of \$1,000,000.

Cash payments of \$125,000:

- \$40,000 upon obtaining a public listing in 2021 (paid);
- \$15,000 on or before July 1, 2021 (paid);
- \$20,000 on or before July 1, 2022 (paid);
- \$20,000 on or before July 1, 2023 (deferred until such date that the Company completes an equity financing); and
- \$30,000 on or before July 1, 2024.

Issuing 675,000 common shares:

- 75,000 common shares on February 21, 2018 upon signing (issued);
- 100,000 common shares on or before April 30, 2019 (issued);
- 100,000 common shares on or before June 19, 2020 (issued);
- 100,000 common shares on or before July 1, 2022 (issued);
- 100,000 common shares on or before July 1, 2023 (issued);
- 100,000 common shares on or before July 1, 2024; and
- 100,000 common shares on or before July 1, 2025.

Incurring aggregate exploration expenditures of \$1,000,000:

- \$250,000 on or before December 31, 2022 (completed);
- Cumulative costs of \$500,000 on or before December 31, 2023 (completed);
- Cumulative costs of \$750,000 on or before December 31, 2024 (completed); and
- Cumulative costs of \$1,000,000 on or before December 31, 2025.

The optionors retain a 3% NSR, of which 1.5% can be purchased by the Company at any time for \$1,000,000.

Reclamation deposits

The reclamation deposits are comprised of cash deposits pledged to the Minister of Finance of British Columbia in relation to the MC, Shag, and Frog properties to ensure these properties are properly restored after exploration. Management has determined that the Company has no material reclamation work related to these properties.

Bonanza Mining Corporation**Notes to the Condensed Interim Financial Statements****Unaudited – Prepared by Management**

For the nine months ended November 30, 2023 and November 30, 2022

5. Share capital

The authorized share capital of the Company consists of unlimited common shares without par value. All issued shares are fully paid.

Transactions for the issue of share capital during the nine months ended November 30, 2023:

- In June 2023, the Company issued 100,000 common shares with a fair value of \$5,500 (\$0.055 per share) to the optionor of the Shag property (Note 4(b)) in accordance with the terms of the underlying option agreement.
- In June 2023, the Company issued 100,000 common shares with a fair value of \$5,500 (\$0.055 per share) to the optionors of the Frog property (Note 4(c)) in accordance with the terms of the underlying option agreement.

Transactions for the issue of share capital during the nine months ended November 30, 2022:

- In June 2022, the Company issued 100,000 common shares with a fair value of \$12,000 (\$0.12 per share) to the optionor of the Shag property (Note 4(b)) in accordance with the terms of the underlying option agreement.
- In June 2022, the Company issued 100,000 common shares with a fair value of \$12,000 (\$0.12 per share) to the optionors of the Frog property (Note 4(c)) in accordance with the terms of the underlying option agreement.
- On October 27, 2022, the Company completed a private placement for aggregate gross proceeds of \$344,520. The placement consisted of issuing 3,000,000 flow-through units at \$0.10 per unit, for gross proceeds of \$300,000, and 636,000 non-flow-through units at \$0.07 per unit, for gross proceeds of \$44,520. The shares issued as part of the flow-through units qualify for the 30% Critical Mineral Exploration Tax Credit.

Each flow-through unit consisted of one non-flow-through common share and one share purchase warrant exercisable at a price of \$0.15 each for two years until October 27, 2024. Each non-flow-through unit consisted of one common share and one share purchase warrant exercisable at a price of \$0.15 each for two years until October 27, 2024. The residual value of the warrants attached to the flow-through and non-flow-through units was determined to be \$0.02 each, for an aggregate residual value of \$72,720.

The flow-through shares within the flow-through units were issued at a premium to the non-flow-through units which is a reflection of the value of the income tax write-offs that the Company renounced to the flow-through shareholders effective December 31, 2022. The premium was determined to be \$90,000 and was recorded as a reduction of share capital with an offset to flow-through premium liability (Note 10) and is being reversed pro rata upon the required exploration expenditures being completed and recorded as income on settlement of the flow-through premium liability.

Finders' fees totaling \$4,500 were incurred in respect of the placement in addition to the issuance of 48,000 common shares with a fair of \$2,400 (\$0.05 each) having a net \$nil effect on share capital, and 93,000 finders' warrants having an aggregate fair value of \$700. Each finders' warrant is exercisable into one common share at \$0.15 each for two years until October 27, 2024.

Escrowed shares

The Company has an Escrow Agreement in relation to certain of its issued and outstanding common shares which are subject to a timed release over the course of 36-months ending in March 2024. As at November 30, 2023, there were 2,583,751 common shares held in escrow (February 28, 2023 – 7,751,252).

Stock options

The Company has an incentive stock option plan (the "Plan"). The essential elements of the Plan provide that the aggregate number of common shares of the Company's capital stock issuable pursuant to options granted under the Plan may not exceed 10% of the issued and outstanding common shares. Options granted under the Plan will have a maximum term of ten years. The exercise price of options granted under the Plan will not be less than the market price of the common shares (defined as the last closing market price of the Company's common shares immediately preceding the day on which the Company announces the granting of the options), or such other price as may be agreed to by the Company and accepted by the TSX-V. Vesting terms are determined by the Board of Directors at the time of grant.

Bonanza Mining Corporation
Notes to the Condensed Interim Financial Statements
Unaudited – Prepared by Management

For the nine months ended November 30, 2023 and November 30, 2022

5. Share capital (continued)

Stock options (continued)

A summary of the status of the Company's stock options as at November 30, 2023 and February 28, 2023 and changes during the period/year then ended is as follows:

	Period ended November 30, 2023		Year ended February 28, 2023	
	Options #	Exercise price \$	Options #	Exercise price \$
Options outstanding, beginning of period/year	4,300,000	0.15	4,800,000	0.15
Cancelled	-	-	(500,000)	0.15
Options outstanding, end of period/year	4,300,000	0.15	4,300,000	0.15

As at November 30, 2023, the Company has stock options outstanding and exercisable as follows:

Options outstanding #	Options exercisable #	Exercise price \$	Expiry date	Average remaining life (years)
3,550,000	3,550,000	0.15	March 23, 2026	2.31
250,000	250,000	0.15	August 13, 2026	2.70
500,000	500,000	0.15	November 1, 2026	2.92
4,300,000	4,300,000	0.15		2.41

During the nine months ended November 30, 2022, 500,000 Director and Officer stock options were cancelled. As a result, the original share-based payments expense of \$37,198 was reversed from contributed surplus and credited to deficit.

The total share-based payments expense for the nine months ended November 30, 2023 was \$nil (2022 - \$22,482), which is presented as an operating expense and represents options that vested during the period or accruals for options vesting in future periods.

Warrants

As an incentive to complete private placements, the Company may issue units which include common shares and common share purchase warrants. Using the residual value method, the Company determines whether a value should be allocated to the warrants attached to the units sold in completed private placements. Finders' warrants may be issued as a private placement share issue cost and are valued using the Black-Scholes option pricing model.

A summary of the status of the Company's warrants as at November 30, 2023 and February 28, 2023, and changes during the period/year then ended is as follows:

	Period ended November 30, 2023		Year ended February 28, 2023	
	Warrants #	Weighted average exercise price \$	Warrants #	Weighted average exercise price \$
Warrants outstanding, beginning of period/year	4,308,860	0.15	579,860	0.15
Finders' warrants issued	-	-	93,000	0.15
Finders' warrants expired	(579,860)	0.15	-	-
Issued	-	-	3,636,000	0.15
Warrants outstanding, end of period/year	3,729,000	0.15	4,308,860	0.15

Bonanza Mining Corporation
Notes to the Condensed Interim Financial Statements
Unaudited – Prepared by Management

For the nine months ended November 30, 2023 and November 30, 2022

5. Share capital (continued)

Warrants (continued)

As at November 30, 2023 the Company has warrants outstanding and exercisable as follows:

Warrants outstanding #	Warrants exercisable #	Exercise price \$	Expiry date	Average remaining life (years)
3,729,000	3,729,000	0.15	October 27, 2024	0.91

During the nine months ended November 30, 2023, 579,860 finders' warrants expired unexercised. Accordingly, the original fair value of \$27,400 was reversed from contributed surplus and credited to share capital.

During the nine months ended November 30, 2022, the Company issued finders' warrants in connection with the private placement which closed in October 2022. The fair values were determined using the following weighted average assumptions:

	November 30, 2022
Risk-free interest rate	3.9%
Expected life of warrants (years)	2.0
Expected volatility	75.0%
Dividend rate	0%

Contributed surplus

Contributed surplus includes the accumulated fair value of stock options recognized as share-based payments, the fair value of finders' warrants issued on private placements, and the residual value of warrants attached to private placement units, if any. Contributed surplus is increased by the fair value of these items on vesting and/or issuance and is reduced by corresponding amounts when the options or warrants expire or are exercised or cancelled.

	Options \$	Warrants \$	Total \$
March 1, 2022	320,798	27,400	348,198
Options vesting	22,482	-	22,482
Options cancelled	(37,198)	-	(37,198)
Finders' warrants issued	-	700	700
Residual value of warrants	-	72,720	72,720
November 30, 2022	306,082	100,820	406,902
March 1, 2023	306,082	100,820	406,902
Warrants expired	-	(27,400)	(27,400)
November 30, 2023	306,082	73,420	379,502

6. Earnings (loss) per share

The calculation of basic and diluted loss per share for the nine months ended November 30, 2023 was based on the loss attributable to common shareholders of \$113,075 (2022 – \$63,673) and a weighted average number of common shares outstanding of 50,142,202 (2022 – 46,624,951). All stock options and warrants were excluded from the diluted weighted average number of common shares calculation, as their effect would have been anti-dilutive.

The calculation of basic earnings (loss) per share for the three months ended November 30, 2022 was based on income attributable to common shareholders of \$12,176, and the weighted number of common shares outstanding of 47,649,935. The calculation of diluted earnings per share reflects the potential dilution of common share equivalents, such as outstanding stock options and warrants, in the weighted average number of common shares outstanding, if dilutive. During the three months ended November 30, 2022, there were no stock options or warrants outstanding with a dilutive impact.

Bonanza Mining Corporation**Notes to the Condensed Interim Financial Statements****Unaudited – Prepared by Management**

For the nine months ended November 30, 2023 and November 30, 2022

7. Related party payables and transactions

Key management personnel are those persons having authority and responsibility for planning, directing, and controlling the activities of the Corporation, directly or indirectly. Key management personnel include the Corporation's Executive Officers and Board of Director members. There were no loans to management personnel or Directors, or entities over which they have control or significant influence, during the nine months ended November 30, 2023 and November 30, 2022.

Christopher Graf, Vice-President Exploration and Director, and Alfredo De Lucrezia, President, CEO and Director each receive salaries and incentive stock options. No other key management personnel or Directors receive salaries, non-cash benefits (other than stock options), or other remuneration directly from the Company. Key management personnel and Directors participate in the Company's stock option plan.

During the nine months ended November 30, 2022, 500,000 Director and Officer stock options were cancelled. As a result, the original share-based payments expense of \$37,198 was reversed from contributed surplus and credited to deficit.

The total share-based payment expense recognized for the nine months ended November 30, 2023 attributable to Officers and Directors was \$nil (2022 - \$22,482).

The Company transacted with the following related parties:

- (a) Christopher Graf is the Company's Vice-President Exploration, and a Company Director. His salary is included within salaries and benefits.
- (b) Alfredo De Lucrezia is the Company's President and CEO, and a Company Director. His salary is included within salaries and benefits.
- (c) Dan Martino is the Company's CFO. He is a principal of Donaldson Brohman Martin CPA, Inc. ("DBM CPA"), a firm in which he has significant influence. DBM CPA provides the Company with accounting and tax services which are recorded within professional fees.
- (d) Glenn Yeadon is the Company's Corporate Secretary. He controls Glenn R. Yeadon Personal Law Corporation ("Yeadon Law Corp."), which provides the Company with legal services which are recorded within either professional fees or share issue costs as a reduction to share capital.
- (e) Charles Greig is a Director of the Company. He controls C.J. Greig and Associates Ltd. ("C.J. Greig and Associates"), which provides the Company with geological services which are capitalized to mineral property interests.

The aggregate value of transactions and outstanding balances with key management personnel and Directors and entities over which they have control or significant influence were as follows:

	Transactions nine months ended November 30, 2023 \$	Transactions nine months ended November 30, 2022 \$	Balances outstanding November 30, 2023 \$	Balances outstanding February 28, 2023 \$
Chris Graf	22,500	42,500	4,488	-
Alfredo De Lucrezia	22,500	42,500	4,280	-
DBM CPA	19,250	40,250	1,312	2,362
Yeadon Law Corp.	13,500	25,650	94,412	76,912
C.J. Greig and Associates	24,776	54,574	7,821	-
	102,526	205,474	112,313	79,274

All related party balances are unsecured and are due within thirty days without interest.

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8. Supplemental cash flow information

Changes in non-cash operating working capital during the nine months ended November 30, 2023 and November 30, 2022 were comprised of the following:

	November 30, 2023 \$	November 30, 2022 \$
Receivables and prepayments	14,760	8,456
Accounts payable and accrued liabilities	(40,291)	(30,783)
Accounts payable to related parties	33,039	(14,125)
Net change	7,508	(36,452)

The Company incurred the following non-cash investing activities during the nine months ended November 30, 2023 and November 30, 2022

	November 30, 2023 \$	November 30, 2022 \$
Non-cash financing activities:		
Share capital reduced by flow-through share premium	-	90,000
Fair value of finders' warrants issued	-	700
	-	90,700
Non-cash investing activities:		
Deferred exploration expenditures included within accounts payable and accrued liabilities	20,028	16,721
Shares issued for mineral property acquisition costs	11,000	24,000
	31,028	40,721

During the nine months ended November 30, 2023 and November 30, 2022, there were no amounts paid for interest or income taxes.

9. Financial risk management

Capital management

The Company is a junior exploration company and considers items included in shareholders' equity as capital. The Company manages its capital structure and adjusts it in light of changes in economic conditions and the risk characteristics of underlying assets. The Company's objectives when managing capital are to safeguard its ability to continue as a going concern by maintaining appropriate levels of cash to meet ongoing operating costs. The Company may from time to time, invest excess cash into highly-liquid financial instruments such as guaranteed investment certificates (GICs) or a high-interest savings account. In order to maintain or adjust its capital structure, the Company may issue new shares. The Company is not subject to any externally imposed capital requirements and does not presently utilize any quantitative measures to monitor its capital. There were no changes to the Company's approach to capital management during the nine months ended November 30, 2023.

As at November 30, 2023, the Company's capital structure is comprised of shareholders' equity of \$2,284,930 (February 28, 2023 - \$2,387,005).

The Company currently has no source of revenues. In order to fund future projects and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as needed. The Company's ability to continue as a going concern on a long-term basis and realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation is primarily dependent upon its ability to sell or option its mineral properties and its ability to raise additional financing from equity markets (Note 1).

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9. Financial risk management (continued)**Financial instruments - fair value**

The Company's financial instruments consist of cash, reclamation deposits, accounts payable and accrued liabilities, and accounts payable to related parties. The carrying values of these instruments approximate their fair values because of the short-term nature of these instruments.

The Company does not have any financial instruments measured at fair value on the condensed interim statements of financial position. However, at initial recognition financial instruments are measured at fair value into the following fair value hierarchy levels:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included within 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: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Financial instruments - classification

Financial assets:	Classification and measurement:
Cash	Amortized cost
Reclamation deposits	Amortized cost

Financial liabilities:	Classification and measurement:
Accounts payable and accrued liabilities	Amortized cost
Accounts payable to related parties	Amortized cost

Financial instruments - risk

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

a) Credit risk

The Company is exposed to credit risk by holding cash and reclamation deposits. This risk is minimized by holding the cash in a large Canadian chartered bank. The Company's exposure on its reclamation deposits is minimal as they are due from the provincial government of British Columbia.

b) Interest rate risk

The Company is exposed to interest rate risk because of fluctuating interest rates on cash balances in interest-bearing accounts. Fluctuations in market rates do not have a significant impact on the Company's operations. For the nine months ended November 30, 2023 every 1% fluctuation in interest rates up or down would have had an insignificant impact on loss for the period (2022 - insignificant impact).

c) Liquidity risk

Liquidity risk is the risk that the Company is unable to meet its financial obligations as they come due. The Company manages this risk by careful management of its working capital to ensure its expenditures will not exceed available resources.

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10. Commitment**Flow-through premium liability:**

On October 27, 2022, the Company completed a private placement of flow-through units for gross proceeds of \$300,000. The Company renounced the expenditures and available income tax benefits to the flow-through shareholders effective December 31, 2022. As at November 30, 2023, all of the funds have been spent.

A summary of the Company's flow-through premium liability as at November 30, 2023 and February 28, 2023, and changes during the period/year then ended is as follows:

	November 30, 2023 \$	February 28, 2023 \$
Balance, beginning of period/year	8,720	107,642
Addition - October 2022 private placement	-	90,000
Reduction - pro rata based on eligible expenditures	(8,720)	(188,922)
Balance, end of period/year	-	8,720