BIG RIDGE GOLD CORP.
(An Exploration Stage Company)

CONSOLIDATED FINANCIAL STATEMENTS

For the years ended June 30, 2023 and 2022

RESPONSIBILITY FOR FINANCIAL STATEMENTS

The accompanying consolidated financial statements of Big Ridge Gold Corp. are the responsibility of the Board of Directors and Management. The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and, where appropriate, include management's best estimates and judgments.

Management maintains a system of internal control designed to provide reasonable assurance that assets are safeguarded from loss or unauthorized use, and that financial information is timely and reliable. However, any system of internal control over financial reporting, no matter how well designed and implemented, has inherent limitations and may not prevent or detect all misstatements.

The Board of Directors is responsible for ensuring that management fulfills its responsibilities for financial reporting and is ultimately responsible for reviewing and approving the financial statements.

The Board of Directors carries out this responsibility principally through its Audit Committee. The Board of Directors appoints the Audit Committee, the majority of whose members are independent directors. The Audit Committee meets periodically with Management to review the financial reporting process and financial statements, together with other financial information of the Company. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the consolidated financial statements together with other financial information of the Company for issuance to the shareholders. The Board of Directors approves the financial statements on recommendation from the Audit Committee.

Michael Bandrowski President and Chief Executive Officer	Jim Kirke Chief Financial Officer

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
Big Ridge Gold Corp.

Opinion

We have audited the accompanying consolidated financial statements of Big Ridge Gold Corp. (the "Company"), which comprise the consolidated statements of financial position as at June 30, 2023 and 2022, and the consolidated statements of operations and comprehensive loss, cash flows, and changes in shareholders' equity for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at June 30, 2023 and 2022, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

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 Consolidated 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 consolidated 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 in our audit is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 of the consolidated financial statements, which indicates that the Company is dependent upon raising equity, debt or other forms of financing on acceptable commercial terms to finance the ongoing administration of the Company and the exploration and evaluation work. As stated in Note 1, these events and conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

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

In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined that the matter described below to be a key audit matter to be communicated in our auditor's report.

Assessment of Impairment Indicators of Exploration and Evaluation Assets ("E&E Assets")

As described in Note 7 to the consolidated financial statements, the carrying amount of the Company's E&E Assets was $4,674,131 as of June 30, 2023. As more fully described in Note 3 to the consolidated financial statements, the carrying amount of the Company's E&E Assets are reviewed at the end of each reporting period to determine whether there is an indication that those assets are impairment.

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The principal considerations for our determination that the assessment of impairment indicators of the E&E Assets is a key audit matter are that there was judgment made by management when assessing whether there were indicators of impairment for the E&E Assets, specifically relating to the assets' carrying amount which is impacted by the Company's intent and ability to continue to explore and evaluate these assets. This in turn led to a high degree of auditor judgment, subjectivity, and effort in performing procedures to evaluate audit evidence relating to the judgments made by management in their assessment of indicators of impairment that could give rise to the requirement to prepare an estimate of the recoverable amount of the E&E Assets.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. Our audit procedures included, among others:

- Evaluating management's assessment of impairment indicators.
- Evaluating the intent for the E&E Assets through discussion and communication with management.
- Reviewing the Company's recent expenditure activity and expenditure budgets for future periods.
- Assessing compliance with agreements and expenditure requirements including reviewing option agreements and vouching cash payments and share issuances.
- Obtaining, on a test basis, confirmation of title to ensure mineral rights underlying the E&E Assets are in good standing.

Other Information

Management is responsible for the other information. The other information obtained at the date of this auditor's report includes Management's Discussion and Analysis.

Our opinion on the consolidated 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 consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

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

In preparing the consolidated 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 Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated 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 consolidated 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 consolidated 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 consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

The engagement partner on the audit resulting in this independent auditor’s report is Peter Maloff.

Davidson & Company LLP

Vancouver, Canada — Chartered Professional Accountants

October 26, 2023

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BIG RIDGE GOLD CORP.
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
As at June 30
Expressed in Canadian dollars

	Note	2023 $	2022 $
ASSETS			
Current assets			
Cash and cash equivalents		88,379	1,973,824
Amounts receivable		25,794	385,057
Marketable securities	4	7,500	94,015
Prepaids and deposits		1,722	41,947
Total Current Assets		**123,395**	**2,494,843**
Investment in Caprock Mining Corp.	5	200,000	500,000
Property, plant and equipment	6	436,274	509,422
Exploration and evaluation assets	7	4,674,131	2,724,131
Total Assets		**5,433,800**	**6,228,396**
LIABILITIES AND EQUITY			
Current liabilities			
Accounts payable and accrued liabilities		419,334	1,772,034
Due to related party	16	43,385	13,958
Restricted Share Unit liability	10	28,888	96,408
		491,607	**1,882,400**
Deferred Share Unit liability	10	150,123	350,846
Total Liabilities		**641,730**	**2,233,246**
SHAREHOLDERS' EQUITY			
Share capital	8	40,377,519	36,438,017
Contributed surplus - warrants	9	1,692,944	1,299,520
Contributed surplus - options	10	2,253,779	2,109,015
Deficit		(39,532,172)	(35,851,402)
Total Shareholders' Equity		**4,792,070**	**3,995,150**
Total Liabilities and Shareholders' Equity		**5,433,800**	**6,228,396**

Nature of operations (Note 1)
Subsequent events (Note 20)

Approved and authorized by the Board of Directors on October 26, 2023.

"Nick Tintor", Director   *"Michael Bandrowski"*, Director

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

BIG RIDGE GOLD CORP.
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
For the years ended June 30
Expressed in Canadian dollars

	Note	2023 $	2022 $
EXPENSES			
Exploration expense	7	2,626,159	9,674,573
General and administrative expense	11	876,513	1,788,792
Finance expense (income), net	13	(110,902)	414,206
Other income	7	(11,000)	(496,459)
Impairment loss on equity accounted investment	5	140,877	390,128
Writedown of exploration and evaluation assets	7	-	843,520
Equity loss impact of equity accounted investment	5	159,123	109,872
Loss and comprehensive loss		**3,680,770**	**12,724,632**
Loss and comprehensive loss per share			
Basic and diluted		**0.03**	**0.12**
Weighted average number of common shares outstanding in the period			
Basic and diluted		**132,910,664**	**106,909,950**

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

BIG RIDGE GOLD CORP.
CONSOLIDATED STATEMENTS OF CASH FLOWS
For the years ended June 30
Expressed in Canadian dollars

	2023 $	2022 $
Operating activities:		
Loss for the year	(3,680,770)	(12,724,632)
Items not affecting cash:		
Impairment loss on exploration and evaluation assets (note 7)	-	843,520
Impairment loss on equity accounted investment (note 5)	140,877	390,128
Other income (note 7)	(11,000)	(496,459)
Amortization	87,689	56,645
Share-based compensation (note 10)	(55,667)	790,335
Deferred share units settled in cash	-	(49,500)
Equity loss on equity accounted investments (note 5)	159,123	109,872
Unrealized loss on marketable securities (note 4)	3,500	436,598
Realized gain on sale of marketable securities	(117,264)	-
	(3,473,512)	**(10,643,493)**
Changes in non-cash working capital items (note 15)	(923,785)	1,320,550
Cash used in operating activities	**(4,397,297)**	**(9,322,943)**
Investing activities:		
Purchase of capital assets	(14,541)	(566,067)
Cash proceeds from sale of marketable securities	211,279	-
Cash used in investing activities	**196,738**	**(566,067)**
Financing activities:		
Common shares issued for cash	2,525,000	3,655,669
Share issuance costs paid in cash	(209,886)	(87,960)
Cash provided by financing activities	**2,315,114**	**3,567,709**
Net (decrease) increase in cash	(1,885,445)	(6,321,301)
Cash - Beginning of year	1,973,824	8,295,125
Cash - End of year	**88,379**	**1,973,824**
Supplementary Disclosure		
Interest paid in cash	-	-
Income taxes paid in cash	-	-
Shares in Caprock Mining Corp. received pursuant to the sale of Ontario properties	-	1,000,000
Shares in Forum Energy Metals Corp. received pursuant to the sale of Fisher property	11,000	-
Fair value of broker warrants issued	77,999	-
Shares issued pursuant to Hope Brook option agreement	1,950,000	-
Fair value of common shares issued in settlement of vested RSUs	67,812	-

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

BIG RIDGE GOLD CORP.
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
Expressed in Canadian dollars

	Share Capital					
	Number #	Amount $	Contributed surplus - warrants $	Contributed surplus - options $	Deficit $	Total $
Balance - July 1, 2021	**90,051,118**	**32,759,316**	**1,303,426**	**1,832,879**	**(23,126,770)**	**12,768,851**
Loss for the year	-	-	-	-	(12,724,632)	(12,724,632)
Stock option expense	-	-	-	295,762	-	295,762
Issuance of common shares pursuant to the exercise of warrants	18,328,467	3,621,450	(3,906)	-	-	3,617,544
Issuance of common shares pursuant to the exercise of options	125,000	57,751	-	(19,626)	-	38,125
Share issuance costs	-	(500)	-	-	-	(500)
Balance - June 30, 2022	**108,504,585**	**36,438,017**	**1,299,520**	**2,109,015**	**(35,851,402)**	**3,995,150**
Balance - July 1, 2022	**108,504,585**	**36,438,017**	**1,299,520**	**2,109,015**	**(35,851,402)**	**3,995,150**
Loss for the year	-	-	-	-	(3,680,770)	(3,680,770)
Stock option expense	-	-	-	144,764	-	144,764
Issuance of common shares to First Mining Gold Corp.	15,000,000	1,950,000	-	-	-	1,950,000
Issuance of flow-through units pursuant to private placement	12,625,000	2,209,375	315,625	-	-	2,525,000
Issued in settlement of vested RSUs	481,250	67,812	-	-	-	67,812
Share issuance costs	-	(287,685)	77,799	-	-	(209,886)
Balance - June 30, 2023	**136,610,835**	**40,377,519**	**1,692,944**	**2,253,779**	**(39,532,172)**	**4,792,070**

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

1. GOING CONCERN AND NATURE OF OPERATIONS

Big Ridge Gold Corp. ("the Company") is engaged in the acquisition, exploration and evaluation of Canadian gold projects. The Company's head office is located at Suite 1400, 18 King Street East, Toronto, Ontario, M5C 1C4, and the Company's registered and records office is located at Suite 1500, 1055 West Georgia Street, Vancouver, British Columbia, V6E 4N7.

The Company presently has no proven or probable reserves and has not yet determined whether its properties contain economically recoverable ore reserves. The Company has not generated any revenues from operations to date and consequently is considered to be in the exploration stage. The amounts shown as exploration and evaluation assets represent acquisition costs incurred to date, less amounts written down or written off, and do not necessarily represent present or future values. The recoverability of the carrying amounts for exploration and evaluation assets is dependent upon a number of factors, including raising equity, debt or other forms of financing on acceptable commercial terms to finance the ongoing administration of the Company and the exploration and evaluative work necessary to underpin an assessment of the viability of each of the Company's mineral projects; the successful completion of environmental assessments by federal and provincial regulatory agencies; the acquisition of the federal and provincial permits required to enable construction of mining facilities; raising equity, debt and other financing to finance construction; and attaining profitable operations. These material uncertainties lend significant doubt over the applicability of the going concern assumption and ultimately the use of accounting principles pertinent to a going concern. These consolidated financial statements do not reflect the adjustments to the carrying values of assets and liabilities, the reported expenses and balance sheet classifications that would be necessary if the going concern assumption were inappropriate. These adjustments could be material.

The Company funded its operations in the fiscal year ended June 30, 2023, from the use of existing cash and the proceeds of a private placement of flow-through share units which raised gross proceeds of $2,525,000 and subsequent to June 30, 2023 completed the acquisition of Gold Island Inc., a privately held exploration company whose assets at closing included approximately $3.8 million in cash. The particulars of this acquisition are disclosed in note 20 to these consolidated financial statements.

In addition, the Company continues to seek additional financing, both through additional offerings of equity and other, non-dilutive transactions. However, there is no assurance that the Company will be successful in these efforts.

2. BASIS OF PREPARATION

The Company's consolidated financial statements report the Company's financial position, results of operations, cash flows, and changes in shareholders' equity during a fiscal year that ends on June 30.

Basis of presentation

These consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, Empress Resources Corp. The financial statements of Empress are prepared for the same period as those of the Company using consistent accounting policies for all periods presented. All intercompany balances and transactions have been eliminated.

These consolidated financial statements were approved by the Board of Directors of the Company on October 26, 2023.

Statement of Compliance
These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretations Committee ("IFRIC"). They have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit or loss, which are stated at their fair value. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting, except for cash-flow information. The significant accounting policies, as disclosed, have been applied consistently to all periods presented in these consolidated financial statements.

The consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and discharge of all liabilities in the normal course of business.

Critical Accounting Estimates and Judgments
The preparation of these consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported expenses during the year. Actual results could differ from these estimates.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, which could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

a) The assessment by management of the reasonableness of the going concern assumption.
b) The carrying value and the recoverability of exploration and evaluation assets, which are included in the consolidated statements of financial position based on the planned exploration budgets and drill results of exploration programs to assess economic recoverability and probability of future economic benefits.
c) The assessment by management of the recoverability of the Company's investment in Caprock.
d) The inputs used in accounting for share-based compensation expense included in profit or loss calculated using the Black-Scholes option pricing model.
e) The valuations of shares issued in non-cash transactions.
f) The recognition of deferred tax assets based on the change in unrecognized deductible temporary tax differences.

3. SUMMARY OF ACCOUNTING POLICIES

a) Exploration and evaluation assets

All costs related to the acquisition of mineral resource interests are capitalized by project. These costs will be amortized against revenue from future production or written off if the interest is deemed impaired, abandoned or sold. All costs related to the exploration of mineral resource interests are expensed as incurred.

The amounts shown for exploration and evaluation assets represent acquisition costs incurred to date, less recoveries, and do not necessarily reflect present or future values. The recoverability of amounts shown for mineral interests is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain financing to complete development of the projects as well as future profitable production or proceeds from the disposition thereof.

At the end of each reporting period, the Company's exploration and evaluation assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. 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.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss for the year. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

Ownership in exploration and evaluation assets involves certain inherent risks due to the difficulties of determining and obtaining clear title to the claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many exploration and evaluation assets.

b) Impairment

The Company's assets are reviewed for indication of impairment at each consolidated statement of financial position date. If indication of impairment exists, the asset's recoverable amount is estimated.

An impairment loss is recognized when the carrying amount of an asset, or its cash generating unit, exceeds its recoverable amount. The recoverable amount is the greater of the asset's fair value less costs to sell and its value in use.

A cash generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. Impairment losses are recognized on the consolidated statement of operations.

An impairment loss is reversed if there is an indication that there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of amortization, if no impairment loss had been recognized.

c) Property, plant and equipment

Property, plant and equipment assets are initially recorded at cost including acquisition and installation costs. Property, plant and equipment are subsequently measured at cost, less accumulated depreciation and accumulated impairment losses. Depreciation for these assets is calculated using the straight-line method at rates which depreciate the cost of the assets, less their anticipated residual values, if any, over their estimated useful lives.

- Equipment 3 to 5 years
- Vehicles 3 years
- Buildings 10 years

The residual values, useful lives and method of depreciation of property, plant and equipment are reviewed at each reporting period end and adjusted prospectively if appropriate.

Gains and losses on the disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount and are recognized net in the consolidated statement of operations and comprehensive loss. The net book value of property, plant and equipment assets is charged against income if the mine site is abandoned and it is determined that the assets cannot be economically transferred to another project or sold.

d) Share-based compensation
The Company maintains a Stock Option Plan; a cash-based Deferred Share Unit ("DSU") Plan; an equity-based DSU Plan; and an equity-based Restricted Share Unit ("RSU") Plan.

Stock Option Plan

The Company, from time to time, grants stock options to acquire common shares of the Company to directors, officers, employees and consultants. An individual is classified as an employee when the individual is an employee for legal, securities or tax purposes, or provides services similar to those performed by an employee. The fair value of stock options is measured on the date of grant, using the Black-Scholes option pricing model, and is recognized over the vesting period. A corresponding increase in contributed surplus is recorded when stock options are expensed. When stock options are exercised, share capital is credited by the sum of the consideration paid and the related portion of share-based compensation previously recorded in contributed surplus. Consideration paid for the shares on the exercise of stock options is credited to share capital.

Share-based compensation arrangements with non-employees in which the Company receives goods or services as consideration for its own equity instruments are accounted for as equity settled share-based payment transactions and measured at the fair value of goods or services received. If the fair value of the goods or services received cannot be estimated reliably, the share-based payment transaction is measured at the fair value of the equity instruments granted at the date the Company receives the goods or the services.

Cash-Based Deferred Share Unit Plan

Under the Company's cash-based Deferred Share Unit ("DSU") plan, DSU's may be awarded to directors, officers and employees and are retained until the director, officer or employee resigns or retires from the Company, at which time the value of the DSU is paid in cash. Each DSU vests on the date on which it is granted.

DSU's are measured at fair value on the grant date and are remeasured to fair value at each reporting date up to and including the settlement date, with changes in fair value recognized in the consolidated statement of operations and comprehensive loss.

Equity-Based Deferred Share Unit Plan

DSU's awarded under the equity-based DSU Plan may be equity or cash-settled, at the discretion of the Company, and are recorded at fair value based on the market value of the Company's common shares at the grant date. The Company's compensation expense is recognized over the vesting period based on the number of units estimated to vest. Management estimates the number of awards likely to vest on grant and at each reporting date up to the vesting date. The estimated forfeiture rate is adjusted for actual forfeitures in each reporting period. On vesting of equity-based RSUs, shares are issued from treasury. Equity-settled DSUs are accounted for as a liability at fair value and re-measured each period based on the current market value of the underlying stock at period end, with changes in the liability recorded as compensation expense each period.

Restricted Share Unit Plan

RSUs may be equity or cash-settled, at the discretion of the Company, and are recorded at fair value based on the market value of the shares at the grant date. The Company's compensation expense is recognized over the vesting period based on the number of units estimated to vest. Management estimates the number of awards likely to vest on grant and at each reporting date up to the vesting date. The estimated forfeiture rate is adjusted for actual forfeitures in each reporting period. On vesting of equity-settled RSUs, shares are issued from treasury. Equity-based RSUs are accounted for as a liability at fair value and re-measured each period based on the current market value of the underlying stock at period end, with changes in the liability recorded as compensation expense each period.

Other Share-Based Payments

Share-based compensation arrangements with non-employees in which the Company receives goods or services as consideration for its own equity instruments are accounted for as equity settled share-based payment transactions and measured at the fair value of goods or services received. If the fair value of the goods or services received cannot be estimated reliably, the share-based payment transaction is measured at the fair value of the equity instruments granted at the date the Company receives the goods or the services.

e) Share capital

Common shares are classified as equity. Incremental costs directly attributable to the issue of common shares and stock options are recognized as a deduction from equity.

Proceeds from unit placements are allocated between common shares and warrants using the residual value method, which allocates value first to the fair value of the common shares and the balance, if any, is allocated to the attached warrants.

f) Income taxes

Income tax on the profit or loss for the years presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at year end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded using the statement of financial position liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

The following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting or taxable loss; and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future.

The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the reporting date. A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. Additional income taxes that arise from the distribution of dividends are recognized at the same time as the liability to pay the related dividend. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

g) Quebec exploration tax credit receivable

The Company may be entitled to refundable mining tax credits on certain mining exploration expenditures incurred in Quebec. The Company recognizes amounts as a receivable and reduces the carrying value of exploration and evaluation assets when the amount to be received can be reasonably estimated and collection is reasonably assured.

h) Flow-through shares

Canadian Income Tax Legislation permits an enterprise to issue securities referred to as flow-through shares, whereby the investor can claim the tax deductions arising from the renunciation of the related resource expenditures by the Company. Proceeds from the issuance of flow-through shares are allocated between the offering proceeds obtained from the issuance of common shares and the premium paid for the implied tax benefit received by the investors as a result of acquiring the flow-through shares. The calculated tax benefit is recognized as a liability until the Company renounces the expenditures, at which point the liability is reversed and recorded as other income on the statement of operations. The Company records a deferred tax liability when the Company makes the expenditures. At the time of recognition of the deferred tax liability, an offsetting entry is made to tax expense.

i) Provision for environmental rehabilitation

The Company recognizes liabilities for contractual, constructive or legal obligations associated with the retirement of exploration and evaluation assets and property and equipment when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future rehabilitation cost estimates arising from the decommissioning of plant and other site preparation work is capitalized to the assets along with a corresponding increase in the rehabilitation provision in the period incurred. Discount rates using a pre-tax rate that reflects the time value of money are used to calculate the net present value. The rehabilitation asset is depreciated on the same basis as exploration and evaluation assets.

The Company's estimates of reclamation costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes would be recorded directly to exploration and evaluation assets with a corresponding entry to the rehabilitation provision. The Company's estimates are reviewed annually for changes in regulatory requirements, discount rates, effects of inflation and changes in estimates. Changes in the net present value, excluding changes in the Company's estimates of reclamation costs, would be charged to profit or loss for the year.

j) Loss (earnings) per share

Basic income or loss per share is calculated by dividing income available to the Company's common shareholders by the weighted average number of common shares issued and outstanding during the period. In periods with positive earnings, the calculation of diluted net income per common share uses the treasury stock method to compute the dilutive effects of stock options, warrants and other potentially dilutive instruments. In periods of loss, diluted net loss per share is equal to basic loss per share, as the effect of potential issuances of shares from stock options or warrants would be antidilutive.

k) Financial instruments

Classification
The Company determines the classification of its financial instruments at initial recognition. Upon initial recognition, a financial asset is classified as measured at: amortized cost, fair value through profit and loss ("FVTPL"), or fair value through other comprehensive income (loss) ("FVOCI"). The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

An equity investment that is held for trading is measured at FVTPL. For other equity investments that are not held for trading, the Company may irrevocably elect to designate them as FVOCI. This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortized cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or the Company has elected to measure them at FVTPL.

The Company classifies its financial instruments as follows:

Asset or Liability	**IFRS 9 classification**
Cash	Amortized cost
Amounts receivable	Amortized cost
Marketable securities	FVTPL
Due from/Due to related parties	Amortized cost
Accounts payable and accrued liabilities	Amortized cost
Deferred share unit liability	FVTPL
Restricted share unit liability	FVTPL

Measurement

Initial measurement
On initial recognition, all financial assets and financial liabilities are measured at fair value adjusted for directly attributable transaction costs except for financial assets and liabilities classified as FVTPL, in which case the transaction costs are expensed as incurred.

Subsequent measurement
The following accounting policies apply to the subsequent measurement of financial instruments:

Financial assets at FVTPL
These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit or loss.

Financial assets at amortized cost
These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.

Equity investments at FVOCI
These assets are subsequently measured at fair value. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are never reclassified to profit or loss.

Debt investments at FVOCI
These assets are subsequently measured at fair value. Interest income is calculated using the effective interest rate method, foreign exchange gains and losses and impairment are recognized in profit or loss. Other net gains and losses are recognized in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Impairment of financial assets at amortized costs
The Company assesses all information available, including on a forward-looking basis, the expected credit losses associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. To assess whether there is a significant increase in credit risk, the Company compares the risk of a default occurring on the asset as the reporting date, with the risk of default as at the date of initial recognition, based on all information available, and reasonable and supportive forward-looking information.

New interpretations or amendments to existing standards not yet effective

The following standards and interpretations have been issued but are not mandatory for annual reporting periods ending on June 30, 2023:

- Classification of Liabilities as Current or Non-current Amendments to IAS 1 - *Effective period beginning on or after January 1, 2024;*

The above-noted amendments to the standards and interpretations are not expected to have a material impact on the consolidated financial statements of the Company.

Expressed in Canadian dollars

4. MARKETABLE SECURITIES

The tables below set out the cost and fair value of the Company's marketable securities at June 30, 2023 and 2022.

June 30, 2023:

Company	Note	Shares #	Cost $	Fair Value $
Forum Energy Metals Corp.	7	100,000	11,000	7,500
			11,000	**7,500**

June 30, 2022:

Company	Note	Shares #	Cost $	Fair Value $
Empress Royalty Corp. (EMPR: TSX-V)		7,434	371	1,487
Clarity Gold Corp. (CLAR: CSE)	7	685,391	1,000,000	92,528
			1,000,371	**94,015**

During the years ended June 30, 2023 and 2022, the Company incurred gains and losses related to its portfolios of marketable securities as set out below.

Description	2023 $	2022 $
Unrealized mark to market losses	3,500	436,598
Realized gains from sales of marketable securities	(117,264)	-
	(113,764)	**436,598**

5. INVESTMENT IN CAPROCK MINING CORP.

On February 28, 2022, the Company closed the sale of five Ontario-based mining properties to Caprock Mining Corp ("Caprock"), pursuant to the terms of a sales agreement dated March 11, 2021 (note 7). As consideration for the sale of these properties, Caprock issued 10,000,000 common shares (the "Caprock Shares"), which were valued at an estimated fair value of $0.10 per share or $1,000,000.

Immediately following the sale of the Ontario properties and the issuance of the Caprock Shares referred to above, the Company held approximately 24.8% of the outstanding equity of Caprock. Taken together with the fact that a representative of the Company's management serves on the board of Caprock, the Company concluded that it held significant influence over Caprock, and consequently this investment is accounted for using the equity method.

At June 30, 2023, the Company's investment in Caprock amounted to 24.0% of Caprock's issued and outstanding common shares. Summarized financial information for Caprock is set out below.

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Expressed in Canadian dollars

Summarized financial position as at June 30, 2023

	$
Current assets	359,761
Exploration and evaluation assets	1,082,000
Total assets	1,441,761
Current liabilities	(208,105)
Net assets as at June 30, 2023	1,233,656
Attributable to Big Ridge	296,077
Attributable to investee's shareholders other than Big Ridge	937,579

Summarized P&L information for the year ended June 30, 2023

	$
Exploration expenses	160,522
General and administrative expenses	497,417
Finance income, net	(354)
Loss and comprehensive loss for the period	657,585
Attributable to Big Ridge	159,123
Attributable to investee's shareholders other than Big Ridge	498,462

At June 30, 2023, the Caprock Shares had an estimated fair value of $200,000. Management viewed the decline in the fair value of these shares as other than temporary and accordingly recognized an impairment loss of $140,877.

The movement in the Company's investment in Caprock is set out below.

	$
Balance - July 1, 2021	**-**
Fair value of shares received as consideration pursuant to the sale of the Company's Ontario exploration and evaluation properties	1,000,000
Equity loss	(109,872)
Impairment loss	(390,128)
Balance - June 30, 2022	**500,000**
Equity loss	(159,123)
Impairment loss	(140,877)
Balance - June 30, 2023	**200,000**

The Caprock Shares were issued to the Company under a prospectus exemption and are subject to the terms of an escrow agreement. At June 30, 2023, 4,000,000 shares had been released from escrow and are free-trading. The remainder of the Caprock Shares become free-trading according to the following schedule:

Expressed in Canadian dollars

Date	**Number of free-trading shares released from escrow**
July 26, 2023	1,500,000
January 26, 2024	1,500,000
July 26, 2024	1,500,000
January 26, 2025	1,500,000
	6,000,000

6. PROPERTY, PLANT AND EQUIPMENT

The balance at June 30, 2023 is comprised as follows:

	Cost	**Accumulated Amortization**	**Net Book Value**
	$	**$**	**$**
Buildings	379,971	54,969	325,002
Equipment	182,770	80,249	102,521
Vehicles	21,000	12,249	8,751
	583,741	**147,467**	**436,274**

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Expressed in Canadian dollars

7. EXPLORATION AND EVALUATION ASSETS

The movement in capitaized acquisition costs with respect to the Company's mineral exploration and evaluation assets is set out below.

	Newfound-land	Quebec	Ontario					Manitoba	
	Hope Brook $	Destiny $	Greenoaks $	Miner Lake $	Mud Lake $	Brook-bank East $	Golden Heart $	Oxford $	Total $
Capitalized acquisition costs									
Balance - July 1, 2021	**2,724,131**	**-**	**450,000**	**9,568**	**40,163**	**3,810**	**-**	**843,520**	**4,071,192**
Proceeds received pursuant to property sale agreement with Caprock Mining Corp.	-	-	(946,459)	(9,568)	(40,163)	(3,810)	-	-	(1,000,000)
Impairment writedown	-	-	-	-	-	-	-	(843,520)	(843,520)
Recovery of exploration and evaluation assets	-	-	496,459	-	-	-	-	-	496,459
Balance - June 30, 2022	**2,724,131**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**2,724,131**
Issuance of common shares to First Mining Gold Corp. pursuant to first earn-in under Hope Brook option agreement	1,950,000	-	-	-	-	-	-	-	1,950,000
Balance - June 30, 2023	**4,674,131**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**4,674,131**

Expressed in Canadian dollars

The tables below show the breakdown of exploration expenses in the years ended June 30, 2023 and 2022 with respect to the Company's exploration and evaluation assets.

	Newfound-land	Quebec	Ontario					Manitoba		
	Hope Brook $	Destiny $	Green-oaks $	Miner Lake $	Mud Lake $	Brook-bank East $	Golden Heart $	Oxford $	General $	Total $
Year ended June 30, 2023:										
Project management	206,308	5,610	-	-	-	-	-	-	-	**211,918**
Assessment reporting	-	16,988								**16,988**
Camp labour	342,028	-	-	-	-	-	-	-	-	**342,028**
Camp costs	137,303	-	-	-	-	-	-	-	-	**137,303**
Claim renewal costs	214,961	4,813								**219,774**
Geophysics	37,150	-	-	-	-	-	-	-	-	**37,150**
Assaying and core storage	156,285	33,043	-	-	-	-	-	-	-	**189,328**
Core Handling	45,552	-	-	-	-	-	-	-	-	**45,552**
Drilling	1,163,928	-	-	-	-	-	-	-	-	**1,163,928**
Vehicles - Fuel and repairs	6,919	-	-	-	-	-	-	-	-	**6,919**
Mapping, GIS and related activities	13,168	15,195	-	-	-	-	-	-	-	**28,363**
Metallurgy	7,340	-	-	-	-	-	-	-	-	**7,340**
Prospecting	3,549	-	-	-	-	-	-	-	-	**3,549**
Resource modelling	115,108	-	-	-	-	-	-	-	-	**115,108**
Shipping and site travel	71,363	3,299	-	-	-	-	-	-	-	**74,662**
Advance royalties	20,000	-	-	-	-	-	-	-	-	**20,000**
Project-specific general and administrative expenses	6,249	-	-	-	-	-	-	-	-	**6,249**
Exploration expense for the year	**2,547,211**	**78,948**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**2,626,159**

Expressed in Canadian dollars

	Newfoundland	Quebec	Ontario					Manitoba		
	Hope Brook $	Destiny $	Green-oaks $	Miner Lake $	Mud Lake $	Brook-bank East $	Golden Heart $	Oxford $	General $	Total $
Year ended June 30, 2022:										
Project management	347,872	-	-	-	-	-	-	151	1,360	**349,383**
Camp labour	1,042,770	-	-	-	-	-	-	-	-	**1,042,770**
Camp costs	561,466	-	-	-	-	-	-	-	-	**561,466**
Geophysics	379,924	-	-	-	-	-	-	-	-	**379,924**
Assaying	465,464	-	-	-	-	-	-	-	-	**465,464**
Core Handling	113,034	-	-	-	-	-	-	-	-	**113,034**
Drilling	5,824,588	-	-	-	-	-	-	-	-	**5,824,588**
Vehicles - Fuel and repairs	98,876	-	-	-	-	-	-	-	-	**98,876**
Software	20,156	-	-	-	-	-	-	-	-	**20,156**
Geochemistry	13,698	-	-	-	-	-	-	-	-	**13,698**
Mapping, GIS and related activities	398,428	-	-	-	-	-	-	-	-	**398,428**
Metallurgy	19,770	-	-	-	-	-	-	-	-	**19,770**
Prospecting	22,055	-	-	-	-	-	-	-	-	**22,055**
Resource modelling	4,514	-	-	-	-	-	-	-	-	**4,514**
Shipping and site travel	323,483	-	-	-	-	-	-	-	-	**323,483**
Project-specific general and administrative expenses	16,964	-	-	-	-	-	-	-	-	**16,964**
Advance royalties	20,000	-	-	-	-	-	-	-	-	**20,000**
Exploration expense for the year	**9,673,062**	**-**	**-**	**-**	**-**	**-**	**-**	**151**	**1,360**	**9,674,573**

The mining claims which underly each of these projects are subject to net smelter returns royalties at rates which range from 1.0% to 3.75%. A portion of the claims associated with the Oxford project are also subject to an overlapping 7.5% net profits interest.

Expressed in Canadian dollars

Hope Brook

On April 6, 2021, the Company entered into an earn-in agreement with First Mining Gold Corp. ("First Mining"), pursuant to which the Company may earn an interest of up to 80% in the Hope Brook Gold Project, located in Newfoundland and Labrador.

The Company incurred the following acquisition costs, at which point it became the operator of the Hope Brook Gold Project:

	$
Cash	500,000
11,500,000 common shares with a fair value of $0.19 per share	2,185,000
Transaction costs	39,131
	2,724,131

The earn-in is comprised of two stages, as described below:

- In order to exercise its first earn-in right to acquire a 51% interest in the Hope Brook Gold Project, the Company was required to incur and fund expenditures on the Hope Brook Gold Project of no less than $10 million by June 8, 2024, and to issue an additional 15,000,000 common shares to First Mining.

  On September 13, 2022, the Company met the expenditure requirements necessary to satisfy the first earn-in threshold set out in the Hope Brook option agreement and issued a total of 15,000,000 common shares to First Mining with an aggregate fair value of $1,950,000, completing the first earn-in related to the Hope Brook project, gaining an initial 51% interest in the project, and becoming party to a joint venture agreement for the Hope Brook Gold Project with First Mining (49% interest). Concurrently with the creation of the joint venture, the joint venture entity granted to First Mining a 1.5% net smelter returns royalty on the Hope Brook Gold Project, subject to a right of the Company to buy back 0.5% for $2 million.

- To earn an additional 29% interest in the Hope Brook Gold Project, the Company must incur and fund an additional $10 million in eligible expenditures on the project by June 8, 2026. Upon achieving this final expenditure threshold and issuing an additional 10,000,000 common shares ("Stage 2 Shares") to First Mining, subject to the approval of the TSX Venture Exchange, the Company will become the holder of an 80% interest in the Hope Brook Gold Project. The Company will solely fund all expenditures on the project up to and including the date on which the Company announces the results of a feasibility study on the project, at which time First Mining's free-carry period will terminate. If the issuance of the Stage 2 Shares would result in First Mining owning more that 19.9% of the total number of the Company's common shares issued and outstanding following such share issuance, the number of Stage 2 Shares shall be reduced such that First Mining will own no more than 19.9% of the total number of the Company's common shares issued and outstanding following the issuance of the Stage 2 Shares.

In addition, upon the commencement of commercial production at the project, the Company will pay $2 million to First Mining.

Destiny Gold Project

On November 27, 2020, the Company entered into an option agreement with Clarity Gold Corp. ("Clarity") pursuant to which Clarity had the right to earn up to a 100% interest in the Company's wholly owned Destiny gold project:

Initially, Clarity had the right to earn a 49% interest in the project by making a series of cash payments and share issuances to the Company as described below:

- A deposit of $50,000;
- A cash payment of $450,000 and the equivalent of $1,000,000 in common shares of Clarity on or before January 26, 2021;
- A cash payment of $750,000 and the equivalent of $1,000,000 in common shares of Clarity on or before January 11, 2022; and
- A cash payment of $750,000 and the equivalent of $1,500,000 in common shares of Clarity on or before January 11, 2023.

In the year ended June 30, 2021, the $1,500,000 in cash and securities received from Clarity were applied first to reduce the carrying value of the Destiny project to $Nil, with the remaining $690,900 in proceeds credited to the consolidated statement of operations and comprehensive loss as a recovery of exploration and evaluation assets.

During the year ended June 30, 2022, Clarity defaulted on its payment obligations due January 11, 2022 and provided the Company with a notice of cancellation, thereby terminating the option agreement.

Oxford Gold Project

The Company owns a 100% interest in the Oxford Lake property, subject to certain underlying royalties on some of the claims.

On October 5, 2020, the Company entered into an Exploration Agreement with the Bunibonibee Cree Nation ("BCN") that authorizes the recommencement of exploration activities at Oxford upon completion of a Heritage Resource Impact Assessment ("HRIA") in a form satisfactory to the Historic Resource Branch of Manitoba Sport, Culture and Heritage. At June 30, 2023, work on the HRIA was suspended as a result of difficulties in accessing the property to complete the HRIA.

As a result of the continuing inability of the Company over the past several years to complete the HRIA, the impact of the ongoing inability to complete the HRIA on the ability to sell or option the property and the lack of alternative courses of action that would restore the Company's ability to conduct exploration and evaluation activities at Oxford Lake, management concluded that the property was impaired and accordingly recognized an impairment loss in the year ended June 30, 2022 amounting to $843,520.

Ontario mining properties

On March 11, 2021, Big Ridge entered into a sale agreement with Caprock Mining Corp. (then known as Blingold Corp.) ("Caprock") pursuant to which Big Ridge agreed to sell its interest in its Mud Lake, Golden Heart, Brookbank East, Three Towers, Miner Lake, and Green Oaks properties to Caprock in exchange for the issuance by Caprock of 10,000,000 common shares of Caprock. The closing of this sale agreement was subject to several conditions, including the completion by Caprock of an initial financing generating gross proceeds of no less than $1,000,000 and the appointment of a representative of Big Ridge to the board of Caprock. On February 28, 2022, the sales agreement closed and Caprock issued the Caprock Shares to the Company (note 5).

The fair value of the $1,000,000 in securities received from Caprock was applied first to reduce the carrying value of the Ontario mining properties to $Nil, with the remaining $469,459 in proceeds credited to the consolidated statement of operations and comprehensive loss as a recovery of exploration and evaluation assets.

Expressed in Canadian dollars

Fisher property, Saskatchewan

During the year ended June 30, 2023, the Company sold its 100% interest in the Fisher gold property in Saskatchewan to Forum Energy Metals Corp. ("Forum"), a Canadian public company whose President and Chief Executive Officer is a director of the Company, in exchange for 100,000 common shares of Forum with a fair value of $11,000. The fair value of the proceeds was charged to operations as Other income.

8. SHARE CAPITAL

***Authorized**:*

Unlimited Common shares without par value

Issued and outstanding:

The following table shows the movement in issued and outstanding share capital.

	Number of shares	$
Balance - July 1, 2021	**90,051,118**	**32,759,316**
Common shares issued pursuant to the exercise of warrants	18,328,467	3,621,450
Common shares issued pursuant to the exercise of stock options	125,000	57,751
Share issue costs	-	(500)
Balance - June 30, 2022	**108,504,585**	**36,438,017**
Common shares issued pursuant to private placement of flow-through units (a)	12,625,000	2,209,375
Common shares issued to First Mining Gold Corp. (b)	15,000,000	1,950,000
Common shares issued in settlement of Restricted Share Units (note 10)	481,250	67,812
Share issue costs	-	(287,685)
Balance - June 30, 2023	**136,610,835**	**40,377,519**

a) On July 25, 2022, the Company closed a non-brokered private placement of 12,625,000 units at a price of $0.20 per unit, for aggregate gross proceeds of $2,525,000. Each unit consisted of one flow-through common share and one-half of one share purchase warrant, with each whole warrant exercisable into one common share at an exercise price of $0.27 and expiring on July 25, 2024. The Company accounted for this equity transaction using the residual method, which resulted in a value of $2,209,375 being allocated to the common shares and $315,625 being allocated to the unit warrants.

   In connection with this financing, the Company paid a total of $176,750 in finder's fees and issued a total of 883,750 compensation warrants exercisable into common shares at a price of $0.20 per share and expiring on July 25, 2024.

b) On September 7, 2022, the Company issued 15,000,000 common shares with a fair value of $1,950,000 to First Mining to complete the Company's first stage earn-in with respect to the Hope Brook Gold Project.

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Expressed in Canadian dollars

9. WARRANTS

The following table shows the movement in warrants.

	Number of warrants	**Number of shares issuable upon exercise of warrants**	**$**
Balance - July 1, 2021	**51,588,590**	**51,636,695**	**1,303,426**
Exercised	(18,328,467)	(18,328,467)	(3,906)
Expired	(8,419,160)	(8,461,255)	-
Balance - June 30, 2022	**24,840,963**	**24,846,973**	**1,299,520**
Issued pursuant to private placement of flow-through units [(a)]	6,312,500	6,312,500	315,625
Finder's compensation warrants issued pursuant to private placement [(b)]	883,750	883,750	77,799
Expired [(d)] [(e)]	(2,665,430)	(2,671,440)	-
Balance - June 30, 2023	**29,371,783**	**29,371,783**	**1,692,944**

a) As described in note 8(a), the gross proceeds of the private placement of flow-through units that closed on July 25, 2022, was apportioned between Share capital and Warrants using the residual method, which resulted in the warrants issued to subscribers being valued at $315,625.

b) In addition, the Company issued a total of 883,750 finder’s warrants in connection with this financing. Each warrant is exercisable at a price of $0.20 per share and expires on July 25, 2024. The fair value of these warrants was estimated using the Black-Scholes option pricing model using the following assumptions:

Dividend yield		Nil
Expected future volatility		100%
Expected life		2 years
which yielded an estimated fair value of	**$**	**0.088**

c) On June 15, 2023, the Company extended the expiry date of 22,175,533 outstanding share purchase warrants issued in connection with a private placement of units which closed on June 30, 2021. Following the extension of the term of these warrants, the expiry date was revised from June 30, 2023, to June 30, 2024.

d) On August 7, 2022, 1,202,000 warrants issued in connection with the Company’s acquisition of Empress Resources Corp. in 2020 and exercisable into 1,208,010 common shares expired without exercise.

e) On June 30, 2023, 1,463,430 broker compensation warrants issued in connection with the unit financing referred to in c) above expired without exercise.

Expressed in Canadian dollars

The details of the warrants outstanding at June 30, 2023 are set out below.

Issue date	Expiry date	Number of warrants #	Exercise price $
Unit warrants:			
July 25, 2022	July 25, 2024	6,312,500	$ 0.270
June 30, 2021	June 30, 2024	22,175,533	$ 0.180
Broker and finder compensation warrants:			
July 25, 2022	July 25, 2024	883,750	$ 0.200
		29,371,783	

10. SHARE-BASED COMPENSATION

Share-based compensation expenses recognized in General and administrative expense in the consolidated statements of operations and comprehensive loss for the years ended June 30, 2023 and 2022 are as follows:

	2023 $	2022 $
Stock options	144,764	295,762
Cash-based Deferred Share Units	(200,724)	398,165
Equity-based Deferred Share Units	-	-
Restricted Share Units	293	96,408
	(55,667)	**790,335**

Stock Option Plan
The Company's Share Option Plan (the "Plan") was approved by the Company's shareholders at its annual meeting held December 14, 2021. The purpose of the Plan is to attract, retain and motivate directors, officers, employees and external service providers by providing them with the opportunity to acquire a proprietary interest in the Company and to benefit from its growth.

Under the Plan, the Board of Directors may grant options to directors, officers, employees or consultants, with the number of common shares reserved for issuance fixed at 12,570,111 shares. Options carry a term of no more than five years, and the exercise price of any option is no less than the closing price on the TSX Venture Exchange on the last trading day preceding the grant date. The vesting periods for individual awards of options are determined at the discretion of the Corporate Governance, Compensation and Nominating Committee.

Share-based compensation is recognized and charged to operations based upon the relative fair values and vesting conditions of the options granted.

The fair value of option grants is estimated at the date of grant using the Black-Scholes option-pricing model. No options were awarded in the year ended June 30, 2023. The fair values of options granted during the year ended June 30, 2022 were based on the weighted-average assumptions set out in the following table:

Expressed in Canadian dollars

Expected volatility	100%
Risk-free interest rate	2.46%
Expected dividend yield	Nil
Expected life	3 years
Expected forfeiture rate	Nil
Estimated fair value per option	$ 0.137

During the year ended June 30, 2023, the Company recognized stock option expense amounting to $144,764 (2022 - $295,762). As at June 30, 2023, there were $30,902 of share-based compensation expense (2022 – $175,666) relating to the Company's unvested stock options to be recognized in future periods.

A summary of option activity under the Plan during the years ended June 30, 2023 and 2022 is set out below.

	Number of options #	Weighted average exercise price $
Balance - July 1, 2021	**4,447,500**	**0.26**
Issued	2,207,212	0.26
Exercised	(125,000)	0.31
Expired	(690,000)	0.32
Balance - June 30, 2022 and June 30, 2023	**5,839,712**	**0.25**

The number of options outstanding at June 30, 2023 by issue date is shown in the following table.

	Options Outstanding				Options Exercisable
Date of Grant	**Expiry Date**	**Number outstanding**	**Exercise Price**	**Remaining life**	**Number outstanding**
		#	**$**	**(Years)**	**#**
September 19, 2018	September 19, 2023	130,000	0.25	0.22	130,000
July 1, 2020	July 1, 2025	52,500	0.11	2.01	52,500
August 31, 2020	August 31, 2023	1,425,000	0.20	0.17	1,425,000
October 28, 2020	October 28, 2023	200,000	0.20	0.33	200,000
January 21, 2021	January 21, 2024	200,000	0.20	0.56	200,000
June 30, 2021	June 30, 2026	1,625,000	0.305	3.00	1,625,000
December 14, 2021	December 14, 2026	187,500	0.290	3.46	125,000
January 14, 2022	January 14, 2027	172,000	0.345	3.55	114,666
February 3, 2022	February 3, 2027	375,000	0.250	3.60	250,000
June 30, 2022	June 30, 2027	1,472,712	0.250	4.00	1,145,442
		5,839,712	**0.25**	**2.39**	**5,267,608**

Cash-Based Deferred Share Unit Plan

The Company's cash-based Deferred Share Unit Plan (the "Cash DSU Plan") was adopted on June 7, 2021. Pursuant to the Cash DSU Plan, the Company may, from time to time, grant DSUs to officers and directors of the Company. No DSU's were awarded under the Cash DSU Plan in the year ended June 30, 2023, while all DSUs awarded in the year ended June 30, 2022 vested immediately upon grant. The number of DSUs that may be awarded is unlimited.

Expressed in Canadian dollars

DSUs are settled in cash upon the officer or director's termination of service. The price per share which prevails upon any settlement of DSUs is defined as the five-day volume weighted average trading price of the Company's common shares prior to the date of redemption.

The movement in outstanding DSU's awarded under the Cash DSU Plan is set out below.

	Number of DSUs
Balance - July 1, 2020	**-**
DSUs awarded during the year	1,061,737
Balance - June 30, 2021	**1,061,737**
DSUs awarded during the year	768,500
DSUs settled upon the resignation of a director	(143,478)
Balance - June 30, 2022 and June 30, 2023	**1,686,759**

The Company recognized a negative expense in the year ended June 30, 2023 amounting to $200,724 (2022 – expense of $398,165) in respect of outstanding DSUs. There are no expenses related to awards of the DSUs outstanding at June 30, 2023 to be recognized in future accounting periods.

Equity-Based Deferred Share Unit Plan

The Company's equity-based Deferred Share Unit Plan (the "Equity DSU Plan") was approved by the Company's shareholders at its annual meeting held December 22, 2022. Pursuant to the Equity DSU Plan, the Company may, from time to time, grant DSUs to officers and directors of the Company. The number of share units issuable in aggregate under the terms of the Equity DSU Plan and Restricted Share Unit Plan, described below, is limited to a total of 4,385,000 units.

No DSUs were issued under the Equity DSU Plan in the years ended June 30, 2023 or 2022.

Restricted Share Unit Plan

The Company's Restricted Share Unit ("RSU") Plan was approved by the Company's shareholders at its annual meeting held December 14, 2021. Pursuant to the RSU Plan, the Company may, from time to time, grant RSUs to officers and directors of the Company. The number of share units issuable in aggregate under the terms of the Equity DSU Plan and Restricted Share Unit Plan is limited to a total of 4,385,000 units.

The Company has awarded RSUs pursuant to its short-term and long-term incentive plans, which deal with management compensation. RSUs awarded in the year ended June 30, 2022 pursuant to the Company's short-term incentive plan vested immediately upon grant, and RSUs awarded pursuant to the Company's long-term incentive plan vested in equal parts on the award date and the first and second anniversary of the award date. No RSUs were awarded in the year ended June 30, 2023.

Expressed in Canadian dollars

The movement in outstanding RSU's is set out below.

	Number of RSUs
Balance - July 1, 2021	**-**
RSUs awarded	866,250
Balance - June 30, 2022	**866,250**
RSUs settled	(481,250)
Balance - June 30, 2023	**385,000**

At June 30, 2023, a total of 192,500 RSUs were vested, and the remaining 192,500 RSUs vest on June 30, 2024. In addition, at June 30, 2023, there was $9,612 of share-based compensation expense (June 30, 2022 – $76,842) relating to the Company's unvested RSUs remaining to be recognized in future periods, based on the fair value of the Company's common shares at June 30, 2023.

11. GENERAL AND ADMINISTRATIVE EXPENSES

	Note	**2023 $**	**2022 $**
Management fees		-	35,000
Salaries, wages and benefits	12	468,486	430,514
Share-based compensation	10	(55,667)	790,335
Professional fees		99,192	141,919
Investor and shareholder relations		104,049	157,823
Office expenses		107,774	84,562
Transfer agent and filing fees		61,904	87,143
Travel and promotion		3,086	4,851
Amortization		87,689	56,645
		876,513	**1,788,792**

12. SALARIES, WAGES AND BENEFITS

	Note	**2023 $**	**2022 $**
Salaries and wages		646,066	1,464,036
Director fees	16	126,000	88,000
Social security benefits		45,239	125,172
		817,305	1,677,208
Charged to General and administrative expense		468,486	430,514
Charged to Exploration expense		348,819	1,134,350
Charged to Property, plant and equipment		-	112,344
		817,305	1,677,208

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Expressed in Canadian dollars

13. FINANCE EXPENSE (INCOME), NET

	2023 $	2022 $
Interest income	(10,870)	(20,420)
Foreign exchange	5,395	(1,972)
Unrealized mark to market losses on marketable securities	3,500	436,598
Realized gains on sales of marketable securities	(117,264)	-
Part XII.6 tax	8,337	-
	(110,902)	**414,206**

14. INCOME TAXES

The income taxes shown in the consolidated statement of operations and comprehensive loss differ from the amounts obtained by applying statutory rates to the loss before income taxes due to the following:

	2023 $	2022 $
Loss for the year	(3,680,770)	(12,724,632)
Statutory tax rate	27%	27%
Expected tax recovery	(994,000)	(3,436,000)
Permanent difference	59,000	340,000
Other and adjustment to previous provisions		
Share issue costs	(57,000)	(24,000)
Change in unrecognized deductible temporary difference	397,000	1,770,000
Adjustment to prior years' provisions versus statutory tax returns	(58,000)	-
Impact of flow-through shares	653,000	1,350,000
Tax provision (recovery)	**-**	**-**

The significant components of the Company’s deferred tax assets and liabilities that have not been included on the consolidated statement of financial position are as follows:

	2023 $	2022 $
Deferred tax assets		
Exploration and evauation assets	1,741,000	1,737,000
Marketable securities	-	123,000
Investment in Caprock	108,000	12,000
Property, plant and equipment	53,000	28,000
Share issue costs	127,000	121,000
Alllowable capital losses	590,000	484,000
Non-capital losses available for future periods	2,480,000	2,198,000
Unrecognized deferred tax assets	**5,099,000**	**4,703,000**

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Expressed in Canadian dollars

The significant components of the Company's temporary differences, unused tax credits and unused tax losses that have not been included on the consolidated statement of financial position are as follows:

	2023	**2022**
	$	**$**
Exploration and evauation assets	6,448,000	6,433,000
Marketable securities	4,000	906,000
Investment in Caprock	800,000	12,000
Property, plant and equipment	195,000	102,000
Share issuance costs	470,000	448,000
Alllowable capital losses	2,187,000	1,792,000
Non-capital losses available for future periods	9,186,000	8,141,000
	19,290,000	**17,834,000**

15. CHANGES IN NON-CASH WORKING CAPITAL

	Note	**2023**	**2022**
		$	**$**
Decrease (Increase) in amounts receivable		359,263	(335,678)
Decrease (Increase) in prepaids and deposits		40,225	(34,103)
(Decrease) Increase in accounts payable and accrued liabilities		(1,352,700)	1,676,373
Increase in amounts due to related parties		29,427	13,958
		(923,785)	**1,320,550**

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Expressed in Canadian dollars

16. RELATED PARTY TRANSACTIONS

During the years ended June 30, 2023 and 2022, the Company recognized the following costs in respect of services provided by related parties:

	2023	2022
	$	$
Charged to Salaries, Wages and Benefits:		
Salaries paid to key management	320,000	320,000
Director fees	126,000	88,000
	446,000	**408,000**
Charged to Share-Based Compensation:		
Stock option expense recognized in the period	144,764	256,581
DSU expense recognized in the year	(200,724)	398,165
RSU expense recognized in the year	293	96,408
	(55,667)	**751,154**
Management fees charged to General and administrative expenses:		
Nick Tintor (Chairman)	-	35,000
	-	**35,000**
Management fees charged to Exploration expenses:		
Nick Tintor - Chairman	-	25,000
OTD Exploration Ltd. (controlled by Company's Vice President Exploration)	129,625	85,425
	129,625	**110,425**

At June 30, 2023, the Company had the following liabilities to related parties:

	$
Accrued director fees	34,500
Owed to a company controlled by an officer of the Company	8,885
	43,385

These liabilities were discharged subsequent to June 30, 2023.

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Expressed in Canadian dollars

17. FAIR VALUE HIERARCHY

	2023 $	2022 $
Financial assets - Amortized cost		
Cash and cash equivalents	88,379	1,973,824
Amounts receivable	25,794	385,057
	114,173	2,358,881
Financial assets - Fair value through profit and loss		
Marketable securities	7,500	94,015
	7,500	94,015
Other financial liabilities - Amortized cost		
Trade payables and accrued liabilities	419,334	1,772,034
Due to related parties	43,385	13,958
	462,719	1,785,992
Other financial liabilities - Fair value through profit and loss		
Cash-based Deferred Share Unit liability	150,123	350,846
Restricted Share Unit liability	28,888	96,408
	179,011	447,254

As at June 30, 2023 and 2022, the carrying values of the above-noted financial instruments approximate their respective fair values.

18. CAPITAL RISK MANAGEMENT

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its mineral properties and to maintain a flexible capital structure for its projects for the benefit of its stakeholders. As the Company is in the exploration stage, its principal source of funds is from the issuance of common shares.

Management monitors the Company's capital structure and makes adjustments in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Company may attempt to issue new shares, enter into joint venture property arrangements, acquire or dispose of assets or adjust the amount of cash and investments. In order to facilitate the management of its capital requirements, the Company prepares annual expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. The annual and updated budgets are approved by the Board of Directors.

19. FINANCIAL RISK MANAGEMENT

The Company's financial instruments are exposed to certain financial risks. The risk exposures and the impact on the Company's financial instruments are summarized below.

Interest rate risk
The Company has no material exposure at June 30, 2023 to interest rate risk through its financial instruments.

Sensitivity analysis
Based on management's knowledge and experience of the financial markets, the Company believes the following movements are "reasonably possible" over a twelve-month period. Sensitivity to a plus or minus .1% change in cash interest rates would have no material impact on the Company's reported net. The Company does not hold any material balances in foreign currencies that could give rise to exposure to foreign exchange risk.

Currency risk
As at June 30, 2023, $648 of the Company's reported cash and cash equivalents was held in US dollars. The Company has no operations in foreign jurisdictions at this time and as such has no material currency risk associated with its operations.

Credit risk
The Company has cash balances and no interest-bearing debt. The Company has no significant concentrations of credit risk arising from operations. The Company's current policy is to invest excess cash in bank deposits or investment-grade short-term deposit certificates issued by Canadian financial institutions with which it keeps its bank accounts, and management believes the risk of loss to be remote.

Liquidity risk
The Company manages liquidity risk by maintaining sufficient cash balances. Liquidity requirements are managed based on expected cash flows to ensure that there is sufficient capital in order to meet short-term obligations. As at June 30, 2023, the Company had a cash balance of $88,379 (2022: $1,973,824) to settle current liabilities of $491,607 (2022: $1,882,400).

Expressed in Canadian dollars

20. SUBSEQUENT EVENTS

Acquisition of Gold Island Inc.

On July 17, 2023, the Company entered into a Business Combination Agreement, pursuant to which it agreed to acquire the outstanding securities of Gold Island Inc. ("Gold Island"), a private exploration company focused on the exploration of a portfolio of mineral properties in Newfoundland and Labrador.

The acquisition closed on August 11, 2023, and the Company intends to account for the transaction as an asset acquisition. The table below provides details of the consideration paid by the Company:

	Number of instruments issued	**Fair value**
	#	**$**
Common shares	51,442,492	4,887,037
Stock options issued to replace 3,875,000 options issued by Gold Island and outstanding at the closing date, exercisable at a price of $0.15 per share and expiring on June 30, 2028	3,100,000	162,088
Broker warrants issued to replace warrants issued by Gold Island and outstanding on the closing date, exercisable at a price of $0.4375 and expiring on January 5, 2026	1,029,744	25,205
		5,074,330

The net assets of Gold Island acquired on closing are set out below.

	$
Current assets:	
Cash	3,834,563
Amounts receivable	23,487
Prepaids and deposits	30,479
	3,888,529
Property, plant and equipment	174,684
Exploration and evaluation assets	1,223,578
Total assets	**5,286,791**
Less:	
Trade payables	(163,336)
Lease liability	(49,125)
Net assets acquired	**5,074,330**

Option awards

Expressed in Canadian dollars

On August 16, 2023, the Company awarded a total of 2,475,636 incentive stock options to the Company's officers pursuant to the Company's short- and long-term incentive plans in respect of the performance of the Company's officers in the year ended June 30, 2023. These options are exercisable at $0.15 per share, expire on August 16, 2028, and vest according to the following schedule:

Date	Number of options vesting
August 16, 2023	1,244,803
August 16, 2024	615,416
August 16, 2025	615,417
	2,475,636

Option expiries
Subsequent to June 30, 2023, a total of 1,555,000 options expired.

Restricted Share Unit and Deferred Share Unit awards

On August 16, 2023, the Company awarded a total of 1,241,986 RSUs to the Company's officers pursuant to the Company's short- and long-term incentive plans in respect of the performance of the Company's officers in the year ended June 30, 2023 and a total of 1,869,658 equity-based DSUs to the Company's directors as a component of their annual compensation. The DSUs vest on August 16, 2024, and the RSUs vest according to the following schedule:

Date	Number of RSUs vesting
August 16, 2024	665,063
August 16, 2025	288,461
August 16, 2026	288,462
	1,241,986

RSU Settlements

Subsequent to June 30, 2023, the Company issued a total of 192,500 common shares in settlement of 192,500 RSUs.