HIGHGOLD MINING INC.

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

AS AT MARCH 31, 2024
FOR THE THREE MONTHS ENDED MARCH 31, 2024 AND 2023

MANAGEMENT'S COMMENTS ON
UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

NOTICE OF NO AUDITOR REVIEW OF CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

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

The accompanying unaudited condensed consolidated interim financial statements of HighGold Mining Inc. (the "Company") have been prepared by and are the responsibility of the Company's management. The unaudited condensed consolidated interim financial statements are prepared in accordance with International Financial Reporting Standards and reflect management's best estimates and judgments based on information currently available.

The Company's independent auditor has not performed a review of these condensed consolidated interim financial statements established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

HIGHGOLD

HIGHGOLD MINING INC.

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION
AS AT MARCH 31, 2024 AND DECEMBER 31, 2023

(Expressed in Canadian dollars)
(Unaudited)

	March 31, 2024	December 31, 2023
ASSETS		
Current Assets		
Cash and cash equivalents	**$ 2,915,633**	$ 3,908,915
Amounts receivable (Note 8)	**168,901**	194,335
Prepaid expenses and deposits	**437,486**	428,546
Marketable securities (Note 3)	**1,280,750**	1,258,250
	4,802,770	5,790,046
Equipment and right-of-use asset (Note 4)	**277,181**	304,371
Exploration and evaluation assets (Note 5)	**49,243,914**	48,379,110
	$ 54,323,865	$ 54,473,527
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities		
Accounts payable and accrued liabilities (Note 8)	**$ 142,065**	$ 184,340
Lease liability (Note 6)	**56,087**	65,990
	198,152	250,330
Lease liability (Note 6)	**-**	5,863
	198,152	256,193
SHAREHOLDERS' EQUITY		
Share capital (Note 7)	**59,168,188**	59,168,188
Contributed surplus (Note 7)	**4,131,310**	3,664,684
Deficit	**(9,173,785)**	(8,615,538)
	54,125,713	54,217,334
	$ 54,323,865	$ 54,473,527

Events subsequent to the end of the period (Note 13)

Approved on behalf of the Board of Directors of HighGold Mining Inc. on May 29, 2024

'Michael Cinnamond' — Director

'Darwin Green' — Director

HIGHGOLD MINING INC.

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
FOR THE THREE MONTHS ENDED MARCH 31, 2024 AND 2023

(Expressed in Canadian dollars)
(Unaudited)

	Three months ended March 31, 2024	Three months ended March 31, 2023
EXPENSES		
Advertising and promotion	41,226	73,880
Consulting fees	-	14,000
Depreciation (Note 4)	15,572	15,283
Filing and transfer agent	11,058	27,267
Foreign exchange (gain) loss	(23,042)	33,982
Insurance	22,908	27,107
Interest (Note 6)	1,824	3,598
Office and miscellaneous	31,824	42,128
Professional fees	33,990	81,502
Rent	22,911	22,911
Salaries, wages and benefits (Note 8)	192,253	154,412
Share-based compensation (Notes 7 and 8)	241,476	74,626
Travel	26,793	38,239
Net loss before other items	**(618,793)**	**(608,935)**
OTHER ITEMS		
Interest income	28,296	58,686
Other income	9,750	7,500
Gain (loss) on marketable securities (Note 3)	22,500	(40,000)
Net loss and comprehensive loss	**$ (558,247)**	**$ (582,749)**
Basic and diluted loss per share	**$ (0.01)**	**$ (0.01)**
Weighted average number of common shares outstanding Basic and diluted	**87,760,828**	**73,020,210**

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

HIGHGOLD MINING INC.

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE THREE MONTHS ENDED MARCH 31, 2024 AND 2023

(Expressed in Canadian dollars)
(Unaudited)

	Share Capital		Share subscriptions received in advance	Contributed surplus	Deficit	Total
	Number of shares	Amount				
As at December 31, 2022	**73,370,210**	**$ 63,403,104**	**$ -**	**$ 3,368,859**	**$ (5,589,146)**	**$ 61,182,817**
Share subscriptions received in advance	-	-	20,000	-	-	20,000
Share-based compensation	-	-	-	164,495	-	164,495
Net loss for the period	-	-	-	-	(582,749)	(582,749)
As at March 31, 2023	**73,370,210**	**$ 63,403,104**	**$ 20,000**	**$ 3,533,354**	**$ (6,171,895)**	**$ 60,784,563**
Private placement	14,029,243	9,259,300	(20,000)	-	-	9,239,300
Exercise of share purchase warrants	281,375	126,619	-	-	-	126,619
Share issue costs	-	(277,705)	-	-	-	(277,705)
Shares issued for exploration and evaluation assets	80,000	36,800	-	-	-	36,800
Disposition of assets upon spin-out (Note 12)	-	(13,379,930)	-	-	-	(13,379,930)
Share-based compensation	-	-	-	131,330	-	131,330
Net loss for the period	-	-	-	-	(2,443,643)	(2,443,643)
As at December 31, 2023	**87,760,828**	**$ 59,168,188**	**$ -**	**$ 3,664,684**	**$ (8,615,538)**	**$ 54,217,334**
Share-based compensation	-	-	-	466,626	-	466,626
Net loss for the period	-	-	-	-	(558,247)	(558,247)
As at March 31, 2024	**87,760,828**	**$ 59,168,188**	**$ -**	**$ 4,131,310**	**$ (9,173,785)**	**$ 54,125,713**

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

HIGHGOLD

HIGHGOLD MINING INC.

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS
FOR THE THREE MONTHS ENDED MARCH 31, 2024 AND 2023

(Expressed in Canadian dollars)
(Unaudited)

		March 31, 2024		March 31, 2023
OPERATING ACTIVITIES				
Net loss	$	(558,247)	$	(582,749)
Adjustments for non-cash items:				
Accretion and depreciation		17,396		18,881
Share-based compensation		241,476		74,626
(Gain) loss on marketable securities		(22,500)		40,000
Change in non-cash working capital:				
Amounts receivable		25,434		(46,458)
Prepaid expenses and deposits		(8,940)		(225,741)
Accounts payable and accrued liabilities		32,625		227,409
Cash used in operating activities		**(272,756)**		**(494,032)**
INVESTING ACTIVITIES				
Exploration and evaluation costs		(702,936)		(1,001,652)
Cash used in investing activities		**(702,936)**		**(1,001,652)**
FINANCING ACTIVITIES				
Payments on lease liability		(17,590)		(17,590)
Share subscriptions received in advance		-		20,000
Cash (used in) provided by financing activities		**(17,590)**		**2,410**
Decrease in cash and cash equivalents		**(993,282)**		**(1,493,274)**
Cash and cash equivalents, beginning of period		**3,908,915**		**7,637,197**
Cash and cash equivalents, end of period	**$**	**2,915,633**	**$**	**6,143,923**
Supplemental information with respect to cash flows:				
Exploration and evaluation expenses included in accounts payable	$	12,871	$	123,056
Depreciation capitalized to exploration and evaluation assets	$	11,618	$	9,419
Share-based compensation capitalized to exploration and evaluation assets	$	225,150	$	89,869

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

1. CORPORATE INFORMATION

HighGold Mining Inc. (the "Company") is registered under the British Columbia Business Corporations Act and trades on the TSX Venture Exchange (TSXV: HIGH). The Company also trades under the symbol HGGOF on the US Over-the-Counter market. The Company is in the business of acquiring, exploring and developing mineral properties in Alaska, USA, and elsewhere.

The address of the Company's corporate office and its principal place of business is 405 – 375 Water Street, Vancouver, BC, V6B 5C6.

The Company's ability to fund ongoing operations and exploration is affected by the availability of financing. Due to market uncertainty the Company may be restricted in its ability to raise additional funding.

The impact of these factors on the Company over the past year was not materially significant, however, they may have a material impact on the Company's financial position, results of operations and cash flows in future periods. In particular, there may be heightened risk of going concern uncertainty.

As the Company does not have production activities, its capacity to fund ongoing exploration is affected by the availability of equity financing on terms which are acceptable to it. The ability of the Company to realize the carrying values of its deferred property costs will also depend on its ability to develop an economically feasible project or projects and to ultimately achieve commercial production on that basis, or to profitably dispose of such interests to other parties.

The mineral exploration sector in general involves significant levels of inherent business risk and is subject to multiple variables which are not controllable by the Company, such as commodity prices and matters related to land access and use. The impact of these factors on the Company is not yet determinable; however, they may have a material impact on the Company's financial position, results of operations and cash flows in future periods. In particular, there may be heightened risk of mineral property impairment and going concern uncertainty.

2. BASIS OF PREPARATION

a) Statement of compliance

These condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of interim financial statements, including IAS 34, Interim Financial Reporting. These condensed consolidated interim financial statements should be read in conjunction with the Company's audited consolidated financial statements for the year ended December 31, 2023, which have been prepared in accordance with IFRS issued by the IASB.

The accounting policies applied in these condensed consolidated interim financial statements are based on IFRS issued as at May 29, 2024, the date the Board of Directors of the Company approved these financial statements. They are consistent with the policies applied to the preparation of the annual financial statements and are disclosed in detail therein.

b) Basis of consolidation

These consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, JT Mining, Inc. (“JT Mining”). The Company’s previously wholly-owned subsidiary, Epica Gold Inc. (“Epica”), ceased to be a wholly-owned subsidiary upon completion of the Plan of Arrangement with Onyx Gold Corp. (“Onyx Gold”) effective on June 6, 2023 (Note 12). Inter-company balances and transactions are eliminated on consolidation.

c) Basis of measurement

These consolidated financial statements 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.

These consolidated financial statements are presented in Canadian dollars, which is also the Company’s functional currency. The functional currency of JT Mining is also the Canadian dollar.

d) Judgments and estimates

The preparation of these consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, revenues and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances and which form the basis of making judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and further periods if the revision affects both current and future periods.

- Significant areas requiring the use of estimates relate to the determination of impairment of exploration and evaluation properties, determination of the inputs to the Black Scholes option pricing model, the determination of the incremental borrowing rate used in the measurement of the lease liability, and any required provisions for closure and reclamation.

- Significant judgment was required to determine that the deferred carrying costs applicable to the Company’s gold property assets formed a reasonable and fair basis for the proceeds received on their disposition. Refer to Note 12.

- Judgment was also involved in the determination that the Company and its wholly-owned subsidiary shared a common functional currency.

(Expressed in Canadian dollars)

e) Accounting Standards Adopted, or Issued but not yet Effective

The Company adopted no material new accounting standards during the current fiscal year, and is unaware of any applicable, but not-yet-adopted standards that are expected to materially affect the financial statements of future periods.

3. MARKETABLE SECURITIES

During the year ended December 31, 2023, the Company sold 100,000 shares of Fireweed Zinc Ltd. for proceeds of $139,940 resulting in a gain of $48,627. As at March 31, 2024, the fair value of the 50,000 (December 31, 2023 – 50,000) shares was $55,000 (December 31, 2023 - $59,500) resulting in an unrealized loss of $4,500 (2023 – $18,000) for the three months ended March 31, 2024.

During the year ended December 31, 2023, the Company sold 75,000 shares of Snowline Gold Corp. for total proceeds of $341,680 resulting in a gain of $135,430 during the year ended December 31, 2023. As at March 31, 2024, the fair value of the 25,000 (December 31, 2023 – 25,000) shares was $150,750 (December 31, 2023 - $123,750) resulting in an unrealized gain of $27,000 (2023 – loss of $22,000) for the three months ended March 31, 2024.

During the year ended December 31, 2023, the Company received 5,000,000 shares of Onyx Gold related to the plan of arrangement with Onyx Gold (Note 13). A portion of the Onyx Gold shares are held under an escrow agreement, to be released at the rate of 750,000 shares every six months over the next 36 months. At March 31, 2024, 3,750,000 were held in escrow. As at March 31, 2024, the fair value of the 5,000,000 (December 31, 2023 – 5,000,000) shares was $1,075,000 (December 31, 2023 - $1,075,000) resulting in an unrealized loss of $Nil (2023 – $Nil) for the three months ended March 31, 2024.

	Fireweed	Snowline	Onyx Gold	Total
Opening balance, December 31, 2022	$ 153,000	$ 294,000	$ -	$ 447,000
Additions	-	-	2,500,000	2,500,000
Disposal	(91,313)	(206,250)	-	(297,563)
Reclassification on disposal	(10,687)	(14,250)	-	(24,937)
Unrealized gain (loss)	8,500	50,250	(1,425,000)	(1,366,250)
Ending balance, December 31, 2023	59,500	123,750	1,075,000	1,258,250
Unrealized gain(loss)	(4,500)	27,000	-	22,500
Ending balance, March 31, 2024	**$ 55,000**	**$ 150,750**	**$ 1,075,000**	**$ 1,280,750**

(Expressed in Canadian dollars)

4. EQUIPMENT AND RIGHT-OF-USE ASSET

Cost	Equipment	Right-of-use asset	Total
Opening balance, December 31, 2022	$ 245,116	$ 152,827	$ 397,943
Additions	97,151	-	97,151
Ending balance, December 31, 2023 and March 31, 2024	$ 342,267	$ 152,827	$ 495,094
Accumulated Depreciation			
Opening balance, December 31, 2022	$ 56,728	$ 25,471	$ 82,199
Depreciation	47,393	61,131	108,524
Ending balance, December 31, 2023	104,121	86,602	190,723
Depreciation	11,907	15,283	27,190
Ending balance, March 31, 2024	$ 116,028	$ 101,885	$ 217,913
Net Book Value			
Balance, December 31, 2023	$ 238,146	$ 66,225	$ 304,371
Balance, March 31, 2024	**$ 226,239**	**$ 50,942**	**$ 277,181**

5. EXPLORATION AND EVALUATION ASSETS

	Balance December 31, 2022	Fiscal 2023 Expenditures	Balance December 31, 2023	Fiscal 2024 Expenditures	Balance March 31, 2024
Johnson Tract Property, Alaska, USA					
Acquisition from Constantine	$ 967,668	$ -	$ 967,668	$ -	$ 967,668
Subsequent acquisition costs	297,011	-	297,011	-	297,011
Administration	569,051	192,524	761,575	53,376	814,951
Assaying and testing	1,676,638	483,762	2,160,400	7,673	2,168,073
Camp costs and field support	4,129,255	1,202,370	5,331,625	4,989	5,336,614
Community relations and advocacy	143,160	150,290	293,450	9,730	303,180
Construction and development	-	5,293	5,293	-	5,293
Depreciation	56,728	46,751	103,479	11,618	115,097
Drilling	15,812,136	2,443,248	18,255,384	-	18,255,384
Environmental	349,087	1,260,627	1,609,714	130,327	1,740,041
Geology and project management	4,661,777	1,388,953	6,050,730	240,109	6,290,839
Geophysics	759,611	147,029	906,640	-	906,640
Permitting	159,744	208,049	367,793	30,350	398,143
Property maintenance	-	134,970	134,970	-	134,970
Share-based compensation	1,059,927	131,455	1,191,382	225,150	1,416,532
Technical consulting and engineering	472,019	865,468	1,337,487	131,075	1,468,562
Transportation	6,218,796	2,385,713	8,604,509	20,407	8,624,916
	$ 37,332,608	$ 11,046,502	$ 48,379,110	$ 864,804	$ 49,243,914

HIGHGOLD MINING INC.

**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED MARCH 31, 2024 AND 2023**

(Expressed in Canadian dollars)
(Unaudited)

	Balance December 31, 2022	Fiscal 2023 Expenditures	Balance December 31, 2023	Fiscal 2024 Expenditures	Balance March 31, 2024
Munro-Croesus Property, Ontario, Canada					
Acquisition from Constantine	$ 2,099,902	$ -	$ 2,099,902	$ -	$ 2,099,902
Subsequent acquisition costs	3,283,404	909	3,284,313	-	3,284,313
Administration	186,963	27,199	214,162	-	214,162
Assaying and testing	929,156	19,218	948,374	-	948,374
Camp costs and field support	155,789	22,545	178,334	-	178,334
Community relations and advocacy	292,684	79,031	371,715	-	371,715
Construction and development	52,047	107	52,154	-	52,154
Drilling	2,490,041	-	2,490,041	-	2,490,041
Geology and project management	1,536,059	176,249	1,712,308	-	1,712,308
Geophysics	616,046	-	616,046	-	616,046
Property maintenance	42,552	6,087	48,639	-	48,639
Share-based compensation	325,860	17,255	343,115	-	343,115
Technical consulting and engineering	15,667	20,678	36,345	-	36,345
Transportation	281,954	24,006	305,960	-	305,960
Disposition upon spin-out	-	(12,701,408)	(12,701,408)	-	(12,701,408)
	$ 12,308,124	$ (12,308,124)	$ -	$ -	$ -
Golden Mile Property, Ontario, Canada					
Acquisition from Constantine	$ 306,751	$ -	$ 306,751	$ -	$ 306,751
Subsequent acquisition costs	3,450	-	3,450	-	3,450
Administration	70,047	5,909	75,956	-	75,956
Advance royalty payments	40,000	-	40,000	-	40,000
Assaying and testing	43,142	-	43,142	-	43,142
Camp costs and field support	16,396	118	16,514	-	16,514
Community relations and advocacy	119,481	2,055	121,536	-	121,536
Drilling	168,443	-	168,443	-	168,443
Geology and project management	173,586	9,945	183,531	-	183,531
Geophysics	64,468	-	64,468	-	64,468
Share-based compensation	68,510	2,953	71,463	-	71,463
Transportation	15,427	2,547	17,974	-	17,974
Disposition upon spin-out	-	(1,113,228)	(1,113,228)	-	(1,113,228)
	$ 1,089,701	$ (1,089,701)	$ -	$ -	$ -

HIGHGOLD MINING INC.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED MARCH 31, 2024 AND 2023

(Expressed in Canadian dollars)
(Unaudited)

	Balance December 31, 2022	Fiscal 2023 Expenditures	Balance December 31, 2023	Fiscal 2024 Expenditures	Balance March 31, 2024
Timmons South Property, Ontario, Canada					
Acquisition from Constantine	$ 133,307	$ -	$ 133,307	$ -	$ 133,307
Subsequent acquisition costs	378,730	-	378,730	-	378,730
Administration	103,722	5,909	109,631	-	109,631
Assaying and testing	105,550	-	105,550	-	105,550
Camp costs and field support	71,594	118	71,712	-	71,712
Community relations and advocacy	123,596	1,240	124,836	-	124,836
Drilling	217,906	-	217,906	-	217,906
Geology and project management	369,029	10,585	379,614	-	379,614
Geophysics	260,610	-	260,610	-	260,610
Share-based compensation	84,095	3,045	87,140	-	87,140
Technical consulting and engineering	3,428	-	3,428	-	3,428
Transportation	58,994	2,547	61,541	-	61,541
Disposition upon spin-out	-	(1,934,005)	(1,934,005)	-	(1,934,005)
	$ 1,910,561	$ (1,910,561)	$ -	$ -	$ -
Yukon, Canada					
Acquisition from Constantine	$ 1	$ -	$ 1	$ -	$ 1
Subsequent acquisition costs	242,454	610	243,064	-	243,064
Administration	18,944	1,551	20,495	-	20,495
Camp costs and field support	-	70	70	-	70
Community relations and advocacy	-	75	75	-	75
Geology and project management	10,928	71,693	82,621	-	82,621
Permitting	-	2,490	2,490	-	2,490
Share-based compensation	1,685	3,988	5,673	-	5,673
Transportation	1,185	5,089	6,274	-	6,274
Cost recoveries	(266,756)	-	(266,756)	-	(266,756)
Disposition upon spin-out	-	(94,007)	(94,007)	-	(94,007)
	$ 8,441	$ (8,441)	$ -	$ -	$ -
Total	**$ 52,649,435**	**$ (4,270,325)**	**$ 48,379,110**	**$ 864,804**	**$ 49,243,914**

a) Johnson Tract Property, Alaska

The Company has an agreement ("Agreement") with Cook Inlet Region, Inc. ("CIRI") for the lease rights to the 20,942 acre Johnson Tract property located 200 kilometers southwest of Anchorage, in Southcentral Alaska. Commercial terms outlined in the Agreement provide for an initial 10-year lease (the "Initial Term") commencing May 2018, with a renewal option. During the Initial Term the Company is required to make a cash payment of US$50,000 due on signing of the Agreement (paid), incur US$10 million in expenditures (incurred) and make annual lease payments of US$75,000 for years one through five, escalating to US$150,000 from year six onwards. Upon completing such expenditure requirements and satisfying other lease conditions, the Company may renew the lease for an additional 5 years (11 through 15) by making annual lease payments of US$150,000 per year (inflation adjusted) and incurring an additional US$10 million in expenditures. The lease rights are subject to certain back-in rights by CIRI, pursuant to which, upon a construction decision CIRI has the one-time option to acquire up to a 25% participating interest in the project. No cash payments are required for CIRI to exercise its option. The one-time right is exercisable upon completion of a feasibility study and a decision to construct a mine. Upon exercise of the back-in, a joint venture would be formed for the development, construction and operation of a mine on the property in which the Company and CIRI would each contribute pro-rata to any such expenditures. The Agreement also includes net smelter return ("NSR") royalties payable to CIRI of 2-3% on the base metals and a gold NSR ranging from 2.5% to 4.0%, depending on the price of gold at the time.

b) Spin-out of Canadian Mineral Properties

On June 6, 2023, the Company completed a spin-out of its Canadian gold property assets (the "Gold Projects) into Onyx Gold. The following Gold Projects were spun-out as of June 6, 2023 and no longer form part of the Company's assets (Note 12):

- Munro-Croesus Property
- Golden Mile Property
- Timmins South Property
- Yukon, Canada Property

On August 8, 2023, the Company issued a total of 80,000 common shares valued at $36,800, as the final option payment due to acquire 255 mining claims which were part of the Company's formerly-owned Timmins South mining claims (Note 7). During September 2023, Onyx Gold paid $36,800 in cash to the Company as reimbursement for this final payment related to the properties distributed (Note 12).

(Expressed in Canadian dollars)

6. LEASE LIABILITY

As at August 1, 2022, the Company became the sublessee to an office. The incremental rate of borrowing for this lease was estimated by management to be 12% per annum.

Minimum lease payments in respect of lease liabilities and the effect of discounting are as follows:

Undiscounted minimum lease payments		
Less than one year	$	58,631
Two to three years		-
		58,631
Effect of discounting		(1,824)
Present value of minimum lease payments		56,807
Less: Current portion		(56,087)
Long-term portion	$	-

The net change in the lease liability is shown in the following continuity table:

Opening balance, December 31, 2022	$	130,416
Interest		11,795
Payments		(70,358)
Ending balance, December 31, 2023		71,853
Interest		1,824
Payments		(17,590)
Ending balance, March 31, 2024	$	56,087

7. SHARE CAPITAL

Authorized

The Company has authorized share capital of an unlimited number of common shares and preferred shares without par value. Disclosures on any shares issued are provided in the Statements of Changes in Shareholders' Equity. Common and/or preferred shareholders are entitled to receive dividends if and when declared by the Directors.

During the year ended December 31, 2023

On April 11, 2023, the Company completed a non-brokered private placement, consisting of 14,029,243 shares at a price of $0.66 per share, for aggregate gross proceeds of $9,259,300. In connection with the private placement, the Company paid finder's fees of $28,263 in cash to qualified finders and paid other share issue costs of $249,442.

On August 8, 2023, the Company issued a total of 80,000 common shares valued at $36,800, as part of the final payment related to the acquisition of the Company's formerly owned Timmins South mining claims (Note 5).

(Expressed in Canadian dollars)

During the year ended December 31, 2023, an aggregate of 281,375 share purchase warrants of the Company were exercised resulting in the issuance of 281,375 common shares of the Company for total cash proceeds of $126,619.

Stock Options

Under the Company's stock option plan, the maximum number of shares that may be reserved for issuance is limited to 10% of the issued and outstanding common shares of the Company at any time. Under the plan, the exercise price of an option may not be less than the discounted market price. The options may have a maximum term of 10 years and be vested at the discretion of the board of directors.

On January 3, 2024, the Company granted 3,185,000 stock options to certain directors, officers, employees and/or consultants of the Company with an exercise price of $0.35 expiring in 5 years. A total of 796,250 stock options vested immediately and the remaining 2,388,750 stock options vest in three equal parts over 18 months from the date of grant. The fair value of these options was calculated to be $0.26 per option.

The weighted average fair value of stock options granted are estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions made during the three months ended March 31, 2024 and 2023:

	Three months ended March 31, 2024	Three months ended March 31, 2023
Risk-Free Annual Interest	3.15%	-
Expected Volatility	109.16%	-
Expected Life of Option	5 years	-
Expected Annual Dividend	0%	-

During the three months ended March 31, 2024, the Company recognized share-based compensation related to stock options in administrative expenses and capitalized to exploration and evaluation assets in the amount of $205,864 (2023 - $74,626) and $193,494 (2023 - $89,869), respectively.

The Black-Scholes option pricing model requires the input of highly subjective assumptions. Changes in the subjective input assumptions can materially affect the fair value estimate, and therefore the existing models may not necessarily provide a single reliable measure of the fair value.

(Expressed in Canadian dollars)

	Three months ended March 31, 2024		Year ended December 31, 2023	
	Number of options	**Weighted average exercise price**	**Number of options**	**Weighted average exercise price**
Opening	5,202,496	$ 1.01	5,559,162	$ 1.01
Granted	3,185,000	0.35	-	-
Expired/cancelled	(32,499)	1.14	(356,666)	1.34
Ending	**8,354,997**	**$ 0.74**	**5,202,496**	**$ 0.99**

As at March 31, 2024, the following options are outstanding:

Number of options	Exercisable	Exercise price	Expiry date
191,664	199,164	$1.16	June 14, 2024
1,283,332	1,283,332	$0.45	September 16, 2024
1,275,000	1,275,000	$1.00	March 3, 2025
1,425,000	1,425,000	$1.43	May 19, 2026
995,000	663,333	$1.00	April 5, 2027
3,185,000	796,250	$0.35	January 3, 2029
8,354,997	**5,634,579**		

Share Purchase Warrants

	Three months ended March 31, 2024		Year ended December 31, 2023	
	Number of warrants	**Weighted average exercise price**	**Number of warrants**	**Weighted average exercise price**
Opening	75,500	$ 0.45	4,679,910	$ 2.02
Exercised	-	-	(281,375)	0.45
Expired	-	-	(4,323,035)	2.15
Ending	**75,500**	**$ 0.45**	**75,500**	**$ 0.45**

As at March 31, 2024, the following warrants are outstanding:

Number of warrants	Exercise price	Expiry date
75,500	$0.45	August 19, 2024
75,500		

(Expressed in Canadian dollars)

Restricted Share Units ("RSUs")

Under the omnibus incentive plan, an RSU entitles the recipient to receive a cash payment equal to the market value of a share or, at the sole discretion of the Board, a common share of the Company subject to such restrictions and conditions on vesting as the Board may determine at the time of grant, unless such an RSU expires prior to being settled. The number of RSUs that may be reserved for issuance is limited to a maximum of 2,500,000 RSUs of the Company at any time. The RSUs are subject to a minimum of 12 month vesting period following the date the RSUs are granted.

On January 3, 2024, the Company granted 940,000 RSUs to certain officers and directors of the Company pursuant to the Company's omnibus incentive plan. The RSUs will vest over 36 months from the date of grant. The fair value of these RSUs were calculated to be $0.325 per RSU.

On December 29, 2023, the Company granted 260,000 RSUs to certain officers and directors of the Company pursuant to the Company's omnibus incentive plan. The RSUs will vest over one year from the date of grant. The fair value of these RSUs were calculated to be $0.34 per RSU.

As at March 31, 2024, the following restricted share units are outstanding:

	Three months ended March 31, 2024	**Year ended December 31, 2023**
	Number of RSUs	**Number of RSUs**
Opening	260,000	-
Granted	940,000	260,000
Ending	**1,200,000**	**260,000**

During the three months ended March 31, 2024, the Company recognized share-based compensation related to RSUs in administrative expenses and capitalized to exploration and evaluation assets in the amount of $35,612 (2023 - $Nil) and $31,656 (2023 - $Nil), respectively.

8. RELATED PARTY TRANSACTIONS

Details of transactions between the Company and other related parties, in addition to those transactions disclosed elsewhere in these consolidated financial statements, are described as follows.

a) Compensation of Key Management Personnel

The compensation paid or payable to key management personnel, including consulting and professional fees for administrative, management, accounting and legal services, and salaries, wages and benefits and share-based compensation provided by these related parties, during the three months ended March 31, 2024 and 2023 are as follows:

(Expressed in Canadian dollars)

	Three months ended March 31, 2024 $	Three months ended March 31, 2023 $
Fees capitalized to exploration and evaluation assets	137,868	125,995
Salaries, wages, bonuses and benefits	139,615	96,500
Share-based compensation	218,298	51,137
	495,781	273,632

All related party transactions were in the ordinary course of business and were measured at their exchange amount as agreed between the related parties.

Related Party Balances

As at March 31, 2024 and December 31, 2023, the Company has the following amounts owed to related parties, included in accounts payable, that are non-interest bearing, unsecured, and have no specified terms of repayment.

	March 31, 2024 $	December 31, 2023 $
Due to Chief Executive Officer	9,970	-
Due to Senior Vice President of Operations	6,656	-
Due to a Director	-	1,193
	16,626	1,193

As at March 31, 2024, the Company has amounts receivable of $3,250 (December 31, 2023 – $42,508) from Epica Gold and Onyx, companies with certain management and directors in common, for reimbursement of geologist expense. The amounts are noninterest bearing, unsecured, and have no specified terms of repayment.

9. FINANCIAL INSTRUMENTS

Classification of financial instruments

As at March 31, 2024	Financial assets – FVTPL	Financial assets – amortized cost	Financial liabilities – amortized cost
	$	$	$
Cash and cash equivalents	-	2,915,633	-
Amounts receivable	-	3,250	-
Marketable securities	1,280,750	-	-
Accounts payable and accrued liabilities	-	-	142,065

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets and liabilities
Level 2 – Inputs other than quoted prices that are directly or indirectly observable for the asset or liability; and
Level 3 – Inputs that are not based on observable market data.

The fair value of the Company's cash and cash equivalents, amounts receivable, accounts payable and accrued liabilities approximates the carrying amount due to the short-term nature of these instruments.

The Company's marketable securities carried at fair value have been classified as Level 1 within the fair value hierarchy.

Management of Industry and Financial Risk

The Company is exposed to various risks in relation to financial instruments. The Company's risk management is coordinated at its head office in Canada in close cooperation with the board of directors and focuses on actively securing the Company's short to medium-term cash flows and raising finances for the Company's capital expenditure program. The Company does not actively engage in the trading of financial assets for speculative purposes. The most significant financial risks to which the Company is exposed are described below.

a) Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfil its payment obligations. The Company limits its exposure to credit loss for cash by placing its cash with high quality financial institutions and for trade receivables by performing standard credit checks. The credit risk for cash is considered negligible since the counterparties are reputable banks with high quality external credit ratings.

b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations when they become due. The Company ensures, as far as reasonably possible, that it will have sufficient capital in order to meet short-term business requirements, after taking into account cash flows from operations and the Company's holdings of cash. As at March 31, 2024, the Company had working capital of $4,604,618 (December 31, 2023 - $5,539,716). There can be no assurance that the Company will be successful with generating and maintaining profitable operations or will be able to secure future debt or equity financing for its working capital and expansion activities.

c) Foreign exchange risk

The Company operates internationally and is exposed to foreign currency risk arising from currency exposures to Canadian dollars. The main currency to which the Company has an exposure is the U.S. dollar. The Company is exposed to currency risk to the extent of its cash and trade and other payables that are denominated in U.S. dollars. The Company does not hedge its exposure to fluctuations in the related foreign exchange rates.

Based on the Company's net US currency exposure as at March 31, 2024, and assuming all other variables remain constant, a 15% weakening or strengthening of the Canadian dollar against the US dollar would result in an increase/decrease of approximately $70,000 in comprehensive income/loss for the period.

d) Interest Rate Risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company does not hold any assets or liabilities subject to variable interest rates, and as such, the Company is not exposed to significant interest rate risk.

e) Equity Price Risk

Equity price risk arises from market fluctuations in equity prices that could adversely affect the Company's operations. The Company's current exposure to equity price risk is limited to declines in the values and volumes including those of its own shares, which could impede its ability to raise additional funds when required and movements in individual equity prices or general movements in the level of the stock market. The Company closely monitors the individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company. As at March 31, 2024, the Company's marketable securities of $1,280,750 are subject to fair value fluctuations.

Based on the Company's marketable securities as at March 31, 2024, and assuming all other variables remain constant, a 10% increase/decrease in the fair value of marketable securities would result in an increase/decrease of approximately $130,000 in comprehensive income/loss for the period.

10. CAPITAL DISCLOSURES

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 and expansion of its business and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk level.

The Company manages its capital structure and makes adjustments to it 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 or debt, dispose of assets, or adjust the amount of cash and cash equivalents. There can be no assurance that the Company will be able to obtain debt or equity capital in the case of operating cash deficits.

In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. The Company does not pay out dividends in order to conserve cash reserves and to maximize ongoing exploration efforts. The Company's share capital is not subject to external restrictions. The Company has not paid or declared any dividends since the date of incorporation, nor are any contemplated in the foreseeable future.

(Expressed in Canadian dollars)

The Company is not subject to externally imposed capital requirements except when the Company issues flow-through shares for which the amount should be used for exploration work. On December 5, 2019 and December 23, 2020, the Company completed flow-through private placements totalling $2,304,000 and $3,700,000, respectively. As at March 31, 2024, the Company incurred sufficient eligible expenditures to satisfy its flow-through spending obligations.

11. SEGMENTED INFORMATION

The assets and operations of the Company are located in Canada and the United States.

	Canada	United States	TOTAL
	$	$	$
Three months ended March 31, 2024			
Net (loss) gain	(581,340)	23,093	(558,247)
As at March 31, 2024			
Current assets	4,354,834	447,936	4,802,770
Non-current assets	56,432	49,464,663	49,521,095
Total liabilities	187,300	10,852	198,152

	Canada	United States	TOTAL
	$	$	$
Three months ended March 31, 2023			
Net loss	(555,202)	(27,547)	(582,749)
As at December 31, 2023			
Current assets	5,349,210	440,836	5,790,046
Non-current assets	72,003	48,611,478	48,683,481
Total liabilities	192,867	63,326	256,193

12. DISPOSITION OF ASSETS UPON SPIN-OUT

On June 6, 2023, the Company completed a spin-out of its Canadian Gold Projects (Note 5) into a new company, Onyx Gold Corp. (“Onyx Gold”) and in exchange, shares of Onyx Gold were distributed to the Company and to the Company’s shareholders on a basis proportionate to their shareholdings of the Company.

The spin-out was conducted by way of a Plan of Arrangement (the “Arrangement”) under the British Columbia Business Corporations Act. Pursuant to the Arrangement, the Company spun out its wholly-owned subsidiary Epica Gold Inc., and in return received 5,000,000 Onyx Gold shares (Note 3) valued at $2,500,000 and the shareholders of the Company received an aggregate of 21,920,214 Onyx Gold shares, distributed on a basis of one Onyx Gold share for every four shares of the Company held.

(Expressed in Canadian dollars)

On the basis that an accurate and fair valuation of these properties, individually and in the aggregate, is not otherwise reasonably determinable, these dispositions to Onyx Gold have been recorded at fair value, defined to be equal to the current balances of deferred mineral property costs applicable to each in the accounts of the Company. The fair values of the other assets and liabilities of Epica were considered to equal their carrying amounts as well, and the common shares of Onyx Gold received have been recorded at their estimated aggregate fair value of $2,500,000. Accordingly, no gain or loss has been recognized on the transfers to Onyx Gold.

A breakdown of these amounts and of the resultant net reduction in the Company's equity is as follows:

	$
Cash and cash equivalents	50,618
Amounts receivable	118
Prepaid expenses	1,200
Munro-Croesus Property	12,701,408
Golden Mile Property	1,113,228
Timmins South Property	1,934,005
Yukon Land Position and Joint Venture	94,007
Accounts payable and accrued liabilities	(14,654)
	15,879,930
Less: value assigned to the Onyx Gold shares received	(2,500,000)
	13,379,930

13. EVENTS SUBSEQUENT TO THE END OF THE PERIOD

On May 2, 2024, the Company announced that it entered into a definitive arrangement agreement with Contango ORE, Inc. ("Contango") pursuant to which Contango will acquire all of the issued and outstanding shares of the Company by way of a court approved plan of arrangement under the Business Corporations Act (British Columbia) (the "Transaction"). Under the terms of the agreement, each share of the Company will be exchanged for 0.019 shares of Contango common stock based on the respective volume weighted average price of Contango for the five-day period ending on May 1, 2024. Upon completion of the Transaction, it is expected that existing Contango shareholders will own approximately 85% and the shareholders of the Company will own approximately 15% of the combined company.