GALLEON GOLD CORP.

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended May 31, 2023 and 2022

(Expressed in Canadian Dollars)

NOTICE OF NO AUDITOR REVIEW OF 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 condensed interim condensed interim consolidated financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying condensed interim condensed interim consolidated financial statements of the Company have been prepared by and are the responsibility of the Company's management. The Company's independent auditor has not performed an audit or review of these condensed interim condensed interim consolidated financial statements in accordance with standards established by the Chartered Professional Accountants of Canada.

GALLEON GOLD CORP.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian dollars)

As at	Notes		May 31, 2023 (Unaudited)		November 30, 2022
Assets					
Cash	4	$	168,379	$	517,218
Restricted cash equivalents	4		40,000		40,000
Amounts receivable	8		700,000		-
Taxes receivable	5		76,778		144,393
Prepaid expenses			40,484		116,177
Marketable securities	6		1,410,118		753,112
Total current assets			2,435,759		1,570,900
Property, plant and equipment	7		145,158		160,492
Exploration and evaluation assets	8		26,508,078		25,142,032
Royalty interest	9		1		1
Reclamation bond	8		119,026		118,195
Total assets		$	29,208,022	$	26,991,620
Liabilities and shareholders' equity					
Current					
Account payable and accrued liabilities	10	$	1,204,141	$	1,676,045
Accrued penalties and part XII.6 taxes	20		1,791,911		1,791,911
Flow-through share premium liability	12		43,971		-
Total current liabilities			3,040,023		3,467,956
Flow-through share premium liability	12		-		40,957
Total Liabilities			3,040,023		3,508,913
Shareholders' equity					
Share capital	12		78,485,908		77,083,161
Reserves	13		6,035,167		7,531,016
Accumulated other comprehensive income			1,440,698		1,440,279
Deficit			(59,793,774)		(62,571,749)
Total shareholders' equity			26,167,999		23,482,707
Total liabilities and shareholders' equity		$	29,208,022	$	26,991,620

NATURE OF OPERATIONS AND GOING CONCERN (Note 1)
COMMITMENTS AND CONTINGENT LIABILITIES (Note 20)
SUBSEQUENT EVENTS (Note 21)

Approved on behalf of the board of directors:

"R. David Russell"	*"Thomas S. Kofman"*
R. David Russell, Director	Thomas Kofman, Director

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

GALLEON GOLD CORP.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF INCOME (LOSS) AND COMPREHENSIVE INCOME (LOSS)

(Expressed in Canadian dollars)

(Unaudited)

		Three months ended		Six months ended	
	Note	**May 31, 2023**	**May 31, 2022**	**May 31, 2023**	**May 31, 2022**
Expenses					
Administration and general	14	$ 293,376	$ 1,153,973	$ 921,473	$ 1,597,074
(Reversal of impairment) impairment of exploration and evaluation assets	8	(1,010,000)	(998,268)	(1,010,000)	(997,618)
Operating income (loss)		716,624	(155,705)	88,527	(599,456)
Other income (expenses):					
Interest income		3,704	(9,781)	7,761	(8,591)
Dividend income		-	100,587	-	100,587
Finance expense	11	-	(2,185)	-	(4,292)
Unrealized income (loss) on marketable securities	6	658,189	(158,093)	657,006	(344,149)
Realized gain on marketable securities	6	-	4,320	-	4,320
Flow-through premium income	12	31,547	14,856	128,498	14,856
Foreign exchange loss		(453)	1,062	(897)	157
Net income (loss) for the period		$ 1,409,611	$ (204,939)	$ 880,895	$ (836,568)
Other comprehensive income (loss)					
Currency translation adjustment		(1,049)	(1,208)	419	(6,117)
Total comprehensive income (loss) for the period		$ 1,408,562	$ (206,147)	$ 881,314	$ (842,685)
Income (loss) per share - basic and diluted		$ 0.02	$ (0.00)	$ 0.01	$ (0.02)
Weighted average number of shares		61,514,675	47,985,964	60,960,909	47,540,930

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

GALLEON GOLD CORP.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(Expressed in Canadian dollars)

(Unaudited)

	Share Capital	RESERVES Share based payments	RESERVES Warrants	Accumulated other comprehensive income	Deficit	Total shareholders' equity
Balance, November 30, 2022	$ 77,083,161	$ 1,927,166	$ 5,603,850	$ 1,440,279	$ (62,571,749)	$ 23,482,707
Net income	-	-	-	-	880,895	880,895
Issued on private placement (Note 12)	1,402,747	-	208,053	-	-	1,610,800
Share-based compensation (Note 13)	-	193,178	-	-	-	193,178
Expiry of options (Note 13)	-	(5,381)	-	-	5,381	-
Expiry of warrants (Note 13)	-	-	(1,891,699)	-	1,891,699	-
Currency translation	-	-	-	419	-	419
Balance, May 31, 2023	$ 78,485,908	$ 2,114,963	$ 3,920,204	$ 1,440,698	$ (59,793,774)	$ 26,167,999
Balance, November 30, 2021	$ 74,508,589	$ 1,513,109	$ 7,007,564	$ 1,415,742	$ (63,847,433)	$ 20,597,571
Net loss	-	-	-	-	(836,568)	(836,568)
Issued on private placement (Note 12)	2,330,072	-	756,373	-	-	3,086,445
Shares issued for West Cache (Note 8)	244,500	-	-	-	-	244,500
Share-based compensation (Note 13)	-	471,374	-	-	-	471,374
Expiry of warrants (Note 13)	-	-	(1,256,617)	-	1,256,617	-
Currency translation	-	-	-	(6,117)	-	(6,117)
Balance, May 31, 2022	$ 77,083,161	$ 1,984,483	$ 6,507,320	$ 1,409,625	$ (63,427,384)	$ 23,557,205

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

GALLEON GOLD CORP.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS

(Expressed in Canadian dollars)

(Unaudited)

For the six months ended		May 31, 2023		May 31, 2022
Operating activities				
Net income (loss) for the period	$	880,895	$	(836,568)
Items not affecting cash:				
Depreciation		16,238		19,333
Finance expense		-		4,292
Dividend income		-		(100,587)
Share-based compensation		193,178		471,374
Unrealized (income) loss on marketable securities		(657,006)		344,149
Realized gain on marketable securities		-		(4,320)
Reversal of impairment of exploration and evaluation assets		(1,010,000)		(997,618)
Flow-through premium income		(128,498)		(14,856)
Changes in non-cash working capital items:				
Taxes receivable		67,615		18,951
Prepaid expenses		75,693		(102,483)
Amounts receivable		(700,000)		-
Accounts payable and accrued liabilities		(95,483)		(407,126)
Total cash flow used in operating activities		(1,357,368)		(1,605,459)
Investing activities				
Additions to exploration and evaluation properties		(1,043,287)		(551,951)
Proceeds from sale of exploration and evaluation properties		310,000		999,100
Proceeds froms sale of marketable securities		-		23,240
Total cash flow (used in) generated from investing activities		(733,287)		470,389
Financing activities				
Proceeds from a private placement, net of issuance costs		1,742,313		3,380,366
Total cash flow generated from financing activities		1,742,313		3,380,366
Currency translation adjustments		(497)		4,328
(Decrease) increase in cash during the period		(348,839)		2,249,624
Cash and restricted cash equivalents, beginning of the period		557,218		1,114,656
Cash and restricted cash equivalents, end of the period	$	208,379	$	3,364,280
Cash	$	168,379	$	3,324,280
Restricted cash equivalents		40,000		40,000
Total cash and restricted cash equivalents	$	208,379	$	3,364,280

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Galleon Gold Corp. (the “Company” or “Galleon Gold”) is a corporation domiciled in Canada, originally incorporated under the laws of British Columbia, Canada, and subsequently continued under the *Canada Business Corporations Act*. The address of the Company’s registered head office is TD Canada Trust Tower, 161 Bay Street, Suite 2700, Toronto, ON, M5J 2S1. The Company’s common shares are listed on the TSX Venture Exchange (“TSX-V”) under the symbol “GGO”.

The Company is in the business of acquiring, exploring, and developing mineral properties in Canada and the United States, primarily those containing gold, silver, platinum group elements (PGEs), copper, nickel and associated base and precious metals. The Company is in the process of exploring its exploration and evaluation properties and as of the date of these condensed interim consolidated financial statements, the Company has not yet determined whether they contain reserves that are economically recoverable. Accordingly, exploration and evaluation properties are recorded at cost on a property-by-property basis, less impairment. The recoverability of the exploration and evaluation costs is dependent upon the existence of economically recoverable reserves, the ability to obtain financing to complete the development of such reserves and meet obligations under various agreements, and future profitable production or, alternatively, upon the Company's ability to recover its costs through a disposition of its exploration and evaluation resource properties.

During the six months ended May 31, 2023, the Company had a net income of $880,895 (2022 – loss of $836,568), negative cash flow from operations of $1,357,368 (2022 – $1,605,459) and working capital deficiency as at May 31, 2023 of $604,264 (November 30, 2022 – $1,897,056). The Company is subject to risks and challenges similar to companies in a comparable stage of exploration. As a result of these risks, there are material uncertainties which cast significant doubt as to the Company’s ability to continue as a going concern. The Company does not have any revenue generating properties or activities and will need to continue to obtain additional financing to execute exploration and development activities and discharge its day-to-day obligations. There is no assurance that the Company’s funding initiatives will be successful, and these condensed interim consolidated financial statements do not reflect the adjustments to carrying values of assets and liabilities and the reported and condensed interim consolidated statements of financial position classifications that would be necessary if the going concern assumption was inappropriate. These adjustments could be material.

2. BASIS OF PREPARATION

(a) Statement of compliance

These condensed interim consolidated financial statements have been prepared in accordance with IFRS applicable to the preparation of interim financial statements, including International Accounting Standard 34 Interim Financial Reporting (“IAS 34”) as issued by the International Accounting Standards Board (“IASB”) and do not include all the information required for full annual consolidated financial statements required by IFRS as issued by the IASB and interpretations issued by the International Financial Reporting Interpretations Committee (“IFRIC”). The accounting policies used are those the Company expects to adopt in its consolidated financial statements as at and for the year ending November 30, 2023.

These condensed interim consolidated financial statements should be read in conjunction with the Company’s audited annual financial statements for the year ended November 30, 2022.

These condensed interim consolidated financial statements were approved by the Board of Directors and authorized for issue on July 28, 2023.

(b) Basis of measurement

These condensed interim consolidated financial statements have been prepared on the historical cost basis except for certain investments measured at fair value.

2. BASIS OF PREPARATION (continued)

(c) Basis of consolidation

These condensed interim consolidated financial statements include the accounts of the Company and its subsidiaries. Subsidiaries are entities controlled by the Company. Control exists when the Company has power over an investee, when the Company is exposed, or has rights, to variable returns from the investee and when the Company has the ability to affect those returns through its power over the investee. Subsidiaries are included in the condensed interim consolidated financial statements from the date control is obtained until the date control ceases.

Intercompany assets and liabilities, equity, income, expenses, and cash flows between the Company and its subsidiaries are eliminated on consolidation.

The principal subsidiaries of the Company as at May 31, 2023 were as follows:

Entity	Location	Ownership interest
Explor Resources Inc. ("Explor")	Canada	100%
Nevada Star Resources Corp. ("Nevada Star")	United States	100%
Neal Development Limited Partnership ("Neal LP")	United States	80%

(d) Functional and presentation currency

These condensed interim consolidated financial statements are presented in Canadian dollars, which is Explor's and the Company's functional currency. The functional currency for Nevada Star Resources Corp. and Neal LP is the United States (US) dollar.

3. SIGNIFICANT ACCOUNTING POLICIES

(a) Significant accounting policies

The significant accounting policies followed in these condensed interim consolidated financial statements are consistent with those applied in the Company's audited annual consolidated financial statements for the year ended November 30, 2022, except noted herein, and to be adopted in its consolidated financial statements as at and for the year ending November 30, 2023.

(b) Use of estimates and judgements

(i) *Use of estimates*

The preparation of condensed interim consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period. The estimates and assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future years affected. The areas that require management to make significant estimates and assumptions in determining carrying values include, but are not limited to:

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Share-based payments and warrants valuation
The Company uses the Black-Scholes option pricing model to determine the fair value of stock options and brokers' warrants. In estimating fair value, management is required to make certain assumptions and estimates such as the expected life of options, volatility of the Company's future share price, risk free rate, future dividend yields and estimated forfeitures at the initial grant date. Changes in assumptions used to estimate fair value could result in materially different results.

Deferred tax
The Company recognizes a deferred tax benefit related to tax assets and tax losses to the extent recovery is probable. Assessing the recoverability of deferred income tax assets requires management to make significant estimates of future taxable profit and expected timing of reversals of existing temporary differences. To the extent that future cash flows and taxable profit differ significantly from estimates, the ability of the Company to realize the deferred tax assets recorded at the statement of financial position's date could be affected. In addition, future changes in tax laws could limit the ability of the Company to obtain tax deductions in future years from tax assets and tax losses.

At the end of each reporting year, the Company assesses whether or not there has been an impairment of the capitalized royalty interest, or if there is any indication that an impairment loss recognized in prior years for royalty interests may no longer exist or may have decreased. This requires that the Company considers observable market data, significant changes in market conditions, and evidence if the royalty's economic performance will be other than previously expected. Significant judgement required in estimating future cash flows associated with the royalty includes future commodity prices, foreign exchange rates, and production volumes.

(ii) <u>*Critical judgments*</u>
The judgments that management has applied in the application of the Company's accounting policies that have the most significant effect on the amounts recognized in these condensed interim consolidated financial statements are discussed below:

Exploration and evaluation properties recoverability
The Company's accounting policy for exploration costs results in certain items being capitalized according to the expected recoverability of the projects. This policy requires management to make certain assumptions as to future events and circumstances, in particular whether an economically viable extraction operation can be established. Any such assumptions may change as new information becomes available. The Company considers at the end of each accounting year, whether or not there has been an impairment of the capitalized exploration and evaluation properties.

For non-producing exploration and evaluation properties, this assessment is based on whether factors that may indicate the need for a write-down are present.

If the Company has determined that the deferred costs of non-producing properties may not be recovered based on current economics or permitting considerations, the Company would be required to write-down the recorded value of its exploration and evaluation properties which would reduce the Company's earnings and net assets.

Functional currency
The functional currency of the Company and its subsidiaries have been assessed by management based upon consideration of the currency and economic factors that influence costs, financing, and similar items. Changes to these factors may have an impact on the judgment applied in the determination of the functional currency.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Changes in IFRS accounting policies and future accounting pronouncements

The following accounting standards were effective for annual periods beginning on or after December 1, 2022 and did not have a material impact on the Company's consolidated financial statements:

Amendments to IAS 16 – Property, Plant and Equipment
In May 2020, the IASB issued Property, Plant and Equipment - Proceeds before Intended Use, which made amendments to IAS 16 Property, Plant and Equipment. Effective January 1, 2022, the amendments prohibit a company from deducting from the cost of PP&E amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, a company will recognize such sales proceeds and related cost in profit or loss.

Amendments to IAS 37 – Provisions Contingent Liabilities and Contingent Assets
In May 2020, the IASB issued Onerous Contracts - Cost of Fulfilling a Contract, which made amendments to IAS 37 Provisions Contingent Liabilities and Contingent Assets. Effective January 1, 2022, the amendments specify which costs an entity includes in determining the cost of fulfilling a contract for the purpose of assessing whether the contract is onerous.

Amendments to IFRS 9 – Financial Instruments
In May 2020, the IASB issued an amendment to IFRS 9 Financial Instruments clarifying which fees to include in the test in assessing whether to derecognize a financial liability. Only those fees paid or received between the borrower and the lender, including fees paid or received by either the entity or the lender on the other's behalf are included. The amendment is effective for annual periods beginning on or after January 1, 2022, with early adoption permitted.

The Company plans to adopt the following amendments to the accounting standards, issued by IASB, on their respective effective dates; however, each is not expected to have a material impact on the consolidated financial statements.

Amendments to IAS 1 – Presentation of Financial Statements
In January 2020, the IASB issued amendments to IAS 1 Presentation of Financial Statements, to clarify its requirements for the presentation of liabilities as current or non-current in the statement of financial position. This will be effective on January 1, 2023

Amendments to IAS 12 – Income Taxes
In May 2021, the IASB issued an amendment to IAS 12 Income Taxes to clarify the accounting for deferred tax on transactions such as leases and decommissioning obligations. The scope of the recognition exemption in IAS 12 no longer applies to transaction that, on initial recognition, give rise to equal taxable and deductible temporary differences. The amendments are effective for annual periods beginning on or after January 1, 2023, with early adoption permitted.

4. CASH AND RESTRICTED CASH EQUIVALENTS

Cash is comprised of cash held at reputable financial institutions. Restricted cash equivalents of $40,000 (November 30, 2022 - $40,000) are funds invested in guaranteed investment certificates as security for corporate credit cards. The funds securing the corporate credit cards are restricted and cannot be withdrawn while the credit cards are outstanding.

5. TAXES RECEIVABLE

As at May 31, 2023 and November 30, 2022, taxes receivable consists of sales tax receivable from Canadian taxation authorities.

(Expressed in Canadian dollars)

6. MARKETABLE SECURITIES

The Company's marketable securities are as follows:

		May 31, 2023		November 30, 2022
FVTPL				
Leeuwin Metal PTY Ltd. ("Leeuwin")				
2,500,000 Shares (November 30, 2022 – 2,500,000 shares)	$	749,190	$	341,062
2,500,000 Options (November 30, 2022 – 2,500,000 options)		461,088		172,015
Murchison Minerals Limited				
500,000 Shares (November 30, 2022 – 500,000 shares)		35,000		52,500
Poko Innovative Inc. ("Poko")				
1,310,561 Shares (November 30, 2022 – 1,310,561 shares)		32,764		32,764
Noble Mineral Exploration ("Noble")				
1,828,000 Shares (November 30, 2022 – 1,828,000 shares)		91,400		109,680
Canada Nickel Company Inc. ("CNC")				
31,532 Shares (November 30, 2022 – 31,532 shares)		40,676		45,091
Total	$	**1,410,118**	$	**753,113**

The Company's marketable securities consist of common shares held in publicly traded companies. Fair values of shares were determined at the closing price on May 31, 2023 and are included in the Level 1 of the fair value hierarchy. The options held in Leeuwin are included in Level 3 of the fair value hierarchy. An increase or decrease of 10% in the volatility assumption used in the Black-Scholes valuation model for the Leeuwin's stock options would result in an increase or decrease in the value of the options by approximately $38,700 and $42,290, respectively.

During the six months ended May 31, 2023, the Company recorded an unrealized income of $657,006 (2022 – loss of $344,149).

(Expressed in Canadian dollars)

7. PROPERTY, PLANT AND EQUIPMENT

	Office equipment	Computer hardware	Field equipment	Vehicle	Total
Cost					
Balance as at November 30, 2021	$ 1,075	$ 38,392	$ 234,183	$ 2,558	$ 276,208
Additions	-	-	-	-	-
Foreign exchange translation	-	-	9,184	92	9,276
Balance as at November 30, 2022	**$ 1,075**	**$ 38,392**	**$ 244,663**	**$ 2,663**	**$ 285,484**
Additions	-	-	-	-	-
Foreign exchange translation	-	-	1,178	20	1,198
Balance as at May 31, 2023	**$ 1,075**	**$ 38,392**	**$ 245,841**	**$ 2,683**	**$ 286,682**
Accumulated depreciation					
Balance as at November 30, 2021	$ 275	$ 33,514	$ 49,565	$ 906	$ 84,260
Depreciation	160	1,464	37,334	331	39,289
Foreign exchange translation	-	-	1,361	82	1,443
Balance as at November 30, 2022	**$ 435**	**$ 34,978**	**$ 89,638**	**$ 1,332**	**$ 124,992**
Depreciation	64	512	15,523	139	16,238
Foreign exchange translation	-	-	272	22	294
Balance as at May 31, 2023	**$ 499**	**$ 35,490**	**$ 105,433**	**$ 1,493**	**$ 141,524**
Balance as at November 30, 2021	**$ 800**	**$ 4,878**	**$ 184,618**	**$ 1,652**	**$ 191,948**
Balance as at November 30, 2022	**$ 640**	**$ 3,414**	**$ 155,025**	**$ 1,331**	**$ 160,492**
Balance as at May 31, 2023	**$ 576**	**$ 2,902**	**$ 140,408**	**$ 1,190**	**$ 145,158**

8. EXPLORATION AND EVALUATION PROPERTIES

	Ontario	Idaho	
	West Cache Gold	Neal	**Total**
Balance, November 30, 2022	**$ 24,437,946**	**$ 704,086**	**$ 25,142,032**
Claims and administration	1,449	13,525	14,974
Drilling	348,568	-	348,568
Equipment rental and software	18,903	3,288	22,191
Facility and maintenance	52,630	809	53,439
Geological staff, field crew and consulting	86,513	-	86,513
Geophysical, geochemical and assays	22,225	-	22,225
Share-based compensation	26,285	-	26,285
Supplies and materials	9,020	-	9,020
Surveying and permitting	762,310	-	762,310
Transportation	15,469	-	15,469
Add:			
Foreign exchange translation	-	5,053	5,053
Balance, May 31, 2023	**$ 25,781,318**	**$ 726,761**	**$ 26,508,079**

(Expressed in Canadian dollars)

8. EXPLORATION AND EVALUATION PROPERTIES (continued)

	Ontario	Manitoba	Idaho	
	West Cache Gold	William Lake	Neal	**Total**
Balance, November 30, 2021	**$ 21,492,447**	**$ 1**	**$ 649,182**	**$ 22,141,630**
Acquisition	254,138	-	-	254,138
Accomodation, meals and travel	14,257	-	-	14,257
Claims and administration	1,100	1,806	14,463	17,369
Drilling	969,336	-	-	969,336
Equipment rental and software	107,491	-	1,994	109,485
Facility and maintenance	67,111	-	-	67,111
Geological staff, field crew and consulting	701,204	-	-	701,204
Geophysical, geochemical and assays	110,892	-	-	110,892
Metallurgical	-	-	-	-
Share-based compensation	91,485	-	-	91,485
Supplies and materials	24,998	-	-	24,998
Surveying and permitting	410,481	-	-	410,481
Technical reports	168,287	-	-	168,287
Transportation	24,719	-	1,365	26,084
Less:				-
Reversal of impairment	-	1,521,873	-	1,521,873
Sale proceeds, net of closing cost	-	(1,523,680)	-	(1,523,680)
Foreign exchange translation	-	-	37,082	37,082
Balance, November 30, 2022	**$ 24,437,946**	**$ -**	**$ 704,086**	**$ 25,142,032**

(a) West Cache Gold, Ontario

West Cache Gold project is located west of Timmins, Ontario in the Townships of Bristol, and Ogden in the Timmins-Porcupine Mining Camp with mining claims which are subject to a 2% or 3% NSR.

On February 28, 2022, the Company acquired 91 mineral claims and 12 patent claims (the "Patent Claims") contiguous to the Company's existing property position at its West Cache Gold project. Pursuant to the agreement, the Company issued 200,000 common shares valued at $112,000 to obtain 100% interest in the Mineral Claims.

On March 2, 2022, the Company entered into an agreement to acquire 100% interest of 129 mining claims (the "Mining Claims") contiguous to the Company's existing property position at its West Cache Gold project. Pursuant to the agreement, the Company issued 250,000 common shares of the Company and grant a 2% NSR (the "Royalty"). The Company may, at any time, purchase 1% of the Royalty for $1,000,000.

(b) Neal, Idaho, USA

The Neal project consists of five private patented mining claims and another seven unpatented lode claims located on U.S. Forest Service administered public lands in the southeast of Boise, Idaho.

On May 15, 2019, the Company entered into a lease agreement with the landowner of five patented claims known as Neal Property ("Neal Lease") for a period of five years which may be extended for 1-year terms thereafter. Annual lease payment consists of a $3 per dry ton for all material it removes from the property and a 3% net smelter return royalty, with a minimum annual payment of US$10,000.

Pursuant to the Neal LP agreement, in which the Company has 80% of ownership and controlling interest in, the Company is fully responsible for all expenditures related to the exploration, development, and operation of the Neal property. Upon achievement of production, the unit holders have rights to the net profits or losses relative to their ownership percentage. Since the Neal property is currently not in production, no amounts have been attributed to the unit holders who represent the non-controlling interest in Neal LP.

(Expressed in Canadian dollars)

8. EXPLORATION AND EVALUATION PROPERTIES (continued)

The Company was required to purchase a reclamation bond of $119,026 (US$87,500) (2022 - $118,195) in respect of its expected site reclamation and closure obligations of the Neal Property as required by the State of Idaho's Department of Lands. The reclamation bond represents collateral for possible reclamation activities necessary on mineral properties in connection with the permits required for exploration activities by the Company, which will be released once the property is restored to satisfactory condition, or as released under the surety bond agreement.

(c) Other properties

On April 24, 2023, the Company sold its 50% interest in PG101 property, located in Holloway, Ontario, for $10,000 in cash.

On March 1, 2023, the Company closed a purchase agreement with a third party (the "Purchaser") to sell data pertaining an abandoned project for $1,000,000. Pursuant to the purchase agreement, the purchase price will be settled as follows:

- $300,000 cash to be paid on closing date (paid);
- $200,000 cash due on or before the first anniversary of closing date;
- $500,000 to be settled in the Purchaser's shares on or before the first anniversary of the closing date.

As of May 31, 2023, a total of $700,000 (2022 - $Nil) of amounts receivable has been recognized in connection with the purchase agreement.

9. ROYALTY INTEREST

Milford Copper Property

The Company holds a 1% net smelter royalty (the "Royalty") on the Milford Copper Property located in Utah. The Milford Copper Property was previously owned by CS Mining LLC ("CS Mining") and is now owned by Tamra Mining Company, LLC ("Tamra") as of August 29, 2018. The royalty is shared with another party on a pro-rata basis, with the Company's royalty capped at US$5,000,000 ($6,801,500) and the other party's royalty capped at US$3,000,000 ($4,080,900).

Since late 2018, the operation, including the processing of ore, at the Milford Copper Property has been suspended pending new financing partners. Given the uncertainty of future operations and collection of the royalty payments, the royalty had been written down to $1. As at May 31, 2023, the Company has received a total of $829,647 (US$609,631) (November 30, 2022 - $779,840) in royalty payments, and the maximum royalty remaining balance was US$4,390,369 (November 30, 2022 – US$4,390,369) or $5,972,219 (November 30, 2022 - $5,930,510).

10. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

		May 31, 2023		November 30, 2022
Accounts payable	$	491,677	$	902,546
Accrued liabilities		712,464		773,498
Total	**$**	**1,204,141**	**$**	**1,676,044**

As May 31, 2023, included in the accounts payable and accrued liabilities, a total of $291,421 (November 30, 2022 - $575,136) is related to exploration and evaluation assets (Note 8).

(Expressed in Canadian dollars)

11. MORTGAGE PAYABLE

On June 25, 2020, the Company acquired 8 patented claims located in the Ogden Township, contiguous to the eastern boundary of the West Cache property for $450,000. Pursuant to the purchase agreement, the Company assumed an interest-free vendor take-back mortgage of $300,000 to be paid in two equal installments of $150,000 in each of the two anniversaries of closing. The Company had estimated the fair value of the mortgage payable at $283,499 using an interest rate of 6% (5.87% effective interest rate) which reflects management's best estimate of the interest rate that would apply on a comparable loan. The Company paid the third and final instalment of the mortgage of $150,000 in 2022. The Company recognized a total of finance expense of $Nil (2022 - $4,292) in the condensed interim consolidated statements of loss and comprehensive loss for the six months ended May 31, 2023.

12. SHARE CAPITAL

On February 24, 2022, the Company consolidated its issued and outstanding common shares on the basis of one post-consolidation common share for every ten pre-consolidation common shares. All share, option and warrant information have been adjusted to reflect this consolidation.

Share capital consists of unlimited authorized common shares without par value.

	Number of shares		Amount
Balance November 30, 2021	**47,091,563**	**$**	**74,508,589**
Issued for acquisition of Patent and Mining Claims (Note 8 (a))	450,000		244,500
Issued on a private placement, net (i)	6,814,158		2,330,072
Balance November 30, 2022	**54,355,721**	**$**	**77,083,161**
Issued on a private placement, net (ii)	7,158,954		1,402,748
Balance, May 31, 2023	**61,514,675**	**$**	**78,485,908**

(i) On March 25, 2022, the Company completed a brokered private placement for a total gross proceed of $3,500,000, consisting of 2,462,437 units of the Company at a price of $0.50 per unit, 3,306,821 flow-through ('FT") units of the Company at a price of $0.55 per FT unit and 642,900 FT units sold to charitable purchasers ("Charitable FT") at a price of $0.70 per Charity FT unit. Each unit, FT unit and Charitable FT unit consist of one common share and one-half warrant. Each warrant can be exercised for a period of 24 months after closing at a price of $0.75.

In connection with the private placement, the Company paid issuance costs of a total of $ 119,635, paid a commission of $201,000 settled through the issuance of 402,000 units, and issued 366,729 compensation warrants, with each entitling the holders to purchase one unit at a price of $0.50 for a period of 24 months. Each unit is comprised of one common share and one-half warrant. Each warrant can be exercised for a period of 24 months after closing at a price of $0.75. The estimated fair value of 366,729 compensation warrants is $114,282. The proceeds of the private placement have been allocated as $2,743,878 to share capital, and $756,122 to the warrant reserve.

The Company recognized a flow-through premium liability of $293,921 from this private placement. A pro-rate reduction of flow-through premium liability were recognized as flow-through income as the required expenditures are incurred. As of May 31, 2023, the Company has spent all of flow-through funds related to this private placement and recognized flow-through premium income of $40,957 in the condensed interim consolidated statements of loss and comprehensive loss for the six months ended May 31, 2023.

(Expressed in Canadian dollars)

12. SHARE CAPITAL (continued)

(ii) In December 2022, the Company completed a brokered private placement for a total gross proceed of $1,849,661, consisting of 583,334 units of the Company at a price of $0.24 per unit and 6,575,620 flow-through ('FT") units of the Company at a price of $0.26 per FT unit. Each unit and FT unit consist of one common share and one-half warrant. Each warrant can be exercised for a period of 24 months after closing at a price of $0.45.

In connection with the private placement, the Company paid issuance costs of a total of $92,200 and issued 354,999 compensation warrants, with each warrant entitling the holder to purchase one common share at a price of $0.24 for a period of 24 months. The estimated fair value of 354,999 compensation warrants is $28,132. The proceeds of the private placement have been allocated as $1,639,388 to share capital, and $210,274 to the warrant reserve.

The Company recognized a flow-through premium liability of $131,512 from this private placement. A pro-rate reduction of flow-through premium liability will be recognized as flow-through income as the required expenditures are incurred. As of May 31, 2023, the Company has spent $1,138,040 of flow-through funds related to this private placement and recognized flow-through premium income of $87,541 in the condensed interim consolidated statements of loss and comprehensive loss for the six months ended May 31, 2023.

13. RESERVES

SHARE-BASED COMPENSATION
The Company has a common share 10% Rolling Plan (the "Plan") for designated directors, officers, employees, and consultants. Pursuant to the Plan, option awards are recommended by the Compensation Committee of the Board and then reviewed by the Board of Directors. Under the Plan, options on common shares may be issued for up to a cumulative amount that may not exceed 10% of shares outstanding at any given time. As at May 31, 2023, the Company had 1,970,572 options reserved on common shares.

The exercise price for each option granted under the Plan is based upon the five-day weighted average market price at the date of the grant but shall not be lower than the discounted market price, as defined by the TSX Venture Exchange Corporate Finance Manual. The term may not exceed ten years from the date of the grant of the option. The specific terms including vesting year and term of the option are set by the board of directors.

Stock option activity is presented below:

	Number of options	Weighted average exercise price $
Outstanding, November 30, 2021	**2,650,000**	**0.80**
Issued	985,000	0.60
Expired	(170,000)	1.60
Outstanding, November 30, 2022	**3,465,000**	**0.66**
Issued	815,000	0.23
Expired	(25,000)	0.60
Outstanding, May 31, 2023	**4,255,000**	**0.58**

On March 30, 2021, the Company granted a total of 640,000 options to employees, consultants, and directors of the Company. The options are exercisable at a price of $0.90 per common shares, for a term of 5 years from issuance and vested immediately.

(Expressed in Canadian dollars)

13. RESERVES (continued)

On October 29, 2021, the Company granted a total of 40,000 options to employees, consultants, and directors of the Company. The options are exercisable at a price of $0.65 per common shares, for a term of 5 years from issuance and vested immediately.

On December 2, 2021, the Company granted a total of 200,000 options to a consultant of the Company at a price of $0.60. The options vest in tranches of 10,000 options per month starting April 2022 to December 2023. The options expire on December 1, 2026.

On April 20, 2022, the Company granted a total of 785,000 stock options to directors, officers, employees and consultants of the Company. The options are exercisable at $0.60, vest immediately and expire on April 20, 2027.

On January 27, 2023, the Company granted a total of 815,000 stock options to directors, officers, employees and consultants of the Company. The options are exercisable at $0.23, vest immediately and expire on January 27, 2028.

The fair value of the options granted or issued was estimated on the date of the grant using the Black-Scholes option pricing model, with the following assumptions:

	For the six months ended May 31, 2023	For the year ended November 30, 2022
Volatility	175%	205% -215%
Expected life	5 years	5 years
Risk-free interest rate	2.74%	1.35% -2.74%
Forfeiture rate	0%	0%
Expected dividend yield	0%	0%

The following stock options are outstanding and exercisable at May 31, 2023:

Options outstanding and exercisable			
Exercise price $	Number of options	Weighted average remaining contractual life in years	Weighted average exercise price $
0.50	385,000	0.83	0.05
1.00	205,000	0.30	0.05
0.50	1,035,000	1.84	0.12
0.60	55,000	0.08	0.01
1.20	60,000	2.29	0.02
1.05	60,000	2.49	0.01
0.90	640,000	2.83	0.14
0.65	40,000	3.42	0.01
0.60	200,000	3.51	0.03
0.60	760,000	3.89	0.11
0.23	815,000	4.66	0.04
	4,255,000	**2.82**	**0.58**

(Expressed in Canadian dollars)

13. RESERVES (continued)

WARRANTS

Warrants activity is presented below:

	Number of Warrants	Weighted average exercise price $
Outstanding, November 30, 2021	**14,837,736**	**1.20**
Issued on a private placement (Note12 (i))	3,773,807	0.73
Expired warrants	(5,783,336)	0.83
Outstanding, November 30, 2022	**12,828,207**	**1.22**
Issued on a private placement (Note12 (ii))	3,934,476	0.43
Expired warrants	(3,194,316)	0.75
Outstanding, May 31, 2023	**13,568,367**	**1.10**

The fair values of the issued warrants were calculated using the Black-Scholes option pricing model with the following assumptions:

	For the six months ended May 31, 2023	For the year ended November 30, 2022
Volatility	86%	216%
Expected life	2 years	3 years
Risk-free interest rate	3.72%	0.24%
Forfeiture rate	0%	0%
Expected dividend yield	0%	0%

The following warrants are outstanding and exercisable at May 31, 2023:

Warrants outstanding and exercisable			
Exercise price $	Number of Warrants	Weighted average remaining contractual life in years	Weighted average exercise price $
1.80	2,887,067	0.08	0.38
1.80	1,040,299	0.03	0.14
1.80	1,841,833	0.05	0.24
1.80	90,885	0.00	0.01
0.75	3,206,078	0.09	0.07
0.75	201,000	0.12	0.09
0.50	366,729*	0.02	0.02
0.45	291,667	0.01	0.01
0.45	3,247,810	0.03	0.01
0.45	40,000	0.03	0.01
0.24	350,199	0.37	0.11
0.24	4,800	0.00	0.00
	13,568,367	**0.88**	**1.10**

** Each entitles the holders to purchase one unit of the Company at a price of 0.50 per unit until March 25, 2024, consisting of one common share and one-half of a warrant. Each warrant entitles the holder to purchase one additional common share at a price of $0.75 until March 25, 2024.*

(Expressed in Canadian dollars)

14. ADMINISTRATION AND GENERAL EXPENSES

For the six months ended		May 31, 2023		May 31, 2022
Consulting	$	233,017	$	567,108
Depreciation		16,238		19,333
Investor relations		174,722		100,715
Occupancy costs		(21,560)		7,898
Office and miscellaneous		63,353		96,900
Permit and taxes		-		2,655
Professional services		31,027		57,630
Promotion and advertising		61,797		58,887
Regulatory, filing and transfer agent fees		39,551		65,357
Salaries and benefits		131,636		137,987
Share-based compensation		166,892		471,374
Travel		24,800		11,230
Total	$	921,473	$	1,597,074

15. INCOME (LOSS) PER SHARE

The weighted average number of shares outstanding used in the computation of loss per share for the six months ended May 31, 2023 was 60,960,909 (2022 – 47,540,930).

For the six months ended May 31,		2023		2022
Income (loss) attributable to common shareholders	$	880,895	$	(842,685)
Weighted average number of common shares outstanding		60,960,909		47,540,930
Income (loss) per share basic and diluted	**$**	**0.01**	**$**	**(0.02)**

The outstanding and exercisable options and warrants (Note 13) were excluded from the computation of diluted weighted average shares outstanding for the six months ended May 31, 2023 and 2022, as their effect would be anti-dilutive.

16. RELATED PARTY TRANSACTIONS

The Company has defined key management personnel as senior executive officers, as well as the Board of Directors. The total remuneration of key management personnel and the Board of Directors for the years ended May 31, 2023 and 2022 are as follows:

For the six months ended May 31,		2023		2022
Salaries, consulting, and other benefits	$	460,612	$	649,191
Share-based compensation		145,663		317,506
Total	**$**	**606,275**	**$**	**966,697**

Included in the accounts payable and accrued liabilities as of May 31, 2023, was $862,979 (November 30, 2022 - $864,055) due to officers of the Company.

(Expressed in Canadian dollars)

17. SEGMENTED INFORMATION

The Company operates in one segment being the acquisition, exploration and development of exploration and evaluation properties. The Company has exploration and evaluation properties located in two geographical areas, Canada, and the United States of America.

As at May 31, 2023	Canada	United States	Total
Current assets	$ 2,420,613	$ 15,146	$ 2,435,759
Property, plant, and equipment	18,266	126,892	145,158
Royalty interest	–	1	1
Exploration and evaluation properties	25,781,325	726,753	26,508,078
Reclamation bond	–	119,026	119,026
	$ 28,220,204	$ 987,818	$ 29,208,022
Current liabilities	$ 2,384,575	$ 655,448	$ 3,040,023
	$ 2,384,575	$ 655,448	$ 3,040,023

As at November 31, 2022	Canada	United States	Total
Current assets	$ 1,563,145	$ 7,755	$ 1,570,900
Property, plant, and equipment	20,486	140,006	160,492
Royalty interest	–	1	1
Exploration and evaluation properties	24,437,947	704,085	25,142,032
Reclamation bond	–	118,195	118,195
	$ 26,021,578	$ 970,042	$ 26,991,620
Current liabilities	$ 2,812,014	$ 655,942	$ 3,467,956
Long-term liabilities	40,957	–	40,957
	$ 2,852,971	$ 655,942	$ 3,508,913

18. FINANCIAL INSTRUMENTS

(a) Classification of financial instruments

Financial assets and liabilities in the statements of financial position are as follows:

May 31, 2023	Financial assets at fair value through profit or loss	Financial assets at amortized cost	Financial liabilities at amortized cost
Cash	$ –	$ 168,379	$ –
Restricted cash equivalents	–	40,000	–
Marketable securities	1,410,118	–	–
Reclamation bond	–	119,026	–
Accounts payable and accrued liabilities	–	–	1,204,141
Accrued penalties and Part XII.6 taxes	–	–	1,791,911

(Expressed in Canadian dollars)

18. FINANCIAL INSTRUMENTS (continued)

November 30, 2022	Financial assets at fair value through profit or loss	Financial assets at amortized cost	Financial liabilities at amortized cost
Cash	$ –	$ 517,218	$ –
Restricted cash equivalents	–	40,000	–
Marketable securities	753,112	–	–
Reclamation bond	–	118,195	–
Accounts payable and accrued liabilities	–	–	1,676,044
Accrued penalties and Part XII.6 taxes	–	–	1,791,911

(b) Fair value

Fair value is the price that would be received to sell a financial asset or paid to transfer a financial liability in an orderly transaction between arm's length market participants at the measurement date.

The fair value hierarchy establishes three levels to classify the inputs to valuation techniques used to measure fair value:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly
- Level 3: unobservable inputs for the asset or liability.

The fair value hierarchy gives the highest priority to Level 1 inputs and the lowest priority to Level 3 inputs.

The Company designated its marketable securities as fair value through profit and loss, which is measured at fair value and classified as level 1, except for shares in Leeuwin, which is classified as level 2 and marketable securities – options, which is classified as level 3. The carrying value of the marketable securities - options is determined using the Black-Scholes option pricing model.

(c) Credit risk

The Company has no trade accounts. The exposure to credit risk for cash and restricted cash equivalents is considered immaterial. The Company maintains all of its cash and restricted cash equivalents invested in guaranteed investment certificate at a major Canadian financial institution. The Company believes that exposure to credit risk is low.

(d) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting its financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows required by operations and anticipated investing and financing activities. The Company's liquidity and operating results may be adversely affected if the Company's access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or as a result of conditions specific to the Company. As at May 31, 2023, the Company had cash of $168,379 (November 30, 2022 - $517,218) to settle current liabilities of $3,040,023 (November 30, 2022 - $3,467,956).

(e) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's debentures have fixed interest rates and accrued penalties bear interest at the rate prescribed by CRA, which is revised quarterly. As at May 31, 2023, the Company had no hedging agreements in place with respect to floating interest rates.

18. FINANCIAL INSTRUMENTS (continued)

(f) Currency risk

As the Company operates in the United States, some of the Company's assets, liabilities, and transactions are denominated in United States funds. Fluctuation in the exchange rates between the United States dollar and the Canadian dollar could have a material effect on the Company's business, financial condition, and results of operations.

As at May 31, 2023, the Company had net monetary liabilities denominated in United States funds of approximately $514,500 (US$378,320). Based upon the balance as at May 31, 2023, an increase of 15% in the U.S. to Canadian dollar exchange would result in a decrease in the net loss and comprehensive loss of $77,200, and a reduction of 15% would result in an increase in the net loss and comprehensive loss of $77,200. Management believes that it is not likely, but it is possible that the exchange rate could fluctuate by more than 15% within the next 12 months.

19. CAPITAL MANAGEMENT

The Company considers all of the components of shareholders' equity to be capital, the balance of which is $26,167,999 (November 30, 2022 – $23,482,707). The Company's objectives in managing capital are to safeguard its ability to operate as a going concern and to generate a superior return to shareholders. The Company expects to finance exploration activity through joint ventures, sales of property interests, entering into debt financing and by raising additional share capital when market conditions are suitable. The Company and its subsidiaries are not subject to externally imposed capital requirements. There were no changes to the Company's approach to capital management during the year.

20. COMMITMENTS AND CONTINGENT LIABILITIES

Flow-through obligations

As a result of the amalgamation with Explor in December 2019, the Company has assumed certain liabilities and contingent liabilities. Canada Revenue Agency ("CRA") has disallowed the eligibility of certain Canadian Exploration Expenses ("CEE") previously renounced and reassessed a shortfall of CEE spending obligations of approximately $3,800,000 and $2,300,000 on flow-through financings completed in 2011–2013 calendar years ("2011-2013 FT") and 2016–2017 calendar years ("2016-2017 FT"), respectively. As a result, CRA and Revenue Quebec have assessed a combined associated penalties and taxes of approximately $2,650,000, of which approximately $850,000 has been paid to CRA. As of May 31, 2023, the notice of appeal filed with CRA with respect to 2011-2013 FT is in review, and the Company plans to file an objection to the penalties related to 2016-2017 FT within the prescribed time frame.

As of May 31, 2023, the Company has a total of $571,620 of flow-through funds, from a private placement completed in December 2022 (Note 12 (ii)), to be spent by December 31, 2023. The Company has fully spent the flow-through funds, originated from private placements completed in 2020 and March 2022, which were required to be spent by December 31, 2021 and December 31, 2023, respectively.

First Nations Agreement

The Company has Memorandum of Understanding ("MOU") with the Flying Post First Nation and Mattagami First Nation (collectively "West Cache First Nations") pursuant to which the Company will pay 2% of all direct exploration costs incurred on the West Cache Gold property to West Cache First Nations.

21. SUBSEQUENT EVENTS

(a) In June 2023, the Company issued 2,000,000 common shares to 2176423 Ontario Ltd. (the "Vendor") to acquire 100% interest in a stockpile of mineralized mineral located on the Neal project (Note 8 (b)), together with the Vendor's 20% interest in the Neal project.

(b) In June 2023, the Company granted 100,000 stock options to a consultant of the Company. The options are exercisable at a price of $0.22 per common share, vest immediately and expire on June 14, 2028.

(c) In July 2023, the Company, through a newly formed subsidiary, Golden Trove, LLC ("Golden Trove"), entered into a purchase agreement with Daisy Mining & Land LLP ("Daisy") to acquire seven (7) patented lode claims in Idaho, with five (5) of those claims, forming the nucleus of the Neal project (the "Purchase agreement"). Pursuant to the Purchase agreement, the Neal lease (Note 8 (b)) will immediately be terminated, and the Company will make five (5) yearly payments of US$250,000 to Daisy starting May 1, 2024 and ending May 1, 2028, for a total consideration of US$1,250,000. The Company has the right to accelerate the payments at its discretion and Daisy will receive $3.00 per ton of material removed from the project and a 3% NSR on any ore processed until the total consideration is paid. The Company has renamed the Neal project to Golden Trove project effective July 2023.