Interim Condensed Consolidated Financial Statements of

Phenom Resources Corp.

For the three months ended February 28, 2023 and February 28, 2022

(Unaudited, Expressed in Canadian dollars)

NOTICE OF NO AUDITOR REVIEW

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

The accompanying unaudited interim consolidated financial statements of the Company have been prepared by management and approved by the Audit Committee and Board of Directors of the Company.

The Company’s independent auditors have not performed a review of these consolidated financial statements in accordance with the standards established by the 'Chartered Professional Accountants of Canada for a review of interim financial statements by an entity’s auditors.

Phenom Resources Corp.
Condensed Interim Consolidated Statements of Financial Position
As at February 28, 2023 and 2022
(Unaudited - Expressed in Canadian dollars)

	Note	2023	2022
		$	**$**
ASSETS			
Current			
Cash		**121,804**	573,655
GST receivable		**26,368**	28,735
Prepaid expenses and deposits		**37,989**	55,223
		186,161	657,613
Reclamation bonds	**4**	**250,286**	250,286
Exploration and evaluation assets	**4**	**17,898,107**	17,816,186
TOTAL ASSETS		**18,334,554**	18,724,085
LIABILITIES			
Current			
Accounts payable and accrued liabilities	**6**	**275,131**	520,181
SHAREHOLDERS' EQUITY			
Share capital	**5**	**26,529,654**	26,410,704
Reserves	**5**	**10,452,253**	10,519,203
Deficit		**(18,922,484)**	(18,726,003)
		18,059,423	18,203,904
TOTAL LIABILITIES & SHAREHOLDERS' EQUITY		**18,334,554**	18,724,085

Nature of operations and going concern (Note 1)
Commitments (Note 9)
Subsequent event (Note 10)

Approved on behalf of the Board:

"Michael Mracek"
Director – Michael Mracek

"Paul S. Cowley"
Director – Paul S. Cowley

Phenom Resources Corp.
Condensed Interim Consolidated Statements of Loss and Comprehensive Loss
For the three months ended February 28, 2023 and February 28, 2022
(Unaudited - Expressed in Canadian dollars)

	Note	2023	2022
		$	$
Audit, accounting and legal	6	**63,019**	50,446
Consulting fees	6	**48,000**	58,000
Exploration expenses		**1,055**	6,552
Foreign exchange loss		**(331)**	(9,180)
Investor relations and marketing		**45,159**	58,983
Office expenses		**14,080**	8,520
Transfer agent and filing fees		**24,992**	21,977
Travel and accommodation		**1,253**	387
		(197,227)	(195,685)
Interest income		**746**	348
Loss and comprehensive loss for the year		**(196,481)**	(195,337)
Basic and diluted loss per common share		**(0.00)**	(0.00)
Weighted average number of common shares outstanding – basic and diluted		**89,181,871**	76,286,399

Phenom Resources Corp.
Condensed Interim Consolidated Statements of Cash Flows
For the three months ended February 28, 2023 and February 28, 2022
(Unaudited - Expressed in Canadian dollars)

	February 28, 2023	**February 28, 2022**
	$	**$**
Cash flows provided by (used in):		
Operating activities		
Loss for the period	**(196,481)**	(195,337)
Net changes in non-cash working capital items:		
GST receivable	**2,367**	2,190
Prepaid expenses and deposits	**17,234**	34,529
Accounts payable and accrued liabilities	**(86,757)**	23,080
Cash used in operating activities	**(263,637)**	(135,538)
Investing activities		
Exploration and evaluation asset expenditures	**(240,214)**	(1,024,578)
Reclamation bond	**-**	-
Cash used in investing activities	**(240,214)**	(1,024,578)
Financing activities		
Proceeds from exercise of warrants	**52,000**	39,000
Shares to be issued	**-**	2,350,000
Cash provided by financing activities	**52,000**	2,389,000
Increase in cash and cash equivalents during the period	**(451,851)**	1,228,884
Cash and cash equivalents, beginning of period	**573,655**	1,437,895
Cash and cash equivalents, end of period	**121,804**	2,666,779

Supplemental disclosure with respect to cash flows (Note 13)

Phenom Resources Corp.
Condensed Interim Consolidated Statements of Changes in Equity
For the three months ended February 28, 2023 and February 28, 2022
(Unaudited - Expressed in Canadian dollars)

	Common shares	Share capital	Reserves	Shares to be issued	Deficit	Total
	number	$	$	$	$	$
Balance – November 30, 2021	**76,244,732**	**23,148,716**	**8,791,623**	**-**	**(16,698,382)**	**15,241,957**
Shares issued for:						
cash pursuant to exercise of warrants	150,000	51,150	(12,150)	-	-	39,000
Shares to be issued				2,350,000		2,350,000
Loss and comprehensive loss for the period	-	-	-	-	(195,337)	(195,337)
Balance – February 28, 2022	**76,394,732**	**23,199,866**	**8,779,473**	**2,350,000**	**(16,893,719)**	**17,435,620**
Shares issued for:						
cash pursuant to private placement	12,097,000	3,025,715	1,803,385	-	-	4,829,100
cash pursuant to exercise of options	50,000	39,945	(19,945)	-	-	20,000
cash pursuant to exercise of warrants	503,333	201,877	(43,710)	-	-	158,167
Shares to be issued				(2,350,000)		(2,350,000)
Share issuance costs	-	(56,699)	-	-	-	(56,699)
Loss and comprehensive loss for the year	-	-	-	-	(1,832,284)	(1,832,284)
Balance – November 30, 2022	**89,045,065**	**26,410,704**	**10,519,203**	**-**	**(18,726,003)**	**18,203,904**
Shares issued for:						
cash pursuant to exercise of warrants	200,000	68,200	(16,200)	-	-	52,000
Shares issued for bonus	87,500	50,750	(50,750)	-	-	-
Loss and comprehensive loss for the period	-	-	-	-	(196,481)	(196,481)
Balance – February 28, 2023	**89,332,565**	**26,529,654**	**10,452,253**	**-**	**(18,922,484)**	**18,059,423**

1. NATURE OF OPERATIONS AND GOING CONCERN

Phenom Resources Corp. (the "Company" or "Phenom Resources") is in the business of the acquisition, exploration and evaluation of mineral properties, and either joint venturing or developing these properties further or disposing of them when the evaluation is completed. The Company has an interest in properties located in Nevada and Arizona, USA. The Company is incorporated under the Business Corporations Act (British Columbia). The common shares of the Company trade on the TSX Venture Exchange ("TSX-V") under the symbol "PHNM". The Company's corporate head office is located at 1100-1199 W. Hastings Street, Vancouver, British Columbia, Canada.

These condensed interim consolidated financial statements have been prepared on a going concern basis, which assumes that the Company will be able to meet its obligations and continue its operations for the next twelve months. Realization values may be substantially different from carrying values as shown and these condensed interim consolidated financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. Such adjustments could be material. At February 28, 2023, the Company had not yet achieved profitable operations, had a deficit of $18,922,484 (2022 - $18,726,003) since inception, a working capital deficit of $88,970 (2022 - $137,432), and expects to incur further losses in the development of its business. These circumstances comprise a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern. Therefore, the Company may be unable to realize its assets and discharge its liabilities in the normal course of business. The Company's ability to continue as a going concern is dependent upon its ability to obtain the necessary financing to explore its exploration property interests and to meet its ongoing levels of corporate overhead and discharge its liabilities as they come due. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company.

2. BASIS OF PRESENTATION

Statement of compliance
These condensed interim consolidated 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.* The condensed interim consolidated financial statements should be read in conjunction with the annual consolidated financial statements for the year ended November 30, 2022, which have been prepared in accordance with IFRS as issued by the IASB.

The Company uses the same accounting policies and methods of computations as in the annual consolidated financial statements for the year ended November 30, 2022.

These condensed interim consolidated financial statements were approved by the board of directors on May 1, 2023.

Basis of presentation
These condensed interim consolidated financial statements have been prepared on a historical cost basis, except for certain financial instruments which are measured at fair value. Additionally, these consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information.

3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The Company uses the same accounting estimates and judgements as in the annual consolidated financial statements for the year ended November 30, 2022.

(Unaudited - Expressed in Canadian dollars)

4. EXPLORATION AND EVALUATION ASSETS

	Carlin Gold-Vanadium	South Carlin Section 22	SMOKE Property	Total
	$	$	$	$
Balance as at November 30, 2021	**14,138,227**	**494,058**	**81,798**	**14,714,083**
Acquisition expenditures – cash	1,223,702	128,523	-	1,352,225
Acquisition expenditures – staking	-	-	12,939	12,939
Deferred exploration expenditures				
Assaying	245,830	-	180,055	425,885
Consulting	161,759	1,263	40,710	203,732
Drilling	1,132,201	-	420,109	1,552,310
Licenses, permits and fees	32,161	-	-	32,161
Surveying	10,139	-	25,737	35,876
Other	239,995	8,328	87,062	335,385
	3,045,787	138,114	766,612	3,950,513
Write-down	-	-	(848,410)	(848,410)
Balance as at November 30, 2022	**17,184,014**	**632,172**	**-**	**17,816,186**
Deferred exploration expenditures				
Assaying	19,258	-	-	19,258
Consulting	3,039	-	-	3,039
Drilling	689	-	-	689
Licenses, permits and fees	33,554	-	-	33,554
Surveying	-	-	-	-
Other	25,381	-	-	25,381
	81,921	-	-	81,921
Balance as at February 28, 2023	**17,265,935**	**632,172**	**-**	**17,898,107**

Carlin Gold-Vanadium Property, Nevada

On September 22, 2017 the Company entered into an assignment agreement with America's Gold Exploration Inc. ("AGEI"). Pursuant to the assignment agreement, AGEI assigned to the Company all of AGEI's interest in an option agreement between AGEI and Golden Predator US Holding Corp. ("GPUS") dated June 14, 2017 as amended September 12, 2017. The option agreement grants to Phenom Resources the option to acquire a 100% interest in the Carlin Gold-Vanadium Project (the "Property") located in Elko Nevada.

During the year ended November 30, 2021, the Company amended the option agreement between AGEI and GPUS. The amendment focused on the extension of the Net Smelter Return ("NSR") buy out. To compensate for the extension, the Company paid part of the remaining $1,910,000 earlier and was required to issue 1,000,000 common share purchase warrants within 3 business days of TSX Venture Exchange approval. Each warrant will be exercisable for one common share at a purchase price of CAD$0.75 per share for a period of five years from the date of issuance (issued on July 9, 2021). The value of $680,843 attributed to the warrants was estimated using the Black-Scholes pricing model with the following weighted average assumptions: share price - $0.83; exercise price - $0.75; risk-free rate – 0.96%; expected life – 5.0 years; expected volatility – 116%; and expected dividends – nil.

Under the amendment, the Company has the right to purchase the total underlying 2% royalty at any time on or before June 30, 2023 (the "Royalty Purchase Payment Deadline") upon payment of $4,000,000. The Royalty Purchase Payment Deadline may be extended in one year increments for up to four additional years upon the payment of $250,000 per year due on or before each of June 30, 2023, 2024, 2025 and 2026.

On June 27, 2022, the Company announced it has completed all work commitments and option payments, including the final US$955,000 cash payment, under its option agreement to acquire the Carlin Gold-Vanadium Project. The Company now owns 100% of the Carlin Gold-Vanadium Project subject to a 2% NSR royalty which may be purchased by the Company at any time on or before June 30, 2027, for US$4,000,000 and up to four annual payments of US$250,000.

The total consideration applicable to Phenom Resources' acquisition of the Property under the assignment agreement with AGEI was as follows:

- US$15,000 on execution of the LOI (paid on September 1, 2017);
- Pay US$35,000 (paid on November 9, 2017) and issue 1,000,000 common shares (issued on November 8, 2017) on the Closing Date of the Agreement; and
- Issue 1,000,000 common shares on the date that is one year from the Closing Date (issued on October 15, 2018).

The consideration applicable to Phenom Resources' acquisition of the Property under the option agreement with GPUS is as follows:

- Pay US$15,000 on June 14, 2017 (paid by AGEI prior to the assignment agreement);
- Pay US$25,000 by June 14, 2018 (paid on May 28, 2018);
- Pay US$50,000 by June 14, 2019 (paid on May 22, 2019);
- Pay US$955,000 by July 30, 2021 (paid on July 15, 2021); and
- Pay US$955,000 by June 30, 2022. (paid on June 17, 2022).

In addition, the Company is required to incur $1,022,000 in exploration expenditures on the property as follows:

- US$50,000 on or before December 15, 2017 (completed);
- US$125,000 on or before December 15, 2018 (completed);
- US$225,000 on or before December 15, 2019 (completed);
- US$250,000 on or before December 15, 2020 (completed);
- US$250,000 on or before December 15, 2021 (completed); and
- US$122,000 on or before June 14, 2022 (completed).

The Company purchased the 1.5% NSR from AGEI and adopted certain amendments to the assignment agreement for 1,300,000 common shares (issued on December 5, 2018 with a fair value of $1,222,000).

On January 17, 2019, the Company entered into an Access and Mineral Lease Agreement which increased mineral rights adjacent to the Carlin Gold-Vanadium property (referred to as the "Cole Creek Property"). Under the terms of the Access and Mineral Lease Agreement the Company paid the lessor US$50,000 on signing (paid) and is required to pay an additional US$20,000 annually for the lease.

In addition, the Company is to incur an aggregate of US$100,000 in expenditures before January 19, 2022 (completed). In the event the Company commences mining operations on the Cole Creek Property, the annual payments will be replaced with a 5% NSR royalty in favor of the lessor. The lessor also owns or has rights to certain lands containing roads which the Company wishes to use for access to the Cole Creek Property and the Carlin Gold-Vanadium property. The Access and Mineral Lease Agreement grants to the Company the right to access such lands and roads for a payment of US$15,000 (paid) on signing and US$5,000 annually (paid) which will terminate at the Company's start of development and mining operations. The Company has the right to terminate the lease portion of the agreement without termination of the road access portion of the agreement.

As at February 28, 2023, the Company holds a total of $202,797 (US$157,424) (November 30, 2022 - $202,797 (US$157,424)) in reclamation bonds for the Carlin Gold-Vanadium Property.

South Carlin Section 22 Property, Nevada

On July 12, 2021, the Company, through its wholly-owned subsidiary, Copper One USA, Inc., signed a property option agreement with two private vendors pursuant to acquire a 100% interest in 36 unpatented mining claims located one mile north of the Company's Carlin Gold-Vanadium Property on the Carlin Gold Trend of Nevada, commonly referred to as the South Carlin Section 22 Property ("Section 22").

Pursuant to the option agreement, in order to fully exercise its option and acquire the property, the Company will pay an aggregate of US$920,000 as follows:

- US$70,000 on signing (paid);
- US$100,000 on or before June 3, 2022 (paid);
- US$200,000 on or before June 3, 2023;
- US$250,000 on or before June 3, 2024; and
- US$300,000 on or before June 3, 2025

In addition, the Company is required to incur an aggregate of US$1,000,000 in exploration expenditures on the property over the next four years as follows:

- US$100,000 on or before June 3, 2022; (completed)
- US$200,000 on or before June 3, 2023; (completed)
- US$200,000 on or before June 3, 2024; and
- US$500,000 on or before June 3, 2025.

The vendors will also retain an aggregate 4% NSR on any mineral products derived from the property.

As at February 28, 2023, the Company holds a total of $12,850 (US$9,752) (November 30, 2022 - $12,850 (US$9,752)) in reclamation bonds for the South Carlin Section 22 Property.

SMOKE Property, Nevada

On October 27, 2021, the Company signed a three-year option agreement with Nevada Gold Ventures, LLC ("Nevada Gold"), whereby the Company has the option to acquire a 100% interest in the SMOKE Property. As consideration for the property, the Company will make cash payments of US$10,000 (paid), issue 600,000 common shares to Nevada Gold (150,000 issued), and incur US$500,000 in exploration expenditures on the property over the next three years (completed).

As at February 28, 2023, the Company holds a total of $16,539 (US$12,787) (November 30, 2022 - $16,539 (US$12,787)) in reclamation bonds for the SMOKE Property.

On November 15, 2022, the Company terminated its option agreement. Accordingly, the Company recorded a write-down of exploration and evaluation asset of $848,410 for the year ended November 30, 2022.

AVP Property, Nevada

As at February 28, 2023, the Company holds a total of $9,100 (US$7,554) (November 30, 2022 - $9,100 (US$7,554)) in reclamation bonds for the AVP Property.

West Jerome, Arizona

On August 22, 2013, the Company acquired all of the issued and outstanding shares of CO USA. The acquisition included an undivided 100% interest in West Jerome located in Arizona. The property is subject to a 1.5% NSR to one party and a 0.5% NSR to another party.

(Unaudited - Expressed in Canadian dollars)

Other

As at February 28, 2023, the Company holds $9,000 (November 30, 2022 - $9,000) of reclamation bonds related to its previously held Spences Bridge prospect.

5. SHARE CAPITAL

a) Authorized: Unlimited common shares without par value.

b) Financing:

For the three months ended February 28, 2023

During the three months ended February 28, 2023, a total of 200,000 warrants with an exercise price of $0.26 per share were exercised for gross proceeds of $52,000. The fair value of the warrants of $16,200 was reclassified from reserves to share capital.

For the three months ended February 28, 2022

During the three months ended February 28, 2022, a total of 150,000 warrants with an exercise price of $0.26 per share were exercised for gross proceeds of $39,000. The fair value of the warrants of $12,150 was reclassified from reserves to share capital.

c) Stock options:

The balance of fully exercisable options outstanding and related information for three months ended February 28, 2023 are as follows:

	Options Outstanding	Weighted Average Exercise Price (per share)	Weighted Average Life (Years)
Balance, November 30, 2021	5,380,000	$0.43	3.06
Exercised	(50,000)	$0.40	
Expired	(595,000)	$0.30	
Balance, November 30, 2022	4,735,000	$0.45	2.32
Expired	(10,000)	$0.30	
Balance, February 28, 2023	**4,725,000**	**$0.45**	**2.08**

(Unaudited - Expressed in Canadian dollars)

As at February 28, 2023, the Company had the following fully exercisable options outstanding:

Expiry Date	Exercise Price	Options outstanding and exercisable
April 6, 2023[2]	$0.26	100,000
April 6, 2023[3]	$0.56	720,000
July 30, 2023	$0.26	150,000
October 23, 2023	$0.26	100,000
October 30, 2023[1]	$0.26	100,000
March 18, 2024	$0.26	245,000
March 18, 2024	$0.60	45,000
November 8, 2024	$0.25	100,000
November 18, 2024	$0.25	100,000
August 5, 2025	$0.32	1,225,000
May 13, 2026	$0.59	1,840,000
		4,725,000

[1] Subsequent to February 28, 2023, 100,000 of these options were exercised
[2] Subsequent to February 28, 2023, 50,000 of these options were exercised and 50,000 expired unexercised
[3] Subsequent to February 28, 2023, 720,000 of these options were expired unexercised

d) Warrants:

The balance of warrants outstanding and related information for the three months ended February 28, 2023 were as follows:

	Warrants Outstanding	Weighted Average Exercise Price (per share)	Weighted Average Life (Years)
Balance, November 30, 2021	19,794,492	$0.46	1.89
Issued	9,048,500	$0.67	
Exercised	(653,333)	$0.30	
Expired	(3,367,500)	$0.65	
Balance, November 30, 2022	24,822,159	$0.52	1.91
Exercised	(200,000)	$0.26	
Balance, February 28, 2023	**24,622,159**	**$0.52**	**1.67**

As at February 28, 2023, the Company had the following warrants outstanding:

Expiry Date	Exercise Price	Warrants outstanding
July 9, 2023[1]	$0.26	6,923,334
May 5, 2024	$0.55	6,977,325
May 12, 2024	$0.55	673,000
October 21, 2025	$0.50	2,045,167
November 10, 2025	$0.50	1,003,333
March 3, 2026	$0.75	6,000,000
July 9, 2026	$0.75	1,000,000
		24,622,159

[1] Subsequent to February 28, 2023, 490,000 of these warrants were exercised

(Unaudited - Expressed in Canadian dollars)

6. RELATED PARTY TRANSACTIONS

Key management personnel are the persons responsible for the planning, directing, and controlling the activities of the Company and include both executive and non-executive directors, and entities controlled by such persons. The Company's key management personnel include all directors, officers and companies associated with them including the following:

- Buena Tierra Development Ltd ("Buena Tierra"), a company owned by Paul Cowley, the President, Chief Executive Officer and a director of the Company.

Compensation paid or payable to key management personnel for services provided during the three months ended February 28, 2023 and February 28, 2022 was as follows:

	2023	2022
	$	$
Accounting fees	11,552	7,633
Consulting fees	45,000	45,000
Deferred exploration expenditure - consulting	-	1,581
	56,552	**54,214**

As at February 28, 2023, accounts payable and accrued liabilities include $177,343 (November 30, 2022 – $170,026) due to officers of the Company and/or companies controlled by officers of the Company. The amounts are non-interest bearing, unsecured and have no specific terms of repayment. A total of $153,010 (November 30, 2022 - $153,010) owing to a related party balance relates to bonus payments earned by an officer and director of the Company. The payment will be deferred until such time as the Company's Board of Directors approves payment.

On December 28, 2022 the Company issued 87,500 common shares to an officer and director of the Company. The shares are valued at $50,750.

7. SEGMENTED INFORMATION

The Company has identified its operating segments based on the internal reports that are reviewed and used by the chief executive officer and the executive management in assessing performance and in determining the allocation of resources. The Company considers the business from a geographic perspective and assesses the performance of the operating segments based on measures such as net property and equipment as well as operational results.

Operating Segment
The Company's operations are limited to a single industry segment, being the acquisition, exploration and development of mineral properties.

Geographic Segments
As at February 28, 2023 the Company's operations and assets are located in Canada and the USA. By geographic areas, the Company's losses for the three months ended February 28, 2023 and February 28, 2022 are as follows:

	2023	2022
	$	$
Canada	153,807	183,000
USA	42,674	12,337
	196,481	**195,337**

(Unaudited - Expressed in Canadian dollars)

By geographic areas, the Company's non-current assets as at February 28, 2023 and November 30, 2022 are as follows:

	2023	2022
	$	$
Canada	9,000	9,000
USA	18,139,393	18,057,472
	18,148,393	**18,066,472**

8. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

Non-cash investing and financing activities that do not have a direct impact on current cash flows are excluded from the statements of cash flows. During the three months ended February 28, 2023 and February 28, 2022, non-cash financing and investing activities included:

- $16,200 ($12,150) was reclassified from reserves to share capital on the exercise of warrants;
- $22,637 (November 30, 2022 - $180,930) in accounts payable and accrued liabilities related to exploration and evaluation assets;

9. COMMITMENTS

The following table summarizes the contractual maturities of the Company's significant financial liabilities and capital commitments, including contractual obligations for the years ended November 30 indicated:

	2023	2024	2025	2026	2027	Total
	$	$	$	$	$	$
Accounts payable and accrued liabilities	275,131	-	-	-	-	**275,131**
Consulting agreement obligations [1]	135,000	180,000	180,000	180,000	180,000	**855,000**
Exploration obligations [2]	306,289	646,610	1,123,060	34,032	34,032	**2,144,023**
	716,420	826,610	1,303,060	214,032	214,032	**3,274,154**

[1] The consulting obligation shall be payable to the CEO if the Company elects to continue with the contract on an ongoing basis. The contract has a 60 day termination clause with a total commitment of $30,000.
[2] Exploration obligations include all option payments, mineral access, mineral lease, and exploration expenditure obligations for the Company's mineral properties.

10. SUBSEQUENT EVENT

The Company signed a three year option agreement with Nevada Gold Ventures LLC ("Nevada Gold") whereby the Company has the option to acquire a 100% interest in the Crescent Valley property by completing cash payments and common share issuances to Nevada Gold and incurring the following exploration expenditures on the property:

- Upon signing pay US$10,000 cash payment;
- On receipt of approval from the TSX-V issue 150,000 common shares;
- On or before the first anniversary of TSX-V approval, spend US$100,000 in work commitments and issue an additional 150,000 common shares;
- On or before the second anniversary of TSX-V approval, spend an additional US$200,000 in work commitments and issue an additional 150,000 common shares; and
- On or before the third anniversary of TSX-V approval, spend an additional US$200,000 in work commitments and issue an additional 150,000 common shares

Nevada Gold will retain a 3% NSR on any mineral products derived from the property. The Company will have the right to purchase up to a 2% NSR for US $1,000,000 for each 1% NSR prior to commencing commercial production.