



CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED OCTOBER 31, 2022 AND 2021

(EXPRESSED IN CANADIAN DOLLARS)

BLUE RIVER RESOURCES LTD.
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS
October 31, 2022
(Expressed in Canadian Dollars)

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DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

Independent Auditor's Report

To the Shareholders of Blue River Resources Ltd.

Opinion

We have audited the consolidated financial statements of Blue River Resources Ltd. (the "Company"), which comprise the consolidated statements of financial position as at October 31, 2022 and 2021, and the consolidated statements of comprehensive loss, changes in shareholders' deficiency and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at October 31, 2022 and 2021, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 to the financial statements, which indicates that the Company's current liabilities exceeded its current assets by \$975,464 as at October 31, 2022. As stated in Note 1, this condition, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information comprises the information included in Management's Discussion and Analysis.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

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In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

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

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

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

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Heather McGhie.

A handwritten signature in black ink, appearing to read 'D M.C.L.' with a stylized 'D'.

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, BC

July 5, 2023

BLUE RIVER RESOURCES LTD.
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)

	October 31, 2022	October 31, 2021
	\$	\$
ASSETS		
Current assets		
Cash	3,084	74,922
Receivables	2,593	1,326
Share subscriptions receivable (Note 9)	-	240,600
Prepaid expenses	884	1,044
	6,561	317,892
Equipment, net	537	632
Exploration and evaluation assets (Note 3)	23,001	1
Due from related parties (Note 13)	3,000	4,332
Reclamation bond (Note 4)	10,000	10,000
Investment in equity accounted investee (Note 5)	39,376	43,137
TOTAL ASSETS	82,475	375,994
LIABILITIES AND SHAREHOLDERS' DEFICIENCY		
Current liabilities		
Demand loan payable (Note 7)	24,342	22,062
Accounts payable and accrued liabilities (Notes 6 and 9)	504,734	820,188
Due to related parties (Notes 9 and 13)	400,593	685,493
Promissory note (Note 8)	52,356	49,356
	982,025	1,577,099
Shareholders' deficiency		
Share capital (Note 9)	11,086,666	10,776,658
Reserves (Notes 9)	316,677	-
Deficit	(12,302,893)	(11,977,763)
	(899,550)	(1,201,105)
TOTAL LIABILITIES AND SHAREHOLDERS' DEFICIENCY	82,475	375,994

Nature of Operations and Going Concern (Note 1)

Approved and authorized on behalf of the Board:

"Griffin Jones", Director

"Nadwynn Sing", Director

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

BLUE RIVER RESOURCES LTD.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)

	For the years ended October 31,	
	2022	2021
	\$	\$
OPERATING EXPENSES		
Bad debt expense	7,642	-
Consulting fees (Note 13)	322,727	167,953
Depreciation	95	115
Financing fees	7,417	6,075
Management fees (Note 13)	19,600	60,000
Office expenses	3,647	4,365
Professional fees	54,418	35,495
Property exploration costs	5,000	-
Regulatory and shareholder services	17,732	33,213
Rent expenses	20,033	-
Telephone	7,733	2,002
Travel and related	8,783	6,581
OPERATING LOSS	(474,827)	(315,799)
OTHER ITEMS		
Forgiveness of accounts payable	5,124	-
Gain (loss) on equity accounted investee (Note 5)	(3,761)	5,705
Gain on settlement of debt (Note 9)	148,336	-
Loss on foreign exchange	(2)	(3)
Write-off of accounts payable	-	35,669
	149,697	41,371
NET LOSS FOR THE YEAR	(325,130)	(274,428)
COMPREHENSIVE LOSS FOR THE YEAR	(325,130)	(274,428)
BASIC AND DILUTED LOSS PER SHARE:		
Loss per share for the year	\$ (0.00)	\$ (0.00)
WEIGHTED AVERAGE SHARES OUTSTANDING	235,254,680	197,806,266

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

BLUE RIVER RESOURCES LTD.**CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' DEFICIENCY****(Expressed in Canadian Dollars)**

	Common shares		Reserves		Total	Deficit	Total
	Number	Amount	Stock options	Revaluation reserve			
		\$		\$	\$	\$	\$
Balance at October 31, 2020	191,751,470	10,137,837	151,532	(25,123)	126,409	(11,829,744)	(1,565,498)
Proceeds from shares issuance	43,333,342	650,000	-	-	-	-	650,000
Shares issuance costs	-	(11,179)	-	-	-	-	(11,179)
Reclassification of reserve	-	-	-	25,123	25,123	(25,123)	-
Stock options expired	-	-	(151,532)	-	(151,532)	151,532	-
Comprehensive loss for the year	-	-	-	-	-	(274,428)	(274,428)
Balance at October 31, 2021	235,084,812	10,776,658	-	-	-	(11,977,763)	(1,201,105)
Shares issued for debt settlement	15,500,420	310,008	-	-	-	-	310,008
Warrants issued for debt settlement	-	-	-	316,677	316,677	-	316,677
Comprehensive loss for the year	-	-	-	-	-	(325,130)	(325,130)
Balance at October 31, 2022	250,585,232	11,086,666	-	316,677	316,677	(12,302,893)	(899,550)

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

BLUE RIVER RESOURCES LTD.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)

	For the years ended October 31,	
	2022	2021
	\$	\$
OPERATING ACTIVITIES		
Net loss for the year	(325,130)	(274,428)
Items not affecting cash:		
Depreciation	95	115
Accrued interest	5,280	5,280
Bad debt expense	7,642	-
Forgiveness of accounts payable	(5,124)	-
Gain on settlement of debt	(148,336)	-
(Gain) loss on equity accounted investee	3,761	(5,705)
Write-off of accounts payable	-	(35,669)
	(461,812)	(310,407)
Changes in non-cash working capital:		
Receivables	(1,267)	(1,127)
Prepaid expenses	160	(160)
Accounts payable and accrued liabilities	183,498	(68,024)
CASH USED IN OPERATING ACTIVITIES	(279,421)	(379,718)
INVESTING ACTIVITIES		
Exploration and evaluation asset expenditures	(23,000)	-
CASH USED IN INVESTING ACTIVITIES	(23,000)	-
FINANCING ACTIVITIES		
Shares issued for cash	-	409,400
Share issuance costs	-	(11,179)
Share subscriptions received	240,600	-
Funds received (paid) to related parties	(10,017)	56,134
CASH RECEIVED FROM FINANCING ACTIVITIES	230,583	454,355
NET CHANGE IN CASH	(71,838)	74,637
CASH, BEGINNING OF YEAR	74,922	285
CASH, END OF YEAR	3,084	74,922

Non-cash investing and financing activities:

Reclassification of net change in fair value of investments	-	25,123
Reclassification of stock options expired	-	151,532
Carrying value of debt settled through the issuance of shares and warrants	775,021	-

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

BLUE RIVER RESOURCES LTD.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
For the years ended October 31, 2022 and 2021
(Expressed in Canadian Dollars)

NOTE 1 - NATURE OF OPERATIONS AND GOING CONCERN

Nature of operations

Blue River Resources Ltd. (the “Company”) was incorporated on September 26, 2008 under the Business Corporations Act (British Columbia) and the Company’s shares trade on the TSX Venture Exchange (“TSX-V”) under the symbol “BXR”. The Company is in the business of acquisition, exploration and development of mineral properties.

The head office and principal address of the Company are located at Suite 2607 – 1128 Alberni Street, Vancouver, B.C., V6E 4R6. The Company’s records office and registered address is Suite 700 – 401 West Georgia Street, Vancouver, B.C., V6B 5A1.

Going concern

These consolidated financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. As at October 31, 2022, the Company had a working capital deficit of \$975,464 (October 31, 2021 – \$1,259,207), had not advanced its properties to commercial production, and is not able to finance day to day activities through operations. The Company’s continuation as a going concern is dependent upon the successful results from its mineral property exploration activities and its ability to raise equity capital or borrowings sufficient to meet current and future obligations. These material uncertainties may cast significant doubt about the Company’s ability to continue as a going concern. Management intends to finance operating costs over the next twelve months with proceeds from the exercise of options and warrants, advances from related parties and further private placements.

The consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue operations as a going concern. Such adjustments could be material.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

These consolidated financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and Interpretations issued by the International Financial Reporting Interpretations Committee (“IFRIC”).

These consolidated financial statements were authorized by the audit committee and board of directors of the Company on July 5, 2023.

Basis of presentation

These consolidated financial statements of the Company have been prepared on an accrual basis and are based on historical costs, modified where applicable and are presented in Canadian dollars unless otherwise noted.

BLUE RIVER RESOURCES LTD.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
For the years ended October 31, 2022 and 2021
(Expressed in Canadian Dollars)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

Basis of consolidation

These consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, Blue River Resources Inc., incorporated under the Laws of the State of Wyoming. All material intercompany balances and transactions have been eliminated upon consolidation.

Foreign currency translation

The functional currency of an entity is the currency of the primary economic environment in which the entity operates. The functional currency of the Company and its subsidiary is the Canadian dollar. The functional currency determinations were conducted through an analysis of the consideration factors identified in IAS 21, *The Effects of Changes in Foreign Exchange Rates*.

Transactions in currencies other than Canadian dollars are recorded at exchange rates prevailing on the dates of the transactions. At the end of each reporting period, monetary assets and liabilities denominated in foreign currencies are translated at the period end exchange rate while non-monetary assets and liabilities are translated at historical rates. Revenues and expenses are translated at the exchange rates approximating those in effect on the date of the transactions. Exchange gains and losses arising on translation are included in comprehensive loss.

Use of estimates and judgments

The preparation of financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported revenues and expenses during the period.

Although management uses historical experience and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ from these estimates.

The most significant accounts that require estimates and assumptions as the basis for determining the stated amounts include the recoverability of mineral properties, valuation of share-based compensation, determination of functional currency, and the recoverability and measurement of deferred tax assets and liabilities. Information about assumptions and estimation uncertainties that have a significant risk of resulting in material adjustments are as follows:

Valuation of share-based compensation

The Company uses the Black-Scholes Option Pricing Model for valuation of share-based compensation. Option pricing models require the input of subjective assumptions including expected price volatility, interest rate, and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings and equity reserves.

Income taxes

In assessing the probability of realizing income tax assets, management makes estimates related to expectation of future taxable income, applicable tax opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified.

Critical judgments exercised in apply accounting policies that have the most significant effects on the amounts recognized in the consolidated financial statements are as follows:

Determination of functional currency

The Company determines the functional currency through an analysis of several indicators such as expenses and cash flow, financing activities, retention of operating cash flows, and frequency of transactions with the reporting entity.

BLUE RIVER RESOURCES LTD.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
For the years ended October 31, 2022 and 2021
(Expressed in Canadian Dollars)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

Use of estimates and judgments - continued

Economic recoverability and probability of future economic benefits of exploration and evaluation assets

Management has determined that exploration, evaluation, and related costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including, geologic and other technical information, a history of conversion of mineral deposits with similar characteristics to its own properties to proven and probable mineral reserves, the quality and capacity of existing infrastructure facilities, evaluation of permitting and environmental issues and local support for the project.

Significant influence over another entity

The Company determines whether it can exercise significant influence over another entity through an analysis of several indicators including its percentage of share ownership, representation on the board of directors or equivalent governing body of the investee, participation in the policy-making process and periodic provision of essential technical information such as their financial position and performance.

Equipment

Equipment is recorded at cost less accumulated depreciation, which is calculated on a declining-balance basis as follows:

Office equipment	8%
Furniture and fixtures	20%
Computer hardware	55% / 100%

One-half the normal rate of depreciation is recorded in the year of acquisition.

Exploration and evaluation assets

Pre-exploration costs

Pre-exploration costs are expensed as incurred.

Exploration and evaluation expenditures

Costs directly related to the exploration and evaluation of mineral properties are capitalized once the legal rights to explore the mineral properties are acquired or obtained. When the technical and commercial viability of a mineral resource have been demonstrated and a development decision has been made, the capitalized costs of the related property are transferred to mining assets and depreciated using the units of production method on commencement of commercial production.

If it is determined that capitalized acquisition, exploration and evaluation costs are not recoverable, or the property is abandoned or management has determined an impairment in value, the property is written down to its recoverable amount. Exploration and evaluation assets are reviewed for impairment when facts and circumstances suggest that the carrying amount may exceed its recoverable amount.

BLUE RIVER RESOURCES LTD.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
For the years ended October 31, 2022 and 2021
(Expressed in Canadian Dollars)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

Restoration and environmental obligations

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

The Company's estimates of restoration costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to the related asset with a corresponding entry to the restoration provision. The Company's estimates are reviewed annually for changes in regulatory requirements, discount rates, effects of inflation and changes in estimates.

Changes in the net present value, excluding changes in amount and timing of the Company's estimates of reclamation costs, are charged to profit and loss for the year.

The Company currently has no significant restoration or environmental obligations.

Impairment of long lived assets

The carrying amount of the Company's long lived assets (which include equipment and exploration and evaluation assets) is reviewed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognized in the statement of comprehensive loss.

The recoverable amount of assets is the greater of an asset's fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is only reversed if there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount, however, not to an amount higher than the carrying amount that would have been determined had no impairment loss been recognized in previous years.

Assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment.

Investments in associates (equity accounted investees)

Associates are those entities in which the Company has significant influence, but not control, over the financial and operating policies. Significant influence is presumed to exist when the Company holds between 20% and 50% of the voting power of another entity. In addition, significant influence may be achieved when the Company and other shareholders of the entity are under common control.

Investments in associates are accounted for using the equity method and are recognized initially at cost. The financial statements include the Company's share of the income and expenses and equity movements of associates, after adjustments to align the accounting policies with those of the Company, from the date that significant influence commences until the date that significant influence ceases. When the Company's share of losses exceeds its interest in an associate, the carrying amount of that interest, including any long-term investments, is reduced to nil, and the recognition of further losses is discontinued except to the extent that the Company has an obligation or has made payments on behalf of the associate.

BLUE RIVER RESOURCES LTD.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
For the years ended October 31, 2022 and 2021
(Expressed in Canadian Dollars)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

Share capital

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares, share warrants, options and flow-through shares are classified as equity instruments.

Incremental costs directly attributable to the issue of new shares or options are recognized as a deduction from equity, net of tax.

Valuation of equity units issued in private placements:

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component.

The fair value of the common shares issued in private placements is determined to be the more easily measurable component and are valued at their fair value, as determined by the closing price on the issuance date, the balance, if any, is allocated to the attached warrants. Any fair value attributed to the warrants is recorded to reserves. The Company transfers the value of expired unexercised warrants to share capital from reserves on the date of expiration.

Loss per share

Basic loss per share is computed by dividing net loss available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted loss per share is computed similar to basic loss per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods.

Share-based payments

The Company operates an employee stock option plan. Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The corresponding amount is recorded to the stock option reserve. Share-based payments to non-employees are measured on the date and at the fair value of goods or services received, or fair value of the equity instruments issued, whichever can be more reliably measured. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

The Company transfers the value of forfeited and expired unexercised vested stock options to deficit from reserves on the date of expiration.

Financial instruments

Classification

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

BLUE RIVER RESOURCES LTD.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
For the years ended October 31, 2022 and 2021
(Expressed in Canadian Dollars)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

Financial instruments - continued

Measurement

Financial assets and liabilities at amortized cost

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment. The Company's accounts payable, demand loan, promissory note and due to/from related parties are accounted for at amortized cost.

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statements of loss and comprehensive loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the statements of loss and comprehensive loss in the period in which they arise. The Company's cash is classified as FVTPL.

Debt investments at FVTOCI

These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in Other Comprehensive Income ("OCI"). On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Equity investments at FVTOCI

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

Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the credit risk of the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the statements of loss and comprehensive loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

Derecognition

Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity.

Financial liabilities

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognizes a financial liability when the terms of the liability are modified such that the terms and / or cash flows of the modified instrument are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

Gains and losses on derecognition are generally recognized in profit or loss.

BLUE RIVER RESOURCES LTD.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
For the years ended October 31, 2022 and 2021
(Expressed in Canadian Dollars)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

Income Taxes

Current income tax:

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the country where the Company operates and generates taxable income.

Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred income tax:

Deferred income tax is provided using temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

Flow-through shares:

Resource expenditure deductions for income tax purposes related to exploratory activities funded by flow-through share arrangements are renounced to investors in accordance with income tax legislation. Pursuant to the terms of the flow-through share agreements, these shares transfer the tax deductibility of qualifying resource expenditures to investors. On issuance, the Company bifurcates the proceeds received for flow-through shares into i) a flow-through share premium, equal to the estimated premium, if any, investors pay for the flow-through feature, which is recognized as a liability, and ii) share capital. When the qualifying resource expenditures are renounced the Company derecognizes the liability and recognizes a deferred tax liability for the amount of tax reduction renounced to the shareholders. The premium is recognized as other income and the related deferred tax is recognized as a tax provision.

Accounting pronouncements not yet adopted

Accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's consolidated financial statements.

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NOTE 3 – EXPLORATION AND EVALUATION ASSETS

	Castle Project (Canada)	SWB Mining Claims (Canada)	Total
	\$	\$	\$
Balance, October 31, 2020 and 2021	1	-	1
Acquisition cost	-	15,000	15,000
Exploration cost	-	8,000	8,000
Balance, October 31, 2022	1	23,000	23,001

Title to mineral properties

Title to mineral property interests involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyance history characteristic of many mineral property interests. The Company has investigated title to all of its mineral property interests and to the best of management's knowledge, title to all of its properties are in good standing and free of material defect.

CASTLE PROJECT – British Columbia, Canada

The Castle Project was comprised of four mineral claim groups located in the Similkameen area of British Columbia: RATS Claim, Claimbank Claim, South Castle Claim, and Delorme Claim. Certain of the claims are subject to a net smelter return royalty ("NSR") on any ore production from the property. The Company continues to hold an interest in one claim.

As at October 31, 2017, the Castle Project was carried at a nominal carrying value of \$1 as management did not have further plans to explore the property. Recent exploration activity in the area has renewed interest in the Princeton / Nicola area; as such, management commenced exploration on the project during the year ended October 31, 2018.

During the year ended October 31, 2019, the Company temporarily abandoned the property and recorded an impairment of \$7,220. During the year ended October 31, 2020, the Company recorded a recovery of \$1 relating to re-staking of the property.

SWB MINING CLAIMS - Ontario, Canada

On June 9, 2022, the Company entered into a property option agreement with a vendor to acquire a 100% right, title and interest in and to the Scruffy Lake Property, Wildrice Lake Property, and Bedivere Lake Property (together the "SWB Lithium Project") in Ontario, Canada. To earn its interest in the SWB Lithium Project, the agreement calls for the Company to make the following payments and share issuances to the vendor, and incur the following work commitments:

Date	Cash \$	Number of Shares	Exploration Expenditures \$
On June 10, 2022	(paid) 15,000	-	-
Within 30 days of TSX-V approval ¹	-	750,000	-
On or before June 9, 2023 ²	30,000	1,500,000	75,000
On or before June 9, 2024	45,000	1,500,000	150,000
On or before June 9, 2025	60,000	1,500,000	225,000
On or before June 9, 2026	-	-	300,000
Total	150,000	5,250,000	750,000

¹ The Company has not yet issued these shares as it is still waiting to receive TSX-V approval

² As of the date of approval of these financial statements, the Company has not yet met this commitment and is in negotiations with the Optionor

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NOTE 3 – EXPLORATION AND EVALUATION ASSETS - *continued*

SWB MINING CLAIMS - Ontario, Canada - *continued*

In addition to the payments outlined above, the vendor is entitled to the following:

- In the event the SWB Lithium Project is sold to a third party during the option period, the vendor will pay 10% of the proceeds to the Company;
- In the event the Company outlines a NI43-101 on the SWB Lithium Project that has a value of more than \$250 million, the vendor will be paid cash or issued shares with a value of \$250,000; and
- Upon exercise of the option agreement, the vendor will retain a 2% net smelter return royalty of which the Company has the right to repurchase 1% at any time by way of a one-time payment of \$1,000,000.

NOTE 4 – RECLAMATION BOND

As at October 31, 2022, the Company held a reclamation bond of \$10,000 (October 31, 2021 - \$10,000) in connection with the Castle Project (Note 3).

NOTE 5 – INVESTMENT IN EQUITY ACCOUNTED INVESTEE

In July 2018, the Company entered into an Investment Agreement (the “Agreement”), Global Satellite Integration Ltd. (“GSIL”), a private company incorporated under the laws of British Columbia, whereby the Company would acquire 30% of the voting shares of GSIL through the purchase of 42 units of GSIL for \$50,000 with each unit consisting of 1 Class A common share and 1 Class C common share of GSIL. Under the Agreement, the Company has the right, but not the obligation, to participate in any future financings of GSIL to ensure the Company maintains its 30% ownership.

As at October 31, 2022, the Company had paid GSIL \$50,000 (October 31, 2021 - \$50,000) for 42 (October 31, 2021 – 42) units of GSIL representing 30% of the outstanding voting shares.

During the year ended October 31, 2022, the Company recorded a loss on the equity accounted investee of \$3,761 (2021 – gain of \$5,705) which represented the Company’s portion of GSIL’s gain (loss) for the period; as a result, the carrying value of the investment as at October 31, 2021 was \$39,376 (October 31, 2021 - \$43,137).

The following table is a reconciliation of the investment in GSIL:

	October 31, 2022	October 31, 2021
	\$	\$
Balance, beginning of year	43,137	37,432
Share of gain (loss) of equity investment	(3,761)	5,705
Balance, end of year	39,376	43,137

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NOTE 5 – INVESTMENT IN EQUITY ACCOUNTED INVESTEE – *continued*

Summarized financial information in respect of GSIL is as follows:

	October 31, 2022	October 31, 2021
	\$	\$
Current assets	19,065	11,747
Non-current assets	110,984	110,984
Total assets	130,049	122,731
Current liabilities	65,615	30,497
Non-current liabilities	108,109	114,459
Total liabilities	173,724	144,956
For the years ended October 31,	2022	2021
Net and comprehensive gain (loss)	(12,537)	19,016
Company's share of net and comprehensive gain (loss)	(3,761)	5,705

NOTE 6 – ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	October 31, 2022	October 31, 2021
	\$	\$
Trade payables	297,668	771,040
Accrued liabilities	207,066	49,148
	504,734	820,188

NOTE 7 – DEMAND LOAN PAYABLE

On April 29, 2016, the Company entered into a loan agreement for initial proceeds of \$9,500. The loan bears interest at 24% per annum and has no specific date of repayment.

As at October 31, 2022, the Company owes the lender \$24,342 (October 31, 2021 - \$22,062) which includes \$14,842 (October 31, 2021 - \$12,562) of accrued interest.

NOTE 8 – PROMISSORY NOTE

In May 2015, the Company received a promissory note for \$30,000 which matured on May 21, 2017 and bears interest at 10% per annum, payable on maturity.

As at October 31, 2022, the loan remains outstanding and is now due on demand. The Company owes the lender \$52,356 (October 31, 2021 - \$49,356) which includes \$22,356 (October 31, 2021 - \$19,356) of accrued interest.

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NOTE 9 – SHARE CAPITAL AND RESERVES

Authorized common shares

Unlimited common shares without par value.

Issued shares

During the year ended October 31, 2022:

On October 27, 2022, the Company issued 9,876,560 units and 5,623,860 common shares of the Company at \$0.05 per unit and share to settle total debts of \$775,021. Each unit consists of one common share and one share purchase warrant with each share purchase warrant exercisable into one additional share at a price of \$0.05 per share until October 27, 2027. The fair value of the shares issued was \$310,008 based on the trading price on the date of TSX-V approval of the settlement and the fair value of the share purchase warrants issued was \$147,961 estimated using the Black Scholes Option Pricing Model. As 5,623,860 shares were issued to parties acting in their capacity as shareholders, the gain associated with the issuance of these shares of \$168,716 was included in equity in the Reserve account. This resulted in the Company recognizing a gain on settlement of debt of \$148,336.

During the year ended October 31, 2021:

On September 10, 2021, the Company closed a private placement and issued 43,333,342 units of the Company at \$0.015 per unit for gross proceeds of \$650,000 ("September 2021 Financing"), whereby each unit consists of one common share and one share purchase warrant of the Company. Each warrant will be exercisable into an additional common share at an exercise price of \$0.05 until September 10, 2024.

Share subscriptions receivable

As at October 31, 2022, the Company recorded a share subscription receivable balance of \$nil (October 31, 2021 - \$240,600) in relation to the September 2021 Financing.

Stock options

The Company has an incentive stock option plan in place whereby, the maximum number of shares reserved for issue under the plan shall not exceed 10% of the issued and outstanding common shares of the Company from time to time. The maximum number of common shares reserved for issue to any individual director or officer under the plan cannot exceed 5% of the issued and outstanding number of common shares in any twelve-month period, the maximum number of common shares reserved for issue to all consultants cannot exceed 2% of the issued and outstanding number of common shares in any twelve-month period, and the maximum number of common shares reserved for issue to employees cannot exceed 2% of the issued and outstanding number of common shares in any twelve-month period. The exercise price of each option granted under the plan may not be less than the Discounted Market Price (as that term is defined in the policies of the TSX-V). Options may be granted for a maximum term of ten years from the date of the grant, are non-transferable, and expire within 90 days of termination of employment or holding office as director or officer of the Company and, in the case of death, expire by the earlier of within one year thereafter or the expiry date of the option. Upon death, the options may be exercised by legal representation or designated beneficiaries of the holder of the option.

The Company did not have any stock option transactions during the fiscal year ended October 31, 2022.

A summary of stock option activities are as follows:

	Number of options	Weighted average exercise price
		\$
Balance, October 31, 2020	4,850,000	0.05
Expired	(4,850,000)	0.05
Balance, October 31, 2021 and 2022	-	-

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NOTE 9 – SHARE CAPITAL AND RESERVES - continued

Stock options - continued

On expiry of the options, \$nil (2021 - \$151,532) was transferred from reserves to deficit in accordance with the Company's accounting policy.

Warrants

On October 27, 2022, the Company issued 9,876,560 warrants exercisable until October 27, 2027 with an exercise price of \$0.05 per share as settlement of accounts payable. These warrants were valued at \$147,961 using the Black-Scholes Option Pricing Model with the following assumptions: estimated life of 5 years, risk-free rate of 3.33%, dividend rate of nil, and volatility of 301.17%.

A summary of share purchase warrant activities are as follows:

	Number of warrants	Weighted average exercise price
		\$
Balance, October 31, 2020	-	-
Issued	43,333,342	0.05
Balance, October 31, 2021	43,333,342	0.05
Issued	9,876,560	0.05
Balance, October 31, 2022	53,209,902	0.05

The following table summarizes the warrants outstanding and exercisable at October 31, 2022:

Exercise price	Number outstanding	Expiry date
\$		
0.05	43,333,342	September 10, 2024
0.05	9,876,560	October 27, 2027

The weighted average life of stock options outstanding at October 31, 2022 is 2.44 years.

NOTE 10 – FAIR VALUE OF FINANCIAL INSTRUMENTS

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 or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The fair value of the Company's share subscriptions receivable, accounts payable, due from and to related parties, demand loan payable, and promissory note approximates their carrying values. The Company's other financial instruments, being cash, is measured at fair value using Level 1 inputs.

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NOTE 11 – FINANCIAL RISK AND CAPITAL MANAGEMENT

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

a) Credit risk

Credit risk is the risk of loss associated with a counter party's inability to fulfill its payment obligations. The Company's primary exposure to credit risk is on its cash accounts. Cash accounts are held with major banks in Canada. The Company has deposited its cash with a major bank from which management believes the risk of loss is low.

b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's ability to continue as a going concern is dependent on management's ability to raise the required capital through future equity or debt issuances but there can be no assurance that such financing will be available on a timely basis under terms acceptable to the Company. The Company's approach to managing liquidity is to ensure that it will have sufficient liquidity to meet liabilities when they become due. As at October 31, 2022, the Company had a cash balance of \$3,084 and was required to settle liabilities of \$982,025 which all have maturity dates with 12 months or less. Liquidity risk is assessed as high.

c) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

d) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. There is minimal interest rate risk as the Company's interest bearing debts are not subject to floating interest rates.

e) Foreign currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company and its subsidiary's functional currency is the Canadian dollar. As at October 31, 2022, the Company does not have any significant monetary assets or liabilities in foreign currency. The Company has determined that there is very limited currency risk at this time.

f) Commodity Price risk

The ability of the Company to explore and develop its exploration and evaluation assets and the future profitability of the Company are directly related to the price of copper. The Company monitors copper prices to determine the appropriate course of action to be taken.

NOTE 12 – CAPITAL DISCLOSURE AND MANAGEMENT

The Company considers its cash and share capital as capital. 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 exploration of mineral properties and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

The Company manages the 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 the capital structure, the Company may attempt to issue new shares, issue new debt, acquire or dispose of assets or adjust the amount of cash. There was no change in the Company's approach to capital management during the years ended October 31, 2022 and 2021.

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NOTE 13 – RELATED PARTY TRANSACTIONS

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's executive officers and Board of Director members.

Related party transactions are as follows:

- a) As at October 31, 2022, the Company owes certain officers, directors and related companies \$400,593 (October 31, 2021 - \$685,493) for unpaid management fees and loans advanced to the Company.
- b) As at October 31, 2022, the Company had advanced \$3,000 (October 31, 2021 - \$3,000) to GSIL. (Note 5)
- c) As at October 31, 2022, the Company had advanced \$7,642 (October 31, 2021 - \$1,332) to a company formerly related by common directors. During the year ended October 31, 2022, the amount receivable of \$7,642 was written off to bad debt expense.

Amounts due from and owing by the Company are unsecured, non-interest bearing and have no specified terms of repayment unless otherwise stated. The summary of related party transactions is as follows:

	For the years ended October 31,	
	2022	2021
	\$	\$
Management fees	19,600	60,000
Consulting fees	-	88,500
	19,600	148,500

NOTE 14 – DEFERRED INCOME TAXES

The actual income tax provisions differ from the expected amounts calculated by applying the corporate statutory income tax rates to the Company's loss before income taxes. The components of these differences are as follows:

	2022	2021
	\$	\$
Loss before income taxes	325,130	274,428
Effective statutory rate	27.0%	27.0%
Expected tax recovery	(88,000)	(74,000)
Increase (decrease) resulting from:		
Change in valuation allowance	117,000	165,000
Permanent differences and other	(33,000)	(7,000)
True up of prior year balances	4,000	(84,000)
Income tax recovery	-	-

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NOTE 14 – DEFERRED INCOME TAXES - continued

The Company's tax-effected deferred income tax assets are made up as follows:

	2022	2021
	\$	\$
Deferred income tax assets:		
Non-capital losses carried forward	2,275,000	2,151,000
Financing costs	2,000	3,000
Exploration and evaluation assets	486,000	492,000
Allowable capital losses	38,000	38,000
Others	-	-
	2,801,000	2,684,000
Less valuation allowance	(2,801,000)	(2,684,000)
	-	-

Due to the uncertainty of realization of these loss carry-forwards, the benefit is not reflected in the financial statements as the Company has provided a full valuation allowance for the future tax assets resulting from these items.

The Company has non-capital loss carry forwards of \$8,427,724 which can be applied to reduce future taxable income in Canada expiring as follows:

<u>Year of Expiry</u>	<u>\$</u>
2028	1,192
2029	252,589
2030	500,134
2031	542,333
2032	696,109
2033	952,199
2034	785,109
2035	463,900
2036	1,033,056
2037	962,810
2038	887,379
2039	387,553
2040	207,788
2041	282,734
2042	472,839
	<u>8,427,724</u>