GOLDEN INDEPENDENCE MINING CORP.

CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED NOVEMBER 30, 2022 AND NOVEMBER 30, 2021

(Expressed in Canadian Dollars)

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INDEPENDENT AUDITORS' REPORT

To the Shareholders and Directors of Golden Independence Mining Corp.

Opinion on the financial statements

We have audited the accompanying consolidated financial statements of Golden Independence Mining Corp. (the "Company') which comprise the consolidated statements of financial position as at November 30, 2022 and 2021, and the consolidated statements of comprehensive loss, changes in equity and cash flows for the years ended November 30, 2022 and 2021, and the related notes, including a summary of significant accounting policies and other explanatory information (collectively referred to as the "financial statements").

In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as at November 30, 2022 and 2021, and its financial performance and its cash flows for the years ended November 30, 2022 and 2021 in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditors' 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 audits 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 of the accompanying financial statements, which indicates 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, which comprises the information included in the Management's Discussion and Analysis filed with the relevant Canadian Securities Commissions.

Our opinion on the financial statements does not cover the other information and do not and will not express any form of assurance conclusion thereon. In connection with our audits 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 and remain alert for indicators that the other information appears to be materially misstated.

If, based on the work we have performed on this other information, 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 these financial statements in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board, 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.

Auditors' 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 auditors' 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 auditors' 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 auditors' 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.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

The engagement partner on the audit resulting in this independent auditors' report is Waseem Javed.

Manning Elliott LLP

CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, British Columbia
March 30, 2023

GOLDEN INDEPENDENCE MINING CORP.
CONSOLIDAYED STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian dollars)

		November 30, 2022		November 30, 2021
ASSETS				
CURRENT				
Cash	$	673,366	$	1,376,353
Amounts receivable		19,065		208,488
Prepaid expense		19,149		55,253
		711,580		1,640,094
EXPLORATION AND EVALUATION ASSET (Note 5)		9,768,037		9,422,736
	$	10,479,617	$	11,062,830
LIABILITIES				
CURRENT				
Accounts payable and accrued liabilities (Note 7)	$	117,744	$	131,490
LONG TERM				
Due to America's Gold Exploration Inc. (Note 5)		172,507		-
		290,251		131,490
SHAREHOLDERS' EQUITY				
SHARE CAPITAL (Note 6)		14,770,271		14,594,151
CONTRIBUTED SURPLUS (Note 6)		1,093,567		1,662,162
DEFICIT		(5,674,472)		(5,324,973)
		10,189,366		10,931,340
	$	10,479,617	$	11,062,830

NATURE OF OPERATIONS (Note 1)
SUBSEQUENT EVENTS (Note 13)

Approved and authorized for issue on behalf of the Board on March 30, 2023:

"Jeremy Poirier" Director

"Timothy Henneberry" Director

The accompanying notes are an integral part of these financial statements

GOLDEN INDEPENDENCE MINING CORP.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(Expressed in Canadian dollars)

	Year ended November 30, 2022	Year ended November 30, 2021
EXPENSES		
Advertising and promotion	$ 191,815	$ 1,397,279
Consulting fees	60,000	193,474
Insurance	17,060	16,250
Management fees (Note 7)	241,549	306,000
Office and miscellaneous	4,751	20,427
Professional fees	97,013	222,044
Rent	24,762	22,857
Share-based payments (Note 6)	18,596	384,134
Transfer agent and filing fees	49,443	102,732
Travel and promotion	14,149	26,986
NET OPERATING LOSS	(719,138)	(2,692,183)
OTHER ITEMS		
Gain on sale of shares	-	50,000
Consulting revenue	-	60,000
Foreign exchange gain	39,280	17,460
Legal settlement expense (Note 6)	(256,832)	-
	(217,552)	127,460
NET LOSS AND COMPREHENSIVE LOSS	$ (936,690)	$ (2,564,723)
LOSS PER SHARE (basic and diluted)	$ (0.22)	$ (0.69)
WEIGHTED AVERAGE NUMBER OF COMMON SHARE OUTSTANDING	4,188,218	3,703,697

The accompanying notes are an integral part of these financial statements

GOLDEN INDEPENDENCE MINING CORP.
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(Expressed in Canadian dollars)

	Common Shares				
	Number of Shares	Amount	Contributed Surplus	Deficit	Total
		$	$	$	$
Balance, November 30, 2020	2,219,162	5,816,051	1,217,227	(2,524,018)	4,509,260
Shares issued for cash, net of costs	859,791	3,144,510	75,077	–	3,219,587
Shares issued for mineral property option agreements	334,833	2,360,575	–	–	2,360,575
Shares issued for management bonus	23,333	192,500	–	–	192,500
Shares issued for advisory fee	20,000	90,000	–	–	90,000
Shares issued in exercise of warrants	723,275	2,990,515	(14,276)	–	2,976,239
Share-based payments	–	–	384,134	–	384,134
Spin-out transaction (Note 8)	–	–	–	(236,232)	(236,232)
Net loss for the year	–	–	–	(2,564,723)	(2,564,723)
Balance, November 30, 2021	**4,180,394**	**14,594,151**	**1,662,162**	**(5,324,973)**	**10,931,340**
Balance, November 30, 2021	4,180,394	14,594,151	1,662,162	(5,324,973)	10,931,340
Shares issued for legal settlement (Note 6)	238,000	176,120	–	–	176,120
Stock option issuance	–	–	18,596	–	18,596
Stock option expiration	–	–	(587,191)	587,191	–
Net loss for the year	–	–	–	(936,690)	(936,690)
Balance, November 30, 2022	**4,418,394**	**14,770,271**	**1,093,567**	**(5,674,472)**	**10,189,366**

The accompanying notes are an integral part of these financial statements

GOLDEN INDEPENDENCE MINING CORP.
CONSOLIDATED STATEMENT OF CASH FLOWS
(Expressed in Canadian dollars)

	Year ended November 30, 2022	Year ended November 30, 2021
CASH PROVIDED BY (USED IN):		
OPERATING ACTIVITIES		
Net loss for the year	$ (936,690)	$ (2,564,723)
Items not involving cash:		
Share-based payments	18,596	384,134
Advisory Fee	–	282,500
Issuance of shares for legal settlement	176,120	–
Changes in operating assets and liabilities:		
Amounts receivable	189,423	(164,574)
Accounts payable and accrued liabilities	(13,746)	(270,240)
Due to America's Gold Exploration Inc.	172,507	–
Prepaid expenses	36,104	42,902
Cash used in operating activities	(357,686)	(2,290,001)
INVESTING ACTIVITIES		
Mineral property acquisition and exploration costs	(345,301)	(5,425,070)
Cash used in investing activities	(345,301)	(5,425,070)
FINANCING ACTIVITIES		
Issuance of shares and warrants, net of share issuance costs	–	3,219,587
Exercise of warrants	–	2,976,239
Cash provided by financing activity	–	6,195,826
DECREASE IN CASH	(702,987)	(1,519,245)
CASH, BEGINNING OF YEAR	1,376,353	2,895,598
CASH, END OF YEAR	$ 673,366	$ 1,376,353
SUPPLEMENTAL DISCLOSURES		
Interest paid	$ –	$ –
Income taxes paid	$ –	$ –

The accompanying notes are an integral part of these financial statements

1. NATURE OF OPERATIONS

Golden Independence Mining Corp. (the "Company") was incorporated on May 31, 2017 under the laws of British Columbia. The address of the Company's corporate office and its principal place of business is 503-905 Pender St. W, Vancouver, British Columbia, Canada, V6C 1L6.

On September 8, 2020, the Company's name was changed from 66 Resources Inc. to Golden Independence Mining Corp. and the Company began trading under the stock symbol "IGLD". The Company's CUSIP number for the common shares was also updated on September 8, 2020 to 381083104.

The Company's principal business activities include the acquisition and exploration of mineral property assets. As at November 30, 2022, the Company had not yet determined whether the Company's mineral property asset contains ore reserves that are economically recoverable. The recoverability of amounts shown for exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain the necessary financing to complete the development of and the future profitable production from the property or realizing proceeds from its disposition. The outcome of these matters cannot be predicted at this time.

The Company had a deficit of $5,674,472 as at November 30, 2022, which has been funded by the issuance of equity. The Company's ability to continue its operations and to realize its assets at their carrying values is dependent upon obtaining additional financing and generating revenues sufficient to cover its operating costs. These conditions indicate the existence of a material uncertainty that may cast significant doubt upon the Company's ability to continue as a going concern.

The outbreak of the Coronavirus Disease 2019, or COVID-19, has spread across the globe and is impacting worldwide economic activity. This global pandemic poses the risk that the Company or its clients, employees, contractors, suppliers, and other partners may be unable to conduct regular business activities for an indefinite period of time. At this point, the impact on the Company has been minimal. The Company continues to monitor the situation and is taking all necessary precautions in order to follow rules and best practices as set out by the federal and provincial governments.

These consolidated financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in these consolidated financial statements.

2. SIGNIFICANT ACCOUNTING POLICIES

a) Statement of compliance

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB").

The consolidated financial statements were authorized for issue in accordance with a resolution from the Board of Directors on March 30, 2023.

b) Basis of presentation

The consolidated financial statements have been prepared on the historical cost basis, with the exception of financial instruments which are measured at fair value. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information. The accounting policies set out below have been applied consistently to all years presented in these consolidated financial statements.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

These consolidated financial statements are presented in Canadian dollars, which is the Company's functional currency. The functional currency of Golden Independence Nevada Corp. is the U.S. dollar and the functional currency of Independence Mining LLC is the U.S. dollar. The assets and liabilities of Golden Independence Nevada Corp. and Independence Mining LLC are translated into Canadian dollars at the rate of exchange prevailing at the reporting date and their income and expense items are translated at the spot exchange rate for the period. Exchange differences arising on the translation are recognized in other comprehensive income.

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements.

c) Basis of consolidation

The financial statements include the accounts of the Company and its controlled entities as follows:

Entity	Country of Incorporation	Ownership	Functional Currency
Golden Independence Nevada Corp.	U.S.A.	100%	US Dollar
Independence Mining LLC	U.S.A.	51%	US Dollar

These consolidated financial statements include the financial statements of the Company and its wholly-owned subsidiary, Golden Independence Nevada Corp. Golden Independence Nevada Corp holds a 51% stake of Independence Mining LLC, a Limited Liability Company created on December 9, 2021 between Golden Independence Nevada Corp and America's Gold Exploration Inc.

The consolidated financial statements include the financial statements of subsidiaries subject to control by the Company. Control is achieved when the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of operations and comprehensive loss for the effective date of acquisition or up to the effective date of disposal, as appropriate. All inter-company transactions and balances are eliminated on consolidation. The financial statements of the subsidiaries are prepared using consistent accounting policies and reporting date as of the Company.

d) Financial instruments

Financial Assets

On initial recognition financial assets are classified as measured at:

i. Amortized cost;
ii. Fair value through other comprehensive income ("FVOCI"); and
iii. Fair value through profit and loss ("FVTPL").

Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at FVTPL, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss. Financial assets are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Subsequent measurement of financial assets depends on their classification:

i. Amortized cost
Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost is recognized in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included as finance income using the effective interest rate method.

The Company does not have any assets classified at amortized cost.

ii. FVOCI
Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains and losses, interest revenue, and foreign exchange gains and losses which are recognized in profit or loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized in other gains (losses). Interest income from these financial assets is included as finance income using the effective interest rate method.

The Company does not have any assets classified at FVOCI.

iii. FVTPL
Assets that do not meet the criteria for amortized cost or FVOCI are measured at FVTPL. A gain or loss on an investment that is subsequently measured at FVTPL is recognized in profit or loss and presented net as revenue in the Statement of Loss and Comprehensive Loss in the period in which it arises.

The Company's cash is classified at FVTPL.

Financial Liabilities and Equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement. An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the group entities are recorded at the proceeds received, net of direct issue costs.

Financial liabilities are classified as measured at (i) FVTPL; or (ii) amortized cost.

A financial liability is classified as at FVTPL if it is classified as held-for-trading or is designated as such on initial recognition. Directly attributable transaction costs are recognized in profit or loss as incurred. The amount of change in the fair value that is attributable to changes in the credit risk of the liability is presented in OCI and the remaining amount of the change in the fair value is presented in profit or loss.

The Company does not classify any financial liabilities at FVTPL.

Other non-derivative financial liabilities are initially measured at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these liabilities are measured at amortized cost using the effective interest method.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

The Company classifies accounts payable and amounts due to Americas Gold Exploration Inc. at amortized cost.

A financial liability is derecognized when the contractual obligation under the liability is discharged, cancelled or expires or its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

e) Mineral properties

Once the legal right to explore a property has been acquired, costs directly related to exploration and evaluation expenditures are recognized and capitalized, in addition to the acquisition costs. These direct expenditures include such costs as mineral concession taxes, option payments, wages and salaries, surveying, geological consulting and laboratory, field supplies, travel and administration. Costs not directly attributable to exploration and evaluation activities, including general administrative overhead costs, are expensed in the period in which they are incurred. Exploration and evaluation properties are not amortized during the exploration and evaluation stage. Once the technical feasibility and commercial viability of extracting the mineral resource has been determined, the property is considered to be a mine under development and is classified as 'mines under construction'.

f) Impairment of non-financial assets

Non-financial assets, including mineral properties are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount, which is the higher of value in use and fair value less costs to sell, the asset is written down to its recoverable amount. An impairment loss is charged to consolidated statements of comprehensive loss.

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

The recoverable amount is the higher of the fair value less costs of disposal and the value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows ("cash generating units" or "CGU"s). These are typically the individual properties or projects.

g) Reclamation provisions

The Company recognizes a provision for statutory, contractual, constructive or legal obligations associated with decommissioning of mining operations and reclamation and rehabilitation costs arising when environmental disturbance is caused by the exploration or development of mineral properties, plant and equipment. Provisions for site closure and reclamation are recognized in the period in which the obligation is incurred or acquired, and are measured based on expected future cash flows to settle the obligation, discounted to their present value. The discount rate is a pre-tax rate that reflects current market assessments of the time value of money and risks specific to the liability.

The obligation is accreted over time for the change in its present value, with this accretion charge recognized as a finance expense in profit or loss. Additional environment disturbances or changes in reclamation costs will be recognized as additions to the corresponding assets and reclamation provision in the year in which they occur.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Additional environment disturbances or changes in rehabilitation costs will be recognized as additions to the corresponding assets and rehabilitation liability in the year in which they occur. The Company has no material restoration, reclamation, rehabilitation or environmental obligation as the disturbance to date is minimal.

h) Share-based payments

Share-based payments to employees are measured at 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 contributed surplus. The fair value of options is determined using the Black-Scholes Option Pricing Model. 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.

i) Cash and cash equivalents

Cash and cash equivalents include cash on hand readily convertible into a known amount of cash and can be redeemed at any time without penalties, and amounts held in trust.

j) Share capital

The Company's common shares, and any future offerings of share warrants and options are classified as equity instruments. Incremental costs directly related to the issue of new shares or options are shown in equity as a deduction from the proceeds. For equity offerings of units consisting of a common share and warrant, when both instruments are classified as equity, warrants that are part of units are accounted for using the residual method, following an allocation of the unit price to the fair value of the common shares that were concurrently issued. Warrants that are issued as payment for an agency fee or other transactions costs are accounted for as share-based payments.

k) Income taxes

Income taxes comprise both current and deferred tax. Income tax is recognized in the statement of loss except to the extent that it relates to items recognized in other comprehensive income or directly in equity, in which case the income tax is also recognized in other comprehensive income or directly in equity. Current income taxes are the expected taxes payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to taxes payable in respect of previous years.

The Company accounts for potential future net tax assets which are attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and which are measured using tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be settled. When the future realization of income tax assets does not meet the test of being more likely than not to occur, no net asset is recognized.

l) Loss per share

Basic loss per share is calculated by dividing the net loss for the period available to common shareholders by the weighted average number of shares outstanding during the period. Diluted earnings per share reflect the potential dilution of securities that could share in earnings of an entity.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Basic and diluted loss per share are the same for the periods presented. The Company uses the treasury stock method of calculating fully diluted earnings per share amounts, whereby any proceeds from the exercise of stock options or other dilutive instruments are assumed to be used to purchase common shares at the average market price during the year.

m) Foreign currency

Transactions and balances in currencies other than the Canadian dollar, the currency of the primary economic environment in which the Company operates ("the functional currency"), are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at exchange prevailing on the consolidated statement of financial position date are recognized in the consolidated statement of comprehensive loss.

Transactions in currencies other than the functional currency are recorded at the rates of exchange prevailing on the dates of the transactions. At each financial position reporting date, monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at the date of the statement of financial position. Non-monetary items that are measured in terms of historical cost in a foreign currency are not re-translated.

n) Change in accounting standards

There are no accounting pronouncements with future effective dates that are applicable or are expected to have a material impact on the Company's consolidated financial statements.

3. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of these consolidated financial statements requires management to make certain estimates, judgements and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and reported amounts of expenses during the reporting year. Actual outcomes could differ from these estimates. These consolidated financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the year in which the estimate is revised and future years if the revision affects both current and future years. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

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

Significant accounting estimates

i. the measurement of deferred income tax assets and liabilities; and
ii. the inputs used in accounting for share-based payments.

Significant accounting judgements

i. the determination of categories of financial assets and financial liabilities;
ii. the determination of whether the Company exercises control over an entity
iii. the evaluation of the Company's ability to continue as a going concern; and

(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGMENTS (continued)

iv. the assessment of indicators of impairment of the mineral property and related determination of the net realizable value and write-down of the mineral property where applicable.

4. ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

There are no accounting pronouncements with future effective dates that are applicable or are expected to have a material impact on the Company's consolidated financial statements.

5. EXPLORATION AND EVALUATION ASSET

For the year ended November 30, 2022, the Company incurred the following acquisition and exploration expenditures:

	Champ Property[1]	Independence Property	Fraser Lake Property	Total
Acquisition Costs:				
Balance, November 30, 2020	$ 55,000	$ 1,018,089	$ -	$ 1,073,089
Cash	-	2,271,466	-	2,271,466
Shares issued	-	2,360,575	-	2,360,575
Spin-out of assets (Note 8)	(55,000)	-	-	(55,000)
Balance, November 30, 2021	-	5,650,130	-	5,650,130
Cash	-	-	17,302	17,302
Balance, November 30, 2022	$ -	$ 5,650,130	$ 17,302	$ 5,667,432
Exploration Costs:				
Balance, November 30. 2020	$ 164,947	$ 635,287	$ -	$ 800,234
Drilling and assay	-	1,556,995	-	1,556,995
Technical	16,285	636,040	-	652,325
Licensing	-	449,199	-	449,199
Field work	-	386,408	-	386,408
Legal	-	57,472	-	57,472
Acquisition	-	50,140	-	50,140
Travel	-	1,065	-	1,065
Spin-out of assets (Note 8)	(181,232)	-	-	(181,232)
Balance, November 30, 2021	-	3,772,606	-	3,772,606
Drilling and assay	-	91,823	-	91,823
Technical	-	36,954	-	36,954
Licensing	-	55,910	500	56,410
Field work	-	70,634	4,035	74,669
Legal	-	63,446	-	63,446
Travel	-	4,697	-	4,697
Balance, November 30, 2022	$ -	$ 4,096,070	$ 4,535	$ 4,100,605
Total November 30, 2021	$ -	$ 9,422,736	$ -	$ 9,422,736
Total, November 30, 2022	$ -	$ 9,746,200	$ 21,837	$ 9,768,037

[1] Effective November 12, 2021, the Company transferred its 100% interest in its mining claims representing the Champ Property to Hilo Mining Ltd.

5. EXPLORATION AND EVALUATION ASSET (continued)

Independence Property

Pursuant to an option agreement (the "Option Agreement") dated August 28, 2020, the Company was granted an option to acquire up to a 75% interest in the Independence Gold Project (the "Property") located in Lander County, Nevada. The underlying option agreement dated February 3, 2017 is between Independence Gold and Silver Mines Inc. (the "Owner") and Americas Gold Exploration Inc. ("AGEI").

In accordance with the terms of the Option Agreement, the Company was obligated to meet the following in accordance with the time periods set forth in the Option Agreement, in order to earn a 51% interest in the Project ("Initial Earn-In Option"):

a) Within 30 days of execution of the Option Agreement, issue 33,333 common shares to Americas Gold Exploration, Inc. (issued);
b) Within 30 days of execution of the Option Agreement pay US$50,000 to AGEI (paid);
c) Make cash payments totalling US$4,300,00 to the Owner as per the following schedule:

   i) Cash payment of US$75,000 to the Owner on or before August 31, 2020 (paid) ;
   ii) Cash payment of US$75,000 to the Owner on or before December 15, 2020 (paid);
   iii) Cash payment of US$75,000 to the Owner on or before June 1, 2021(contract amended);
   iv) Cash payment of US$75,000 to the Owner on or before December 15, 2021 (contract amended);
   v) Cash payment of US$4,000,000 to the Owner on or before December 31, 2021 (contract amended);

In the event the Company makes the $4,000,000 cash payment due under 5(c)(v) on or before August 31, 2021, the cash payments set forth under Section 5(c)(iii) and 5(c)(iv) will no longer be required.

d) Incur expenditures of not less than US$3,000,000 as per the following schedule:

   i) Expenditures in the amount of at least US $1,250,000 on or before December 31, 2020, of which $350,000 must be incurred on or before October 31, 2020, subject to award of all necessary Permits and contractor availability (incurred);
   ii) Expenditures in the amount of at least an additional US$1,750,000 on or before December 31, 2021(incurred).

In accordance with the terms of the Option Agreement, upon exercising the Initial Earn-In Option, a joint venture (the "Joint Venture") will be formed. A Joint Venture agreement will be negotiated and entered into by the Company and AGEI as soon as practicable thereafter, and in any event within thirty days of the exercise of the Initial Earn-In Option.

Upon formation of the Joint Venture, the Company will hold a 51% interest and AGEI will hold a 49% interest. For one year from the effective date of the Joint Venture agreement, the Company will be entitled to provide AGEI with notice that it is exercising the option to acquire an additional 24% interest in the Property (the "Bump Up Option"). If AGEI does not reject the option or the Bump Up Option, the Company shall be entitled, for a period of four years from the date of the Bump-Up Option Notice of Intent, to acquire up to an additional 24% in the Joint Venture through the funding of up to US$10,000,000 in expenditures provided, whereby for each US$1,000,000 of expenditures incurred by the Company during the Bump Up Option term, the Company shall be entitled to an additional 2.4% interest in the Joint Venture.

5. EXPLORATION AND EVALUATION ASSET (continued)

Upon the Company earning a 75% share in the Joint Venture, AGEI will be entitled to receive a 2% Net Smelter Returns royalty on the Property. The Company has the right to purchase the first 1% of the royalty for $1,000,000 and the remaining 1% for $1,000,000 at any time during the starting from the date of commencement of commercial production.

On January 25, 2021, the Company amended the terms of the Option Agreement (the “Amending Agreement”). Pursuant to the Amending Agreement, the original requirement to make a US$4,000,000 cash payment on or before December 31, 2021 was revised to require a cash payment of US$1,700,000 and the issuance of 326,667 common shares of the Company to the Owner on or before

January 29, 2021. Upon final payment being made, AGEI will have earned its entitlement to the Property subject to a 2% NSR under the underlying option agreement.

In connection with the Amending Agreement, the Company also agreed to pay a consulting fee of US$50,000 in cash and issued 8,167 common shares.

On January 27, 2021, the Company issued 334,833 common shares of the Company and paid a total of US$1,750,000 pursuant to the Amending Agreement.

On December 13, 2021, upon reaching the $3,000,000 USD qualifying expenditure total, the Company announced the formation of a Joint Venture with “AGEI” to continue the advancement of the Independence Property. The Joint Venture was formed pursuant to the Option Agreement and the Amending Agreement described above. Accordingly, a new entity, Independence Mining LLC was formed (See Note 2c).

Key terms of the Joint Venture include:

(i) The Company has an initial 51% interest in the Joint Venture while AGEI holds an initial 49% interest.
(ii) The Company is the operator and is entitled to a 10% operator fee until a production decision is made on the Independence Property.
(iii) Both the Company and AGEI must contribute to funding further development at the Independence project on a pro-rata basis or have their interest diluted as per the standard formula outlined by the Rocky Mountain Mineral Law Foundation.
(iv) Should either party of the Joint Venture be diluted to a 15% interest that interest will be converted into a 2% NSR on the Independence Property of which half (i.e. 1%) can be repurchased for US$4,000,000.

As the Company has control of Independence Mining LLC, the Company has consolidated the statement of financial position and results of operations of Independence Mining LLC within the Company’s consolidated financial statements. As the activities of Independence Mining LLC consist primarily of exploration activities of the Independence Property, no profit or loss has been recorded to date, and therefore the Company has recognized $Nil in non-controlling interest as at November 30, 2022.

Fraser Lake Property

On March 30, 2022, the Company acquired the Fraser Lake copper project located in the Quesnel Trough of Central British Columbia.

6. SHARE CAPITAL

a) Authorized:

The Company is authorized to issue an unlimited number of common shares without par value.

b) Issued and outstanding:

As at November 30, 2022, there were 4,418,394 common shares issued and outstanding.

On November 1, 2022, the Company completed a consolidation of its issued and outstanding common shares on the bases of fifteen (15) pre-consolidation common shares, options and warrants to one (1) post consolidation common share, option, and warrant (the "Share Consolidation"). The Share Consolidation has been presented throughout the financial statements retroactively and all equity related figures are presented on a post-consolidation basis.

For the year ended November 30, 2022, the Company had the following share capital transactions:

i) The Company settled a litigation commenced in April 2021. Pursuant to the terms of the settlement, the Company paid US$60,000 and issued 238,000 common shares of the Company to Independence Gold-Silver Mines, Inc. As a result of the settlement, the parties have released all claims against each other and have agreed to file to dismiss the claims pending in the Court of the State of Nevada.

For the year ended November 30, 2021, the Company had the following share capital transactions:

ii) The Company issued 723,275 common shares related to the exercise of warrants for gross proceeds of $2,976,239.

iii) The Company issued a management signing bonus of common 23,333 shares to the newly appointed CEO of the Company.

iv) On January 27, 2021, the Company issued 334,833 common shares of the Company pursuant to the Amending Agreement as outlined in Note 5 above.

v) On April 9, 2021, the Company closed a non-brokered private placement for gross proceeds of $2,792,000, resulting in the issuance of 744,533 units at a price of $3.75 per unit. Each unit is comprised of one common share and one-half of one common share purchase warrant. Each warrant entitles the holder to purchase one additional common share of the Company at a price of $6.30 per share for a period of two years. In connection with the private placement, the Company paid cash finders' fees of $59,284 and issued 263,040 finder warrants to eligible finders, with the finder's warrants having the same terms and conditions as the warrants. The fair value of the finder's warrants was calculated to be $75,077 (see Note 6 (d)).

vi) On May 20, 2021, the Company entered into an engagement with Sprott Capital Partners LP ("Sprott") pursuant to which Sprott has agreed to act as financial advisor to the Company. The Company issued 20,000 common shares to Sprott as a work fee. The Company recorded an expense related to the transaction of $90,000 and included this fee on the consolidated statement of comprehensive loss as consulting fees.

vii) On June 9, 2021, the Company closed a non-brokered private placement resulting in the issuance of 115,258 common shares of the Company at a price of $4.35 for gross proceeds of $501,371. In connection with the private placement, the Company paid certain cash finders' fees of $14,500 and issued 3,333 finder warrants. Each finder's warrant is exercisable for one common share of the Company at an exercise price of $4.35 per warrant. The warrants have an expiration date of 18 months from the date of issuance.

(Expressed in Canadian dollars)

6. SHARE CAPITAL (continued)

c) Stock options

During the year ended November 30, 2018, the Company adopted a Stock Option Plan (the "Plan"). Under the Plan, the Company can issue up to 10% of the issued and outstanding common shares as incentive stock options to directors, officers, employees and consultants to the Company. The Plan limits the number of stock options which may be granted to any one individual to not more than 5% of the total issued common shares of the Company in any 12-month period. The Plan also limits the stock options which may be granted to any one individual if the exercise would result in the issuance of common shares more than 2% in any 12-month period.

The number of options granted to any one consultant or a person employed to provide investor relations activities in any 12-month period must not exceed 2% of the total issued common shares of the Company. As well, stock options granted under the Plan may be subject to vesting provisions as determined by the Board of Directors.

During the year ended November 30, 2022, 80,000 options previously outstanding expired or were forfeited resulting in a reduction of the contributed surplus account of $587,191. These options were removed from the Company's stock option registry.

On April 18, 2022, the Company granted 15,667 stock options to certain directors of the Company at an exercise price of $1.50 for a period of five years. These options vest immediately upon issuance. The fair value of these options was calculated to be $18,596 and was recognized as share-based payments on the Company's Consolidated Statements of Comprehensive Loss during the year ended November 30, 2022.

The Company uses the Black-Scholes option pricing model to estimate the fair value for all share-based compensation. The weighted average assumptions used in this pricing model for the options granted on April 18, 2022 was as follows:

	April 18, 2022
Exercise price	1.50
Risk-free dividend rate	2.83%
Expected life of options	5
Dividend rate	0.00%
Annualized volatility	96%

On December 13, 2020, the Company granted 3,333 stock options to certain directors and officers of the Company at an exercise price of $8.25 for a period of five years. One quarter of the options vested immediately upon issuance and the remaining options will vest quarterly over a nine-month period. The fair value of these options was calculated to be $27,097 and was recognized as share-based payments on the Company's Consolidated Statements of Comprehensive Loss over the nine-month vesting period.

On February 17, 2021, the Company granted 23,333 stock options to certain directors, officers and consultants of the Company at an exercise price of $5.25 for a period of five years. One quarter of the options vested immediately upon issuance and the remaining options will vest quarterly over a twelve-month period. The fair value of these options was calculated to be $97,938 and was recognized as share-based payments on the Company's Consolidated Statements of Comprehensive Loss over the nine-month vesting period.

(Expressed in Canadian dollars)

6. SHARE CAPITAL (continued)

The Company uses the Black-Scholes option pricing model to estimate the fair value for all share-based compensation. The weighted average assumptions used in this pricing model during the year ended November 30, 2021 was as follows:

	2021
Exercise price	5.70
Risk-free dividend rate	0.35%
Expected life of options	5
Dividend rate	0.00%
Annualized volatility	218%

A continuity of the options outstanding as at November 30, 2022 is as follows:

	Number	**Weighted average exercise price $**
Balance, November 30, 2020	218,333	6.00
Issued	26,667	
Expired	(55,000)	
Balance, November 30, 2021	190,000	
Issued	15,667	
Forfeited	(18,333)	
Expired	(61,667)	
Balance, November 30, 2022	125,667	4.86

As at November 30, 2022, the following stock options were outstanding and exercisable:

Grant Date	**Expiry Date**		**Exercise Price**	**Number of Options**	**Remaining Life (year)**
October 21, 2020	October 21, 2023	$	7.50	3,333	0.89
July 10, 2020	July 10, 2025		1.20	33,333	2.61
October 14, 2020	October 14, 2025		7.80	53,333	2.87
February 17, 2021	February 17, 2026		5.25	20,000	3.22
April 18, 2022	April 18, 2027		1.50	15,667	4.38
		$	6.60	125,667	

d) Warrants

During the year ended November 30, 2022, 6,667 warrants previously outstanding were cancelled. These warrants were removed from the Company’s warrant registry.

On April 9, 2021, the Company issued 372,267 warrants as part of a non-brokered private placement. Each warrant entitles the holder to purchase one additional common share of the Company at a price of $6.30 per share for a period of two years from the date of issuance.

(Expressed in Canadian dollars)

6. SHARE CAPITAL (continued)

In addition, the Company also issued an aggregate of 17,536 finder warrants to eligible finders, with the finder's warrants having the same terms and conditions as the warrants. The fair value of the finder's warrants was estimated to be $65,077 calculated using the Black-Scholes option pricing model and tie following assumptions:

	April 9, 2021
Share price	$4.35
Risk-free dividend rate	0.26%
Expected life of warrants	2
Dividend rate	0.00%
Annualized volatility	218%

On June 9, 2021, the Company issued an aggregate of 3,333 finder warrants to eligible finders. Each warrant entitles the holder to purchase one additional common share of the Company at a price of $4.35 per share for a period of eighteen months from the date of issuance. The fair value of the finder's warrants was estimated to be $10,000 calculated using the Black-Scholes option pricing model:

	June 9, 2021
Share price	$3.75
Risk-free dividend rate	0.40%
Expected life of warrants	1.5
Dividend rate	0.00%
Annualized volatility	218%

A continuity of the warrants outstanding as at November 30, 2022 is as follows:

	Number	**Weighted average exercise price**
Balance, November 30, 2020	854,451	$ 4.20
Exercised	(723,275)	
Expired	(131,176)	
Issued	394,203	6.30
Balance, November 30, 2021	394,203	6.30
Cancelled	(6,667)	6.30
Balance, November 30, 2022	387,536	$ 6.30

A listing of warrants outstanding as at November 30, 2022 is as follows:

Grant Date	**Expiry Date**	**Exercise Price**	**Number of Warrants**	**Remaining Life (years)**
April 09, 2021	April 09, 2023	$ 6.30	384,203	0.36
June 09, 2021	December 09, 2022	4.35	3,333	0.02
		$ 6.30	387,536	

(Expressed in Canadian dollars)

7. RELATED PARTY BALANCES AND TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

The Company has incurred the following key management personnel cost from related parties:

	Year ended November 30, 2022	**Year ended November 30, 2021**
	$	$
Management fees	241,549	306,000
Share-based payments	18,596	376,633
Geological fees	-	358,471
Total	260,145	1,041,104

Key management includes directors and key officers of the Company, including the President, Chief Executive Officer (“CEO”), Chief Financial Officer (“CFO”) and Chief Operating Officer (“COO”)

As at November 30, 2022 and 2021, the following amounts were payable to parties related to the Company:

As at November 30, 2022, included in the accounts payable of the Company was an amount of $7,350 (2021 - $9,350) due to a Company controlled by the CFO of the Company, $27,250 (2021 - $19,035) due to a Company controlled by the CEO of the Company, $33,500 (2021 - $7,750) due to a Company controlled by the COO of the Company and $Nil (2021 - $Nil) due to a Director of the Company. The amounts are unsecured, non-interest bearing, due on demand and included in accounts payable and accrued liabilities.

8. PLAN OF ARRANGEMENT

During the year ended November 30, 2021, the Company’s Board of Directors approved a reorganization of the Company’s assets pursuant to which the Company would spin off its Champ Property into a newly incorporation subsidiary, Hilo Mining Ltd. (“Hilo”) (the “Arrangement Agreement”).

On November 12, 2021, the Company completed the Arrangement Agreement with Hilo. The Company transferred the Champ Property located in Castlegar, British Columbia to Hilo in exchange for the issuance of 1,499,999 common shares of Hilo (the “Consideration Shares”). In accordance with the Arrangement Agreement, 1,000,000 of the Consideration Shares (the “Spin-Out Shares”) were distributed to the shareholders of the Company on the Effective Date above. Based on the number of shares outstanding on that day, each of the Company’s shareholders received approximately 0.016 of a Spin-Out Share of Hilo for each common share of the Company held. Following November 12, 2021, Hilo became a “reporting issuer” in the provinces of British Columbia, Alberta and Ontario but has yet to achieve a listing on a stock exchange.

As the Arrangement Agreement occurred between companies under common control and the transfer was reflected at carrying value, it was recorded as a capital transaction through equity. The carrying values of the net assets transferred and acquired pursuant the Arrangement Agreement consisted of the following:

(Expressed in Canadian dollars)

8. PLAN OF ARRANGEMENT (continued)

Mineral Property Assets Transferred	
	$
Acquisition costs – Champ Property	55,000
Exploration costs capitalized	181,232
	236,232

During the year ended November 30, 2021, the Company earned $60,000 in consulting fees from Hilo. The Company has also received proceeds of $50,000 through the sale of 500,000 Consideration Shares to a third party at a price of $0.10 per share.

9. MANAGEMENT OF 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 sourcing and exploration of its resource property. The Company does not have any externally imposed capital requirements to which it is subject.

The Company considers the aggregate of its share capital, contributed surplus and deficit as capital. 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 or dispose of assets or adjust the amount of cash.

10. FINANCIAL INSTRUMENTS AND FINANCIAL RISK

International Financial Reporting Standards 7, *Financial Instruments: Disclosures*, establishes a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Fair Value of Financial Instruments

The Company's financial assets include cash and is classified as Level 1. The carrying value of these instruments approximates their fair values due to the relatively short periods of maturity of these instruments.

10. FINANCIAL INSTRUMENTS AND FINANCIAL RISK (continued)

Assets measured at fair value on a recurring basis were presented on the Company's consolidated statements of financial position as at November 30, 2022 are as follows:

	Fair Value Measurements Using			
	Quoted Prices in Active Markets For Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
	$	$	$	$
Cash	673,366	–	–	673,366

Fair value

The fair value of the Company's financial instruments approximates their carrying value as at November 30, 2022 because of the demand nature or short‐term maturity of these instruments.

Financial risk management objectives and policies

The Company's financial instruments include cash, accounts payable and due to America's Gold Exploration Inc. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(i) *Currency risk*

The Company's expenses are denominated in Canadian dollars. The Company's corporate office is based in Canada and current exposure to exchange rate fluctuations is minimal.

The Company does not have any significant foreign currency denominated monetary liabilities. The principal business of the Company is the identification and evaluation of assets or a business and once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval and acceptance by regulatory authorities.

(ii) *Interest rate risk*

The Company is exposed to interest rate risk on the variable rate of interest earned on bank deposits. The fair value interest rate risk on bank deposits is insignificant as the deposits are short‐term.

The Company has not entered into any derivative instruments to manage interest rate fluctuations.

(iii) *Credit risk*

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash. To minimize the credit risk, the Company places these instruments with a high-quality financial institution.

(Expressed in Canadian dollars)

10. FINANCIAL INSTRUMENTS AND FINANCIAL RISK (continued)

(iv) *Liquidity risk*

In the management of liquidity risk of the Company, the Company maintains a balance between continuity of funding and the flexibility through the use of borrowings. Management closely monitors the liquidity position and expects to have adequate sources of funding to finance the Company's projects and operations.

11. INCOME TAXES

The Company has losses carried forward of approximately $4,875,000 (2021 - $3,774,000) available to reduce income taxes in future years, which begins expiring in 2037.

The Company has not recognized any deferred income tax assets. The Company recognizes deferred income tax assets based on the extent to which it is probably that sufficient taxable income will be realized during the carry forward years to utilize all deferred tax assets.

The following table reconciles the amount of income tax recoverable on application of the statutory Canadian federal and provincial income tax rates:

	Year ended November 30, 2022	**Year ended November 30, 2021**
Canadian statutory income tax rate	27%	27%
	$	$
Income tax recovery at statutory rate	(253,000)	(692,000)
Effect of income taxes of:		
Permanent differences and other	(24,000)	86,000
Changes in deferred tax assets not recognized	277,000	606,000
	–	–

The temporary differences that give rise to significant portions of the deferred tax assets not recognized are presented below:

	Year ended November 30, 2022	**Year ended November 30, 2021**
	$	$
Non-capital loss carry forwards	1,316,000	1,019,000
Shares issuance cost	42,000	62,000
Deferred tax assets not recognized	(1,358,000)	(1,081,000)
	–	–

(Expressed in Canadian dollars)

12. NON-CONTROLLING INTEREST

	November 30, 2022	**November 30, 2021**
	$	$
Non-controlling interest in subsidiary – Independence Mining LLC	–	–
Assets and liabilities of subsidiary	$	$
Current assets	–	–
Non-current assets	317,641	–
Current liabilities	–	–
Non-current liabilities	317,641	–
Net assets	–	–
Non-controlling interest (49%)	–	–
Loss for the year	–	–
Non-controlling interest share (49%)	–	–

13. SUBSEQUENT EVENTS

On March 01, 2023, the Company closed a non-brokered private placement (the "Private Placement") consisting of 7,076,353 units ("Units") at a price of $0.31 per Unit for total gross proceeds of $2,193,000. Each Unit consists of one common share and one whole common share purchase warrant Each warrant is exercisable for one additional common share at an exercise price of $0.50 for a period of two years. In connection with the Private Placement, the Company paid an aggregate of $70,401 in finders' fees and issued 236,778 finders' warrants. The finders' warrants have the same term as the warrants.

All securities issued pursuant to the Private Placement are subject to a statutory hold period of four months and one day from the date of issuance.

The Company entered into an agreement with MIC Market Information & Content Publishing GmbH ("MIC") for marketing services to be provided until April 30, 2023 in exchange for total consideration of EUR 300,000.