LAHONTAN GOLD CORP.
600-890 West Pender Street
Vancouver, British Columbia V6C 1J9

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the "**Meeting**") of shareholders of **Lahontan Gold Corp.** (the "**Company**") will be held on **Thursday, June 29, 2023**, at the hour of 1:00 p.m. (Eastern time), at the office of Irwin Lowy LLP at 217 Queen Street West, Suite 401, Toronto, Ontario M5V 0R2 for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company for the year ended December 31, 2022, and the report of the auditors thereon;
2. to pass, with or without variation, an ordinary resolution fixing the number of directors of the Company at five (5);
3. to elect the directors of the Company;
4. to appoint the auditors of the Company and to authorize the directors to fix their remuneration;
5. to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution approving the stock option plan of the Company; and
6. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his, her or its duly executed form of proxy with the Company's transfer agent and registrar, TSX Trust Company, at 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 4H1 not later than 11a.m. (Eastern time) on Tuesday, June 27, 2023 or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned meeting.

Shareholders who are unable to attend the Meeting in person, are requested to date, complete, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting.

The board of directors of the Company has by resolution fixed the close of business on Tuesday, May 23, 2023 as the record date, being the date for the determination of the registered holders of common shares of the Company entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof.

COVID-19 GUIDANCE

In the context of the effort to mitigate potential risk to the health and safety associated with COVID-19, shareholders are being discouraged from attending the Meeting in person. All shareholders are encouraged to vote on the matters before the Meeting by proxy in the manner set out herein and the accompanying management information circular dated May 31, 2023. The Company is offering its shareholders the option to listen to the Meeting via Zoom. Shareholders attending via Zoom will not be able to vote at the Meeting. Please see details on how to listen to the Meeting in the accompanying management information circular.

The accompanying management information circular provides additional detailed information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this notice of annual general and special meeting. Additional information about the Company and its consolidated financial statements are also available on the Company's profile at www.sedar.com.

DATED at Toronto, Ontario this 31st day of May, 2023.

BY ORDER OF THE BOARD

"Kimberly Ann Arntson" (signed)
President, Chief Executive Officer and Director

Lahontan Gold Corp.
600-890 West Pender Street
Vancouver, British Columbia V6C 1J9

MANAGEMENT INFORMATION CIRCULAR
As at May 31, 2023

SOLICITATION OF PROXIES

THIS MANAGEMENT INFORMATION CIRCULAR IS FURNISHED IN CONNECTION WITH THE SOLICITATION BY THE MANAGEMENT OF LAHONTAN GOLD CORP. (the "**Company**") of proxies to be used at the annual general and special meeting of shareholders of the Company to be held on Thursday, June 29, 2023 at Irwin Lowy LLP at 217 Queen Street West, Suite 401, Toronto, Ontario M5V 0R2 at 2:00 PM (Eastern time), and at any adjournment or postponement thereof (the "**Meeting**") for the purposes set out in the accompanying notice of meeting (the "**Notice of Meeting**"). Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally or by telephone, facsimile or other proxy solicitation services. In accordance with National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**"), arrangements have been made with brokerage houses and clearing agencies, custodians, nominees, fiduciaries or other intermediaries to send the Notice of Meeting, this management information circular (the "**Management Information Circular**"), the annual consolidated financial statements of the Company for the financial year ended December 31, 2022 and related management's discussion and analysis and other meeting materials, if applicable (collectively the "**Meeting Materials**") to the beneficial owners of the common shares of the Company (the "**Common Shares**") held of record by such parties. The Company may reimburse such parties for reasonable fees and disbursements incurred by them in doing so. The costs of the solicitation of proxies will be borne by the Company. The Company may also retain, and pay a fee to, one or more professional proxy solicitation firms to solicit proxies from the shareholders of the Company in favour of the matters set forth in the Notice of Meeting.

COVID-19 GUIDANCE

In the context of the effort to mitigate potential risk to the health and safety associated with COVID-19, shareholders are being discouraged from attending the Meeting in person. All shareholders are encouraged to vote on the matters before the Meeting by proxy in the manner set out in the Notice of Meeting and this Management Information Circular. The Company is offering its shareholders the option to listen to the Meeting via Zoom. Shareholders attending via Zoom will not be able to vote at the Meeting. Please see details on how to listen to the Meeting in this Management Information Circular.

In order to listen to the Meeting, shareholders will need to call the applicable number listed below, and enter the meeting ID and password noted below:

To dial using One tap mobile:	**+16694449171,,81611803060#,,,,*543653# US** **Meeting ID:** **816 1180 3060** **Password:** **543653**
To dial by location:	Canada: **+1 647 374 4685** USA: **+1 669 444 9171** To find your local number open the following link: https://us06web.zoom.us/u/kd08kgz76V **Meeting ID:** **816 1180 3060** **Password:** **543653**

In order to access the Meeting through Zoom, shareholders will need to register and download the application onto their computer or smartphone and then once the application is loaded, enter the meeting ID and password below or open the following link:
https://us06web.zoom.us/j/81611803060?pwd=S3E1elpXMHhZd0x2bUJZZkJadG1tdz09

Meeting ID: 816 1180 3060
Password: 543653

Shareholders will have the option through the application to join the video and audio or simply view and listen. It is the shareholders' responsibility to ensure connectivity during the Meeting and the Company encourages its shareholders to allow sufficient time to dial in to the Meeting before it begins. It is strongly recommended that shareholders access the Meeting at least 5 minutes before the Meeting starts. Shareholders participating via Zoom will not be able to vote at the Meeting.

APPOINTMENT AND REVOCATION OF PROXIES

A holder of Common Shares who appears on the records maintained by the Company's registrar and transfer agent as a registered holder of Common Shares (each a "**Registered Shareholder**") may vote in person at the Meeting or may appoint another person to represent such Registered Shareholder as proxy and to vote the Common Shares of such Registered Shareholder at the Meeting. In order to appoint another person as proxy, a Registered Shareholder must complete, execute and deliver the form of proxy accompanying this Management Information Circular, or another proper form of proxy, in the manner specified in the Notice of Meeting.

The purpose of a form of proxy is to designate persons who will vote on the shareholder's behalf in accordance with the instructions given by the shareholder in the form of proxy. The persons named in the enclosed form of proxy are officers or directors of the Company**. A REGISTERED SHAREHOLDER DESIRING TO APPOINT SOME OTHER PERSON, WHO NEED NOT BE A SHAREHOLDER OF THE COMPANY, TO REPRESENT HIM, HER OR IT AT THE MEETING MAY DO SO BY FILLING IN THE NAME OF SUCH PERSON IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY OR BY COMPLETING ANOTHER PROPER FORM OF PROXY.** A Registered Shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must, in all cases, deposit the completed form of proxy with the transfer agent and registrar of the Company, TSX Trust Company, at 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 4H1 (the "**Transfer Agent**") not later than 1:00 PM (Eastern time) on Tuesday, June 27, 2023 or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned Meeting at which the form of proxy is to be used. A form of proxy should be executed by the Registered Shareholder or his or her attorney duly authorized in writing or, if the Registered Shareholder is a corporation, by an officer or attorney thereof duly authorized.

Proxies may be deposited with the Transfer Agent using one of the following methods:

By Mail:	TSX Trust Company 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 4H1
Facsimile:	(416) 595-9593
By Internet:	www.voteproxyonline.com You will need to provide your 12 digit control number (located on the form of proxy accompanying this Circular).

For any questions, please contact the Transfer Agent at tsxtis@tmx.com or by calling (416) 342-1091 or toll free at 1-866-600-5869.

A Registered Shareholder attending the Meeting has the right to vote in person and, if he or she does so, his or her form of proxy is nullified with respect to the matters such person votes upon at the Meeting and any subsequent matters thereafter to be voted upon at the Meeting or any adjournment thereof. Only those Registered Shareholders who attend the Meeting in person will be able to cast a vote at the Meeting. Shareholders who attend the meeting via Zoom, must vote prior to the proxy cut-off time, to ensure their vote is counted at the Meeting.

A Registered Shareholder who has given a form of proxy may revoke the form of proxy at any time prior to using it: (a) by depositing an instrument in writing, including another completed form of proxy, executed by such Registered Shareholder or by his or her attorney authorized in writing or by electronic signature or, if the Registered Shareholder is a corporation, by an authorized officer or attorney thereof at, or by transmitting by telephone or electronic means, a revocation signed, subject to the provisions of the *Business Corporations Act* (British Columbia), to (i) the registered office of the Company, located at 890 West Pender Street, Suite 600, Vancouver, British Columbia V6C 1J9, at any time prior to 5:00 p.m. (Eastern time) on the last business day preceding the day of the Meeting or any adjournment thereof or (ii) with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof; or (b) in any other manner permitted by law.

EXERCISE OF DISCRETION BY PROXIES

The Common Shares represented by proxies in favour of management nominees will be voted or withheld from voting in accordance with the instructions of the Registered Shareholder on any ballot that may be called for and, if a Registered Shareholder specifies a choice with respect to any matter to be acted upon at the meeting, the Common Shares represented by the proxy shall be voted accordingly. Where no choice is specified, the proxy will confer discretionary authority and will be voted for the election of directors, for the appointment of auditors and the authorization of the directors to fix their remuneration and for each item of special business, as stated elsewhere in this Management Information Circular.

The enclosed form of proxy also confers discretionary authority upon the persons named therein to vote with respect to any amendments or variations to the matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting in such manner as such nominee in his judgment may determine. At the time of printing this Management Information Circular, the management of the Company knows of no such amendments, variations or other matters to come before the Meeting.

ADVICE TO NON-REGISTERED SHAREHOLDERS

The information set forth in this section is of significant importance to many shareholders of the Company, as a substantial number of shareholders of the Company do not hold Common Shares in their own name. Only Registered Shareholders or the persons they appoint as their proxies are permitted to attend and vote at the Meeting and only forms of proxy deposited by Registered Shareholders will be recognized and acted upon at the Meeting. Common Shares beneficially owned by a beneficial holder of Common Shares who does not appear on the records maintained by the Company's registrar and transfer agent as a registered holder of Common Shares (each a "**Non-Registered Holder**") are registered either: (i) in the name of an intermediary (an "**Intermediary**") with whom the Non-Registered Holder deals in respect of the Common Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (ii) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc.) (each a "**Clearing Agency**") of which the Intermediary is a participant. Accordingly, such Intermediaries and Clearing Agencies would be the Registered Shareholders and would appear as such on the list maintained by the Transfer Agent. Non-Registered Holders do not appear on the list of the Registered Shareholders maintained by the Transfer Agent.

Distribution of Meeting Materials to Non-Registered Holders

In accordance with the requirements of NI 54-101, the Company has distributed copies of the Meeting Materials to the Clearing Agencies and Intermediaries for onward distribution to Non-Registered Holders as well as directly to NOBOs (as defined below).

Non-Registered Holders fall into two categories - those who object to their identity being known to the issuers of securities which they own ("**OBOs**") and those who do not object to their identity being made known to the issuers of the securities which they own ("**NOBOs**"). Subject to the provisions of NI 54-101, issuers may request and obtain a list of their NOBOs from Intermediaries directly or via their transfer agent and may obtain and use the NOBO list for the distribution of proxy-related materials to such NOBOs. If you are a NOBO and the Company or its agent has sent the Meeting Materials directly to you, your name, address and information about your holdings of Common Shares have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding the Common Shares on your behalf.

The Company's OBOs can expect to be contacted by their Intermediary. The Company does not intend to pay for Intermediaries to deliver the Meeting Materials to OBOs and it is the responsibility of such Intermediaries to ensure delivery of the Meeting Materials to their OBOs.

Voting by Non-Registered Holders

The Common Shares held by Non-Registered Holders can only be voted or withheld from voting at the direction of the Non-Registered Holder. Without specific instructions, Intermediaries or Clearing Agencies are prohibited from voting Common Shares on behalf of Non-Registered Holders. Therefore, each Non-Registered Holder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.

The various Intermediaries have their own mailing procedures and provide their own return instructions to Non-Registered Holders, which should be carefully followed by Non-Registered Holders in order to ensure that their Common Shares are voted at the Meeting.

Non-Registered Holders will receive either a voting instruction form or, less frequently, a form of proxy. The purpose of these forms is to permit Non-Registered Holders to direct the voting of the Common Shares they beneficially own. Non-Registered Holders should follow the procedures set out below, depending on which type of form they receive.

Voting Instruction Form. In most cases, a Non-Registered Holder will receive, as part of the Meeting Materials, a voting instruction form (a "**VIF**"). If the Non-Registered Holder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the Non-Registered Holder's behalf), the VIF must be completed, signed and returned in accordance with the directions on the form.

or,

Form of Proxy. Less frequently, a Non-Registered Holder will receive, as part of the Meeting Materials, a form of proxy that has already been signed by the Intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of Common Shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. If the Non-Registered Holder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the Non-Registered Holder's behalf), the Non-Registered Holder must complete and sign the form of proxy and in accordance with the directions on the form.

Voting by Non-Registered Holders at the Meeting

Although a Non-Registered Holder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of an Intermediary or a Clearing Agency, a Non-Registered Holder may attend the Meeting as proxyholder for the Registered Shareholder who holds Common Shares beneficially owned by such Non-Registered Holder and vote such Common Shares as a proxyholder. A Non-Registered Holder who wishes to attend the Meeting and to vote their Common Shares as proxyholder for the Registered Shareholder who holds Common Shares beneficially owned by such Non-Registered Holder, should (a) if they received a VIF, follow the directions indicated on the VIF; or (b) if they received a form of proxy strike out the names of the persons named in the form of proxy and insert the Non-Registered Holder's or its nominees name in the blank space provided. Non-Registered Holders should carefully follow the instructions of their Intermediaries, including those instructions regarding when and where the VIF or the form of proxy is to be delivered. Non-Registered Holders who attend the Meeting via Zoom, must vote prior to the proxy cut-off time, to ensure their vote is counted at the Meeting.

All references to shareholders in the Meeting Materials are to Registered Shareholders as set forth on the list of registered shareholders of the Company as maintained by the Transfer Agent, unless specifically stated otherwise.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The authorized share capital of the Company consists of an unlimited number of Common Shares without par value and an unlimited number of preferred shares without par value. As of Tuesday, May 23, 2023 (the "**Record Date**"), there were an aggregate of 121,772,901 Common Shares issued and outstanding and no preferred shares issued and outstanding. Each Common Share outstanding on the Record Date carries the right to one vote at the Meeting.

Only Registered Shareholders as of the Record Date are entitled to receive notice of, and to attend and vote at, the Meeting or any adjournment or postponement of the Meeting. On a show of hands, every Registered Shareholder and proxy holder will have one vote and, on a poll, every Registered Shareholder present in person or represented by proxy will have one vote for each Common Share held.

To the knowledge of the Company's directors and executive officers, as of the date hereof, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, Common Shares carrying more than 10% of the voting rights attached to the outstanding Common Shares, other than as forth below:

Name	Number of Common Shares	Percentage of Issued and Outstanding Common Shares
Victoria Gold Corp.(1)	46,626,046	38.28%

Notes:

(1) The above information as to voting securities beneficially owned, controlled or directed, not being within the knowledge of the Company, has been obtained from publicly disclosed information and confirmed by the individual.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED ON

Other than as otherwise disclosed in this Management Information Circular, no director or executive officer of the Company who was a director or executive officer at any time since the beginning of the Company's last financial year, or any associate or affiliates of any such directors or officers, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

PARTICULARS OF MATTERS TO BE ACTED UPON

To the knowledge of the board of directors of the Company (the "**Board**"), the matters to be brought before the Meeting are those matters set forth in the accompanying Notice of Meeting.

1. PRESENTATION OF FINANCIAL STATEMENTS

The audited consolidated financial statements of the Company for the year ended December 31, 2022 and the report of the auditors will be placed before the shareholders at the Meeting. No vote will be taken on the financial statements. The financial statements and additional information concerning the Company are available under the Company's profile at www.sedar.com.

2. ELECTION OF DIRECTORS

The Board is currently comprised of five (5) directors. Shareholders will be asked at the Meeting to approve an ordinary resolution that the number of directors elected be fixed at five (5). The term of office of each of the current directors will end at the conclusion of the Meeting. The directors of the Company determined that five (5) directors will be nominated at the Meeting. The persons named below will be presented for election at the Meeting as management's nominees. Unless the director's office is earlier vacated in accordance with the provisions of the *Business Corporations Act* (British Columbia), each director elected will hold office until the conclusion of the next annual general meeting of the shareholders of the Company, or if no director is then elected, until a successor is elected.

The following table states the names of the persons nominated by management for election as directors, any offices with the Company currently held by them, their principal occupations or employment, the period or periods of service as directors of the Company and the approximate number of voting securities of the Company beneficially owned, directly or indirectly, or over which control or direction is exercised as of the date hereof.

Name, province or state and country of residence and position, if any, held in the Company	Principal Occupation, Business or Employment for the Five Preceding Years	Served as Director of the Company since	Number of Common Shares beneficially owned, directly or indirectly, or controlled or directed at present(1)	Percentage of Voting Shares Owned or Controlled
Kimberly Ann Arntson California, United States of America President, Chief Executive Officer and Director	President and Chief Executive Officer of the Company; President, Chief Executive Officer and Director of Latin America Resource Group Limited (from May 2017 to February 2020), Managing Partner of KA Gold LLC since 2011	April 5, 2022	5,852,500	4.81%
Chris Donaldson(2)(3) British Columbia, Canada Director	Chief Executive Officer and a Director of Outback Goldfields Corp., Chief Executive Officer and Director of Vizsla Copper Corp., Executive Chairman and Director of TinOne Resources Inc., and Director, Corporate Development of Western Copper and Gold	April 5, 2022	20,000	0.02%
John McConnell(2) British Columbia, Canada Chairman and Director	Chief Executive Officer, President and Director of Victoria Gold Corp	April 5, 2022	108,000	0.09%
Bob McKnight British Columbia, Canada Director	Executive Vice President and Chief Financial Officer of NevGold Corp., Director of Geologica Resource Corp., Executive Vice President and Chief Financial Officer of Nevada Copper Corp.	April 5, 2022	Nil	Nil
Josh Serfass(2)(3) Colorado, United States of America Director	Executive Vice President Investor Relations at Integra Resources Corp. and Director of Canterra Minerals Corporation	April 5, 2022	Nil	Nil

Notes:

(1) The information as to voting securities beneficially owned, controlled or directed, not being within the knowledge of the Company, has been furnished by the respective nominees individually.

(2) Member of the Audit Committee.

(3) Member of the Compensation Committee.

PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR FIXING THE NUMBER OF DIRECTORS AT FIVE AND FOR THE ELECTION OF THE ABOVE-NAMED NOMINEES, UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS, HER OR ITS COMMON SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT THEREOF. Management has no reason to believe that any of the nominees will be unable to serve as a director but, **IF A NOMINEE IS FOR ANY REASON UNAVAILABLE TO SERVE AS A DIRECTOR, PROXIES IN FAVOUR OF MANAGEMENT WILL BE VOTED IN FAVOUR OF THE REMAINING NOMINEES AND MAY BE VOTED FOR A SUBSTITUTE NOMINEE UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS, HER OR ITS COMMON SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT OF THE ELECTION OF DIRECTORS.**

Corporate Cease Trade Orders or Bankruptcies

Other than as set forth below, no proposed director, within 10 years before the date of this Management Information Circular, has been a director, chief executive officer or chief financial officer of any company that:

(a) was subject to: (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days (collectively an "**Order**") and that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or

(b) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

None of the proposed directors of the Company, within 10 years before the date of this Management Information Circular, have been a director or executive officer of any company that, while the proposed director was acting in that capacity, or within a year of the proposed director ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Personal Bankruptcies

None of the proposed directors of the Company have, within the 10 years before the date of this Management Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of such person.

Penalties and Sanctions

None of the proposed directors of the Company have been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

3. APPOINTMENT OF AUDITORS

PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED IN FAVOUR OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP, CHARTERED PROFESSIONAL ACCOUNTANTS, AS AUDITORS OF THE COMPANY TO HOLD OFFICE UNTIL THE NEXT ANNUAL MEETING OF SHAREHOLDERS AND THE AUTHORIZATION OF THE DIRECTORS TO FIX THEIR REMUNERATION, UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS, HER OR ITS COMMON SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT THEREOF. PricewaterhouseCoopers LLP, Chartered Professional Accountants, were first appointed as the auditors of the Company on April 5, 2022.

4. APPROVAL OF STOCK OPTION PLAN

The Company has adopted a "rolling" stock option plan (the "**Plan**") for officers, directors, employees and consultants of the Company. The Plan provides for the issue of stock options to acquire up to 10% of the issued and outstanding Common Shares as at the date of grant, subject to standard anti-dilution adjustment. This is a "rolling" stock option plan as the number of Common Shares reserved for issue pursuant to the grant of stock options will increase as the number of issued and outstanding Common Shares increases. At no time will more than 10% of the outstanding Common Shares be subject to grant under the Plan. If a stock option expires, is exercised or otherwise terminates for any reason, the number of Common Shares in respect of that expired, exercised or terminated stock option shall again be available for the purpose of the Plan. The principal features of the Plan are described in more detail below in the section entitled *"Statement of Executive Compensation – Stock Option Plan and other Incentive Plans".*

The Plan was last approved and confirmed by the shareholders of the Company by way of a unanimous written consent resolution on April 4, 2022.

The Plan is a "rolling" stock option plan and under Policy 4.4 of the TSX Venture Exchange (the "**TSXV**"), a listed company on the TSXV is required to obtain the approval of its shareholders for a "rolling" stock option plan at each annual meeting of shareholders. Accordingly, shareholders will be asked to approve the following resolution:

"**BE IT RESOLVED THAT:**

1. the stock option plan of the Company as described in the management information circular dated May 31, 2023, be and it is hereby confirmed and approved."

In accordance with the policies of the TSXV, the Plan must be approved by the majority of votes cast at the Meeting on the resolution.

PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE APPROVAL OF THE PLAN RESOLUTION UNLESS A SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS, HER OR ITS COMMON SHARES ARE TO BE VOTED AGAINST SUCH RESOLUTION.

STATEMENT OF EXECUTIVE COMPENSATION

Under applicable securities legislation, the Company is required to disclose certain financial and other information relating to the compensation of the Chief Executive Officer, the Chief Financial Officer and the most highly compensated executive officer of the Company as at December 31, 2022 whose total compensation was more than $150,000 for the financial year of the Company ended December 31, 2022 (collectively the "**Named Executive Officers**") and for the directors of the Company.

Summary Compensation Table

The following table provides a summary of compensation paid, directly or indirectly, for each of the two most recently completed financial years to the Named Executive Officers and the directors of the Company. Amounts are expressed in Canadian dollars.

TABLE OF COMPENSATION EXCLUDING COMPENSATION SECURITIES[1][2]							
Name and position	**Year**	**Salary, consulting fee, retainer or commission ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of perquisites ($)**	**Value of all other compensation ($)**	**Total compensation ($)**
Kimberly Ann Arntson President, Chief Executive Officer and Director	2022 2021	312,091 292,487	Nil Nil	Nil Nil	Nil Nil	38,099 35,706	350,190 328,193
Chris Donaldson Director	2022 2021	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Brian Maher Vice President, Exploration	2022 2021	117,034 93,840	Nil Nil	Nil Nil	Nil Nil	Nil Nil	117,034 93,840
John McConnell Chairman and Director	2022 2021	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Bob McKnight Director	2022 2021	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
John McNeice Chief Financial Officer	2022 2021	76,451 82,251	Nil Nil	Nil Nil	Nil Nil	Nil Nil	76,451 82,251
Josh Serfass Director	2022 2021	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil

Notes:

(1) This table does not include any amount paid as reimbursement for expenses. This table includes compensation received by the Named Executive Officers as directors of the Company.

(2) Amounts transacted in US dollars were translated to Canadian dollars using an average exchange rate of $0.7690 for 2022 and $0.8205 for 2021.

Stock Options and Other Compensation Securities

The following table provides a summary of all compensation securities granted or issued to each Named Executive Officer and to each director of the Company during the most recently completed financial year of the Company for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries:

COMPENSATION SECURITIES							
Name and position	**Type of compensation security**[(2)]	**Number of compensation securities, number of underlying securities, and % of class**[(1)]	**Date of issue or grant**[(4)]	**Issue, conversion or exercise price ($)**	**Closing price of security or underlying security on date of grant ($)**	**Closing price of security or underlying security at year end ($)**	**Expiry date**
Kimberly Ann Arntson Director, Chief Executive Officer and President	Stock options[(3)]	1,000,000 exercisable for 1,000,000 Common Shares representing 1.06% of the outstanding number of Common Shares	April 5, 2022	0.30	N/A	0.06	October 22, 2025
		500,000 exercisable for 500,000 Common Shares representing 0.53% of the outstanding number of Common Shares	April 8, 2022	0.45	N/A	0.06	April 8, 2027
Chris Donaldson Director	Stock options[(3)]	500,000 exercisable for 500,000 Common Shares representing 0.53% of the outstanding number of Common Shares	April 8, 2022	0.45	N/A	0.06	April 8, 2027
Brian Maher VP Exploration	Stock options[(3)]	1,000,000 exercisable for 1,000,000 Common Shares representing 1.06% of the outstanding number of Common Shares	April 5, 2022	0.30	N/A	0.06	October 22, 2025
		400,000 exercisable for 400,000 Common Shares representing 0.43% of the outstanding number of Common Shares	April 8, 2022	0.45	N/A	0.06	April 8, 2027
John McConnell Director	Stock options[(3)]	1,000,000 exercisable for 1,000,000 Common Shares representing 0.87% of the outstanding number of Common Shares	April 5, 2022	0.30	N/A	0.06	October 22, 2025
		400,000 exercisable for 400,000 Common Shares representing 0.43% of the outstanding number of Common Shares	April 8, 2022	0.45	N/A	0.06	April 8, 2027
Bob McKnight Director	Stock options[(3)]	500,000 exercisable for 500,000 Common Shares representing 0.53% of the outstanding number of Common Shares	April 8, 2022	0.45	N/A	0.06	April 8, 2027

COMPENSATION SECURITIES							
Name and position	**Type of compensation security(2)**	**Number of compensation securities, number of underlying securities, and % of class(1)**	**Date of issue or grant(4)**	**Issue, conversion or exercise price ($)**	**Closing price of security or underlying security on date of grant ($)**	**Closing price of security or underlying security at year end ($)**	**Expiry date**
John McNeice Chief Financial Officer	Stock options(3)	500,000 exercisable for 500,000 Common Shares representing 0.53% of the outstanding number of Common Shares	April 5, 2022	0.30	N/A	0.06	October 22, 2025
		250,000 exercisable for 250,000 Common Shares representing 0.27% of the outstanding number of Common Shares	April 8, 2022	0.45	N/A	0.06	April 8, 2027
Josh Serfass Director	Stock options(3)	500,000 exercisable for 500,000 Common Shares representing 0.53% of the outstanding number of Common Shares	April 8, 2022	0.45	N/A	0.06	April 8, 2027

Notes:

(1) Calculated on a partially diluted basis as at December 31, 2022.

(2) The options vest immediately.

(3) The fair value of each stock option at the date of grant was estimated using the Black-Scholes option pricing model to be consistent with the audited consolidated financial statements and included the following assumptions: share price ranging from $0.30 to $0.36, dividend yield of 0%, expected volatility ranging from 112% to 117%, risk-free interest rate ranging from 0.32% to 2.5%, and an expected life of 5 years.

(4) The options issued on April 5, 2022 were originally granted to officers, directors and consultants of the Company on October 22, 2020 and were exchanged upon completion of the reverse takeover of 1246765 B.C. Ltd.

No compensation securities were exercised by any Named Executive Officer or any director of the Company during the most recently completed financial year of the Company ended December 31, 2022.

Stock Option Plan and other Incentive Plans

The Company has no equity compensation plans other than the Stock Option Plan.

Employment, Consulting and Management Agreements

In the financial year ended December 31, 2022, the Company had in place the following employment, consulting and management agreements with its Named Executive officers and directors:

Kimberly Ann Arntson – Chief Executive Officer, President and Director. The Company entered into a consulting agreement with Ms. Arntson on September 15, 2020 (the "**Arntson Consulting Agreement**"). Under the terms of the Arntson Consulting Agreement, Ms. Arntson is paid annual fees of US$240,000, payable in monthly instalments of US$20,000. In addition, Ms. Arntson is eligible to: (i) participate in all benefits programs offered by the Company; (ii) receive discretionary bonuses; and (iii) participate in the Stock Option Plan. The agreement includes a termination clause that provides for a termination payout equal to: (i) the sum of the annual fees; plus (ii) two times the average bonus paid to Ms. Arntson in the preceding three calendar years. In the event of a change of control, the Arntson Consulting Agreement provides for a payment equal to two times: (i) the sum of the annual fees; plus (ii) the average bonus paid to Ms. Arntson in the preceding three calendar years. The Arntson Consulting Agreement also includes confidentiality obligations during the length of the contract period and following termination or resignation from the Company.

Brian Maher – Vice President, Exploration. The Company entered into a consulting agreement with Mr. Maher on March 1, 2023 (the "**Maher Consulting Agreement**"). Under the terms of the Maher Consulting Agreement, Mr. Maher is paid annual fees of US$210,000, payable in monthly instalments of US$17,500. In addition, Mr. Maher is eligible to: (i) participate in all benefits programs offered by the Company; (ii) receive discretionary bonuses; and (iii) participate in the Stock Option Plan. The Maher Consulting Agreement includes a termination clause that provides for a termination payout equal to: (i) the sum of the annual fees; plus (ii) two times the average bonus paid to Mr. Maher in the preceding three calendar years. In the event of a change of control, the Maher Consulting Agreement provides for a payment equal to: (i) the sum of the annual fees; plus (ii) the average bonus paid to Mr. Maher in the preceding three calendar years. The Maher Consulting Agreement also includes confidentiality obligations during the length of the contract period and following termination or resignation from the Company. Prior to the Maher Consulting Agreement, Mr. Maher received annual fees of US$90,0000, paid in monthly instalments.

John McNeice – Chief Financial Officer. Mr. McNeice provides his services to the Company through his holding company 6905498 Canada Inc. ("**690**") in accordance with the terms of an independent contractor agreement entered into on October 21, 2020 (the "**690 Agreement**"). Under the terms of the 690 Agreement, 690 is paid an hourly fee of $145 (plus HST) for the services of Mr. McNeice. In addition, Mr. McNeice is eligible to participate in the Stock Option Plan. The 690 Agreement includes a termination clause that requires 90 days written notice or if such written notice is less than 90 days, the 690 Agreement provides for a payment for the balance of the 90-day period based on the average monthly compensation for the previous 6 months preceding the effective date of termination. In the event of a change of control, the 690 Agreement provides for a lump sum payment equal to 12 months compensation (with a month's compensation being the average monthly compensation of the 6 months preceding the effective date of termination). The 690 Agreement also includes confidentiality obligations during the length of the contract period and following termination or resignation from the Company.

Oversight and Description of Director and Named Executive Officer Compensation

Compensation of Directors

The Company has established a compensation committee (the "**Compensation Committee**") of the Board and it consists of Chris Donaldson and Josh Serfass, both of whom are independent. The Compensation Committee, on behalf of the Board, monitors compensation of the executive officers of the Company. The Compensation Committee is responsible for the development and supervision of the Company's approach to compensation for directors, officers and senior management as well as bonuses and any increases in compensation to employees or staff that would have a material impact on the Company's expenses.

The Compensation Committee, at the recommendation of the management of the Company, determines the compensation payable to the directors of the Company and reviews such compensation periodically throughout the year. No cash fees have been paid to directors of the Company to date. Each director of the Company may, from time to time, be awarded stock options under the provisions of the Stock Option Plan. There are no other arrangements under which the directors of the Company were compensated by the Company or its subsidiaries during the two most recently completed financial years for their services in their capacity as directors of the Company.

Compensation of Named Executive Officers

<u>Principles of Executive Compensation</u>

The Company believes in linking an individual's compensation to his or her performance and contribution as well as to the performance of the Company as a whole. The primary components of the Company's executive compensation are base salary and option-based awards. The Board believes that the mix between base salary and incentives must be reviewed and tailored to each executive based on their role within the organization as well as their own personal circumstances. The overall goal is to successfully link compensation to the interests of the shareholders. The following principles form the basis of the Company's executive compensation program:

1. align interest of executives and shareholders;

2. attract and motivate executives who are instrumental to the success of the Company and the enhancement of shareholder value;

3. pay for performance;

4. ensure compensation methods have the effect of retaining those executives whose performance has enhanced the Company's long term value; and

5. connect, if possible, the Company's employees into principles 1 through 4 above.

The Board is responsible for the Company's compensation policies and practices. The Board has the responsibility to review and make recommendations concerning the compensation of the directors of the Company and the Named Executive Officers. The Board also has the responsibility to make recommendations concerning annual bonuses and grants to eligible persons under the Stock Option Plan. The Board also reviews and approves the hiring of executive officers.

Base Salary

Base salary compensates executives for fulfilling their roles and responsibilities within the organization and aims to retain such executives. The Board determines the amount of base salaries for each of the Named Executive Officers, taking into consideration the recommendation of the Chief Executive Officer, the individual's performance and contributions to the success of the Company, competitive industry pay practices for comparable positions and internal equities among positions. No specific weightings are assigned to each factor, but rather, a subjective determination is made based on a general assessment of the performance of the individual relative to such factors.

Annual Incentives

The Named Executive Officers have an opportunity to earn annual incentive compensation payable as a cash bonus. The annual incentive compensation is intended to link pay to annual performance that will drive shareholder value. Award opportunities vary based on the individual's position and contributions to the performance of the Company. Annual incentive compensation is tied to corporate and individual performance. The determination of corporate and personal performance and final bonus payouts is based on a subjective assessment of such performance and requires considerable discretion.

Compensation and Measurements of Performance

It is the intention of the Board to approve targeted amounts of annual incentives for each Named Executive Officer at the beginning of each financial year. The targeted amounts will be determined by the Board based on a number of factors, including comparable compensation of similar companies.

Achieving predetermined individual and/or corporate targets and objectives, as well as general performance in day to day corporate activities, will trigger the award of a bonus payment to the Named Executive Officers. The Named Executive Officers will receive a partial or full incentive payment depending on the number of the predetermined targets met and the Board's assessment of overall performance. The determination as to whether a target has been met is ultimately made by the Board and the Board reserves the right to make positive or negative adjustments to any bonus payment if they consider them to be appropriate.

Long Term Compensation

The Company currently has no long-term incentive plans, other than stock options granted from time to time by the Board under the provisions of the Plan.

Pension Disclosure

There are no pension plan benefits in place for the Named Executive Officers or the directors of the Company.

Termination and Change of Control Benefits

The Company does not have in place any pension or retirement plan. The Company has not provided compensation, monetary or otherwise, during the preceding fiscal year, to any person who now acts or has previously acted as a Named Executive Officer or director of the Company in connection with or related to the retirement, termination or resignation of such person. The Company has not provided any compensation to such persons as a result of a change of control of the Company, its subsidiaries or affiliates. The Company is not party to any compensation plan or arrangement with a Named Executive Officer or a director of the Company resulting from the resignation, retirement or the termination of employment of such person.

SECURITIES AUTHORIZED FOR ISSUE UNDER EQUITY COMPENSATION PLANS

The following table sets forth information with respect to all compensation plans of the Company under which equity securities are authorized for issue as of December 31, 2022:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (#)	Weighted-average exercise price of outstanding options, warrants and rights ($)	Number of securities remaining available for future issue under equity compensation plans (#)
Equity compensation plans[(1)] approved by securityholders	9,250,000	0.36	96,050
Equity compensation plans not approved by securityholders	n/a	n/a	n/a
Total	**9,250,000**	**0.36**	**96,050**

Notes:

(1) The Board adopted the Stock Option Plan on April 5, 2023. At the Meeting, management proposes that shareholders approve the Stock Option Plan as described under the section entitled "Particulars of Matters to be Acted Upon – Approval of Omnibus Long Term Incentive Plan".

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as otherwise disclosed in this Management Information Circular, no director, executive officer or principal shareholder of the Company, or associate or affiliate of any of the foregoing, has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year end or in any proposed transaction that has materially affected or will materially affect the Company.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director or officer of the Company or person who acted in such capacity in the last financial year of the Company, or any other individual who at any time during the most recently completed financial year of the Company was a director of the Company or any associate of the Company, is indebted to the Company, nor is any indebtedness of any such person to another entity the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company.

AUDIT COMMITTEE INFORMATION REQUIRED IN THE INFORMATION CIRCULAR OF A VENTURE ISSUER

National Instrument 52-110 – *Audit Committees* ("**NI 52-110**") requires that certain information regarding the Audit Committee of a "venture issuer" (as that term is defined in NI 52-110) be included in the management information circular sent to shareholders in connection with the issuer's annual general meeting of the shareholders of the Company. The Company is a "venture issuer" for the purposes of NI 52-110.

Audit Committee Charter

The full text of the charter of the Company's Audit Committee is attached hereto as Appendix "A" (the "**Audit Committee Charter**").

Composition of the Audit Committee

The Audit Committee members are currently Chris Donaldson (Chair), John McConnell and Josh Serfass, each of whom is a director and financially literate. Each of the members of the Audit Committee is independent in accordance with NI 52-110.

Relevant Education and Experience

The following is a description of the education and experience of each member of the Audit Committee that is relevant to the performance of his responsibilities as an Audit Committee member and, in particular, any education or experience that would provide the member with:

1. an understanding of the accounting principles used by the Company to prepare its consolidated financial statements;

2. the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves;

3. experience preparing, auditing, analyzing or evaluating consolidated financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's consolidated financial statements, or experience actively supervising one or more persons engaged in such activities; and

4. an understanding of internal controls and procedures for financial reporting.

Chris Donaldson, Director – Mr. Donaldson is an experienced executive with a 25-year track record of raising funds and building out new investment channels for both public and private companies. He is the Chief Executive Officer and Director of Outback Goldfields (TSX.V: OZ) that recently acquired a package of projects located around the Fosterville Gold Mine in Australia. He is also President, Chief Executive Officer and Director of Vizsla Copper Corp. (TSX.V: VCU) and Executive Chairman of TinOne Resources Inc. (TSX.V: TORC). From 2013 to 2020, Mr. Donaldson held the dual role of Director, Corporate Development with Western Copper and Gold (NYSE American and TSX listed) as well as Director, Corporate Development and Community with Casino Mining Corporation. Mr. Donaldson holds a Bachelor of Arts in Economics from the University of Western Ontario.

John McConnell, Chairman and Director – Mr. McConnell has forty years plus of mining experience, mostly in Canada's northern territories. Mr. McConnell is currently the President, CEO and a Director of Victoria Gold Corp. Mr. McConnel was previously President & CEO of Western Keltic Mines until it was acquired by Sherwood Copper; VP, NWT Projects for De Beers Canada primarily responsible for permitting and development of the Snap Lake Diamond Mine; with Breakwater Resources Ltd. in operations at the Nanisivik Zinc and Lead Mine on Baffin Island; and with Strathcona Mineral Services Ltd. Mr. McConnell is a graduate of the Colorado School of Mines, with a B.Sc. in Mining Engineering.

Josh Serfass, Director – Mr. Serfass is the Executive Vice President Investor Relations at Integra Resources Corp. and a Director of Canterra Minerals Corporation. Previously, he was the Manager of Corporate Communications at Integra Gold Corp. Mr. Serfass was a key member of the team at Integra Gold that grew, developed, and sold the past producing Lamaque Mine in Val-d'Or, Québec to Eldorado Gold for $600 million in 2017. Committed to thinking differently about mining, Mr. Serfass worked with the team at Integra Gold to host the 2016 Integra Gold Rush Challenge and the 2017 #DisruptMining Challenge, initiatives that encouraged innovation and technology disruption in the mining industry. Mr. Serfass is passionate about attracting millennials to the mining sector, as potential employees, investors or informed voters and is a frequent speaker at industry gatherings. Prior to Integra Gold, he worked at Citibank as a marketing manager and as a supply-chain/operations analyst at Liz Claiborne and L. Knife and Sons.

Audit Committee Oversight

Since the commencement of the Company's most recently completed financial year, there has not been a recommendation of the Audit Committee to nominate or compensate an external auditor which was not adopted by the Board.

Reliance on Exemptions in NI 52-110

Since the commencement of the Company's most recently completed financial year, the Company has not relied on:

1. the exemption in section 2.4 (*De Minimis Non-audit Services*) of NI 52-110 (which exempts all non-audit services provided by the Company's auditor from the requirement to be pre-approved by the Audit Committee if such services are less than 5% of the auditor's annual fees charged to the Company, are not recognized as non-audit services at the time of the engagement of the auditor to perform them and are subsequently approved by the Audit Committee prior to the completion of that year's audit);

2. the exemption in subsection 6.1.1(4) (*Circumstance Affecting the Business or Operations of the Venture Issuer*) of NI 52-110 (an exemption from the requirement that a majority of the members of the Audit Committee must not be executive officers, employees or control persons of the Company or of an affiliate of the Company if a circumstance arises that affects the business or operations of the Company and a reasonable person would conclude that the circumstance can be best addressed by a member of the Audit Committee becoming an executive officer or employee of the Company);

3. the exemption in subsection 6.1.1(5) (*Events Outside Control of Member*) (an exemption from the requirement that a majority of the members of the Audit Committee must not be executive officers, employees or control persons of the Company or of an affiliate of the Company if an Audit Committee member becomes a control person of the Company or of an affiliate of the Company for reasons outside the member's reasonable control);

4. the exemption in subsection 6.1.1(6) (*Death, Incapacity or Resignation*) (an exemption from the requirement that a majority of the members of the Audit Committee must not be executive officers, employees or control persons of the Company or of an affiliate of the Company if a vacancy on the Audit Committee arises as a result of the death, incapacity or resignation of an Audit Committee member and the Board was required to fill the vacancy); or

5. an exemption from the requirements of NI 52-110, in whole or in part, granted by a securities regulator under Part 8 (*Exemptions*) of NI 52-110.

The Company is a "venture issuer" for the purposes of NI 52-110. Accordingly, the Company is relying upon the exemption in section 6.1 of NI 52-110 providing that the Company is exempt from the application of Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in the Audit Committee Charter.

Audit Fees

The following table provides details in respect of audit, audit related, tax and other fees billed by the external auditor of the Company for professional services rendered to the Company during the fiscal years ended December 31, 2022 and December 31, 2021:

	Audit Fees ($)	Audit-Related Fees ($)	Tax Fees ($)	All Other Fees ($)
Year ended December 31, 2022	39,950	Nil	Nil	Nil
Year ended December 31, 2021	35,000	22,500	Nil	Nil

Audit Fees – aggregate fees billed for professional services rendered by the auditor for the audit of the Company's annual consolidated financial statements as well as services provided in connection with statutory and regulatory filings.

Audit-Related Fees – aggregate fees billed for professional services rendered by the auditor and were comprised primarily of audit procedures performed related to the review of quarterly consolidated financial statements and related documents.

Tax Fees – aggregate fees billed for tax compliance, tax advice and tax planning professional services. These services included reviewing tax returns and assisting in responses to government tax authorities.

All Other Fees – aggregate fees billed for professional services which included accounting advice.

REPORT ON CORPORATE GOVERNANCE

The Company believes that adopting and maintaining appropriate governance practices is fundamental to a well-run company, to the execution of its chosen strategies and to its successful business and financial performance. National Instrument 58-101 – *Disclosure of Corporate Governance Practices* and National Policy 58-201 – *Corporate Governance Guidelines* (collectively the "**Governance Guidelines**") of the Canadian Securities Administrators set out a list of non-binding corporate governance guidelines that issuers are encouraged to follow in developing their own corporate governance guidelines. In certain cases, the Company's practices comply with the guidelines, however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore these guidelines have not been adopted. The Company will continue to review and implement corporate governance guidelines as the business of the Company progresses and becomes more active in operations.

The following disclosure is required by the Governance Guidelines and describes the Company's approach to governance and outlines the various procedures, policies and practices that the Company and the Board have implemented.

Board of Directors

The Board is currently composed of five (5) directors. Form 58-101F2 – *Corporate Governance Disclosure (Venture Issuers)* ("**Form 58-101F2**") requires disclosure regarding how the Board facilitates its exercise of independent supervision over management of the Company by providing the identity of directors who are independent and the identity of directors who are not independent and the basis for that determination. NI 52-110 provides that a director is independent if he or she has no direct or indirect "material relationship" with the company. "Material relationship" is defined as a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director's independent judgment. In addition, under NI 52-110, an individual who is, or has been within the last three years, an employee or executive officer of an issuer, is deemed to have a "material relationship" with the issuer. Accordingly, of the proposed nominees, Kimberly Ann Arntson, the President and Chief Executive Officer of the Company is considered not to be "independent". The remaining four proposed directors are considered by the Board to be "independent" within the meaning of NI 52-110. In assessing Form 58-101F2 and making the foregoing determinations, the Board has examined the circumstances of each director in relation to a number of factors.

Directorships

The following table sets forth the directors of the Company who currently hold directorships with other reporting issuers:

Name of Director	Reporting Issuers
Kimberly Ann Arntson	C3 Metals Inc.
Chris Donaldson	Outback Goldfields Corp., Vizsla Copper Corp., TinOne Resources Inc.
John McConnell	Victoria Gold Corp.
Josh Serfass	Canterra Minerals Corporation

Orientation and Continuing Education

The Company has not developed an orientation program for new directors. In order to provide continuing education to directors, the Board has instructed the Corporate Secretary of the Company to supply the directors with updates from time to time, with respect to new legal and regulatory developments which may be of interest to the Board.

Ethical Business Conduct

The Board monitors the ethical business conduct of the Company. The Board believes that the fiduciary duties placed on individual directors by its governing corporate legislation and the common law, as well as the restrictions placed by applicable corporate legislation on the individual director's participation in decisions of the Board in which the director has an interest, are currently sufficient to promote a culture of ethical business conduct.

In addition, as some of the Company's directors also serve as directors and officers of other companies engaged in similar business activities, the Board must comply with the conflict of interest provisions of the *Business Corporations Act* (British Columbia), as well as the relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest. Any interested director would be required to declare the nature and extent of his interest and would not be entitled to vote at meetings of directors which evoke any such conflict.

Nomination of Directors

Responsibility for identifying new candidates to join the Board belongs to the Board as a whole. The Board encourages all directors to participate in considering the need for and identifying and recruiting new candidates for the Board.

Compensation

The Compensation Committee members are Chris Donaldson and Josh Serfass. Each proposed member of the Compensation Committee is a director and is "independent" in accordance with NI 52-110. The Compensation Committee is responsible for the development and supervision of the Company's approach to compensation for directors, officers and senior management as well as bonuses and any increases in compensation to employees or staff that would have a material impact on the Company's expenses.

Other Board Committees

At present, the Company does not have any committees other than an Audit Committee and the Compensation Committee. Company has no present intention of creating any other committees but may do so in the future should the Board become larger.

Assessments

Currently the Board has not implemented a formal process for assessing directors.

OTHER MATTERS

The management of the Company knows of no other matters to come before the Meeting other than as set forth in the Notice of Meeting. **However, if other matters which are not known to management should properly come before the Meeting, the accompanying form of proxy will be voted on such matters in accordance with the best judgment of the person or persons voting the proxy.**

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com. Shareholders may contact the Company at its office by mail at the address set out below to request copies of: (i) this Management Information Circular; and (ii) the Company's consolidated financial statements and the related Management's Discussion and Analysis (the "**MD&A**") which will be sent to the shareholder without charge upon request. Financial information is provided in the Company's consolidated financial statements and MD&A for the financial year of the Company ended December 31, 2022.

APPROVAL OF THE BOARD OF DIRECTORS

The contents of this Management Information Circular have been approved, and the delivery of it to each shareholder entitled thereto and to the appropriate regulatory agencies has been authorized by the Board.

DATED at Toronto, Ontario this 31st day of May, 2023.

BY ORDER OF THE BOARD

"Kimberly Ann Arntson" (signed)
President, Chief Executive Officer and Director

APPENDIX "A"

LAHONTAN GOLD CORP. (THE "COMPANY")

CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

Purpose of the Committee

The purpose of the Audit Committee (the "Committee") of the Board of Directors (the "Board") of the Corporation is to provide an open avenue of communication between management, the Corporation's independent auditor and the Board and to assist the Board in its oversight of:

- the integrity, adequacy and timeliness of the Corporation's financial reporting and disclosure practices;
- the Corporation's compliance with legal and regulatory requirements related to financial reporting; and
- the independence and performance of the Corporation's independent auditor.

The Committee shall also perform any other activities consistent with this Charter, the Corporation's articles and governing laws as the Committee or Board deems necessary or appropriate.

The Committee shall consist of at least three directors. Members of the Committee shall be appointed by the Board and may be removed by the Board in its discretion. The members of the Committee shall elect a Chairman from among their number. A majority of the members of the Committee must not be officers or employees of the Corporation or of an affiliate of the Corporation. The quorum for a meeting of the Committee is a majority of the members who are not officers or employees of the Corporation or of an affiliate of the Corporation. The secretary of the Audit Committee will be the Company secretary, or such person as nominated by the Chairman. With the exception of the foregoing quorum requirement, the Committee may determine its own procedures.

The Audit Committee may invite such other persons (e.g. the Chief Executive Officer or Chief Financial Officer) to its meetings, as it deems appropriate. Meetings shall be held not less than four times a year. Special meetings shall be convened as required. External auditors may convene a meeting if they consider that it is necessary. The proceedings of all meetings will be minuted.

The Committee's role is one of oversight. Management is responsible for preparing the Corporation's financial statements and other financial information and for the fair presentation of the information set forth in the financial statements in accordance with International Financial Reporting Standards (IFRS). Management is also responsible for establishing internal controls and procedures and for maintaining the appropriate accounting and financial reporting principles and policies designed to assure compliance with accounting standards and all applicable laws and regulations.

The independent auditor's responsibility is to audit the Corporation's financial statements and to provide its opinion, based on its audit conducted in accordance with generally accepted auditing standards, that the financial statements present fairly, in all material aspects, the financial position, results of operations and cash flows of the Corporation in accordance with IFRS.

The Committee is responsible for recommending to the Board the independent auditor to be nominated for the purpose of auditing the Corporation's financial statements, preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation, and for reviewing and recommending the compensation of the independent auditor. The Committee is also directly responsible for the evaluation of an oversight of the work of the independent auditor. The independent auditor shall report directly to the Committee.

Authority and Responsibility

In addition to the foregoing, in performing its oversight responsibilities the Committee shall:

1. Monitor the adequacy of this Charter and recommend any proposed changes to the Board.

2. Review the appointments of the Corporation's Chief Financial Officer and any other key financial executives involved in the financial reporting process.

3. Gain an understanding of the current areas of greatest financial risk and whether management is managing these effectively.

4. Review with management and the independent auditor the adequacy and effectiveness of the Corporation's accounting and financial controls and the adequacy and timeliness of its financial reporting processes.

5. Review with management and the independent auditor the annual financial statements, Management Discussion & Analysis and related documents and review with management the unaudited quarterly financial statements, Management Discussion & Analysis and related documents, prior to filing or distribution, including matters required to be reviewed under applicable legal or regulatory requirements.

6. Where appropriate and prior to release, review with management any news releases that disclose annual or interim financial results or contain other significant financial information that has not previously been released to the public.

7. Review the Corporation's financial reporting and accounting standards and principles and significant changes in such standards or principles or in their application, including key accounting decisions affecting the financial statements, alternatives thereto and the rationale for decisions made.

8. Review the quality and appropriateness of the accounting policies and the clarity of financial information and disclosure practices adopted by the Corporation, including consideration of the independent auditor's judgment about the quality and appropriateness of the Corporation's accounting policies. This review may include discussions with the independent auditor without the presence of management.

9. Review with management and the independent auditor significant related party transactions and potential conflicts of interest.

10. Review any legal matters which could significantly impact the financial statements as reported on by the Company's legal counsel and meet with outside counsel whenever deemed appropriate.

11. Pay particular attention to complex and/or unusual transactions and consider the adequacy of accounting treatment and disclosure thereof.

12. Pre-approve all non-audit services to be provided to the Corporation by the independent auditor.

13. Monitor the independence of the independent auditor by reviewing all relationships between the independent auditor and the Corporation and all non-audit work performed for the Corporation by the independent auditor.

14. Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.

15. Meet separately with the external auditors to discuss any matters that the committee or auditors believe should be discuss privately

16. Establish and review the Corporation's procedures for the:

    - receipt, retention and treatment of complaints regarding accounting, financial disclosure, internal controls or key auditing matters; and
    - confidential, anonymous submission by employees regarding questionable accounting, auditing and financial reporting and disclosure matters.

17. Conduct or authorize investigations into any matters that the Committee believes is within the scope of its responsibilities. The Committee has the authority to retain independent counsel, accountants or other advisors to assist it, as it considers necessary, to carry out its duties, and to set and pay the compensation of such advisors as the expense of the Corporation.

18. Ensure that the Board is aware of matters which many significantly impact the financial condition or affairs of the business.

19. Review and recommend updates to the charter; receive approval of changes from the Board.

20. Perform such other functions and exercise such other powers as are prescribed from time to time for the audit committee of a reporting company in Parts 2 and 4 of National Instrument 52-110, the Corporation's governing corporate statute and the articles of the Corporation.

Lahontan Gold Corp.

(An Exploration Stage Company)

Consolidated Financial Statements

For the years ended December 31, 2022 and 2021

(expressed in United States dollars)

Independent auditor's report

To the Shareholders of Lahontan Gold Corp.

Our opinion

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of Lahontan Gold Corp. and its subsidiaries (together, the Company) as at December 31, 2022 and 2021, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards (IFRS).

What we have audited
The Company's consolidated financial statements comprise:

- the consolidated statements of financial position as at December 31, 2022 and 2021;
- the consolidated statements of operations and comprehensive loss for the years then ended;
- the consolidated statements of changes in shareholders' equity for the years then ended;
- the consolidated statements of cash flows for the years then ended; and
- the notes to the consolidated financial statements, which include significant accounting policies and other explanatory information.

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 consolidated financial statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence
We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada. We have fulfilled our other ethical responsibilities in accordance with these requirements.

Material uncertainty related to going concern

We draw attention to note 1 to the consolidated financial statements, which describes events or conditions that indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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"PwC" refers to PricewaterhouseCoopers LLP, an Ontario limited liability partnership.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2022. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the Material uncertainty related to going concern section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
Assessment of impairment indicators of exploration and evaluation assets *Refer to note 2 – Significant accounting policies, note 3 – Critical accounting estimates and judgments, and note 7 – Exploration and evaluation assets to the consolidated financial statements.* The carrying amount of exploration and evaluation assets amounted to $14.6 million as at December 31, 2022. Determining if there are any facts and circumstances indicating impairment loss is a subjective process involving judgment. Whenever events or changes in circumstances indicate that the carrying amount may not be recoverable, an asset or cash-generating unit is reviewed for impairment. Determining whether to test for impairment of exploration and evaluation assets requires management's judgment regarding the following factors, among others: (1) the period for which the Company has the right to explore in the specific area has expired or will expire in the near future, and is not expected to be renewed; (2) substantive expenditure on further exploration and evaluation of mineral resources in a specific area is neither budgeted nor planned; (3) exploration for and evaluation of mineral resources in a specific area have not led to the discovery of commercially viable quantities of mineral resources and the Company has decided to discontinue such activities in the specific area;	Our approach to addressing the matter included the following procedures, among others: • Assessed the judgment made by management in determining the impairment indicators such as: - Obtained, for all claims, by reference to government registries where available, evidence to support (i) the right to explore the area and (ii) claim expiration dates. - Read the board of directors' minutes and obtained budget approvals to evidence continued and planned substantive expenditure on further exploration and evaluation of mineral resources, and whether the right to explore in specific areas is expected to be renewed. - Assessed whether exploration for and evaluation of mineral resources in specific areas have not lead to the discovery of commercially viable quantities of mineral resources and whether sufficient data exists to indicate that the carrying amounts of the exploration and evaluation assets are unlikely to be recovered in full from successful development or by sale, based on evidence obtained in other areas of the audit.

Key audit matter	How our audit addressed the key audit matter
or (4) sufficient data exists to indicate that, although a development in a specific area is likely to proceed, the carrying amount of the exploration and evaluation assets is unlikely to be recovered in full from successful development or by sale. No impairment indicators were identified by management as at December 31, 2022. We considered this a key audit matter due to the significance of the exploration and evaluation assets and the judgment made by management in its assessment of the factors of impairment related to exploration and evaluation assets which have resulted in a high degree of subjectivity in performing procedures related to these judgments applied by management.	

Other information

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

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

In connection with our audit of the consolidated 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 consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

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 consolidated financial statements

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

In preparing the consolidated 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 consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated 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 consolidated 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 consolidated 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 consolidated financial statements, including the disclosures, and whether the consolidated 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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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

/s/PricewaterhouseCoopers LLP

Chartered Professional Accounts, Licensed Public Accountants

Ottawa, Ontario
April 26, 2023

Lahontan Gold Corp.

(An Exploration Stage Company)

Consolidated Statements of Financial Position

(expressed in United States dollars)

	December 31, 2022 $	December 31, 2021 $
Assets		
Current assets:		
Cash and cash equivalents	806,724	1,044,831
Amounts receivable (note 5)	7,802	72,701
Prepaid expenses	65,082	372,868
	879,608	1,490,400
Reclamation deposits (note 6)	317,793	317,793
Exploration and evaluation assets (note 7)	14,576,489	12,344,407
	14,894,282	12,662,200
Total assets	15,773,890	14,152,600
Liabilities		
Current liabilities:		
Accounts payable and accrued liabilities	85,324	137,495
Asset retirement obligation (note 8)	363,223	357,223
Deferred tax liability (note 10)	924,986	806,040
	1,288,209	1,163,263
Total liabilities	1,373,533	1,300,758
Shareholders' equity		
Capital stock (note 9)	45,419,989	42,880,244
Warrants (note 9)	1,687,125	1,054,120
Contributed surplus (note 9)	7,544,907	6,592,207
Accumulated deficit	(40,183,119)	(37,771,687)
Accumulated other comprehensive income (loss)	(68,545)	96,958
Total shareholders' equity	14,400,357	12,851,842
Total liabilities and shareholders' equity	15,773,890	14,152,600

Going concern (note 1)

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

Approved by the Board of Directors:

/s/ John McConnell
Director

/s/ Chris Donaldson
Director

Lahontan Gold Corp.

(An Exploration Stage Company)

Consolidated Statements of Operations and Comprehensive Loss

(expressed in United States dollars)

	Year ended December 31, 2022 $	Year ended December 31, 2021 $
Expenses		
Promotion and website	444,273	66,570
Regulatory authority and transfer agent fees	87,992	6,160
Legal, accounting and audit	153,132	232,501
Office, general and administrative	393,556	209,592
Share based compensation (note 9)	881,100	-
Total expenses	(1,960,053)	(514,823)
Other income/(expense)		
Interest income	12,692	3,495
Listing expense (note 4)	(345,125)	-
Other income (note 7)	-	250,000
	(332,433)	253,495
Loss before tax	(2,292,486)	(261,328)
Deferred income tax expense	(118,946)	(206,506)
Net loss for the year	(2,411,432)	(467,834)
Other comprehensive income (loss)		
Foreign currency translation adjustment	(165,503)	6,789
Total comprehensive loss for the year	(2,576,935)	(461,045)
Loss per common share:		
Basic and diluted	(0.03)	(0.01)
Weighted average number of common shares outstanding:		
Basic and diluted	90,214,474	74,774,439

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

Lahontan Gold Corp.
(An Exploration Stage Company)
Consolidated Statements of Changes in Shareholders' Equity

(expressed in United States dollars)

	Capital stock		Warrants		Contributed surplus	Accumulated deficit	Accumulated other comprehensive income (loss)	Total shareholders' equity
	#	$	#	$	$	$	$	$
Balance, December 31, 2020	67,840,532	39,931,014	528,325	71,600	6,592,207	(37,303,853)	90,169	9,381,137
Net loss for the year	-	-	-	-	-	(467,834)	-	(467,834)
Foreign currency translation adjustment	-	-	-	-	-	-	6,789	6,789
Total comprehensive loss for the year	-	-	-	-	-	(467,834)	6,789	(461,045)
Common shares issued for property acquisition (notes 7 and 9)	196,500	47,280	-	-	-	-	-	47,280
Private placement of common shares and warrants (note 9)	14,623,469	3,165,486	7,311,734	913,670	-	-	-	4,079,156
Finder warrants (note 9)	-	(68,850)	575,304	68,850	-	-	-	-
Share issue costs	-	(194,686)	-	-	-	-	-	(194,686)
Balance, December 31, 2021	82,660,501	42,880,244	8,415,363	1,054,120	6,592,207	(37,771,687)	96,958	12,851,842
Net loss for the year	-	-	-	-	-	(2,411,432)	-	(2,411,432)
Foreign currency translation adjustment	-	-	-	-	-	-	(165,503)	(165,503)
Total comprehensive loss for the year	-	-	-	-	-	(2,411,432)	(165,503)	(2,576,935)
Shares issued to shareholders of 1246765 B.C. Ltd. (note 4)	1,111,111	320,000	-	-	-	-	-	320,000
Private placement of units (note 9)	8,888,889	2,558,508	4,444,444	642,542	-	-	-	3,201,050
Broker warrants issued to finders (note 9)	-	(62,063)	429,291	62,063	-	-	-	-
Share issue costs	-	(314,854)	-	-	-	-	-	(314,854)
Stock option compensation charge (note 9)	-	-	-	-	881,100	-	-	881,100
Common shares issued for Moho property interest (notes 7 and 9)	800,000	38,154	-	-	-	-	-	38,154
Expiry of finder warrants (notes 9)	-	-	(528,325)	(71,600)	71,600	-	-	-
Balance, December 31, 2022	93,460,501	45,419,989	12,760,773	1,687,125	7,544,907	(40,183,119)	(68,545)	14,400,357

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

Lahontan Gold Corp.
(An Exploration Stage Company)
Consolidated Statements of Cash Flows

(expressed in United States dollars)

	Year ended December 31, 2022 $	Year ended December 31, 2021 $
Cash provided by (used in)		
Operating activities		
Net loss for the year	(2,411,432)	(467,834)
Items not affecting cash:		
Accretion of asset retirement obligation (note 8)	6,000	4,980
Share based compensation (note 9)	881,100	-
Listing expense (note 4)	320,000	-
Deferred income tax expense	118,946	206,506
Changes in working capital items:		
Amounts receivable	64,899	(62,843)
Prepaid expenses	307,786	(372,868)
Accounts payable and accrued liabilities	(73,992)	41,762
	(786,693)	(650,297)
Investing activities		
Reclamation deposits (note 6)	-	(71,530)
Exploration and evaluation assets (note 7)	(2,172,107)	(4,018,805)
	(2,172,107)	(4,090,335)
Financing activities		
Private placement of shares and warrants (note 9)	3,201,050	4,079,156
Share issue costs	(314,854)	(194,686)
	2,886,196	3,884,470
Effect of exchange rate changes on cash and cash equivalents	(165,503)	6,789
Net change in cash and cash equivalents	(238,107)	(849,373)
Cash and cash equivalents - Beginning of year	1,044,831	1,894,204
Cash and cash equivalents - End of year	806,724	1,044,831

Supplemental cash flow information (note 15)

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

(expressed in United States dollars)

1. Nature of operations and going concern

General information

Lahontan Gold Corp. was incorporated under the *Business Corporations Act (Ontario)* on May 14, 2020 and is referred to herein as "Original Lahontan". On September 25, 2020, Original Lahontan completed a reverse takeover transaction with Gateway Gold Corp. ("Gateway"). Gateway is considered the accounting acquirer, and accordingly, the Company was considered a continuation of Gateway for accounting purposes. On April 5, 2022, Original Lahontan completed a transaction (the "Amalgamation") with 1246765 B.C. Ltd. ("765 BC") that resulted in 765 BC indirectly acquiring interests in the Santa Fe, Moho and Redlich projects located in Nevada. The transaction was effected through an amalgamation agreement and constitutes a reverse takeover (the "RTO") of 765 BC by Original Lahontan. In connection with the Amalgamation, 765 changed its name to Lahontan Gold Corp. and Original Lahontan's name was changed to 1000166543 Ontario Inc. ("1000 Ont."). As a result of the RTO, 1000 Ont. was identified as the acquiror (legal subsidiary) and 765 BC was treated as the accounting subsidiary (legal parent). On April 11, 2022 the TSX Venture Exchange ("TSXV") issued its final acceptance of the listing statement dated March 28, 2022. Trading of the resulting issuer shares commenced on April 13, 2022 under the trading symbol "LG" (see note 4). Lahontan Gold Corp. (formerly 765 BC) is referred to herein with all of its subsidiaries as "Lahontan" or the "Company".

The Company is an exploration stage junior mining company engaged in the identification, acquisition, evaluation and exploration of mineral properties in Nevada, USA. The Company has not determined whether any of its properties contain mineral resources that are economically recoverable. The recoverability of any amounts recorded for exploartion and evaluation assets is dependent upon the discovery of economically recoverable resources, the ability of the Company to obtain the necessary financing to complete the development of these resources and upon attaining future profitable production from the properties or sufficient proceeds from disposition of the properties.

The Company's registered office is located at 600-890 West Pender Street, Vancouver, BC, V6C 1J9, Canada where it is domiciled. The Company's subsidiaries are comprised of: 1000166543 Ontario Inc., domiciled in Ontario, Canada; Lahontan Gold (US) Corp., domiciled in Nevada, USA; Gateway Gold Corp. ("Gateway"), incorporated in British Columbia, Canada; and, Gateway Gold (USA) Corp., domiciled in Nevada, USA.

Going concern

These consolidated financial statements have been prepared using International Financial Reporting Standards applicable to a going concern which assumes that the Company will be able to continue its operations and will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future.

For the year ended December 31, 2022, the Company generated a net loss from operations of $2,411,432 (year ended December 31, 2021 - net loss of $467,834). As at December 31, 2022, the Company had working capital of $794,284. Given the Company's plans for significant exploration expenditures focused on the Santa Fe, Nevada project during the coming year, existing funds on hand are not sufficient to support planned exploration costs and ongoing corporate costs over the coming year. These conditions raise material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern, and accordingly, the appropriateness of the use of the accounting principles applicable to a going concern. Between February and March 2023, the Company closed a private placement financing raising gross proceeds of CDN$3,114,364 (see note 16). The Company will require additional funding to be able to acquire, advance and retain mineral exploration property interests and to meet ongoing requirements for general operations. The ability of the Company to continue as a going concern is dependent on its ability to raise required financing whether through equity or debt financing; through joint ventures; the generation of profits from operations; or, the sale of property assets in the future.

There is no assurance that additional future funding will be available to the Company, or that it will be available on terms which are acceptable to management.

These consolidated financial statements do not reflect any adjustments to the carrying values of assets and liabilities and the reported amounts of expenses and statement of financial position classifications that would be necessary if the Company were unable to realize its assets and settle its liabilities as a going concern in the normal course of operations. Such adjustments could be material.

2. Significant accounting policies

Statement of compliance with International Financial Reporting Standards

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (IFRS). The Board of Directors of the Company approved these consolidated financial statements for issue on April 26, 2023.

General information and basis of consolidation

Original Lahontan was incorporated under the *Business Corporations Act (Ontario)* on May 14, 2020. On July 29, 2020, a wholly-owned subsidiary Lahontan Gold (US) Corp. was incorporated in Nevada, USA. On September 25, 2020, the Company completed a reverse takeover transaction with Gateway Gold Corp., a British Columbia, Canada company. Gateway has a wholly-owned subsidiary, Gateway Gold (USA) Corp., a Nevada, USA company which holds the Santa Fe project. For accounting purposes with respect to the reverse takeover, Gateway was considered the accounting acquirer, and accordingly, the Company is considered a continuation of Gateway. The net assets of Original Lahontan at the date of the reverse takeover were deemed to have been acquired by Gateway. On April 5, 2022, Original Lahontan completed the RTO transaction with 1246765 B.C. Ltd. in connection with its public listing transaction. Since 765 BC did not meet the accounting definition of a business, the consolidated entity is considered to be a continuation of Original Lahontan prior to the RTO (see note 4).

The Company's financial statements consolidate those of Lahontan (the legal parent company) and each of its 100% wholly-owned subsidiaries. All inter-company balances and transactions are eliminated upon consolidation. The consolidated financial statements are expressed in United States dollars and are prepared using the historical cost method.

(expressed in United States dollars)

Acquisition accounting

The acquisition method of accounting is used to account for acquisitions. The cost of an acquisition is measured as the aggregate fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange. If the investee constitutes a business, as defined by IFRS, the acquisition is accounted for as a business combination whereby identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any non-controlling interest. The excess of the cost of acquisition over the fair value of the Company's share of the identifiable net assets acquired is recorded as goodwill. If the cost of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognized directly in net loss. If the investee does not meet the definition of a business, the acquisition is accounted for as an asset acquisition, whereby the cost of the acquisition is allocated between the individual identifiable assets and liabilities based on their relative fair values at the date of acquisition. No goodwill can be recognized in an asset acquisition.

Cash and cash equivalents

Cash and cash equivalents includes cash held in banks and investments which have a term to maturity at the time of purchase of 90 days or less and which are readily convertible into cash.

Reclamation deposit

The Company's reclamation deposits comprise bonds held by the Nevada Bureau of Land Management in the United States with respect to the Santa Fe, Moho and Redlich projects. These restricted cash deposit would be returned to the Company upon successful completion of reclamation at each project.

Exploration and evaluation assets

Acquisition costs of mineral exploration properties together with direct exploration and development expenditures are capitalized and are carried at cost less any impairment loss recognized. When commercial production is attained, these costs will be amortized. If properties are abandoned or it is determined that there is an impairment in value, the costs of the properties and related deferred expenditures will be written down to their estimated recoverable amount at that time. Costs incurred before the legal right to undertake exploration and evaluation activities on a project was acquired, are expensed in the consolidated statements of operations. Expenditures of a general nature are expensed to project generation and business development in the consolidated statements of operations.

Proceeds realized from the sale of mineral exploration property interests are credited against exploration and evaluation assets previously capitalized for each project. Any shortfall or excess is recorded as a loss or gain, respectively, in the consolidated statement of operations and comprehensive loss.

Although the Company has taken steps to verify title to the exploration properties in which it has an interest, in accordance with industry standards for the current stage of exploration and development of such properties, these procedures do not guarantee the validity of the Company's titles. Property titles may be subject to unregistered prior agreements and non-compliance with regulatory requirements.

Impairment of non-financial assets

Whenever events or changes in circumstances indicate that the carrying amount may not be recoverable, an asset or cash generating unit is reviewed for impairment. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are largely independent cash inflows (cash-generating units). As a result, some assets are tested individually for impairment and some are tested at a cash generating unit level. Impairment reviews for exploration and evaluation assets are carried out on a property by property basis.

An impairment loss is recognized for the amount by which the asset's or cash generating unit's carrying amount exceeds its recoverable amount. The recoverable amount of an asset or a cash generating unit is the higher of its fair value less cost to dispose and its value in use. To determine the value in use, management determines a suitable interest rate and estimates expected future cash flows from each asset or cash generating unit. An impairment loss is recognized immediately in the consolidated statements of operations. Prior impairments of non-financial assets are reviewed for possible reversal at each reporting date.

Asset retirement obligation

A legal or constructive obligation to incur restoration, rehabilitation and environmental costs arises when environmental disturbance is caused by the exploration, development or ongoing production of a mineral property interest. Such costs arising for the decommissioning of plant and other site preparation and restoration work, discounted to their net present value, are provided for and capitalized at the start of each project to the carrying value of the asset, as soon as the obligation to incur such costs arises. Risk-free discount rates using pre-tax rates that reflect the time value of money are used to calculate the net present value. The Company records a provision for environmental rehabilitation in the financial statements when it is incurred and capitalizes this amount as an increase in the carrying amount of the related asset. These costs are charged against profit or loss over the economic life of the related asset, through amortization using either the unit-of-production or the straight-line method. The related liability is adjusted each period for the unwinding of the discount rate, for changes to the current market-based discount rate and the amount or timing of the underlying cash flows needed to settle the obligation. Subsequent site damage which is created on an ongoing basis during production are provided for at their net present values and charged against profits as extraction progresses.

Share capital and equity-settled share-based payments

Share issue costs are recorded as a reduction of share capital when the related shares are issued.

Share capital issued for non-monetary consideration including exploration property assets and other goods or services is measured at the fair values of the property or goods and services received, unless the fair value cannot be estimated reliably. If the Company cannot estimate reliably the fair value of the property or goods and services received, the Company determines their value indirectly by reference to the fair value of the equity instruments granted at an amount based on the most recent price of Company shares.

(expressed in United States dollars)

The Company grants stock options to certain officers, directors, employees and consultants of the Company. The vesting period and life of stock options is determined by the Company's Board of Directors at the time of grant. Each vesting tranche in an award is considered a separate award with its own vesting period and grant date fair value. The fair value of each tranche is measured at the date of grant using the Black-Scholes option pricing model. Compensation cost related to stock options is charged to expense or is capitalized to exploration and evaluation assets when related to direct exploration activities. Compensation cost is recognized over the tranche's vesting period by increasing contributed surplus based on the number of awards expected to vest. The number of awards expected to vest is reviewed at least annually, with any impact being recognized immediately.

Foreign currency translation

Functional and presentation currency
Items included in the financial statements of each consolidated entity are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The functional currency of Lahontan Gold Corp., 1000 Ont. and Gateway Gold Corp. is the Canadian dollar. The functional currency of Lahontan Gold (US) Corp. and Gateway Gold (USA) Corp. is the United States dollar. The presentation currency of the Company is the United States dollar.

Transactions and balances
Transactions in foreign currencies are initially recorded in the functional currency at the exchange rate at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange at each statement of financial position date. Non-monetary items that are measured at historical cost in a foreign currency are translated using the exchange rate as at the date of the initial transactions. Foreign exchange gains or losses on translation to the functional currency of an entity are recorded in the consolidated statements of operations and comprehensive loss as foreign exchange gain or loss.

Consolidation
For entities with a functional currency different from the presentation currency, translation to the presentation currency is required. Assets and liabilities are translated into the presentation currency at the rate of exchange at the consolidated statement of financial position date. Equity balances are translated at the rates of exchange at the transaction dates. Income and expenses are translated at the exchange rates at the dates of the transactions. All resulting exchange differences arising from translation to the presentation currency are recognized in other comprehensive income (loss).

Income taxes

Income tax comprises current and deferred tax, when applicable. Income tax is recognized in the consolidated statements of operations and comprehensive loss except to the extent that it relates to items recognized directly in equity, in which case the income tax is also recognized directly in equity. Current tax is the expected tax payable on the taxable income for the period, using tax rates enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

In general, deferred tax is recognized in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred income tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the statement of financial position date and are expected to apply when the deferred tax asset or liability is settled. Deferred tax assets are recognized to the extent that it is probable that the assets can be recovered. Deferred income tax assets and liabilities are presented as non-current.

Loss per common share

Loss per common share is calculated based upon the weighted average number of common shares outstanding during the year. As the Company incurred a net loss for the years ended December 31, 2022 and 2021, the diluted number of common shares outstanding excludes all contingently issuable shares as they have an anti-dilutive effect for the periods presented.

Financial instruments

Financial instruments are measured on initial recognition at fair value, plus, in the case of financial instruments other than those classified as fair value through profit or loss ("FVTPL"), directly attributable transaction costs. Financial instruments are recognized when the Company becomes a party to the contracts that give rise to them and are classified as: amortized cost; fair value through profit or loss; or, fair value through other comprehensive income, as appropriate. The Company considers whether a contract contains an embedded derivative when the it first becomes a party to it. The embedded derivatives are separated from the host contract if the host contract is not measured at FVTPL and when the economic characteristics and risks are not closely related to those of the host contract. Reassessment only occurs if there is a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required.

Financial assets at amortized cost
A financial asset is measured at amortized cost if it is held by a business whose objective is to hold assets to collect contractual cash flows and its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, and is not designated as FVTPL. Financial assets classified as amortized cost are measured subsequent to initial recognition at amortized cost using the effective interest method. The Company's cash and cash equivalents and amounts receivable are classified as and measured at amortized cost.

Financial assets at FVTPL
Financial assets at FVTPL include financial assets held for trading and financial assets not designated upon initial recognition as amortized cost or fair value through other comprehensive income ("FVTOCI"). A financial asset is classified in this category principally for the purpose of selling in the short term, or if so designated by management. Transaction costs are expensed as incurred. On initial recognition, a financial asset that otherwise meets the requirements to be measured at amortized cost or FVTOCI may be irrevocably designated as FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets at FVTOCI
On initial recognition of an equity investment that is not held for trading, an irrevocable election is available to measure the investment at fair value upon initial recognition plus directly attributable transaction costs and at each period end, changes in fair value are recognized in other comprehensive income ("OCI") with no reclassification to the statements of loss. The election is available on an investment-by-investment basis.

(expressed in United States dollars)

Financial liabilities
Financial liabilities, including accounts payable and accrued liabilities are recognized initially at fair value, net of transaction costs. After initial recognition, other financial liabilities are subsequently measured at amortized cost using the effective interest method. Gains and losses are recognized in the statements of operations when the liabilities are derecognized as well as through the amortization process. Borrowing liabilities are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the statement of financial position date. Accounts payable and accrued liabilities are classified as and measured at amortized cost.

Derecognition of financial assets and liabilities
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. Gains and losses on derecognition are generally recognized in the statement of operations and comprehensive loss. The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expelled. The financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in the statements of operations.

Derivative instruments
Derivative instruments, including embedded derivatives, are measured at fair value on initial recognition and at each subsequent reporting period end. Any gains or losses arising from changes in fair value of derivatives are recorded in the statement of operations and comprehensive loss.

Fair values
The fair value of quoted investments is determined by reference to market prices at the close of business on the statement of financial position date. Where there is no active market, fair value is determined using valuation techniques. These include using recent arm’s length market transactions; reference to the current market value of another instrument which is substantially the same; discounted cash flow analysis; and, pricing models.

Financial instruments that are measured at fair value subsequent to initial recognition are grouped into a hierarchy based on the degree to which the fair value is observable as follows:

- Level 1 - Fair value measurements are quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 - Fair value measurements are those derived from inputs other than quoted prices included within 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 - Fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Impairment of financial assets
The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. The Company applies the simplified method and measures a loss allowance equal to the lifetime expected credit losses for trade receivables.

The Company recognizes in the consolidated 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. The loss allowance was $Nil as at December 31, 2022 and 2021.

Segmented reporting

The Company presents and discloses segmented information based on information that is regularly reviewed by the Company's President and CEO who is the chief operating decision-maker. The President and CEO has primary responsibility for allocating resources to the Company's operating segments and assessing their performance. The Company has determined that there is only one operating segment being the sector of exploration and development of mineral resource properties. All of the Company's mineral resource properties are located in Nevada, USA.

Changes in IFRS accounting policies and future accounting pronouncements

Certain pronouncements were issued by the International Accounting Standards Board (IASB) or the International Financial Reporting Interpretations Committee (IFRIC) that are mandatory for accounting years beginning on or after January 1, 2022. The Company adopted these standards in the current period, however, they did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

Certain other pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting years beginning on or after January 1, 2023. Many are not applicable or do not have a significant impact to the Company and have been excluded from the summary below.

Amendments to IAS 1 Presentation of Financial Statements and IFRS Practice Statement 2 Making Materiality Judgements
The amendments provide guidance and examples to help entities apply materiality judgements to accounting policies. The amendments aim to help entities provide accounting policy disclosures that are more useful to the users of the financial statements by replacing significant accounting policies with the requirement of disclosing only those accounting policies that are material. The amendments further clarify that if an entity discloses immaterial accounting policy information, such information shall not obscure material accounting policy information. The amendments are applied prospectively and are applicable for annual periods beginning on or after January 1, 2023. The Company is currently evaluating the potential impact of these amendments on the Company’s consolidated financial statements.

3. Critical accounting estimates and judgments

When preparing the consolidated financial statements, management undertakes a number of judgments, estimates and assumptions about recognition and measurement of assets, liabilities, equity, income and expenses. The actual results are likely to differ from the judgments, estimates and assumptions made by management, and will seldom equal the estimated results. Information about the significant judgments, estimates and assumptions that have the most significant effect on the recognition and measurement of assets, liabilities, equity, income and expenses are discussed below.

(expressed in United States dollars)

Exploration and evealuation assets
Determining if there are any facts and circumstances indicating impairment loss or reversal of impairment losses is a subjective process involving judgment and a number of estimates and interpretations in many cases.

Determining whether to test for impairment of exploration and evaluation assets requires management's judgment regarding the following factors, among others: the period for which the Company has the right to explore in the specific area has expired or will expire in the near future, and is not expected to be renewed; substantive expenditure on further exploration and for evaluation of mineral resources in a specific area is neither budgeted nor planned; exploration for and evaluation of mineral resources in a specific area have not led to the discovery of commercially viable quantities of mineral resources and the Company has decided to discontinue such activities in the specific area; or sufficient data exists to indicate that, although a development in a specific area is likely to proceed, the carrying amount of the exploration and evaluation assets are unlikely to be recovered in full from successful development or by sale.

When an indication of impairment loss or a reversal of an impairment loss exists, the recoverable amount of the individual asset must be estimated. If it is not possible to estimate the recoverable amount of the individual asset, the recoverable amount of the cash-generating unit to which the asset belongs must be determined. Identifying the cash-generating units requires management judgment. In testing an individual asset or cash-generating unit for impairment and identifying a reversal of impairment losses, management estimates the recoverable amount of the asset or the cash-generating unit. This requires management to make several assumptions as to future events or circumstances. These assumptions and estimates are subject to change if new information becomes available. Actual results with respect to impairment losses or reversals of impairment losses could differ in such a situation and significant adjustments to the Company's assets and earnings may occur during the next period.

During the year ended December 31, 2022, management determined that there were no indicators of impairment with respect to its exploration and evaluation assets.

Asset retirement obligation
The determination of provisions for environmental rehabilitation and reclamation obligations arising from the Company's evaluation and exploration activities requires the use of estimates and management judgment. Future reclamation costs in relation to changes in estimates are accrued based on management's best estimate at the end of each period of the discounted cash costs expected to be incurred. Accounting for reclamation obligations requires management to make estimates of the future costs the Company will incur to complete the reclamation work required to comply with existing laws and regulations. These estimates are dependent upon labor and materials costs, known environmental impacts, the effectiveness of rehabilitation measures, inflation rates, and pre-tax interest rates that reflect a current market assessment of time value for money and the risk specific to the obligation. The Company also estimates the timing of the outlays, which is subject to change depending on exploration results and future plans.

Actual reclamation costs incurred may differ from those amounts estimated by management. Moreover, future changes to environmental laws and regulations could increase the extent of reclamation work required to be performed by the Company, therefore increasing future costs.

Valuation of stock options and warrants
The estimation of share-based payment costs and the value of warrants requires the selection of an appropriate valuation model and consideration as to the inputs necessary for the valuation model chosen. The model used by the Company is the Black-Scholes valuation model. The Company has made estimates as to the volatility of its own common shares, the expected life of share options and warrants granted and the time of exercise of those instruments.

The Company allocates values to share capital and to warrants according to their fair value using the proportional method when the two are issued together as a unit. The Company uses the Black-Scholes valuation model to determine the fair value of warrants issued.

Going concern
These consolidated financial statements have been prepared on a basis which assumes the Company will continue to operate for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. In assessing whether this assumption is appropriate, management takes into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. This assessment is based upon planned actions that may or may not occur for a number of reasons including the Company's own resources and external market conditions. Further information regarding going concern is outlined in note 1.

(expressed in United States dollars)

4. Reverse takeover transaction with 1246765 B.C. Ltd.

On April 5, 2022, Original Lahontan completed a transaction with 765 BC that resulted in 765 indirectly acquiring interests in the Santa Fe, Moho and Redlich projects located in Nevada (the "Transaction"). The Transaction was effected through an amalgamation agreement (the "Amalgamation Agreement"). The Transaction was conditional on the Company completing a private placement of subscription receipts (as described below) and the TSX Venture Exchange ("TSXV") approving the listing of the post-consolidation common shares of 765 BC and other customary conditions.

The Amalgamation Agreement, dated January 29, 2021, as amended, provided for, among other things, a three-cornered amalgamation (the "Amalgamation") pursuant to which: (i) Original Lahontan amalgamated with a newly formed wholly-owned subsidiary of 765 BC incorporated pursuant to the provisions of the *Business Corporations Act* (Ontario); (ii) all of the outstanding common shares, warrants and stock options of Original Lahontan were cancelled and, in consideration therefor, the holders were provided resulting issuer shares, warrants and stock options of 765 BC at an exchange ratio of one-for-one; and, (iii) the amalgamated company became a wholly-owned subsidiary of 765 BC. After giving effect to the Amalgamation, the shareholders of Original Lahontan collectively exercised control over 765 BC. The combination arising from the Amalgamation has been accounted for as a reverse takeover transaction.

Pursuant to the Amalgamation, Original Lahontan shares and other securities (including the common shares and warrants issued upon conversion of the subscription receipts) were exchanged for common shares ("Resulting Issuer Shares") and other securities of 765 BC.

In accordance with the terms of the Amalgamation Agreement, 765 BC effected a consolidation (the "Consolidation") of its outstanding 3,000,000 common shares on the basis of one post-consolidation share for every 2.7 pre-consolidation shares and changed its name to "Lahontan Gold Corp." (the "Name Change"). Shareholders of 765 BC therefore received 1,111,111 Resulting Issuer Shares.

All conditions of the Amalgamation Agreement were satisfied, including among others: (i) the requirement for Original Lahontan to obtain approval of at least 66⅔ percent of the votes cast by shareholders of the company at a special meeting of shareholders held on March 29, 2022; (ii) the requirement for 765 BC to obtain applicable approvals for the Consolidation and the Name Change; (iii) completion of the private placement of subscription receipts; and, (iv) obtaining conditional approval of the TSXV for the listing of 765 BC's common shares.

For accounting purposes, 765 BC did not meet the definition of a business, therefore the Transaction is outside the scope of IFRS 3 "Business Combinations". Instead, the Transaction has been accounted for as a capital transaction of Original Lahontan under IFRS 2 "Share-based payments". Under this basis of accounting, the consolidated entity is considered to be a continuation of Original Lahontan, with the identifiable assets and liabilities of 765 BC deemed to have been acquired by Original Lahontan. The Transaction also constitutes a reverse takeover of 765 BC. Accordingly, 765 BC is deemed to be the acquired company and its liabilities are brought forward at their book values, which approximate their fair values. Original Lahontan is deemed to be the acquiring company and its assets and liabilities, equity and historical operating results are included at their historical carrying values.

A summary of the consideration deemed to be issued by Original Lahontan and the fair value of liabilities assumed are as follows:

	$
Value of 1,111,111 common shares deemed to be issued	320,000
Liabilities of 765 BC assumed	25,125
Fair value of consideration / Listing expense	345,125

5. Amounts receivable

Amounts receivable of $7,802 is comprised entirely of harmonized sales tax (HST) receivable (December 31, 2021 - HST of $58,611 and an amount related to a reclamation bond refund of $14,090).

6. Reclamation deposits

The Company's reclamation deposits comprise bonds in a total amount of $317,793 (December 31, 2021 - $317,793) held by the Nevada Bureau of Land Management Nevada State Office with respect to the Santa Fe, Moho and Redlich projects. These restricted cash deposits will be returned to the Company upon successful completion of reclamation at the projects or after the bonds are replaced by other bonds related to changes in activity at the project sites.

(expressed in United States dollars)

7. Exploration and evaluation assets

	Santa Fe (Nevada, USA) $	Moho (Nevada, USA) $	Redlich (Nevada, USA) $	Total $
Balance, December 31, 2020	**5,493,922**	**1,922,422**	**766,997**	**8,183,341**
Claim staking and renewal fees	68,581	17,527	13,464	99,572
Common shares issued for property acquisition	47,280	-	-	47,280
Cash option payments	50,000	185,000	150,000	385,000
Personnel and consultants	671,744	43,301	7,459	722,504
Exploration management and support	106,485	8	8	106,501
Field office rent, storage and telecommunication	98,720	7,888	246	106,854
Travel and accommodation	117,713	3,632	580	121,925
Drilling and related	1,859,490	216,998	-	2,076,488
Machinery, drill pads and road work	14,755	-	-	14,755
Geological	54,633	10,130	-	64,763
Geochemistry analysis	69,971	-	-	69,971
Geophysical	37,172	-	-	37,172
Technical reports and special consulting	27,193	-	-	27,193
Vehicle costs and fuel	129,801	11,320	56	141,177
Security and equipment	624	-	-	624
Community and related	434	-	-	434
Environmental	99,294	7,143	619	107,056
Field equipment	31,289	508	-	31,797
Balance, December 31, 2021	**8,979,101**	**2,425,877**	**939,429**	**12,344,407**
Claim staking and renewal fees	80,722	21,099	888	102,709
Advance royalty payments	-	15,000	15,000	30,000
Cash option and share payments	50,000	168,029	-	218,029
Personnel and consultants	582,134	650	-	582,784
Exploration management and support	113,706	-	-	113,706
Field office rent, storage and telecommunication	88,919	371	-	89,290
Travel and accommodation	63,392	292	-	63,684
Drilling and related	399,682	44	-	399,726
Geological	35,859	-	-	35,859
Geochemistry analysis	338,655	-	-	338,655
Technical reports and special consulting	56,020	-	-	56,020
Vehicle costs and fuel	146,370	1,420	-	147,790
Security and equipment	2,395	-	-	2,395
Environmental	23,135	-	-	23,135
Field equipment	28,275	25	-	28,300
Balance, December 31, 2022	**10,988,365**	**2,632,807**	**955,317**	**14,576,489**

Santa Fe, Nevada, USA

The Company holds a 100% beneficial interest in the Santa Fe project which is comprised of 290 unpatented mining claims, 67 unpatented millsite claims and 24 patented mining claims. The Santa Fe project is located 12 kilometres east of the town of Luning in Mineral County, Nevada, USA. A total of 46 of the Santa Fe project claims, including all patented claims, are subject to a 1.25% net smelter return ("NSR") royalty interest. The NSR royalty applies to all ore mineral, metals and materials produced from the claims after the first 67,886 ounces of gold and 147,157 ounces of silver.

On March 17, 2021 the Company entered into a property purchase agreement with Andoria Resources Pty Ltd. and its subsidiary Andoria Resources US Corp. with respect to 45 unpatented mining claims that now form part of the Santa Fe project. Consideration provided under the terms of the agreement consisted of 196,500 common shares of the Company issued upon closing of the transaction. These common shares were valued at CDN$0.30 per share for a total value of $47,280. Additionally, the Company assumed the obligations of a Mining Lease and Option to Purchase Agreement (the "MLOPA") with GenGold2 LLC relating to 15 of the property claims. Minimum cash payments payable to GenGold2 LLC under the terms of the MLOPA are as follows:

Minimum payment due date	Amount $
October 15, 2020 (paid by Andoria)	10,000
April 15, 2021 (paid by the Company)	15,000
October 15, 2021 (paid September 2021)	35,000
October 15, 2022 (paid October 2022)	50,000
October 15, 2023	75,000
October 15, 2024	100,000
October 15, 2025 and October 15 of each succeeding year	150,000

(expressed in United States dollars)

The claims are subject to a net smelter returns ("NSR") royalty of 2% when the average price of gold is less than $1,600 per ounce and 3% when the average price of gold is equal to or greater than $1,600 per ounce. Cumulative minimum cash payments made prior to commercial production are creditable against any NSR royalty obligation. The MLOPA also provides an option to acquire a 100% interest in the claims, subject to the NSR royalty, for a cash payment of $2,000,000. Both the minimum payment and option payment amounts are subject to adjustment for increases in the United States Consumer's Price Index.

During April 2021, the Company entered into a binding letter of intent with an arm's length party for the potential sale of the Santa Fe project asset. The letter of intent contained a 45 day due diligence review period and provided for a non-refundable exclusivity payment to the Company of $250,000 in the event that the letter of intent was not terminated during the 30 day period following its execution. The party determined it would not proceed with the proposed acquisition subsequent to this 30 day period. During June 2021, the Company received this exclusivity payment in the amount of $250,000 which has been recorded in other income in the statement of operations and other comprehensive loss.

Moho and Redlich, Nevada, USA Property Purchase Agreement
The Company acquired interests in the Moho and Redlich exploration property assets located in Nevada, USA through the reverse takeover transaction with Lahontan. Lahontan had previously acquired the properties from KA Gold LLC and its subsidiary Pyramid Gold (US) Corp. At the time of the reverse takeover transaction these properties had a cost of $2,585,056. Of this total cost, $1,856,523 was allocated to the Moho project interest and $728,533 was allocated to the Redlich project interest based on estimates of the relative fair values of each project. Both projects are subject to underlying option agreements providing rights to earn a 100% interest in each project. The Company has assumed the obligations under the terms of these option agreements. Details with respect to the Moho and Redlich projects and the related underlying option agreements are described below.

Moho, Nevada, USA
The Moho project is comprised of a total of 119 unpatented mining claims located in Mineral County, Nevada. Of this total, 9 claims are subject to the Moho Option Agreement dated May 26, 2017 with Nevada Select Royalty, Inc. ("Nevada Select", a wholly-owned subsidiary of Ely Gold Royalties Inc. ("Ely Gold"), since acquired by Gold Royalty Corp.); 50 claims are subject to the Mining Lease and Option to Purchase Agreement dated August 30, 2017 with Minquest Ltd. ("Minquest"); and, 60 claims are held directly, with 25 of these claims staked during 2021.

Moho Option Agreement, Ely Gold
The Moho Option Agreement provides an exclusive option to purchase a 100% interest in 9 claims forming part of the Moho project. On October 26, 2020, the Company issued common shares valued at $35,899 to Ely Gold in satisfaction of the third anniversary option payment of $25,000 (which had been extended until December 15, 2020) and for reimbursement of $10,899 of annual claim renewal fees for the Moho project. A final option payment of $150,000 was paid during August 2021. The Company is responsible for annual claim maintenance costs.

Following the final option payment and exercise of the option, Gold Royalty Corp. retains a 2.5% NSR royalty on the 9 claims. On the first three anniversaries of the option exercise, the Company would pay advance minimum royalty ("AMR") payments of $15,000 per year. On the fourth anniversary and each year thereafter, the Company would pay AMR payments of $25,000 annually. A total of $60,000 related to payments under the option agreement and 80% of all AMR payments made are creditable toward future production royalty amounts payable.

Additionally, the Moho Option Agreement defines an area-of-interest ("AOI") being a one-mile distance from the outermost perimeter of the 9 property claims. Any additional property claims added in the AOI are subject to a 2% NSR royalty (the "AOI Royalty"). Both the 50 claims subject to the Minquest option agreement and the 35 claims held directly by the Company fall within the AOI and are subject to the AOI Royalty. If a third party royalty exists on any of the AOI claims, the AOI Royalty would be reduced such that the total royalty burden does not exceed 3%. The Company has a right to buy-down 1% of the NSR royalty on the 9 claims along with 1% of the AOI Royalty for a total amount of $1,000,000.

Mining Lease and Option to Purchase Agreement, Minquest
The Mining Lease and Option to Purchase Agreement provides an exclusive option to purchase a 100% interest in 50 claims forming part of the Moho project. A total of $112,250 in minimum option payments, from execution of the agreement and including the final $35,000 option payment during September 2021, have previously been made. On October 3, 2022, the Company signed an amendment to the Mining Lease and Option to Purchase Agreement that provided an extension of the agreement to March 31, 2023 and amended the payments in order to exercise the option. A payment of $193,875 was made on November 3, 2022 as follows: (i) $129,875 in cash; and (ii) 800,000 common shares of the Company at a deemed value of $64,000. A final cash payment of $193,875 to exercise the option to purchase was due by March 31, 2023 and was paid subsequent to year end during March 2023. Annual exploration work commitments of $50,000 per annum during the five-year term of the agreement were required and have been met based on expenditures completed to date. The Company is responsible for annual claim maintenance costs. Following exercise of the option, Minquest retains a 1.5% NSR royalty.

Redlich, Nevada, USA
The Redlich project is comprised of 73 unpatented mining claims located in Esmeralda County, Nevada that are subject to the Redlich Option Agreement dated May 26, 2017 with Nevada Select and Ely Gold. On October 26, 2020, the Company issued common shares valued at $38,464 to Ely Gold in satisfaction of the third anniversary option payment of $25,000 (which had been extended until December 15, 2020) and for reimbursement of $13,464 of annual claim renewal fees for the Redlich project. A final option payment of $150,000 was paid during August 2021. The Company is responsible for annual claim maintenance costs.

Following the final option payment and exercise of the option, Gold Royalty Corp. would retain a 2.5% NSR royalty. On the first three anniversaries of the option exercise, the Company would pay advance minimum royalty ("AMR") payments of $15,000 per year. On the fourth anniversary and each year thereafter, the Company would pay AMR payments of $25,000 annually. A total of $60,000 related to payments under the option agreement and 80% of all AMR payments made are creditable toward future production royalty amounts payable. The Company has a right to buy-down 1% of the NSR royalty for $1,000,000.

(expressed in United States dollars)

8. Asset retirement obligation

Reclamation costs have been estimated based on the Company's interpretation of current regulatory requirements and measured with the most reliable information available. Management's estimate is determined based on the net present value of estimated future cash expenditures for reclamation activities. Reclamation costs are capitalized to mineral properties dependent on the nature of the asset related to the obligation. Future changes to those regulations and standards, as well as changes resulting from operations, may result in actual reclamation costs differing from the estimate. Details of the Company's reclamation performance obligation can be found in Note 6. The Company's asset retirement obligation arises from its obligation to undertake site reclamation and remediation in connection with the Santa Fe, Moho and Redlich projects.

The estimated costs of reclamation are based on current regulatory requirements using prescribed third-party contractor rates with a 10% contingency. The estimated asset retirement obligation liability at the reporting date utilizes the following assumptions: (i) total undiscounted amount of inflation adjusted future reclamation costs at December 31, 2022 was $397,249 (December 31, 2021 - $397,249); (ii) weighted average risk-free interest rate of 1.7% (December 31, 2021 - 1.7%) and a long-term inflation rate of 2.0% (December 31, 2021 - 2.0%); and (iii) expected timing of risk adjusted cash outflows required to settle the obligation will be incurred over the period through 2029. The Company's asset retirement obligation is as follows:

	$
Balance, December 31, 2020	280,925
Provision for environmental rehabilitation	71,318
Accretion of asset retirement obligation	4,980
Balance, December 31, 2021	357,223
Accretion of asset retirement obligation	6,000
Balance, December 31, 2022	363,223

9. Capital stock

Authorized
The Company is authorized to issue an unlimited number of common shares, having no par value; and, an unlimited number of special shares, issuable in series.

Issued

Private placement of subscription receipts
On March 24, 2022 in connection with its public listing application and the Amalgamation, the Company entered into an agreement (the "Agency Agreement") with Beacon Securities Inc. as lead agent, on behalf of a syndicate of agents, (the "Agents") in connection with a best-efforts private placement of 8,888,889 subscription receipts (the "Subscription Receipts") at a price of CDN$0.45 per Subscription Receipt for gross proceeds of $3,201,050 (CDN$4,000,000) (the "Offering"). The Offering was closed on March 24, 2022 with the gross proceeds less certain commissions and expenses of the Agents placed in escrow.

On April 5, 2022, all applicable escrow release conditions were satisfied and the Subscription Receipts were converted into 8,888,889 common shares and 4,444,444 common share purchase warrants of the Company. Each warrant entitles the holder to acquire one common share at an exercise price of CDN$0.65 per common share until April 5, 2024. These warrants were valued at $642,542. In connection with the Offering, the Agents and certain eligible finders received cash fees of $154,595 (CDN$193,181) and were issued a total of 429,291 broker warrants. Each broker warrant is exercisable for one common share having the same features as the Subscription Receipts until April 5, 2024. These broker warrants were valued at $62,063.

On April 5, 2022, in connection with the Amalgamation transaction with 765 BC, the Company issued 1,111,111 common shares to the shareholders of 765 BC. These common shares were valued at $320,000.

On November 3, 2022, in connection with the Minquest amended Mining Lease and Option to Purchase Agreement (see note 7), the Company issued 800,000 common shares valued at $38,154.

Share issuances during fiscal 2021
During July 2021, the Company issued 196,500 common shares valued at $47,280 in connection with the property purchase agreement with Andoria Resources Pty Ltd. (see note 7).

During July 2021, the Company closed a non-brokered private placement financing in two tranches issuing a total of 14,623,469 units at CDN$0.35 per unit for gross proceeds of $4,079,156 (CDN$5,118,214). Each unit was comprised of one common share and one-half common share purchase warrant with a total of 7,311,734 warrants issued. Each whole warrant entitles the holder to acquire one common share at an exercise price of CDN$0.40 per common share for a period of twenty-four months after the closing dates. These warrants were valued at $913,670. In connection with this financing, the Company paid cash commissions of $162,710 and issued 575,304 warrants to finders. Each finder warrant entitles the finder to acquire one common share at a price of CDN$0.35 per common share for a period of twenty-four months from the closing dates of the private placement. These finders' warrants were valued at $68,850. In total, cash commissions of $162,710 were paid and 575,304 finders' warrants were issued.

(expressed in United States dollars)

Warrants

On April 5, 2022, the Company issued 4,444,444 warrants and 429,291 broker warrants in connection with the Subscription Receipts financing. During July 2021, the Company issued a total of 7,311,734 warrants and 575,304 broker warrants in connection with a private placement financing. On October 26, 2022, 528,325 warrants with an exercise price of CDN$0.30 expired.

As at December 31, 2022, details with respect to outstanding warrants are as follows:

Number	Exercise price CDN$	Expiry
413,361	0.35	July 12, 2023
161,943	0.35	July 22, 2023
5,623,513	0.40	July 12, 2023
1,688,221	0.40	July 22, 2023
4,873,735	0.65	April 5, 2024
12,760,773	0.49	

The fair value of warrants has been estimated using the Black-Scholes option pricing model at the grant date and this value has been presented as a separate component of shareholders' equity. The Company has determined expected volatility related to analysis of comparable companies in the mineral exploration sector. The assumptions used for the valuation of warrants during fiscal 2022 and 2021 are as follows:

	2022	2021
Expected life in years	2.0	2.0
Expected volatility	112%	121%
Risk-free interest rate	2.50%	0.38%
Dividend yield	Nil	Nil

Stock options

In connection with the Amalgamation with 765 BC, the Company's board of directors approved a new stock option plan which is a 10% rolling plan (the "Plan") under which the maximum number of stock options issuable under the Plan is equal to 10% of the Company's outstanding common shares from time to time. Eligible participants in the Plan include directors, officers, employees and consultants to the Company. Stock option exercise prices, vesting periods and the term to expiry are determined by the board of directors at the time of grant. The Plan replaced the private company stock option plan which was approved on August 15, 2020 by the Company's board of directors. In connection with the Amalgamation and public listing transaction with 765 BC, all previously outstanding stock options were replaced with Resulting Issuer stock options.

On April 8, 2022, the board of directors of the Company approved the grant of 3,950,000 stock options to directors, officers and consultants. These stock options are exercisable at CDN$0.45 per stock option; expire April 8, 2027; and were immediately vested. On October 22, 2020, the Company granted a total of 5,950,000 stock options to officers, directors and consultants of the Company. These stocks are exercisable at CDN$0.30 per stock option; expire on October 22, 2025; and were immediately vested.

	Number	Weighted-average exercise price CDN $	Expiry
Balance, December 31, 2020 and 2021	5,950,000	0.30	October 2025
Granted	3,950,000	0.45	April 2027
Forfeited	(650,000)	0.30	October 2025
Balance, December 31, 2022	9,250,000	0.36	October 2025 to April 2027

As at December 31, 2022 outstanding stock options are as follows:

Options outstanding			Options exercisable		
Exercise price CDN$	Number of options	Weighted-average remaining contractual life (years)	Number of options	Weighted-average remaining contractual life (years)	Expiry
0.30	5,300,000	2.8	5,300,000	2.8	October 22, 2025
0.45	3,950,000	4.3	3,950,000	4.3	April 8, 2027
	9,250,000	3.4	9,250,000	3.4	

(expressed in United States dollars)

During the year ended December 31, 2022, the Company recorded a total of $881,100 in share based compensation expense related to stock options. Share based compensation amounts are included in shareholders' equity as contributed surplus and are included in share based compensation expense in the statement of operations and comprehensive loss. The values determined using the Black-Scholes option pricing model, with respect to stock options granted during fiscal 2022, utilized the following assumptions and values.

	2022
Expected volatility	112%
Expected option life (in years)	5.0
Risk-free interest rate	2.50%
Expected dividend yield	Nil
Weighted-average exercise price	CDN$0.45
Weighted-average market price at grant date	CDN$0.36
Weighted-average fair value	CDN$0.28

The Company determined expected volatility related to analysis of comparable companies in the mineral exploration sector.

10. Income taxes

For the years ended December 31, 2022 and 2021, a reconciliation of the combined Canadian federal and provincial income tax rate with the Company's effective tax rate is as follows:

	Year ended December 31, 2022 $	Year ended December 31, 2021 $
Loss before income taxes	(2,292,486)	(261,328)
Statutory rate	26.50%	26.50%
Expected recovery of income tax	607,509	69,252
Effect of reverse acquisition	(14,841)	-
Foreign tax rate difference	(83,384)	(58,806)
Effect of exchange rate differences	(100,796)	247
Share issue costs recorded in equity	34,460	17,773
Origination and reversal of temporary differences	(324,003)	178,040
Deferred income tax expense	118,946	206,506

Statutory tax rates presented above reflect the combined Canadian federal and provincial income tax rates enacted as at the Company's fiscal year ends. Significant components of the Company's deferred income tax assets and liabilities are as follows:

	December 31, 2022 $	December 31, 2021 $
Deferred income tax assets and liabilities		
Non-capital loss carry forwards	10,195,734	9,260,333
Asset basis differences	(1,071,213)	(843,250)
Share issue costs	112,614	63,638
Net deferred income tax assets not recognized	(8,312,149)	(7,674,681)
Deferred tax liability	924,986	806,040

As at December 31, 2022 the Company has tax losses for income tax purposes which may be used to reduce future taxable income. The income tax benefit, if any, of these losses have not been recorded in these consolidated financial statements because of the uncertainty of their recovery. The future expiration and potential tax benefit of the losses are as follows:

(expressed in United States dollars)

Year	Canada $	United States $	Total $
2042	1,948,039	1,516,074	3,464,112
2041	788,705	1,069,200	1,857,906
2040	252,726	969,330	1,222,057
2039	-	2,400,788	2,400,788
2038	-	1,868,575	1,868,575
2037	-	2,901,463	2,901,463
2036	-	2,015,059	2,015,059
2035	-	1,969,673	1,969,673
2034	-	2,550,529	2,550,529
2033	44,308	3,296,555	3,340,863
2032	52,850	3,037,392	3,090,242
2031	194,019	2,872,220	3,066,239
2030	273,065	3,032,469	3,305,534
2029	75,431	2,434,883	2,510,314
2028	2,495,581	2,199,507	4,695,088
2027	1,473,469	1,667,445	3,140,914
2026	1,084,356	1,163,290	2,247,646
2025	-	531,896	531,896
2024	-	97,332	97,332
2023	-	883	883
	8,682,549	37,594,563	46,277,112

The ability to use U.S. loss carry forwards in the future is subject to certain limitations under provisions of the Internal Revenue Code, including Section 382, which relates to a 50% change in control of ultimate shareholders over a three year period, and is further dependent upon the Company attaining profitable operations. Ownership changes, as defined, may have occurred in prior years for Gateway Gold (USA) Corp. and the U.S. tax losses related to Gateway Gold (USA) Corp. may be subject to limitation under Section 382. Accordingly, the Company’s ability to use these losses may be limited or these losses may expire un-utilized. Losses incurred to date may be further limited if a subsequent change in control occurs.

11. Related party transactions and compensation of key management

The Company has contracts for management and geological services with its officers, directors and companies controlled by its officers and directors. Key management includes all persons named or performing the duties of Chief Executive Officer and President, Director of Exploration, Chief Financial Officer, Corporate Secretary and Directors. Compensation awarded to key management has been recorded at the exchange amount, being the amount agreed to by the respective parties, and is with respect to short-term compensation and was conducted in the normal course of business. Amounts are summarized as follows:

	Year ended December 31, 2022 $	Year ended December 31, 2021 $
Management fees	389,469	427,573
Share based compensation	736,109	-
	1,125,578	427,573

As at December 31, 2022, a total of $2,462 (December 31, 2021 - $23,167) is included in accounts payable and accrued liabilities with respect to amounts due to key executive management for service contract obligations and expenses. In addition to the above, a company controlled by the Company's Chief Executive Officer and Vice President, Exploration, charged the Company for services related to exploration personnel costs, field vehicles and equipment, field office rent and utilities and related field office expenses in the amount of $211,653 during the year ended December 31, 2022 (2021 - $189,299). A company controlled by the Company's Chief Financial Officer also provides bookkeeping, accounting and administration services to the Company. For the year ended December 31, 2022, a total of $13,280 (2022 - $8,303) was charged for these services. For the year ended December 31, 2022, under the terms of a service contract with the Company's Chief Executive Officer, the Company reimbursed $29,298 (2022 - $29,298) for medical insurance coverage.

The Company has management service agreements with each of its Chief Executive Officer, Chief Financial Officer and Vice President, Exploration which provide for payments upon termination in certain circumstances. With respect to termination without cause, the Chief Executive Officer and Vice President, Exploration would be entitled to a payment equal to one year's compensation and the Chief Financial Officer would be entitled to a payment equal to three month's compensation. The service agreements also provide that under certain conditions, including a change in control of the Company, that the Chief Executive Officer and Vice President, Exploration would be entitled to a payment equivalent to two year's compensation and the Chief Financial Officer would be entitled to a payment equal to one year's compensation.

(expressed in United States dollars)

12. Financial instruments and risk management

As at December 31, 2022, the Company's financial instruments include cash and cash equivalents, reclamation deposits and accounts payable and accrued liabilities. The carrying values of these financial instruments approximate their fair values. The Company examines the various financial risks to which it may be exposed and assesses the impact and likelihood of those risks. The Company may be exposed to various financial risks related to credit risk, liquidity risk and currency risk. Where material, these risks are reviewed and monitored by the Board of Directors of the Company.

Credit risk
Financial instruments that potentially subject the Company to concentrations of credit risk consists of cash and cash equivalents and reclamation deposits. The Company's cash is held at major Canadian and United States financial institutions. The Company's reclamation deposits are supported by non-interest bearing cash deposits held with US governmental agencies representing the state of Nevada. The maximum exposure to credit risk is equivalent to the carrying amount. As at December 31, 2022, the Company does not consider any of its financial assets to be impaired.

Liquidity risk
Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due. The Company manages liquidity risk through monitoring cash outflows due in its day-to-day business and by regular cash flow forecasting of cash requirements to fund exploration projects and operating costs. As at December 31, 2022, the Company's liabilities included accounts payable and accrued liabilities of $85,324 all of which are due within normal trade terms of generally 30 days (see note 1, going concern).

Currency risk
The Company's cash is held in Canadian dollar and United States dollar accounts. The Company is exposed to financial risk arising from fluctuations in foreign exchange rates with respect to the United States dollar. As at December 31, 2022, the Company held cash in United States dollars of $57,957. The Company has not utilized derivative instruments to reduce its exposure to foreign currency risk.

All of the Company's cash based operating expenses were denominated in the relevant functional currency; therefore, operating costs were not affected by exchange rate changes during the years presented in these financial statements. The Company's property and exploration costs are primarily denominated in United States dollars.

Interest rate risk
As at December 31, 2022, the Company does not have any obligations that bear fixed interest rates. The Company is therefore not exposed to the risk of changes in fair value resulting from interest rate fluctuations.

13. Segmented information

The Company's operations comprise one reportable segment being the exploration and development of mineral resource properties. The Company's corporate and administrative offices are in Ontario, Canada. The Company's reclamation deposits and exploration and evaluation assets all relate to the Company's property interests located in Nevada, USA.

14. Capital management

The Company's capital structure is comprised of shareholders' equity. The Company is not subject to externally imposed capital requirements. The Company's objectives when managing its capital structure are to preserve the Company's access to capital markets and its ability to meet its financial obligations and to finance its exploration activities and general corporate costs (see note 1, going concern).

The Company monitors its capital structure using future forecasts of cash flows, particularly those related to its exploration programs.

The Company manages its capital structure and makes adjustments to it to maintain flexibility while achieving the objectives stated above. To manage the capital structure, the Company may adjust its exploration programs, operating expenditure plans, or issue new common shares and warrants. The Company's capital management objectives have remained unchanged over the periods presented in these consolidated financial statements.

15. Supplemental cash flow information

Non-cash transactions not reflected in the consolidated statements of cash flows are as follows:

	Year ended December 31, 2022	**Year ended December 31, 2021**
	$	**$**
Exploration expenditures included in accounts payable and accrued liabilities	21,821	23,663
Provision for environmental rehabilitation capitalized to exploration and evaluation assets	-	71,318
Common shares issued for acquisition of exploration property assets (notes 6 and 7)	38,154	47,280

(expressed in United States dollars)

16. Subsequent events

Private placement of units

On February 28, 2023 and March 8, 2023, the Company closed a private placement financing issuing a total of 28,312,400 units at CDN$0.11 per unit for gross proceeds of CDN$3,114,364. Each unit consisted of one common share of the Company and one-half common share purchase warrant. Each whole warrant issued entitles the holder to purchase one common share of the Company at a price of CDN$0.18 per share until February 28, 2026. In connection with the private placement, the Company paid Beacon Securities Limited ("Beacon") as lead agent and sole bookrunner, and Canaccord Genuity Corp. (together with Beacon, the "Agents"), cash commissions of CDN$193,514 and an aggregate of 1,750,168 finders' warrants. Each finders' warrant entitles the Agents to acquire one common share of the Company at a price of CDN$0.11 until February 28, 2026.

Stock option grant

On March 16, 2023, the board of directors approved the grant of 2,925,000 stock options to directors, officers and consultants of the Company. These stock options are exercisable at CDN$0.18 per common share, expire on March 16, 2028 and vested immediately.

Lahontan Gold Corp.
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the Years Ended December 31, 2022 and 2021
(Information as at April 26, 2023 unless otherwise noted)

INTRODUCTION

The following provides management's discussion and analysis of results of operations and financial condition for the years ended December 31, 2022 and 2021. Management's Discussion and Analysis ("MD&A") was prepared by Lahontan Gold Corp. management and approved by the Board of Directors on April 26, 2023.

On April 5, 2022, Lahontan Gold Corp. ("Original Lahontan") completed a three-cornered amalgamation transaction with 1246765 B.C. Ltd. ("765 BC") to become a wholly-owned subsidiary of 765 BC (the "Resulting Issuer"). The amalgamation transaction constitutes a reverse takeover of 765 BC by Original Lahontan. In connection with the amalgamation transaction 765 BC changed its name to Lahontan Gold Corp. and Original Lahontan was renamed 1000166543 Ontario Inc. Lahontan Gold Corp. (formerly 765 BC) is referred to herein with all of its subsidiaries as "Lahontan" or the "Company". See further information regarding the amalgamation and public listing at page 7 of this MD&A.

On September 25, 2020, Lahontan completed a reverse takeover transaction with Gateway. Gateway was considered the accounting acquirer, and accordingly, the Company is considered a continuation of Gateway.

The following discussion and analysis should be read in conjunction with the Company's audited consolidated financial statements for the years ended December 31, 2022 and 2021 which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All figures are presented in United States dollars (unless otherwise indicated). The consolidated financial statements include all of the assets, liabilities and expenses of the Company and its wholly-owned subsidiaries, 1000166543 Ontario Inc., domiciled in Ontario, Canada; Lahontan Gold (US) Corp., domiciled in Nevada, USA; Gateway Gold Corp. ("Gateway"), incorporated in British Columbia, Canada; and, Gateway Gold (USA) Corp., domiciled in Nevada, USA. All intercompany balances and transactions have been eliminated upon consolidation.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This document may contain or refer to certain forward-looking statements relating but not limited to Lahontan's expectations, intentions, plans and beliefs. Forward-looking information can often be identified by forward-looking words such as "anticipate", "believe", "expect", "goal", "plan", "intend", "estimate", "may" and "will" or similar words suggesting future outcomes, or other expectations, beliefs, plans, objectives, assumptions, intentions or statements about future events or performance. Forward-looking information may include reserve and resource estimates, estimates of future production, unit costs, costs of capital projects and timing of commencement of operations, and is based on current expectations that involve a number of business risks and uncertainties. Factors that could cause actual results to differ materially from any forward-looking statement include, but are not limited to, failure to establish estimated resources and reserves, the grade and recovery of ore which is mined varying from estimates, capital and operating costs varying significantly from estimates, delays in obtaining or failures to obtain required governmental, environmental or other project approvals, inflation, changes in exchange rates, fluctuations in commodity prices, delays in the development of projects, the failure to obtain sufficient funding for operating, capital and exploration requirements and other factors. Forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results to differ materially from expected results. Potential shareholders and prospective investors should be aware that these statements are subject to known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from those suggested by the forward-looking statements. Shareholders are cautioned not to place undue reliance on forward-looking information. By its nature, forward-looking information involves numerous assumptions, inherent risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, forecasts, projections and various future events will not *occur. Lahontan Gold Corp. undertakes no obligation to update publicly or otherwise revise any forward-looking information whether as a result of new information, future events or other such factors which affect this information, except as required by law.*

NATURE OF OPERATIONS AND DESCRIPTION OF BUSINESS

The Company is an exploration stage junior mining company engaged in the identification, acquisition, evaluation and exploration of mineral properties in Nevada, USA. The Company has not determined whether its properties contain mineral resources that are economically recoverable. The recoverability of amounts recorded as exploration and evaluation assets is dependent upon the discovery of economically recoverable resources, the ability of the Company to obtain the necessary financing to complete the development of these resources and upon attaining future profitable production from the properties or sufficient proceeds from disposition of the properties.

The Company's current mineral exploration property interests include: the Santa Fe, Moho, and Redlich projects each located in Nevada, USA. Details regarding each mineral property interest is contained in the section entitled *Overall Performance and Results of Operations* in this MD&A.

ACTIVITY HIGHLIGHTS FOR 2021 AND TO DATE

Commencement of base-line environmental studies at Santa Fe
On April 12, 2023, the Company announced that it will commence base-line environmental studies at its Santa Fe project. The base-line studies will be utilized in the Company's Plan of Operations submittal to the Bureau of Land Management which, when approved, will allow the Company to conduct exploration activities including road building and drilling, in a 12.2 km^2 area within the former mine area. Furthermore, the base-line environmental data can be used in future submissions should the Company elect to put the Santa Fe Mine back into production which would streamline that process. The Company will continue its current resource expansion drilling program under an approved Notice of Intent, with the goal of an updated Mineral Resource Estimate ("MRE") by year-end.

Stock option grant
On March 16, 2023, the Company announced that the board of directors approved the grant of 2,925,000 stock options to directors, officers and consultants of the Company. These stock options are exercisable at CDN$0.18 per common share, expire on March 16, 2028 and vested immediately.

Appointment of Brian Maher as Vice President – Exploration
On March 13, 2023, the Company appointed Brian J. Maher to the role of Vice President – Exploration of the Company. Mr. Maher, a Founder of Lahontan, brings more than 45 years of exploration and mine development expertise to the Company.

Filing of Santa Fe National Instrument 43-101 Technical Report
On March 3, 2023, the Company announced that it had filed on SEDAR an independent Technical Report and Mineral Resource Estimate titled "Santa Fe Project Technical Report," effective December 7, 2022, and dated March, 2023, for Lahontan's Santa Fe gold and silver project. The Technical Report was prepared in accordance with National Instrument 43-101 - Standards of Disclosure for Mineral Projects and supports the disclosure made by the Company in its maiden Mineral Resource Estimate on January 17, 2023 (see below).

Private placement financing raising CDN$3,114,364
On February 28, 2023 and March 8, 2023, the Company had closings of a private placement financing issuing a total of 28,312,400 units at CDN$0.11 per unit for gross proceeds of CDN$3,114,364. Each unit

consisted of one common share of the Company and one-half common share purchase warrant. Each whole warrant issued entitles the holder to purchase one common share of the Company at a price of CDN$0.18 per share until February 28, 2026. In connection with the private placement, the Company paid Beacon Securities Limited ("Beacon") as lead agent and sole bookrunner, and Canaccord Genuity Corp. (together with Beacon, the "Agents"), cash commissions of CDN$193,514 and an aggregate of 1,750,168 finders' warrants. Each finders' warrant entitles the Agents to acquire one common share of the Company at a price of CDN$0.11 until February 28, 2026.

Commencement of Met testing at Santa Fe

On January 31, 2023, the Company announced it had begun metallurgical test work for Santa Fe Mine project. The program is designed to verify historical gold and silver recoveries from oxide mineralization at Santa Fe, and to provide baseline metallurgical data that can be used to design process flowsheets for any future mining operations.

The first phase of testing will be a series of bottle-roll tests utilizing reverse-circulation drill cuttings which will allow the Company to characterize different mineralization types within the oxidized portion of the Santa Fe mineral resource. Previous bottle-roll tests produced gold recoveries in oxidized rock of up to 88.9% with cyanide consumption averaging 0.25kg/tonne (Lacana Pre-Feasibility Study, 1987). Subsequent testing will include defining optimizing crushing size for potential future heap-leach processing, column leach tests, and evaluating agglomeration to improve precious metal recoveries.

Announcement of maiden Mineral Resource Estimate at Santa Fe

On January 17, 2023, the Company announced the maiden mineral resource estimate for its Santa Fe project. The MRE for Santa Fe is based upon 1,275 drill holes totaling 125,435 metres, including 50 drill holes totaling 13,118 metres drilled by Lahontan since 2021. Highlights of the MRE include:

- Project-wide pit constrained indicated mineral resources of 1,112,000 contained gold equivalent (“Au Eq”) ounces and inferred mineral resources of 544,000 contained Au Eq ounces.
- Project-wide average grade for the indicated mineral resource is 1.14 grams per tonne (“g/t”) Au Eq; the average grade of the project-wide inferred mineral resource is 1.00 g/t Au Eq.
- Indicated oxide resources total 21.6 million tonnes (Mt) grading 1.03 g/t Au Eq for 712,000 Au Eq ounces and inferred oxide resources total 11.1 Mt grading 0.73 g/t Au Eq for 262,000 Au Eq ounces.
- The conceptual pit shells returned preliminary strip ratios (waste:ore) of 3.6:1 at the Santa Fe deposit and 2.3:1 at the Slab-Calvada-York Complex. Within both conceptual pits, gold and silver deposits crop out at the surface providing opportunities for rapid, low-cost mining operations.
- The MRE block model shows that gold and silver mineralization extends well beyond the conceptual pit shells, generating high-quality targets for additional drilling and resource growth.

For further details including a map and table that summarizes the results, refer to the Overall Performance and Results of Operations section in this MD&A.

Additional results from phase two drilling at the Slab pit area: 32m grading 0.65 g/t AuEq

On December 6, 2022, the Company announced the results from an additional five reverse circulation rotary (“RC”) drill holes from the Company’s Phase Two drilling campaign as part of the exploration of the Slab pit area of the Santa Fe project. The five drill holes, totaling 1,111 metres, are the final drill holes of the Company’s Phase Two drilling campaign. The drill holes targeted down-dip extensions of oxidized gold and silver mineralization east and northeast of the Slab pit. Past mining and historical drilling had outlined significant potential oxide and transition domain resources east of the Slab pit that remained open down dip from the pit. Highlights include:

- 32.0 metres grading 0.59 g/t Au and 4.4 g/t Ag (0.65 g/t Au Eq) of oxide and transition metallurgical domain mineralization in drill hole CAL22-016R including 6.1 metres grading 1.18 g/t Au and 14.4 g/t Ag (1.37 g/t Au Eq).

- 62.5 metres grading 0.33 g/t Au and 2.6 g/t Ag (0.36 g/t Au Eq) of oxide mineralization in drill hole CAL22-015R including 6.1 metres grading 1.04 g/t Au and 1.4 g/t Ag (1.06 g/t Au Eq).

For further details including a map and table that summarizes the results, refer to the Overall Performance and Results of Operations section in this MD&A.

Additional results from phase two drilling at the Slab pit area: 32.0m grading 0.61 g/t Au Eq
On November 14, 2022, the Company announced the results from an additional four RC drill holes from the Company's Phase Two drilling campaign exploring the Slab pit area of the Santa Fe project. The four drill holes, totaling 883 metres, targeted down-dip extensions of oxidized gold and silver mineralization east of the Slab pit. Past mining and historical drilling had outlined significant potential oxide and transition domain resources east of the Slab pit that remained open down dip from the pit. Highlights include:

- 32.0 metres grading 0.50 g/t Au and 7.9 g/t Ag (0.60 g/t Au Eq) of oxide and transition metallurgical domain mineralization in drill hole CAL22-010R including 10.7 metres grading 0.93 g/t Au and 18.7 g/t Ag (1.18 g/t Au Eq).

This drill hole, coupled with earlier Lahontan drill results, confirms a major easternly extension of previously mined gold and silver mineralization seen in the Slab pit, extending mineralization at least 350 metres down dip at shallow levels.

For further details including a map and table that summarizes the results, refer to the *Overall Performance and Results of Operations* section in this MD&A.

Amendment to Moho Mining Lease and Option to Purchase Agreement
On November 1, 2022, the Company announced that it had entered into a second amendment to the lease and option to purchase agreement with Minquest Ltd. ("Minquest"), amending the terms of the mining lease option to purchase agreement dated August 30, 2017, as previously amended August 25, 2020, between Minquest and Pyramid Gold Cold (US) Corp. ("Pyramid Gold"), as assigned from Pyramid Gold to the Company on July 30, 2020. Pursuant to the agreement, the Company has the option to purchase fifty unpatented lode mining claims in Mineral County, Nevada that forms part of the Company's Moho project. This second amendment extended the term of the Agreement to March 31, 2023 and provided for a payment totaling $193,875 comprised of $129,875 in cash and the issuance of 800,000 common shares of the Company at a deemed value of $0.08 per share (total value of $64,000) to Minquest after all regulatory approvals had been obtained. This payment was made on November 3, 2022. A final cash payment of $193,875 to exercise the option to purchase was completed subsequent to year end, in March 2023.

Results from phase two drilling from the Slab-Calvada pit area
On September 27, 2022, the Company announced the results from the first seven RC drill holes of the Company's Phase Two drilling campaign exploring the Slab-Calvada pit area of the Company's Santa Fe project. The seven drill holes, totaling 1,710 metres, targeted down-dip extensions of oxidized gold and silver mineralization along the Calvada fault and northerly step-out drilling from the Slab pit. Historical drilling in both areas had outlined significant potential oxide and transition domain resources. Highlights include:

- 25.9 metres grading 2.55 g/t Au and 3.4 g/t Ag (2.60 g/t Au Eq) of oxide and transition metallurgical domain mineralization in drill hole CAL22-006R, the farthest north step-out drill hole from the Slab pit, with gold mineralization starting at a depth of 68.6 metres downhole.
- 47.2 metres grading 0.78 g/t Au and 1.3 g/t Ag (0.80 g/t Au Eq) in drill hole CAL22-002R including 32.0 metres grading 1.04 g/t Au and 1.4 g/t Ag (1.06 g/t Au Eq) of oxidized mineralization down-dip along the Calvada fault, further expanding the envelope of oxide gold mineralization along this important structure.

For further details including a map and table that summarizes the results, refer to the *Overall Performance and Results of Operations* section in this MD&A.

Drill results from the Santa Fe pit area

On August 2, 2022, the Company announced the final results from Phase One drilling completed during 2021. Drill results were from ten RC drill holes exploring the Santa Fe pit area. Eight drill holes, totaling 2,614 metres, are the final RC holes from the 2021 drilling campaign. These drill holes targeted down-dip plus northwest and southeast step outs from known gold and silver mineralization along the Santa Fe fault.

Highlights include holes SF21-015R and -016R where these two RC drill holes targeted expansion of known mineralization in the high-wall of the Santa Fe Pit between the Bonanza and Big Horn zones and were collared approximately 120 metres northwest of SF21-007R. SF21-015R cut 138.6m grading 1.01 g/t Au and 3.4 g/t Ag (1.06 g/t Au Eq) while SF21-016R intercepted 102.1m grading 0.69 g/t Au and 1.7 g/t Ag (0.71 g/t Au Eq). These drill holes expand potential resources in this portion of the Santa Fe pit and define the extent of transitional mineralized rock.

Listing on the OTCQB Venture Market

On July 25, 2022, the Company announced that the Company's shares commenced trading on the OTCQB Venture Market in the United States operated by OTC Markets Group Inc. The Company's trading symbol on the OTCQB is LGCXF. Company shares continue to trade on the TSX Venture Exchange in Canada.

Drill results from Slab-Calvada pit area of the Santa Fe project

On July 12, 2022, the Company announced drill results from the final three core drill holes from the 2021 program exploring the Slab-Calvada pit area of the Santa Fe project. The three drill holes, totaling 552 metres, were completed in late 2021 and targeted down-dip extensions of oxidized gold and silver mineralization along the Calvada fault. Historical drilling in this area outlined significant potential oxide resources.

Highlights included: 21.0 metres grading 0.89 g/t Au and 2.7 g/t Ag (0.93 g/t Au Eq) of oxidized mineralization in drill hole CAL21-007C confirming oxidized precious metal mineralization over a vertical range of over 150 metres; and, 32.1 metres grading 0.54 g/t Au and 3.7 g/t Ag (0.58 g/t Au Eq) starting at a vertical depth of only 60 metres in drill hole CAL21-006C.

These three drill holes intercepted shallow, oxidized gold and silver mineralization along the Calvada fault zone, an east-west trending structure that links the previously mined Slab and Calvada pits. Gold and silver mineralization crops out on the surface and now has been traced down-dip over a vertical range of almost 200 metres with mineralization remaining open at depth.

Lahontan drills new "Bonanza" high-grade zone at Santa Fe

On June 28, 2022, the Company announced drill results from two RC drill holes exploring the Santa Fe pit area. The two drill holes, totaling 518.2 metres, were completed in late 2021. These drill holes targeted northwest and down-dip step outs from known gold and silver mineralization along the Santa Fe fault.

Highlights included hole SF21-014R was located approximately 350 metres northwest of the newly discovered Big Horn high-grade zone and intercepted yet another area of high-grade gold mineralization including a 25.9 metre interval grading 20.36 g/t Au. This newly discovered high-grade zone, called

“Bonanza”, has set a new standard with the highest-grade Au assays in the Santa Fe project’s history of 4.6m grading 112.3 g/t Au. The Company has now identified three distinct high-grade gold zones along nearly 800 metres of strike length on the Santa Fe fault that remain open at depth and to the northwest.

Additionally, hole SF21-009R was drilled from the same site as SF21-014R and intercepted shallow transition and oxide gold mineralization including 35.1m grading 1.07 g/t Au, expanding the envelope of oxide and transition mineralization in this corner of the Santa Fe pit and producing new targets for further step-out drilling.

Lahontan drills thick continuous gold at Santa Fe project

On June 6, 2022, the Company announced drill results from four additional core drill holes exploring the Santa Fe pit area. The four drill holes, totaling 1,549 metres, were completed in late 2021. These drill holes targeted down-dip step outs from known gold and silver mineralization along the Santa Fe fault, extensions of oxide and transition mineralization southeast of the Santa Fe pit, and an easterly trending structure that may tie Slab pit mineralization to the Santa Fe pit area.

Highlights included core hole SF21-006C that intercepted continuous gold and silver mineralization over 226 metres (1.22 g/t Au) with this drill hole bottoming in mineralized rock. Within this intercept, the Company has discovered a new high-grade zone (the “Bighorn Zone”) with up to 26.2 g/t Au and 61.0 g/t Ag (27.01 g/t Au Eq, 245.5 – 246.6m). This high-grade zone is separate from the BH Zone and suggests that multiple high-grade feeder zones are present at the Santa Fe project.

Core hole SF21-008C was a step-out drill hole southeast of the Santa Fe pit that successfully intercepted shallow oxidized gold and silver mineralization (75 metres south of previously reported drill hole SF21-004C). This drill hole demonstrates that additional oxide and transition mineralization is extensive south and southeast of the Santa Fe pit, and underscores the resource potential of this area.

Core holes SF21-007C and -009C targeted the projected extension of the Calvada fault, an east-west trending structure that may tie together mineralization seen at the Slab-Calvada area with the intensely gold and silver mineralized Santa Fe pit area. SF21-007C intercepted 64 metres grading 0.74 g/t Au Eq including up to 2.24 g/t Au Eq in transitional rocks (360.6 – 362.1m, 1.97 g/t Au and 19.7 g/t Ag). Although -009C appears to have drilled over the main structure, the two holes confirm the potential of the Calvada fault zone between the Santa Fe and Slab pits opening up over 1,000 metres of potentially mineralized structure.

Lahontan drills shallow oxide gold at the Slab open pit area

On May 24, 2022, the Company announced drill results from the first four core drill holes exploring the Slab pit area at the Santa Fe project. The four drill holes, totaling 891 metres, were completed in late 2021 and targeted down-dip extensions of oxidized gold and silver mineralization below the Slab open pit in an area where historical drilling outlined significant potential oxide resources.

Highlights included 41.1 metres grading 0.54 g/t Au and 1.8 g/t Ag (0.56 g/t Au Eq) starting at only 52.4 metres down-hole, and a second vertically stacked zone of 19.5 metres grading 0.26 g/t Au and 5.6 g/t Ag (0.33 g/t Au Eq), all oxidized, in drill hole CAL21-002C. Additionally, 26.7 metres grading 0.44 g/t Au and 3.1 g/t Ag (0.48 g/t Au Eq) starting at only 29.4 metres down-hole, and a second, deeper zone, grading 0.21 g/t Au and 1.5 g/t Ag (0.23 g/t Au Eq), all oxidized, in drill hole CAL21-005C.

These four drill holes intercepted oxidized gold and silver mineralization throughout their entire lengths to a maximum down-hole depth of 246 metres (CAL21-002C), confirming the presence of widespread oxide mineralization in the Slab pit area with only very minor amounts of transitional mineralization. Of critical importance, the drilling identified at least two vertically stacked zones of gold and silver mineralization; the deeper zone can help drive a deeper pit shell during resource estimation and optimization, which increases the volume of potential resources in the Slab pit area.

Drill results return thick intervals of high-grade gold at Santa Fe project
On May 2, 2022, the Company released the results from five core holes, totaling 1,368 metres, completed in 2021 at the Santa Fe project. These core drill holes explored down-rake and on-strike extensions to the high-grade BH zone and shallow, potentially open-pit minable, gold and silver mineralization southeast of the past-producing Santa Fe open pit.

High-grade intercepts from the BH zone included 100.3 metres grading 2.96 g/t Au and 62.2 g/t Ag (3.79 g/t gold equivalent), including 37.3 metres grading 3.78 g/t Au and 96.1 g/t Ag (5.06 g/t AuEq), also including 4.9 metres grading 10.76 g/t Au and 126.7 g/t Ag (12.45 g/t AuEq) in drill hole SF21-001C.

Highlights from shallow oxide drilling included 23.9 m grading 0.84 g/t Au and 4.6 g/t Ag (0.90 AuEq), and 20.7 m grading 0.45 g/t Au and 3.4 g/t Ag (0.50 g/t AuEq) in drill hole SF21-004C.

Expansion of land position at Santa Fe project
On April 19, 2022, the Company announced that it had expanded its land holdings at its flagship Santa Fe project by staking 19 unpatented lode mining claims. The new claims cover potential southern extensions to the high-grade BH zone as well as surface geochemical and hydrothermal alteration anomalies. The claims also cover small gaps between existing land holdings and adjacent claimants. With the new unpatented lode mining claims, the Santa Fe project now encompasses over 19 square kilometres.

Amalgamation with 1246765 B.C. Ltd / Public listing application
On February 1, 2021, 765 BC announced that it had agreed to complete a transaction with the Company that would result in 765 BC indirectly acquiring interests in the Santa Fe, Moho and Redlich projects located in Nevada (the "Transaction"). The Transaction was concluded on April 5, 2022 and was effected through an amalgamation agreement (the "Amalgamation Agreement"). The Transaction was conditional on the Company completing a private placement of subscription receipts (as described below) and the TSX Venture Exchange ("TSXV") approving the listing of the post-consolidation common shares of 765 BC and other customary conditions.

The Amalgamation Agreement, dated January 29, 2021, as amended, provided for, among other things, a three-cornered amalgamation (the "Amalgamation") pursuant to which: (i) Original Lahontan amalgamated with a newly formed wholly-owned subsidiary of 765 BC incorporated pursuant to the provisions of the *Business Corporations Act* (Ontario); (ii) all of the outstanding common shares, warrants and stock options of Original Lahontan were cancelled and, in consideration therefor, the holders were provided resulting issuer shares, warrants and stock options of 765 BC at an exchange ratio of one-for-one; and, (iii) the amalgamated company became a wholly-owned subsidiary of 765 BC. After giving effect to the Amalgamation, the shareholders of the Company collectively exercise control over 765 BC. The combination arising from the Amalgamation has been accounted for as a reverse takeover transaction.

Pursuant to the terms of the Amalgamation Agreement, 765 BC effected a consolidation (the "Consolidation") of its outstanding 3,000,000 common shares on the basis of one post-consolidation share for every 2.7 pre-consolidation shares and changed its name to "Lahontan Gold Corp." (the "Name Change"). Shareholders of 765 BC therefore received 1,111,111 resulting issuer shares.

All conditions of the Amalgamation Agreement were satisfied, including among others: (i) the requirement for the Company to obtain approval of at least 66⅔ percent of the votes cast by shareholders of the Company at a special meeting of shareholders held on March 29, 2022; (ii) the requirement for 765 BC to obtain applicable approvals for the Consolidation and the Name Change; (iii) completion of the private placement of subscription receipts; and, (iv) obtaining conditional approval of the TSXV for the listing of 765 BC's common shares.

Pursuant to the Amalgamation, the Company's shares and other securities (including the common shares and warrants issued upon conversion of the Subscription Receipts) were exchanged for common shares ("Resulting Issuer Shares") and other securities of 765 BC.

Private placement of subscription receipts
On March 24, 2022 in connection with its public listing application and the Amalgamation, the Company entered into an agreement (the "Agency Agreement") with Beacon Securities Inc. as lead agent, on behalf of a syndicate of agents, (the "Agents") in connection with a best-efforts private placement of 8,888,889 subscription receipts (the "Subscription Receipts") at a price of CDN$0.45 per Subscription Receipt for gross proceeds of CDN$4,000,000 (the "Offering"). The Offering was closed on March 24, 2022 with the gross proceeds less certain commissions and expenses of the Agents placed in escrow.

On April 5, 2022, all applicable escrow release conditions were satisfied and the Subscription Receipts were converted into 8,888,889 common shares and 4,444,444 common share purchase warrants of the Company. Each warrant entitles the holder to acquire one common share at an exercise price of CDN$0.65 per common share until April 5, 2024.

In connection with the Offering, the Agents and certain eligible finders received cash fees of CDN$193,181 and were issued a total of 429,291 compensation options. Each compensation option is exercisable for one unit having the same features as the Subscription Receipts until April 5, 2024.

Stock option grant
On April 8, 2022, the board of directors of the Resulting Issuer approved the grant of 3,950,000 stock options to directors, officers and consultants. These stock options are exercisable at CDN$0.45 per common share and expire April 8, 2027.

Public listing on the TSX Venture Exchange
On April 11, 2022, the TSXV issued its final acceptance of the listing statement dated March 28, 2022. Trading of the Resulting Issuer Shares commenced on April 13, 2022 under the trading symbol "LG".

Private placement of units
During July 2021, the Company closed a private placement offering in two tranches issuing a total of 14,623,469 units at CDN$0.35 per unit for gross proceeds of $4,079,156 (CDN$5,118,214). Each unit was comprised of one common share and one-half common share purchase warrant with a total of 7,311,734 warrants issued. Each whole warrant entitles the holder to acquire one common share at an exercise price of CDN$0.40 per common share for a period of twenty-four months after the closing dates. In connection with the private placement, the Company engaged certain arm's length finders to assist with the private placement. Those finders were entitled to a cash commission equal to seven percent of the gross proceeds raised as a result of the finders' efforts; and (ii) finders' warrants equal in number to seven percent of the units issued to those purchasers that were introduced to the Company by the finder. Each finder warrant entitles the finder to acquire one common share at a price of CDN$0.35 per common share for a period of twenty-four months from the closing dates of the private placement. In total, cash commissions of $162,710 (CDN$201,156) were paid and 575,304 finders' warrants were issued.

Phase One drilling at Santa Fe project
During March 2021, the Company received approval from the United States Department of the Interior's Bureau of Land Management for its 2021 drill program at the Santa Fe project. Six reverse-circulation drill holes totaling 1,218 metres were completed in this initial portion of Phase One drilling. Highlights of this drilling were announced in June 2021 and included: 188.9 metres grading 1.75 g/t Au and 9.9 g/t Ag in drill hole SF21-001R including 56.4 meters grading 2.78 g/t Au and 17.6 Ag and also including 6.1 metres

grading 4.29 g/t Au and 31 g/t Ag. Gold and silver mineralization starts at the surface and the hole bottomed in mineralized rock; and, 86.9 metres grading 1.08 g/t Au and 3.7 g/t Ag in drill hole SF21-002R.

Drone magnetic survey at Santa Fe project

During June 2021, the Company announced the results of a detailed drone magnetic survey at the Santa Fe project. Key findings of the survey include:

- The new magnetic data, when combined with a historical electromagnetic ("EM") survey and geologic mapping, outline the southeast extension of the BH zone from the Santa Fe open pit a distance of over 1,000 metres and corresponds to areas where historical reverse-circulation drilling intercepted 16.8 metres grading 6.10 g/t Au including 3.3 metres grading 11.65 g/t Au (CSF-89-19). This area shows the exact same geophysical signature as the Santa Fe, Slab, Calvada and York open pit mines that yielded 345,000 ounces of gold and 710,000 ounces of silver production between 1988 and 1992 (Nevada Bureau of Mines and Geology, 1996).
- In the area of the Slab open pit, the magnetic anomaly associated with previously mined gold mineralization extends north of the pit into virgin ground and also to the west, opening up large areas for resource expansion drilling.
- Along the prominent east-west structure that connects the Slab pit to the Calvada pit, strong magnetic contrast and historical EM anomalies confirm the interpreted structural orientation and highlight the importance of this drill target.
- In the northwest portion of the Santa Fe project, in the Pinnacles target area, the magnetic data outline in detail the classic Walker Lane orientation of key structures as well as north-south oriented conjugate shears, generating high quality drill targets in this untested portion of the property.

OVERALL PERFORMANCE AND RESULTS OF OPERATIONS

Exploration and Evaluation Expenditures

During the year ended December 31, 2022, the Company capitalized a total of $2,232,082 to exploration and evaluation assets for its projects. Of this total $2,009,264 related to the Santa Fe project, $206,930 related to the Moho project and $15,888 related to the Redlich project.

Santa Fe Project – Nevada, USA

On September 25, 2020, the Company completed a reverse takeover transaction with Gateway a private Canadian company incorporated in British Columbia, Canada that was a wholly-owned subsidiary of Victoria. Gateway's wholly-owned Nevada subsidiary Gateway Gold (USA) Corp. holds a 100% beneficial interest in the Santa Fe project located 12 kilometres east of the town of Luning, in Mineral County, Nevada. As at December 31, 2022, the Santa Fe project was comprised of 290 unpatented mining claims, 67 unpatented millsite claims and 24 patented mining claims. A total of 46 of the Santa Fe project claims, including all patented claims, are subject to a 1.25% net smelter return ("NSR") royalty interest. The NSR royalty applies to all ore mineral, metals and materials produced from the claims after the first 67,886 ounces of gold and 147,157 ounces of silver.

During April 2022, the Company staked 19 additional claims contiguous to the southern border of the Santa Fe project. The Santa Fe project encompasses over 19 square kilometres in area.

The Santa Fe project has an extensive geologic and geochemical database from both recent field work and from data generated during five years of gold and silver production (345,000 ounces of gold and 710,000 ounces of silver, Nevada Bureau of Mines and Geology, 1996) between 1988 and 1992 plus subsequent exploration programs. The project has a historical drill hole database of nearly 1,200 drill holes totaling over 110,000 metres.

During the year ended December 31, 2022, a total of $2,009,263 was capitalized to the Santa Fe project related to exploration and evaluation assets. Significant expenditures included claim staking and renewal fees of $80,722, cash option and share payments of $50,000, personnel and consultant costs of $582,134; exploration management and support costs of $113,706; field office rent, storage and telecommunication costs of $88,919; travel and accommodation costs of $63,392; drilling and related costs of $399,682; geological costs of $35,859, geochemical analysis costs for drill core and RC samples of $338,655; technical reports and special consulting costs of $56,020; vehicle and fuel costs of $146,370; environmental monitoring and reporting costs of $23,135; and, field equipment costs of $28,275.

Maiden Mineral Resource Estimate

On January 17, 2023, the Company announced the maiden MRE for its Santa Fe project. The MRE for Santa Fe is based upon 1,275 drill holes totaling 125,435 metres, including 50 drill holes totaling 13,118 metres drilled by Lahontan since 2021. Highlights of the MRE includes:

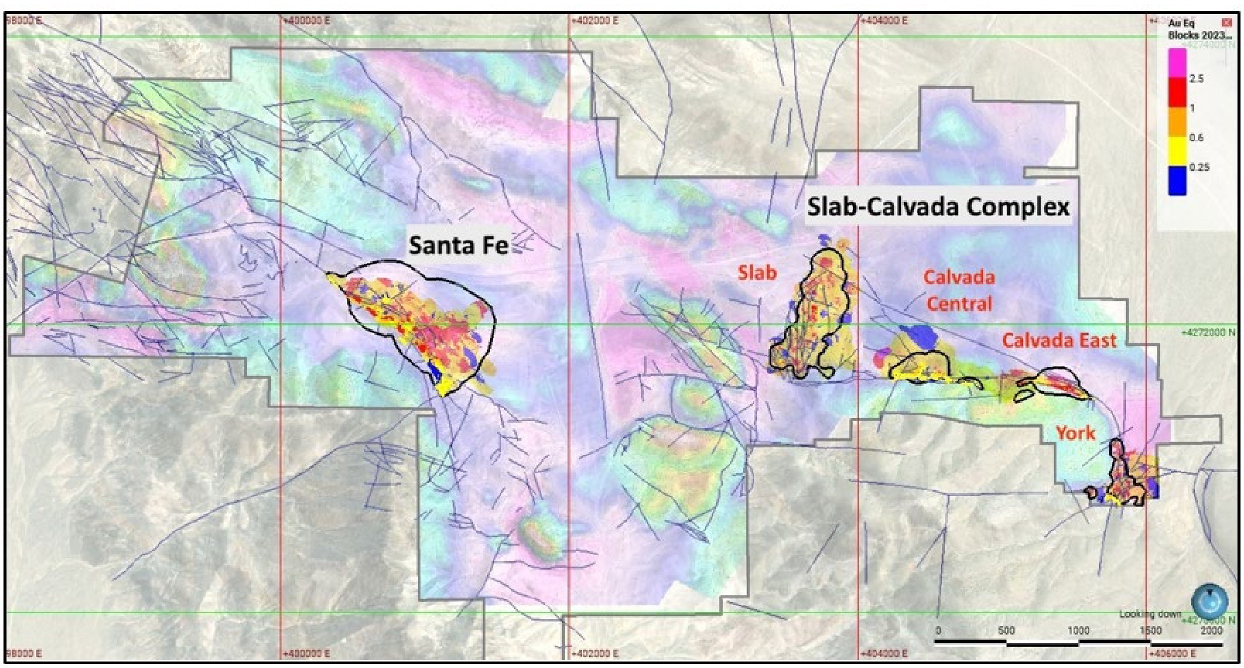
- Project-wide pit constrained indicated mineral resources of 1,112,000 contained Au Eq ounces and inferred mineral resources of 544,000 contained Au Eq ounces (assumptions for Au Eq are described in the Notes to Tables 1 and 2 below).

- Project-wide average grade for the indicated mineral resource is 1.14 g/t Au Eq; the average grade of the project-wide inferred mineral resource is 1.00 g/t Au Eq.

- Indicated oxide resources total 21.6 Mt grading 1.03 g/t Au Eq for 712,000 Au Eq ounces and inferred oxide resources total 11.1 Mt grading 0.73 g/t Au Eq for 262,000 Au Eq ounces.

- The conceptual pit shells returned preliminary strip ratios (waste:ore) of 3.6:1 at the Santa Fe deposit and 2.3:1 at the Slab-Calvada-York Complex. Within both conceptual pits, gold and silver deposits crop out at the surface providing opportunities for rapid, low-cost mining operations.

- The MRE block model shows that gold and silver mineralization extends well beyond the conceptual pit shells, generating high-quality targets for additional drilling and resource growth.



Location of MRE deposits with conceptual pit shells, Santa Fe Mine, Mineral County, Nevada

Table 1: Project-wide Resources, Santa Fe Mine, Mineral County, Nevada.

Resource Classification	Deposit	Ore Type	Cut-off Grade	Tonnes	Gold	Contained Gold	Silver	Contained Silver	Gold Equivalent	Contained Gold Equivalent
			(Au Eq, g/t)	(t)	(Au, g/t)	(Au oz.)	(Ag, g/t)	(Ag oz.)	(Au Eq, g/t)	(Au Eq, oz.)
Indicated	Santa Fe	Oxide	0.25	16,274	1.01	529	9.51	4,977	1.10	573
		Non-Oxide	0.60	8,792	1.27	360	11.36	3,210	1.41	399
	Slab	Oxide	0.25	4,000	0.74	95	3.05	392	0.76	98
		Non-Oxide	0.60	-	-	-	-	-	0.00	-
	Calvada East	Oxide	0.25	1,314	0.94	40	1.87	79	0.95	40
		Non-Oxide	0.60	21	1.08	1	0.78	1	1.09	1
	Total	**Oxide**	0.25	21,587	0.96	664	7.85	5,448	1.03	712
		Non-Oxide	0.60	8,813	1.27	360	11.33	3,211	1.41	400
	Total			**30,400**	**1.05**	**1,024**	**8.86**	**8,658**	**1.14**	**1,112**
Inferred	Santa Fe	Oxide	0.25	7,462	0.74	177	4.28	1,027	0.77	186
		Non-Oxide	0.60	5,863	1.45	273	4.08	768	1.50	283
	Slab	Oxide	0.25	290	0.52	5	5.22	49	0.57	5
		Non-Oxide	0.60	-	-	-	-	-	-	-
	Calvada East	Oxide	0.25	39	0.85	1	2.70	3	0.88	1
		Non-Oxide	0.60	-	-	-	-	-	-	-
	York	Oxide	0.25	1,094	0.72	25	0.48	17	0.73	26
		Non-Oxide	0.60	-	-	-	-	-	-	-
	Calvada Central	Oxide	0.25	2,256	0.57	42	3.54	256	0.61	44
		Non-Oxide	0.60	-	-	-	-	-	-	-
	Total	**Oxide**	0.25	11,141	0.70	250	3.78	1,352	0.73	262
		Non-Oxide	0.60	5,866	1.45	274	4.07	768	1.50	283
	Total			**17,007**	**0.96**	**523**	**3.88**	**2,121**	**1.00**	**545**

Table 2: Project-wide Oxide Resources, Santa Fe Mine, Mineral County,

Resource Classification	Deposit	Ore Type	Cut-off Grade	Tonnes	Gold	Contained Gold	Silver	Contained Silver	Au Eq.	Contain Gold Equivalent
			(Au Eq., g/t)	(kt)	(Au, g/t)	(Au k.oz.)	(Ag, g/t)	(Ag k.oz.)	(Au Eq., g/t)	(Au Eq. k. oz.)
Indicated	Santa Fe	Oxide	0.25	16,274	1.01	529	9.51	4,977	1.10	573
	Slab			4,000	0.74	95	3.05	392	0.76	98
	Calvada East			1,314	0.94	40	1.87	79	0.95	40
	Total			**21,587**	**0.96**	**664**	**7.85**	**5,448**	**1.03**	**712**
Inferred	Santa Fe	Oxide	0.25	7,462	0.74	177	4.28	1,027	0.77	186
	Slab			290	0.52	5	5.22	49	0.57	5
	Calvada East			39	0.85	1	2.70	3	0.88	1
	York			1,094	0.72	25	0.48	17	0.73	26
	Calvada Central			2,256	0.57	42	3.54	256	0.61	44
	Total			**11,141**	**0.70**	**250**	**3.78**	**1,352**	**0.73**	**262**

Notes to Tables 1 and 2:

1. Mineral Resources have an effective date of December 7, 2022. The Mineral Resource Estimate for the Santa Fe Mine was prepared by Trevor Rabb, P.Geo., of Equity Exploration Consultants Ltd., an independent Qualified Person as defined by NI 43-101.
2. Mineral Resources are not Mineral Reserves and do not have demonstrated economic viability. Inferred Resources are considered too speculative geologically to have economic considerations applied to them that would enable them to be classified as Mineral Reserves. An Inferred Mineral Resource has a lower level of confidence than that applying to an Indicated Mineral Resource and must not be converted to a Mineral Reserve. It is reasonably expected that most of the Inferred Mineral Resources could be upgraded to Indicated Mineral Resources with continued exploration.
3. Resources are reported in accordance with NI43-101 Standards of Disclosure for Mineral Projects (BCSC, 2016) and the CIM Definition Standards for Mineral Resources and Mineral Reserves (CIM, 2014).
4. Mineral Resources were estimated for gold, silver, and gold equivalent (Au Eq) using a combination of ordinary kriging and inverse distance cubed within grade shell domains.
5. Mineral resources are reported using a cut-off grade of 0.25 g/t Au Eq for oxide resources and 0.60 g/t Au Eq for non-oxide resources. Au Eq for the purpose of cut-off grade and reporting the Mineral Resources is based on the following assumptions gold price of US$1,770/oz gold, silver price of US$22.00/oz silver, and oxide gold recoveries ranging from 60% to 77%, oxide silver recoveries ranging from 40% to 55%, and non-oxide gold and silver recoveries of 71%, mining costs for ore and waste of US$2.20/t, crushing cost of US$2.71/t, processing cost (oxide) US$6.80/t, processing cost (non-oxide) US$25/t.
6. An optimized open-pit shell was used to constrain the Mineral Resource and was generated using Lerchs-Grossman algorithm utilizing the following parameters: gold price of US$1,770/oz gold, silver price of US$22/oz silver, gold selling costs of US$56/oz gold, and silver selling costs of US$3/oz silver. Mining costs for ore and waste of US$2.20/t, crushing cost of US$2.71/t,

processing cost (oxide) US$6.80/t, processing cost (non-oxide) US$25/t, G&A cost US$3.99/t. Royalties for the Slab, York and Calvada deposits are 1.25%, and maximum pit slope angles of 50 degrees.
7. Totals may not sum due to rounding.

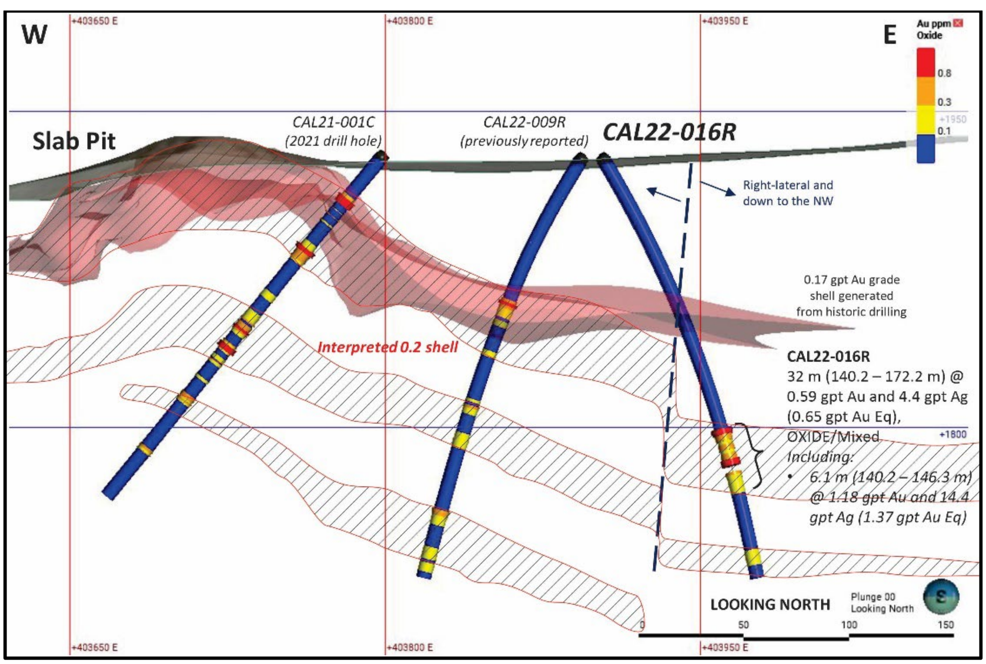
For more information about the assumptions leading to the MRE, please refer to the National Instrument 43-101 Report filed on SEDAR on March 2, 2023.

Phase Two drilling program – Results from additional five drill holes

On December 6, 2022, the Company announced the results from an additional five RC drill holes from the Company's Phase Two drilling campaign for exploration of the Slab pit area of the Santa Fe project. The five drill holes, totaling 1,111 metres, are the final drill holes of the Company's Phase Two drilling campaign. The drill holes targeted down-dip extensions of oxidized gold and silver mineralization east and northeast of the Slab pit. Past mining and historical drilling had outlined significant potential oxide and transition domain resources east of the Slab pit that remained open down dip from the pit. Highlights include:

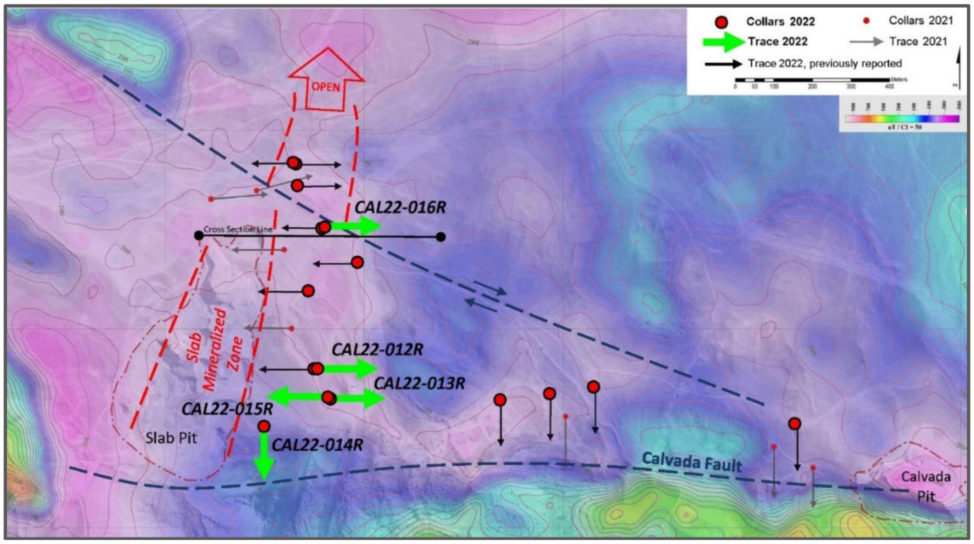
- 32.0 metres grading 0.59 g/t Au and 4.4 g/t Ag (0.65 g/t Au Eq) of oxide and transition metallurgical domain mineralization in drill hole CAL22-016R including 6.1 metres grading 1.18 g/t Au and 14.4 g/t Ag (1.37 g/t Au Eq). This drill hole, coupled with earlier Lahontan drill results, shows that gold and silver mineralization extends in an easterly direction from the Slab pit across a post-mineral fault, opening a large area for resource expansion. (see cross section, location map, and table below).

- 62.5 metres grading 0.33 g/t Au and 2.6 g/t Ag (0.36 g/t Au Eq) of oxide mineralization in drill hole CAL22-015R including 6.1 metres grading 1.04 g/t Au and 1.4 g/t Ag (1.06 g/t Au Eq). This drill hole extends shallow gold and silver mineralization from the southeast corner of the Slab pit, expanding resource potential.



West-East (left to right, please see map below) cross section through drill holes CAL21-001C, CAL22-009R, and new drill hole CAL22-016R east of the Slab pit, Santa Fe Project, Mineral County, Nevada. The interpreted 0.2 g/t Au grade shell (cross-hatched) shows the stacked nature of the mineralization and greatly expands oxide and transition domain gold mineralization east of the

Slab pit and across a prominent post-mineral fault. The drilling confirms the potential for additional shallow gold and silver mineralization north and east of the Slab pit.



Drill hole location map with reduced to pole residual magnetics, Slab-Calvada pit area, Santa Fe Project, Mineral County, Nevada.

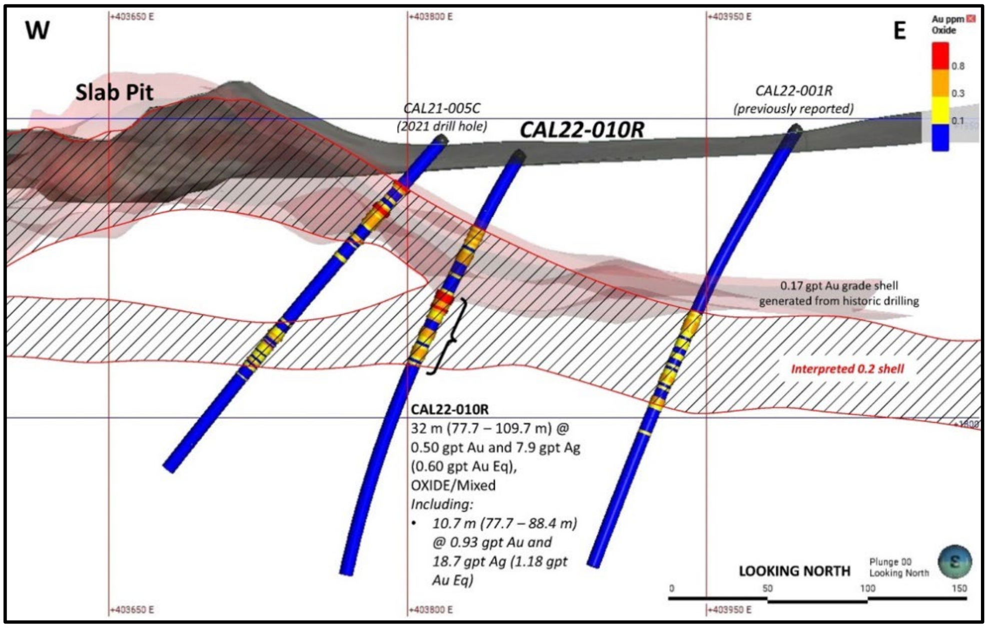
Drill Hole	Total Depth (m)	From (m)	To (m)	Interval (m)	Au (gpt)	Ag (gpt)	Au Eq (gpt)	Metallurgical Domain
CAL22-012R	249.9	53.3	59.4	6.1	0.25	0.9	0.26	Oxide
	and:	70.1	89.9	19.8	0.20	1.8	0.22	Oxide
CAL22-013R	249.9	33.5	44.2	10.7	0.20	8.9	0.32	Oxide
CAL22-014R	198.2	4.6	13.7	9.1	0.39	1.4	0.41	Oxide
	and:	91.4	102.1	10.7	0.22	0.5	0.23	Oxide
CAL22-015R	199.6	21.3	83.8	**62.5**	**0.33**	**2.6**	**0.36**	Oxide
	including:	50.3	56.4	6.1	1.04	1.4	1.06	Oxide
CAL22-016R	213.4	140.2	172.2	**32.0**	**0.59**	**4.4**	**0.65**	Oxide and Transition
	including:	140.2	146.3	**6.1**	**1.18**	**14.4**	**1.37**	Oxide and Transition
	and:	199.6	208.8	9.2	0.14	**20.6**	0.41	Oxide and Transition

**Notes: Au Eq equals Au (g/t) + (Ag g/t/75). Metallurgical recovery has not been factored as insufficient test-work is available to determine potential Ag recoveries. True thickness of the intercepts shown above are estimated to be 90-95% of the drilled interval.*

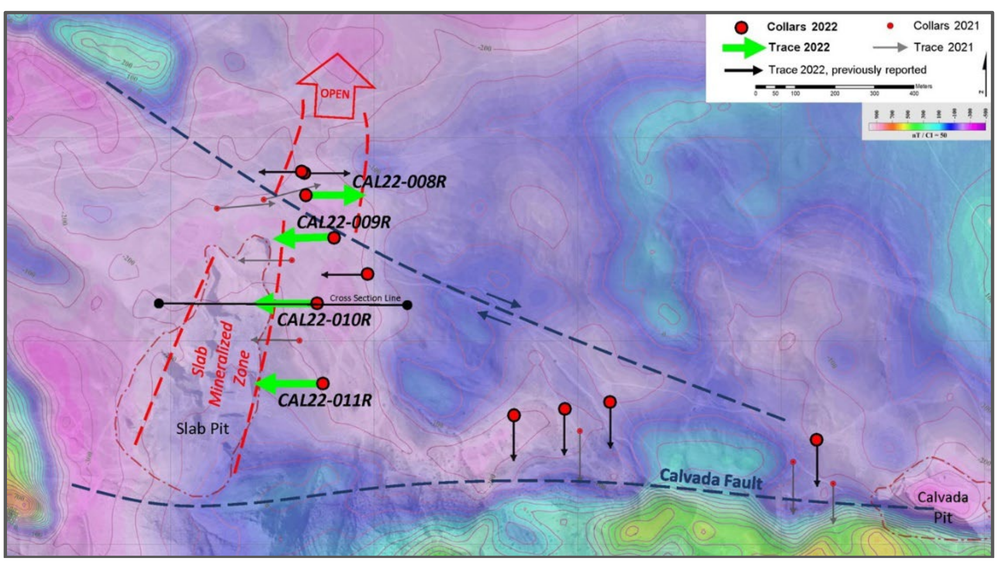
Phase Two drilling program – Results from additional four drill holes

On November 14, 2022, the Company announced the results from an additional four RC drill holes from the Company's Phase Two drilling campaign exploring the Slab pit area of the Santa Fe Project. The four drill holes, totaling 883 metres, targeted down-dip extensions of oxidized gold and silver mineralization east of the Slab pit. Past mining and historical drilling had outlined significant potential oxide and transition domain resources east of the Slab pit that remained open down dip from the pit. Highlights include:

- 32.0 metres grading 0.50 g/t Au and 7.9 g/t Ag (0.60 g/t Au Eq) of oxide and transition metallurgical domain mineralization in drill hole CAL22-010R including 10.7 metres grading 0.93 g/t Au and 18.7 g/t Ag (1.18 g/t Au Eq). This drill hole, coupled with earlier Lahontan drill results, confirms a major easterly extension of previously mined gold and silver mineralization seen in the Slab pit, extending mineralization at least 350 metres down dip at shallow levels (please see cross section, location map, and table below).



West-East (left to right, please see map below) cross section through drill holes CAL21-005C, CAL22-001R, and new drill hole CAL22-010R east of the Slab pit, Santa Fe Project, Mineral County, Nevada. The interpreted 0.2 g/t Au grade shell greatly expands oxide and transition domain gold mineralization east of the Slab pit and confirms the potential for additional shallow gold and silver mineralization east of the Slab pit.



Drill hole location map with reduced to pole residual magnetics, Slab-Calvada pit area, Santa Fe Project, Mineral County, Nevada.

Important take-aways from these drill results include the further confirmation that gold and silver mineralization occurs in areas that are characterized as a magnetic low. As can be seen in the drill hole location map above, there are extensive areas with a low intensity magnetic signature that remain untested by drilling that could host potential resources in the Slab-Calvada area. The drill results table below also highlights an important characteristic of mineralization east and northeast of the Slab pit: higher silver grades. The silver content is significant and could positively impact potential mining operations at Santa Fe. The results from the four drill holes can be summarised in detail as follows:

Drill Hole	Total Depth (m)	From (m)	To (m)	Interval (m)	Au (gpt)	Ag (gpt)	Au Eq (gpt)	Metallurgical Domain
CAL22-008R	213.4	47.2	61.0	13.7	0.43	1.9	0.46	Oxide & Transition
	and:	158.5	172.2	13.7	0.42	3.1	0.46	Oxide
CAL22-009R	213.4	74.7	89.9	15.2	0.26	1.6	0.28	Oxide & Transition
	including:	74.7	82.3	7.6	0.43	3.1	0.47	Oxide & Transition
CAL22-010R	228.6	77.7	109.7	**32.0**	**0.50**	**7.9**	**0.61**	Oxide & Transition
	including:	77.7	88.4	10.7	0.93	18.7	1.18	Transition
CAL22-011R	228.6	*32.0*	*36.6*	4.6	0.23	2.4	0.26	Oxide
	and:	50.3	54.9	4.6	0.27	1.4	0.29	Oxide

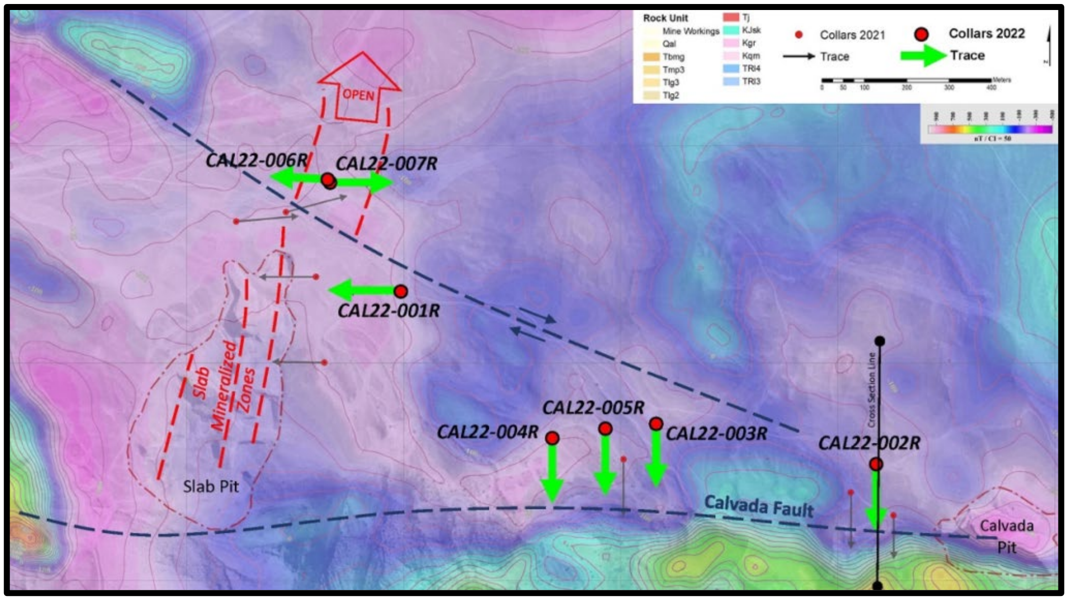
**Notes: Au Eq equals Au (g/t) + (Ag g/t/75). Metallurgical recovery has not been factored as insufficient test-work is available to determine potential Ag recoveries. True thickness of the intercepts shown above are estimated to be 90-95% of the drilled interval.*

Phase Two drilling program – Results from first seven drill holes

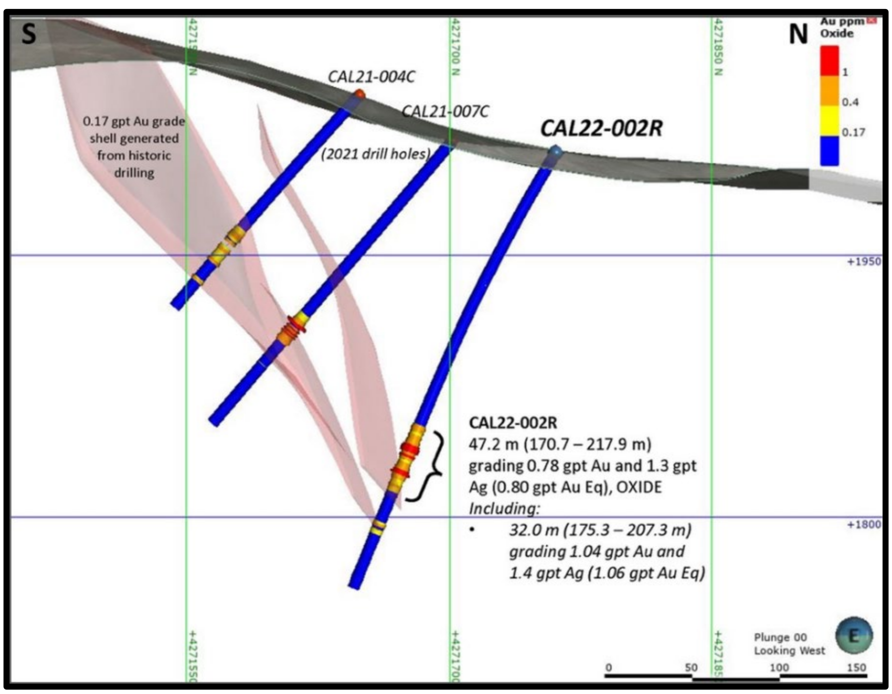
On September 27, 2022, the Company announced the results from the first seven RC drill holes of the Phase Two drilling campaign exploring the Slab-Calvada pit area of the Santa Fe Project. The seven drill holes, totaling 1,710 metres, targeted down-dip extensions of oxidized gold and silver mineralization along the Calvada fault and northerly step-out drilling from the Slab pit. Historical drilling in both areas had outlined significant potential oxide and transition domain resources. Highlights includes:

- 25.9 metres grading 2.55 g/t Au and 3.4 g/t Ag (2.60 g/t Au Eq) of oxide and transition metallurgical domain mineralization in drill hole CAL22-006R, the farthest north step-out drill hole from the Slab pit, with gold mineralization starting at a depth of only 68.6 metres downhole (please see map and table below).

- 47.2 metres grading 0.78 g/t Au and 1.3 g/t Ag (0.80 g/t Au Eq) in drill hole CAL22-002R including 32.0 metres grading 1.04 g/t Au and 1.4 g/t Ag (1.06 g/t Au Eq) of oxidized mineralization down-dip along the Calvada fault, further expanding the envelope of oxide gold mineralization along this important structure (please see map, cross section and table below).



Drill hole location map with reduced to pole residual magnetics, Slab-Calvada pit area, Santa Fe Project, Mineral County, Nevada.



South-north (left to right, see map above) cross section through drill holes CAL21-004C, -007C, and new drill hole CAL22-002R in the Calvada fault zone, Santa Fe Project, Mineral County, Nevada. The grade shell outlining gold and silver mineralization (shown in pink above) is based upon modeling historic drilling; CAL22-002R greatly expands oxide gold mineralization at depth and confirms the potential for deeper resource expansion drilling along the Calvada fault.

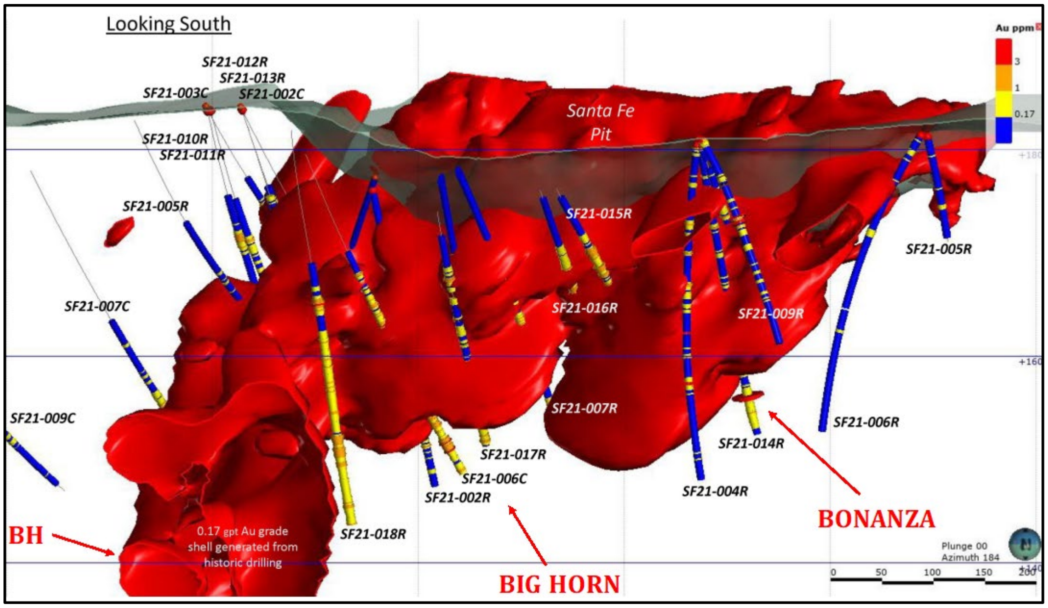
As can be seen in the drill hole location map above, the Company's drone magnetic survey data clearly outlines a magnetic low extending north from the Slab pit. Lahontan's Phase Two drilling confirms that gold and silver mineralization extends at least 200 metres north of the pit at shallow depths. The magnetic data supports multiple drilling targets north and northwest of the Slab pit as well as along the Calvada fault, highlighting the large resource potential of the Slab-Calvada area. The results from the seven drill holes can be summarised in detail as follows:

Drill Hole	Total Depth (m)	From (m)	To (m)	Interval (m)	Au (gpt)	Ag (gpt)	Au Eq (gpt)	Metallurgical Domain
CAL22-001R	243.8	105.2	115.8	10.6	0.42	7.4	0.52	Oxide
CAL22-002R	274.3	170.7	217.9	47.2	0.78	1.3	0.80	Oxide
	including:	175.3	207.3	32.0	1.04	1.4	1.06	Oxide
CAL22-003R	228.6	102.1	125.0	22.9	0.41	1.4	0.43	Oxide
CAL22-004R	249.9	No Significant Intercepts						
CAL22-005R	249.9	86.9	131.1	44.2	0.30	4.0	0.35	Oxide
	including:	112.8	125.0	12.2	0.52	1.3	0.54	Oxide
CAL22-006R	204.2	68.6	94.5	25.9	2.55	3.4	2.60	Oxide/Transition
	including:	77.7	88.4	10.7	4.13	3.3	4.17	Oxide/Transition
	and:	175.3	181.4	6.1	0.68	3.2	0.72	Oxide/Transition
CAL22-007R	259.1	91.4	111.3	19.8	0.41	1.6	0.43	Transition
	and:	146.3	161.5	15.2	0.72	0.9	0.73	Oxide

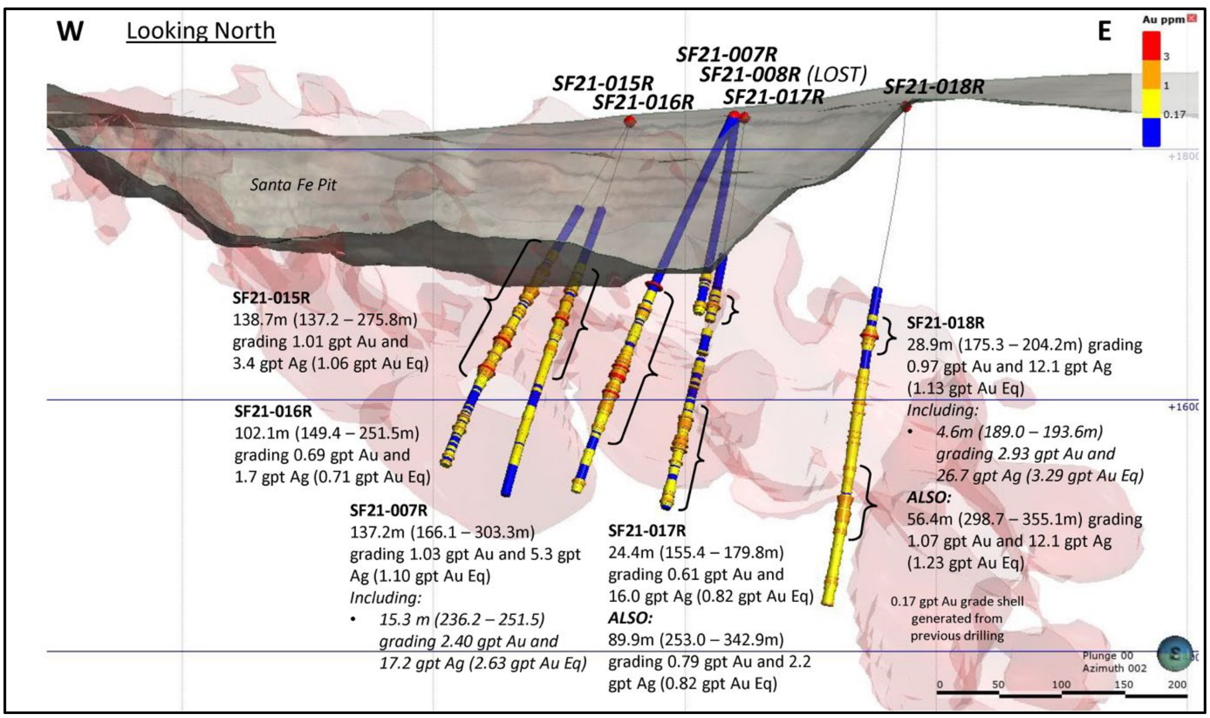
Notes: Au Eq equals Au (g/t) + (Ag g/t/75). Metallurgical recovery has not been factored as insufficient test-work is available to determine potential Ag recoveries. True thickness of the intercepts shown above are estimated to be 85-95% of the drilled interval.

Results from Phase One drilling program

On August 2, 2022, the Company announced the final drill results from the Phase One drilling program. In total, Lahontan drilled 9,410 metres in its 2021 Phase One drilling campaign resulting in the discovery of two new high grade "feeder" zones, Bonanza and Big Horn, the expansion of the BH high-grade zone, and impressive volumes of good grade shallow oxide and transition gold and silver mineralization at both the main Santa Fe pit target area and at the Slab target area (see cross sections of the Santa Fe Pit below).



Cross section looking south through all 2021 Lahontan drill holes in the Santa Fe pit area. The 2021 drilling campaign was successful in expanding the volume of gold and silver mineralization in areas adjacent to the 0.17 g/t grade shell defined by previous drilling (shown in red above). Note how Lahontan drilling has opened-up potential new gold and silver resources, especially in the newly discovered high-grade zones and deeper portions of the BH zone.



Cross section looking north through RC drill holes SF21-007R, SF21-008R, and SF21-015R through -018R, Santa Fe pit area, Santa Fe Project, Mineral County, Nevada. These drill holes greatly expand the volume of gold and silver mineralized rock adjacent to the 0.17 g/t Au grade shell defined by historical drilling (pink outline).

Central Santa Fe Pit Drill Holes: RC drill holes, SF21-007R, -008R, -015R through -18R targeted expanding potential resources in the central portion of the Santa Fe pit by stepping out into the pit high-wall. While SF21-008R was lost above the intended target, drill hole -007R intercepted what may be the edge of more high-grade mineralization including 1.5m grading 3.50 g/t Au and 61.9 g/t Ag (4.33 g/t Au

Eq, 240.8 – 242.3m). Drill holes SF21-015R and -016R successfully expanded the volume of transition mineralization between the Big Horn and Bonanza high-grade zone. Based on the silver grades, it appears that drill holes SF21-015R and -016R drilled the margins of the Big Horn high-grade zone, confirming tonnage potential of this important high-grade target. Of note, SF21-007R, -015R and -018R all bottomed in mineralized rock, emphasizing that the Santa Fe deposit remains open at depth.

South-Southeast Extension of the Santa Fe Pit: RC drill holes SF21-010R through -013R were drilled to further define the boundaries between transition mineralization and fresh rock south-southeast of the Santa Fe pit. All four drill holes intercepted significant widths of mineralized material and confirmed suspected boundaries of the metallurgical domains in this area.

Moho Project – Nevada, USA

Property Background

The Moho project is comprised of a total of 119 unpatented mining claims located in Mineral County, Nevada. Of this total, 9 claims are subject to the Moho Option Agreement dated May 26, 2017 with Nevada Select Royalty, Inc. ("Nevada Select", a wholly-owned subsidiary of Ely Gold Royalties Inc. ("Ely Gold"), since acquired by Gold Royalty Corp.; 50 claims are subject to the Mining Lease and Option to Purchase Agreement dated August 30, 2017 with Minquest Ltd. ("Minquest"); and, 60 claims are held directly, with 25 of these claims staked during 2021.

Moho Option Agreement, Ely Gold

The Moho Option Agreement provides an exclusive option to purchase a 100% interest in 9 claims forming part of the Moho project. On October 26, 2020, the Company issued common shares valued at $35,899 to Ely Gold in satisfaction of the third anniversary option payment of $25,000 (which had been extended until December 15, 2020) and for reimbursement of $10,899 of annual claim renewal fees for the Moho project. A final option payment of $150,000 was paid during August 2021. The Company is responsible for annual claim maintenance costs.

Following the final option payment and exercise of the option, Gold Royalty Corp. retains a 2.5% NSR royalty on the 9 claims. On the first three anniversaries of the option exercise, the Company would pay advance minimum royalty ("AMR") payments of $15,000 per year. On the fourth anniversary and each year thereafter, the Company would pay AMR payments of $25,000 annually. A total of $60,000 related to payments under the option agreement and 80% of all AMR payments made are creditable toward future production royalty amounts payable.

Additionally, the Moho Option Agreement defines an area-of-interest ("AOI") being a one-mile distance from the outermost perimeter of the 9 property claims. Any additional property claims added in the AOI are subject to a 2% NSR royalty (the "AOI Royalty"). Both the 50 claims subject to the Minquest option agreement and the 35 claims held directly by the Company fall within the AOI and are subject to the AOI Royalty. If a third party royalty exists on any of the AOI claims, the AOI Royalty would be reduced such that the total royalty burden does not exceed 3%. The Company will have a right to buy-down 1% of the NSR royalty on the 9 claims along with 1% of the AOI Royalty for a total amount of $1,000,000.

Mining Lease and Option to Purchase Agreement, Minquest

The Mining Lease and Option to Purchase Agreement provides an exclusive option to purchase a 100% interest in 50 claims forming part of the Moho project. A total of $112,250 in minimum option payments, from execution of the agreement and including the final $35,000 option payment during September 2021, have previously been made. On October 3, 2022, the Company signed an amendment to the Mining Lease and Option to Purchase Agreement that provided an extension of the agreement to March 31, 2023 and amended the payments in order to exercise the option. A payment of $193,875 was made on November 3, 2022 as follows: (i) $129,875 in cash; and (ii) 800,000 common shares of the Company at a deemed value of $64,000. A final cash payment of $193,875 to exercise the option to purchase was due by March 31, 2023 and was paid subsequent to year end, in March 2023. Annual exploration work commitments of $50,000 per annum during the five-year term of the agreement were required and have been met based on expenditures completed to date. The Company is responsible for annual claim maintenance costs. Following exercise of the option, Minquest retains a 1.5% NSR royalty.

During the year ended December 31, 2022, a total of $206,930 in exploration and evaluation costs were incurred on the Moho project. Significant expenditures included $21,099 on claim renewal fees; $15,000 in an advance royalty payment; and, $168,029 on cash option and share payments. During the year ended December 31, 2021, the Company incurred $503,455 of exploration and evaluation expenditures for the Moho project. Expenditures included claim renewal fees of $17,527; cash option payments of $185,000; personnel and consulting costs of $43,301; field office and related costs of $7,888; drilling and related costs of $216,998; geological costs of $10,130; vehicle and fuel costs of $11,320; and, environmental costs of $7,143.

Redlich Project – Nevada, USA

The Redlich project is comprised of 73 unpatented mining claims located in Esmeralda County, Nevada that are subject to the Redlich Option Agreement dated May 26, 2017 with Nevada Select and Ely Gold. On October 26, 2020, the Company issued common shares valued at $38,464 to Ely Gold in satisfaction of the third anniversary option payment of $25,000 and for reimbursement of $13,464 of annual claim renewal fees for the Redlich project. A final option payment of $150,000 was paid during August 2021. The Company is responsible for annual claim renewal costs.

Following the final option payment and exercise of the option, Gold Royalty Corp. retains a 2.5% NSR royalty. On the first three anniversaries of the option exercise, the Company would pay advance minimum royalty ("AMR") payments of $15,000 per year. On the fourth anniversary and each year thereafter, the Company would pay AMR payments of $25,000 annually. A total of $60,000 related to payments under the option agreement and 80% of all AMR payments made are creditable toward future production royalty amounts payable. The Company will have a right to buy-down 1% of the NSR royalty for $1,000,000.

During the year ended December 31, 2022, a total of $15,888 in exploration and evaluation costs were incurred on the Redlich project. Significant expenditures included $15,000 in an advance royalty payment. During the year ended December 31, 2021, the Company incurred exploration and evaluation costs of $172,432 with respect to the Redlich project relating primarily to claim renewal fees of $13,464; the final cash option payment of $150,000; and, to personnel and consulting costs of $7,459.

Mr. Quentin J. Browne, P.Geo., Consulting Geologist, is the Company's qualified person (as defined by National Instrument 43-101) for the Santa Fe, Moho and Redlich projects and has reviewed and approved the scientific and technical information contained in this MD&A.

SELECTED ANNUAL INFORMATION

The following table contains selected annual financial information for the years ended December 31, 2022, 2021 and 2020.

	Year ended December 31, 2022 (US$)	**Year ended December 31, 2021** (US$)	**Year ended December 31, 2020** (US$)
Statements of Operations and Comprehensive Loss			
Revenue	-	-	-
Expenses			
Promotion and website	444,273	66,570	6,500
Regulatory and transfer agent	87,992	6,160	1,911
Legal, accounting and audit	153,132	232,501	16,235
Office, general and administrative	393,556	209,592	55,648
Share based compensation	881,100	Nil	1,125,169
Total expenses	1,960,053	514,823	1,205,463
Interest income	(12,692)	(3,495)	(562)
Listing expense	345,125	Nil	Nil
Other income	Nil	(250,000)	Nil
Deferred income tax expense	118,946	206,506	240,479
Net loss for the period	2,411,432	467,834	1,445,380
Currency translation differences	165,503	(6,789)	(50,338)
Total comprehensive loss for the year	2,576,935	461,045	1,395,042
Loss per common share - Basic and diluted	(0.03)	(0.01)	(0.03)

	Year ended December 31, 2022 (US$)	**Year ended December 31, 2021** (US$)	**Year ended December 31, 2020** (US$)
Statements of Financial Position			
Total assets	15,773,890	14,152,600	10,333,666
Non-current liabilities	1,373,533	1,163,263	880,459
Total shareholders' equity	14,400,357	12,851,842	9,381,137

For the year ended December 31, 2022, total expenses before other income, expense and deferred income tax expense were $1,960,053 (2021 - $514,823). Expenses included promotion costs of $444,273 relating to advertising and marketing costs, attendance at industry trade conferences, travel and accommodation and to press release dissemination costs. Regulatory and transfer agent fees were $87,992 and related to the initial costs to list on the TSX-Venture Exchange, the annual TSX Venture Exchange fees, the annual OTCQB listing fees and to transfer agent fees. Legal, accounting and audit expense was $153,132 and related to annual audit fees and to legal fees associated with other corporate matters. Office, general and administrative costs were $393,556 and relate primarily to management compensation for the Company's Chief Executive Officer and Chief Financial Officer and to accounting and bookkeeping, general office and insurance costs. Share based compensation expense relates to the stock options that were granted to directors, officers and consultants to the Company on April 8, 2022 that were immediately vested.

For the year ended December 31, 2022, interest income of $12,692 was earned on cash balances held in an interest-bearing account. Listing expense of $345,125 relates to the amalgamation transaction and is comprised of a $320,000 value for the 1,111,111 common shares provided to 765 BC shareholders and an amount of $25,125 in liabilities of 765 BC assumed. For the year ended December 31, 2022, a deferred income tax expense of $118,946 related to changes in asset basis differences with respect to US property assets was recorded.

Net Loss and Net Loss per Common Share

Net loss for the year ended December 31, 2022 was $2,411,432 (2021 - $467,834) and basic and diluted loss per common share was $0.03 (2021 - $0.01).

Other comprehensive loss

For the year ended December 31, 2022 other comprehensive loss was $165,503 (2021 – other comprehensive income of $6,789) relating to foreign currency translation gains arising primarily from translation of Canadian dollar cash balances into the US dollar presentation currency. Total comprehensive loss for the year ended December 31, 2022 was $2,576,935 (2021 - $461,045).

SUMMARY OF QUARTERLY RESULTS AND FOURTH QUARTER EVENTS

The following table contains a summary of unaudited quarterly information for the eight most recently completed quarters.

	2022				2021			
	Q1 $	**Q2 $**	**Q3 $**	**Q4 $**	**Q1 $**	**Q2 $**	**Q3 $**	**Q4 $**
Revenue	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Net income (loss)	(290,657)	(1,604,712)	(224,638)	(291,425)	(133,416)	164,563	(150,575)	(348,406)
Basic and diluted income (loss) per common share	(0.00)	(0.02)	(0.00)	(0.01)	(0.00)	0.00	(0.00)	(0.01)

During the second quarter of 2022, the Company recorded share based compensation expense of $881,100 and a listing expense of $345,125 related to the amalgamation transaction.

LIQUIDITY AND CAPITAL RESOURCES

As at December 31, 2022, the Company held cash of $806,724 (December 31, 2021 - $1,044,831) and had working capital of $794,284. Given the Company's plans for significant exploration expenditures focused on the Santa Fe, Nevada project during the coming year, existing funds on hand are not sufficient to support planned exploration costs and ongoing corporate costs over the coming year. These conditions raise material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern, and accordingly, the appropriateness of the use of the accounting principles applicable to a going concern, Between February and March 2023, the Company closed a private placement financing raising gross proceeds of CDN$3,114,364 (see below).

Private placement financings
Subsequent to year end, on February 28, 2023 and March 8, 2023, the Company had closings of a private placement financing issuing a total of 28,312,400 units at CDN$0.11 per unit for gross proceeds of CDN$3,114,364. Each unit consisted of one common share of the Company and one-half common share purchase warrant. Each whole warrant issued entitles the holder to purchase one common share of the Company at a price of CDN$0.18 per share until February 28, 2026. In connection with the private placement, the Company paid Beacon Securities Limited ("Beacon") as lead agent and sole bookrunner, and Canaccord Genuity Corp. (together with Beacon, the "Agents"), cash commissions of CDN$193,514 and an aggregate of 1,750,168 finders' warrants. Each finders' warrant entitles the Agents to acquire one common share of the Company at a price of CDN$0.11 until February 28, 2026.

On March 24, 2022 in connection with its public listing application and the Amalgamation, the Company entered into an Agency Agreement with Beacon Securities Inc. as lead agent, on behalf of a syndicate of Agents, in connection with a best-efforts private placement of 8,888,889 Subscription Receipts at a price of CDN$0.45 per Subscription Receipt for gross proceeds of $3,201,050 (CDN$4,000,000). The Offering was closed on March 24, 2022 with the gross proceeds less certain commissions and expenses of the Agents placed in escrow.

On April 5, 2022, all applicable escrow release conditions were satisfied and the Subscription Receipts were converted into 8,888,889 common shares and 4,444,444 common share purchase warrants of the Company. Each warrant entitles the holder to acquire one common share at an exercise price of CDN$0.65 per common share until April 5, 2024. In connection with the Offering, the Agents and certain eligible finders received cash fees of CDN$193,181 and were issued a total of 429,291 compensation options. Each compensation option is exercisable for one unit having the same features as the Subscription Receipts until April 5, 2024.

During July 2021, the Company closed a private placement offering in two tranches issuing a total of 14,623,469 units at CDN$0.35 per unit for gross proceeds of $4,079,156 (CDN$5,118,214). Each unit was comprised of one common share and one-half common share purchase warrant with a total of 7,311,734 warrants issued. Each whole warrant entitles the holder to acquire one common share at an exercise price of CDN$0.40 per common share for a period of twenty-four months after the closing dates. In connection with the private placement, the Company paid cash commissions of $162,710 and issued 575,304 finders' warrants exercisable at CDN$0.35 for a period of two years from the closing dates.

The Company is dependent on raising additional funds in order to finance future exploration programs and to meet requirements for administrative and other operating costs. The Company's operations do not generate cash flows. The Company's financial success is dependent on its ability to discover economically viable mineral deposits on its properties. The mineral exploration process can take many years and is subject to a number of factors many of which are beyond the Company's control (see *Risks and Uncertainties*).

Contractual Obligations
The Company does not currently have any fixed contractual obligations or commitments for capital or operating leases, purchase obligations or other long-term commitments. Any commitments under option earn-in agreements for exploration property interests are cancellable at the Company's discretion but would result in forfeiture of rights under such agreements.

OUTSTANDING SHARE DATA

Information with respect to outstanding common shares, warrants and stock options as at April 26, 2023, December 31, 2022 and December 31, 2021 is as follows:

	April 26, 2023	**December 31, 2022**	**December 31, 2021**
Common shares	121,772,901	93,460,501	82,660,501
Warrants	28,667,141	12,760,773	8,415,363
Stock options	12,175,000	9,250,000	5,950,000
Fully diluted shares outstanding	162,615,042	115,471,274	97,025,864

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any material off-balance sheet arrangements such as guarantee contracts, contingent interests in assets transferred to unconsolidated entities, derivative instrument obligations, or with respect to any obligations under a variable interest entity arrangement.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's financial instruments consist of cash and cash equivalents, amounts receivable, reclamation deposits and accounts payable and accrued liabilities. Details relating to financial instruments and risk management associated with credit risk, liquidity risk, currency risk and interest rate risk are disclosed in note 12 to the Company's consolidated annual financial statements for the years ended December 31, 2022 and 2021.

PROPOSED TRANSACTIONS

As is typical of the mineral exploration and development industry, the Company periodically reviews potential merger, acquisition, investment and joint venture transactions and opportunities that could enhance shareholder value. Timely disclosure of such transactions is made as soon as reportable events arise.

RELATED PARTY TRANSACTIONS AND COMPENSATION OF KEY MANAGEMENT

The Company has contracts for management and geological services with its officers, directors and companies controlled by its officers and directors. Key management includes all persons named or performing the duties of Chief Executive Officer, Vice President, Exploration, Chief Financial Officer, Corporate Secretary and Directors. Compensation awarded to key management has been recorded at the exchange amount, being the amount agreed to by the respective parties, and is with respect to short term compensation and was conducted in the normal course of business. Compensation awarded to key management and other related party disclosures for the years ended December 31, 2022 and 2021 is set out in note 11 to the consolidated annual financial statements.

The Company has management service agreements with each of its Chief Executive Officer, Chief Financial Officer and Vice President, Exploration which provide for payments upon termination in certain circumstances. With respect to termination without cause, the Chief Executive Officer and Vice President, Exploration would be entitled to a payment equal to one year's compensation and the Chief Financial Officer would be entitled to a payment equal to three month's compensation. The service agreements also provide that under certain conditions, including a change in control of the Company, that the Chief Executive Officer and Vice President, Exploration would be entitled to a payment equivalent to two year's compensation and the Chief Financial Officer would be entitled to a payment equal to one year's compensation.

CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of financial statements in accordance with International Financial Reporting Standards ("IFRS") requires management to make estimates and assumptions that affect the amounts reported in the financial statements and disclosures in the notes thereto. These estimates and assumptions are based on management's best knowledge of current events and actions that the Company may undertake in the future. Actual results may differ from those estimates. The most significant items requiring the use of management estimates and judgement is the determination if there are any facts and circumstances indicating impairment loss or reversal of impairment losses on the Company's exploration and evaluation assets; the determination of provisions for environmental rehabilitation and reclamation obligations arising from exploration and evaluation activities; the valuation of all equity instruments including warrants and stock options; and, the ability of the Company to continue as a going concern.

Details with respect to critical accounting estimates, judgments and estimation uncertainties are disclosed in note 3 to the consolidated annual financial statements for the years ended December 31, 2022 and 2021.

NEW ACCOUNTING STANDARDS

Certain pronouncements were issued by the International Accounting Standards Board (IASB) or the International Financial Reporting Interpretations Committee (IFRIC) that are mandatory for accounting years beginning on or after January 1, 2022. The Company adopted these standards in the current period, however, they did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

Certain other pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting years beginning on or after January 1, 2023. Many are not applicable or do not have a significant impact to the Company and have been excluded from the summary below.

Amendments to IAS 1 Presentation of Financial Statements and IFRS Practice Statement 2 Making Materiality Judgements

The amendments provide guidance and examples to help entities apply materiality judgements to accounting policies. The amendments aim to help entities provide accounting policy disclosures that are more useful to the users of the financial statements by replacing significant accounting policies with the requirement of disclosing only those accounting policies that are material. The amendments further clarify that if an entity discloses immaterial accounting policy information, such information shall not obscure material accounting policy information. The amendments are applied prospectively and are applicable for annual periods beginning on or after January 1, 2023. The Company is currently evaluating the potential impact of these amendments on the Company's consolidated financial statements.

RISKS AND UNCERTAINTIES

The Company is subject to a number of risks and uncertainties due to the nature of its business and the present stage of development of its business. The Company's financial risks are disclosed in note 12 to the financial statements for the years ended December 31, 2022 and 2021. The following additional factors should be considered.

Development Stage Company and Exploration Risks
The Company is a junior resource company focused primarily on the acquisition, exploration and development of mineral properties located in Nevada. The Company's properties have no established mineral reserves. There is no assurance that any of the Company's projects can be mined profitably. Accordingly, it is not assured that the Company will realize any profits in the short to medium term, if at all. Any profitability in the future from the business of the Company will be dependent upon developing and commercially mining an economic deposit of minerals, which in itself is subject to numerous risk factors.

The exploration and development of mineral deposits involves a high degree of financial risk over a significant period of time that even a combination of management's careful evaluation, experience and knowledge may not eliminate. While discovery of ore-bearing structures may result in substantial rewards, few properties that are explored are ultimately developed into producing mines. Major expenses may be required to establish reserves by drilling and to construct mining and processing facilities at a particular site. It is impossible to ensure that the current exploration and development programs of the Company will result in profitable commercial mining operations. The profitability of the Company's operations will be, in part, directly related to the cost and success of its exploration and development programs, which may be affected by a number of factors. Substantial expenditures are required to establish mineral reserves that are sufficient to support commercial mining operations and to construct, complete and install mining and processing facilities on those properties that are actually developed.

Financing Risks
The Company has no source of operating cash flow and no assurance that additional funding will be available to it for further exploration and development of its projects. Further exploration and development of the Properties or other properties of the Company may be dependent upon its ability to obtain financing through equity or debt and there can be no assurance that it will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in the delay or indefinite postponement of further exploration and development of the Company's projects.

Additional Capital
The Company plans to focus on exploring for minerals and will use its working capital to carry out such exploration. However, the development and exploration of the Company's properties may require substantial additional financing. Further exploration and development of the Properties and/or the Company's other properties may be dependent upon its ability to obtain financing through equity or debt, and there can be no assurance that it will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in the delay or indefinite postponement of further exploration and development of the Company's projects.

Risks Associated with the Properties
The Properties are a high-risk speculative venture. There is no certainty that the expenditures to be made by the Company towards the search for and evaluation of gold or other minerals with regard to the Properties or otherwise will result in discoveries of commercial quantities of gold or other minerals.

Land Title and Royalty Risks
There are uncertainties as to title matters in the mining industry. Any defects in title could cause the Company to lose rights in its mineral properties and jeopardize its business operations. The Company's mineral properties currently includes unpatented mining claims located on lands administered by Bureau of Land Management ("BLM"), Nevada State Office to which the Company only has possessory title.

Because title to unpatented mining claims is subject to inherent uncertainties, it is difficult to determine conclusively ownership of such claims. These uncertainties relate to such things as sufficiency of mineral discovery, proper location and posting and marking of boundaries, proper and timely payment of annual BLM claim maintenance fees, the existence and terms of royalties, and possible conflicts with other claims not determinable from descriptions of record.

The present status of the Company's unpatented mining claims located on public lands allows the Company the right to mine and remove valuable minerals, such as precious and base metals, from the claims conditioned upon applicable environmental reviews and permitting programs. The Company is also allowed to use the surface of the land solely for purposes related to mining and processing the mineral-bearing ores. However, legal ownership of the land remains with the United States. The Company remains at risk that the mining claims may be forfeited either to the United States or to rival private claimants due to failure to comply with statutory requirements. Prior to 1993, a mining claim locator who was able to prove the discovery of valuable, locatable minerals on a mining claim, and to meet all other applicable federal and state requirements and procedures pertaining to the location and maintenance of federal unpatented mining claims, had the right to prosecute a patent application to secure fee title to the mining claim from the federal government. The right to pursue a patent, however, has been subject to a moratorium since October 1993, through federal legislation restricting the BLM from accepting any new mineral patent applications. If the Company does not obtain fee title to its unpatented mining claims, there can be no assurance that it will be able to obtain compensation in connection with the forfeiture of such claims.

Global Financial Conditions

Recent global financial conditions have been characterized by increased volatility and uncertainty regarding access to public financing, particularly for junior mineral exploration companies which have been negatively impacted. These conditions may affect the Company's ability to obtain equity or debt financing in the future on terms favourable to the Company or at all. If such conditions continue, the Company's operations could be negatively impacted.

Commodity Markets

The price of the Company's securities, its financial results, and its access to the capital required to finance its exploration activities may in the future be adversely affected by declines in the price of precious and base metals and, in particular, the price of gold. Precious metal prices fluctuate widely and are affected by numerous factors beyond the Company's control such as the sale or purchase of precious metals by various dealers, central banks and financial institutions, interest rates, exchange rates, inflation or deflation, currency exchange fluctuation, global and regional supply and demand, production and consumption patterns, speculative activities, increased production due to improved mining and production methods, government regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals, environmental protection, and international political and economic trends, conditions and events. If these or other factors continue to adversely affect the price of gold, the market price of the Company's securities may decline.

Value of Common Shares

The value of the Company’s common shares could be subject to significant fluctuations in response to variations in quarterly and annual operating results, the success of the Company’s business strategy and exploration programs, competition or other applicable regulations which may affect the business of the Company and other factors.

Option and Joint Venture Agreements

The Company may in the future enter into option agreements and/or joint ventures as a means of acquiring property interests. Any failure of any partner to meet its obligations to the Company or other third parties, or any disputes with respect to third parties' respective rights and obligations, could have a material adverse effect on the Company's rights under such agreements. Furthermore, the Company may be unable to exert direct influence over strategic decisions made in respect of properties that are subject to the terms of these agreements, and the result may be a materially adverse impact on the strategic value of the underlying mineral claims.

Competitive Industry Environment

The mining industry is highly competitive in all of its phases, both domestically and internationally. The Company's ability to acquire properties and develop mineral reserves in the future will depend not only on its ability to develop its present properties, but also on its ability to select and acquire suitable producing properties or prospects for mineral exploration, of which there is a limited supply. The Company may be at a competitive disadvantage in acquiring additional mining properties because it must compete with other individuals and companies, many of which have greater financial resources, operational experience and technical capabilities than the Company. The Company may also encounter competition from other mining companies in its efforts to hire experienced mining professionals. Competition could adversely affect the Company's ability to attract necessary funding or acquire suitable producing properties or prospects for mineral exploration in the future. Competition for services and equipment could result in delays if such services or equipment cannot be obtained in a timely manner due to inadequate availability and could also cause scheduling difficulties and cost increases due to the need to coordinate the availability of services or equipment, any of which could materially increase project development, exploration or construction costs and result in project delays.

Conflicts of Interest

Certain of the directors and officers of the Company also serve as directors and/or officers of other companies involved in natural resource exploration and development and consequently there exists the possibility for such directors and officers to be in a position of conflict. Any decision made by any of such directors and officers involving the Company should be made in accordance with their duties and obligations to deal fairly and in good faith with a view to the best interests of the Company and its shareholders. In addition, each of the directors is required to declare and refrain from voting on any matter in which such directors may have a conflict of interest in accordance with the procedures set forth in the *British Columbia Business Corporations Act* or *Ontario Business Corporations Act* and other applicable laws.

International Conflict

International conflict and other geopolitical tensions and events, including war, military action, terrorism, trade disputes and international responses thereto have historically led to, and may in the future lead to, uncertainty or volatility in global commodity and financial markets and supply chains. Russia's recent invasion of Ukraine has led to sanctions being levied against Russia by the international community and may result in additional sanctions or other international action, any of which may have a destabilizing effect on supply chain disruptions that may adversely affect the Company's business, financial condition and results of operations. The extent and duration of the current Russia-Ukraine conflict and related international action cannot be accurately predicted at this time and the effects of such conflict may magnify the impact of the other risks identified in this MD&A, including those relating to commodity price volatility and global financial conditions. The situation is rapidly changing and unforeseeable impacts, including on our shareholders and counterparties on which we rely and transact, may materialize and may have an adverse effect on the Company's business, results of operation and financial condition.

OTHER INFORMATION

Other information relating to the Company may be found on the SEDAR website at www.SEDAR.com.

CORPORATE INFORMATION

Directors and Officers
John McConnell – Chairman and Director
Kimberly Ann Arntson – President, Chief Executive Officer and Director
Chris Donaldson – Director
Bob McKnight – Director
Josh Serfass – Director
Brian Maher – Vice President, Exploration
John McNeice – Chief Financial Officer
Chris Irwin – Corporate Secretary

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