MURCHISON MINERALS LTD.

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2023 AND 2022

(Expressed in Canadian Dollars)

(Unaudited)

NOTICE TO READER

The accompanying unaudited condensed interim consolidated financial statements of the Company have been prepared by and are the responsibility of management. The unaudited condensed interim consolidated financial statements have not been reviewed by the Company's auditor.

MURCHISON MINERALS LTD.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)
As at

	September 30, 2023	December 31, 2022
ASSETS		
Current Assets		
Cash	$ 1,235,819	$ 1,706,952
Amounts receivable and prepaid expenses (Note 6)	535,401	870,515
Total current assets	1,771,220	2,577,467
Property and equipment (Note 7)	146,853	183,777
Total assets	**$ 1,918,073**	**$ 2,761,244**
LIABILITIES		
Current Liabilities		
Accounts payable and accrued liabilities	$ 137,556	$ 357,895
Loans payable (Note 14)	22,833	51,578
Flow-through share premium liability	50,280	-
Total current liabilities	210,669	409,473
Loans payable (Note 14)	17,247	21,685
Total liabilities	227,916	431,158
EQUITY		
Share capital (Note 9)	42,677,852	41,612,477
Reserves (Notes 10 and 11)	2,445,363	2,411,789
Deficit	(43,433,058)	(41,694,180)
Total equity	1,690,157	2,330,086
Total equity and liabilities	**$ 1,918,073**	**$ 2,761,244**

Nature and Continuance of Operations (Note 1)
Commitments and Contingencies (Note 13)

Approved on Behalf of the Board:

"signed"
Jean-Charles Potvin
Director

"signed"
Denis Arsenault
Director

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

MURCHISON MINERALS LTD.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)
(Unaudited)

	Three Months		Nine Months	
Three and Nine Months Ended September 30,	**2023**	**2022**	**2023**	**2022**
EXPENSES				
Exploration expenses (Note 8)	$ 585,068	$ 3,942,998	$ 1,203,433	$ 5,352,042
Professional fees	11,134	23,782	49,034	45,481
Management fees and salaries (Note 12)	97,045	144,502	370,551	353,942
Office and general	20,634	18,253	80,468	80,715
Regulatory and transfer agent	1,747	1,468	41,256	86,893
Investor relations	95,681	74,714	310,758	349,442
Share-based payments (Notes 11 and 12)	363	318,167	2,541	358,395
Loss before other income and expenses	**811,672**	**4,523,884**	**2,058,041**	**6,626,910**
Interest income	(10,286)	(34,236)	(36,493)	(43,212)
Other income	-	-	-	(33,000)
Flow-through shares premium	(76,000)	(1,005,483)	(76,000)	(1,232,190)
Loss on investment	-	-	-	841
Loss for the period	**$ 725,386**	**$ 3,484,165**	**$ 1,945,548**	**$ 5,319,349**
Loss per share - basic and diluted	**$ 0.00**	$ **0.02**	**$ 0.01**	**$ 0.03**
Weighted average number of common shares outstanding - basic and diluted	234,629,145	218,211,957	223,744,489	183,409,675

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

MURCHISON MINERALS LTD.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF EQUITY
(Expressed in Canadian Dollars)
(Unaudited)

		Reserves			
	Share Capital	Equity settled share-based payments reserve	Warrants reserve	Deficit	Total
Balance, December 31, 2021	**$ 35,881,469**	**$ 1,162,025**	**$ 714,327**	**$ (35,976,108)**	**$ 1,781,713**
Net loss for the period	-	-	-	(5,319,349)	(5,319,349)
Issuance of common shares (net of issue costs)	5,400,626	-	-	-	5,400,626
Issuance of stock options / share-based compensation	-	358,395	-	-	358,395
Issuance of warrants	-	-	678,889	-	678,889
Exercise of warrants	330,382	-	(330,382)	-	-
Expiry of warrants	-	-	(105,865)	105,865	-
Balance, September 30, 2022	**$ 41,612,477**	**$ 1,520,420**	**$ 956,969**	**$ (41,189,592)**	**$ 2,900,274**
Balance, December 31, 2022	**$ 41,612,477**	**$ 1,732,899**	**$ 678,890**	**$ (41,694,180)**	**$ 2,330,086**
Loss for the period	-	-	-	(1,945,548)	(1,945,548)
Issuance of common shares (net of issue costs)	1,065,375	-	-	-	1,065,375
Issuance of stock options / share-based compensation	-	2,541	-	-	2,541
Issuance of warrants	-	-	237,703	-	237,703
Expiry of warrants	-	-	(85,260)	85,260	-
Expiry of stock options	-	(121,410)	-	121,410	-
Balance, September 30, 2023	**$ 42,677,852**	**$ 1,614,030**	**$ 831,333**	**$ (43,433,058)**	**$ 1,690,157**

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

MURCHISON MINERALS LTD.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)
(Unaudited)

	Three Months Ended		Nine Months Ended	
Three Months Ended September 30,	**2023**	**2022**	**2023**	**2022**
CASH (USED IN) PROVIDED BY:				
OPERATING ACTIVITIES				
Loss for the period	$ (725,386)	$(3,484,165)	$ (1,945,548)	$ (5,319,349)
Share-based payments	363	318,167	2,541	358,395
Flow-through shares premium	(76,000)	(1,005,483)	(76,000)	(1,232,190)
Loss on investment	-	-	-	841
Amortization	12,308	14,000	36,924	32,839
	(788,715)	(4,157,481)	(1,982,083)	(6,159,464)
Net change in non-cash working capital items:				
Amounts receivable and prepaid expenses	(65,187)	(403,336)	335,114	(257,347)
Accounts payable and accrued liabilities	(27,593)	1,609,675	(220,339)	1,912,816
Net cash flows used by operating activities	(881,495)	(2,951,142)	(1,867,308)	(4,503,995)
INVESTING ACTIVITIES				
Acquisition of property and equipment	-	(63,781)	-	(70,383)
Proceeds from sale of marketable securities	-	-	-	1,743
Net cash flows used by investing activities	-	(63,781)	-	(68,640)
FINANCING ACTIVITIES				
Issuance of common shares and warrants exercise	1,500,000	-	1,500,000	7,475,495
Issue costs	(70,642)	(30,750)	(70,642)	(266,841)
Loan repayments	(11,098)	(1,938)	(33,183)	(5,716)
Net cash flows provided by financing activities	1,418,260	(32,688)	1,396,175	7,202,938
NET CHANGE IN CASH	**536,765**	**(3,047,611)**	**(471,133)**	**2,630,303**
CASH, BEGINNING OF THE PERIOD	**699,054**	**7,469,947**	**1,706,952**	**1,792,033**
CASH, END OF THE PERIOD	**$ 1,235,819**	**$4,422,336**	**$ 1,235,819**	**$ 4,422,336**
SUPPLEMENTAL CASH FLOW INFORMATION				
Incentive warrants issued	$ -	$ -	$ -	$ 85,260
Finders' warrants issued	13,173	-	13,173	31,120

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

1. NATURE AND CONTINUANCE OF OPERATIONS

Murchison Minerals Ltd. (the "Company" or "Murchison") was incorporated under the Canada Business Corporations Act on July 25, 2001. The principal business of the Company is the acquisition, exploration and evaluation of mineral property interests. The primary office is located at 5063 North Service Road, Suite 100, Burlington, Ontario, Canada, L7L 5H6.

The condensed interim consolidated financial statements were approved by the Board of Directors on November 23, 2023.

The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that planned exploration and evaluation programs will result in profitable mining operations. The continuance of the Company is dependent upon completion of the acquisition of the exploration and evaluation properties, the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain necessary financing to complete the development and future profitable production or, alternatively, upon disposition of such property at a profit. Changes in future conditions could require material write downs of the carrying values of the Company's assets.

Although the Company has taken steps to verify title to its exploration and evaluation properties, in accordance with industry standards for the current stage of exploration of such property, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements and noncompliance with regulatory and, environmental requirements. The Company's assets may also be subject to increases in taxes and royalties, renegotiation of contracts, currency exchange fluctuations and restrictions and political uncertainty.

As at September 30, 2023, the Company has a cumulative deficit of $43,433,058 (December 31, 2022 - $41,694,180), continuing losses and is not yet generating positive cash flows from operations. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue its operations as a going concern.

These condensed interim consolidated financial statements were prepared on a going-concern basis in accordance with International Financial Reporting Standards ("IFRS"). Funding for operations has been obtained primarily through private share offerings. Future operations are dependent upon the Company's ability to finance expenditure requirements and upon the achievement of profitable operations. Management believes it will be successful in raising the necessary funding to continue operations in the normal course of operations; however, there is no assurance that these funds will be available on terms acceptable to the Company or at all. These condensed interim consolidated financial statements do not include adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue operations. Such adjustments could be material.

2. SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

These unaudited condensed interim consolidated financial statements, including comparatives, have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. Accordingly, these unaudited condensed interim consolidated financial statements do not include all of the information and footnotes required by IFRS for complete financial statements for year-end reporting purposes.

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Exploration and evaluation properties

The acquisition costs of exploration and evaluation properties are expensed the consolidated statements of loss in the period incurred, as permitted under IFRS 6, Exploration for and Evaluation of Mineral Resources.

The acquisition costs of exploration and evaluation properties include the cash consideration and the estimated fair market value of share-based payments issued for such property interests.

Exploration costs are expensed in the period incurred. Option payments which are solely at the Company's discretion are recorded as acquisition costs as they are made. Administrative expenditures are expensed in the period incurred.

Government grants and assistance

The Company expects to be entitled to a refundable tax credit on qualified mining exploration expenses incurred in the province of Quebec and to a refundable duties credit for losses, which are estimated and recorded against the exploration and evaluation expenses to which they relate.

Government grants and assistance are transfers of resources to an entity by government in return for past or future compliance with certain conditions relating to the operating activities of the entity. Government assistance is action by government designed to provide an economic benefit that is specific to an entity or range of entities qualifying under certain criteria.

Government grants and assistance are recognized where there is a reasonable assurance that the grants and assistance will be received, and conditions will be complied with. Government grants and assistance are recognized as an offset to the expenses to which they relate.

Property and equipment

Property and equipment are carried at cost, less accumulated amortization and accumulated impairment losses.

The cost of an item of property and equipment consists of the purchase price, any costs directly attributable to bringing the asset to the location and condition necessary for its intended use and an initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located. Repairs and maintenance costs are charged to profit or loss during the period in which they are incurred. An asset's residual value, useful life and amortization method are reviewed, and adjusted if appropriate, on an annual basis.

An item of property and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal of the asset, determined as the difference between the net disposal proceeds and the carrying amount of the asset, is recognized in profit or loss.

Where an item of property and equipment consists of major components with different useful lives, the components are accounted for as separate items of property and equipment. Expenditures incurred to replace a component of an item of property and equipment that is accounted for separately, including major inspection and overhaul expenditures, are capitalized.

Amortization is recognized based on the cost of an item of property and equipment, less its estimated residual value, over its estimated useful life at the following rates:

Detail	Rate	Method
Exploration equipment	3 years	Straight-line
Computer equipment	5 years	Straight-line
Buildings	20 years	Straight-line

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

New accounting policies

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods commencing on or after January 1, 2023. Many are not applicable or do not have a significant impact to the Company and have been excluded. The Company is currently assessing the impact of these standards on the condensed interim consolidated financial statements.

IAS 1 – Presentation of Financial Statements ("IAS 1") was amended in January 2020 to provide a more general approach to the classification of liabilities under IAS 1 based on the contractual arrangements in place at the reporting date. The amendments clarify that the classification of liabilities as current or noncurrent is based solely on a company's right to defer settlement at the reporting date. The right needs to be unconditional and must have substance. The amendments also clarify that the transfer of a company's own equity instruments is regarded as settlement of a liability, unless it results from the exercise of a conversion option meeting the definition of an equity instrument. The amendments are effective for annual periods beginning on January 1, 2023. The Company has adopted IAS 1 and it had no material impact on the Company's financial Statements.

3. CAPITAL MANAGEMENT

The Company manages its capital with the following objectives:

- to ensure sufficient financial flexibility to achieve the ongoing business objectives including funding of future growth opportunities, and pursuit of accretive acquisitions; and
- to maximize shareholder return through enhancing the share value.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, adjusting capital spending, or disposing of assets. The capital structure is reviewed by management and the Board of Directors on an ongoing basis.

The Company considers its capital to consist of equity, comprising share capital, reserves and deficit which at September 30, 2023 totalled $1,690,157 (December 31, 2022 - $2,330,086). The Company manages capital through its financial and operational forecasting processes. The Company reviews its working capital and forecasts its future cash flows based on operating expenditures, and other investing and financing activities. The forecast is regularly updated based on its exploration and development activities. Selected information is regularly provided to the Board of Directors of the Company. The Company's capital management objectives, policies and processes have remained unchanged during the period ended September 30, 2023. The Company is not subject to any capital requirements imposed by a regulator or lending institution.

4. FINANCIAL RISK FACTORS

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including interest rate, foreign exchange rate and commodity price risk).

Risk management is carried out by the Company's management team under policies approved by the Board of Directors. The Board of Directors also provides regular guidance for overall risk management. There have been no changes in the risks, objectives, policies and procedures during the period ended September 30, 2023.

4. FINANCIAL RISK FACTORS (Continued)

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash balances and amounts receivable. Cash is held with reputable banks, from which management believes the risk of loss to be remote. Financial instruments included in amounts receivable consist of sales tax receivable and refundable tax credits from government authorities in Canada. Management believes that the credit risk concentration with respect to financial instruments included in amounts receivable is remote.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at September 30, 2023, the Company had a cash balance of $1,235,819 (December 31, 2022 - $1,706,952) to settle accounts payable, accrued liabilities and loans payable of $177,636 (December 31, 2022 - $431,158). All of the Company's financial liabilities generally have contractual maturities of less than 30 days and are subject to normal trade terms, except for the loans payable as disclosed in Note 14.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity prices.

Interest rate risk

The Company has cash balances and no interest-bearing debt other than the loans payable at a fixed interest rate. The Company's current policy is to invest excess cash in certificates of deposit or interest bearing accounts at major Canadian chartered banks. The Company periodically monitors the investments it makes and is satisfied with the creditworthiness of its Canadian chartered banks. Management believes that interest rate risk is minimal as cash investments have maturities of three months or less.

Commodity price risk

Commodity price risk could adversely affect the Company. In particular, the Company's future profitability and viability of development depends upon the world market price of commodities. Commodity prices have fluctuated widely in recent years. There is no assurance that, even as commercial quantities of base and/or precious metals may be produced in the future, a profitable market will exist for them. A decline in the market price of commodities may also require the Company to reduce its mineral resources, which could have a material and adverse effect on the Company's value. As at September 30, 2023, the Company is not a commodities producer. As a result, commodity price risk may affect the completion of future equity transactions such as equity offerings and the exercise of stock options and warrants. This may also affect the Company's liquidity and its ability to meet its ongoing obligations.

Sensitivity analysis

Based on management's knowledge and experience, the Company believes the following movements are "reasonably possible" over a one-year period:

(i) Based on cash balances earning interest at September 30, 2023, a 1% change in interest rates would result in a corresponding interest income change of approximately $12,000 for the one-year period.

(Expressed in Canadian Dollars)

5. CATEGORIES OF FINANCIAL INSTRUMENTS

		September 2023		December 2022
Financial assets:				
Amortized cost				
Cash	$	1,235,819	$	1,706,952
Financial liabilities:				
Amortized cost				
Accounts payable and accrued liabilities	$	137,556	$	357,895
Loans payable		40,080		73,263

As of September 30, 2023 and December 31, 2022, the fair value of all the Company's current financial instruments approximates the carrying value, due to their short-term nature.

6. AMOUNTS RECEIVABLE AND PREPAID EXPENSES

		September 2023		December 2022
Sales tax receivable	$	123,688	$	558,810
Tax credits receivable		267,061		260,242
Prepaid expenses and advances		144,652		51,463
	$	535,401	$	870,515

7. PROPERTY AND EQUIPMENT

	Computer equipment		Buildings		Exploration equipment		Total
Period ended September 30, 2022							
Opening net book amount	-	**$**	**44,275**	**$**	**66,589**	**$**	**110,864**
Additions	6,602		-		63,781		**70,383**
Amortization for the period	(880)		(1,830)		(30,129)		**(32,839)**
Closing net book amount	**5,722**	**$**	**42,445**	**$**	**100,241**	**$**	**148,408**
At September 30, 2022							
Cost	6,602	$	48,866	$	170,954	**$**	**226,422**
Accumulated amortization	(880)		(6,421)		(70,713)		**(78,014)**
Net book amount	**5,722**	**$**	**42,445**	**$**	**100,241**	**$**	**148,408**
Period ended September 30, 2023							
Opening net book amount	**5,392**	**$**	**91,210**	**$**	**87,175**	**$**	**183,777**
Additions	-		-		-		-
Amortization for the period	(990)		(3,705)		(32,229)		**(36,924)**
Closing net book amount	**4,402**	**$**	**87,505**	**$**	**54,946**	**$**	**146,853**

(Expressed in Canadian Dollars)

7. PROPERTY AND EQUIPMENT (Continued)

At September 30, 2023							
Cost	6,602	$	98,866	$	170,954	$	**276,422**
Accumulated amortization	(2,200)		(11,361)		(116,008)		**(129,569)**
Net book amount	**4,402**	**$**	**87,505**	**$**	**54,946**	**$**	**146,853**

Exploration equipment with a net book value of $9,250 as at September 30, 2023 (December 2022 - $19,657) and a building with a net book value of $47,500 as at September 30, 2023 (December 2022 - $49,375) are used as security for the loans payable described in Note 14.

8. EXPLORATION AND EVALUATION PROPERTIES

Brabant Lake Property – Saskatchewan
As at September 30, 2023, the Company holds a 100% interest in certain claims forming the Brabant Lake property in Saskatchewan.

HPM Property - Quebec
As at September 30, 2023, the Company holds a 100% interest in certain claims forming the HPM property in Quebec.

Barraute-Landrienne Property - Quebec
On April 28, 2021, the Company entered into an agreement with Gestion Aline Leclerc Inc. (“GAL”) granting Murchison an option to earn 100% in 75 mineral claims, by making payments totaling $500,000 and property expenditures of $1.0 million over a 6-year period. The first payment of $20,000 was due and paid on April 28, 2022. GAL would retain a royalty of 1% of net smelter returns (NSR) on future production. The 1% NSR could be acquired anytime by the Company for $1.0 million. On February 3, 2023, the Company terminated the GAL agreement.

The following table sets out the exploration expenses for the nine months ended September 30, 2023 and 2022:

HPM				
Drilling		118,055		2,762,229
Geology and prospecting		377,964		1,316,029
Geophysics		298,201		1,014,102
Metallurgy		-		4,937
Acquisition and staking		64,874		15,932
General administrative and permitting		115,204		42,922
Amortization		21,822		11,192
Tax credits receivable		(187,900)		(7,631)
Total HPM	**$**	**808,220**	**$**	**5,159,712**

		September 30, 2023		**September 30, 2022**
Brabant Lake				
Amortization	$	14,112	$	20,767
Drilling		-		1,500
General administrative		3,000		2,500
Geology		220,829		92,596
Geophysics		128,856		90,844
Government assistance – Drilling incentive		-		(50,000)
Acquisition and staking		7,492		5,950
Total Brabant Lake	**$**	**374,289**	**$**	**164,157**

(Expressed in Canadian Dollars)

8. EXPLORATION AND EVALUATION PROPERTIES (Continued)

Barraute-Landrienne				
Geology		3,737		3,947
Geophysics		-		3,567
Option payment		-		20,000
Acquisition and staking		18,387		659
Tax credits receivable		(1,200)		-
Total Barraute-Landrienne	**$**	**20,924**	**$**	**28,173**
Total exploration expenses	**$**	**1,203,433**	**$**	**5,352,042**

Government Assistance and Tax Credits

The Company is entitled to a credit on duties refundable for losses under the Quebec Mining Duties Act. This credit on duties refundable for losses on mineral exploration expenses incurred in the Province of Quebec at the rate of 12% has been applied against the costs incurred. These amounts have been recorded as a reduction of the HPM exploration expenditures.

Also, the Company is entitled to the refundable tax credit for resources for mineral companies on qualified expenditures incurred in the Province of Quebec. The refundable tax credit for resources may reach 35% or 38.75% of qualified expenditures incurred. This tax credit has been applied against the costs incurred. These amounts have also been recorded as a reduction of the HPM exploration expenditures.

The Saskatchewan Targeted Mineral Exploration Incentive (“TMEI”) supports the diversification of Saskatchewan's mineral sector by encouraging exploration for base metals, precious metals, and diamonds as well as other components such as airborne geophysical data and complementary ground-based geoscience investigations.

The TMEI provides up to $50,000 financial assistance in the form of a grant to eligible exploration companies that undertake exploration drilling for base metals, precious metals, or diamonds.

9. SHARE CAPITAL

(a) Authorized Share Capital

The Company’s authorized share capital consists of an unlimited number of common shares.

(b) Issued

	Number		Amount
Balance - December 31, 2021	**153,609,785**		**35,881,469**
Exercise of warrants-net of issue costs (i)	17,682,550		2,465,961
Private placement (ii)	46,919,622		5,353,589
Issue costs – private placement (ii)	-		(249,753)
Flow-Through Premium (ii)	-		(1,129,139)
Warrants issued (i)(ii)	-		(709,650)
Balance – September 30, 2022	**218,211,957**	**$**	**41,612,477**

	Number		Amount
Balance - December 31, 2022	**218,211,957**	**$**	**41,612,477**
Private placement (iii)	22,884,565		1,500,000
Issue costs – private placement (iii)	-		(70,642)
Flow-Through Premium (iii)	-		(126,280)
Warrants issued (iii)	-		(237,703)
Balance – September 30, 2023	**241,096,522**	**$**	**42,677,852**

9. SHARE CAPITAL (Continued)

(i) Between January 10 and February 10, 2022, 7,025,000 warrants exercisable at $0.12 and expiring on January 23 and February 13, 2022 were exercised for gross proceeds of $843,000.

Between March 23 and April 15, 2022, following the implementation of a warrant exercise incentive program, 10,657,550 warrants at a price of $0.12 were exercised for gross proceeds of $1,278,906. As part of the incentive program, the Company issued 5,328,775 incentive warrants exercisable at $0.18 until April 15, 2023.

The fair value of the incentive warrants was estimated at $85,260 using the Black-Scholes option model pricing with the following assumptions: expected dividend yield of 0%, expected volatility of 82%, risk-free interest rate of 2.27%, expected life of 1 year and share price of $0.10 and reflected as a cost of issue.

(ii) On June 30, 2022, the Company completed a non-brokered private placement and issued 10,166,666 units at a price of $0.09 per unit, 20,195,002 Quebec flow-through units at a price of $0.105 and 16,557,954 charity flow-through units at a price of $0.14 for aggregate gross proceeds of $5,353,589.

Each unit, Quebec flow-through unit and charity flow-through unit was comprised of one common share of the Company and one-half of a common share purchase warrant. Each whole warrant is exercisable to acquire one additional common share at a price of $0.18 for a period of 18 months expiring December 30, 2023. In the event that, the 20-day volume weighted average price of the common shares on the TSX Venture Exchange is greater than $0.225 ($0.24 for the unit), the Company may give notice to the holders of the warrants that the expiry time of the warrants has been accelerated and the warrants will expire on the 30th business day following the date of such notice to subscribe for and purchase the number common shares of the Company set forth above on the basis of one common share at a price of $0.18 for each warrant exercised.

The fair value of the warrants was estimated at $593,270 using the Black-Scholes option model pricing with the following assumptions: expected dividend yield of 0%, expected volatility of 115%, risk-free interest rate of 3.10%, expected life of 1.5 year and share price of $0.08. Issue costs of $30,760 were allocated to the warrants.

Finder’s fees totaling $149,150 were paid under the private placement and 1,230,471 finders’ warrants valued at $31,120 with the same terms as described above. Two directors of the Company acquired a 7,944,444 units and 142,857 flow-through units respectively for aggregate gross proceeds of $730,000.

The fair value of the incentive warrants was estimated at $74,452 using the Black-Scholes option model pricing with the following assumptions: expected dividend yield of 0%, expected volatility of 82%, risk-free interest rate of 2.27%, expected life of 1 year and share price of $0.10 and reflected as a cost of issue.

(iii) On July 26, 2023, the Company completed a non-brokered private placement and issued 9,000,000 units at a price of $0.06 per unit, 11,500,715 Quebec flow-through units at a price of $0.07 and 2,383,850 national flow-through units at a price of $0.065 for aggregate gross proceeds of $1,500,000. A director of the Company acquired 7,000,000 units for gross proceeds of $420,000.

Each unit, Quebec flow-through unit and national flow-through unit was comprised of one common share of the Company and one-half of a common share purchase warrant. Each whole warrant is exercisable to acquire one additional common share at a price of $0.10 for a period of 24 months expiring July 26, 2025.

The fair value of the warrants was estimated at $236,690 using the Black-Scholes option model pricing with the following assumptions: expected dividend yield of 0%, expected volatility of 108%, risk-free interest rate of 4.65%, expected life of 2.0 years and share price of $0.05. Issue costs of $12,160 were allocated to the warrants.

Finder’s fees totaling $57,005 were paid under the private placement and 636,994 finders’ warrants valued at $13,173 with the same terms as described above were issued.

(Expressed in Canadian Dollars)

10. WARRANTS AND FINDERS' WARRANTS

The following summarizes the warrants and finders' warrants activity for the nine-month periods ended September 30, 2023 and 2022:

	Number of Warrants	Grant Date Fair Value	Weighted Average Exercise Price
Balance - December 31, 2021	**38,307,385**	**$ 714,327**	**$ 0.12**
Exercised	(17,682,550)	(330,382)	0.12
Expired	(4,979,600)	(105,866)	0.12
Issued	30,019,055	678,890	0.18
Balance – September 30, 2022	**45,664,290**	**$ 956,969**	**$ 0.16**
Balance - December 31, 2022	**30,019,054**	**$ 678,890**	**$ 0.18**
Issued	12,079,277	237,703	0.10
Expired	(5,328,775)	(85,260)	0.18
Balance – September 30, 2023	**36,769,556**	**$ 831,333**	**$ 0.15**

As at September 30, 2023, the Company had warrants and finders' warrants outstanding as follows:

Date of Issue	Number of Warrants	Issue Price ($)	Fair Value ($)	Expiry Date	Remaining Contractual Life (years)
June 30, 2022	24,690,279	0.18	593,630	December 30, 2023	0.25
July 26, 2023	12,079,277	0.10	237,703	July 26, 2025	1.82
	36,769,556		**831,333**		

11. STOCK OPTIONS

The Company maintains a stock option plan whereby certain key employees, officers, directors and consultants may be granted stock options for common shares of the Company. The maximum number of common shares that is issuable under the plan was fixed at 10% of the number of common shares issued and outstanding (a maximum of 5% of the number of common shares issued and outstanding may be held by any one person). Options expire after a maximum period of five years following the date of grant. Vesting provisions are determined at the time of each grant.

The following summarizes the stock option activity for the nine-month periods ended September 30, 2023 and 2022:

Balance - December 31, 2021	**14,280,000**	**$ 0.11**
Granted (i)	4,900,000	0.09
Balance – September 30, 2022	**19,180,000**	**0.10**

	Number of Stock Options	Weighted Average Exercise Price
Balance - December 31, 2022	**21,495,000**	**$ 0.10**
Expired	(710,000)	0.19
Balance – September 30, 2023	**20,785,000**	**$ 0.10**

(Expressed in Canadian Dollars)

11. STOCK OPTIONS (Continued)

(i) On January 24, 2022, the Company granted 200,000 stock options exercisable at $0.135 for 5 years to a consultant of the Company. The grant date fair value of these options of $19,600 was estimated using the Black Scholes valuation model with the following weighted average assumptions: risk free interest rate – 1.63%, expected volatility – 96%, expected dividend yield – 0%, expected forfeiture rate of – 0% and expected life – 5 years. The options vesting provisions were 1/3 immediately, 1/3 in 9 months and 1/3 in 18 months and $11,978 fair value was recorded share-based payment on the interim consolidated statement of loss for the period ended September 30, 2022.

(ii) On July 29, 2022, the Company granted 4,700,000 stock options exercisable at $0.09 for 5 years to directors, officers, employees and consultants of the Company. The grant date fair value of these options of $314,900 was estimated using the Black Scholes valuation model with the following weighted average assumptions: risk free interest rate – 2.66%, expected volatility – 99%, expected dividend yield – 0%, expected forfeiture rate of – 0% and expected life – 5 years. The options vested immediately and the fair value was recorded as share-based payment on the interim consolidated statement of loss for the period ended September 30, 2022.

As at September 30, 2023, the Company had incentive stock options issued to directors, officers, employees and key consultants of the Company outstanding as follows:

Date of Grant	Options Outstanding(1)	Exercise Price ($)	Grant Date Fair Value ($)	Expiry Date	Weighted Average Remaining Contractual Life (years)
March 6, 2019	645,000	0.095	59,340	March 6, 2024	0.43
December 23, 2019	3,300,000	0.085	244,200	December 23, 2024	1.23
July 20, 2020	400,000	0.10	23,200	July 20, 2025	1.81
December 31, 2020	3,700,000	0.095	284,900	December 31, 2025	2.25
April 14, 2021	200,000	0.095	9,800	April 14, 2026	2.54
May 25, 2021	500,000	0.095	26,000	May 25, 2026	2.65
July 2, 2021	200,000	0.095	10,800	July 2, 2026	2.76
October 11, 2021	1,000,000	0.08	59,000	October 11, 2026	3.03
December 20, 2021	3,625,000	0.13	351,625	December 20, 2026	3.22
January 24, 2022(1)	200,000	0.135	19,600	January 24, 2027	3.32
July 29, 2022	4,700,000	0.09	314,900	July 29, 2027	3.83
December 15, 2022	2,315,000	0.12	210,665	December 15, 2027	4.21
	20,785,000	**0.10**	**1,614,030**		**2.84**

(1) *All options are exercisable.*

12. RELATED PARTY TRANSACTIONS

a) Remuneration of directors and officers was as follows:

	Three-Months September 30, 2023	Three-Months September 30, 2022	Nine-Months September 30, 2023	Nine-Months September 30, 2022
Salaries and benefits	$ 94,944	$ 143,280	$ 326,259	$ 350,738
Share-based payments	-	216,075	-	216,075
	$ 94,944	**$ 359,355**	**$ 326,259**	**$ 566,813**

12. RELATED PARTY TRANSACTIONS (Continued)

For the three-month period ended September 30, 2023, the salaries and benefits include $46,875 (2022 - $93,750) for fees invoiced by a corporation controlled by the CEO of the Company for his services as CEO and $21,600 (2022 - $21,600) for fees invoiced by the Executive Chairman of the Company for his services as Executive Chairman. The salaries and benefits also include $26,469 (2022 - $27,930) for fees invoiced by a corporation controlled by the CFO of the Company for his services as CFO.

For the nine-month period ended September 30, 2023, the salaries and benefits include $159,375 (2022 - $168,750) for fees invoiced by a corporation controlled by the CEO of the Company for his services as CEO and $64,800 (2022 - $64,800) for fees invoiced by the Executive Chairman of the Company for his services as Executive Chairman. The salaries and benefits also include $102,084 (2022 - $117,188) for fees invoiced by a corporation controlled by the CFO of the Company for his services as CFO.

b) Private Placements
As part of the private placement completed on July 26, 2023, a director of the Company acquired 7,000,000 common share units for gross proceeds of $420,000.

As part of the private placement completed on June 30, 2022, a director of the Company acquired 7,944,444 common share units for gross proceeds of $715,000 and another director acquired 142,857 flow-through units for gross proceeds of $15,000.

c*) Warrant Incentive Program*
In January 2022, two directors exercised 4,187,500 warrants at a price of $0.12 for aggregate gross proceeds of $502,500. Also, as part of the warrant exercise incentive program implemented on March 17, 2022, officers and directors of the Company exercised 9,436,550 warrants at a price of $0.12 for gross proceeds of $1,132,386. As part of this incentive program, the Company issued 4,718,275 warrants to the officers and directors exercisable at $0.18 until April 15, 2023. The fair value of these incentive warrants was $75,492.

13. COMMITMENTS AND CONTINGENCIES

Management Contracts
The Company entered into consulting and employment agreements for the services of its key executives. Under the agreements, additional payments totalling $1,363,750 are be made upon the occurrence of a change of control. As a triggering event has not taken place, the contingent payments have not been reflected in the condensed interim consolidated financial statements. The commitment upon termination of the agreements is $366,250, in aggregate. The minimum commitment due within one year under the terms of the agreements is $678,900, in aggregate.

Flow-Through Indemnification
As at September 30, 2023, the Company has to incur $381,585 in qualifying exploration expenditures by December 31, 2024 to meet its flow-through commitments. At this time, management anticipates meeting that obligation and as a result, no additional provisions are required.

The flow-through agreements require the Company to renounce certain tax deductions for Canadian exploration expenditures incurred on the Company’s mineral properties to flow-through participants. The Company indemnified the subscribers for any related tax amounts that become payable by the subscribers as a result of the Company not meeting its expenditure commitments.

Environmental
The Company's mining and exploration activities are subject to various laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

(Expressed in Canadian Dollars)

14. LOANS PAYABLE

In June 2021, the Company financed the purchase of an exploration vehicle in the amount of $43,586. The loan bears an interest rate of 7.89% and is repayable over 60 monthly payments of $881 and is secured by the vehicle. The balance payable at September 30, 2023 was $26,080 of which $10,578 is due within the next 12 months.

On October 1, 2022, the Company entered into an agreement to purchase an accommodation building in Saskatchewan for $50,000. Under the agreement, the Company will pay $3,000 per month from October 2022 to September 2023 and a lump sum of $14,000 on October 1, 2023.

Undiscounted payments over successive years are as follows:

	Vehicle	Building	Total
2023	$ 2,644	14,000	$ 16,644
2024-2026	26,445	-	26,445
Total contractual cash flows	$ 29,089	$ 14,000	$ 43,089
Less: interest	(3,009)	-	(3,009)
Obligation at September 30, 2023	**$ 26,080**	**$ 14,000**	**$ 40,080**

End of Notes to Financial Statements