

**BADEN RESOURCES INC.**

**ANNUAL FINANCIAL STATEMENTS**  
**(Expressed in Canadian dollars)**

**FOR THE YEARS ENDED JUNE 30, 2022 AND 2021**



DALE MATHESON CARR-HILTON LABONTE LLP  
CHARTERED PROFESSIONAL ACCOUNTANTS

## INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Baden Resources Inc.

### Opinion

We have audited the financial statements of Baden Resources Inc. (the “Company”), which comprise the statements of financial position as at June 30, 2022 and 2021, and the statements of loss and comprehensive loss, changes in shareholders’ equity and cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

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

### Basis for Opinion

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

### Material Uncertainty Related to Going Concern

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

### Other Information

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

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

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

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

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

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

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

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

## **Auditor's Responsibilities for the Audit of the Financial Statements**

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

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

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

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

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

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

October 25, 2022



An independent firm  
associated with Moore  
Global Network Limited

**BADEN RESOURCES INC.**  
 Statements of Financial Position  
 (Expressed in Canadian Dollars)

As at	Note	June 30, 2022	June 30, 2021
		\$	\$
<b>ASSETS</b>			
<b>Current</b>			
Cash and cash equivalents	2	294,124	402,566
Receivables		5,193	5,373
Promissory note receivable	3	-	5,000
		299,317	412,939
<b>Non-current assets</b>			
Exploration and evaluation assets	3	-	70,000
<b>Total assets</b>		299,317	482,939
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>			
<b>Current</b>			
Accounts payable		176	-
Accrued liabilities		36,076	10,500
<b>Total liabilities</b>		36,252	10,500
<b>Shareholders' equity</b>			
Share capital	5	883,245	682,920
Reserves	5	30,694	30,809
Deficit		(650,874)	(241,290)
<b>Total shareholders' equity</b>		263,065	472,439
<b>Total liabilities and shareholders' equity</b>		299,317	482,939

**Nature of operations and going concern (Note 1)**

**These financial statements were approved by the Board of Directors on October 25, 2022:**

\_\_\_\_\_  
 "Steve Mathiesen"  
 Steve Mathiesen, Director

\_\_\_\_\_  
 "Howard Milne"  
 Howard Milne, Director

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

**BADEN RESOURCES INC.**

## Statements of Loss and Comprehensive Loss

(Expressed in Canadian Dollars)

	Note	For the year ended June 30, 2022	For the year ended June 30, 2021
		\$	\$
<b>EXPENSES</b>			
Bank charges and interest		282	222
Consulting fees	4	2,000	-
Directors fees	4	60,000	-
Listing, filing and transfer agent fees		19,903	37,013
Management fees	4	48,000	4,666
Meals and entertainment		146	211
Operating, general and administrative		3,000	828
Professional fees		50,310	67,895
Rent		18,000	6,000
Share-based compensation	4, 5	-	5,540
Telephone and communications		1,255	-
Travel		4,983	-
<b>Loss before other items</b>		<b>(207,879)</b>	<b>(122,375)</b>
<b>Other items</b>			
Interest income		900	1,940
Write-off exploration and evaluation assets	3	(202,605)	(67,260)
<b>Net loss and comprehensive loss</b>		<b>(409,584)</b>	<b>(187,695)</b>
<b>Loss per share – basic and diluted</b>		<b>(0.03)</b>	<b>(0.02)</b>
<b>Weighted average number of common shares outstanding</b>		<b>12,628,229</b>	<b>11,300,110</b>

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

**BADEN RESOURCES INC.**

## Statements of Changes in Shareholders' Equity

(Expressed in Canadian Dollars)

	<b>Number of Shares</b>	<b>Share Capital</b>	<b>Reserves</b>	<b>Deficit</b>	<b>Total Equity</b>
		<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Balance, June 30, 2020	8,266,000	314,300	21,019	(53,595)	281,724
Issuance of common shares for cash at \$0.10	3,470,000	347,000	-	-	347,000
Issuance of common shares for acquisition of property interest	200,000	30,000	-	-	30,000
Share-based compensation	-	-	5,540	-	5,540
Share issuance costs	-	(8,380)	4,250	-	(4,130)
Net loss and comprehensive loss for the year	-	-	-	(187,695)	(187,695)
Balance, June 30, 2021	11,936,000	682,920	30,809	(241,290)	472,439
Issuance of common shares on exercise of warrants at \$0.10	2,100	210	-	-	210
Allocation of warrants exercised	-	115	(115)	-	-
Issuance of common shares for cash at \$0.10	2,000,000	200,000	-	-	200,000
Net loss and comprehensive loss for the year	-	-	-	(409,584)	(409,584)
<b>Balance, June 30, 2022</b>	<b>13,938,100</b>	<b>883,245</b>	<b>30,694</b>	<b>(650,874)</b>	<b>263,065</b>

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

**BADEN RESOURCES INC.**  
**Statements of Cash Flows**  
(Expressed in Canadian Dollars)

	<b>For the year ended June 30, 2022</b>	For the year ended June 30, 2021
	\$	\$
Cash flows used in operating activities:		
Net loss for the year	<b>(409,584)</b>	(187,695)
Adjustments for:		
Share-based compensation	-	5,540
Write-off exploration and evaluation assets	<b>202,605</b>	67,260
Changes in non-cash working capital items:		
Receivables	<b>180</b>	(3,051)
Prepaid expenses	-	10,000
Accounts payable and accrued liabilities	<b>25,752</b>	(20,086)
Net cash used in operating activities	<b>(181,047)</b>	(128,032)
Financing activities		
Proceeds from issuance of shares	<b>200,210</b>	347,000
Share issuance costs	-	(4,130)
Net cash provided by financing activities	<b>200,210</b>	342,870
Investing activities		
Promissory notes receivable	<b>5,000</b>	(5,000)
Exploration and evaluation assets	<b>(132,605)</b>	(49,300)
Net cash used in investing activities	<b>(127,605)</b>	(54,300)
Increase (decrease) in cash during the year	<b>(108,442)</b>	160,538
Cash and cash equivalents, beginning	<b>402,566</b>	242,028
Cash and cash equivalents, ending	<b>294,124</b>	402,566
<b>Cash and cash equivalents consist of the following:</b>		
Cash held in banks	<b>94,124</b>	102,267
Guaranteed investment certificate	<b>200,000</b>	300,299
	<b>294,124</b>	402,566
<b>Non-cash transactions</b>		
Issuance of shares for exploration and evaluation assets	-	30,000
Issuance of finders' warrants	-	4,250

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

## **1. NATURE OF OPERATIONS AND GOING CONCERN**

Baden Resources Inc. (the "Company") was incorporated in the Province of British Columbia on January, 19, 2020 under the Business Corporations Act of British Columbia. The Company is focused on acquisition, exploration, and development of mineral properties in British Columbia. The Company's business office is located at Suite 503 – 905 W. Pender Street, Vancouver BC V6C 1L6. The Company's shares are listed on the Canadian Securities Exchange ("CSE") under the symbol "BDN".

On June 29, 2022, the Company entered into a business combination agreement (the "Business Combination Agreement") with NorthStar Gaming Inc. ("NorthStar") pursuant to which, among other things, NorthStar will complete a "reverse takeover" of the Company (the "Proposed Transaction") (See Note 9).

These financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. As at June 30, 2022, the Company is not able to finance day to day activities through operations and has an accumulated deficit of \$650,874. The continuing operations of the Company are dependent upon its ability to obtain sufficient financing and the success of its exploration activities. This indicates the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Management intends to finance operating costs with loans from directors and companies controlled by directors and/or issuance of common shares. If the Company is unable to continue as a going concern, the net realizable value of its assets may be materially less than the amounts on its statement of financial position.

## **2. SUMMARY SIGNIFICANT ACCOUNTING**

### **Basis of preparation**

#### *Statement of compliance*

The financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

The financial statements were authorized for issued by the board of directors of the Company on October 25, 2022.

#### *Basis of measurement*

These financial statements have been prepared on a historical cost basis, modified where applicable. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information. The financial statements are presented in Canadian dollars, unless otherwise noted.

### **Significant estimates and assumptions**

The preparation of financial statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include the recoverability of exploration and evaluation assets, fair value measurements for financial instruments, measurement of share-based transactions and the recoverability and measurement of deferred tax assets and liabilities.

### **Significant judgements**

The preparation of financial statements in accordance with IFRS requires the Company to make judgements, apart from those involving estimates, in applying accounting policies. The most significant judgements in applying the Company's financial statements include:

- the assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty;
- the classification of financial instruments;
- the classification and allocation of expenses as exploration and evaluation expenditures or operating expenses; and
- assess the recoverability of exploration and evaluation assets.

### **Cash and cash equivalents**

Cash is comprised of cash on hand, cash held in trust accounts and demand deposits. Cash equivalents are short-term, highly liquid investments with maturities within three months when acquired or cashable on demand without penalty.

### **Financial instruments**

Financial instruments are accounted for in accordance with IFRS 9, "Financial Instruments: Classification and Measurement". A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### Financial assets

On initial recognition, financial assets are recognized at fair value and are subsequently classified and measured at: (i) amortized cost; (ii) fair value through other comprehensive income ("FVTOCI"); or (iii) fair value through profit or loss ("FVTPL"). The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. A financial asset is measured at fair value net of transaction costs that are directly attributable to its acquisition except for financial assets at FVTPL where transaction costs are expensed. All financial assets not classified and measured at amortized cost or FVTOCI are measured at FVTPL. On initial recognition of an equity instrument that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income.

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

The classification determines the method by which the financial assets are carried on the statement of financial position subsequent to inception and how changes in value are recorded. Cash is measured at FVTPL.

Receivables are measured at amortized cost.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### **Financial instruments** (continued)

#### *Impairment of financial assets*

IFRS 9 uses the expected credit loss (“ECL”) model. The credit loss model groups receivables based on similar credit risk characteristics and days past due in order to estimate bad debts. The ECL model applies to the Company’s receivables.

#### Impairment

An ‘expected credit loss’ impairment model applies which requires a loss allowance to be recognized based on expected credit losses. The estimated present value of future cash flows associated with the asset is determined and an impairment loss is recognized for the difference between this amount and the carrying amount as follows: the carrying amount of the asset is reduced to estimated present value of the future cash flows associated with the asset, discounted at the financial asset’s original effective interest rate, either directly or through the use of an allowance account and the resulting loss is recognized in profit or loss for the period.

In a subsequent period, if the amount of the impairment loss related to financial assets measured at amortized cost decreases, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

#### Financial liabilities

Financial liabilities are designated as either: (i) fair value through profit or loss; or (ii) other financial liabilities. All financial liabilities are classified and subsequently measured at amortized cost except for financial liabilities at FVTPL. The classification determines the method by which the financial liabilities are carried on the statement of financial position subsequent to inception and how changes in value are recorded. Trade payables are classified under other financial liabilities and carried on the statement of financial position fair value through profit or loss.

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

### **Exploration and evaluation assets**

Exploration and evaluation expenditures include the costs of acquiring licenses and costs associated with exploration and evaluation activity. Option payments are considered acquisition costs provided that the Company has the intention of exercising the underlying option. Costs incurred prior to obtaining the legal rights to explore a property are recognized as an expense in the period in which they are incurred.

Property option agreements are exercisable entirely at the option of the optionee. Therefore, option payments (or recoveries) are recorded when payment is made (or received) and are not accrued.

Exploration and evaluation expenditures are capitalized. The Company capitalizes costs to specific blocks of claims or areas of geological interest. Government tax credits received are recorded as a reduction to the cumulative costs incurred and capitalized on the related property.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### **Exploration and evaluation assets (continued)**

Exploration and evaluation assets are tested for impairment if facts or circumstances indicate that impairment exists. Examples of such facts and circumstances are as follows:

- the period for which the Company has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed;
- substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned;
- exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area; and
- sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

After technical feasibility and commercial viability of extracting a mineral resource are demonstrable, the Company stops capitalizing expenditures for the applicable block of claims or geological area of interest and tests the asset for impairment. The capitalized balance, net of any impairment recognized, is then reclassified to either tangible or intangible mine development assets according to the nature of the asset.

### **Restoration and environmental obligations**

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

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

The net present value of restoration costs arising from subsequent site damage that is incurred on an ongoing basis during production are charged to the statement of comprehensive loss in the period incurred. The costs of restoration projects that were included in the provision are recorded against the provision as incurred. The costs to prevent and control environmental impacts at specific properties are capitalized in accordance with the Company's accounting policy for exploration and evaluation assets.

### **Foreign currency translation**

The functional currency of the Company is determined using the currency of the primary economic environment in which the Company operates. The functional and presentation currency, as determined by management, of the Company is the Canadian dollar.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### *Transactions and balances*

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the period-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined. Exchange differences arising on the translation of monetary items or on settlement of monetary items are recognized in the statement of comprehensive loss in the period in which they arise, except where deferred in equity as a qualifying cash flow or net investment hedge. Exchange differences arising on the translation of non-monetary items are recognized in other comprehensive income to the extent that gains and losses arising on those non-monetary items are also recognized in other comprehensive income. Where the non-monetary gain or loss is recognized in profit or loss, the exchange component is also recognized in profit or loss.

### **Loss per share**

Basic loss per share is calculated by dividing the statement of loss and comprehensive loss by the weighted average number of common shares outstanding during the period. Diluted loss per share is determined by adjusting the statement of loss and comprehensive loss and the weighted average number of common shares outstanding for the effects of dilutive instruments such as options granted to employees and warrants outstanding. The weighted average number of diluted shares is calculated in accordance with the treasury stock method. The treasury stock method assumes that the proceeds received from the exercise of all potentially dilutive instruments are used to repurchase common shares at the average market price during the period.

### **Income taxes**

Income tax expense comprises current and deferred tax. Income tax is recognized in the statement of loss and comprehensive loss, except to the extent that it relates to items recognized in other comprehensive loss or directly in equity. In this case the income tax is also recognized in other comprehensive loss or directly in equity, respectively.

#### *Current income tax*

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

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

#### *Deferred tax*

Deferred tax is recognized on temporary differences at the reporting date arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that future taxable income will be available to allow all or part of the temporary differences to be utilized. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted and are expected to apply by the end of the reporting period. Deferred tax assets and deferred income tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**Impairment of assets**

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

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

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

**3. EXPORATION AND EVALUATION ASSETS**

As at February 17, 2021, the Company terminated its option of the Bertha Property and, as a result, fully impaired the property. The \$5,000 reclamation bond for the Bertha Property was transferred to the property owner in exchange for a promissory note of \$5,000 due February 17, 2022 without interest. During the year ended June 30, 2021, the promissory note was paid in full.

The Company entered into an Option Agreement ("Option Agreement") dated March 12, 2021 to acquire an option on a 75% interest in the Midway Property, consisting of 24 mining claims located in Southeastern BC (the "Property"). Under the terms of the Option Agreement, the Company will earn a 75% working interest in the Property upon completion of the following:

- a) Cash payments totaling \$500,000 consisting of: (i) \$5,000 upon signing of the Option Agreement (paid); (ii) \$15,000 upon the Company's listing on the CSE (paid); (iii) further payments totaling \$480,000 (paid) on the first through fifth anniversary dates of the Company's listing on the CSE;
- b) Payments totaling 800,000 shares of the Company consisting of: (i) 200,000 shares upon the Company's listing on the CSE (issued); (ii) 120,000 shares each of the first through fifth anniversary dates of the Company's listing upon the CSE; and
- c) Expenditures on the property totaling \$1,120,000 consisting of: (i) \$120,000 spend prior to October 31, 2021 (subsequently amended to \$150,000 prior to December 31, 2021) (incurred); (ii) \$200,000 spend prior to the second, third and fourth anniversary dates of the Company's listing upon the CSE; (iii) \$400,000 spend prior to the fifth anniversary dates of the Company's listing upon the CSE.

As at May 25, 2022, the Company terminated its option of the Midway Property and, as a result, fully impaired the property.

**BADEN RESOURCES INC.**  
NOTES TO THE FINANCIAL STATEMENTS  
FOR YEARS ENDED JUNE 30, 2022 AND 2021  
(Expressed in Canadian dollars)

**3. EXPORATION AND EVALUATION ASSETS (continued)**

A continuity of the Company's exploration and evaluation asset is as follows:

	<b>Bertha Property</b>	<b>Midway Property</b>	<b>Total</b>
	\$	\$	\$
<b>Acquisition costs:</b>			
Balance, June 30, 2020	10	-	10
Additions	-	50,000	50,000
Write-off of mineral property	(10)	-	(10)
Balance, June 30, 2021	-	50,000	50,000
Write-off of mineral property	-	(50,000)	(50,000)
<b>Balance, June 30, 2022</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Deferred exploration expenditures:</b>			
Balance, June 30, 2020	57,950	-	57,950
Geological	9,300	20,000	29,300
Write-off of mineral property	(67,250)	-	(67,250)
Balance, June 30, 2021	-	20,000	20,000
Assaying and sampling	-	18,301	18,301
Equipment rental	-	7,986	7,986
Geological	-	83,510	83,510
Travel and accommodations	-	22,808	22,808
Write-off of mineral property	-	(152,605)	(152,605)
<b>Balance, June 30, 2022</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total exploration and evaluation assets</b>			
As at June 30, 2021	-	70,000	70,000
<b>As at June 30, 2022</b>	<b>-</b>	<b>-</b>	<b>-</b>

**4. RELATED PARTY TRANSACTIONS**

*Key management compensation*

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of members of the Company's Board of Directors and corporate officers. The Company entered into the following transactions with related parties:

	<b>For the year ended June 30, 2022</b>	<b>For the year ended June 30, 2021</b>
	\$	\$
Consulting fees paid to a director	<b>500</b>	-
Directors fees	<b>60,000</b>	-
Management fees paid to a company controlled by the CEO	<b>24,000</b>	2,333
Management fees paid by a company controlled by the CFO	<b>24,000</b>	2,333
Share-based compensation paid to directors	-	5,540
	<b>108,500</b>	10,206

**5. SHARE CAPITAL**

*Authorized share capital*

Unlimited number of common shares without par value

*Common Shares*

Shares issued during the year ended June 30, 2022

On August 19, 2021, the Company issued 2,100 common shares on exercise of warrants for gross proceeds of \$210.

On February 25, 2022, the company issued 2,000,000 common shares at \$0.10 per unit for proceeds of \$200,000. Each unit consists of one common share and one warrant. Each warrant is exercisable for one addition common share at \$0.13 per share, expiring May 25, 2023.

Shares issued during the year ended June 30, 2021

On July 30, 2020, the Company issued 1,710,000 common shares at \$0.10 per unit for proceeds of \$171,000 for the first tranche of the private placement.

On September 3, 2020, the Company issued 1,760,000 common shares at \$0.10 per unit for proceeds of \$176,000. In relation to the issuance, the Company paid \$4,130 in cash and issued 77,700 finders' warrants. Each finders' warrant is exercisable at \$0.10 per share, expiring November 26, 2022. The fair value of the finders' warrants is \$4,250, determined using Black Scholes Option Pricing Model using the following assumptions: exercise price \$0.10, expected volatility 100%, expected life 2.24 years, risk-free interest rate 0.23%, expected dividend yield 0% and forfeiture rate 0%.

On May 28, 2021, the Company issued 200,000 common shares pursuant to the Midway Property Option Agreement.

*Warrants*

The following is a summary of the Company's warrants for the year ended June 30, 2022 and 2021:

	Number	Weighted average exercise price	Weighted average life (years)
		\$	
Balance, June 30, 2020	4,000,000	0.10	-
Issued	77,700	0.10	-
Balance, June 30, 2021	4,077,700	0.10	-
Issued	2,000,000	0.13	-
Exercised	(2,100)	0.10	-
Balance, June 30, 2022	6,075,600	0.11	0.57

**5. SHARE CAPITAL (continued)**

*Stock options*

The Company has adopted an incentive stock option plan, which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with Exchange policies, grant to directors, officers and technical consultants to the Company, non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the common shares issued and outstanding from time to time. Such options are non-transferable and are exercisable at a price per share not below the closing traded price on the day before the date of grant for a period of up to ten years from the date of grant.

During the year ended June 30, 2021, the Company granted 75,000 stock options exercisable at \$0.10 per share to a consultant, expiring July 6, 2025. The fair value of the stock options granted during the period using the Black-Scholes Options Pricing Model was \$5,540.

	Number	Weighted average exercise price	Weighted average life (years)
		\$	
Balance, June 30, 2020	650,000	0.10	-
Granted	75,000	0.10	-
Balance, June 30, 2021 and June 30, 2022	725,000	0.10	2.70

The fair value of the stock options granted for the year ended June 30, 2022 and 2021 were estimated using the Black-Scholes Option Pricing Model with the following weighted average assumptions:

	June 30, 2022	June 30, 2021
Risk-free interest rate	-%	0.32%
Estimated life (years)	-	5
Expected volatility	-%	100%
Expected dividend yield	-%	0%
Forfeiture rate	-%	0%

**6. CAPITAL MANAGEMENT**

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern in order to pursue its operations and to maintain a flexible capital structure, which optimizes the costs of capital at an acceptable risk. The Company considers its capital for this purpose to be its shareholders' equity.

The Company's primary source of capital is through the issuance of equity. The Company manages and adjusts its capital structure when changes in economic conditions occur. To maintain or adjust the capital structure, the Company may seek additional funding. The Company may require additional capital resources to meet its administrative overhead expenses in the long term. The Company believes it will be able to raise capital as required in the long term but recognizes there will be risks involved that may be beyond its control. There are no external restrictions on the management of capital.

## 7. FINANCIAL INSTRUMENTS

The Company thoroughly examines the various financial instrument risks to which it is exposed and assesses the impact and likelihood of those risks. These risks may include interest rate risk, credit risk, liquidity risk, and currency risk and price risk. The carrying value of the Company's financial instruments approximates their fair value due to their short-term nature. Fair value measurements of financial instruments are required to be classified using a fair value hierarchy that reflects the significance of inputs in making the measurements. The levels of the fair value hierarchy are defined as follows:

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 – Inputs for the asset or liability that are not based on observable market data.

The fair values of other financial instruments, which include cash, accounts payable and accrued liabilities, and promissory notes approximate their carrying values due to the relatively short-term maturity of these instruments.

- a) Interest rate risk: Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates.
- b) Credit risk: Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash, which is held with a high-credit financial institution and amounts receivable from the Government of Canada. As such, the Company's credit exposure is minimal.
- c) Liquidity risk: Liquidity risk arises from the excess of financial obligations over available financial assets due at any point in time. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements. The Company addresses its liquidity through equity financing obtained through the sale of common shares. While the Company has been successful in securing financings in the past, there is no assurance that it will be able to do so in the future.
- d) Currency risk: Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange. The Company has minimal exposure to foreign currency transactions during the year ended June 30, 2022 and accordingly the risk is considered low.

The carrying value of Company's financial assets and liabilities as at June 30, 2022 approximate their fair value due.

## 8. INCOME TAXES

A reconciliation of the Company's expected income tax recovery to actual income tax recovery is as follows:

	For the year ended June 30, 2022	For the year ended June 30, 2021
	\$	\$
Net loss	(409,584)	(187,695)
Statutory income tax rate	27%	27%
Expected income tax recovery	(110,588)	(50,678)
Non-deductible expenditures	20	1,496
Share issue costs	(1,115)	(2,263)
Other	26,373	(23,190)
Change in unrecognized deductible temporary differences	85,310	74,635
Income tax recovery	-	-

The significant components of the Company's deferred tax assets and liabilities are as follows:

	June 30, 2022	June 30, 2021
	\$	\$
Deferred tax assets:		
Exploration and evaluation assets	72,864	24,305
Share issuance costs	(223)	695
Non-capital losses	96,099	58,430
	168,740	83,431
Unrecognized deferred tax assets	(168,740)	(83,431)
	-	-

The Company has non-capital losses of \$355,923 which may be carried forward to reduce taxable income in future years that expire up to 2042.

The conditions required under IFRS, to recognize net potential deferred tax assets based on the establishment of likely recovery through future profitability have not been met. Accordingly, a 100% valuation allowance has been provided.

## 9. PROPOSED TRANSACTION

Per Note 1, on June 29, 2022, the Company entered into a Business Combination Agreement with NorthStar pursuant to which the Company will acquire, through its newly formed subsidiary, all the issued and outstanding share capital of NorthStar (the "Proposed Transaction").

NorthStar, an arm's length party to the Company, is an online gaming operator registered by the Alcohol and Gaming Commission of Ontario (AGCO). Following completion of the Proposed Transaction, the resulting company (the "Resulting Issuer") will operate the business of NorthStar.

**9. PROPOSED TRANSACTION** (continued)

In accordance with the terms of Business Combination Agreement, the parties will complete a three-cornered amalgamation (the “Amalgamation”) under the policies of the TSX Venture Exchange (the “TSX-V”).

Prior to the Amalgamation, it is anticipated that (i) all of the outstanding NorthStar common shares will be subdivided on a 1 (one) for 736.68 basis, (ii) all post-split NorthStar common shares outstanding will be exchanged for common shares of the Company on a one-for-one basis, post-Consolidation (as defined below), and (iii) the NorthStar preferred shares will be exchanged on a one-for-one basis for preferred shares of the Company.

As a condition to completion of the Proposed Transaction, (i) the Company intends to complete a consolidation of its outstanding common shares on a 3.333333:1 basis (the "Consolidation"), and (ii) NorthStar intends to complete an offering of up to 30,000,000 subscription receipts (the "Subscription Receipts") at a price of \$0.50 per Subscription Receipt.

Immediately prior to completion of the Proposed Transaction, the Subscription Receipts will convert into post-split NorthStar common shares which will then be exchanged for the Company’s common shares on a post-Consolidation basis pursuant to the Amalgamation.

Completion of the Proposed Transaction remains subject to a number of conditions, including completion of satisfactory due diligence by both parties, the receipt of any required regulatory approvals and completion of the Concurrent Offering. It is also a condition to completion of the Proposed Transaction that the Company delist from the CSE and the Resulting Issuer obtain conditional approval to list on the TSX-V.