



## MANAGEMENT DISCUSSION & ANALYSIS

FOR THE YEAR ENDED  
JUNE 30, 2024

### **Introduction**

The following discussion is management's assessment and analysis of the results and financial condition of Ximen Mining Corp. ("Ximen", or "the Company") and should be read in conjunction with the accompanying audited consolidated financial statements for the year ended June 30, 2024, and related notes.

These consolidated financial statements have been prepared using accounting policies consistent with IFRS as issued by the International Accounting Standards Board ("IASB").

The Consolidated Financial Statements, together with the MD&A, are intended to provide investors with a reasonable basis for assessing the performance and potential future performance of the Company and are not necessarily indicative of the results that may be expected in future periods. The information in the MD&A may contain forward-looking statements, and the Company cautions investors that any forward-looking statements by the Company are not guarantees of future performance, as they are subject to significant risks and uncertainties that may cause projected results or events to differ materially from actual results or events.

All monetary amounts are in Canadian dollars unless otherwise specified. The effective date of this MD&A is October 28, 2024. Additional information relating to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com).

### **Description of Business**

Ximen Mining Corp., ("the Company") is an exploration company engaged in exploration and evaluation of resources properties. In this regard, the Company's plan is to acquire properties of merit and take them through the exploration phase and hopefully through feasibility and on to construction and operations.

The Company is currently engaged in the acquisition, exploration, and evaluation of its mineral property interests located in British Columbia. The Company's shares are listed on the TSX Venture Exchange under the symbol XIM.V, on the Frankfurt Exchange under the symbol A1W2EG, and on the US OTCQX, under the symbol XXMMF.

The head office, principal address, and registered office is located at 888 Dunsmuir Street, Suite 888, Vancouver, British Columbia, Canada.

### **Overall Performance**

The level of the Company's future operations will be determined by the availability of capital resources, which will be derived from the issuance of special warrants and future financings.

The Company has incurred recurring losses since its inception and had an accumulated deficit of \$49,332,879 as at June 30, 2024, which has been funded primarily by the issuance of shares. The Company has no source of operating cash flows and expects to incur further losses in the exploration and development of its mineral properties. The Company's ability to continue its operations and to realize assets at their carrying values is dependent upon obtaining additional financing or maintaining continued support from its shareholders and creditors and generating profitable operations in the future.

### Acquisitions

The principal asset of 0995237 B.C. Ltd, a private arm's length company ("099 BC Ltd.") is its option to acquire the Kenville Gold Mine, located west of Nelson, B.C.

#### **a) Acquisition of subsidiary – 0995237 B.C. LTD.**

In April and May 2019, the Company entered into various agreements to acquire the shares of 099 BC Ltd. On May 30, 2019, a total of 43,261,811 shares of 0995237 B.C. Ltd. were acquired representing 78% of the total outstanding common shares of 099 BC Ltd (the "78% Interest"). On May 30, 2019, the Company issued a total of 3,528,769 (705,754 shares post consolidation) (approximately 10.62% of the Company's total outstanding common shares) from its share capital in exchange for the following items from the previous shareholders of 099 BC Ltd.:

- (i) 2,253,769 common shares (450,754 shares post consolidation) of the Company in exchange for 43,261,811 common shares of 099 BC Ltd.
- (ii) 1,275,000 common shares (255,000 shares post consolidation) of the Company in exchange for 099 BC Ltd.'s note payable (principal amount of \$1,000,000) plus accrued interest payable (\$118,388) with the face value of \$1,118,388. \$487,263, the excess of the face value of the note payable and interest over the fair value of the Company's shares issued is recognized as gain on assumption of the promissory note.

In addition, the Company also acquired the following items from a former shareholder of 099 BC Ltd.:

- (iii) Cash payable of \$980,000 in exchange for 099 BC Ltd.'s note payable (principal amount of \$780,000) plus accrued interest payable (\$1,177,865) with the face value of \$1,957,865. \$977,865, the excess of the face value of the note payable and interest over the fair value of the Company's shares issued is recognized as gain on assumption of the promissory note.
- (iv) Cash payable of \$400,000 in exchange for certain mining equipment owned by the former shareholder of 099 BC Ltd.
- (v) Assumption of debt with the total balance of \$270,000 to another two former shareholders of 099 BC Ltd. \$79,000 of the \$270,000 were owed by 099 BC Ltd. to these two former shareholders. The \$191,000 of the \$270,000 were the amount owed by the former shareholder to the other two former shareholders related to the investment in the Kenville property. These \$191,000 were recognized as exploration and evaluation expenditures related to Kenville property.
- (vi) The following table summarized the recognized amounts of assets acquired and liabilities assumed on May 30, 2019, the date of acquisition of 78% interest in 099 BC Ltd. (assets and liabilities were measured at fair value):

	\$
Cash	11,552
Term Deposit (Reclamation)	45,800
GST Recoverable	3,451
Property	984,200
Equipment purchase	708,262
Accounts Payable	(400,793)
Promissory Notes Payable [(a)(ii) & (iii)]	(3,076,253)
Royalty Option Payable [(b)]	(220,000)
Shareholder Advances [(a)(v)]	(79,000)
	(79,000)
Net Liabilities of 0995237 B.C. Ltd.	(2,022,781)

The acquisition of 78% interest of 099 BC by the Company does not meet the requirement of IFRS 3, Business Combination. As such, this acquisition was accounted for under IFRS 6, Exploration and Evaluation of Mineral Resources. The premium of the consideration paid by the Company over the net liabilities of the acquired 099 BC was expensed as exploration and evaluation expenditures as the Company's accounting policy is expensing both the acquisition costs and exploration costs during the period where the expenditures were incurred.

The fair value of the consideration given by the Company for the 78% controlling interest in 099 BC, was \$1,115,616, (2,253,769 common shares (450,754 shares post consolidation) issued at \$0.495 (\$2.475 post consolidation) per share. The fair value of the 22% non-controlling interest in 099 BC was therefore valued at \$314,661, using the 78% valuation amount. Accordingly, the premium in the amount of \$3,453,057, comprising of the fair value of the shares issued by the Company plus the fair value of the 22% non-controlling interest, totaling \$1,430,277, over the fair value of the net liabilities of 0995237 BC Ltd. acquired by the Company, were recognized as exploration and evaluation expenditures for 2019.

On July 3, 2019, as part of the acquisition of 099 BC, the Company acquired an additional 4,733,320 shares of 099 BC by issuing 236,666 common shares (47,333 shares post consolidation) to shareholders of 099 BC. On June 8, 2020, 400,000 shares of 099 were acquired by issued 20,000 common shares (4,000 shares post consolidation). The additional shares purchased brings the total percentage owned of 099 BC from 78% to 88%.

The fair value of the consideration given by the Company for the additional 10% of non-controlling interest was \$167,033 including \$153,833 (236,666 common shares (47,333 shares post consolidation) issued at \$0.65 per share (\$3.25 post consolidation)) and \$13,200 (20,000 common shares (4,000 shares post consolidation) issued at \$0.66 per share (\$3.30 post consolidation) per share). The carrying value of the additional 10% non-controlling interest was \$122,822 prior to the acquisition of this non-controlling interest by the Company. The difference between the fair value of the consideration paid by the Company (\$167,033) and the carrying value (\$122,822), \$44,211, was charged to other comprehensive loss in 2020.

On July 7, 2020, the Company acquired a further 66,667 shares of 099 BC by issuing 3,334 shares (667 shares post consolidation), fair valued at \$1,500, and in addition, 099 BC cancelled 4,000,000 shares, representing 7% of non-controlling interest. The difference between the fair value of the consideration paid and the carrying value is \$1,303 which was charged to other comprehensive loss.

#### **b) Acquisition of royalty option from Gungnir Resources Inc.**

On April 25, 2019, the Company entered into a royalty option agreement with Gungnir Resources Inc. (“Gungnir”) to acquire Gungnir’s receivable from 099 BC in the amount of \$220,000 and all of Gungnir’s remaining interest in its 4% gross metal royalty over 099 BC owned Kenville Gold Mine Property for total consideration of \$1,700,000. The option is exercisable at the Company’s sole discretion.

Under the terms of the option agreement, to exercise the option, the Company is required to pay the \$1,700,000 as follows:

- \$500,000 in cash (paid);
- \$200,000 in common shares of Ximen ((285,918 shares (57,184 shares post consolidation) issued fair valued at \$142,959);
- \$1,000,000 in cash, to be paid on or before October 31, 2019 (paid).

The exercise of the option is conditional on Ximen paying the full purchase price as set out above and receipt of TSXV approval. TSXV approved the transaction on May 24, 2019.

#### **Share Issued:**

##### Shares Issued for Cash

- On August 11, 2023, the Company issued 8,000,000 units (1,600,000 units post consolidation) at a price of \$0.06 (\$0.30 post consolidation) per unit for gross proceeds of \$480,000. Each unit consisted of one common share and one transferable common share warrant exercisable at \$0.08 (\$0.40 post consolidation) for a period of 60 months from date of issue.
- On August 23, 2023, the Company issued 2,000,000 units (400,000 units post consolidation) at a price of \$0.06 (\$0.30 post consolidation) per unit for gross proceeds of \$120,000. Each unit consisted of one common share and one transferable common share warrant exercisable at \$0.08 (\$0.40 post consolidation) for a period of 60 months from date of issue.
- On December 20, 2023, the Company issued 1,000,000 flow-through units at a price of \$0.20 per share for gross proceeds of \$200,000. Each Flow-Through share consists of one common share that qualifies as a “flow-

through share” as defined in subsection 66(15) of the Income Tax Act and one-half transferable common share purchase warrant exercisable at \$0.25 for a period of 36 months from date of issue.

- On December 28, 2023, the Company issued 1,500,000 flow-through units at a price of \$0.20 per share for gross proceeds of \$300,000. Each Flow-Through share consists of one common share that qualifies as a “flow-through share” as defined in subsection 66(15) of the Income Tax Act and one-half transferable common share purchase warrant exercisable at \$0.25 for a period of 36 months from date of issue.
- During the year ended June 30, 2024, the Company issued 2,750,000 shares for gross proceeds of \$440,000 on exercise of share purchase warrants.
- On April 11, 2024, the Company issued 5,000,000 units at a price of \$0.10 per unit for gross proceeds of \$500,000. Each unit consisted of one common share and one transferable common share warrant exercisable at \$0.16 for a period of 60 months from date of issue.

### Exploration Project

Cumulative acquisition and exploration costs incurred by the Company to June 30, 2024, are summarized below:

	Brett (a) \$	Treasure Mountain (c) \$	Kenville, Carmelia, (d)(e) \$	Bouleau; Dentonia; Providence, (f)(g)(h) \$	Various (i) to (v) \$	General Exploration \$	Total \$
<b>Balance, June 30, 2022</b>	6,058,293	180,181	8,143,576	1,213,434	5,348,236	628,278	21,571,998
Acquisition Costs	-	-	2,330	-	440,000	-	442,330
Exploration Costs	181,384	88,942	1,167,863	308	612,510	456,705	2,507,712
Exploration Reversal	-	-	-	-	-	-	-
	181,384	88,942	1,170,193	308	1,052,510	456,705	2,950,042
<b>Balance, June 30, 2022</b>	6,239,677	269,123	9,313,769	1,213,742	6,400,746	1,084,983	24,522,040
Exploration Costs	47,835	-	1,109,087	3,274	807,216	73,567	2,040,978
Acquisitions Costs	-	-	-	-	7,500	-	7,500
Exploration Recovery	-	(63,149)	-	-	-	-	(63,149)
	47,835	(63,149)	1,109,087	3,274	814,716	73,567	1,985,329
<b>Balance, June 30, 2024</b>	6,287,512	205,974	10,422,856	1,217,016	7,215,461	1,158,550	26,507,369

Title to mineral properties involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many mineral properties. The Company has investigated title to all of its mineral properties and, to the best of its knowledge, title to all of its properties are in good standing. All properties are located in Canada.

#### **a) Brett Property, British Columbia, Canada**

On December 3, 2013, the Company entered into an option agreement to acquire a 100% interest in the Brett Gold Project situated in the North Okanagan region of southwest British Columbia approximately 29 kilometers west of Vernon. Under the terms of the agreement, the Company may acquire a 100% undivided interest by making cash option payments totalling \$1,000,000, issuing 200,000 common shares (40,000 shares post consolidation), and issuing additional common shares of the Company with an aggregate deemed value of \$350,000 as follows:

		Number of Post-Consolidated Shares	Cash \$
On execution of agreement	(Paid)	-	50,000
By December 18, 2013	(Paid)	-	50,000
By December 23, 2013	(Issued – fair valued at \$290,000)	40,000	-
By January 17, 2014	(Paid)	-	200,000

By January 05, 2015	(Paid)	-	300,000
By January 05, 2015	(Issued – fair valued at \$126,000)	28,000	-
By December 03, 2015	(Paid)	-	400,000
By December 03, 2015	(Issued – fair valued at \$166,667)	133,333	-
		<u>201,333</u>	<u>1,000,000</u>

The Company has earned a 100% undivided interest as it has complied with all the terms of the option agreement.

On January 24, 2014, the Company entered into an option agreement to acquire a 100% interest in the 2% net smelter royalty (“NSR”) on the Brett Gold Project. The agreement was amended on February 14, 2017 and May 17, 2017 under the following amended terms: the issuance of \$50,000 worth of the Company’s common shares based on a ten day weighted average upon signing of the amended agreement, the issuance of \$420,000 worth of the Company’s common shares upon TSX-V approval of the amended agreement, the payment or issuance of \$60,000 in cash or common shares of the Company on February 18, 2018 and \$75,000 on February 18, 2019, and final cash payment of \$830,000 payable by February 20, 2020.

On December 4, 2018, the agreement was further amended whereby the outstanding amount of \$905,000 would be made in a final payment of 2,400,000 shares (480,000 shares post consolidation) at a deemed price of \$0.30 (\$1.50 post consolidation) for a total of \$720,000 thereby completing any and all payments. TSX-V approval was received on December 7, 2018. The fair value recognized of \$912,000 was based on the closing quoted price of the Company’s shares at the date of issuance.

		Number of Post-Consolidated Shares	Cash \$
By February 20, 2014	(Issued – fair valued at \$30,000)	4,000	-
By February 20, 2015	(Issued – fair valued at \$49,077)	10,332	-
By February 20, 2016	(Issued – fair valued at \$67,739)	45,160	-
By February 18, 2017	(Issued – fair valued at \$56,601)	25,156	-
Upon TSX Approval	(Issued – fair valued at \$210,000)	240,000	-
By February 18, 2018	(Issued – fair valued at \$59,993)	70,580	-
By December 7, 2018	(Issued – fair valued at \$912,000)	480,000	-
		<u>875,228</u>	<u>-</u>

Additional adjoining claims, including the former Gold Star property to the west were acquired by Ximen Mining Corp. in 2014.

Past exploration work carried out to date on the Brett Property has confirmed the presence of a number of significant gold bearing mineralized zones associated with northerly trending altered shear/fracture zone(s). Previous work (primarily from the early 1980s to 2004), summarized in a 43-101 report dated April 21, 2004, consisted of geochemical surveys, trenching, 10,000 meters (m) (32,900 feet) of diamond drilling, 2,800 meters (9,300 feet) of reverse circulation drilling, and 459 meters (1506 feet) of underground development.

The majority of work has been concentrated in a small area (200 m strike and 76 meters depth) of the property, along what is known as the Main Shear Zone- RW vein. One hole drilled on the property, Hole 93-19, a reverse circulation hole, returned an intersection of 16.76 m grading 35.79 gms Au/tonne (1.045 oz Au/ton) including 3.048 m grading 57.88 grams Au/tonne (1.69 oz Au/ton) and 4.57 m grading 107.88 gms Au/tonne (3.15 oz Au/ton) within the Main Shear Zone.

In 1996 (291 tonne) bulk sample, from the RW vein and Main Shear Zone, was shipped to Trail and returned an average grade 27.74 gms Au/tonne and 63.7 gms Ag /tonne. Work was stopped in late 1996 and the property was tied up in litigation for several years.

To date, the Main Shear Zone has been traced for a strike length of over 1,300 meters and down dip to a depth of 150 meters (possibly as deep as 500 meters, based on a single hole drilled on the neighboring property) and is wide open in all directions. In addition to the Main Shear Zone, the local geology and geochemistry indicates excellent exploration potential for developing other mineralized zones. Gold mineralization on the property appears to be a strongly related to the intersections between flat lying inter unit polymictic tuffaceous horizons and the northerly trending altered shear/fracture zone(s).

**Highlights of the Brett project prior to Ximen's involvement**

- The property has seen high grade gold production from bulk sampling, with 96% recovery.
- 43-101 completed by Shaun Dykes late 2004
- No work has been conducted on the area of main shear from late 2004 till spring 2014 Ximen enters
- 100's of meters of underground workings on the property.

Based on the review of all available data, combined with information gained from a property inspection, the Brett property hosts epithermal style gold mineralization containing coarse gold and has potential of hosting a gold deposit. Epithermal gold mineralization on the Brett property is hosted within the Eocene volcanics, Mineralization, and related alteration, is controlled by northwest and north-trending, steeply west dipping structures and by more permeable (volcanic breccia or tuffaceous) units within the Eocene stratigraphy.

There is excellent infrastructure and access along well maintained paved and gravel roads. Since custom milling opportunities exist in the district, the property does not necessarily need to support a stand-alone mine/mill operation to be viable. A small or modest tonnage of high-grade ore could potentially be profitable to extract.

During the summer of 2014, the Ximen completed historic data compilation program and a field exploration program consisting of geochemical sampling, mapping, compilation reports, and geophysical survey to establish drill targets for a fall drill program. Then in September commenced a diamond drill program focused on new opportunities outside of the main shear where all the previous drilling was focused, results from the 13 holes completed were released in 2015.

Ximen's 43-101 prepared by Marek Mroczek, P.Eng completed in April 2017 made the following recommendations. In addition to field work it is recommended:

- Upgrade the roads to make better access to the exploration area
- Conduct the adit rehabilitation for access to drill exploration and underground drill holes
- Drill three to six drill holes on each target with drill hole directions perpendicular to the strike direction of the target
- When logging the core, record any fault as interval data and not just as point data
- Establish an onsite station with hard copies of maps, plans and drill hole data to facilitate their access during the field work Ximen Mining Corporation, NI 43-101 Technical Report, The Brett Gold Project. 76
- Explore any outcropping mineralization on surface and alteration structure
- Use a handheld XRF machine analyser to obtain preliminary Au, Ag, Mo results and thus follow up drilling if so warranted
- Obtain laser topographic scanning (Lidar) map for the topographic surface. A Lidar scanned map provides the best approximation of true ground conditions
- Drill several twin holes with high gold intersection to prove historical gold assay values to improve the quality of the data it is recommended:
- Resurvey all drill hole collars and shear zones occurring on surface by hiring qualified surveyor and produce a report from the surveying
- Update the header table in the database by adding a field with drill hole type. there are two different drill hole types: reverse circulation drilling and diamond drilling
- Conduct a detailed audit of drill hole database for all entries
- Expand the database by logging more geotechnical rock features such as type of discontinuity, spacing of discontinuities, conditions of discontinuities, groundwater conditions, hardness, roughness, and fracture infilling
- Collect every 20th sample pulp and send to another external laboratory to check assay analyses in order to determine laboratory precision
- Conduct manually geological interpretation of the structural-geological setting and geometry of the gold mineralization on the set of cross sections
- Prepare print outs and store written company exploration QAQC procedure on site so everyone of the team members produce work results in the same manner.

Exploration work by Ximen in 2014 included ground magnetics/VLF-EM, soil geochemistry, biogeochemistry, rock sampling, geological mapping, induced polarization and diamond drilling. The ground magnetic/VLF-EM survey encompassed the main areas of known mineralization on the property. Magnetic signatures were shown to be an effective method of identifying areas of alteration within the Eocene volcanics. The Main Zone, where most of the previous exploration work has been focussed and where high-grade epithermal gold mineralization is known, was defined as a modest northwest-trending magnetic low anomaly. A larger magnetic low anomaly occurs west of the Main Zone (the Border Zone) and is open to the west beyond the limits of the survey. The overwhelming

feature detected by the magnetic/VLF-EM survey was a large, strong magnetic low anomaly in the northeast quadrant of the grid. The northeast mag-low anomaly measures 1.1 x 1.1 km in size, encompasses strongly altered rocks at the Gossan Zone, and remains open to the north and east beyond the limits of the survey. An induced polarization survey was also completed over the mag-low anomaly. A 1 km long, strong north south trending IP chargeability anomaly was defined at the Gossan Zone. The chargeability anomaly remains open to the south beyond the limits of the survey. A second, sub parallel, chargeability anomaly was also detected, which by the southernmost line of the survey, has merged with the main anomaly to create a chargeability feature that exceeds 1 km in width. At the Border Zone, a moderate to strong multi-element, Au-Ag-As-Hg-Mo-Sb-Se-Te-Tl soil anomaly was defined over an area of approximately 250 m north-south by 100-200 m east west. The anomaly remains open to the north, south and west, beyond the limits of the survey. A less well-defined Au-Ag-Hg-SbTl soil anomaly occurs at the East Zone, with maximum gold values of 290 ppb and 243 ppb Au. This anomaly is effectively controlled by topography and defines the surface expression of a relatively flatlying tuffaceous horizon as it wraps around the steep south facing slope, between two prominent gullies.

In 2014, Ximen completed a diamond drilling program totalling 2,977 metres. Thirteen drill holes were drilled to test geological, geochemical and geophysical targets. All of the holes were drilled to test new targets that were untested, or only minimally tested, by historic work on the property. Widespread alteration was identified in several areas. Some core samples from the drilling program revealed high gold intersections. Two new high-grade gold-bearing zones were identified, with results including 34.18 g/t Au over 0.9 m from one zone and 16.7 g/t Au over 1.5 m from the second. Significant intervals of bulk tonnage gold mineralization were also intercepted, including 1.77 g/t Au over 31m, 1.88 g/t Au over 16.55m and 0.82 g/t Au over 33m.

In 2016, Ximen completed a diamond drilling program consisting of 16 holes totaling 2,363 metres. The program tested specific targets determined by cross section geological interpretation. Drill core logging and sampling extended into early 2017. Some core samples from the drilling program returned high grade gold values. High grade drill intersections included 18.95 g/t Au over 1m in drill hole 16-1, 13.35 g/t Au over 0.58m in drill hole 16-11, and 16 g/t Au over 0.39m in drill hole 16-21.

In 2017, Ximen collected rock samples (chip and grab samples) from the RW Pit and Trench 21. The highlight was a chip sample (approximately 1 metre square) from the RW pit returning 6.31 g/t gold.

In 2019, Ximen collected a suite of grab samples for acid-base accounting analysis and submitted a permit application for underground exploration drifting and drilling.

In 2022, Ximen had LiDAR and magnetic surveys flown over part of the property.

#### **b) Gold Drop Property, British Columbia, Canada**

On June 21, 2016, the Company entered into an option agreement with GGX Gold Corp. ("GGX") (formerly Revolver Resources Inc.) to sell its 100% interest in the Gold Drop Property. GGX was required to make cash option payments totalling \$400,000, issue 1,000,000 common shares, issue additional common shares with a fair value of \$450,000, and incur a minimum of \$1,000,000 in exploration expenditures on the property.

The option agreement was completed in the year ended June 30, 2020.

The Company retains a 2.5% net smelter return royalty (the "NSR Royalty") which GGX may buy down 1% of the NSR Royalty by paying \$1,000,000 to the Company.

The transaction was approved by TSX Venture on July 26, 2016.

#### **c) Treasure Mountain Property, British Columbia, Canada**

In March 2014, the Company entered into an option agreement whereby the Company acquired a 100% interest in the Treasure Mountain property located 30 kilometres east of Hope, British Columbia by making cash payments as follows: \$75,000 cash upon signing of the agreement (paid) and \$50,000 cash due 90 days after the signing of the agreement (paid).

In 2014, the Company also acquired a 100% interest in three surrounding mineral claims for cash payments of \$70,000 (paid).

On December 7, 2016, the Company acquired a mineral tenure claim north of Treasure Mountain Property for cash payment of \$15,000 (paid) from a director of the Company. The agreement is subject to a 2% net smelter return royalty ("NSR") payable to the vendor.

On November 30, 2016, the Company entered into an option agreement with New Destiny Mining Corp (“New Destiny”) to sell its 100% interest in all mineral claims which comprise the Treasure Mountain Property. New Destiny is required to make cash and or issue common shares totalling \$400,000, issue an aggregate of 500,000 common shares, and incur exploration expenditures on the property as follows:

**Cash Payments:**

- \$25,000 on execution of the agreement (received);
- \$50,000 within five business days following the approval by TSX Venture;
- \$75,000 in cash and/or common shares equivalent (subject to a minimum of \$10,000 to be paid in cash) per year on or before the first, second, and third anniversaries of the approval by TSX Venture; and
- \$100,000 in cash and/or common shares equivalent (subject to a minimum of \$10,000 to be paid in cash) on or before the fourth anniversary of the approval by TSX Venture.

In December 2021, the Company paid \$18,897 as payment on additional claim acquisitions.

**Share Payment:**

- 500,000 common shares with a minimum fair value of \$50,000 within five business day following the approval by TSX Venture.(received)

**Exploration Expenditures:**

- Annual minimum exploration expenditures of \$100,000, \$150,000, \$250,000, and \$250,000 on the property in each year ending on or before the first, second, third, and fourth anniversaries, respectively, of the approval by TSX Venture.

The Company will retain a 2.5% net smelter return royalty (the “NSR Royalty”) which New Destiny may buy down 1% of the NSR Royalty by paying \$1,000,000 to the Company. Upon the completion of the sale of the Property, the Company will have a right for nine months thereafter to elect to form a joint venture with New Destiny by paying to New Destiny the amount of money equal to 30% of the total amount expended on the Property by New Destiny. If the Company exercises this joint-venture right, the Company and New Destiny will enter into a joint venture for the exploration and development of the Property

On November 9, 2017, the transaction has been approved by TSX Venture.

New Destiny has a common director and officer of the Company.

In December 2021, the Company paid \$18,897 as payment on additional claim acquisitions.

The Treasure Mtn. Silver Project covers geologically prospective ground in the Similkameen and / or New Westminster Mining Divisions. The Project is adjacent to Nicola Mining Inc.’s Treasure Mountain property, site of the historic Treasure Mountain Silver-Lead-Zinc Mine (polymetallic veins). The Project also occurs within the Intermontane Tectonic Belt, which hosts numerous porphyry copper deposits. The Project covers an area of approximately 10,700 hectares and hosts at least seven gold, silver, lead, zinc and / or copper occurrences in various regions as reported in the B.C. Ministry of Energy and Mines MINFILE database. These include gold-quartz vein, polymetallic vein and porphyry type occurrences. Some of these mineral occurrences have associated historic underground workings.

In 2014, the Company conducted prospecting and rock sampling in the northeast region of the property. A quartz float sample collected at an historic adit along Jim Kelly Creek returned 9.59 g/t gold. Copper mineralization was located further south at an historic adit in the area of the Superior (Lucky Todd) occurrence. A boulder sample returned 0.636% copper. Another grab sample, reported to be from outcrop, returned 0.308% copper.

In October 2015, the Company conducted a program of prospecting as well as soil and till sampling in the northeast region of the Project (news release dated October 21, 2015). The till samples were collected using an overburden drill. The 2015 soil and till geochemical survey was conducted in the northeast region of the property, north of Railroad Creek and west of Tulameen River / Vuich Creek. The Superior (Lucky Todd) copper - gold occurrence is reported in this area (B.C.MINFILE No. 092HSE240). At this occurrence gold and copper mineralization were reported in a quartz porphyry dyke with a 5 foot sample reported to assay 0.02 ounce gold (1913 Annual Report of Minister of Mines). In 2012 Canadian International Minerals Inc. reported adits in this target area and copper mineralization in the adjacent rock dumps and outcrop with a few dump grab samples reported to exceed 1% copper while also assaying 76 and 69 g/t silver.

In May 2016 the Company announced the analytical results for the program conducted in October of 2015. The analytical results identified copper soil anomalies in this northeast region including samples in two areas exceeding 100 ppm copper. In one area some samples were anomalous for lead (up to 378 ppm Pb) and zinc (up to 391 ppm Zn).

The Company conducted additional till sampling and prospecting in the east region of the property during 2016. In the east region of the property a grab sample from a newly discovered quartz vein exposure returned 1.15 g/t gold. Local till samples from the southeast region of the property returned anomalous values for gold, silver, copper and / or lead.

New Destiny Mining Corp. conducted rock, soil and till geochemical sampling during 2017 in the east and southeast regions of the property. Multiple rock samples returned anomalous values for gold. The highlight was a grab sample from a silicified porphyritic dyke within an historic pit that returned 6.24 g/t gold. This is in the Vuitch Creek area in the area of the Superior occurrence. Local soil samples in this area returned anomalous values for gold and copper.

Todd), John Bull (Marks showing) and Railroad Creek (total of 26 samples). Out of the 7 samples collected at the Superior sample 111117 assayed 8.81 ppm Au and 14.45 Ag. Sample 111116 had the strongest copper value of 850 ppm Cu. Five out of seven rock samples collected around the Railroad Creek copper workings assayed above 1000 ppm Cu. The strongest of these, sample 111124 assayed 8940 ppm Cu and 45.2 ppm Ag. The strongest silver assay was from sample 111125 that returned 2130 ppm Cu and 59.3 ppm Ag. The most significant gold value was a choice grab sample of pyrite bearing quartz dump material from an adit on Jim Kelly creek. This sample (111130) assayed 11.3 ppm Au and 14.5 ppm Ag and 1175 ppm Cu. Another sample, a random area grab of quartz material assayed 1.28 ppm Au, 1.71 ppm Ag and 1215 ppm Cu.

Later in 2018, a program of rock sampling, trenching and auger drilling was conducted on part of the property. The Rio Grande Minfile occurrence was located and sampled (total of 7 rock samples) and four other samples were collected from the southeast claims where rocks displayed some alteration or mineralization. The first two samples collected (118813 and 118814) returned assays of 2.78 ppm Ag 28.3 ppm Cu, 4460 ppm Zn and 5.25 ppm Ag 43.6 ppm Cu 4110 ppm Zn respectively. Further sampling highlights include sample 118815 of rusty sedimentary rock that assayed 83.9 ppm Ag, 178.5 ppm Cu and 1.5% Zn. Sample 118818 assayed 12.2 ppm Ag, 224 ppm Cu and 1.3 % Zn. The 15 cm wide polymetallic vein, sample 118816, assayed 122 ppm Ag, 4010 ppm Cu, and 9510 ppm Zn. In 2018 a 66 m long trench was completed in an area where previous work had identified a copper anomaly near the Tulameen forest service road in the southeast region of the property and a series of samples were collected at 3 m intervals and also 3 choice grab samples were collected. Two samples returned anomalous gold assays, including sample 118660 with values of 0.877 ppm Au, 5.33 ppm Ag, 20.6 ppm Cu, 799 ppm Zn, and sample 118668 24m away from 118660 that assayed 0.359 ppm Au 1.56 ppm Ag, 39.1 ppm Cu and 129 ppm Zn. Seven deep till auger holes were completed off the Tulameen Forest Service Road in the western area but no significant results were obtained.

In 2019, New Destiny Mining Corp. conducted a program of trenching and drilling at the Superior (Lucky Todd) occurrence and trenching and channel sampling at the Railroad occurrence. At Lucky Todd, gold values ranged up to 1.96 ppm, silver ranged up to 14.05 ppm, copper ranged up to 250 ppm, and molybdenum ranged up to 354 ppm. A grab sample of selected mineralized quartz at the Lucky Todd contained 3.99 ppm gold, 96.8 ppm silver, 3560 ppm copper and 45.1 ppm molybdenum. Diamond drilling at Lucky Todd included a total of four drill holes (102.1 m). Quartz veinlets mineralized with pyrite and chalcopyrite were intersected, similar in appearance to those seen in the trenches. Analytical results for the drill core were generally low, with only slightly elevated copper and molybdenum values locally. At Railroad, rock geochemical values for copper ranged up to 1.59 % and silver ranged up to 109 ppm. A weighted average grade for three consecutive trench samples contained 116.0 ppm silver and 0.64% copper over a 4.2 metre width.

In 2022, New Destiny Mining Corp. had a LiDar survey flown over the entire property.

The full text of all news releases, accompanying assay tables, and other technical information are available on the Company's website at [ximenminingcorp.com](http://ximenminingcorp.com) and [sedar.com](http://sedar.com)

#### **d) Kenville Property, British Columbia, Canada**

In April and May 2019, the Company entered into various agreements whereby it acquired approximately 78% of the issued and outstanding shares of 0995237 B.C. Ltd ("099 BC"), a private arm's length company, in exchange for common shares and future cash payments by the Company. The principal asset of 099 BC is its option to acquire the Kenville Gold Mine, located west of Nelson, B.C.

The acquisition costs comprised of: (i) the premium on the acquisition of 099 BC in the amount of \$3,429,334, the assumption of additional debts from former shareholders of 099 BC in the amount of \$191,000, and the considerations paid by the Company to Gungnir in the amount of \$500,000 (cash) and issuance of 285,918 shares (57,184 shares post consolidation) with fair value of \$142,959, less assumption of the receivable from 099 BC in the amount of \$220,000.

During the year ended June 30, 2021, the Company increased its percentage ownership of 099 BC from 78% to 95%.

The Kenville Gold mine was discovered and staked in 1888 and was the first hard rock gold mine in British Columbia. It was mined intermittently until 1954, with recorded production of 2,029 kilograms of gold, 861 kilograms of silver, 23.5 tonnes of lead, 15 tonnes of zinc, 1.6 tonnes of copper and 37 kilograms of cadmium from 181,395 tonnes processed. The property is located 8 km west of Nelson, BC, is accessible by paved road and is connected to the power grid. Existing infrastructure includes mining equipment, offices, mechanic shop, core storage and accommodation. The mine deposit consists of multiple, gold-silver quartz veins hosted by diorite. Between 2007 and 2008, 13,000 meters of diamond drilling was conducted that targeted previously un-tested areas southwest of the historic mine, and detailed sampling was conducted within the mine on the 257 Level. There are six other historical levels within the mine footprint; only this level was rehabilitated and remains open and accessible. Based on the mine sampling and drill hole information available at the time, new zones of gold mineralization were identified, and mineral resources were estimated (see table below).

2009 Historic Mineral Resource Estimate – Kenville Mine

<b>Class</b>	<b>Tonnage</b>	<b>Gold g/t</b>	<b>Ounces</b>
Measured	3,312	31.72	3,377
Indicated	21,312	18.84	12,912
M+I	24,624	20.58	16,289
Inferred	522,321	23.01	356,949

Significant diamond drilling was conducted after the above mineral resource estimate was made between 2009 and 2012. At least 4 new veins were identified with potential strike lengths of over 700 metres. The results of this drilling have not yet been reviewed by the Company's Qualified Person. A complete review of the technical information is required with the aim of completing a new resource estimate that includes the more recent diamond drill results.

In addition to the historic gold mine, elsewhere on the property historic soil geochemical surveys and results of scout drilling indicate potential for porphyry-type copper-molybdenum-silver-gold mineralization. Beginning in 2019, Ximen made application for permits to conduct underground exploration (1200 meter access decline and 20,250 meters underground drilling) to provide better definition of the geological continuity and resource. The planned work is aimed at providing a basis for underground bulk sampling that could be extended to continuous production.

On May 2, 2023 the Company announced that it had received permits from the Ministry of Energy Mines and Low-Carbon Innovation and the Ministry of Environment. The Company has since been working on meeting conditions that are required before construction of the new decline can be started.

**e) Cariboo-Armelia Property ("Caramerlia"), British Columbia, Canada**

On June 4, 2019, the Company entered into an agreement to acquire crown granted mineral properties covering the Cariboo-Armelia gold mine in Camp McKinney in British Columbia. The acquisition includes crown-granted claims: Molson, Paragon, Burley#1, Edward VII, Wonder Y, Last Chance, Fontenoy, Emma, Alice, Cariboo, Amelia, Okanagan, Maple Leaf, Sawtooth and Wiaraton. The properties Maple Leaf and Wiaraton also include the surface rights as originally granted. In exchange for the 100% interest in all these properties, the Company issued 212,888 common shares (42,577 shares post consolidation) fair valued at \$93,671.

On October 22, 2020, the Company announced assay results received from prospecting and geological work done at the Company's Amelia property. Results for a total of 34 rock chip grab samples were received. Ten of the samples returned significant gold results, three of which also returned significant silver results (see table below). The highest gold results were from the historic Cariboo-Armelia mine site from dump samples of quartz vein material mineralized with pyrite, chalcopyrite and sphalerite, and host rock argillite containing up to 40% disseminated fine-grained pyrite. A sample from an historic dump on the Fontenoy claim assayed 1465 g/t silver. This sample consists of quartz carbonate and clay containing 20% galena. A sample collected on the western side

of the area from the historic Eureka mine dump assayed 2.24 g/t gold. The Eureka mine is situated a kilometer west of the Cariboo-Amelia mine on what is thought to be a continuation of the Cariboo vein.

Gold (g/t)	Gold (oz/ton)	Silver (g/t)	Silver (oz/ton)	Sample
103.5	3.02	122.0	3.56	D0004058
32.10	0.94	98.0	2.86	D0004053
18.15	0.53	21.7	0.63	D0004059
8.81	0.26	8.6	0.25	D0004057
2.24	0.065	3.7	0.11	D0004762
2.13	0.062	1465	42.73	D0006882
2.05	0.060	2.5	0.07	D0004055
1.97	0.057	4.4	0.13	D0004056
1.31	0.038	4.8	0.14	D0004759
0.96	0.028	1.6	0.05	D0004061

In 2020, the Company conducted wildlife and archaeological studies to support a permit application for diamond drilling. The permit was granted in 2021.

In 2022, the Company had airborne magnetic and LiDAR surveys flown over the Amelia property. A total of 8 square kilometers were covered by each survey.

**f) Bouleau Property, British Columbia, Canada**

On July 15, 2014, the Company entered into a property option agreement to acquire a 100% interest in the Bouleau Property which is adjacent to the Company's Brett property located near Vernon, British Columbia.

Under the terms of the option agreement, the Company may acquire a 100% undivided interest by making cash option payments totalling US\$250,000, and issuing additional common shares of the Company with an aggregate deemed value of \$300,000 as follows:

		Number of Post-Consolidated Shares	Cash US\$
On September 05, 2014	(Paid)	-	100,000
On September 05, 2014	(Issued – fair valued at \$102,174)	8,695	-
By March 05, 2015	(Paid)	-	50,000
By March 05, 2015	(Issued – fair valued at \$67,211)	19,203	-
By September 30, 2015	(Paid)	-	50,000
By September 30, 2015	(Issued – fair valued at \$46,260)	52,868	-
By March 05, 2016	(Paid)	-	50,000
By March 05, 2016	(Issued – fair valued at \$72,545)	48,363	-
By September 05, 2016	(Issued – fair valued at \$82,944)	21,405	-
		<u>150,534</u>	<u>US\$250,000</u>

During the year ended June 30, 2017, the Company earned a 100% undivided interest by making the final share issuance payment, therefore, complying with all the terms of the option agreement

**g) Dentonia Property, South, British Columbia, Canada**

On August 29, 2014, the Company entered into a property option agreement whereby the Company acquired a 100% interest in the Dentonia South Property, located 10 miles south of Greenwood, British Columbia, by issuing 30,000 common shares (6,000 shares post consolidation) fair valued at \$51,000.

**h) Providence Property, British Columbia, Canada**

In August 2017, the Company entered into a property option agreement whereby the Company acquired a 100% interest in the Providence South Property, near Greenwood, British Columbia, by issuing a total of 280,000 common shares (56,000 shares post consolidation) fair valued at \$53,000.

A permit for surface drilling and trenching was obtained in 2019.

In 2020, a total of 6 holes totaling 1,172 meters were drilled on the Providence property. Holes 1 to 3 were drilled to test for an extension of the vein mined in the historic Providence mine. Hole 4 was drilled to intersect a projected depth extension of a quartz veined zone that is exposed an historic mine adit. Holes 5 & 6 were drilled to test a projected depth extension of a surface massive sulfide showing. Significant results were obtained in holes 2 and 3 and the underground samples as shown in the table below.

Hole ID	From	To	Length (m)	Silver (g/t)	Gold (g/t)
PRO20-02	95.73	96.47	0.74	8.95	0.06
PRO20-02	96.47	96.47	0.3	75.5	0.04
PRO20-02	96.77	97.47	0.7	178	0.11
PRO20-02	97.47	97.87	0.4	2.5	0.04
PRO20-02	97.87	99.25	1.38	17.6	0.01
PRO20-03	110.85	111.73	0.88	5.54	0.04
PRO20-03	111.73	112.56	0.83	94.9	0.06

Results were also received in 2020 for two underground chip samples taken across a quartz vein that is exposed in an historic adit that was discovered in 2018. The adit is not documented in any historic reports. The vein is 5 centimeters thick where sampled and is mineralized with coarse masses of pyrrhotite with minor sphalerite and pyrite. Its orientation and mineralization are different from the Providence silver vein, so the structure is considered as a separate target from the main Providence vein.

Mine Sample	Silver (g/t)	Gold (g/t)
V109063	157	1.49
V109064	32	1.22

In 2021, the Company conducted an airborne geophysical survey (magnetics and electromagnetics) over the Bud Elk property.

On March 22 of 2022 the Company announced that it has completed an initial review and target selection based on the VTEM geophysical survey of the Providence property. Magnetic and electromagnetic survey results were investigated considering the bedrock geology and distribution and styles of known mineral occurrences.

In the very northeast corner of the claims, a high magnetic response correlates with a Jurassic intrusion. Just west of this is another magnetic high that is mapped as underlain by chert of the Knob Hill Complex. This area could also be underlain by a Jurassic intrusion that has not been recognized previously. The Combination mineral occurrence lies on the margin of this magnetic anomaly. In the southeast, a high magnetic response correlates in part with ultramafic rocks (serpentinite) and partly with Jurassic granodiorite. The EPU and Dynamo polymetallic vein occurrences are associated with edges of the magnetic highs. The Providence, Elkhorn, Elkhorn Fr., Freemont, Don Pedro, Spotted Horse and Argo silver bearing polymetallic vein occurrences are in areas of magnetic low response. Possibly these areas were relatively distal and cooler with respect to nearby intrusions at the time of mineralization.

The Calculated Vertical Gradient magnetic results show variable pattern with many of the mineral occurrence located on the margins of areas of high gradient. These areas may reflect the contact zones of relatively magnetic bodies.

No conductivity results were obtained for the survey area around the Providence and Barbara occurrences due to interference from power lines.

**i) Nelson California and Camp McKinney, Southern British Columbia, Canada**

In February 2020, the Company entered into an agreement with an arm's length individual to acquire mineral claims comprising of the Nelson California gold mineral claim and the Camp McKinney gold mineral claim in Southern British Columbia. For consideration, the Company issued 111,111 common shares (22,222 shares post consolidation) fair valued at \$50,000 and cash payment of \$30,000.

The Camp McKinney claim is now included in the Amelia property.

In 2020, the Company conducted rock geochemistry and two samples containing high gold values were collected from the California mine (8.4 and 3.8 grams per tonne gold). This historic mine operated intermittently between 1910 and 1947 and produced 2,258 ounces of gold, 3,942 ounces of silver and significant lead and zinc from 1,454 tonnes mined. Mineralization consists of multiple quartz veins containing free gold, pyrite, galena and sphalerite. At the west end of the No. 3 level, a potential tonnage was identified in a block measuring 91 metres long and 1.1 to 1.5 metres in width, with an average grade reported from historic samples as 29.0 grams per tonne gold (BC Assessment report 11027).

In 2022, the Company received a permit for drilling at the California property.

Also in 2022, an airborne LiDAR survey flown was over the California property. Results were announced on October 18, 2023. The LiDAR survey resulted in two products: a digital elevation model (DEM) and orthophoto mosaic. The DEM was used to identify lineaments related to geological and geomorphological features. Lineaments were interpreted as faults, bedding traces and landscape-scale glacial grooves. Features reflecting infrastructure such as logging roads and previous exploration workings were also identified. The lineaments fall into two statistical groups including a dominant north-northwest trend, representing the major valleys in the area including the Silver King Shear Zone, which is associated with gold mineralization in the area. A non-length weighted Rose diagram shows a second, east-northeast trend. This group may represent cross-faults or quartz veins. Lineaments that parallel the known vein swarms are high priority and warrant follow-up exploration.

#### **j) Ron Gold, Clubine, Hughes and Quartz Mountain, Southern British Columbia, Canada**

In March 2020, the Company entered into an agreement with an arm's length company to acquire 100% of its British Columbian properties. The properties total 98 mineral claims covering 1,171 hectares and one crown granted mineral claim of 8.7 hectares located in the southeastern corner of the province. The agreement includes the Ron Gold Property, the Clubine Property, the Hughes Property and the Quartz Mountain Property. For consideration, the Company paid \$100,000 in cash, issued 1,000,000 shares (200,000 shares post consolidation) fair valued at \$410,000 and issued 1,000,000 share purchase warrants (200,000 shares purchase warrants post consolidation) exercisable at \$0.45 (\$2.25 post consolidation) for a 24-month period, fair valued at \$200,000.

The Ron Gold (Nelson) property adjoins Ximen's Kenville Gold Mine near Nelson, BC and consists of 29 mineral claims and one crown grant covering 1,176 hectares. Historically explored for structurally controlled gold-bearing vein mineralization related to the Silver King shear zone, the property also has potential gold-bearing porphyry-related mineralization. Several historic mineral occurrences occur within the property. A gold and copper soil anomaly was defined in 2017, with gold values ranging up to 1634.8 ppb (1.6 g/t Au) and averaging 49.8 ppb Au, and copper values ranging up to 1614.3 ppm Cu and averaging 189.8 ppm Cu (BC Assessment report 37345).

The Clubine property comprises 5 claims covering an area of 232 hectares, located just north of Salmo, BC. and situated about 25 kilometers south of the Kenville Mine. Mineralization on the property includes the historic Clubine-Comstock mine and the Maggie zone. The Clubine-Comstock historic mine production totaled 3,964 ounces gold, 7,699 ounces silver and 818 kilograms zinc from quartz and quartz-carbonate veins containing pyrite, chalcopyrite, galena and minor sphalerite and pyrrhotite (BC Minfile). The Maggie zone high has high silver but low gold contents and consists of quartz and quartz-carbonate veins mineralized with galena, sphalerite and minor pyrite. In 2009, Klondike Gold drilled nine holes to test the Clubine vein system down dip to the east of the historic mine and intersected a mineralized zone with gold grades ranging up to 38.19 g/T Au across 0.95 meters (CB09-1).

The Hughes Range property is located approximately 20 km northeast of the town of Cranbrook, BC and consists of 6 claims covering 411 hectares and including one mining lease covering the past-producing Kootenay King mine. Work prior to 2012 was focused on a massive sulphide target like the Sullivan deposit, related to the Kootenay King stratiform lead-zinc deposit. Placer gold has been recovered in the area as well, and there are several gold occurrences on the property. In 2012, a widespread zone of disseminated copper sulphide mineralization was discovered within a southwest trending structural corridor that is marked by Cretaceous intrusive rocks and base and precious metal vein mineralization.

The Quartz Mountain Property, also known as Anderson, Price's Pit or Golden Egg, is located 20 km northwest of Cranbrook and just southeast of Kimberley. It consists of 58 claims covering 2,361 hectares. Two past producers, Price's Pit and Golden Egg, which in total produced 1,767 ounces of gold are present on the property. Mineralization consists of chalcidonic quartz veins that occur in argillaceous quartzites of the mid-Proterozoic Creston Formation of the Purcell Supergroup. The veins contain specular hematite, pyrite, galena, sphalerite, chalcopyrite and native gold. Klondike Gold's 2004 drilling intersected 0.49 meters grading 16.5 g/tonne gold.

In 2022, the Company conducted a soil geochemical survey over part of the Quartz Mountain property and collected rock samples at most of the known mineral occurrences. Results were announced in a new release dated May 11, 2023. Rock sampling of the Anderson's Pit area yielded 12.2 g/t Au, 62.2 g/t Ag, and 2.9 wt.% Pb on a channel sample of 1.2 m.

On the Quartz Mountain property, Anderson's pit was mined historically (381 tonnes, 102 ounces gold, 167 ounces silver and 200 kg lead according to BC Minfile records). It consists of a quartz vein with a true thickness of about 2.5 m that is oriented 175/40°W. Rock chip sampling in 2022 yielded 12.2 g/t Au, 62.2 g/t Ag, and 2.9 wt.% Pb on a channel sample of 1.2 m. A soil geochemical survey conducted northeast from Anderson's pit showed a gold anomaly extending along the projection of the vein (see map). Analytical results ranged from the detection limit of 0.001 to 0.167 ppm gold. The results are also encouraging because the orientation of the vein and trend of the soil anomaly coincides with the orientation of the Perry Creek fault, suggesting this fault is a fundamental control on the location of the gold mineralization. A subparallel gold anomaly is seen further east, and an isolated anomaly occurs on the easternmost extent the soil grid that coincides with another occurrence named "Gold".

**k) Stewart and Rozan, Southern British Columbia, Canada**

In March 2020, the Company entered into an agreement with an arm's length company to acquire 100% of Stewart and Rozan properties located in southeastern British Columbia. The two properties consist of 60 mineral claims covering a total of 7,739 hectares. For consideration, the Company paid \$100,000 cash, issued 1,275,000 shares (255,000 shares post consolidation) fair valued at \$369,750 and issued 1,275,000 share purchase warrants (255,000 shares purchase warrants post consolidation) exercisable at \$0.45 per share (\$2.25 post consolidation) for three years, increasing to \$0.55 per share (\$2.75 post consolidation) in year 4 and year 5 from the date of issuance, fair valued at \$342,000.

**l) 49er Creek and Queen Victoria Properties, Southern British Columbia, Canada**

In March 2020, the Company entered into an agreement with an arm's length company to acquire 100% of its mineral properties located in southeastern British Columbia. The properties cover a total of 105 mineral claims covering approximately 4,276 hectares. For consideration, the Company paid \$100,000 cash and issued 1,400,000 shares (280,000 shares post consolidation) fair valued at \$525,000.

**m) Bud-Elk Property, Southern British Columbia, Canada**

In March 2020, the Company entered into an agreement with an arm's length company to acquire 100% of its mineral properties located in southeastern, British Columbia. The properties consist of 7 mineral claims covering approximately 806 hectares. As consideration, the Company issued 388,888 shares (77,778 shares post consolidation) fair valued at \$147,777.

In 2020, the Company conducted rock geochemical sampling over part of the property.

In 2021, the Company conducted a soil geochemical survey over part of the property, consisting of 635 soil samples. Several results were elevated in gold, silver, copper, molybdenum and/or zinc. Gold results ranged from 0 to 0.204 ppm Au, with 12 samples having anomalous gold (>0.031 ppm Au). These samples are located in the east central portion of the property near the Morrison and Gem mineral occurrences. Full details are provided in a 2021 Assessment report.

In 2021, the Company also conducted an airborne geophysical survey (magnetics and electromagnetics) over the Bud Elk property. A permit for surface drilling and trenching was obtained in 2022.

On March 22 of 2022 the Company announced that it has completed an initial review and target selection based on the VTEM geophysical survey of the Bud-Elk property. Magnetic and electromagnetic survey results were investigated considering the bedrock geology and distribution and styles of known mineral occurrences.

The total magnetic intensity results show areas of very high magnetic response in the northwest that correlates with the Eocene Marron volcanic rocks, which are characteristically highly magnetic but generally not mineralized. The Motherlode copper-gold skarn deposit is located on the edge of a magnetic high that extends about 220 meters southeast from the recorded position. This anomaly is underlain by Brooklyn Formation limestone at its contact with unit Trbs (tuffaceous sandstone). The Morrison, Buckhorn and Moreen copper-gold occurrences occur on the edges of areas of moderate magnetic intensity within the Knob Hill chert and Jurassic intrusions. These areas may reflect more magnetic intrusive bodies at depth.

The Calculated Vertical Gradient magnetic results show variable pattern with many of the mineral occurrence located on the margins of areas of high gradient. These areas may reflect the contact zones of relatively magnetic bodies.

The conductivity results show a large high anomaly in the northwest that correlates with the Eocene Marron volcanic rocks. Another large high anomaly extends northwest from the Pluto and southeast to the Ah There copper-gold skarn occurrences. This anomaly coincides with mapped Quaternary sedimentary cover but beneath this is likely the margin of a Jurassic intrusion. The southeast margin of the intrusion is in contact with Brooklyn limestone at the Ah There skarn occurrence. As such, this anomaly is an excellent target for additional skarn mineralization.

The Motherlode deposit is associated with a narrow linear conductive zone about 200 meters long just south of its recorded location. This area is a target for follow-up for extension of the Motherlode deposit.

**n) Ymir Property, Southern British Columbia, Canada**

In June 2020, the Company entered into an agreement with an arm's length company to acquire 100% of its mineral properties located in southern, British Columbia. The properties consist of 11 mineral claims covering a total of 1,600 hectares. As consideration, the Company issued 600,000 shares (120,000 shares post consolidation) fair valued at \$318,000.

Results for rock sampling conducted in 2020 included a sample of the Ymir-Protection mine dump that assayed 13.1 grams per tonne gold and 145 grams per tonne silver. This historic mine was operated intermittently between 1899 and 1973 and produced 10,719 ounces of gold, 82,824 ounces of silver and significant lead and zinc from 14,788 tonnes mined. The deposit consists of shear-hosted quartz veins mineralized with gold, pyrite, galena and sphalerite.

In 2021 and 2022, the Company conducted sampling of the Wilcox tailings deposit and rock sampling of other mineral occurrences and mine dumps on the Ymir property. As detailed in a 2021 assessment report, a total of 116 tailings samples were collected in 2021. The sampling program outlined a tailings gold deposit (1.0 ppm Au) extending approximately 500 metres in length and 100 metres wide and covering an estimated area of 67,000 m<sup>2</sup> (measurements made with Arc GIS) that extends from the historic mill site down slope towards Ymir creek. A mean gold value of 2.39 ppm (2.39 g/t Au) was obtained over a truncated area that more closely follows the elevated gold trend. This mean calculation omits many of the samples taken along the outermost extents of the sampling area, which define the boundary of the tailings deposit. Thickness of the tailings varied from approximately 5 cm to as thick as around 60 cm (based on sample depth); however, the actual thickness of tailings at each sample site was not measured during the 2021 program. Areas with the greatest thickness occur furthest from the mill site, downslope towards Ymir Creek.

Rock sampling carried out in 2021 consisted of grab samples from the historic Protection mine dump. Composite grab samples were collected over a 10x10 m grid on the Ymir Protection Gold (tenure number 1064117) claim. The extent of sampling was confined to the mine dump which has an area of roughly 2,717 square metres. A total of 34 composite rock samples were collected. Mean values of the dump samples are 9.5 ppm gold, 47.5 ppm silver, 11,332 ppm lead, 13,675 ppm zinc and 299.9 ppm cadmium across the extent of the dump.

In 2022, a total of 116 samples of tailings were collected from the Wilcox deposit for metallurgical test work and the depth of tailings was measured at each sample site. The average thickness of tailings within the higher grade area is estimated at 0.24 meters. The area of higher grade tailings is 51,415.1 square meters. Density measurements are required before a tonnage estimate can be made for the Wilcox tailings deposit.

**o) Venus and Juno Gold Mines, Southern British Columbia, Canada**

In July 2020, the Company entered into an option agreement with an arm's length company to acquire 100% of its mineral properties located in southern British Columbia. The properties consist of 5 mineral claims covering a total of 231 hectares. The agreement indicates a 1% NSR which can be purchased back for \$500,000. As consideration, the Company agreed to pay an aggregate of \$100,000 in cash and to issue 200,000 shares (40,000 shares post consolidation) over four years as follows:

		Number of Post-Consolidated Shares	Cash \$
Date of execution	(Paid, Issued – fair valued at \$18,750)	10,000	10,000
Second anniversary or	(Paid, Issued – fair valued at \$10,000)	10,000	20,000

before of the approval date

Third anniversary or before of the approval date	(Issued 20,000 shares in lieu of \$5,000 for partial cash payment. Issued 10,000 shares – fair valued at \$2,500)	10,000	30,000
Fourth anniversary or before of the approval date		10,000	40,000
		40,000	100,000

minor lead and copper from 5,411 tonnes mined. Calculated grades are 19.8 grams per tonne gold and 17.6 grams per tonnes silver. Quartz veins are mineralized with pyrite and minor galena and sphalerite. The veins vary from a few centimetres to over 1 metre in width and locally occur as quartz stringers in sheared rock. Two main veins were mined; the Venus vein and the Juno vein, which is oriented almost at right angles to the Venus vein.

Results for rock sampling conducted in 2020 included a sample obtained from the Venus showing that assayed 9.04 g/t gold, 72.8 g/t silver and 1.27% copper.

In 2022, the Company had an airborne LiDAR survey flown over the Venus and Juno property.

**p) Golden Crown, Southern British Columbia, Canada**

In July 2020, the Company acquired 3% net smelter royalties covering properties located in the Greenwood mining camp in Southern British Columbia and a royalty on material processed in the Boundary Falls mill. Terms of the agreement include the issuance of 1,000,000 shares (200,000 shares post consolidation) (issued). The transaction is subject to TSX and regulatory approval and the vendor has entered into a voting trust agreement whereby the share will be voted in favour of management. The shares issued had a fair market value of \$500,000.

**q) Running Wolf, Southern British Columbia, Canada**

In February 2021, the Company entered into an agreement with arm's length individuals to acquire 100% of their mineral properties located in southern British Columbia. The properties consist of 10 mineral claims covering a total of 860 hectares in the Cranbrook Gold Belt. For consideration, the Company issued 200,000 shares (40,000 shares post consolidation) fair valued at \$74,000 and made a cash payment of \$30,000.

The Running Wolf claims are now grouped with the adjoining Quartz Mountain property.

In 2022, the Company conducted a soil geochemical survey over part of the Running Wolf property. Results for 35 samples ranged up to 0.039 ppm gold, with elevated values distributed in a northeast trend. Additional prospecting and soil geochemistry was recommended.

**r) Greenwood Mining Camp, Southern British Columbia, Canada**

In April 2020, the Company entered into an agreement to acquire a royalty covering 15,116 hectares of mineral properties in Greenwood Mining Camp located in Southern British Columbia. The 2.5% Net Smelter Royalty (NSR) is on 51 claims covering 15,116 hectares on mineral properties referred to as the Sidley Gold-Dayton Copper Properties. Also included with the NSR are five mineral claims covering 3,873 hectares (Meyers Creek 2020, Rock Creek, RC West 1000, RC Norther 1000 and RC West 2000) acquired from a private corporation for consideration of 800,000 shares (160,000 shares post consolidation) of the Company (issued April 2021 fair market valued at \$244,000).

**s) Wild Horse Creek Gold Property, Southern British Columbia, Canada**

In July 2021, the Company acquired several mineral claims in the Wild Horse Creek area, located in the Fort Steele Mining Division in southern British Columbia. The Company entered into agreements to acquire 139 mineral claims covering 12,767 hectares. For consideration, the Company issued 3,455,000 shares (691,000 shares post consolidation) fair market valued at \$915,575. The Company acquired 100% interest in the claims, subject to a 1.0% net smelter return royalty.

In 2022, the Company conducted soil geochemical and ground geophysical (magnetic) surveys over parts of the property.

**t) Nelson Mining Division, Southern British Columbia, Canada**

On January 27, 2021, the Company entered into a property option agreement to acquire a 100% of the right, title, and interest in the property referred to as the Star Claim Group Property which comprised of the 25 Crown Granted Mineral Claims located in Nelson Mining Division of British Columbia. Under the terms of the option agreement, the Company can acquire a 100% undivided interest by making cash option payments for an aggregate of \$400,000 along with an annual report of the geological information resulting from expenditures option as follows:

		Cash	Aggregate Work Commitment
		\$	\$
On effective date	(Paid)	30,000	-
First anniversary or before of effective date	(Paid)	30,000	100,000
Second anniversary or before of effective date	(Paid)	30,000	200,000
Third anniversary or before of effective date		30,000	300,000
Fourth anniversary or before of effective date		40,000	400,000
Fifth anniversary or before of effective date		40,000	500,000
Six anniversary or before of effective date		50,000	600,000
Seventh anniversary or before of effective date		50,000	700,000
Eighth anniversary or before of effective date		50,000	800,000
Ninth anniversary or before of effective date		50,000	900,000
Tenth anniversary or before of effective date		-	1,000,000
		<u>400,000</u>	<u>1,000,000</u>

In 2021, the Company conducted a soil geochemical survey over part of the Star property and submitted a permit application for a drilling and trenching.

In 2022, the company conducted additional geochemical surveys and commissioned a ground geophysical survey (Induced Polarization and Resistivity) over the Star property. Also in 2022, an airborne LiDAR survey was flown over the property.

**u) Perry Creek Claims, Southern British Columbia, Canada**

In January 2023, the Company acquired 16 claims located near Perry Creek, in the Kimberley Gold Belt, southern British Columbia. The Company entered into agreements to acquire 100% interest in 16 Claims for consideration of \$250,000 cash (paid).

In 2023, the Company conducted initial rock geochemical sampling on the property. Although no significant results were obtained for the samples collected, the main areas of historic workings were not sampled.

**v) Kodiak, Southern British Columbia, Canada**

In December 2022, the Company acquired the Kodiak Property located in southern British Columbia. The Company entered into agreements to acquire 100% interest in the Kodiak Property for consideration of \$160,000 cash (paid). The property consists of 2 mineral claims covering source areas for placer gold in the area.

**Marketable Securities**

Marketable securities consist of a portfolio of investments held for trading. The fair value of the marketable securities has been determined directly by reference to public price quotations in an active market. These marketable securities are comprised of common shares of publicly traded companies and are classified as fair value through profit or loss and measured at fair value with unrealized gains and losses recognized through the statements of comprehensive loss.

	2024	2023
	\$	\$
Opening Balance	23,973	94,550
Marketable Securities Received (Property Option Payment)	-	159,000
Marketable Securities Sold (at Cost)	(23,973)	(59,600)
Fair Value Change of Marketable Securities	8,990	(169,977)
Loss on Sale of Marketable Securities	(8,990)	-
	-	23,973

**Prepays, Deposits, and Reclamation Bonds**

	2024	2023
	\$	\$
Prepaid Expenses	-	35,435
Deposits	43,494	52,000
	43,495	87,435

As at June 30, 2024, the Company had \$Nil (2023 - \$35,435) in marketing, office and administration advance payments, and \$43,494 (2023 - \$52,000) in deposits.

	2024	2023
	\$	\$
Reclamation Bonds	253,065	253,065
	253,065	253,065

The Company posts non-interest-bearing reclamation bonds against any potential land restoration costs that may be incurred in the future on its mineral properties. The funds are held in trust and may be released after required reclamation is satisfactorily completed.

As at June 30, 2024, the amount on deposit was \$253,065 with respect to the Brett Property (\$31,000), Gold Drop Property (\$16,500), Treasure Mountain Property (\$5,000), Providence Property (\$15,000), Kenville Property (\$103,815), Amelia (\$31,700), California (\$8,350), Bud Elk (\$24,700), and Wild Horse (\$17,000).

**Results of Operations**

*Net Loss and Operating Expenses*

During the year ended June 30, 2024, the Company recorded a loss of \$3,522,231 or \$0.109 basic and diluted loss per share, compared to \$4,944,272 or \$0.201 basic and diluted loss per share for the same period last year. There Company recorded higher expenses in interest, insurance, management fees, office and administration, and rents compared to prior year. Advertising and marketing, audit and legal fees, depreciation, exploration expenditures, regulatory and transfer agent fees, and travel decreased compared to prior year. There were no consulting fees nor stock-based compensation in the current year. Additionally, the Company also had a recovery of flow-through premium of \$161,175 (2023 - \$622,616) and mineral exploration recovery of \$63,149 (2023 - \$Nil), reducing the overall loss for the year to \$3,522,231, a reduction of 29% from 2023. The Company continues to focus on acquiring additional exploration properties plus advancing the development of Kenville and other properties.

<u>Year Ended June 30,</u>	2024	2023
	\$	\$
Financial results:		
Net loss for the year	(3,522,231)	(4,944,272)
Basic and diluted gain per share	(0.109)	(0.201)
Balance sheet date		
Cash and cash equivalent	933	3,864
Total assets	2,229,336	3,220,062
Shareholders' (deficiency) equity	(65,304)	1,449,944

General Administrative Expenses

	Three Months Ended		Year Ended	
	2024	June 30, 2023	2024	June 30, 2023
	\$	\$	\$	\$
Advertising and Marketing (Recovery)	(32,429)	169,702	54,399	539,008
Audit and Legal	14,340	27,332	56,239	73,478
Bank Charges and Interest	25,276	21,181	84,650	24,398
Consulting	-	1,400	-	1,400
Depreciation	38,271	101,023	229,024	403,225
Exploration	239,441	529,413	2,048,478	2,791,042
Insurance	-	-	15,200	14,950
Management	150,000	60,000	424,799	243,396
Office and Administration	153,218	147,134	592,812	458,437
Regulatory Fees and Transfer Agent	5,067	34,447	39,986	52,595
Rent	28,350	35,100	126,900	116,400
Stock-Based Compensation	-	576,359	-	691,359
Travel and Accommodations	17,338	28,573	83,568	132,097
	<u>(638,872)</u>	<u>(1,731,664)</u>	<u>(3,756,055)</u>	<u>(5,541,785)</u>

Other Expenses

	Three Months Ended		Year Ended	
	2024	June 30, 2023	2024	June 30, 2023
	\$	\$	\$	\$
Fair Value Change to Marketable Securities	-	-	8,990	(169,977)
Gain on Debt Settlement	-	124,128	-	124,128
Gain on Write-off of Accounts Payable	-	-	9,000	746
Gain (Loss) on Sale of Marketable Securities	-	-	(8,990)	20,000
Mineral Exploration Recovery	-	-	63,149	-
Reversal of Flow-Through Share Premium Liability	-	151,427	161,675	622,616
	<u>-</u>	<u>(1,456,109)</u>	<u>(3,522,231)</u>	<u>(4,944,272)</u>

**Fourth Quarter Operations**

During the three months ended June 30, 2024, the Company recorded a net loss of \$638,872 compared to a net loss of \$1,731,664 for 2023, a decrease of 63%. During the fourth quarter in the current year, the Company saw a decrease in all expenses, except bank and interest expense, management fees, and office and administration fees. There were no other items compared to the same period in the prior year, in which the Company realized a gain on debt settlement of

\$124,128 and reversal of flow-through share premium liability of \$151,427. The Company remains active in their acquisition and exploration program.

### **Summary of Quarterly Reports**

Results for the eight most recent quarters ending with the last quarter for the period ended June 30, 2024:

	Three Months Ended			
	June 30, 2024 \$	March 31, 2024 \$	December 31, 2023 \$	September 30, 2023 \$
Revenue	Nil	Nil	Nil	Nil
Net loss	(638,872)	(1,036,578)	(1,014,139)	(832,642)
Basic and diluted per shares	(0.02)	(0.03)	(0.03)	(0.03)

	Three Months Ended			
	June 30, 2023 \$	March 31, 2023 \$	December 31, 2022 \$	September 30, 2022 \$
Revenue	Nil	Nil	Nil	Nil
Net loss	(1,456,109)	(1,132,587)	(919,393)	(1,436,183)
Basic and diluted per shares	(0.05)	(0.05)	(0.05)	(0.10)

Over the last eight quarters, the Company has been exploring projects in Canada and the majority of the loss each quarter relates to the expenditures incurred in maintaining the operations of the Company and general and administrative expenses. The other main contributor to the losses is non-cash stock-based compensation incurred on the grant of stock options done periodically over the last eight quarters.

Mineral exploration is typically a seasonal business, and accordingly, the Company's operating expenses, and cash requirements will fluctuate depending upon the season and the level of activity. The Company's primary source of funding is through the issuance of share capital. When the capital markets are depressed, the Company's activity level normally declines accordingly. As capital markets strengthen and the Company is able to secure equity financing with favorable terms, the Company's activity levels, and the size and scope of planned exploration projects will typically increase.

### **Liquidity and Capital Resources**

At June 30, 2024, the Company had cash of \$933 and a working capital deficiency of \$2,025,027. All cash is deposited in interest accruing accounts.

	June 30, 2024 \$	June 30, 2023 \$
Current assets	269,613	248,365
Reclamation Bonds	253,065	253,065
Property and Equipment	1,706,658	2,718,632
Total Assets	2,229,336	3,220,062
Current Liabilities	2,294,640	1,770,118
Total Liabilities	2,294,640	1,770,118
Shareholders' (Deficiency) Equity	(65,304)	1,449,944
Working Capital (Deficiency)	(2,025,027)	(1,521,753)

The Company does not generate sufficient cash flow from operations to fund its exploration activities, its acquisitions and its administration costs. The Company is reliant on equity financing to provide the necessary cash to continue its operations.

	June 30, 2024 \$	June 30, 2023 \$
Cash Used in Operating Activities	(1,669,302)	(2,998,918)
Cash Used in Investing Activities	(5,208)	(140,224)
Cash Provided by Financing Activities	1,671,579	2,689,697
Change in cash	<u>(2,931)</u>	<u>(449,445)</u>

During the year ended June 30, 2024;

- The Company issued 9,500,000 shares for cash recording net proceeds of \$959,483.
- The Company issued 2,750,000 shares on the exercise of share purchase warrants for proceeds of \$352,100.
- The Company had net loan proceeds of \$359,996.

### **Selected Annual Information**

The following financial data is derived from the Company's audited consolidated financial statements for the year ended June 30, 2024, 2023 and 2022.

	2024 \$	2023 \$	2022 \$
<b>Financial Results</b>			
Net loss for the year	(3,522,231)	(4,944,272)	(5,659,855)
Basic and diluted loss per share	(0.109)	(0.201)	(0.311)
<b>Financial Position</b>			
Working Capital (Deficiency)	(2,025,027)	(1,521,753)	(173,369)
Total Assets	2,229,336	3,220,062	4,457,200
Total Liabilities	2,294,640	1,770,118	1,475,471
Capital Stock	46,984,090	45,001,897	42,169,363
Share-Based Payment Reserve	2,196,918	2,303,051	1,785,184
Deficit	<u>49,332,879</u>	<u>45,947,429</u>	<u>41,072,327</u>

### **Transactions with Related Parties**

At the Report Date, key management consists of Chris Anderson (CEO, President and a Director of the Company), Roy Davis (CFO and a Director of the Company), Scott Kent, and Wesley Warthe-Anderson. The amounts paid by the Company for the services provided by related parties have been determined by negotiation among the parties and, in certain cases, are covered by signed agreements. These transactions were in the normal course of operations. Details of transactions between the Company and related parties, in addition to those transactions disclosed elsewhere in these consolidated financial statements, are described below.

#### **a) Amount Due to Related Party**

Amounts due to related parties are in the normal course of business, unsecured, 18% and 21% interest bearing, and is payable upon request.

**b) Compensation of Key Management Personnel**

All related party transactions were in the ordinary course of business and were measured at their exchange amount.

	2024	2023
	\$	\$
Management Fees	424,799	243,396
Office Administration, Support Fees and Interest	283,403	196,550
Stock-Based Compensation	-	362,836
	708,202	802,782

- c) During the year ended June 30, 2024, the Company incurred \$632,614 (2023 – \$439,946) in management and consulting fees, and reimbursements of travel and other expenses to a director and officer (Chris Anderson) (and a company controlled by the director) of the Company. Payables are subject to an interest rate of 21% per annum. The Company recorded interest expense of \$25,907 (2023 - \$Nil) and repaid \$15,927 (2023 - \$Nil). As at June 30, 2024, \$263,907 (2023 - \$79,278) was payable.
- d) As at June 30, 2024, \$89,083 (2023 - \$89,083) was receivable from a company with a common director and officer (Scott Kent), and \$66,306 (2023 - \$Nil) from another company with a common director (Wesley Warthe-Anderson).
- e) During the year ended June 30, 2024, the Company received loan proceeds of \$773,670 (2023 - \$310,700) from a director and officer of the Company (Chris Anderson) (and a company controlled by the director and officer), and \$700,275 (2023 - \$123,563) was repaid. The loans are subject to interest rates of 10%, 18%, and 21% pr annum. For the year ended June 30, 2024, the Company recorded interest expense of \$44,882 (2023 - \$10,036) and repaid \$39,549 (2023 - \$721). As at June 30, 2024, \$287,456 (2023 - \$208,728) remains payable.
- f) During the year ended June 30, 2024, the Company incurred stock-based compensation of \$Nil (2023 – \$362,836) to directors and officers of the Company for the granting of Nil (2023 - 2,150,000 (430,000 post consolidation) stock options and Nil (2023 - 1,000,000 (200,000 post consolidation)) RSUs.
- g) During the year ended June 30, 2024, a director and an officer (Chris Anderson) participated in a private placement offering totalling \$302,000 (2023 - \$315,000).

**Commitment**

- a) In the year ended June 30, 2024, pursuant to the acquisition of 099 BC and mining equipment from former shareholders of 099 BC, the remaining cash payable due dates are as follows:
- (i) \$280,000 due to the former shareholders of 099 BC – immediately;
  - (ii) \$122,500 due to the former shareholders of 099 BC – immediately.
- b) The Company has certain commitments related to the issuance of flow-through shares.
- c) The Company has certain commitments pursuant to option agreements to acquire 100% of mineral claims located in Nelson Mining Division.
- d) In January 2023, the Company entered into a 5-year office services contract that extends until December 31, 2027, at a gross monthly rate of \$55,000.

**Subsequent Events**

Subsequent to year end, the Company received loans in the amount of \$505,800 of which \$360,800 was from a related party. The loans are unsecured, bear interest at 21% per annum and have no terms of repayment.

**Off Balance Sheet Agreements**

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.

### **Critical Accounting Policies and Estimates**

The details of Ximen's accounting policies are presented in Note 2 of the consolidated financial statements ended June 30, 2024. These policies are considered by management to be essential to understanding the processes and reasoning that go into the preparation of the Company's consolidated financial statements and the uncertainties that could have a bearing on its financial results.

### **New Accounting Standards Issued**

A number of new accounting standards, amendments to standards, and interpretations have been issued but not yet effective up to the date of issuance of the Company's consolidated financial statements. The Company intends to adopt the following standards when they become effective.

### **Capital Risk Management**

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration, and development of resource properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company manages its share capital as capital, which as at June 30, 2024, was \$ 46,984,090 (2023 – \$45,001,897). Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

The Company is not subject to externally imposed capital requirements. There were no changes in the Company's approach to capital management during the year ended June 30, 2024.

### **Management Financial Risks**

The fair value of the Company's loan receivable, accounts payable and accrued liabilities, convertible debentures, and amounts due to related parties approximate their carrying value, which is the amount recorded on the consolidated statement of financial position. The Company's other financial instruments, cash and marketable securities under the fair value hierarchy is recorded at fair value based on level one quoted prices in active markets for identical assets or liabilities.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

a) *Credit Risk*

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. Management believes that its credit risk is not significant.

b) *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 June 30, 2024, the Company had a cash balance of \$933 to settle current liabilities of \$2,294,640. All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms. Management expects to fund those liabilities through the issuance of capital stock and loans from related parties over the coming year.

c) *Interest Rate Risk*

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's loans payable and amounts due to related parties bear interest at fixed rates. The Company is not exposed to significant interest rate risk.

d) *Foreign Currency Risk*

The Company is exposed to foreign currency risk on fluctuations related to cash and cash equivalents and accounts payable and accrued liabilities that are denominated in U.S. Dollars. The Company's financial instruments denoted in U.S. Dollars are insignificant and any fluctuation in foreign currency exchange rates would have an insignificant impact on net loss for the year.

e) *Commodity Price Risk*

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

*f) Fair Value*

The Company uses the following hierarchy for determining fair value measurements:

Level 1: Quoted prices in active markets for identical assets or liabilities.

Level 2: Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

The level within which the financial asset or liability is classified is determined based on the lowest level of significant input to the fair value measurement.

The Company's financial assets measured at fair value through profit or loss use Level 1 valuation techniques during the year ended June 30, 2024, and year ended June 30, 2023. The carrying values of the Company's financial assets and liabilities approximate their fair values as at June 30, 2024.

**Risk and Uncertainties**

The Company's operations and results are subject to a number of different risks at any given time. These factors, include but are not limited to disclosure regarding exploration, additional financing, project delay, titles to properties, price fluctuations and share price volatility, operating hazards, insurable risk and limitations of insurance, management, foreign country and regulatory requirements, currency fluctuations and environmental regulation risk.

- (a) the state of the capital markets, which will affect the ability of the Company to finance further mineral property acquisitions and expand its contemplated exploration programs;
- (b) the prevailing market prices for base metals and precious metals;
- (c) the consolidation and potential abandonment of the Company's property as exploration results provide further information relating to the underlying value of the property;
- (d) the ability of the Company to identify and successfully acquire additional mineral properties in which the Company may acquire an interest whether by option, joint venture or otherwise, in addition to or as an alternative to the property;

***Other risk factors***

*Nature of Mineral Exploration and Mining*

There is no known economic recoverable mineral resource upon any of the Principal Properties. Development of any of the Principal Properties will follow only upon obtaining satisfactory exploration results. Mineral exploration and development involves a high degree of risk and of those properties which are explored, few are developed into producing mines. The Company provides no assurance that its mineral exploration and development activities will result in any discoveries of bodies of commercial ore. The long-term profitability of the Company's operations will be in part directly related to the cost and success of its exploration programs, which may be affected by a number of factors out of the Company's control.

*Mineral Deposits and Productions Costs; Metal Prices*

Many factors affect the economics of developing mineral deposits, including variations in ore grade, cost of operations, and price fluctuations in of products sold. Metal prices influence heavily the value of the Principal Properties. Metal prices can and do change by substantial amounts over short periods of time, and are affected by numerous factors beyond the Company's control, including changes in supply and demand, international economic and political trends, inflation, currency exchange fluctuations, interest rates and global or regional consumption patterns, speculative activities and increased production arising from improved mining and production methods and new discoveries. The

Company provides no assurance that the prices of mineral products will be sufficient to ensure that any of the Principal Properties can be mined profitably.

Depending on the price received for minerals produced, the Company may determine that it is impractical to commence or continue commercial production. The grade of any ore ultimately mined from a mineral deposit may differ from that predicted by drilling results.

#### *Additional Financing*

The Company has limited financial resources and provides no assurance that it will obtain additional funding for further exploration and development of its projects or to fulfill its obligations under applicable agreements. The Company provides 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 delay or indefinite postponement of further exploration and development of the Company's Properties with the possible dilution or loss of such interests. Further, revenues, financings and profits, if any, will depend upon various factors, including the success, if any, of exploration programs and general market conditions for natural resources. The Company provides no assurance that it can operate profitably or that it will successfully implement its plans for its further exploration and development of its Properties.

#### *Permits and Licenses*

The Company will require licenses and permits from various governmental and non-governmental authorities for its operations. The Company has obtained or plans to obtain all necessary licenses and permits required carrying on the activities it is currently conducting or which it proposes to conduct under applicable laws and regulations. However, such licenses and permits are subject to change in regulations and in various operating circumstances. The Company provides no assurance that it will obtain all necessary licenses and permits required to carry out exploration, development and mining operations.

#### *Political Regulatory Risks*

Any changes in government policy may result in changes to laws affecting ownership of assets, mining policies, monetary policies, taxation, rates of exchange, environmental regulations, and labour relations, repatriation of income and return of capital. This may affect both the Company's ability to undertake exploration and development activities in respect of the Principal Properties in the manner currently contemplated, as well as its ability to continue to explore, develop and operate the Principal Properties. The possibility that future governments may adopt substantially different policies, which might extend to expropriation of assets, cannot be ruled out.

#### *Currency Risk*

Currency fluctuations may affect the cash flow which the Company may realize from its operations, since most mineral commodities are sold in a world market in United States dollars. The Company's costs are incurred primarily in Canadian dollars.

#### *Dependence on Key Individuals*

The Company is dependent on a relatively small number of key personnel, the loss of any one of whom could have an adverse effect on the Company. In addition, the Company will be highly dependent upon contractors and third parties in the performance of its exploration and development activities. The Company provides no guarantee that such contractors and third parties will be available to carry out such activities on behalf of the Company or be available upon commercially acceptable terms.

#### *Competitive Factors in the Precious and Base Metals Markets*

Most mineral resources including precious and base metals are essentially commodities markets in which we would expect to be a small producer with an insignificant impact upon world production. As a result, production, if any, would be readily sold and would likely have no impact on world market prices. In recent months due to the significant downturn in the world economies has driven the commodities prices much lower which has made raising capital more difficult more competitive than past years.

### **Forward-Looking Information**

This MD&A, which contains certain forward-looking statements, are intended to provide readers with a reasonable basis for assessing the financial performance of the Company. All statements, other than statements of historical fact, are forward-looking statements. The words "believe", "expect", "anticipate", "contemplate", "target", "plan", "intends", "continue", "budget", "estimate", "may", "will", "schedule" and similar expressions identify forward looking

statements. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Company, are inherently subject to significant business, economic and competitive uncertainties and contingencies.

Known and unknown factors could cause actual results to differ materially from those projected in the forward-looking statements. Such factors include, but are not limited to, fluctuations in the currency markets such as Canadian dollar, and U.S. dollar, fluctuations in the prices of commodities, changes in government legislation, taxation, controls, regulations and political or economic developments in Canada, the United States, or other countries in which the Company carries or may carry on business in the future, risks associated with mining or development activities, the speculative nature of exploration and development, including the risk of obtaining necessary licenses and permits, and quantities or grades of reserves. Many of these uncertainties and contingencies can affect the Company's actual results and could cause actual results to differ materially from those expressed or implied in any forward-looking statements made by, or on behalf of, the Company.

Readers are cautioned that forward-looking statements are not guarantees of future performance. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those acknowledged in such statements. Specific reference is made to the Company's most recent Annual Information Form on file with Canadian provincial securities regulatory authorities for a discussion of some of the factors underlying forward-looking statements. The Company disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except to the extent required by applicable laws.

### **Management's Report on Internal Control Over Financial Reporting**

In connection with National Instrument ("NI") 52-109 (Certification of Disclosure in Issuer's Annual and Interim Filings) adopted in December 2008 by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the unaudited interim consolidated financial statements and the audited annual consolidated financial statements and respective accompanying Management's Discussion and Analysis.

The Venture Issuer Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.

### **Additional Information in relation to the Company**

Additional information relating to the Company is available:

- (a) On SEDAR at [www.sedar.com](http://www.sedar.com)
- (b) On the Company's website at [www.ximenminingcorp.com](http://www.ximenminingcorp.com)
- (c) In the Company's annual audited consolidated financial statements for the year ended June 30, 2024.

### **Outstanding Shares**

	Number	Exercise Price	Expiry Date
Common Shares	40,222,715	n/a	n/a
Stock Options	20,000	\$3.75	July 11, 2024
Stock Options	200,000	\$3.50	July 15, 2024
Stock Options	400,000	\$2.00	February 22, 2026
Stock Options	1,000,000	\$0.75	January 10, 2028
Warrants	200,000	\$1.75	October 7, 2024
Warrants	100,000	\$1.75	October 8, 2024
Warrants	381,820	\$1.75	October 20, 2024
Warrants	909,091	\$1.75	October 25, 2024
Warrants	166,364	\$1.75	November 9, 2024
Warrants	197,273	\$1.75	November 19, 2024
Warrants	144,000	\$1.75	December 10, 2024
Warrants	64,000	\$1.75	December 29, 2024

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Warrants	255,000	\$2.25	March 12, 2025
Warrants	500,000	\$0.25	December 20, 2026
Warrants	750,000	\$0.25	December 28, 2026
Warrants	180,000	\$0.50	July 5, 2027
Warrants	522,857	\$0.50	December 21, 2027
Warrants	1,600,000	\$1.00	February 7, 2028
Warrants	240,000	\$1.00	February 10, 2028
Warrants	600,000	\$0.75	May 19, 2028
Warrants	1,600,000	\$0.40	August 11, 2028
Warrants	400,000	\$0.40	August 23, 2028
Warrants	2,250,000	\$0.16	April 11, 2029
Agents' Warrants	63,636	\$1.10	October 24, 2024
Agents' Warrants	5,950	\$1.75	November 9, 2024
Agents' Warrants	13,809	\$1.75	November 19, 2024
Agents' Warrants	1,400	\$1.75	December 10, 2024
Agents' Warrants	8,400	\$1.00	February 7, 2025
Agents' Warrants	2,800	\$1.00	February 7, 2028
Agents' Warrants	80,000	\$0.20	December 20, 2026
Agents' Warrants	22,000	\$0.25	December 28, 2026
Agents' Warrants	11,200	\$0.25	December 28, 2026
Agents' Warrants	35,000	\$0.16	April 11, 2029