



CONDENSED INTERIM FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2023

(Expressed in Canadian Dollars)

(Unaudited)

HANSTONE GOLD CORP.

Notice to Reader:

These condensed interim financial statements of Hanstone Gold Corp. (the “Company”) have been prepared by management and reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors of the Company. In accordance with National Instrument 51-102 released by the Canadian Securities Administrators, the Company discloses that its external auditors have not reviewed these condensed interim financial statements, notes to financial statements and the related quarterly Management Discussion and Analysis.

HANSTONE GOLD CORP.
CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION
As at September 30, 2023 and December 31, 2022
(Unaudited)
(Expressed in Canadian dollars)



	September 30, 2023	December 31, 2022
	\$	\$
Assets		
Current assets		
Cash and cash equivalents	467,524	373,496
Goods and Services Tax receivable	13,175	10,025
Prepaid expenses and deposits	13,158	25,637
Total current assets	493,857	409,158
Non-current assets		
Property and equipment (Note 3)	136,898	193,842
Exploration and evaluation assets (Note 4)	1,459,000	1,159,000
Total assets	2,089,755	1,762,000
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities (Note 7)	820,586	893,725
Flow-through shares premium liability (Note 10)	16,198	129,827
Total	836,784	1,023,552
Long-term liabilities		
Loan (Note 5)	400,000	-
Total liabilities	1,236,784	1,023,552
Shareholders' equity		
Share capital (Note 6)	8,157,853	7,577,287
Warrants reserve (Note 6)	608,790	382,483
Stock options reserve (Note 6)	671,183	689,833
Contributed surplus	320,268	-
Deficit	(8,905,123)	(7,911,155)
Total shareholders' equity	852,971	738,448
Total liabilities and shareholders' equity	2,089,755	1,762,000

Going concern (Note 1)
Basis of presentation (Note 2)

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

Approved and authorized for issuance on behalf of the Board of Directors on November 20, 2023.

/s/ Andre Douchane
Andre Douchane, Director

/s/ Bob Hans
Bob Hans, Director

HANSTONE GOLD CORP.**CONDENSED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS**

For the three and nine months ended September 30, 2023 and 2022

(Unaudited)

(Expressed in Canadian dollars)



	For the three months ended		For the nine months ended	
	September 30		September 30	
	2023	2022	2023	2022
	\$	\$	\$	\$
Expenses				
Exploration expenditures (Notes 4 and 7)	166,856	200,953	380,627	695,518
Consulting and management (Note 7)	49,300	70,157	154,600	252,532
Transfer agent and listing fees	10,773	11,545	34,864	42,647
General and administrative	6,915	7,304	25,447	27,289
Professional fees	9,067	5,000	24,774	36,790
Stock-based compensation (Note 6)	-	1,236	20,205	87,407
Rent	3,000	7,000	9,000	25,000
Marketing	1,274	84,856	6,292	286,279
Exchange loss	1	986	1	1,964
Total expenses	247,186	389,037	655,810	1,455,426
Loss from operations	(247,186)	(389,037)	(655,810)	(1,455,426)
Other income (expense)				
Gain on settlement of accounts payable (Note 11)	-	-	60,264	-
Flow-through share premium recovery (Note 10)	47,042	-	113,629	-
Interest income	2	174	9	729
Finance expense (Note 5)	(507,720)	-	(507,720)	-
Interest on long-term debt (note 5,7)	(4,340)	-	(4,340)	-
Net loss and comprehensive loss	(712,202)	(388,863)	(993,968)	(1,454,697)
Net loss per share				
Basic and diluted (Note 6)	(0.02)	(0.01)	(0.02)	(0.04)
Weighted average number of common shares outstanding	43,086,603	39,043,125	40,405,762	38,193,308

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

HANSTONE GOLD CORP.**CONDENSED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**

For the nine months ended September 30, 2023 and 2022

(Unaudited)

(Expressed in Canadian dollars)



	Number of Shares	Share Capital	Contributed Surplus	Stock Options Reserve	Warrants Reserve	Deficit	Total Equity
		\$	\$	\$	\$	\$	\$
Balance, December 31, 2021	37,043,125	7,257,726	-	601,987	101,070	(6,467,926)	1,492,857
Private placement	2,000,000	500,000	-	-	-	-	500,000
Share issue costs	-	(439)	-	439	-	-	-
Share-based compensation	-	-	-	87,407	-	-	87,407
Net loss for the period	-	-	-	-	-	(1,454,697)	(1,454,697)
Balance, September 30, 2022	39,043,125	7,757,287	-	689,833	101,070	(7,922,623)	625,567
Fair value of warrants	-	(20,942)	-	-	20,942	-	-
Fair value adjustments to warrants extended	-	-	-	-	260,471	-	260,471
Flow-through share premium (Note 10)	-	(159,058)	-	-	-	-	(159,058)
Share-based compensation	-	-	-	-	-	-	-
Net loss for the period	-	-	-	-	-	11,468	11,468
Balance, December 31, 2022	39,043,125	7,577,287	-	689,833	382,483	(7,911,155)	738,448
Private placement	12,000,000	600,000	-	-	-	-	600,000
Share issue costs	-	(19,434)	-	-	-	-	(19,434)
Fair value of loan warrants (Note 5)	-	-	-	-	507,720	-	507,720
Expiry of warrants (Note 6)	-	-	281,413	-	(281,413)	-	-
Expiry of stock options (Note 6)	-	-	38,855	(38,855)	-	-	-
Share-based compensation	-	-	-	20,205	-	-	20,205
Net loss for the period	-	-	-	-	-	(993,968)	(993,968)
Balance, September 30, 2023	51,043,125	8,157,853	320,268	671,183	608,790	(8,905,123)	852,971

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

HANSTONE GOLD CORP.
CONDENSED INTERIM STATEMENTS OF CASH FLOWS
For the three and nine months ended September 30, 2023 and 2022
(Unaudited)
(Expressed in Canadian dollars)



	For the three months ended		For the nine months ended	
	September 30		September 30	
	2023	2022	2023	2022
	\$	\$	\$	\$
Cash flows provided by (used in):				
Operating activities				
Net loss	(712,202)	(388,863)	(993,968)	(1,454,697)
<i>Adjustment for non-cash items:</i>				
Depreciation included in exploration expenditures	18,981	18,981	56,944	56,943
Flow-through share premium recovery (Note 10)	(47,042)	-	(113,629)	-
Fair value of loan warrants (Note 5)	507,720	-	507,720	-
Stock-based compensation (Note 6)	-	1,236	20,205	87,407
<i>Changes in non-cash working capital:</i>				
Prepays and deposits	(5,064)	1,468	12,479	19,166
Goods and Services Tax receivable	(5,677)	87,330	(3,150)	240,791
Subscription receivable	-	-	-	69,750
Accounts payable and accrued liabilities	(21,333)	158,945	(73,139)	45,097
Net cash used in operating activities	(264,617)	(120,903)	(586,538)	(935,543)
Investing activities				
Exploration and evaluation assets (Note 4)	(300,000)	(50,000)	(300,000)	(50,000)
Net cash used in investing activities	(300,000)	(50,000)	(300,000)	(50,000)
Financing activities				
Proceeds from Private Placement (Note 6)	600,000	-	600,000	500,000
Less share issue costs	(19,434)	-	(19,434)	-
Proceeds from loan payable (Note 5)	400,000	-	400,000	-
Net cash provided by financing activities	980,566	-	980,566	500,000
Change in cash	415,949	(170,903)	94,028	(485,543)
Cash, beginning of year	51,575	452,253	373,496	766,893
Cash, end of year	467,524	281,350	467,524	281,350

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



1. NATURE OF OPERATIONS AND GOING CONCERN

Hanstone Gold Corp. (the “Company”) was incorporated under the Business Corporations Act (British Columbia) on October 11, 2018. Effective on August 19, 2020, the Company changed its name.

The principal business of the Company is the acquisition and exploration of mineral properties. The registered office of the Company is Suite 600-1090 West Georgia Street, Vancouver, BC V6E 3V7, while the head office and principal business address of the Company is 970 – 777 Hornby Street, Vancouver, BC V6Z 1S4.

The Company entered into two asset purchase agreements on March 17, 2020 to purchase the Doc and Snip North Properties in northern British Columbia. The transactions closed on August 18, 2020 (Note 4).

Going Concern

These financial statements have been prepared on the going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. Should the Company be unable to continue as a going concern, it may be unable to realize the carrying value of its assets and to meet its liabilities as they become due. As at September 30, 2023, the Company has not generated any revenues from operations and has an accumulated deficit of \$8,905,123.

The Company expects to incur further losses in the development of its business, all of which casts significant doubt about the Company’s ability to continue as a going concern. The continued operations of the Company are dependent on its ability to generate future cash flows or obtain additional financing. Management is of the opinion that sufficient working capital will be obtained from external financing to meet the Company’s liabilities and commitments as they become due, although there is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company. These financial statements do not reflect any adjustments to the carrying values of assets and liabilities, the reported expenses, and the balance sheet classifications used that may be necessary if the Company is unable to continue as a going concern.

Global Pandemic

In March 2020, the World Health Organization declared a global pandemic related to the COVID-19 virus. The expected impacts on global commerce are anticipated to be far reaching. To date there have been significant effects on the world’s equity markets and the movement of people and goods has become restricted.

As the Company does not have production activities, the ability to fund ongoing exploration is affected by the availability of financing. Due to market uncertainty, the Company may be restricted in its ability to raise additional funding.

The impact of these factors on the Company is not yet determinable; however, they may have a material impact on the Company's financial position, results of operations and cash flows in future periods. In particular, there may be heightened risk of mineral property impairment and going concern uncertainty. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company and its operations in future periods. These financial

statements do not include adjustments to the amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue as a going concern.

2. BASIS OF PRESENTATION

Statement of Compliance

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

These condensed interim financial statements do not include all disclosures that would otherwise be required in a complete set of financial statements and should be read in conjunction with the Company’s audited financial statements for the year ended December 31, 2022, which have been prepared in accordance with IFRS issued by the IASB.

These condensed interim financial statements were authorized for issue by the Audit Committee and Board of Directors on November 20, 2023.

Basis of Measurement

These financial statements have been prepared on a historical cost basis except for financial instruments classified as financial instruments at fair value through profit or loss, which are stated at their fair value. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

These financial statements are presented in Canadian dollars, which is also the Company’s functional currency.

Use of estimates and measurement uncertainties

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the measurements of assets, liabilities, revenues, expenses and certain disclosures reported in these financial statements. Significant estimates made by management include the following:

Valuation of exploration and evaluation assets

Management has determined that exploration, evaluation, and related costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including, geologic and other technical information, a history of conversion of mineral deposits with similar characteristics to its own properties to proven and probable mineral reserves, evaluation of permitting and environmental issues and local support for the project.

Share based compensation

The Company uses the Black-Scholes option pricing model for valuation of share-based compensation. Option pricing models require the input of subjective assumptions including expected price volatility, interest rate and forfeiture rate. Changes in the input assumptions can significantly change the fair value estimate and the Company's earnings and equity reserves.

Deferred income taxes

Judgement is required in determining whether deferred tax assets are recognized in the statements of financial position. Deferred tax assets, including those arising from unutilized tax losses require management to assess the likelihood that the Company will generate taxable income in future periods, in order to utilize deferred tax assets. Estimates of future taxable income are based on forecast cash flows from operations and the application of existing tax laws in each jurisdiction. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Company to realize the net deferred tax assets recorded at the date of the statements of financial position could be impacted. The Company has not recorded any deferred tax assets.

3. PROPERTY AND EQUIPMENT

	Camp Building	Equipment	Total
		\$	\$
Costs:			
Balance, December 31, 2021	350,697	28,924	379,621
Additions	-	-	-
Balance, December 31, 2022 and September 30, 2023	350,697	28,924	379,621
Accumulated Depreciation:			
Balance, December 31, 2021	106,963	2,892	109,855
Depreciation	70,139	5,785	75,924
Balance, December 31, 2022	177,102	8,677	185,779
Depreciation	52,606	4,338	56,944
Balance, September 30, 2023	229,708	13,015	242,723
Net Book Value:			
Balance, December 31, 2021	243,734	26,032	269,766
Balance, December 31, 2022	173,595	20,247	193,842
Balance, September 30, 2023	120,989	15,909	136,898

During the nine months ended September 30, 2023, the Company recorded depreciation expense of \$56,944 (nine months ended September 30, 2022 - \$56,943) related to the Camp Building and Equipment which has been included in the exploration expenditures for the period.



4. EXPLORATION AND EVALUATION ASSETS

Exploration assets consist entirely of costs incurred in relation to the acquisition of the Company's mineral properties. All exploration expenditures are expensed in the period incurred.

	Doc Property	Snip North	Total
	\$	Property	\$
	\$	\$	\$
Balance, December 31, 2021	1,023,000	36,000	1,059,000
Property acquisition costs - cash	100,000	-	100,000
Balance, December 31, 2022	1,123,000	36,000	1,159,000
Property acquisition costs - cash	300,000	-	300,000
Balance, September 30, 2023	1,423,000	36,000	1,459,000

The outcome of ongoing exploration activities, and therefore whether the carrying value of exploration assets will ultimately be recovered, is inherently uncertain. Management has reviewed the projects above at September 30, 2023 for any indicators of impairment and determined that no indicators were present. This assessment includes a review of the expiry dates of claims, the likelihood of meeting the annual expenditure requirements to maintain the claims in good standing, management's assessments of the results of geological studies, drilling and the intentions to carry on future work on these claims based on the results to date.

Doc Property

The Company and Milestone Infrastructure Inc. ("Milestone") entered into an asset purchase agreement dated as of March 17, 2020 (the "Milestone Agreement") respecting the acquisition of Milestone's option agreement on the Doc Property (the "Transaction"). The Doc Property is comprised of 8 mineral claims located in the Skeena Mining Division in British Columbia. The Company also entered into an assignment and assumption agreement ("Bot Option Agreement") with Mr. John Bot ("Bot") to continue with the original option agreement entered into with Milestone. As a result of the assumption agreement, the Company has the exclusive and irrevocable right to acquire a 100% interest in the Doc Property from Bot. Under the Bot Option Agreement, to successfully exercise the option to acquire 100% of the Doc Property, the Company is required to make cash payments having an aggregate of \$1,825,000 to Bot, over six years as follows:

1. \$50,000 on July 3, 2019, being the effective date of the original Option Agreement (paid);
2. \$50,000 on or before (a) the date which is seven days after the resumption of trading of Hanstone shares on the TSXV following the completion of its Qualifying Transaction; and (ii) September 30, 2020 (paid);
3. \$50,000 on July 3, 2021 (paid);
4. \$200,000 on July 3, 2022;
5. \$400,000 on July 3, 2023;
6. \$500,000 on July 3, 2024; and
7. \$575,000 on July 3, 2025.

In addition, under the Bot Option Agreement, the Company has granted to Bot a 1.5% net smelter returns royalty (the "Bot NSR") on the Doc Property. The Company has the right at any time to repurchase the Bot NSR from Bot by paying \$500,000 to Bot. Until the Company has successfully exercised the option under the Bot Option Agreement, the Company is required to pay Bot a bulk sample royalty of 5% on the

HANSTONE GOLD CORP.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

For the three and nine months ended September 30, 2023 and 2022

(Expressed in Canadian dollars)



Doc Property. Under the Milestone Agreement, the Company issued an aggregate of 4,500,000 common shares of the Company to Milestone's stakeholders at a deemed price of \$0.18 per share for a value of \$810,000. The Transaction was completed on August 19, 2020. Under the terms of the Milestone Agreement, an option payment of \$50,000 was made on August 19, 2020.

On June 30, 2022, the Company signed an Amending Agreement with Bot that rescheduled the timing of the remaining payment obligation of \$1,675,000 under the Bot Option Agreement as follows:

1. \$25,000 on July 31, 2022 (paid);
2. \$75,000 on December 25, 2022 (paid);
3. \$500,000 on July 3, 2023;
4. \$500,000 on July 3, 2024; and
5. \$575,000 on July 3, 2025

On June 30, 2023, the Company signed an Amending Agreement with Bot that rescheduled the timing of the remaining payment obligation of \$1,575,000 under the Bot Option Agreement as follows:

1. \$100,000 on August 3, 2023 (paid);
2. \$100,000 on October 15, 2023 (paid);
3. \$100,000 on December 15, 2023 (paid);
4. \$700,000 on July 3, 2024; and
5. \$575,000 on July 3, 2025

For the nine months ended September 30, 2023, the Company has spent \$380,627 in exploration expenditures (nine months ended September 30, 2022 - \$695,518) for a cumulative total of \$5,802,318 on the Doc Property. For the year ended December 31, 2022, the Company received government grants of \$437,888 with respect to the exploration expenditures spent on this property in prior years.

Snip North Property

The Company entered into an asset purchase agreement with Richard Mill ("Mill") dated as of March 17, 2020 (the "Mill Agreement") respecting the proposed acquisition from Mill of 100% of Mill's right, title and interest in and to the Snip North property (the "Snip North Property"), comprised of 5 mineral claims located in British Columbia, approximately 50 kilometers north of the Doc Property. As consideration for the acquisition of the Snip North Property, the Company issued an aggregate of 200,000 common shares of the Company to Mill at a deemed price of \$0.18 per share for a value of \$36,000. The transaction was completed on August 19, 2020.

5. LOAN

On August 29, 2023, the Company received funds in the amount of \$400,000 (the "Principal") from a company controlled by a director of the Company (the "Lender"). The Principal is repayable on the date which is three years from the date of advance. The Principal will accrue interest at 12% per annum, such interest calculated and payable annually in arrears ("Interest"). The Principal and Interest is secured by a perfected first priority security interest in all present and after-acquired property of the Company. In connection with the advance, the Company issued to the Lender 8,000,000 common share purchase warrants (each, a "Loan Warrant"), with each Loan Warrant exercisable to acquire a common share (a "Loan Warrant Share") at a price of \$0.05 per Loan Warrant Share for three years from the closing date.



The Company recorded fair value for the 8,000,000 common share purchase warrants of \$507,720 using the Black-Scholes Option Pricing Model using the following assumptions: expected life of the option: 3 years; expected volatility: 146%; expected dividend yield: 0%; and risk-free interest rate: 4.53%.

Principal repayments in each of the next three years are estimated as follows on an undiscounted basis:

	\$
2024	-
2025	-
2026	400,000
Total	400,000

6. SHAREHOLDERS' EQUITY

Authorized share capital

Unlimited common shares, without par value.

Share issuances

On January 29, 2021, the Company issued 268,000 common shares to the Company's Chief Executive Officer valued at \$181,644 in compensation for his services.

On June 30, 2021, the Company closed a private placement financing for gross proceeds of \$954,396. The Company raised \$510,480 in gross proceeds through the issuance of 1,276,200 subscription units at a price of \$0.40 per unit, with each unit comprised of one common share and one common share purchase warrant. The remaining gross proceeds of \$443,916 were raised through the issuance of 1,008,900 "flow-through" units at a price of \$0.44 per FT Unit, with each FT Unit comprised of one "flow-through" common share and one common share purchase warrant. In connection with the private placement, the Company paid share issue costs in cash of \$110,283 and issued 142,844 compensation options valued at \$30,873. Each compensation option entitles the holder to purchase one unit at an exercise price of \$0.40 for a period of 24 months.

On July 29, 2021, the Company closed the first tranche of its private placement financing for gross proceeds of \$1,323,420 through the issuance of 3,007,770 "flow-through" units at a price of \$0.44 per FT Unit, with each FT Unit comprised of one "flow-through" common share and one common share purchase warrant.

On September 1, 2021, the Company closed the second and final tranche of its private placement financing for gross proceeds of \$438,210. The Company raised \$389,000 in gross proceeds through the issuance of 972,500 subscription units at a price of \$0.40 per unit, with each unit comprised of one common share and one common share purchase warrant. The remaining gross proceeds of \$49,210 were raised through the issuance of 111,841 "flow-through" units at a price of \$0.44 per FT Unit, with each FT Unit comprised of one "flow-through" common share and one common share purchase warrant. In connection with closing, the Company paid finder's fees of \$16,032 and issued 39,800 compensation options valued at \$7,982. Each compensation option entitles the holder to purchase one unit at an exercise price of \$0.40 for a period of 24 months.

On September 22, 2021, the Company issued 100,000 common shares upon exercise of warrants at \$0.25 per share for a gross proceed of \$25,000.

On December 23, 2021, the Company closed a private placement financing for gross proceeds of \$772,500. The Company raised \$279,000 in gross proceeds through the issuance of 1,395,000 subscription units at a price of \$0.20 per unit, with each unit comprised of one common share and one common share purchase warrant. The remaining gross proceeds of \$493,500 were raised through the issuance of 1,974,000 “flow-through” units at a price of \$0.25 per FT Unit, with each FT Unit comprised of one “flow-through” common share and one common share purchase warrant. In connection with the private placement, the Company paid share issue costs in cash of \$7,350 and issued 31,150 compensation options valued at \$1,961. Each compensation option entitles the holder to purchase one unit at an exercise price of \$0.30 for a period of 24 months, provided that if the common shares trade at or above \$0.40 per share for 10 consecutive trading days, then the expiry date of the compensation options will be accelerated to the date that is 30 days after the date the Company provides an acceleration notice by press release to the holders of the compensation options. The Company allocated fair value of \$101,070 from share capital to warrants issued pursuant to this financing based on the residual value method.

On December 31, 2021, the Company closed the follow-on tranche of its private placement financing for gross proceeds of \$75,000 through the issuance of 300,000 “flow-through” units at a price of \$0.25 per FT Unit, with each FT Unit comprised of one “flow-through” common share and one common share purchase warrant. In connection with the private placement, the Company paid share issue costs in cash of \$5,250 and issued 21,000 compensation options valued at \$1,592. Each compensation option entitles the holder to purchase one unit at an exercise price of \$0.30 for a period of 24 months, provided that if the common shares trade at or above \$0.40 per share for 10 consecutive trading days, then the expiry date of the compensation options will be accelerated to the date that is 30 days after the date the Company provides an acceleration notice by press release to the holders of the compensation options. As at March 31, 2023, the Company had a subscription receivable balance of \$Nil (December 31, 2022 - \$Nil).

On April 26, 2022, the Company closed a non-brokered private placement and raised aggregate gross proceeds of \$500,000 through issuance of an aggregate of 2,000,000 flow-through units of the Company at a price of \$0.25 per unit. Each unit is comprised of one flow-through common share of the Company and one common share purchase warrant. Each warrant is exercisable to acquire an additional common share (which will not be issued on a flow-through basis) at a price of \$0.30 per share until April 26, 2023. In connection with closing, the Company paid finder’s fees of \$1,750 and issued 7,000 non-transferable compensation options valued at \$439, each entitling the holder thereof to purchase one common share at an exercise price of \$0.30 until April 26, 2024. Insiders of the Company purchased an aggregate of 300,000 FT Units under the Offering, for gross proceeds of \$75,000.

On August 29, 2023, the Company closed a non-brokered private placement with a director of the Company and raised aggregate gross proceeds of \$600,000 through issuance of an aggregate of 12,000,000 flow-through units of the Company at a price of \$0.05 per unit. Each unit is comprised of one flow-through common share of the Company and one common share purchase warrant. Each warrant is exercisable to acquire an additional common share (which will not be issued on a flow-through basis) at a price of \$0.05 per share until August 29, 2028. The Company allocated fair value of \$Nil from share capital to warrants issued pursuant to this financing based on the residual value method.

As at September 30, 2023, the Company had 51,043,125 common shares issued and outstanding.

Escrow Shares

As at September 30, 2023, a total of Nil (December 31, 2022 – 2,276,073) common shares were subject to a Capital Pool Company (“CPC”) Escrow Agreement and a Tier 2 Exchange Escrow Agreement. Under both the CPC Escrow Agreement and the Tier 2 Exchange Agreement, 10% of the escrowed common shares were released from escrow on the issuance of the Final Exchange Bulletin (the “Initial Release”) and an additional 15% will be released on the dates 6, 12, 18, 24, 30 and 36 months following the Initial Release.

Stock Option Plan

On December 4, 2018 the Company adopted an incentive stock option plan (the “Option Plan”) which allows the Company’s Board of Directors, at its discretion and in accordance with TSX Venture Exchange requirements, to grant non-transferable options to purchase common shares to its directors, officers, employees and consultants to the Company. The number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares. Such options will be exercisable for a period of up to ten years from the date of grant and vesting terms will be determined at the time of grant by the Board of Directors.

Incentive Stock Options

On January 29, 2021, the Company granted 875,000 stock options to officers, directors and consultants of the Company with an exercise price of \$0.40 per share for five years and have an expiry date of January 29, 2026. The fair value of these options was calculated to be \$258,757 using the Black-Scholes Option Pricing Model using the following assumptions: expected life of the option: 5 years; expected volatility: 100%; expected dividend yield: 0%; and risk-free interest rate: 0.44%.

On September 1, 2021, the Company granted 100,000 stock options to a consultant of the Company with an exercise price of \$0.40 per share for five years and have an expiry date of September 1, 2026. These options vest 25% on November 30, 2021, and then 25% every three months thereafter. The fair value of these options was calculated to be \$29,672 using the Black-Scholes Option Pricing Model using the following assumptions: expected life of the option: 5 years; expected volatility: 100%; expected dividend yield: 0%; and risk-free interest rate: 0.82%.

On June 8, 2022, the Company granted 709,000 stock options to officers, directors and consultants of the Company with an exercise price of \$0.18 per share for five years and have an expiry date of June 8, 2027. The fair value of these options was calculated to be \$75,868 using the Black-Scholes Option Pricing Model using the following assumptions: expected life of the option: 5 years; expected volatility: 96%; expected dividend yield: 0%; and risk-free interest rate: 3.18%.

On February 8, 2023, the Company granted 250,000 stock options to officers of the Company with an exercise price of \$0.10 per share for five years with an expiry date of February 8, 2028. The fair value of these options was calculated to be \$20,205 using the Black-Scholes Option Pricing Model using the following assumptions: expected life of the option: 5 years; expected volatility: 126%; expected dividend yield: 0%; and risk-free interest rate: 3.16%.

A summary of the Company’s stock options as at September 30, 2023 and December 31, 2022:

HANSTONE GOLD CORP.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

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(Expressed in Canadian dollars)



Description	September 30, 2023		December 31, 2022	
	Number of options	Weighted Average Exercise Price (\$)	Number of options	Weighted Average Exercise Price (\$)
Outstanding, beginning of period	3,454,000	0.25	2,745,000	0.27
Granted	250,000	0.10	709,000	0.18
Outstanding, end of period	3,704,000	0.24	3,454,000	0.25
Exercisable, end of period	3,704,000	0.24	3,454,000	0.25

As at September 30, 2023, 500,000 stock options are exercisable at \$0.10 per share expiring on April 29, 2029, 1,120,000 stock options are exercisable at \$0.20 per share expiring on August 19, 2030, 150,000 stock options are exercisable at \$0.58 per share expiring on December 8, 2025, 875,000 stock options are exercisable at \$0.40 per share expiring on January 29, 2026, 100,000 stock options are exercisable at \$0.40 per share expiring on September 1, 2026, 709,000 stock options are exercisable at \$0.18 per share expiring on June 8, 2027 and 250,000 stock options are exercisable at \$0.10 per share expiring on February 8, 2028.

Share Purchase Warrants

Under the private placement dated June 30, 2021, the Company issued an aggregate of 2,285,100 share purchase warrants exercisable for one common share at an exercise price of \$0.47 per share, for two years and have an expiry date of June 30, 2023.

Under the private placement dated July 29, 2021, the Company issued an aggregate of 3,007,770 share purchase warrants exercisable for one common share at an exercise price of \$0.47 per share, for two years and have an expiry date of July 29, 2023.

Under the private placement dated September 1, 2021, the Company issued an aggregate of 1,084,341 share purchase warrants exercisable for one common share at an exercise price of \$0.47 per share, for two years and have an expiry date of September 1, 2023.

Under the private placement dated December 23, 2021, the Company issued an aggregate of 3,369,000 share purchase warrants exercisable for one common share at an exercise price of \$0.30 per share, for 12 months, provided that if the common shares trade at or above \$0.40 per share for 10 consecutive trading days, then the expiry date of the warrants will be accelerated to the date that is 30 days after the date the Company provides an acceleration notice by press release to the holders of the warrants.

Under the private placement dated December 31, 2021, the Company issued an aggregate of 300,000 share purchase warrants exercisable for one common share at an exercise price of \$0.30 per share, for 12 months, provided that if the common shares trade at or above \$0.40 per share for 10 consecutive trading days, then the expiry date of the warrants will be accelerated to the date that is 30 days after the date the Company provides an acceleration notice by press release to the holders of the warrants.

Under the private placement dated April 26, 2022, the Company issued an aggregate of 2,000,000 share purchase warrants exercisable for one common share at an exercise price of \$0.30 per share, for one year and have an expiry date of April 26, 2023.

On August 5, 2022, the Company extended the exercise period of a total of 18,812,014 share purchase warrants. 12,515,766 of the warrants, exercisable at \$0.25 per common share, were extended by 12 months

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to August 19, 2023, 2,927,248 of the warrants, exercisable at \$0.35 per common share, were extended by 12 months to August 19, 2023, and 3,369,000 of the warrants, exercisable at \$0.30 per common share, were extended by 12 months to December 23, 2023.

As a result of the exercise period extensions of 18,812,014 share purchase warrants, the Company recorded additional fair value of warrants during the year ended December 31, 2022 of \$260,471 using the Black-Scholes Option Pricing Model using the following assumptions: expected life of the option: 1 year; expected volatility: 98%-159%; expected dividend yield: 0%; and risk-free interest rate: 3.25%.

Under the private placement dated August 29, 2023, the Company issued an aggregate of 12,000,000 share purchase warrants exercisable for one common share at an exercise price of \$0.05 per share, for five years and have an expiry date of August 29, 2028.

A summary of the Company's share purchase warrants as at September 30, 2023 and December 31, 2022:

Description	September 30, 2023		December 31, 2022	
	Number of warrants	Weighted Average Exercise Price (\$)	Number of warrants	Weighted Average Exercise Price (\$)
Outstanding, beginning of period	27,189,225	0.32	25,489,225	0.32
Issued	12,000,000	0.05	2,000,000	0.30
Forfeited	(23,820,225)	0.33	(300,000)	0.30
Exercised	-	-	-	-
Outstanding, end of period	15,369,000	.10	27,189,225	0.32

During the nine months ended September 30, 2023, 23,820,225 share purchase warrants were forfeited. As a result, a value of \$281,413 was transferred from warrants reserve to contributed surplus.

As at September 30, 2023, 3,369,000 share purchase warrants are exercisable at \$0.30 per share expiring on December 23, 2023 under the condition mentioned above and 12,000,000 share purchase warrants are exercisable at \$0.05 per share expiring August 29, 2028.

Compensation Options

In connection with the private placement on June 30, 2021, the Company issued 142,844 compensation options. Each compensation option entitles the holder to purchase one unit at an exercise price of \$0.40 for a period of 24 months. The fair value of these options was calculated to be \$30,873 using the Black-Scholes Option Pricing Model using the following assumptions: expected life of the option: 2 years; expected volatility: 104%; expected dividend yield: 0%; and risk-free interest rate: 0.46%.

In connection with the private placement on September 1, 2021, the Company issued 39,800 compensation options. Each compensation option entitles the holder to purchase one unit at an exercise price of \$0.40 for a period of 24 months. The fair value of these options was calculated to be \$7,982 using the Black-Scholes Option Pricing Model using the following assumptions: expected life of the option: 2 years; expected volatility: 95%; expected dividend yield: 0%; and risk-free interest rate: 0.40%.

In connection with the private placement on December 23, 2021, the Company issued 31,150 compensation options. Each compensation option entitles the holder to purchase one unit at an exercise price of \$0.30 for a period of 24 months, provided that if the common shares trade at or above \$0.40 per share for 10 consecutive trading days, then the expiry date of the compensation options will be accelerated to the date that is 30 days after the date the Company provides an acceleration notice by press release to the holders of the compensation options. The fair value of these options was calculated to be \$1,961 using the Black-Scholes Option Pricing Model using the following assumptions: expected life of the option: 2 years; expected volatility: 97%; expected dividend yield: 0%; and risk-free interest rate: 1.00%.

In connection with the private placement on December 31, 2021, the Company issued 21,000 compensation options. Each compensation option entitles the holder to purchase one unit at an exercise price of \$0.30 for a period of 24 months, provided that if the common shares trade at or above \$0.40 per share for 10 consecutive trading days, then the expiry date of the compensation options will be accelerated to the date that is 30 days after the date the Company provides an acceleration notice by press release to the holders of the compensation options. The fair value of these options was calculated to be \$1,592 using the Black-Scholes Option Pricing Model using the following assumptions: expected life of the option: 2 years; expected volatility: 97%; expected dividend yield: 0%; and risk-free interest rate: 0.97%.

In connection with the private placement on April 26, 2022, the Company issued 7,000 compensation options. Each compensation option entitles the holder to purchase one unit at an exercise price of \$0.30 for a period of 24 months. The fair value of these options was calculated to be \$439 using the Black-Scholes Option Pricing Model using the following assumptions: expected life of the option: 2 years; expected volatility: 102%; expected dividend yield: 0%; and risk-free interest rate: 2.47%.

A summary of the Company's compensation options as at September 30, 2023 and December 31, 2022:

Description	September 30, 2023		December 31, 2022	
	Number of options	Weighted Average Exercise Price (\$)	Number of options	Weighted Average Exercise Price (\$)
Outstanding, beginning of period	241,794	0.38	234,794	0.38
Granted	-	-	7,000	0.30
Forfeited	(182,644)	0.40	-	-
Outstanding, end of period	59,150	0.30	241,794	0.38
Exercisable, end of period	59,150	0.30	241,794	0.38

During the nine months ended September 30, 2023, 182,644 share purchase warrants were forfeited. As a result, a value of \$38,855 was transferred from warrants reserve to contributed surplus.

As at September 30, 2023, 31,150 compensation options are exercisable at \$0.30 per unit expiring on December 23, 2023 under the condition mentioned above, 21,000 compensation options are exercisable at \$0.30 per unit expiring on December 31, 2023 under the condition mentioned above and 7,000 compensation options are exercisable at \$0.30 per unit expiring on April 26, 2024.

7. RELATED PARTY TRANSACTIONS

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that this

consists of corporate officers, executive and non-executive members of the Company's Board of Directors and companies owned by these individuals.

During the nine months ended September 30, 2023, key management personnel charged the Company \$116,050 of consulting fees (nine months ended September 30, 2022 - \$130,000) and \$114,750 in exploration expenditures (nine months ended September 30, 2022 - \$118,350). In addition, 250,000 stock options were issued with a value of \$20,205 (nine months ended September 30, 2022 - 709,000 options with a value of \$75,868).

At September 30, 2023, the Company had \$329,383 payable to related parties included in accounts payable and accrued liabilities (December 31, 2022 - \$255,085).

On August 29, 2023, the Company received loan proceeds in the amount of \$400,000 (the "Loan") from a company controlled by a director of the Company (see Note 5). During the period ended September 30, 2023, the Company accrued interest expense of \$4,340 on the Loan.

On August 29, 2023, the Company received private placement proceeds in the amount of \$600,000 from a director of the Company (see Note 6).

8. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

As at September 30, 2023, the Company's financial instruments are comprised of cash and accounts payable. The fair values of these financial instruments approximate their carrying values due to their short-term maturity. Fair values of financial instruments are classified in a fair value hierarchy based on the inputs used to determine fair values. The levels of the fair value hierarchy are as follows:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 – Inputs that are not based on observable market data (unobservable inputs).

As at September 30, 2023, the fair value of cash held by the Company was based on Level 1 of the fair value hierarchy.

The Company's risk exposure and the impact on the Company's financial instruments is summarized below:

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its cash. The Company limits exposure to credit risk by maintaining its cash with large financial institutions. The Company does not have cash that is invested in asset backed commercial paper.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the

Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments. As at September 30, 2023, the Company had a cash balance of \$467,524 (December 31, 2022 - \$373,496) to settle current liabilities of \$820,586 (December 31, 2022 - \$893,725). While the Company has been successful in obtaining its required funding in the past, there is no assurance that this financing will be extended or that any future financing will be available.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company manages interest rate risk by maintaining an investment policy that focuses primarily on preservation of capital and liquidity. This risk is considered to be minimal.

Foreign exchange risk

Foreign exchange risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate as they are denominated in currencies that differ from the respective functional currency. The Company's functional currency is the Canadian dollar. There are no current assets held in other currencies and therefore the foreign exchange risk is assessed as low.

9. CAPITAL MANAGEMENT

Capital is comprised of the Company's shareholders' equity and any debt that it may issue. As at September 30, 2023, the Company's shareholders' equity was \$852,971. The Company's objectives when managing capital are to maintain financial viability and to protect its ability to meet its on-going liabilities, to continue as a going concern, to maintain creditworthiness and to maximize returns for shareholders over the long term. Protecting the ability to pay current and future liabilities includes maintaining capital above minimum regulatory levels, current financial strength rating requirements and internally determined capital guidelines and calculated risk management levels.

The Company's current capital was received from the issuance of common shares. The net proceeds raised to date will only be sufficient to identify and evaluate a limited number of assets and businesses. Additional funds may be required to finance the Company's future business opportunities.

The Company is not subject to any externally imposed capital requirements, except as noted above. There were no changes to the Company's approach to capital management during the nine months ended September 30, 2023.

10. FLOW-THROUGH PREMIUM LIABILITY AND RECOVERY

During the year ended December 31, 2022, the Company issued flow-through shares to subscribed investors and recognized a flow-through premium liability of \$159,058 (2021 - \$251,763). As at September 30, 2023, the Company has \$50,919 (December 31, 2022 - \$408,111) of exploration expenditures not yet spent, but its tax benefits have already been renounced to shareholders. As a result, during the nine months ended September 30, 2023, \$113,629 (year ended December 31, 2022 - \$29,231)



of flow-through premium was recognized as flow-through premium recovery. As at September 30, 2023, a balance of \$16,198 (December 31, 2022 - \$129,827) was recorded as flow-through premium liability.

11. SETTLEMENT OF ACCOUNTS PAYABLE

Periodically, management negotiates the settlement of accounts payable at a value less than the amount recorded. During the period ended September 30, 2023, the Company recorded a gain on the settlement of accounts payable of \$60,264 (2022 - \$Nil).

12. SEGMENTED INFORMATION

The Company operates in one reportable segment, being the exploration of mineral assets. As the operations comprise a single reporting segment, amounts disclosed also represent segment amounts.