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**FAIRCHILD GOLD CORP.**  
**CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE NINE MONTHS ENDED MAY 31, 2023 AND 2022**  
**(EXPRESSED IN CANADIAN DOLLARS)**

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**NOTICE TO READER**

Under National Instrument 51-102, if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim financial statements have been prepared by management, and were not reviewed by the Company's independent auditor.

**FAIRCHILD GOLD CORP.**  
**CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**  
**AS AT MAY 31, 2023 AND AUGUST 31, 2022**  
(Unaudited - expressed in Canadian dollars)

	Note	May 31, 2023 (Unaudited) \$	August 31, 2022 (Audited) \$
<b>Assets</b>			
<b>Current assets</b>			
Cash		75,318	8,421
Prepayments		22,535	5,112
Due from related parties	7	–	3,991
Amounts receivable		25,414	6,241
		123,267	23,765
<b>Non-current assets</b>			
Exploration and evaluation assets	5	450,787	194,820
Right-of-use asset	11	–	25,657
<b>Total assets</b>		<b>574,054</b>	<b>244,242</b>
<b>Liabilities and Shareholders' Equity</b>			
<b>Current liabilities</b>			
Accounts payable and accrued liabilities	7	243,676	196,287
Lease liability	11	–	30,428
		243,676	226,715
<b>Shareholders' Equity</b>			
Share capital	6	1,725,020	1,000,952
Share-based reserve	6	268,804	268,804
Warrant reserve		5,954	–
Foreign currency reserve		(4,077)	(3,972)
Deficit		(1,665,323)	(1,248,257)
		330,378	17,527
<b>Total shareholders' deficiency and liabilities</b>		<b>574,054</b>	<b>244,242</b>

*Nature and continuance of operations (Note 1)*  
*Event after the reporting period (Note 12)*

Approved and authorized for issuance by the board of directors on July 29, 2023

"Robert Rosner"

Robert Rosner, Director

"Luis Martins"

Luis Martins, Director

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

**FAIRCHILD GOLD CORP.**  
**CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS**  
**THREE AND NINE MONTHS ENDED MAY 31, 2023 AND 2022**  
(Unaudited - expressed in Canadian dollars)

	Note	Three months ended May 31,		Nine months ended May 31,	
		2023	2022	2023	2022
<b>Expenses</b>		\$	\$	\$	\$
Accretion expense on lease liability		–	515	–	1,472
Advertising and promotion		18,947	1,870	19,447	5,210
Amortization		–	11,600	–	46,660
Consulting		51,383	46,250	172,446	46,250
Foreign exchange (gain)/loss		2,476	–	10,519	–
Insurance		3,356	–	3,356	–
Management fees	7	–	33,713	–	170,122
Listing and filing fees		15,614	18,821	15,614	18,821
Office and administration		(2,818)	(30,285)	12,143	35,286
Occupancy fees		–	2,250	213	6,825
Professional fees		63,169	30,165	75,888	247,822
Prospect costs	5	81,823	–	99,407	–
Share-based compensation	6	–	–	–	–
Travel		7,454	14,259	12,951	14,259
Loss before the following:		(241,404)	(129,158)	(421,984)	(592,727)
Finance fees		–	123	–	123
Gain on de-recognition of capitalized lease		10	–	4,918	–
Loss for the period		(241,394)	(129,035)	(417,066)	(592,604)
Other comprehensive loss					
Foreign currency translation		4,695	(679)	(105)	(4,556)
Loss and other comprehensive income loss		(236,699)	(129,714)	(417,171)	(597,160)
<b>Loss per share, basic and diluted</b>		(0.01)	(0.01)	(0.02)	(0.04)
<b>Weighted average number of common shares outstanding</b>		27,577,336	15,077,501	21,160,417	15,077,501

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

**FAIRCHILD GOLD CORP.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**FOR THE NINE MONTHS ENDED MAY 31, 2023 AND 2022**  
(Unaudited - expressed in Canadian dollars)

	Nine months ended May 31,	
	2023	2022
	\$	\$
<b>Operating activities</b>		
Loss for the period	(417,066)	(592,604)
Items not involving cash:		
Amortization	–	46,660
Accretion expense on lease liability	–	1,472
Gain on de-recognition of capitalized lease	(4,918)	–
Unrealized foreign exchange	42	(6,592)
Changes in non-cash operating working capital		
Amounts receivable	(17,423)	1,387
Prepayments	(19,173)	12,964
Accounts payable and accrued liabilities	47,389	65,780
Cash (used for) operating activities	(411,149)	(470,933)
<b>Investing activities</b>		
Exploration and evaluation costs	(255,967)	(16,111)
Cash provided by financing activities	(255,967)	(16,111)
<b>Financing activities</b>		
Shares subscription received	730,022	–
Due to (from) related parties	3,991	–
Cash provided by financing activities	734,013	-
<b>Increase in cash</b>	66,897	(487,044)
<b>Cash, beginning of year</b>	8,421	499,983
<b>Cash, end of the period</b>	75,318	12,939

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

**FAIRCHILD GOLD CORP.**  
**CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**  
**FOR THE NINE MONTHS ENDED MAY 31, 2023 AND 2022**

(Unaudited - expressed in Canadian dollars except for number of shares)

	Number of Outstanding Shares	Share Capital	Contributed surplus	Foreign currency translation Reserve	Warrants reserve	Deficit	Shareholders' equity
		\$	\$	\$	\$	\$	\$
<b>Balance, August 31, 2021</b>	15,077,501	1,000,952	268,804	–	–	(550,285)	719,471
Comprehensive loss for the period	–	–	–	(4,556)	–	(592,604)	(597,160)
<b>Balance, May 31, 2022</b>	15,077,501	1,000,952	268,804	(4,556)	–	(1,142,889)	122,311
<b>Balance, August 31, 2022</b>	15,077,501	1,000,952	268,804	(3,972)	–	(1,248,257)	17,527
Private placement at \$0.06 per unit net of issuance costs	12,499,835	724,068	–	–	5,954	–	730,022
Comprehensive loss for the period	–	–	–	(105)	–	(417,066)	(417,171)
<b>Balance, May 31, 2023</b>	27,577,336	1,725,020	268,804	(4,077)	5,954	(1,665,323)	330,378

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

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**FAIRCHILD GOLD CORP.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**NINE MONTHS ENDED MAY 31, 2023 AND 2022**  
(Unaudited - expressed in Canadian dollars)

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**1. NATURE OF BUSINESS AND CONTINUING OPERATIONS**

Fairchild Gold Corp. (the "Company") was incorporated on November 28, 2019 under the laws of British Columbia. The address of the Company's corporate office and its principal place of business is 1010 – 789 West Pender Street, Vancouver, British Columbia, Canada. The Company's common shares trade on the Canadian Venture Exchange under the symbol FAIR.

The Company's principal business activities include the acquisition and exploration of mineral property assets. As at May 31, 2023, the Company has not yet determined whether the Company's mineral property assets contain ore reserves that are economically recoverable. The recoverability of amounts shown for exploration and evaluation asset is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain the necessary financing to complete the development of and the future profitable production from the property or realizing proceeds from its disposition

The Company had a deficit of \$1,665,323 as at May 31, 2023, which has been funded by the issuance of equity. The Company's ability to continue its operations and to realize its assets at their carrying value is dependent upon obtaining additional financing and generating revenues sufficient to cover its operating costs. The outcome of these matters cannot be predicted at this time and the uncertainties cast significant doubt upon the Company's ability to continue as a going concern.

These consolidated financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in these consolidated financial statements.

**2. BASIS OF CONSOLIDATION**

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, Fairchild Gold (NV) Inc. which was incorporated in the United States of America. All significant intercompany balances, transactions and any unrealized gains and losses arising from intercompany transactions, have been eliminated.

**3. BASIS OF PREPARATION**

Statement of Compliance

These consolidated financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

Approval of the Consolidated Financial Statements

The consolidated financial statements of the Company for the nine months ended May 31, 2023 were reviewed by the Audit Committee and approved and authorized for issuance by the Board of Directors on July 29, 2023.

Basis of Measurement

These consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair value as explained in the accounting policies set out in Note 4.

The functional and presentation currency of the Company is the Canadian dollar. The functional currency of Fairchild Gold (NV) Inc. is the US dollar.

**4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The Company's significant accounting policies and critical accounting estimates applied in the interim

**FAIRCHILD GOLD CORP.**  
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**NINE MONTHS ENDED MAY 31, 2023 AND 2022**

(Unaudited - expressed in Canadian dollars)

financial statements are the same as those applied on the Company's annual financial statements and for the year ended August 31, 2022.

**5. EXPLORATION AND EVALUATION ASSET**

	Acquisition Costs \$	Exploration Costs \$	Total \$
<b>Balance, August 31, 2021</b>	<b>28,000</b>	<b>150,093</b>	<b>178,093</b>
Additions:			
Cash	14,000	-	14,000
Consulting		1,299	1,299
Report	-	811	811
<b>Balance, May 31, 2022</b>	<b>42,000</b>	<b>152,203</b>	<b>194,203</b>
<b>Balance, August 31, 2022</b>	<b>42,000</b>	<b>152,820</b>	<b>194,820</b>
Additions:			
Cash	16,000	-	16,000
Magnetic Survey		227,980	227,980
Consulting	-	11,506	11,506
Travel	-	481	481
<b>Balance, May 31, 2023</b>	<b>58,000</b>	<b>392,787</b>	<b>450,787</b>

**Fairchild Lake property option**

On January 16, 2020, the Company (the "Optionee") entered into a Mineral Property Option Agreement (the "Agreement") with 1544230 Ontario Inc. (the "Optionor"). Pursuant to the Agreement, the Optionee has an option to acquire 100% interest in the mineral claims known as Fairchild Lake Mineral Property located in the Kenora Mining Division of Ontario (the "Claims") from the Optionor.

Under the terms of the Agreement, the Optionor has granted the Optionee the option to acquire all rights, title and interest in the Claims. In addition, the Claims are subject to the reservation by the Optionor of a 1.5% net smelter returns royalty (the "Optionor's NSR") to be paid by the Optionee upon exercise of the option in full.

Under the Option Agreement, the Optionee will make cash payments totaling \$86,000 as follows:

- a. \$16,000 upon execution and delivery of this agreement - **paid**,
- b. \$12,000 on or before January 16, 2021- **paid**,
- c. \$14,000 on or before January 16, 2022 – **paid**,
- d. \$16,000 on or before January 16, 2023 – **paid**,
- e. \$28,000 on or before January 16, 2024.

Following the exercise of the Option, the Optionee will have the right to purchase a one-half interest (0.75%) of the Optionor's NSR for \$500,000.

On June 24, 2020, the Optionor entered into an assignment and assumption agreement whereby the Optionor assigned the rights, title and interest in the Claims to EMX Royalty Corporation.

**6. SHARE CAPITAL**

- a) Authorized: Unlimited number of common shares without par value.
- b) Escrow shares:

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As at August 31, 2021, the Company has entered into an escrow agreement, whereby common shares will be held in escrow and are scheduled for release at the following intervals:

- 10% of the escrowed shares will be released on the listing date; and
- 15% every 6-month interval thereafter, over a period of 36 months.

As at November 30, 2022 there are 3,375,001 shares in escrow (November 30, 2021 - 4,050,001).

c) Issued and outstanding as at February 28, 2023: 27,577,336 (2021 - 15,077,501) common shares

During the six months ended February 28, 2023, the Company had the following issuance of the Company's common shares.

On January 6, 2023, the Company completed the first tranche of a non-brokered private placement (the "Offering"). In connection with the closing of the Offering, the Company issued an aggregate of 4,049,835 units (the "Units") at a price of \$0.06 per Unit for gross proceeds of \$242,990. Each Unit consists of one Common share in the capital of the Company (a "Share") and one whole transferable Common share purchase warrant (a "Warrant"). Each whole Warrant is exercisable to acquire one Share at an exercise price of \$0.10 per Share until January 6, 2026 is 36 months from the date of issuance, subject to the acceleration right described above.

Insiders of the Company acquired an aggregate of 883,335 Units in the Offering, which participation constituted a "related party transaction" as defined under Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions ("MI 61-101"). Such participation is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of the Units acquired by the insiders, nor the consideration for the Units paid by such insiders, exceed 25% of the Company's market capitalization. The Company paid aggregate finder's fees of \$6,999 and issue 46,655 Share purchase warrants (the "Finder's Warrants") in connection with subscriptions from subscribers introduced to the Offering by Leede Jones Gable Inc., Research Capital Corporation and Desjardins Securities Inc. Each Finder's Warrant is exercisable to acquire one Share in the capital of the Company at an exercise price of \$0.15 per Share until January 6, 2025, which is 24 months from the date of issuance.

On January 23, 2023, the Company completed the second tranche of a non-brokered private placement (the "Second Tranche" in connection with the closing of the Second Tranche, the Company issued an aggregate of 5,720,000 units (the "Units") at a price of \$0.06 per Unit for gross proceeds of \$343,200. Each Unit consists of one Common share in the capital of the Company (a "Share") and one whole transferable Common share purchase warrant (a "Warrant"). Each whole Warrant is exercisable to acquire one Share at an exercise price of \$0.10 per Share until January 23, 2026 which is 36 months from the date of issuance. The Company paid aggregate finder's fees of \$8,484 and issue 141,400 Share purchase warrants (the "Finder's Warrants"). Each Finder's Warrant is exercisable to acquire one Share in the capital of the Company at an exercise price of \$0.15 per Share until January 23, 2025, which is 24 months from the date of issuance.

On January 26, 2023, the Company completed the third tranche of a non-brokered private placement (the "Third Tranche"), in connection with the closing of the Third Tranche, the Company issued an aggregate of 2,730,000 units (the "Units") at a price of \$0.06 per Unit for gross proceeds of \$163,800. Each Unit consists of one Common share in the capital of the Company (a "Share") and one whole transferable Common share purchase warrant (a "Warrant"). Each whole Warrant is exercisable to acquire one Share at an exercise price of \$0.10 per Share until January 26, 2026 which is 36 months from the date of issuance. The Company paid aggregate finder's fees of \$2,100 and issue 35,000 Share purchase warrants (the "Finder's Warrants"). Each Finder's Warrant is exercisable to acquire one Share in the capital of the Company at an exercise price of \$0.15 per Share until January 26, 2025, which is 24 months from the date of issuance.

In addition to the finders' fees, the Company incurred \$50,000 legal fees (See note 7) related to the share issuances completed in January 2023 as described above.

During the nine months ended May 31, 2023 and 2022, the Company did not issue any common shares.

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d) Stock Options

During the nine months ended May 31, 2023 and 2022, the Company did not issue any stock options.

e) Warrants

During the nine months ended May 31, 2023, the Company issued 12,499,835 subscribers' warrants and 223,055 Finders' Warrants.

A continuity of the Company's warrants is as follows:

	Warrants	Weighted average exercise price	Weighted average number years to expiry
		\$	
Balance, August 31, 2021 and May 31, 2022	-	-	-
Balance, August 31, 2022	-	-	-
Granted	12,722,890	0.10	2.98
Balance, May 31, 2023	12,722,890	0.10	2.62

As at February 28, 2023, the Company had the following warrants outstanding:

Date Issued	Expiry Date	Exercise Price	Number of Warrants Outstanding
January 6, 2023	January 6, 2026	\$ 0.10	4,049,835
January 6, 2023	January 6, 2025	\$ 0.15	46,655
January 23, 2023	January 23, 2026	\$ 0.10	5,720,000
January 23, 2023	January 23, 2025	\$ 0.15	141,400
January 26, 2023	January 26, 2026	\$ 0.10	2,730,000
January 26, 2023	January 26, 2025	\$ 0.15	35,000
			12,722,890

Between January 6, 2023 to January 26, 2023, the Company issued 223,055 Finders' warrants to finders of the private placements of the Company. The warrants are exercisable for \$0.15 per warrant with expiry dates between January 6, 2025 to January 26, 2025. For the six months ended February 28, 2023, the Company recorded the share issuance costs related to these finders' fees totaling \$5,954.

The Company uses the Black-Scholes option pricing model to estimate the fair value for these finders' fees. The assumptions used in this pricing model, and the resulting fair values granted during the period ended February 28, 2023, are as follows:

(i)	Risk-free interest rate	January 2023 3.62% - 3.97%
(ii)	Expected life	2 years
(iii)	Expected volatility	90% - 91%
(iv)	Expected dividend yield	0%
(v)	Expected forfeiture rate	0%
(vi)	Fair value per option	\$0.021 - \$0.033

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**FAIRCHILD GOLD CORP.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**NINE MONTHS ENDED MAY 31, 2023 AND 2022**  
(Unaudited - expressed in Canadian dollars)

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## **7. RELATED PARTY BALANCES AND TRANSACTIONS**

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

The Company had incurred the following key management personnel cost from related parties:

	<b>Nine months ended May 31, 2023</b>	<b>Nine months ended May 31, 2022</b>
	\$	\$
Consulting fees	157,325	-
Management fees	-	150,550
Professional fees	47,435	40,707
Rent	197	6,000

Key management includes directors and key officers of the Company, including the Chief Executive Officer ("CEO"), Chief Financial Officer ("CFO"), VP Admin, Corporate Secretary and Directors.

During the nine months ended May 31, 2023, the Company paid consulting and management fees of \$76,816 (2022 - \$94,054) to the CEO of the Company.

On January 1, 2023, the Company entered into an executive consulting agreement (the "CEO Agreement") with the CEO of the Company. Pursuant to the CEO Agreement, the Company will pay the Consultant as compensation for the Services rendered herein a monthly fee of U\$5,000 (the "**Base Fee**") to serve as Director and President and CEO commencing on the Effective Date and continuing through the first twelve (12) months of the term of the Agreement. The Base Fee will increase to U\$10,000 per month commencing upon the successful completion of a transformational business/mineral property acquisition by the Company, and financing of not less than CAD\$2 million, and shall continue through the remaining term of the Agreement.

During the nine months ended May 31, 2023 the Company incurred \$197 virtual office rent reimbursement to the CFO and \$40,000 in consulting fees (2022 – \$nil (note a related party during this period)) to an entity associated with the CFO and Director ("Pan Ocean") of the Company who was newly appointed in the three months ended August 31, 2022) and \$40,509 in consulting fees to the CFO. As at May 31, 2023, the Company has a total of \$360 (August 31, 2022 – Advance of \$3,991) advanced to the CFO and Director. As at May 31, 2023, a total of \$375 (August 31, 2022 – \$21,000 payable to Pan Ocean) advanced to Pan Ocean.

During the nine months ended May 31, 2023 the Company incurred \$47,435 (2022 – \$NIL(not a related party during this period)) in legal fees and \$50,000 share issuance costs to an entity controlled by the Corporate Secretary and Director of the Company who was newly appointed in the three months ended August 31, 2022. The Corporate Secretary and Director became a related party to the Company from June 13, 2022 onwards. As at May 31, 2023, a total of \$57,017 (August 31, 2022 – \$107,426) owing for these services.

## **8. MANAGEMENT OF CAPITAL**

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the identification, evaluation and acquisition of a Qualified Transaction. The Company does not have any externally imposed capital requirements to which it is subject.

The Company's capital structure consists of equity and share subscriptions. As at May 31, 2023, the Company had capital resources consisting of cash. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue common shares or dispose of assets or adjust the amount of cash.

## **9. FINANCIAL INSTRUMENTS AND FINANCIAL RISK**

International Financial Reporting Standards 7, Financial Instruments: Disclosures, establishes a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

### **Fair value of financial instruments**

The Company's financial assets include cash, due from related parties and amounts receivable are classified as Level 1. The carrying value of these instruments approximates their fair values due to the relatively short periods of maturity of these instruments.

### **Financial risk management objectives and policies**

The Company's financial instruments include cash and accounts payable. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

#### *Currency risk*

The Company's expenses are denominated in Canadian dollars. The Company's corporate office is based in Canada and current exposure to exchange rate fluctuations is minimal.

The Company does not have any significant foreign currency denominated monetary liabilities. The principal business of the Company is the identification and evaluation of assets or a business and once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval and acceptance by regulatory authorities.

#### *Credit Risk*

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash. To minimize the credit risk, the Company places these instruments with a high quality financial institution.

#### *Interest Rate Risk*

The Company is exposed to interest rate risk on the variable rate of interest earned on bank deposits. The fair value interest rate risk on bank deposits is insignificant as the deposits are short-term.

The Company has not entered into any derivative instruments to manage interest rate fluctuations.

#### *Liquidity risk*

In the management of liquidity risk of the Company, the Company maintains a balance between continuity of funding and the flexibility through the use of borrowings. Management closely monitors the liquidity position and expects to have adequate sources of funding to finance the Company's projects and operations.

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**10. COMMITMENTS**

The Company is committed to certain cash payments as described in Note 5 and 7.

**11. RIGHT-OF-USE ASSET AND LEASE LIABILITY**

Right-of-use Asset

The following is the continuity of the cost and accumulated amortization of right-of-use asset, for the period ended May 31, 2023:

Opening balance	\$	-
Additions		88,470
Amortization expense for the year		(-)
Balance, August 31, 2021		<b>88,470</b>
Amortization expense for the year		(64,302)
Foreign exchange translation		1,489
Balance, August 31, 2022		<b>25,657</b>
De-recognition upon termination		(25,657)
Balance, May 31, 2023	\$	-

Lease liability

The following is the continuity of lease liability, for the nine months ended May 31, 2023:

Opening balance	\$	-
Additions		88,470
Lease prepayments		(59,326)
Balance, August 31, 2021		29,144
Foreign exchange translation		1,284
Balance, August 31, 2022		30,428
De-recognition upon termination		(30,428)
<b>Balance, May 31, 2023</b>	<b>\$</b>	<b>-</b>

On August 6, 2021, Fairchild Gold (NV) Inc. entered into an eighteen-month lease agreement for leased premises in Henderson, Nevada, commencing September 1, 2021 and ending on February 28, 2023. The minimum base rent is US\$ 3,906 per month for the entire lease period from September 1, 2021. The Company made total lease payments of US\$46,872 during the year ended August 31, 2021 to cover twelve months of lease payments commencing September 1, 2021 up to November 30, 2022.

On September 1, 2022, Fairchild Gold (NV) Inc. and the landlord of the lease entered into the termination agreement mutually whereby both parties mutually agreed to terminate the lease effective September 1, 2022 without any further obligations to be made from Fairchild Gold (NV) Inc. The Company recognized a gain on de-recognition of this lease capitalized under IFRS 16 in the amount of U\$3,639 (\$4,908) during the current period ended May 31, 2023.

**12. EVENT AFTER THE REPORTING PERIOD**

On July 28, 2023, the Company announced that Mr. Steven Cozine has joined the Company as a member of the Board of Directors, as well as taking on the role of Corporate Secretary and sitting as a member of Fairchild's Audit Committee. Mr. Cozine's appointments follow the resignation of Mr. Michel Lebeuf from those positions.