



CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(Expressed in Canadian dollars)

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2022

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Notice to Reader:

These condensed consolidated interim financial statements of Carlin Gold Corporation (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 consolidated interim financial statements, notes to financial statements and the related quarterly Management Discussion and Analysis.



Condensed Consolidated Interim Statements of Financial Position
As at September 30, 2022 and December 31, 2021
(Expressed in Canadian dollars)

	September 30 2022	December 31 2021
Assets		
Current assets:		
Cash	\$ 187,014	\$ 18,962
Accounts receivable	4,708	2,637
Marketable securities (Note 4)	362,750	507,500
	554,472	529,099
Exploration and evaluation properties (Note 5)	1,920,366	1,888,108
	\$ 2,474,838	\$ 2,417,207
Liabilities		
Current liabilities:		
Trade payables and accrued liabilities	\$ 25,224	\$ 39,643
Other amounts due to related parties (Note 7)	752,605	672,652
	777,829	712,295
Equity		
Share capital (Note 6)	10,603,291	10,603,291
Reserves - Stock options	111,171	111,171
Deficit	(9,017,453)	(9,009,550)
	1,697,009	1,704,912
	\$ 2,474,838	\$ 2,417,207

Nature of Operations and Going Concern (Note 1)
Event Subsequent to the end of the Period (Note 10)

"K. Wayne Livingstone"
Director

"Robert Culbert"
Director

See accompanying notes to condensed consolidated interim financial statements.



Condensed Consolidated Interim Statements of Loss and Comprehensive Loss
For the three and nine months ended September 30, 2022 and 2021
(Expressed in Canadian dollars)

	Three months ended September 30		Nine months ended September 30	
	2022	2021	2022	2021
Expenses:				
Accounting and audit	\$ 8,154	\$ 1,473	\$ 25,936	\$ 10,146
Legal fees	5,124	-	5,124	862
Management and administration fees (Note 7)	15,000	-	45,000	60,000
Office	2,532	165	3,451	1,806
Regulatory fees	1,041	-	8,019	6,979
Technical consulting	5,874	7,559	17,318	22,523
Transfer agent fees	665	2,520	2,124	3,642
	(38,390)	(11,717)	(106,972)	(105,958)
Foreign exchange (loss) gain	(14,640)	(5,792)	(17,714)	(1,003)
Recovery of exploration costs (Note 6b)	209,000	137,500	209,000	137,500
Gain (loss) on sale of marketable securities	-	(8,850)	17,235	(8,850)
Fair value change of marketable securities (Note 4)	23,750	16,190	(98,750)	(66,250)
Write-down of exploration properties	(10,702)	(12,329)	(10,702)	(16,070)
Net gain (loss) and comprehensive gain (loss) for the period	\$ 169,018	\$ 115,002	\$ (7,903)	\$ (60,631)
Loss per share (basic and diluted)	\$ 0.00	\$ 0.00	\$ (0.00)	\$ (0.00)
Weighted average number of common shares outstanding	88,939,464	88,939,464	88,939,464	88,939,464

See accompanying notes to condensed consolidated interim financial statements.



Condensed Consolidated Interim Statements of Equity
For the nine months ended September 30, 2022 and 2021
(Expressed in Canadian dollars)

	Share Capital		Reserves		Total equity
	Number of Shares	Amount	Stock options	Deficit	
Balance, December 31, 2020	88,939,464	\$10,603,291	\$169,627	(\$9,145,786)	\$1,627,132
Net loss for the period	-	-	-	(60,631)	(60,631)
Balance, September 30, 2021	88,939,464	\$10,603,291	\$169,627	(\$9,206,417)	\$1,566,501
Cancellation of stock options (Note 6b)	-	-	(58,456)	58,456	-
Net income for the period	-	-	-	138,411	138,411
Balance, December 31, 2021	88,939,464	\$10,603,291	\$ 111,171	(\$9,009,550)	\$ 1,704,912
Net loss for the period	-	-	-	(7,903)	(7,903)
Balance, September 30, 2022	88,939,464	\$10,603,291	\$111,171	(\$9,017,453)	\$1,697,009

See accompanying notes to condensed consolidated interim financial statements.



Condensed Consolidated Interim Statements of Cash Flows
For the nine months ended September 30, 2022 and 2021
(Expressed in Canadian dollars)

	2022	2021
Operating Activities:		
Net loss for the period	\$ (7,903)	\$ (60,631)
Items not affecting cash:		
Recovery of exploration costs paid in shares	(134,000)	(112,500)
(Gain) loss on sale of marketable securities (Note 4)	(17,235)	8,850
Fair value change of marketable securities (Note 4)	98,750	66,250
Write-down of exploration and evaluation properties	10,702	3,741
Change in non-cash operating working capital:		
Accounts receivable	(2,071)	2,256
Trade payables and accrued liabilities	(14,419)	(16,189)
Other amounts due to related parties	79,953	95,446
Cash provided by (used in) operating activities	13,777	(12,777)
Investing Activities:		
Exploration and evaluation property expenditures	(42,960)	(41,739)
Proceeds from sale of marketable securities (Note 4)	197,235	15,680
Cash provided by (used in) investing activities	154,275	(26,059)
Increase (decrease) in cash	168,052	(38,836)
Cash, beginning of year	18,962	73,878
Cash, End of Period	\$ 187,014	\$ 35,042
Supplemental cash flow information:		
Interest paid	\$ -	\$ -
Income taxes paid	\$ -	\$ -

See accompanying notes to condensed consolidated interim financial statements.



Notes to Condensed Consolidated Interim Financial Statements
For the nine months ended September 30, 2022 and 2021
(Expressed in Canadian dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

Carlin Gold Corporation (the “Company”) is registered under the British Columbia *Business Corporations Act* and trades on the TSX Venture Exchange. The Company is in the business of acquiring, exploring and developing mineral properties in Nevada and Yukon, and has not yet determined whether its properties contain ore reserves that are economically recoverable. The head office and principal address of the Company is situated at Suite 320 – 800 West Pender Street, Vancouver, British Columbia, Canada, V6C 2V6.

The Company has not generated any revenue since inception, has never paid dividends and is unlikely to pay dividends or generate earnings in the immediate or foreseeable future. During the nine months ended September 30, 2022, the Company incurred a net loss of \$7,903 (2021 - \$60,631) and as at September 30, 2022 the Company has a working capital deficiency of \$223,357 (December 31, 2021 – \$183,196 deficiency). The continuation of the Company as a going concern is dependent upon the ability of the Company to obtain necessary equity financing to continue operations and to determine the existence, discovery and successful exploitation of economically recoverable reserves in its mineral properties, confirmation of the Company’s interests in the underlying properties and the attainment of profitable operations, or realize proceeds from their sale.

The ability of the Company to continue as a going concern and meet its commitments as they become due, including completion of the acquisition, exploration and development of its mineral property interests, is dependent on the Company’s ability to obtain the necessary financing. The Company will require additional capital to finance future operations and growth. If the Company is unable to obtain additional financing, the Company would be unable to continue. There can be no assurance that management’s plans will be successful.

The business of mineral exploration involves a high degree of risk and there is no assurance that current exploration projects will result in future profitable mining operations. The Company has no source of revenue, and has significant cash requirements to meet its administrative overhead, pay its liabilities and maintain its mineral interests. The recoverability of amounts shown for exploration and evaluation properties is dependent on several factors. These include the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the exploration and development of these exploration and evaluation properties, and establish future profitable production, or realize proceeds from the disposition of exploration and evaluation properties. The carrying value of the Company’s exploration and evaluation properties does not reflect current or future values.

These matters indicate the existence of material uncertainties that may cast significant doubt about the Company’s ability to continue as a going concern. These consolidated financial statements do not include any adjustments relating to the recoverability of assets and classification of assets and liabilities that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

Coronavirus Global Pandemic Risk

Over the past twenty-seven months, the effects of the COVID-19 global pandemic on industry and commerce have been far-reaching. To date there have been significant fluctuations in the global economy and equity markets, and the movement of people and goods has experienced significant restrictions.



Notes to Condensed Consolidated Interim Financial Statements
For the nine months ended September 30, 2022 and 2021
(Expressed in Canadian dollars)

2. BASIS OF PRESENTATION

a) Statement of compliance

These condensed financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) applicable to the preparation of interim financial statements, including IAS 34, Interim Financial Reporting. These condensed financial statements should be read in conjunction with the Company’s audited financial statements for the year ended December 31, 2021, which have been prepared in accordance with IFRS issued by the IASB.

b) Approval of condensed consolidated interim financial statements

These condensed consolidated interim financial statements of the Company for the nine months ended September 30, 2022 were approved and authorized for issue by the Board of Directors on November 28, 2022.

These condensed consolidated interim financial statements include the accounts of the Company and its 100% controlled entity, Carlin Gold US Inc. (a Nevada corporation).

Inter-company balances and transactions, including unrealized income and expenses arising from inter-company transactions, are eliminated on consolidation.

c) Judgments and estimates

The preparation of these condensed consolidated interim financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, revenues and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances and which form the basis of making judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

3. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company has classified its cash and marketable securities as FVTPL; and trade payables and accrued liabilities, loan payable to related party and other amounts due to related parties, as other financial liabilities.

Fair value

The carrying values of trade payables and accrued liabilities, and amounts due to related parties all approximate their fair value due to the short-term nature of these financial instruments.

At September 30, 2022 and December 31, 2021, the marketable securities are valued using quoted prices (unadjusted) from an active market (Level 1).



Notes to Condensed Consolidated Interim Financial Statements
 For the nine months ended September 30, 2022 and 2021
 (Expressed in Canadian dollars)

3. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

The principal risks to which the Company's financial instruments are exposed are described below.

a) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company is exposed to credit risk on its cash. However, this risk is minimized as all amounts are held with major Canadian and American financial institutions. The Company's concentration of credit risk and maximum exposure thereto is as follows:

	September 30 2022	December 31 2021
Cash – Canada	\$ 184,577	\$15,652
Cash – USA	2,437	3,310
Total	\$ 187,014	\$ 18,962

b) Liquidity risk

Liquidity risk is the risk that the Company will be unable to meet its financial obligations as they become due. The Company ensures that there is sufficient capital in order to meet short-term business requirements, after taking into account the Company's holdings of cash. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities.

The Company is dependent on raising funds through the issuance of shares, obtaining debt financing and/or attracting joint venture partners in order to undertake further exploration and development of its mineral properties and finance office and administrative expenditures. There can be no assurance the Company will be able to raise funds in the future.

The Company owns marketable securities, which are recorded as FVTPL. The Company may, from time to time, liquidate a portion of its holdings depending on market conditions and the Company's cash requirements. Depending on timing, the Company's ability to liquidate these securities is subject to price fluctuations and market conditions, which may affect the Company's ability to liquidate the securities in a timely manner.

At September 30, 2022, the Company had trade payables totaling \$25,224 (December 31, 2021 - \$39,643), which are currently due and other amounts due to related parties totaling \$752,605 (December 31, 2021 - \$672,652).



Notes to Condensed Consolidated Interim Financial Statements
For the nine months ended September 30, 2022 and 2021
(Expressed in Canadian dollars)

3. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (Continued)

b) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and other price risk.

(i) Interest rate risk

The Company is not exposed to significant interest rate risk. The Company's bank accounts earn interest at variable rates. Future cash flows from interest income on cash will be immaterially affected by interest rate fluctuations.

(ii) Foreign currency risk

As at September 30, 2022, certain of the Company's financial instruments are held in US dollars. The Company has operations in Nevada, USA. As a result, the Company is exposed to foreign currency risk from fluctuations between the Canadian and US dollar.

The Company does not use derivatives or similar techniques to manage currency risk.

As at September 30, 2022, the Company is exposed to foreign currency risk on \$2,839 (December 31, 2021 - \$2,960) cash.

(ii) Other price risk

Other price risk is the risk that the future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from currency risk or interest rate risk. The Company's marketable securities are carried at market value and are, therefore, directly affected by fluctuations in the market value of the underlying securities. The Company's sensitivity analysis suggests that a 50% (2021 - 50%) change in market prices would change other comprehensive income/loss by approximately \$181,000 (2021 - \$180,000).



Notes to Condensed Consolidated Interim Financial Statements
 For the nine months ended September 30, 2022 and 2021
 (Expressed in Canadian dollars)

4. MARKETABLE SECURITIES

At September 30, 2022 and December 31, 2021, the Company owned the following available-for-sale investments:

	September 30, 2022			December 31, 2021		
	Number of Shares	Cost	Fair Value	Number of Shares	Cost	Fair Value
Constantine Metal Resources Ltd.	250,000	-	\$ 68,750	250,000	-	\$ 172,500
HighGold Mining Inc.	200,000	-	\$ 134,000	-	-	\$ -
Fireweed Zinc Ltd.	250,000	-	\$ 160,000	250,000	-	\$ 155,000
Snowline Gold Corp.	-	-	\$ -	250,000	-	\$ 180,000
Total			\$ 362,750			\$507,500

In September 2022, the Company received 200,000 shares of HighGold Mining Inc. (“HighGold”) as part of the consideration for the sale of all but one of its Yukon mineral claims to HighGold.

In March 2022, the Company sold 250,000 shares of Snowline Gold Corp. and recorded a gain of \$17,235 on the sale. The Company received cash proceeds of \$197,235 on the sale of the shares.

In the nine months ended September 30, 2022, the Company recorded a loss of \$98,750 (2021 - \$66,250) relating to the fair value change of its investments.

5. EXPLORATION AND EVALUATION PROPERTIES

The following is a summary of the Company’s exploration and evaluation properties:

	Cortez Summit	Willow	Yukon	Total
Balance, December 31, 2020	\$ 1,852,223	\$ 1	\$ 1	\$ 1,852,225
Acquisition costs	\$ 31,520	\$ 10,458	\$ -	\$ 41,978
Geological and maintenance	4,363	3,760	-	8,123
Writedown of exploration and evaluation property	-	(14,218)	-	(14,218)
Balance, December 31, 2021	\$ 1,888,106	\$ 1	\$ 1	\$ 1,888,108
Acquisition costs	32,258	10,702	-	42,960
Writedown of exploration and evaluation property	-	(10,702)	-	(10,702)
Balance, September 30, 2022	\$ 1,920,364	\$ 1	\$ 1	\$ 1,920,366

The Company incurred expenditures totaling \$42,960 on its exploration and evaluation properties in the nine months ended September 30, 2022.

a) Cortez Summit Property, Nevada USA

The Company owns a 100% interest in claims in the Cortez gold trend in Eureka County, Nevada, which were acquired by staking and are not subject to any royalties.

5. EXPLORATION AND EVALUATION PROPERTIES (Continued)

b) Yukon Properties

Sale of Yukon Properties to HighGold Mining Inc.

In September 2022, the Company completed an agreement to sell all but one of the claims in its Yukon properties (the "Properties") to its former joint venture partner in Yukon, HighGold Mining Inc. ("HighGold"), for \$75,000 cash (received) plus 200,000 common shares of HighGold (received). Under the terms of the agreement, the Properties will be subject to a 0.5% net smelter returns royalty in favour of the Company, which may be bought back by HighGold under certain conditions for a lump sum payment of \$750,000.

Mineral Property Option Agreement with Snowline Gold Corp. ("Snowline")

In September 2021, the Company entered into an agreement granting Snowline an option to acquire the Company's interest in certain leasehold mining claims in the Mayo mining district, Yukon. Pursuant to the option agreement, the Company received a cash payment of \$25,000 and 250,000 shares of the Optionee upon signing the agreement. The agreement called for a cash payment of \$25,000 and 250,000 additional shares on the anniversary of the agreement. In September 2022, the agreement was amended to extend the term of the agreement by one year and to split the remaining option payment of over two years as follows:

- a) A \$25,000 cash payment and 100,000 shares of Snowline (Note 10);
- b) A \$25,000 cash payment and 150,000 shares of Snowline, payable on or before September 15, 2023..

The agreement with Snowline is independent of the Company's sale of its Yukon properties to HighGold.

c) Closure costs

The Company has assessed that it does not have any closure costs at this time.

d) Realization of assets

The investment in and expenditures on exploration and evaluation properties comprise a significant portion of the Company's assets. Realization of the Company's investment in these assets is dependent upon the establishment of legal ownership, the attainment of successful production from the properties or proceeds from their disposal.

Resource exploration and development are highly speculative and contain inherent risks. While the rewards if an ore body is discovered can be substantial, few properties that are explored are ultimately developed into producing mines. There can be no assurance that current exploration programs will result in the discovery of economically viable quantities of ore.

The amounts shown for acquisition costs and deferred exploration expenditures represent costs incurred to date and do not necessarily reflect present or future values. These costs will be depleted over the useful lives of the properties upon commencement of commercial production or written off if the properties are abandoned or the claims allowed to lapse.

5. EXPLORATION AND EVALUATION PROPERTIES (Continued)

e) Environmental

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters. The Company may also be held liable should environmental problems be discovered that were caused by former owners and operators of its properties and properties in which it has previously had an interest. The Company is not aware of any existing environmental problems related to any of its current or former properties that may result in material liability to the Company.

Environmental legislation is becoming increasingly stringent, and costs and expenses of regulatory compliance are increasing. The impact of new and future environmental legislation on the Company's operations may cause additional expenses and restrictions.

If the restrictions adversely affect the scope of exploration and development on the mineral property interests, the potential for production on the property may be diminished or negated.

f) Title to mineral property interests

Although the Company has taken steps to verify title to its exploration and evaluation properties, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

6. SHARE CAPITAL

a) Authorized: unlimited number of common shares without par value

Issued and outstanding at September 30, 2022:

88,939,464 (December 31, 2021 – 88,939,464) common shares

b) Stock options

The Company has a share purchase option plan whereby the Board of Directors may, from time to time, grant options to directors, officers, employees or consultants. Options granted must be exercised no later than five years from the date of grant or such lesser period as determined by the Company's Board of Directors. The exercise price of an option is not less than the closing price of the stock on the last trading day preceding the grant date. The maximum number of options to be granted under this plan is 8,893,946.

The Company did not grant any stock options during the nine months ended September 30, 2022 (2021- Nil).



Notes to Condensed Consolidated Interim Financial Statements
 For the nine months ended September 30, 2022 and 2021
 (Expressed in Canadian dollars)

6. SHARE CAPITAL (Continued)

b) Stock options (continued)

A summary of the status of the Company's stock options at September 30, 2022 and December 31, 2021 and changes during the periods then ended is as follows:

	September 30, 2022		December 31, 2021	
	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
Outstanding, beginning of year	1,750,000	\$0.08	5,950,000	\$0.06
Expired	(1,750,000)	\$0.08	(4,200,000)	\$0.05
Outstanding, end of period	-	-	1,750,000	\$0.08

During the nine months ended September 30, 2022, all of the Company's stock options expired.

7. RELATED PARTY TRANSACTIONS

Key management personnel compensation consists of the Chief Executive Officer, Chief Financial Officer ("CFO") and the Vice-President of Exploration. Aggregate compensation for the nine months ended September 30, 2022 was \$62,188 (2021 - \$93,785) for management and other fees, as described below.

The Company accrued a total of \$22,500 (2021 - \$30,000) for management and administration services to NS Star Enterprises Ltd., a company controlled by the president, during the nine months ended September 30, 2022. The Company accrued a total of \$22,500 for accounting, management and administration services to Morfopoulos Consulting Associates Ltd., a company controlled by the CFO, during the nine months ended September 30, 2022 (2021 - \$30,000). The Company accrued \$17,188 (2021 - \$33,785) from Mr. Robert Thomas, Vice-President of Exploration, for technical consulting and management and administration services during the nine months ended September 30, 2022.

As at September 30, 2022, a total of \$237,605 (December 31, 2021 - \$202,652) is due to director Mr. Thomas for fees, technical consulting services and expenses incurred on behalf of the Company. As at September 30, 2022, a total of \$257,500 (December 31, 2021 - \$235,000) is due to NS Star Enterprises Ltd. for management and administration services. As at September 30, 2022, a total of \$257,500 (December 31, 2021 - \$235,000) is due to Morfopoulos Consulting Associates Ltd. for accounting, management and administration services. All of the above amounts are unsecured, without interest or stated terms of repayment.



Notes to Condensed Consolidated Interim Financial Statements
 For the nine months ended September 30, 2022 and 2021
 (Expressed in Canadian dollars)

8. MANAGEMENT OF CAPITAL

The Company manages its common shares, stock options and warrants as capital (Note 7). There has been no change in the nature of the Company's capital during the nine months ended September 30, 2022. 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 development of its mineral properties and to maintain a flexible capital structure, which optimizes the costs of capital at an acceptable risk. The Company does not have any externally imposed capital restrictions.

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 new shares, issue debt, or acquire or dispose of assets.

In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions.

9. SEGMENTED INFORMATION

The Company has one operating segment: mineral exploration and development. The Company's non-current assets by geographical location are as follows as at the dates shown below:

	September 30 2022	December 31 2021
Canada	\$ 1	\$ 1
United States	1,920,365	1,888,107
Total	\$ 1,920,366	\$ 1,888,108

10. EVENT SUBSEQUENT TO THE END OF THE PERIOD

In October 2022, the Company received a \$25,000 cash payment and 100,000 shares of Snowline valued at \$275,000, in regard to an amended mineral option agreement with Snowline (Note 5b).