TRILLIUM GOLD™

TRILLIUM GOLD MINES INC.

CONSOLIDATED FINANCIAL STATEMENTS

YEARS ENDED JUNE 30, 2022 AND 2021

(EXPRESSED IN CANADIAN DOLLARS)

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
Trillium Gold Mines Inc.

Opinion

We have audited the accompanying consolidated financial statements of Trillium Gold Mines Inc. (the "Company"), which comprise the consolidated statements of financial position as at June 30, 2022 and 2021, and the consolidated statements of loss and comprehensive loss, cash flows, and changes in shareholders' equity for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 1 of the consolidated financial statements, which indicates that the Company has a negative working capital as at June 30, 2022 of $222,485 and an accumulated deficit of $52,571,269. As stated in Note 1, these events and conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information obtained at the date of this auditor's report includes Management's Discussion and Analysis.

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

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

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

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

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

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

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

Auditor's Responsibilities for the Audit of the consolidated Financial Statements

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

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

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

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

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

Davidson & Company LLP

Vancouver, Canada

Chartered Professional Accountants

October 26, 2022

Trillium Gold Mines Inc.
Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)

	As at June 30, 2022	As at June 30, 2021
ASSETS		
Current assets		
Cash	**$ 472,268**	$ 6,738,742
Amounts receivable (note 5)	**737,711**	507,376
Prepaid expenses and deposits	**278,978**	539,724
Total current assets	**1,488,957**	7,785,842
Non-current assets		
Furniture and equipment (note 6)	**7,553**	10,730
Exploration and evaluation assets (notes 7 & 8)	**11,598,377**	8,589,662
Right-of-use assets (note 13)	**383,341**	482,429
Total assets	**$ 13,478,228**	$ 16,868,663
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Amounts payable and accrued liabilities (notes 9 & 12)	**$ 1,650,255**	$ 759,414
Lease liabilities - current portion (note 13)	**61,187**	86,830
Total current liabilities	**1,711,442**	846,244
Non-current liabilities		
Flow-through premium liability (note 11)	**185,364**	711,774
Lease liabilities - non-current portion (note 13)	**331,928**	393,115
Total liabilities	**2,228,734**	1,951,133
Shareholders' equity		
Share capital (note 11)	**56,129,138**	48,203,655
Reserves (note 11)	**7,691,625**	6,243,223
Accumulated deficit	**(52,571,269)**	(39,529,348)
Total shareholders' equity	**11,249,494**	14,917,530
Total liabilities and shareholders' equity	**$ 13,478,228**	$ 16,868,663

Nature and Continuance of Operations (note 1)
Subsequent Events (note 19)

Approved on behalf of the Board:

(Signed) "*Robert Kang*" Director

(Signed) "*David Velisek*" Director

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

Trillium Gold Mines Inc.
Consolidated Statements of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)

	Year Ended June 30, 2022	Year Ended June 30, 2021
Expenses		
Consulting and management fees (note 12)	**$ 1,214,480**	$ 1,121,522
Depreciation (notes 6 & 13)	**102,265**	34,393
Directors' fees (note 12)	**-**	40,000
Exploration and evaluation expenditures (note 8)	**10,347,322**	5,746,719
Financing costs (note 13)	**37,295**	15,472
Insurance	**59,628**	41,493
Marketing and investor relations	**809,189**	2,906,128
Meals, entertainment and travel	**8,750**	50,009
Office expenses	**117,683**	99,021
Professional fees	**463,015**	855,935
Share-based compensation (note 11)	**1,183,600**	1,613,429
Shareholder information and filing fees	**145,768**	215,427
Net loss before other items	**(14,488,995)**	(12,739,548)
Interest and miscellaneous income (expense)	**(12,439)**	34,669
Loss on debt settlement (note 11)	**-**	(403,326)
Recognition of flow-through premium liability (note 11)	**1,715,013**	1,399,714
Write-down of exploration and evaluation assets (note 8)	**(255,500)**	-
Net loss and comprehensive loss for the year	**$ (13,041,921)**	$ (11,708,491)
Net loss per share - basic and diluted (note 14)	**$ (0.28)**	$ (0.38)
Weighted average number of common shares outstanding - basic and diluted (note 14)	**46,234,113**	30,549,065

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

Trillium Gold Mines Inc.
Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars)

	Year Ended June 30, 2022	Year Ended June 30, 2021
Operating activities		
Net loss for the year	**$ (13,041,921)**	$ (11,708,491)
Adjustments for:		
Depreciation	**102,265**	34,393
Interest expense (income)	**12,439**	(34,669)
Interest expense on lease liabilities	**33,210**	8,518
Loss on debt settlement	**-**	403,326
Recognition of flow-through premium liability	**(1,715,013)**	(1,399,714)
Share-based compensation	**1,183,600**	1,613,429
Write-down of exploration and evaluation assets	**255,500**	-
Changes in non-cash working capital items:		
Amounts receivable	**(230,335)**	(485,549)
Prepaid expenses and deposits	**260,746**	(534,591)
Amounts payable and accrued liabilities	**890,841**	471,053
Due to shareholders	**-**	(28,500)
	(12,248,668)	(11,660,795)
Investing activities		
Exploration and evaluation assets	**(1,007,859)**	(1,681,200)
Interest (paid) received	**(12,439)**	34,669
Purchase of equipment	**-**	(12,138)
	(1,020,298)	(1,658,669)
Financing activities		
Proceeds from private placements	**7,491,846**	19,127,158
Proceeds from exercise of warrants	**269,000**	314,739
Proceeds from exercise of options	**-**	225,000
Payment of lease obligations	**(120,040)**	(43,987)
Share issuance costs	**(638,314)**	(1,311,950)
Repayment of loan	**-**	(84,675)
	7,002,492	18,226,285
Net change in cash	**(6,266,474)**	4,906,821
Cash, beginning of year	**6,738,742**	1,831,921
Cash, end of year	**$ 472,268**	$ 6,738,742
Non-cash investing and financing activities		
Finders' fee warrants	**$ 185,125**	$ 516,035
Shares issued for debt settlement	**$ -**	$ 861,426
Acquisition of Canadian Shield Development Corp. (note 7)		
Shares issued for exploration and evaluation assets (note 8)		
Warrants issued for exploration and evaluation assets (note 8)		
Warrants issued for private placement (note 11)		
Reclass of exercised stock options and warrants (note 11)		
Capitalization of right-of-use assets and lease liabilities (note 13)		
Residual value to warrants (note 11)		

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

Trillium Gold Mines Inc.
Consolidated Statements of Changes in Shareholders' Equity
(Expressed in Canadian Dollars)

	Share Capital					
	Number of Shares	Amount	Shares to be Issued	Reserves	Deficit	Total
Balance, June 30, 2020	**20,922,447**	**$ 27,695,650**	**$ 1,608,750**	**$ 3,923,704**	**$ (27,820,857)**	**$ 5,407,247**
Shares issued for:						
Private placement	9,451,900	9,726,970	-	300,000	-	10,026,970
Flow-through private placement	4,111,000	9,100,188	-	-	-	9,100,188
Warrants exercised	842,267	362,817	-	(48,078)	-	314,739
Options exercised	300,000	436,527	-	(211,527)	-	225,000
Share issuance costs	-	(1,827,985)	-	516,035	-	(1,311,950)
Shares issued for debt settlement	497,934	861,426	-	-	-	861,426
Shares issued for property acquisition	4,810,000	3,959,550	(1,608,750)	149,660	-	2,500,460
Share-based payments	-	-	-	1,613,429	-	1,613,429
Flow-through premium liability	-	(2,111,488)	-	-	-	(2,111,488)
Net loss and comprehensive loss for the year	-	-	-	-	(11,708,491)	(11,708,491)
Balance, June 30, 2021	**40,935,548**	**$ 48,203,655**	**$ -**	**$ 6,243,223**	**$ (39,529,348)**	**$ 14,917,530**
Shares issued for:						
Private placement	3,753,586	1,951,865	-	37,536	-	1,989,401
Flow-through private placement	8,154,710	5,420,898	-	81,547	-	5,502,445
Warrants exercised	705,000	308,406	-	(39,406)	-	269,000
Share issuance costs	-	(823,439)	-	185,125	-	(638,314)
Shares issued for property acquisition	5,276,993	2,256,356	-	-	-	2,256,356
Share-based payments	-	-	-	1,183,600	-	1,183,600
Flow-through premium liability	-	(1,188,603)	-	-	-	(1,188,603)
Net loss and comprehensive loss for the year	-	-	-	-	(13,041,921)	(13,041,921)
Balance, June 30, 2022	**58,825,837**	**$ 56,129,138**	**$ -**	**$ 7,691,625**	**$ (52,571,269)**	**$ 11,249,494**

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

1. NATURE AND CONTINUANCE OF OPERATIONS

Trillium Gold Mines Inc. (the "Company" or "Trillium") was incorporated on November 3, 2005 under the Business Corporations Act (British Columbia) and trades on the TSX Venture Exchange ("TSX-V") under the symbol "TGM". The Company's principal business activity is the exploration and evaluation of mineral assets.

The head office and principal address of the Company is located at Suite 2250 - 1055 West Hastings Street, Vancouver, British Columbia, V6E 2E9.

The amounts shown as exploration and evaluation assets represent net acquisition costs to date, less any amounts amortized and/or written down and any additional amounts required to place these assets into commercial production are dependent upon certain factors. These factors include the existence of ore deposits sufficient for commercial production and the Company's ability to obtain the required additional financing necessary to develop these assets in the Red Lake, Ontario district.

The Company has a negative working capital as at June 30, 2022 of $222,485 and an accumulated deficit of $52,571,269.

These consolidated financial statements have been prepared under the assumptions of a going concern, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. The Company has incurred losses from inception and does not currently have the financial resources to maintain its operations indefinitely. The Company's continuation as a going concern is dependent upon the successful results from its exploration activities and its ability to attain profitable operations and generate funds from these operations and/or raise equity capital or borrowings sufficient to meet current and future obligations. These material uncertainties may cast significant doubt about the Company's ability to continue as a going concern.

Failure to arrange adequate financing on acceptable terms and/or achieve profitability may have an adverse effect on the financial position, results of operations, cash flows and prospects of the Company. These consolidated financial statements do not give effect to the likely material adjustments to assets or liabilities that would be necessary should the Company be unable to continue as a going concern.

On January 1, 2021, the Company amalgamated with its wholly owned subsidiaries; 1106877 B.C. Ltd. and Canadian Shield Developments Corp. and continued as one company. No securities were issued in connection with the amalgamation. The shares of 1106877 B.C. Ltd. and Canadian Shield Developments Corp. were cancelled on the amalgamation without any repayment of capital in respect of them.

2. BASIS OF PRESENTATION

Statement of compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRSs"), which collectively includes all applicable individual International Financial Reporting Standards and Interpretations approved by the International Accounting Standards Board (the "IASB"), and all applicable individual International Accounting Standards ("IASs") and Interpretations as originated by the Board of the International Accounting Standards Committee and adopted by the IASB, effective for the Company's reporting for the year ended June 30, 2022. These consolidated financial statements were approved and authorized for issuance by the Board of Directors on October 26, 2022.

Basis of presentation

These consolidated financial statements have been prepared on a historical cost basis, except for certain financial instruments measured at fair value. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information.

These consolidated financial statements are presented in Canadian dollars, unless otherwise noted, which is the functional currency of the Company and its subsidiaries.

2. BASIS OF PRESENTATION (continued)

Basis of consolidation

These consolidated financial statements incorporate the financial statements of the Company, Trillium Red Lake Gold Ontario Inc. and Trillium Gold Ontario Inc., the Company's wholly owned subsidiaries, and both 1106877 B.C. Ltd. and Canadian Shield Developments Corp. up to the date of amalgamation on January 1, 2021. Subsidiaries are all entities (including structured entity) over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The subsidiary is fully consolidated from the date on which control is transferred to the group. It is deconsolidated from the date that control ceases. All significant intercompany transactions and balances have been eliminated.

3. SIGNIFICANT ACCOUNTING POLICIES

a) Cash

Cash includes cash on hand, and demand deposits with financial institutions.

b) Furniture and Equipment

Furniture and equipment is recorded at cost less accumulated depreciation. The cost of an item consists of the purchase price and any costs directly attributable to bringing the asset to the location and condition necessary for its intended use.

Depreciation is calculated using the declining balance method to write off the cost of the asset, less the estimated residual value, at the following rates:

Computer equipment	30%
Furniture and fixtures	20%

The asset's residual values, depreciation method and useful lives are reviewed and adjusted if appropriate at each reporting date.

An item is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain and loss arising on disposal of the asset, determined as the difference between the net disposal proceeds and the carrying amount of the asset, is recognized in profit or loss.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other costs, such as repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

c) Mineral Exploration and Evaluation Expenditures

Pre-exploration costs are expensed in the period in which they are incurred. Once the legal right to explore a mineral property has been acquired, all costs related to the acquisition of mineral properties are capitalized by property. All exploration and evaluation expenditures are expensed until properties are determined to have economically recoverable resources. These direct expenditures include such costs as materials used, surveying costs, geological studies, drilling costs, payments made to contractors and depreciation of plant and equipment during the exploration phase.

Mineral property acquisition costs for each mineral property are carried forward as an asset provided that one of the following conditions is met:

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

c) Mineral Exploration and Evaluation Expenditures (continued)

- Such costs are expected to be recouped in full through successful development and exploration of the mineral property or alternatively, by sale; or
- Exploration and evaluation activities in the mineral property have not reached a stage which permits a reasonable assessment of the existence of economically recoverable reserves; however, active and significant operations in relation to the mineral property are continuing or planned for the future.

The carrying values of capitalized amounts are reviewed annually, or when indicators of impairment are present. In the case of undeveloped properties, there may be only inferred resources to allow management to form a basis for the impairment review. The review is based on the Company's intentions for the development of such a property. If a mineral property does not prove viable, all unrecoverable costs associated with the property are charged to profit or loss at the time the determination is made.

Once the technical feasibility and commercial viability of extracting the mineral resource has been determined, the property is first tested for impairment and is then considered to be a mine under development and is classified as "mining assets", within property, plant, and equipment. Exploration and evaluation acquisition costs accumulated are also tested for impairment before they are transferred to development properties.

d) Foreign Currencies Translation and Transaction

The functional currency of the Company is measured using the currency of the primary economic environment in which the entity operates. The functional currency of the Company and its subsidiaries is the Canadian dollar.

Foreign currency transactions are translated into the functional currency using exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the period end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined. Exchange differences arising on the translation of monetary items or on settlement of monetary items are recognized in profit or loss.

e) Financial Instruments

(i) Classification

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition, the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

The Company classifies its cash as FVTPL and its amounts receivable, and amounts payable and accrued liabilities at amortized cost.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

e) Financial Instruments (continued)

(ii) Measurement

Financial assets and liabilities at amortized cost
Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and are subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL
Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in profit or loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in profit or loss in the period in which they arise.

Debt investments at FVOCI
These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in other comprehensive loss/income (“OCI”). On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Equity investments at FVOCI
These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

(iii) Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If, at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in profit or loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

(iv) Derecognition

Financial assets
The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity.

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

Gains and losses on derecognition are generally recognized in profit or loss.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

f) Impairment of Non-Financial Assets

Impairment tests on intangible assets with indefinite useful economic lives are undertaken annually at the financial year-end. Other non-financial assets, including exploration and evaluation assets are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount, which is the higher of value in use and fair value less costs to sell, the asset is written down accordingly.

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the asset's cash-generating unit, which is the lowest group of assets in which the asset belongs for which there are separately identifiable cash inflows that are largely independent of the cash inflows from other assets. The Company performs impairment testing on each cash-generating unit.

An impairment loss is charged to profit or loss, except to the extent it reverses gains previously recognized in accumulated OCI.

g) Leases

At inception of a contract, the Company assesses whether a contract is, or contains, a lease by determining whether the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. A right of use asset and lease liability is recognized at the lease commencement date. The right of use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right of use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, including periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date. The lease payments are discounted using the implicit interest rate in the lease. If the rate cannot be readily determined, the Company’s incremental rate of borrowing is used. The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company’s estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option.

If a right-of-use asset is re-leased, the corresponding right-of-use asset is derecognized and an investment asset is recorded at the present value of the lease income not paid at the commencement date discounted using the implicit rate in the lease or the Company’s incremental rate of borrowing.

The Company has elected not to recognize right of use assets and lease liabilities for leases for short term leases that have a lease term of 12 months or less and leases of low-value assets. The Company recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

h) Provisions

Rehabilitation Provision

The Company is subject to various government laws and regulations relating to environmental disturbances caused by exploration and evaluation activities. The Company records, if any, the present value of the estimated costs of legal and constructive obligations required to restore the exploration sites in the year in which the obligation is incurred. The nature of the rehabilitation activities includes restoration, reclamation and re-vegetation of the affected exploration sites.

The rehabilitation provision generally arises when the environmental disturbance is subject to government laws and regulations. When the liability is recognized, the present value of the estimated costs is capitalized by increasing the carrying amount of the related exploration properties. Over time, the discounted liability is increased for the changes in present value based on current market discount rates and liability specific risks.

Additional environment disturbances or changes in rehabilitation costs will be recognized as additions to the corresponding assets and rehabilitation liability in the year in which they occur.

Other Provisions

Provisions are recognized for liabilities of uncertain timing or amount that have arisen as a result of past transactions, including legal or constructive obligations. The provision is measured at the best estimate of the expenditure required to settle the obligation at the reporting date.

i) Income Taxes

Income tax expense comprises current and deferred tax expense. Current tax and deferred tax expense are recognized in profit or loss except to the extent that they relate to a business combination or items recognized directly in equity or in OCI.

Current income taxes are recognized for the estimated income taxes payable or receivable on taxable income or loss for the current year and any adjustment to income taxes payable in respect of previous years. Current income taxes are determined using tax rates and tax laws that have been enacted or substantively enacted by the year-end date.

Deferred tax assets and liabilities are recognized where the carrying amount of an asset or liability differs from its tax base, except for taxable temporary differences arising on the initial recognition of goodwill and temporary differences arising on the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting nor taxable profit or loss.

Recognition of deferred tax assets for unused tax losses, tax credits and deductible temporary differences is restricted to those instances where it is probable that future taxable profit will be available against which the deferred tax asset can be utilized. At the end of each reporting year the Company reassesses unrecognized deferred tax assets. The Company recognizes a previously unrecognized deferred tax asset to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

j) Share Capital

Equity instruments are contracts that give a residual interest in the net assets of the Company. Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares, share warrants and flow-through shares are classified as equity instruments.

The Company engages in equity financing transactions to obtain the funds necessary to continue operations and explore and evaluate exploration and evaluation assets. These equity financing transactions may involve issuance of common shares or units. Each unit comprises a certain number of common shares and a certain number of warrants. Depending on the terms and conditions of equity financing transaction, the warrants are exercisable into additional common shares at a price prior to expiry as stipulated by the transaction. Warrants that are part of units are assigned a value based on the residual value, if any, and included in reserves.

Warrants that are issued as payment for agency fees or other transactions costs are accounted for as share-based payments.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

<u>Flow-through Shares</u>

The Company will from time to time, issue flow-through common shares to finance a significant portion of its exploration program. Pursuant to the terms of the flow-through share agreements, these shares transfer the tax deductibility of qualifying resource expenditures to investors. On issuance, the Company bifurcates the flow-through share into i) a flow-through share premium, equal to the estimated premium, if any, investors pay for the flow-through feature, which is recognized as a liability, and ii) share capital. Upon qualifying expenditures being incurred, the Company derecognizes the liability and recognizes the premium as other income.

Proceeds received from the issuance of flow-through shares are restricted to be used only for Canadian resource property exploration expenditures within a two-year period.

The Company may also be subject to a Part XII.6 tax on flow-through proceeds renounced under the Lookback Rule, in accordance with Government of Canada flow-through regulations. When applicable, this tax is accrued as a financial expense until paid.

k) Earnings/Loss per Share

Basic earnings/loss per share is computed by dividing the net income or loss applicable to common shares of the Company by the weighted average number of common shares outstanding for the relevant year.

Diluted earnings/loss per common share is computed by dividing the net income or loss applicable to common shares by the sum of the weighted average number of common shares issued and outstanding and all additional common shares that would have been outstanding, if potentially dilutive instruments were converted. For the years presented, this calculation proved to be anti-dilutive.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

l) Share-based Payments

Where equity-settled share options are awarded to employees, the fair value of the options at the date of grant is charged to profit or loss over the vesting period. Performance vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each reporting date so that, ultimately, the cumulative amount recognized over the vesting period is based on the number of options that eventually vest.

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to profit or loss over the remaining vesting period.

Where equity instruments are granted to employees, they are recorded at the fair value of the equity instrument granted at the grant date. The grant date fair value is recognized in profit or loss over the vesting period, described as the period during which all the vesting conditions are to be satisfied.

Where equity instruments are granted to non-employees, they are recorded at the fair value of the goods or services received in profit or loss. Options or warrants granted that relate to the issuance of shares are recorded as a reduction of share capital.

When the value of goods or services received in exchange for the share-based payment cannot be reliably estimated, the fair value is measured by use of a valuation model.

All equity-settled share-based payments are reflected in reserves, until exercised. Upon exercise, shares are issued from treasury and the amount reflected in reserves is credited to share capital, adjusted for any consideration paid.

m) Recent Accounting Pronouncement

There were no other new accounting standards or amendments to standards that were applicable to the Company for the year ended June 30, 2022 nor does the Company expect any that have not yet become effective to have a significant impact on its consolidated financial statements.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

The effect of a change in an accounting estimate is recognized prospectively by including it in profit or loss in the period of the change, if the change affects that period only, or in the period of the change and future periods, if the change affects both.

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in these consolidated financial statements within the next financial year are discussed below:

Acquisition of Assets

The determination of whether a set of assets acquired and liabilities assumed constitute a business may require the Company to make certain judgments, taking into account all facts and circumstances. A business is presumed to be an integrated set of activities and assets capable of being conducted and managed for the purpose of providing a return in the form of dividends, lower costs or economic benefits. The transactions with Canadian Shield Developments Corp. and 1106877 B.C. Ltd. were determined to constitute acquisitions of assets (note 7).

Impairment of Exploration and Evaluation Assets

The carrying values of capitalized exploration and evaluation assets are reviewed annually, or when indicators of impairment are present. In the case of undeveloped properties, there may be only inferred resources to allow management to form a basis for the impairment review. The review is based on the Company's intentions for the development of such a property. If a mineral property does not prove viable, all unrecoverable costs associated with the property are charged to profit or loss at the time the impairment determination is made.

Share-based Payment Transactions

The Company measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them.

COVID-19

Given the ongoing and dynamic nature of the circumstances surrounding the COVID-19 pandemic, it is difficult to predict how significant the impact of COVID-19, including any responses to it, will be on the global economy and the business of the Company or for how long any disruptions are likely to continue. The extent of such impact will depend on future developments, which are highly uncertain, rapidly evolving and difficult to predict, including new information which may emerge about COVID-19 and additional actions which may be taken to contain it. Such developments could have a material adverse effect on the Company's business, financial condition, results of operations and cash flow, and exposure to credit risk. The Company is constantly evaluating the situation and monitoring any impacts or potential impacts to its business.

(Expressed in Canadian Dollars)

5. AMOUNTS RECEIVABLE

	As at June 30, 2022	As at June 30, 2021
Share subscription receivable (note 11)	**$ -**	$ 300,000
GST - value added tax	**737,711**	207,376
	$ 737,711	$ 507,376

6. FURNITURE AND EQUIPMENT

Cost	Computer	Furniture and Fixtures	Total
Balance, June 30, 2020	**$ -**	**$ -**	**$ -**
Addition	7,497	4,641	12,138
Balance, June 30, 2021 and June 30, 2022	**$ 7,497**	**$ 4,641**	**$ 12,138**
Accumulated depreciation			
Balance, June 30, 2020	**$ -**	**$ -**	**$ -**
Depreciation	1,314	94	1,408
Balance, June 30, 2021	**$ 1,314**	**$ 94**	**$ 1,408**
Depreciation	2,249	928	3,177
Balance, June 30, 2022	**$ 3,563**	**$ 1,022**	**$ 4,585**
Net book value			
Balance, June 30, 2021	**$ 6,183**	**$ 4,547**	**$ 10,730**
Balance, June 30, 2022	**$ 3,934**	**$ 3,619**	**$ 7,553**

(Expressed in Canadian Dollars)

7. ACQUISITIONS

South-West Red Lake Properties and Shining Tree Property

On May 5, 2020, the Company completed the acquisition of Canadian Shield Developments Corp. ("Canadian Shield") which holds the South-West Red Lake Properties and the Shining Tree Property (collectively, the "CS Properties") (note 8). The Company acquired 100% of the issued and outstanding common shares of Canadian Shield by agreeing to issue an aggregate of 6,500,000 common shares to the shareholders of Canadian Shield in two tranches as follows:

(a) On May 5, 2020, the Company issued the aggregate sum of 3,250,000 common shares to the former shareholders of Canadian Shield (the "First Tranche"); and

(b) Nine months following closing and upon meeting certain conditions, the Company will issue the aggregate sum of 3,250,000 common shares to the former shareholders of Canadian Shield (the "Second Tranche"). On March 12, 2021, the Company issued 3,250,000 common shares with a fair value of $1,608,750.

The Company's acquisition of Canadian Shield is being accounted for as an acquisition of net assets as the transaction did not qualify as a business combination under IFRS 3 Business Combinations. The allocation of the consideration to the assets and liabilities acquired are as follows:

Consideration		
Value of 6,500,000 common shares issued	$	3,217,500
Transaction costs		22,631
	$	**3,240,131**
Net assets acquired		
Cash	$	613
Exploration and evaluation assets		3,280,303
Accounts payable		(12,285)
Due to shareholders		(28,500)
	$	**3,240,131**

Red Lake Gold Mining District, Ontario

On June 28, 2019, the Company completed the acquisition of 1106877 B.C. Ltd. (the "Privco") which held certain exploration properties (note 8). The Company acquired 100% of the issued and outstanding common shares of the Privco by issuing 2,250,000 common shares to the shareholders of the Privco.

The Company's acquisition of the Privco was accounted for as an acquisition of net assets as the transaction did not qualify as a business combination under IFRS 3 Business Combinations.

The allocation of the consideration to the assets and liabilities acquired are as follows:

Consideration		
Value of 2,250,000 common shares issued	$	1,035,000
Transaction costs		6,701
	$	**1,041,701**
Net assets acquired		
Cash	$	5,678
Exploration and evaluation assets		1,115,698
Loans payable		(79,675)
	$	**1,041,701**

(Expressed in Canadian Dollars)

8. EXPLORATION AND EVALUATION ASSETS

The schedule below summarizes the acquisition costs incurred on each property as at June 30, 2022 and 2021:

	As at June 30, 2022	As at June 30, 2021
Acquisition		
Newman Todd Property	**$ 1,675,001**	$ 1,675,001
Red Lake Gold Mining District	**1,167,698**	1,142,698
South-West Red Lake Properties and Shining Tree Property	**3,280,303**	3,280,303
Caribou Creek, Moose Creek and Copperlode Properties	**633,660**	633,660
Confederation Lake and Birch-Uchi Greenstone Belts	**1,666,800**	419,000
Pistol Bay	**1,095,556**	500,000
Rivard Property	**421,000**	199,000
Gold Centre Property	**985,000**	740,000
Willis Property	**673,359**	-
	$ 11,598,377	$ 8,589,662

The schedule below summarizes the exploration and evaluation expenditures incurred on each property for the years ended June 30, 2022 and 2021:

	Year Ended June 30, 2022	2021
Expenses		
Newman Todd Property	**$ 3,672,846**	$ 3,725,284
Red Lake Gold Mining District	**7,134**	200,524
South-West Red Lake Properties and Shining Tree Property	**13,991**	142,594
Caribou Creek, Moose Creek and Copperlode Properties	**50,738**	8,363
Confederation Lake and Birch-Uchi Greenstone Belts	**144,222**	12,713
Pistol Bay	**841,518**	159,176
Rivard Property	**1,807,533**	1,136,401
Gold Centre Property	**3,808,214**	361,664
Willis Property	**1,126**	-
	$ 10,347,322	$ 5,746,719

(Expressed in Canadian Dollars)

8. EXPLORATION AND EVALUATION ASSETS (continued)

Newman Todd Project

On December 29, 2020, the Company exercised its pre-emptive right to acquire from Heliostar Metals Ltd. (“Heliostar”) its 16.5% interest in the Newman Todd properties (the “NT Project”) which resulted in the Company holding a 100% interest in the NT Project.

Pursuant to a purchase agreement dated November 24, 2020, the Company paid $700,000 in cash and issued 650,000 common shares valued at $975,000 to Heliostar to acquire the remaining 16.5% interest in the property. In addition, if at any point after closing there is 1,000,000 or more ounces of gold in measured and indicated reserves and resources on the NT Project, the Company has agreed to make an additional $1,000,000 cash payment to Heliostar.

The Project is subject to a 2% net smelter return (“NSR”) and a 15% net carried interest. The latter interest does not receive payment until all capital expenditures have been recovered with interest.

The Company also owns an effective 50% interest in certain other claims adjacent to the Newman Todd Project.

The schedule below outlines the costs incurred on the NT Project as at June 30th:

	As at June 30, 2020	Additions/ (Writedowns)	As at June 30, 2021	Additions/ (Writedowns)	As at June 30, 2022
Acquisition					
Cash payments	$ 1	$ 700,000	$ 700,001	$ -	$ 700,001
Share issuance	-	975,000	975,000	-	975,000
	$ 1	**$ 1,675,000**	**$ 1,675,001**	**$ -**	**$ 1,675,001**

	Cumulative to June 30, 2020	Expenditures during the year	Cumulative to June 30, 2021	Expenditures during the year	Cumulative to June 30, 2022
Exploration and evaluation expenditures					
Assays and reports	$ 1,363,866	$ 281,742	$ 1,645,608	$ 259,512	$ 1,905,120
Camp construction	124,356	431,630	555,986	371,262	927,248
Drilling	4,860,038	2,252,028	7,112,066	2,344,110	9,456,176
Environmental	291,336	-	291,336	-	291,336
Equipment installation	101,950	80,256	182,206	-	182,206
Equipment and supplies	-	314,501	314,501	308,125	622,626
Field expenses	1,206,969	20,568	1,227,537	-	1,227,537
General administration	132,601	88,663	221,264	33,412	254,676
Metallurgy studies	133,482	-	133,482	-	133,482
Geological consulting	3,028,074	254,423	3,282,497	349,255	3,631,752
Permitting	4,340	750	5,090	783	5,873
Reclamation	10,000	-	10,000	-	10,000
Resource estimation	33,100	-	33,100	-	33,100
Surveys and geophysics	15,068	723	15,791	6,387	22,178
Travel and accommodation	480,250	-	480,250	-	480,250
	$ 11,785,430	**$ 3,725,284**	**$ 15,510,714**	**$ 3,672,846**	**$ 19,183,560**

(Expressed in Canadian Dollars)

8. EXPLORATION AND EVALUATION ASSETS (continued)

Red Lake Gold Mining District, Ontario

On June 28, 2019, the Company acquired certain exploration properties in the Red Lake Gold Mining District, Ontario (note 7). The Company controls two contiguous properties located in the Red Mining Lake District of Ontario.

The first property is held under an option agreement whereby the Company can acquire a 100% interest in the property, subject to a 1.5% NSR, by making cash payments based on the following schedule totaling $100,000. The Company can purchase 1/2 of the NSR for $400,000.

Amount	Due Date
$13,000 (Paid)	Within 7 days after the effective date (November 21, 2018)
$12,000 (Paid)	On or before October 31, 2019
$15,000 (Paid)	On or before October 31, 2020
$25,000 (Paid)	On or before October 31, 2021
$35,000	On or before October 31, 2022

The second property is not subject to any cash payments or royalties.

These two properties are collectively called the "Leo Property".

The schedule below outlines the costs incurred on the Leo Property as at June 30th:

	As at June 30, 2020	Additions/ (Writedowns)	As at June 30, 2021	Additions/ (Writedowns)	As at June 30, 2022
Acquisition					
Acquisition costs	$ 1,127,698	$ 15,000	$ 1,142,698	$ 25,000	$ 1,167,698
	$ 1,127,698	**$ 15,000**	**$ 1,142,698**	**$ 25,000**	**$ 1,167,698**

	Cumulative to June 30, 2020	Expenditures during the year	Cumulative to June 30, 2021	Expenditures during the year	Cumulative to June 30, 2022
Exploration and evaluation expenditures					
Drilling	$ -	$ -	$ -	$ 814	$ 814
General administration	14,148	14,852	29,000	2,320	31,320
Geological consulting	19,631	28,030	47,661	4,000	51,661
Permitting	-	4,313	4,313	-	4,313
Surveys and geophysics	-	153,329	153,329	-	153,329
	$ 33,779	**$ 200,524**	**$ 234,303**	**$ 7,134**	**$ 241,437**

(Expressed in Canadian Dollars)

8. EXPLORATION AND EVALUATION ASSETS (continued)

South-West Red Lake Properties and Shining Tree Property

On May 5, 2020, the Company acquired the South-West Red Lake Properties and the Shining Tree Property (note 7).

Within the nine-month period following the closing date, May 5, 2020, the Company must:

(a) Complete exploration expenditures on the South-West Red Lake Properties and the Shining Tree Property of not less than $200,000.

(b) Obtain a technical report prepared in accordance with National Instrument 43-101 Standards of Disclosure for Mineral Projects for one of the CS Properties (the "Technical Report").

In March 2021, the Company entered into an amended agreement to have the above conditions precedent to the Second Tranche be waived.

The schedule below outlines the costs incurred on the South-West Red Lake Properties and the Shining Tree Property as at June 30th:

	As at June 30, 2020	Additions/ (Writedowns)	As at June 30, 2021	Additions/ (Writedowns)	As at June 30, 2022
Acquisition					
Acquisition costs	$ 3,280,303	$ -	$ 3,280,303	$ -	$ 3,280,303
	$ 3,280,303	**$ -**	**$ 3,280,303**	**$ -**	**$ 3,280,303**

	Cumulative to June 30, 2020	Expenditures during the year	Cumulative to June 30, 2021	Expenditures during the year	Cumulative to June 30, 2022
Exploration and evaluation expenditures					
Camp construction	$ -	$ -	$ -	$ 10	$ 10
Drilling	-	-	-	5,641	5,641
Equipment and supplies	-	-	-	220	220
General administration	-	1,400	1,400	2,520	3,920
Geological consulting	-	9,530	9,530	5,600	15,130
Surveys and geophysics	-	131,664	131,664	-	131,664
	$ -	**$ 142,594**	**$ 142,594**	**$ 13,991**	**$ 156,585**

(Expressed in Canadian Dollars)

8. EXPLORATION AND EVALUATION ASSETS (continued)

Caribou Creek, Moose Creek and Copperlode Properties

On October 20, 2020, the Company entered into an asset purchase agreement to acquire certain claims (the "CMC Purchased Assets"). On December 4, 2020, the Company completed the acquisition.

In consideration for the CMC Purchased Assets, the Company paid an aggregate cash amount of $180,000; issued an aggregate of 200,000 common shares valued at $304,000 in the Company; and issued an aggregate of 200,000 common share purchase warrants entitling the holder thereof to purchase one common share per warrant at a price of $5.00 per common share within two years from the closing date of the transaction.

The schedule below outlines the costs incurred on the Caribou Creek, Moose Creek and Copperlode Properties as at June 30th:

	As at June 30, 2020	Additions/ (Writedowns)	As at June 30, 2021	Additions/ (Writedowns)	As at June 30, 2022
Acquisition					
Cash payments	$ -	$ 180,000	$ 180,000	$ -	$ 180,000
Share issuance	-	304,000	304,000	-	304,000
Warrant issuance	-	149,660	149,660	-	149,660
	$ -	**$ 633,660**	**$ 633,660**	**$ -**	**$ 633,660**

	Cumulative to June 30, 2020	Expenditures during the year	Cumulative to June 30, 2021	Expenditures during the year	Cumulative to June 30, 2022
Exploration and evaluation expenditures					
Camp construction	$ -	$ -	$ -	$ 891	$ 891
General administration	-	1,013	1,013	5,492	6,505
Geological consulting	-	7,350	7,350	6,600	13,950
Surveys and geophysics	-	-	-	37,755	37,755
	$ -	**$ 8,363**	**$ 8,363**	**$ 50,738**	**$ 59,101**

(Expressed in Canadian Dollars)

8. EXPLORATION AND EVALUATION ASSETS (continued)

Confederation Lake and Birch-Uchi Greenstone Belts

On December 22, 2020, the Company signed an amended and restated purchased option agreement (the “Option Agreement”) to acquire an undivided 100% interest in properties in the Confederation Lake and Birch-Uchi greenstone belts in the Red Lake District as well as properties in Larder Lake, Ontario and in the Matagami and Chibougamou areas of Quebec, subject to a 1.5% NSR over each property. Each such NSR will be subject to a buy-back option, at the election of the Company, for 50% of such royalty (being 0.75%) for cash consideration of $500,000.

On March 17, 2022, the Company decided to focus its exploration efforts in the Red Lake area exclusively and dropped its claims in the SW Fenlon, Jamesie, and Opawica River properties (the "Quebec properties"). All the Quebec properties have the requisite one year in good standing. As a result, the Company wrote off the claims in the Quebec properties and recognized a write-down of exploration and evaluation assets of $255,500 in profit or loss.

As at June 30, 2022, the Company has the following future requirements to fulfill its obligation under the Option Agreement.

Asset	Cash	Shares
Larder Lake (Ontario)	$12,000 – Paid on December 23, 2020 $15,000 – Paid on December 23, 2021 $20,000 – Second Anniversary $40,000 – Third Anniversary	35,000 Common Shares – Issued on February 9, 2021 25,000 Common Shares – Issued on January 5, 2022
Karas Lake (Ontario)	$8,000 – Paid on December 23, 2020 $10,000 – Paid on December 29, 2021 $15,000 – Second Anniversary $25,000 – Third Anniversary	25,000 Common Shares – Issued on February 9, 2021 25,000 Common Shares – Issued on January 5, 2022
Birch/Uchi – Swain Lake (Ontario)	$9,000 – Paid on December 23, 2020 $2,200 – Paid on January 14, 2021 $15,000 – Paid on December 23, 2021 $20,000 – Second Anniversary $30,000 – Third Anniversary	25,000 Common Shares – Issued on February 9, 2021 25,000 Common Shares – Issued on January 5, 2022
Birch/Uchi – Satterly (Ontario)	$15,000 – Paid on December 23, 2020 $20,000 – Paid on December 23, 2021 $25,000 – Second Anniversary $40,000 – Third Anniversary	25,000 Common Shares – Issued on February 9, 2021 25,000 Common Shares – Issued on January 5, 2022
Gerry Lake (Ontario)	$5,000 – Paid on December 23, 2020 $10,000 – Paid on December 23, 2021 $14,000 – Second Anniversary $24,000 – Third Anniversary	25,000 Common Shares – Issued on February 9, 2021 25,000 Common Shares – Issued on January 5, 2022
Jamesie (Quebec)	$12,000 – Paid on December 23, 2020 $16,000 – Paid on December 23, 2021	25,000 Common Shares – Issued on February 9, 2021 25,000 Common Shares – Issued on January 5, 2022
SW Fenlon (Quebec)	$11,000 – Paid on December 23, 2020 $15,000 – Paid on December 23, 2021	25,000 Common Shares – Issued on February 9, 2021 25,000 Common Shares – Issued on January 5, 2022
Opawica River (Quebec)	$13,000 – Paid on December 23, 2020 $16,000 – Paid on December 23, 2021	25,000 Common Shares – Issued on February 9, 2021 25,000 Common Shares – Issued on January 5, 2022

(Expressed in Canadian Dollars)

8. EXPLORATION AND EVALUATION ASSETS (continued)

Confederation Lake and Birch-Uchi Greenstone Belts (continued)

On April 20, 2022, the Company closed the purchase option agreements in respect of the Uchi Gold Project (the "Uchi Gold Agreement) and the Satterly Gold Project (the "Satterly Gold Agreement") to acquire a 100% undivided interest in the respective areas within the Confederation greenstone belt, subject to a 2% NSR royalty over each property under the Uchi Gold Agreement and a 1.5% NSR royalty over each property under the Satterly Gold Agreement. Each such NSR under the Uchi Gold Agreement will be subject to a buy-back option, at the election of the Company, for 50% of such royalty (being 1%) for cash consideration of $1,000,000. Each such NSR under the Satterly Gold Agreement will be subject to a buy-back option, at the election of the Company, for 1/3 of such royalty (being 0.5%) for cash consideration of $500,000.

As at June 30, 2022, the Company has the following future requirements to fulfill its obligation under the Uchi Gold Agreement and Satterly Gold Agreement.

Common Shares	Cash	Due Date
200,000 (Issued)	$27,500 (Paid)	On the closing date
Nil	$37,000	First anniversary
Nil	$46,000	Second anniversary
200,000	$68,000	Third anniversary

On June 15, 2022, the Company closed the Wenasaga Property Option Agreement (the "Wenasaga Agreement") to acquire a 100% undivided interest in the Wenasaga Gold Property held by Bounty Gold Corp., subject to a 2% NSR royalty on the claims comprising the Wenasaga Gold Property. The Company has the right to repurchase 50% of the royalty (being 1%) for cash or common share consideration of $1,000,000.

As at June 30, 2022, the Company has the following future requirements to fulfill its obligation under the Wenasaga Agreement.

Common Shares	Cash	Due Date
21,500 (Subsequently issued on July 11, 2022)	$8,500 (Subsequently paid on July 11, 2022)	Upon the later of TSXV approval and an extension on the claims due date granted by the Ontario Mining Recorder
21,500	$8,500	First anniversary
21,500	$8,500	Second anniversary

On June 6, 2022, the Company closed an amended Definitive Agreement to acquire the majority of Imagine Lithium Inc.'s ("Imagine Lithium") Eastern Vision property holdings in the Confederation Lake assemblage within the Birch-Uchi greenstone belt in the Red Lake Mining District of Ontario. These property holdings include properties that the Company has acquired directly and others for which the Company has assumed option agreements as optionee.

Upon closing of the Definitive Agreement, the Company issued 2,800,000 common shares of the Company with a fair value of $784,000 (note 11) and a cash payment of $175,000 to Imagine Lithium. In addition, the Company assumed Imagine Lithium's cash payment commitments under Imagine Lithium's existing option agreements, while Imagine Lithium retains its original share issuance obligations.

Concurrent with the closing of the Definitive Agreement, the Company issued 100,000 common shares of the Company with a fair value of $28,000 (note 11) and a cash payment of $20,000 to Pegasus Resources Inc. ("Pegasus") to earn into certain option agreements that the Company is assuming as optionee from Imagine Lithium under the Definitive Agreement. The cash consideration represents the remaining option payments under said option agreements, while the equity consideration purchases Pegasus' carried interest in the relevant properties such that the Company will be transferred 100% of those properties upon closing of the Definitive Agreement.

(Expressed in Canadian Dollars)

8. EXPLORATION AND EVALUATION ASSETS (continued)

Confederation Lake and Birch-Uchi Greenstone Belts (continued)

Pursuant to the remaining option agreements that Trillium Gold is assuming as optionee under the Definitive Agreement, the Company must pay a total of $186,000 in option payments over approximately two years in order to earn in to and exercise the options.

As at June 30, 2022, the Company has the following future requirements to fulfill its obligation under the Definitive Agreement.

Cash	Due Date
$61,000 (Paid)	On the closing date
$80,000	On or before December 10, 2022
$15,000	On or before December 30, 2022
$30,000	On or before December 30, 2023

The Company also entered into a Royalty Purchase Agreement under which it will, concurrently with the closing of the Definitive Agreement, purchase a 2% NSR royalty on the Fredart property from a prospector in consideration for the issuance of 60,000 common shares of the Company with a fair value of $16,800 (note 11) and cash payment of $50,000.

The schedule below outlines the costs incurred on the Confederation Lake and Birch-Uchi Greenstone Belts Properties as at June 30th:

	As at June 30, 2020	Additions/ (Writedowns)	As at June 30, 2021	Additions/ (Writedowns)	As at June 30, 2022
Acquisition					
Cash payments	$ -	$ 87,200	$ 87,200	$ 450,500	$ 537,700
Share issuance	-	331,800	331,800	1,052,800	1,384,600
Write-down	-	-	-	(255,500)	(255,500)
	$ -	**$ 419,000**	**$ 419,000**	**$ 1,247,800**	**$ 1,666,800**

	Cumulative to June 30, 2020	Expenditures during the year	Cumulative to June 30, 2021	Expenditures during the year	Cumulative to June 30, 2022
Exploration and evaluation expenditures					
Drilling	$ -	$ -	$ -	$ 104	$ 104
Equipment and supplies	-	-	-	334	334
General administration	-	-	-	3,430	3,430
Geological consulting	-	12,713	12,713	92,945	105,658
Surveys and geophysics	-	-	-	47,409	47,409
	$ -	**$ 12,713**	**$ 12,713**	**$ 144,222**	**$ 156,935**

(Expressed in Canadian Dollars)

8. EXPLORATION AND EVALUATION ASSETS (continued)

Pistol Bay (Confederation Belt)

On November 22, 2020, the Company signed an asset purchase agreement to acquire a 100% interest in the Confederation Lake Properties (“Confederation Belt” or “Purchased Assets”) from Pistol Bay Mining Inc. (“Pistol Bay”).

The purchase price of the Purchased Assets, other than the certain properties which are excluded (the “Exclusion Order Properties”), as defined below, shall be a cash amount of $500,000. A working deposit of $100,000 in cash was paid on November 23, 2020. On February 10, 2021, the remaining balance of $400,000 was paid.

The Exclusion Order Properties include those Purchased Assets for which Pistol Bay has applied for an extension order or an exclusion order (“Exclusion Order”) from the Ministry of Energy, Northern Development and Mines, extending the expiry date to complete and file assessment work, and/or to extend the expiry date of an unpatented claim, for a 12-month period beyond the current expiry date for such unpatented claim.

In January 2021 and April 2021, the Company signed an Acknowledgement, Assignment and Assumption Agreement, and an Amending Agreement respectively. The Company would assume all of Pistol Bay’s cash payment commitments under its existing option agreements while Pistol Bay would retain its share issuance obligations.

On January 10, 2022, the Company issued an aggregate of 816,993 common shares of the Company at a value of $555,556 (note 11) in connection with the acquisition of all the Exclusion Order Properties from Pegasus Resources Inc. (formerly Pistol Bay)

As at June 30, 2022, the Company has the following future requirements to fulfill its obligation under the Amending Agreement.

Cash	Due Date
$10,000 (Paid)	Due on September 25, 2021
$30,000 (Paid)	Due on January 30, 2022
$20,000 (Subsequently paid)	Due on September 25, 2022

The schedule below outlines the costs incurred on the Pistol Bay Property as at June 30th:

	As at June 30, 2020	Additions/ (Writedowns)	As at June 30, 2021	Additions/ (Writedowns)	As at June 30, 2022
Acquisition					
Cash payments	$ -	$ 500,000	$ 500,000	$ 40,000	$ 540,000
Share issuance	-	-	-	555,556	555,556
	$ -	**$ 500,000**	**$ 500,000**	**$ 595,556**	**$ 1,095,556**

(Expressed in Canadian Dollars)

8. EXPLORATION AND EVALUATION ASSETS (continued)

Pistol Bay (Confederation Belt) (continued)

	Cumulative to June 30, 2020	Expenditures during the year	Cumulative to June 30, 2021	Expenditures during the year	Cumulative to June 30, 2022
Exploration and evaluation expenditures					
Assays and reports	$ -	$ 61	$ 61	$ 152,114	$ 152,175
Camp construction	-	-	-	3,606	3,606
Drilling	-	-	-	2,226	2,226
Equipment and supplies	-	4,728	4,728	27,628	32,356
General administration	-	317	317	29,103	29,420
Geological consulting	-	91,127	91,127	221,201	312,328
Surveys and geophysics	-	62,943	62,943	405,640	468,583
	$ -	**$ 159,176**	**$ 159,176**	**$ 841,518**	**$ 1,000,694**

Rivard Property

On July 31, 2020, the Company signed an asset purchase agreement to acquire the Rivard Property, contiguous to its NT Project, in the Red Lake Mining District, Ontario. The Rivard Property consists of one lease of six contiguous minerals claims. Upon completion of the transaction, Trillium will acquire a 100% interest in the property, subject to a 1.5% NSR, by completing cash payments totaling $400,000 and issuing 400,000 common shares of the Company over 3.5 years. The Company has the right to repurchase ½ of the NSR (0.75%) for consideration of $1,200,000, payable in cash or shares. In addition, the Company has a right of first refusal should the holders of the NSR sell the NSR in the future.

On May 25, 2021, the Company signed an amendment that on the closing date, and every six months thereafter until the aggregate cash amount of $400,000 has been paid and the aggregate of 400,000 common shares have been issued, the Company shall:

(a) Pay $199,000 and issue 100,000 common shares on the closing date to the vendors in full and final satisfaction of the total Purchase Price payable to them; and

(b) Pay an aggregate of $33,500 payment to the vendors in such proportions as indicated on the amendment; and

(c) Issue and deliver share certificates representing an aggregate of 50,000 common shares to the vendors in such proportions as indicated on the amendment.

On July 7, 2021, the Company issued 100,000 common shares to the vendors with a fair value of $95,000 (note 11).

On November 26, 2021, the Company issued 50,000 common shares to the vendors with a fair value of $44,500 (note 11).

On May 26, 2022, the Company issued 50,000 common shares to the vendors with a fair value of $15,500 (note 11).

This property will be explored as an integral part of the NT Project.

(Expressed in Canadian Dollars)

8. EXPLORATION AND EVALUATION ASSETS (continued)

Rivard Property (continued)

As at June 30, 2022, the Company has the following future requirements to fulfill its obligation under the asset purchase agreement.

Common Shares	Cash	Due Date
100,000 (Issued)	$199,000 (Paid)	On the closing date
50,000 (Issued)	$33,500 (Paid)	November 26, 2021
50,000 (Issued)	$33,500 (Paid)	May 26, 2022
50,000	$33,500	November 26, 2022
50,000	$33,500	May 26, 2023
50,000	$33,500	November 26, 2023
50,000	$33,500	May 26, 2024

The schedule below outlines the costs incurred on the Rivard Property as at June 30th:

	As at June 30, 2020	Additions/ (Writedowns)	As at June 30, 2021	Additions/ (Writedowns)	As at June 30, 2022
Acquisition					
Cash payments	$ -	$ 199,000	$ 199,000	$ 67,000	$ 266,000
Share issuance	-	-	-	155,000	155,000
	$ -	**$ 199,000**	**$ 199,000**	**$ 222,000**	**$ 421,000**

	Cumulative to June 30, 2020	Expenditures during the year	Cumulative to June 30, 2021	Expenditures during the year	Cumulative to June 30, 2022
Exploration and evaluation expenditures					
Assays and reports	$ -	$ 93,282	$ 93,282	$ 188,052	$ 281,334
Camp construction	-	128,471	128,471	234,417	362,888
Drilling	-	695,485	695,485	878,057	1,573,542
Equipment and supplies	-	102,296	102,296	263,460	365,756
Field expenses	-	113	113	-	113
General administration	-	16,632	16,632	18,614	35,246
Geological consulting	-	96,274	96,274	222,196	318,470
Permitting	-	3,125	3,125	-	3,125
Surveys and geophysics	-	723	723	2,737	3,460
	$ -	**$ 1,136,401**	**$ 1,136,401**	**$ 1,807,533**	**$ 2,943,934**

(Expressed in Canadian Dollars)

8. EXPLORATION AND EVALUATION ASSETS (continued)

Gold Centre Property

On August 31, 2020, Trillium Gold Ontario Inc. ("Trillium Ontario"), a wholly owned subsidiary of the Company, signed a carried interest joint venture agreement ("Joint Venture Agreement") with Rupert Resources Ltd. ("Rupert"). Pursuant to the Joint Venture Agreement, Trillium Ontario will obtain an 80% participating interest in the Gold Centre property and Rupert will have a 20% carried participating interest. The Gold Centre property consists of one lease containing seventeen mineral claims in the Red Lake Mining District, Ontario and Rupert has granted a 1.5% NSR on the property to a third party. In order to maintain its 80% participating interest in the property, the Company is required to:

(a) Upon receiving drill permits, spend $2,000,000 each year for five years on the property and spend $500,000 per year thereafter; and

(b) Issue four tranches of 500,000 common shares of the Company to Rupert, for a total of 2,000,000 common shares over the course of three years following the closing date.

The drill permits were received February 3, 2021.

On February 23, 2021, the Company issued 500,000 common shares to Rupert with a fair value of $740,000.

On February 23, 2022, the Company issued 500,000 common shares to Rupert with a fair value of $245,000 (note 11).

The schedule below outlines the costs incurred on the Gold Centre Property as at June 30th:

	As at June 30, 2020	Additions/ (Writedowns)	As at June 30, 2021	Additions/ (Writedowns)	As at June 30, 2022
Acquisition					
Share issuance	$ -	$ 740,000	$ 740,000	$ 245,000	$ 985,000
	$ -	**$ 740,000**	**$ 740,000**	**$ 245,000**	**$ 985,000**

	Cumulative to June 30, 2020	Expenditures during the year	Cumulative to June 30, 2021	Expenditures during the year	Cumulative to June 30, 2022
Exploration and evaluation expenditures					
Assays and reports	$ -	$ -	$ -	$ 123,643	$ 123,643
Camp construction	-	5,492	5,492	3,369	8,861
Drilling	-	208,883	208,883	3,377,325	3,586,208
Equipment and supplies	-	21,825	21,825	29,351	51,176
General administration	-	37,997	37,997	21,149	59,146
Geological consulting	-	82,654	82,654	253,377	336,031
Permitting	-	4,813	4,813	-	4,813
	$ -	**$ 361,664**	**$ 361,664**	**$ 3,808,214**	**$ 4,169,878**

(Expressed in Canadian Dollars)

8. EXPLORATION AND EVALUATION ASSETS (continued)

Willis Property

On August 30, 2021, the Company entered into an agreement to acquire thirteen contiguous patented mineral claims, collectively known as the "Willis Property", situated southwest of and contiguous to the Company's NT Project. Upon completion of the transaction, the Company acquired 100% interest in the Willis Property, subject to a 2% NSR, by completing a cash payment of $425,359, and issuing 400,000 common shares to the vendor with a fair value of $248,000 (note 11). The Company has the right to repurchase one-half of the NSR (1%) for consideration of $1,200,000, payable in cash or shares. In addition, the Company has a right of first refusal should the holders of the NSR choose to sell the NSR in the future. The transaction was completed on October 7, 2021.

The schedule below outlines the costs incurred on the Willis Property as at June 30th:

	As at June 30, 2020	Additions/ (Writedowns)	As at June 30, 2021	Additions/ (Writedowns)	As at June 30, 2022
Acquisition					
Cash payments	$ -	$ -	$ -	$ 425,359	$ 425,359
Share issuance	-	-	-	248,000	248,000
	$ -	**$ -**	**$ -**	**$ 673,359**	**$ 673,359**

	Cumulative to June 30, 2020	Expenditures during the year	Cumulative to June 30, 2021	Expenditures during the year	Cumulative to June 30, 2022
Exploration and evaluation expenditures					
General administration	$ -	$ -	$ -	$ 1,126	$ 1,126
	$ -	**$ -**	**$ -**	**$ 1,126**	**$ 1,126**

9. AMOUNTS PAYABLE AND ACCRUED LIABILITIES

	As at June 30, 2022	As at June 30, 2021
Trade payables and accrued liabilities	**$ 1,650,255**	$ 747,202
Due to related parties (note 12)	**-**	12,212
	$ 1,650,255	$ 759,414

10. LOANS PAYABLE

During the year ended June 30, 2021, the Company repaid the loans totaling $84,675 which were unsecured, bear no interest, and were payable upon demand.

11. SHARE CAPITAL

a) Authorized Share Capital

Unlimited common shares with no par value.

b) Issued Share Capital

As at June 30, 2022, there were 58,825,837 common shares issued and outstanding (June 30, 2021 - 40,935,548).

11. SHARE CAPITAL (continued)

c) Common Shares

Fiscal 2022

On July 7, 2021, the Company issued an aggregate of 100,000 common shares of the Company at a value of $95,000 in connection with the acquisition of the Rivard Property (note 8).

On October 22, 2021, the Company issued an aggregate of 400,000 common shares of the Company at a value of $248,000 in connection with the acquisition of the Willis Property (note 8).

On November 26, 2021, the Company issued an aggregate of 50,000 common shares of the Company at a value of $44,500 in connection with the acquisition of the Rivard Property (note 8).

On January 5, 2022, the Company issued an aggregate of 200,000 common shares of the Company at a value of $144,000 to acquire a 100% interest in the Confederation Lake and Birch-Uchi Greenstone Belts Properties from the Optionors (note 8).

On January 10, 2022, the Company issued an aggregate of 816,993 common shares of the Company at a value of $555,556 in connection with the acquisition of the Exclusion Order Properties from Pegasus Resources Inc. (formerly Pistol Bay) (note 8).

On February 23, 2022, the Company issued an aggregate of 500,000 common shares of the Company at a value of $245,000 in connection with the acquisition of the Gold Centre Property (note 8).

On March 2, 2022, the Company completed a brokered private placement. The financing raised gross proceeds of $7,491,846 by issuance of: (i) 3,753,586 units of the Company (the “Units”) at a price of $0.53 per Unit; (ii) 4,036,220 flow-through units of the Company (the “FT Units”) at a price of $0.60 per FT Unit; and (iii) 4,118,490 FT Units sold to charitable purchasers (the “Charity FT Units”) at a price of $0.75 per Charity FT Unit.

Each Unit, FT Unit, and Charity FT Unit, consists of one common share and one-half of one common share purchase warrant, and each warrant entitles the holder thereof to purchase one additional common share of the Company at a price of $0.80 per share for a period of 24 months from the closing date.

The gross proceeds of $7,491,846 were allocated between share capital in the amount of $7,372,763 for the common share portion and reserves in the amount of $119,083 for the warrant portion using the residual value method.

In connection with the private placement, the Company paid finders’ fees equal to $502,419 in cash and issued an aggregate of 714,497 compensation warrants of the Company. Each compensation warrant entitles the holder thereof to purchase one additional common share at an exercise price of $0.53 for a period of 24 months from the closing date.

On April 25, 2022, the Company issued an aggregate of 200,000 common shares of the Company at a value of $80,000 to acquire a 100% interest in the Uchi Gold Project and the Satterly Gold Project areas within the Confederation greenstone belt (note 8).

On May 26, 2022, the Company issued an aggregate of 50,000 common shares of the Company at a value of $15,500 in connection with the acquisition of the Rivard Property (note 8).

On June 21, 2022, the Company issued an aggregate of 2,800,000 common shares of the Company at a value of $828,000 in connection with the Eastern Vision property holdings within the Birch-Uchi greenstone belt (note 8).

During the year ended June 30, 2022, the Company issued 705,000 common shares of the company for the exercise of warrants.

11. SHARE CAPITAL (continued)

c) Common Shares (continued)

Fiscal 2021

On July 16, 2020, the Company closed a non-brokered private placement. The financing raised gross proceeds of $999,840 by the issuance of 2,083,000 units at a price of $0.48 per unit. Each unit consisted of one common share and one share purchase warrant, and each warrant entitles the holder thereof to purchase one additional common share of the Company at a price of $0.60 per share for a period of 24 months from the closing date. The Company paid finders' fees equal to $50,400 in cash.

On October 2, 2020, the Company closed a brokered private placement. The financing raised gross proceeds of $12,947,288 by issuance of: (i) 2,263,000 units of the Company (the "Units") at a price of $1.70 per Unit; (ii) 1,631,600 flow-through common shares of the Company (the "FT Shares") at a price of $1.90 per FT Share; and (iii) 2,479,400 flow-through units of the Company (the "FT Units") at a price of $2.42 per FT Unit.

Each Unit consists of one common share and one-half of one common share purchase warrant, and each warrant entitles the holder thereof to purchase one additional common share of the Company at a price of $2.60 per share for a period of 24 months from the closing date.

Each FT Unit consists of one flow-through common share and one-half of one warrant (a "FT Unit Warrant"). Each FT Unit Warrant entitles the holder thereof to acquire one additional common share of the Company at a price of $2.60 for a period of 24 months from the closing date.

In connection with the private placement, the Company paid finders' fees equal to $735,251 in cash and issued an aggregate of 351,766 compensation warrants of the Company. Each compensation warrant entitles the holder thereof to purchase one additional common share at an exercise price of $1.70 for a period of 24 months from the closing date.

On October 16, 2020, the Company closed a non-brokered private placement. The financing raised gross proceeds of $180,030 by the issuance of 105,900 units at a price of $1.70 per unit. Each unit consisted of one common share and one-half of one common share purchase warrant, and each warrant entitles the holder thereof to purchase one additional common share of the Company at a price of $2.60 per share for a period of 24 months from the closing date.

On October 21, 2020, the Company settled an aggregate $458,100 in debt with arms-length parties. The Company issued an aggregate of 497,934 common shares of the Company at a value of $1.73 per share in settlement of the debt. The debt has been completely satisfied and extinguished upon the issuance of the shares. The Company recognized a loss of $403,326 at the time of the settlement.

On December 4, 2020, the Company issued an aggregate of 200,000 common shares at a value of $304,000 in connection with the acquisition of CMC Purchased Assets (note 8).

On December 29, 2020 the Company issued 650,000 common shares at a value of $975,000 to acquire a 16.5% interest in the NT Project from Heliostar (note 8).

On February 9, 2021 the Company issued 210,000 common shares at a value of $331,800 to acquire of 100% interest in the Confederation Lake and Birch-Uchi Greenstone Belts Properties from the Optionors (note 8).

On February 23, 2021 the Company issued 500,000 common shares at a value of $740,000 to acquire an 80% participating interest in the Gold Centre Property from Rupert (note 8).

On March 12, 2021, the Company issued 3,250,000 common shares at a fair value of $1,608,750 to the former shareholders of Canadian Shield (the "Second Tranche") (note 7).

(Expressed in Canadian Dollars)

11. SHARE CAPITAL (continued)

c) Common Shares (continued)

Fiscal 2021 (continued)

On June 28, 2021, the Company closed a brokered private placement of 5,000,000 units at a price of $1.00 per unit for gross proceeds of $5,000,000. Each unit consisted of one common share of the Company and one half of one common share purchase warrant. Each warrant shall be exercisable to acquire one common share of the Company at a price of $1.50 at any time on or before June 28, 2023.

As consideration for the agents' services, the agents received a cash commission of $243,870, an advisory fee of $34,650 (GST included), and the Company also issued 203,225 non-transferrable broker units and 27,500 advisory options. Each non-transferable broker unit or advisory option entitles the agents to purchase one unit at a price of $1.00 until June 28, 2023. Each unit consists of one common share of the Company and one-half of one common share purchase warrant. Each warrant shall be exercisable to acquire one common share of the company at a price of $1.50 at any time on or before June 28, 2023.

During the year ended June 30, 2021, the Company issued 842,267 common shares of the Company for the exercise of warrants and 300,000 common shares for the exercise of stock options.

Flow-Through Premium Liability

The following is a continuity schedule of the liability portion of the flow-through share issuances:

	Flow-Through Premium Liability
Balance, June 30, 2020	**$ -**
Flow-through premium liability	2,111,488
Settlement to flow through share premium liability pursuant to qualified expenditures	(1,399,714)
Balance, June 30, 2021	**$ 711,774**
Flow-through premium liability	1,188,603
Settlement to flow through share premium liability pursuant to qualified expenditures	(1,715,013)
Balance, June 30, 2022	**$ 185,364**

d) Share-based Payments

The Company has a share compensation plan whereby the Company is authorized to grant stock options to executive officers and directors, employees and consultants enabling them to acquire up to 10% of the issued and outstanding common shares of the Company. Under the plan, the exercise price of each option will not be less than the discounted market price of the common shares as permitted by the TSX-V policies. The options can be granted for a maximum term of 5 years.

Fiscal 2022

On November 4, 2021, the Company granted 50,000 options to a consultant of the Company. The options are exercisable at $0.85 per share and will expire on November 4, 2026. The options shall vest as to one-quarter of the options at the date of grant, one-quarter of the options six months following the date of the grant, one-quarter of the options twelve months following the date of grant, and one-quarter of the options eighteen months following the date of grant. The Company used the Black-Scholes option pricing model to estimate the fair value of the options using the following assumptions: risk free interest rate of 1.25%; dividend yield of 0%; expected volatility of 109.73%; and expected option life of 5 years.

11. SHARE CAPITAL (continued)

d) Share-based Payments (continued)

Fiscal 2022 (continued)

On November 4, 2021, the Company granted 360,000 options to employees of the Company. The options are exercisable at $0.85 per share and will expire on November 4, 2026. The options shall vest as to one-quarter of the options at the date of grant, one-quarter of the options six months following the date of the grant, one-quarter of the options twelve months following the date of grant, and one-quarter of the options eighteen months following the date of grant. The Company used the Black-Scholes option pricing model to estimate the fair value of the options using the following assumptions: risk free interest rate of 1.39%; dividend yield of 0%; expected volatility of 109.93%; and expected option life of 5 years.

On March 7, 2022, the Company granted 1,250,000 options to the directors, officers, and employees of the Company. The options are exercisable at $0.64 per share and will expire on March 7, 2027. The options shall vest as to one-quarter of the options at the date of grant, one-quarter of the options six months following the date of the grant, one-quarter of the options twelve months following the date of grant, and one-quarter of the options eighteen months following the date of grant. The Company used the Black-Scholes option pricing model to estimate the fair value of the options using the following assumptions: risk free interest rate of 1.51%; dividend yield of 0%; expected volatility of 147.01%; and expected option life of 5 years.

The Company recorded a share-based payment amount of $1,183,600 for the year ended June 30, 2022.

Fiscal 2021

On October 21, 2020, the Company granted 1,250,000 options to the directors, officers and consultants of the Company. The options are exercisable at $1.75 per share and will expire on October 21, 2025. The options vest one-quarter at the date of grant and one-quarter each six months following the date of the grant. The Company used the Black-Scholes option pricing model to estimate the fair value of the options using the following assumptions: risk free interest rate of 0.36%; dividend yield of 0%; expected volatility of 166.36%; and expected option life of 5 years.

On January 19, 2021, the Company granted 100,000 options to an officer of the Company. The options are exercisable at $1.83 per share and will expire on January 19, 2026. The options vest one-half 12 months following the date of grant and one-half 24 months following the date of the grant. The Company used the Black-Scholes option pricing model to estimate the fair value of the options using the following assumptions: risk free interest rate of 0.41%; dividend yield of 0%; expected volatility of 159.22%; and expected option life of 5 years.

On February 5, 2021, the Company granted 50,000 options to a consultant of the Company. The options are exercisable at $1.53 per share and will expire on February 5, 2026. The options vest one-half at the date of grant and one-half twelve months following the date of the grant. The Company used the Black-Scholes option pricing model to estimate the fair value of the options using the following assumptions: risk free interest rate of 0.48%; dividend yield of 0%; expected volatility of 157.89%; and expected option life of 5 years. On April 30, 2021, the Company has accepted the surrender for cancellation of 50,000 options, the Company's former Senior Financial Advisor.

On April 12, 2021, the Company granted 100,000 options to a consultant of the Company. The options are exercisable at $1.15 per share and will expire on April 12, 2026. The options vest one-quarter each three months following the date of the grant. The Company used the Black-Scholes option pricing model to estimate the fair value of the options using the following assumptions: risk free interest rate of 1.25%; dividend yield of 0%; expected volatility of 113.38%; and expected option life of 5 years.

(Expressed in Canadian Dollars)

11. SHARE CAPITAL (continued)

d) Share-based Payments (continued)

Fiscal 2021 (continued)

On May 3, 2021, the Company granted 150,000 options to an officer of the Company. The options are exercisable at $0.99 per share and will expire on May 3, 2026. The options vest one-quarter at the date of grant and one-quarter each six months following the date of the grant. The Company used the Black-Scholes option pricing model to estimate the fair value of the options using the following assumptions: risk free interest rate of 0.92%; dividend yield of 0%; expected volatility of 154.83%; and expected option life of 5 years.

On May 3, 2021, the Company granted 50,000 options to the employees and officers of the Company. The options are exercisable at $0.99 per share and will expire on May 3, 2026. The options vest one-quarter each three months following the date of the grant. The Company used the Black-Scholes option pricing model to estimate the fair value of the options using the following assumptions: risk free interest rate of 0.92%; dividend yield of 0%; expected volatility of 154.83%; and expected option life of 5 years.

As consideration for the agents' services of June 28, 2021 private placement, the Company issued 203,225 non-transferrable broker units and 27,500 advisory options with an exercise price of $1.00 and expected life of 2 years. The broker's units and advisory options were valued at $92,544 using the Black-Scholes option pricing model with the following assumptions at the issue date: risk free interest rate of 0.44%; dividend yield of 0%; expected volatility of 83.03% and expected life of 2 years.

The Company recorded a share-based payment amount of $1,613,429 for the year ended June 30, 2021.

The continuity of stock options issued and outstanding as at June 30, 2022 is as follows:

	Number of Stock Options	Weighted Average Exercise Price ($)
Balance, June 30, 2020	**2,075,000**	**0.65**
Exercised (note 11(c))	(300,000)	(0.75)
Granted	1,700,000	1.59
Forfeited	(50,000)	(1.53)
Balance, June 30, 2021	**3,425,000**	**1.09**
Granted	1,660,000	0.69
Balance, June 30, 2022	**5,085,000**	**0.96**

The options outstanding and exercisable as at June 30, 2022 are as follows:

Expiry Date	Exercise Price($)	Remaining Contractual Life (years)	Number of Options Outstanding	Number of Options Vested (Exercisable)	Number of Options Unvested
March 29, 2023	0.80	0.74	300,000	300,000	-
June 15, 2025	0.60	2.96	1,475,000	1,475,000	-
October 20, 2025	1.70	3.31	1,250,000	1,250,000	-
January 19, 2026	1.83	3.56	100,000	50,000	50,000
April 12, 2026	1.15	3.78	100,000	100,000	-
May 3, 2026	0.99	3.84	200,000	162,500	37,500
November 4, 2026	0.85	4.35	410,000	205,000	205,000
March 7, 2027	0.64	4.68	1,250,000	312,500	937,500
	0.96	**3.51**	**5,085,000**	**3,855,000**	**1,230,000**

(Expressed in Canadian Dollars)

11. SHARE CAPITAL (continued)

e) Warrants

Fiscal 2022

On March 2, 2022, as part of the private placement, the Company issued 5,954,148 warrants which were valued at $119,083.

In connection with the private placement, the Company also issued 714,497 non-transferrable broker's warrants with an exercise price of $0.53 and an expected life of 2 years as finder's fees. The broker's warrants were valued at $185,125 using the Black-Scholes option pricing model with the following assumptions at the issue date: risk free interest rate of 1.47%; dividend yield of 0%; expected volatility of 134.76% and expected life of 2 years.

Fiscal 2021

On July 16, 2020, as part of the private placement, the Company issued 2,083,000 warrants which were valued at $nil.

On October 2, 2020, as part of the private placement, the Company issued 2,371,200 warrants which were valued at $nil.

The Company issued 351,766 non-transferrable broker's warrants with an exercise price of $1.70 and an expected life of 2 years as finder's fees. The broker's warrants were valued at $423,491 using the Black-Scholes option pricing model with the following assumptions at the issue date: risk free interest rate of 0.24%; dividend yield of 0%; expected volatility of 145.86% and expected life of 2 years.

On October 16, 2020, as part of the private placement, the Company issued 52,950 warrants which were valued at $nil.

On December 4, 2020, as part of the asset acquisition of Caribou Creek, Moose Creek and Copperlode Properties, the Company issued 200,000 warrants which were valued at $149,660 using the Black-Scholes option pricing model with the following assumptions at the issue date: risk free interest rate of 0.28%; dividend yield of 0%; expected volatility of 144.61% and expected life of 2 years.

On June 28, 2021, as part of the private placement, the Company issued 2,500,000 warrants which were valued at $300,000.

As consideration for the agents' services, the Company issued 203,225 non-transferrable broker units and 27,500 advisory options with an exercise price of $1.00 and expected life of 2 years. The broker's units and advisory options were valued at $92,544 using the Black-Scholes option pricing model with the following assumptions at the issue date: risk free interest rate of 0.44%; dividend yield of 0%; expected volatility of 83.03% and expected life of 2 years.

The continuity of the warrants issued and outstanding as at June 30, 2022 is as follows:

	Number of Warrants	Weighted Average Exercise Price ($)
Balance, June 30, 2020	**6,618,667**	**0.37**
Granted	7,789,641	1.69
Exercised (note 11(c))	(842,267)	(0.37)
Balance, June 30, 2021	**13,566,041**	**1.13**
Granted	6,668,645	0.77
Exercised (note 11(c))	(705,000)	(0.38)
Expired	(1,783,900)	(0.40)
Balance, June 30, 2022	**17,745,786**	**1.10**

(Expressed in Canadian Dollars)

11. SHARE CAPITAL (continued)

e) Warrants (continued)

The outstanding warrants as at June 30, 2022 are as follows:

Expiry Date	Exercise Price ($)	Remaining Contractual Life (years)	Number of Warrants Outstanding
July 16, 2022	0.60	0.04	2,083,000
October 2, 2022	1.70	0.26	351,766
October 2, 2022	2.60	0.26	2,371,200
October 16, 2022	2.60	0.30	52,950
December 4, 2022	5.00	0.43	200,000
June 28, 2023	1.50	0.99	2,500,000
June 28, 2023	1.00	0.99	230,725
March 2, 2024	0.53	1.67	714,497
March 2, 2024	0.80	1.67	5,954,148
February 5, 2025	0.36	2.60	3,287,500
	1.10	**1.31**	**17,745,786**

12. RELATED PARTY TRANSACTIONS

Key management personnel are the persons responsible for the planning, directing, and controlling of the activities of the Company and include both executives and non-executive directors, and entities controlled by such persons. The Company considers all directors and officers of the Company to be key management personnel.

The aggregate value of transactions recorded as consulting fees and salaries and wages relating to key management personnel and entities which they have control or significant influence over were as follows:

	Year Ended June 30, 2022	2021
Baron Global Financial Canada Ltd. (1)	**$ 117,000**	$ 156,000
David Velisek (2)	**30,000**	30,000
Ridgeside Canada Inc. (3)	**270,000**	267,500
William Paterson (4)	**160,000**	133,333
Altair Management Ltd. (5)	**29,250**	39,000
Robert Schafer (6)	**-**	25,000
Robert Kang (7)	**-**	15,000
Donna Yoshimatsu (8)	**158,333**	55,000
Ian MacNeily (9)	**132,500**	20,000
	$ 897,083	$ 740,833

(1) Pursuant to a management and advisory agreement with Baron Global Financial Canada Ltd. ("Baron"), Baron agreed to act as corporate advisor of the Company in return for a monthly fee. The agreement was terminated in March 2022.

(2) David Velisek, Director of the Company who provided business development consulting services.

(3) Ridgeside Canada Inc. is fully owned by Russell Starr, who is the CEO and Director of the Company providing management services.

(4) William Paterson, Vice President of Exploration of the Company who manages the mineral exploration programs and technical and exploration team, and assisted the development of the mineral asset portfolio for the Company.

(Expressed in Canadian Dollars)

12. RELATED PARTY TRANSACTIONS (continued)

(5) Altair Management Ltd. is fully owned by an affiliate of the former CFO and provided advisory services to the Company. The consulting agreement was terminated in March 2022.

(6) Robert Schafer was the Chairman of the Company's Board of Directors until his resignation on February 4, 2022.

(7) Robert Kang is a Director of the Company.

(8) Donna Yoshimatsu, VP Corporate Development and Investor Relations of the Company who provides business development and investor relations consulting services.

(9) Ian MacNeily, Chief Financial Officer of the Company who provides CFO consulting services.

During the year ended June 30, 2022, share-based compensation expense to key management personnel of $847,919 (year ended June 30, 2021 - $1,136,014) was incurred.

The following table outlines the Company's related party payables:

	As at June 30, 2022	As at June 30, 2021
Donna Yoshimatsu	$ -	$ 11,450
Ridgeside Canada Inc.	-	762
	$ -	$ 12,212

13. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

As at June 30, 2022, the Company has signed lease agreements for the following:

Right-of-Use Assets

Cost	Right-of-Use Vehicles	Right-of-Use Office Building	Right-of-Use Apartment Building	Total
Balance, June 30, 2020	**$ -**	**$ -**	**$ -**	**$ -**
Addition	89,002	410,211	16,201	515,414
Balance, June 30, 2021	**$ 89,002**	**$ 410,211**	**$ 16,201**	**$ 515,414**
Completion of right of use term	-	-	(16,201)	(16,201)
Balance, June 30, 2022	**$ 89,002**	**$ 410,211**	**$ -**	**$ 499,213**
Accumulated depreciation				
Balance, June 30, 2020	**$ -**	**$ -**	**$ -**	**$ -**
Depreciation	18,326	10,609	4,050	32,985
Balance, June 30, 2021	**$ 18,326**	**$ 10,609**	**$ 4,050**	**$ 32,985**
Depreciation	44,501	42,436	12,151	99,088
Completion of right of use term	-	-	(16,201)	(16,201)
Balance, June 30, 2022	**$ 62,827**	**$ 53,045**	**$ -**	**$ 115,872**
Net book value				
Balance, June 30, 2021	**$ 70,676**	**$ 399,602**	**$ 12,151**	**$ 482,429**
Balance, June 30, 2022	**$ 26,175**	**$ 357,166**	**$ -**	**$ 383,341**

(Expressed in Canadian Dollars)

13. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (continued)

Lease Liabilities

The following table presents the continuity schedule for the lease liabilities for the Company for the year ended June 30, 2022:

	Lease Liability - Vehicles	Lease Liability - Building	Lease Liability - Apartment Building	Total
Balance, June 30, 2020	**$ -**	**$ -**	**$ -**	**$ -**
Additions	89,002	410,211	16,201	515,414
Lease payments	(20,620)	(19,167)	(4,200)	(43,987)
Interest expense	3,669	4,660	189	8,518
Balance, June 30, 2021	**$ 72,051**	**$ 395,704**	**$ 12,190**	**$ 479,945**
Less: current portion	(43,864)	(30,776)	(12,190)	(86,830)
Non-current portion	$ 28,187	$ 364,928	$ -	$ 393,115
Balance, June 30, 2021	**$ 72,051**	**$ 395,704**	**$ 12,190**	**$ 479,945**
Lease payments	(49,940)	(57,500)	(12,600)	(120,040)
Interest expense	6,076	26,724	410	33,210
Balance, June 30, 2022	**$ 28,187**	**$ 364,928**	**$ -**	**$ 393,115**
Less: current portion	(28,187)	(33,000)	-	(61,187)
Non-current portion	$ -	$ 331,928	$ -	$ 331,928

The remaining minimum future lease payments for the term of the lease are as follows:

	Lease Liability - Vehicles	Lease Liability - Office Building	Total
Year 1	$ 29,320	$ 57,500	$ 86,820
Year 2	-	57,500	57,500
Year 3	-	57,500	57,500
Year 4	-	57,500	57,500
> Year 5	-	253,959	253,959
	$ 29,320	**$ 483,959**	**$ 513,279**

14. LOSS PER SHARE

The calculation of basic and diluted loss per share for the year ended June 30, 2022 was based on the loss attributable to common shareholders of $13,041,921 (year ended June 30, 2021 - $11,708,491) and the weighted average number of common shares outstanding of 46,234,113 (year ended June 30, 2021 - 30,549,065). Diluted loss per share for the year ended June 30, 2022 did not include the effect of 5,085,000 stock options and 17,745,786 warrants (year ended June 30, 2021 - 3,425,000 stock options and 13,566,041 warrants) as they are anti-dilutive.

15. SEGEMENT INFORMATION

The Company has one reportable operating segment, being the acquisition and exploration of exploration and evaluation assets within Canada.

16. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Interest Rate Risk

The Company's interest rate risk mainly arises from changes in the interest rates on cash. Cash generates interest based on market interest rates. At June 30, 2022, the Company was not subject to significant interest rate risk.

Foreign Exchange Rate Risk

The Company is not subject to significant foreign exchange risk as all of the Company's operations are located in Canada.

The Company manages its credit risk by investing only in high quality financial institutions. Receivables are due from a government agency.

Credit Risk

Credit risk arises from the non-performance by counterparties of contractual financial obligations. The Company's credit risk arises primarily with respect to cash held on deposit and receivables.

Liquidity Risk

The Company manages liquidity risk by maintaining adequate cash balances. If necessary, the Company may raise funds through the issuance of debt, equity or sale of non-core assets. The Company ensures that there is sufficient capital to meet its obligations by continuously monitoring and reviewing actual and forecasted cash flows, and match the maturity profile of financial assets to development, capital and operating needs. The Company is exposed to liquidity risk.

Fair Value Hierarchy

Financial instruments that are measured subsequent to initial recognition at fair value are grouped in Levels 1 to 3 based on the degree to which the fair value is observable:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities; and

- Level 2 fair value measurements are those derived from inputs other than quoted prices included within 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 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Cash is measured at fair value using level 1. The carrying value of amounts receivable and amounts payable and accrued liabilities approximates their fair value due to the current nature of those financial instruments.

(Expressed in Canadian Dollars)

17. CAPITAL MANAGEMENT

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

The Company has historically relied on the equity markets to fund its activities. In order to carry out planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company is not subject to any externally imposed capital restrictions.

18. INCOME TAXES

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

	2022	2021
Loss for the year	**$ (13,041,921)**	$ (11,708,491)
Expected income tax (recovery)	**(3,521,000)**	(3,161,000)
Change in statutory, foreign tax, foreign exchange rates and other	**(385,000)**	(98,000)
Permanent differences	**(143,000)**	908,000
Share issue cost	**(172,000)**	(473,000)
Adjustment to prior years provision versus statutory tax returns and expiry of non-capital losses	**2,179,000**	1,807,000
Change in unrecognized deductible temporary differences	**2,042,000**	1,017,000
Total income tax expense (recovery)	**$ -**	$ -

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

	2022	Expiry Date Range	2021	Expiry Date Range
Temporary Differences				
Exploration and evaluation assets	**$ 12,289,000**	No expiry date	$ 7,640,000	No expiry date
Investment tax credit	**361,000**	2022 to 2042	418,000	2021 to 2041
Property and equipment	**(183,000)**	No expiry date	(287,000)	No expiry date
Share issue costs	**1,355,000**	2043 to 2046	1,972,000	2042 to 2045
Allowable capital losses	**460,000**	No expiry date	460,000	No expiry date
Non-capital losses available for future periods	**$ 19,760,000**	2026 to 2042	$ 16,180,000	2026 to 2041

Tax attributes are subject to review, and potential adjustment, by tax authorities.

19. SUBSEQUENT EVENTS

(a) On July 13, 2022 the Company closed the purchase and sale agreement (the "Purchase Agreement") to acquire all of the rights and title to the Panama Lake Property (the "Property") held by St. Anthony Gold Corp. ("St. Anthony Gold"). Pursuant to the assignment and assumption agreement entered into following the closing of the Purchase Agreement (the "Assignment Agreement" together with the original option agreement, the "Option Agreement"), among the Company and St. Anthony Gold, St. Anthony Gold has assigned all of its right and obligations under the original option agreement to the Company. In addition, pursuant to the Assignment Agreement, Benton Resources Inc. ("Benton Resources") has agreed to register 100% of the Property's title to the Company while retaining its 50% ownership interest in the Property until such time as the Company fulfills its option to earn the 100% interest.

Pursuant to the closing of the Purchase Agreement, the Company paid St. Anthony Gold $500,000 in cash, and issued 1,000,000 common shares of the Company. In the event that the Company acquires 100% interest in the Property, St. Anthony Gold may cause the Company to exercise its Buy-Back Right under the Option Agreement to repurchase from Benton Resources one-half of the 2% NSR on the Property and convey such repurchased 1% NSR to St. Anthony Gold in exchange for a cash payment by St. Anthony Gold to the Company of $1,000,000.

Pursuant to the terms of the Option Agreement, in order for the Company to earn a 70% interest in the Property, it will pay to Benton Resources $100,000 in cash by October 24, 2022, and complete $250,000 in exploration expenditures on the Project by April 24, 2023. The Company has the option to earn a 100% ownership of the Property by paying Benton Resources a further $300,000 in cash and complete $300,000 in exploration expenditures on the Project in each case by October 24, 2023. Benton Resources has the right to retain a 2% NSR on the Project, subject to the option of the Company to buy back one-half of such NSR (being 1%) for $1,000,000. In the event that the Company will pay Benton Resources a cash payment that is determined based on the number of ounces of gold in the NI 43-101 report multiplied by $0.50.

The common shares of the Company issued under the Purchase Agreement are subject to a four-month holding period from the closing date. The Purchase Agreement was subsequently approved by the TSX-V.

(b) On September 22, 2022, the Company closed a brokered private placement (the “Offering”) for gross proceeds of $4,081,510. The Offering was comprised of the sale of 9,678,150 units of the Company (each, a "Unit") at a price of $0.20 per Unit and 9,537,244 flow-through units of the Company (each, a "FT Unit") at a price of $0.225 per FT Unit. Each Unit and FT Unit consists of one common share of the Company (each a “Unit Share”) and one half of one common share purchase warrant (each whole warrant, a “Warrant”). Each warrant entitles the holder to purchase one common share of the Company at a price of $0.30 at any time on or before September 22, 2024.

In connection with the Offering, the Company issued 909,434 finders warrants to purchase an aggregate of 909,434 common shares of the Company at a price of $0.20 per share for a period of two years from closing.

(c) On September 27, 2022, the Company granted 2,595,000 options to the directors, officers, employees and consultants of the Company. The options are exercisable at $0.20 per share and will expire on September 27, 2027. The options vest one-quarter of the options at the date of grant, one-quarter of the options six months following the date of grant, one-quarter of the options twelve months following the date of grant, and one-quarter of the options eighteen months following the date of grant.