FORM 5A

ANNUAL LISTING SUMMARY

Introduction

The requirement to file this Form 5A does not apply to NV Issuers. NV Issuers must file a Form 51-102F2 Annual Information Form.

This Annual Listing Summary must be posted on or before the day on which the Issuer's annual financial statements are to be filed under the Securities Act. This statement is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the Exchange Policies.

General Instructions

(a) Prepare this Annual Listing Summary using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.

(b) The term "Issuer" includes the Listed Issuer and any of its subsidiaries.

(c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

Listed Issuer Name: Hardcore Discoveries Ltd. **Website: www.hardcorediscoveries.com** **Listing Statement Date: April 29, 2024** **Description(s) of listed securities(symbol/type): HARD**
Brief Description of the Issuer's Business: Hardcore Discoveries Ltd. is a mineral exploration company focused on the acquisition, exploration and development of previous metals properties. The company's Rude Creek flagship location is located in the Dawson Range, Yukon. Hardcore Discoveries Ltd. is headquartered in Vancouver, BC.
Jurisdiction of Incorporation: British Columbia
Fiscal Year End: December 31st

Date of Last Shareholders' Meeting and Date of Next Shareholders' Meeting (if scheduled): September 7, 2022		
Financial Information as at: December 31, 2023		
	Current	**Previous**
Cash	**6,258**	**21,027**
Current Assets	**22,123**	**45,709**
Non-current Assets	**Nil**	**164,617**
Current Liabilities	**1,331,566**	**639,926**
Non-current Liabilities	**Nil**	**Nil**
Shareholders' equity	**(1,309,443)**	**(429,600)**
Revenue	**Nil**	**Nil**
Net Income	**(965,501)**	**(1,621,537)**
Net Cash Flow from Operations	**(43,256)**	**(301,488)**

SUPPLEMENTARY INFORMATION

The supplementary information set out below must be provided when not included in the Schedules. If the required details are included in Schedule A or B, provide specific reference to the page or note.

Financial Statements for the year ended December 31, 2023 (the "**Financial Statements**" as filed with the securities regulatory authorities are attached hereto as Schedule "A".

1. Related party transactions

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

(a) A description of the relationship between the transacting parties. Be as precise as possible in this description of the relationship. Terms such as affiliate, associate or related company without further clarifying details are not sufficient.

(b) A description of the transaction(s), including those for which no amount has been recorded.

(c) The recorded amount of the transactions classified by financial statement category.

(d) The amounts due to or from Related Persons and the terms and conditions relating thereto.

(e) Contractual obligations with Related Persons, separate from other contractual obligations.

(f) Contingencies involving Related Persons, separate from other contingencies.

Refer to Note 7 of the Financial Statements and the Management's Discussion and Analysis attached hereto as Schedule "B" for information on the Issuer's related party transactions.

2. Summary of securities issued and options granted during the period.

Provide the following information for the Listed Issuer's fiscal year:

(a) summary of securities issued during the period,

Date of Issue	Type of Security (common shares, convertible debentures, etc.)	Type of Issue (private placement, public offering, exercise of warrants, etc.)	Number	Price	Total Proceeds	Type of Consideration (cash, property, etc.)	Describe relationship of Person with Issuer (indicate if Related Person)	Commission Paid
May 23, 2023	Common Shares	Debt Settlement	4,874,504	$0.05	$243,725.20	Cash	Related Person	n/a
Oct 19, 2023	Common Shares	Property Option Agreement	6,000,000	$0.03	$309,696	Property	n/a	n/a

(b) summary of options granted during the period,

Date	Number	Name of Optionee if Related Person and relationship	Generic description of other Optionees	Exercise Price	Expiry Date	Market Price on date of Grant

3. **Summary of securities as at the end of the reporting period.**

Provide the following information in tabular format as at the end of the reporting period:

(a) description of authorized share capital including number of securities outstanding for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions.

The Issuer is authorized to issue an unlimited number of common shares with no par value. Refer to Note 6 of the Financial Statements.

(b) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value, and

Refer to Note 6 of the Financial Statements.

(c) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.

Nil

4. **List the names of the directors and officers and include the position(s) held and the date of appointment, as at the date this report is signed and filed.**

Patrick Morris

- **Director – May 31, 2023**
- **Chief Executive Office – May 31, 2023**
- **Corporate Secretary – May 31, 2023**

Mark Luchinski

- **Director – May 31, 2023**

Jasmine Cherian

- **Chief Financial Officer – May 31, 2023**

Abbey Olaiya

- **Director – May 31, 2023**

5. **Financial Resources**

a) State the business objectives that the Issuer expects to accomplish in the forthcoming 12-month period; ***Acquire a mining exploration asset and implement an exploration program***.

b) Describe each significant event or milestone that must occur for the business objectives in (a) to be accomplished and state the specific time period in which each event is expected to occur and the costs related to each event; ***The company will assess this schedule based on the amount of capital it raises which will depend on the new project.***

c) Disclose the total funds available to the Issuer and the following breakdown of those funds:

(i) the estimated consolidated working capital (deficiency) as of the most recent month end prior to filing the Listing Statement, and ***Currently the company is looking for funding.***

(ii) the total other funds, and the sources of such funds, available to be used to achieve the objectives and milestones set out in paragraphs (a) and (b); and ***none***

(iii) describe in reasonable detail and, if appropriate, using tabular form, each of the principal purposes, with approximate amounts, for which the funds available described under the preceding paragraph will be used by the Issuer. ***n/a***

6. Status of Operations

During the fiscal year, did the Listed Issuer

(a) reduce or impair its principal operating assets; or ***reduced***

(b) cease or substantively reduce its business operations with respect to its stated business objectives in the most recent Listing Statement?

Provide details:

7. Business Activity

a) Activity for a mining or oil and gas Listed Issuer

(i) For the most recent fiscal year, did the Listed Issuer have positive cash flow, significant revenue from operations, or $50,000 in exploration or development expenditures? ***No***

Provide details.

(ii) If the response to (i) above is “no”, for the three most recent fiscal years did the Listed Issuer have an aggregate of $100,000 in exploration or development expenditures? ***yes***

Provide details.

b) Activity for industry segments other than mining or oil & gas

(i) For the most recent fiscal year, did the Listed Issuer have positive cash flow, or $100,000 in revenue from operations or $100,000 in development expenditures? ***N/A***

Provide details.

(ii) If the response to (i) above is “no”, for the three most recent fiscal years, did the Listed Issuer have either $200,000 in operating revenues or $200,000 in expenditures directly related to the development of the business? ***N/A***

Provide details.

SCHEDULE A: AUDITED ANNUAL FINANCIAL STATEMENTS

SCHEDULE B: MANAGEMENT DISCUSSION AND ANALYSIS

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Annual Listing Summary.

2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.

3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).

4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated: April 29, 2024

Patrick Morris
Name of Director or Senior Officer

/s/Patrick Morris
Signature

Director and Chief Executive Officer
Official Capacity

Issuer Details Name of Issuer Hardcore Discoveries Ltd.	For Year Ended Dec 31, 2023	Date of Report YY/MM/D April 29, 2024
Issuer Address Suite 1000 – 409 Granville Street		
City/Province/Postal Code Vancouver, BC V6C 1T2	Issuer Fax No.	Issuer Telephone No. (604) 602-0001
Contact Name Patrick Morris	Contact Position Director, CEO	Contact Telephone No. (604) 602-0001
Contact Email Address enermetalventures@gmail.com	Web Site Address www.hardcorediscoveries.com	

HARDCORE DISCOVERIES LTD.
(formerly Makara Mining Corp.)

ANNUAL FINANCIAL STATEMENTS

December 31, 2023 and 2022

(Expressed in Canadian Dollars)

Crowe

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Independent Auditor's Report

To the Shareholders of Hardcore Discoveries Ltd. (formerly Makara Mining Corp.)

Opinion

We have audited the financial statements of Hardcore Discoveries Ltd. (formerly Makara Mining Corp.) (the "Company"), which comprise the statements of financial position as at December 31, 2023 and December 31, 2022 and the statements of loss and comprehensive loss, changes in shareholders' deficit and cash flows for the years then ended, and notes to the financial statements, including a summary of material accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2023 and December 31, 2022, and its financial performance and its cash flows for the years then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board.

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 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 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 is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 2 to the financial statements which describes the material uncertainty 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.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Other than the matter described in the Material Uncertainty Related to Going Concern section, we have determined there are no key audit matters to be communicated in our report.

Other Information

Management is responsible for the other information. The other information comprises:

- Management's Discussion and Analysis

Our opinion on the 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 financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

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

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

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

In preparing the 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 Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 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 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 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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

Crowe Mackay LLP

Chartered Professional Accountants
Vancouver, Canada
April 24, 2024

HARDCORE DISCOVERIES LTD.
(formerly Makara Mining Corp.)
STATEMENTS OF FINANCIAL POSITION
December 31, 2023 and 2022
(Expressed in Canadian Dollars)

		2023		2022
ASSETS				
Current				
Cash	$	6,258	$	21,027
Amount receivable		15,865		16,680
Prepaid expenses		-		8,002
		22,123		45,709
Equipment		-		3,550
Exploration and evaluation assets (Note 5)		-		161,067
	$	22,123	$	210,326
LIABILITIES				
Current				
Accounts payable and accrued liabilities (Note 7)	$	515,326	$	492,721
Due to related parties (Note 7)		153,240		147,205
Termination liability (Note 5)		648,000		-
Note payable (Note 8)		15,000		-
		1,331,566		639,926
SHAREHOLDERS' DEFICIT				
Share capital (Note 6)		7,772,719		7,616,351
Contributed surplus		576,650		647,360
Deficit		(9,658,812)		(8,693,311)
		(1,309,443)		(429,600)
	$	22,123	$	210,326

Going concern (Note 2)
Subsequent events (Notes 7 and 8)

APPROVED ON BEHALF OF THE BOARD:

"Patrick Morris"	Director	*"Mark Luchinski"*	Director
Patrick Morris		Mark Luchinski	

See accompanying notes to financial statements

HARDCORE DISCOVERIES LTD.
(formerly Makara Mining Corp.)
STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
For the years ended December 31, 2023 and 2022
(Expressed in Canadian Dollars)

	2023	2022
Expenses		
Advertising and promotion	$ -	$ 85,000
Consulting fees (Note 7)	185,846	432,042
Depreciation	296	1,664
Filing fees	10,380	26,302
Exploration costs (Notes 5 and 7)	20,440	80,663
Impairment of exploration and evaluation assets (Note 5)	167,317	690,709
Office and general	2,514	27,979
Professional fees	68,109	189,647
Share-based payments (reversal) (Notes 6 and 7)	(70,710)	168,970
Shareholder information	-	18,050
Transfer agent	8,144	17,342
	(392,336)	(1,738,368)
Other items		
Gain on debt settlements (Notes 6 and 7)	158,634	16,416
Termination fee (Note 5)	(725,000)	-
Write-off of accounts payable	-	100,415
Write-off of equipment	(3,254)	-
Write-off of deposit	(3,545)	-
	(573,165)	116,831
Net loss and comprehensive loss for the year	$ (965,501)	$ (1,621,537)
Basic and diluted loss per share	$ (0.18)	$ (0.36)
Weighted average number of common shares outstanding	5,342,444	4,531,687

See accompanying notes to financial statements

HARDCORE DISCOVERIES LTD.
(formerly Makara Mining Corp.)
STATEMENTS OF CHANGES IN SHAREHOLDERS' DEFICIT
For the years ended December 31, 2023 and 2022
(Expressed in Canadian Dollars)

	Number of Shares	Share Capital	Contributed Surplus	Deficit	Total Shareholders' Deficit
Balance, December 31, 2021	3,854,217	$ 7,080,575	$ 420,844	$ (7,071,774)	$ 429,645
Shares issuances					
Private placement	351,821	158,320	105,546	-	263,866
Shares issued pursuant to option agreements	135,000	94,500	-	-	94,500
Shares issued under restricted share unit plan	96,000	48,000	(48,000)	-	-
Shares issued for debt settlement	481,635	265,098	-	-	265,098
Share issue cost	-	(30,142)	-	-	(30,142)
Share-based payments stock options	-	-	120,970	-	120,970
Share-based payments restricted share unit plan	-	-	48,000	-	48,000
Net loss for the year	-	-	-	(1,621,537)	(1,621,537)
Balance, December 31, 2022	4,918,673	7,616,351	647,360	(8,693,311)	(429,600)
Shares issued pursuant to option agreements	25,000	6,250	-	-	6,250
Shares issued for debt settlements	1,087,450	150,118	-	-	150,118
Share-based payments stock options (reversal)	-	-	(70,710)	-	(70,710)
Net loss for the year	-	-	-	(965,501)	(965,501)
Balance, December 31, 2023	6,031,123	$ 7,772,719	$ 576,650	$ (9,658,812)	$ (1,309,443)

See accompanying notes to financial statements

HARDCORE DISCOVERIES LTD.
(formerly Makara Mining Corp.)
STATEMENTS OF CASH FLOWS
For the years ended December 31, 2023 and 2022
(Expressed in Canadian Dollars)

		2023		**2022**
Operating Activities				
Net loss for the year	$	(965,501)	$	(1,621,537)
Items not affecting cash:				
Depreciation		296		1,664
Impairment of exploration and evaluation assets		167,317		690,709
Share-based payments (reversal)		(70,710)		168,970
Gain on debt settlements		(158,634)		(16,416)
Termination fee		725,000		-
Write-off of accounts payable		-		(100,415)
Write-off of equipment		3,254		-
Write-off of deposit		3,545		-
Changes in non-cash working capital items related to operations:				
Amount receivable		815		22,063
Prepaid expenses		4,457		37,374
Accounts payable and accrued liabilities		246,905		516,100
Cash used in operating activities		(43,256)		(301,488)
Investing Activity				
Mineral property acquisitions		-		(69,567)
Cash used in investing activity		-		(69,567)
Financing Activities				
Due to related parties		13,487		144,705
Note payable		15,000		-
Shares issued for cash		-		263,866
Share issue costs		-		(30,142)
Cash provided by financing activities		28,487		378,429
Change in cash during the year		(14,769)		7,374
Cash beginning of year		21,027		13,653
Cash end of the year	$	6,258	$	21,027
Supplemental Disclosure of Cash Flow Information:				
Cash paid during the year:				
Interest	$	-	$	-
Income taxes	$	-	$	-
Non-cash financing and investing transactions				
Shares issued for debt settlement	$	150,118	$	265,098
Shares issued for exploration and evaluation assets	$	6,250	$	94,500

See accompanying notes to financial statements

1. CORPORATE INFORMATION

Hardcore Discoveries Ltd. (formerly Makara Mining Corp.) (the "Company") is a mineral property exploration company whose common shares trade on the Canadian Securities Exchange ("CSE"). On April 28, 2020, the Company received a receipt from the British Columbia Securities Commission for its long-form prospectus dated April 27, 2020 and commenced trading on the CSE on May 4, 2020 under the trading symbol "MAKA". On December 5, 2023, the Company changed the name to "Hardcore Discoveries Ltd." The Company commenced trading on CSE under the new trading symbol "HARD" on December 7, 2023.

On November 23, 2023, the Company completed a share consolidation on the basis of one-post consolidation common share for every ten pre-consolidation common shares (the "Share Consolidation"). All share and per share amounts including the exercise price of the outstanding stock options, warrants and RSUs and the number of options, warrants and RSUs were proportionately adjusted upon the Share Consolidation. All historical information presented in the financial statements have been adjusted to reflect the Share Consolidation.

The Company was incorporated on September 17, 2019 in British Columbia. The head office of the Company is located at 409 Granville Street, Suite 1000, Vancouver, British Columbia, Canada, V6C 1T2 and its registered and records office is located at 1500 – 1055 West Georgia Street, Vancouver, British Columbia, Canada, V6E 4N7.

2. BASIS OF PREPARATION

(a) Statement of Compliance

These financial statements have been prepared in accordance with IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

These financial statements were reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on April 24, 2024.

(b) Basis of Measurement

The financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair value, as explained in the accounting policies set out in Note 3. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

(c) Going Concern

These financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. Different bases of measurement may be appropriate if the Company was not expected to continue operations for the foreseeable future. At December 31, 2023, the Company has not achieved profitable operations, has accumulated losses of $9,658,812 (2022 - $8,693,311) since inception and expects to incur further losses in the development of its business.

2. BASIS OF PREPARATION – (cont'd)

(c) Going Concern – (cont'd)

The Company's business may be affected by changes in political and market conditions, such as interest rates, availability of credit, inflation rates, changes in laws, and national and international circumstances. Recent geopolitical events, including, relations between NATO and Russian Federation regarding the situation in Ukraine, the escalation of war between Hamas and Israel in Gaza and potential economic global challenges such as the risk of the higher inflation and energy crisis, may create further uncertainty and risk with respect to the prospects of the Company's business.

The above material uncertainties cast significant doubt about the Company's ability to continue as a going concern. The Company's continuation as a going concern is dependent upon successful results from its exploration and evaluation activities, its ability to attain profitable operations to generate funds and/or its ability to raise equity capital or borrowings sufficient to meet its current and future obligations. Although the Company has been successful in the past in raising funds to continue operations, there is no assurance it will be able to do so in the future.

3. MATERIAL ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently in the financial statements, unless otherwise indicated.

Exploration and Evaluation Assets

Exploration and evaluation rights to explore

The Company capitalizes direct mineral property acquisition costs and those expenditures incurred following the determination that the property has economically recoverable reserves. Mineral property acquisition costs include cash consideration, option payment under an earn-in arrangement and the fair value of common shares issued for mineral property interests, pursuant to the terms of the relevant agreement. Once the technical feasibility and commercial viability of extracting the mineral resources has been determined, the property is considered to be a mine under development and development costs are capitalized to "mines under construction" on the statement of financial position. These costs are amortized over the estimated life of the property following commencement of commercial production, or written off if the property is sold, allowed to lapse or abandoned, or when impairment in value has been determined to have occurred. A mineral property is reviewed for impairment whenever events or changes in circumstances indicate that its carrying amount may not be recoverable.

Exploration and evaluation expenditures

Exploration and evaluation ("E & E") expenditures are charged to operations in the year incurred until such time as it has been determined that a property has economically recoverable resources, in which case subsequent exploration costs and the costs incurred to develop a property are capitalized into property, plant and equipment.

3. MATERIAL ACCOUNTING POLICIES – (cont'd)

Impairment of Assets

The Company's assets are reviewed for an indication of impairment at each statement of financial position date. If indication of impairment exists, the asset's recoverable amount is estimated.

An impairment loss is recognized when the carrying amount of an asset, or its cash-generating unit, exceeds its recoverable amount. A cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. Impairment losses are recognized in the profit or loss for the period. Impairment losses recognized in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to cash-generating units and then to reduce the carrying amount of the other assets in the unit on a pro-rata basis.

The recoverable amount is the greater of the asset's fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is reversed if there is an indication that there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

Financial Instruments

Financial Assets

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss ("FVTPL"), the transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss. Financial assets are considered in the entirety when determining whether their cash flows are solely payment of principal and interest.

Subsequent measurement of financial assets depends on their classification. The classification depends on the Company's business model for managing the financial assets and contractual terms of the cash flows. This is the measurement categories under which the Company classifies its financial assets:

- Amortized cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measures at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost is recognized in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

3. MATERIAL ACCOUNTING POLICIES – (cont'd)

Financial Instruments – (cont'd)

The Company's cash is measured at amortized cost.

Financial Liabilities

The Company classifies its financial liabilities at amortized cost.

They are initially measured at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these liabilities are measured at amortized cost using the effective interest rate method. The Company classifies its accounts payable and accrued liabilities, due to related parties, termination liability and note payable as financial liabilities held at amortized cost.

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 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 and evaluation assets. 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 recorded when a present legal or constructive obligation exists as a result of past events where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made.

Income Taxes

Income tax comprises current and deferred tax. Income tax is recognized in profit and loss except to the extent that it relates to items recognized directly in equity or other comprehensive income (loss), in which case the income tax is also recognized directly in equity or other comprehensive income (loss).

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted, or substantively enacted, at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Current tax assets and current tax liabilities are only offset if a legally enforceable right exists to set off the amounts, and the Company intends to settle on a net basis, or to realize the asset and settle the liability simultaneously.

3. MATERIAL ACCOUNTING POLICIES – (cont'd)

Income Taxes – (cont'd)

Deferred tax is recognized in respect of all qualifying temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the statement of financial position date and are expected to apply when the deferred tax asset or liability is settled. Deferred tax assets are recognized to the extent that it is probable that the assets can be recovered.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Deferred income tax assets and liabilities are presented as non-current.

Share Capital

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component. The fair value of the common shares issued in the private placements was determined to be the more easily measurable component and were valued at their fair value, as determined by the closing quoted bid price on the date of issuance. The balance, if any, was allocated to the attached warrants. Any fair value attributed to the warrants is recorded to contributed surplus.

Share-based Payments

Equity-settled share-based payments for directors, officers and employees are measured at fair value at the date of grant using the Black-Scholes valuation model and recorded as compensation expense in profit or loss, with a corresponding increase to contributed surplus. The fair value determined at the grant date of the equity-settled share based payments is expensed on a graded vesting basis over the vesting period based on the Company's estimate of stock options that will eventually vest. Any consideration paid by directors, officers, employees and consultants on exercise of equity-settled share-based payments, along with the amounts reflected in contributed surplus, is credited to share capital. Shares are issued from treasury upon the exercise of the equity-settled share based instruments.

Compensation expense on stock options granted to non-employees is measured at the earlier of the completion of performance and the date the options are vested using the fair value method and is recorded as an expense in the same period as if the Company had paid cash for the goods or services received. 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 the use of the Black-Scholes valuation model. The expected life used in the model is adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

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.

All equity-settled share-based payments are reflected in contributed surplus until exercised. Upon exercise, shares are issued from treasury and the amount reflected in contributed surplus is credited to share capital, adjusted for any consideration paid. Amounts reflected in contributed surplus for stock options which expire unexercised remain in contributed surplus.

3. MATERIAL ACCOUNTING POLICIES – (cont'd)

Share-based Payments – (cont'd)

Where a grant of options is cancelled and settled during the vesting period, excluding forfeitures when vesting conditions are not satisfied, the Company immediately accounts for the cancellation as an acceleration of vesting and recognizes the amount that otherwise would have been recognized for services received over the remainder of the vesting period. Any payment made to the employee on the cancellation is accounted for as the repurchase of an equity interest except to the extent the payment exceeds the fair value of the equity instrument granted, measured at the repurchase date. Any such excess is recognized as an expense.

For restricted share units ("RSU"), the fair value of the grant is determined by multiplying the Company's share price at grant date by the number of RSU granted and recorded as share-based payments in profit or loss. As the RSU are exchangeable into common shares of the Company, a corresponding credit is recorded to contributed surplus. The resulting fair value of the RSU is adjusted for an estimated forfeiture rate which is determined based on historical data and is recognized over the vesting period. Actual number of RSU that will eventually vest is likely to be different from estimation. Upon settlement of the RSU through the issuance of shares, the amount reflected in contributed surplus is credited to share capital.

Accounting standards and amendments

The following new standards and amendments are not yet effective and have not been applied in preparing these financial statements. The Company does not expect the adoption of this standard to have a significant impact on the financial statements.

Classification of Liabilities as Current or Non-current (Amendments to IAS 1)

The amendments to IAS 1 provide a more general approach to the classification of liabilities based on the contractual arrangements in place at the reporting date. These amendments are effective for reporting periods beginning on or after January 1, 2024 and are not expected to have a material impact on the Company.

The following new standard was adopted during the year:

Disclosure of accounting policies (Amendments to International Accounting Standard ("IAS") 1 Presentation of Financial Statements and IFRS Practice Statement 2 Making Materiality Judgments)

As part of the new amendments, the Company adopted Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2) from January 1, 2023. Although the amendments did not result in any changes to the accounting policies themselves, they impacted the accounting policy information disclosed in the consolidated financial statements. The amendments require the disclosure of 'material', rather than 'significant', accounting policies. The amendments also provide guidance on the application of materiality to disclosure of accounting policies, assisting entities to provide useful, entity-specific accounting policy information that users need to understand other information in the financial statements. Management reviewed the accounting policies and made updates to the information disclosed in certain instances in line with the amendments.

(Expressed in Canadian Dollars)

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

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 net loss in the year of the change, if the change affects that year only, or in the year of the change and future years, if the change affects both.

Critical judgments in applying accounting policies

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 the financial statements within the next financial year are discussed below.

Going Concern

The assessment of the Company's ability to continue as a going concern requires significant judgment. See Note 2(c).

5. EXPLORATION AND EVALUATION ASSETS AND EXPENDITURES

	Rude Creek Property	Win Property	Idaho Property	Total
Deferred costs				
Balance, December 31, 2021	$ 578,209	$ 36,000	$ 73,500	$ 687,709
Cash payment	25,000	-	20,000	45,000
Shares issued	87,500	-	7,000	94,500
Staking cost	-	24,567	-	24,567
Impairment	(690,709)	-	-	(690,709)
Balance, December 31, 2022	-	60,567	100,500	161,067
Shares issued	-	-	6,250	6,250
Impairment	-	(60,567)	(106,750)	(167,317)
Balance, December 31, 2023	$ -	$ -	$ -	$ -

(Expressed in Canadian Dollars)

5. EXPLORATION AND EVALUATION ASSETS AND EXPENDITURES – (cont'd)

Summary of exploration expenditures for the years ended December 31, 2023 and 2022:

	December 31, 2023	December 31, 2022
Rude Creek and Win Properties		
Exploration expenditures		
Field and miscellaneous	$ 16,240	$ 42,000
Geological	-	7,553
Maintenance payments	-	19,110
Soil Assays	-	12,000
	16,240	80,663
Idaho Property		
Exploration expenditure		
Claim Maintenance	4,200	-
	4,200	-
Total	$ 20,440	$ 80,663

Rude Creek Property

By a mineral property option agreement dated May 11, 2020, the Company may acquire up to a 70% interest in the Rude Creek Property. This property consists of 204 mineral claims covering 4,157 hectares in the Whitehorse Mining District in the Yukon Territory. As consideration, the Company will pay cash of $125,000, issue 375,000 (3,750,000 pre-consolidated) common shares of the Company and fund aggregate expenditures of $3,175,000 as follows:

a) Cash payment of $50,000 on the effective date (paid);
b) Complete a going public transaction and fund expenditures on the property of at least $175,000 (incurred) on or before September 30, 2020;
c) Cash payment of $25,000 (paid) and issue 100,000 (1,000,000 pre-consolidated) common shares (issued) on or before March 1, 2021;
d) Fund expenditures on the property of at least $500,000 on or before September 30, 2021 (incurred);
e) Cash payment of $25,000 (paid) and issue 125,000 (1,250,000 pre-consolidated) common shares on or before March 1, 2022; (issued)
f) Fund expenditures on the property of at least $1,000,000 on or before September 30, 2022;
g) Cash payment of $25,000 and issue 150,000 (1,500,000 pre-consolidated) common shares on or before March 1, 2023; and
h) Fund expenditures on the property of $1,500,000 on or before September 30, 2023.

Should the Company acquire 70% of the property, the optionor will retain a 3% net smelter returns royalty, 1% of which may be purchased by the Company for $2,000,000.

During the year ended December 31, 2022, the Company terminated the existing agreement with the Rude Creek Property and recorded an impairment charge of $690,709.

5. EXPLORATION AND EVALUATION ASSETS AND EXPENDITURES – (cont'd)

Win Property

On September 21, 2020, the Company staked 127 claims (Win Claims) which is contiguous with the southern boundary to the Rude Creek Property for a total of $36,000. On September 30, 2021, the Company staked an additional 13 claims for a total of $1,950. During the year ended December 31, 2022, the Company staked additional claims for a total of $24,567.

During the year ended December 31, 2023, the Company recorded an impairment charge of $60,567 as the mineral claims expired.

Idaho Property

By a property option agreement dated August 19, 2020 and as amended on October 13, 2021 and March 21, 2023, the Company may earn a 100% interest in the Idaho property. The property consists of 58 mineral tenures located in the Whitehorse Mining District in the Yukon Territory. As consideration, the Company will pay of $150,000, issue 75,000 (750,000 pre-consolidated) common shares of the Company and incur aggregate expenditures of $2,000,000 as follows:

a) Cash payment of $5,000 (paid) and issuance of 2,500 (25,000 pre-consolidated) common shares (issued) of the Company upon execution of this agreement;
b) Incur $50,000 in exploration expenditures on or before December 1, 2020 (incurred);
c) Cash payment of $10,000 (paid) and issuance of 5,000 (50,000 pre-consolidated) common shares of the Company (issued) on or before May 1, 2021;
d) Incur an additional $25,000 in exploration expenditures on or before December 1, 2021 (incurred);
e) Cash payment of $20,000 (paid) and issuance of 10,000 (100,000 pre-consolidated) common shares of the Company on or before May 1, 2022 (issued);
f) Issuance of 25,000 (250,000 pre-consolidated) common shares of the Company on or before May 1, 2023 (issued);
g) Cash payment of $40,000 on or before August 31, 2023;
h) Incur an additional $725,000 in exploration expenditures on or before December 1, 2023;
i) Cash payment of $75,000 and issuance of 32,500 (325,000 pre-consolidated) common shares of the Company on or before May 1, 2024; and
j) Incur an additional $1,200,000 in exploration expenditures on or before December 1, 2024.

Should the Company acquire 100% of the property, the optionor will retain a 2% net smelter returns royalty, 1% of which may be purchased by the Company for $1,000,000.

The Company has agreed that if it does not incur the $725,000 in exploration expenditures on or before December 1, 2023, the Company will pay the optionor the difference (the "Obligation") on or before December 15, 2023.

In August 2023, the Company gave notice to the optionor to terminate the agreement and recorded an impairment charge of $106,750.

On September 28, 2023, the Company entered into an agreement to settle the Obligation with the Optionor as follows: (i) make a cash payment of $4,200 to keep certain of the mineral claims in good standing, (ii) issue 600,000 (6,000,000 pre-consolidated) common shares which are subject to resale restrictions of 150,000 (1,500,000 pre-consolidated) common shares (25%) that may be sold after the four month hold period and an additional 25% may be sold every four months thereafter with the last 25% 16 months from the date of issuance; and (iii) issue to the optionor additional common shares of the Company equal to 9.9% of any common shares

5. EXPLORATION AND EVALUATION ASSETS AND EXPENDITURES – (cont'd)

Idaho Property – (cont'd)

the Company issues for non-cash consideration within a period of twelve months from October 12, 2023 (the "Contingent Shares"). During the year ended December 31, 2023, the Company recognized the Obligation as a termination fee. The Company estimated the fair value of the 600,000 (6,000,000 pre-consolidated) common shares to be issued to the optionor at $77,000 based on the trading price of the shares on the date of issuance of $0.30 ($0.03 pre-consolidated) per share (October 19, 2023), discounted by the put option, calculated using the Black-Scholes option-pricing valuation model with the following assumptions – Share price on date of grant of $0.30 ($0.03 pre-consolidated), Risk-free interest rate of 4.77%, Dividend yield of 0%, forfeiture rate of 0% and Expected volatility of 254% to 312%, for the length of the hold period. Accordingly, there is a remaining termination liability of $648,000. The Company determined that the Contingent Shares did not meet the criteria for equity under IAS 32 Financial Instruments: presentation, and were recognized as a non-derivative liability.

6. SHARE CAPITAL

(a) Authorized

Unlimited common shares with no par value.

(b) Issued

During the year ended December 31, 2023:

On May 2, 2023, pursuant to the terms of the property option agreement, the Company issued 25,000 (250,000 pre-consolidated) common shares fair valued at $6,250.

On May 30, 2023, the Company issued 487,450 (4,874,504 pre-consolidated) common shares to settle $231,752 in debts with former directors, officers, and a consultant of the Company, resulting in a gain on debt settlements of $158,634.

On October 19, 2023, pursuant to the Idaho property obligation settlement agreement, the Company issued 600,000 (6,000,000 pre-consolidated) common shares fair valued at $77,000.

During the year ended December 31, 2022:

On January 25, 2022, pursuant to the terms of two property option agreements, the Company issued an aggregate of 135,000 (1,350,000 pre-consolidated) common shares fair valued at $94,500.

On January 31, 2022, the Company issued 135,657 (1,356,562 pre-consolidated) common shares to settle $108,524 in debts with former directors and officers of the Company, resulting in a gain on debt settlement of $6,783.

On May 18, 2022, the Company issued 166,428 (1,664,286 pre-consolidated) common shares to settle $83,215 in debts with former directors and consultants of the Company, resulting in a loss on debt settlement of $8,322.

On May 31, 2022, the Company completed a private placement of 351,821 (3,518,207 pre-consolidated) units at a price of $0.75 ($0.075 pre-consolidated) per unit for total proceeds of $263,866. Each unit consists of one common share and one share purchase warrant entitling the holder to purchase one common share at a price of $0.90 ($0.09 pre-consolidated) per share expiring on May 31, 2024. The Company recorded $30,142 in share issue cost. A fair value of $105,546 was allocated to the 351,821 (3,518,207 pre-consolidated) share purchase warrants.

(Expressed in Canadian Dollars)

6. SHARE CAPITAL – (cont'd)

(b) Issued – (cont'd)

During the year ended December 31, 2022: – (cont'd)

On July 29, 2022, the Company issued 179,550 (1,795,500 pre-consolidated) common shares to settle $89,775 in debts with former directors and consultants of the Company, resulting in a gain on debt settlement of $17,955.

During the year ended December 31, 2022, pursuant to the Restricted Share Unit Plan, the Company granted an aggregate of 96,000 (960,000 pre-consolidated) RSUs fair valued at $48,000. This amount is recorded in share-based payments. The RSUs were settled in the same year by the issuance of 96,000 (960,000 pre-consolidated) common shares.

(c) Share Purchase Warrants

The changes in share purchase warrants were as follows:

	December 31, 2023	Weighted Average Exercise Price	December 31, 2022	Weighted Average Exercise Price
Balance, beginning of year	537,421	$2.32	191,300	$4.91
Issued	-	-	351,821	0.90
Expired	(185,600)	5.00	(5,700)	2.00
Balance, end of year	351,821	$0.90	537,421	$2.32

As at December 31, 2023, the Company had 351,821 share purchase warrants outstanding as follows:

Number of Warrants	Exercise Price	Expiry Date	Weighted Average Remaining Life
351,821	$0.90	May 31, 2024	0.42 years

(d) Stock Options

The Company adopted a stock option plan under which it is authorized to grant options and restricted share units to officers, directors, employees and consultants enabling them to acquire up to 10% of the issued and outstanding common stock of the Company. The options can be granted for a maximum of ten years and vest as determined by the Board of Directors. The exercise price of each option granted may not be less than the fair market value of the common shares.

There were no stock options granted during the year ended December 31, 2023.

6. SHARE CAPITAL – (cont'd)

(d) Stock Options – (cont'd)

On April 22, 2022, the Company granted 36,000 (360,000 pre-consolidated) stock options to directors of the Company. The stock options entitle the holder thereof the right to purchase one common share for each option at $0.50 ($0.05 pre-consolidated) per share expiring on April 20, 2024. The stock option vest at 50% on August 22, 2022 and 50% on April 22, 2023. The fair value of the stock option of $9,577 was determined using the Black -Scholes option valuation model with the following assumptions – Share price on date of grant of $0.50 ($0.05 pre-consolidated), Risk-free interest rate of 2.50%, Dividend yield of 0%, Expected life of 2 years; forfeiture rate of 0% and Expected volatility of 100%. Since the Company does not have enough history of trading prices, the Company utilized annualized volatility of comparable start-up companies. During the year ended December 31, 2023, the Company recorded $1,470 (2022 - $8,108) in share-based payments.

On April 22, 2022, the Company granted 96,000 (960,000 pre-consolidated) stock options to directors and officers of the Company. The stock options entitle the holder thereof the right to purchase one common share for each option at $0.50 ($0.05 pre-consolidated) per share expiring on April 20, 2025. The stock option vest at 50% on May 1, 2022 and 50% on July 22, 2022. The fair value of the stock option of $30,125 was determined using the Black -Scholes option valuation model with the following assumptions – Share price on date of grant of $0.50 ($0.05 pre-consolidated), Risk-free interest rate of 2.50%, Dividend yield of 0%, Expected life of 3 years; forfeiture rate of 0% and Expected volatility of 100%. Since the Company does not have enough history of trading prices, the Company utilized annualized volatility of comparable start-up companies. During the year ended December 31, 2023, the Company recorded $Nil (2022 - $30,126) in share-based payments.

On March 17, 2021, the Company granted 48,750 (487,500 pre-consolidated) stock options to directors and officers of the Company and consultants. The stock options entitle the holders thereof the right to purchase one common share for each option at $3.80 ($0.38 pre-consolidated) per share expiring on March 16, 2025. During the year ended December 31, 2023, the Company recorded $Nil (2022 - $13,196) in share-based payments.

On October 27, 2020, the Company granted 51,000 (510,000 pre-consolidated) stock options to directors and officers of the Company. The stock options entitle the holders thereof the right to purchase one common share for each option at $9.30 ($0.93 pre-consolidated) per share expiring on October 27, 2025. During the year ended December 31, 2023, the Company recorded a reversal of stock-based payments of $72,180 relating to the forfeiture of stock options (2022 share-based payment expense – $69,540).

(Expressed in Canadian Dollars)

6. SHARE CAPITAL – (cont'd)

(d) Stock Options – (cont'd)

The changes in stock options were as follows:

	December 31, 2023	Weighted Average Exercise Price	December 31, 2022	Weighted Average Exercise Price
Balance, beginning of year	261,750	$2.91	129,750	$5.36
Granted	-	-	132,000	0.50
Forfeited	(252,250)	2.88	-	-
Balance, end of year	9,500	$3.80	261,750	$2.91

As at December 31, 2023, the Company had 9,500 stock options outstanding as follows:

Number of Stock Options	Exercisable	Exercise Price	Expiry Date	Weighted Average Remaining Life
9,500	9,500	$3.80	March 16, 2025	1.21 years

(e) Escrow Shares

Pursuant to the subscription agreements to which such shares were issued by the Company, the 100,000 (1,000,000 pre-consolidated) common shares issued on October 4, 2019 will be held in escrow for two years from the date the Company's shares commence trading on the CSE. In addition, pursuant to an escrow agreement entered into between the Company and the holders of such shares, such shares are placed into escrow to be released as to 10% on the Listing Date with the remaining 90% to be released in equal tranches at six-month intervals over the 36 months following the Listing Date. As at December 31, 2023, Nil (December 31, 2022 – 15,000 (150,000 pre-consolidated)) common shares were held in escrow.

(Expressed in Canadian Dollars)

6. SHARE CAPITAL – (cont'd)

(f) Commitment

RSUs activities were as follows:

On April 22, 2022, the Company agreed to grant 96,000 (960,000 pre-consolidated) RSU to directors and officers of the Company and to a consultant. The granted RSU shall vest at 50% immediately, and 50% will vest in 3 months. During the year ended December 31, 2022, the Company recognized $48,000 as share-based payments and as the Company intends to settle the RSU through equity settlement, recorded a corresponding credit to contributed surplus. During the year ended December 31, 2022, the Company issued 96,000 (960,000 pre-consolidated) common shares to settle the RSUs and transferred $48,000 from contributed surplus of which $41,500 are related to shares issued to directors and officers of the Company. There are no RSUs outstanding as at December 2023 and 2022.

7. RELATED PARTY TRANSACTIONS AND BALANCES

The following expenses were incurred with key management personnel of the Company. Key management personnel are persons responsible for planning, directing and controlling the activities of an entity, and include certain directors and officers. Key management compensation comprises:

	2023	2022
Consulting fees (reversal)		
Enermetal Ventures Inc., controlled by Patrick Morris, CEO and Director	$ 30,000	$ -
Harmony Consolidated Services Ltd., company providing CFO services	17,500	-
Andrew H. von Kursell, Former Director	-	36,000
Grant Hendrickson, Former Director	35,000	90,000
Hugh Maddin, Former Director	36,000	44,000
Jatinder Dhaliwal, Former Director	-	3,000
Spiral Investments Group, controlled by Gurcharn Singh Deol, Former Director	-	18,000
Uranbileg Yondon, Former Director	(8,450)	12,000
	110,050	203,000
General exploration costs		
Uranbileg Yondon, Former Director	16,240	42,000
	16,240	42,000

(Expressed in Canadian Dollars)

7. RELATED PARTY TRANSACTIONS AND BALANCES – (cont'd)

Share-based payments (reversal)		
Andrew H. von Kursell, Former Director	-	37,000
Grant Hendrickson, Former Director	-	45,788
Hugh Maddin, Former Director	(19,995)	31,493
Uranbileg Yondon, Former Director	-	10,579
Jatinder Dhaliwal, Former Director	-	4,054
Gurcharn Singh Deol, Former Director	-	4,054
	(19,995)	132,968
	$ 106,295	$ 377,968

Included in accounts payable and accrued liabilities at December 31, 2023 is $132,325 (2022 – $91,045) owed to a company controlled by the CEO, to a company for providing CFO services and the former directors of the Company for unpaid consulting fees and expense reimbursements. These amounts are non-interest bearing, unsecured and payable on demand.

On May 30, 2023, the Company issued 353,386 (3,533,864 pre-consolidated) common shares to settle $176,693 in debts with former directors and officers of the Company of which $7,452 was recorded in due to related parties and the balance was recorded in accounts payable, resulting in a gain on debt settlements of $111,712.

<u>Due to related parties</u>

As at December 31, 2023, due to related parties included $149,813 (2022 - $147,205) owing to a former director of the Company for advances on working capital. This amount is non-interest bearing, unsecured and payable on demand.

As at December 31, 2023, due to related parties included $3,227 (2022 - $Nil) due to Earthwise Minerals Corp., a company having common directors and officers. These amounts are non-interest bearing, unsecured and payable on demand. Subsequent to December 31, 2023, this amount has been repaid.

As at December 31, 2023, due to related parties included $200 (2022 - $Nil) due to the CEO in unpaid expense reimbursement. These amounts are non-interest bearing, unsecured and payable on demand.

8. NOTE PAYABLE

On December 1, 2023, the Company issued a promissory note for proceeds of $15,000 to Amalfi Corporate Services Ltd. The promissory note is unsecured, non-interest bearing and is due on or before April 1, 2024. Subsequent to December 31, 2023 the Company renegotiated the due date of the note to September 1, 2024.

9. CAPITAL MANAGEMENT

The Company's objectives when managing capital are to identify, pursue and complete the exploration and development of resource properties, to maintain financial strength, to protect its ability to meet its on-going liabilities, to continue as a going concern, to maintain credit worthiness and to maximize returns for shareholders over the long term. The Company does not have any externally imposed capital requirements to which it is subject to. Capital of the Company comprises of cash and shareholders' equity (deficit).

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares. The Company's investment policy is to invest its cash in financial instruments in high credit quality financial institutions with terms to maturity selected with regards to the expected timing of expenditures from continuing operations.

There were no changes to the Company's approach to capital management during the year ended December 31, 2023.

10. FINANCIAL INSTRUMENTS AND RISKS

The Company is exposed through its operations to the following financial risks:

- Liquidity risk
- Market risk
- Credit risk

In common with all other businesses, the Company is exposed to risks that arise from its use of financial instruments. This note describes the Company's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements.

There have been no substantive changes in the Company's exposure to financial instrument risks, its objectives, polices and processes for managing those risks or the methods used to measure them unless otherwise stated in the note.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The key to success in managing liquidity is the degree of certainty in the cash flow projections.

The Company monitors its cash flows to meet the Company's normal operating requirements on an ongoing basis and its planned capital expenditures. All of the Company's financial liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms. As at December 31, 2023, the Company had a working capital deficiency of $1,309,443 (2022 – $594,217). The Company plans to raise financing from private placements to meet its current and future obligations.

10. FINANCIAL INSTRUMENTS AND RISKS – (cont'd)

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, investment fluctuations, and commodity and equity prices.

Interest rate risk

The Company is not exposed to significant interest rate risk.

Price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company's ability to raise capital to fund mineral resource exploration is subject to risks associated with fluctuations in mineral resource prices. The Company closely monitors commodity prices of gold and other precious and base metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

Credit Risk

Financial instruments that potentially expose the Company to credit risk is cash. To minimize the credit risk on cash the Company places the instrument with a high credit quality financial institution. The maximum exposure to loss arising from these advances is equal to their total carrying amounts.

Fair Values

The Company's financial instruments include cash, accounts payable and accrued liabilities, due to related parties, termination liability and note payable. The carrying amounts of these financial instruments are a reasonable estimate of their fair values because of their current nature.

Fair Value Hierarchy

The Company classifies its fair value measurements in accordance with the three-level fair value hierarchy as follows:

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

(Expressed in Canadian Dollars)

11. INCOME TAXES

The difference between tax expense for the period and the expected income taxes based on the statutory tax rates arises as follows:

	December 31, 2023	December 31, 2022
Loss before tax	$ (965,501)	$ (1,621,537)
Income tax recovery at local statutory rates – 27%	$ (260,700)	$ (437,800)
Permanent differences	19,100	35,300
Change in unrecognized tax benefits not recognized	279,800	402,500
	$ -	$ -

The nature of the deductible temporary differences unused tax credits and unused tax losses giving rise to unrecognized deferred tax assets are summarized as follows:

	Expiry	December 31, 2023	Expiry	December 31, 2022
Non-capital losses	2039-2043	$ 6,555,003	2039-2042	$ 5,697,100
Undeducted finance cost	2024-2026	25,100	2023-2026	38,100
Resource properties and others	Indefinite	2,400,000	Indefinite	2,212,300

The following Management's Discussion and Analysis ("MD&A") is prepared as at April 24, 2024 in accordance with National Instrument 51-102F1, and should be read together with the audited financial statements for the year ended December 31, 2023, and related notes, which are prepared in accordance with IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board. Additional information regarding the Company will be available through the SEDAR+ website at www.sedarplus.ca.

Certain information included in this MD&A may constitute forward-looking statements. Statements in this report that are not historical facts are forward-looking statements involving known and unknown risks and uncertainties, which could cause actual results to vary considerably from these statements. Readers are cautioned not to put undue reliance on forward-looking statements.

Forward-looking statements are statements about the future and are inherently uncertain, and actual achievements of the Company may differ materially from those reflected in forward-looking statements due to a variety of risks, uncertainties and other factors. The Company's forward-looking statements are based on the beliefs, expectations and opinions of management on the date the statements are made, and the Company does not assume any obligation to update forward-looking statements if circumstances or management's beliefs, expectations or opinions should change except as required by law. For the reasons set forth above, investors should not place undue reliance on forward-looking statements. Important factors that could cause actual results to differ materially from the Company's expectations include uncertainties involved in disputes and litigation, the assumption that the Company will become fully compliant with regulatory filing and continued listing requirements, in addition uncertainty as to timely availability of permits and other government approvals and other risks and uncertainties disclosed in other information released by the Company from time to time and filed with the appropriate regulatory agencies.

It is the Company's policies that all forward-looking statements are based on the Company's beliefs and assumptions which are based on information available at the time these assumptions are made. The forward-looking statements contained herein are as of the date of the MD&A and are subject to change after this date, and the Company assumes no obligation to publicly update or revise the statements to reflect new events or circumstances, except as may be required pursuant to applicable laws. Although management believes that the expectations represented by such forward-looking information or statements are reasonable, there is significant risk that the forward-looking information or statements may not be achieved, and the underlying assumptions thereto will not prove to be accurate.

Actual results or events could differ materially from the plans, intentions and expectations expressed or implied in any forward-looking information or statements, including the underlying assumptions thereto, as a result of numerous risks, uncertainties and other factors such as those described above and in "Risks and Uncertainties" below. The Company has no policy for updating forward looking information beyond the procedures required under applicable securities laws.

All dollar figures are stated in Canadian dollars unless otherwise indicated.

<u>The Company's Business</u>

Hardcore Discoveries Ltd. (formerly Makara Mining Corp.) (the "Company") is a mineral property exploration company whose common shares trade on the Canadian Securities Exchange ("CSE"). On April 28, 2020, the Company received a receipt from the British Columbia Securities Commission for its long-form prospectus dated April 27, 2020 and commenced trading on the CSE on May 4, 2020 under the trading symbol "MAKA". On December 5, 2023, the Company changed the name to "Hardcore Discoveries Ltd." The Company commenced trading on CSE under the new trading symbol "HARD" on December 7, 2023.

On November 23, 2023, the Company completed a share consolidation on the basis of one-post consolidation common share for every ten pre-consolidation common shares (the "Share Consolidation").

The exercise price of the outstanding stock options, warrants and RSUs and the number of options, warrants and RSUs were proportionately adjusted upon the Share Consolidation. All historical information presented in the financial statements have been adjusted to reflect the Share Consolidation.

The Company was incorporated on September 17, 2019 in British Columbia. The head office of the Company is located at 409 Granville Street, Suite 1000, Vancouver, British Columbia, Canada, V6C 1T2 and its registered and records office is located at 1500 – 1055 West Georgia Street, Vancouver, British Columbia, Canada, V6E 4N7.

Change in Management and Board of Directors

On May 31, 2023, the board of directors has appointed Patrick Morris, Mark Luchinski and Abbey Olaiya as directors of the Company. Mr. Morris will also be appointed as the Chief Executive Officer and Corporate Secretary and Jasmine Cherian will fulfill the role of Chief Financial Officer.

Mr. Morris is a seasoned entrepreneur and capital markets expert with two decades of experience successfully raising funds for microcap companies across diverse industries. His expertise spans pharmaceutical cannabis, resource exploration, blockchain technologies, finance and innovative businesses dedicated to the future of food. As CEO and Director of Eat & Beyond Global Holdings Inc., Canada's pioneering publicly traded investment issuer focused exclusively on investing in the future of food, Mr. Morris demonstrated his exceptional leadership skills and market acumen. Additionally, Mr. Morris co-created and co-produced Canada's first nationally syndicated radio show showcasing growth stock opportunities, which aired on fourteen of the top-rated news talk stations across the country, cementing his reputation as a trusted and knowledgeable authority in the investment world. Mr. Luchinski has over 20 years of capital market experience, having worked in both public and private sectors as an Officer and Director on several companies. Mr. Luchinski is a graduate from the University of Victoria. He is well versed in corporate governance, finance, compliance, and the administration of publicly traded companies.

Mr. Olaiya has gained valuable experience as an environmental, social and governance ("ESG") professional through his past roles with AngloGold Ashanti Ltd and Stadlerre Renewable Energy Ltd. He holds a MBA in Project Management and Bachelor of Business Management & Administration.

Ms. Cherian is an accounting and business administration professional who holds a bachelor's degree in business administration from the University of Calicut and an advanced diploma in accounting from BCIT.

The Company also announced the resignations of Grant Hendrickson as director, President and Chief Executive Officer, Hugh Maddin as a director and Chief Financial Officer and Uranbileg Yondon as a director effective May 31, 2023.

The new management is actively seeking new properties that align with the Company's objectives and strategic vision. Due to cash flow constraints, the Company's operations are limited at this time. The Company intends to rely upon the issuance of securities to finance its future activities.

Mineral properties

Rude Creek Gold Property

By a mineral property option agreement dated May 11, 2020, the Company may acquire up to a 70% interest in the Rude Creek Gold Property. This property consists of 204 mineral claims covering 4,157 hectares in the Whitehorse Mining District in the Yukon Territory. As consideration, the Company will pay cash of $125,000, issue 375,000 (3,750,000 pre-consolidated) common shares of the Company and fund aggregate expenditures of $3,175,000 as follows:

a) Cash payment of $50,000 on the effective date (paid);
b) Complete a going public transaction and fund expenditures on the property of at least $175,000 (incurred) on or before September 30, 2020;
c) Cash payment of $25,000 (paid) and issue 100,000 (1,000,000 pre-consolidated) common shares (issued) on or before March 1, 2021;
d) Fund expenditures on the property of at least $500,000 on or before September 30, 2021 (incurred);
e) Cash payment of $25,000 (paid) and issue 125,000 (1,250,000 pre-consolidated) common shares (issued) on or before March 1, 2022;
f) Fund expenditures on the property of at least $1,000,000 on or before September 30, 2022;
g) Cash payment of $25,000 and issue 150,000 (1,500,000 pre-consolidated) common shares on or before March 1, 2023; and
h) Fund expenditures on the property of $1,500,000 on or before September 30, 2023.

Should the Company acquire 70% of the property, the optionor will retain a 3% net smelter returns royalty, 1% of which may be purchased by the Company for $2,000,000.

The property consists of claims totaling 4,157 hectares located in west-central Yukon which lies approximately 160 km south of Dawson City and 135 km northwest of Carmacks.

The project, which comprises 204 Royal, Ann and Poker claims within the Whitehorse Mining district, is bisected by Rude Creek within the Dawson Range of the unglaciated portion of the Yukon Plateau.

Regionally the project is located within the Dawson Range gold district, 45 km southeast of Goldcorp Inc.'s Coffee orogenic type gold deposit and 80 km south southeast of the recent Vertigo discovery and 72 km southeast of the Golden Saddle deposit, both orogenic type gold systems owned by White Gold Corp.

On July 7, 2020, the Company announced that it has completed its phase one exploration program. Field crews were mobilized to the Rude Creek project area on June 19. Work included the collection of 171 soil samples (in the C-horizon) over a close-spaced grid measuring 750 metres by 250 metres (along five lines 750 metres long, spaced 50 metres apart and sampled every 25 metres along each line; plus a sixth line 750 metres long and sampled every 50 metres).

After soil sampling was completed, a ground geophysical survey consisting of induced polarization and resistivity (IP/resistivity) was conducted over the same grid. IP/resistivity is a tool commonly used in mineral exploration to detect electrical chargeability and conductivity in the subsurface.

During the year ended December 31, 2022, the Company terminated the existing agreement with the Rude Creek Property and recorded an impairment charge of $690,709.

Win Property

On September 21, 2020, the Company staked 127 claims (Win Claims) which is contiguous with the southern boundary to the Rude Creek Property for a total of $36,000. On September 30, 2021, the Company staked an additional 13 claims for a total of $1,950. During the year ended December 31, 2022, the Company staked additional claims for a total of $24,567.

During the year ended December 31, 2023, the Company recorded an impairment an impairment charge of $60,567 as the mineral claims expired.

Idaho Property

By a property option agreement dated August 19, 2020 and as amended on October 13, 2021 and March 21, 2023, the Company may earn a 100% interest in the Idaho property. The property consists of 58 mineral tenures located in the Whitehorse Mining District in the Yukon Territory. As consideration, the Company will pay of $150,000, issue 75,000 (750,000 pre-consolidated) common shares of the Company and incur aggregate expenditures of $2,000,000 as follows:

a) Cash payment of $5,000 (paid) and issuance of 2,500 (25,000 pre-consolidated) common shares (issued) of the Company upon execution of this agreement;
b) Incur $50,000 in exploration expenditures on or before December 1, 2020 (incurred);
c) Cash payment of $10,000 (paid) and issuance of 5,000 (50,000 pre-consolidated) common shares of the Company on or before May 1, 2021;
d) Incur an additional $25,000 in exploration expenditures on or before December 1, 2021 (incurred);
e) Cash payment of $20,000 (paid) and issuance of 10,000 (100,000 pre-consolidated) common shares of the Company (issued) on or before May 1, 2022;
f) Issuance of 25,000 (250,000 pre-consolidated) common shares of the Company on or before May 1, 2023 (issued);
g) Cash payment of $40,000 on or before August 31, 2023;
h) Incur an additional $725,000 in exploration expenditures on or before December 1, 2023;
i) Cash payment of $75,000 and issuance of 32,500 (325,000 pre-consolidated) common shares of the Company on or before May 1, 2024; and
j) Incur an additional $1,200,000 in exploration expenditures on or before December 1, 2024.

Should the Company acquire 100% of the property, the optionor will retain a 2% net smelter returns royalty, 1% of which may be purchased by the Company for $1,000,000.

The Company has agreed that if it does not incur the $725,000 in exploration expenditures on or before December 1, 2023, the Company will pay the optionor the difference (the "Obligation") on or before December 15, 2023.

In August 2023, the Company gave notice to the optionor to terminate the agreement and recorded an impairment charge of $106,750.

On September 28, 2023, the Company entered into an agreement to settle the Obligation with the Optionor as follows: (i) make a cash payment of $4,200 to keep certain of the mineral claims in good standing, (ii) issue 600,000 (6,000,000 pre-consolidated) common shares which are subject to resale restrictions of 150,000 (1,500,000 pre-consolidated) common shares (25%) that may be sold after the four month hold period and an additional 25% may be sold every four months thereafter with the last 25% 16 months from the date of issuance; and (iii) issue to the optionor additional common shares of the Company equal to 9.9% of any common shares the Company issues for non-cash consideration within a period of twelve months from October 12, 2023 (the "Contingent Shares").

During the year ended December 31, 2023, the Company recognized the Obligation as a termination fee. The Company estimated the fair value of the 600,000 (6,000,000 pre-consolidated) common shares to be issued to the optionor at $77,000 based on the trading price of the shares on the date of issuance of $0.30 ($0.03 pre-consolidated) per share (October 19, 2023), discounted by the put option, calculated using the Black-Scholes option-pricing valuation model with the following assumptions – Share price on date of grant of $0.30 ($0.03 pre-consolidated), Risk-free interest rate of 4.77%, Dividend yield of 0%, forfeiture rate of 0% and Expected volatility of 254% to 312%, for the length of the hold period. Accordingly, there is a remaining termination liability of $648,000. The Company determined that the Contingent Shares did not meet the criteria for equity under IAS 32 Financial Instruments: presentation, and were recognized as a non-derivative liability.

Summary of exploration expenditures for the years ended December 31, 2023 and 2022:

	December 31, 2023	**December 31, 2022**
Rude Creek and Win Properties		
Exploration expenditures		
Field and miscellaneous	$ 16,240	$ 42,000
Geological	-	7,553
Maintenance payments	-	19,110
Soil Assays	-	12,000
	16,240	80,663
Idaho Property		
Exploration expenditure		
Claim Maintenance	4,200	-
	4,200	-
Total	$ 20,440	$ 80,663

Selected Annual Financial Information

The table below sets out certain selected financial information regarding the operations of the Company for the period indicated. The selected financial information has been prepared in accordance with IFRS and should be read in conjunction with the Company's financial statements and related notes.

	For the year ended December 31, 2023	For the year ended December 31, 2022	For the year ended December 31, 2021
Revenue	$ -	$ -	$ -
Net loss and comprehensive loss	$ 965,501	$ 1,621,537	$ 1,964,373
Loss per share	$ 0.18	$ 0.36	$ 0.53
Total assets	$ 22,123	$ 210,326	$ 790,695

During the year ended December 31, 2021, the Company recorded a net loss of $1,964,373 which is mainly comprised of $304,453 in consulting fees, $247,203 in exploration expenditures, $895,191 in share-based payments and $235,503 in impairment of exploration and evaluation assets. The Company's total assets as at ended December 31, 2021 were $790,695, which mainly comprised of cash and cash equivalents of $13,653 and exploration and evaluation assets of $687,709.

During the year ended December 31, 2022, the Company recorded a net loss of $1,621,537 which is mainly comprised of $432,042 in consulting fees, $80,663 in exploration expenditures, $189,647 in professional fees, $168,970 in share-based payments, $100,415 in write off of accounts payable and $690,709 in impairment of exploration and evaluation assets. The Company's total assets as at ended December 31, 2022 were $210,326, which mainly comprised of cash of $21,027 and exploration and evaluation assets of $161,067.

During the year ended December 31, 2023, the Company recorded a net loss of $965,501 which is mainly comprised of $185,846 in consulting fees, $167,317 in impairment of exploration and evaluation assets, $158,634 in gain on debt settlement and $725,000 in termination fees for terminating the Idaho property agreement. The Company's total assets as at December 31, 2023 were $22,123, which comprised of cash of $6,258 and amount receivable of $15,865.

The Company has not declared any dividends since its incorporation and does not anticipate paying cash dividends in the foreseeable future on its common shares and intends to retain any future earnings to finance internal growth, acquisitions and development of its business. Any future determination to pay cash dividends will be at the discretion of the board of directors of the Company and will depend upon the Company's financial condition, results of operations, capital requirements and such other factors as the board of directors of deems relevant.

Selected Quarterly Financial Information

A summary of results for the eight quarter is follows:

	Dec 31, 2023 Qtr 4	Sep 30, 2023 Qtr 3	Jun 30, 2023 Qtr 2	Mar 31, 2023 Qtr 1
Revenue	$ -	$ -	$ -	$ -
Net income (loss)	$ (794,514)	$ (136,909)	$ 79,537	$ (113,615)
Comprehensive income (loss)	$ (794,514)	$ (136,909)	$ 79,537	$ (113,615)
Income (loss) per share	$ (0.13)	$ (0.03)	$ 0.02	$ (0.02)

	Dec 31, 2022 Qtr 4	Sep 30, 2022 Qtr 3	Jun 30, 2022 Qtr 2	Mar 31, 2022 Qtr 1
Revenue	$ -	$ -	$ -	$ -
Net income (loss)	$ (908,847)	$ (290,522)	$ (278,516)	$ (143,652)
Comprehensive income (loss)	$ (908,847)	$ (290,522)	$ (278,516)	$ (143,652)
Income (loss) per share	$ (0.18)	$ (0.08)	$ (0.06)	$ (0.04)

During the three months ended March 31, 2022, the Company recorded a net loss of $143,652 as compared to $655,943 the quarter ended December 31, 2021. The decrease can be attributed to year-end adjustments made in the prior quarter. During the three months ended June 30, 2022, the Company recorded a net loss of $278,516 as compared to the net loss of $143,652 from the previous quarter. The increase can be attributed to an increase in legal fees and share-based payments. During the three months ended September 30, 2022, the Company recorded a net loss of $290,522 which is consistent to the net loss of $278,516 from the previous quarter. During the three months ended December 31, 2022, the Company recorded a net loss of $908,847 as compared to $290,522 for the previous quarter. The increase can be attributed to the recording of an impairment on Rude Creek property. During the three months ended March 31, 2023, the Company recorded a net loss of $113,615 as compared to $908,847 for the previous quarter. As noted earlier, the prior quarter included the recording of an impairment on Rude Creek. During the three months ended June 30, 2023, the Company recorded a net income of $79,537 as compared to the net loss of $113,615 for the previous quarter. The income can be attributed to the recording of gain on debt settlement for $151,710. During the three months ended September 30, 2023, the Company recorded a net loss of $136,909 as compared to the net income of $79,537 for the previous quarter. The loss can be attributed to the recording of write-off exploration and evaluation asset for $106,750 and the recording of $725,000 of the termination fees for the Idaho property. During the three months ended December 31, 2023, the Company recorded a net loss of $794,514 as compared to $136,909 for the previous quarter. The increase can be attributed to the recording of year-end adjustments.

Results of Operations

During the year ended December 31, 2023:

The Company recorded a net loss of $965,501 for the year as compared to the net loss of $1,621,537 for the comparable year ended December 31, 2022. The Company recorded a termination fee of $725,000 for terminating the agreement for the Idaho property. The Company recognized a gain on debt settlement of $158,634.

Total expenses for the current year were $392,336 as compared to $1,738,368 for the comparable year, a decrease of approximately $1,346,000.

Advertising and promotion for the current year have decreased to $Nil from $85,000 for the comparable year and shareholder information have decreased to $Nil from $18,050 for the comparable year. During the year, the Company did not engage in investor relations services.

Consulting fees has decreased to $185,846 as compared to $432,042 for the comparable year. Due to cash flow constraints, the Company engaged only one new consultant for corporate advisory.

Exploration costs have decreased to $20,440 as compared to $80,663 for the comparable year. During the period, minimal work was performed on the mineral properties. During the current year, the Company recorded an impairment of exploration and evaluation asset for $167,317 for the impairment of the Idaho and Win properties.

Professional fees for the current year have decreased to $68,109 from $189,647 for the comparable year and transfer agent for the current year have decreased to $8,144 from $17,342 for the comparable year. The decreases coincide with the decrease in the number of private placements.

During the year, the Company recognized a reversal of $70,710 in share-based payments due to unvested stock options that were forfeited by the option holders. Share-based payments is a non-cash transaction.

During the year, the Company recorded an impairment charge of $167,317 on the Win and Idaho property, whereas in the prior year, the Company recorded an impairment charge of $690,709 on the Rude Creek property.

All other costs are consistent with maintaining the Company as a reporting issuer. There was a change in management during the year and due to the cash flow constraints, the Company's operations were limited. The Company intends to rely upon the issuance of securities to finance its future activities.

Fourth Quarter

During the fourth quarter ended December 31, 2023, the Company recorded a net loss of $794,514 as compared to $908,847 for the comparable quarter ended December 31, 2022. The net loss in 2023 included $67,500 in consulting fees and an impairment of $60,567 related to the Win property as the mineral claims expired. The fourth quarter included accrual of year-end audit fees and adjustments. Whereas in 2022, the

Company recorded an impairment of $690,709 on Rude Creek property and an increase in consulting fees paid offset by a gain on write-off of accounts payable.

Liquidity and Capital Resources

The Company's cash position as at December 31, 2023 was $6,258 (2022 – $21,027) with a working capital deficiency of $1,309,443 (2022 –$594,217). Total assets as at December 31, 2023 were $22,123 (2022 – $210,326).

The Company's budget is its working capital and believes that the current capital resources is not sufficient to pay overhead expenses and exploration program for the next twelve months and continues to raise additional funding to fund its future exploration program, marketing and general working capital and towards potential mineral projects, if such opportunities arise. The Company will continue to monitor the current economic and financial market conditions and evaluate their impact on the Company's liquidity and future prospects.

Since the Company may not be able to generate cash from its operations in the foreseeable future, the Company will have to rely on the issuance of shares or the exercise of options and warrants to fund ongoing operations and investment. The ability of the Company to raise capital will depend on market conditions and it may not be possible for the Company to issue shares on acceptable terms or at all.

On May 2, 2023, pursuant to the terms of the property option agreement, the Company issued 25,000 (250,000 pre-consolidated) common shares fair valued at $6,250.

On May 30, 2023, the Company issued 487,450 (4,874,504 pre-consolidated) common shares to settle $231,752 in debts with former directors, officers and a consultant of the Company, resulting in a gain on debt settlement of $158,634.

On October 19, 2023, pursuant to the Idaho property obligation settlement agreement, the Company issued 600,000 (6,000,000 pre-consolidated) common shares fair valued at $77,000.

On December 1, 2023, the Company issued a promissory note for proceeds of $15,000 to Amalfi Corporate Services Ltd. The promissory note is unsecured, non-interest bearing and is due on or before April 1, 2024. Subsequent to December 31, 2023 the Company renegotiated the due of the note to September 1, 2024.

The Company manages its capital structure in order to ensure sufficient resources are available to meet operational requirements and safeguard its ability to continue as a going concern. There are no externally imposed capital requirements on the Company. Management considers the items included in shareholders' equity (deficit) and working capital as capital. The Company manages the capital structure and makes adjustments in response to changes in economic conditions, including the risk characteristics of the underlying assets. The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the operation of the Company. To secure additional capital necessary to pursue these plans, the Company intends to raise additional funds through equity or debt financing.

There were no changes to the Company's approach to capital management during the year ended December 31, 2023.

Going Concern

The annual financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. Different bases of measurement may be appropriate if the Company was not expected to continue operations for the foreseeable future. At December

31, 2023, the Company has not achieved profitable operations, has accumulated losses of $9,658,812 since inception and expects to incur further losses in the development of its business.

The Company's business may be affected by changes in political and market conditions, such as interest rates, availability of credit, inflation rates, changes in laws, and national and international circumstances. Recent geopolitical events, including, relations between NATO and Russian Federation regarding the situation in Ukraine, the escalation of war between Hamas and Israel in Gaza, and potential economic global challenges such as the risk of the higher inflation and energy crises, may create further uncertainty and risk with respect to the prospects of the Company's business.

The above material uncertainties cast significant doubt about the Company's ability to continue as a going concern. The Company's continuation as a going concern is dependent upon successful results from its exploration and evaluation activities, its ability to attain profitable operations to generate funds and/or its ability to raise equity capital or borrowings sufficient to meet its current and future obligations. Although the Company has been successful in the past in raising funds to continue operations, there is no assurance it will be able to do so in the future.

Off Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements.

Financial Instruments

The Company's risk exposures and the impact on the Company's financial statements are summarized below.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The key to success in managing liquidity is the degree of certainty in the cash flow projections.

The Company monitors its cash flows to meet the Company's normal operating requirements on an ongoing basis and its planned capital expenditures. All of the Company's financial liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms. As at December 31, 2023, the Company had a working capital deficiency of $1,309,443 (2022 – $594,217). The Company plans to raise financing from private placements to meet its current and future obligations.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, investment fluctuations, and commodity and equity prices.

Interest rate risk

The Company is not exposed to significant interest rate risk.

Price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company's ability to raise capital to fund mineral resource exploration is subject to risks associated with fluctuations in mineral resource prices. The Company closely monitors commodity prices of gold and other precious and base metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

Credit risk

Financial instruments that potentially expose the Company to credit risk is cash. To minimize the credit risk on cash the Company places the instrument with a high credit quality financial institution. The maximum exposure to loss arising from these advances is equal to their total carrying amounts.

Related Party Transactions

Related party transactions are comprised of services rendered by directors and/or officers of the Company or by a company with a director and/or officer in common. Related party transactions are in the ordinary course of business and are measured at the exchange amount.

Key Management Compensation

Key management personnel are those having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, and include the Company's executive officers and members of the Board of Directors. Key management compensation consisted of the following:

	2023	2022
Consulting fees (reversal)		
Enermetal Ventures Inc., controlled by Patrick Morris, CEO and Director	$ 30,000	$ -
Harmony Consolidated Services Ltd., company providing CFO services	17,500	-
Andrew H. von Kursell, Former Director	-	36,000
Grant Hendrickson, Former Director	35,000	90,000
Hugh Maddin, Former Director	36,000	44,000
Jatinder Dhaliwal, Former Director	-	3,000
Spiral Investments Group, controlled by Gurcharn Singh Deol, Former Director	-	18,000
Uranbileg Yondon, Former Director	(8,450)	12,000
	110,050	203,000

General exploration costs		
Uranbileg Yondon, Former Director	16,240	42,000
	16,240	42,000
Share-based payments (reversal)		
Andrew H. von Kursell, Former Director	-	37,000
Grant Hendrickson, Former Director	-	45,788
Hugh Maddin, Former Director	(19,995)	31,493
Uranbileg Yondon, Former Director	-	10,579
Jatinder Dhaliwal, Former Director	-	4,054
Gurcharn Singh Deol, Former Director	-	4,054
	(19,995)	132,968
	$ 106,295	$ 377,968

Included in accounts payable and accrued liabilities at December 31, 2023 is $132,325 (2022 – $91,045) owed to a company controlled by the CEO, to a company for providing CFO services and the former directors of the Company for unpaid consulting fees and expense reimbursements. These amounts are non-interest bearing, unsecured and payable on demand.

On May 30, 2023, the Company issued 353,386 (3,533,864 pre-consolidated) common shares to settle $176,693 in debts with former directors and officers of the Company of which $7,452 was recorded in due to related parties and the balance was recorded in accounts payable, resulting in a gain on debt settlements of $111,712.

Due to related parties

As at December 31, 2023, due to related parties included $149,813 (2022 - $147,205) owing to former director of the Company for advances on working capital. This amount is non-interest bearing, unsecured and payable on demand.

As at December 31, 2023, due to related parties included $3,227 (2022 - $Nil) due to Earthwise Minerals Corp., a company having common directors and officers. These amounts are non-interest bearing, unsecured and payable on demand. Subsequent to December 31, 2023, this amount was repaid.

As at December 31, 2023, due to related parties included $200 (2022 - $Nil) due to the CEO in unpaid expense reimbursement. These amounts are non-interest bearing, unsecured and payable on demand.

Proposed Transaction

None

Subsequent Events

None

Outstanding Share Data

Below is the summary of the Company's share capital as at December 31, 2023 and as of the date of this report:

	As at	
Security description	December 31, 2023	April 24, 2024
Common shares – issued and outstanding	6,031,123	6,031,123
Warrants issued in private placements	351,821	351,821
Share purchase options	9,500	9,500
Common shares – fully diluted	6,392,444	6,392,444

Critical Accounting Estimates and Judgments

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 comprehensive income in the year of the change, if the change affects that year only, or in the year of the change and future years, 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 the financial statements within the next financial year are discussed in note 4 to the financial statements.

Business and Industry Risks

There are a number of risk factors that could cause future results to differ materially from those described herein. The following sets out the principal risks faced by the Company. Additional risks and uncertainties, including those that the Company does not know about or that it currently deems immaterial, could also adversely impact the Company's business and results of operations.

Limited Operating History

The Company has no history of earnings. There are no known commercial quantities of mineral reserves on any properties in which the Company has an interest. There is no guarantee that economic quantities of mineral reserves will be discovered on any properties in which the Company has an interest in the near future or at all. If the Company does not generate revenue or is unable to raise further funds, it may be unable to sustain its operations in which case it may become insolvent and investors may lose their investment.

Speculative Nature of Mineral Exploration

Resource exploration is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by the Company may be affected by numerous factors which are beyond the control of the Company and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection, the combination of which factors may result in the Company not receiving an adequate return of investment capital. There is no assurance that the Company's mineral exploration activities will result in any discoveries of commercial bodies of ore. The long-term profitability of the Company's operations will in part be directly related to the costs and success of its exploration programs, which may be affected by a number of factors. Substantial expenditures are required to establish reserves through drilling and to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis.

Financing Risks

The Company has no history of earnings and, due to the nature of its business, there can be no assurance that the Company will be profitable. The Company has paid no dividends on its shares since incorporation and does not anticipate doing so in the foreseeable future. The only present source of funds available to the Company is through the sale of its securities. Even if the results of exploration are encouraging, the Company may not have sufficient funds to conduct the further exploration that may be necessary to determine whether or not a commercially mineable deposit exists on the properties owned by the Company.

While the Company may generate additional working capital through further equity offerings or through the sale or possible syndication of the Property, there is no assurance that any such funds will be available. If available, future equity financing may result in substantial dilution to existing shareholders. At present it is impossible to determine what amounts of additional funds, if any, may be required.

Wars

The Company's business financial condition and results of operations may be further negatively affected by economic and other consequences from Russia's military action against Ukraine and the sanctions imposed in response to that action in late February 2022 and the escalation of war between Hamas and Israel. While the Company expects any direct impacts, of the war in the Ukraine and Israel in Gaza, to the business to be limited, the indirect impacts on the economy and on the mining industry and other industries in general could negatively affect the business.

Property Interests

If the Company loses or abandons its interest in the Property, there is no assurance that it will be able to acquire another mineral property of merit or that such an acquisition would be approved by the Exchange. There is also no guarantee that the Exchange will approve the acquisition of any additional properties by the Company, whether by way of option or otherwise, should the Company wish to acquire any additional properties. Unless the Company acquires additional property interests, any adverse developments affecting the Property could have a material adverse effect upon the Company and would materially and adversely affect any profitability, financial performance and results of operations of the Company.

If the Company cannot raise additional equity financing, then it may lose some or all of its interest in the Property

The Company is required to make cash payments to the optionor of the Property, and to incur work expenditures in order to maintain its interest in the Property. The Company's ability to maintain an interest in the Property may be dependent on its ability to raise additional funds by equity financing. Failure to obtain additional financing may result in the Company being unable to make periodic payments or expenditures required for the maintenance of the Company's interest in the Property and could result in a delay or postponement of further exploration and the partial or total loss of the Company's interest in the Property.

Commercial Ore Deposits

The Property is in the exploration stage only and is without a known body of commercial ore. Development of the Property would follow only if favorable exploration results are obtained. The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines.

Uninsurable Risks

In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. It is not always possible to fully insure against such risks and the Company may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Company.