PACIFIC EMPIRE
MINERALS CORP.

CONDENSED INTERIM FINANCIAL STATEMENTS

FOR THE NINE MONTHS ENDED DECEMBER 31, 2023

Unaudited – Prepared by management

(Expressed in Canadian Dollars)

Pacific Empire Minerals Corp.
804 – 525 Seymour Street
Vancouver, BC, V6B 3H6

February 29, 2024

To the Shareholders of
Pacific Empire Minerals Corp.

The accompanying unaudited condensed interim financial statements of Pacific Empire Minerals Corp. (the "Company") for the nine months ended December 31, 2023 and 2022 have been prepared by management and approved by the Audit Committee and the Board of Directors of the Company. These condensed interim financial statements have not been reviewed by the Company's external auditors.

Yours truly,

"Brad Peters"

President and Chief Executive Officer

PACIFIC EMPIRE MINERALS CORP.

(An Exploration Stage Company)
Condensed Interim Statements of Financial Position
(Unaudited – Prepared by Management)

ASSETS	December 31, 2023	March 31, 2023
Current assets		
Cash	$ 287,193	$ 313,539
Receivables (Note 3)	128,178	107,180
Prepaid expenditures	71,922	22,528
Marketable securities (Note 4)	68,343	69,024
Total current assets	555,636	512,271
Non-current assets		
Restricted cash (Note 5)	23,000	23,000
Property and equipment (Note 6)	42,185	66,761
Reclamation deposits (Note 7)	76,847	76,847
Exploration and evaluation assets (Note 8)	12,563	2,290
Total non-current assets	154,595	168,898
TOTAL ASSETS	$ 710,231	$ 681,169
LIABILITIES		
Current liabilites		
Accounts payable and accrued liabilities	$ 135,103	$ 71,129
Due to related parties (Note 10)	169,050	29,350
Lease liability (Note 11)	22,053	22,070
Total current liabilities	326,206	122,549
Non-current		
Lease liability (Note 11)	-	16,205
Total non-current liabilities	-	16,205
SHAREHOLDERS' EQUITY		
Share capital (Note 12)	6,985,653	6,751,013
Reserves (Note 12)	98,537	410,619
Deficit	(6,700,165)	(6,619,217)
TOTAL SHAREHOLDERS' EQUITY	384,025	542,415
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$ 710,231	$ 681,169

Nature of Operations and Ability to Continue as a Going Concern (Note 1)

Approved on behalf of the Board of Directors February 29, 2024.

"Brad Peters" , Director *"Samantha Shorter"* , Director

PACIFIC EMPIRE MINERALS CORP.

(An Exploration Stage Company)

Condensed Interim Statements of Changes in Shareholders' Equity

(Unaudited – Prepared by Management)

	Number of common shares	Share capital	Reserves	Deficit	Total
Balance as at March 31, 2022	90,148,196	$ 6,674,340	$ 683,934	$ (5,828,916)	$ 1,529,358
Shares issued for mineral properties	200,000	5,000	-	-	5,000
Share issue costs - cash	-	(1,290)	-	-	(1,290)
Stock options expired during the period	-	-	(200,352)	200,352	-
Brokers options expired during the period	-	72,963	(72,963)	-	-
Loss for the period	-	-	-	(763,568)	(763,568)
Balance as at December 31, 2022	90,348,196	$ 6,751,013	$ 410,619	$ (6,392,132)	$ 769,500
Balance as at March 31, 2023	90,348,196	$ 6,751,013	$ 410,619	$ (6,619,217)	$ 542,415
Shares issued for cash	9,000,000	90,000	-	-	90,000
Flow-through shares issued for cash	10,999,999	165,000	-	-	165,000
Flow-through share premium	-	(55,000)	-	-	(55,000)
Share issue costs - cash	-	(7,000)	-	-	(7,000)
Share issue costs - finders warrants	-	(6,993)	6,993	-	-
Stock options expired during the period	-	-	(270,442)	270,442	-
Finders warrants expired during the period	-	48,633	(48,633)	-	-
Loss for the period	-	-	-	(351,390)	(351,390)
Balance as at December 31, 2023	110,348,195	$ 6,985,653	$ 98,537	$ (6,700,165)	$ 384,025

PACIFIC EMPIRE MINERALS CORP.

(An Exploration Stage Company)
Condensed Interim Statements of Loss and Comprehensive Loss
(Unaudited – Prepared by Management)

	Three Months Ended		Nine Months Ended	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
EXPLORATION EXPENDITURES (Note 9)	$ 3,400	$ 19,044	$ 13,882	$ 358,238
Less: Recoveries (Note 9)	-	(4,328)	-	(84,861)
Net exploration expenditures	3,400	14,716	13,882	273,377
GENERAL AND ADMINISTRATIVE EXPENSES				
Administrative and office	16,863	11,147	50,362	41,720
Amortization (Note 6)	6,822	6,590	20,528	19,278
Consulting and directors fees (Note 10)	57,500	47,656	150,500	148,296
Investor relations and shareholder communication	19,754	25,590	58,561	131,107
Management fees (Note 10)	22,500	22,500	67,500	67,500
Professional fees	1,563	24,207	25,833	36,025
Travel	-	-	-	841
Total general and administrative expenses	125,002	137,690	373,284	444,767
Loss from operations	(128,402)	(152,406)	(387,166)	(718,144)
Option income and sale of royalty interests (Note 8)	-	-	57,500	51,500
Interest income and other	-	339	1,457	282
Fair value adjustments on marketable securities	20,573	(10,981)	(23,181)	(102,730)
Gain on sale of marketable securities	-	-	-	15,045
Impairment of exploration and evaluation assets	-	-	-	(9,521)
Loss and comprehensive loss for the period	$ (107,829)	$ (163,048)	$ (351,390)	$ (763,568)
Basic and diluted loss per common share	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.01)
Weighted average number of common shares outstanding	90,782,979	90,348,196	90,493,651	90,308,923

PACIFIC EMPIRE MINERALS CORP.

(An Exploration Stage Company)
Condensed Interim Statements of Cash Flows
(Unaudited – Prepared by Management)

	Nine Months Ended December 31, 2023	Nine Months Ended December 31, 2022
Cash flows used in operating activities		
Loss for the period	$ (351,390)	$ (763,568)
Item not affecting operating activities:		
Interest income received	(1,457)	(584)
Items not affecting cash:		
Amortization	24,576	26,769
Interest on lease liability	1,997	817
Fair value adjustments on marketable securities	23,181	102,730
Shares received as option payments	(22,500)	(16,500)
Realized gain on sale of investments	-	(15,045)
Impairment of exploration and evaluation assets	-	9,521
Accrual for exploration tax credits	-	(84,861)
Changes in non-cash working capital items:		
Receivables	(20,998)	(27,421)
Prepaid expenditures	(49,394)	43,427
Accounts payable and accrued liabilities	8,974	(32,501)
Due to related parties	139,700	(13,737)
Total cash used in operating activities	(247,311)	(770,953)
Cash used in investing activities		
Acquisition of exploration and evaluation assets	(10,273)	(42,419)
Interest received on cash	1,457	584
Proceeds from the sale of marketable securities	-	16,295
Purchase of property and equipment, net	-	(4,344)
Refund of reclamation deposits, net	-	7,374
Total cash used in investing activities	(8,816)	(22,510)
Cash provided by (used in) financing activities		
Proceeds from the sale of common shares	90,000	-
Proceeds from the sale of flow -through shares	165,000	-
Repayment of lease liability	(18,219)	(17,672)
Share issue costs	(7,000)	(1,290)
Total cash provided by (used in) financing activities	229,781	(18,962)
Change in cash	(26,346)	(812,425)
Cash, beginning of the period	313,539	1,097,135
Cash, end of the period	$ 287,193	$ 284,710

Supplemental disclosure with respect to cash flows (Note 16)

1. NATURE OF OPERATIONS AND ABILITY TO CONTINUE AS A GOING CONCERN

Pacific Empire Minerals Corp. (the "Company") was incorporated on July 13, 2012, under the Business Corporations Act (British Columbia). The Company's principal business activities are the acquisition and exploration of mineral properties in Canada. The Company's common shares are listed on the TSX Venture Exchange ("TSX-V") under the symbol "PEMC". The Company's head office address is at Suite 804, 525 Seymour Street, Vancouver, British Columbia V6B 3H7, Canada and its registered and records office is located at Suite 1700, 1055 West Hastings Street, Vancouver, British Columbia V6E 2E9, Canada.

These condensed interim financial statements have been prepared using International Financial Reporting Standards ("IFRS") applicable to a going concern, which assumes that the Company will be able to realize its assets, discharge its liabilities and continue in operation for the following twelve months.

Realization values may be substantially different from the carrying values shown and these condensed interim financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. The Company's continuing operations and the ability of the Company to meet mineral property and other commitments are dependent upon the ability of the Company to continue to raise additional equity or debt financing and to find joint venture partners. At the date of these condensed interim financial statements, the Company has not identified whether any of its properties contain ore reserves that are economically recoverable. At December 31, 2023, the Company has not achieved profitable operations and has accumulated losses since inception.

As at December 31, 2023, the Company had working capital of $229,430, accumulated deficit of $6,700,165 and cash of $287,193. With its current plans for the year and the budgets associated with those plans, in order to continue funding its administrative and exploration expenditures from the date of these financial statements, the Company will need to obtain additional cash and anticipates either financing or selling one or more of its assets. These material uncertainties may cast significant doubt upon the Company’s ability to continue as a going concern.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance

These condensed interim financial statements have been prepared in accordance with International Accounting Standard ("IAS") 34 using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

Basis of Measurement and Presentation

These condensed financial statements have been prepared on a historical cost basis except for assets measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information. These financial statements are presented in Canadian dollars ("CAD"), which is also the Company's functional currency.

(Unaudited - Expressed in Canadian Dollars)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Significant Accounting Policies

The accounting policies applied by the Company in these condensed interim financial statements are consistent with those applied in its annual audited financial statements and related note disclosures as at and for the year ended March 31, 2023, and do not include all the information required for full annual audited financial statements in accordance with IFRS.

It is suggested that these condensed interim financial statements be read in conjunction with the annual audited financial statements.

3. RECEIVABLES

The Company's receivables arise from goods and services tax ("GST") and mineral exploration tax credits ("METC") from government taxation authorities.

As at December 31, 2023 and March 31, 2023, the current receivables consisted of the following:

	December 31, 2023	March 31, 2023
Goods and services tax receivable	$ 40,875	$ 19,877
Mineral exploration tax credits	87,303	87,303
	$ 128,178	$ 107,180

During the nine months ended December 31, 2023, the Company received $Nil (2022 - $20,609) from GST refunds.

4. MARKETABLE SECURITIES

As at December 31, 2023, and March 31, 2023, the Company had the following marketable securities:

	December 31, 2023	March 31, 2023
Fair value through profit or loss		
Cost	$ 81,711	$ 59,211
Accumulated unrealized gain (loss)	(13,368)	9,813
Fair value	$ 68,343	$ 69,024

5. RESTRICTED CASH

As at December 31, 2023, the Company classified $23,000 (March 31, 2023 - $23,000) as restricted cash. This amount is comprised of a GIC held as a deposit for its corporate credit cards.

(Unaudited - Expressed in Canadian Dollars)

6. PROPERTY AND EQUIPMENT

During the nine months ended December 31, 2023, amortization of $4,048 (2022 - $7,491) has been included in exploration expenditures (Note 9).

	Office furniture and computer equipment	Field equipment	Vehicles and related equipment	Right-of-use assets	Total
Cost					
As at December 31, 2023 and March 31, 2023	44,080	29,906	19,949	45,139	139,074
Accumulated amortization					
As at March 31, 2023	28,948	15,893	19,949	7,523	72,313
Additions	2,828	4,821	-	16,927	24,576
As at December 31, 2023	31,776	20,714	19,949	24,450	96,889
Net book value					
As at March 31, 2023	$ 15,132	$ 14,013	$ -	$ 37,616	$ 66,761
As at December 31, 2023	$ 12,304	$ 9,192	$ -	$ 20,689	$ 42,185

Right-of-use assets consists of leased office space (Note 11) and is amortized on a straight-line basis over the term of the lease.

7. RECLAMATION DEPOSITS

Reclamation deposits are held as security towards future exploration work and the related future potential cost of reclamation of the Company's land and unproven mineral interests. Once reclamation of the properties is complete, the deposits will be returned to the Company. As at December 31, 2023, $76,847 (March 31, 2023 - $76,847) is being held as security on the Company's mineral titles.

As at December 31, 2023, the Company has no material reclamation obligations.

8. EXPLORATION AND EVALUATION ASSETS

Properties	December 31, 2023	Impairment of exploration and evaluation assets	Mineral titles and option payments	March 31, 2023
Trident	$ 12,563	$ -	$ 10,273	$ 2,290
	$ 12,563	$ -	$ 10,273	$ 2,290

TRIDENT (Formerly COL)

In September 2022, the Company completed the acquisition of 100% interest in the Trident Property. Pursuant to the terms of a purchase agreement amongst the Company, Indata Resources Ltd. and Nation River Resources Ltd. (together, the “Vendors”), the Company acquired a 100% interest in the Trident Property in exchange for granting the Vendors a 2% net smelter return royalty on the claims, one-half (1%) of such 2% net smelter return royalty may be purchased for $500,000 by the Company. In addition to the acquisition, the Company has incurred $10,273 in staking costs expanding the Trident position.

(Unaudited - Expressed in Canadian Dollars)

8. EXPLORATION AND EVALUATION ASSETS (Continued)

PINNACLE

On December 21, 2020 with an August 25, 2020 effective date, and amended in September 2022, the Company entered into a definitive agreement with Teako Minerals Corp. ("Teako", formerly 1111 Exploration Corp.) granting Teako the option to earn a 70% interest in the Pinnacle property. As consideration for the option, Teako will make aggregate cash payments in the amount of $460,000, issue a total of 3,800,000 common shares to the Company, and incur a minimum of $3,000,000 in exploration expenditures on the project by August 2026.

Pursuant to the Pinnacle agreement, as at December 31, 2023, the Company has received cash payments totalling $75,000 and 800,000 common shares of Teako valued at $49,000 or $0.055 per share being the required cash and share payments by December 31, 2023, including a cash payment of $35,000 and 300,000 common shares valued at $22,500 or $0.075 per share during the period ended December 31, 2023. Further, the Company agreed to extend the period in which the additional expenditure requirement of $400,000 can be met from August 25, 2023 to December 31, 2023 as a result of restricted access due to current wild fires in BC, Canada.

During the nine months ended December 31, 2023, Teako terminated the agreement and the Company regained control of the property in good standing.

JEAN MARIE

On May 25, 2020, the Company entered into an option agreement to acquire a 100% interest in the Jean Marie Project in central British Columbia from three private vendors. To earn its 100% interest, the Company was required to pay $675,000 in cash, issue 1,500,000 common shares and spend a total of $2,700,000 in work commitments within 6 years of the effective date, being May 25, 2020.

During the nine months ended December 31, 2023, the Company terminated the option agreement for the Jean Marie property which was previously impaired during the year ended March 31, 2023.

9. EXPLORATION EXPENDITURES

During the nine months ended December 31, 2023, the Company incurred the following exploration expenditures, which were expensed as incurred:

	Target Generation*	Total
Administration Cost	$ 4,253	$ 4,253
Amortization	4,048	4,048
Field costs	4,732	4,732
Personnel	849	849
Total Expenditures	13,882	13,882
Exploration tax credits**	-	-
Total Recoveries	-	-
Net Expenditures	$ 13,882	$ 13,882

* Substantially all expenditures included in "Target Generation" are not project specific and are general exploratory expenditures for the nine months ended December 31, 2023.

(Unaudited - Expressed in Canadian Dollars)

9. EXPLORATION EXPENDITURES (Continued)

During the nine months ended December 31, 2022, the Company incurred the following exploration expenditures, which were expensed as incurred:

	Jean Marie	Col	Target Generation*	Total
Administration Cost	$ 10,257	$ -	$ 13,013	$ 23,270
Amortization	7,128	133	230	7,491
Field costs	239,177	-	2,366	241,543
Geophysics	6,890	-	-	6,890
Personnel	64,153	9,592	-	73,745
Travel	5,299	-	-	5,299
Total Expenditures	332,904	9,725	15,609	358,238
Exploration tax credits**	(81,983)	(2,878)	-	(84,861)
Total Recoveries	(81,983)	(2,878)	-	(84,861)
Net Expenditures	$ 250,921	$ 6,847	$ 15,609	$ 273,377

* Substantially all expenditures included in "Target Generation" are not project specific and are general exploratory expenditures for the nine months ended December 31, 2022.

** All of the Company's exploration activities are located in British Columbia, Canada. As such, the Company is eligible for the Mining Exploration Tax Credits on qualifying expenditures. The credit is 20% of the qualifying expenditures, and an enhanced 30% credit is available for expenditures incurred in Mountain Pine Beetle affected areas. All the Company's current projects are in areas qualifying for the 30% enhanced credit.

The Company has accrued a credit at the 30% qualifying rate on expected qualifying expenditures. Actual credits and refunds are subject to review and potential adjustment by tax authorities.

10. RELATED PARTY TRANSACTIONS AND BALANCES

The Company entered into certain transactions with key management personnel, which the Company has defined as Officers and Directors of the Company. The aggregate value of these transactions and outstanding balances are as follows:

For the nine months ended December 31, 2023	Management & Consulting fees	Share-based Payments	Total
Management*	$ 121,500	$ -	$ 121,500
Outside Directors	18,000	-	18,000
Seabord Management Corp.**	67,500	-	67,500
	$ 207,000	$ -	$ 207,000

For the nine months ended December 31, 2022	Management & Consulting fees	Share-based Payments	Total
Management*	$ 114,500	$ -	$ 114,500
Outside Directors	18,000	-	18,000
Seabord Management Corp.**	67,500	-	67,500
	$ 200,000	$ -	$ 200,000

(Unaudited - Expressed in Canadian Dollars)

10. RELATED PARTY TRANSACTIONS AND BALANCES (Continued)

Amounts due to related parties as of December 31, 2023 and March 31, 2023 are as follows:

Related party liabilities	Items or services	December 31, 2023	March 31, 2023
President *	Management fees and reimbursable expenses	$ 97,575	$ 28,350
Seabord Management Corp.**	Management fees and reimbursable expenses	55,125	-
Directors	Fees	16,350	1,000
		$ 169,050	$ 29,350

*BJP Consulting is controlled by Brad Peters, President and Chief Executive Officer.

** Seabord Management Corp. ("Seabord") is partially controlled by the Chief Financial Officer ("CFO") and provides the following services: A CFO, a Corporate Secretary, accounting and administration staff, and office space to the Company. The CFO and Corporate Secretary are employees of Seabord and are not paid directly by the Company.

During the period ended December 31, 2023, the Company appointed Mr. Chris Tucker to the Board of Directors.

11. LEASE LIABILITY

The Company's right-of-use asset consists of office space and is included in property and equipment (Note 6).

	December 31, 2023	March 31, 2023
Lease liabilty net carry amount - Opening balance	$ 38,275	$ 15,165
Additions	-	45,139
	38,275	60,304
Lease payments made	(18,219)	(23,720)
Interest expense on lease liabilities	1,997	1,691
	22,053	38,275
Less: current portion	(22,053)	(22,070)
Non-current - Ending balance	$ -	$ 16,205

In May 2021, the Company entered into a lease agreement with 525 Seymour Inc. for office space in Vancouver, BC. The lease was for 18 months until November 30, 2022. On December 1, 2022, the Company extended the lease agreement with 525 Seymour Inc. for 2 additional years until November 30, 2024. As a result of the extension, the Company recognized an additional $45,139 in right-of-use assets at at March 31, 2022. As at December 31, 2023, the expected remaining cash commitments were $23,001 (2024).

12. EQUITY

Authorized

The Company is authorized to issue an unlimited number of common shares and preferred shares without par value.

Share Capital

No preferred shares have been issued from incorporation to December 31, 2023.

12. EQUITY (Continued)

During the nine months ended December 31, 2023:

In December 2023, the Company completed the first tranche of a private placement raising an aggregate of $225,000, of which $90,000 was raised on the issuance of 9,000,000 common shares and $165,000 was raised on the issuance of 10,999,999 flow-through shares. Each common share was issued at a price per share of $0.01 and each flow-through share was issued at a price of $0.015 per share.

Pursuant to the application of the residual value method with respect to the measurement of any flow-through share premium on the issuance of flow-through shares, a flow-through premium liability of $55,000 or $0.005 per share related to the difference between the subscription price of a flow-through share compared to non-flow through shares issued concurrently.

Funds raised from the issuance of flow-through shares require the Company to spend the funds from these placements on qualified exploration expenditures and renounce the expenditures and income tax benefits to the flow-through shareholders, resulting in no exploration deductions for tax purposes to the Company. As at December 31, 2023, the Company had $55,000 remaining of qualifying exploration expenditures to be incurred within 24 months from the date of the flow-through agreement.

In consideration for arranging the private placement, the Company paid $7,000 in cash commissions and issued 466,666 finder's warrants valued at $6,693. Each finder's warrant entitles the holder to purchase one common share of the Company at an exercise price of $0.02 per share until December 29, 2024 and $0.10 per share for a futher 24 months until December 29, 2026. The fair value of the finder's warrants issued as part of the private placement was estimated as of the date of the issuance using the Black-Scholes pricing model with the following assumptions: risk-free interest rate of 3.88%, dividend yield of 0%, volatility of 255% and an expected life of three years.

Subsequent to the nine months ended December 31, 2023, the Company closed the second tranche of the non-brokered private placement. Under the second tranche of the private placement, the Company issued 11,000,000 common shares at a price of $0.01 per share, and 4,000,000 flow through shares at a price of $0.015 per flow through share for aggregate gross proceeds of $170,000. As with the first tranche, in connection with the second tranche, the Company paid a commission equal to 7% of the gross proceeds raised from the shares and flow through shares sold to the purchasers by the finder payable in cash and also issued finders warrants the number of common share purchase warrants equal to 7% of the aggregate number of shares and flow through shares placed by the finder. Each broker warrant will entitle the finder to purchase one common share at an exercise price of $0.05 for a period of 12 months from closing and at a price of $0.10 for the period from January 16, 2025 to January 16, 2027.

During the nine months ended December 31, 2022:

In May 2022, the Company issued 200,000 common shares for the Jean Marie property valued at $5,000 or $0.025 per share pursuant to the Jean Marie acquisition agreement (Note 8).

Stock Option Plan

As at December 31, 2023, the Company had a stock option plan that allows the Board of Directors to grant incentive stock options to the Company's officers, directors, related company employees and consultants to purchase up to that number of common shares equal to 10% of its outstanding shares for a term of up to ten years. The exercise price of each option is to be not less than the fair market value of the Company's stock as determined by the Plan administrator. The vesting terms are determined at the time of the option grant.

(Unaudited - Expressed in Canadian Dollars)

12. EQUITY (Continued)

During the nine months ended December 31, 2023, the change in stock options outstanding is as follows:

	Number of Options		Weighted Average Exercise Price
Balance, March 31, 2023	3,750,000	$	0.13
Cancelled and expired unexercised	(1,750,000)		0.19
Balance, December 31, 2023	2,000,000	$	0.06
Exercisable as at December 31, 2023	2,000,000	$	0.06

During the nine months ended December 31, 2023, 1,750,000 (2022 – 2,090,000) options expired unexercised and $270,442 (2022 - $200,352) has been reallocated from reserves to deficit related to the fair value of the expired options.

The following table summarizes the stock options outstanding and exercisable as at December 31, 2023:

Date Granted	Number of Options	Exercisable		Exercise Price	Expiry Date
March 10, 2021	2,000,000	2,000,000	$	0.06	March 10, 2024
	2,000,000	2,000,000			

The weighted average remaining life of the exercisable stock options is 0.19 years (March 31, 2023 - 0.68 years).

Share-based Payments

During the nine months ended December 31, 2023, the Company recorded share-based compensation expense of $Nil (2022 - $Nil).

Warrants

During the nine months ended December 31, 2023, the change in warrants outstanding is as follows:

	Number of Warrants		Weighted Average Exercise Price
Balance, March 31, 2023	27,847,039	$	0.11
Expired unexercised	(27,847,039)		0.11
Issued	466,667		0.02
Balance, December 31, 2023	466,667	$	0.02

Date Granted	Number of Warrants*		Exercise Price	Expiry Date
December 29, 2023 Finders' Warrants*	466,667	$	0.02	29-Dec-26

*Each finders’ warrant is exercisable at a price of $0.02 per common share for a period of 12 months from the date of issue and at a price of $0.10 for the period from December 29, 2024 to December 29, 2026.

12. EQUITY (Continued)

During the nine months ended December 31, 2023, 27,847,039 (2022 – 19,630,247) warrants expired unexercised, and $48,633 (2022 - $72,963) has been reallocated from reserves to share capital related to the fair value of the expired warrants.

13. SEGMENTED INFORMATION

The Company operates in a single reportable operating segment, being the acquisition and exploration of mineral properties. As such, all of the Company's property and equipment and exploration and evaluation assets are located in Canada.

14. FINANCIAL AND CAPITAL RISK MANAGEMENT

Financial Risk Management

The Company's financial instruments are exposed to certain financial risks, which include currency risk, credit risk, liquidity risk, interest rate risk, and market risk.

Currency Risk

The Company is exposed to the financial risk related to the fluctuation of foreign exchange rates. Although the Company operates only in Canada and all expenditures are incurred in Canadian dollars, U.S. dollars are sometimes held by the Company. As at December 31, 2023, the Company did not hold a significant balance of U.S. dollars. Therefore, a change in the currency exchange rates between the Canadian dollar relative to the U.S. dollar would have an immaterial effect on the Company's results of operations, financial position or cash flows. The Company has not hedged its exposure to currency fluctuations.

Credit Risk

Credit risk arises from cash as well as credit exposures to counterparties of outstanding receivables and committed transactions. There is no concentration of credit risk other than on cash deposits and receivables. The Company's cash deposits are primarily held with a Canadian chartered bank. Further, receivables comprise amounts due from the federal government. Therefore, credit risk is considered low.

Liquidity Risk

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities and the ability to pay obligations as they fall due. Financial liabilities, at December 31, 2023, included $135,103 of accounts payable and accrued liabilities, $169,050 in amounts due to related parties and $22,053 of current lease liabilities. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

Interest Rate Risk

When the Company has sufficient cash, it will invest in term deposits which can be reinvested without penalty after thirty days should interest rates rise. As at December 31, 2023, the Company did not have any interest-bearing loans. Accordingly, the Company does not have a significant interest rate risk.

(Unaudited - Expressed in Canadian Dollars)

14. FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

Market Risk

The Company is exposed to market risk because of the fluctuating values of its publicly traded marketable securities. The markets in which the Company holds equity investments are subject to volatility and price changes. The Company has no control over these fluctuations and does not hedge its investments. Based on the December 31, 2023 value of marketable securities a 10% increase or decrease in the share prices of these companies would have an immaterial impact on loss and comprehensive loss.

Management of Capital

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its mineral properties. The Company relies mainly on equity issuances to raise new capital and on entering into joint venture agreements on certain properties which enables it to conserve capital and to reduce risk. In the management of capital, the Company includes the components of shareholders' equity. The Company prepares annual estimates of exploration and administrative expenditures and monitors actual expenditures compared to the estimates. The Company's investment policy is to invest its cash in savings accounts or highly liquid short-term deposits with terms of one year or less and which can be liquidated after thirty days without interest penalty. There have been no changes in the approach to managing capital during the nine months ended December 31, 2023. Management believes that it will need to seek additional capital to continue its exploration programs and general and administrative costs. The Company is not subject to externally imposed capital requirements.

15. FINANCIAL INSTRUMENTS BY CATEGORY

The Company classified its financial instruments as follows:

	December 31, 2023	March 31, 2023
Financial assets		
Amortized cost:		
Cash	$ 287,193	$ 313,539
Restricted cash	23,000	23,000
Reclamation deposits	76,847	76,847
Fair value through profit or loss:		
Marketable securities	68,343	69,024
	$ 455,383	$ 482,410
Financial liabilities		
Amortized cost:		
Accounts payable and accrued liabilities	$ 135,103	$ 71,129
Due to related parties	169,050	29,350
	$ 304,153	$ 100,479

15. FINANCIAL INSTRUMENTS BY CATEGORY (Continued)

Fair Values

The Company characterizes inputs used in determining fair value using a hierarchy that prioritizes inputs depending on the degree to which they are observable. The three levels of the fair value hierarchy are as follows:

- Level 1: inputs represent quoted prices in active markets for identical assets or liabilities. Active markets are those in which transactions occur in sufficient frequency and volume to provide pricing information on an ongoing basis.
- Level 2: inputs other than quoted prices that are observable, either directly or indirectly. Level 2 valuations are based on inputs, including quoted forward prices for commodities, market interest rates, and volatility factors, which can be observed or corroborated in the marketplace.
- Level 3: inputs that are less observable, unavoidable or where the observable data does not support the majority of the instruments' fair value.

As at December 31, 2023, there were no changes in the levels in comparison to the year ended March 31, 2023.

Financial instruments which are measured using the fair value hierarchy include marketable securities, which are categorized as Level 1.

The carrying values of cash, restricted cash, receivables, reclamation deposits, accounts payable and accrued liabilities and due to related parties approximate their fair value because of the short-term nature of these instruments.

16. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

Significant non-cash investing and financing transactions during the nine months ended December 31, 2023 and 2022 included:

- The reduction of share capital by $55,000 related to the flow-through share premium (Note 12);
- The recording of $6,993 in share capital and reserves related to the fair value of finders' warrants (Note 12);
- The reallocation of $48,633 from reserves to share capital for warrants expired in the period (Note 12;
- The reallocation of $270,442 from reserves to deficit for stock options expired in the period (Note 12); and
- The reallocation of $16,205 from non-current lease liabilities to current lease liabilities.

Significant non-cash investing and financing transactions during the nine months ended December 31, 2022 included:

- The issuance of 200,000 common shares valued at $5,000 pursuant to the Jean Marie property agreement (Note 8);
- The reallocation of $200,352 from reserves to deficit for stock options expired in the period (Note 12);
- The reallocation of $72,963 from reserves to share capital for warrants expired in the period (Note 12); and
- The recognition of $45,139 in right-to-use assets and lease liabilities related to an office lease extension (Note 6 and 11).