# 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:** 55 North Mining Inc.

**Website:** www.55northmining.com

**Listing Statement Date:** April 20, 2021

**Description(s) of listed securities(symbol/type):** FFF / Common Shares

**Brief Description of the Issuer's Business:** 55 North Mining Inc. is a gold exploration and development company advancing its 100% owned high grade Last Hope Gold Project in Manitoba, Canada. The Last Hope Gold Project hosts a National Instrument 43-101 compliant Indicated Resource of 154,060 tonnes grading 6.75 g/t Au for 33,458 gold ounces and an Inferred Resource of 872,977 tonnes grading 5.91 g/t Au for 165,812 gold ounces. It is strategically located in close proximity to Alamos' 1.8M ounce Lynn Lake Gold Project, currently in the permitting phase. The Last Hope Gold Project is open along strike and down plunge.

**Description of additional (unlisted) securities outstanding:**

| | |
|---|---|
| Warrants: | 70,101,281 |
| Finder's Warrants: | 2,124,330 |
| Options: | 14,250,000 |

| | |
|---|---|
| **Jurisdiction of Incorporation:** Canada (federally incorporated) | |
| **Fiscal Year End:** Dec/31 | |
| **Date of Last Shareholders' Meeting:** April 27, 2023<br>**Date of Next Shareholders' Meeting (if scheduled):** | |
| **Financial Information as at: December 31, 2023**<br><br>All financial information has been disclosed in the Issuer's Financial Statements for the year ended December 31, 2023 – see Schedule A and Management Discussion and Analysis is attached as Schedule B. | |

| | Current | Previous |
|---|---|---|
| **Cash** | $85,060 | $31,779 |
| **Current Assets** | $101,189 | $36,356 |
| **Non-current Assets** | $0 | $0 |
| **Current Liabilities** | $441,882 | $194,242 |
| **Non-current Liabilities** | $40,000 | $30,000 |
| **Shareholders' equity** | $(8,163,915) | $(7,409,882) |
| **Revenue** | $0 | $0 |
| **Net Loss** | $(783,473) | $820,063) |
| **Net Cash Flow used in Operations** | $13,631 | $(556,488) |

## 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.

### 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:

See Note 10 to the audited financial statements for the years ended December 31, 2023, and 2022 – see Schedule A

### 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 | Number and Type of Securities to be Issued | Type of Issue | Number | Price | Total Proceeds | Type of Consideration (cash, property, etc.) | Describe relationship of Person with Issuer (indicate if Related Person) | Commission Paid |
|---|---|---|---|---|---|---|---|---|
| May 3, 2023 | Units[1] | Private Placement | 9,371,739 | 0.05 | $140,576[1] | Debt Settlement, Cash[1] | Insiders | N/A |
| Aug. 29, 2023 | Common Shares | Private Placement | 2,000,000 | $0.05 | N/A | Asset Acquisition | Arm's length | N/A |
| Oct. 6, 2023 | Common Shares | Private Placement | 1,000,000 | $0.05 | N/A | Asset Acquisition | Arm's length | N/A |

Notes

1) On May 3, 2023, the Company completed the settlement of $100,576 of debt and a subscription for an additional $40,000, resulting in the issuance of 9,371,739 units of the Company, with each unit comprised of one common share and one common share purchase warrant. Each warrant allows the holder to purchase one common share at a price of $0.05 per share for a period of 48 months from the date of issuance.

The information contained in the following table represents common shares issued for the period January 1 to December 2023. See also Note 6 to the audited financial statements for the years ended December 31, 2023, and 2022 – Schedule A

(b) summary of options granted during the period,

See also Note 8 to the audited financial statements for the years ended December 31, 2023 and 2022 – Schedule A

| 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 |
|---|---|---|---|---|---|---|
| Aug. 29, 2023 | 2,000,000 | Marcel Colomb | Consultant | $0.05 | Aug. 29, 2028 | $0.05 |
| Aug. 29, 2023 | 1,000,000 | Alka Singh | Director | $0.05 | Aug. 29, 2028 | $0.05 |
| Aug. 29, 2023 | 500,000 | Sandra Jackson | Director | $0.05 | Aug. 29, 2028 | $0.05 |
| Aug. 29, 2023 | 500,000 | Herbert Urton | Director | $0.05 | Aug. 29, 2028 | $0.05 |
| Aug. 29, 2023 | 1,000,000 | Julio DiGirolamo | CFO | $0.05 | Aug. 29, 2028 | $0.05 |
| Aug. 29, 2023 | 1,000,000 | Helga Fairhurst | Employee | $0.05 | Aug. 29, 2028 | $0.05 |
| Aug. 29, 2023 | 1,000,000 | Anita Bailey | Consultant | $0.05 | Aug. 29, 2028 | $0.05 |
| Aug. 29, 2023 | 1,000,000 | Peter Karelse | Consultant | $0.05 | Aug. 29, 2028 | $0.05 |

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 Company is authorized to issue and unlimited number of common shares without par value. See Note 6 to the audited financial statements for the years ended December 31, 2023 and 2022.

As at December 31, 2022, the Company had 160,067,244 common shares, 70,101,281 warrant, 12,124,330 finders' warrants and 14,250,000 stock options issued and outstanding. See Notes 6, 7 and 8 to the audited financial statements for the years ended December 31, 2023 and 2022.

(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

Stock Options – See Note 8 to the audited financial statements for the years ended December 31, 2023 and 2022.

Warrants – See Note 7 to the audited financial statements for the years ended December 31, 2023 and 2022.

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

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.**

| **Directors:** | **Independent** | **Director Since** |
|---|---|---|
| Bruce Reid (Chairman) | No | January 1, 2017 |
| Alka Singh | Yes | June 22, 2021 |
| Sandra Jackson | Yes | February 22, 2022 |
| Herbert Urton | Yes | February 22, 2022 |
| | | |
| **Officers** | **Position Held** | |
| Bruce Reid | President and CEO | January 10, 2017 |
| Julio DiGirolamo | CFO | January 10, 2017 |

5. **Financial Resources**

See the Issuer's Financial Statements for the year ended December 31, 2023 attached as Schedule A and Management Discussion and Analysis attached as Schedule B.

## 6. Status of Operations

See the Issuer's Financial Statements for the year ended December 31, 2023 attached as Schedule A and Management Discussion and Analysis attached as Schedule B.

## 7. Business Activity

See the Issuer's Financial Statements for the year ended December 31, 2023 attached as Schedule A and Management Discussion and Analysis attached as Schedule B.

## SCHEDULE A: AUDITED ANNUAL FINANCIAL STATEMENTS

See attached audited financial statements for the years ended December 31, 2023 and 2022 dated March 15, 2024.

## SCHEDULE B: MANAGEMENT DISCUSSION AND ANALYSIS

See attached management's discussion and analysis for the year ended December 31, 2023 dated April 25, 2022.

## 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 March 28, 2024

Julio DiGirolamo
Name of Senior Officer

s/ "*Julio DiGirolamo*"
Signature

CFO
Official Capacity

| | | |
|---|---|---|
| ***Issuer Details***<br>Name of Issuer<br><br>**55 North Mining Inc.** | For Year Ended<br><br>**December 31, 2023** | Date of Report<br>YY/MM/D<br><br>**24/03/28** |
| Issuer Address:<br>**2702-401 Bay Street, Box. 36** | | |
| City/Province/Postal Code<br><br>**Toronto, ON M5H 2Y4** | Issuer Fax No.<br>( ) | Issuer Telephone No.<br>**(416) 477-7771 x202** |
| Contact Name<br>**Julio DiGirolamo** | Contact Position<br>**CFO** | Contact Telephone No.<br>**(416) 477-7771 x202** |
| Contact Email Address<br>julio@blackjacksilver.com | Web Site Address<br>www.55northmining.com | |

SCHEDULE A

## AUDITED ANNUAL FINANCIAL STATEMENTS

[Please see attached]

# 55 North Mining Inc.

## Consolidated Financial Statements

### December 31, 2023 and 2022

# INDEPENDENT AUDITOR'S REPORT

**To the Shareholders of 55 North Mining Inc.:**

*Opinion*
We have audited the consolidated financial statements of 55 North Mining Inc. and its subsidiary (the Group), which comprise the consolidated statements of financial position as at December 31, 2023 and 2022 and the consolidated statements of loss and comprehensive loss, consolidated statements of changes in equity and consolidated statements of cash flows for the years then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Group as at December 31, 2023 and 2022 and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards (IFRS).

*Basis for Opinion*
We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group 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 1 in the financial statements, which indicates that the Group is still in the exploration stage and, as such, no revenue has been yet generated from its operating activities. Accordingly, the Group depends on its ability to raise financing in order to discharge its liabilities in the normal course of business. The Group had a deficit of $8,163,915 (2022 - $7,409,882). As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Group'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. In addition to the matter described in the *Material Uncertainty Related to Going Concern* section, we have determined the matter described below to be a key audit matter to be communicated in our report.

*Valuation of warrants and share options - refer to Notes 7 and 8 to the consolidated financial statements*
*Key audit matter description*
The Group's valuation of warrants and share options involves the input of various factors that have varying degrees of judgement and estimation from management of the Group. Management calculates the valuation using the Black-Scholes option pricing model. In determining the value of the warrants and share options the most significant estimate management made related to volatility. Auditing management's valuation and assumption required auditor judgement in applying audit procedures and evaluating the results of those procedures.

As the valuation of warrants and share options are typically substantial in size and the number and timing of transactions can vary significantly from period to period depending on activity and the estimates involved, this audit area is considered a key audit risk.

*How our audit addressed the key audit matter*
To test the Group's estimate of fair value of the warrants and share options, our audit procedures included, among others:

- Obtained the warrant and share option grant agreements to understand the key terms and conditions of the warrants and share options granted.
- Compared the risk free interest rate used by management to published sources for similar term Government of Canada Bond rates.
- Reviewed management's estimate of volatility against market data on historical trading to determine reasonability based on historical information available.
- Reviewed the fair value calculation using the Black-Scholes option pricing model as performed by management.

*Other Information*
Management is responsible for the other information. The other information comprises the Management's Discussion & Analysis.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

*Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements*
Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS's, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group'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 Group or to cease operations, or has no realistic alternative but to do so.

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group'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 Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

Scarrow & Donald LLP

Chartered Professional Accountants
March 15, 2024
Winnipeg, Manitoba

# 55 North Mining Inc.

## Consolidated Statements of Financial Position

*Expressed in Canadian dollars*

| | | December 31, 2023 | | December 31, 2022 |
|---|---|---|---|---|
| **ASSETS** | | | | |
| **Current assets** | | | | |
| Cash | **$** | **85,060** | $ | 31,779 |
| Receivables | | **13,318** | | 1,844 |
| Prepaids | | **2,811** | | 2,733 |
| | **$** | **101,189** | $ | 36,356 |
| | | | | |
| **LIABILITIES AND SHAREHOLDERS' DEFICIT** | | | | |
| **Current liabilities** | | | | |
| Accounts payable and accrued liabilities | **$** | **341,822** | $ | 194,242 |
| Deferred MMDF grant *(Note 15)* | | **100,000** | | --- |
| | | **441,822** | | 194,242 |
| **Long-term liabilities** | | | | |
| Canada Emergency Business Account *(Note 5)* | | **40,000** | | 30,000 |
| | | **481,822** | | 224,242 |
| | | | | |
| **Shareholders' equity** | | | | |
| Share capital *(Note 6)* | | **5,008,782** | | 4,791,408 |
| Warrant reserve | | **2,364,700** | | 2,295,348 |
| Contributed surplus | | **409,800** | | 135,240 |
| Deficit | | **(8,163,915)** | | (7,409,882) |
| | | **(380,633)** | | (187,886) |
| | **$** | **101,189** | $ | 36,356 |

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

On behalf of the Board:

B D Reid

**Bruce Reid**
*Director*

# 55 North Mining Inc.

## Consolidated Statements of Loss and Comprehensive Loss

### For the years ended December 31, 2023 and 2022

*Expressed in Canadian dollars*

| | 2023 | 2022 |
|---|---|---|
| **Expenditures** | | |
| Mining claim commitments | **$ 50,000** | $ 375,000 |
| Management and consulting | **193,674** | 205,679 |
| Share-based compensation | **304,000** | 135,240 |
| Promotion and shareholder communications | **23,166** | 48,405 |
| General and administration | **70,680** | 46,677 |
| Professional fees | **33,441** | 30,075 |
| Project expenditures | **202,150** | 11,490 |
| **Loss and comprehensive loss before other items** | **877,111** | 852,566 |
| MMDF grant *(Note 15)* | **(100,000)** | --- |
| Write-up of Canada Emergency Business Account loan | **10,000** | --- |
| Gain on sale of investment and mining claim | **---** | (20,000) |
| Interest income | **(138)** | (3) |
| **Loss and comprehensive loss before taxes** | **786,973** | 832,563 |
| Future tax recovery | **(3,500)** | (12,500) |
| **Loss and comprehensive loss for the year** | **$ 783,473** | $ 820,063 |
| Basic and diluted loss per common share *(Note 13)* | **$ (0.01)** | $ (0.01) |
| Weighted average number of shares outstanding during the year - basic and diluted | **154,907,375** | 124,822,316 |

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

# 55 North Mining Inc.
## Consolidated Statements of Changes in Equity
### For the years ended December 31, 2023 and 2022
*Expressed in Canadian dollars*

| | Share Capital | Warrant Reserve | Contributed Surplus | Deficit | Total |
|---|---|---|---|---|---|
| **Balance at December 31, 2021** | **$ 4,327,258** | **$ 2,313,168** | **$ 1,013,740** | **$ (7,921,115)** | **$ (266,949)** |
| Loss for the period | --- | --- | --- | (820,063) | (820,063) |
| Issue of shares - private placement | 239,468 | 216,144 | --- | --- | 455,612 |
| Issue of shares – debt settlement | 152,182 | 83,592 | --- | --- | 235,774 |
| Issue of shares – property payment | 75,000 | --- | --- | --- | 75,000 |
| Share issue costs | (2,500) | --- | --- | --- | (2,500) |
| Vesting of share-based compensation | --- | --- | 135,240 | --- | 135,240 |
| Warrant expiry | --- | (317,556) | | 317,556 | --- |
| Cancellation of share-based compensation | --- | --- | (1,013,740) | 1,013,740 | --- |
| **Balance at December 31, 2022** | **$ 4,791,408** | **$ 2,295,348** | **$ 135,240** | **$ (7,409,882)** | **$ (187,886)** |
| Loss for the period | --- | --- | --- | (783,473) | (783,473) |
| Issue of shares - private placement | 16,765 | 19,735 | --- | --- | 36,500 |
| Issue of shares – debt settlement | 50,959 | 49,617 | --- | --- | 100,576 |
| Share issue costs | (350) | --- | --- | --- | (350) |
| Issue of shares – property payment | 150,000 | --- | --- | --- | 150,000 |
| Vesting of share-based compensation | --- | --- | 304,000 | --- | 304,000 |
| Expiry of share-based compensation | --- | --- | (29,441) | 29,441 | --- |
| **Balance at December 31, 2023** | **$ 5,008,782** | **$ 2,364,700** | **$ 419,800** | **$(8,163,915)** | **$ (380,633)** |

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

# 55 North Mining Inc.
## Consolidated Statements of Cash Flows
### For the years ended December 31, 2023 and 2022
*Expressed in Canadian dollars*

| | 2023 | 2022 |
|---|---|---|
| Cash provided by (used in): | | |
| **OPERATING ACTIVITIES** | | |
| Net loss for the year | **$ (783,473)** | $ (820,063) |
| Share-based compensation | **304,000** | 135,240 |
| Shares issued for mining claim commitments | **150,000** | 75,000 |
| Write-up of CEBA loan | **10,000** | --- |
| Shares issued for debt | **100,576** | 235,774 |
| Future tax recovery | **(3,500)** | (12,500) |
| Gain on sale of investment and mining claim | **---** | (20,000) |
| Net change in non-cash working capital items: | | |
| Receivables | **(11,474)** | 26,054 |
| Prepaids | **(78)** | 20,424 |
| Accounts payable and accrued liabilities | **147,580** | (196,417) |
| Deferred MMDF grant | **100,000** | --- |
| | **13,631** | (556,488) |
| **INVESTING ACTIVITIES** | | |
| Proceeds from sale of mining claim | **---** | 20,000 |
| | **---** | 20,000 |
| **FINANCING ACTIVITIES** | | |
| Shares/units issued net of share issue costs | **39,650** | 453,112 |
| | **39,650** | (453,112) |
| **Net change in cash** | **53,281** | (83,376) |
| Cash, beginning of year | **31,779** | 115,155 |
| **Cash, end of year** | **$ 85,060** | $ 31,779 |

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

## 1. CORPORATE INFORMATION

55 North Mining Inc., a company incorporated under the Canada Business Corporation Act, and its wholly-owned subsidiary 55 North Mining Operations Inc. (collectively "55 North" or the "Company") are engaged in the acquisition, exploration, development and extraction of natural resources, specifically precious metals. The Company's corporate head office is located at 401 Bay Street, Suite 2702, Toronto ON M5H 2Y4. The registered office of the Company is MLT Aikins LLP, 30th Floor, 360 Main Street, Winnipeg, MB R3C 4G1. The Company is a reporting issuer, as defined in corporate law, and its shares are currently listed for trading on the Canadian Securities Exchange ("CSE") under the symbol "FFF".

These consolidated financial statements of the Company for the year ended December 31, 2023 were approved and authorized for issue by the Board of Directors of the Company on March 15, 2024.

### Going Concern

Mineral exploration projects, even when successful, require large amounts of exploration investment to prove mineable reserves, generally over long periods of time, prior to commencement of production. Operating activities have not yet generated any revenues. The ability of the Company to continue as a going concern is dependent upon, among other things, being able to obtain additional financing, the continued support of its existing shareholders, and the outlining and development of commercial deposits of metals at its project to generate positive cash flows from operations. While the Company has been successful in securing financing and identifying suitable properties to date, there is no assurance that the Company will continue to be successful in achieving these objectives. To date the Company has incurred losses since inception and expects to incur further losses in the development of its business. As at December 31, 2023, the Company had an accumulated deficit of $8,163,915 (2022 - $7,409,882), which has been funded primarily by the issuance of share capital. The Company also had a working capital deficiency of $340,633 (2022 - working capital deficiency of $157,886).

The ability of the Company to realize the costs it has incurred to date on its properties is dependent upon the Company being able to identify economically recoverable reserves, to finance their development costs and to resolve any environmental, regulatory or other constraints, which may hinder the successful development of the reserves. Although the Company has taken steps to verify title to the properties on which it is conducting exploration and development activities and in which it has an interest, in accordance with industry standards for the current stage of exploration and development of such properties, these procedures do not guarantee the Company's title. Property title may be subject to government licensing requirements or regulations, unregistered prior agreements, unregistered claims, and non-compliance with regulatory and environmental requirements.

These consolidated financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize assets and discharge liabilities in the normal course of operations for the foreseeable future. These factors may cast significant doubt upon the Company's ability to continue as a going concern and, therefore, it may be unable to realize its assets and discharge its liabilities in the normal course of business. These consolidated financial statements do not reflect the adjustments to the carrying values of assets and liabilities, the reported revenues and expenses, and statement of financial position classifications that might be necessary if the Company was unable to continue as a going concern. These adjustments could be material.

## 2. MATERIAL ACCOUNTING POLICIES, JUDGMENTS AND ESTIMATES

### a) Basis of presentation and consolidation:

The Company prepares it consolidated financial statements in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and IFRS Interpretations Committee ("IFRIC") which the Canadian Accounting Standards Board has approved for incorporation into Part I of the Chartered Professional Accountants Canada Handbook. These consolidated financial statements have been prepared under the historical cost method, except for certain financial instruments measured at fair value. The Company has consistently applied the accounting policies used in preparation of these consolidated financial statements throughout all the periods presented. Critical accounting judgments and estimates used by management in the preparation of these consolidated financial statements are presented in Note 3.

The consolidated financial statements include the accounts of 55 North and its wholly-owned subsidiary 55 North Mining Operations Inc. All transactions and balances between 55 North and 55 North Mining Operations Inc. are eliminated on consolidation, including unrealized gains and losses on transactions between the companies. The consolidated financial statements for the year ended December 31, 2023 and 2022 include the results of operations of 55 North and 55 North Mining Operations Inc. as at and for the year-ended December 31, 2023 and 2022.

Profit or loss and other comprehensive loss of subsidiaries acquired or disposed of during the year are recognized from the effective date of acquisition, or up to the effective date of disposal, as applicable.

These consolidated financial statements are presented in Canadian dollars, which is also the Company's functional currency. All reference to dollars ($) are to Canadian dollars unless otherwise noted.

### b) Cash

Cash consists of funds on deposit.

### c) Financial instruments

Financial assets must be classified and measured based on three categories: amortized cost, fair value through other comprehensive income ("FVTOCI") and fair value through profit or loss ("FVTPL"). Financial liabilities are classified and measured based on two categories: amortized cost and FVTPL. Initially, all financial assets and financial liabilities are recorded in the consolidated balance sheets at fair value. After initial recognition, the effective interest related to financial assets and liabilities measured at amortized cost and the gain or loss arising from the change in the fair value of financial assets or liabilities classified as FVTPL are included in net income (loss) for the year in which they arise. Financial assets measured at amortized cost or those measured at FVTOCI, except for investment in equity instruments, at each balance sheet date requires an impairment analysis using the expected credit loss model ("ECL") to determine the expected credit losses using judgment determined on a probability weighting basis.

The Company has designated its cash and receivables as amortized cost, measured at amortized cost and has designated its accounts payable and accrued liabilities, deferred MMDF grant and Canada Emergency Business Account as amortized cost measured at amortized cost, which is reflected on the statement of financial position as amortized cost using the effective interest method of measurement.

Transaction costs are expensed as incurred for financial instruments classified or designated at fair value through profit or loss. For other financial instruments, transaction costs are added to the related financial asset or liability on initial recognition and are measured at amortized cost using the effective interest method. Transaction costs are incremental costs that are directly attributable to the acquisition, issue or disposal of a financial asset or financial liability.

The Company assesses impairment of all its financial assets, except those classified at fair value through profit or loss. Management considers whether there has been a breach in contract, such as a default or delinquency in interest or principal payments in determining whether objective evidence of impairment exists. Impairment is measured as the difference between the asset's carrying value and its fair value. Impairment is included in current net loss.

## 2. MATERIAL ACCOUNTING POLICIES, JUDGMENTS AND ESTIMATES (CONT'D)

### d) Fair Value

The fair value of a financial instrument is the amount of consideration that could be agreed upon in an arm's length transaction between knowledgeable, willing parties who are under no obligation to act. In certain circumstances, however, the initial fair value may be based on other observable current market transactions in the same instrument, without modification or on a valuation technique using market-based inputs.

Fair value measurements recognized in the statement of financial position are categorized using a fair value hierarchy that reflects the significance of inputs used in determining the fair values:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1)
- Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices) (Level 2); and
- Inputs for the asset or liability that are not based on observable market data (unobserved inputs) (Level 3).

Each type of fair value is categorized based on the lowest level input that is significant to the fair value measurement in its entirety.

### e) Income taxes

Current tax is based on the local taxable income at the local statutory tax rate enacted or substantively enacted at the statement of financial position date and includes adjustments to tax payable or recoverable in respect of previous periods.

Deferred tax is recognized using the statement of financial position method in respect of all temporary differences between the tax bases of assets and liabilities, and their carrying amounts for financial reporting purposes, except as indicated below.

Deferred income tax assets are recognized for all deductible temporary differences, carry-forward of unused tax assets and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry-forward of unused tax assets and unused tax losses can be utilized, except where the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in an acquisition that is not a business combination and, at the time of the acquisition, affects neither the accounting profit nor taxable profit or loss and in respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

Deferred income tax liabilities are recognized for all taxable temporary differences, except where the deferred income tax liability arises from the initial recognition of goodwill, or the initial recognition of an asset or liability in an acquisition that is not a business combination and, at the time of the acquisition, affects neither the accounting profit nor taxable profit or loss and in respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

The carrying amount of deferred income tax assets is reviewed at each statement of financial position date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. To the extent that an asset not previously recognized fulfils the criteria for recognition, a deferred income tax asset is recorded.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which the asset is realized or the liability is settled, based on tax rates and tax laws enacted or substantively enacted at the statement of financial position date.

## 2. MATERIAL ACCOUNTING POLICIES, JUDGMENTS AND ESTIMATES (CONT'D)

### e) Income taxes (cont'd)

Current and deferred taxes relating to items recognized directly in equity are recognized in equity and not in the income statement.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same tax authority on either the same taxable entities or in different taxable entities, and, where there is the intent to settle the balance on a net basis.

*Mining taxes*

Income tax expense includes the mining taxes payable to governments that are calculated based on a percentage of taxable profit whereby taxable profit represents net income adjusted for certain items defined in the applicable legislation.

*Flow-through shares*

The Company will, from time to time, issue flow-through shares to finance a portion of its exploration program. Pursuant to the terms of the flow-through share agreements, these shares transfer the tax deductibility of qualifying resource expenditures to investors. On issuance, the Company bifurcates the flow-through share into i) the flow-through share premium liability measured at fair value, which is recognized as a liability representing the sale of tax deductions, and ii) the residual proceeds are allocated as the value of the common shares issued. On issuance of a flow-through unit (consisting of a flow-through share and a warrant to purchase a common share), the Company allocates the flow-through unit into i) the flow-through share premium liability measured at fair value, which is recognized as a liability representing the sale of tax deductions, ii), and the estimated fair value of a warrant and common share using the relative fair value method. Upon qualifying expenses being incurred the Company derecognizes the flow-through share premium liability and recognizes a credit to future tax recovery.

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

### f) Impairment of non-financial assets

Mining claims are tested for impairment when events or changes in circumstances indicate that the carrying amount may not be recoverable. For the purpose of measuring recoverable amounts, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units or CGUs). The recoverable amount is the higher of an asset's fair value less costs to sell and value in use (being the present value of the expected future cash flows of the relevant asset or CGU). Value in use is determined as the present value of the future cash flows expected to be derived from an asset or CGU. 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 which estimates of future cash flows have not been adjusted. Fair value less cost to sell is the amount obtainable from the sale of an asset or CGU in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount and is recorded as an expense.

Non-financial assets that have been impaired in prior periods are tested for possible reversal of impairment whenever events or changes in circumstances indicate that the impairment has reversed. If the impairment has reversed, the carrying amount of the asset is increased to its recoverable amount but not beyond the carrying amount that would have been determined had no impairment loss been recognized for the asset in the prior periods. A reversal of an impairment loss is recognized in the statement of loss and comprehensive loss.

### g) Revenue recognition

Interest income is recognized using the effective interest rate method.

## 2. MATERIAL ACCOUNTING POLICIES, JUDGMENTS AND ESTIMATES (CONT'D)

### h) Exploration expenditures and mining claims

Exploration expenditures relate to activities that are directed towards less than proven and probable ore reserves and are expensed as incurred. The costs to acquire mining claims is expensed.

### i) Provisions

Provisions are recognized in other liabilities when the Company has a present legal or constructive obligation because of past events, it is more likely than not that an outflow of resources will be required to settle the obligation, and the amount can be reliably estimated. Provisions are measured at management's best estimate of the expenditure required to settle the obligation at the end of the reporting period, and are discounted to present value where the effect is material, such as closure costs.

### j) Share-based compensation plan and warrants

The fair value-based method of accounting is applied to all share-based compensation. The fair value of the share options granted is estimated on the date of grant using the Black-Scholes option-pricing model and is recorded as an expense over the applicable vesting period based on the number of awards expected to vest. Each tranche of an award is considered a separate award with its own vesting period and grant date fair value. Any consideration paid by the directors on exercise of the share option is credited to share capital. Awards of options and warrants related to private placements or public offerings of shares are treated as share issue costs.

### k) Net loss per share

Basic net loss per share is calculated using the daily weighted average number of shares outstanding.

Diluted net loss per share is calculated using the daily weighted average number of shares that would have been outstanding during the year had all dilutive potential common shares been issued at the beginning of the year, or when the underlying options, warrants or convertible securities were granted or issued, if later. The treasury share method is employed to determine the incremental number of shares that would have been outstanding had the Company used proceeds from the exercise of options or warrants to acquire shares.

### l) Government assistance

The Company accounts for government assistance using the income approach. Under the income approach, government assistance is recognized in the consolidated statement of loss and comprehensive loss on a systematic basis over the periods in which the Company recognizes the expenses for which the government assistance is intended to compensate. The Company has elected to present deferred income related to government assistance pertaining to future project expenditures as a liability on the statement of financial position. The Company will then recognize the government assistance as income in loss and comprehensive loss on a systematic basis as expenses are incurred.

### m) Future accounting pronouncements

In January 2020, the IASB issued amendments to IAS 1 - Presentation of Financial Statements to specify the requirements for classifying liabilities as current or non-current. The amendments clarify that the classification of liabilities as current or non-current is based on rights that are in existence at the end of the reporting period, specify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability, explain that rights are in existence if covenants are complied with at the end of the reporting period, and introduce a definition of 'settlement' to make clear that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services. The amendments are applied retrospectively for annual periods beginning on or after January 1, 2024, with early application permitted. The Company does not expect a material impact to its consolidated financial statements from the adoption of these amendments.

## 3. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of these consolidated financial statements requires management to use estimates and judgments that affect the reported amounts of assets and liabilities, as well as revenues and expenses. These estimates are reviewed periodically, and, as adjustments become necessary, they are reported in net income (loss) in the period in which they become known.

The recoverability of deferred expenditures is dependent upon the discovery of economically recoverable reserves and resources, securing and maintaining title and beneficial interest in the properties, the ability to obtain necessary financing to complete exploration, development and construction of processing facilities, obtaining certain government approvals and attaining profitable production.

The likelihood that tax positions taken will be sustained upon examination by applicable tax authorities is assessed based on individual facts and circumstances of the relevant tax position evaluated in light of all available evidence. Where applicable tax laws and regulations are either unclear or subject to ongoing varying interpretations, it is reasonably possible that changes in these estimates can occur that materially affect the amounts of income tax provision. At the end of each reporting period, the Company reassesses unrecognized income tax assets.

The Company is also required to spend proceeds received from the issuance of flow-through shares on qualifying resource expenditures. Management's judgment is applied in determining whether qualified expenditures have been incurred. Differences in judgment between management and regulatory authorities could materially increase the flow-through premium liability and flow-through expenditure commitment.

The Company makes estimates as to the market value and inputs related to the valuation of share capital, flow-through share premium liability and the value associated with warrants issued at the time of issuance with respect to the volatility on the underlying common shares, risk free interest rate and forfeiture rates and market premiums paid for flow-through common shares. In establishing fair value management considers historical performance.

## 4. MINERAL PROPERTIES

On September 5, 2017, the Company signed an option agreement with Peter Dunlop to option the Last Hope Project near Lynn Lake, Manitoba. On signing, the Company paid $65,000 and issued 1,500,000 common shares.

The Company committed to incur an aggregate of at least $250,000 per year for the four years following the execution of this agreement to an aggregate of $1,000,000 and make additional option payments as follows:

- September 5, 2018: $65,000 and an additional 1,500,000 common shares;
- September 5, 2019: $65,000;
- September 5, 2020: $65,000;
- September 5, 2021: $100,000; and
- September 5, 2022: $3,000,000

On August 24, 2022, the terms of the option agreement were amended by extending the final $3,000,000 payment by three years to September 5, 2025. Furthermore, annual payments of $100,000 are to be paid on September 5, 2022, 2023 and 2024. Pursuant to the amended agreement, the Company paid $200,000 as well as issued 5,000,000 common shares of 55 North Mining Inc. In September 2023, the Company issued 1,000,000 common shares to Peter Dunlop in return for a nine-month deferral of the $100,000 payment due on September 5, 2023 to June 5, 2024.

The Last Hope Project bears a 2% net smelter returns royalty with the ability to buy back 1% for $1,000,000.

*Expressed in Canadian dollars, unless otherwise indicated*

## 5. CANADA EMERGENCY BUSINESS ACCOUNT

As a result of COVID-19, the Canadian federal government created the Canada Emergency Business Account ("CEBA"), designed to provide some financial assistance to qualifying Canadian companies. In April 2020, the Company applied for this funding and received $40,000 as an unsecured, non-interest-bearing loan. This loan was due on or before December 31, 2023 but subsequently extended to January 18, 2024. If $30,000 was paid before it was time, $10,000 of the loan would have been forgiven. If not paid by this date, the loan is extended by two years bearing interest at a rate of 5% per annum, with the loan maturing on December 31, 2025. The Company had previously reduced the loan liability as it had planned on paying the loan when it matured. As the Company did not repay the loan subsequent to year-end, management reversed the write-down to reflect the loan at its face value of $40,000.

## 6. SHARE CAPITAL

### a) Authorized:

The Company is authorized to issue an unlimited number of common shares with each common share entitled to one vote.

### b) Common shares issued:

| | Number of Shares | Stated Capital |
|---|---|---|
| **Balance, December 31, 2021** | **113,602,862** | **$ 4,327,258** |
| Issued on settlement of debt | 8,103,882 | 235,774 |
| Warrant allocation on settlement of debt | --- | (83,592) |
| Issued on private placement | 20,988,761 | 455,612 |
| Warrant allocation on private placement | --- | (216,144) |
| Issued as property payment | 5,000,000 | 75,000 |
| Share issue costs | --- | (2,500) |
| **Balance, December 31, 2022** | **147,695,505** | **$ 4,791,408** |
| Issued on settlement of debt | **6,705,073** | **100,576** |
| Warrant allocation on settlement of debt | **---** | **(49,617)** |
| Issued on private placement | **2,666,666** | **40,000** |
| Warrant allocation on private placement | **---** | **(19,735)** |
| Flow-through premium | **---** | **(3,500)** |
| Share issue costs | **---** | **(350)** |
| Issued as property payment | **3,000,000** | **150,000** |
| **Balance, December 31, 2023** | **160,067,244** | **5,008,782** |

Included in the share capital balance on December 31, 2023 and 2022 are 189,206 shares held by 55 North Operations (formerly Ontario Inc.). These shares will be sold now that the Company's shares are trading on a stock exchange and are included as shares held in treasury. Also included in the issued and outstanding shares is 3,674,692 shares (2022 - 11,023,976 shares) held in escrow related to the direct listing on the CSE. The shares are released at a rate of 15% every six months of the original escrowed shares or 3,674,642 each six months.

On January 27, 2022, the Company completed the settlement of $56,992 of debt through the issuance of common shares of the Company (the "Debt Settlement"). Pursuant to the debt settlement, the Company issued 1,139,831 common shares of the Company (the "Shares") at a deemed price of $0.05 per Share to certain creditors of the Company, including a director and an officer.

On May 6, 2022, the Company completed the settlement of $77,122 of debt through the issuance of units of the Company. Pursuant to the debt settlement, the Company issued 1,881,019 units, with each unit comprised of one common share and one common share purchase warrant. Each warrant allows the holder to purchase one common share at a price of $0.05 per share for a period of 48 months from the date of issuance.

*Expressed in Canadian dollars, unless otherwise indicated*

## 6. SHARE CAPITAL (CONT'D)

Also on May 6, 2022, the Company closed a private placement for gross proceeds of $70,000, issuing 1,707,317 units at $0.041 per unit. Each unit consists of one common share and one warrant, with each warrant entitling the holder to acquire a common share at $0.05 per share for 48 months from the date of issuance.

On August 26, 2022, the Company closed a private placement for gross proceeds of $103,437, issuing 5,172,710 units at $0.02 per unit. Each unit consists of one common share and one warrant, with each warrant entitling the holder to acquire a common share at $0.05 per share for 48 months from the date of issuance.

On September 7, 2022, the Company issued 5,000,000 common shares for deemed proceeds of $75,000 as part of amending the Last Hope Project option agreement (see Note 4).

On October 5, 2022, the Company closed a private placement for gross proceeds of $240,000, issuing 12,000,000 units at $0.02 per unit. Each unit consists of one common share and one warrant, with each warrant entitling the holder to acquire a common share at $0.05 per share for 48 months from the date of issuance.

On October 5, 2022, the Company completed the settlement of $101,660 of debt through the issuance of units of the Company. Pursuant to the debt settlement, the Company issued 5,083,032 units, with each unit comprised of one common share and one common share purchase warrant. Each warrant allows the holder to purchase one common share at a price of $0.05 per share for a period of 48 months from the date of issuance.

On October 27, 2022, the Company closed a private placement for gross proceeds of $32,175, issuing 1,608,734 units at $0.02 per unit. Each unit consists of one common share and one warrant, with each warrant entitling the holder to acquire a common share at $0.05 per share for 48 months from the date of issuance.

On November 2, 2022, the Company closed a private placement for gross proceeds of $10,000, issuing 500,000 units at $0.02 per unit. Each unit consists of one common share and one warrant, with each warrant entitling the holder to acquire a common share at $0.05 per share for 48 months from the date of issuance.

On May 3, 2023, the Company completed the settlement of $100,576 of debt and a subscription for an additional $40,000, resulting in the issuance of 9,371,739 units of the Company, with each unit comprised of one common share and one common share purchase warrant. Each warrant allows the holder to purchase one common share at a price of $0.05 per share for a period of 48 months from the date of issuance.

On August 29, 2023, the Company issued 2,000,000 common shares, valued at $100,000, to the Marcel Colomb First Nations Band as agreed to as part of the exploration agreement with the Marcel Colomb First Nations Band, which agreement outlines a framework for collaboration on exploration.

On September 15, 2023, the Company issued 1,000,000 common shares, valued at $50,000, as part of amending the Last Hope Project option agreement (see Note 4).

## 7. WARRANTS

A summary of the status of the Company's outstanding warrants and changes are as follows:

| | 2023 | | 2022 | |
|---|---|---|---|---|
| | Number | Weighted average exercise price | Number | Weighted average exercise price |
| **Balance, beginning** | **62,853,872** | **$0.18** | **59,419,010** | **$0.24** |
| Granted | 9,371,739 | 0.05 | 27,952,812 | 0.05 |
| Expired | --- | --- | (24,517,950) | 0.18 |
| **Balance, ending** | **72,225,611** | **$0.16** | **62,853,872** | **$0.18** |

*Expressed in Canadian dollars, unless otherwise indicated*

### 7. WARRANTS (CONT'D)

At December 31, 2023, there were 72,225,611 warrants outstanding (December 31, 2022 – 62,853,872), with each warrant entitling the holder to acquire one common share of the Company at the prices noted below:

| Number | Exercise Price | Remaining Contractual Life in Years | Expiry Date |
|---|---|---|---|
| **September 30, 2023** | | | |
| 7,132,080 | $0.30 | 0.73 | September 21, 2024 |
| 500,000 | $0.20 | 0.73 | September 21, 2024 (1) |
| 36,800 | $0.15 | 0.73 | September 21, 2024 (2) |
| 4,200,000 | $0.30 | 0.79 | October 15, 2024 |
| 329,600 | $0.20 | 0.79 | October 15, 2024 (1) |
| 6,400 | $0.15 | 0.79 | October 15, 2024 (2) |
| 9,221,133 | $0.30 | 0.86 | November 9, 2024 |
| 534,531 | $0.15 | 0.86 | November 9, 2024 (2) |
| 6,000 | $0.30 | 0.86 | November 9, 2024 |
| 3,840,183 | $0.30 | 0.91 | November 27, 2024 |
| 141,333 | $0.15 | 0.91 | November 27, 2024 (2) |
| 8,000 | $0.20 | 0.91 | November 27, 2024 (1) |
| 1,333,334 | $0.30 | 0.93 | December 4, 2024 |
| 106,666 | $0.15 | 0.93 | December 4, 2024 (2) |
| 1,500,000 | $0.30 | 1.28 | April 12, 2025 |
| 105,000 | $0.30 | 1.28 | April 12, 2025 |
| 50,000 | $0.30 | 1.32 | April 26, 2025 |
| 5,000,000 | $0.20 | 2.54 | July 15, 2026 |
| 350,000 | $0.20 | 2.54 | July 15, 2026 |
| 500,000 | $0.20 | 2.55 | July 20, 2026 |
| 3,588,336 | $0.05 | 2.35 | May 6, 2026 |
| 5,172,710 | $0.05 | 2.65 | August 26, 2026 |
| 5,083,032 | $0.05 | 2.76 | October 5, 2026 |
| 12,000,000 | $0.05 | 2.76 | October 5, 2026 |
| 1,608,734 | $0.05 | 2.82 | October 27, 2026 |
| 500,000 | $0.05 | 2.84 | November 2, 2026 |
| 9,371,739 | $0.05 | 3.34 | May 3, 2027 |
| **72,225,611** | **$0.16** | **2.02** | |

Notes:

(1) These compensation options entitle the holder to acquire a unit at a price of $0.20 per unit. Each unit is comprised of one common share and one warrant which can be exercised to acquire one additional common share at a price of $0.30 for a period of 48 months.

(2) These compensation options entitle the holder to acquire a unit at a price of $0.15 per unit. Each unit is comprised of one common share and one warrant which can be exercised to acquire one additional common share at a price of $0.30 for a period of 48 months.

*Expressed in Canadian dollars, unless otherwise indicated*

## 7. WARRANTS (CONT'D)

The value warrants issued in 2023 and 2022 were estimated on the date of the grant using the Black-Scholes option-pricing model with the following weighted average assumptions used for grants:

| Date Issued | Number | Dividend Yield | Expected Volatility | Risk Free Interest Rate | Expected Life In Years |
|---|---|---|---|---|---|
| May 6, 2022 | 3,588,336 | 0% | 142% | 2.85% | 4 |
| August 26, 2022 | 5,172,710 | 0% | 182% | 3.37% | 4 |
| October 5, 2022 | 17,083,032 | 0% | 191% | 3.52% | 4 |
| October 27, 2022 | 1,608,734 | 0% | 202% | 3.44% | 4 |
| November 2, 2022 | 500,000 | 0% | 202% | 3.59% | 4 |
| May 3, 2023 | 9,371,739 | 0% | 100% | 2.87% | 4 |

In connection with the May 6, 2022 financing and debt settlement, the Company issued 3,588,336 warrants entitling the holder to acquire one additional common share of the Company at an exercise price of $0.05 per common share for 48 months from the date of issuance.

In connection with the August 26, 2022 financing, the Company issued 5,172,710 warrants entitling the holder to acquire one additional common share of the Company at an exercise price of $0.05 per common share for 48 months from the date of issuance.

In connection with the financing with closings in October and November 2022, the Company issued 18,691,766 warrants entitling the holder to acquire one additional common share of the Company at an exercise price of $0.05 per common share for 48 months from the date of issuance.

In connection with the May 3, 2023 financing, the Company issued 9,371,739 warrants entitling the holder to acquire one additional common share of the Company at an exercise price of $0.05 per common share for 48 months from the date of issuance.

## 8. SHARE OPTIONS

The Company may grant options to directors, officers, employees, and technical consultants of the Company. The maximum number of shares reserved for issuance under all securities compensation arrangements is limited to 10% of the total number of issued and outstanding shares exercisable for a period of up to 10 years. The maximum number of shares that may be issued to any officer, director or employee shall not exceed 5% of the total number of issued and outstanding shares. The maximum number of shares that may be issued to technical consultants, including investor relation consultants, shall not exceed 2% of the total number of issued and outstanding shares.

On May 11, 2022, all of the 9,396,148 share options outstanding were cancelled. On July 26, 2022, the Company issued 7,350,000 incentive share options to officers, directors, employees and consultants with each option having a 5-year term and an exercise price of $0.02. The value of these options was calculated using the Black-Scholes option pricing model under the following weighted average assumptions: share price - $0.02; risk free rate of return – 2.87%; annualized volatility - 153%; expected life - 5 years; dividend yield - 0%. The Company recognized a share-based compensation expense of $135,240 related to the vesting that occurred.

On August 29, 2023, the Company issued 6,000,000 incentive share options to officers, directors, employees and consultants, and also issued 2,000,000 incentive share options to the Marcel Colomb First Nations Band as part of its exploration agreement. These options vested immediately, have a five-year life, and an exercise price of $0.05. The value of these options was calculated using the Black-Scholes option pricing model under the following weighted average assumptions: share price - $0.05; risk free rate of return – 3.92%; annualized volatility - 100%; expected life - 5 years; dividend yield - 0%. The Company recognized a share-based compensation expense of $304,000 related to the vesting that occurred.

*Expressed in Canadian dollars, unless otherwise indicated*

## 8. SHARE OPTIONS

During the year ended December 31, 2023, 1,600,000 options, with an exercise price of $0.02 per share, expired unexercised.

The average remaining life of the options is 4.21 years (2022 - 4.57 years). A summary of the status of the Company's outstanding options as at December 31, 2023 and 2022 and changes during the years then ended are as follows:

| | Dec. 31, 2023 | | Dec. 31, 2022 | |
|---|---|---|---|---|
| | Number | Weighted average exercise price | Number | Weighted average exercise price |
| **Balance, beginning** | **7,350,000** | **$ 0.02** | **9,396,148** | **$ 0.16** |
| Granted | 8,000,000 | 0.05 | 7,350,000 | 0.02 |
| Expired | (1,600,000) | 0.02 | (9,396,148) | 0.16 |
| **Balance, ending** | **13,750,000** | **$ 0.04** | **7,350,000** | **$ 0.02** |

## 9. INCOME TAXES

### Income tax provision

The provision for income taxes reflects an effective rate that differs from the combined federal and provincial tax rates for the following reasons:

| | 2023 | 2022 |
|---|---|---|
| Loss and comprehensive loss before income taxes | **$ (786,973)** | $ (832,563) |
| Combined statutory income tax rate | **26.50%** | 26.50% |
| Income tax recovery using statutory income tax rates | **(208,548)** | (220,629) |
| Share issue costs | **(93)** | (663) |
| Stock-based compensation | **80,600** | 35,800 |
| Renunciation of flow through expenditure | **5,775** | 20,663 |
| Other | **(222)** | (57) |
| Valuation allowance | **118,988** | 152,386 |
| Deferred tax recovery | **$ (3,500)** | $ (12,500) |

### Deferred income taxes

Significant components of the Company's deferred income tax assets are as follows:

| | 2023 | 2022 |
|---|---|---|
| Non-capital losses | **$ 2,638,800** | $ 2,542,270 |
| Canadian exploration and development expense pools | **1,929,700** | 1,872,056 |
| Share issuance costs | **37,300** | 72,486 |
| Deferred income tax asset | **4,605,800** | 4,486,812 |
| Valuation allowance | **(4,605,800)** | (4,486,812) |
| Deferred tax asset | **$ ---** | $ --- |

The Company has non-capital loss carry forward amounts available for income tax purposes of $9,958,300 that expire $747,000 in 2031, $1,007,000 in 2032, $2,451,000 in 2033, $1,665,000 in 2034, $743,300 in 2035, $423,300 in 2036, $407,000 in 2037, $429,100 in 2038, $260,000 in 2039, $983,200 in 2040, $8,400 in 2041, $470,000 and in 2042 and $364,000 in 2043. The Company has $7,281,646 (December 31, 2022 - $7,064,496) of unused cumulative Canadian exploration and development costs available to offset future taxable income. The tax benefits pertaining to these expenses are available for carry forward indefinitely.

## 10. RELATED PARTY TRANSACTIONS

At December 31, 2023, included in accounts payable and accrued liabilities is amounts owed to the Company's Chairman and CEO of $54,000 on account of accrued fees (December 31, 2022 - $16,909) and $46,710 due to the company's CFO on account of accrued fees and expenses (December 31, 2022 - $15,500) and $2,456 on account of expenses (December 31, 2022 - $nil) due to a director of the Company. These liabilities are non-interest bearing, unsecured and repayable on demand.

During the year ended December 31, 2023, the Company's CEO was paid $90,000 (2022 - $72,000) in compensation. During the year ended December 31, 2023, the Company's CFO was paid $60,000 (2022 - $62,500) in compensation.

During the year the Company incurred $15,350 (2022 - $nil) in project expenditures to a company controlled by a director.

During the years ended December 31, 2023 and 2022, the Company's directors did not receive compensation for services.

These amounts have occurred in the normal course of operations and are measured at the exchange amount which is established and agreed to by the related parties.

## 11. CAPITAL MANAGEMENT

The Company's total capital deficiency of $340,633 (December 31, 2022 - capital deficiency of $157,886) consists of $40,000 (December 31, 2022 - $30,000) Canada Emergency Business Account loan, $5,008,782 (December 31, 2022 - $4,791,408) of share capital, warrants reserve of $2,364,700 (December 31, 2022 - $2,295,348), $409,800 (2022 - $135,240) of contributed surplus, and a deficit of $8,163,915 (December 31, 2022 - $7,409,882).

The Company's objectives when managing capital, which consists of shareholders' equity, are to safeguard its ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, and to provide an adequate return to shareholders by pricing products and services commensurately with the level of risk.

The Company sets the amount of capital in proportion to risk. The Company manages the capital structure and adjusts it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

The Company monitors capital from time-to-time using a variety of measures. Monitoring procedures are typically performed as a part of the overall management of the Company's operations. The Company's strategy during the period, which was unchanged from the prior period, was to maintain its ability to secure access to financing at a reasonable cost. The requirements and terms of sources of capital cannot be predicted and change in ways the Company cannot predict.

## 12. RISK MANAGEMENT AND FAIR VALUES

Management's risk management policies are typically performed as a part of the overall management of the Company's operations. Management is aware of risks related to these objectives through direct personal involvement with employees and outside parties. In the normal course of its business, the Company is exposed to a number of risks that can affect its operating performance. Management's close involvement in operations helps identify risks and variations from expectations. The Company has not designated transactions as hedging transactions to manage risk. As a part of the overall operation of the Company, management considers the avoidance of undue concentrations of risk. The risks and the actions taken to manage them include the following:

## 12. RISK MANAGEMENT AND FAIR VALUES (CONT'D)

### Liquidity risk

Liquidity risk is the risk that the Company cannot meet its financial obligations associated with financial liabilities in full. The Company's main sources of liquidity are external sources of debt and equity. The funds are primarily used to finance working capital and capital expenditure requirements. The Company's current liabilities exceed its current assets by $340,633 (December 31, 2022 - current liabilities exceed its current assets by $157,886).

Receivables, accounts payable and accrued liabilities are due within one year.

### Credit risk

Credit risk arises from the possibility that debtors may be unable to fulfill their commitments. For a financial asset, this is typically the gross carrying amount, net of any amounts offset and any impairment losses. The Company has credit policies to address credit risk on accounts receivable, which may include the analysis of the financial position of the debtor and review of credit limits. The Company also may review credit history before establishing credit and review credit performance. An allowance for doubtful accounts or other impairment provisions are established based upon factors surrounding credit risk, historical trends and other information.

A financial asset is past due when a debtor has failed to make a payment when contractually due. The Company has no financial assets that are past due and does not have an allowance for doubtful accounts receivable. Receivables relate to amounts due from the Government of Canada for Goods and Services Tax recoverable.

### Currency risk

Currency risk is the risk that changes in foreign exchange rates may have an effect on future cash flows associated with financial instruments. Changes in the applicable exchange rate may result in a decrease or increase in foreign exchange income or expense.

### Interest rate risk

Interest rate risk is the risk that changes in market interest rates may have an effect on the cash flows associated with some financial instruments, known as interest rate cash flow risk, or on the fair value of other financial instruments, known as interest rate price risk. The Company is exposed to interest rate risk price risk with its Canada Emergency Business Loan held at fixed rates.

### Other price risk

Other price risk is the risk that changes in market prices, including commodity or equity prices, will have an effect on future cash flows associated with financial instruments. Mineral prices are affected by numerous factors such as the sale or purchase by various central banks and financial institutions, interest rates, exchange rates, inflation or deflation, fluctuations in the value of the US dollar and other foreign currencies, global and regional supply and demand, and the political and economic conditions of major gold-producing countries throughout the world.

*Expressed in Canadian dollars, unless otherwise indicated*

## 12. RISK MANAGEMENT AND FAIR VALUES (CONT'D)

### Fair values

The fair values of the Company's financial assets and liabilities consisting of cash, receivables, accounts payable and accrued liabilities and dividends payable approximate their recorded values as at December 31, 2023 and December 31, 2022 due to their short-term nature. The fair value of the Canada Emergency Business Account is impacted by changes in market interest rates which can result in differences between the carrying value of the instruments. The fair value of the Canada Emergency Business Account has been estimated based on a loan with an interest rate of 5% (2022 - 5%) with a term of due on demand (2022 - 2 years). The estimated fair value at December 31, 2023 is $40,000 (2022 - $28,571).

The Company's financial assets are classified as level 1 (2022 - level 1). The Company's financial liabilities are classified as level 2 (2022 – level 2).

Fair value is an estimate of the amount at which items might be exchanged in an arm's length transaction between knowledgeable willing parties who are under no compulsion to act. Fair value should not be interpreted as an amount that could be realized in immediate settlement of the instruments. The estimate of fair value at the end of the periods may not represent fair values at any other date. The determination of fair value is also affected by the use of judgment and by uncertainty.

## 13. LOSS PER SHARE

The calculation of basic and diluted loss per share for the years ended December 31, 2023 and 2022, was based on total loss attributable to common shareholders of $783,473 (2022 - $820,063) and a weighted average number of common shares outstanding of 154,907,375 (2022 - 124,822,316). Outstanding warrants and share options are anti-dilutive.

## 14. FLOW-THROUGH SHARE PREMIUM LIABILITY

| | | |
|---|---|---|
| **Balance, December 31, 2021** | **$** | **12,500** |
| Settlement of flow-through share liability on incurring expenditures | | (12,500) |
| **Balance, December 31, 2022** | **$** | **---** |
| Flow-through premium on shares issued | | 3,500 |
| Settlement of flow-through share liability on incurring expenditures | | (3,500) |
| **Balance, December 31, 2023** | **$** | **---** |

During the year ended December 31, 2022 and 2023, the Company incurred qualified flow through funded exploration expenditures, fulfilling its commitment under the flow through financing from the year ended December 31, 2023 and 2022.

## 15. MANITOBA MINERAL DEVELOPMENT FUND GRANT

On May 24, 2023, the Company signed an agreement with MMDF Corporation, an arm of the Government of Manitoba, where the Company will receive a grant of up to $300,000 from the Manitoba Mineral Development Fund in $100,000 tranches, which funds are to be used for exploration activities at the Company's Last Hope Project. As of the date of these financial statements, $200,000 has been received to date. The amount deferred represents amounts that will be spent on exploration activities and is expected to be realized in the subsequent year. If amounts are not spent according to the agreement they are to be repaid.

SCHEDULE B

# MANAGEMENT DISCUSSION AND ANALYSIS

[Please see attached]

# 55 North Mining Inc.

## MANAGEMENT’S DISCUSSION AND ANALYSIS

### OF THE COMPANY’S FINANCIAL CONDITION

### AND RESULTS OF OPERATIONS

### FOR THE YEAR ENDED

## DECEMBER 31, 2023

The following management discussion and analysis of the financial condition and results of operations of 55 North Mining Inc. ("55 North" or the "Company") is prepared and reported as at December 31, 2023 and should be read in conjunction with the Company's audited consolidated financial statements and notes thereto for the year ended December 31, 2023.

The information provided herein is given as of March 15, 2024 unless otherwise indicated.

**FORWARD LOOKING STATEMENT**

This management discussion and analysis contains "forward-looking statements" which reflect management's expectations regarding the Company's future growth, results of operations, performance and business prospects and opportunities. Such forward-looking statements may include, but are not limited to, statements with respect to the future financial or operating performance of the Company and its projects, the future price of gold or other metal prices, capital, operating and exploration expenditures, costs and timing of the development of new deposits, costs and timing of future exploration, requirements for additional capital, government regulation of mining operations, environmental risks, reclamation expenses, title disputes or claims, limitations of insurance coverage and the timing and possible outcome of regulatory matters. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or variations (including negative variations" of such words and phrases, or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties, assumptions, and other factors that may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others: general business, economic, competitive, political and social uncertainties; the actual results of current exploration activities; conclusions of economic evaluations; fluctuations in currency exchange rates; changes in project parameters as plans continue to be refined; changes in labour costs; future prices of gold or other metal prices; possible variations of mineral grade; accidents, hazards, cave-ins, pit-wall failures, flooding, rock bursts and other acts of God or unfavourable operating conditions and losses, insurrection or war; delays in obtaining governmental approvals or financing or in the completion of development or construction activities; and actual results of reclamation activities. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking statements contained herein are made as of the date of this management discussion and analysis and the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

**BUSINESS ENVIRONMENT and OUTLOOK**

Due to the ongoing weak capital markets for junior mineral exploration companies, Management with the support of the Board of Directors reduced operations to conserve capital. This involved the curtailment of exploration activities and the reduction of administrative overheads to an absolute minimum until such time that the capital markets are more supportive of junior exploration projects.

The Company will need to secure additional financing to cover ongoing exploration expenditures and future working capital requirements. The ability of the Company to raise additional needed capital is never assured and comes with significant risk, thus jeopardizing the Company's ability to continue as a going-concern.

Management believes that going forward, subject to economic conditions, finances and the availability of equity financing, the longer-term prospects for the Company should remain positive. It is the intention of the Company to continue exploration activities on its mineral properties going forward. When opportunities present themselves, the Company will seriously evaluate the acquisition of additional mineral properties.

**OVERVIEW OF THE BUSINESS**

55 North Mining Inc., a company incorporated under the Canada Business Corporation Act, and its wholly-owned subsidiary (collectively "**55 North**" or the "**Company**") are engaged in the acquisition, exploration, development and extraction of natural resources, specifically precious metals. The Company's corporate head office is located at 401 Bay Street, Suite 2702, Toronto ON M5H 2Y4. The registered office of the Company is MLT Aikins LLP, 30th Floor, 360 Main Street, Winnipeg, MB R3C 4G1. The Company is a reporting issuer, as defined in corporate

law, and its shares are currently listed for trading on the Canadian Securities Exchange ("CSE") under the symbol "FFF".

On May 10, 2023, the Company and Marcel Colomb First Nations (MCFN) signed an Exploration Agreement ("the Agreement") outlining a framework for collaboration on the proposed exploration of the Last Hope Gold Project in Lynn Lake, Manitoba. The Agreement details how the two parties will work together to progress ongoing exploration activity at the Last Hope Gold Project, which lies within the MCFN Traditional Territory in the Lynn Lake area of Manitoba.

On May 24, 2023, the Company signed an agreement with MMDF Corporation, an arm of the Government of Manitoba, where the Company will receive a grant of up to $300,000 from the Manitoba Mineral Development Fund in $100,000 tranches, which funds are to be used for exploration activities at the Company's Last Hope Project. To date $200,000 has been received.

On September 5, 2017, the Company signed an option agreement with Peter Dunlop to option the Last Hope Project near Lynn Lake, Manitoba. On signing, the Company paid $65,000 and issued 1,500,000 common shares.

The Company committed to incur an aggregate of at least $250,000 per year for the four years following the execution of this agreement to an aggregate of $1,000,000 and make additional option payments as follows:

- September 5, 2018: $65,000 and an additional 1,500,000 common shares;
- September 5, 2019: $65,000;
- September 5, 2020: $65,000;
- September 5, 2021: $100,000; and
- September 5, 2022: $3,000,000

On August 24, 2022, the terms of the option agreement were amended by extending the final $3,000,000 payment by three years to September 5, 2025. Furthermore, annual payments of $100,000 are to be paid on September 5, 2022, 2023 and 2024. Pursuant to the amended agreement, the Company paid $200,000 as well as issued 5,000,000 common shares of 55 North Mining Inc. In September 2023, the Company issued 1,000,000 common shares to Peter Dunlop in return for a nine-month deferral of the $100,000 payment due on September 5, 2023 to June 5, 2024.

The Last Hope Project bears a 2% net smelter returns royalty with the ability to buy back 1% for $1,000,000.

**MINERAL RESOURCES and MINERAL RESERVES**

**The Last Hope Gold Project**

**Property Location and Details**

The Last Hope Property is located approximately 23 km south-east of the town of Lynn Lake in northern Manitoba, Canada. The Property is approximately centered at latitude 387,000 E and longitude 6,283,000 N and is located approximately 810 km northwest of Manitoba's capital and largest city, Winnipeg.

The Last Hope Property consists of 15 non surveyed claims subject to provisions of the option agreement as detailed below and covers an area of 3,513 ha as per the following figure and table entitled Last Hope Property Option Claims. In addition, in January 2021 55 North staked an additional 14 non surveyed claims that cover an area of 2707 ha. These claims are not subject to the option agreement and are detailed in table entitled Last Hope Property Non-Option Claims. All Claims are crown grants and include surface access. All claims have been located by physical staking as per The Mines and Minerals Act of Manitoba.

**LAST HOPE PROPERTY OPTION CLAIMS**

| Name | Number | Type | Area (ha) | Granted | Expires | Annual Amount Due* |
|---|---|---|---|---|---|---|
| Last Hope 14 | P9479E | Claim | 195 | 28/06/1988 | 27/08/2024 | $4,875 |
| Last Hope 1 | P8881E | Claim | 256 | 27/01/1986 | 28/03/2029 | $6,400 |
| Last Hope 4 | W45575 | Claim | 256 | 19/07/1982 | 17/09/2024 | $6,400 |
| Last Hope 2 | P8880E | Claim | 256 | 27/01/1986 | 28/03/2026 | $6,400 |
| Last Hope 10 | P6994E | Claim | 256 | 21/12/1987 | 19/02/2025 | $6,400 |

| LAST HOPE PROPERTY OPTION CLAIMS | | | | | | |
|---|---|---|---|---|---|---|
| **Name** | **Number** | **Type** | **Area (ha)** | **Granted** | **Expires** | **Annual Amount Due*** |
| Last Hope 8 | W45579 | Claim | 256 | 16/07/1982 | 09/14/2024 | $6,400 |
| Last Hope 5 | W45576 | Claim | 256 | 16/07/1982 | 14/09/2024 | $6,400 |
| | CB9043 | Claim | 259 | 13/03/1978 | 12/05/2040 | $6,475 |
| Last Hope 12 | P9477E | Claim | 256 | 28/06/1988 | 27/08/2024 | $6,400 |
| Last Hope 11 | P9478E | Claim | 256 | 28/06/1988 | 27/08/2024 | $6,400 |
| Last Hope 6 | W45577 | Claim | 256 | 16/07/1982 | 14/09/2030 | $6,400 |
| Last Hope 9 | W45580 | Claim | 112 | 16/07/1982 | 14/09/2024 | $2,800 |
| Last Hope 13 | P9476E | Claim | 131 | 28/06/1988 | 27/08/2024 | $3,275 |
| Last Hope 3 | P8879E | Claim | 256 | 27/01/1986 | 28/03/2026 | $6,400 |
| Last Hope 7 | W45578 | Claim | 256 | 16/07/1982 | 14/09/2030 | $6,400 |
| | | | | | | |
| **Total** | | **15 Claims** | **3,513** | | | **$87,825** |

**The claims currently have adequate work credits to cover the annual amounts due*

The Company has an option to earn a 100% interest in the claims comprising the property held by Peter C. Dunlop. The option was signed on September 5, 2017 and amended on November 4, 2019. In order to acquire 100% interest in the Last Hope Property, the Company agreed to the following schedule: It paid Mr. Dunlop $65,000 and 1.5 million shares upon the Execution Date of the Option Agreement (Sept. 5, 2017) and on the first anniversary of the Execution Date (September 5, 2018). A further $65,000 was paid on the second (September 5, 2019) and third anniversary (September 5, 2020) of the Execution Date, and $100,000 was paid on the fourth anniversary (September 5, 2021). With the terms of the option amended, $100,000 was paid in September 2022, with $100,000 due in September 2023 and 2024. A $3,000,000 payment must be made by September 5, 2025.

The option to acquire a 100% interest in the property is subject to a 2% royalty. The Company has the right, any time prior to the commencement of commercial production, to acquire up to half (1%) of the net smelter return royalty upon payment of $500,000 for each 0.5% of the royalty purchased.

There is no known environmental liability existing on the Last Hope property.

**Property Infrastructure**

The Last Hope Property is located approximately 23 km southeast of the mining town of Lynn Lake and is accessed by an all-weather gravel road, the Burnt Timber Mine road, to the mine site and subsequently an 8 km winter road from the Burnt Timber mine to the Property. Highways 6 and 391 connect Lynn Lake to Winnipeg and the Trans Canada Highway. Lynn Lake is also connected by railway which extends south to the Pas, Manitoba, and from there, to the rest of Canada. Lynn Lake Airport (YYL) has a 5,000 ft. paved runway that can land commercial jet aircraft.

Lynn Lake (population of 800) has a hospital, hotel and general store, and was founded to service Sherritt Gordon’s nickel discovery in 1950.

Historically, drilling has been conducted year-round with warm weather drilling assisted by helicopter.

Water is abundant in nearby lakes and rivers. Hydroelectric power is available in the town of Lynn Lake. Manitoba has a long history of mining with world class mining centres in Flin Flon and Thompson Manitoba.

## History

Gold was first discovered at Last Hope in 1937. The following table outlines historical work done on the property:

| **Historical Exploration on the Last Hope Property** | | |
|---|---|---|
| **Year** | **Company** | **Exploration** |
| 1937 | R. Madole | Last Hope area staked. |
| 1939 | Sheritt Gordon Mines Ltd. | 59 hole drill program totaling 3,129 m. |
| 1978 | W.B Dunlop Limited NPL | Last Hope area re-staked. |
| 1986 | Balcor Resources Corp. | Calculated a historic mineral resource on the property that predates NI 43-101. Identified two shallow plunging ore shoots within a steep, tabular quartz vein averaging 1.5 m in width. |
| 2012 | Carlisle Goldfields | 27 hole DD program totaling 2012. Based on this, and 204 historic drill holes, a NI 43-101 compliant resource estimate was prepared in September 2017 (at a 2.0 g/t cut-off: Indicated: 201,000 tonnes @ 5.75 g/t for 37,000 troy ozs, Inferred: 1,067,000 tonnes @ 5.29 g/t for 182,000 troy ozs. A total of 7371 m in 27 holes were advanced. |
| 2013 | Carlisle Goldfields | A 43-101 report was prepared based on the historic drilling of 204 drill holes and the drilling undertaken in 2012. *See Table A, below* |
| 2017 | 2552883 Ontario Inc. | A 43-101 qualifying technical report was prepared in support of 2552883 Ontario Inc. No change in the mineral resource estimate. |
| 2017-2020 | 2552883 Ontario Inc. | Completion of 78 line km IP survey |
| 2020 | 2552883 Ontario Inc. | A 43-101 was prepared in November of 2020.A new resource was calculated with a cutoff of 1.8 g/t. This was a qualifying report in support of 55 North Inc. An open pit mining scenario in combination with the existing underground mining method was being considered and is reflected in the updated resource estimate. |
| 2020-2021 | 55 North Mining Inc. | A total of 29 drill holes were advanced totaling 11640 m. The program commenced in October of 2020 and was completed in May of 2021.The program addressed two objectives. Primarily to expand the existing mineral resource and secondarily, to identify the nature of the strong linear chargeability anomalies on the north-east side of the property identified during the IP survey completed in 2020. The IP anomalies based on the drilling of these consisted of non-economic sulphides, primarily pyrrhotite. A 43-101 was prepared in 2021 based on the additional drilling which included an updated resource estimate. The compilation of the historic drilling and the most recent drilling allowed for a re-interpretation of the geometry of the gold mineralization. A significant increase in the mineral resource estimate was realized because of this re-interpretation. |

**Table A**

| LAST HOPE MINERAL RESOURCE ESTIMATE (1-5) | | | | |
|---|---|---|---|---|
| **Classification** | **Cut-Off** | **Tonnes** | **Au(g/t)** | **Contained Oz of Au** |
| Indicated | 2.0 g/t | 201,000 | 5.75 | 37,000 |
| Inferred | 2.0 g/t | 1,067,000 | 5.29 | 182,000 |

*(1) Mineral resources which are not mineral reserves do not have demonstrated economic viability. The estimate of mineral resources may be materially affected by environmental, permitting, legal, title, taxation, socio- political, marketing, or other relevant issues.*

*(2) The quantity and grade of reported Inferred resources in this estimation are uncertain in nature and there has been insufficient exploration to define these Inferred resources as an Indicated or Measured mineral resource and it is uncertain if further exploration will result in upgrading them to an Indicated or Measured mineral resource category.*

*(3) The mineral resources in this press release were estimated using the inverse cubed grade interpolation method and the CIM Standards on Mineral Resources and Reserves, Definitions and Guidelines prepared by the CIM Standing Committee on Reserve Definitions adopted by CIM Council.*

*(4) The gold price used was the February 28, 2013 two year trailing average of US$1,643/oz with a process recovery of 95%. The US$ exchange rate was $1.00.*

*(5) Process costs used were C$15/tonne and G&A was C$5/tonne. Underground mining costs were C$80/tonne*

**Table B**

| LAST HOPE PIT UNDERGROUND MINERAL RESOURCE ESTIMATE (1-6) | | | | |
|---|---|---|---|---|
| **Classification** | **Cut-off (g/t)** | **Tonnes (k)** | **Au (g/t)** | **Contained Au (koz)** |
| Indicated | 1.8 | 213 | 5.53 | 38.0 |
| Inferred | 1.8 | 1,107 | 5.17 | 184.1 |

*(1) Mineral Resources, which are not Mineral Reserves, do not have demonstrated economic viability. The estimate of Mineral Resources may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing, or other relevant issues.*

*(2) The Inferred Mineral Resource in this estimate has a lower level of confidence that that applied to an Indicated Mineral Resource and must not be converted to a Mineral Reserve. It is reasonably expected that the majority of the Inferred Mineral Resource could be upgraded to an Indicated Mineral Resource with continued exploration.*

*(3) The Mineral Resources in this Technical Report were estimated using the inverse cubed grade interpolation method and the CIM Standards on Mineral Resources and Reserves, Definitions and Guidelines prepared by the CIM Standing Committee on Reserve Definitions adopted by CIM Council.*

*(4) The gold price used was the October 31, 2020 rounded two year trailing average of US$1,525/oz with a process recovery of 95% and 2% NSR Royalty. The US$ exchange rate used was $0.75.*

*(5) Process costs used were C$15/tonne and G&A was C$5/tonne. Underground mining costs were C$90/tonne.*

*(6) The underground Mineral Resource grade blocks were quantified above the 1.8 g/t Au cut-off and had exhibited continuity and reasonable potential for extraction by cut and fill and longhole mining methods.*

In August 2020, the shareholders of 55 North and 2552883 Ontario Inc. voted to amalgamate under the name of 55 North, whereby 55 North effectively acquired the Last Hope Gold project.

Selected drill results from historic drilling are presented below:

| Hole-ID | From (M) | To (M) | Length (M) | Au g/t |
|---|---|---|---|---|
| 87-DDH-105 | 120.67 | 122.41 | 1.74 | 79.44 |
| SG-03 | 25.79 | 27.55 | 1.76 | 55.59 |
| 87-DDH-094 | 91.17 | 93.42 | 2.25 | 38.54 |
| SG-01 | 26.43 | 29.75 | 3.32 | 26.66 |
| SG-26 | 49.99 | 53.74 | 3.75 | 23.63 |
| 87-DDH-068 | 50.87 | 55.75 | 4.88 | 22.65 |
| 87-DDH-140 | 231.19 | 234.3 | 3.11 | 19.49 |
| 87-DDH-067 | 24.93 | 26.85 | 1.92 | 17.33 |
| SG-27 | 24.81 | 27.61 | 2.80 | 15.93 |
| 88-DDH-189 | 268.93 | 276.15 | 7.22 | 14.76 |

**Regional Geology**

The Last Hope Property is located within the Churchill Structural Province of the Canadian Shield, lying within the southern portion of the Lynn Lake Greenstone Belt (see figures below). It consists of tholeiitic to calc-alkaline mafic volcanic and volcaniclastic rocks with minor rhyolite and dacite (Jones, et. al. 2005).

The Lynn Lake Greenstone Belt, comprised of the North and older South Belts, is part of a larger litho-structural unit which extends in a north-easterly direction from the La Ronge Greenstone Belt in Saskatchewan. The rocks in the South Belt consist of lens-shaped volcanic and sedimentary units which have been interpreted as representing overlapping edifices with flanking aprons of volcaniclastic rocks (Gilbert et al. 1980). This linear feature has been termed the 'Johnson Trend'. The former Burnt Timber open pit deposit (Au) is contained within this trend.

Structurally, the most significant feature in the South Belt is the east-west trending Johnson Shear Zone ("JSZ"), a wide zone of intense brittle-ductile deformation, characterized by faulting, shearing, mylonization and associated silica and carbonate alteration and sporadic gold mineralization. The JSZ is host to at least 26 gold prospects and showings over a 44 km strike length.

The North Belt is a north-facing homocline and consists of rhyolite, overlain by andesite and basalt, sedimentary rocks and an upper basaltic unit. The upper basalts include high alumina and subordinate high magnesia tholeiites. Both the MacLellan deposit (Au, Ag) and the Farley Lake deposit (Au) are located within this belt occurring in a metallotect termed the 'Rainbow Trend'.

**Property Geology**

The Last Hope Property (see figure below) is underlain by a west-northwest-striking layered succession. From south to north, this succession is comprised of quartz-feldspar porphyry, mafic tuff, quartzite, mudstone, magnetite-bearing quartzite and feldspathic quartzite (see figure below). The deposit consists of two shallow plunging ore shoots within a steep, tabular quartz vein that averages 1.5 m in width.

Two parallel quartz veins cut the quartzite, the South Vein and the Mandole Vein, both hosting gold bearing sulphide mineralization while the North Vein is barren.

**Mineralization**

The Last Hope Property is underlain by a west-northwest-striking layered succession. From south to north, this succession is comprised of quartz-feldspar porphyry, local lenses of basalt, mafic tuff, local lenses of quartzite +/- magnetite, mudstone, gabbro and feldspathic quartzite (see figure below). The basalts and other mafic units have been collectively termed amphibolite consistent with their advanced level of metamorphosis. The high degree of alteration and deformation of these lithologic units makes the identification of individual protolith units impossible at the megascopic level. The gold mineralization of the deposit consists of two shallow plunging ore shoots within a steep (-80-degree dip), tabular zones of sulphide mineralization, silicification and quartz veining that locally varies in width from 1.5 to 19 metres. These zones have been traced along strike for over 1 km.

Structurally the mafic units (collectively termed amphibolite) have been moderately to strongly foliated parallel to hanging wall quartz-feldspar porphyry contact.

Two parallel sulphide mineralized zones with +/- quartz veining, +/- silicification and+/- sulphide mineralization cut the amphibolite and are the two major zones on the property. The South Vein and the Madole Vein, both host gold bearing sulphide mineralization. Minor discontinuous zones parallel to the major zones are similar in geometry and gold tenor are also present.

**Mineralization**

The Madole Vein outcrops for approximately 225 m and strikes northwest, dips 80 degrees southwest and is hosted by amphibolite facies lithologies.

The outcropped portion of the Madole Vein is 0.3 to 1.2 m wide and can be divided into two units:

- A southern white massive quartz unit; and
- A northern grey aphanitic, siliceous unit with disseminated grains and stringers of pyrite and trace chalcopyrite.

The average sulphide content of the south vein is 5% (local variation up to 15%). The best gold values are found in the highly altered, quartz-pyrite rich footwall of a fault which lies on the periphery of a Quartz-feldspar-porphyry intrusive.

The Johnson Shear Zone, host to at least 26 gold prospects over a 44 km strike length, lies approximately 10 km to the north.

The Last Hope Deposit can be classified as a mesothermal lode gold deposit in a Paleoproterozoic setting. Mesothermal lode gold deposits typically occur in metamorphosed, supracrustal rocks, most commonly in tholeiitic basalts and komatiites but also in felsic volcanic rocks. At Last Hope these tholeiitic basalts and komatiites have been strongly altered. Discrete veins occur zones in upper greenschist to lower amphibolite facies metamorphic domains where brittle or brittle-ductile fracturing is dominant. Veins are emplaced in cross-cutting or layer-parallel shear zones, extensional zones and more rarely in saddle reefs (Klien and Day, 1994). Gold at Last Hope is associated with sulphide minerals (predominantly disseminated to veinlets of pyrite, pyrrhotite and chalcopyrite), highly silicified zones and fractured quartz veins. Gold-bearing sulphide minerals are controlled by minor fractures, and occur in irregular patches in quartz, in the wall rock adjacent to the vein, or as disseminations or replacements in zones of highly altered and deformed lithologic units. Mineralized zones tend to be tabular formed by persistent or discontinuous regions of sulphide mineralization, silicification and irregular bodies of gold bearing quartz.

**Mineral Resources and Mineral Reserves**

| LAST HOPE MINERAL RESOURCE ESTIMATE (1-8) | | | |
|---|---|---|---|
| **Near Surface Pit Mineral Resource @ 1.0 g/t Au Cut-off** | | | |
| **Classification** | **Tonnes (k)** | **Au (g/t)** | **Au (koz)** |
| Indicated | 82.8 | 5.08 | 13.5 |
| Inferred | 15.7 | 1.90 | 1.0 |
| **Underground Mineral Resource @ 1.8 g/t Au Cut-off** | | | |
| **Classification** | **Tonnes (k)** | **Au (g/t)** | **Au (koz)** |
| Indicated | 325.5 | 5.50 | 57.6 |
| Inferred | 1,537.3 | 5.52 | 272.8 |
| **Total Mineral Resource @ 1.0 and 1.8 g/t Au Cut-offs** | | | |
| **Classification** | **Tonnes (k)** | **Au (g/t)** | **Au (koz)** |
| Indicated | 408.3 | 5.41 | 71.1 |
| Inferred | 1,553.0 | 5.48 | 273.8 |

1. *Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability.*
2. *The estimate of Mineral Resources may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing, or other relevant issues.*
3. *The Inferred Mineral Resource in this estimate has a lower level of confidence than that applied to an Indicated Mineral Resource and must not be converted to a Mineral Reserve. It is reasonably expected that the majority of the Inferred Mineral Resource could potentially be upgraded to an Indicated Mineral Resource with continued exploration.*
4. *The Mineral Resources were estimated in accordance with the Canadian Institute of Mining, Metallurgy and Petroleum (CIM), CIM Standards on Mineral Resources and Reserves, Definitions (2014) and Best Practices Guidelines (2019) prepared by the CIM Standing Committee on Reserve Definitions and adopted by the CIM Council.*
5. *Metal prices used were US$1,650/oz Au and 0.76 CDN$/US$ FX with process recoveries of 95% Au. A CDN$20/t process cost and CDN$5/t G&A cost was used.*
6. *The near surface mining cost for the top 20 m of the Mineral Resource was CDN$35/t.*
7. *The underground mining cost was CDN$95/t. The underground Mineral Resource grade blocks were quantified above the 1.8 g/t Au cut-off, below 20 m from surface and within the constraining mineralized wireframes. Underground Mineral Resources selected exhibited continuity and reasonable potential for extraction by the long hole underground mining method.*
8. *Grade estimation was undertaken with the Inverse Distance Cubed method on 1.0 m capped composites*

The Indicated Mineral Resource category was justified for blocks interpolated by pass one which was using at least four composites from a minimum of two drill holes within a spacing of 25m on strike, 20m down dip and 10m across dip. Inferred resources were categorized by passes 2 to 4 on all remaining grade populated blocks.

**Last Hope's Proximity to Alamos Gold's Lynn Lake Gold Project**

Last Hope is located approximately 20 km directly south of Lynn Lake's proposed plant location, well within economic trucking distance, and could present an opportunity to blend in Last Hope's higher grade material to enhance project economics (Last Hope M&I grade = 5.41 g/t versus Lynn Lake's P&P grade of 1.75 g/t). Alamos Gold Lynn Lake Project's 2018 Feasibility Study stipulated a Proven and Probable reserve estimate which was since updated to 36.5Mt @ 1.75 g/t for 2.06M ozs, and proposed a 7,000 tpd conventional open pit CIP mining/milling operation. Alamos Gold's Lynn Lake Gold Project is currently in the permitting stage with ongoing exploration on the property.

**Exploration Upside**

**Existing Resource Drill Targets**

The Company plans to expand the high-grade portions of the current resource by drilling the down-plunge extensions of high-grade shoots. Also, the Company plans to conduct infill drilling to upgrade and expand the existing resources.

## MINING OPERATIONS

The Corporation has no mining operations.

## OVERALL PERFORMANCE

## RESULTS OF OPERATIONS FOR THE YEAR ENDED DECEMBER 31, 2023

### Analysis of the year ended December 31, 2023 compared to the year ended December 31, 2022

The Company is in the exploration phase and its property is in the early stage of exploration and not in production. Therefore, mineral exploration expenditures are not capitalized and losses are incurred as a result of exploration expenditures and administrative expenses relating to the operation of the Company's business. Consequently, the Company's net income is not a meaningful indicator of its performance of potential. The key performance driver for the Company is the acquisition, exploration, and development of prospective mineral properties. By acquiring and exploring projects of superior technical merit, the Company increases the probability of finding and developing economic mineral deposits.

The Company is not anticipating profit from operations in the near future. Until such time as the Company is able to realize profits from the production and marketing of commodities from its properties, the Company will report a deficit and will rely on its ability to obtain equity or debt financing to fund ongoing operations. Additional financings are required for new exploration and promotional initiatives. Due to the nature of the junior mineral exploration industry, the Company will have a continuous need to secure additional funds through the issuance of equity or debt in order to support its corporate and exploration activities, as well as its obligations relating to its properties.

A summary of the general administrative activity for the years ended December 31, 2023 and 2022 is as follows:

| | 2023 | 2022 |
|---|---|---|
| **Expenditures** | | |
| Project expenditures | **$ 202,150** | $ 11,490 |
| Stock-based compensation | **304,000** | 135,240 |
| Management and consulting | **193,674** | 205,679 |
| Professional fees | **33,441** | 30,075 |
| General and administration | **70,680** | 46,677 |
| Mining claim commitments | **50,000** | 375,000 |
| Promotion and shareholder communications | **23,166** | 48,405 |
| **Total general administrative expenses** | **877,111** | 852,566 |

For the year ended December 31, 2023, the Company reported losses of $783,473 compared to a loss of $820,063 for the year ended December 31, 2022.

On May 24, 2023, the Company signed an agreement with MMDF Corporation, an arm of the Government of Manitoba, where the Company will receive a grant of up to $300,000 from the Manitoba Mineral Development Fund in $100,000 tranches, which funds are to be used for exploration activities at the Company's Last Hope Project. As of the date of these financial statements, $200,000 has been received to date. The amount deferred represents amounts that will be spent on exploration activities and is expected to be realized in the subsequent year.

Stock-based compensation is non-cash in nature, with the expense recognized when the options vest.

The Company did not undertake any significant exploration activities during 2023 or 2022. Project expenditures are dependent on raising capital to execute on exploration activities. General administrative and management and consulting fees decreased for the year ended December 31, 2023 compared to the year ended December 31, 2022, reflective of management allocation of time.

## SUMMARY OF QUARTERLY RESULTS

The following are the results for the below noted quarters:

| | Q4 2023 | Q3 2023 | Q2 2023 | Q1 2023 |
|---|---|---|---|---|
| Acquisition and property costs | --- | 50,000 | --- | --- |
| Project expenditures | 35,149 | 128,985 | 38,016 | --- |
| Net loss | 142,356 | 552,692 | 16,431 | 71,994 |
| Loss per share | 0.00 | 0.00 | 0.00 | 0.00 |

| | Q4 2022 | Q3 2022 | Q2 2022 | Q1 2022 |
|---|---|---|---|---|
| Acquisition and property costs | --- | 375,000 | --- | --- |
| Project expenditures | 6,514 | 1,609 | (4,373) | 7,740 |
| Net loss | 117,752 | 552,832 | 60,963 | 88,516 |
| Loss per share | 0.01 | 0.00 | 0.00 | 0.00 |

The pace of development of its properties will be determined by the Company's ability to raise capital. The ability of the Company to access new working capital through additional financings could be adversely affected by many factors including a downturn in mineral prices, a general economic downturn, poor results from exploration programs on its properties and a variety of other factors.

**FINANCING ACTIVITIES AND CAPITAL RESOURCES**

The Company is in the exploration stage and therefore has no regular cash inflows. As at December 31, 2023, the Company had a cash balance of $85,060 negative working capital of $340,633 (December 31, 2022 – a cash balance of $31,779 negative working capital of $157,886).

On January 27, 2022, the Company completed the settlement of $56,992 of debt through the issuance of common shares of the Company (the "Debt Settlement"). Pursuant to the debt settlement, the Company issued 1,139,831 common shares of the Company (the "Shares") at a deemed price of $0.05 per Share to certain creditors of the Company, including a director and an officer.

On May 6, 2022, the Company completed the settlement of $77,122 of debt through the issuance of units of the Company. Pursuant to the debt settlement, the Company issued 1,881,019 units, with each unit comprised of one common share and one common share purchase warrant. Each warrant allows the holder to purchase one common share at a price of $0.05 per share for a period of 48 months from the date of issuance.

Also on May 6, 2022, the Company closed a private placement for gross proceeds of $70,000, issuing 1,707,317 units at $0.041 per unit. Each unit consists of one common share and one warrant, with each warrant entitling the holder to acquire a common share at $0.05 per share for 48 months from the date of issuance.

On August 26, 2022, the Company closed a private placement for gross proceeds of $103,437, issuing 5,172,710 units at $0.02 per unit. Each unit consists of one common share and one warrant, with each warrant entitling the holder to acquire a common share at $0.05 per share for 48 months from the date of issuance.

On September 7, 2022, the Company issued 5,000,000 common shares for deemed proceeds of $75,000 as part of amending the Last Hope Project option agreement.

On October 5, 2022, the Company closed a private placement for gross proceeds of $240,000, issuing 12,000,000 units at $0.02 per unit. Each unit consists of one common share and one warrant, with each warrant entitling the holder to acquire a common share at $0.05 per share for 48 months from the date of issuance.

On October 5, 2022, the Company completed the settlement of $101,661 of debt through the issuance of units of the Company. Pursuant to the debt settlement, the Company issued 5,083,032 units, with each unit comprised of one common share and one common share purchase warrant. Each warrant allows the holder to purchase one common share at a price of $0.05 per share for a period of 48 months from the date of issuance.

On October 27, 2022, the Company closed a private placement for gross proceeds of $32,175, issuing 1,608,734 units at $0.02 per unit. Each unit consists of one common share and one warrant, with each warrant entitling the holder to acquire a common share at $0.05 per share for 48 months from the date of issuance.

On November 2, 2022, the Company closed a private placement for gross proceeds of $10,000, issuing 500,000 units at $0.02 per unit. Each unit consists of one common share and one warrant, with each warrant entitling the holder to acquire a common share at $0.05 per share for 48 months from the date of issuance.

On May 3, 2023, the Company completed the settlement of $100,576 of debt and a subscription for an additional $40,000, resulting in the issuance of 9,371,739 units of the Company, with each unit comprised of one common share and one common share purchase warrant. Each warrant allows the holder to purchase one common share at a price of $0.05 per share for a period of 48 months from the date of issuance.

On August 29, 2023, the Company issued 2,000,000 common shares, valued at $100,000, to the Marcel Colomb First Nations Band as agreed to as part of the exploration agreement with the Marcel Colomb First Nations Band, which agreement outlines a framework for collaboration on exploration.

On September 15, 2023, the Company issued 1,000,000 common shares, valued at $50,000, as part of amending the Last Hope Project option agreement.

## FINANCIAL INSTRUMENTS

The Corporation's financial instruments consist of cash, receivables, accounts payable and accrued liabilities and loan payable.

(a) Risk management and hedging activities

In the normal course of operations, the Company is exposed to various financial risks. Management's close involvement in the operations allows for the identification of risks and variances from expectations. The company does not meaningfully participate in the use of financial instruments to control these risks. The company has no designated hedging transactions. The financial risks and management's risk management objectives and policies are as follows:

(i) Currency risk

The Company's operations are in Canada and raises capital in Canadian dollars. In the normal course of operations, the Company is not exposed to any significant currency risk.

(ii) Price risk

The company is exposed to price risk with respect to commodity prices. As the company is not a producing entity, this risk does not currently affect earnings, however, the risk could affect the completion of future equity transactions. The company monitors commodity prices of precious metals and the stock market to determine the timing, nature and extent of equity transactions.

(iii) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the entity. The company is exposed to credit risk on cash, trade receivables and other receivables. Cash is held with an established Canadian financial institution and the company's other receivables are from Canadian government entities, from which management believes the risk of loss to be remote. The company does not have any derivatives or similar instruments that mitigate the maximum exposure to credit risk.

(iv) Liquidity risk

Liquidity risk is the risk that arises when the maturity of assets and liabilities does not match. Management monitors the company's liquidity by assessing forecast and actual cash flows and by maintaining adequate cash on hand. It is management's opinion that it is unlikely that the Company will encounter difficulty in raising funds to meet commitments associated with financial instruments. As at December 31, 2023, the Company had negative working capital of $340,633.

(v) Interest rate risk

Interest rate risk is the risk that changes in market interest rates may have an effect on the cash flows associated with some financial instruments, known as interest rate cash flow risk, or on the fair value of other financial instruments, known as interest rate price risk. The Company is exposed to interest rate risk price risk with its GIC and Canada Emergency Business Loan held at fixed rates.

(vi) Fair values

The fair values of the Company's financial assets and liabilities consisting of cash, receivables, accounts payable and accrued liabilities and dividends payable approximate their recorded values as at December 31, 2023 and December 31, 2022 due to their short-term nature. The fair value of the Canada Emergency Business Account is impacted by changes in market interest rates which can result in differences between the carrying value of the instruments. The fair value of the Canada Emergency Business Account has been estimated based on a loan with an interest rate of 5% with a term of 2 years. The estimated fair value at December 31, 2023 is $40,000 (2022 - $28,571).

The Company's financial assets are classified as level 1. The Company's financial liabilities are classified as level 2.

Fair value is an estimate of the amount at which items might be exchanged in an arm's length transaction between knowledgeable willing parties who are under no compulsion to act. Fair value should not be interpreted as an amount that could be realized in immediate settlement of the instruments. The estimate of fair value at the end of the periods may not represent fair values at any other date. The determination of fair value is also affected by the use of judgment and by uncertainty.

Collateral

The carrying value of financial assets the Company has pledged as collateral as at December 31, 2023 and December 31, 2022 is $Nil.

## RISK FACTORS

The business of the Company is subject to a number of risks and uncertainties that may impact the business of the Company. A summary of the risk factors that may affect the Company is set forth below.

### COMPETITION FOR MINERAL DEPOSITS

The mineral exploration and mining industry is competitive in all phases of exploration, development and production. The Company competes with a number of other entities and individuals in the exploration of search for and the acquisition of attractive mineral properties. As a result of this competition, much of which is with entities with greater financial resources than the Company, the Company may not be able to obtain funding for its exploration projects, obtain and maintain the necessary resources to carry out such exploration or acquire attractive properties in the future on terms it considers acceptable. The Company competes with other resource companies, many of whom have greater financial resources and/or more advanced properties that are better able to attract equity investment and other capital.

### RESOURCE EXPLORATION AND DEVELOPMENT INVOLVES A HIGH DEGREE OF RISK

Resource exploration and development is a speculative business and involves a high degree of risk. There is no known body of commercial ore on any of the properties of the Company. There is no certainty that any expenditure made by the Company in the exploration of any of its properties or otherwise will result in discoveries of commercial quantities of minerals. The marketability of natural resources which may be acquired or discovered by the Company will be affected by numerous factors beyond the control of the Company.

### LAG TIME BETWEEN DISCOVERY AND PRODUCTION OF MINERAL RESOURCES

The Company is unable to predict the amount of time which may elapse between the date when any new mineral resource may be discovered and the date when production, if any, will commence from any such discovery.

### INFRASTRUCTURE REQUIREMENTS

Exploration and development of mineral properties depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants which affect capital and operating costs. Unusual or infrequent weather phenomena, terrorism, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect the Company's operations, financial conditions and results of operations.

### TITLE TO THE COMPANY'S PROPERTIES OR INTEREST MAY BE DISPUTED

Title to and the area of resource concessions may be disputed. There is no guarantee of title to any of the Company's properties. The properties may be subject to prior unregistered agreements or transfers and title may be affected by undetected defects.

### SURFACE ACCESS RIGHTS

The Company does not have surface access rights to all of its mineral properties and will be required to obtain all necessary permits prior to carrying out any exploration activities on certain of its properties. According, the Company may be unable to access certain of its properties and related mineral exploration claims to carry out its proposed exploration activities.

### ABORIGINAL LAND CLAIMS AND ABORIGINAL RIGHTS

The mineral properties of the Company may in the future be the subject of aboriginal peoples' land claims or aboriginal rights claims. The legal basis of an aboriginal land claim and aboriginal rights is a matter of considerable legal complexity and the impact of the assertion of such a claim, or the possible effect of a settlement of such claim upon the Company cannot be predicted with any degree of certainty at this time.

### ADDITIONAL FUNDS FOR FUTURE EXPLORATION AND DEVELOPMENT, DILUTION

As a mineral exploration company, the Company does not generate cash flow from its activities and it must rely primarily on issuances of its securities or the borrowing of funds to finance its operations. The exploration and development of its properties will require substantial funds beyond those it has and there is no assurance that such additional funds will be available to the Company on commercially reasonable terms or in sufficient amounts to allow the Company to continue to pursue its objectives. The inability of the Company to raise further funds whether through additional equity issuances or by other means, could result in delays or the indefinite postponement of planned exploration and/or development activities or, in certain circumstances, the loss of some or all of its property interests or cessation of all mineral exploration and/or development activities.

**RISKS ASSOCIATED WITH THE COMPANY'S ACTIVITIES MAY NOT BE INSURABLE**

The Company's business is subject to a number of risks and hazards and no assurance can be given that insurance will cover the risks to which the Company's activities will be subject or will be available at all or at commercially reasonable premiums.

**THE COMPANY HAS NO HISTORY OF OPERATIONS, EARNINGS OR DIVIDENDS**

The Company was incorporated on December 5, 2008 and has no history of earnings or of a return on investment, and there is no assurance that it will generate earnings, operate profitably or provide a return on investment in the future. While the Company did pay dividends in the past, the Company has no plans to pay dividends in the future.

**STATUTORY AND REGULATORY COMPLIANCE IS COMPLEX AND MAY RESULT IN DELAY OR CURTAILMENT OF THE COMPANY'S OPERATIONS**

The current and future operations of the Company and any parties which may carry out exploration, development and mining activities on properties in which the Company holds an interest will be governed by laws and regulations governing mineral concession acquisition, prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. Companies engaged in exploration activities often experience increased costs and delays in production and other schedules as a result of the need to comply with applicable laws, regulations and permits. The Company will apply for all necessary permits for the exploration work it intends to conduct, however such permits are, as a practical matter, subject to the discretion of government authorities and there can be no assurance that the Company will be successful in obtaining or maintaining such permits.

**THE COMPANY DEPENDS ON KEY MANAGEMENT AND EMPLOYEES**

Recruiting and retaining qualified personnel is critical to the Company's success. The number of persons skilled in acquisition, exploration and development of mining properties is limited and competition for such persons is intense. As the Company's business activity grows, the Company will require additional key financial, administrative and mining personnel as well as additional operations staff. There can be no assurance that the Company will be successful in attracting, training and retaining qualified personnel.

**SHORTAGE OF SUPPLIES**

The Company may be adversely affected by shortages of critical supplies or equipment required to operate the business of the Company. Any shortage of critical supplies or equipment will affect the timeliness of the development of the Company and its business.

**ESTIMATES OF MINERAL RESOURCES**

There are numerous uncertainties inherent in estimating ore reserves and mineral resources. The accuracy of any reserve or resource estimate is a function of the quantity and quality of available data and of the assumptions made and judgments used in engineering and geological interpretation. Fluctuations in precious or base metal prices, results of drilling or metallurgical testing, subsequent to the date of any estimate may require revision of such estimate. In addition, there can be no assurance that precious or base metal recoveries in small scale laboratory tests will be duplicated in larger scale tests under on-site conditions or during production.

**ENVIRONMENTAL FACTORS**

All phases of the Company's operations are subject to environmental regulation in the jurisdictions in which it operates. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. The Company's operations are subject to environmental regulations promulgated by various government agencies from time to time. Violation of existing or future environmental rules may result in various fines and penalties.

## CONFLICT OF INTEREST

Certain directors and officers of the Company were also directors, officers or shareholders of other companies that are similarly engaged in the business of acquiring, developing, and exploiting natural resource properties. Such associations may give rise to conflicts of interest from time to time. The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interest which they may have in any project or opportunity of the Company.

## OFF BALANCE SHEET ARRANGEMENTS

There are no off-balance sheet arrangements to which the Company is committed.

## RELATED PARTY TRANSACTIONS

At December 31, 2023, included in accounts payable and accrued liabilities is amounts owed to the Company's Chairman and CEO of $54,000 on account of accrued fees (December 31, 2022 - $16,909) and $46,710 due to the company's CFO on account of accrued fees and expenses (December 31, 2022 - $15,500) and $2,456 on account of expenses (December 31, 2022 - $nil) due to a director of the COmpany. These liabilities are non-interest bearing, unsecured and repayable on demand.

During the year ended December 31, 2023, the Company's CEO was paid $90,000 (2022 - $72,000) in compensation. During the year ended December 31, 2023, the Company's CFO was paid $60,000 (2022 - $62,500) in compensation.

During the year the Company incurred $15,350 (2022 - $nil) in project expenditures to a company controlled by a director.

During the years ended December 31, 2023 and 2022, the Company's directors did not receive compensation for services.

These amounts have occurred in the normal course of operations and are measured at the exchange amount which is established and agreed to by the related parties.

## NEW and FUTURE CHANGES in ACCOUNTING POLICIES

### Future accounting pronouncements

In January 2020, the IASB issued amendments to IAS 1 - Presentation of Financial Statements to specify the requirements for classifying liabilities as current or non-current. The amendments clarify that the classification of liabilities as current or non-current is based on rights that are in existence at the end of the reporting period, specify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability, explain that rights are in existence if covenants are complied with at the end of the reporting period, and introduce a definition of 'settlement' to make clear that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services. The amendments are applied retrospectively for annual periods beginning on or after January 1, 2024, with early application permitted. The Company does not expect a material impact to its consolidated financial statements from the adoption of these amendments.

## ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

As the Company has had no significant revenue from operations since inception (December 5, 2008), the following is a breakdown of the material costs incurred by the Company:

| | **Year Ended December 31, 2023** | **Year Ended December 31, 2022** |
|---|---|---|
| Project expenditures | **$ 202,150** | **$ 11,490** |
| Mining claim commitments | **50,000** | **375,000** |
| General and administrative expenses | **70,680** | **46,677** |

## DISCLOSURE OF OUTSTANDING SHARE DATA

### a) Authorized:

The Company is authorized to issue an unlimited number of common shares with each common share entitled to one vote.

**b) Common shares issued:**

| | Number of Shares | Stated Capital |
|---|---|---|
| **Balance, December 31, 2021** | **113,602,862** | **$ 4,327,258** |
| Issued on settlement of debt | 8,103,882 | 235,774 |
| Warrant allocation on settlement of debt | --- | (83,592) |
| Issued on private placement | 20,988,761 | 455,612 |
| Warrant allocation on private placement | --- | (216,144) |
| Issued as property payment | 5,000,000 | 75,000 |
| Share issue costs | --- | (2,500) |
| **Balance, December 31, 2022** | **147,695,505** | **$ 4,791,408** |
| Issued on settlement of debt | **6,705,073** | **100,576** |
| Warrant allocation on settlement of debt | **---** | **(49,617)** |
| Issued on private placement | **2,666,666** | **40,000** |
| Warrant allocation on private placement | **---** | **(19,735)** |
| Flow-through premium | **---** | **(3,500)** |
| Share issue costs | **---** | **(350)** |
| Issued as property payment | **3,000,000** | **150,000** |
| **Balance, December 31, 2023** | **160,067,244** | **5,008,782** |

**Warrants**

A summary of the status of the Company's outstanding warrants and changes are as follows:

| | 2023 | | 2022 | |
|---|---|---|---|---|
| | **Number** | **Weighted average exercise price** | **Number** | **Weighted average exercise price** |
| **Balance, beginning** | **62,853,872** | **$0.18** | **59,419,010** | **$0.24** |
| Granted | 9,371,739 | 0.05 | 27,952,812 | 0.05 |
| Expired | --- | --- | (24,517,950) | 0.18 |
| **Balance, ending** | **72,225,611** | **$0.16** | **62,853,872** | **$0.18** |

**Share Options**

The average remaining life of the options is 4.21 years (2022 - 4.57 years). A summary of the status of the Company's outstanding options as at December 31, 2023 and 2022 and changes during the years then ended are as follows:

| | Dec. 31, 2023 | | Dec. 31, 2022 | |
|---|---|---|---|---|
| | **Number** | **Weighted average exercise price** | **Number** | **Weighted average exercise price** |
| **Balance, beginning** | **7,350,000** | **$ 0.02** | **9,396,148** | **$ 0.16** |
| Granted | 8,000,000 | 0.05 | 7,350,000 | 0.02 |
| Cancelled | (1,600,000) | 0.02 | (9,396,148) | 0.16 |
| **Balance, ending** | **13,750,000** | **$ 0.04** | **7,350,000** | **$ 0.02** |

**OTHER REQUIREMENTS**

Additional information relating to the Company is available on SEDAR at www.sedar.com.

## APPROVAL

Management is responsible for all information contained in this report. The audited consolidated financial statements for the year ended December 31, 2023 have been prepared in accordance with IFRS and include amounts based on management's informed judgments and estimates. The financial and operating information included in this report is consistent with that contained in the financial statements for year ended December 31, 2023 in all material aspects.

Management maintains internal controls to provide reasonable assurance that financial information is reliable and accurate and assets are safeguarded.

The Board of Directors has approved the audited consolidated financial statements on the recommendation of the Audit Committee.

Bruce Reid
President & CEO

March 15, 2024