# FORM 5

## QUARTERLY LISTING STATEMENT

Name of Listed Issuer: **Sasquatch Resources Corp.** (the "Issuer").

Trading Symbol: **SASQ**

This Quarterly Listing Statement must be posted on or before the day on which the Issuer's unaudited interim financial statements are to be filed under the *Securities* Act, or, if no interim statements are required to be filed for the quarter, within 60 days of the end of the Issuer's first, second and third fiscal quarters. 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. If material information became known and was reported during the preceding quarter to which this statement relates, management is encouraged to also make reference in this statement to the material information, the news release date and the posting date on the Exchange website.

**General Instructions**

(a) Prepare this Quarterly Listing Statement 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.

There are three schedules which must be attached to this report as follows:

## SCHEDULE A: FINANCIAL STATEMENTS

Financial statements are required as follows:

For the first, second and third financial quarters interim financial statements prepared in accordance with the requirements under Ontario securities law must be attached.

If the Issuer is exempt from filing certain interim financial statements, give the date of the exempting order.

# SASQUATCH RESOURCES CORP.

## Interim Condensed Financial Statements
## For the six months ended October 31, 2023
## (Expressed in Canadian Dollars)
## (Unaudited)

NOTICE OF NO AUDITOR REVIEW OF CONDENSED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The accompanying unaudited interim condensed financial statements of the Company have been prepared by and are the responsibility of the Company’s management.

The Company’s independent auditor has not performed a review of these interim condensed financial statements, in accordance with standards established by CPA Canada for a review of interim condensed financial statements by an entity’s auditor.

## SASQUATCH RESOURCES CORP. (Formerly Scenc Resources Corp.)

**Interim Condensed Statement of Financial Position**
**(Unaudited - Expressed in Canadian Dollars)**
**October 31, 2023**

| **As at** | | **October 31, 2023** | | **April 30, 2023** |
|---|---|---|---|---|
| | | **(unaudited)** | | **(audited)** |
| **Assets** | | | | |
| **Current** | | | | |
| Cash and cash equivalents (Note 7) | $ | 544,859 | $ | 388,420 |
| GST/HST receivable | | 13,941 | | 7,565 |
| Prepaid expense | | 25,400 | | 3,466 |
| | | 584,200 | | 399,451 |
| Exploration and evaluation assets (Note 4, 5) | | 37,924 | | 123,594 |
| **Total Assets** | $ | 622,124 | $ | 523,045 |
| **Liabilities and Shareholders' Equity** | | | | |
| **Current Liabilities** | | | | |
| Accounts payable and accrued liabilities (Note 6, 7) | $ | 17,837 | $ | 16,316 |
| **Total Liabilities** | | 17,837 | | 16,316 |
| **Shareholders' Equity** | | | | |
| Common Shares (Note 5) | | 1,189,400 | | 900,900 |
| Subscription receivable (Note 5) | | - | | - |
| Contributed Surplus (Note 5) | | 73,346 | | 73,346 |
| Deficit | | (658,459) | | (467,517) |
| **Total Shareholders' Equity** | | 604,287 | | 506,729 |
| **Total Liabilities and Shareholders' Equity** | $ | 622,124 | $ | 523,045 |

These interim condensed financial statements are approved and authorized for issuance on behalf of the Board of Directors on December 11, 2023:

*"Peter Smith" (signed)*
Director

*"Thomas Lamb" (signed)*
Director

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

## SASQUATCH RESOURCES CORP. (Formerly Scenc Resources Corp.)

**Interim Condensed Statement of Comprehensive Loss**
**For the three and six months ended October 31, 2023**
**(Unaudited - Expressed in Canadian Dollars)**

| | Three months ended October 31, 2023 | Three months ended October 31, 2022 | Six months ended October 31, 2023 | Six months ended October 31, 2022 |
|---|---|---|---|---|
| **Operating Expenses** | | | | |
| Exploration and evaluation (Note 3, 4) | $ 24,066 | $ 15,856 | $ 25,952 | $ 25,860 |
| General and administrative | 46,032 | 37,650 | 83,483 | 58,458 |
| Professional fees (Note 6) | 11,963 | 66,171 | 21,595 | 66,171 |
| Stock based compensation (Note 5, 6) | - | - | - | 54,041 |
| | 82,061 | 119,677 | 131,030 | 204,530 |
| **Other Expense** | | | | |
| Foreign exchange | - | - | - | 790 |
| Impairment of exploration and evaluation assets (Note 4) | 85,670 | - | 85,670 | - |
| Interest Income | - | - | - | - |
| | 85,670 | - | 85,670 | 790 |
| **Net Loss Before Income Tax** | $ (167,731) | $ (119,677) | $ (216,700) | $ (205,320) |
| Income tax (refund) | - | - | 25,758 | - |
| **Net Loss and Comprehensive Loss** | $ (167,731) | $ (119,677) | $ (190,942) | $ (205,320) |
| **Basic Loss per Share** | $ (0.01) | $ (0.01) | $ (0.01) | $ (0.01) |
| **Weighted Average Number of Common Shares Outstanding** | 23,275,429 | 17,535,522 | 22,574,808 | 17,494,761 |

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

## SASQUATCH RESOURCES CORP. (Formerly Scenc Resources Corp.)

**Interim Condensed Statements of Changes in Shareholders' Equity**
**For the six months ended October 31, 2023**
**(Unaudited - Expressed in Canadian Dollars)**

| | Number of Outstanding Shares | Common Shares | Subscription receivable | Contributed Surplus | Deficit | Total Shareholders' Equity |
|---|---|---|---|---|---|---|
| | | $ | $ | $ | $ | $ |
| **Balance, April 30, 2022** | 17,454,000 | 849,400 | (113,862) | 17,449 | (122,293) | 630,694 |
| Common shares issued per option agreement (Note 4, 5) | 250,000 | 20,625 | 113,862 | - | - | 134,487 |
| Share-based compensation (Note 5) | - | - | - | 54,041 | - | 54,041 |
| Net loss for the period | - | - | - | - | (205,320) | (205,320) |
| **Balance, October 31, 2022** | 17,704,000 | 870,025 | - | 71,490 | (327,613) | 613,902 |
| | | | | | | |
| **Balance, April 30, 2023** | 17,904,000 | 900,900 | - | 73,346 | (467,517) | 506,729 |
| Common shares issued for cash (Note 5) | 5,371,429 | 288,500 | - | - | - | 288,500 |
| Net loss for the period | - | - | - | - | (190,942) | (190,942) |
| **Balance, October 31, 2023** | 23,275,429 | 1,189,400 | - | 73,346 | (658,459) | 604,287 |

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

## SASQUATCH RESOURCES CORP. (Formerly Scenc Resources Corp.)

**Interim Condensed Statements of Cash Flows**
**For the six months ended October 31, 2023**
**(Unaudited - Expressed in Canadian Dollars)**

| | | Six Months Ended October 31, 2023 | | Six Months Ended October 31, 2022 |
|---|---|---|---|---|
| **Cash Provided by (Used in)** | | | | |
| **Operating Activities** | | | | |
| Net loss | $ | (190,942) | $ | (205,320) |
| Items not affecting cash: | | | | |
| Impairment of exploration and evaluation assets | | 85,670 | | - |
| Stock based compensation | | - | | (54,041) |
| Changes in non-cash working capital items: | | | | |
| GST/HST receivable | | (6,376) | | 6,404 |
| Prepaid expenses | | (21,934) | | 10,400 |
| Accounts payable and accrued liabilities | | 1,521 | | 3,756 |
| | | (132,061) | | (238,801) |
| **Investing Activities** | | | | |
| Exploration and evaluation assets | | - | | 48,094 |
| | | - | | 48,094 |
| **Financing Activities** | | | | |
| Subscription receivable | | - | | (113,862) |
| Issuance of common shares | | 288,500 | | - |
| | | 288,500 | | (113,862) |
| **Inflow (Outflow) of Cash and Cash Equivalents** | | 156,439 | | (304,569) |
| **Cash and cash equivalents - Beginning of period** | | 388,420 | | 622,415 |
| **Cash and cash equivalents - End of period** | $ | 544,859 | $ | 926,984 |

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

## 1. NATURE OF OPERATIONS AND GOING CONCERN

Sasquatch Resources Corp. (formerly Scenc Resources Corp.) (the "Company") was incorporated under the *BC Business Corporations Act* on September 9, 2021. The principal business of the Company is the acquisition, exploration and evaluation of mineral properties. The Company's registered and records office address and principal place of business is 600-1090 West Georgia Street, Vancouver, BC, V6E 3V7. The Company has no subsidiaries.

These interim condensed financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. During the three months ended October 31, 2023, the Company incurred a net loss of $167,731, and at present, the Company has no current operating income. Without additional financing, the Company may not be able to fund its ongoing operations and complete development activities. The Company intends to finance its future requirements through equity issuance. There is no assurance that the Company will be able to obtain such financings or obtain them on favorable terms. These uncertainties may cast significant doubt on the Company's ability to continue as a going concern. The Company will need to raise sufficient working capital to maintain operations. These interim condensed financial statements do not include any adjustments related to the recoverability of assets and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

At the time these interim condensed financial statements were prepared, the COVID-19 pandemic has caused significant disruptions to the global economy and increased volatility in the global financial markets. The extent to which COVID-19 may adversely impact the Company's business and financing opportunities will depend on future developments such as the geographic spread of the disease, the duration of the outbreak, travel restrictions and social distancing, business closures or business disruptions, and the effectiveness of actions taken in Canada, and other countries, to contain and treat the disease. Although it is not possible to reliably estimate the length or severity of these developments and their financial impact at the date of approval of these interim condensed financial statements, there may be further adverse impact on the Company's financial position and results of operations for future periods if the pandemic is not successfully contained or the effects of which are not mitigated.

## 2. BASIS OF PRESENTATION

(a) Statement of compliance

These interim condensed financial statements have been prepared in accordance International Accounting Standard ("IAS") 34, Interim Financial Reporting as issued by the International Accounting Standards Board ("IASB") and should be read in conjunction with the Company's annual consolidated financial statements for the year ended April 30, 2023, which have been prepared according to International Financial Reporting Standards as issued by the IASB.

These interim condensed financial statements are presented in Canadian dollars, which is the Company's functional currency.

(b) Basis of presentation

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

**2. BASIS OF PRESENTATION** (Continued)

(c) Approval of the interim condensed financial statements

These interim condensed financial statements were authorized for issue by the Audit Committee and Board of Directors on December 11, 2023.

**3. SIGNIFICANT ACCOUNTING POLICIES**

(a) Mineral property

(i) Exploration and evaluation

Staking costs, property option payments, and other costs associated with acquiring exploration and evaluation assets are capitalized and classified as intangible assets, whereas exploration and evaluation expenditures are recognized as an expense as they are incurred. Exploration and evaluation expenditures include costs of conducting geological and geophysical surveys, equipment rental, geochemical analysis, mapping and interpretation, and costs to obtain legal rights to explore an area.

Management reviews the carrying value of capitalized exploration costs annually. This review is based on the Company's intentions for development of the undeveloped property.

Subsequent recovery of the resulting carrying value depends on successful development or sale of the undeveloped project. If a project does not prove viable, all irrecoverable costs associated with the project net of any impairment provisions are written off.

(ii) Development

Upon completion of a technical feasibility study and when commercial viability is demonstrated, capitalized exploration and evaluation assets are transferred to and classified as mineral property acquisition and development costs. Costs associated with the commissioning of new assets incurred in the period before they are operating in the way intended by management, are capitalized. Development expenditures are net of the proceeds of the sale of metals from ore extracted during the development phase. Interest on borrowings related to the construction and development of assets are capitalized until substantially all the activities required to make the asset ready for its intended use are complete.

The costs of removing overburden to access ore are capitalized as pre-production stripping costs and classified as a component of property, plant and equipment.

**3. SIGNIFICANT ACCOUNTING POLICIES** (Continued)

(a) Mineral property (Continued)

(iii) Impairment

The carrying value of all categories of mineral property and exploration are reviewed at each reporting period by management for indicators the recoverable amount may be less than the carrying value. When indicators of impairment are present the recoverable amount of an asset is evaluated at the level of a cash generating unit ("CGU"), the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets, where the recoverable amount of a CGU is the greater of the CGU's fair value less costs to sell and its value in use. An impairment loss is recognized in profit or loss to the extent the carrying amount exceeds the recoverable amount.

Value-in-use is based on estimates of discounted future cash flows expected to be recovered from an asset through their use. Estimated future cash flows are calculated using estimates of future recoverable reserves and resources, future commodity prices and expected future operating and capital costs.

Once calculated, 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.

Fair value less costs to sell is the amount obtainable from either quotes from an active market or the sale of an asset or CGU in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal. Costs of disposal are incremental costs directly attributable to the disposal of an asset or CGU, excluding finance costs and income tax expense.

Impairment losses recognized in respect of CGUs are allocated to reduce the carrying amounts of the other assets in the unit or group of units on a pro rata basis. Impairment losses are recognized in other expenses. Assumptions, such as commodity prices, discount rate, and expenditures, underlying the fair value estimates are subject to risks uncertainties. Impairment charges are recorded in the reporting period in which determination of impairment is made by management.

Impairment losses recognized in prior reporting periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depletion or amortization, if no impairment loss had been recognized.

**3. SIGNIFICANT ACCOUNTING POLICIES** (Continued)

(a) Mineral property (Continued)

(iv) Provision for environmental rehabilitation

An obligation to incur restoration, rehabilitation and environmental costs arises when environmental disturbance is caused by the exploration, development or ongoing production of a mineral property interest. Such costs arising from the decommissioning of plant and other site preparation work, discounted to their net present value, are provided and capitalized at the start of each project to the carrying amount of the asset, as soon as the obligation to incur such costs arises. Discount rates using a pre-tax rate that reflects the time value of money are used to calculate the net present value. These costs are charged against profit or loss over the economic life of the related asset, through amortization using either the unit-of-production or straight-line method.

The related liability is adjusted for each period for the unwinding of the discount rate and for changes to the current market-based discount rate, amount or timing of the underlying cash flows needed to settle the obligation. Costs for restoration of subsequent site damage which is created on an ongoing basis during production are provided for at their net present values and charged against profits as extraction progresses.

(b) Flow-through shares

Flow-through shares entitle a company that incurs certain resource expenditures in Canada to renounce them for tax purposes allowing the expenditures to be deducted for income tax purposes by the investors who purchase the shares.

At the time of closing a financing involving flow-through shares, the Company allocates proceeds received first to common shares based on the market trading price of the common shares at the time the flow-through shares are priced, and any excess is allocated to flow-through premium liability.

At the time of closing a financing involving flow-through units consisting of common shares and warrants, the Company allocates proceeds received as follows:

- Capital stock – the market trading price of the common share;
- Warrant reserve – based on the valuation derived using the Black-Scholes option pricing model; and
- Flow-through premium – any excess, recorded as a liability.

Thereafter, as qualifying resource expenditures are incurred, these costs are expensed as exploration and evaluation costs and the flow-through premium, if any, is amortized to profit or loss.

**3. SIGNIFICANT ACCOUNTING POLICIES** (Continued)

(b) Flow-through shares (Continued)

At the end of each reporting period, the Company reviews its tax position and records an adjustment to its deferred tax expense/liability accounts for taxable temporary differences, including those arising from the transfer of tax benefits to investors through flow-through shares. For this adjustment, the Company considers the tax benefits (of qualifying resource expenditures already incurred) to have been effectively transferred, if it has formally renounced those expenditures at any time.

The Company may also be subject to a Part XII.6 tax on flow-through proceeds renounced under the look-back rule in accordance with Government of Canada flow-through regulations. When applicable, this flow-through share tax expense is accrued and recorded in profit or loss.

(c) Mining exploration tax recoveries

The Company recognizes mining exploration tax recoveries in the period in which there is reasonable expectation, based on management's estimate, of receiving a refund. The amount of tax credit receivable is subject to review and approval by the taxation authorities and is adjusted for in the period when such approval is confirmed.

(d) Financial instruments

(i) Financial assets

Initial recognition and measurement

The Company recognizes a financial asset when it becomes party to the contractual provisions of the instrument. A financial asset is measured initially at fair value plus, for an item not at fair value through profit or loss, transaction costs that are directly attributable to its acquisition or issue. On initial recognition, a financial asset is classified as measured at amortized cost, fair value through other comprehensive income or fair value through profit or loss. A financial asset is measured at amortized cost if it meets the conditions that i) the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and ii) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

*Financial assets at fair value through other comprehensive income*

Financial assets measured at fair value through other comprehensive income are carried in the statement of financial position at fair value with changes in fair value included in other comprehensive income. The Company has no financial assets classified as fair value through other comprehensive income.

**3. SIGNIFICANT ACCOUNTING POLICIES** (Continued)

(d) Financial instruments (Continued)

(i) Financial assets

*Financial assets at fair value through profit or loss*

Financial assets measured at fair value through profit or loss are carried in the statement of financial position at fair value with changes in fair value recognized in profit or loss. The Company classifies cash and cash equivalents as fair value through profit or loss.

*Financial assets measured at amortized cost*

A financial asset measured at amortized cost is subsequently measured at amortized cost, using the effective interest method and net of any impairment allowance, if necessary. The Company has no financial assets classified as amortized cost.

(ii) Derecognition

A financial asset or, where applicable, a part of a financial asset or part of a group of similar financial assets is derecognized when:

i. the contractual rights to receive cash flows from the financial asset have expired; or
ii. the Company has transferred substantially all the risks and rewards of the financial asset.

(iii) Financial liabilities

Financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument. A financial liability is derecognized when it is extinguished, discharged, cancelled or when it expires. Financial liabilities are classified as either financial liabilities at fair value through profit or loss or financial liabilities subsequently measured at amortized cost. All interest-related charges are reported in profit or loss within interest expense, if applicable.

*Financial liabilities at amortized cost*

A financial liability at amortized cost is initially measured at fair value less transaction costs directly attributable to the issuance of the financial liability. Subsequently, the financial liability is measured at amortized cost based on the effective interest rate method. The Company's accounts payable and accrued liabilities are measured at amortized cost.

*Financial liabilities at fair value through profit or loss*

A financial liability measured at fair value through profit or loss is initially measured at fair value with any associated transaction costs being recognized in profit or loss when incurred. Subsequently, the financial liability is re-measured at fair value, and a gain or loss is recognized in profit or loss in the reporting period in which it arises. The Company has no financial liabilities classified as fair value through profit or loss.

## 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Financial instruments (Continued)

(iv) Fair value hierarchy

Fair value measurements of financial instruments are required to be classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The levels of the fair value hierarchy are defined as follows:

Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities.
Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
Level 3 – Inputs for assets or liabilities that are not based on observable market data.

The Company's financial instruments classified as Level 1 in the fair value hierarchy are cash and cash equivalents. Their carrying values approximate the fair values due to short-term maturity of these instruments.

(e) Share Capital

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares are classified as equity instruments. Common shares issued for consideration other than cash are valued at the fair value of the assets received or the services rendered. If the fair value of the assets received or services rendered cannot be reliably measured, common shares issued for consideration will be valued at their fair value on the date of issuance.

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

The Company follows the residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the more easily measurable component. The fair value of the common shares issued in a private placement are determined to be the more easily measurable component and are valued at their fair value on the announcement date and the balance, if any, is allocated to the attached warrants.

(f) Earnings (loss) per share

The Company presents basic and diluted earnings (loss) per share data for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of shares outstanding during the period. Diluted earnings (loss) per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive.

Shares held in escrow, other than where their release is subject to the passage of time, are not included in the calculation of the weighted average number of common shares outstanding.

## 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(g) Income taxes

Tax provisions are recognized when it is considered probable that there will be a future outflow of funds to a taxing authority. In such cases, a provision is made for the amount that is expected to be settled, where this can be reasonably estimated. This requires the application of judgment as to the ultimate outcome, which can change over time depending on facts and circumstances. A change in estimate of the likelihood of a future outflow and/or in the expected amount to be settled would be recognized in income in the period in which the change occurs.

Deferred tax assets or liabilities, arising from temporary differences between the tax and accounting values of assets and liabilities, are recorded based on tax rates expected to be enacted when these differences are reversed. Deferred tax assets are recognized only to the extent it is considered probable that those assets will be recovered. This involves an assessment of when those deferred tax assets are likely to be realized, and a judgment as to whether there will be sufficient taxable profits available to offset the tax assets when they do reverse. This requires assumptions regarding future profitability and is therefore inherently uncertain. To the extent assumptions regarding future profitability change, there can be an increase or decrease in the amounts recognized in respect of deferred tax assets, as well as in the amounts recognized in income in the period in which the change occurs.

Tax provisions are based on enacted or substantively enacted laws. Changes in those laws could affect amounts recognized in income both in the period of change, which would include any impact on cumulative provisions, and in future periods.

(h) Stock based compensation

Share-based expenses for directors, officers, employees and consultants are measured at fair value at the date of grant and recorded as stock based compensation expense on the statement of comprehensive loss with a corresponding increase in contributed surplus. The fair value, using the Black-Scholes model, determined at the grant date is expensed over the vesting period based on the Company's estimate of options that will eventually vest. Any consideration paid by directors, officers, employees and consultants on exercise is credited to capital stock. Shares are issued from treasury upon the exercise. If warrants expire or granted options vest and then subsequently expire, no reversal of contributed surplus is recognized.

(i) Use of estimates and judgments

The preparation of interim condensed financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may vary from these estimates.

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Accounting estimates will, by definition, seldom equal the actual results. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future years affected.

**3. SIGNIFICANT ACCOUNTING POLICIES** (Continued)

(i) Use of estimates and judgments (Continued)

Significant areas requiring the use of management's judgments include:

*Going concern*

The assessment of whether the going concern assumption is appropriate requires management to take into account all available information about the future, which is at least, but not limited to, 12 months from the end of the reporting period. The Company is aware that material uncertainties exist related to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

*Stock based Compensation*

The Company measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date on which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires the determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them which are disclosed in Note 5.

*Impairment of mineral properties*

The Company's mineral property represents acquisition costs relating to the Company's mineral properties. At the end of each reporting period, the Company assesses whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset, which is the greater of the asset's value in use and fair value less costs to sell. The Company considers both external and internal sources of information in assessing whether there are any indications that the Company's mineral properties are impaired.

**4. MINERAL PROPERTY**

The Mount Sicker Property consists of a single contiguous block of 20 cell mineral claims covering 2,103 hectares situated within the Victoria Mining Division of British Columbia, Canada.

On October 1, 2021 ("Mount Sicker Property Option Agreement", which pertains to 15 mineral claims covering approximately 1,699.28 hectares comprising the property), and November 5, 2021 ("Tyee Property Option Agreement", which pertains to one mineral claim covering approximately 106.24 hectares comprising the property), the Company entered into two option agreements, each with a director of the Company and 802213 Alberta Ltd. (collectively, the "Optionor"), whereby the Company was granted an exclusive option to acquire a 100% interest in 16 mineral claims making up the Mount Sicker property, located in British Columbia. The remaining four claims comprising the property were acquired by staking (see below for further details).

Under the terms of the option agreements:

- Mount Sicker Property Option Agreement: The Company is required to issue 1,250,000 common shares (of which 500,000 common shares have been issued to date), in aggregate, and pay $200,000 (of which $60,000 has been paid to date), in aggregate, to the Optionor, and to incur $250,000 in exploration expenditures on the Mount Sicker Property, in aggregate, all of which are

**4. MINERAL PROPERTY** (Continued)

to be paid, issued or incurred within three years of the agreement date. Prior to the second anniversary of the agreement, the Company provided notice to the Optionor that the Company did not intend to meet its second anniversary obligations under the agreement, and accordingly the agreement would terminate on October 1, 2023 pursuant to the terms of the agreement.

Payments of $45,000 on the second anniversary of the agreement, and $95,000 on the third anniversary of the agreement were not completed, and share issuances of 250,000 common shares on the second anniversary of the agreement and 500,000 common shares on the third anniversary of the agreement were not completed. The Company recorded an impairment on capitalized exploration and evaluation assets of $85,670 during the six months ended October 31, 2023.

Per the terms of the Mount Sicker Property Option Agreement, the Company is required to grant to each of the optionors a 1.0% Net Smelter Returns (“NSR”) royalty on the 15 claims covered by the agreement. The Company has the option to repurchase one-half of the NSR from each of the optionors by paying $1,000,000 to each party at any time prior to the commencement of commercial production on the property.

- <u>Tyee Property Option Agreement:</u> The Company is required to issue 1,500,000 common shares (of which 700,000 common shares have been issued to date), in aggregate, and pay $100,000 on the third anniversary of the agreement (of which $0 has been paid to date), in aggregate, to the Optionor, and to incur $250,000 in exploration expenditures on the Mount Sicker Property, in aggregate, all of which are to be paid, issued or incurred within three years of the agreement date.

  Per the terms of the Tyee Property Option Agreement, the Company is required to grant to each of the optionors a 1.0% NSR royalty on the 1 claim making up this property. The Company has the option to repurchase one-half of the NSR from each of the optionors by issuing 250,000 common shares to each party at any time prior to commencement of commercial production on the property.

On September 16, 2022, the Company acquired two additional mineral claims covering 1,232 hectares adjacent to the Company’s Mount Sicker Property pursuant to an Asset Purchase Agreement with a company controlled by a director of the Company. As consideration for the claims, the Company paid $2,528, representing a reimbursement of costs to select the claims.

During the year ended April 30, 2023, one additional claim previously held on behalf of the Company by a bare trustee was transferred to the Company. In connection with the transfer of this claim, the Company paid $521, representing a reimbursement of the costs to select the claim.

During the six months ended October 31, 2023, the Company staked one additional claim, bringing the aggregate number of claims held by the Company and comprising the Mount Sicker Property to 20. Following termination of the Mount Sicker Property Option Agreement on October 1, 2023 as described above, the Mount Sicker Property comprises five mineral claims, including one mineral claim governed by the Tyee Property Option Agreement.

## 5. SHAREHOLDERS' EQUITY

### Common Shares

(a) Authorized

Unlimited number of common shares without par value.

(b) Issued and outstanding

As at October 31, 2023, the total issued and outstanding share capital consists of 23,275,429 common shares issued as follows:

(i) On September 9, 2021, the Company issued 1 common share at a price of $0.01 in connection with the incorporation of the Company. The share was subsequently surrendered, and the certificate cancelled.

(ii) On October 1, 2021, the Company entered into an option agreement and issued 250,000 common shares and paid $15,000 in cash in relation to the option agreement (Note 4). These shares were valued at $5,000. The value of these shares was determined with reference to the price of common shares issued on October 8, 2021.

(iii) On October 8, 2021, the Company completed a non-brokered private placement financing raising aggregate gross proceeds of $215,000 by the issuance of 10,750,000 common shares at a price of $0.02 per share.

(iv) On November 5, 2021, the Company entered into an option agreement and issued 200,000 common shares in relation to the option agreement (Note 4). These shares were valued at $4,000. The value of these shares was determined with reference to the price of common shares issued on October 8, 2021.

(v) On April 30, 2022, the Company completed a non-brokered private placement financing raising aggregate gross proceeds of $625,400 by the issuance of 6,254,000 common shares at a price of $0.10 per share. At April 30, 2022, the Company has recorded $113,862 in subscription receivable related to proceeds not yet received for shares issued in the financing.

(vi) On October 1, 2022, the Company issued 250,000 common shares in relation to the Mount Sicker Property Option Agreement (Note 4). These shares were valued at $27,500. The value of these shares was determined with reference to the trading price of the Company's common shares on the issuance date.

(vii) On November 4, 2022, the Company issued 200,000 common shares in relation to the Tyee Property Option Agreement (Note 4). These shares were valued at $24,000. The value of these shares was determined with reference to the trading price of the Company's common shares on the issuance date.

(viii) On May 25, 2023, the Company completed a non-brokered private placement financing raising aggregate gross proceeds of $290,000, and paid finder's fees of $1,500. The private placement consisted of the following:

(Unaudited - Expressed in Canadian Dollars)

**5. SHAREHOLDERS' EQUITY** (Continued)

**Common Shares** (Continued)

- The issuance of 4,300,000 units at a price of $0.05 per unit for gross proceeds of $215,000. Each unit consists of one common share and one share purchase warrant, with each warrant entitling the holder to purchase one common share at a price of $0.10 for a twenty-four month period from the date of issuance.
- The issuance of 1,071,429 flow-through units ("FT Units") at a price of $0.07 per FT Unit for gross proceeds of $75,000. Each FT Unit consists of one flow-through common share and one share purchase warrant, with each warrant entitling the holder to purchase one common share at a price of $0.10 for a twenty-four month period from the date of issuance.

**Stock Options**

The Company has a stock option plan (the "Plan") available to directors, employees and consultants with grants under the Plan approved from time to time by the Board of Directors. Under the Plan the Company is authorized to issue options to purchase an aggregate of up to 20% of the Company's issued and outstanding shares. Each option can be exercised to acquire one common share of the Company. The exercise price for an option granted under the Plan may not be less than the market price at the date of grant.

On November 18, 2021, the Company granted 1,120,000 stock options with a ten-year term at an exercise price of $0.10 per share and may be exercised at any time from the grant date through to the expiry date.

On May 12, 2022, the Company granted 600,000 stock options with a ten-year term at an exercise price of $0.10 per share and may be exercised at any time from the grant date through to the expiry date.

On March 21, 2023, the Company granted 50,000 stock options to a charitable foundation at an arms' length to the Company. The options are exercisable at $0.10 and expire five years from the date of issuance.

Options to purchase common shares have been granted to directors, employees and consultants as follows:

| | Exercise Price | Expiry Date | April 30, 2023 | Granted | Exercised | Expired | October 31, 2023 |
|---|---|---|---|---|---|---|---|
| $ | 0.10 | 11/18/2031 | 1,120,000 | - | - | - | 1,120,000 |
| | 0.10 | 05/12/2032 | 600,000 | - | - | - | 600,000 |
| | 0.10 | 3/21/2028 | 50,000 | - | - | - | 50,000 |
| Total outstanding | | | 1,770,000 | - | - | - | 1,770,000 |
| Total exercisable | | | 1,770,000 | - | - | - | 1,770,000 |

The following is a summary of stock option activity from September 9, 2021 to October 31, 2023:

**(Unaudited - Expressed in Canadian Dollars)**

**5. SHAREHOLDERS' EQUITY** (Continued)

**Stock Options** (Continued)

| | **Number of options** | **Weighted Average Exercise Price ($)** |
|---|---|---|
| Balance outstanding September 9, 2021 | - | - |
| Issued | 1,120,000 | 0.10 |
| Balance outstanding at April 30, 2022 | 1,120,000 | 0.10 |
| Issued | 650,000 | 0.10 |
| Balance outstanding at April 30, 2023, and October 31, 2023 | 1,770,000 | 0.10 |

The Company recorded a total of $0 as stock based compensation expense, being the fair value of the options vested during the period ended October 31, 2023 (2022 - $54,041). The fair value of the options has been estimated at the date of grant using the Black-Scholes pricing model with the following weighted average assumptions:

| | **Six months ended October 31, 2023** | **Six months ended October 31, 2022** |
|---|---|---|
| Risk-free interest rate | - | 2.70% |
| Estimated volatility | - | 100% |
| Expected life in years | - | 10 years |
| Expected dividend yield | - | 0.00% |
| Estimated forfeitures | - | 0.00% |
| Grant date fair value per option | - | $0.09 |

Option pricing models require the use of highly subjective estimates and assumptions. The expected volatility assumption is based on the historical and implied volatility of the Company's common share price. The risk-free interest rate assumption is based on yield curves on Canadian government zero-coupon bonds with a remaining term equal to the stock options' expected life. The Company uses historical data to estimate option exercise, forfeiture and employee termination within the valuation model.

As of October 31, 2023, the weighted average remaining life of the 1,770,000 stock options (April 30, 2023 – 1,770,000) outstanding was 7.87 years (April 30, 2023 – 8.62 years).

**(Unaudited - Expressed in Canadian Dollars)**

## 5. SHAREHOLDERS' EQUITY (Continued)

**Warrants**

| | Number of share purchase warrants | Weighted average exercise price |
|---|---|---|
| | | $ |
| Outstanding, April 30, 2023 | - | - |
| Issued | 5,371,429 | 0.10 |
| Outstanding, October 31, 2023 | 5,371,429 | 0.10 |

| Number of warrants outstanding | Weighted average exercise price ($) | Expiry dates | Weighted average remaining life (years) |
|---|---|---|---|
| 5,371,429 | 0.10 | 25-May-25 | 1.57 |

## 6. RELATED PARTY TRANSACTIONS

Key management personnel include persons having the authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of members of the Board of Directors and corporate officers.

Remuneration of key management of the Company was as follows for the six months ended October 31, 2023, and 2022:

| | 2023 | 2022 |
|---|---|---|
| | $ | $ |
| Key management personnel compensation | 60,400 | - |
| Exploration expenses paid to a company controlled by a director of the Company | 10,055 | - |
| Stock-based compensation | - | 36,027 |
| | 70,455 | 36,027 |

As at October 31, 2023, the Company had $2,000 (April 30, 2023 - $2,000) due to related parties included in accounts payable and accrued liabilities. Interest is not charged on outstanding balances and there are no specific terms of repayment.

## 7. FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash and cash equivalents and accounts payable and accrued liabilities. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant credit, liquidity or market risk arising from these financial instruments.

(a) Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Credit risk for the Company is associated with its cash. The Company is not exposed to significant credit risk as its cash is placed with a major Canadian financial institution.

## 7. FINANCIAL INSTRUMENTS (Continued)

(b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset.

As at October 31, 2023, the Company has cash of $544,859 available to apply against short-term business requirements and current liabilities of $17,837. All of the liabilities presented as accounts payable and accrued liabilities are due within 90 days of October 31, 2023. The Company relies upon equity financings to satisfy its capital requirements and will continue to depend heavily upon equity capital to finance its activities. There can be no assurance the Company will be able to obtain required financing in the future on acceptable terms.

(c) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk comprises three types of risk: foreign currency risk, interest rate risk and other price risk. The Company is not exposed to significant market risk.

## 8. CAPITAL MANAGEMENT

The Company has just commenced operations. It has not yet determined whether it will be successful in its endeavours and does not generate cash flows from operations. The Company's primary source of funds comes from the issuance of common shares. The Company does not use other sources of financing that require fixed payments of interest and principal due to lack of cash flow from current operations and is not subject to any externally imposed capital requirements.

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern.

The Company defines its capital as shareholders' equity. Capital requirements are driven by the Company's general operations. To effectively manage the Company's capital requirements, the Company monitors expenses and overhead to ensure costs and commitments are being paid. The Company did not change its approach to capital management during the six months ended October 31, 2023.

## 9. SEGMENTED INFORMATION

The Company operates in one business segment being the exploration and development of resource properties. All assets of the Company are located in Canada.

## 10. SUBSEQUENT EVENT

On November 3, 2023, the Company issued 300,000 common shares in relation to the Tyee Property Option Agreement (Note 4). These shares were valued at $18,000. The value of these shares was determined with reference to the trading price of the Company's common shares on the issuance date, which was $0.06.

## SCHEDULE B: SUPPLEMENTARY INFORMATION

The supplementary information set out below must be provided when not included in Schedule A.

### 1. Related party transactions

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

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

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

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

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

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

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

<u>See Financial Statements (Note 6) attached as Schedule A.</u>

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

Provide the following information for the period beginning on the date of the last Listing Statement (Form 2A):

(a) summary of securities issued during the period, <u>Not applicable.</u>

| Date of Issue | Type of Security (common shares, convertible debentures, etc.) | Type of Issue (private placement, public offering, exercise of warrants, etc.) | Number | Price | Total Proceeds | Type of Consideration (cash, property, etc.) | Describe relationship of Person with Issuer (indicate if Related Person) | Commission Paid |
|---|---|---|---|---|---|---|---|---|
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |

(b) summary of options granted during the period, Not applicable.

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

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

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

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

See Financial Statements (Condensed Interim Statements of Changes in Shareholders' Equity; Note 5) attached as Schedule A.

(b) number and recorded value for shares issued and outstanding,

See Financial Statements (Condensed Interim Statements of Changes in Shareholders' Equity; Note 5) attached as Schedule A.

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

See Financial Statements (Note 5) attached as Schedule A.

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

6,810,000 common shares are subject to escrow.

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

Directors: Peter Smith, Thomas Lamb, Justin Deveault and Brad Newell

Officers: Peter Smith (CEO), Nelson Lamb (CFO), Michael Raven (Corporate Secretary) and Fred Bonner (Chief Geologist)

## SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

Provide Interim MD&A if required by applicable securities legislation.

# SASQUATCH RESOURCES CORP.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

For the three and six months ended October 31, 2023

Dated December 11, 2023

**Sasquatch Resources Corp.**
**Management's Discussion and Analysis**
**For the three and six months ended October 31, 2023**

This Management's Discussion and Analysis ("MD&A") supplements, but does not form part of, the unaudited interim financial statements of Sasquatch Resources Corp. (formerly Scenc Resources Corp.) ("Sasquatch" or the "Company") and the notes thereto for the three and six months ended October 31, 2023 (collectively referred to hereafter as the "financial statements"). The following MD&A of the financial condition and results of operations of the Company has been prepared by management and should be read in conjunction with the Company's interim unaudited financial statements for the three and six months ended October 31, 2023. Additional information relating to the Company is available on SEDAR+ at www.sedarplus.ca.

The financial statements have been prepared by management in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). All amounts are expressed in Canadian dollars unless otherwise stated. Other information contained in this document has also been prepared by management and is consistent with the data contained in the financial statements.

The Company's certifying officers are responsible for ensuring that the financial statements and MD&A do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made. The Company's certifying officers certify that the financial statements together with the other financial information included in the filings fairly present in all material respects the financial condition, financial performance and cash flows of the Company as of the date of and for the periods presented in the filings.

The Company's Audit Committee and the Board of Directors provide an oversight role with respect to all public financial disclosures by the Company. The Board of Directors approves the financial statements and MD&A after the completion of its review and recommendation for approval by the Audit Committee, which meets periodically to review all financial reports, prior to filing.

The effective date of this MD&A is December 11, 2023 (the "MD&A Date").

## Forward Looking Statements

Certain statements contained in this document constitute "forward-looking statements". All statements other than statements of historical fact contained in this MD&A, including, without limitation, those regarding the Company's future financial position and results of operations, strategy, proposed acquisitions, plans, objectives, goals and targets, and any statements preceded by, followed by or that include the words "believe", "expect", "aim", "intend", "plan", "continue", "will", "may", "would", "anticipate", "estimate", "forecast", "predict", "project", "seek", "should" or similar expressions or the negative thereof, are forward-looking statements. These statements are not historical facts but instead represent only the Company's expectations, estimates and projections regarding future events. These statements are not guarantees of future performance and involve assumptions, risks and uncertainties that are difficult to predict. Therefore, actual results may differ materially from what is expressed, implied or forecasted in such forward-looking statements.

Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to risks associated with: geological risks; limited operating history; inability to generate earnings or pay dividends for the foreseeable future; no current assets other than cash and prepaid expenses; uncertain ability to raise additional funds when required; reliance on a small number of key managers lacking backup; potential conflicts of interest among directors and officers of the Company; lack of liquidity for shareholders of the Company; ability to secure needed permits, ability to physically access and work the Company's property assets due to poor weather, a potential lack of key contract personnel and services providers needed to execute elements of the Company's exploration plans, and market risk consisting of fluctuations in the Company's share price, metal prices, credit market conditions and investor appetite for early stage exploration companies. See "Risks and Uncertainties".

Management provides forward-looking statements because they believe such statements deliver useful guidance and information to readers when considering their investment objectives. Though management believes such statements to be as accurate as possible in the context of the information available to management at the time in which they are made, management cautions readers that the guidance and information contained in such statements may rapidly be superseded by subsequent events. Consequently, all of the forward-looking statements made in this MD&A are qualified by these cautionary statements and other cautionary statements or factors contained herein, and there can be no assurance that the actual results or developments suggested by such forward-looking statement will be realized or, even if substantially realized, that they will have the expected results, or effects upon, the Company. These forward-looking statements are made as of the date of this MD&A and the Company assumes no obligation to update or revise them to reflect subsequent information, events or circumstances or otherwise, except as required by law.

The forward-looking statements in this MD&A are based on numerous assumptions regarding the Company's present and future business strategies and the environment in which the Company will operate in the future, including assumptions regarding business and operating strategies.

**Description of the business**

The Company was incorporated on September 9, 2021 and focuses on the acquisition, exploration and evaluation of mineral properties. The Company has selected April 30 as its fiscal year end. The Company's registered and records office is 600-1090 West Georgia Street, Vancouver, BC, V6E 3V7.

Costs relating to the acquisition and claim maintenance of exploration and evaluation assets (including option payments and annual fees to maintain the property in good standing) are capitalized and deferred by property until the project to which they relate is sold, abandoned, impaired or placed into production.

The Company expenses all exploration, evaluation and development expenditures until management concludes that a future economic benefit is more likely than not to be realized. The Company has no operating cash flow and its level of expenditures is dependent on the sale of debt and equity capital to finance its exploration operations. Therefore, it is difficult to identify any meaningful trends or develop an analysis from cash flows.

**Mineral Property**

The Mount Sicker Property claims consist of a single contiguous block of 20 cell mineral claims covering over 3,300 hectares situated within the Victoria Mining Division of British Columbia, Canada. On October 1, 2021 ("Mount Sicker Property Option Agreement", which pertains to 15 mineral claims covering approximately 1,699.28 hectares comprising the property), and November 5, 2021 ("Tyee Property Option Agreement", which pertains to one mineral claim covering approximately 106.24 hectares comprising the property), the Company entered into two option agreements, each with a director of the Company and 802213 Alberta Ltd. (collectively, the "Optionor"), whereby the Company was granted an exclusive option to acquire a 100% interest in 16 mineral claims making up the Mount Sicker property, located in British Columbia. The remaining four claims comprising the property were acquired by staking (see below for further details).

Under the terms of the option agreements:

- Mount Sicker Property Option Agreement: The Company is required to issue 1,250,000 common shares (of which 500,000 common shares have been issued to date), in aggregate, and pay $200,000 (of which $60,000 has been paid to date), in aggregate, to the Optionor, and to incur $250,000 in exploration expenditures on the Mount Sicker Property, in aggregate, all of which are to be paid, issued or incurred within three years of the agreement date. Prior to the second anniversary of the agreement, the Company provided notice to the Optionor that the Company did not intend to meet its second anniversary obligations under the agreement, and accordingly the agreement would terminate on

October 1, 2023 pursuant to the terms of the agreement.

Payments of $45,000 on the second anniversary of the agreement, and $95,000 on the third anniversary of the agreement were not completed, and share issuances of 250,000 common shares on the second anniversary of the agreement and 500,000 common shares on the third anniversary of the agreement were not completed. The Company recorded an impairment on capitalized exploration and evaluation assets of $85,670 during the six months ended October 31, 2023.

Per the terms of the Mount Sicker Property Option Agreement, the Company is required to grant to each of the two Optionors a 1.0% Net Smelter Returns ("NSR") royalty on the 15 claims covered by the agreement. The Company has the option to repurchase one-half of the NSR from each of the two Optionors by paying $1,000,000 to each party at any time prior to the commencement of commercial production on the property.

- Tyee Property Option Agreement: The Company is required to issue 1,500,000 common shares (of which 700,000 common shares have been issued to date), in aggregate, and pay $100,000 on the third anniversary of the agreement (of which $0 has been paid to date), in aggregate, to the Optionor, and to incur $250,000 in exploration expenditures on the Mount Sicker Property, in aggregate, all of which are to be paid, issued or incurred within three years of the agreement date.

  Per the terms of the Tyee Property Option Agreement, the Company is required to grant to each of the two Optionors a 1.0% NSR royalty on the one claim covered by the agreement. The Company has the option to repurchase one-half of the NSR from each of the two Optionors by issuing 250,000 common shares to each party at any time prior to commencement of commercial production on the property.

On September 16, 2022, the Company received the transfer of one mineral claim comprising the Mount Sicker Property that had been held on behalf of the Company through a bare trustee. As consideration for the claim, the Company paid the bare trustee $520.72, representing a reimbursement of the cost to select the claim.

On September 16, 2022, the Company acquired two additional mineral claims covering 1,232.13 hectares adjacent to the Company's Mount Sicker Property pursuant to an asset purchase agreement with 911 Mining Co., a related party, owned by a director of the Company. As consideration for the claims, the Company paid $2,528.40, representing a reimbursement of costs to select the claims.

On October 1st, 2023, the Company staked one additional claim, bringing the aggregate number of claims held by the Company to 20. Following termination of the Mount Sicker Property Option Agreement on October 1, 2023 as described above, the Mount Sicker Property comprises five mineral claims, including one mineral claim governed by the Tyee Property Option Agreement.

For the quarter ended October 31, 2023, the Company had $24,066 of exploration and evaluation costs on the property are broken down as follows:

- $8,169 on drilling and prospecting
- $2,500 on geological consulting services, field mapping, and report preparation
- $13,397 on mineral exploration consulting services and geological reports

From inception on September 9, 2021, to October 31, 2023, the Company had $108,289 of exploration and evaluation costs on the property broken down as follows:

- $21,669 on geophysical ground surveys
- $39,860 on drilling, prospecting, exploration, core analysis, and sample logging
- $13,652 on geological consulting services, field mapping and report preparation
- $33,108 on mineral exploration consulting services and geological reports

The Company's future plans include continued exploration and evaluation on the remaining claims of its Mount Sicker Property and completing the minimum exploration expenditures before October 1, 2024, and to follow the recommendations made in the independent geographic report which outlines ongoing, systematic and phased modern exploration work of approximately $150,000.

## Liquidity and Capital Resources

The Company is in the exploration stage and therefore has no cash flow from operations. Its only source of funds since incorporation has been from the sale of common shares, sale of units, and receipt of mining credit tax refunds.

As at October 31, 2023, current assets were $584,200 and current liabilities were $17,837, resulting in working capital of $566,363. As at October 31, 2023, the Company had total assets of $622,124 which is comprised of $544,859 of cash and cash equivalents, GST/HST receivable of $13,941, prepaid expense of $25,400 and exploration and evaluation assets of $37,924.

The Company is in the process of exploring mineral claims. The Company has not yet determined whether or when the claims could be economically viable.

The Company has certain requirements including commitments for capital expenditures, property payments and to maintain the capacity to meet the Company's planned operations. In relation to the Company's mineral property, the Company must incur minimum exploration expenditures of $250,000 on or before October 1, 2024, as well as property payments of $100,000 by November 5, 2024, as well as funding annual operational expenses of approximately $162,000 per year.

While the information in the financial statements has been prepared in accordance with IFRS on a going concern basis, which presumes the realization of assets and discharge of liabilities in the normal course of business for the foreseeable future, there are conditions and events that cast significant doubt on the validity of this presumption. The Company's ability to continue as a going concern is dependent upon achieving profitable operations and upon obtaining additional financing to fund minimum exploration expenditures, complete property payments and fund operational expenses. While the Company is making its best efforts in this regard, the outcome of these matters cannot be predicted at this time.

## Selected Annual Information

The following table sets forth summary financial information for the Company for the period ended April 30, 2023. This information has been summarized from the Company's audited financial statements prepared in accordance with IFRS for the same period and should only be read in conjunction with the Company's audited financial statements, including the notes thereto.

| | Year ended April 30, 2023 ($) |
|---|---:|
| Total assets | 523,045 |
| Exploration and evaluation expenses | 50,902 |
| General and administrative expenses | 150,852 |
| Professional fees | 86,783 |
| Share-based payments | 55,897 |
| Net loss | 345,224 |
| Basic and diluted loss per share (1) | (0.02) |

(1) Based on weighted average number of common shares issued and outstanding for the period.

## Results of Operations – October 31, 2023

Second Quarter ending October 31, 2023

The Company incurred a net loss of $167,731 for the quarter ended October 31, 2023. Total expenses for the period were $82,061 of which $24,066 was exploration and evaluation expenses, $46,032 was general and administrative costs, $11,963 was incurred as professional fees and $0 was incurred as share-based compensation, and an impairment of exploration and evaluation assets of $167,731.

For the six months ended October 31, 2023, net cash flows used by operating activities was $132,061, net cash used by investing activities was $0 and net cash provided by financing activities was $288,500 and related to net proceeds from the issuance of units.

## Summary of Quarterly Results

The following financial data was derived from the Company's financial statements for each of the quarters below:

| | | October 31, 2023 | July 31, 2023 | April 30, 2023 | January 31, 2023 |
|---|---|---|---|---|---|
| Revenues | $ | - | - | | |
| Net loss and comprehensive loss | $ | (167,731) | (23,211) | (74,177) | (65,727) |
| Net loss per share - basic and diluted | $ | (0.01) | (0.00) | (0.00) | (0.00) |
| Weighted average number of shares outstanding | | 23,275,429 | 21,874,187 | 17,904,000 | 17,890,957 |
| | | **October 31, 2022** | **July 31, 2022** | **April 30, 2022** | **January 31, 2022** |
| Revenues | $ | - | - | - | - |
| Net loss and comprehensive loss | $ | (119,677) | (85,643) | (38,252) | (78,710) |
| Net loss per share - basic and diluted | $ | (0.01) | (0.00) | (0.00) | (0.01) |
| Weighted average number of shares outstanding | | 17,535,522 | 17,454,000 | 11,270,270 | 11,191,304 |

## Disclosure of Outstanding Security Data

As of October 31, 2023, the Company had 23,275,429 common shares issued and outstanding. As of the date of the issuance of these financial statements, the Company has 23,275,429 common shares issued and outstanding.

As of the date of the issuance of these financial statements the Company had 1,770,000 stock options outstanding at an average exercise price of $0.10.

As of the date of the issuance of these financial statements the Company had 5,371,429 share purchase warrants outstanding at an average exercise price of $0.10.

## Stock Options

The Company has a stock option plan (the "Plan") available to directors, employees, and consultants with grants under the Plan approved from time to time by the Board of Directors. Under the Plan the Company is authorized to issue options to purchase an aggregate of up to 20% of the Company issued and outstanding shares. Each option can be exercised to acquire one common share of the Company. The exercise price for an option granted under the Plan may not be less than the market price at the date of grant.

On November 18, 2021, the Company granted 1,120,000 stock options with a ten-year term at an exercise price of $0.10 per share and may be exercised at any time from the grant date through to the expiry date.

On May 12, 2022, the Company granted 600,000 stock options with a ten-year term at an exercise price of $0.10 per share and may be exercised at any time from the grant date through to the expiry date.

On March 21, 2023, the Company granted 50,000 stock options to a charitable foundation at arms' length to the Company. The options are exercisable at $0.10 and expire five years from the date of issuance.

Options to purchase common shares have been granted to directors, employees and consultants as follows:

| Exercise Price | | Expiry Date | April 30, 2023 | Granted | Exercised | Expired | October 31, 2023 |
|---|---|---|---|---|---|---|---|
| $ | 0.10 | 11/18/2031 | 1,120,000 | - | - | - | 1,120,000 |
| $ | 0.10 | 05/12/2032 | 600,000 | | | - | 600,000 |
| $ | 0.10 | 3/21/2023 | 50,000 | | - | - | 50,000 |
| Total outstanding | | | 1,770,000 | - | - | - | 1,770,000 |
| Total exercisable | | | 1,770,000 | - | - | - | 1,770,000 |

The following is a summary of stock option activity from September 9, 2021, to October 31, 2023:

| | Number of options | Weighted Average Exercise Price |
|---|---|---|
| Balance outstanding September 9, 2021 | - | - |
| Issued | 1,120,000 | 0.10 |
| Balance outstanding at April 30, 2022 | 1,120,000 | 0.10 |
| Issued | 650,000 | 0.10 |
| Balance outstanding at April 30, 2023, and October 31, 2023 | 1,770,000 | 0.10 |

No stock options were issued during the three months ended October 31, 2023. During the year ended April 30, 2023, the Company recorded a total of $55,897 as stock-based compensation expense, being the fair value of the options vested during the year ended April 30, 2023 (2022 - $17,449).

The fair value of the options granted during the periods ended April 30, 2023, and 2022 has been estimated at the date of grant using the Black-Scholes pricing model with the following weighted average assumptions:

| | Six months ended October 31, | Six months ended October 31, |
|---|---|---|

| | 2023 | 2022 |
|---|---|---|
| Risk-free interest rate | - | 2.70% |
| Estimated volatility | - | 100% |
| Expected life in years | - | 10 years |
| Expected dividend yield | - | 0.00% |
| Estimated forfeitures | - | 0.00% |
| Grant date fair value per option | - | $0.09 |

Option pricing models require the use of highly subjective estimates and assumptions. The expected volatility assumption is based on the historical and implied volatility of the Company's common share price. The risk-free interest rate assumption is based on yield curves on Canadian government zero-coupon bonds with a remaining term equal to the stock options' expected life. The Company uses historical data to estimate option exercise, forfeiture and employee termination within the valuation model.

As of October 31, 2023, the weighted average remaining life of the 1,770,000 stock options (April 30, 2023 – 1,770,000 outstanding was 7,87 years (2022 – 8.62 years).

**Financial Instruments and Other Instruments**

The carrying values of cash and accounts payable approximate their fair values because of the short-term maturity of these financial instruments.

**Off-Balance Sheet Arrangements**

The Company does not have any off-balance sheet arrangements and does not contemplate having them in the foreseeable future.

**Use of Estimates**

Preparing financial statements requires management to make estimates and assumptions that affect the reported results. The estimates are based on historical experience and other assumptions believed to be reasonable under the circumstances. Critical accounting policies are disclosed in the annual audited financial statements for the year ended April 30, 2023. There were no new accounting estimates enacted during the six months ended October 31, 2023.

**Transactions between Related Parties**

Key management personnel include persons having the authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of members of the Board of Directors and corporate officers.

Remuneration of key management of the Company was as follows for the six months ended October 31, 2023 and 2022:

| | 2023<br>$ | 2022<br>$ |
|---|---|---|
| Key management personnel compensation | 60,400 | - |
| Exploration expenses paid to a company controlled by a director of the Company | 10,055 | - |
| Stock-based compensation | - | 36,027 |
| | 70,455 | 36,027 |

As at October 31, 2023, the Company had $2,000 (April 30, 2023 - $2,000) due to related parties included in accounts payable and accrued liabilities. Interest is not charged on outstanding balances and there are no specific terms of repayment.

## Accounting Policies

A detailed summary of all the Company's significant accounting policies are disclosed in the annual audited financial statements for the year ended April 30, 2023. There were no new accounting policies enacted during the six months ended October 31, 2023.

## Risks and Uncertainties

A thorough description of the risks associated with the Company's exploration and other business activities can be found in the Form 2A – Listing Statement dated September 1, 2022, and posted under the Company's profile on SEDAR+ (www.sedarplus.ca) as of that date.

An investment in the Company's common shares is highly speculative and subject to very real risks and uncertainties, the occurrence of any one or more of which could have a material adverse effect on the value of any investment in the Company and the business, prospects, financial position or operating results of the Company. The risk factor listing noted below is in no particular order and is not an exhaustive list of all risk factors associated with an investment in the Company's common shares or in connection with the operations of the Company.

- Geological risk and the highly uncertain and speculative nature of mineral exploration
- Early-stage nature of the Company: i.e., a limited operating history and financial resources, no earnings, limited cash assets
- Lack of insurance against operating risks in the field and elsewhere
- Changes to government regulations, including environmental regulations
- Ability to secure and comply with government permits
- Reliance on a small number of key managers and experts and a lack of immediate backup or replacements
- Competition for key personnel and mineral properties
- Potential conflicts of interest among the Company's directors and/or officers
- Potential cost overruns and delays
- Timely availability of labour, contractors and key services
- Weather risks
- Property title disputes
- Metal price fluctuations
- Receptivity of capital markets to junior exploration projects
- Stock price volatility and lack of liquidity
- Litigation

Operational History

The Company has a limited operating history from which an evaluation of the Company and its current business, as well as its mineral property can be based. During the period from inception, September 21, 2021, to October 31, 2023, the Company had an accumulated deficit of $658,459.

The Company is an exploration stage company and there are known certainties that a commercially viable deposit or reserve on the Mount Sicker Property. If the Company does not find any commercially viable deposits or reserves on Mount Sicker, or any future acquired properties, the financial condition and results of operations will be materially adversely affected.

Future Commitments

The Company may need to raise additional capital through the offering of debt or equity, or other financing opportunities. In particular, the Company may not have sufficient funds to complete the recommended exploration program on the Mount Sicker Property, fund the minimum expenditure requirements on the property, complete the specified property payments, and also fund future operational expenditures. There are no assurances that the Company would be able to raise additional capital, or to raise capital on economic terms beneficial to the Company. In addition, dependent on the type of capital raised, there could be dilution to the Company's common shares.

Fluctuations in Commodity Prices

Certain factors are beyond the Company's control in the macroeconomic environment, including the prices of commodities. Historically the price of commodities have fluctuated widely. The impact of price changes could materially affect the Company's future planned operations.

## Trends

The Company monitors economic conditions and estimates any potential impact on the Company's operations and incorporates these estimates in short-term operating decisions and long-term strategic decisions. Recently, equity markets in the junior resource sector have shown signs of improvement, led by an increase in the price of commodities, with numerous financings being consummated, as well as increases in mergers and acquisitions in the sector. From a macroeconomic perspective, there has been uncertainty in the equity markets related to a variety of factors, including rising interest rates, inflation, and dynamic international political situations.

Apart from these and the risk factors noted under the heading "Risks and Uncertainties", management is not aware of any other trends, commitments, events or uncertainties that would have a material effect on the Company's business, financial condition or results of operations. In addition, see "Forward Looking Statements" at the beginning of this MD&A.

## Global Pandemic

In 2020, the global outbreak of coronavirus (COVID-19) resulted in changes in global supply and demand of certain mineral and energy products. These changes, including a potential economic downturn and any potential resulting direct and indirect negative impact to the Company cannot be determined, but they could have a potential material impact to the Company's project exploration activities, cash flows and liquidity. Various restrictions on gatherings, work and access to remote communities near the Company's project may also impact the Company's ability to perform exploration activities at the project.

## Additional information

Additional information relating to the Company is available on SEDAR+ at www.sedarplus.ca.

**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 Quarterly Listing Statement.

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 December 11, 2023 ______________.

Peter Smith ______________
Name of Director or Senior Officer

*"Peter Smith"* ______________
Signature

CEO ______________
Official Capacity

***Issuer Details***

| Name of Issuer:<br>Sasquatch Resources Corp. | For Quarter Ended:<br>October 31, 2023 | Date of Report:<br>(YY/MM/DD)<br>23/12/11 |
|---|---|---|
| Issuer Address:<br>600-1090 West Georgia Street | | |
| City/Province/Postal Code:<br>Vancouver, BC, V6E 3V7 | Issuer Fax No.:<br>(604) 357-1030 | Issuer Telephone No.:<br>(778) 999-7030 |
| Contact Name:<br>Peter Smith | Contact Position:<br>CEO | Contact Telephone No.:<br>(778) 999-7030 |
| Contact Email Address:<br>psmith@sasquatchresources.com | Web Site Address:<br>www.sasquatchresources.com | |