Consolidated Financial Statements

SILVER SPRUCE RESOURCES INC.

For the years ended October 31, 2023 and 2022

(Expressed in Canadian dollars)

SILVER SPRUCE RESOURCES INC.
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SILVER SPRUCE RESOURCES INC.
Consolidated Statements of Financial Position
As at October 31, 2023 and 2022
(Expressed in Canadian Dollars)

	2023	2022
	$	$
Assets		
Current		
Cash	**377,578**	221,929
Receivables (Note 6)	**29,525**	121,425
Prepaid expenses	**1,996**	20,896
Total current assets	**409,099**	364,250
Non-current		
Right-of-use assets (Note 8)	**1,612**	20,970
Total assets	**410,711**	385,220
Liabilities		
Current		
Trade payables and accrued liabilities (Note 13)	**177,041**	298,545
Property acquisition obligation (Note 7(a) and Note 5(c))	**34,678**	34,123
Current portion of lease liability (Note 8)	**1,733**	20,247
Total current liabilities	**213,452**	352,915
Non-current		
Lease liability (Note 8)	**-**	1,733
Total liabilities	**213,452**	354,648
Shareholders' Equity		
Share capital (Note 10)	**34,179,827**	33,531,539
Warrant reserve (Note 11)	**1,148,694**	1,693,517
Equity reserve	**10,402,795**	9,286,582
Accumulated deficit	**(45,534,057)**	(44,481,066)
Total shareholders' equity	**197,259**	30,572
Total liabilities and shareholders' equity	**410,711**	385,220

Basis of preparation and going concern (Note 2)
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APPROVED BY THE BOARD OF DIRECTORS

Original signed by Kevin O'Connor, Director

Original signed by Mike Kinley, CEO, Director

See accompanying notes to the consolidated financial statements

SILVER SPRUCE RESOURCES INC.
Consolidated Statements of Operations and Comprehensive Loss
Years ended October 31, 2023 and 2022
(Expressed in Canadian Dollars)

	2023	2022
	$	$
Expenses		
Exploration and evaluation expenditures (Note 7 and 13)	**477,984**	1,028,194
Stock based compensation (Note 12)	**3,919**	46,878
Office and general	**27,112**	33,740
Accounting and audit	**46,850**	38,578
Legal	**9,301**	13,553
Consulting fees (Note 13)	**347,597**	219,407
Corporate relations	**16,695**	83,471
Interest on lease liability (Note 8)	**639**	1,625
Listing and filing fees	**52,206**	49,198
Depreciation - Right-of use asset (Note 8)	**19,358**	19,358
Total expenses	**1,001,661**	1,534,002
Other items		
Bad Debt	**33,381**	13,112
Foreign exchange loss (gain)	**17,949**	(3,086)
Total other items	**51,330**	10,026
Total loss and comprehensive loss for the year	**1,052,991**	1,544,028
Loss per share - basic and diluted	**0.00**	0.01
Weighted average number of shares outstanding - basic and diluted	**249,453,494**	191,086,185

See accompanying notes to the consolidated financial statements

SILVER SPRUCE RESOURCES INC.
Consolidated Statements of Change in Shareholders' Equity
Years ended October 31, 2023 and 2022
(Expressed in Canadian Dollars)

	Number of shares	Share capital $	Warrant reserve $	Equity reserve $	Accumulated deficit $	Total equity $
Balance October 31, 2021	**187,119,500**	**33,270,859**	**1,825,816**	**9,001,260**	**(42,937,038)**	**1,160,897**
Net loss for the year	-	-	-	-	(1,544,028)	(1,544,028)
Private placement units issued (Note 10)	10,570,000	264,250	-	-	-	264,250
Share issuance costs (Note 10 & 11)	-	(9,939)	(7,486)	-	-	(17,425)
Value of warrants issued under private placement (Note 11)	-	(113,631)	113,631	-	-	-
Shares issued for property acquisition (Note 7(b), (d) and (f))	3,070,000	120,000	-	-	-	120,000
Stock based compentation (Note 12)	-	-	-	46,878	-	46,878
Warrants expired (Note 11)	-	-	(238,444)	238,444	-	-
Balance October 31, 2022	**200,759,500**	**33,531,539**	**1,693,517**	**9,286,582**	**(44,481,066)**	**30,572**
Net loss for the year	-	-	-	-	(1,052,991)	(1,052,991)
Private placement units issued (Note 10)	81,700,499	1,285,507	-	-	-	1,285,507
Share issuance costs (Note 10 & 11)	-	(51,080)	(48,668)	-	-	(99,748)
Value of warrants issued under private placement (Note 11)	-	(616,139)	616,139	-	-	-
Shares issued for property acquisition (Note 7(b))	2,000,000	30,000	-	-	-	30,000
Stock based compentation (Note 12)	-	-	-	3,919	-	3,919
Warrants expired (Note 11)	-	-	(1,112,294)	1,112,294	-	-
Balance October 31, 2023	**284,459,999**	**34,179,827**	**1,148,694**	**10,402,795**	**(45,534,057)**	**197,259**

See accompanying notes to the consolidated financial statements

SILVER SPRUCE RESOURCES INC.
Consolidated Statements of Cash Flows
Years ended October 31, 2023 and 2022
(Expressed in Canadian Dollars)

	2023	2022
	$	$
Operating activities		
Net loss for the year	**(1,052,991)**	(1,544,028)
Items not involving cash:		
Loss on foreign exchange	**555**	3,163
Depreciation - Right-of-use asset (Note 8)	**19,358**	19,358
Shares issued for settlement of property purchase obligation (Note 7(b), (d)&(f))	**30,000**	120,000
Stock based compensation (Note 12)	**3,919**	46,878
Changes in non-cash working capital		
Decrease in prepaid expenses	**18,900**	30,855
Decrease in receivables	**91,900**	80,801
(Decrease) increase in trade payables and accrued liabilities	**(121,504)**	58,917
Net cash flows used in operating activities	**(1,009,863)**	(1,184,056)
Financing activities		
Proceeds from issuance of units (Note 10)	**1,285,507**	264,250
Share issue costs	**(99,748)**	(17,425)
Interest on lease liability (Note 8)	**639**	1,625
Repayment of lease liability (Note 8)	**(20,886)**	(20,886)
Net cash flows from financing activities	**1,165,512**	227,564
Increase (decrease) in cash	**155,649**	(956,492)
Cash, beginning of year	**221,929**	1,178,421
Cash, end of year	**377,578**	221,929

Supplemental cash flow information (Note 14)

See accompanying notes to the consolidated financial statements

1. DESCRIPTION OF BUSINESS

Silver Spruce Resources Inc. (the "Company") is a public company domiciled in Canada and was incorporated in Alberta on May 8, 1996 under the name First Labrador Acquisitions Inc. The Company changed its name to Silver Spruce Resources Inc. on October 22, 2004. The Company's operations consist of the exploration for precious and base minerals. The registered office of the Company is 115 Wimbledon Rd., Bedford, Nova Scotia, B4A 3X8. The Company's common shares are listed for trading on the TSX Venture Exchange under the symbol "SSE", the OTCQB under the symbol "SSEBF" and the Frankfurt Stock Exchange under the symbol "S6Q".

2. BASIS OF PREPARATION AND GOING CONCERN

Statement of compliance

The consolidated financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and the interpretations of the IFRS Interpretations Committee. The consolidated financial statements of the Company were approved by the Board of Directors on February 22, 2024.

Basis of measurement

These consolidated financial statements have been prepared on an accrual basis and are based on historical costs. The consolidated financial statements are presented in Canadian dollars unless otherwise stated.

Basis of presentation and going concern

The consolidated financial statements of the Company have been prepared in accordance with IFRS on a going concern basis which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. The Company is an exploration stage company and does not have any proven economically recoverable reserves on the Company's interest in mineral properties held for exploration and to date, the Company has not earned revenues from mining activities and does not have a firm timeline until such revenues can be reasonably expected to be realized. The Company's interests in exploration properties are subject to increases in taxes and royalties, renegotiation of contracts, currency exchange fluctuations and restrictions, and political uncertainty.

The Company's continued existence is dependent upon the discovery of economically recoverable reserves, the ability of the Company to raise additional financing, and future profitable production. It is not possible to predict whether financing efforts will be successful.

Although the Company has taken steps to verify title to mineral exploration properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements or transfers, First Nations claims, non-compliance with regulatory, social and environmental requirements and may be affected by undetected defects.

2. BASIS OF PREPARATION AND GOING CONCERN (continued)

Basis of presentation and going concern (continued)

While the consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern, several adverse conditions, cast significant doubt on the validity of this assumption. The Company has incurred a net loss of $1,052,991 during the year ended October 31, 2023, has an accumulated deficit of $45,534,057 and has no source of revenue. The Company was successful in raising funds during the year, which resulted in a working capital surplus of $195,647 as at October 31, 2023. Although the Company has been successful in raising funds in the past and during the year, there is no assurance that it will be able to successfully complete further financings. These conditions indicate the existence of material uncertainty which may cast significant doubt on the Company's ability to continue as a going concern.

These consolidated financial statements do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and be required to realize its assets and liquidate its liabilities and commitments in other than the normal course of business and at amounts different from those in the accompanying consolidated financial statements. Such adjustments could be material.

3. SIGNIFICANT ACCOUNTING POLICIES

Basis of consolidation

These consolidated financial statements include the accounts of the Company, its wholly owned subsidiaries, First Labrador Resources Ltd., Silver Spruce Resources (Nova Scotia) Inc. and Silver Spruce Resources Mexico S.A. de C.V. Both First Labrador Resources Ltd. and Silver Spruce Resources (Nova Scotia) Inc. are inactive and have no assets or liabilities. All inter-company transactions have been eliminated upon consolidation. Subsidiaries are entities over which the Company is exposed to, or has rights to, variable returns as well as the ability to affect those returns through the power to direct the relevant activities of the entity until properties are determined to contain economically viable reserves.

Exploration and evaluation costs

Exploration and evaluation expenditures include the costs of acquiring licenses and costs associated with exploration and evaluation activity, as noted below, net of government assistance received. Exploration and evaluation expenditures are expensed as incurred.

Exploration and evaluation expenses are comprised of costs that are directly attributable to:
- researching and analyzing existing exploration data;
- conducting geological studies, exploratory drilling and sampling;
- examining and testing extraction and treatment methods; and
- evaluating the technical feasibility and commercial viability of extracting a mineral resource.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of Non-Financial Assets

The Company's non-financial assets are reviewed for an indication of impairment at each statement of financial position reporting date. If an indication of impairment exists, the asset's recoverable amount is estimated. The recoverable amount is the greater of the (1) asset's fair value less costs to sell and (2) value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

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

An impairment loss is reversed if there is an indication that there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized. An impairment loss with respect to goodwill is never reversed.

Share-based payments

The Company uses the fair value method to measure compensation expense at the date of grant of stock options to employees and each tranche is recognized on a graded vesting basis over the period in which the options vest. The fair value of options is determined using the Black-Scholes pricing model and is charged to earnings over the vesting period with an offset to equity reserve. When options are exercised, the corresponding share-based payment reserves and the proceeds received by the Company are credited to share capital. Forfeitures are estimated at the time of the grant. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognized in profit or loss such that the cumulative expense reflects the revised estimate with a corresponding adjustment to equity reserve.

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service.

The value associated with share-based payments is transferred, upon expiry, to equity reserve.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Income taxes

Income tax expense comprises current and deferred income tax. Current tax and deferred tax are recognized in earnings or loss except to the extent that it relates to items recognized directly in equity or in other comprehensive income.

Current tax expenses comprise the expected tax payable on the taxable income for the period, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous periods.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is measured at the tax rates that are expected to apply when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on either the same taxable entity, or on different taxable entities, which intend to settle current tax liabilities and assets on a net basis or realize their tax assets and liabilities simultaneously. A deferred tax asset is recognized for unused tax losses, unused tax credits and temporary differences that can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that all or part of the related tax benefit will be realized.

Loss per share

The Company presents basic and diluted loss per share ("LPS") data for its common shares. Basic LPS is calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period, adjusted for own shares held. Diluted LPS is determined by adjusting the loss attributable to common shareholders and the weighted average number of common shares outstanding, adjusted for own shares held, for the effects of all dilutive potentially common shares. The diluted loss per share calculation excludes any potential conversion of options and warrants that would increase earnings per share or decrease loss per share. The Company uses the treasury method to compute the dilutive effect of options, warrants, and other similar instruments. This method factors proceeds received into the calculation.

Equity and reserves

Share capital represents the nominal (par) value of shares that have been issued. The Company applies the fair value method with respect to the measurement of shares and warrants issued as private placement units. The Company allocates the net proceeds based on the relative fair values to each component, including issue costs. The fair value of the warrants is determined using the Black-Scholes pricing model.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Equity and reserves (Continued)

Broker warrants are valued using the Black-Scholes pricing model and recorded as share issue costs.

Costs directly attributable to the raising of capital are charged against the related share capital and a portion is proportionately allocated to warrants if costs are related to the issuance of units. Costs related to shares not yet issued are recorded as deferred share issuance costs. These costs are deferred until the issuance of the shares to which the costs relate, at which time the costs will be charged against the related share capital or charged to operations if the shares are not issued.

Other components of equity include an equity reserve which includes the value initially recognized for expired warrants and stock-based compensation.

Flow-through shares

Issuance of flow-through shares represents in substance an issue of common shares and the sale of the right to tax deductions of qualifying resource expenditures to the investors. When the flow-through shares are issued, the sale of the right to tax deductions is deferred and presented as other liabilities in the statement of financial position. The proceeds received from flow-through placements are allocated between shares, warrants and flow-through share premium equal to the estimated premium which is recognized as a liability. This is referred to as the residual method. Proceeds are first allocated to shares according to the quoted price of existing shares at the time of issuance, then to warrants according to their fair value at the date of issuance and the residual proceeds are allocated to other liabilities.

The liability component recorded initially on the issuance of shares is reversed on renouncement of the right to tax deductions to the investors and when eligible expenses are incurred and recognized as other income in profit or loss in reduction of deferred income tax expense. A deferred tax liability is also recognized for the taxable temporary difference that arises from the difference between the carrying amount of eligible expenditures capitalized as an asset and its tax basis.

Decommissioning and restoration provision

The Company recognizes the fair value of the liability for asset decommissioning and restoration in the period in which it is incurred and records a corresponding increase in the carrying value of the related long-lived asset. Fair value is estimated using the present value of the estimated future cash outflows associated with legal obligations or constructive obligations relating to the reclamation and closure of its mineral exploration properties at a pre-tax rate that reflects the time value of money. 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 to settle the obligation. The liability is subsequently adjusted for the passage of time, and is recognized as an accretion expense in the consolidated statement of operations and comprehensive loss.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Decommissioning and restoration provision (Continued)

The liability is also adjusted due to revisions in either the timing or the amount of the original estimated cash flows associated with the liability. The increase in the carrying value of the asset is amortized on the same basis as mineral properties. In management's estimation, there is no material restoration, rehabilitation, and environmental obligation as at October 31, 2023 and 2022.

Joint arrangements:

A joint arrangement is a contractual arrangement pursuant to which the Company and other parties undertake an economic activity that is subject to joint control, whereby the strategic financial and operating policy decisions relating to the activities of the joint arrangement require the unanimous consent of the parties sharing control. Joint arrangements are of two types - joint ventures and joint operations.

The Company's significant joint arrangements consist of joint operations, which are structured through a direct interest in the joint venture's assets, and a share of the join obligations. The arrangements are referred to as joint operations and the Company's proportionate share of assets, liabilities, revenue and expenses are recognized in the consolidated financial statements and classified according to their nature. When the Company transacts with its joint operations, unrealized profits and losses are eliminated to the extent of the Company's interest in the joint operations. Balances outstanding between the Company and joint operations in which it has an interest are eliminated in the consolidated statements of financial position.

Financial instruments

Financial assets and liabilities

Initial recognition and measurement
Financial assets within the scope of IFRS 9 are classified and measured as "financial assets at fair value", as either Fair Value through Profit or Loss ("FVPL") or Fair Value through Other Comprehensive Income ("FVOCI"), and "financial assets at amortized cost", as appropriate. The Company determines the classification of financial assets at the time of initial recognition based on the Company's business model and the contractual terms of the cash flows.

All financial assets are recognized initially at fair value plus, in the case of financial assets not at FVPL, directly attributable transaction costs on the trade date at which the Company becomes a party to the contractual provisions of the instrument.

Financial assets with embedded derivatives are considered in their entirety when determining their classification at FVPL or at amortized cost unless required to be separated. Cash and other accounts receivable held for collection of contractual cash flows are measured at amortized cost.

Subsequent measurement – financial assets at amortized cost
After initial recognition, financial assets measured at amortized cost are subsequently measured at the end of each reporting period at amortized cost using the Effective Interest Rate ("EIR") method.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Subsequent measurement – financial assets at amortized cost (continued)
Amortized cost is calculated by taking into account any discount or premium on acquisition and any fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the consolidated statements of operations and comprehensive loss.

Subsequent measurement – financial assets at FVPL
Financial assets measured at FVPL include financial assets management intends to sell in the short term and any derivative financial instrument that is not designated as a hedging instrument in a hedge relationship. Financial assets measured at FVPL are carried at fair value in the consolidated statements of financial position with changes in fair value recognized in other income or expense in the consolidated statements of operations and comprehensive loss. The Company does not have any financial assets at FVPL.

Subsequent measurement – financial assets at FVOCI
Financial assets measured at FVOCI are non-derivative financial assets that are not held for trading and the Company has made an irrevocable election at the time of initial recognition to measure the assets at FVOCI. The Company does not measure any financial assets at FVOCI.

After initial measurement, investments measured at FVOCI are subsequently measured at fair value with unrealized gains or losses recognized in other comprehensive income or loss in the consolidated statements of operations and comprehensive loss. When the investment is sold, the cumulative gain or loss remains in accumulated other comprehensive income or loss and is not reclassified to profit or loss.

Derecognition
A financial asset is derecognized when the contractual rights to the cash flows from the asset expire, or the Company no longer retains substantially all the risks and rewards of ownership.

Impairment of financial assets
The Company's only financial assets subject to impairment are other receivables, which are measured at amortized cost. The Company has elected to apply the simplified approach to impairment as permitted by IFRS 9, which requires the expected lifetime loss to be recognized at the time of initial recognition of the receivable. To measure estimated credit losses, other receivables have been grouped based on shared credit risk characteristics, including the number of days past due.

An impairment loss is reversed in subsequent periods if the amount of the expected loss decreases, and the decrease can be objectively related to an event occurring after the initial impairment was recognized.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial liabilities

Initial recognition and measurement
Financial liabilities are measured at amortized cost, unless they are required to be measured at FVPL as is the case for held for trading or derivative instruments, or the Company has opted to measure the financial liability at FVPL. The Company's financial liabilities include trade payables accrued liabilities, and the property acquisition obligation which are measured at amortized cost. All financial liabilities are recognized initially at fair value and in the case of long-term debt, net of directly attributable transaction costs.

Subsequent measurement – financial liabilities at amortized cost
After initial recognition, financial liabilities measured at amortized cost are subsequently measured at the end of each reporting period at amortized cost using the EIR method. Amortized cost is calculated by taking into account any discount or premium on acquisition and any fees or costs that are an integral part of the EIR. The EIR amortization is included in finance cost in the consolidated statements of operations and comprehensive loss.

Subsequent measurement – Financial liabilities at FVPL
Financial liabilities measured at FVPL include financial liabilities management intends to sell in the short term and any derivative financial instrument that is not designated as a hedging instrument in a hedge relationship. Financial liabilities measured at FVPL are carried at fair value in the consolidated statements of financial position with changes in fair value recognized in the consolidated statements of operations. For the years ended October 31, 2023 and 2022, the Company does not have any liabilities measured at FVPL.

Derecognition
A financial liability is derecognized when the obligation under the liability is discharged, cancelled or expires with any associated gain or loss recognized in other income or expense in the consolidated statements of operations and comprehensive loss.

Foreign currency translation

The presentation and functional currency of the Company and its subsidiaries is the Canadian dollar. Assets and liabilities denominated in foreign currencies are translated into Canadian dollars at exchange rates in effect at the statement of financial position date for monetary items and at exchange rates prevailing at the transaction date for non-monetary items. Revenue and expenses are translated at the transaction date except for amortization, which is translated at historical exchange rates. Gains and losses on translation are included in the statement of operations.

Leases

At the inception of a contract, the Company assesses whether a contract is or contains a lease based on whether the contract conveys the right to use an asset for a period of time in exchange for consideration.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases (continued)

Contracts identified as leases are recognized as a right-of-use assets and the corresponding lease liability is included within long-term debt on the statement of financial position on the commencement date of the lease.

The right-of-use asset is initially measured at cost comprising the amount of the initial measurement of the lease liability, any lease payments made before the commencement date, less any lease incentives received, any initial direct costs and restoration costs expected to be incurred. The right-of-use asset is subsequently amortized on a straight-line basis over the lease-term.

The corresponding lease liability is initially measured at the present value of lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease, or if that rate cannot be readily determined, the Company's incremental borrowing rate, or a market comparative. Lease payments include any fixed payments, variable payments that are dependent on an index or a rate in effect at the time of commencement, amounts expected to be paid under residual value guarantees, and the exercise of a purchase option that are reasonably expected to be exercised. The lease liability is subsequently measured at amortized cost using the effective interest method.

The Company has elected to apply the following practical expedients in accounting for leases:

i) Separable components – The Company has elected not to separate non-lease components from lease components and account for each lease component and associated non-lease component as a single lease component.

ii) Short-term leases – The Company has elected to recognize the exemption for leases with a term of 12-months or less.

Significant accounting judgments, estimates and assumptions

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of the assets, liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Judgments, estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances, third party advice and financial reporting requirements. However, actual outcomes can differ from these estimates.

The Company has identified the following areas under which significant judgments, estimates and assumptions are made and where actual results may differ from these estimates under different assumptions and conditions and may materially affect financial results or the financial position reported in future periods.

Share-based payments

The Company makes certain estimates and assumptions when calculating fair values of stock options and warrants granted. The significant assumptions used include estimates of expected volatility, expected life, forfeiture rates and expected risk-free rate of return. Changes in these assumptions may result in a material change to the amounts recorded for the issuance of stock options and warrants.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Significant accounting judgments, estimates and assumptions (continued)

Income, value added, withholding and other taxes

The Company is subject to income, value added, withholding and other taxes in various jurisdictions. Significant judgment is required in determining the Company's provisions for taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. The determination of the Company's income, value added, withholding and other tax liabilities requires interpretation of complex laws and regulations. The Company's interpretation of taxation law as applied to transactions and activities may not coincide with the interpretation of the tax authorities. All tax related filings are subject to government audit and potential reassessment subsequent to the financial statement reporting period. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the tax related accruals and deferred income tax provisions in the period in which such determination is made.

Recent accounting pronouncements not yet adopted

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods commencing on or after November 1, 2023. Many are not applicable or do not have a significant impact to the Company and have been excluded. The following have not yet been adopted and are being evaluated to determine their impact on the Company.

IAS 1 – Presentation of Financial Statements

On January 23, 2020, the IASB issued an amendment to IAS 1 Presentation of Financial Statements providing a more general approach to the classification of liabilities. The amendment clarifies that the classification of liabilities as current or non-current depends on the rights existing at the end of the reporting period as opposed to the expectations of exercising the right for settlement of the liability. The amendments further clarify that settlement refers to the transfer of cash, equity instruments, other assets, or services to the counterparty. The amendments are effective for annual periods beginning on or after January 1, 2024 (for the Company's annual period ended October 31, 2024) and are to be applied retrospectively, with early adoption permitted. The Company is currently assessing the financial impact of the amendments and expects to apply the amendments at the effective date.

IAS 1 - Disclosure of Accounting Policies

The IASB has issued amendments to IAS 1 *Presentation of Financial Statements* which require entities to disclose their "material" accounting policy information rather than their "significant" accounting policies.

The amendments explain that accounting policy information is material if omitting, misstating or obscuring that information could reasonably be expected to influence decisions that the primary users of the financial statements make on the basis of those financial statements.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Recent accounting pronouncements not yet adopted (continued)

IAS 1 - Disclosure of Accounting Policies (continued)

The amendments also clarify that accounting policy information may be material because of its nature, even if the related amounts are immaterial. This amendment is effective for annual periods beginning on or after January 1, 2023. Earlier application is permitted. The extent of the impact of adoption of these amendments has not yet been determined.

IAS 8 - Definition of Accounting Estimates

The IASB has issued amendments to IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors* which introduce a definition of accounting estimates and provide other clarifications to help entities distinguish accounting policies from accounting estimates. Under the amendments, accounting estimates are defined as "monetary amounts in financial statements that are subject to measurement uncertainty". The amendments also emphasize that a change in an accounting estimate that results from new information or new developments is not an error correction, and that changes in an input or a measurement technique used to develop an accounting estimate are considered changes in accounting estimates if those changes in an input or measurement technique are not the result of an error correction. This amendment is effective for annual periods beginning on or after January 1, 2023, with early adoption permitted.

IAS 12 - Income Taxes

In May 2021, the IASB published amendments to IAS 12 - Income Taxes. The amendments will require companies to recognize deferred tax on particular transactions that, on initial recognition, give rise to equal amounts of taxable and deductible temporary differences. The proposed amendments will typically apply to transactions such as leases for the lessee and decommissioning and restoration obligations related to assets in operation. The effective date is for annual periods beginning on or after January 1, 2023, with early adoption permitted. The extent of the impact of adoption of these amendments has not yet been determined.

4. CAPITAL MANAGEMENT

The capital structure of the Company currently consists of share capital, warrant reserve, equity reserve and accumulated deficit. As at October 31, 2023, managed capital was $197,259 (2022 - $30,572). The Company's objective when managing capital is to maintain adequate levels of funding to support the acquisition, exploration and development of mineral properties. The Company manages its capital structure in a manner that provides sufficient funding for operational activities.

The properties in which the Company currently has an interest are in the exploration and evaluation stage; as such the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. Funds are primarily secured through equity capital raised by way of private placements. There can be no assurances that the Company will be able to continue raising equity capital in this manner.

4. CAPITAL MANAGEMENT (continued)

The Company invests all capital that is surplus to its immediate operational needs in short-term, liquid and highly rated financial instruments, such as cash, held with major Canadian financial institutions. The Company reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

The Company's capital management objectives, policies and processes have remained unchanged during the years ended October 31, 2023 and 2022.

5. FINANCIAL RISK FACTORS

A summary of the Company's risk exposures as it relates to financial instruments are reflected below:

a) Credit risk

The Company's credit risk is primarily attributable to cash and other receivables. The Company's cash is held with highly rated financial institutions.

The Company has concluded that credit risk with regards to other receivables, except Mexican VAT receivable on which the Company has recorded an allowance, is minimal.

b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk through the management of its capital structure as described in Note 4. The Company has no income from operations or a regular source of cash flow and relies on equity funding to support its exploration and corporate activities. Should the need for equity funding arise, there is a risk that the Company may not be successful in selling new common shares at acceptable prices.

As at October 31, 2023, the Company had a cash balance of $377,578 (2022 - $221,929), HST and other receivables of $29,525 (2022 - $121,425) to settle current liabilities of $213,452 (2022 - $352,915). Of the Company's current financial liabilities, $177,041 (2022 - $298,545) have contractual maturities of less than 30 days and are subject to normal trade terms.

c) Market risk

Interest rate risk

The Company has no interest bearing debt instruments and therefore, is not subject to interest rate risk. The Company invests any cash surplus to its operational needs in investment-grade short-term deposit certificates issued by highly rated Canadian banks. The Company periodically assesses the quality of its investments and is satisfied with the credit rating of the bank.

5. FINANCIAL RISK FACTORS (continued)

c) Market risk (continued)

Foreign currency risk

The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars. However, the Company has operations outside of Canada, and therefore could be at risk for currency translations. The Company's property acquisition obligation (Note 7) is denominated in United States Dollars ("US$") and is subject to fluctuations in that currency's value relative to the Canadian dollar. The value of the obligation at October 31, 2023 is $34,678 (US$25,000), therefore a 10% rise or fall in the Canadian dollar against the US dollar would have resulted in a decrease (increase) of $3,468 in the net loss.

There were no significant changes to credit risk and market risk during the years ended October 31, 2023 and 2022.

d) Fair value

The carrying amounts for cash, HST and other receivables, trade payables and accrued liabilities, and property acquisition obligation on the statements of financial position approximate fair value due to their short-term maturity.

6. RECEIVABLES

Receivables comprise of:

	2023	2022
	$	$
Other receivables	**10,125**	98,667
HST Receivable	**19,400**	22,758
Mexican VAT receivable	**113,612**	80,231
	143,137	201,656
Less: Allowance for Mexican VAT receivable	**(113,612)**	(80,231)
	29,525	121,425

The Mexican Government does not reimburse the VAT paid on expenses incurred. This tax receivable will be applied against future VAT payable if the Company earns revenue from mining activities in Mexico. The Company has therefore recorded an allowance against this VAT receivable, which will be reversed in the future if the Company earns taxable revenue in Mexico.

(Expressed in Canadian dollars)

7. MINERAL EXPLORATION PROPERTIES

The table below outlines the accumulated project exploration expenditures as at October 31, 2023.

Accumulated costs/expenditures	Pino de Plata Mexico	El Mezquite Mexico	Jackie Mexico	Diamante Mexico	Mystery, Marilyn and Till Newfoundland and Labrador	Melchett Lake Ontario	Total
Balance, October 31, 2021	$ 771,445	$ 730,018	$ 191,055	$ 141,926	$ 160,307	$ 558,630	$ 2,553,381
Acquisition costs and annual fees	13,141	1,062	57,250	2,495	35,730	126,200	235,878
Expenditures	-	31,135	37,412	410,038	240,077	73,529	792,191
Balance, October 31, 2022	784,586	762,215	285,717	554,459	436,114	758,359	3,581,450
Acquisition costs and annual fees	17,922	-	9,062	4,312	108,575	32,400	172,271
Expenditures	833	-	-	170,750	71,131	62,999	305,713
Balance, October 31, 2023	$ 803,341	$ 762,215	$ 294,779	$ 729,521	$ 615,820	$ 853,758	$ 4,059,434

a) Pino de Plata, Mexico

On February 29, 2016, the Company signed an amended Agreement that supersedes the original purchase Agreement and enables the Company to purchase a 100% interest in the Pino de Plata property. The revised financial terms are as follows:

- Total cash payments reduced from US$1,000,000 to US$500,000 over two years (US$125,000 ($168,459) paid);
- One share issuance of 2,500,000 common shares, issued on June 15, 2016 and valued at $0.07 per common share based on the quoted market value of the common shares on that date. One payment of $250,000 to be paid in common shares in lieu of cash, at a share price equal to the 20-day average closing price of the Company's shares on the TSXV, subject to exchange approvals;
- A three percent (3%) gross production royalty capped at US$4,000,000, which can be purchased for US$1,333,333 per percentage point at any time and are reduced by the total amount of advanced royalty payments; and
- The Company is subject to advanced Royalty payments of US$10,000 per month to commence 30 days after the acquisition is finalized, registered and documented with the proper authorities.

As a result of a delay in being able to access the property, an addendum to the purchase Agreement was made in November 2016 to suspend the terms of the Agreement until access is gained to the property. Access was granted again in June 2018 but has been revoked in June 2019 and according to the terms of the Agreement remains under force majeure. The ongoing interest in the property is subject to satisfactory resolution of the access restriction. In June 2020, the Company engaged Mexican legal counsel to engage in discussions with landowner representatives. Negotiations for a land access Agreement continue as of the current date.

On November 7, 2019, the Option Agreement with the concession title owner was fully processed by the Registro Publico de Mineria (Public Mining Registry).

7. MINERAL EXPLORATION PROPERTIES (continued)

a) Pino de Plata, Mexico (continued)

The Company's minimum commitment as at October 31, 2023 has been recorded as property acquisition obligation on the statement of financial position in the amount of $34,678 (US$25,000) (October 31, 2022 - $34,123 (US$25,000)). The Company has no required minimum work expenditures in the contract during the period and is up to date with the cash and share amounts payable to the vendors with the remaining deferred payments subject to the terms of the force majeure clause in the Agreement. The Company remains current on payment of the requisite property taxes on Pino de Plata.

b) Melchett Lake, Ontario

In September 2019, the Company signed a binding letter of intent with three parties to acquire 100% of the Melchett Lake zinc-gold-silver volcanogenic massive sulphide (VMS) project, an advanced precious and base metal project in the Thunder Bay mining district, Northern Ontario, Canada.

After completing due diligence, the Company entered into a purchase Agreement on November 20, 2019 to acquire 100% of the property. As consideration, the Company will pay the vendors $150,000 in cash and 5,000,000 common shares of the Company, spread over three years. As of October 31, 2023, the Company has paid $100,000 to the vendors and has issued 500,000 common shares valued at $0.04 per share, 1,000,000 common shares valued at $0.06 per share, 1,500,000 common shares valued at $0.05 per share and 2,000,000 common shares valued at $0.015 per share to the vendors.

Given the logistical constraints due to the COVID-19 pandemic, the purchase Agreement was amended on November 20, 2020, to modify the exploration expenditures for the first two years of the Agreement as follows: Minimum work expenditures total $1,000,000, with $50,000 by the first anniversary, an additional $250,000 by the second anniversary and $700,000 prior to the third anniversary. The vendors will retain a 2% net smelter return royalty, of which 1% can be purchased by the Company for $1,000,000 and the remaining 1% at market price. The Agreement was amended again as of October 31, 2022 to defer the November 2022 cash payment of $50,000 and work expenditure requirements (totalling $1,000,000) to November 20, 2023 and add an additional payment of $50,000 (to a total of $100,000) and issuance of 2,000,000 additional shares in November 2023. All payments are up to date in terms of cash and shares paid as of the 3rd anniversary on November 20, 2022.

The Agreement was amended again on February 27, 2023 to include additional mineral clainms.

The November 2023 cash payment and share issuance have not been made. Subsequent to October 31, 2023, the Company has negotiated amended terms to the agreement. The amendment is currently being reviewed by the TSX Venture Exchange.

7. MINERAL EXPLORATION PROPERTIES (continued)

c) El Mezquite, Mexico

On June 9, 2020, the Company signed a binding Option Agreement with Colibri Resource Corp. to acquire 50% interest in its wholly owned Mexican subsidiary Yaque Minerals S.A. de C.V. which holds the El Mesquite Gold project.

The option to acquire 50% interest was terminated in September 2022 with no further attributable costs to the Company. The Property returned to Colibri Resource Corp. prior to the scheduled payment of US$100,000 on or before September 30, 2022 and the $500,000 for 50% of its debenture due in October 2023, and any annual interest or property tax payments due to Colibri Resource Corp. The Company no longer has any option to earn an interest in this property.

d) Jackie, Mexico

On November 17, 2020, the Company signed a Definitive Agreement with Colibri Resource Corp. to acquire 50% interest in the Jackie Gold Project in Sonora, Mexico.

As consideration, on December 14, 2020, the Company issued 500,000 common shares at a price of $0.05 per share to Colibri and on January 5, 2021, paid US$25,000. The Company issued another 500,000 common shares at a price of $0.05 per share on November 24, 2021 and paid another US$25,000 on November 21, 2021. All required cash and share payments are paid in full.

The definitive agreement required work expenditures of US$100,000 over two years, with a minimum of US$50,000 within 12 months of the TSX approval. During this period, the Company was responsible for 100% payment of the surface rights Agreements when exploration is active and 50% of the property taxes. The Company has met the work expenditure target and has earned its 50% interest in Jackie. The Company is responsible for its pro rata portion of the biannual semester tax payments.

e) Diamante, Mexico

On April 27, 2021, the Company signed a Definitive Agreement with Colibri Resource Corp. and its wholly owned Mexican subsidiary (“Yaque”) to potentially acquire a 50% interest in the Diamante 1 and Diamante 2 Au-Ag concessions in Sonora, Mexico (the “Project”). Yaque holds an agreement with the ultimate vendor, Minera Bimsa SA de CV’s (the “Vendor”) to acquire the Diamante 1 and Diamante 2 concessions in full through two earn in options satisfied over time (the “acquisition rights”) and the Definitive Agreement signed between Silver Spruce Resources Inc. and Yaque has allocated 50% of the acquisition rights to the Silver Spruce Resources Inc. if certain earn in options are met.

To partially satisfy the first earn in option, on May 8, 2021, the Company paid an initial cash amount of US$75,000, directed to the Vendor’s US$100,000 initial property payment. The Company and Yaque also agreed to design, permit and drill a minimum of 2,000 metres on the Diamante Project within 24 months from the Execution Date of Yaque’s final Agreement with the Vendor; including any requisite exploration leading to the drill program, submit a final drilling report to meet NI 43-101 reporting guidelines and pay approved exploration costs at a ratio of Silver Spruce Resources Inc. (75%) and Yaque (25%).

7. MINERAL EXPLORATION PROPERTIES (continued)

e) Diamante, Mexico (continued)

In January 2023, the Company filed its technical report with the Vendor, and earned a 25% interest in Diamante 1 and 2 with Colibri Resource Corp. also earning a 25% interest. The Vendor retains a 50% interest in the Project, until the second earn in option is satisfied.

Upon completion of the initial earn-in, Silver Spruce and Yaque became equal joint venture partners with the Vendor in Minera BIMCOL, SA de CV ("BIMCOL"), a private Mexico company holding the concessions. As part of the agreement, Yaque and Silver Spruce Resources Inc. will pay to the Vendor 50% of the bi-annual property taxes and surface rights payments and pay approved prorata exploration costs at a ratio of Silver Spruce (50%) and Yaque (50%). Given the nature of the arrangement, and the Company's title to the assets and responsibility directly for the obligations of BIMCOL, the arrangement has been accounted for as a joint operation.

Yaque and the Company have the ability to earn the remaining 50% from the Vendor subject to satisfying the second earn in option.

f) Mystery, Marilyn and Till Properties, Newfoundland and Labrador

In August 2021, the Company signed a binding letter of intent with two parties to acquire 100% of the three early-stage gold exploration properties, Mystery, Till and Marilyn (the "Mystery Properties") located near Grand Falls, Newfoundland, Canada.

After completing due diligence, the Company entered into an option and purchase Agreement on September 7, 2021 to acquire 100% of the Mystery Properties. As consideration, the Company will pay the vendors $615,000 in cash and 10,000,000 common shares of the Company, spread over five years. The Company also has to pay a finders fee of 7% of the total amount of cash paid, and issue 7% of the common shares issued to the vendors in parallel with the payment schedule for the vendors.

Minimum work expenditures total $1,500,000 over the five-year term of the Agreement by September 7, 2026, with $150,000 during the first year, $200,000 during the second year, $250,000 during the third year, $300,000 during the fourth year and $600,000 during the fifth year. The vendors will retain a 2% net smelter return royalty, of which 1% can be purchased by the Company for $2,000,000 and the remaining 1% at market price.

As at October 31, 2023, the Company has paid the vendors $140,000 cash and issued 1,000,000 common shares valued at $0.04 per shares and 1,000,000 common shares valued at $0.02 per share to the vendors. The Company also issued 70,000 common shares valued $0.04 per shares and 70,000 common shares valued at $0.025 per share and paid $6,300 as finders' fees.

The current Property expenditures fully cover the first two years of the payments (to the 2nd anniversary September 2023) required ($350,000) for exploration in the Agreement.

(Expressed in Canadian dollars)

7. MINERAL EXPLORATION PROPERTIES (continued)

f) Mystery, Marilyn and Till Properties, Newfoundland and Labrador (continued)

The Agreement was amended to accept the cash portion ($50,000) of the 1st anniversary September 2022 payment upon pending return of the security deposits, placed on the Properties in 2021, to allow the Company adequate time to carry out the permitted exploration programs. That payment of the security deposit was received in January 2023 and has been paid to the Vendor to fulfill current period obligations.

Subsequent to year end the payment structure of the Agreement was further amended. See details in Note 16.

8. RIGHT-OF-USE ASSET AND LEASE LIABILITY

The right-of-use asset and lease liability relates to a three-year lease for office space entered into by the Company on December 1, 2020.

Right-of-use asset	**2023**	2022
	$	$
Balance, beginning of year	**20,970**	40,328
Depreciation for the year	**(19,358)**	(19,358)
Balance, end of year	**1,612**	20,970

Lease Liability		
Balance, beginning of year	**21,980**	41,241
Lease payments	**(20,886)**	(20,886)
Interest expense on lease liability	**639**	1,625
Balance, end of year	**1,733**	21,980
Current	**1,733**	20,247
1 to 2 years	**-**	1,733

(Expressed in Canadian dollars)

9. INCOME TAXES

a) Reconciliation of total tax expense

The effective rate on the Company's loss before income tax differs from the expected amount that would arise using the combined statutory income tax rates. A reconciliation of the difference is as follows:

	2023	2022
	$	$
Net loss before income taxes	**(1,052,991)**	(1,544,028)
Income tax rate	**29.00%**	29.00%
Expected income tax recovery	**(305,000)**	(448,000)
Non-deductible amounts for income tax purposes	**(25,000)**	172,000
Change in benefit of tax assets not recognized	**330,000**	276,000
Income tax provision (recovery)	**-**	-

b) Unrecognized deductible temporary differences and unused tax losses

Deductible temporary differences and unused tax losses for which no deferred tax assets have been recognized are attributable to the following:

	2023	2022
	$	$
Non-capital losses	**2,729,000**	2,541,000
Mineral exploration properties	**3,860,000**	3,721,000
Share issue costs	**55,000**	52,000
	6,644,000	6,314,000

(Expressed in Canadian dollars)

9. INCOME TAXES (continued)

c) The Company has non-capital losses amounting to $9,347,000, which are available to reduce future taxable income. These non-capital losses expire as follows:

	$
2027	255,000
2028	278,000
2029	525,000
2030	340,000
2031	127,000
2034	157,000
2035	2,221,000
2036	955,000
2037	872,000
2038	570,000
2039	665,000
2040	378,000
2041	780,000
2042	622,000
2043	602,000
	9,347,000

The potential future benefit of these losses has not been recognized in the consolidated financial statements because it is not probable that future taxable profit will be available against which the Company can use the benefits.

10. SHARE CAPITAL

The share capital is as follows:

Authorized:
An unlimited number of non-voting preference shares
An unlimited number of common shares, no par value

Issued and outstanding:	**Number of shares**	**Ascribed value**	Number of shares	Ascribed value
		$		$
Balance - Beginning of year	**200,759,500**	**33,531,539**	187,119,500	33,270,859
Issued during the year				
Shares issued for cash, net of issuance costs (a) and (b)	**75,700,499**	**556,165**	10,570,000	140,680
Shares issued as flow-through units for cash (c)	**6,000,000**	**62,123**	-	-
Shares issued as part of an option and purchase agreement (Note 7(b), (d), and (f))	**2,000,000**	**30,000**	3,070,000	120,000
Balance - End of year	**284,459,999**	**34,179,827**	200,759,500	33,531,539

(Expressed in Canadian dollars)

10. SHARE CAPITAL (continued)

a) On September 16, 2022, the Company closed a non-brokered private placement raising gross proceeds of $264,250. The Offering consisted of the issuance of 10,570,000 units ("Unit") of the Company. Each Unit was offered at a price of $0.025 and consisted of one common share and one share purchase warrant, with each warrant exercisable at a price of $0.05 per common share if exercised within 36 months of the closing of the offering The private placement closed in two tranches with 4,690,000 units closing July 27, 2022 and 5,880,000 units closing September 16, 2022. Officers and directors of the Company subscribed for 2,200,000 Units for gross proceeds of $55,000. Of the gross proceeds of $264,250, a total of $113,631 was assigned to the warrants and $150,619 was allocated to share capital. The warrants were estimated using the Black Scholes option pricing model (Note 11). As part of the private placement, the Company paid finders' fees of $17,425, of which $9,939 was assigned to share capital and $7,486 was assigned to the warrants (See Notes 11(a) and 11(b)).
b) On March 29, 2023, the Company closed a non-brokered private placement raising gross proceeds of $1,135,507. The offering consisted of the issuance of 75,700,499 units ("Unit") of the Company. Each Unit was offered at a price of $0.015 and consisted of one common share and one share purchase warrant, with each warrant exercisable at a price of $0.05 per common share if exercised within 60 months of the closing of the offering. Of the gross proceeds of $1,135,507, a total of $554,016 was assigned to the warrants and $581,491 was allocated to share capital. The warrants were estimated using the Black Scholes option pricing model (Note 11). As part of the private placement, the Company paid share issuance costs of $99,748, of which $51,080 was assigned to share capital and $48,668 was assigned to the warrants (See Note 11(c)).
c) On June 26, 2023, the Company closed a non-brokered flow through private placement raising gross proceeds of $150,000. The offering consisted of the issuance of 6,000,000 units ("Unit") of the Company. Each Unit was offered at a price of $0.025 and consisted of one common share and one share purchase warrant, with each warrant exercisable at a price of $0.05 per common share if exercised within 24 months of the closing of the offering. Of the gross proceeds of $150,000, a total of $62,123 was assigned to the warrants and $87,877 was allocated to share capital. The warrants were estimated using the Black Scholes option pricing model (Note 11(d)).

11. WARRANTS

The following is a summary of warrants activity for the years ended October 31, 2023 and October 31, 2022:

	October 31, 2023		October 31, 2022	
	Number	**Weighted average exercise price**	Number	Weighted average exercise price
		$		$
Balance, beginning of year	**83,871,667**	**0.08**	91,250,508	0.08
Granted in connection with private placements	**81,700,499**	**0.05**	10,570,000	0.08
Expired during the year	**(49,185,667)**	**0.09**	(17,948,841)	0.06
Balance, end of year	**116,386,499**	**0.06**	83,871,667	0.08

(Expressed in Canadian dollars)

11. WARRANTS (continued)

a) In connection with the March 29, 2023 private placement disclosed in Note 10(b), the Company issued 75,700,499 warrants. The grant date fair value of $554,016 assigned to the warrants was estimated using the Black Scholes option pricing model with the following assumptions: expected dividend yield of 0%, expected volatility based on historical volatility of 187%, a risk free interest rate of 3.10%, and an expected life of 5 years. Issuance costs of $48,668 were also assigned to the warrants.

b) In connection with the June 26, 2023 private placement disclosed in Note 10(c), the Company issued 6,000,000 warrants. The grant date fair value of $62,123 assigned to the warrants was estimated using the Black Scholes option pricing model with the following assumptions: expected dividend yield of 0%, expected volatility based on historical volatility of 191%, a risk free interest rate of 4.55%, and an expected life of 2 years.

c) In connection with tranche 2 of the September 16, 2022 private placement disclosed in Note 10(a), the Company issued 5,880,000 warrants. The grant date fair value of $63,000 assigned to the warrants was estimated using the Black Scholes option pricing model with the following assumptions: expected dividend yield of 0%, expected volatility based on historical volatility of 160%, a risk free interest rate of 3.83%, and an expected life of 3 years. Issuance costs of $5,014 were also assigned to the warrants.

d) In connection with tranche 1 of the September 16 , 2022 private placement disclosed in Note 10(a), the Company issued 4,690,000 warrants. The grant date fair value of $50,631 assigned to the warrants was estimated using the Black Scholes option pricing model with the following assumptions: expected dividend yield of 0%, expected volatility based on historical volatility of 156%, a risk free interest rate of 3.64%, and an expected life of 3 years. Issuance costs of $2,472 were also assigned to the warrants.

Summary of warrants outstanding and exercisable as at October 31, 2023:

Warrants	Exercise price	Grant date fair value of warrants	Expiry date
#	$	$	
24,116,000	0.075	475,078	September 29, 2024
6,000,000	0.05	62,123	June 26, 2025
4,690,000	0.05	48,159	July 28, 2025
5,880,000	0.05	57,986	September 16, 2025
75,700,499	0.05	505,348	May 28, 2028
116,386,499		1,148,694	

(Expressed in Canadian dollars)

12. SHARE BASED PAYMENTS

The Board of Directors of the Company has adopted a stock option plan for the Company. Pursuant to the plan, the Board of Directors of the Company may allocate common shares to its directors, officers and certain consultants. The aggregate number of stock options to be granted under the plan should not exceed 20% of the issued and outstanding capital of the Company and the aggregate number of shares reserved for issuance to any one person shall not exceed 5% of the issued and outstanding common shares. The options are non-transferable and non-assignable and may be granted for a term not exceeding five years. The exercise price of the options is fixed by the Board of Directors of the Company at the time of grant, subject to all applicable regulatory requirements. The vesting period for options is set by the Company at the time the options are granted. The shareholders of the Company are covered by a Shareholder Rights Plan Agreement between the Company and CIBC Mellon Trust Company.

Share based payment activity for the years ended October 31, 2023 and October 31, 2022 is summarized as follows:

	2023		2022	
	Number	**Weighted average exercise price**	Number	Weighted average exercise price
		$		$
Balance, beginning of year	**6,416,667**	**0.05**	7,916,667	0.05
Expired during the year	**-**	**-**	(1,500,000)	0.05
Balance, end of year	**6,416,667**	**0.05**	6,416,667	0.05

At October 31, 2023, outstanding options to acquire common shares of the Company were as follows:

Exercise price	Number of outstanding options	Expiry date	Weighted average remaining contractual life of outstanding options (years)	Grant date weighted average fair value per option	Number of exercisable options
$				$	
0.05	5,116,667	June 16, 2025	1.63	0.038	5,116,667
0.05	300,000	August 26, 2025	1.82	0.063	300,000
0.06	250,000	March 23, 2026	2.39	0.057	250,000
0.05	750,000	April 1, 2026	2.42	0.057	750,000
	6,416,667				6,416,667

No options were issued during the year ended October 31, 2023 and as a result, the expenditure incurred related to the vesting period of options issued in prior years.

13. RELATED PARTY TRANSACTIONS

Included in trade payables and accrued liabilities as at October 31, 2023 is $46,000 (2022 - $35,075) owing to directors and companies controlled by directors of the Company for consulting related services rendered. These amounts are unsecured, non-interest bearing with no fixed terms of repayment.

(Expressed in Canadian dollars)

13. RELATED PARTY TRANSACTIONS (continued)

During the year ended October 31, 2023, key management personnel compensation consisted of services provided by directors or companies owned by directors or officers of $162,098 (2022 - $177,500), which are classified as $111,500 (2022 - $103,250) for consulting fees and $50,598 (2022 - $74,250) as exploration and evaluation expenditures on the consolidated statement of operations.

See also Note 10 (a).

14. SUPPLEMENTAL CASH FLOW INFORMATION

	2023	2022
	$	$
Non-cash investing and financing activities:		
Expiry of warrants	**1,112,294**	238,444

15. COMMITMENTS AND CONTINGENCIES

The Company's exploration and evaluation activities are subject to various laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

The Company is obligated to spend $150,000 within the 24 month period following the June 2023 issuance of flow-through shares by the Company. As at October 31, 2023, the Company has not incurred any costs to satisfy this obligation. The flow-through agreements require the Company to renounce certain tax deductions for Canadian exploration expenditures incurred on the Company's mineral properties to flow-through participants. The Company has indemnified the subscribers for certain tax related amounts that become payable by the subscribers should the Company not meet its expenditure commitments.

See Note 7 for other property commitments.

15. SUBSEQUENT EVENT

i. On December 11, 2023, the Company announced that it had entered into a revised amendment to the Option Agreement dated September 7, 2021 on its Mystery, Marilyn and Till Properties in Newfoundland, Canada (the "Amended Option Agreement"). Under the terms of the Amended Option Agreement, upon mutual agreement of the Company and the third party vendors (the "Vendors"), the Company can satisfy part of the cash component of the consideration payable to the Vendors on the 2nd anniversary of the Option Agreement by the issuance of common shares of the Company at a deemed price of $0.01 per share to the Vendors. As a result, the second anniversary option payment will now consist of $50,000 cash (paid) and the issuance of 3,750,000 common shares of the Company to the Vendors of which 2,500,000 common shares are being issued in lieu of a $25,000 cash payment.