WESCAN GOLDFIELDS INC.

# Management's Discussion and Analysis
# March 31, 2024

## MANAGEMENT'S DISCUSSION & ANALYSIS ("MD&A")

The following discussion and analysis is prepared by Management as of May 28, 2024 and should be read in conjunction with the unaudited condensed interim consolidated financial statements for the quarter ended March 31, 2024 ("financial statements for the quarter ended March 31, 2023"), as well as the audited consolidated financial statements and annual MD&A for the year ended December 31, 2023 available on SEDAR at www.sedar.com. Wescan Goldfields Inc. ("Wescan" or "the Company") prepared its financial statements for the year ended December 31, 2023 in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Boards ("IASB"). All currency amounts are quoted in Canadian Dollars, unless otherwise stated.

### Overview

Wescan is a growth oriented mineral exploration company based in Saskatchewan. Wescan is focused on the exploration of its current portfolio of gold properties and the acquisition of new exploration targets. The Company has previously focused exploration efforts on its northern Saskatchewan properties with known gold mineralization located in the La Ronge Gold Belt. No exploration programs were carried out during the three months ended March 31, 2024. The Company will also continue to evaluate the potential for the acquisition of other mineral properties that fit the Company's strategic direction.

### Financial Highlights

Selected financial information of the Company for the three months ended March 31, 2024 and 2023 is summarized as follows:

| | Three Months Ended March 31, 2024 $ | Three Months Ended March 31, 2023 $ |
|---|---:|---:|
| **Interest and other income** | 0 | 0 |
| **Net and comprehensive loss** | 55,323 | 52,486 |
| **Net loss per share** [(1)] | 0.00 | 0.00 |
| **Total assets** | 16,098 | 163,474 |
| **Working capital** | (34,064) | 142,251 |

**(1) Basic and diluted.**

### Results of Operations

For the quarter ended March 31, 2024, the Company recorded a net loss of $55,323 ($0.00 per share) compared to a net loss of $52,486 ($0.00 per share) for the same period in 2023.

#### *Expenses*

Total operating expenses for the quarter ended March 31, 2024 were $55,323 compared to $52,486 for the same period of 2023. Specifically, the changes are as follows:

- Costs in the administration category incurred increased to $55,323 compared to $52,486 for the same period in 2023 (increase of $2,837). The increase in administration costs relates to increased professional fees for services provided to the company. Costs in the administration category also includes depreciation, interest, professional fees, and other office related expenses.

- Costs in the exploration and evaluation expenditures decreased to $167 compared to $656 for the same period in 2023.
- Costs in the Corporate development category decreased to $22,916 compared to $22,965 for the same period in 2023.

### *Financing*

No financing activities occurred during the quarters ended March 31, 2024 and 2023.

## Summary of Quarterly Results

| | 2024 | 2023 | | | | 2022 | | |
|---|---|---|---|---|---|---|---|---|
| | Qtr 1<br>$ | Qtr 4<br>$ | Qtr 3<br>$ | Qtr 2<br>$ | Qtr 1<br>$ | Qtr 4<br>$ | Qtr 3<br>$ | Qtr 2<br>$ |
| **Net loss (1)** | **55,323** | 137,660 | 51,862 | 109,589 | 52,486 | 26,871 | 40,617 | 45,696 |
| **Net loss/share (2)** | **0.00** | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| **Shares outstanding** | **53,684,320** | 53,684,320 | 53,284,320 | 50,084,320 | 50,084,320 | 50,084,320 | 50,084,320 | 50,084,320 |

*(1) Net losses for the quarter reflects normal operations of the Company.*
*(2) Basic and diluted.*

## Related Party Transactions

During the quarter ended March 31, 2024 and 2023, Mr. Kenneth E. MacNeill (Chief Executive Officer) through his consulting company, waived his management fees.

Total compensation paid to key management personnel, including amounts paid or payable to related parties owned by key management personnel, executive officers and directors, was $16,416 (2023 - $12,482).

Subsequent to the quarter ended March 31, 2024 the Company entered into a demand loan agreement for $40,000 from MacNeill Brothers Oil and Gas Ltd, a company controlled by a related party, for general administrative expenses and payment of certain outstanding payables. Annual interest rate on this demand loan is 4.66%.

## Liquidity

As at March 31, 2024, the Company had a working capital deficit of $34,064 compared to working capital of $21,208 at December 31, 2023. As at March 31, 2024, the Company is committed to current liabilities of $49,214.

The company is committed to expenditures in 2024 on certain mineral properties to keep claims in good standing. The Company is also required to meet certain expenditure and other regulatory requirements to maintain its listing status. The Company currently has no ongoing source of revenue and as such, is dependent upon issuance of new equity to finance its ongoing obligations and to advance its exploration properties, such as the $186,000 equity financing completed by the company in 2023 ($350,000 equity financing in 2022). There is no assurance that the Company will be successful in obtaining required financing on terms acceptable to the Company as and when needed or at all. Failure to obtain additional financing on a timely basis may cause the Company to postpone exploration and/or evaluation plans, forfeit rights in its properties or reduce or terminate its operations resulting in the dissolution or liquidation of the Company.

## Capital Resources and Outstanding Share Data

As at March 31, 2024 the Company had 53,684,320 shares outstanding and no options outstanding. As at May 28, 2024, the Company's outstanding shares and options remain unchanged from December 31, 2023. The Company's issued and outstanding shares increased by 3,600,000 to 53,684,320 due to the 2023 financing. As part of this financing, the Company also issued 3,000,000 warrants which entitles the holder thereof to purchase one common share at a price of $0.06, for a period of twelve months from closing.

## Financial Instruments

As at March 31, 2024, the fair value of all of the Company's financial instruments approximates their carrying value. Certain financial instruments are exposed to the following financial risks:

### Credit risk

Credit risk is the risk of an unexpected loss by the Company if a customer or third-party to a financial instrument fails to meet its contractual obligations. The Company's financial instruments that may have credit risk consist primarily of cash and receivables. The Company's cash is held by financial institutions with an A (low) credit rating. The Company may invest excess cash, if any, in guaranteed investment certificates until it is required. The Company's receivables are mainly comprised of GST receivable and therefore credit risk is minimal. The Company has gross credit exposure at March 31, 2023 relating to cash and receivables of $15,150 (December 31, 2023 - $83,359).

### Liquidity risk

As at March 31, 2024, the Company is committed to current liabilities of $49,214 (2023 - $28,508) and has exploration expenditure requirements of $9,170 in 2024. The Company does not have sufficient resources to meet these obligations as they become due through 2024.

During the year, the Company received a notice from the TSX Venture Exchange that it was deficient in meeting certain Tier 2 Continued Listing Requirements ("CLR") outlined in Exchange Policy 2.5. The Company completed private placements and submitted a work program in response to the notice. The Company will need to comply with CLR to maintain its listing.

These requirements, as well as the further exploration, evaluation and/or development of exploration and evaluation properties depends upon the Company's ability to complete further equity issues or obtain other forms of financing. Although the Company has been successful in the past in obtaining financing, there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. Failure to obtain additional financing on a timely basis may cause the Company to postpone exploration plans, forfeit rights in its properties or reduce or terminate its operations.

**Market risk**

Market risk is the risk that the fair value of a financial instrument will fluctuate because of changes in market prices. Market prices are comprised of four types of risk: foreign currency risk, commodity price risk, interest rate risk and equity risk.

*Foreign currency risk:*

Foreign currency risk is the risk that a variation in exchange rates between the Canadian dollar and US dollar or other foreign currencies will affect the Company's operations and financial results. The Company does not have significant exposure to foreign exchange rate fluctuation since it is currently not producing.

*Commodity price risk:*

Commodity price risk is the risk that a variation in commodity price will affect the Company's operations and financial results. The Company does not have significant exposure to commodity price fluctuations since it is currently not producing.

*Interest rate risk:*

Interest rate risk is the risk that future cash flows will fluctuate as result of changes in market interest rates. The Company does not have any borrowings. Interest rate risk is limited to potential decreases on the interest rate offered on cash and cash equivalents held with chartered Canadian financial institutions. The Company considers this risk to be immaterial.

*Equity risk:*

The Company does not have any equity investments and is not exposed to equity risk.

## Accounting Changes

a. IFRS standards, amendments and interpretations effective during the period

At the date of authorization of these consolidated financial statements, the IASB has not issued any new standards which became effective for the reporting period that would have a material impact on the Company.

b. IFRS standards issued but not yet effective

The IASB has announced amendments to accounting standards and interpretations and new accounting standards that are effective for annual periods beginning on or after January 1, 2024. The Company does not expect that these changes will have a material impact on the Company's consolidated financial statements on adoption.

## Outlook

The Company has focused exploration efforts on its northern Saskatchewan properties with known gold mineralization located in the La Ronge Gold Belt. The Company is assessing future options for the Company's Jojay, Munro Lake and Jasper gold properties. The Company will also continue to evaluate the potential for the acquisition of other mineral properties that fit the Company's strategic direction.

## Risks and Uncertainties

The Company attempts to mitigate risks by identifying, assessing, reporting and managing risks of significance. The following are risks relating to the business of the Company. This information is only a summary of risks currently facing the Company based on its stage of development. Additional risks and uncertainties not presently known may also impact the Company's operations. Management's view on risks facing the Company will evolve as the Company's stage of development progresses.

The principal risks faced by the Company during the exploration stage involve: Wescan's ability to obtain financing to further the exploration and development of exploration and evaluation properties in which Wescan holds interests; obtaining the required permits from various federal, provincial and local governmental authorities; and the ultimate economic feasibility of any future development projects.

The further development and exploration of exploration and evaluation properties in which Wescan holds interests or which Wescan acquires may depend upon Wescan's ability to obtain financing through equity financing, debt financing or other means. The Company does not have sufficient funds to put any of its property interests into production from its own financial resources. There is no assurance that Wescan will be successful in obtaining required financing as and when needed. Failure to obtain additional financing on a timely basis may cause the Company to postpone development plans, forfeit rights in its properties or reduce or terminate its operations. Reduced liquidity or difficulty in obtaining future financing could have an adverse impact on Wescan's future cash flows, earnings, results of operations and financial condition. The relative prices of applicable commodities and future expectations for such prices have a significant impact on the market sentiment for investment in mining and exploration companies.

The future operations of the Company, including exploration activities and potential development of its properties, require permits from various federal, provincial and local governmental authorities. Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. To the best of the Company's knowledge, it is operating in compliance with all applicable rules and regulations. The Company utilizes qualified individuals, service providers and external consultants and maintains communications with governmental authorities to ensure that the Company is in compliance with all applicable rules and regulations.

All of Wescan's exploration and evaluation property interests are currently in the exploration stage and are without a known body of commercial ore. The exploration, development and production of precious metals are capital-intensive, subject to the normal risks and capital expenditure requirements associated with mining operations. While the rewards can be substantial if commercial quantities of precious metals are found, there can be no assurance that Wescan's past or future exploration efforts will be successful, that any production therefrom will be obtained or continued, or that any such production which is attempted will be profitable. To ensure that exploration procedures are being performed effectively and those results are interpreted and reported in a proper manner, management ensures that qualified individuals, service providers and external consultants are utilized in the verification and quality assurance of analytical results.

## Technical Information

All technical information in this report has been prepared under the supervision of Gary Billingsley, P. Eng, P.Geo, Professional Geoscientist in the Province of Saskatchewan, and is the Company's "Qualified Person" under the definition of National Instrument 43-101.

## Caution Regarding Forward-looking Information

This MD&A contains forward-looking statements within the meaning of certain securities laws, including the "safe harbour" provisions of Canadian Securities legislation and the United States Private Securities Litigation Reform Act of 1995. The words "may," "could," "should," "would," "suspect," "outlook," "believe," "plan," "anticipate," "estimate," "expect," "intend," and words and expressions of similar import are intended to identify forward-looking statements, and, in particular, statements regarding Wescan's future operations, future exploration and development activities or other development plans contain forward-looking statements. Forward-looking statements in this MD&A include, but are not limited to, the ability to raise funds to meet commitments and pursue exploration activities, the use of such funds, future plans for the Jojay, Jasper and Munro Lake properties and the acquisition and exploration of additional properties.

These forward-looking statements are based on Wescan's current beliefs as well as assumptions made by and information currently available to it and involve inherent risks and uncertainties, both general and specific. Risks exist that forward-looking statements will not be achieved due to a number of factors including, but not limited to, developments in world gold markets, risks relating to fluctuations in the Canadian dollar and other currencies relative to the US dollar, changes in exploration, development or mining plans due to exploration results and changing budget priorities of Wescan, the effects of competition in the markets in which Wescan operates, impact to the markets in which Wescan operates and to the Company's activities due to the continued spread of COVID-19, the impact of changes in the laws and regulations regulating mining exploration and development, judicial or regulatory judgments and legal proceedings and operational risks and the additional risks described in Wescan's most recently filed annual and interim MD&A, news releases and technical reports. Wescan's anticipation of and success in managing the foregoing risks could cause actual results to differ materially from what is anticipated in such forward-looking statements.

Although management considers the assumptions contained in forward-looking statements to be reasonable based on information currently available to it, those assumptions may prove to be incorrect. When making decisions with respect to Wescan, investors and others should not place undue reliance on these statements and should carefully consider the foregoing factors and other uncertainties and potential events. Unless required by applicable securities law, Wescan does not undertake to update any forward-looking statement that may be made.

Further information relating to the Company has been filed on SEDAR and may be viewed at www.sedar.com.

# WESCAN GOLDFIELDS INC.

# Unaudited Condensed Interim Consolidated Financial Statements March 31, 2024

**WESCAN GOLDFIELDS INC.**
**Unaudited Condensed Interim Consolidated Financial Statements**

**For the three months ended**
**March 31, 2024**

## Notice to Reader

Management has compiled the unaudited condensed interim consolidated financial statements of Wescan Goldfields Inc. for the three months ended March 31, 2024 (along with the comparative interim period in 2023). The Company's external auditors have not reviewed these statements.

**Wescan Goldfields Inc.**

**Consolidated Statements of Financial Position**

(unaudited)

| | (In Canadian dollars) | |
|---|---|---|
| | March 31, 2024 | December 31, 2023 |
| **Assets** | | |
| Current assets: | | |
| Cash | $ 13,571 | $ 77,487 |
| Receivables | 1,579 | 5,872 |
| Prepaids | - | - |
| | 15,150 | 83,359 |
| Property and equipment | 948 | 999 |
| | $ 16,098 | $ 84,358 |
| **Liabilities and Shareholders' Equity** | | |
| Current liabilities: | | |
| Payables and accrued liabilities | $ 49,214 | $ 62,151 |
| | 49,214 | 62,151 |
| Environmental rehabilitation provision | 75,520 | 75,520 |
| Shareholders' equity (deficiency): | | |
| Share capital (note 8) | 20,864,222 | 20,864,222 |
| Warrants (note 8) | 124,200 | 124,200 |
| Contributed surplus (note 8) | 2,817,296 | 2,817,296 |
| Deficit | (23,914,354) | (23,859,031) |
| | (108,636) | (53,313) |
| | $ 16,098 | $ 84,358 |

Going concern (note 3)

On behalf of the Board:

| "Kenneth E. MacNeill" | "Gary L. Billingsley" |
|---|---|
| Kenneth E. MacNeill | Gary L. Billingsley |
| Chairman and Chief Executive Officer | Chairman of the Audit Committee |

See accompanying notes to consolidated financial statements

**Wescan Goldfields Inc.**

**Condensed Interim Consolidated Statements of Loss and Comprehensive Loss**

(unaudited)

| | (In Canadian dollars) | |
|---|---|---|
| | Three months Ended March 31, | |
| | 2024 | 2023 |
| **Income** | | |
| Interest and other | $ - | $ - |
| **Expenses** | | |
| Exploration and evaluation | 167 | 656 |
| Administration | 32,240 | 28,865 |
| Corporate development | 22,916 | 22,965 |
| | 55,323 | 52,486 |
| **Loss before the undernoted items** | (55,323) | (52,486) |
| Flow-through share premium recovery | - | - |
| **Net loss and comprehensive loss** | $ (55,323) | $ (52,486) |
| **Net loss and comprehensive loss per share** | | |
| Basic and diluted | $ (0.00) | $ (0.00) |
| **Weighted average number of shares outstanding** | 53,684,320 | 50,084,320 |

See accompanying notes to consolidated financial statements

**Wescan Goldfields Inc.**

**Condensed Interim Consolidated Statements of Cash Flows**

(unaudited)

| | (In Canadian dollars) Three months Ended March 31, 2024 | 2023 |
| --- | --- | --- |
| **Cash provided by (used in):** | | |
| **Operations:** | | |
| Net loss | $ (55,323) | $ (52,486) |
| Non-cash items: | | |
| Amortization | 50 | 67 |
| Flow-through share premium recovery | - | - |
| Net change in non-cash operating working capital items: | | |
| Receivables | 4,293 | (1,346) |
| Prepaids | - | (2,041) |
| Payables and accrued liabilities | (12,936) | (5,266) |
| | (63,916) | (61,072) |
| **Financing:** | | |
| Issuance of equity (net of issue costs) | - | - |
| | - | - |
| **Increase (decrease) in cash position** | (63,916) | (61,072) |
| **Cash, beginning of period** | 77,487 | 218,744 |
| **Cash, end of period** | $ 13,571 | $ 157,672 |

See accompanying notes to consolidated financial statements

**Wescan Goldfields Inc.**

**Condensed Interim Consolidated Statements of Changes in Equity**

(unaudited)

| | (In Canadian dollars) | | |
|---|---|---|---|
| | Three Months Ended March 31, | | Year Ended December 31, |
| | 2024 | 2023 | 2023 |
| **Share capital** | | | |
| Balance, beginning of year | $ 20,864,222 | $ 20,810,540 | $ 20,810,540 |
| Shares issued (net of costs and warrants) | - | - | 53,682 |
| Balance, end of year | $ 20,864,222 | $ 20,810,540 | $ 20,864,222 |
| **Warrants** | | | |
| Balance, beginning of year | $ 124,200 | $ 223,131 | $ 223,131 |
| Issued | - | - | 124,200 |
| Expired | - | - | (223,131) |
| Balance, end of year | $ 124,200 | $ 223,131 | $ 124,200 |
| **Contributed surplus** | | | |
| Balance, beginning of year | $ 2,817,296 | $ 2,594,165 | $ 2,594,165 |
| Share-based payments | - | - | 223,131 |
| Balance, end of year | $ 2,817,296 | $ 2,594,165 | $ 2,817,296 |
| **Deficit** | | | |
| Balance, beginning of year | $ (23,859,031) | $ (23,507,434) | $ (23,507,434) |
| Net loss | (55,323) | (52,486) | (351,597) |
| Balance, end of year | $ (23,914,354) | $ (23,559,920) | $ (23,859,031) |
| **Total Shareholders' Equity (Deficiency)** | $ (108,636) | $ 67,916 | $ (53,313) |

See accompanying notes to consolidated financial statements

## 1. Corporate information

Wescan Goldfields Inc. was originally incorporated as Shore Resources Inc. under the *Business Corporations Act of Alberta* on January 17, 2003 and by amended articles dated April 2, 2004 changed its name to Wescan Goldfields Inc. ("Wescan" or the "Company"). Substantially all of the Company's efforts are directed to the exploration and future development of its current exploration properties. Wescan is located at 602 – 224 4$^{th}$ Avenue South, Saskatoon, Saskatchewan, Canada, S7K 5M5.

## 2. Basis of preparation

The condensed interim consolidated financial statements of Wescan for the three months ended March 31, 2024 were authorized for issue by the Company's Audit Committee on May 28, 2024.The interim consolidated financial statements of the Company have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IASB"). The Company's financial statements have been prepared on a historical cost basis, except as otherwise disclosed, using the Company's functional currency of Canadian dollars.

## 3. Going Concern

These financial statements are prepared on the assumption that the Company will continue as a going concern and realize its assets and discharge its liabilities and commitments in the normal course of business. Management is aware, in making its going concern assessment, of material uncertainties related to events and conditions that cast significant doubt upon the Company's ability to continue as a going concern. As at March 31, 2024, the company had a working capital deficit of $34,064. The company is committed to expenditures in 2024 on certain mineral properties to keep claims in good standing. The Company is also required to meet certain expenditure and other regulatory requirements to maintain its listing status.

The Company does not have sufficient cash to fund its expenditures in an orderly manner and meet other regulatory requirements through 2024. The ability of the Company to continue as a going concern will require further equity issues or other forms of financings in 2024 and beyond.

There is no assurance that the Company will be successful in obtaining required financing on terms acceptable to the Company as and when needed or at all. Failure to obtain additional financing on a timely basis may cause the Company to postpone exploration and/or evaluation plans, forfeit rights in its properties or reduce or terminate its operations resulting in the dissolution or liquidation of the Company.

These financial statements do not include any adjustments to carrying values and classification of asset amounts and liabilities, reported expenses and the statement of financial position classifications used, that would be necessary if the going concern assumption were not appropriate.

## 4. Summary of material accounting policies

The accounting policies applied by the Company in these condensed interim consolidated financial statements are the same as those disclosed in Note 4 of the Company's consolidated financial statements for the year ended December 31, 2023. Accordingly, the condensed interim consolidated financial statements should be read in conjunction with the consolidated financial statements for the year ended December 31, 2023.

## 5. Use of estimates and judgment

In preparing these condensed interim consolidated financial statements, the significant judgments made by management applying the Company's accounting policies and the key sources of estimation uncertainty are the same as those disclosed in note 5 of the Company's consolidated financial statements for the year ended December 31, 2023. In particular, the significant areas of estimation uncertainty considered by management in preparing the consolidated financial statements are: reserve and resource estimation, environmental rehabilitation provisions and share-based payment transactions.

## 6. IFRS standards, amendments, and interpretations

### a. FRS standards, amendments and interpretations effective during the period

At the date of authorization of these consolidated financial statements, the IASB has not issued any new standards which became effective for the reporting period that would have a material impact on the Company.

### b. IFRS standards issued but not yet effective

The IASB has announced amendments to accounting standards and interpretations and new accounting standards that are effective for annual periods beginning on or after January 1, 2024. The Company does not expect that these changes will have a material impact on the Company's consolidated financial statements on adoption.

## 7. Exploration and evaluation expenses

The Company is assessing options for future work on its portfolio of gold properties. During the three months ended March 31, 2024, the Company incurred $167 (2023 – $656) relating to the maintenance of certain mineral claims.

## 8. Share capital and reserves

The authorized share capital of the Company consists of an unlimited number of common shares.

Common shares issued and fully paid:

| | Common Shares | Amount |
|---|---|---|
| Balance – December 31, 2023 | 53,684,320 | $ 20,864,222 |
| Issuance of shares (net of issue costs and warrants) (a) | | |
| Balance – March 31, 2024 | 53,684,320 | $ 20,864,222 |

No common shares were issued in the three months ended March 31, 2024 or the comparable period in 2023.

(a) Flow-through Financing

On September 29, 2023, the Company issued 600,000 Flow-through shares at a price of $0.06 per share for gross proceeds of $36,000.

(b) Unit Financing

On November 10, 2023, the Company issued 400,000 Units at a price of $0.05 for gross proceeds of $20,000. Each Unit was comprised of one common share and one warrant. Each warrant entitles the holder thereof to purchase one common share at a price of $0.06, for a period of twelve months from the closing dates of each tranche of the private placement.

On September 29, 2023, the Company issued 2,600,000 Units at a price of $0.05 for gross proceeds of $130,000. Each Unit was comprised of one common share and one warrant. Each warrant entitles the holder thereof to purchase one common share at a price of $0.06, for a period of twelve months from the closing dates of each tranche of the private placement.

Nature and purpose of reserves

*Warrant reserve*
On certain issues of common shares, the Company has issued warrants entitling the holder to acquire additional common shares of the Company. The warrant reserve is used to recognize the fair value of outstanding warrants. If the warrant is exercised or expires the fair value is transferred to share capital or contributed surplus, respectively.

A summary of the outstanding warrants is as follows:

| | Warrants | Average Price | Amount |
|---|---|---|---|
| Balance - December 31, 2022 | 5,000,000 | $ 0.10 | $ 223,131 |
| Expired unexercised | (5,000,000) | $ 0.10 | $ (223,131) |
| Issued | 3,000,000 | $ 0.06 | $124,200 |
| Balance - December 31, 2023 | 3,000,000 | $ 0.06 | $124,200 |
| Balance- March 31, 2024 | 3,000,000 | $ 0.06 | $124,200 |

*Contributed surplus*
Contributed surplus is used to recognize the fair value of equity-settled share-based payment transactions. The fair value of these securities is added to contributed surplus over the vesting period of the securities. Upon exercise, the corresponding fair value related to the security is removed from contributed surplus and added to share capital. Should the option go unexercised, the fair value will remain in contributed surplus. The fair value of warrants and broker warrants related to securities that go unexercised is transferred out of the respective reserves into contributed surplus in the year of expiry.

## 9. Share-based payments

The Company has established a share option plan, as approved by the shareholders, whereby each option may be granted to directors, officers, employees and service providers to purchase one common share of the Company. Options granted have an exercise price of not less than the closing price quoted on the TSX Venture exchange for the common shares of the Company on the trading day prior to the date on which the options were granted. Certain options vest immediately while others vest up to twenty-four months after grant date and all options granted under the plan expire five years from the date of the grant of the options. All options are to be settled by physical delivery of shares.

At March 31, 2024, there were no options outstanding (2023 – 3,120,000).

## 10. Related party transactions

Related party transactions with key management personnel

Key management personnel are persons responsible for planning, directing, and controlling the activities of an entity, and include executive and non-executive directors. The Company pays certain of its key management personnel through MacNeill Brothers Oil and Gas Ltd, a company owned by certain executive officers and directors.

During the three months ended March 31, 2024, key management personnel waived their management and consulting fees. Total compensation paid to key management personnel, including amounts paid or payable to related parties owned by key management personnel, executive officers and directors, was $16,417 (2023 - $12,482).

## 11. Financial instruments

Fair values have been determined for measurement and/or disclosure purposes based on the fair value hierarchy for financial instruments that require fair value measurement after initial recognition. The classification of each financial instrument is described in note 4 of the December 31, 2023 consolidated financial statements.

The carrying amounts for cash and cash equivalents, receivables, and payables and accrued liabilities approximate their fair value due to the short-term nature of these instruments. These financial instruments are carried at amortized costs.

The Company does not have any financial instruments measured at fair value.

Risk management

Certain financial instruments are exposed to the following financial risks:

(a) Credit risk

Credit risk is the risk of an unexpected loss by the Company if a customer or third-party to a financial instrument fails to meet its contractual obligations. The Company's financial instruments that may have credit risk consist primarily of cash and cash equivalents and receivables. The Company's cash is held by financial institutions with an A (low) credit rating. The Company's receivables are mainly comprised of GST receivable and therefore credit risk is minimal. The Company has gross credit exposure at March 31, 2024 relating to cash and receivables of $15,150 (December 31, 2023 - $83,359).

(b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due.

As at March 31, 2024, the Company is committed to current liabilities of $49,214 (2023 - $28,508) and has exploration expenditure requirements of $9,170 in 2024. The Company does not have sufficient resources to meet these obligations as they become due through 2024.

During the year 2023, the Company received a notice from the TSX Venture Exchange that it was deficient in meeting certain Tier 2 Continued Listing Requirements ("CLR") outlined in Exchange Policy 2.5. The Company completed private placements (note 12 of Audited Financial Statements for year ended 2023) and submitted a work program in response to the notice. The Company will need to comply with CLR to maintain its listing.

These requirements, as well as the further exploration, evaluation and/or development of exploration and evaluation properties depends upon the Company's ability to complete further equity issues or obtain other forms of financing. Although the Company has been successful in the past in obtaining financing, there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. Failure to obtain additional financing on a timely basis may cause the Company to postpone exploration plans, forfeit rights in its properties or reduce or terminate its operations.

(c) Market risk

Market risk is the risk that the fair value of a financial instrument will fluctuate because of changes in market prices. Market prices are comprised of four types of risk: foreign currency risk, commodity price risk, interest rate risk and equity risk.

*Foreign currency risk:*
Foreign currency risk is the risk that a variation in exchange rates between the Canadian dollar and US dollar or other foreign currencies will affect the Company's operations and financial results. The Company does not have significant exposure to foreign exchange rate fluctuations since it is currently not producing.

*Commodity price risk:*
Commodity price risk is the risk that a variation in commodity price will affect the Company's operations and financial results. The Company does not have significant exposure to commodity price fluctuations since it is currently not producing.

*Interest rate risk:*
Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company does not have any borrowings. Interest rate risk is limited to potential decreases on the interest rate offered on cash and cash equivalents held with chartered Canadian financial institutions. The Company considers this risk to be immaterial.

*Equity risk:*
The Company does not have any equity investments and is not exposed to equity risk.

## 12. Events after the reporting period

Subsequent to March 31, 2024 the Company entered into a demand loan agreement for $40,000 from MacNeill Brothers Oil and Gas Ltd, a company controlled by a related party, for general administrative expenses and payment of certain outstanding payables. Annual interest rate on this demand loan is 4.66%.