GOLD BASIN RESOURCES CORPORATION

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2023

(Expressed in Canadian Dollars)

(Unaudited)

NOTICE OF NO AUDITOR REVIEW OF INTERIM CONSOLIDATED FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the condensed interim consolidated financial statements, they must be accompanied by a notice indicating that the condensed interim consolidated financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim consolidated financial statements of the Company have been prepared by and are the responsibility of the Company's management. The unaudited condensed interim consolidated financial statements have been prepared using accounting policies in compliance with International Financial Reporting Standards for the preparation of unaudited condensed interim consolidated financial statements and are in accordance with International Accounting Standard 34 - Interim Financial Reporting.

The Company's independent auditor has not performed a review of these unaudited condensed interim consolidated financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

GOLD BASIN RESOURCES CORPORATION
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AT JUNE 30, 2023 AND DECEMBER 31, 2022
(Expressed in Canadian dollars)
(Unaudited)

	Note	June 30, 2023	December 31, 2022
		$	$
ASSETS			
CURRENT			
Cash		361,855	1,916,060
Amounts receivable		112,557	51,286
Prepaid expense		-	44,844
		474,412	2,012,190
EXPLORATION AND EVALUATION ASSETS	6	18,931,651	17,476,327
TOTAL ASSETS		19,406,063	19,488,517
LIABILITIES			
CURRENT			
Accounts payable and accrued liabilities		234,569	425,383
		234,569	425,383
TOTAL LIABILITIES		234,569	425,383
SHAREHOLDERS' EQUITY			
Share Capital	7	24,249,342	21,832,114
Contributed Surplus	7	2,980,433	2,764,616
Share Subscriptions Advanced		-	1,336,500
Accumulated other comprehensive income (loss)		(57,537)	(61,240)
Deficit		(8,000,744)	(6,808,856)
TOTAL SHAREHOLDERS' EQUITY		19,171,494	19,063,134
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		19,406,063	19,488,517

NATURE OF BUSINESS AND CONTINUING OPERATIONS (Note 1)
SUBSEQUENT EVENTS (Note 11)

Approved and authorized for issue on behalf of the Board on August 29, 2023

"Jim Paterson" Director *"Charles Straw"* Director

The accompanying notes are an integral part of these condensed interim consolidated financial statements

GOLD BASIN RESOURCES CORPORATION
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(Expressed in Canadian dollars)
(Unaudited)

	Note	Three Months ended June 30, 2023	Three Months ended June 30, 2022	Six Months ended June 30, 2023	Six Months ended June 30, 2022
		$	$	$	$
EXPENSES					
Advertising and promotion		119,030	103,610	205,063	135,047
Amortization; right-of-use asset		-	3,220	-	6,461
Consulting		-	26,527	-	53,220
Depreciation		-	489	-	938
Filing fees		-	5,404	23,511	5,404
Foreign exchange		20,418	(102,544)	8,368	(71,803)
Insurance		12,268	-	24,535	-
Interest and accretion		-	255	-	633
Listing fees		4,446	1,846	24,893	30,325
Management fees	9	21,958	105,092	403,305	226,789
Office and administrative	9	8,686	6,137	12,136	11,345
Professional fees	9	144,266	16,778	181,938	79,793
Share-based payments	7	15,215	-	215,817	-
Travel		71,544	15,466	92,415	16,968
LOSS BEFORE OTHER ITEMS		**417,831**	182,280	1,191,981	495,120
OTHER ITEMS					
Other income		**-**	-	(93)	-
NET LOSS		**417,831**	182,280	1,191,888	495,120
OTHER COMPREHENSIVE LOSS					
Item that may be reclassified subsequently to					
Unrealized foreign exchange gain (loss)		206,563	-	(3,703)	138,256
TOTAL COMPREHENSIVE LOSS FOR THE PERIOD		**624,394**	182,280	1,188,185	633,376
LOSS PER SHARE – Basic and diluted		$ (0.01)	$ (0.01)	$ (0.03)	$ (0.01)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING		**108,487,848**	**91,464,399**	**103,913,999**	**91,434,399**

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

GOLD BASIN RESOURCES CORPORATION
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(Expressed in Canadian dollars)
(Unaudited)

	Common Shares						
	Number of Shares	**Amount**	**Share Subscriptions Advanced**	**Contributed Surplus**	**Accumulated Other Comprehensive Income (loss)**	**Deficit**	**Total**
		$	$	$	$	$	$
Balance, December 31, 2021	**91,271,111**	**21,812,114**	**-**	**2,764,616**	**(51,027)**	**(5,332,004)**	**19,193,699**
Options exercised	200,000	20,000	-	-	-	-	20,000
Share subscriptions advanced	-	-	1,336,500	-	-	-	1,336,500
Net loss and comprehensive loss	-	-	-	-	(10,213)	(1,476,852)	(1,487,065)
Balance, December 31, 2022	**91,471,111**	**21,832,114**	**1,336,500**	**2,764,616**	**(61,240)**	**(6,808,856)**	**19,063,134**
Shares issue for cash	17,016,737	2,552,510	(1,336,500)	-	-	-	1,216,010
Share issuance costs	-	(135,282)	-	-	-	-	(135,282)
Share-based payments	-	-	-	215,817	-	-	215,817
Net loss and comprehensive loss	-	-	-	-	3,703	(1,191,888)	(1,188,185)
Balance, June 30, 2023	**108,487,848**	**24,249,342**	**-**	**2,980,433**	**(57,537)**	**(8,000,744)**	**19,171,494**

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

GOLD BASIN RESOURCES CORPORATION
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in Canadian dollars)
(Unaudited)

	Six Months ended June 30, 2023	Six Months ended June30, 2022
	$	$
CASH PROVIDED BY (USED IN):		
OPERATING ACTIVITIES		
Net loss for the period	**(1,191,888)**	(495,120)
Item not involving cash:		
Share-based payments	**215,817**	-
Amortization; right-of-use asset	**-**	3,634
Depreciation	**-**	616
Interest and accretion expense	**-**	(7,900)
Changes in non-cash working capital balances:		
Amounts receivable	**(61,271)**	(16,823)
Prepaid expenses	**44,844**	1,526
Accounts payable and accrued liabilities	**(413,926)**	(33,741)
Cash used in operating activities	**(1,406,424)**	(547,808)
INVESTING ACTIVITIES		
Exploration and evaluation assets	**(1,232,212)**	(1,844,712)
Cash used in investing activities	**(1,232,212)**	(1,844,712)
FINANCING ACTIVITIES		
Issuance of common shares, net of issuance costs	**1,080,728**	-
Options exercised	**-**	20,000
Cash provided by financing activities	**1,080,728**	20,000
CHANGE IN CASH	**(1,557,908)**	(2,372,520)
EFFECT OF FOREIGN EXCHANGE RATE ON CASH	**3,703**	(135,697)
CASH, BEGINNING OF PERIOD	**1,916,060**	4,041,732
CASH, END OF PERIOD	**361,855**	1,533,515
SUPPLEMENTAL CASH DISCLOSURES		
Interest paid	$ -	$ -
Income taxes paid	$ -	$ -
NON-CASH TRANSACTIONS		
Exploration expenditures in accounts payable and accrued liabilities	$ 223,112	$ -

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

(Expressed in Canadian dollars)

1. NATURE OF BUSINESS AND CONTINUING OPERATIONS

Gold Basin Resources Corporation (“the Company”) was incorporated on November 24, 2017 under the laws of British Columbia. The address of the Company’s corporate office and its principal place of business is Suite 1170 – 1040 West Georgia Street, Vancouver, British Columbia, Canada. The Company’s common shares trade on the TSXV under the symbol "GXX" and are listed on the OTCQB Venture Market under the symbol "GXX".

The Company’s principal business activities include the acquisition and exploration of mineral property assets. As at June 30, 2023, the Company had not yet determined whether the Company’s mineral property assets contain ore reserves that are economically recoverable. The recoverability of amount shown for exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, confirmation of the Company’s interest in the underlying mineral claims, the ability of the Company to obtain the necessary financing to complete the development of and the future profitable production from the property or realizing proceeds from its disposition. The outcome of these matters cannot be predicted at this time and the uncertainties cast significant doubt upon the Company’s ability to continue as a going concern.

The Company had a deficit of $8,000,744 at June 30, 2023, which has been funded by the issuance of equity. The Company’s ability to continue its operations and to realize its assets at their carrying values is dependent upon obtaining additional financing and generating revenues sufficient to cover its operating costs. These conditions indicate the existence of a material uncertainty that may cast significant doubt upon the Company’s ability to continue as a going concern.

These condensed interim consolidated financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in these condensed interim consolidated financial statements.

There are many external factors that can adversely affect general workforces, economies and financial markets globally. Examples include, but are not limited to, the COVID-19 global pandemic and political conflict in other regions. It is not possible for the Company to predict the duration or magnitude of adverse results of such external factors and their effect on the Company’s business or ability to raise funds.

2. BASIS OF CONSOLIDATION

The condensed interim consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All significant intercompany balances, transactions and any unrealized gains and losses arising from intercompany transactions, have been eliminated. The Company’s subsidiaries are presented in the table below.

Entity	Country of Incorporation	Effective Economic Interest
Gold Basin Resources (Arizona), Inc. (“Gold Basin Arizona”)	USA	100%
Gold Basin Resources (Australia) Pty Ltd (“Gold Basin Australia”)	Australia	100%

3. SIGNIFICANT ACCOUNTING POLICIES

a) Statement of compliance

The condensed interim consolidated financial statements have been prepared in accordance to IAS 34 Interim Financial Reporting using accounting policies consistent with the International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

a) Basis of presentation

The condensed interim consolidated financial statements have been prepared on the historical cost basis, with the exception of financial instruments which are measured at fair value, as explained in the accounting policies set out below. In addition, these condensed interim consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

These condensed interim consolidated financial statements are presented in Canadian dollars, which is the Company's functional currency. The functional currency of Gold Basin Arizona is the U.S. dollar and the functional currency of Gold Basin Australia is the Australian dollar. The assets and liabilities of Gold Basin Arizona and Gold Basin Australia are translated into Canadian dollars at the rate of exchange prevailing at the reporting date and their income and expense items are translated at the spot exchange rate for the period. Exchange differences arising on the translation are recognized in other comprehensive income.The accounting policies set out below have been applied consistently to all periods presented in these condensed interim consolidated financial statements.

b) Cash and cash equivalents

Cash in the consolidated statements of financial position is comprised of cash in banks and on hand, and short term deposits with an original maturity of three months or less, which are readily convertible into a known amount of cash.

c) Exploration and evaluation assets

All costs related to the acquisition, exploration and development of mineral properties are capitalized. Upon commencement of commercial production, the related accumulated costs are amortized against projected income using the units-of-production method over estimated recoverable reserves. Management annually assesses carrying values of non-producing properties and properties for which events and circumstances may indicate possible impairment. Impairment of a property is generally considered to have occurred if the property has been abandoned, there are unfavourable changes in the property economics, there are restrictions on development, or when there has been an undue delay in development, which exceeds three years. In the event that estimated discounted cash flows expected from its use or eventual disposition is determined by management to be insufficient to recover the carrying value of the property, the carrying value is written-down to the estimated recoverable amount. The recoverability of mineral properties and exploration and development costs is dependent on the existence of economically recoverable reserves, the ability to obtain the necessary financing to complete the development of the reserves, and the profitability of future operations. The Company has not yet determined whether or not any of its future mineral properties contain economically recoverable reserves. Amounts capitalized to mineral properties as exploration and development costs do not necessarily reflect present or future values. When options are granted on mineral properties or properties are sold, proceeds are credited to the cost of the property. If no future capital expenditure is required and proceeds exceed costs, the excess proceeds are reported as a gain.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

d) Share-based payments

Share-based payments to employees and others providing similar services are measured at the estimated fair value of the instruments issued on the grant date and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of the goods or services received or the fair value of the equity instruments issued if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The amount recognized as an expense is adjusted to reflect the number of awards expected to vest. The offset to the recorded cost is to equity settled share-based payments reserve.

Consideration received on the exercise of stock options is recorded as share capital and the related equity settled share-based payments reserve is transferred to share capital. Charges for options that are forfeited before vesting are reversed from equity settled share-based payment reserve.

Share-based compensation expense relating to deferred share units is accrued over the vesting period of the units based on the quoted market price. As these awards can be settled in cash, the expense and liability are adjusted each reporting period for changes in the underlying share price.

e) Flow-through shares

The resource expenditure deductions for income tax purposes related to exploration and development activities funded by flow-through share arrangements are renounced to investors in accordance with Canadian tax legislation. On issuance, the premium recorded on the flow-through share, being the difference in price over a common share with no tax attributes, is recognized as a liability. As expenditures are incurred, the liability associated with the renounced tax deductions is recognized through profit and loss with a pro-rata portion of the deferred premium.

To the extent that the Company has deferred tax assets in the form of tax loss carry-forwards and other unused tax credits as at the reporting date, the Company may use them to reduce its deferred tax liability relating to tax benefits transferred through flow-through shares.

f) Foreign currency

Transactions and balances in currencies other than the Canadian dollar, the currency of the primary economic environment in which the Company operates (the “functional currency”), are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at exchange prevailing on the statement of financial position date are recognized in the statement of comprehensive loss.

g) Decommissioning, restoration and similar liabilities

An obligation to incur restoration, rehabilitation and environmental costs arises when environmental disturbance is caused by the exploration or development of a mineral property interest. Such costs arising from the decommissioning of plant and other site preparation work, discounted to their net present value, are provided for and capitalized at the start of each project to the carrying amount of the asset, along with a corresponding liability as soon as the obligation to incur such costs arises. The timing of the actual rehabilitation expenditure is dependent on a number of factors such as the life and nature of the asset, the operating license conditions and, when applicable, the environment in which the mine operates. Discount rates using a pre-tax rate that reflects the time value of money are used to calculate the net present value. These costs are charged against profit or loss over the economic life of the related asset, through amortization using either the units-of-production or the straight-line method.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

h) Decommissioning, restoration and similar liabilities (continued)

corresponding liability is progressively increased as the effect of discounting unwinds creating an expense recognized in profit or loss.

Decommissioning costs are also adjusted for changes in estimates. Those adjustments are accounted for as a change in the corresponding capitalized cost, except where a reduction in costs is greater than the unamortized capitalized cost of the related assets, in which case the capitalized cost is reduced to nil and the remaining adjustment is recognized in profit or loss.

The operations of the Company have been, and may in the future be, affected from time to time in varying degree by changes in environmental regulations, including those for site restoration costs. Both the likelihood of new regulations and their overall effect upon the Company are not predictable.

The Company has no material restoration, rehabilitation and environmental obligations as the disturbance to date is immaterial.

h) Loss per share

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

i) Income taxes

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and includes any adjustments to tax payable or receivable in respect of previous years.

Deferred income taxes are recorded using the liability method whereby 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 purpose.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the statement of financial position date. Deferred tax is not recognized for temporary differences which arise on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting, nor taxable profit or loss.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they 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 the related tax benefit will be realized.

j) Financial instruments

On initial recognition financial assets are classified as measured at:

i. Amortized cost;
ii. Fair value through other comprehensive income (“FVOCI”); and
iii. Fair value through profit and loss (“FVTPL”).

Financial assets are not reclassified subsequent to their initial recognition unless the Company

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

k) Financial instruments (continued)

changes its business model for managing financial assets in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at FVTPL, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss. Financial assets are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Subsequent measurement of financial assets depends on their classification:

i. Amortized cost

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost is recognized in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included as finance income using the effective interest rate method.

The Company classifies its amounts receivable at amortized cost.

ii. FVOCI

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains and losses, interest revenue, and foreign exchange gains and losses which are recognized in profit or loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized in other gains (losses). Interest income from these financial assets is included as finance income using the effective interest rate method.

The Company does not have any assets classified at FVOCI.

iii. FVTPL

Assets that do not meet the criteria for amortized cost or FVOCI are measured at FVTPL. A gain or loss on an investment that is subsequently measured at FVTPL is recognized in profit or loss and presented net as revenue in the Statement of Loss and Comprehensive Loss in the period in which it arises.

The Company's cash is classified at FVTPL.

Financial Liabilities and Equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement. An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the group entities are recorded at the proceeds received, net of direct issue costs.

Financial liabilities are classified as measured at (i) FVTPL; or (ii) amortized cost.

A financial liability is classified as at FVTPL if it is classified as held-for-trading or is designated as

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

k) Financial instruments (continued)

such on initial recognition. Directly attributable transaction costs are recognized in profit or loss as incurred. The amount of change in the fair value that is attributable to changes in the credit risk of the liability is presented in OCI and the remaining amount of the change in the fair value is presented in profit or loss.

The Company does not classify any financial liabilities at FVTPL.

Other non-derivative financial liabilities are initially measured at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these liabilities are measured at amortized cost using the effective interest method.

The Company classifies its accounts payable and lease liability at amortized cost.

A financial liability is derecognized when the contractual obligation under the liability is discharged, cancelled or expires or its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

k) Share issuance costs

Professional, consulting, regulatory and other costs directly attributable to financing transactions are recorded as deferred financing costs until the financing transactions are completed, if the completion of the transaction is considered likely; otherwise they are expensed as incurred. Share issue costs are charged to share capital when the related shares are issued. Deferred financing costs related to financing transactions that are not completed are expensed.

l) Leases

Leases in which the Company assumes substantially all risks and rewards of ownership are classified as finance leases. Assets held under finance leases are recognized at the lower of the fair value and present value of the minimum lease payments at inception of the lease, less accumulated depreciation and impairment losses. The corresponding liability is recognized as a finance lease obligation. Lease payments are apportioned between finance charges and reduction of the lease obligation to achieve a constant rate of interest on the remaining liability. Finance charges are recorded as a finance expense within profit and loss, unless they are attributable to qualifying assets, in which case they are capitalized. Operating lease payments are recognized on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed, in which case that systematic basis is used. Operating lease payments are recorded within profit and loss unless they are attributable to qualifying assets, in which case they are capitalized.

m) Equipment

Equipment is measured at cost less accumulated depreciation, less any accumulated impairment losses. The Company uses the following amortization rates for the following equipment:

Computer equipment	3 years	Straight line
Office equipment	5 years	Straight line

Gains and losses on disposal of an item of equipment are determined by comparing the proceeds from disposal with the carrying amount and are recognized net within other income in profit or loss.

(Expressed in Canadian dollars)

4. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of these consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These consolidated financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the financial position reporting date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Significant accounting estimates

i. the measurement of deferred income tax assets and liabilities; and
ii. the inputs used in accounting for share-based payments.

Significant accounting judgments

i. the determination of categories of financial assets and financial liabilities;
ii. the evaluation of the Company's ability to continue as a going concern; and
iii. the assessment of indications of impairment of the mineral property and related determination of the net realizable value and write-down of the mineral property where applicable.

5. ACCOUNTING STANDARDS, AMENDEMENTS AND INTERPRETATIONS NOT YET EFFECTIVE

The Company has performed an assessment of new standards issued by the IASB that are not yet effective and has determined that any standards that have been issued would have no or very minimal impact on the Company's condensed interim consolidated financial statements.

6. EXPLORATION AND EVALUATION ASSETS

	Acquisition Costs $	Exploration Costs $	Total $
Balance, December 31, 2020	12,793,090	566,697	13,359,787
Additions	95,939	1,727,760	1,823,699
Balance, December 31, 2021	**12,889,029**	**2,294,457**	**15,183,486**
Additions	6,320	2,286,521	2,292,841
Balance, December 31, 2022	**12,895,349**	**4,580,978**	**17,476,327**
Additions	82,918	1,372,406	1,455,324
Balance, June 30, 2023	**12,978,267**	**5,953,384**	**18,931,651**

6. EXPLORATION AND EVALUATION ASSETS (continued)

Gold Basin Property

The Company entered into two assignment and assumption agreements dated June 16, 2020 with Centric Minerals Corporation ("Centric"), an arm's length private British Columbia corporation, whereby Centric assigned to the Company all of its rights under two letter agreements with third party vendors that were at arm's length to the Company. The Company was assigned the right to acquire an approximate aggregate 75% interest in and to the Gold Basin Project (the "Assignment"), located approximately 70 miles southeast of Las Vegas, Nevada, and 50 miles northwest of Kingman, Arizona, in the Gold Basin mining district of Mohave County, Arizona, U.S.A, and the area is comprised of 5 split estate mineral rights (2,389 acres) and 290 unpatented federal mining claims (5,280 acres), which together total approximately 7,669 acres (roughly 12 mi2) of land surface in consideration for 8,000,000 common shares in its capital, and subsequently the Company negotiated the acquisition of a 100% interest in the Gold Basin Project.

Following the Assignment, the Company entered into a relinquishment of rights and release deed, and a relinquishment of rights agreement and termination, whereby certain third parties with existing rights to the Project (the "Vendors") agreed to relinquish all of their right, title and interest in the Project (the "Relinquishment") in favour of the underlying owner of the Project, Aurum Exploration Inc. ("Aurum"), effective September 3, 2020. As consideration for the Relinquishment, the Company made a cash payment of AU$1,000,000 and issued an aggregate of 10,000,001 common shares in its capital, valued at $2,000,000, to the Vendors.

The Company acquired its 100% interest in the Project through its wholly-owned subsidiary Gold Basin Arizona pursuant to a purchase and sale agreement made as of September 3, 2020 (the "Purchase Agreement") among the Company, Gold Basin Arizona, and Aurum (the "Property Acquisition"). All of Aurum's right, title and interest in the 290 unpatented federal mining claims which comprise the bulk of the Project area was transferred to Gold Basin Arizona by Quitclaim Deed on September 14, 2020. Pursuant to the Purchase Agreement, the Company issued an aggregate of 15,000,000 common shares in its capital to Aurum's nominees with the value of $3,000,000. The closing of the Property Acquisition took place on September 18, 2020.

The 290 unpatented federal mining claims are also subject to a 1% Gross Returns Royalty (the "Centric Royalty") held by Centric Minerals Management Pty Ltd ("Centric (AUS)") pursuant to a gross returns royalty agreement dated as of January 1, 2020 between Aurum and Centric (AUS) (the "Centric Royalty Agreement"). The Centric Royalty Agreement was assigned to Gold Basin Arizona by Aurum pursuant to an assignment and assumption agreement made effective as of September 14, 2020 among Aurum, Gold Basin Arizona and Centric (AUS), whereby Aurum assigned all of its right, title, benefit and interest in the Centric Royalty Agreement to Gold Basin Arizona and Gold Basin Arizona assumed all of Aurum's obligations thereunder, including the payment of the Centric Royalty thereunder.

The split estate mineral rights are subject to a perpetual production royalty held by Newmont Corporation of 3.5% gross returns from the sale or other disposition of all metals and minerals produced from those portions of the Project area previously owned by Sante Fe Pacific Railroad Company pursuant to the terms of an option agreement entered into by Sante Fe Pacific Railroad Company and Aurumbank Incorporated as of February 9, 2004.

As at June 30, 2023, the Company has earned a 100% right and title in the Project through its wholly-owned subsidiary Gold Basin Arizona, subject to the above mentioned royalties.

6. EXPLORATION AND EVALUATION ASSETS (continued)

On May 10, 2022, the Company executed an Option Agreement to acquire 100% interest in forty (40) unpatented mining claims located between the Cyclopic and Stealth deposits, consolidating the entire Gold Basin project area.

(a) On executing the Option Agreement, the Company paid US$5,000 and will pay the Optionor an additional USD $745,000 as follows:

(i) USD $20,000 on or before the first anniversary of the Effective Date; (paid subsequent to period end)
(ii) an additional USD $30,000 on or before the second anniversary of the Effective Date;
(iii) an additional USD $35,000 on or before the third anniversary of the Effective Date;
(iv) an additional USD $40,000 on or before the fourth anniversary of the Effective Date;
(v) an additional USD $60,000 on or before the fifth anniversary of the Effective Date;
(vi) an additional USD $80,000 on or before the sixth anniversary of the Effective Date;
(vii) an additional USD $80,000 on or before the seventh anniversary of the Effective Date; and
(viii) an additional USD $400,000 on or before the ninth anniversary of the Effective Date.

(b) On completion of Option Payments, the Company will grant the a Royalty in the Property equal to three and a half (3.5%) percent of Net Profit Interest received from production on the Property.

7. SHARE CAPITAL

a) Authorized:

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

b) Escrow Shares:

The Company entered into an escrow agreement, whereby 1,772,089 common shares will be held in escrow and are scheduled for release at 10% on the listing date and 15% after every six months from date of listing. At June 30,2023, there were 265,816 (June 30, 2022 – 691,298) common shares held in escrow.

c) Issued and Outstanding as at June 30, 2023: 108,487,848 (2022 – 91,471,111) common shares.

During the quarter ended June 30, 2023, the Company issued 17,016,737 at an issue price of $0.15 per share for gross proceeds of $2,552,510. The Company paid $135,282 in share issuance costs.

(Expressed in Canadian dollars)

7. SHARE CAPITAL (continued)

d) Warrants

As at June 30, 2023, the Company had no outstanding warrants on issue.

e) Stock options

The Company has a Stock Option Plan ('Plan') for directors, officers, employees and consultants of the Company. The Company may grant options to individuals, options are exercisable over periods of up to ten years, as determined by the Board of Directors of the Company, to buy shares of the Company at the fair market value on the date the option is granted. The maximum number of shares which may be issuable under the Plan cannot exceed 10% of the total number of issued and outstanding shares on a non-diluted basis.

A continuity of the stock options outstanding as at June 30, 2023 is as follows:

	Number of Stock options	**Weighted average**
Balance, December 31, 2020	6,200,000	$ 0.33
Granted	2,300,000	0.38
Exercised	-	-
Balance, December 31, 2021	8,500,000	$ 0.35
Cancelled	(300,000)	$ 0.38
Granted	-	-
Exercised	(200,000)	$ 0.10
Balance, December 31, 2022	8,000,000	$ 0.32
Granted	2,700,000	$ 0.20
Exercised	-	-
Balance, June 30, 2023	**10,700,000**	**$ 0.31**

The fair value of the stock options granted in the quarter ended June 30, 2023 $232,811, (2021 - $Nil) which was calculated using the Black-Scholes pricing model. The weighted average inputs used in the Black-Scholes calculation for the options are as follows:

	Mar 2023	Sept 2021	Jun 2021	Mar 2021	2021
Share price	$0.20	$0.39	$0.38	$0.30	$0.36
Risk-free dividend rate	3.98%	0.24%	0.24%	0.24%	0.30%
Expected life	3 Year	2 Year	1 Year	3 years	3 years
Dividend rate	-%	-%	-%	-%	-%
Annualized volatility	104%	104%	104%	104%	156%

(Expressed in Canadian dollars)

7. SHARE CAPITAL (continued)

As at June 30, 2023, the Company had the following outstanding stock options:

Number of options	Exercise price	Weighted average years outstanding	Expiry date
*1,300,000	$ 0.22	0.03	July 10,2023
1,400,000	$0.40	0.20	September10, 2023
4,300,000	$ 0.40	0.35	November 6, 2023
400,000	$ 0.10	0.56	January 22, 2024
600,000	$ 0.35	0.69	March 9, 2024
2,700,000	$0.20	2.71	March 15, 2026
10,700,000		0.91	

*expired subsequent to period end.

8. MANAGEMENT OF CAPITAL

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the sourcing and exploration of its resource property. The Company does not have any externally imposed capital requirements to which it is subject.

The Company considers the aggregate of its share capital, contributed surplus and deficit as capital. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares or dispose of assets or adjust the amount of cash.

9. RELATED PARTY BALANCES AND TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities and include officers and directors. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

The Company had incurred the following key management personnel cost from related parties:

	Quarter ended June 30, 2023	Quarter ended June 30, 2022
	$	$
Management fees	403,305	131,619

During the quarter ended June 30, 2023, the Company incurred $133,021 in legal fees Lotz and Co a firm-controlled Mr John Lotz identified as key management personnel.

(Expressed in Canadian dollars)

10. FINANCIAL INSTRUMENTS AND FINANCIAL RISK

International Financial Reporting Standards 7, *Financial Instruments: Disclosures*, establishes a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Fair Value of Financial Instruments
The Company's financial assets include cash and are classified as Level 1. The carrying value of these instruments approximates their fair values due to the relatively short periods of maturity of these instruments.

Fair Value of Financial Instruments

Assets measured at fair value on a recurring basis were presented on the Company's consolidated statements of financial position are as follows:

	Fair Value Measurements Using			
	Quoted Prices in Active Markets For Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
	$	$	$	$
June 30, 2023				
Cash	361,855	-	-	361,855
June 30, 2022				
Cash	1,533,515	-	-	1,533,515

Fair value

The fair value of the Company's financial instruments approximates their carrying value as at June 30, 2023 because of the demand nature or short ‑ term maturity of these instruments.

Financial risk management objectives and policies

The Company's financial instruments include cash and accounts payable. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

10. FINANCIAL INSTRUMENTS AND FINANCIAL RISK (Continued)

(i) *Currency risk*

The Company is exposed to foreign currency risk on fluctuations related to cash, amounts receivable, leases, and accounts payable that are denominated in AU and USD dollars. A 10% fluctuation in the AU dollar against the Canadian dollar would impact the Company's earnings by approximately $14,300 (2022 – $15,335). A 10% fluctuation in the USD dollar against the Canadian dollar would impact the Company's earnings by approximately $ Nil (2022 – $Nil). The Company has not entered into any foreign currency contracts to mitigate this risk.

(ii) *Interest rate risk*

The Company is exposed to interest rate risk on the variable rate of interest earned on bank deposits. The fair value interest rate risk on bank deposits is insignificant as the deposits are short - term. The Company has not entered into any derivative instruments to manage interest rate fluctuations.

(iii) *Credit risk*

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash. To minimize the credit risk, the Company places these instruments with a high quality financial institution.

(iv) *Liquidity risk*

In the management of liquidity risk of the Company, the Company maintains a balance between continuity of funding and the flexibility through the use of borrowings. Management closely monitors the liquidity position and expects to have adequate sources of funding to finance the Company's projects and operations.

11. SUBSEQUENT EVENTS

The Company announced it intends to complete a non-brokered private placement through the issuance of a minimum of 3,333,333 common shares in the capital of the company at a price of $0.15 per share for minimum gross proceeds of $500,000.