(formerly Stallion Gold Corp.)

Condensed Consolidated Interim Financial Statements

Three Months Ended March 31, 2023

(Expressed in Canadian dollars)

(Unaudited)

## STALLION DISCOVERIES CORP. CONDENSED QUARTERLY REPORT March 31, 2023

### NOTICE OF NO AUDITOR REVIEW OF CONDENSED INTERIM 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 consolidated interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor. The accompanying condensed consolidated interim financial statements of the Company have been prepared by and are the responsibility of the Company's management. The Company's independent auditor has not performed a review of these 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.

(formerly Stallion Gold Corp.) Condensed Consolidated Interim Statements of Financial Position (Expressed in Canadian dollars)

	March 31, 2023 \$	December 31, 2022 \$
Assets		
Current assets		
Cash Amounts receivable Prepaid expenses and deposits	3,434,497 107,711 73,928	1,566,955 64,005 24,990
Total current assets	3,616,136	1,655,950
Non-current assets		
Exploration and evaluation asset (Note 5)	14,516,444	11,847,354
Total assets	18,132,580	13,503,304
Liabilities Current liabilities		
Accounts payable and accrued liabilities (Note 6)	431,903	175,327
Total liabilities	431,903	175,327
Shareholders' equity		
Share capital (Note 7) Share-based payment reserve (Note 8) Warrants reserve (Note 9) Deficit	25,961,722 1,564,710 807,325 (10,633,080)	21,207,761 1,339,924 807,325 (10,027,033)
Total shareholders' equity	17,700,677	13,327,977
Total liabilities and shareholders' equity	18,132,580	13,503,304
Nature of business and continuing operations (Note 1)		
Approved and authorized for issuance on behalf of the	Board of Directors on May 29, 2023	3:
/s/ "Drew Zimmerman"	/s/ "Jay Martin"	
Drew Zimmerman, Director	Jay Martin, Director	

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

(formerly Stallion Gold Corp.) Condensed Consolidated Interim Statements of Operations and Comprehensive Loss (Expressed in Canadian dollars)

	Three months ended March 31, 2023 \$	Three months ended March 31, 2022 \$
Expenses		
Consulting fees (Note 6) Insurance Management fees (Note 6) Office and miscellaneous Professional fees (Note 6) Rent Share-based compensation (Note 8) Transfer agent and filing fees	36,000 6,732 49,500 208,140 42,562 756 224,786 55,281	36,000 - 45,000 26,269 10,868 1,350 270,805 11,083
Total expenses	623,757	401,375
Other income Interest income	17,710	
Total other income	17,710	_
Net loss for the period	(606,047)	(401,375)
Loss per share, basic and diluted	(0.00)	(0.01)
Weighted average number of common shares outstanding	70,284,724	52,729,169

(formerly Stallion Gold Corp.) Condensed Consolidated Interim Statements of Changes in Shareholders' Equity (Expressed in Canadian dollars)

_	Share o	capital	Share-based			Total
	Number of shares	Amount \$	payment reserve \$	Warrants reserve \$	Deficit \$	shareholders' equity (deficit) \$
Balance, December 31, 2021	48,062,502	17,187,761	1,078,848	807,325	(9,151,110)	9,922,824
Share-based compensation	12,000,000	2,610,001	_	_	_	2,610,001
Foreign currency translation gain	_	_	270,805	_	_	270,805
Net loss for the period			_		(401,375)	(401,375)
Balance, March 31, 2022	60,062,502	19,797,762	1,349,653	807,325	(9,552,485)	12,402,255
Balance, December 31, 2022	60,062,502	21,207,761	1,339,924	807,325	(10,027,033)	13,327,977
Shares issued for U92 acquisition (Note 3)	3,000,000	1,050,000	_	_	_	1,050,000
Shares issued for private placement	16,000,000	4,000,000	_	_	_	4,000,000
Shares issuance cost	_	(296,040)	_	_	_	(296,040)
Share-based compensation	_	_	224,786	_	_	224,786
Net loss for the period	_	_		_	(606,047)	(606,047)
Balance, March 31, 2023	79,062,502	25,961,721	1,564,710	807,325	(10,633,080)	17,700,676

(formerly Stallion Gold Corp.)
Condensed Consolidated Interim Statements of Cash Flows
(Expressed in Canadian dollars)

	Three months ended March 31, 2023 \$	Three months ended March 31, 2022 \$
Operating activities		
Net loss for the period	(606,047)	(401,375)
Items not involving cash: Share-based compensation	224,786	270,805
Changes in non-cash operating working capital: Amounts receivable Prepaid expenses and deposits Accounts payable and accrued liabilities	(43,706) (48,938) 256,576	(3,988) (8,522) (16,780)
Net cash used in operating activities	(217,329)	(159,860)
Investing activities		
Exploration and evaluation asset expenditures	(1,619,090)	(408,709)
Net cash used in investing activities	(1,619,090)	(408,709)
Financing activities Proceeds from issuance of shares Share issuance costs	4,000,000 (296,039)	_ 
Net cash used in investing activities	3,703,961	
Change in cash Cash, beginning of period	1,867,542 1,566,955	(568,569) 3,198,029
Cash, end of period	3,434,497	2,629,460
Non-cash investing and financing activities:  Shares issued for acquisition of exploration and evaluation property	4.050.000	2,610,001
Shares issued for acquisition of exploration and evaluation property Shares issued for acquisition of U92	1,050,000	2,61

(formerly Stallion Gold Corp.)
Notes to the Condensed Consolidated Interim Financial Statements
Three Months ended March 31, 2023 and 2022
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#### 1. Nature of Business and Continuing Operations

Stallion Discoveries Corp. (formerly Stallion Gold Corp., Hybrid Minerals Inc., and Savoy Ventures Inc.) (the "Company") was incorporated on November 7, 2011 under the Business Corporations Act (British Columbia). The head office of the Company is located at Suite 700, 838 West Hastings Street, Vancouver, British Columbia, V6C 0A6.

The Company's principal business activities include the acquisition and exploration of mineral property assets.

On March 11, 2020, the World Health Organization declared COVID-19 a global pandemic. This contagious disease outbreak and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, leading to an economic downturn. The impact on the Company has not been significant, but management continues to monitor the situation.

These condensed consolidated interim financial statements have been prepared on the going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. For the three months ended March 31, 2023, the Company has not generated any revenues and incurred negative cash flow from operating activities. As at March 31, 2023, the Company has an accumulated deficit of \$10,633,080. The Company's ability to continue as a going concern is dependent upon its ability to generate and maintain future profitable operations and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. Management is of the opinion that sufficient working capital will be obtained from external financing to meet the Company's liabilities and commitments as they become due, although there is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company. These factors indicate the existence of a material uncertainty that may cast doubt on the ability of the Company to continue as a going concern. These condensed consolidated interim financial statements do not reflect any adjustments that may be necessary if the Company is unable to continue as a going concern.

### 2. Significant Accounting Policies

#### (a) Statement of compliance and basis of presentation

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board.

These consolidated interim financial statements include the accounts of the Company and its wholly owned subsidiaries, Stallion Gold Idaho Corp. ("Stallion Idaho"), U92 Exploration Limited ("U92"), effective on January 5, 2023, and Hathor Exploration Ltd. ("Hathor"), effective on January 11, 2023. All significant inter-company balances and transactions have been eliminated on consolidation. Where control of an entity is obtained during a financial year, its results are included in the consolidated statements of operations from the date on which control commences. Where control of an entity ceases during a financial year, its results are included for the part of the year during which control exists.

These consolidated financial statements have been prepared on a historical cost basis and are presented in Canadian dollars.

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### 2. Significant Accounting Policies (continued)

### (b) Use of estimates and judgments

Significant areas requiring the use of estimates include the recoverability of exploration and evaluation assets, fair value of share-based compensation, and unrecognized deferred income tax assets. Actual results could differ from those estimates.

The application of the Company's accounting policy for exploration and evaluation expenditures requires judgment in determining whether it is likely that future economic benefits are likely either from future exploitation or sale or where activities have not reached a stage which permits a reasonable assessment of the existence of reserves. The deferral policy requires management to make certain estimates and assumptions about future events or circumstances, in particular whether an economically viable extraction operation can be established. Estimates and assumptions made may change if new information becomes available. If, after expenditure is capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in the consolidated statement of operations in the period when the new information becomes available.

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

### 3. Acquisitions

#### **U92** Exploration Limited

On January 5, 2023, the Company acquired U92 Exploration Limited pursuant to a share purchase agreement. U92 is a corporation existing under the laws of the Province of British Columbia with strategic claims in the Western Athabasca Basin.

The Company acquired all of the issued and outstanding common shares of U92, in consideration of (i) issuing 3,000,000 common shares of the Company with a fair value of \$1,050,000 (Note 7); (ii) paying \$300,000 cash.

This acquisition has been accounted for as an acquisition of assets as U92 did not meet the definition of a business under IFRS 3, Business Combinations.

Purchase consideration	\$
Common share	1,050,000
Cash	300,000
	1,350,000
Net assets acquired:	
Exploration and evaluation assets (Note 5)	1,350,000

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### **3. Acquisitions** (continued)

## Hathor Exploration Ltd.

On January 11, 2023, the Company acquired Hathor Exploration Ltd. pursuant to a share purchase agreement. Hathor is a corporation existing under the laws of the Province of British Columbia, which includes 17 mineral claims held strategically throughout the Athabasca Basin.

The Company acquired all of the issued and outstanding common shares of Hathor, in consideration of \$400,000 paid in cash and \$37,500 as a finder's fee to an arms-length third party.

This acquisition has been accounted for as an acquisition of assets as Hathor did not meet the definition of a business under IFRS 3, Business Combinations.

Purchase consideration Cash	<b>\$</b> 437,500
Net assets acquired: Exploration and evaluation assets (Note 5)	437,500

### 4. Disposition of Subsidiaries

On January 1, 2021, the Company disposed of its wholly owned Canadian subsidiary, Hybrid USA, and Mineral One, which is a wholly-owned US. subsidiary of Hybrid USA. On January 1, 2021, the Company derecognized the assets and liabilities of Hybrid USA and Mineral One which resulted in a gain of \$338,505 summarized as follows:

	\$
Assets and liabilities derecognized	
Accounts receivable	1,324
Accounts payable	(40,627)
Due to related party	(299,202)
Net liabilities derecognized	338,505
Gain on disposal	338,505

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### 5. Exploration and Evaluation Assets

		Richmond	Adhalasa	
	Horse Heaven Property \$	Mountain Property \$	Athabasca Basin Property \$	Total \$
Acquisition costs:				
Balance, December 31, 2021	6,520,000	_	_	6,520,000
Cash payment	400,000	32,063	_	432,063
Share payment	4,020,000			4,020,000
Balance, December 31, 2022	10,940,000	32,063	_	10,972,063
Additions (Note 3)	_	_	1,787,500	1,787,500
Balance, March 31, 2023	10,940,000	32,063	1,787,500	12,759,563
Exploration costs:				
Balance, December 31, 2021	283,889	_	-	283,889
Assay and claim fees Geological consulting and fieldwork	149,105 415,130	27,167 –	_ _	176,272 415,130
Balance, December 31, 2022	848,124	27,167	_	875,291
Assay and claim fees Geological consulting and fieldwork	2,544 6,131	<del>-</del>	160,817 712,098	163,361 718,229
Balance, March 31, 2023	856,799	27,167	872,915	1,756,881
Carrying amounts:				
As at December 31, 2022	11,788,124	59,230		11,847,354
As at March 31, 2023	11,796,799	59,230	2,660,415	14,516,444

#### Horse Heaven Property

On March 1, 2021, the Company entered into a Share Option Agreement ("Agreement") pursuant to which the Company has been granted the option to acquire all the shares outstanding in 1262446 B.C. Ltd. ("Horse Heaven Parent"), a private mineral exploration company. Horse Heaven Parent is the sole owner of Horse Heaven Holdings Inc. which holds a 100% interest in the Horse Heaven mineral property located in Idaho, USA. As consideration, the Company has agreed to pay a total of \$1,200,000 and issue an aggregate 36,000,000 common shares as follows:

- \$200,000 as a non-refundable deposit on the letter of intent and execution and delivery of the agreement (paid).
- \$200,000 and 12,000,000 common shares following the satisfaction or waiver of all of the conditions precedent in the Agreement (the "Effective Date") (paid and issued) (Note 7);
- \$400,000 and 12,000,000 common shares on the first anniversary of the Effective Date (paid and issued) (Note 7); and
- \$400,000 and 12,000,000 common shares on the second anniversary of the Effective Date.

The Company holds the right to accelerate any of these payments at its discretion and, upon all payments and share issuances being made, the option will be exercised.

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### 5. Exploration and Evaluation Assets (continued)

### Richmond Mountain Property

On May 20, 2022, the Company entered into an earn-in option agreement to acquire 100% of the membership interest in Richmond Mountain LLC ("Richmond"). Richmond is the sole owner of the Richmond Mountain gold project (the "Project") from Bronco Creek Exploration Inc., a wholly-owned subsidiary of EMX Royalty Corporation ("EMX"). As consideration, the Company has agreed to pay a total of US\$500,000 and incur US\$1,500,000 in exploration expenditures as follows:

- Cash payments to be made:
  - US\$25,000 upon execution and delivery of the agreement (paid).
  - US\$25,000 on or before the first anniversary of the Effective Date;
  - US\$50,000 on or before the second anniversary of the Effective Date;
  - US\$50,000 on or before the third anniversary of the Effective Date;
  - US\$100,000 on or before the fourth anniversary of the Effective Date; and
  - US\$250,000 on or before the fifth anniversary of the Effective Date.
- Exploration expenditures to be incurred:
  - US\$200,000 on or before the first anniversary of the Effective Date;
  - US\$200,000 on or before the second anniversary of the Effective Date;
  - US\$300,000 on or before the third anniversary of the Effective Date;
  - US\$350,000 on or before the fourth anniversary of the Effective Date; and
  - US\$450,000 on or before the fifth anniversary of the Effective Date.

Upon completing the option earn-in, EMX will retain a 4% NSR royalty interest on the Project. The Company has the ability to buy down the NSR to 2.5% by:

- completing an initial half-percent (0.5%) royalty buyback for a payment of US\$750,000 prior to the third anniversary of the option exercise.
- If the first buyback is completed, an additional half percent (0.5%) can be bought back for US\$1,000,000, and a third half percent (0.5%) increment for US\$1,200,000 at any time prior to Commercial Production.

Beginning on the first anniversary of the option exercise, the Company will also make annual advance royalty ("AAR") payments of US\$100,000. Additionally, after the option has been exercised, the Company will make payments in gold ounces (or the USD equivalent) at the following Project milestones:

- 200 ounces of gold upon completion of a preliminary economic assessment;
- 400 ounces of gold upon completion of a prefeasibility study; and
- 650 ounces of gold upon completion of a feasibility study.

#### Athabasca Basin Property

On January 5, 2023 and January 11, 2023, the Company entered into share purchase agreements to acquire 100% interest in U92 and Hathor, which own certain mineral claims in the Athabasca Basin.

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#### 6. Related Party Transactions

- (a) As at March 31, 2023, the amount of \$9,000 (December 31, 2022 \$nil) is owed to a company controlled by the VP Exploration of the Company. During the three months ended March 31, 2023, consulting fees of \$27,000 (2022 \$27,000) was incurred to a company controlled by the VP Exploration of the Company.
- (b) During the three months ended March 31, 2023, the amount of \$40,500 (2022 \$36,000) was incurred to a company controlled by the Chief Executive Officer of the Company for management fees.
- (c) During the three months ended March 31, 2023, the amounts of \$9,000 (2022 \$9,000) and \$6,000 (2022 \$6,000) were incurred to companies controlled by the Chief Financial Officer of the Company for management fees and professional fees, respectively.
- (d) As at March 31, 2023, the balance owing of \$73,400 (2022 \$73,400) to a company controlled by the Corporate Secretary of the Company was included in accounts payable and accrued liabilities.
- (e) During the three months ended March 31, 2023, the Company granted stock options with a fair value of \$167,277 (2022 \$nil) to directors and officers of the Company.

### 7. Share Capital

Authorized: Unlimited common shares without par value

Shares issued during the three months ended March 31, 2023:

- (a) On January 11, 2023, the Company issued 3,000,000 common shares with a fair value of \$1,050,000 pursuant to share purchase agreement resulting in the acquisition of U92 (Note 3).
- (b) On February 15, 2023, the Company closed the private placement with the placement of 16,000,000 units of the Company at a price of \$0.25 per unit for a gross proceed of \$4,000,000. Each unit consisted of one common share of the Company and one-half of one common share purchase warrant. Each whose warrant entitles the holder to purchase one common share in the capital of the Company at a price of \$0.50 for a period expiring one. In connection with this private placement, the Company paid finders' fees of \$296,040.

Shares issued during the year ended December 31, 2022:

- (a) On February 24, 2022, the Company issued 12,000,000 common shares with a fair value of \$4,020,000 pursuant to the Agreement to acquire Horse Heaven Parent (Note 5).
- (b) On June 2, 2021, the Company issued 12,000,000 common shares with a fair value of \$6,120,000 pursuant to the Agreement to acquire Horse Heaven Parent (Note 5).
- (c) On July 15, 2021, the Company issued 5,002,500 common shares at a price of \$0.40 per share for gross proceeds of \$2,001,000. Each unit consisted of one common share and one-half of one transferable share purchase warrant. Each whole share purchase warrant entitles the holder to acquire one additional common share at an exercise price of \$0.50 expiring on July 15, 2022. In connection with this private placement, the Company paid finders' fees of \$87,600. The Company also issued 219,000 finder's warrants with a fair value of \$68,879. Each finder's warrant entitles the holder to purchase one common share at an exercise price of \$0.50 per share expiring on July 15, 2022. The fair value of the finder's warrants was calculated using the Black-Scholes option pricing model with an expected life of one year, volatility of 202%, risk-free rate of 0.25%, and dividend yield of 0%.

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### 8. Stock Options

The Company adopted an incentive stock option plan, which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with the TSX Venture Exchange requirements, grant to directors, officers, and consultants to the Company, non-transferable options to purchase common shares. The number of common shares reserved for issuance is not to exceed 10% of the issued and outstanding common shares of the Company. Such options will be exercisable for a period of up to five years from the date of grant.

The following table summarizes the continuity of the Company's stock options:

	Number of options	Weighted average exercise price \$
Outstanding, December 31, 2021 Granted	800,000 850,000	0.345 0.345
Outstanding, December 31, 2022 Granted	1,650,000 650,000	0.345 0.400
Outstanding, March 31, 2023	2,300,000	0.367

Additional information regarding stock options outstanding as at March 31, 2023, is as follows:

	Outstanding and exercisable				
		Weighted			
	average Weighted				
Range of exercise	remaining average				
prices	Number of	contractual life	exercise price		
\$	stock options	(years)	\$		
0.367	2,300,000	3.63	0.367		

During the three months ended March 31, 2023, the Company recognized share-based compensation expense of \$224,786 (2022 – \$270,805) in share-based payment reserve. The weighted average grant date fair value for was \$0.32 (2022 - \$0.31) per option.

The fair values for stock options granted have been estimated using the Black-Scholes optionpricing model assuming no expected dividends, no forfeitures, and the following weighted average assumptions:

	2023	2022	
Risk-free interest rate	3.52%	1.64%	
Expected volatility	158%	154%	
Expected option life (in years)	5	5	

(formerly Stallion Gold Corp.) Notes to the Condensed Consolidated Interim Financial Statements Three Months ended March 31, 2023 and 2022 (Expressed in Canadian dollars)

#### 9. Share Purchase Warrants

	Number of warrants	Weighted average exercise price \$
Balance, December 31, 2021 Expired	4,290,917 (4,290,917)	0.37 0.37
Balance, December 31, 2022 _Issued	8,000,000	_ 0.50
Balance, March 31, 2023	8,000,000	0.50

As at March 31, 2023, the following share purchase warrants were outstanding:

Number of	Exercise	
warrants	price	
outstanding	\$	Expiry date
8,000,000	0.50	February 15, 2024
8,000,000		

### 10. Capital Management

The Company manages its capital to maintain its ability to continue as a going concern and to provide returns to shareholders and benefits to other stakeholders. The capital structure of the Company consists of cash and equity comprised of issued share capital, share-based payment reserve, and warrants reserve.

The Company manages its capital structure and makes adjustments to it in light of economic conditions. The Company, upon approval from its Board of Directors, will balance its overall capital structure through new share issuances or by undertaking other activities as deemed appropriate under the specific circumstances.

The Company is not subject to externally imposed capital requirements and the Company's overall strategy with respect to capital risk management remains unchanged from the year ended December 31, 2021.

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### 11. Financial Instruments and Risk Management

### (a) Fair Values

Fair value measurements are classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 valuation techniques based on 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 valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair values of financial instruments, which include cash and cash equivalents, and accounts payable and accrued liabilities, approximate their carrying values due to the relatively short-term maturity of these instruments.

#### (b) Credit Risk

Credit risk is the risk of potential loss to the Company if a counter party to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash and cash equivalents. The Company limits the exposure to credit risk by only investing its cash and cash equivalents with high-credit quality financial institutions. The carrying amount of these financial assets represents the maximum credit exposure.

### (c) 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 currently settles its financial obligations out of cash. The ability to do this relies on the Company raising debt or equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs. The Company is currently not exposed to any significant liquidity risk.

#### (d) Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to significant interest rate risk as it does not have any liabilities with variable rates.

### (e) Foreign Exchange Rate Risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company operates in Canada and United States, but has the majority of its cash held in Canada in Canadian dollars. Current exploration programs and option payments are denominated in US dollars. Foreign exchange risk arises from purchase transactions as well as financial assets and liabilities denominated in these foreign currencies.

The Company does not use derivative instruments to hedge exposure to foreign exchange rate risk. However, management of the Company believes there is no significant exposure to foreign currency fluctuations.

### (f) Price Risk

The Company's ability to raise capital to fund exploration activities is subject to risks associated with fluctuations in the market price of mineral resources. The Company closely monitors commodity prices to determine the appropriate course of action to be taken.