CONQUEST RESOURCES LIMITED

CONDENSED INTERIM FINANCIAL STATEMENTS

Unaudited

For Three and Six Months Ended June 30, 2023

NOTICE OF NO AUDITOR REVIEW OF
CONDENSED INTERIM FINANCIAL STATEMENTS

The accompanying unaudited condensed 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 condensed interim financial statements in accordance with standards established by CPA Canada for a review of interim financial statements by an entity's auditor.

CONQUEST RESOURCES LIMITED

CONDENSED INTERIM FINANCIAL STATEMENTS

Unaudited

For Three and Six Months Ended June 30, 2023

CONQUEST RESOURCES LIMITED
Condensed Interim Statement of Financial Position
Unaudited - prepared by management
As at June 30, 2023
Expressed in Canadian dollars

	Notes	June 30, 2023	December 31, 2022
		$	$
ASSETS			
Current			
Cash and cash equivalents		972,676	1,188,794
Marketable securities	4	268,000	-
Amounts receivable	5	35,652	17,713
Prepaid expense		9,459	15,664
Total assets		1,285,787	1,222,171
LIABILITIES			
Current			
Amounts payable and accrued liabilities	6	52,875	66,244
Total liabilities		52,875	66,244
SHAREHOLDERS' EQUITY			
Capital stock	8	24,002,178	24,002,178
Share-based payment reserve	9	1,028,453	1,010,375
Deficit		(23,797,719)	(23,856,626)
Total shareholders' equity		1,232,912	1,155,927
Total liabilities and shareholders' equity		1,285,787	1,222,171

Nature of operations (Note 1)
Commitments and contingencies (Notes 1, 7 and 11)
Subsequent event (Note 14)

The financial statements were approved by the Board of Directors on August 24, 2023 and signed on its behalf by:

Signed "John F. Kearney" , Director

Signed "Tom Obradovich" , Director

See accompanying notes to the condensed interim financial statements

CONQUEST RESOURCES LIMITED

Condensed Interim Consolidated Statement of Operations and Comprehensive Income (Loss)

Unaudited - prepared by management

For the three and six months ended June 30, 2023 and 2022

Expressed in Canadian dollars

	Three months ended June 30		Six months ended June 30	
	2023	2022	2023	2022
	$	$	$	$
Expenses				
Acquisition, exploration and evaluation expenses	556	66,154	(175,283)	224,887
Share-based payment	2,721	68,238	18,078	162,134
Professional fees	76,507	79,872	140,639	151,120
Corporate expenses	22,129	27,354	29,001	47,261
Office and general	4,952	8,125	17,785	15,601
Loss before other items	106,865	249,743	30,220	601,003
Other items				
Interest income	(10,627)	(902)	(21,127)	(3,325)
Change in fair value of marketable securitie:	(68,000)	-	(68,000)	-
Net loss and comprehensive loss for the period	28,238	248,841	(58,907)	597,678
Net loss per common share				
- Basic and diluted	0.000	0.002	(0.000)	0.004
Weighted average common shares outstanding				
- Basic and diluted	135,277,106	134,837,106	135,277,106	134,837,106

See accompanying notes to the condensed interim financial statements

CONQUEST RESOURCES LIMITED
Condensed Interim Statements of Changes in Equity
For the six months ended June 30, 2023 and 2022
Unaudited - prepared by management
Expressed in Canadian dollars

	Number of Common Shares (Note 8)	Capital Stock $	Warrants $	Share-Based Payment Reserve $	Deficit $	Total $
Balance January 1, 2022	134,837,106	23,988,978	719,796	931,965	(23,896,344)	1,744,395
Fair value of stock options vested	-	-	-	162,134	-	162,134
Stock options expired	-	-	-	(35,363)	35,363	-
Loss for the period	-	-	-	-	(597,678)	(597,678)
Balance June 30, 2022	134,837,106	23,988,978	719,796	1,058,736	(24,458,659)	1,308,851
Balance January 1, 2023	135,277,106	24,002,178	-	1,010,375	(23,856,626)	1,155,927
Fair value of stock options vested	-	-	-	18,078	-	18,078
Income for the period	-	-	-	-	58,907	58,907
Balance June 30, 2023	135,277,106	24,002,178	-	1,028,453	(23,797,719)	1,232,912

See accompanying notes to the condensed interim financial statements

CONQUEST RESOURCES LIMITED
Condensed Interim Statements of Cash Flows
For the six months ended June 30, 2023 and 2022
Unaudited - prepared by management
Expressed in Canadian dollars

	2023	2022
	$	$
Cash flows from operating activities		
Net income/(loss) for the period	58,907	(348,837)
Share-based payments	18,078	93,896
Marketable securities received from property options	(200,000)	-
Change in fair value of marketable securities	(68,000)	-
	(191,015)	(254,941)
Movements in working capital		
Decrease in amounts receivable and prepaid expenses	(11,734)	76,406
Decrease in accounts payable and accrued liabilities	(13,369)	(238,438)
Net cash used in operating activities	(216,118)	(416,973)
Change in cash and cash equivalents	(216,118)	(416,973)
Cash and cash equivalents, beginning of period	1,188,794	1,949,588
Cash and cash equivalents, end of period	972,676	1,532,615

See accompanying notes to the condensed interim financial statements

1. NATURE OF OPERATIONS

Conquest Resources Limited (the "Company" or "Conquest") has interests in exploration and evaluation properties located in northern Ontario. Substantially all of the Company's efforts are devoted to exploring and developing these properties. Conquest is a public company listed on the TSX Venture Exchange ("TSX-V") and trades under the symbol "CQR.V". The Company's head office is located at 55 University Ave, Suite 1805, Toronto, Ontario, M5J 2H7.

There has been no determination whether the Company's interests in its properties contain mineral resources which are economically recoverable. Major expenditures are required to locate and establish mineral deposits, to develop metallurgical processes and to construct mining and processing facilities. The Company's continued existence is dependent upon discovery of economically recoverable reserves, the ability to obtain necessary financing to complete development and future profitable production or proceeds from disposition. The Company's exploration operations are subject to government legislation, policies and controls relating to prospecting, development, production, environmental protection, mining taxes and labour standards. In order for the Company to carry out its exploration and mining activities, the Company is required to hold certain permits. There is no assurance that the Company's existing permits will be renewed or that new permits that have been applied for will be granted. The Company has taken steps to verify title to properties in which it has an interest in accordance with industry standards for the current stage of development of such properties, however, these procedures do not guarantee the Company's title. Property title may be subject to government licensing requirements, social licensing requirements, unregistered prior agreements, unregistered claims, aboriginal claims and non-compliance with regulatory requirements. The Company's properties may also be subject to increases in taxes and royalties, renegotiating contracts, and political uncertainty.

At June 30, 2023, the Company had not achieved profitable operations, had an accumulated deficit since inception and expects to incur further losses in the development of its business. These condensed interim financial statements are prepared on the basis that the Company will continue as a going concern, which assumes that the Company will be able to meet its obligations and continue its operations for the next twelve months at the minimum. The Company continues to evaluate its estimates and assumptions based on its historical performance and other factors including expectations of future events that are believed to be reasonable under the circumstances.

2. BASIS OF PREPARATION AND PRESENTATION

These condensed interim financial statements of the Company and its subsidiaries were prepared in accordance with International Accounting Standard 34, Interim Financial Reporting ("IAS 34") using accounting policies consistent with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"). The accounting policies set out below were consistently applied to all periods presented, unless otherwise noted.

These condensed interim financial statements do not include all of the information required for full annual financial statements and should be read in conjunction with the Company's audited financial statements for the year ended December 31, 2022, prepared in accordance with IFRS.

These financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. In addition, these financial statements have been prepared using the accrual basis of accounting, except cash flow information.

Areas of critical accounting judgments, estimates and assumptions in applying the entity's accounting policies have been disclosed in note 3 to the Company's audited financial statements for the year ended December 31, 2022.

3. SUMMARY OF NEW AND SIGNIFICANT ACCOUNTING POLICIES

The accounting policies applied by the Company in these interim condensed financial statements are the same as those applied by the Company in its audited financial statements for the year ended December 31, 2022.

Expressed in Canadian dollars

4. MARKETABLE SECURITIES

On March 30, 2023, Atha Energy Corp. ("Atha") issued 200,000 its common shares (the "Atha Shares") to the Company as a partial consideration pursuant to an option agreement with the Company to acquire an undivided interest in four mineral leases representing a portion of the Golden Rose Property (note 7). Atha received the approval to list its common shares on the Canadian Securities Exchange (the "CSE") in March 2023 and its shares began trading on the CSE on April 11, 2023. The Company may not sell the Atha Shares until July 31, 2023, when a four-month hold period ends.

At inception, the fair value of the Atha Shares held by the Company were measured at their market value of $1.00 per share, for a total value of $200,000. The fair value was determined based on Atha's equity financing completed on March 30, 2023, when over 33 million subscription receipts it issued in late 2022 were exchanged into common shares at a cost of $1.00 per share.

At June 30, 2023, the Company held 200,000 Atha Shares with a quoted market value of $268,000. An unrealized gain in the amount of $68,000 was recorded on the condensed interim statement of operations for the six months ended June 30, 2023.

5. AMOUNTS RECEIVABLE

	June 30, 2023 $	December 31, 2022 $
HST recoverable	17,152	17,713
Accrued interest on short term cash deposit	18,500	-
	35,652	17,713

6. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	June 30, 2023 $	December 31, 2022 $
Trade payables	18,839	24,482
Payable to related parties (Note 11)	24,836	20,792
Accrued liabilities	9,200	20,970
Total amounts payable and accrued liabilities	52,875	66,244

7. MINERAL PROPERTIES – ACQUISITION, EXPLORATION AND EVALUATION EXPENDITURES

The following table shows the Company's cumulative acquisition, exploration and evaluation expenditures which have been expensed according to the Company's accounting policy. Proceeds from transfer-out arrangements, such as property option agreement, are recorded as a reduction to the acquisition, exploration and evaluation expenses when they were received. The amount of proceeds in excess of the total acquisition, exploration and evaluation expenses incurred by the Company in the period, if any, are recorded as other income.

	June 30, 2023 $	Additions 2023 $	December 31, 2022 $	Additions 2022 $	December 31, 2021 $
Belfast-TeckMag	8,613,517	16,637	8,596,880	274,585	8,322,295
Proceeds from Atha option	(310,000)	(200,000)	(110,000)	(110,000)	-
Alexander	6,253,936	1,792	6,252,144	1,792	6,250,352
Smith Lake	1,271,104	455	1,270,649	455	1,270,194
King Bay	1,003,189	-	1,003,189	-	1,003,189
Lake Nipigon Basin	22,000	-	22,000	6,000	16,000
Marr Lake	67,392	5,833	61,559	61,559	-
Project Generation	3,350	-	3,350	3,350	-
Other	1,249	-	1,249	1,249	-
Total	16,925,737	(175,283)	17,101,020	238,990	16,862,030

7. MINERAL PROPERTIES – EXPLORATION AND EVALUATION EXPENDITURES (CONTINUED)

Belfast-TeckMag, Emerald Lake, Ontario

The Belfast-TeckMag Project is comprised of multiple properties evolved from the Company's original Golden Rose Property. In 2017, the Company acquired certain mining leases, staked mining claims and adjacent claim blocks, collectively known as the Golden Rose Property, situated in Afton and Scholes townships at Emerald Lake approximately 65 km northeast of Sudbury, Ontario. A portion of the Golden Rose property comprising unpatented staked claims is subject to a 1.5% net smelter return ("NSR") in favour of Osisko Gold Royalties Ltd., and the patented claims and leases are subject to a 2% NSR in favour of EnerMark Inc.

In October 2020, through the acquisition of Canadian Continental Exploration Corp. ("CCEC"), the Company acquired the TeckMag Property comprised of a large package of mining claims which surrounds the Golden Rose Property.

In November 2020, the Company acquired the Belfast Property by staking and acquisition of certain mining claim cells adjacent to the TeckMag Property. In addition, certain mining claim cells were purchased in the Belfast area from a third party for $10,000 and the issuance of 100,000 shares of Conquest valued at $18,000 at the date of their issuance. On November 2, 2020, the Board of Directors awarded an incentive bonus to the initiators of the Belfast Property in the form of the grant of a total NSR of 1.5 % on the Belfast Project to certain management of the Company.

In March 2021, Conquest acquired the JPC property in Clement Township, Ontario from a private individual. The Company paid $13,000 cash and issued 250,000 common shares for a 100% interest in the JPC property, which is located to the southeast of the Golden Rose Property, subject to a 1% NSR. Conquest may purchase half of the NSR royalty for $500,000 at any time and holds a Right of First Refusal on the balance of the royalty.

In March 2021, pursuant to a purchase and sale agreement dated March 12, 2021 with Teck Resources Limited ("Teck"), Conquest acquired a 100% interest in the DGC Ni-Cu-PGE property located in Afton Township, Ontario by issuing 1,800,000 common shares to Teck subject to a 2% NSR retained by Teck.

On July 19, 2022, Conquest entered into an agreement granting an option to Atha Energy Corp. to acquire up to 100% undivided interest in four mineral leases representing a portion of the Golden Rose Property, a segment of the Belfast TeckMag Property (the "Atha Option Agreement"). To fully exercise the option, Atha must issue an aggregate of 1,500,000 shares and make cash payments to the total of $1,000,000 to Conquest over a period of 36 months. Atha has also agreed to grant Conquest a 1% NSR on the optioned mineral leases. On August 24, 2022, the Company received from Atha the initial cash payment of $100,000 and $10,000 to cover the cost of a technical report on the property optioned. On March 30, 2023, the Company received an initial tranche of 200,000 Atha comment shares for a total fair value of $200,000 (note 4), which were recorded as a reduction to the Company's acquisition, exploration and evaluation expenses. (Subsequent event – note 14)

Alexander Property, Red Lake, Ontario

The Company has earned a 100% interest in the Alexander Property, a group of patented mining claims situated in Balmer Township, Red Lake Mining District, Ontario, subject to a 2% NSR in favour of Energold Minerals Inc. ("Energold"). Energold is controlled by a director of the Company.

Smith Lake Property, Missinabie, Ontario

The Company holds certain patented mining leases and mining claims in the Missinabie area of Northern Ontario, in Leeson, Stover and Rennie Townships, Sault Ste. Marie Mining Division.

King Bay Property, Sturgeon Lake, Ontario

The King Bay property comprises a mining Lease and certain patented mining claims at Sturgeon Lake, in northwestern Ontario.

Expressed in Canadian dollars

7. MINERAL PROPERTIES – EXPLORATION AND EVALUATION EXPENDITURES (CONTINUED)

LNB Property, Lake Nipigon Basin, Ontario
Effective September 22, 2021, Conquest entered into an agreement to purchase 100% of the LNB property that is considered to be prospective for uranium mineralization associated with veins and faults at or near the Archean-Proterozoic unconformity, Ni-Cu-PGE mineralization associated with Proterozoic rift mafic intrusive rocks located at the unconformity south of Black Sturgeon Lake in the Lake Nipigon Basin (the "LNB" property).

Under the terms of the agreement, Conquest can earn 100% interest in the LNB property by issuing 800,000 common shares over the course of four years, subject to a 2% NSR with a buy-back of 1% at any time for $1,000,000. Conquest issued an initial 200,000 shares to the vendor of the property in November 2021 and an additional 200,000 shares in September 2022. The remaining 400,000 shares are to be issued in two tranches, i.e., 200,000 common shares issued on each of the third and fourth anniversaries of the agreement. Conquest has committed to spending $400,000 in exploration costs on the LNB property. (Subsequent event – note 14)

Marr Lake Property, Redhorse Lake, Ontario
Effective June 1, 2022, Conquest entered into an option agreement to acquire 100% of the Marr Lake Copper-Nickel-Palladium Group of Elements ("Cu-Ni-PGE") property (the "Marr Lake" property"). The property is comprised of 87 claims totalling 1,885 hactares, and is prospective for Cu-Ni-PGE and lithium mineralization.

Under the terms of the option agreement, Conquest may earn a 100% interest in the Marr Lake Project by making cash payments of $92,000 and issuing 940,000 shares over a period of two years. The property is subject to a 2% NSR which the Company has a right to buy back 1% at any time for $1 million. Conquest made cash payment of $12,000 and issued 240,000 shares to the vendors of the Marr Lake Property duringin the third quarter of 2022. Conquest elected to withdraw from the Marr Lake option agreement in June 2023. As a result, the Company has not made any payments or issued any shares on the second anniversary of the option agreement as at June 30, 2023.

8. CAPITAL STOCK

The Company's authorized share capital consists of an unlimited number of common shares. There were no changes to the Company's capital stock during the six months ended June 30, 2023. The following table summarizes the capital stock transactions for the year ended December 31, 2022 and as at June 30, 2023:

	Number of Shares	Share Capital $
Balance at December 31, 2021	134,837,106	23,988,978
Shares issued to acquire mineral rights	440,000	13,200
Balance at December 31, 2022 and June 30, 2023	135,277,106	24,002,178

9. STOCK OPTIONS

The board of directors has approved a stock option plan for directors, officers, management, employees and other persons who perform ongoing services for the Company or any of its subsidiaries. The purpose of the plan is to attract, retain and motivate these parties by providing them with the opportunity, through stock options, to acquire a proprietary interest in the Company and to benefit from its growth.

The maximum number of common shares reserved for issuance upon the exercise of options is not to exceed ten percent of the total number of common shares outstanding immediately prior to such an issuance. The maximum number of common shares reserved for issuance to any one participant upon the exercise of options is not to exceed five percent of the total number of common shares outstanding immediately prior to such an issuance. The options are non-assignable and may be granted for a term not exceeding ten years. The exercise price of the options is fixed by the board of directors at the market price of the shares at the time of grant, subject to all applicable regulatory requirements.

There were no options granted or expired during the three and six months ended June 30, 2023 and 2022. The total share-based compensation cost arising from vested options during the three and six months ended June 30, 2023 was $2,721 (2022 - $68,238) and $18,078 (2022 - $162,134), respectively.

Expressed in Canadian dollars

9. STOCK OPTIONS (CONTINUED)

The following table summarizes the stock option transactions for the year ended December 31, 2022 and as at June 30, 2023:

	Number of Options	Weighted Average Exercise Price $
Balance at December 31, 2021	9,625,000	0.167
Stock options expired	(1,250,000)	0.158
Balance at December 31, 2022 and June 30, 2023	8,375,000	0.168

The following table summarizes the stock options outstanding as at June 30, 2023:

Exercise Price $	Options Outstanding	Options Exercisable	Expiry date	Remaining Life to Expiry (Years)
0.125	2,400,000	2,400,000	December 31, 2024	1.5
0.150	1,800,000	1,800,000	August 19, 2026	3.1
0.200	4,175,000	4,175,000	February 9, 2026	2.6
	8,375,000	8,375,000		

The options outstanding have a weighted average remaining life of 2.4 years at a weighted average exercise price of $0.168 at June 30, 2023.

10. RELATED PARTY TRANSACTIONS

Other than the vesting of previously granted stock options, no fees were paid by the Company to directors for their services as directors of the Company in the three and six months ended June 30, 2023 and 2022.

During the six-month period ended June 30, 2023, a total expense of $139,194 (2022 - $145,133) were charged by related parties, including $90,000 (2022 - $90,000) by Tom J. Obradovich, Director, President and Chief Executive Officer of the Company for management fees; $12,000 (2022 - $12,000) by Energold Minerals Inc., an affiliate of John Kearney, the Chairman of the Company, for executive consulting services; $20,227 (2022 - $25,500) by Intega Advisors, a company controlled by Tong Yin, Chief Financial Officer of the Company for professional services; $13,294 (2022 - $11,633) by Janice Malmholt, Secretary of the Company, for corporate secretary services; and $6,000 (2022 - $6,000) for rent by Buchans Resources Limited, a company with common directors.

Included in accounts payable and accrued liabilities at June 30, 2023 is $24,836 (December 31, 2022 - $20,792) due to related parties. Such amounts are due on demand, unsecured and non-interest bearing.

11. COMMITMENTS AND CONTINGENCIES

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

12. FINANCIAL INSTRUMENTS

The Company's risk exposures and the impact on the Company's financial instruments are summarized below. There have been no changes in the risks, objectives, policies and procedures.

Interest rate risk
The Company has cash balances and no interest-bearing debt. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by major Canadian banks. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

Credit risk
Credit risk is the risk that a counterparty will be unable to pay amounts owing to the Company. Management's assessment of the Company's risk is low as it is primarily attributable to funds held in Canadian banks.

Commodity price risk
The ability of the Company to develop its properties and the future profitability of the Company is directly related to the market price of certain minerals, particularly gold.

Fair value hierarchy and liquidity risk disclosure
The fair value hierarchy has the following levels: (a) quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1); (b) 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) (Level 2); and (c) inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3). At June 30, 2023, the Company held marketable securities at a fair value of $268,000 (December 31, 2022 - $nil) classified within Level 1 of the fair value hierarchy.

The carrying amounts for cash and cash equivalents, amounts receivable and accounts payable and accrued liabilities on the statements of financial position approximate fair value because of the limited term of these instruments.

Liquidity risk
Liquidity risk encompasses the risk that the Company cannot meet its financial obligations as they come due. At June 30, 2023, the Company had cash and cash equivalents of $972,676 (December 31, 2022 - $1,188,794) and marketable securities at a fair value of $268,000 (December 31, 2022 – $nil) to settle accounts payable and accrued liabilities of $52,875 (December 31, 2022 - $66,244), including $24,836 (December 31, 2022 - $20,792) liabilities due to related parties. All the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms. The Company has relied on equity financing to fund its working capital requirement, and notwithstanding its working capital deficit, the Company believes it will be able to settle its current obligations from equity financings. There is a risk that additional financing will not be available to the Company on a timely basis or on acceptable terms.

Market risk
Market risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will significantly fluctuate because of changes in market prices. The Company is exposed to market risk through its investments in marketable securities at June 30, 2023.

Price volatility of publicly traded securities
Securities of exploration companies have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include macroeconomic developments in North America and globally, and market perceptions of the relative attractiveness of particular industries. The Company's share price is also likely to be significantly affected by short-term changes in metal prices or in the Company's financial condition or results of operations.

Capital risk
The Company manages its capital to ensure that there are adequate capital resources for the Company to maintain and explore its exploration assets. The capital structure of the Company consists of capital stock for common shares and reserves for warrants and stock options.

12. FINANCIAL INSTRUMENTS (CONTINUED)

Sensitivity analysis

Cash is invested in investment-grade short-term deposit certificates. Given management's knowledge and experience in the financial markets, sensitivity to a plus or minus 1% change in interest rates, based on the current balance of cash at June 30, 2023, would affect the net loss by plus or minus $9,500 during a one-year period.

As at June 30, 2023, the Company did not hold any material balances in foreign currencies that would give rise to exposure to foreign exchange risk.

13. CAPITAL MANAGEMENT

The capital of the Company consists primarily of its shareholders' equity.

The Company's objective when managing capital is to maintain adequate levels of funding to support the acquisition, development and exploration of mineral properties and maintain the necessary corporate and administrative functions to facilitate these activities. This is done primarily through equity financing. Future financings are dependent on market conditions and there can be no assurance the Company will be able to raise funds in the future. All equity financings require the approval of the Board of Directors.

The Company invests all capital that is surplus to its immediate operational needs in short term, highly liquid financial instruments, such as short term guaranteed investment certificates, held with a major Canadian financial institution. At June 30, 2023, the Company has $950,000 (December 31, 2022 - $1,000,000) in guaranteed investment certificates with a major Canadian financial institution.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

The Company's capital management objectives, policies and processes have remained unchanged during the six-month period ended June 30, 2023. The Company is not subject to any capital requirements imposed by a lending institution or regulatory body, other than Policy 2.5 of the TSX-V which requires adequate working capital or financial resources of the greater of (i) CDN$50,000 and (ii) an amount required to maintain operations and cover general and administrative expenses for a period of 6 months.

14. SUBSEQUENT EVENTS

On July 24, 2023, the Company issued 200,000 shares to the vendor of the LNB property (note 7) prior to the third anniversary of the LNB property purchase agreement of September 2021. On August 16, 2023, the Company entered into an agreement to sell the LNB Project to an arm's length party, for a combination of a $125,000 work commitment, $500,000 in share payments to Conquest and the retention of a 1% NSR.

On July 28, 2023, the Company received cash of $200,000 from Atha (note 7) pursuant to the option agreement with Atha under which Atha can acquire an undivided interest in four mineral leases representing a portion of the Company's Golden Rose Property. Receipt of the second tranche of 300,000 Atha shares is still under negotiation and may be subject to an amendment to the original option agreement.