GREAT PACIFIC GOLD CORP.
(Formerly Fosterville South Exploration Ltd.)

CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)

FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

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Independent Auditor's Report

To the shareholders of Great Pacific Gold Corp. (formerly Fosterville South Exploration Ltd.)

Opinion

We have audited the consolidated financial statements of Great Pacific Gold Corp. (formerly Fostervillle South Exploration Ltd.) and its subsidiaries (the Company), which comprise the consolidated statements of financial position as at December 31, 2023 and 2022, and the consolidated statements of loss and comprehensive loss, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at December 31, 2023 and 2022, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards (IFRS).

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the consolidated financial statements, which indicates that the Company has incurred losses from inception and expects to incur further losses in the exploration of its mineral properties funding of which is dependent on the Company being able to draw down on its current cash, maintain cost control measures and raise additional capital. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the *Material Uncertainty Related to Going Concern* section, we have determined the matter described below to be the key audit matter to be communicated in our report.

Assessment of impairment indicators on Exploration and Evaluation Assets ("E&E Assets")

Description of the key audit matter

At each reporting date, management assesses the Company's Exploration and Evaluation ("E&E") Assets for indicators of impairment in accordance with IFRS 6 *Exploration for and Evaluation of Mineral Resources*. This assessment involves judgment, including whether the rights to tenure for the areas of interest are current, and the Company's ability and intention to continue to evaluate and develop the area of interest. We have therefore considered this a Key Audit Matter due to the judgment involved in the assessment of indicators of impairment.

Please refer to Note 3 to the consolidated financial statements for the Company's E&E Assets accounting policy, Note 4 which details the critical judgments used in assessing the impairment of exploration and evaluation assets, and Note 7 which details the values of the E&E Assets.

How the key audit matter was addressed in the audit.

Our audit procedures included, but were not limited to:

- Obtained and reviewed management's assessment of impairment indicators under IFRS 6,
- Obtained an understanding of the current exploration program and any associated risks through discussions with management and review of technical reports,
- Assessed whether the Company's right to tenure for the areas of interest were current, which included obtaining supporting documentation and performing title search for the mining licenses,
- Considered the Company's ability and intention to continue to evaluate the area of interest, which included performing an assessment of the Company's cash flow forecast models, discussions with management as to the intentions and strategy of the Company, and comparison of these to other audited information.

Other Information

Management is responsible for the other information. The other information comprises the information included in the Management's Discussion and Analysis.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained the Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditor's report. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Company audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor’s report is Mark Zastre.

BDO Canada LLP

Chartered Professional Accountants

Vancouver, British Columbia
April 18, 2024

GREAT PACIFIC GOLD CORP. (formerly Fosterville South Exploration Ltd.)
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)

As at		December 31, 2023		December 31, 2022
ASSETS				
Current				
Cash and cash equivalents	$	11,216,372	$	15,639,950
Receivables		55,245		35,380
Prepaid expenses		163,132		91,323
		11,434,749		15,766,653
Equipment (Note 6)		154,689		240,324
Exploration and evaluation assets (Note 7)		6,998,746		774,953
Investment in Ontaga Resources Ltd (Note 8)		2,112,402		-
Reclamation bonds		67,756		69,224
	$	20,768,342	$	16,851,154
LIABILITIES AND SHAREHOLDERS' EQUITY				
Current				
Accounts payable and accrued liabilities (Note 13 and 14)	$	391,702	$	235,030
Deferred acquisition payment (Note 9)		78,294		-
		469,996		235,030
SHAREHOLDERS' EQUITY				
Share capital (Note 10)		48,429,286		40,398,428
Contributed surplus		5,500,337		5,418,189
Accumulated other comprehensive loss		(93,729)		(74,613)
Deficit		(33,537,548)		(29,125,880)
		20,298,346		16,616,124
	$	20,768,342	$	16,851,154

Nature of operations and going concern (Note 1)
Subsequent events (Note 17)

Approved and authorized on behalf of the Board of Directors on April 17, 2024

"Robert McMorran" Director   "Charles Hethey" Director

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

GREAT PACIFIC GOLD CORP. (formerly Fosterville South Exploration Ltd.)
CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)

	For the Year Ended	
	December 31, 2023	December 31, 2022
EXPENSES		
Accretion (Note 9)	$ 3,273	$ 7,078
Consulting fees	90,000	5,000
Depreciation (Note 6)	94,345	108,179
Directors' fees (Note 14)	181,000	72,000
Property Investigation	163,892	-
Exploration expenditures (Notes 7 and 14)	1,742,645	4,524,620
Foreign exchange loss	20,654	3,986
Investor relations	102,570	84,000
Management fees (Note 14)	439,000	324,000
Office expenses	294,065	166,448
Professional fees (Note 14)	517,611	300,736
Share-based payments (Note 10)	-	24,962
Shareholder communications and marketing	1,004,455	453,682
Transfer agent, filing and listing fees	32,119	79,860
Travel	262,285	184,840
Loss from operations	(4,947,914)	(6,339,391)
Gain on disposal of equipment (Note 6)	19,560	-
Interest income	516,686	268,069
Loss for the year	(4,411,668)	(6,071,322)
Other comprehensive loss		
Exchange difference on translation of foreign operations	(19,116)	(102,451)
Comprehensive Loss for the year	$ (4,430,784)	$ (6,173,773)
Basic and diluted loss per common share	$ (0.06)	$ (0.09)
Basic and diluted weighted average number of common shares outstanding	72,755,731	68,130,375

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

GREAT PACIFIC GOLD CORP. (formerly Fosterville South Exploration Ltd.)
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(Expressed in Canadian dollars, except for share figures)

	Number	Amount	Contributed Surplus	Accumulated Other Comprehensive loss	Deficit	Total
Balance, December 31, 2021	67,918,383	$ 40,174,111	$ 5,489,144	$ 27,838	$ (23,054,558)	$ 22,636,535
Stock-options exercised	321,000	224,317	(95,917)	-	-	128,400
Share-based payments	-	-	24,962	-	-	24,962
Loss for the year	-	-	-	(102,451)	(6,071,322)	(6,173,773)
Balance, December 31, 2022	68,239,383	40,398,428	5,418,189	(74,613)	(29,125,880)	16,616,124
Shares issued for Acquisition of Wild Dog Resources	16,161,441	7,002,024	-	-	-	7,002,024
Warrants issued as part of Acquisition of Wild Dog Resources	-	-	22,219	-	-	22,219
Options issued as part of Acquisition of Wild Dog Resources	-	-	343,795	-	-	343,795
Shares issued for Kesar Creek Acquisition (Note 7)	640,295	364,968	-	-	-	364,968
Options exercised	950,000	663,866	(283,866)	-	-	380,000
Loss for the year	-	-	-	(19,116)	(4,411,668)	(4,430,784)
Balance, December 31, 2023	85,991,119	$ 48,429,286	$ 5,500,337	$ (93,729)	$ (33,537,548)	$ 20,298,346

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

GREAT PACIFIC GOLD CORP. (formerly Fosterville South Exploration Ltd.)
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)

	For the Year Ended December 31, 2023	For the Year Ended December 31, 2022
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss for the year	$ (4,411,668)	$ (6,071,322)
Items not involving cash:		
Accretion	3,273	7,078
Depreciation	94,345	108,179
Gain on disposal of equipment	(19,560)	-
Share-based payments	-	24,962
Changes in non-cash working capital items:		
Receivables	(19,865)	25,911
Prepaid expenses	(71,809)	34,175
Accounts payable and accrued liabilities	(574,968)	(95,811)
Net cash used in operating activities	(5,000,252)	(5,966,828)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Cash obtained in Wild Dog Resources acquisition	621,407	-
Property Acquisition- Australia	(429,492)	(67,281)
Reclamation bonds	-	(9,137)
Equipment acquisition costs	-	(50,496)
Equipment dispositions	28,970	-
Net cash used in investing activities	220,885	(126,914)
CASH FLOW FROM FINANCING ACTIVITY:		
Exercise of stock options	380,000	128,400
Net cash provided by financing activity	380,000	128,400
Change in cash and cash equivalents during the year	(4,399,367)	(5,965,342)
Foreign exchange	(24,211)	(44,102)
Cash and cash equivalents – beginning of the year	15,639,950	21,649,394
Cash and cash equivalents – end of the year	$ 11,216,372	$ 15,639,950

Supplemental disclosure with respect to cash flows (Note 15)

1. NATURE OF OPERATIONS AND GOING CONCERN

Great Pacific Gold Corp. (formerly Fosterville South Exploration Ltd.) (the "Company") was incorporated under the Business Corporations Act of British Columbia on July 22, 2019. The Company is engaged in the acquisition, exploration and development of mineral properties in Australia and Papua New Guinea. The Company's head office is located at 488 – 1090 West Georgia Street, Vancouver, BC V6E 3V7.

On March 18, 2020, the Company filed its initial prospectus and on April 14, 2020, the Company's shares commenced trading on the TSX Venture Exchange (the "TSX-V"). The Company's stock symbol is currently GPAC.

These consolidated financial statements have been prepared on the assumption that the Company will be able to continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the ordinary course of business. The Company has incurred losses since inception and for the year ended December 31, 2023 incurred a net loss of $4,411,668 and has an accumulated deficit of $33,537,548 at December 31, 2023. The Company expects to incur further losses in the exploration of its mineral properties.

As the Company is in the exploration stage, the Company's ability to continue as a going concern and fund its exploration and development activity is dependent on the Company being able to draw down on its current cash, maintain cost control measures and raise additional capital. The ability to continue as a going concern remains dependent on the Company's capacity to obtain the additional financing necessary to continue to fund its mineral properties, the realization of future profitable production, proceeds from the disposition of its mineral interests, and/or other sources.

These conditions indicate the existence of material uncertainties which may cast significant doubt on the Company's ability to continue as a going concern. These consolidated financial statements do not give effect to adjustments to the carrying values and classification of assets and liabilities that would be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

2. BASIS OF PREPARATION

Statement of compliance

These consolidated financial statements, including comparatives have been prepared using accounting policies consistent with IFRS as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC").

Basis of presentation

The consolidated financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments measured at fair value through profit and loss.

Consolidation

These consolidated financial statements include the financial statements of the Company and its controlled subsidiaries. Control is achieved when the Company has the power to, directly or indirectly, govern the financial and operating policies of an entity so as to obtain benefits from its activities. Subsidiaries are fully consolidated from the date on which control is obtained and continue to be consolidated until the date that such control ceases. Intercompany balances, transactions and unrealized intercompany gains and losses are eliminated upon consolidation. All intercompany transactions and balances have been eliminated on consolidation.

2. BASIS OF PREPARATION (cont'd…)

Company	Place of Incorporation	Effective Interest	Principal Activity	Functional Currency
Currawong Resources Ltd	Australia	100%	Exploration	Australian Dollar ("AUD")
Bendigo Gold Corp	Canada	100%	Inactive	Canadian Dollar
Wild Dog Resources Inc	Canada	100%	Holding	Canadian Dollar
Wild Dog Resources (PNG) Ltd	Papua New Guinea	100%	Exploration	PNG Kina ("K")
Yaendal Minerals Ltd	Papua New Guinea	90%	Exploration	PNG Kina

* Wild Dog Resources Inc. ("Wild Dog") and Wild Dog's subsidiaries Wild Dog Resources (PNG) Ltd. ("WDRL"), and Yaendal Minerals Ltd., are included from its date of acquisition (Note 5).

3. MATERIAL ACCOUNTING POLICY INFORMATION

Equipment

Equipment includes equipment and vehicles, which is carried at cost less accumulated depreciation and accumulated impairment losses. Cost includes expenditures directly attributable to bringing the asset to its operating location and condition necessary for it to be capable of operating in the intended manner. Repairs and maintenance costs are charged to expense as incurred, except when these repairs significantly extend the life or result in an operating improvement. In these instances, the portion of these repairs relating to the betterment is capitalized as part of equipment.

Depreciation is based on the cost of the assets less estimated residual value and the expected useful life. Where an item of equipment is comprised of major components with different useful lives, the components are accounted for as separate items and depreciated separately. Depreciation commences when an asset is available for use and is recorded until an asset is disposed of or otherwise removed from services. Estimates of remaining useful lives and residual values are reviewed annually. Changes in estimates are accounted for prospectively.

Depreciation is recognized using the following rates:

- Vehicles – 20% declining balance
- Equipment – 33% straight line

Exploration and Evaluation Assets

All costs related to the acquisition of exploration and evaluation assets are capitalized on an individual prospect basis. Amounts received for the sale of mineral properties and for option payments are treated as reductions of the cost of the property, with payments in excess of capitalized costs recognized in profit or loss. The recoverability of the amounts capitalized for the undeveloped mineral properties is dependent upon the determination of economically recoverable ore reserves, confirmation of the Company's interest in the underlying mineral claims, the ability to obtain the necessary financing to complete their development, and future profitable production or proceeds from the disposition thereof. Subsequent recovery of the resulting carrying value depends on successful development or sale of the mineral property. If a mineral property does not prove viable, all unrecoverable costs associated with the project net of any impairment provisions are written off.

Exploration and evaluation expenditures are recognized in profit or loss. Costs incurred before the Company has obtained legal rights to explore on areas of interest are recognized in profit or loss. Expenditures incurred by the Company in connection with the exploration and evaluation of mineral resources after the technical feasibility and commercial viability of extracting a mineral resource are demonstrable are capitalized.

3. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd…)

Impairment equipment and exploration and evaluation assets

At each reporting date, the carrying amounts of the Company's equipment and exploration and evaluation assets are reviewed to determine whether there is any indication that those assets may be impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and the value in use. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the profit or loss for the year. Impairment is assessed at the level of cash-generating units, which are identified as the smallest identifiable group of assets that generate cash inflows that are largely independent of the cash inflows from other assets.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

Provision for decommissioning and restoration

The Company recognizes provisions for statutory, contractual, constructive or legal obligations associated with the reclamation of mineral properties in the year in which it is probable that an outflow of resources will be required to settle the obligation and when a reliable estimate of the amount can be made. Initially, a provision for a decommissioning liability is recognized based on expected cash flows required to settle the obligation and discounted at a pre-tax rate specific to the liability. The capitalized amount is depreciated on the same basis as the related asset. Following the initial recognition of the decommissioning liability, the carrying amount of the liability is increased for the passage of time and adjusted for changes to the current market-based discount rate and the amount or timing of the underlying cash flows needed to settle the obligation. The increase in the provision due to passage of time is recognized as interest expense. Significant judgments and estimates are involved in forming expectations of the amounts and timing of future closure and reclamation cash flows. As at December 31, 2023, the Company has no known material restoration, rehabilitation or environmental liabilities related to its exploration and evaluation assets. In order to obtain the necessary exploration permits, the Company posted reclamation bonds of $67,756 (2022 - $69,224).

Investment in associate

An associate is an entity over which the Company's ownership and rights arising from its equity investment provide the Company with the ability to exercise significant influence and are accounted for using the equity method. The Company's investment in Ontaga Resources Ltd ("Ontaga"), in which it holds a 25% interest, has been accounted for using the equity method. Ontaga was acquired on September 20, 2023 (Note 5) and has a functional currency of the PNG Kina.

At the end of each reporting period, the Company assesses whether there is any objective evidence that an investment in an associate is impaired. Objective evidence includes observable data indicating that there is a measurable decrease in the estimated future cash flows of the associate's operations. When there is objective evidence that an investment in an associate is impaired, the carrying amount of such investment is compared to its recoverable amount, being the higher of its fair value less cost to sell and value in use (i.e. present value of its future cash flows). If the recoverable amount of an investment in associate is less than its carrying amount then an impairment loss is recognized in that period.

3. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd…)

Investment in associate (cont'd…)

When an impairment loss reverses in a subsequent period, the carrying amount of the investment in an associate is increased to the revised estimate of recoverable amount to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had an impairment loss not been previously recognized. A reversal of an impairment loss is recognized through profit or loss in the period that the reversal occurs.

Share capital

Equity financing transactions may involve the issuance of units. Units comprise common shares and share purchase warrants. The Company accounts for unit offering proceeds between common shares and share purchase warrants using the residual value method, with the common shares being valued first and the balance, if any, is allocated to the attached warrants.

Costs directly identifiable with the raising of share capital financing are charged against share capital. Share issuance costs incurred in advance of share subscriptions are recorded as deferred assets. Share issuance costs related to uncompleted share subscriptions are charged to operations.

Warrants issued to agents or brokers on a non-cash basis in connection with corporate financings are recorded at fair value using the Black-Scholes option pricing model and charged against share capital as issue costs with an offsetting increase to contributed surplus.

Loss per share

Basic loss per share represents the loss for the period, divided by the weighted average number of common shares outstanding during the period. Diluted loss per share represents the loss for the period, divided by the weighted average number of common shares outstanding during the period plus the weighted average number of dilutive shares resulting from the exercise of stock options, warrants and other similar instruments where the inclusion of these would not be anti-dilutive. Contingently releasable escrow common shares are excluded from the calculation of weighted average number of common shares outstanding.

Share-based payments

Where equity-settled share options are awarded to employees, the fair value of the options at the date of grant is charged to profit or loss over the vesting period. Performance vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each reporting date so that, ultimately, the cumulative amount recognized over the vesting period is based on the number of options that eventually vest. Non-vesting conditions and market vesting conditions are factored into the fair value of the options granted. As long as all other vesting conditions are satisfied, a charge is made irrespective of whether these vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition or where a non-vesting condition is not satisfied.

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to profit or loss over the remaining vesting period.

3. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd…)

Share-based payments (cont'd…)

Where equity instruments are granted to non-employees, they are recorded at the fair value of the goods or services received in profit or loss, unless they are related to the issuance of shares. Amounts related to the issuance of shares are recorded as a reduction of share capital. When the value of goods or services received in exchange for the share-based payment cannot be reliably estimated, the fair value is measured by use of a valuation model. The expected life used in the model is adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

All equity-settled share-based payments are reflected in contributed surplus, until exercised. Upon exercise, shares are issued from treasury and the amount reflected in contributed surplus is credited to share capital, adjusted for any consideration paid.

Where a grant of options is cancelled or settled during the vesting period, excluding forfeitures when vesting conditions are not satisfied, the Company immediately accounts for the cancellation as an acceleration of vesting and recognizes the amount that otherwise would have been recognized for services received over the remainder of the vesting period. Any payment made to the employee on the cancellation is accounted for as the repurchase of an equity interest except to the extent the payment exceeds the fair value of the equity instrument granted, measured at the repurchase date. Any such excess is recognized as an expense.

Cash and equivalents

Cash and cash equivalents comprise cash on deposit with banks and highly liquid short-term interest-bearing investments that may be redeemed at any time or with a term to maturity at the date of purchase of 90 days or less which are subject to an insignificant risk of change in value.

New accounting standards issued but not yet effective

There are no accounting standards, amendments or interpretations that are not yet effective that are expected to have a material impact on the Company.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions. The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive loss in the period of the change, if the change affects that period only; in the period of the change and future periods, if the change affects both.

Critical Judgments

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustments to the carrying amounts of assets and liabilities recognized in the consolidated financial statements within the next financial year are discussed below:

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (cont'd…)

Critical Judgments (cont'd…)

Title to mineral property interests

Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and titles may be affected by undetected defects.

Impairment of exploration and evaluation assets and investment in associate

The carrying value and recoverability of exploration and evaluation assets and the investment in associate requires management to make certain estimates, judgments and assumptions about each project. Management considers the economics of the project, including the latest resource prices and the long-term forecasts, and the overall economic viability of the project. Management has assessed these indicators and does not believe an impairment provision is required.

Issuances of shares for properties

Management makes judgments in determining the share price attributed to issuances of shares for mineral properties. Management considers market conditions, recent or pending private placements of the Company, and or contracted terms of the issuance. Should management's judgment as to an appropriate share price be incorrect, the value attributed to properties could be materially different.

Acquisitions

The acquisition of Wild Dog, as described in Note 5, required management to make a judgment as to whether the entity constituted a business under the definitions of IFRS 3. The assessment required management to assess the inputs, processes and ability of that entity to produce outputs at the time of acquisition. Pursuant to the assessment, the acquisition was determined to be an asset acquisition.

Acquisitions – Allocation of consideration to the net identifiable assets

The acquisition of Wild Dog required management to make significant estimates with respect to the fair value of consideration transferred, and fair value of the assets acquired, and liabilities assumed. The Company was required to make judgements regarding the allocation of the of the consideration paid to the identifiable assets (Note 6).

Key Sources of Estimation Uncertainty

The significant assumptions about the future and other major sources of estimation uncertainty as at the end of the reporting period that have a significant risk of resulting in a material adjustment to the carrying amounts of the Company's assets and liabilities are as follows:

Share-based payments

The Company measures the cost of equity-settled transactions by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them.

(Expressed in Canadian Dollars)

5. ACQUISITION OF WILD DOG RESOURCES INC

On September 20, 2023, the Company closed the acquisition of Wild Dog ("the WD Transaction") pursuant to the terms of an amalgamation agreement (the "Agreement"). The Company acquired all of the issued and outstanding common shares of Wild Dog by issuing 16,161,441 common shares ("Consideration Shares") of the Company, 1,553,679 stock options and 526,892 share purchase warrants.

The WD Transaction did not meet the definition of a business combination and therefore, was accounted for as an asset purchase of mineral property interests and related net assets. The fair value of the consideration paid for the acquisition of Wild Dog has been allocated to the assets acquired and liabilities assumed, based on management's best estimate and taking into account all available information at the time of acquisition.

The Consideration Shares are subject to contractual resale restrictions, with 33.33% being free trading on closing, 33.33% being released three months after closing, and 33.34% being released six months after closing. The value of the Consideration Shares was estimated using the Black Scholes Option Pricing Model to estimate the discount related to the lack of marketability of the Consideration Shares due to the contractual restriction. The following assumptions were used on the Black Scholes Option Pricing Model: share price $0.51, expected life of 0.25 to 0.5 years, expected annualized volatility of 100%, risk free interest rate of 4.91% and a dividend yield of 0%

The Company issued the following stock options and share purchase warrants on closing of the WD Transaction:

Expiry Date	Number		Exercise Price
Stock options			
August 21, 2024	376,110	$	0.35
February 16, 2026	1,052,928		0.70
December 8, 2026	124,641		0.70
Warrants			
December 23, 2023	526,892	$	0.70

The following weighted average assumptions were used for the valuation of stock options and share purchase warrants:

	Stock options	Warrants
Risk-free interest rate	4.89%	4.91%
Expected life	2.12 years	0.3 years
Annualized volatility	91.74%	102.24%
Dividend rate	0.00%	0.00%
Forfeiture rate	0.00%	0.00%

(Expressed in Canadian Dollars)

5. ACQUISITION OF WILD DOG RESOURCES INC (cont'd…)

The following tables summarize the fair value of the total consideration paid and the aggregate fair value of the identified assets acquired and liabilities assumed:

Purchase price	**$**
16,141,441 common shares of the Company at $0.4338 per share	7,002,024
1,553,679 stock options of the Company	343,795
526,892 share purchase warrants of the Company	22,219
Fair value of consideration	7,368,038

Net assets acquired	**$**
Cash	621,407
Vehicle	24,639
Exploration and evaluation assets (Note 7)	5,341,230
Investment in Ontaga Resources Ltd. (Note 8)	2,112,402
Accounts payable and severance payments	(731,640)
	7,368,038

6. EQUIPMENT

		Vehicles		**Equipment**		**Total**
Cost						
Balance at December 31, 2021	$	216,611	$	225,059	$	441,670
Additions		-		50,496		50,496
Foreign exchange		(212)		686		474
Balance at December 31, 2022		216,399		276,241		492,640
Additions		23,558		-		23,558
Disposal		(29,060)		-		(29,060)
Foreign exchange		(4,700)		(5,858)		(10,558)
Balance at December 31, 2023	$	206,197	$	270,383	$	476,580
Accumulated depreciation						
Balance at December 31, 2021	$	58,855	$	83,481	$	142,336
Depreciation		30,964		77,215		108,179
Foreign exchange		499		1,302		1,801
Balance at December 31, 2022		90,318		161,998		252,316
Depreciation		32,050		62,295		94,345
Disposal		(19,650)		-		(19,650)
Foreign exchange		(1,923)		(3,197)		(5,120)
Balance at December 31, 2023	$	100,795	$	221,096	$	321,891
Carrying amount						
As at December 31, 2022	$	126,081	$	114,243	$	240,324
As at December 31, 2023	$	105,402	$	49,287	$	154,689

7. EXPLORATION AND EVALUATION ASSETS

Papua New Guinea Projects

On September 20, 2023 the Company acquired Wild Dog Resources Inc (Note 5). Wild Dog has option agreements to acquire three-projects, the Wild Dog project, the Arau project, and the Kesar Creek project (together "the Projects"). The Projects are comprised of multiple exploration licensees (EL's) and exploration license applications (ELAs) covering approximately 2,166 square kilometers.

The Wild Dog Project

The Wild Dog Project consists of ELA 2516 and EL 2761, totaling 1422 square kilometers, which are located on the island of New Britain, Papua New Guinea, and are approximately 50 km southwest of Rabaul and Kokopo, Papua New Guinea.

Wild Dog also applied for and received EL 2761, which is contiguous and situated to the west and north of ELA 2516, located on the eastern portion of New Britain island in PNG.

Wild Dog entered into three agreements to acquire its interest in ELA 2516:

1) Munga River Option Agreement

Wild Dog entered into an option agreement dated December 19, 2019, as amended on August 31, 2023, between Wild Dog and Munga River Limited ("Munga River"). Pursuant to agreement, the Company may acquire up to a 100% interest in ELA 2516 in stages.

To acquire and maintain an initial 80% interest in ELA 2516 (EL 2516 once converted), the Company is required to pay and issue:

(i) $25,000 within 20 business days following the notification of grant of EL 2516;
(ii) $275,000 within 10 business days following the issuance of EL 2516;
(iii) $550,000 in shares within 10 business days following the issuance of EL 2516, at a price equal to the lesser of (a) the price of the last financing and (b) the closing price of the common shares immediately prior to license issuance;
(iv) $250,000 within 20 business days following renewal of EL 2516; and
(v) $250,000 in shares within 30 business days following the 36-month anniversary of the renewal of EL 2516.

In order to acquire and maintain an additional 20% interest (for an aggregate 100% interest) in ELA 2516, the Company is required to pay and issue:

(i) $700,000 within 30 business days following the 48-month anniversary of closing the WD Transaction;
(ii) $300,000 in shares within 30 business days following the 48-month anniversary of closing the WD Transaction;
(iii) $1,400,000 within 40 business days following the 72-month anniversary of closing the WD Transaction; and
(iv) $600,000 in shares within 30 business days following the 72-month anniversary of closing the WD Transaction.

Unless otherwise described, the shares described above will be issued at the volume-weighted average price ("VWAP") for the 20 trading days immediately prior to the date of each such share issuance.

7. EXPLORATION AND EVALUATION ASSETS (cont'd…)

The Wild Dog Project (cont'd…)

Upon the Company acquiring 80% interest, the Company will grant a 2% net smelter return royalty ("NSR") in respect of ELA 2516. The Company may purchase one-half (1%) at any time prior to the commencement of commercial production with the payment and issuance of:

(i) $625,000; and
(ii) $625,000 in shares at a price per share equal to the 30-day VWAP.

The Company is also required to issue $150,000 in shares on the grant of EL 2516 to a third party at a price equal to the lesser of (a) the price of the last financing and (b) the closing price of the common shares immediately prior to license issuance;

2) The Aphrodite Agreement

Wild Dog entered into an agreement dated December 19, 2019, as amended August 31, 2023, (the "Aphrodite Agreement") with Empire Exploration Pty Ltd and the trustee of the Aphrodite Trust ("Aphrodite"), whereby Aphrodite agreed to withdraw all legal claims relating to its 10% interest in the historic tenement. Pursuant to the Aphrodite Agreement, the Company is required to pay:

(i) $112,500 within 10 business days following the grant of EL 2516;
(ii) $10,000 within 30 business days following the grant of the EL 2516; and
(iii) $122,500 within 10 business days following the 12-month anniversary of the grant of EL 2516.

3) The NGGL Agreement

Wild Dog entered into an agreement dated May 30, 2022, as amended August 31, 2023, (the "**NGGL Agreement**") with NGGL (in liquidation), whereby NGGL agreed to withdraw all legal claims relating to the historic tenements. Pursuant to the NGGL Agreement, the Company is required to pay and issue to NGGL's liquidator:

(i) $30,000 within 20 business days following the notification of the grant of EL 2516;
(ii) $325,000 within 20 business days following the grant of the EL 2516; and
(iii) $400,000 in shares of the Company at the market price of the Company's shares immediately preceding the share issuance, on the grant of EL 2516.

The Kesar Creek Project

The Kesar Creek Project consists of EL 2711, comprising 130 square kilometers, and is located in Kainantu region, Eastern Highlands Province, Papua New Guinea.

Wild Dog entered into a project and investment agreement dated April 5, 2023 (the "Project and Investment Agreement") with Andy Thomas ("Thomas") and Yaendal Minerals Limited ("Yaendal"), pursuant to which the Company agreed to acquire a 90% interest in Yaendal (the "90% Yaendal Interest"), a Papua New Guinea company, which holds EL 2711.

7. EXPLORATION AND EVALUATION ASSETS (cont'd…)

The Kesar Creek Project (cont'd…)

The Company acquired 90% of the stock in Yaendal and in order to retain the 90% Yaendal, the Company is required to pay:
(i) $200,000 on granting of the EL 2711 (paid subsequent to year end);
(ii) $100,000 on or before the 12-month anniversary of granting of the EL 2711; and
(iii) $100,000 on or before the 24-month anniversary of granting of the EL 2711.
In the event of non-payment the Company is required to return the shares to Thomas.

Pursuant to the Project and Investment Agreement, the Company will also pay and issue:

(i) 640,295 common shares within 20 business days following the grant of the EL 2711 (issued with a fair value of $364,968); and
(ii) $5,000 in cash per month to Thomas' consulting company for a period of six (6) years following the execution of the Project and Investment Agreement.

At any time after the completion and publication of a definitive feasibility study and after written receipt of the first renewal of the grant of the EL 2711 pursuant to ELA 2711, the Company shall have the right to purchase all or any portion of the remaining shares in Yaendal held by Thomas at a price equal to the mid-point of a range of an independent valuation by an independent accountant. Up to 80% of this is payable, at the election of the Company, in Great Pacific Shares at a price equal to at the VWAP for the 20 trading days immediately prior to the date of such share issuance.

The Company will be solely responsible for funding exploration activities and other expenditures at the Kesar Creek Project. Yaendal will be required to repay to the Company 100% of the earnings or dividends that Thomas would be entitled to receive until such time as the amounts so received equal the aggregate amount of expenditures incurred by the Company that would have been payable by Thomas.

The Kesar Creek Project is subject to a 2% NSR that Yaendal may purchase one-half (1%) at any time, for $1,500,000.

Victoria, Australia Projects

During the year ended December 31, 2019, the Company acquired a 100% right, title and interest in and to certain Central Victoria Properties in Australia, through the acquisition of Currawong. Pursuant to the terms of a share purchase agreement, the Company issued 3,000,000 common shares of the Company and paid AUD$300,000 over a period of three years (note 9). The transaction was accounted for as an asset purchase of mineral property interests and $686,389 was allocated to the fair value of exploration and evaluation assets. The Central Victoria Properties are exploration stage properties comprised of the Golden Mountain Project, the Providence Project, the Lauriston Gold Project, and other exploration license applications filed with the state of Victoria, in the south east area of Australia.

Beechworth Projects

During the year ended December 31, 2020 the Company entered into a property acquisition agreement with Northern Mine Ventures P/L ("Northern Mine"), under which it acquired the 36-square-kilometre Beechworth gold project in Victoria, Australia, held within EL4697 and RLA006013 by Northern Mine.

7. EXPLORATION AND EVALUATION ASSETS (cont'd…)

Pursuant to the terms of the 2020 agreement between the Company and Northern Mine, the Company paid CAD$49,175 (AUD $50,000) to Northern Mine and agreed to pay an additional AUD $250,000 on the date that the granted Exploration Licence is converted to a Retention Licence (the application to convert to a Retention Licence has been filed but has not been converted). The Company also agreed to incur AUD $130,000 in exploration expenditures on the project within 90 days. Northern Mine retained a 2.5% NSR, which may be repurchased with a one-time payment of AUD $2,000,000.

Blackwood Project

During the year ended December 31, 2023, the Company entered into property acquisition agreements with Blackwood Gold Mines PTY Ltd. ("Blackwood Gold") and Cauldron Energy Ltd. ("Cauldron") to acquire 100% of the Blackwood gold project in Victoria, Australia, held within EL5479 and PL007763. The Company acquired a 49% interest from Blackwood Gold for AUD$294,000 and acquired a 51% interest from Cauldron for AUD$300,000, of which AUD$200,000 was paid on signing and AUD$100,000 is payable on the first anniversary. The fair value of the deferred payment was determined to be $72,633 on the date of the acquisition using a discounted cash flow model (Note 9). During the year ended December 31, 2023 the Company paid $429,492 (AUD$500,000). The project is subject to a royalty of 0.5% payable to Blackwood Gold, which the Company can repurchase for AUD$1,000,000 subject to proportionate buy-back adjustments if the price of gold is over US$1,915.

Moormbool, Avoca and Timor Projects

During the year ended December 31, 2020 the Company entered into a purchase agreement with Mercator Gold Australia Pty. Ltd. ("Mercator"), a subsidiary of Alternative Investment Market-listed ECR Minerals PLC, whereby it acquired a 100% interest in three high-grade gold projects called the Timor project, the Avoca project and the Moormbool project.

During the year ended December 31, 2020, the Company completed a spin-out of its wholly owned subsidiary Leviathan Gold Ltd. ("Leviathan"). During the year ended December 31, 2021, the Timor and Avoca projects were sold to Leviathan for AUD$764,081 (CAD$730,079), and consequently the Company only holds the Moormbool project.

Under the terms of the purchase agreement, the Company paid $448,495 (AUD$500,000) to Mercator in consideration of a 100% interest in the three gold projects. The Company will also pay Mercator AUD$1 for every ounce of gold or gold equivalent of measured resource, indicated resource or inferred resource (the "Resource Payment") within one or more of the tenements comprising the gold projects, which payment shall not exceed a total of AUD$1,000,000. In the event the Company carries out commercial production on the gold projects, the Company will pay Mercator AUD$1 for every ounce of gold or gold equivalent ounces produced from the tenements comprising the gold projects, which payment shall not exceed a total of AUD$1,000,000 (the "Commercial Production Payment").

Other Projects

In addition to the projects listed above, the Company has submitted tenement applications for new projects, including the Walhalla Project, and other areas contiguous to current projects. All projects are in Victoria, Australia.

(Expressed in Canadian Dollars)

7. EXPLORATION AND EVALUATION ASSETS (cont'd…)

Below is a summary of the changes in the exploration and evaluation assets for the years ended December 31, 2023 and December 31, 2022:

	December 31, 2023				December 31, 2022	
Acquisition Costs	Wild Dog Project	Kesar Project	Victoria Projects	Total	Victoria Projects	Total
Balance, beginning of year	$ -	$ -	$ 774,953	$ 774,953	$ 833,627	$ 833,627
Acquisition – Blackwood	-	-	502,125	502,125	-	-
Acquisition- Wild Dog Resources Inc. (Note 5)	4,893,833	447,397	-	5,341,230	-	-
Acquisition- Kesar Creek (Note 7)	-	364,968	-	364,968	-	-
Foreign exchange	-	-	15,470	15,470	(58,674)	(58,674)
Balance, end of year	$ 4,893,833	$ 812,365	$ 1,292,548	$ 6,998,746	$ 774,953	$774,953

During the year ended December 31, 2023, the Company incurred exploration costs as follows:

	Victoria Projects							
Exploration Expenditures	Golden Mountain Project	Lauriston Project	Beechworth Project	Providence Project	Walhalla	Other Projects and General Exploration	Wild Dog Resources Project	Total
Assay	$ 3,733	$ 22,104	$ 6562	$ 3,588	$ 7,935	$ 4,151	$ 3,741	$ 51,814
Data compilation	1,632	2,490	942	2,180	3,960	21,307	-	32,511
Drilling	-	90,850	-	-	-	-	-	90,850
Equipment rental	-	33,830	5,851	77	3,155	210	-	43,123
Field expenditures	10,026	26,101	1,173	11,280	35,867	7,243	6,564	98,254
Geological consulting	31,991	79,192	10,939	28,962	94,619	268,180	40,552	554,435
Geophysics and surveying	-	6,391	1,524	-	8,932	-	-	16,847
Project administration	1,884	13,749	1,559	4,482	13,488	3,156	11,590	49,908
Salaries and wages	27,253	140,264	6,824	67,041	144,957	195,333	-	581,672
Tenement administration & fees	18,404	40,100	12,657	15,435	63,367	21,356	-	171,319
Travel	3,246	15,769	445	2,531	15,642	14,279	-	51,912
	$ 98,169	$ 470,840	$ 48,476	$ 135,576	$ 391,922	$ 535,215	$ 62,447	$1,742,645

(Expressed in Canadian Dollars)

7. EXPLORATION AND EVALUATION ASSETS (cont'd…)

During the year ended December 31, 2022, the Company incurred exploration costs as follows:

Exploration Expenditures	Golden Mountain Project	Lauriston Project	Beechworth Project	Providence Project	Walhalla	Other Projects and General Exploration	Total
Assay	$ 42,229	$ 55,943	$ 26,579	$ 45,895	$ 8,842	$ 906	$ 180,394
Data compilation	555	8,463	19	1,566	892	38,545	50,040
Drilling	481,339	220,215	139,434	793,623	151,283	57,842	1,843,736
Equipment rental	103	60,013	2,674	9,289	14,378	951	87,408
Field expenditures	38,551	42,406	19,784	63,880	20,195	14,470	199,286
Geological consulting	95,257	193,457	30,011	83,656	71,082	13,009	486,472
Geophysics	-	63,729	9,893	23,843	36,353	-	133,818
Project administration	10,608	22,958	2,552	21,970	9,705	4,457	72,250
Salaries and wages	180,951	226,548	129,727	274,859	60,748	223,825	1,096,658
Sampling	-	27,957	10,402	-	8,687	2,971	50,017
Tenement administration & fees	24,170	66,753	24,472	38,637	33,677	26,054	213,763
Travel	25,266	14,207	16,757	28,807	3,327	22,414	110,778
	$ 899,029	$1,002,649	$ 412,304	$1,386,025	$ 419,169	$ 405,444	$4,524,620

(Expressed in Canadian Dollars)

7. EXPLORATION AND EVALUATION ASSETS (cont'd…)

Under Australian mining laws, the Company is required to incur AUD$15,000 plus AUD $150 per km2 in first year, AUD $200 per km2 for each of second, third and fourth year and AUD $300 per km2 for each year thereafter. The expenditure commitment per km2 increases over time, but is offset by forced tenement area reductions on the second and fourth anniversary of 25% and 40% respectively.

Pursuant to the Australian mineral rights regulations, the Company is required to incur annual minimum exploration expenditures to maintain the exploration licenses. The Company estimates the following annual minimum exploration expenditures to fall due over the next three years, based on both granted licenses and the anticipated timing of pending licenses being granted, to be AUD$919,675 in 2024, AUD$946,775 in 2025, and AUD$875,905.

8. INVESTMENT IN ONTAGA RESOURCES LTD

On September 20, 2023, the Company closed the acquisition of Wild Dog (Note 5) which owns a 25% interest in Ontaga Resources Ltd ("Ontaga"). The Company can earn up to 85% in Ontaga, which holds the Arau Project, as described below.

The Arau Project

The Arau Project consists of EL 2651 and EL 2715 (issued subsequent to year end), totaling approximately 614 square kilometers, located in the Kainantu region, Eastern Highlands Province, Papua New Guinea.

Wild Dog entered into a Share Purchase and Financing Agreement dated January 10, 2021 with Taha Sanduhu ("Sanduhu") and Ontaga Resources Ltd. ("Ontaga") pursuant to which the Company can acquire up to 85% interest in Ontaga. The Company currently holds a 25% interest and may acquire an additional 60% interest in Ontaga (up to an aggregate of 85%), by paying $390,000 on or before the later of the renewal dates for EL 2651 or EL 2715.

Wild Dog is also required to pay:

i. K50,000 in cash towards the completion of a medical clinic located near the village of Arau and the employment of the services of a nurse during the third year of EL2651;
ii. K50,000 in cash for employment services for the 24 months following the completion of the First Ontaga Option during the fourth year of EL2651;

Upon the Company acquiring an 85% interest in Ontaga, the Company will be solely responsible for funding exploration activities and other expenditures at the Arau Project. However, Ontaga will be required to pay to the Company 80% of earnings or dividends that Sanduhu would be entitled to receive until such time as the amounts so received equal the aggregate amount of expenditures incurred by the Company that would have been payable by Sanduhu.

The Arau Project is subject to a 2% NSR. Ontaga may purchase one-half (1%) of the NSR at any time, for $1,000,000.

As at December 31, 2023 the Ontaga had no assets or liabilities. During the period from September 20 to December 31, 2023 Ontaga did not have any transactions and recorded a loss for the period of $Nil.

Investment in Ontaga Resources Ltd	December 31, 2023 $
Balance, beginning of year	-
Acquisition of Ontaga Resources Ltd	2,112,402
Balance, end of year	2,112,402

(Expressed in Canadian Dollars)

9. DEFERRED ACQUISITION PAYMENTS

On August 8, 2019, the Company closed the acquisition of Currawong through the issuance of 3,000,000 common shares and agreeing to make total payments of AUD$300,000 as follows:

- AUD$75,000 on closing (paid $68,241);
- AUD$75,000 by August 8, 2020 (paid $71,702);
- AUD$75,000 by August 8, 2021 (paid $68,862); and
- AUD$75,000 by August 8, 2022 (paid $67,281).

The fair value of the deferred payments of $142,037 over a three-year period was determined on the date of the acquisition using a discounted cash flow model. A discount rate of 20% was used.

On October 6, 2023, the Company closed the acquisition of the Blackwood project, paying cash consideration of AUD$494,000 and agreeing to pay an additional AUD$100,000 on October 6, 2024. The fair value of the deferred payment was determined to be $72,633 on the date of the acquisition using a discounted cash flow model (Note 7). A discount rate of 20% was used. The changes in the value of the deferred payments are as follows:

	December 31, 2023 $	December 31, 2022 $
Balance, beginning of year	-	61,855
Asset acquisition – Blackwood	72,633	-
Accretion expense	3,273	7,078
Payments	-	(67,281)
Foreign exchange	2,388	(1,652)
Balance, end of year	78,294	-
Current portion	78,294	-

10. SHARE CAPITAL

Authorized

Unlimited common shares without par value.

Escrowed Shares

As at December 31, 2023 the Company had 5,387,147 common shares subject to escrow release provisions which were released on March 20, 2024.

Share issuances

During the year ended December 31, 2023 the Company:

a) Received $380,000 from the exercise of 950,000 stock options.

b) Issued 16,161,441 common shares as part of the consideration for Wild Dog (Note 5).

c) Issued 640,295 common shares following the grant of Kesar Creek Project EL 2711 (Note 7), with a fair value of $364,968.

During the year ended December 31, 2022, the Company received $128,400 from the exercise of 321,000 stock options.

(Expressed in Canadian Dollars)

10. SHARE CAPITAL (cont'd…)

Stock Options and Warrants

The Directors of the Company adopted a stock option plan on December 12, 2019 (the "Option Plan"). The Option Plan provides that, subject to the requirements of the Exchange, the aggregate number of securities reserved for issuance will be 10% of the number of the Company's common shares issued and outstanding at the time such options are granted. Options may be granted under the Option Plan to such directors, officers, employees, management or consultants of the Company and its affiliates, if any, as the Board of Directors may from time to time designate. The Option Plan provides that the number of Common Shares that may be reserved for issuance to any one individual upon exercise of all stock options held by such individual may not exceed 5% of the issued common shares, if the individual is a director, officer, employee or consultant, or 2% of the issued common shares, if the individual is engaged in providing investor relations services, in a twelve month basis, unless disinterested shareholder approval is obtained. All options granted under the Option Plan will expire not later than the date that is ten years from the date that such options are granted. Options terminate earlier as follows: (i) immediately in the event of dismissal with cause; (ii) 90 days from date of termination other than for cause; or (iii) one year from the date of death or disability.

During the year ended December 31, 2023 the Company recorded $nil (2022 - $24,692) of share-based payments expense related to stock options granted and vested in the consolidated statement of loss and comprehensive loss. The Company issued 1,553,679 stock options and 526,892 share purchase warrants as part of the consideration for Wild Dog (Note 5) during the year ended December 31, 2023.

The changes in the stock options and share purchase warrants for the year ended December 31, 2023 are as follows:

	Stock Options		Warrants	
	Number	Weighted Average Exercise Price	Number	Weighted Average Exercise Price
Balance, December 31, 2021	6,075,000	$ 1.09	3,737,063	$ 2.68
Exercised	(321,000)	0.40	-	-
Expired	-	-	(3,737,063)	2.68
Balance, December 31, 2022	5,754,000	1.13	-	-
Granted (Note 5)	1,553,679	0.62	526,892	0.70
Exercised	(950,000)	0.40	-	-
Expired	-	-	(526,892)	0.70
Balance, December 31, 2023	6,357,679	$ 1.12	-	$ -

The Company had no share purchase warrants outstanding as at December 31, 2023. The balance of stock options outstanding as at December 31, 2023 was as follows:

Expiry Date	Number	Exercise Price	Remaining Life (Years)
Stock options			
April 14, 2025	1,204,000	$ 0.40	1.29
April 19, 2026	3,600,000	1.57	2.30
August 21, 2024	376,110	0.35	0.64
February 16, 2026	1,052,928	0.70	2.13
December 8, 2026	124,641	0.70	2.94
	6,357,679		

(Expressed in Canadian Dollars)

10. SHARE CAPITAL (cont'd…)

Restricted and Deferred Share Units

The Company has a long-term incentive plan ("LTIP"), that permits the grant of Restricted Share Units ("RSU's) and Deferred Share Units (collectively referred to as "Awards") to directors, officers, employees and consultants. Under the terms of the LTIP the maximum number of Awards that can granted is fixed at 6,823,938. Further, the maximum number of shares for which Awards and other share compensation issuable to: (i) any participant shall not exceed 5% of the outstanding shares within any one year period, (ii) a consultant shall not exceed 2% of the outstanding shares within any one year period; and (ii) insiders as a group shall not exceed 10% of the outstanding shares. No persons providing investor relations activities may be granted Awards under the SBC Plan. All Awards are subject to a mandatory one-year vesting requirement. The Company did not grant any Awards during the years ended December 31, 2023 or 2022.

11. MANAGEMENT OF CAPITAL

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern and to maintain a flexible capital structure which optimizes the cost of capital within a framework of acceptable risk. In the management of capital, the Company includes the components of shareholders' equity.

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 its capital structure, the Company may issue new shares, issue debt, acquire or dispose of assets or adjust the amount of cash. The Company is dependent on the capital markets as its primary source of operating capital and the Company's capital resources are largely determined by its ability to compete for investor support of its projects. There were no changes to the Company's approach to capital management during the year ended December 31, 2023.

12. INCOME TAXES

A reconciliation of income taxes (recovery) at statutory rates with the reported taxes for the years ended December 31, 2023 and 2022 are as follows:

		2023		2022
Loss before income taxes	$	4,430,784	$	6,071,322
Expected income tax (recovery)	$	(1,191,000)	$	(1,639,000)
Change in statutory, foreign tax and other		43,000		(150,000)
Non-deductible expenses		(1,000)		(79,000)
Change in unrecognized deductible temporary differences		1,149,000		1,868,000
Income tax recovery	$	-	$	-

The significant components of the Company's deferred income tax assets as at December 31, are as follows:

	2023 $	2022 $
Non-capital loss carry forward	8,908,051	6,952,761
Share issue and financing costs	203,301	342,832
Resource property costs	14,177	(7,340)
Plant and equipment	(41,126)	(72,097)
Foreign exchange and other	-	965
Unrecognized deferred income tax assets	(9,084,403)	(7,217,121)
Net deferred tax asset	-	-

12. INCOME TAXES (cont'd…)

As at December 31, 2023, the Company has non-capital losses carried forward in Canada for income tax purposes of approximately $15,220,672 (2022 - $9,556,181) available to offset future income for income tax purposes which expire in 2040 through 2042. The Company also has tax losses in Australia of approximately $15,994,899 (2022 - $14,575,307) and in PNG of approximately $378,429 (2022 - $nil) which may be carried forward indefinitely and applied against future assessable income. Future tax benefits, which may arise as a result of these losses, have not been recognized in these consolidated financial statements.

13. FINANCIAL INSTRUMENTS

For financial instruments held by the Company, management classifies cash and cash equivalents as FVTPL and receivables, accounts payable and accrued liabilities, and deferred acquisition payments as amortized cost.

a) Fair value of financial instruments

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
Level 3 – Inputs that are not based on observable market data.

As at December 31, 2023, the Company believes that the carrying values of receivables, accounts payable and accrued liabilities approximate their fair values because of their nature and relatively short maturity dates or durations. The carrying value of deferred acquisition payments approximates fair value because the factors considered in assessing the fair value of this item have not changed from the issuance date to December 31, 2023. The fair value of cash and cash equivalents is based on level 1 inputs of the fair value hierarchy.

b) Management of risks arising from financial instruments

Discussions of risks associated with financial assets and liabilities are detailed below:

Credit risk
Credit risk arises from cash and cash equivalents held with banks and financial institutions. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The Company's cash and cash equivalents is held with reputable Canadian and Australian banks. The credit risk related to cash and cash equivalents is considered minimal.

Interest rate risk
Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The risk that the Company will realize such a loss is limited because the Company has no interest-bearing financial instruments.

Liquidity risk
The Company manages liquidity risk by maintaining sufficient cash and cash equivalents to enable settlement of transactions as they come due. Management monitors the Company's contractual obligations and other expenses to ensure adequate liquidity is maintained.

13. FINANCIAL INSTRUMENTS (cont'd…)

b) Management of risks arising from financial instruments (cont'd…)

Contractual cash flow requirements as at December 31, 2023 were as follows:

	< 1 year $	1 – 2 years $	3 – 5 years $	Total $
Accounts payable and accrued liabilities	391,702	-	-	391,702
Deferred payments	90,010	-	-	90,010
Total	481,712	-	-	481,712

Currency risk

The international nature of the Company's operations results in foreign exchange risk. The Company's operating costs are primarily in Canadian dollars, Australian dollars and US dollars. Any fluctuations of the Canadian dollar in relation to these currencies may affect the profitability of the Company and the value of the Company's assets and liabilities. Management believes the foreign exchange risk derived from currency conversions is not significant and therefore does not hedge its foreign exchange risk.

14. RELATED PARTY TRANSACTIONS

Key management compensation consists of the Chairman, Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, and the Board of Directors. The Company incurred charges to directors and officers, or to companies associated with these individuals, during the years ended December 31, 2023 and 2022 as follows:

	December 31, 2023 $	December 31, 2022 $
Directors fees	156,000	72,000
Management fees	439,000	324,000
Exploration related and Geological consulting fees	495,506	436,982
Professional fees	423,958	210,062
Rent, included in office expenses	39,352	54,198
	1,553,816	1,097,242

As at December 31, 2023, $262,788 (2022 - $136,836) was included in accounts payable and accrued liabilities owing to, and $126,886 (2022 - $Nil) was included prepaid expenses owing from directors, officers, and companies controlled or affiliated with directors and officers of the Company in relation to fees, reimbursement of expenses and expense advances.

15. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

During the year ended December 31, 2023, the Company:

a) Issued 16,161,441 shares valued at $7,002,024; issued 1,553,679 stock options valued at $343,795; and issued 526,892 share purchase warrants valued at $22,219 as consideration for Wild Dog (Note 5).

b) Acquired mineral properties through deferred payments of $75,021 (Note 7).

c) Acquired mineral properties through the issuance of 640,295 common shares with a fair value of $364,968.

There were no material non-cash transactions during the year ended December 31, 2022.

(Expressed in Canadian Dollars)

16. SEGMENT INFORMATION

The Company operates in one reportable operating segment, being the acquisition, exploration, and evaluation of resource properties in Australia and Papua New Guinea, as described in Note 7. The information based on the geographical location of the assets is as follows:

	December 31, 2023			
	Canada	Australia	Papua New Guinea	Total
Equipment	$ -	$ 132,564	$ 22,125	$ 154,689
Exploration and evaluation assets	-	1,292,548	5,706,198	6,998,746
Investment in Ontaga Resources Ltd.	-	-	2,112,402	2,112,402
Reclamation bonds	-	67,756	-	67,756
Total assets	$ 10,995,050	$ 1,686,055	$ 8,087,237	$ 20,768,342

	December 31, 2022		
	Canada	Australia	Total
Equipment	$ -	$ 240,324	$ 240,324
Exploration and evaluation assets	-	774,953	774,953
Reclamation bonds	-	69,224	69,224
Total assets	$ 15,517,776	$ 1,333,378	$ 16,851,154

17. SUBSEQUENT EVENTS

Subsequent to the year ended December 31, 2023, the Company:

a) Granted 6,690,000 RSU's to directors, officers and consultants of the Company. The RSU's vest in 12 months.

b) Granted 2,215,000 stock options to directors, officers and consultants of the Company. The stock options vested on grant and are exercisable at $0.95 for a period of five years.

c) Entered into an agreement to acquire 100% of the issued and outstanding shares of Tinga Valley Copper & Gold Corp ("TVCG") via a three-cornered amalgamation. TVCG holds an exploration license known as Tinga Valley, in PNG. In consideration the Company has agreed to issue 12,500,000 common shares to the shareholders of TVCG. The common shares issued to the TVCG shareholders will be subject to voluntary restrictions on resale, 33.3 per cent of the common shares will be subject to restrictions on resale for a period of four months following closing, 33.3 per cent of the common shares will be subject to restrictions on resale for a period of eight months following closing and 33.4 per cent of the common shares will be subject to restrictions on resale for a period of 12 months following closing. The Company has appointed a financial adviser in connection with the transaction and has agreed to issue 600,000 common shares to the adviser. The transaction and the financial adviser appointment are subject to the approval of the TSX Venture Exchange acceptance and the satisfaction of other customary conditions.