

# Golden Spike Resources Corp.

## Condensed Consolidated Interim Financial Statements

For the Six Months Ended February 29, 2024

(Unaudited – Expressed in Canadian dollars)

# Golden Spike Resources Corp.

For the Six Months Ended February 29, 2024

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## **NOTICE OF NO AUDITOR REVIEW OF CONDENSED INTERIM FINANCIAL STATEMENTS**

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

The accompanying unaudited condensed consolidated interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

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

April 19, 2024

Golden Spike Resources Corp.  
Condensed Consolidated Interim Statements of Financial Position  
As at  
(Expressed in Canadian Dollars)

|  | <b>February 29, 2024</b> | <b>August 31, 2023</b> |
|--|--------------------------|------------------------|
|  | (unaudited)              |                        |
| <b>Assets</b>  |                          |                        |
| <b>Current</b>   |                          |                        |
| Cash   | \$ 229,409               | \$ 168,393             |
| Sales tax receivable                                     | 6,919                    | 19,857                 |
| Prepaid expenses   | 25,728                   | 8,652                  |
|  | 262,056                  | 196,902                |
| <b>Exploration and Evaluation Assets</b> (notes 7 and 8) | 4,140,652                | 4,105,144              |
|  | \$ 4,402,708             | \$ 4,302,046           |
| <b>Liabilities and Shareholders' Equity</b>              |                          |                        |
| <b>Current</b>   |                          |                        |
| Accounts payable   | \$ 6,154                 | \$ 13,033              |
| Accrued liabilities                                      | -                        | 47,662                 |
|  | 6,154                    | 60,695                 |
| <b>Shareholders' Equity</b>                              |                          |                        |
| <b>Share Capital</b> (note 9)                            | 5,296,776                | 4,941,255              |
| <b>Reserves</b> (note 9)                                 | 1,518,273                | 1,514,781              |
| <b>Deficit</b>   | (2,418,495)              | (2,214,685)            |
|  | 4,396,554                | 4,241,351              |
|  | \$ 4,402,708             | \$ 4,302,046           |

**Going Concern** (note 2)

Approved on behalf of the Board:

|                         |                         |
|-------------------------|-------------------------|
| <i>"Keith Anderson"</i> | <i>"Robert Cinitis"</i> |
| ..... Director          | ..... Director          |
| Keith Anderson          | Robert Cinitis          |

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

Golden Spike Resources Corp.  
Condensed Consolidated Interim Statements of Loss and Comprehensive Loss  
For the Six Months Ended  
(Unaudited – Expressed in Canadian Dollars)

|   | <b>Three Months<br/>Ended<br/>February 29,<br/>2024</b> | <b>Three Months<br/>Ended<br/>February 28,<br/>2023</b> | <b>Six Months<br/>Ended<br/>February 29,<br/>2024</b> | <b>Six Months<br/>Ended<br/>February 28,<br/>2023</b> |
|---|---|---|---|---|
| <b>Expenses</b>   |   |   |   |   |
| Consulting fees (note 8)  | \$ 57,000   | \$ 72,000   | \$ 114,000  | \$ 153,000  |
| Office and general  | 4,233   | 10,153  | 8,098   | 16,632  |
| Part XII.6 tax  | 220   | 210   | 220   | 210   |
| Professional fees (note 8)  | 25,507  | 55,962  | 45,407  | 101,403   |
| Rent  | -   | -   | -   | 2,500   |
| Share-based compensation<br>(notes 8 and 9)   | -   | 227,762   | -   | 227,762   |
| Shareholder communications and<br>promotion   | 2,668   | 11,916  | 6,791   | 16,470  |
| Transfer agent and filing fees  | 16,212  | 72,984  | 26,481  | 82,728  |
| Travel  | -   | 11,322  | -   | 21,489  |
| <b>Loss Before Other Item</b>   | <b>(105,840)</b>  | <b>(462,309)</b>  | <b>(200,997)</b>                                      | <b>(622,194)</b>                                      |
| <b>Other Item</b>   |   |   |   |   |
| Loss on settlement of debt  | (2,813)   | -   | (2,813)   | -   |
| <b>Net Loss and Comprehensive Loss</b>  | <b>\$ (108,653)</b>                                     | <b>\$ (462,309)</b>                                     | <b>\$ (203,810)</b>                                   | <b>\$ (622,194)</b>                                   |
| <b>Basic and Diluted Loss Per Share</b>   | <b>\$ (0.00)</b>  | <b>\$ (0.01)</b>  | <b>\$ (0.01)</b>                                      | <b>\$ (0.02)</b>                                      |
| <b>Weighted Average Number of<br/>Common Shares Outstanding –<br/>Basic and Diluted</b> |   |   |   |   |
|   | 40,321,291  | 34,600,000  | 38,210,646  | 34,495,028  |

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

Golden Spike Resources Corp.  
Condensed Consolidated Interim Statements of Changes in Equity  
(Unaudited – Expressed in Canadian Dollars)

|   | Share Capital     |                     | Reserves            | Deficit               | Total               |
|---|-------------------|---------------------|---------------------|-----------------------|---------------------|
|   | Number of Shares  | Share Capital       |                     |                       |                     |
| <b>Balance, August 31, 2022</b>                     | <b>33,600,000</b> | <b>\$ 4,448,755</b> | <b>\$ 1,287,019</b> | <b>\$ (1,138,913)</b> | <b>\$ 4,596,861</b> |
| Shares issued for exploration and evaluation assets | 1,000,000         | 200,000             | -                   | -                     | 200,000             |
| Stock options granted                               | -                 | -                   | 227,762             | -                     | 227,762             |
| Net loss and comprehensive loss                     | -                 | -                   | -                   | (622,194)             | (622,194)           |
| <b>Balance, February 28, 2023</b>                   | <b>34,600,000</b> | <b>4,648,755</b>    | <b>1,514,781</b>    | <b>(1,761,107)</b>    | <b>4,402,429</b>    |
| Shares issued for exploration and evaluation assets | 1,500,000         | 292,500             | -                   | -                     | 292,500             |
| Net loss and comprehensive loss                     | -                 | -                   | -                   | (453,578)             | (453,578)           |
| <b>Balance, August 31, 2023</b>                     | <b>36,100,000</b> | <b>4,941,255</b>    | <b>1,514,781</b>    | <b>(2,214,685)</b>    | <b>4,241,351</b>    |
| Private placement                                   | 3,950,000         | 316,000             | -                   | -                     | 316,000             |
| Share issuance costs                                | -                 | (8,292)             | 3,492               | -                     | (4,800)             |
| Shares issued on settlement of debt                 | 562,500           | 47,813              | -                   | -                     | 47,813              |
| Net loss and comprehensive loss                     | -                 | -                   | -                   | (203,810)             | (203,810)           |
| <b>Balance, February 29, 2024</b>                   | <b>40,612,500</b> | <b>\$ 5,296,776</b> | <b>\$ 1,518,273</b> | <b>\$ (2,418,495)</b> | <b>\$ 4,396,554</b> |

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

Golden Spike Resources Corp.  
Condensed Consolidated Interim Statements of Cash Flows  
For the Six Months Ended  
(Unaudited – Expressed in Canadian Dollars)

|  | February 29,<br>2024 | February 28,<br>2023 |
|--|----------------------|----------------------|
| <b>Operating Activities</b>  |                      |                      |
| Net loss for the period  | \$ (203,810)         | \$ (622,194)         |
| Items not involving cash   |                      |                      |
| Loss on settlement of debt   | 2,813                | -                    |
| Share-based compensation   | -                    | 227,762              |
| Changes in non-cash working capital  |                      |                      |
| Sales tax receivable   | 12,938               | (7,661)              |
| Prepaid expenses   | (17,076)             | (12,913)             |
| Accounts payable and accrued liabilities                                   | (6,880)              | (154,247)            |
| <b>Cash Used in Operating Activities</b>                                   | <b>(212,015)</b>     | <b>(569,253)</b>     |
| <b>Investing Activity</b>  |                      |                      |
| Exploration and evaluation asset expenditures                              | (38,169)             | (187,481)            |
| <b>Cash Used in Investing Activity</b>                                     | <b>(38,169)</b>      | <b>(187,481)</b>     |
| <b>Financing Activities</b>  |                      |                      |
| Shares issued for cash   | 316,000              | -                    |
| Share issuance costs   | (4,800)              | -                    |
| <b>Cash Provided by Financing Activities</b>                               | <b>311,200</b>       | <b>-</b>             |
| <b>Net Change in Cash</b>  | <b>61,016</b>        | <b>(756,734)</b>     |
| <b>Cash, Beginning of Period</b>   | <b>168,393</b>       | <b>1,507,001</b>     |
| <b>Cash, End of Period</b>   | <b>\$ 229,409</b>    | <b>\$ 750,267</b>    |
| <b>Non-cash Transactions and Supplemental Disclosures</b>                  |                      |                      |
| Shares issued for exploration and evaluation assets                        | \$ -                 | \$ 200,000           |
| Fair value of agent compensation warrants included in share issuance costs | \$ 3,492             | \$ -                 |

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

Golden Spike Resources Corp.  
Notes to the Condensed Consolidated Interim Financial Statements  
For the Six Months Ended February 29, 2024 and February 28, 2023  
(Unaudited – Expressed in Canadian Dollars)

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**1. NATURE OF OPERATIONS AND CONTINUANCE OF OPERATIONS**

Golden Spike Resources Corp. (the “Company”) is an exploration stage company incorporated on January 14, 2020 under the laws of the province of British Columbia, Canada. Its principal business activity is the acquisition, exploration and evaluation of mineral properties located in Canada. The Company’s head office and principal business address is 830 – 1100 Melville Street, Vancouver, British Columbia, Canada, V6E 4A6. The Company’s registered and records office is 1000 – 595 Howe Street, Vancouver, British Columbia, Canada, V6C 2T5. On September 13, 2021, the Company’s shares began trading on the Canadian Securities Exchange (“CSE”) under the trading symbol “GLDS”. The Company’s shares also trade on the OTCQB in the United States under the symbol “GSPRF” and on the Frankfurt Börse Exchange in Germany under the symbol “L5Y”.

**2. GOING CONCERN**

The Company’s ability to continue its operations and to realize assets at their carrying values is dependent upon its ability to fund its existing acquisition and exploration commitments on its exploration and evaluation projects when they come due, which would cease to exist if the Company decides to terminate its commitments, and to cover its operating costs. The Company may be able to generate working capital to fund its operations by the sale of its exploration and evaluation projects or raising additional capital through equity markets. However, there is no assurance it will be able to raise funds in the future. These material uncertainties cast significant doubt regarding the Company’s ability to continue as a going concern. These condensed consolidated interim financial statements do not give effect to any adjustments required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the accompanying condensed consolidated interim financial statements. Such adjustments could be material.

If the going concern assumption were not appropriate for these condensed consolidated interim financial statements, then adjustments may be necessary to the carrying values of assets and liabilities, the reported expenses and the statement of financial position classifications used. Such adjustments could be material.

**3. BASIS OF PREPARATION**

a) Statement of compliance

The condensed consolidated interim financial statements of the Company have been prepared in accordance with International Financial Reporting Standards (“IFRS”), as issued by the International Accounting Standards Board, applicable to the preparation of interim financial statements, including International Accounting Standard 34 *Interim Financial Reporting*. They do not include all of the information required for a complete set of financial statements prepared in accordance with IFRS, and should be read in conjunction with the Company’s audited consolidated financial statements as at August 31, 2023 and for the year then ended. Selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Company’s financial position and performance since the consolidated financial statements for the year ended August 31, 2023.

These condensed consolidated interim financial statements were reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on April 19, 2024.

Golden Spike Resources Corp.  
Notes to the Condensed Consolidated Interim Financial Statements  
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(Unaudited – Expressed in Canadian Dollars)

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**3. BASIS OF PREPARATION** (Continued)

b) Basis of measurement

These condensed consolidated interim financial statements have been prepared under the historical cost basis, except for certain financial instruments that are measured at fair value, as explained in the significant accounting policies (note 4). These condensed consolidated interim financial statements have been prepared under the accrual basis of accounting, except for cash flow information.

c) Basis of presentation

These condensed consolidated interim financial statements include the accounts of the Company and its wholly owned subsidiary, Golden Horizon Exploration Corp. (“Golden Horizon”), for the periods presented. Intercompany balances and transactions are eliminated in preparation of the Company’s condensed consolidated interim financial statements.

Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. All significant intercompany transactions and balances have been eliminated.

**4. SIGNIFICANT ACCOUNTING POLICIES**

These condensed consolidated interim financial statements have been prepared, for all periods presented, following the same accounting policies and methods of computation as described in note 4 to the audited consolidated financial statements for the year ended August 31, 2023.

**5. 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 income/loss in the year of the change if the change affects that year only, or in the year of the change and future years if the change affects both.

*Critical judgments in applying accounting policies*

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

Golden Spike Resources Corp.  
Notes to the Condensed Consolidated Interim Financial Statements  
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**5. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (Continued)**

a) Income taxes

Significant judgment is required in determining the provision for income taxes. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Company recognizes liabilities and contingencies for anticipated tax audit issues based on the Company's current understanding of the tax law. For matters where it is probable that an adjustment will be made, the Company records its best estimate of the tax liability, including the related interest and penalties in the current tax provision. Management believes they have adequately provided for the probable outcome of these matters; however, the final outcome may result in a materially different outcome than the amount included in the tax liabilities.

In addition, the Company recognizes deferred tax assets relating to tax losses carried forward to the extent that it is probable that taxable profit will be available against which a deductible temporary difference can be utilized. This is deemed to be the case when there are sufficient taxable temporary differences relating to the same taxation authority and the same taxable entity that are expected to reverse in the same year as the expected reversal of the deductible temporary difference, or in years into which a tax loss arising from the deferred tax asset can be carried back or forward. However, utilization of the tax losses also depends on the ability of the taxable entity to satisfy certain tests at the time the losses are recouped.

b) Going concern risk assessment

The assessment of the Company's ability to continue as a going concern requires significant judgment. The condensed consolidated interim financial statements have been prepared on the basis of accounting principles applicable to a going concern, as disclosed in note 2.

c) 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 title may be affected by undetected defects.

*Key sources of estimation uncertainty*

The following are key assumptions concerning the future and other key sources of estimation uncertainty that have a significant risk of resulting in material adjustments to the condensed consolidated interim financial statements.

a) Recoverability of exploration and evaluation assets

The Company has determined that exploration, evaluation and related costs incurred, which have been capitalized, may have future economic benefits and may be economically recoverable. The Company uses several criteria in its assessment of economic recoverability and probability of future economic benefits, including geologic and other technical information.

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Notes to the Condensed Consolidated Interim Financial Statements  
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**5. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (Continued)**

b) Decommissioning liabilities

Rehabilitation provisions have been created based on the Company’s internal estimates. Assumptions, based on the current economic environment, have been made that management believes are a reasonable basis upon which to estimate the future liability. These estimates take into account any material changes to the assumptions that occur when reviewed regularly by management. Estimates are reviewed annually and are based on current regulatory requirements. Significant changes in estimates of contamination, restoration standards and techniques will result in changes to provisions from year to year. Actual rehabilitation costs will ultimately depend on future market prices for the rehabilitation costs, which will reflect the market condition at the time the rehabilitation costs are actually incurred.

The final cost of the currently recognized rehabilitation provisions may be higher or lower than currently provided for. As at February 29, 2024, the Company has no known rehabilitation requirements, and accordingly, no provision has been made.

c) Fair value of stock options granted

The Company uses the Black-Scholes option pricing model to value the stock options granted during the year. The Black-Scholes model was developed for use in estimating the fair value of traded options that have no vesting restrictions and are fully transferable. The model requires management to make estimates that are subjective and may not be representative of actual results. Changes in assumptions can materially affect estimates of fair values.

**6. FINANCIAL INSTRUMENTS**

Financial instruments are agreements between two parties that result in promises to pay or receive cash or equity instruments. The Company classifies its financial instruments as follows: cash is classified as fair value through profit and loss; and accounts payable, as amortized cost. The carrying values of these instruments approximate their fair values due to their short term to maturity.

The following table sets forth the Company’s financial asset measured at fair value by level within the fair value hierarchy:

| <b>February 29, 2024</b> | <b>Level 1</b> | <b>Level 2</b> | <b>Level 3</b> | <b>Total</b> |
|--------------------------|----------------|----------------|----------------|--------------|
| Cash                     | \$ 229,409     | \$ -           | \$ -           | \$ 229,409   |
| <b>August 31, 2023</b>   | <b>Level 1</b> | <b>Level 2</b> | <b>Level 3</b> | <b>Total</b> |
| Cash                     | \$ 168,393     | \$ -           | \$ -           | \$ 168,393   |

The Company has exposure to the following risks from its use of financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk.

Golden Spike Resources Corp.  
Notes to the Condensed Consolidated Interim Financial Statements  
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**6. FINANCIAL INSTRUMENTS** (Continued)

a) Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company manages credit risk, in respect of cash, by placing it at major Canadian financial institutions. The Company has minimal credit risk.

b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquid funds to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The contractual financial liabilities of the Company as of February 29, 2024 equal \$6,154 (August 31, 2023 - \$60,695). All of the liabilities presented as accounts payable are due within 30 days of the reporting date.

c) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates, will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return on capital.

*i) Currency risk* – The Company has no funds held in a foreign currency, and as a result, is not exposed to significant **exchange** risk on its financial instruments at period-end.

*ii) Interest rate risk* – Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. Interest earned on cash is at nominal interest rates, and therefore, the Company does not consider interest rate risk to be significant. The Company has no interest-bearing financial liabilities.

*iii) Other price risk* – Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk. The Company is not exposed to significant other price risk.

d) Capital management

The Company considers its capital to be comprised 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 the capital structure, the Company may attempt to issue new shares. Although the Company has been successful at raising funds in the past through the issuance of share capital, it is uncertain whether it will continue this method of financing due to the current difficult market conditions.

In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions.

Golden Spike Resources Corp.  
Notes to the Condensed Consolidated Interim Financial Statements  
For the Six Months Ended February 29, 2024 and February 28, 2023  
(Unaudited – Expressed in Canadian Dollars)

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**6. FINANCIAL INSTRUMENTS** (Continued)

d) Capital management (continued)

Management reviews the capital structure on a regular basis to ensure that the above objectives are met. There have been no changes to the Company's approach to capital management during the six months ended February 29, 2024. The Company is not subject to externally imposed capital requirements.

**7. EXPLORATION AND EVALUATION ASSETS**

*Gregory River Property*

The Company, through Golden Horizon, acquired 100% of the interest in the Gregory River Property, a mineral exploration property located in Newfoundland. Under the terms of the option agreement, the Company was required to make cash payments and issue common shares of the Company as follows:

- Pay \$20,000 upon signing (paid);
- Issue 1,000,000 common shares of the Company on or before the earlier of: (i) the listing of Golden Horizon's common shares on the CSE, and (ii) December 31, 2022 (issued on September 19, 2022); and
- Pay \$45,000 (paid) and issue an additional 1,500,000 common shares (issued on June 22, 2023) on or before the earlier of: (i) the first anniversary of the listing of Golden Horizon's common shares on the CSE; and (ii) June 30, 2023.

The Company was also required to incur exploration expenditures on the Gregory River Property as follows:

- \$75,000 on or before January 1, 2022 (incurred); and
- An additional \$200,000 on or before December 31, 2022 (incurred).

The property is subject to a 2% net smelter return royalty ("NSR"). The Company has the right to purchase one-half of the NSR from the optionors at any time for \$1,500,000.

*Camping Lake Property*

On September 1, 2020, the Company entered into an option agreement to acquire a 100% interest in the Camping Lake Property, consisting of 5 mineral claims located in the Red Lake Mining District, Ontario. Under the terms of the agreement, the Company was required to make cash payments and issue common shares of the Company as follows:

- Pay \$30,000 upon signing (paid);
- Pay \$45,000 (paid) and issue 500,000 common shares (issued and valued at \$195,000) on or before the day the Company's shares become listed for trading on the CSE; and
- Issue 750,000 common shares on or before the one-year anniversary from the day the Company's shares become listed for trading on the CSE.

The vendor retained a 3% NSR, of which 2% could be repurchased for \$1,000,000.

The Company decided to discontinue exploration on the Camping Lake Property, and accordingly, an impairment loss of \$439,504 was recognized during the year ended August 31, 2022. The agreement was terminated on November 17, 2022.

Golden Spike Resources Corp.  
Notes to the Condensed Consolidated Interim Financial Statements  
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(Unaudited – Expressed in Canadian Dollars)

**7. EXPLORATION AND EVALUATION ASSETS (Continued)**

A summary of exploration and evaluation expenditures for the six months ended February 29, 2024 and year ended August 31, 2023 is as follows:

|                                   | <b>Gregory River<br/>Property</b> |
|-----------------------------------|-----------------------------------|
| <b>Balance, August 31, 2022</b>   | <b>\$ 3,202,662</b>               |
| <b>Acquisition Costs</b>          |                                   |
| Acquisition                       | 537,500                           |
| <b>Total Acquisition Costs</b>    | <b>537,500</b>                    |
| <b>Exploration Costs</b>          |                                   |
| Geological                        | 259,715                           |
| Impairment                        | 105,267                           |
| <b>Total Exploration Costs</b>    | <b>364,982</b>                    |
| <b>Balance, August 31, 2023</b>   | <b>4,105,144</b>                  |
| <b>Exploration Costs</b>          |                                   |
| Geological                        | 30,713                            |
| Geophysical                       | 4,795                             |
| <b>Total Exploration Costs</b>    | <b>35,508</b>                     |
| <b>Balance, February 29, 2024</b> | <b>\$ 4,140,652</b>               |

**8. RELATED PARTY TRANSACTIONS**

The Company considers its directors and executive officers to be key management personnel. These amounts of key management compensation are included in the amounts shown on the condensed consolidated interim statements of loss and comprehensive loss:

|  | <b>Six Months Ended<br/>February 29, 2024</b> | <b>Six Months Ended<br/>February 28, 2023</b> |
|--|---|---|
| Short-term compensation (consulting fees, professional fees and geological fees) | \$ 105,000                                    | \$ 105,000                                    |
| Share-based compensation   | \$ -  | \$ 160,049                                    |

Golden Spike Resources Corp.  
Notes to the Condensed Consolidated Interim Financial Statements  
For the Six Months Ended February 29, 2024 and February 28, 2023  
(Unaudited – Expressed in Canadian Dollars)

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**9. SHARE CAPITAL**

a) Authorized

Unlimited number of common voting shares without par value

b) Issued and outstanding

As at February 29, 2024, there were 40,612,500 (August 31, 2023 - 36,100,000) issued and outstanding common shares.

As at February 29, 2024, there were 630,000 (August 31, 2023 - 945,000) shares held in escrow. Pursuant to the terms of the escrow agreement dated August 6, 2021, the remaining escrow shares will be released in tranches of 315,000 shares on March 10, 2024 and September 10, 2024.

*During the six months ended February 29, 2024*

On December 5, 2023, the Company closed a private placement of 3,950,000 units a price of \$0.08 per unit for gross proceeds of \$316,000. Each unit consists of one common share and one-half of one warrant. Each whole warrant is exercisable at a price of \$0.10 for a period of two years. The Company paid finder's fees of \$4,800 and issued 60,000 finder's warrants valued at \$3,492 (note 9(c)). Each finder's warrant is exercisable at a price of \$0.10 for a period of two years.

On December 6, 2023, the Company entered into a debt settlement arrangement with an arm's length third party, pursuant to which the Company issued 562,500 common shares at a price of \$0.08 per share to settle total indebtedness of \$45,000. The fair value of the common shares issued based on the trading price at date of issue was \$47,813 resulting in a loss on settlement of debt of \$2,813.

*During the year ended August 31, 2023*

On September 19, 2022, the Company issued 1,000,000 common shares with a fair value of \$200,000, as per the Gregory River Property option agreement (note 7).

On June 22, 2023, the Company issued 1,500,000 common shares with a fair value of \$292,500, as per the Gregory River Property option agreement (note 7).

c) Warrants

Warrant transactions and the number of warrants outstanding are summarized as follows:

|                                  | <b>Six Months Ended<br/>February 29, 2024</b> |                                       | <b>Year Ended<br/>August 31, 2023</b> |                                       |
|----------------------------------|---|---------------------------------------|---------------------------------------|---------------------------------------|
|                                  | Number of<br>Warrants                         | Weighted<br>Average<br>Exercise Price | Number of<br>Warrants                 | Weighted<br>Average<br>Exercise Price |
| Outstanding, beginning of period | 10,640,000                                    | \$ 0.24                               | 10,640,000                            | \$ 0.24                               |
| Granted                          | 2,035,000                                     | \$ 0.10                               | -                                     | -                                     |
| Expired                          | (3,540,000)                                   | \$ 0.46                               | -                                     | -                                     |
| Outstanding, end of period       | 9,135,000                                     | \$ 0.12                               | 10,640,000                            | \$ 0.24                               |

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9. SHARE CAPITAL (Continued)

c) Warrants (continued)

The following warrants were outstanding and exercisable at February 29, 2024:

| Expiry Date       | Weighted Average<br>Remaining Contractual<br>Life in Years | Exercise Price | February 29, 2024 |
|-------------------|--|----------------|-------------------|
| November 26, 2024 | 0.74   | \$ 0.05        | 3,500,000         |
| May 6, 2025       | 1.18   | \$ 0.30        | 1,000,000         |
| May 13, 2025      | 1.20   | \$ 0.30        | 1,100,000         |
| June 3, 2025      | 1.26   | \$ 0.05        | 1,500,000         |
| December 5, 2025  | 1.77   | \$ 0.10        | 2,035,000         |
|                   | 1.16   |                | 9,135,000         |

The Company applies the fair value method using the Black-Scholes option pricing model in accounting for its warrants granted. Accordingly, share issuance costs of \$3,492 (year ended August 31, 2023 - \$nil) upon the grant of 60,000 finder's warrants were recognized during the six months ended February 29, 2024.

The fair value of each warrant granted was calculated using the following weighted average assumptions:

|  | Six Months Ended<br>February 29, 2024 | Year Ended<br>August 31, 2023 |
|--|---------------------------------------|-------------------------------|
| Expected life (years)                  | 2.00                                  | N/A                           |
| Risk-free interest rate                | 4.07%                                 | N/A                           |
| Annualized volatility                  | 161%                                  | N/A                           |
| Dividend yield                         | Nil                                   | N/A                           |
| Stock price at grant date              | \$0.08                                | N/A                           |
| Exercise price                         | \$0.10                                | N/A                           |
| Weighted average grant date fair value | \$0.06                                | N/A                           |

Option pricing models require the input of highly subjective assumptions regarding volatility. The Company has used historical volatility and the volatility of a comparable company to estimate the volatility of the share price.

d) Stock options

The Company has adopted a stock option plan to grant incentive stock options to directors, officers, employees and consultants. Under the plan, the aggregate number of common shares that may be subject to option at any one time may not exceed 10% of the issued common shares of the Company as of that date, including options granted prior to the adoption of the plan. Options granted may not exceed a term of 10 years, and the term will be reduced to one year following the date of death of the optionee. All options vest when granted unless they are otherwise specified by the Board of Directors or if they are granted for investor relations activities. Options granted for investor relations activities vest over a twelve-month period with no more than 25% of the options vesting in any three-month period.

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9. SHARE CAPITAL (Continued)

d) Stock options (continued)

Stock option transactions and the number of stock options outstanding are summarized as follows:

|                                  | Six Months Ended<br>February 29, 2024 |                                       | Year Ended<br>August 31, 2023 |                                       |
|----------------------------------|---------------------------------------|---------------------------------------|-------------------------------|---------------------------------------|
|                                  | Number of<br>Options                  | Weighted<br>Average<br>Exercise Price | Number of<br>Options          | Weighted<br>Average<br>Exercise Price |
| Outstanding, beginning of period | 2,450,000                             | \$ 0.21                               | 600,000                       | \$ 0.10                               |
| Granted                          | -                                     | -                                     | 1,850,000                     | \$ 0.25                               |
| Outstanding, end of period       | 2,450,000                             | \$ 0.21                               | 2,450,000                     | \$ 0.21                               |

The following stock options were outstanding and exercisable at February 29, 2024:

| Expiry Date      | Weighted Average<br>Remaining Contractual<br>Life in Years | Exercise Price | February 29, 2024 |
|------------------|--|----------------|-------------------|
| March 17, 2026   | 2.05   | \$ 0.10        | 600,000           |
| December 6, 2027 | 3.77   | \$ 0.25        | 1,850,000         |
|                  | 3.35   |                | 2,450,000         |

The Company applies the fair value method using the Black-Scholes option pricing model in accounting for its options granted. Accordingly, there were no share-based payments (year ended August 31, 2023 - \$227,762) recognized during the six months ended February 29, 2024.

The fair value of each option granted was calculated using the following weighted average assumptions:

|  | Six Months Ended<br>February 29, 2024 | Year Ended<br>August 31, 2023 |
|--|---------------------------------------|-------------------------------|
| Expected life (years)                  | N/A                                   | 5.00                          |
| Risk-free interest rate                | N/A                                   | 3.00%                         |
| Annualized volatility                  | N/A                                   | 99%                           |
| Dividend yield                         | N/A                                   | N/A                           |
| Stock price at grant date              | N/A                                   | \$0.175                       |
| Exercise price                         | N/A                                   | \$0.25                        |
| Weighted average grant date fair value | N/A                                   | \$0.12                        |

Option pricing models require the input of highly subjective assumptions regarding volatility. The Company has used historical volatility and the volatility of a comparable company to estimate the volatility of the share price.