



## **Ascot Resources Ltd.**

### **Condensed Interim Consolidated Financial Statements**

For the three months ended March 31, 2023 and 2022  
(Expressed in thousands of Canadian Dollars, except where indicated)  
(Unaudited)

# Ascot Resources Ltd.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(Canadian Dollars in Thousands)

(Unaudited)

	Notes	March 31, 2023	December 31, 2022
<b>ASSETS</b>			
<b>Current</b>			
Cash and cash equivalents	3	\$ 149,261	\$ 7,474
Trade and other receivables		1,990	840
Prepaid expenses and deposits		4,163	1,138
<b>Total Current Assets</b>		<b>155,414</b>	<b>9,452</b>
Reclamation deposits	4	2,447	2,447
Exploration and evaluation assets		5,424	5,424
Mineral properties, plant and equipment	5	401,874	358,811
Stream buyback option	6	11,846	-
Other assets	7	1,300	2,962
<b>Total Non-Current Assets</b>		<b>422,891</b>	<b>369,644</b>
<b>Total Assets</b>		<b>\$ 578,305</b>	<b>\$ 379,096</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>			
<b>Current</b>			
Trade and other payables		\$ 17,515	\$ 6,504
Reclamation provisions	8	593	788
Credit facilities	9	15,195	22,523
Lease liabilities		415	430
Other liabilities	10	5,260	72
<b>Total Current Liabilities</b>		<b>38,978</b>	<b>30,317</b>
Deferred revenue	6	160,991	-
Reclamation provisions	8	33,740	17,567
Credit facilities	9	-	21,937
Lease liabilities		284	327
Deferred income tax liabilities		9	9
<b>Total Non-Current Liabilities</b>		<b>195,024</b>	<b>39,840</b>
<b>Total Liabilities</b>		<b>234,002</b>	<b>70,157</b>
<b>Shareholders' Equity</b>			
Share capital	10	394,214	351,337
Contributed surplus	10	29,542	29,466
Accumulated deficit		(79,453)	(71,864)
<b>Total Shareholders' Equity</b>		<b>344,303</b>	<b>308,939</b>
<b>Total Liabilities and Shareholders' Equity</b>		<b>\$ 578,305</b>	<b>\$ 379,096</b>

Commitments (Notes 5, 6, 8 and 17), Contingencies (Notes 5 and 6), Subsequent event (Note 19).

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

/s/ "Rick Zimmer"

/s/ "Indi Gopinathan"

Director

Director

**Ascot Resources Ltd.**

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

(Canadian Dollars in Thousands Except Loss per Share)

(Unaudited)

	Notes	Three months ended March 31, 2023	Three months ended March 31, 2022
General and administrative	11	\$ 1,583	\$ 1,519
Stock-based compensation	10	474	1,070
Amortization and depreciation		107	215
Environmental compliance cost		383	62
Financing costs	6, 9	2,471	-
Finance expense	12	284	278
Other income	13	(1,702)	(64)
Loss on extinguishment of senior debt	9	2,858	-
Change in fair value of derivatives	6, 9	1,430	(1,158)
Foreign exchange gain		(299)	(552)
<b>Total comprehensive loss</b>		<b>\$ 7,589</b>	<b>\$ 1,370</b>
<b>Loss per share</b>			
- basic and diluted		\$ 0.01	\$ 0.00
Weighted average shares outstanding			
- basic and diluted		522,096,800	391,503,443

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

## Ascot Resources Ltd.

### CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(Canadian Dollars in Thousands except No. of Shares)

(Unaudited)

	Number of shares issued and outstanding	Share capital	Share- based payment - reserve	Deficit	Total share- holders' equity
<b>Balance, January 1, 2022</b>	<b>376,351,128</b>	<b>\$ 298,733</b>	<b>\$ 19,528</b>	<b>\$ (61,056)</b>	<b>\$ 257,205</b>
Shares issued for cash					
Bought deal financing, net of issue costs	59,271,000	56,122	4,235	-	60,357
Exercise of RSUs	17,902	24	(24)	-	-
Issued for other consideration					
Premium on flow-through shares	-	(3,768)	-	-	(3,768)
Stock-based compensation expense	-	-	1,070	-	1,070
Stock-based compensation capitalized	-	-	125	-	125
Net loss for the period	-	-	-	(1,370)	(1,370)
<b>Balance, March 31, 2022</b>	<b>435,640,030</b>	<b>\$ 351,111</b>	<b>\$ 24,934</b>	<b>\$ (62,426)</b>	<b>\$ 313,619</b>
<b>Balance, January 1, 2023</b>	<b>435,861,146</b>	<b>\$ 351,337</b>	<b>\$ 29,466</b>	<b>\$ (71,864)</b>	<b>\$ 308,939</b>
Shares issued for cash					
Private placement, net of issue costs (Note 10)	108,500,000	47,792	-	-	47,792
Issued for other consideration					
Exercise of RSUs and PSUs	653,398	446	(446)	-	-
Exercise of stock options	55,530	39	(14)	-	25
Premium on flow-through shares (Note 10)	-	(5,400)	-	-	(5,400)
Stock-based compensation expense (Note 10)	-	-	474	-	474
Stock-based compensation capitalized	-	-	62	-	62
Net loss for the period	-	-	-	(7,589)	(7,589)
<b>Balance, March 31, 2023</b>	<b>545,070,074</b>	<b>\$ 394,214</b>	<b>\$ 29,542</b>	<b>\$ (79,453)</b>	<b>\$ 344,303</b>

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

# Ascot Resources Ltd.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS

(Canadian Dollars in Thousands)

(Unaudited)

	Notes	Three months ended March 31, 2023	Three months ended March 31, 2022
<b>Cash flows from operating activities</b>			
Loss for the period		\$ (7,589)	\$ (1,370)
Adjustment to reconcile loss to net cash used in operating activities:			
Stock-based compensation	10	474	1,070
Amortization and depreciation		107	215
Financing costs	6	1,668	-
Gain on flow through share premium		(212)	-
Finance expense		143	152
Change in fair value of derivatives	6	1,430	(1,158)
Loss on extinguishment of senior debt	9	2,858	-
Unrealized foreign exchange gain		(925)	(558)
Changes in non-cash working capital balances:			
(Increase) decrease in receivables		(1,150)	77
Increase in prepaid expenses and deposits		(1,335)	(1,008)
(Decrease) increase in trade and other payables		(342)	212
Payment for reclamation provision		(116)	(86)
<b>Total cash outflows from operating activities</b>		<b>(4,989)</b>	<b>(2,454)</b>
<b>Cash flows from investing activities</b>			
Investment in mineral properties, plant and equipment		(13,946)	(27,348)
<b>Total cash outflows from investing activities</b>		<b>(13,946)</b>	<b>(27,348)</b>
<b>Cash flows from financing activities</b>			
Proceeds from stream deposit	6	113,007	-
Proceeds from share issuance	10	49,885	64,241
Share issue costs	10	(2,093)	(3,884)
Deferred financing costs		-	(45)
Proceeds from exercise of stock options		25	-
Payment for lease liabilities		(106)	(236)
<b>Total cash inflows from financing activities</b>		<b>160,718</b>	<b>60,076</b>
<b>Effect of exchange rate changes on cash and cash equivalents</b>		<b>4</b>	<b>-</b>
<b>Total increase in cash during the period</b>		<b>141,787</b>	<b>30,274</b>
<b>Cash and cash equivalents, beginning of period</b>		<b>7,474</b>	<b>59,129</b>
<b>Cash and cash equivalents, end of period</b>		<b>\$ 149,261</b>	<b>\$ 89,403</b>

Supplemental cash flow information

16

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

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**1. NATURE OF OPERATIONS**

Ascot Resources Ltd. (“Ascot” or the “Company”) is a development and exploration company focusing on re-starting the past producing historic Premier gold mine located in British Columbia’s Golden Triangle. The Company filed its feasibility study in May 2020 for its 100% owned Premier and Red Mountain Gold Projects which would supply gold and silver ores to the process plant. The Silver Coin, Big Missouri, and Premier deposits, collectively named the Premier Gold Project (“PGP”) are located near the processing facility on the historical Premier Mine site, and the Red Mountain Project (“RMP”) is located 23 km to the southeast in an adjacent valley. PGP together with RMP is defined as the “Project”. The Company also has two other properties: Swamp Point, an aggregate project located in British Columbia on the Portland Canal, and Mt. Margaret, a porphyry copper-molybdenum-gold-silver deposit located in Washington State, USA.

Ascot was incorporated under the Business Corporations Act of British Columbia in May 1986. The Company’s wholly-owned subsidiaries, as of March 31, 2023 were:

- IDM Mining Ltd. (BC, Canada);
- Ascot Power Ltd. (BC, Canada), and
- Ascot USA Inc. (Washington State, USA).

The Company is listed on the Toronto Stock Exchange (“TSX”) in Canada, having the trading symbol AOT. The Company is also trading on the OTCQX market in the U.S. (symbol: AOTVF).

The address of the Company’s corporate office and principal place of business is #1050 - 1095 West Pender Street, Vancouver, British Columbia, V6E 2M6, Canada.

**2. BASIS OF PRESENTATION****a) Statement of compliance**

These unaudited condensed interim consolidated financial statements for the three months ended March 31, 2023 and 2022 (the “Interim Financial Statements”) have been prepared in accordance with International Financial Reporting Standards (“IFRS”) applicable to the preparation of interim financial statements, including International Auditing Standard (“IAS”) 34, Interim Financial Reporting. These Interim Financial Statements do not include all disclosures required for annual audited financial statements. Accordingly, they should be read in conjunction with the notes to the Company’s audited financial statements for the year ended December 31, 2022, which have been prepared in accordance with IFRS issued by the International Accounting Standards Board (“IASB”).

These Interim Financial Statements have been prepared using accounting policies consistent with those used in the Company’s audited financial statements for the year ended December 31, 2022, except for the adopted amendments to IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors* and IAS 12 *Income Taxes*, which did not have a significant impact on the Company’s financial statements. The initial deposit received under the Stream (Note 6) has been accounted for as a contract liability (deferred revenue) within the scope of IFRS 15. Under the terms of the Stream, settlement will be executed via the delivery of gold and silver. The products to be delivered are directly linked to the metals produced at the Project. The contracts are therefore not financial instruments as the contracts will not be settled in cash or another financial instrument.

These Interim Financial Statements were authorized for issue by the Board of Directors on May 12, 2023.

**b) Basis of measurement**

These Interim Financial Statements include the accounts of Ascot Resources Ltd. and its wholly-owned subsidiaries. All intercompany transactions and balances are eliminated on consolidation.

These Interim Financial Statements are presented in Canadian dollars, which is also the Company's and its wholly-owned subsidiaries' functional currency. At the transaction date, each asset, liability, revenue and expense denominated in a foreign currency is translated into Canadian dollars using the exchange rate in effect at that date. At the fiscal period end date, unsettled monetary assets and liabilities are translated into Canadian dollars using the exchange rate in effect at the period end date and the related translation differences are recognized in net income.

**c) New and amended IFRS pronouncements*****Amendment to IAS 1 Presentation of Financial Statements***

In October 2022, the IASB issued amendments to IAS 1 Presentation of Financial Statements (IAS 1). The amendments apply to annual reporting periods beginning on or after January 1, 2024. The amendments are aimed at improving the information that an entity provides when its right to defer settlement of a liability is subject to compliance with covenants within 12 months after the reporting period. These amendments to IAS 1 override but incorporate the previous amendments issued in January 2020, which clarified the criteria for classifying a liability as non-current if there is the right to defer settlement of the liability for at least 12 months after the reporting period. This amendment is not expected to have a significant impact on the Company's financial statements.

**d) Judgments and estimates**

In addition to the judgments and estimates noted in the Company's audited financial statements for the year ended December 31, 2022, management identified the following new areas involving critical judgments in applying accounting policies and areas of estimation uncertainty that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities:

Upon initiation of the Stream (Note 6) and at each reporting period, management applies judgment in assessing the appropriate accounting treatment of the Stream. One of the areas of significant judgment is the Company's potential obligation to settle a portion of the Stream in cash. Management noted that the lender has limited ability to cancel the Stream or seek cash reimbursement except under certain circumstances of breach and default of covenants (i.e., a contingent settlement provision). Management determined that the Company is expected to be able to settle the Stream through delivery of the commodities based on Ascot's most recent mine plan. Based on these considerations, management concluded that the Stream does not meet the definition of a financial liability and has been accounted for as a contract liability for the future delivery of an unknown quantity of gold and silver ounces, with each ounce representing a separate performance obligation (Note 6).

A market-based discount rate is utilized at the inception of the Stream to determine a discount rate for computing the interest charges for the significant financing component of the deferred revenue balance. As gold and silver are delivered, the deferred revenue amount including accreted interest will be drawn down. The drawdown rate requires the use of proven and probable reserves and certain resources in the calculation that are beyond indicated and inferred resources, which management is reasonably confident are transferable to proven and probable reserves. Key estimates used in determining the significant financing component include the discount rate and the reserve and resources assumed for conversion.

When the Stream includes an embedded derivative component, its fair value is estimated using a financial pricing model. The Company estimates the fair value of its buyback option derivative using the Monte Carlo Simulation Method. The key

## Ascot Resources Ltd.

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assumptions used in the model are risk-free rates, the Company's forecast mineral production, forecast gold and silver prices and volatility and credit spread (Note 6).

### 3. CASH AND CASH EQUIVALENTS

		March 31, 2023		December 31, 2022
Cash	\$	132,261	\$	927
Guaranteed Investment Certificates ("GICs") and term deposits		17,000		6,547
Cash and cash equivalents	\$	149,261	\$	7,474

Canadian and US dollar cash is held in treasury accounts at a Canadian chartered bank. GICs and term deposits are held at a Canadian chartered bank and at registered brokers. Cash in treasury accounts, GICs and term deposits bear interest at a rate between 4.5% and 5.4% per annum (December 31, 2022: 3.75%). The GICs and term deposits may be redeemed on twenty-four-hour notice to the bank or broker and are considered cash equivalents.

Included in cash and cash equivalents is \$29,161 (December 31, 2022: \$329), which is required to be spent on flow-through expenditures prior to December 31, 2023 (\$286) and June 30, 2024 (\$28,875).

### 4. RECLAMATION DEPOSITS

The Company is required to maintain reclamation deposits for its mineral properties in respect of its expected rehabilitation obligations. The reclamation deposits represent collateral for possible reclamation activities necessary on mineral properties in connection with the permits required for exploration activities by the Company.

Based on a revised closure and reclamation plan in the Mines Act Permit M-179 amendment ("MAPA") issued in December 2021, Ascot's environmental bonding requirement for its Premier property increased from \$14,950 to \$45,176. The additional amount of \$30,226 is being posted in stages. The Company posted the first tranche of \$10,226 in January 2022 through a surety bond. The remaining tranches totaling \$20,000 will be posted in 2023 and 2024.

As of March 31, 2023, Ascot has posted an environmental bond of \$1,098 for its Red Mountain property (December 31, 2022: \$1,098).

The Company established a surety bonding arrangement with a Canadian insurance company (the "Surety") with respect to its environmental bonds. The surety arrangement required the Company to provide cash collateral and pay an annual bond fee equal to 2% of the respective bond amount. As of March 31, 2023, the cash collateral was \$2,000 (December 31, 2022: \$2,000) for the surety bonds which was held in a trust account. The Company also has \$447 in reclamation deposits held in certificates of deposits with a Canadian chartered bank and the Ministry of Finance of British Columbia for its exploration licenses and Swamp Point property.



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FOR THE THREE MONTHS ENDED MARCH 31, 2023 AND 2022  
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The following table summarizes the reclamation deposit by property:

		March 31, 2023		December 31, 2022
<b>Surety bond trust account:</b>				
Premier Gold Project	\$	1,861	\$	1,861
Red Mountain		139		139
<b>Cash security:</b>				
Premier Gold Project and Silver Coin		137		137
Swamp Point		310		310
	\$	2,447	\$	2,447

All reclamation deposits are classified as long-term, regardless of their term, as the funds will remain on deposit until the reclamation obligations are extinguished.

### 5. MINERAL PROPERTIES, PLANT AND EQUIPMENT

	Mineral properties and project development costs	Cons- truction in progress	Land and buildings	Machi- nery and equip- ment	Office furniture and equip- ment	Right-of- use assets	Total
<b>Cost</b>							
At January 1, 2023	226,753	92,832	1,644	40,722	321	1,637	363,909
Additions	488	18,734	9	724	14	24	19,993
Capitalized borrowing costs	7,322	-	-	-	-	-	7,322
Increase in asset retirement cost	15,959	-	-	-	-	-	15,959
<b>At March 31, 2023</b>	<b>250,522</b>	<b>111,566</b>	<b>1,653</b>	<b>41,446</b>	<b>335</b>	<b>1,661</b>	<b>407,183</b>
<b>Accumulated Amortization</b>							
At January 1, 2023	1,748	-	175	2,376	266	533	5,098
Depreciation & amortization	106	-	5	13	8	79	211
<b>At March 31, 2023</b>	<b>1,854</b>	<b>-</b>	<b>180</b>	<b>2,389</b>	<b>274</b>	<b>612</b>	<b>5,309</b>
<b>Net book value</b>							
At January 1, 2023	225,005	92,832	1,469	38,346	55	1,104	358,811
<b>At March 31, 2023</b>	<b>\$ 248,668</b>	<b>\$ 111,566</b>	<b>\$ 1,473</b>	<b>\$ 39,057</b>	<b>\$ 61</b>	<b>\$ 1,049</b>	<b>\$ 401,874</b>

The Company has agreements in place for the delivery of equipment. During the three months ended March 31, 2023, the Company made progress payments totaling \$724 towards the engineering, fabrication and acquisition of such equipment, which has been capitalized in machinery and equipment. As at March 31, 2023, the Company has outstanding purchase commitments totaling \$2,696 for such equipment.

Mineral properties and project development cost additions of \$488 consist of \$236 spent on underground mining development, \$209 spent on permitting, studies and pre-construction activities, and \$43 spent on exploration.

Construction-in-progress cost additions of \$18,734 are expenditures on construction contracts such as site development and earthworks, equipment installations, piping and construction indirect costs.

**MINERAL PROPERTIES**

Mineral properties include PGP and RMP (together defined as the “Project”). The Project is a single cash generating unit (“CGU”). PGP comprises the previously separate Premier, Dilworth and Silver Coin Properties. Ascot’s properties are subject to a number of royalties and product purchase rights:

- A gold and silver metal stream granted to Sprott Private Resource Streaming and Royalty (B) Corp. (“SRSR”) (Note 6);
- A 1% Net Smelter Return royalty (“NSR”) and a 5% Net Profit Interest royalty on production from certain areas of the Premier Property granted to Boliden Limited (“Boliden”);
- A 5% NSR royalty on production from certain areas of the Premier Property granted to Boliden, which could be purchased by the Company for \$9,550 at any time;
- A 1% NSR royalty and the first right to purchase all base metal concentrates produced from the Premier Property granted to Boliden;
- A 5% NSR royalty on production from the Dilworth Property granted to Boliden and one of Ascot’s former directors, which could be purchased by the Company for \$4,150 at any time;
- A 1% NSR royalty on three crown grants (Old Timer, Butte and Yellowstone) which are located near the Dilworth Property;
- A 2% NSR royalty on the Silver Coin property granted to Nanika Resources Inc.;
- A 2.5% NSR royalty on the Red Mountain Property and a \$50 minimum annual pre-production royalty (which is deductible against future production royalty) on the Red Mountain Property granted to Wotan Resources Corp.;
- A 1% NSR royalty on the Red Mountain Property granted to Franco-Nevada Corp.

In July 2021, the Company entered into an updated Benefits Agreement with Nisga’a Nation, which encompasses both PGP and RMP. Under the terms of the Benefits Agreement, the Company is required to make cash payments to Nisga'a Nation tied to permitting, project development and production milestones, totaling up to \$3,425. The Company made its first payment of \$250 in July 2021 and its second payment of \$500 in February 2022. The next milestone payment of \$500 is expected to be made in May 2023. The Company is also required to make annual payments as a percentage of Provincial Mineral Tax during production.

**6. DEFERRED REVENUE**

On January 19, 2023, the Company closed two Purchase and Sale Agreements (the “Stream”) with SRSR whereby the Company received an upfront payment of US\$110 million (the “Deposit”) against the delivery of 8.75% and 100% of gold and silver production, respectively, from PGP and RMP in exchange for the reduction of the Deposit and ongoing payments from SRSR equal to 10% of prevailing gold and silver prices, continuing after the Deposit is reduced to nil. Silver production from the Silver Hill Target at the northeastern part of the PGP property has been excluded from the Stream. The existing 10% gold stream arrangement that SRSR had on RMP production was terminated. A deemed payment of US\$18 million on the 10% gold stream on RMP production was transferred to the Stream and will be a part of the calculation of transaction price allocated to each gold ounce delivery in the future. The Deposit will be used for development and construction of the Project, extinguishment of the Senior Debt and general working capital purposes.

From January 1, 2025 until December 31, 2026, Ascot has the right to buy back 50% of the stream for US\$80 million in cash (the “Buyback option”). Once 150,000 ounces of gold have been delivered (“Delivery Threshold”), the stream deliveries for gold and silver shall be reduced by 50% to 4.375% and 50%, respectively. In the case that the Buyback option is exercised, then the remaining Delivery Threshold at that time will be reduced by the buyback percentage, and once the threshold is

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met the stream deliveries for gold and silver shall be reduced by a further 50% to 2.1875% and 25%, respectively. SRSR has been granted first-ranking security to secure the obligations under the Stream, which security will be subordinated to any operating loan on the earlier of the Buyback option being exercised or the Deposit being reduced to zero. The Stream also contains certain customary covenants including minimum cash balance of US\$5 million and positive working capital (Note 18).

Per the Stream agreement, the Company was required to pay SRSR a partner alignment fee of \$3,816, which was recorded in trade and other payables. On May 2, 2023, the partner alignment fee was paid by issuing 5,457,073 common shares of the Company. The fee was treated as a cost to obtain a contract under IFRS 15 that is amortized upon commencement of production over the expected life of the mine consistent with the expected timing of the transfer of gold and silver ounces. The resulting net proceeds to the Company from the Deposit were \$144,376 recorded as deferred revenue. Other costs incurred associated with the Stream of \$1,127 (including \$324 previously deferred) were recorded in financing costs in the statement of comprehensive (income) loss.

The Company has determined that the Stream qualifies as an “own use contract” and is therefore a contract liability that falls under the scope of IFRS 15 where the Deposit is accounted for as a contract liability for the future delivery of an unknown quantity of gold and silver ounces, with each ounce representing a separate performance obligation. The Deposit represents variable consideration to be allocated to the number of ounces estimated to be in the Project that will need to be delivered under the Stream. The Deposit also includes a significant financing component, which will result in the recognition of interest expense which increases the contract liability until delivery occurs and a corresponding increase in the revenue recognized upon delivery. The Company has estimated the nominal pre-tax interest rate at 12%.

The Buyback option represents an embedded derivative requiring bifurcation for which a derivative asset is recognized and separately accounted for at fair value through profit or loss under IFRS 9, with a corresponding increase in the deferred revenue. The fair value of the derivative at the inception date and at each reporting period was calculated using the Monte Carlo Simulation Method. At inception of the Stream on January 19, 2023, the fair value of the Buyback option was \$13,108. As of March 31, 2023, the fair value of the Buyback option was \$11,846 resulting in a loss of \$1,262. The assumptions used in this valuation model, and the resulting fair value of the embedded derivative at March 31, 2023 and at January 19, 2023 were as follows:

Production forecast period:	January 1, 2025 to December 31, 2035
Designated gold percentage:	8.75%
Designated silver percentage:	100%
Gold volatility:	15.3% and 15.2%, respectively
Silver volatility:	28.7% and 28.8%, respectively
Correlation:	0.7830 and 0.7853, respectively
Buyback exercise date:	January 1, 2025
Buyback purchase price:	US\$80 million
Discount rate:	15.86% and 15.00%, respectively
Fair value of the derivative:	\$11,846 and \$13,108, respectively

### 7. OTHER ASSETS

		<b>March 31, 2023</b>		<b>December 31, 2022</b>
Deferred financing cost	\$	-	\$	1,662
Pre-production royalty (Note 5)		1,300		1,300
	\$	1,300	\$	2,962

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### 8. RECLAMATION PROVISIONS

Discounted site closure and reclamation provisions for the Company's properties are as follows:

<b>Balance, December 31, 2022</b>	<b>\$</b>	<b>18,355</b>
Additions		-
Change in estimate		15,959
Accretion of reclamation liability		135
Reclamation work done to reduce liability		(116)
<b>Balance, March 31, 2023</b>	<b>\$</b>	<b>34,333</b>
Current		593
Non Current		33,740

Discounted site closure and reclamation provisions by mineral property are as follows:

	<b>March 31,</b>		<b>December 31,</b>
	<b>2023</b>		<b>2022</b>
Premier Gold including Silver Coin	\$ 31,099	\$	15,287
Swamp Point	576		576
Red Mountain	2,658		2,492
	\$ 34,333	\$	18,355

The Company's provision for environmental obligations at the Premier Gold mine is based on project plans prepared by management. As at March 31, 2023, the estimated future cash flows have been discounted using a risk-free of 3.02% and a long-term inflation rate of 2% was used to determine future expected costs (as at December 31, 2022: 3.28%-3.30% and 2%-2.25%, respectively).

The Company's provision for environmental obligations at the Red Mountain property is based on the reclamation cost estimate prepared by management. As at March 31, 2023, the estimated future cash flows have been discounted using a risk-free rate of 2.90% and a long-term inflation rate of 2.25% was used to determine future expected costs (as at December 31, 2022: 3.30% and 2.25%, respectively).

Undiscounted site closure and reclamation cost estimates required to satisfy the obligations by mineral property are as follows:

	<b>March 31,</b>		<b>December 31,</b>
	<b>2023</b>		<b>2022</b>
Premier Gold	\$ 50,359	\$	36,475
Swamp Point	576		576
Red Mountain	2,827		2,827
	\$ 53,762	\$	39,878

### 9. CREDIT FACILITIES

On December 10, 2020, the Company closed a project financing package with Sprott Resource Lending Corp. ("Sprott") and Beedie Investments Ltd. ("Beedie") for the development of the Project. The financing package consisted of a) a US\$80 million senior secured non-revolving credit facility with Sprott (the "Senior Debt"); b) the Production Purchase Agreement

## Ascot Resources Ltd.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE THREE MONTHS ENDED MARCH 31, 2023 AND 2022  
Expressed in Thousands of Canadian Dollars Except Price per Share/Unit  
(Unaudited)

(“PPA”), and c) a US\$25 million subordinated convertible non-revolving credit facility with Beedie and Sprott (the “Convertible Debt”).

Upon closing of the project financing package, transaction costs and fees attributable to the Senior and Convertible Debt have been included in the respective effective interest rate calculations for these liabilities measured at amortized cost.

### a) Senior Debt

The Company made an initial draw of US\$20 million on December 10, 2020. The remainder of the US\$60 million facility was canceled on June 30, 2022. On January 19, 2023, the Company repaid in full the outstanding principal of US\$20 million and accrued interest of \$5,360 of the Senior Debt and paid a 2% prepayment fee to Sprott. A loss of \$2,858 was recorded in other losses as a result of extinguishment of the Senior Debt. A previously deferred partner alignment fee of \$1,344 was recorded in financing costs.

	Senior Debt - Liability	Senior Debt - PPA	Total
Balance, January 1, 2023	30,264	1,969	32,233
Interest and accretion	257	-	257
Foreign exchange gain	(162)	-	(162)
Extinguishment	(33,217)	(1,969)	(35,186)
Loss on extinguishment	2,858	-	2,858
<b>Balance, March 31, 2023</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>

### b) Production purchase agreement (PPA)

The Company has entered into a PPA with Sprott, whereby on December 10, 2020 the Company received an advance payment of \$6,381 (US\$5.0 million) from Sprott. To repay this advance, the Company has agreed to pay Sprott monthly production payments based on the number of ounces of gold produced. On January 19, 2023, the PPA was terminated and the Company paid a \$1,969 termination fee to Sprott using a portion of the proceeds from the Stream.

### c) Convertible Debt

	Convertible Debt - Liability component	Convertible Debt - Derivative component	Total
Balance, January 1, 2023	11,718	509	12,227
Interest expense	3,557	-	3,557
Change in fair value of derivative	-	168	168
Foreign exchange gain	(757)	-	(757)
<b>Balance, March 31, 2023</b>	<b>\$ 14,518</b>	<b>\$ 677</b>	<b>\$ 15,195</b>

Pursuant to the terms of the Convertible Debt, the Company may borrow up to US\$25 million, of which US\$10 million was drawn on December 10, 2020. Interest will accrue on the outstanding principal amount of the Convertible Debt at 8% per annum. The interest is compounded quarterly and is added to the principal loan amount prior to the Completion Date. All interest incurred after the Completion Date shall be payable in cash quarterly. Principal and capitalized interest are payable on December 10, 2023 (the maturity date, which may be extended by one year upon the Company’s request and approval by the lenders if all material permits, contracts and authorizations for PGP are in place). Any undrawn balance of the Convertible Debt incurs a standby fee of 3% beginning on December 10, 2020. On December 9, 2022, the Company submitted a cancellation notice and on December 12, 2022, the undrawn portion of the Convertible Debt of US\$15 million

was cancelled, and the transaction costs and fees of \$670 attributed to the remaining amount were recorded in financing costs in 2022.

Under the terms of the Convertible Debt, if an event of default shall occur and be continuing, lenders may, by notice to the Company, declare their commitment to advance the facilities be terminated and the outstanding principal and accrued interest and fees be due and payable. Events of default include but are not limited to failing to make principal interest and fee payments, defaulting on certain covenants and failing to achieve project completion by September 30, 2023. Due to a revised construction schedule implemented in late June 2022, the Company will not be able to achieve project completion by September 30, 2023, which would have resulted in a default. However, the Company obtained a waiver for limited suspension of covenant compliance requirements under the Convertible Debt agreement until June 30, 2023.

As of March 31, 2023, the Company accrued interest of \$2,727 since inception (December 31, 2022: \$2,371) on the Convertible Debt, which was added to the principal loan amount. As of March 31, 2023, the Company also accrued standby fee and other fees of \$1,984 (December 31, 2022: \$1,375). The outstanding principal amount of the Convertible Debt at March 31, 2023 was US\$10 million (December 31, 2022: US\$10 million).

The liability component of the Convertible Debt is accounted for as a financial liability subsequently measured at amortized cost under IFRS 9.

The conversion feature within the Convertible Debt agreement has been determined to be an embedded derivative that is not closely related to the Convertible Debt, and is bifurcated and accounted for separately, by first valuing the derivative component. At each reporting period, the derivative is fair valued with changes in fair value recorded as a gain or loss in the statement of profit or loss. The fair value of the derivative at the inception date and at each reporting period was calculated using the Finite Difference Method. The expected volatility assumption in the valuation model is based on the historical volatility of the Company's stock commensurate with the remaining term of the conversion option. As at March 31, 2023, the fair value of the derivative was \$677 (December 31, 2022: \$509), resulting in a loss on change in fair value of the derivative of \$168.

The assumptions used in this valuation model, and the resulting fair value of the embedded derivative at March 31, 2023 and at December 31, 2022 were as follows:

Maturity date:	December 10, 2023
Risk-free rate:	4.74%-5.23% and 4.24%- 5.40%, respectively
Foreign exchange rate:	1.3533 and 1.3544, respectively
Share price:	US\$0.51 and US\$0.38 per share, respectively
Expected volatility (rounded):	80% and 85%, respectively
Dividend yield:	\$Nil
Interest rate:	8.0%
Conversion price:	\$1.32672 per share
Conversion price cap:	\$1.92374 per share

The Company may elect to prepay the outstanding principal and accrued interest balance in whole or in part at any time. The Company shall pay to Beedie an amount equal to 1% of the outstanding amount.

## 10. CAPITAL AND RESERVES

### a) Share capital

The Company is authorized to issue an unlimited number of common shares with no par value. As at March 31, 2023, the number of total issued and outstanding common shares is 545,070,074 (December 31, 2022: 435,861,146).

On January 19, 2023, the Company closed a financing package, which included a strategic equity investment (the "Strategic Investment") of \$45 million, a portion of which is structured as Canadian Development Expenditures flow through shares ("CDE flow through"), such that the total gross proceeds to the Company was \$50 million. The strategic investor's ownership of Ascot is 19.9% upon closing and it received participation rights to maintain its pro rata ownership in subsequent equity issuances. The strategic investor has the right to nominate up to two people to Ascot's Board of Directors as long as its ownership remains above 10% of Ascot common shares outstanding. If the strategic investor's ownership falls below 10%, it will have the right to nominate one person to Ascot's Board of Directors, and if its ownership falls below 5% then it will not have the right to nominate anyone to Ascot's Board of Directors.

The Strategic Investment consisted of 48,500,000 Common Shares of the Company at a price of C\$0.41 per Common Share for gross proceeds of \$19,885 and 60,000,000 Common Shares of the Company that qualify as "flow through shares", as defined in the Income Tax Act (Canada) (the "CDE Common Shares"), at a price of C\$0.50 per CDE Common Share for gross proceeds of \$30,000. The Common Shares and CDE Common Shares were offered by way of private placement pursuant to applicable prospectus exemptions and will be subject to hold periods in accordance with applicable securities laws.

In connection with the Strategic Investment, the Company paid advisor's fees and other share issuance fees in the amount of \$2,093. The net proceeds from the sale of the Common Shares will be used for capital costs at the Project and for general corporate purposes.

An amount equal to the gross proceeds from the issuance of the CDE Common Shares will be used to incur "Canadian development expenses" as defined in the Income Tax Act (Canada) ("Qualifying Expenditures"). The Qualifying Expenditures will be incurred on or before June 30, 2024 and will be renounced by the Company to the subscribers with an effective date no later than June 30, 2024 to the initial purchasers of the CDE Common Shares in an aggregate amount not less than the gross proceeds raised from the issue of the CDE Common Shares. A premium of \$5,400 on the issuance of CDE Common Shares was recorded in other liabilities.

During the three months ended March 31, 2023, the Company issued 55,530 common shares for exercised stock options and 653,398 shares for exercised restricted share units ("RSU") and performance share units ("PSU").

Subsequent to March 31, 2023, the Company issued 5,457,073 common shares for the payment of the partner alignment fee on the Stream (Note 6).

**b) Stock options**

Total compensation expense related to stock options for the three months ended March 31, 2022 was \$461 (three months ended March 31, 2022: \$879). The unrecognized compensation cost for non-vested stock options at March 31, 2023 was \$1,445 (December 31, 2022: \$1,815).

## Ascot Resources Ltd.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE THREE MONTHS ENDED MARCH 31, 2023 AND 2022  
Expressed in Thousands of Canadian Dollars Except Price per Share/Unit  
(Unaudited)

As of March 31, 2023, the Company had outstanding and exercisable stock options as follows:

Range of price	Options outstanding			Options exercisable		
	Number outstanding	Weighted-average remaining contractual life (years)	Weighted-average exercise price	Number exercisable	Weighted-average remaining contractual life (years)	Weighted-average exercise price C\$
\$0.38 to \$0.49	9,218,412	4.68	0.44	3,508,109	4.68	0.44
\$0.50 to \$0.99	7,973,406	1.87	0.77	7,473,359	1.69	0.78
\$1.00 to \$1.35	6,437,480	3.24	1.18	5,568,348	3.14	1.19
	23,629,298	3.34	0.76	16,549,816	2.81	0.85

Movements in the number of share options outstanding and their related weighted average exercise prices are as follows:

	Options	Weighted average exercise price (C\$)
Outstanding at January 1, 2022	18,616,174	1.23
Granted	13,106,226	0.62
Cancelled	(56,447)	1.11
Expired	(7,881,125)	1.62
Outstanding at January 1, 2023	23,784,828	0.77
Granted	400,000	0.66
Exercised	(55,530)	0.45
Expired	(500,000)	1.35
Outstanding at March 31, 2023	23,629,298	0.76

The Company uses the Black-Scholes option pricing model to estimate the fair value for all stock-based compensation. The expected volatility assumption inherent in the pricing model is based on the historical volatility of the Company's stock over a term equal to the expected term of the option granted.

During the three months ended March 31, 2023, the Company granted 400,000 stock options at a weighted average exercise price of \$0.66 to its directors. The weighted average assumptions used in the stock option pricing model and the resulting weighted average fair values per option for the options granted during the three months ended March 31, 2023 were as follows:

Risk-free rate:	3.45%
Expected life:	5 years
Expected volatility:	66.24%
Expected dividends:	Nil
Weighted average fair value per option:	\$ 0.38

Subsequent to March 31, 2023, 100,000 stock options were granted and 20,250 stock options expired unexercised.

### c) Share units

The Company uses Ascot's closing stock price on the day prior to the grant date to estimate the fair value for restricted share units ("RSU") and performance share units ("PSU"). The RSUs vest immediately. The PSUs vest based on specific



**Ascot Resources Ltd.**

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE THREE MONTHS ENDED MARCH 31, 2023 AND 2022  
Expressed in Thousands of Canadian Dollars Except Price per Share/Unit  
(Unaudited)

performance-based measures established by the Company's executive management and/or the Board. The RSUs and PSUs are settled in Ascot common shares. For the three months ended March 31, 2023, no expense was recorded in the statement of comprehensive loss as stock-based compensation expense for RSUs and PSUs (three months ended March 31, 2022: \$167).

The Company uses Ascot's closing stock price on the day prior to the grant date to estimate the fair value for deferred share units ("DSU"). The Company's DSUs vest immediately and may be redeemed when the individual ceases to be a director of the Company, following which the DSUs will be settled in cash or common shares of the Company at the election of the Board at the time of grant. During the three months ended March 31, 2023, \$13 was expensed in the statement of comprehensive loss as stock-based compensation expense for DSUs (three months ended March 31, 2022: \$126).

Movements in the number of RSUs and DSUs outstanding are as follows:

	Number of RSUs/PSUs	Number of DSUs
Outstanding at January 1, 2023	4,588,436	1,876,412
Granted	-	18,963
Exercised	(653,398)	-
Outstanding at March 31, 2023	3,935,038	1,895,375

The weighted average remaining contractual life of RSUs outstanding at March 31, 2023 is 4.10 years. The DSUs outstanding at March 31, 2023 expire one year after the individual ceases to be a director of the Company.

Subsequent to March 31, 2023, 30,000 RSUs were exercised.

**d) Warrants**

In March 2022, the Company issued 13,710,500 share purchase warrants exercisable for two years at an exercise price of \$1.25 per warrant. The number of warrants outstanding and their related weighted average exercise prices are as follows:

	Warrants	Weighted average exercise price (C\$)
Outstanding at January 1, 2023	13,710,500	1.25
Outstanding at March 31, 2023	13,710,500	1.25

The weighted average remaining contractual life of the warrants outstanding at March 31, 2023 was 0.94 years.

**11. GENERAL AND ADMINISTRATIVE COSTS**

	Three months ended March 31, 2023	Three months ended March 31, 2022
Wages, benefits and management fees	\$ 988	\$ 1,017
Legal and professional services	225	246
Office and administration expenses	192	101
Travel	27	7
Investor relations and shareholders costs	146	138
Land and property taxes	5	10
	\$ 1,583	\$ 1,519

**Ascot Resources Ltd.**

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS  
 FOR THE THREE MONTHS ENDED MARCH 31, 2023 AND 2022  
 Expressed in Thousands of Canadian Dollars Except Price per Share/Unit  
 (Unaudited)

**12. FINANCE EXPENSE**

	Three month ended March 31, 2023	Three month ended March 31, 2022
Accretion	\$ 135	\$ 139
Reclamation bond fee	141	126
Interest on office lease liability	8	13
	\$ 284	\$ 278

**13. OTHER INCOME**

	Three month ended March 31, 2023	Three month ended March 31, 2022
Interest income	1,490	\$ 64
Flow through share premium	212	-
	\$ 1,702	\$ 64

**14. RELATED PARTY TRANSACTIONS**

The following is a summary of the Company's related party transactions during the period:

**a) Key Management Compensation**

Key management personnel are persons responsible for planning, directing and controlling the activities of an entity, and include executive management and non-executive directors. Key management personnel compensation comprised:

	Three months ended March 31, 2023	Three months ended March 31, 2022
Salaries, short-term benefits and management fees	\$ 378	\$ 335
Project development costs	21	27
Share-based payment transactions	353	772
	\$ 752	\$ 1,134

**b) Other Related Party Transactions**

Included in accounts payable and accruals at March 31, 2023 is \$755 (December 31, 2022: \$630) due to related parties.

During the three months ended March 31, 2023, key management personnel were granted 400,000 stock options at a weighted average exercise price of \$0.66. Using the Black-Scholes model, the fair value of the options granted to key management personnel was determined at \$153.

During the three months ended March 31, 2023, two of the Company's directors were granted a total of 18,963 DSUs in lieu of cash fees. Based on the Company's share price on the day prior to the grant dates, the fair value of the DSUs granted to directors was \$13.

**15. SEGMENT REPORTING**

The Company has two operating segments: the development of the Project (Note 5) and exploration and evaluation of Mt. Margaret. The Company has two geographic areas, Canada and the US.

All of the Company's assets are in Canada except for the Mt. Margaret property which is located in the US. Costs for Mt. Margaret are included in exploration and evaluation assets.

## 16. SUPPLEMENTAL CASH FLOW INFORMATION

The net changes in non-cash working capital items were as follows:

	Three months ended March 31, 2023	Three months ended March 31, 2022
<b>Net changes in non-cash working capital items included in mineral properties</b>		
Depreciation and amortization	\$ (68)	\$ (87)
Capitalized borrowing cost	3,815	1,216
Stock-based compensation	62	125
Accounts payable and accrued liabilities	5,841	(925)
	\$ 9,650	\$ 329
<b>Net changes in non-cash working capital items included in financing activities</b>		
Portion of proceeds from Streaming agreement used to extinguish the Senior Debt	\$ 35,186	\$ -
Payment of Senior debt with proceeds from Streaming agreement	(35,186)	-
	\$ -	\$ -

## 17. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

### *Fair value*

The Company's financial instruments include cash and cash equivalents, trade and other receivables, reclamation deposits, stream buyback option, trade and other payables, credit facilities and other liabilities. IFRS 7 *Financial Instruments: Disclosures* ("IFRS 7") establishes a fair value hierarchy for financial instruments measured at fair value. Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The three levels of the fair value hierarchy are as follows:

- Level 1 - applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.
- Level 2 - applies to assets or liabilities for which there are inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly such as quoted prices for similar assets or liabilities in active markets or indirectly such as quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions.
- Level 3 - applies to assets or liabilities for which there are unobservable market data.

The recorded amounts of cash and cash equivalents, trade and other receivables, trade and other payables and other liabilities approximate their respective fair values due to their short-term nature. The carrying value of the reclamation deposit approximates its fair value, as it is cash-based. The carrying value of liability component of the Convertible Debt approximates its fair value since the increase in the market interest rates between the date of the debt inception (December 10, 2020) and March 31, 2023 is being offset by a decrease in the Company's overall risk profile, as Ascot now has all necessary permits for construction of the Project.

**Ascot Resources Ltd.**

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS  
 FOR THE THREE MONTHS ENDED MARCH 31, 2023 AND 2022  
 Expressed in Thousands of Canadian Dollars Except Price per Share/Unit  
 (Unaudited)

The following tables present the Company's financial assets and liabilities measured at fair value on a recurring basis by level within the fair value hierarchy. They do not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value:

As at March 31, 2023	Fair value		
	Level 1	Level 2	Level 3
<b>Financial assets</b>			
Derivative asset - stream buyback option	\$ -	\$ -	\$ 11,846
	\$ -	\$ -	\$ 11,846
<b>Financial liabilities</b>			
Convertible debt - derivative portion	-	-	677
	\$ -	\$ -	\$ 677
<b>As at December 31, 2022</b>			
	Fair value		
	Level 1	Level 2	Level 3
<b>Financial liabilities</b>			
Convertible debt - derivative portion	\$ -	\$ -	\$ 509
	\$ -	\$ -	\$ 509

*Risk Management*

The Company's activities expose it to a variety of financial risks: credit risk, currency risk, interest rate risk and liquidity risk. Risk management is carried out by management under policies approved by the board of directors. Management identifies and evaluates the financial risks in cooperation with the Company's departments. The Company's overall risk management program seeks to minimize potential adverse effects on the Company's financial performance, in the context of its general capital management objectives.

*Credit Risk*

Financial instruments that potentially subject the Company to a concentration of credit risk consist primarily of cash, cash equivalents (Note 3) and reclamation deposits. The Company limits its exposure to credit loss by placing its cash, cash equivalents and reclamation deposits with high credit quality financial institutions. Substantially all of our cash and cash equivalents held with financial institutions exceeds government-insured limits. We seek to minimize our credit risk by entering into transactions with investment grade worthy and reputable financial institutions and by monitoring the credit standing of the financial institutions with whom we transact. We seek to limit the amount of exposure with any one counterparty. The carrying amount of financial assets represents the maximum credit exposure.

*Currency Risk*

Foreign currency risk is the risk that a variation in exchange rates between the Canadian dollar and US dollar or other foreign currencies will affect the Company's operations and financial results. The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars. The Company's significant financial instruments denominated in a foreign currency (U.S. dollar) are the credit facilities (Note 9) and cash in treasury account (Note 3). A 10% decrease (increase) of the value of the Canadian dollar relative to the U.S. dollar as at March 31, 2023 would result in an additional \$1,010 foreign exchange loss (gain) reported in the Company's statement of comprehensive loss for the three months ended March 31, 2023 (three months ended March 31, 2022: \$3,330).

*Interest Risk*

Interest rate risk is the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has interest-bearing assets in relation to cash in treasury accounts carried at variable interest rates and GICs carried at fixed interest rates. The Company’s significant financial instruments valued using fluctuating risk-free interest rates are the stream buyback option (Note 6) and the derivative component of the convertible debt (Note 9). The Company’s operating cash flows are substantially independent of changes in market interest rates. The Company has not used any financial instrument to hedge potential fluctuations in interest rates. The exposure to interest rates for the Company is considered insignificant.

*Liquidity Risk*

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company’s approach to managing liquidity is to maintain sufficient cash to meet obligations when they become due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company’s reputation. The key to success in managing liquidity is the degree of certainty in the cash flow projections. If future cash flows are fairly uncertain, the liquidity risk increases.

Contractual undiscounted cash flow requirements for financial liabilities as at March 31, 2023 were as follows:

	<b>Less than 1 year</b>	<b>1-3 years</b>	<b>4-5 years</b>	<b>After 5 years</b>	<b>TOTAL</b>
Trade and other payables	\$ 17,515	\$ -	\$ -	\$ -	\$ 17,515
Lease liabilities	415	355	-	-	770
Convertible debt (Note 9)	18,958	-	-	-	18,958
	<b>\$ 36,888</b>	<b>\$ 355</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 37,243</b>

**COMMITMENTS**

The Company endeavors to ensure that it has sufficient cash on demand to meet its obligations as they become due by preparing annual capital and administrative expenditure budgets, which are regularly monitored and updated as considered necessary. Further, the Company utilizes authorizations for expenditures on exploration projects to further manage expenditure. The Company monitors its risk of shortage of funds by monitoring the maturity dates of existing trade and other accounts payable as well as the Convertible Debt (Note 9). Most of the Company’s financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

**18. CAPITAL MANAGEMENT**

The Company monitors its cash and cash equivalents, common shares, stock options and share units, and convertible debt as capital. The Company’s objectives when maintaining capital are to maintain sufficient capital base in order to meet its short-term obligations and at the same time preserve investor’s confidence required to sustain future development and production of the business. According to the Stream agreement (Note 6), the Company is required to maintain a minimum of US\$5 million (or Canadian dollar equivalent) in unrestricted cash and cash equivalents, and positive working capital (working capital is defined as the excess of current assets over current liabilities excluding the current portion of the Credit Facilities and any premium portion of flow through shares). As of March 31, 2023, the Company was in compliance with these requirements.

There has been no significant change to the Company’s capital management policies during the three months ended March 31, 2023.

**19. SUBSEQUENT EVENT**

On April 20, 2023 the Company closed a non-brokered private placement (the "Offering"). The Offering raised total gross proceeds of \$4,050 and consisted of 5,000,000 common shares of the Company, which qualify as "flow-through shares" within the meaning of the Income Tax Act (Canada) (the "FT Shares"), at a price of C\$0.81 per FT Share.

The gross proceeds from the issuance of the FT Shares will be used for "Canadian exploration expenses", and will qualify as "flow-through mining expenditures" as those terms are defined in the Income Tax Act (Canada), which will be renounced to the purchaser of the FT Shares with an effective date no later than December 31, 2023 in an aggregate amount not less than the gross proceeds raised from the issue of the FT Shares.