

XAU Resources Inc.

**Financial Statements
(Expressed in Canadian Dollars)**

**For the three months
ended January 31, 2024
and 2023**

NOTICE OF NO AUDITOR REVIEW OF INTERIM CONDENSED FINANCIAL STATEMENTS

The accompanying unaudited interim condensed financial statements of the company have been prepared by and are the responsibility of the Company's management. The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the CPA Canada for a review of interim financial statements by an entity's auditor.

XAU RESOURCES INC.
STATEMENT OF FINANCIAL POSITION
(Expressed in Canadian Dollars)

	January 31, 2024 \$	October 31, 2023 \$
Assets		
Current Assets		
Cash	242,014	272,220
Total Current Assets	242,014	272,220
Total Assets	242,014	272,220
Liabilities and Shareholders' Equity		
Current Liabilities		
Accounts payable and accrued liabilities	22,611	24,826
Total Liabilities	22,611	24,826
Shareholders' Equity		
Share capital (Note 3)	1,470,506	1,470,506
Contributed surplus (Note 3)	163,450	163,450
Deficit	(1,414,553)	(1,386,562)
Total Shareholders' Equity	219,403	247,394
Total Liabilities and Shareholders' Equity	242,014	272,220

Subsequent events (note 7)

On Behalf of the Board:

 "Andrey Maruta" CFO

 "Gairat Gary Bay" Director

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

XAU RESOURCES INC.
STATEMENT OF COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)

	For the three months ended January 31 2024 \$	For the three months ended January 31 2023 \$
Expenses		
Exploration and evaluation (Note 4)	9,450	87,285
Professional fees	11,199	43,592
Registration and filing	1,074	812
Administrative expenses	6,268	14,355
Total expenses	27,991	146,044
Loss and comprehensive loss	(27,991)	(146,044)
Loss per common share	(0.01)	(0.01)
Weighted average number of common shares outstanding	12,611,500	12,611,500

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

XAU RESOURCES INC.
STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
(Expressed in Canadian Dollars)

	Share Capital		Contributed Surplus	Deficit	Total
	Shares	Amount \$			
Balance, November 1, 2022	12,611,500	1,470,506	163,450	(1,066,326)	567,630
Loss for three months	-	-	-	(146,044)	(146,044)
Balance, January 31, 2023	12,611,500	1,470,506	163,450	(1,212,370)	421,586
Balance, November 1, 2023	12,611,500	1,470,506	163,450	(1,386,562)	247,394
Loss for three months	-	-	-	(27,991)	(27,991)
Balance, January 31, 2024	12,611,500	1,470,506	163,450	(1,414,553)	219,403

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

XAU RESOURCES INC.
STATEMENT OF CASH FLOWS
(Expressed in Canadian Dollars)

	For the three months ended January 31, 2024	For the three months ended January 31, 2023
	\$	\$
Cash Flows from Operating Activities		
Loss for the period	(27,991)	(146,044)
Non cash adjustments:		
Changes in non-cash working capital items:		
Prepaid expenses	-	2,046
Accounts payable and accrued liabilities	(2,215)	(18,283)
Net cash used in operating activities	(30,206)	(16,281)
Change in cash	(30,206)	(162,281)
Cash, beginning of the period	272,220	612,153
Cash, end of the period	242,014	449,872

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

XAU RESOURCES INC.
NOTES TO FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
For the three months ended January 31, 2024 and 2023

1. NATURE OF OPERATIONS

XAU Resources Inc. (the “Company”) was incorporated under the Canada Business Corporations Act on June 18, 2018. The Company completed an Initial Public Offering (“IPO”) and was classified as a Capital Pool Company (“CPC”) as defined in the TSX Venture Exchange (“TSX-V”) Policy 2.4. The principal business of the Company was the identification and evaluation of assets or a business (Qualifying Transaction) and, once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval, if required, and acceptance by regulatory authorities. The Company’s shareholders approved the removal of policies related to the consequences associated with not completing the Qualified Transaction within 24 months of the listing date in accordance with the new CPC policies.

The Company completed the Qualifying Transaction on June 20, 2022. As part of the Qualifying Transaction, the subscription receipts issued by the Company on March 7, 2022, pursuant to a non-brokered private placement were automatically converted to 4,000,000 common shares of the resulting issuer.

On October 21, 2021, the Company entered an option agreement to acquire an undivided 100% interest in the "Noseno Project" located approximately two-hundred kilometers west of Georgetown, Guyana. The Noseno Project comprises 37 licenses covering 37,623 acres, together with 100% of the mineral and mining rights attached thereto or derived therefrom (see Note 4). The mineral properties may potentially expose the Company to risks and considerations not normally associated with exploration activities in North America. The Company’s ability to retain its properties, raise and deploy capital may be adversely affected by changes in governing regimes, policies, laws, and regulations, all of which are beyond the Company’s control.

The Company’s head office, principal address and registered and records office is located at Suite 4100, 66 Wellington Street West, Toronto, Ontario, Canada, M5K 1B7.

These financial statements were authorized for issue by the Board of Directors on March 26, 2024.

These unaudited interim condensed financial statements have been prepared with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

These unaudited interim condensed financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) as applicable to the preparation of interim financial statements, including IAS 34, Interim Financial Reporting and interpretations of the IFRS Interpretation Committee. Accordingly, certain disclosures included in the annual financial statements prepared in accordance with IFRS as issued by the IASB have been condensed or omitted and these unaudited interim condensed financial statements should be read in conjunction with the Company’s Audited Financial Statements for the year-ended October 31, 2023.

The unaudited interim condensed financial statements are presented in Canadian dollars, which is the Company’s functional and reporting currency.

These financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue operations. Such adjustments could be material.

XAU RESOURCES INC.
NOTES TO FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
For the three months ended January 31, 2024 and 2023

2. SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

Basis of measurement

These unaudited condensed interim financial statements have been prepared on a historical cost basis, except for financial instruments classified at fair value through profit or loss, which are stated at fair value. In addition, these unaudited interim condensed financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

Significant accounting policies

These unaudited interim condensed financial statements and the accompanying notes were prepared using the accounting policies described in Note 2 of the Company's Audited Financial Statements for the year-ended October 31, 2023.

Significant Accounting Estimates and Judgments

The preparation of these unaudited condensed interim financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates.

These unaudited condensed interim financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions, and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Significant estimates included in these financial statements include the valuation of share-based payments.

There have been no significant judgements made by management in the application of IFRS that have a significant effect on these financial statements.

3. SHARE CAPITAL

Common Shares

Authorized

Unlimited number of common shares with no par value.

Issued

On June 18, 2018, the Company issued 4,000,000 shares at a price of \$0.05 per share for gross proceeds of \$200,000 pursuant to a private placement. Of this, 3,900,000 common shares issued are subject to escrow restrictions upon the completion of the IPO and will be released from escrow in tranches over 36 months from its listing on the TSX- V. On June 29, 2021, shareholders approved certain amendments to align terms of the agreement to the Exchange's amended policy. The shares will be released from escrow in tranches over 18 months from the date of Final QT Exchange Bulletin as per the following schedule:

XAU RESOURCES INC.
NOTES TO FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
For the three months ended January 31, 2024 and 2023

3. SHARE CAPITAL, CONTINUED

Common Shares, Continued

Release Dates	Percentage to be released
Date of Final QT Exchange Bulletin - June 20, 2022	25%
Date 6 months following Final QT Exchange Bulletin	25%
Date 12 months following Final QT Exchange Bulletin	25%
Date 18 months following Final QT Exchange Bulletin	25%
Total	100%

On April 24, 2020, the Company closed the private placement of 200,000 shares at a price of \$0.05 per share for gross proceeds of \$10,000. These shares were placed in escrow on June 20, 2022 and will be released from escrow in tranches over 18 months from the date of Final QT Exchange Bulletin as per the following schedule:

Release Dates	Percentage to be released
Date of Final QT Exchange Bulletin - June 20, 2022	25%
Date 6 months following Final QT Exchange Bulletin	25%
Date 12 months following Final QT Exchange Bulletin	25%
Date 18 months following Final QT Exchange Bulletin	25%
Total	100%

On June 20, 2022, on closing of the qualifying transactions, the Company issued 4,000,000 shares priced at \$0.25 per share for gross proceeds of \$1,000,000. Of the 4,000,000 shares, 1,277,689 shares are held in escrow and will be released based on the following schedule:

Release Dates	Percentage to be released
Date of Final QT Exchange Bulletin - June 20, 2022	10%
Date 6 months following Final QT Exchange Bulletin	15%
Date 12 months following Final QT Exchange Bulletin	15%
Date 18 months following Final QT Exchange Bulletin	15%
Date 24 months following Final QT Exchange Bulletin	15%
Date 30 months following Final QT Exchange Bulletin	15%
Date 36 months following Final QT Exchange Bulletin	15%
Total	100%

As at January 31, 2024, of the total shares issued and outstanding, 574,960 shares are held in escrow.

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3. SHARE CAPITAL, CONTINUED

Stock Options

A summary of stock option activity during the three months ended January 31, 2024, is as follows:

	Number of options	Weighted average exercise price	Weighted average remaining life
Outstanding, November 1, 2023	1,222,222	\$ 0.15	1.67
Outstanding, January 31, 2024	1,222,222	\$ 0.15	1.42

A summary of the stock options outstanding as of January 31, 2024 is as follows:

Number of options	Weighted average exercise price	Weighted average remaining life
822,222	\$ 0.10	0.47
400,000	\$ 0.25	3.39
1,222,222	\$ 0.15	1.42

The Company has a common share purchase option plan (the "Plan") for directors, officers, employees, and consultants. The number of common shares reserved for issuance pursuant to the Plan is equal to 10% of the Company's issued and outstanding common shares at the time of grant. The number of common shares reserved for issuance or granted to any insiders, within any twelve-month period, will not exceed 10% of the issued and outstanding common shares at the date of the grant. Options granted under the Plan have a five-year term. Options are granted at a price no lower than the market price of the common shares less any discounts allowed by the TSX Venture Exchange at the time of the grant.

The number of common shares reserved for issuance to any individual director or officer will not exceed 5% of the issued and outstanding common shares and the number of common shares reserved for issuance to all technical consultants will not exceed 2% of the issued and outstanding common shares. Options may be exercised the greater of 12 months after the completion of the Qualifying Transaction and 90 days following cessation of the Optionee's position with the Company, subject to the expiry date of such option.

Any common shares acquired pursuant to the exercise of options prior to the Completion of the Qualifying Transaction will be subject to escrow restrictions until the issuance of the Final Exchange Bulletin.

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NOTES TO FINANCIAL STATEMENTS
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3. SHARE CAPITAL, CONTINUED

The Company adopted an incentive stock option plan on June 29, 2021. The plan allows the ability to issue options to purchase up to 10% of The Company's issued and outstanding common shares as at the closing of their IPO. This is in accordance with the new CPC policy permitting the Company to adopt a "10% rolling stock option plan" such that the total number of Common Shares that may be reserved for issuance pursuant to options under the Plan may not exceed 10% of the Common Shares issued and outstanding at the date of grant. This new CPC policy came in effect on January 1, 2021.

All options outstanding have vested and are exercisable as at January 31, 2024.

Warrants

A summary of warrant activity during the three months ended January 1, 2024 is as follows:

	Number of warrants	Weighted average exercise price	Weighted average remaining life
Outstanding, November 1, 2023	20,188	\$0.25	0.64
Outstanding, January 31, 2024	20,188	\$0.25	0.39

In connection with the financing, the Company issued 20,188 in finder's warrants. These warrants are subject to a four month and one day statutory hold period running from the date of issue of the Subscription Receipts.

The fair value of warrants was estimated to be \$ 2,352 at the grant date, and recorded as share issuance costs, based on the Black Scholes pricing model, using the following assumptions:

Number issued	20,188
Share price	\$0.25
Expected dividend yield	Nil
Exercise price	\$0.25
Risk-free interest rate	1.05%
Expected volatility	100%
Expected expiration (years)	2.00

3. SHARE CAPITAL, CONTINUED

Contributed surplus

Contributed surplus records items recognized as share-based payments and allocation of the value of warrants and agent's options until such time that the options and warrants are exercised, at which time the corresponding amount will be transferred to share capital.

4. EXPLORATION AND EVALUATION EXPENSES

On October 21, 2021, the Company entered an option agreement to acquire an undivided 100% interest in the "Noseno Project" located approximately two-hundred kilometers west of Georgetown, Guyana. The Noseno Project comprises 37 licenses covering 37,623 acres, together with 100% of the mineral and mining rights attached thereto or derived therefrom.

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The Company further entered an amendment agreement on January 23, 2024, and in order to maintain in force the rights granted, and to maintain in force the option and earn the interest in the Property, the Company must:

- make the following cash payments – a total of \$2,500,000 USD will be paid in accordance with the following schedule:
 1. Pay \$2,500,000 USD on or before December 31, 2027.
- maintain work expenditures levels in respect of exploration work on the Property in each of the four years for a cumulative total of \$5,000,000 USD. The Company must incur these work expenditures for the exploration work on the Property in accordance with the following schedule (collectively, the “**Work Expenditures**”):
 1. Incur \$5,000,000 USD on or before December 31, 2027

The mineral properties may potentially expose the Company to risks and considerations not normally associated with exploration activities in North America. The Company’s ability to retain its properties, raise and deploy capital may be adversely affected by changes in governing regimes, policies, laws, and regulations, all of which are beyond the Company’s control.

The following is a description of the Company's exploration and evaluation expenditures for the three months ended January 31, 2024 and 2023:

	Noseno Project	
	January 31, 2024	January 31, 2023
Mineral permits - rental	\$ 9,450	9,005
Consulting fee	-	24,487
Camp and operations	-	53,793
Total exploration expenses	\$ 9,450	87,285

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5. FINANCIAL RISK MANAGEMENT

The Company is exposed to a variety of risks related to financial instruments. The Board approves and monitors the risk management processes. The principal types of risk exposure and the way in which they are managed are as follows:

Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts. The Company has deposited the cash with a Schedule 1 Canadian bank from which management believes the risk of loss is remote.

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 ensure that it will have sufficient liquidity to meet liabilities when due. Accounts payable and accrued liabilities are due within the current operating period. The Company has a sufficient cash balance to settle current liabilities.

Market Risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices 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.

Fair Value

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

Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3: Inputs that are not based on observable market data.

The fair value of the Company's receivables and accounts payable and accrued liabilities approximates their carrying value because of the short-term nature of the financial instruments. The Company's cash is measured at fair value using Level 1 inputs.

6. CAPITAL MANAGEMENT

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern and to maintain a flexible capital structure. Therefore, the Company monitors the level of risk incurred in its expenditures relative to its capital structure.

The Company considers its capital structure to consist of components of shareholders' equity. The Company monitors its capital structure and makes adjustments in light of changes in economic conditions and the risk characteristics of the potential underlying assets. To maintain or adjust the capital structure, the Company may issue new equity if available on favorable terms and approved by the TSX-V.