FORM 5

QUARTERLY LISTING STATEMENT

Name of Listed Issuer: **Sixty North Gold Mining Ltd.** (the "Issuer").

Trading Symbol: **SXTY**

This Quarterly Listing Statement must be posted on or before the day on which the Issuer's unaudited interim financial statements are to be filed under the *Securities* Act, or, if no interim statements are required to be filed for the quarter, within 60 days of the end of the Issuer's first, second and third fiscal quarters. This statement is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the Exchange Policies. If material information became known and was reported during the preceding quarter to which this statement relates, management is encouraged to also make reference in this statement to the material information, the news release date and the posting date on the Exchange website.

General Instructions

(a) Prepare this Quarterly Listing Statement using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.

(b) The term "Issuer" includes the Listed Issuer and any of its subsidiaries.

(c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

There are three schedules which must be attached to this report as follows:

SCHEDULE A: FINANCIAL STATEMENTS

The financial statements for the period ended January 31, 2024 are attached.

SCHEDULE B: SUPPLEMENTARY INFORMATION

1. Related party transactions

All related party transactions have been disclosed in the Issuer's financial statements for the period ended January 31, 2024.

2. **Summary of securities issued and options granted during the period.**

All securities issued and options granted during the period have been disclosed in the Issuer's financial statements for the period ended January 31, 2024.

3. **Summary of securities as at the end of the reporting period.**

A summary of securities as at the end of the reporting period has been disclosed in the Issuer's financial statements for the period ended January 31, 2024.

4. **List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.**

Name	Position(s) Held
Tom MacNeill	Chairman and Director
David R. Webb	President, CEO and Director
N. John Campbell	CFO
Ronald L. Handford	Vice President, Corporate Development and Corporate Secretary
Bill van Breugel	Director
John Carter	Director
Andriyko Herchak	Director
Brian Malahoff	Director

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

The MD&A for the period ended January 31, 2024 is attached.

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Quarterly Listing Statement.

2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.

3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).

4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated March 27, 2024.

Ronald L. Handford
Name of Director or Senior Officer

s/"Ronald L. Handford"
Signature

Corporate Secretary
Official Capacity

Issuer Details Name of Issuer **Sixty North Gold Mining Ltd.**	For Quarter Ended January 31, 2024	Date of Report YY/MM/D 24/03/27
Issuer Address 6120 – 185 A Street		
City/Province/Postal Code Surrey BC Canada V3S 7P9	Issuer Fax No. (604) 357-1177	Issuer Telephone No. (604) 818-1400
Contact Name Ronald Handford	Contact Position Vice President, Corporate Development and Corporate Secretary	Contact Telephone No. (604) 230-4263
Contact Email Address rhandford@sixtynorthgold.com	Web Site Address www.sixtynorthgold.com	

SIXTY NORTH GOLD MINING LTD.

Condensed Interim Financial Statements
(Unaudited)

For the three months ended January 31, 2024 and 2023
(*Expressed in Canadian dollars, unless otherwise stated*)

SIXTY NORTH GOLD MINING LTD.

CONDENSED INTERIM FINANCIAL STATEMENTS

(Unaudited)

FOR THE THREE MONTHS ENDED JANUARY 31, 2024 and 2023

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NOTICE OF DISCLOSURE OF NON-AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

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

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 Canadian Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditors.

SIXTY NORTH GOLD MINING LTD.

Condensed Interim Statements of Financial Position
(Expressed in Canadian Dollars)
As at,

	Unaudited January 31, 2024	Audited October 31,2023
Assets		
Current Assets		
Cash	$ 24,404	$ 37,247
GST receivable	2,545	3,202
Prepaid expenses	33,666	57,863
Total Current Assets	60,615	98,312
Exploration and evaluation assets (Note 4,9)	7,699,693	7,699,264
Reclamation deposit (Note 5)	427,540	427,540
Total Assets	**$ 8,187,848**	**$ 8,225,116**
Liabilities		
Current Liabilities		
Accounts payable and accrued liabilities (Note 4, 9)	$ 444,355	$ 392,171
Total Current Liabilities	444,355	392,171
Equity		
Share capital (Note 6)	11,819,700	11,819,700
Equity reserves	1,402,419	1,402,419
Deficit	(5,478,626)	(5,389,174)
Total Equity	7,743,493	7,832,945
Total Liabilities and Equity	**$ 8,187,848**	**$ 8,225,116**

Nature and Continuance of Operations (Note 1)
Commitments (Note 10)

On behalf of the Board:

"David R. Webb"
Director

"Tom MacNeill"
Director

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

SIXTY NORTH GOLD MINING LTD.

Condensed Interim Statements of Comprehensive Loss
(Unaudited - Expressed in Canadian Dollars)
For the three months ended January 31, 2024 and 2023

	2024	2023
Expenses		
Consulting fees	$ 10,500	$ -
General and administration (Note 7)	2,574	14,680
Investor relations (Note 8)	24,357	25,542
Management fees (Note 9)	45,000	45,000
Professional fees	3,570	11,663
Share-based payments	-	8,046
Transfer agent and regulatory fees	3,451	10,440
Net loss before other items	(89,452)	(115,371)
Net loss and comprehensive loss for the period	**$ (89,452)**	**$ (115,371)**
Loss per share, basic and diluted	$ (0.00)	$ (0.01)
Weighted average common shares outstanding, basic and diluted	27,643,838	21,513,460

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

SIXTY NORTH GOLD MINING LTD.
Condensed Interim Statements of Changes in Equity
(Unaudited - Expressed in Canadian Dollars)
For the three months ended January 31, 2024 and 2023

	Number of Shares	Share Capital	Equity Reserves	Deficit	Total
Balance at October 31, 2022	21,089,547	$ 11,009,235	$ 1,380,587	$ (4,204,706)	$ 8,185,116
Shares issued for cash	500,000	80,000	20,000	-	100,000
Share-based payments	-	-	8,046	-	8,046
Net loss and comprehensive loss for the period	-	-	-	(115,371)	(115,371)
Balance at January 31, 2023	**21,589,547**	**$ 11,089,235**	**$ 1,408,633**	**$ (4,320,077)**	**$ 8,177,791**
Balance at October 31, 2023	27,643,838	$ 11,819,700	$ 1,402,419	$ (5,389,174)	$ 7,832,945
Net loss and comprehensive loss for the period	-	-	-	(89,452)	(89,452)
Balance at January 31, 2024	**27,643,838**	**$ 11,819,700**	**$ 1,402,419**	**$ (5,478,626)**	**$ 7,743,493**

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

SIXTY NORTH GOLD MINING LTD.

Condensed Interim Statements of Cash Flows
(Unaudited - Expressed in Canadian Dollars)
For the three months ended January 31, 2024 and 2023

	2024	2023
Cash Flows Used in Operating Activities		
Net loss for the period	$ (89,452)	$ (115,371)
Non-Cash Items:		
Share-based payments	-	8,046
	(89,452)	(107,325)
Changes in Non-Cash Working Capital Items:		
GST receivable	657	2,667
Prepaid expenses	24,197	16,376
Accounts payable and accrued liabilities	51,755	30,609
Net Cash Flows Used in Operating Activities	(12,843)	(57,673)
Cash Flows Used in Investing Activities		
Exploration and evaluation expenditures, net	-	(115,208)
Net Cash Flows Used in Investing Activities	-	(115,208)
Cash Flows from Financing Activities		
Issuance of common shares, net of share issuance costs	-	100,000
Net Cash Flows Provided by Financing Activities	-	100,000
Change in Cash During the Period	**(12,843)**	**(72,881)**
Cash, Beginning of Period	37,247	114,180
Cash, End of Period	**$ 24,404**	**$ 41,299**
Non-cash transactions in investing and financing activities:		
Exploration expenditures included in accounts payable	$ 109,424	$ 133,538

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

1. Nature and Continuance of Operations

Sixty North Gold Mining Ltd. (the "Company") was incorporated on July 7, 2016 in British Columbia under the laws of the Canada Business Corporations Act. On November 9, 2017, the Company became registered as an extra-territorial corporation under part XXI of the Business Corporations Act of the Northwest Territories. The Company's registered office is located at 3200-650 West Georgia Street, Vancouver, BC, V6B 4P7. The Company's shares are listed on the Canadian Securities Exchange under the symbol "SXTY". The Company also trades on the Frankfurt Stock Exchange under the symbol "2F4" and on the OTC Pink Sheet Market in the United States under the symbol "SXNTF".

The Company's principal business activities include the acquisition, exploration and development of mineral property assets. The Company is exploring its mineral property assets for gold on the 100% owned Mon Property, 40 km north of Yellowknife, NWT (Note 4).

Recovery of the carrying value of the Company's investment in the Mon Property is dependent upon the existence of economically recoverable reserves, obtaining the necessary funding to complete exploration and development, and the attainment of future profitable production. The outcome of these matters cannot be predicted at this time and indicate the existence of a material uncertainty that casts significant doubt about the Company's ability to continue as a going concern.

These condensed interim financial statements of the Company have been prepared on a going concern basis which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business. If the going concern assumptions were not appropriate for these financial statements, then adjustments may be necessary to the carrying value of assets and liabilities, the reported expenses and the classifications used on the statement of financial position.

The Company will require further funding to continue as a going concern.

As at January 31, 2024, the Company had a deficit of $5,478,626 (October 31, 2023 - $5,389,174) and a working capital deficiency of $383,740. The Company has raised funds through private and public equity issuances to fund the project. There is no assurance that the Company will be able to obtain sufficient funding to continue exploration and development on the Mon Property. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

2. Statement of Compliance and Basis of Presentation

(a) Statement of Compliance

These condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"); specifically, International Accounting Standard 34, for Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretation Committee ("IFRIC") for all periods presented. These financial statements do not include all the information and disclosure required for full annual financial statements and should be read in conjunction with the Company's audited annual financial statements for the year ended October 31, 2023.

These financial statements were authorized for issue in accordance with a resolution from the Board of Directors on March 26, 2024.

(b) Basis of Presentation

The financial statements have been prepared on a historical cost basis and have been prepared using the accrual basis of accounting, except for cash flow information. The functional and presentation currency of the Company is the Canadian dollar.

3. Significant Accounting Policies

Critical Accounting Estimates and Judgements

The preparation of these financial statements requires management to make judgements and estimates that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these judgements and estimates. The financial statements include judgements and estimates, which, by their nature, are uncertain. The impacts of such judgements and 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 may affect both current and future periods.

Significant assumptions about the future and other sources of judgements and estimates that management has made at the statement of financial position date, which could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

3. Significant Accounting Policies (continued)

Critical Accounting Estimates and Judgements (continued)

Exploration and Evaluation Assets

The application of the Company's accounting policy for exploration and evaluation expenditures requires judgement in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after an expenditure is capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in profit or loss in the period the new information becomes available.

Accounting Estimates and Assumptions

Site Closure and Reclamation Provisions

The Company assesses its reclamation provision at each reporting date or when new material information becomes available. Exploration, development, and mining activities are subject to various laws and regulations governing the protection of the environment. In general, these laws and regulations are continually changing, and the Company has made, and intends to make in the future, expenditures to comply with such laws and regulations. Accounting for reclamation obligations requires management to make estimates of the future costs that the Company will incur to complete the reclamation work required to comply with existing laws and regulations at each location. Actual costs incurred may differ from those amounts estimated. The Company's exploration work to date has resulted in no significant site disturbance and therefore the Company's reclamation provision is limited to the amount posted as a reclamation bond.

Also, future changes to environmental laws and regulations could increase the extent of reclamation and remediation work required to be performed by the Company. Increases in future costs could materially impact the amounts charged to operations for reclamation and remediation. The provision represents management's best estimate of the present value of the future reclamation and remediation obligation. The actual future expenditures may differ from the amounts currently provided.

Title to Mineral Properties

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.

3. Significant Accounting Policies (continued)

Share-Based Payments

Management uses valuation techniques in measuring the fair value of stock options granted. The fair value is determined using the Black-Scholes option pricing model which requires management to make certain estimates, judgements, and assumptions in relation to the expected life of the share options, expected volatility, expected risk-free rate, and expected forfeiture rate. Changes to these assumptions for any stock options granted could have a material impact on the Company's financial statements.

Deferred Income Taxes

Judgement is required to determine which types of arrangements are considered to be a tax on income in contrast to an operating cost. Judgement is also required in determining whether deferred tax liabilities are recognized in the statement of financial position. Deferred tax assets, including those potentially arising from un-utilized tax losses, require management to assess the likelihood that the Company will generate sufficient taxable income in future periods, in order to recognize deferred tax assets. Assumptions about the generation of future taxable income depend on management's estimates of future operations and cash flows. These estimates of future taxable income are based on forecast cash flows from operations (which are impacted by production and sales volumes, commodity prices, reserves, operating costs, closure and rehabilitation costs, capital expenditure, and other capital management transactions) and judgement about the application of existing tax laws in each jurisdiction. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Company to realize deferred tax assets or offset these against any deferred tax liabilities recorded at the reporting date could be impacted.

Going Concern

The Company's management has made an assessment of the Company's ability to continue as a going concern and is satisfied that the Company has the resources to continue in business for the foreseeable future. The factors considered by management are disclosed in Note 1.

4. Exploration and Evaluation Assets

Exploration and evaluation assets are comprised of:

	Mon Property
Acquisition Costs:	
Balance, October 31, 2022	2,573,885
Advance royalty payment (Note 10)	27,259
Balance, October 31, 2023	2,601,144
Advance royalty payment (Note 10)	-
Balance, January 31, 2024	2,601,144
Exploration Costs:	
Balance, October 31, 2022	5,555,247
Additions	38,344
Impairment	(436,000)
Balance, October 31, 2023	5,157,591
Additions	429
Balance, January 31, 2024	5,158,020
Grant from the Government of the Northwest Territories	
Balance, October 31, 2023 and January 31, 2024	(59,471)
Exploration and Evaluation Assets, net	
October 31, 2023	**$ 7,699,264**
January 31, 2024	**$ 7,699,693**

As at January 31, 2024, accounts payable and accrued liabilities include $109,424 (2023 - $108,995) payable to New Discovery Mines Ltd. for exploration expenditures.

4. Exploration and Evaluation Assets (continued)

Exploration and evaluation costs were comprised of:

		Mon Property
For the year ended October 31, 2023		
Administration	$	7,691
Assays and laboratory		46
Camp costs		9,604
Equipment		135
Geology and geophysics		10,538
License and permits		6,110
Supplies		13,200
Travel and accommodation		20
Recovery		(9,000)
Total	$	38,344
For the period ended January 31, 2024		
Administration		24
Assays and laboratory		-
Camp costs		-
Equipment		135
Geology and geophysics		270
License and permits		-
Supplies		-
Travel and accommodation		-
Recovery		-
Total	$	429

4. Exploration and Evaluation Assets (continued)

Mon Property

The Mon Property is wholly owned by the Company and is comprised of one Mineral Claim and 13 Mining Leases with an aggregate of 1,536.92 acres located in the mining district of the Northwest Territories.

The Property is subject to a 2.0% net smelter royalty ("NSR") reserved in favour of Giauque Holdings Ltd. (the "Royalty Holder"). The Company has committed to make minimum annual advanced royalty payment to the Royalty Holder of US$20,000, which commenced in January 2017, and is payable on or before January 30th of each year. A deduction of 20% of all advance royalty payments may be made from the first year's NSR payments, and thereafter the balance of the advanced royalty payments may be deducted from future NSR payments. As of October 31, 2023, the Company has paid US$140,000 ($183,791) in advance royalty payments. (See Note 13)

In August 2023, the Northwest Territories (NWT) wildfire impacted the Company's Mon Property. The Company recorded the impairment loss of certain equipment damaged due to wildfire amounting to $436,000 during the year ended October 31, 2023. (See Note 13)

5. Reclamation Deposit

As at January 31, 2024, the Company has placed security deposits of $427,540 (October 31, 2023 - $427,540) with the Department of Lands on behalf of the Government of the Northwest Territories, as required under the land use permit ("LUP") on the Mon Property.

6. Share Capital

(a) Authorized Shares

The Company is authorized to issue an unlimited number of common shares with no par value per share.

(b) Issued and Outstanding

As of January 31, 2024, 27,643,838 common shares (October 31, 2023 – 27,643,838) were issued and outstanding.

<u>During the year ended October 31, 2023, the Company had the following transactions:</u>

On June 8, 2023, the Company closed a non-brokered private placement of 4,304,291 units at $0.12 per unit to raise gross proceeds of $516,515. Each unit consists of one common share and one non-transferable share purchase warrant exercisable at $0.18 per common share for two years from the issue date. The shares issued have a hold period of four months and one day restricting resale. In connection with this private placement, the Company has recorded a cash commission payable of $4,800.

6. Share Capital (continued)

(b) Issued and Outstanding (continued)

On June 8, 2023, the Company issued a total of 1,750,000 common shares with a fair value of $218,750 to settle $210,000 in accrued management fees (Note 9).

On November 14, 2022, the Company closed a non-brokered private placement of 500,000 units at $0.20 per unit to raise gross proceeds of $100,000. Each unit consists of one common share and one non-transferable share purchase warrant exercisable at $0.30 per common share for two years from the issue date. The shares issued have a hold period of four months and one day restricting resale. Of the $100,000 proceeds of the private placement, a value of $80,000 was allocated to the common shares and $20,000 to the warrants as per the residual value method.

In connection with this private placement, the Company has recorded a cash commission payable of $6,400 and issued agent's compensation warrants to purchase up to 32,000 common shares, exercisable at $0.30 per common share for two years from the issue date. The fair value of agent's warrants recorded as share issuance costs was estimated at $2,237 using the Black-Scholes pricing model assuming an expected life of 2 years, a risk-free interest rate of 3.79% and expected volatility of 85.48%.

(c) Warrants

A summary of the Company's outstanding warrants and the changes for the periods then ended is presented below:

	Number of Warrants	Weighted Average Exercise Price	Weighted Average Remaining Life
Balance, October 31, 2022	9,520,202	$0.79	0.92
Issued for private placements	4,804,291	$0.19	1.55
Expired warrants	(7,192,202)	$0.89	-
Balance, October 31, 2023	7,132,291	$0.29	1.35
Balance, January 31, 2024	7,132,291	$0.29	1.10

As of January 31, 2024, the outstanding warrants are as follows:

Number of Warrants	Exercise Price	Expiry Date
636,000	$1.00	August 30, 2024
1,692,000	$0.30	October 28, 2024
500,000	$0.30	November 14, 2024
4,304,291	$0.18	June 8,2025
7,132,291		

6. Share Capital (continued)

(d) Stock Options

The Company has adopted an incentive stock option plan (the "Option Plan") which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with the applicable stock exchange's requirements, grant to directors, officers, employees and consultants of the Company, non-transferable options to purchase common shares. Pursuant to the Option Plan, the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares of the Company. Options granted under the Option Plan can have a maximum exercise term of 10 years from the date of grant. Vesting terms will be determined at the time of grant by the Board of Directors.

A summary of the Company's outstanding stock options and the changes for the periods then ended is presented below:

	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Life
Balance, October 31, 2022	1,140,000	$ 1.05	1.56
Options expired/cancelled	(535,000)	$ 0.85	-
Balance, October 31, 2023	605,000	$ 0.94	1.40
Options granted	-	-	-
Options expired/cancelled	-	-	-
Balance, January 31, 2024	605,000	$ 0.94	1.15

During the period ended January 31, 2024, the Company recorded a share-based payment expense of $nil (2023 - $8,046) for stock options granted and vested on the statement of comprehensive loss.

As of January 31, 2024, the outstanding and exercisable options are as follows:

Number of Outstanding Options	Number of Exercisable Options	Exercise Price	Expiry Date
200,000	200,000	$1.20	March 1, 2024
50,000	50,000	$0.50	June 20, 2024
25,000	25,000	$0.75	October 18, 2024
210,000	210,000	$0.80	August 24, 2025
115,000	115,000	$1.00	August 31, 2026
5,000	5,000	$0.80	March 1, 2027
605,000	605,000		

7. General and Administration

	Three months ended January 31, 2024	2023
Insurance	$ -	10,751
Interest and bank charges	449	590
Office expense	2,125	2,821
Meals and entertainment	-	518
	$ 2,574	$ 14,680

8. Investor Relations

	Three months ended January 31, 2024	2023
Marketing and communication	$ 24,357	$ 25,542
Consulting fees	-	-
	$ 24,357	$ 25,542

9. Related Party Transactions and Balance

Related Party Transactions

The Company defines key management personnel as officers and directors of the Company and/or entities controlled by them. Officers of the Company include the president, chief executive officer ("CEO"), chief financial officer ("CFO") and the vice president of corporate development ("VP Corporate Development"). During the three months ended January 31, 2024 and 2023, the Company incurred the following key management compensation charges:

	Three months ended January 31, 2024	2023
Management fees		
Company controlled by the VP Corporate Development	$ 15,000	$ 15,000
CFO and former director	15,000	15,000
Company controlled by the President & CEO	15,000	15,000
Total	$ 45,000	$ 45,000

During the three months ended January 31, 2024, the Company incurred the following exploration and evaluation assets expenditures with related parties:

a) The Company paid $nil (2023 - $27,259, US $20,000) in annual advance royalty payments to Giauque Holdings Ltd ("Giauque"), a company controlled by the President and CEO. (Note 13)

9. Related Party Transactions and Balance (continued)

b) The Company paid $270 (2023 - $5,543) in Mon Property exploration expenditures to DRW Geological Consultants Ltd. ("DRW"), a company controlled by the President and CEO.
c) The Company paid $24 (2023 - $1,426) in administration fee for Mon Property exploration expenditures to New Discovery Mines Ltd. ("NDM"), a company 50% owned by the President and CEO.

Related Party Balance

As at January 31, 2024, accounts payable and accrued liabilities include $125,000 (October 31, 2023 - $80,000) payable to directors, officers, and companies controlled by directors and officers for accrued fees.

As at January 31, 2024, accounts payable and accrued liabilities include $120,440 (October 31, 2023 - $118,549) comprised of $109,495 payable to NDM for exploration expenditures and $10,945 payable to DRW for expenses.

Other transactions

During the year ended October 31, 2023

Fees of $105,000 to the Chief Financial Officer were settled by the issuance of 875,000 common shares (Note 6b).

Fees of $105,000 to the Vice-President, Corporate Development were settled by the issuance of 875,000 common shares (Note 6b).

The common shares issued to settle liabilities with the related parties were recorded at a fair value of $218,750. The $8,750 difference between the fair value of the common shares issued and carrying value of the amounts payable was recorded to equity reserves as a capital transaction because the settlement occurred with related parties and shareholders.

Unless otherwise noted, amounts due to related parties are non-interest bearing, unsecured and have no fixed terms of repayment. The above related party transactions were in the normal course of operations and measured at the exchange amount, which is the amount established and agreed to by the related parties.

10. Commitments

Pursuant to an agreement between the Company and NDM, the Company is required to make annual payments of US$20,000 for the advanced NSR to Giauque commencing on January 30, 2017. These advance payments can be credited towards the royalty payments after commencement of commercial production of the Mon Property with 20% of the aggregate payments received from the advanced NSR deductible from the royalty payments, commencing in the first completed calendar year of commercial production. (Note 4 & 13)

11. Financial Instruments and Risks

Fair Values and Classification

The Company's financial instruments consist of cash and accounts payable. Financial instruments are classified into one of the following categories: FVTPL, FVTOCI, or amortized cost. The carrying values of the Company's financial instruments are classified into the following categories:

Financial Instrument	Category	January 31, 2024	October 31, 2023
Cash	FVTPL	$ 24,404	$ 37,247
Accounts payable	Amortized cost	$ 234,857	$ 217,671

The Company measures certain financial instruments and other items at fair value. To determine the fair value, the Company uses the fair value hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs market participants would use to value an asset or liability and are developed based on market data obtained from independent sources. Unobservable inputs are inputs based on assumptions about the factors market participants would use to value an asset or liability. The three levels of inputs that may be used to measure fair value are as follows:

Level 1 – Observable inputs such as quoted prices in active markets;

Level 2 – Inputs, other than the quoted prices in active markets, that are observable either directly or indirectly; and

Level 3 – Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

Assets and liabilities are classified based on the lowest level of input that is significant to the fair value measurements. Changes in the observability of valuation inputs may result in a reclassification of levels for certain securities within the fair value hierarchy.

The fair value of cash is measured on the statement of financial position using level 1 of the fair value hierarchy. The fair values of accounts payable approximate their respective carrying values because of their immediate or short-term nature.

11. Financial Instruments and Risks (continued)

Financial Instrument Risk Exposure

The Company's financial instruments are exposed to certain financial risks, including credit risk, currency risk and liquidity risk.

(a) Credit risk

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's cash. The carrying amount of the financial assets represents the maximum credit exposure.

The Company limits its exposure to credit risk on cash by placing these financial instruments with reputable and major financial institutions.

(b) Currency risk

The Company's expenses are denominated in Canadian dollars. The Company's corporate office is based in Canada and current exposure to rate fluctuations is minimal. The Company does not have significant foreign currency denominated monetary liabilities.

(c) Liquidity risk

Liquidity risk is associated with the inability to meet obligations as they become due and is minimized by maintaining sufficient cash and deposit balances to cover operating and exploration costs over a reasonable future period.

12. Capital Management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern. The Company manages and adjusts the capital structure based on:

- available funds in order to support the exploration and development of mineral properties and for general operating costs; and
- in light of changing economic conditions and the Company's working capital requirements.

The Company will continue to rely on capital markets to support continued growth. There are no external restrictions on capital.

13. Subsequent Events

- The Company received insurance settlement of $388,138 for its claim relating to the equipment damaged by the wildfires in the Northwest Territories in August.

- The Company paid annual advance NSR to Giauque of US$20,000 for the Mon Property. (Note 4 & 10).

- 200,000 stock options with an exercise price of $1.20 expired unexercised On March 1, 2024. (Note 6d)

SIXTY NORTH GOLD MINING LTD.

MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS ENDED JANUARY 31, 2024

The management's discussion and analysis ("MD&A") reports on the financial condition and operating results of Sixty North Gold Mining Ltd. ("Sixty North" or the "Company") and factors that are reasonably expected to impact future operations and results. This discussion and analysis should be read in conjunction with the Company's unaudited condensed interim financial statements for the period ended January 31, 2024 and the audited financial statements for the year ended October 31, 2023, which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All dollar amounts are expressed in Canadian dollars unless otherwise indicated. Additional information relating to the Company can be found on SEDAR at www.sedarplus.ca. This management's discussion and analysis is dated March 26, 2024.

Some of the statements set forth are forward-looking statements relating to the Company's expected future operating results. The forward-looking information reflects the Company's current expectations and assumptions and are subject to a variety of risks and uncertainties. Although the Company believes that the assumptions on which the forward-looking information is based are reasonable, no assurance can be given that these assumptions will prove correct. Investors are advised to consider the risk factors identified under the heading "Risks and Uncertainties" in this report for a discussion of the factors that could cause the Company's actual results, performance and achievements to be materially different from any anticipated future results, performance or achievements expressed or implied by the forward-looking information.

Description of Business and Overview

The Company was incorporated on July 7, 2016, pursuant to the *Business Corporations Act* (British Columbia). On November 9, 2017, the Company also became registered as an extra-territorial corporation under Part XXI of the Business Corporations Act of the Northwest Territories.

The Company's head office is located at Suite 1909 – 108 West Cordova Street, Vancouver B.C. Canada V6B 0G5, and its registered and records offices are located at Suite 3200 - 650 West Georgia Street, Vancouver, British Columbia, V6B 4P7.

The Company's principal business activities include the acquisition, exploration and development of mineral property assets. The Company is developing mining operations for gold on the 100% owned Mon Gold Property, 40 km north of Yellowknife, NWT (see "Mon Property" section below).

The Company's shares are listed on the Canadian Securities Exchange under the symbol "SXTY". The Company also trades on the Frankfurt Stock Exchange under the symbol "2F4" and, on the OTC Pink Market in the United States under the symbol "SXNTF".

Exploration and Evaluation Assets

The Mon Property

The Mon Property wholly owned by the Company. The Property is located 45 kilometres north of Yellowknife, Northwest Territories, Canada, and consists of 13 contiguous mining leases and 1 mineral claims comprising an aggregate of 1,536.92 acres.

The Property is subject to a 2.0% net smelter royalty ("NSR") reserved in favour of Giauque Holdings Ltd. (the "Royalty Holder"). The Company has committed to make minimum annual advanced royalty payment to the Royalty Holder of US$20,000, which commenced in January 2017, and is payable on or before January 30th of each year. A deduction of 20% of all advance royalty payments may be made from the first year's NSR payments, and thereafter the balance of the advanced royalty payments may be deducted from future NSR payments. As of the date of the MD&A, the Company has paid US$160,000 ($210,586) in advance royalty payments.

In August 2023, the Northwest Territories (NWT) wildfire impacted the Company's Mon Property. The Company recorded the impairment loss of certain equipment damaged due to wildfire amounting to $436,000 during the year ended October 31, 2024. In March 2024, the Company received insurance settlement of $388,138 for its claim relating to the equipment damaged by the wildfires in the Northwest Territories in August.

The Mon Property is an exploration stage property with no mineral reserves or resources as of this report date.

A Technical Report dated August 3, 2023, on the Property was prepared by Dave R. Webb, P.Geol., P.Eng., the "qualified person", as defined under National Instrument 43-101 ("NI 43-101") and can be viewed on www.sedarplus.ca.

Development Progress and Plans

The Company now has all mining equipment needed for full scale mining operations. These were delivered to site on the winter road in 2021, along with bulk consumables such as fuel and explosives. The Company has two 75,000 litre fuel tanks with fuel, explosives, and a mobile drill for underground drilling, as well as surface drilling for exploration and groundwater monitoring. Camp buildings and contents, two pickup trucks, and an all-terrain vehicle were destroyed in a wildfire in August 2023. The Company received a full recovery for these items from an insurance settlement, and plans to replace them as soon as possible.

Operations in 2021 included opening up the north portal, and expanding the dimensions of the decline up to 3 metres by 4 metres to accommodate our larger mining equipment than was used in the past. Future development plans include extending the decline a further 125 m around the nose of the vein and onto the east side of the vein, cutting drifts into the vein, preparing stopes for future production, extracting and bringing to surface a bulk sample of up to 3,000 – 4,000 tonnes, and assaying this bulk sample.

Assuming positive results from the bulk sample the Company plans to acquire a mill capable of 100 tonnes/day throughput, then bringing that up to site on a subsequent winter road. Following commissioning of the mill, the Company expects to be in full operation during the same year as delivery of the mill to site.

Overall Performance and Results of Operations

Three months ended January 31, 2024

The Company incurred a net loss of $89,452 during the three months ended January 31, 2024 compared to a net loss of $115,371 during the three months ended January 31, 2023. The significant changes were as follows:

- Consulting fees of $10,500 (2023 - $nil) in relation to consultants engaged for business development.
- Professional fees of $3,570 (2023 - $11,663) include accounting, legal and audit expense. The decrease is due to the timing of the invoices.
- General and administration expenses of $2,574 (2023 - $14,680) decreased with decrease in insurance and office expense.
- Transfer agent and regulatory fees of $3,451 (2023 - $10,440) decreased due to filing fees and regulatory cost of private placement in the comparable period.
- Share-based payments expense of nil (2023 - $8,046) relate to stock options granted and vested during the period.

Summary of Quarterly Results:

Period Ended	2024 Jan 31	2023 Oct 31	2023 July 31	2023 Apr 30	2023 Jan 31	2022 Oct 31	2022 Jul 31	2022 Apr 30
Operation expenses	(89,452)	(262,364)	(121,243)	(264,502)	(115,371)	(144,093)	(147,423)	(149,094)
Net earnings (loss)	(89,452)	(683,352)	(121,243)	(264,502)	(115,371)	(254,395)	(147,423)	(149,094)
(Loss) earnings per share, basic and diluted	(0.00)	(0.05)	(0.00)	(0.01)	(0.01)	(0.01)	(0.00)	(0.00)

Liquidity and Solvency

As at January 31, 2024, the Company had cash of $24,404 and working capital deficiency of $383,740. The Company does not expect to generate revenues in the near future and will require additional funds to meet its obligations and commitments. These circumstances may cast significant doubt as to the Company's ability to continue as a going concern and the appropriateness of the use of accounting principles applicable to a going concern.

During the three months ended January 31, 2024, the primary uses of cash were operating activities - $12,843 (2023 - $57,673) and exploration and evaluation expenditures of $nil (2023 - $115,208).

The Company is closely monitoring its cash requirements and evaluating various strategic and short-term alternatives.

There is no guarantee that the Company will obtain further future funding, and the amount, timing and nature of financing may be materially impacted by the economic climate in capital markets.

Subsequent Events

- The Company received insurance settlement of $388,138 for its claim relating to the equipment damaged by the wildfires in the Northwest Territories in August.
- The Company paid annual advance NSR to Giauque of US$20,000 for the Mon Property.
- 200,000 stock options with an exercise price of $1.20 expired unexercised On March 1, 2024.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements other than those described elsewhere in this report.

Critical Accounting Polices and Estimates

Certain carrying amounts of assets and liabilities require judgements, assumption and estimates as the basis for determining the stated amounts. Examples of significant estimates made by management include the determination of mineralized reserves, estimating the fair values of financial instruments, impairment of long-lived assets, reclamation and rehabilitation provisions, valuation allowances for future income tax assets and assumptions used for valuation of warrants and share-based compensation. Actual results may differ from those estimates.

A detailed summary of all of the Company's significant accounting policies is included in Note 3 to the annual audited financial statements for the year ended October 31, 2023.

Risks and Uncertainties

There is no assurance that the Company's mineral exploration and development activities will result in any discoveries of commercial bodies of ore.

There is no assurance that additional funding will be available for further operations or to fulfill its obligations under the applicable agreements.

Companies in the mineral and exploration and development industry are subject to many risks including, but not limited to, infrastructure, government regulations, environmental issues, metal prices and currency fluctuations and uninsured and litigation risks. There is no assurance that the Company will be able to establish a practical working relationship with any First Nations in the area which would allow it to ultimately develop the Property.

Furthermore, the availability of services such as drilling contractors and geological service companies, and/or the terms on which these services are provided, may be adversely affected by global economic impacts on such service providers. Adverse effects on the capital markets generally may make the raising of capital by equity or debt financing much more difficult, and the Company is dependent upon the capital markets to raise further financing.

Related Party Transactions

The Company defines key management personnel as officers and directors of the Company and/or entities controlled by them. Officers of the Company include the president, chief executive officer ("CEO"), chief financial officer ("CFO") and the vice president of corporate development ("VP Corporate Development").

During the three months ended January 31, 2024 and 2023, the Company incurred the following key management compensation charges:

	Three months ended January 31,	
	2024	2023
Management fees		
Company controlled by the VP Corporate Development	$ 15,000	$ 15,000
CFO and former director	15,000	15,000
Company controlled by the President & CEO	15,000	15,000
Total	$ 45,000	$ 45,000

During the three months ended January 31, 2024, the Company incurred the following exploration and evaluation assets expenditures with related parties:

a) The Company paid $nil (2023 - $27,259, US $20,000) in annual advance royalty payments to Giauque Holdings Ltd ("Giauque"), a company controlled by the President and CEO.
b) The Company paid $270 (2023 - $5,543) in Mon Property exploration expenditures to DRW Geological Consultants Ltd. ("DRW"), a company controlled by the President and CEO.
c) The Company paid $24 (2023 - $1,426) in administration fee for Mon Property exploration expenditures to NDM, a company 50% owned by the President and CEO.

Related Party Balance

As at January 31, 2024, accounts payable and accrued liabilities include $125,000 (October 31, 2023 - $80,000) payable to directors, officers, and companies controlled by directors and officers for accrued fees.

As at January 31, 2024, accounts payable and accrued liabilities include $120,440 (October 31, 2023 - $118,549) comprised of $109,495 payable to NDM for exploration expenditures and $10,945 payable to DRW for expenses.

Other transactions

During the year ended October 31, 2023
Fees of $105,000 to the Chief Financial Officer were settled by the issuance of 875,000 common shares.

Fees of $105,000 to the Vice-President, Corporate Development were settled by the issuance of 875,000 common shares.

The common shares issued to settle liabilities with the related parties were recorded at a fair value of $218,750. The $8,750 difference between the fair value of the common shares issued and carrying value of the amounts payable was recorded to equity reserves as a capital transaction because the settlement occurred with related parties and shareholders.

Unless otherwise noted, amounts due to related parties are non-interest bearing, unsecured and have no fixed terms of repayment. The above related party transactions were in the normal course of operations and measured at the exchange amount, which is the amount established and agreed to by the related parties.

Guarantees and Commitments

Any contractual commitments and guarantees provided are discussed in Note 10 – Commitments, Note 4 – Exploration and Evaluations Assets, and Note 9 - Related Party Transactions and Balances of the financial statements.

Financial Instruments and Risks

The Company is exposed to various financial instrument risks and assesses the impact and likelihood of this exposure. These risks include credit risk, currency risk, and liquidity risk. Where material, these risks are reviewed and monitored by the Board of Directors.

Please refer to Note 11 of the financial statements for the period ended January 31, 2024, for further details.

Outstanding Share Data

The following table summarizes the outstanding share capital, stock options, and warrants as of the date of the MD&A:

	Number of shares issued or issuable
Common shares	27,643,838
Stock options	405,000
Warrants	7,132,291
Total, if all or exercised	**35,181,129**

Management's Responsibility for Financial Statements

Information provided in this report, including the consolidated financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future value for certain assets or liabilities. Management believes that such estimates have been based on careful judgments and have been properly reflected in the consolidated financial statements. Management maintains a system of internal controls to provide reasonable assurance that the Company's assets are safeguarded and to facilitate the preparation of relevant and timely information.

Contact

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