FORM 5A

AMENDED ANNUAL LISTING SUMMARY

Introduction

The requirement to file this Form 5A does not apply to NV Issuers. NV Issuers must file a Form 51-102F2 Annual Information Form.

This Annual Listing Summary must be posted on or before the day on which the Issuer's annual financial statements are to be filed under the Securities Act. 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.

General Instructions

(a) Prepare this Annual Listing Summary 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.

Listed Issuer Name: GOLD PORT CORPORATION (the "**Issuer**")
Website: https://www.goldportcorporation.com/
Listing Statement Date: September 24, 2019
Description(s) of listed securities(symbol/type): GPO / common shares
Brief Description of the Issuer's Business: The Issuer is focused on the further exploration and development of the 100% owned Groete Gold Project, located in Guyana, South America. The current focus of the Issuer is to enhance the NI 43-101 gold deposit defined at the Groete Project to a higher-grade lower tonnage resource. The Project was last explored in 2012, which included a drill program that allowed the calculation of an Inferred Mineral Resource of 1.57 million gold equivalent ounces (gold plus copper) within 74 million tonnes, at a grade of 0.66 grams per tonne gold equivalent. A cut-off grade of 0.25 gold equivalent grams per tonne, a gold price of US$1,275 per ounce and copper price of US$3.00 per pound was used in the calculation of the Inferred Mineral Resource. Details of the Mineral Resource are contained in a National Instrument 43-101 report titled, *Technical Report and Updated Mineral Resource Estimate on the Groete Gold Copper Deposit, Groete Property, Guyana, South America* by P&E Mining Consultants Inc., dated April 16, 2019, available on SEDAR+ and the Issuer's website at www.goldportcorporation.com.

The Issuer owns a new MP Power track mounted drill rig located in Guyana and is siting a road access to the project to initiate a drill program. The new program is anticipated to include a 35-hole, 8,100-meter program which will seek to delineate a higher grade and higher quality gold resource contained within the current geological model.

Description of additional (unlisted) securities outstanding

Common Shares	48,630,360
Stock Options	4,850,000
Warrants	29,491,740
Fully Diluted	**82,972,100**

Jurisdiction of Incorporation: British Columbia

Fiscal Year End: December 31

Date of Last Shareholders' Meeting and Date of Next Shareholders' Meeting (if scheduled):

The Issuer held its last annual general meeting of shareholders on December 30, 2021. The Issuer has received approval from the British Columbia Registrar of Companies to hold its next annual general meeting by June 30, 2024. As at the date of this Annual Listing Summary, the Issuer has not scheduled its annual general meeting for 2024.

Financial Information as at: December 31, 2023

	Current	**Previous**
Cash	**$2,102,325**	**$2,929,531**
Current Assets	**$2,537,954**	**$3,602,339**
Non-current Assets	**$809,408**	**$904,426**
Current Liabilities	**$298,869**	**$241,084**
Non-current Liabilities	**$Nil**	**$Nil**
Shareholders' equity	**$3,048,493**	**$4,265,681**
Revenue	**Nil**	**Nil**
Net Income	**$(1,217,188)**	**$(1,804,747)**
Net Cash Flow from Operations	**$(845,364)**	**$(1,162,223)**

SUPPLEMENTARY INFORMATION

The supplementary information set out below must be provided when not included in the Schedules. If the required details are included in Schedule A or B, provide specific reference to the page or note.

1. Related party transactions

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

(a) A description of the relationship between the transacting parties. Be as precise as possible in this description of the relationship. Terms such as affiliate, associate or related company without further clarifying details are not sufficient.

See Note 8 of the audited financial statements for the year ended December 31, 2023.

(b) A description of the transaction(s), including those for which no amount has been recorded.

Refer to Item 1(a) above.

(c) The recorded amount of the transactions classified by financial statement category.

Refer to Item 1(a) above.

(d) The amounts due to or from Related Persons and the terms and conditions relating thereto.

As at December 31, 2023 included in accounts payable and accrued liabilities is $283,629 (December 31, 2022- $202,902), due to directors and a company with directors in common. These amounts are unsecured and non-interest bearing, with no fixed terms of repayment.

(e) Contractual obligations with Related Persons, separate from other contractual obligations.

N/A.

(f) Contingencies involving Related Persons, separate from other contingencies.

N/A.

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

There were no securities issued for the period ended December 31, 2023.
At December 31 2023, options were outstanding enabling holders to acquire common shares as follows:

	Number of Options	Exercise Price	Expiry Date
	1,900,000	$0.23	September 16, 2025
	2,950,000	0.25	February 12, 2026
	4,850,000		

At December 31, 2023, warrants were outstanding enabling holders to acquire common shares as follows:

	Number of Warrants	Exercise Price	Expiry Date
	1,124,853	0.16	September 29, 2025
	26,341,547	0.16	September 29, 2025
	131,507	0.16	September 29, 2025
	1,893,833	0.16	September 29, 2025
	29,491,740		

Provide the following information for the Listed Issuer's fiscal year:

(a) summary of securities issued during the period,

There were no securities issued during the period ended December 31, 2023.

(b) summary of options granted during the period,

None.

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

Provide the following information in tabular format as at the end of the reporting period:

(a) description of authorized share capital including number of securities outstanding for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions,

The Issuer is authorized to issue an unlimited number of common shares without par value, of which 48,630,360 common shares are issued and outstanding as at end of the reporting period.

The Issuer has not paid dividends on its common shares.

Each stock option and whole warrant entitles the holder to convert to one common share at the applicable exercise price.

(b) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value, and

Security Type	Number Outstanding	Exercise Price	Expiry Date
Stock options	1,900,000	$0.23	Sept. 16, 2025
Stock options	2,950,000	$0.18	Feb. 12, 2026
Warrants	26,381,999	$0.16	Sept. 25, 2025
Finder's Warrants	1,084,401	$0.16	Sept. 25, 2025
Warrants	1,893,833	$0.16	Oct. 2, 2025
Finder's Warrants	131,507	$0.16	Oct. 2, 2025
Convertible debentures	Nil	-	-

(c) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.

N/A.

4. List the names of the directors and officers and include the position(s) held and the date of appointment, as at the date this report is signed and filed.

Director	**Since:**
Adrian Hobkirk	Nov. 18, 2016
Christopher P. Cherry	Nov. 18, 2016
Allen V. Ambrose	Nov. 18, 2016
Richard Barnett	July 20, 2020
William (Bill) Feyerabend	July 20, 2020

Current Officers:	**Office(s) Held:**	**Since:**
Adrian Hobkirk	President, CEO	Nov. 18, 2016
Christopher P. Cherry	CFO	Nov. 18, 2016
Jan Urata	Secretary	Nov. 18, 2016

5. Financial Resources

a) State the business objectives that the Issuer expects to accomplish in the forthcoming 12-month period;

Company plans to continue exploration its mineral property in Guyana.

b) Describe each significant event or milestone that must occur for the business objectives in (a) to be accomplished and state the specific time period in which each event is expected to occur and the costs related to each event;

Company plans to commence a drilling program during the current fiscal year.

c) Disclose the total funds available to the Issuer and the following breakdown of those funds:

(i) the estimated consolidated working capital (deficiency) as of the most recent month end prior to filing the Listing Statement, and

Working capital of $2,239,085.

(ii) the total other funds, and the sources of such funds, available to be used to achieve the objectives and milestones set out in paragraphs (a) and (b); and

Company has sufficient funds to complete this work.

(iii) describe in reasonable detail and, if appropriate, using tabular form, each of the principal purposes, with approximate amounts, for which the funds available described under the preceding paragraph will be used by the Issuer.

Company is determining cost of drill program, however we own the drill and equipment, and believe we have sufficient funds to cover operations and exploration programs for fiscal 2024+

6. Status of Operations

During the fiscal year, did the Listed Issuer

(a) reduce or impair its principal operating assets; or

None.

(b) cease or substantively reduce its business operations with respect to its stated business objectives in the most recent Listing Statement?

Provide details:

None.

7. Business Activity

a) Activity for a mining or oil and gas Listed Issuer

(i) For the most recent fiscal year, did the Listed Issuer have positive cash flow, significant revenue from operations, or $50,000 in exploration or development expenditures?

Provide details.

Company has sufficient costs and had met the exploration development expenditures.

(ii) If the response to (i) above is “no”, for the three most recent fiscal years did the Listed Issuer have an aggregate of $100,000 in exploration or development expenditures?

Provide details.

Company has exceeded $100,000 in expenditures each year.

b) Activity for industry segments other than mining or oil & gas

(i) For the most recent fiscal year, did the Listed Issuer have positive cash flow, or $100,000 in revenue from operations or $100,000 in development expenditures?

Provide details.

Company had in excess of $100,000 of development expenditures.

(ii) If the response to (i) above is “no”, for the three most recent fiscal years, did the Listed Issuer have either $200,000 in operating revenues or $200,000 in expenditures directly related to the development of the business?

Provide details.

N/A.

SCHEDULE A: AUDITED ANNUAL FINANCIAL STATEMENTS

SCHEDULE B: MANAGEMENT DISCUSSION AND ANALYSIS

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 Annual Listing Summary.

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 May 7, 2024

Christopher P. Cherry
Name of Director or Senior Officer

"Christopher P. Cherry"
Signature

CFO
Official Capacity

Issuer Details Name of Issuer **Gold Port Corporation**	For Year Ended **December 31, 2023**	Date of Report YY/MM/DD **24/05/07**
Issuer Address **Suite 400 – 1681 Chestnut Street**		
City/Province/Postal Code **Vancouver, BC, V6J 4M6**	Issuer Fax No. **(604) 737.1140**	Issuer Telephone No. **(604) 737.2303**
Contact Name **Christopher P. Cherry**	Contact Position **CFO & Director**	Contact Telephone No. **(604) 737.2303**
Contact Email Address chris@cherryconsulting.ca	Web Site Address **https://www.goldportcorporation.com**	

Schedule A

GOLD PORT CORPORATION

Consolidated Financial Statements

For the year ended December 31, 2023

Expressed in Canadian Dollars

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
Gold Port Corporation

Opinion

We have audited the accompanying consolidated financial statements of Gold Port Corporation (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2023 and 2022, and the consolidated statements of loss and comprehensive loss, changes in equity, and cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2023 and 2022, and its financial performance and its cash flows for the years then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current year ended. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Assessment of Impairment Indicators of Exploration and Evaluation Assets ("E&E Assets")

As described in Note 6 to the consolidated financial statements, the carrying amount of the Company's E&E Assets was $589,335 as of December 31, 2023. As more fully described in Notes 2 and 3 to the consolidated financial statements, management assesses E&E Assets for indicators of impairment if facts and circumstances suggest that the carrying amount exceeds the recoverable amount.

The principal considerations for our determination that the assessment of impairment indicators of the E&E Assets is a key audit matter are that there was judgment made by management when assessing whether there were indicators of impairment for the E&E Assets, specifically relating to the assets' carrying amount which is impacted by the Company's intent and ability to continue to explore and evaluate these assets. This in turn led to a high degree of auditor judgment, subjectivity, and effort in performing procedures to evaluate audit evidence relating to the judgments made by management in their assessment of indicators of impairment that could give rise to the requirement to prepare an estimate of the recoverable amount of the E&E Assets.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. Our audit procedures included, among others:

- Evaluating management's assessment of impairment indicators.
- Evaluating the intent for the E&E Assets through discussion and communication with management.
- Reviewing the Company's recent expenditure activity.
- Assessing compliance with agreements and expenditure requirements including reviewing option agreements and vouching cash payments and share issuances.
- Obtaining, on a test basis, confirmation of title to ensure mineral rights underlying the E&E Assets are in good standing.

Other Information

Management is responsible for the other information. The other information obtained at the date of this auditor's report includes Management's Discussion and Analysis.

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

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

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

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

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

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

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

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

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

Davidson & Company LLP

Vancouver, Canada | Chartered Professional Accountants

April 26, 2024

GOLD PORT CORPORATION
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)
As at

	Notes	**December 31, 2023**	December 31, 2022
ASSETS			
Current assets			
Cash		$ 2,102,325	$ 2,929,531
Receivables	4	48,519	16,797
Marketable securities	5	387,110	656,011
		2,537,954	3,602,339
Equipment	6	220,073	275,091
Evaluation and exploration assets	6	589,335	629,335
TOTAL ASSETS		**$ 3,347,362**	**$ 4,506,765**
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities		$ 298,869	$ 241,084
TOTAL LIABILITIES		298,869	241,084
SHAREHOLDERS' EQUITY			
Share capital	7	7,272,920	7,272,920
Reserves	7	1,598,995	1,598,995
Retained earnings		(5,823,422)	(4,606,234)
TOTAL SHAREHOLDERS' EQUITY		3,048,493	4,265,681
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		**$ 3,347,362**	**$ 4,506,765**

Nature and continuance of operations (Note 1)

Approved and authorized by the Board:

"Adrian Hobkirk" Director *"Christopher Cherry"* Director

GOLD PORT CORPORATION
CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)
For the years ended December 31,

		2023	2022
Expenses			
Business development		$ -	$ 191,250
Director fees	8	52,983	38,992
Exploration costs	6	266,886	340,743
Management fees	8	221,806	227,476
Marketing, advertising and promotion		130,206	53,970
Office expense		96,529	170,425
Professional fees	8	220,100	283,282
Transfer agent and filing fees		35,832	45,624
		(1,024,342)	(1,351,762)
Other items			
Interest income		97,897	60,046
Gain (loss) on marketable securities	5	(290,743)	(513,032)
		(192,846)	(452,986)
Net loss and comprehensive loss for the year		$ (1,217,188)	**$ (1,804,747)**
Loss per share – basic and diluted		$ (0.03)	**$ (0.04)**
Weighted average number of common shares outstanding		48,631,065	48,631,065

GOLD PORT CORPORATION
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(Expressed in Canadian Dollars)

		Share capital				
	Notes	Number of shares	Amount	Reserves	Retained Earnings (Deficit)	Total
Balance at December 31, 2021		**48,631,065**	**$ 7,272,920**	**$ 1,598,995**	**$ (2,801,487)**	**$ 6,070,428**
Comprehensive loss for year		-	-	-	(1,807,747)	(1,807,747)
Balance at December 31, 2022		**48,631,065**	**$ 7,272,920**	**$ 1,598,995**	**$ (4,606,234)**	**$ 4,265,681**
Comprehensive loss for year		-	-	-	(1,217,188)	(1,217,188)
Balance at December 31, 2023		**48,631,065**	**$ 7,272,920**	**$ 1,598,995**	**$ (5,823,422)**	**$ 3,048,493**

GOLD PORT CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)
For the year ended December 31,

		2023		2022
Operating activities				
Loss for the year	$	(1,217,188)	$	(1,804,747)
Non-cash adjustments				
Amortization included in exploration expenses		55,018		68,773
Loss (gain) on marketable securities		290,743		513,032
Change in non-cash working capital:				
Receivables		(31,752)		24,791
Prepaid		-		-
Accounts payable and accrued liabilities		57,785		35,928
		(845,364)		(1,162,223)
Investing activities				
Equipment		-		(192,123)
Purchase of marketable securities		(21,842)		(16,134)
Proceeds from previous sale of exploration and evaluation asset		40,000		-
		18,158		(208,257)
Change in cash		(827,206)		(1,370,480)
Cash, beginning of year		2,929,531		4,300,011
Cash, ending of year	**$**	**2,102,325**	**$**	**2,929,531**

During the years ended December 31, 2023 and 2022, the Company did not have any non-cash transactions.

1. NATURE AND CONTINUANCE OF OPERATIONS

Gold Port Corporation (the "Company") was incorporated on November 18, 2016 under the laws of the province of British Columbia, Canada. The Company is an exploration stage junior mining company engaged in the identification, acquisition and exploration of mineral properties in Canada and Guyana. The Company's head office, principal address and registered records office is located at 804 – 750 West Pender Street, Vancouver, British Columbia, Canada

The Company's consolidated financial statements have been prepared on a going concern basis, which presumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future.

The consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence. Such adjustments would be material.

The ability of the Company to continue as a going concern and meet its commitments as they become due, including the acquisition and exploration of exploration and evaluation assets, is dependent on the Company's ability to obtain the necessary financing. Management is planning to raise additional capital to finance operations and acquire mineral properties. The outcome of these matters cannot be predicted at this time. The Company has incurred losses since inception and the ability of the Company to continue as a going concern depends upon its ability to develop profitable operations and to continue to raise adequate financing.

Management believes the working capital of $2,239,085 as at December 31, 2023 is sufficient to meet operating requirements for the next fiscal year.

2. BASIS OF PREPARATION

Statement of compliance

These consolidated financial statements, including comparatives, have been prepared using accounting policies consistent with IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). They have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss, which are stated at their fair value. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information. These financial statements are presented in Canadian dollars unless otherwise noted.

Approval of the financial statements

The consolidated financial statements of the Company for the year ended December 31, 2023 were reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on April 26, 2024.

Basis of Consolidation

These consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary from the date control was acquired. Control exists when the Company possesses power over an investee, has exposures to variable returns from the investee and has the ability to use its power over the investee to affect its returns. All intercompany balances and transactions have been eliminated.

Critical Accounting Estimates and Judgments

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

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, that 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

i) The carrying value and the recoverability of exploration and evaluation assets, which are included in the statements of financial position. The cost model is utilized and the value of the exploration and evaluation assets is based on the expenditures incurred. At every reporting period, management assesses the potential impairment which involves assessing whether or not facts or circumstances exist that suggest the carrying amount exceeds the recoverable amount.

ii) The valuation of shares issued in non-cash transactions. Generally, the valuation of non-cash transactions is based on the value of the goods or services received. When this cannot be determined, it is based on the fair value of the non-cash consideration. When non-cash transactions are entered into with employees and those providing similar services, the non-cash transactions are measured at the fair value of the consideration given up using market prices.

iii) The recognition of deferred tax assets. The Company considers whether the realization of deferred tax assets is probable in determining whether or not to recognize these deferred tax assets.

2. BASIS OF PREPARATION (continued)

Critical Accounting Estimates and Judgments (continued)

iv) Share-based payments are subject to estimation of the value of the award at the date of grant using pricing models such as the Black-Scholes option valuation model. The option valuation model requires the input of highly subjective assumptions including the expected stock price volatility. Because the Company's stock options have characteristics significantly different from those of traded options and because the subjective input assumptions can materially affect the calculated fair value, such value is subject to measurement uncertainty.

v) The Company has evaluated the economic environment its entities operate in and determined that the functional currency of the Company, including its Guyanese subsidiary, is the Canadian dollar. A change in this judgment would have significant impact on these financial statements.

3. MATERIAL ACCOUNTING POLICY INFORMATION

Financial instruments

Financial assets
The Company classified its financial assets in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income ("FVTOCI"), or at amortized cost. The determination of the classification of financial assets is made at initial recognition. Equity instruments that are held for trading (including all equity derivative instruments) are classified as FVTPL; for other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument by-instrument basis) to designate them as at FVTOCI.

The Company's accounting policy for each of the categories is as follows:

Financial assets at FVTPL: Financial assets carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statement of (loss) income. Realized and unrealized gains and losses arising from changes in the fair value of financial assets held at FVTPL are included in the statement of (loss) income in the year.

Financial assets at FVTOCI: Financial assets carried at FVTOCI are recorded at fair value and transaction costs are expensed in the statement (loss) income. Realized and unrealized gains and losses arising from changes in fair value of the financial assets held at FVTOCI are included in other comprehensive (loss) income in the year.

Financial assets at FVTOCI: Investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses arising from changes in fair value recognized in other comprehensive (loss) income in they arise.

Financial assets at amortized cost: A financial asset is measured at amortized cost if the objective of the business model is to hold the financial asset for the collection of contractual cash flows, and the asset's contractual cash flows are comprised solely of payments of principal and interest. They are classified as current assets or non-current assets based on their maturity date, and are initially recognized at fair value and subsequently carried at amortized cost less any impairment.

3. MATERIAL ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Impairment of financial assets at amortized cost: The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost.

The following table shows the classification of the Company's financial assets under IFRS 9:

Financial asset	IFRS 9 Classification
Cash	Amortized cost
Marketable securities	FVTPL
Due from related parties	Amortized cost

Financial liabilities
The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the liability was incurred. The Company's accounting policy for each category is as follows:

Fair value through profit or loss – This category comprises derivatives or liabilities acquired or incurred principally for the purpose of selling or repurchasing in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statement of operations and comprehensive loss.

Other financial liabilities - This category includes accounts payable and accrued liabilities and due to related parties, all of which are recognized at amortized cost using the effective interest method.

Transaction costs in respect of financial instruments at fair value through profit or loss are recognized in the statement of operations and comprehensive losses immediately, while transaction costs associated with all other financial instruments are included in the initial measurement of the financial instrument.

The following table shows the classification of the Company's financial liabilities under IFRS 9:

Financial liability	IFRS 9 Classification
Accounts payable and accrued liabilities	Amortized cost

3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Foreign currency translation

The functional currency is the currency of the primary economic environment in which the entity operations and has been determined for each entity within the Company. The functional currency for all entities within the Company is the Canadian dollar. The functional currency determinations were conducted through an analysis of the consideration factors identified in International Accounting Standards ("IAS") 21, *The Effects of Changes in Foreign Exchange Rates*.

Foreign currency transactions and balances are translated into Canadian dollars as follows:

(i) Monetary assets and liabilities, at the rate of exchange in effect at the statement of financial position date;
(ii) Non-monetary assets and liabilities, at the exchange rates prevailing at the time of the acquisition of the assets or assumption of the liabilities; and
(iii) Revenue and expense items (excluding amortization, which is translated at the same rate as the related asset), at the rate of exchange prevailing at the transaction date.

Gains and losses arising from translation of foreign currency are included in the determination of net loss.

Exploration and evaluation assets

All costs related to the acquisition of exploration and evaluation assets are capitalized on a property by property basis, net of recoveries. Exploration costs incurred prior to the determination of the feasibility of mining operations and a decision to proceed with development are expensed to operations as incurred. If economically recoverable ore reserves are developed, capitalized costs of the related property are classified as mining assets and amortized using the unit-of-production method. When a property is abandoned, all related costs are written off to operations.

The amounts shown for acquisition costs represent costs incurred to date and do not necessarily reflect present or future values. These costs are depleted over the useful lives of the properties upon commencement of commercial production or written off if the properties are abandoned or the claims allowed to lapse.

From time to time, the Company may acquire or dispose of an exploration and evaluation asset pursuant to the terms of an option agreement. As the options are exercisable entirely at the discretion of the optionee, the amounts payable or receivable are not recorded. Option payments are recorded as property costs or recoveries when the payments are made or received. Proceeds received on the sale of an option of the Company's property are recorded as a reduction of the mineral property cost. The Company recognizes in income amounts received in excess of the carrying amount.

Although the Company has taken steps to verify the title to exploration and evaluation assets in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Exploration and evaluation assets (continued)

Evaluation and exploration assets are assessed for impairment by management when facts and circumstances suggest that the carrying amount exceeds the recoverable amount. When there is little prospect of further work on a property being carried out by the Company or its partners, when a property is abandoned, or when the capitalized costs are no longer considered recoverable, the related property costs are written down to management's estimate of their net recoverable amount.

The recoverability of the carrying amount of exploration and evaluation assets is dependent on successful development and commercial exploitation or alternatively the sale of the respective areas of interest.

Decommissioning liabilities

An obligation to incur decommissioning and site rehabilitation costs occurs when environmental disturbance is caused by exploration, evaluation, development or ongoing production.

Decommissioning and site rehabilitation costs arising from the installation of plant and other sites preparation work, discounted to their net present value, are provided when the obligation to incur such costs arises and are capitalized into the cost of the related asset. These costs are charged against operations through depreciation of the asset and unwinding of the discount on the provision.

Depreciation is included in operating costs while the unwinding of the discount is included as a financing cost. Changes in the measurement of a liability relating to the decommissioning or site rehabilitation of plant and other site preparation work are added to, or deducted from, the cost of the related asset.

The costs for the restoration of site damage, which arises during production, are provided at their net present values and charged against operations as extraction progresses.

Changes in the measurement of a liability, which arises during production, are charged against operating profit. The discount rate used to measure the net present value of the obligations is the pre-tax rate that reflects the current market assessment of the time value of money and the risks specific to the obligation.

Equipment

Equipment is carried at cost, less accumulated amortization and accumulated impairment losses. The cost of an item of equipment consists of the purchase price, any costs directly attributable to bringing the asset to the location and condition necessary for its intended use and an initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located. The Company amortizes the cost of equipment over their estimated useful lives using a declining balance of 20% per year.

3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Impairment of tangible assets

The Company's tangible and intangible assets are reviewed for indications of impairment at each statement of financial position date. If indication of impairment exists, the asset's recoverable amount is estimated.

An impairment loss is recognized when the carrying amount of an asset, or its cash-generating unit, exceeds its recoverable amount. A cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. Impairment losses are recognized in profit and loss for the period.

An impairment loss is reversed if there is an indication that there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

Loss per share

Basic loss per share is calculated using the weighted average number of common shares outstanding during the year. The dilutive effect on earnings per share is calculated presuming the exercise of outstanding options, warrants and similar instruments. It assumes that the proceeds of such exercise would be used to purchase common shares at the average market price during the period. However, the calculation of diluted loss per share excludes the effects of various conversions and exercise of options and warrants that would be anti-dilutive.

Shares held in escrow, other than where their release is subject to the passage of time, are not included in the calculation of the weighted average number of common shares outstanding.

Share-based payments

The Company grants options to acquire common shares of the Company to directors, officers, employees and consultants. The fair value of share-based payments to employees is measured at grant date, using the Black-Scholes option pricing model, and is recognized over the vesting period for employees using the graded vesting method. Fair value of share-based payments for non-employees is recognized and measured at the date the goods or services are received based on the fair value of the goods or services received. If it is determined that the fair value of goods and services received cannot be reliably measured the share-based payment is measured at the fair value of the equity instruments issued using the Black- Scholes option pricing model.

For both employees and non-employees, the fair value of share-based payments is recognized as an expense with a corresponding increase in reserves. The amount recognized as expense is adjusted to reflect the number of share options expected to vest. Consideration received on the exercise of stock options is recorded in share capital and the related share-based payment in reserves is transferred to share capital.

(Expressed in Canadian Dollars)

3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Income taxes

Income tax expense consisting of current and deferred tax expense is recognized in the statement of loss and comprehensive loss. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at year-end, adjusted for amendments to tax payable with regard to previous years.

Deferred tax assets and liabilities and the related deferred tax expense or recovery are recognized for deferred tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that substantive enactment occurs.

A deferred tax asset is recognized to the extent that it is probable that future taxable income will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a deferred tax asset will be recovered, the deferred tax asset is reduced. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

New and upcoming standards

During the year ended December 31, 2023, the Company adopted amendments made to IAS 1 *Presentation of Financial Statements* and IFRS Practice Statement 2 *Making Materiality Judgements* in which guidance and examples are provided to help entities apply materiality judgements to accounting policy disclosures. The adoption of this amendment did not have a material impact on the consolidated financial statements.

Certain pronouncements were issued by the IASB that are mandatory for accounting periods commencing on or after January 1, 2024. Many are not applicable or do not have a significant impact to the Company and have been excluded.

4. RECEIVABLES

	December 31, 2023	December 31, 2022
GST recoverable	8,670	$ 3,707
Other receivables	39,849	13,090
	$ 48,519	$ 16,797

5. MARKETABLE SECURITIES

During the year ended December 31, 2017, the Company received common shares of Australia Goldfields Inc. (formerly Graphite Energy Corp.) ("AUGF") valued at $250,000 as payment on the terms of the sale of the Lac Aux Bouleaux property (Note 6). As at December 31, 2023 the 75,000 AUGF common shares had a fair value of $2,625 (2022 - $2,250) resulting in an unrealized gain of $375 (2022 – loss of $4,875) during fiscal 2023.

During the year ended December 31, 2021 the Company purchased 1,000,000 units of Lithium South for consideration of $650,000. As at December 31, 2021, the common shares had were valued at $810,000 and the warrants valued at $335,785 resulting in an unrealized holding gain of $495,785. During the year ended December 31, 2022, the Company purchased an additional 25,000 common shares for a price of $16,134. During the year ended December 31, 2023, the Company purchased an additional 43,000 common shares for a price of $21,842. As at December 31, 2023, the 1,068,000 (2022 - 1,025,000) common shares were valued at $336,420 (2022 - $512,500) and the 1,000,000 warrants were valued at $48,440 (2022 - $141,261) resulting in a holding loss of $290,743 (2022 - $492,024).

The common shares are measured at fair value by reference to quoted stock prices on established exchanges. The common share purchase warrants of Lithium South are valued using the Black-Scholes option pricing model using a risk-free interest rate of 4.35% (2022 – 0.34%), term of 1years (2022- 2 years), annualized volatility of 165% (2022 – 165%) and dividend rate of nil.

6. EXPLORATION AND EVALUATION ASSETS

Realization of assets

The investment in mineral properties comprise a significant portion of the Company's assets. Realization of the Company's investment in these assets is dependent upon the establishment of legal ownership, the attainment of successful production from the properties or from the proceeds of their disposal.

Resource exploration and development is highly speculative and involves inherent risks. While the rewards if an ore body is discovered can be substantial, few properties that are explored are ultimately developed into producing mines. There can be no assurance that current exploration programs will result in the discovery of economically viable quantities of ore. The amounts shown for acquisition costs represent costs incurred to date and do not necessarily reflect present or future values.

6. EXPLORATION AND EVALUATION ASSETS (continued)

Environmental

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters. The Company may also be held liable should environmental problems be discovered that were caused by former owners and operators of its properties and properties in which it has previously had an interest. The Company conducts its mineral exploration activities in compliance with applicable environmental protection legislation. The Company is not aware of any existing environmental problems related to any of its current or former properties that may result in material liability to the Company. Environmental legislation is becoming increasingly stringent and costs and expenses of regulatory compliance are increasing. The impact of new and future environmental legislation on the Company's operations may cause additional expenses and restrictions.

Groete Project, Guyana

The Company holds a 100% interest in the Groete Property located in Guyana subject to a 1.5% NSR, which may be purchased for USD$3,000,000.

At December 31, 2023, the Company had a drill with an original cost base of $343,863. During fiscal 2022, the Company recorded amortization of $68,773 which is also included in the exploration costs for 2022. During fiscal 2023, the Company recorded amortization of $55,017.

During the year ended December 31, 2023, the Company recorded amortization of equipment totalling $55,017 and field costs of $186,764.

Lac Aux Bouleaux, Quebec, Canada

During the year end December 31, 2017, the Company entered into a Purchase Option Agreement with AUGF, whereby AUGF could have earned a 100% interest in the L.A.B. Graphite Project, located in Quebec, Canada. The remaining proceeds of $40,000 outstanding as at December 31, 2022 were received during the year ended December 31, 2023.

7. SHARE CAPITAL AND RESERVES

Authorized share capital

Unlimited number of common shares without par value.

Issued share capital

At December 31, 2023, there were 48,631,065 (December 31, 2022 – 48,631,065) issued and fully paid common shares.

(Expressed in Canadian Dollars)

7. SHARE CAPITAL AND RESERVES (continued)

Share issuances

During the year ended December 31 2023 and December 31, 2022, the Company did not issue any common shares.

Stock options

The Company has a rolling stock option plan that authorizes the board of directors to grant incentive stock options to directors, officers, consultants and employees, whereby a maximum of 10% of the issued common shares are reserved for issuance under the plan. Options granted under the plan will have a term not to exceed ten years and be subject to vesting provisions as determined by the board of directors of the Company.

The Company did not grant any stock options during the year ended December 31, 2022 and December 31 2023.

Option transactions are summarized as follows:

	Number of Options	Exercise Price
Balance outstanding and exercisable, December 31, 2022 and December 31, 2023	4,850,000	$ 0.21

At December 31 2023, options were outstanding enabling holders to acquire common shares as follows:

Number of Options	Exercise Price	Expiry Date
1,900,000	$0.23	September 16, 2025
2,950,000	0.25	February 12, 2026
4,850,000		

(Expressed in Canadian Dollars)

7. SHARE CAPITAL AND RESERVES (continued)

Warrants

Warrant transactions are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price
Balance outstanding and exercisable, December 31, 2022 and December 31, 2023	29,491,740	$ 0.16

At December 31, 2023, warrants were outstanding enabling holders to acquire common shares as follows:

Number of Warrants	Exercise Price	Expiry Date
1,124,853	0.16	September 29, 2025
26,341,547	0.16	September 29, 2025
131,507	0.16	September 29, 2025
1,893,833	0.16	September 29, 2025
29,491,740		

Share-based payment reserve

The share-based payment reserve records items recognized as stock-based compensation expense and other share-based payments until such time that the stock options or warrants are exercised, at which time the corresponding amount will be transferred to share capital.

8. RELATED PARTIES

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of members of the Company's current Board of Directors and its executive officers

During the years ended December 31, 2023 and 2022 the following compensation was incurred:

	2023	2022
Fees and compensation	$376,806	$566,716
Directors' fees	52,983	38,992
	$429,789	$605,708

8. RELATED PARTIES (continued)

As at December 31, 2023 included in accounts payable and accrued liabilities is $283,629 (December 31, 2022- $202,902), due to directors and a company with directors in common. These amounts are unsecured and non-interest bearing, with no fixed terms of repayment.

9. FINANCIAL RISK

The Company's financial instruments consist of cash, marketable securities, accounts payable and accrued liabilities. Marketable securities have been presented at fair value through profit and loss and cash, receivables and accounts payable and accrued liabilities are presented at amortized cost. The fair value of these financial instruments approximates their carrying value due to the short-term nature of these instruments, except for marketable securities consisting of common shares which are valued at a level 1 fair value measurement. The Marketable securities consisting of warrants are valued using level 3 fair value measurements (Note 5). All the Company's financial liabilities have contractual maturities less than 30 days and are subject to normal trade terms.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided 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 majority of cash is deposited in bank accounts held with a major bank in Canada. As most of the Company's cash is held by one bank there is a concentration of credit risk. This risk is managed by using major banks that are high credit quality financial institutions as determined by rating agencies.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash.

Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

9. FINANCIAL RISK (continued)

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As at December 31 2023, the Company did not have any cash equivalents or interest-bearing debt and is not subject to interest rate risk.

Price Risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors the commodity prices of precious metals, individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company.

The Company's marketable securities amounting to $456,668 are subject to fair value fluctuations. As at December 31, 2023, if the fair value of the Company's marketable securities had decreased/increased by 10% with all other variables held constant, loss and comprehensive loss for the year ended December 31, 2023 would have been approximately $45,667 higher/lower.

10. CAPITAL MANAGEMENT

The Company is an exploration stage company and this involves a high degree of risk. The Company's primary source of funds comes from the issuance of share capital. The Company does not use other sources of financing that require fixed payments of interest and principal as the Company does not generate cash flow from current operations. Accordingly, the Company is not subject to any externally imposed capital requirements.

The Company defines its capital as shareholders' equity. Capital requirements are driven by the Company's exploration activities on its exploration and evaluation assets. To effectively manage the Company's capital requirements, the Company has a planning and budgeting process in place to ensure that adequate funds are available to meet its strategic goals. The Company monitors actual expenses to budget all exploration projects and overhead to manage costs, commitments and exploration activities.

The Company intends to invest its capital in liquid investments to obtain adequate returns. The investment decision is based on cash management to ensure working capital is available to meet the Company's short-term obligations while maximizing liquidity and returns of unused capital.

Although the Company has been successful at raising funds in the past through the issuance of share capital, it is uncertain whether it will be able to continue this financing due to uncertain economic conditions. The Company believes that it will be able to raise sufficient funds from share issuances to fund its working capital for the coming year.

There have been no changes to the Company's approach to capital management during the year ended December 31, 2023.

(Expressed in Canadian Dollars)

11. SEGMENTED INFORMATION

The Company operates in a single reportable operating segment which is exploration and evaluation assets in Guyana and Canada.

	December 31, 2023	December 31, 2022
Exploration and evaluation assets		
Canada	$ -	$ 40,000
Guyana	589,335	589,335
	$ 589,335	$ 629,335

12. INCOME TAX

A reconciliation of income taxes at statutory rates with the	**2023**	2022
Loss before income taxes	$ (1,217,188)	$ (1,804,747)
Expected income tax expense (recovery)	(329,000)	(487,000)
Change in statutory, foreign exchange rates and other	(4,000)	(73,000)
Permanent difference	(39,000)	139,000
Adjustment to prior years provisions versus statutory tax returns and expiry of non-capital losses	215,000	-
Change in unrecognized deductible temporary differences	149,000	421,000
Deferred income tax recovery (expense)	$ -	$ -

The significant components of the Company's temporary differences, unused tax credits and unused tax losses that have not been included on the consolidated statement of financial position are as follows:

	2023	**Expiry Date**	**2022**	**Expiry Date**
	$		**$**	
Exploration and evaluation assets	(589,000)	No expiry	141,000	No expiry
Property and equipment	51,000	No expiry		
Share issue costs	30,000	2044 to 2044	-	
Marketable securities	(387,000)	No expiry	16,000	No expiry
Non-capital losses available for future	5,159,000	2036 to 2043	3,761,000	2036 to 2039
Canada	5,159,000	2036 to 2043	3,761,000	2036 to 2039

Tax attributes are subject to review, and potential adjustment, by tax authorities.

Schedule B

GOLD PORT CORPORATION

Management's Discussion and Analysis

For the Year Ended December 31, 2023

General

This management discussion and analysis of financial position and results of operations ("MD&A) is prepared as at April 26, 2024 and should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2023. These financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards ("IFRS').

Management is responsible for the preparation and integrity of the consolidated financial statements, including the maintenance of appropriate information systems, procedures and internal controls.

All dollar amounts included therein and in the following MD&A are expressed in Canadian dollars except where noted. This discussion contains forward-looking statements that involve risks and uncertainties. Such information, although considered to be reasonable by the Company's management at the time of preparation, may prove to be inaccurate and actual results may differ materially from those anticipated in the statements made. Additional information on the Company is available for viewing on SEDAR at www.sedar.com.

Description of Business

Gold Port Corporation was incorporated on November 18, 2016 under the laws of the province of British Columbia, Canada. The Company is an exploration stage junior mining company engaged in the identification, acquisition and exploration of mineral properties in Canada and Guyana. The Company is a reporting issuer in the provinces of British Columbia and Alberta. During the year ended December 31, 2020, the Company changed its name from Corsurex Resource Corp. to Gold Port Corporation and completed a 2 for 1 share consolidation. All references to number of shares and per share amounts have been retroactively restated to reflect the consolidation.

During March 2020, the World Health Organization declared COVID-19 a global pandemic. The contagious disease outbreak and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, leading to an economic downturn. The impact on the Company is not currently determinable, but management continues to monitor the situation.

Marketable Securities

During the year ended December 31, 2017, the Company received common shares of Australiab Goldfields Inc. (formerly Graphite Energy Corp.) ("AUGF") valued at $250,000 as payment on the terms of the sale of the Lac Aux Bouleaux property (Note 6). As at December 31, 2023 the 75,000 AUGF common shares had a fair value of $2,625 (2022 - $2,250) resulting in an unrealized gain of $375 (2022 – loss of $4,875) during fiscal 2023.

During the year ended December 31, 2021 the Company purchased 1,000,000 units of Lithium South for consideration of $650,000. As at December 31, 2021, the common shares had were valued at $810,000 and the warrants valued at $335,785 resulting in an unrealized holding gain of $495,785. During the year ended December 31, 2022, the Company purchased an additional 25,000 common shares for a price of $16,134. During the year ended December 31, 2023, the Company purchased an additional 43,000 common shares for a price of $21,842. As at December 31, 2023, the 1,068,000 (2022 - 1,025,000) common shares were valued at $336,420 (2022 - $512,500) and the 1,000,000 warrants were valued at $48,440 (2022 - $141,261) resulting in a holding loss of $290,743 (2022 - $492,024).

The common shares are measured at fair value by reference to quoted stock prices on established exchanges. The common share purchase warrants of Lithium South are valued using the Black-Scholes option pricing model using a risk-free interest rate 4.35% (2022 – 0.34%), term of 2 years (2022 – 2 years), annualized volatility of 165% (2022 – 165%) and dividend rate of nil.

Exploration and Evaluation Assets

Realization of assets

The investment in mineral properties comprise a significant portion of the Company's assets. Realization of the Company's investment in these assets is dependent upon the establishment of legal ownership, the attainment of successful production from the properties or from the proceeds of their disposal.

Resource exploration and development is highly speculative and involves inherent risks. While the rewards if an ore body is discovered can be substantial, few properties that are explored are ultimately developed into producing mines. There can be no assurance that current exploration programs will result in the discovery of economically viable quantities of ore. The amounts shown for acquisition costs represent costs incurred to date and do not necessarily reflect present or future values.

Environmental

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters. The Company may also be held liable should environmental problems be discovered that were caused by former owners and operators of its properties and properties in which it has previously had an interest. The Company conducts its mineral exploration activities in compliance with applicable environmental protection legislation. The Company is not aware of any existing environmental problems related to any of its current or former properties that may result in material liability to the Company.

Environmental legislation is becoming increasingly stringent and costs and expenses of regulatory compliance are increasing. The impact of new and future environmental legislation on the Company's operations may cause additional expenses and restrictions.

If the restrictions adversely affect the scope of exploration and development on the mineral properties, the potential for production on the properties may be diminished or negated.

Groete Project, Guyana

The Company holds a 100% interest in the Groete Property located in Guyana subject to a 1.5% NSR, which may be purchased for USD$3,000,000. The Company acquired the project as part of the plan of arrangement with NRG. The project is comprised of three Mining Permits, and totals over three thousand hectares. A significant gold copper resource has been identified and is hosted within a west east shear zone. The last drill exploration on site was in 2012, and resulted in the calculation of a NI 43-101 Inferred Resource of 1.57 million ounces at 0.66 grams per tonne gold equivalent (AuEq) including 0.49 grams per tonne Au and 0.12% copper (Cu) contained in 74.8 million tonnes (U.S. gold price of $ 1,275 and a copper price of U.S. $ 3/lb used in the calculation). Full details of the resource are provided in a National Instrument 43-101 Technical Report titled Updated Mineral Resource Estimate on the Groete Gold Copper Deposit, Groete Property, Guyana, South America by P & E Mining Consultants Ltd, dated April 16, 2019, available on SEDAR and at the Company website.

During the year ended December 31, 2022 the Company paid $343,863 (December 31, 2021 - $151,740), towards the purchase of a core drill rig. The rig was provided by Multi Power Products Ltd., of Kelowna British Columbia Canada. The track mounted rig was designed for drilling at the Groete Gold Project.

At the start of 2021, management made the decision to re-start exploration at the Groete Gold Copper Project. Over 2021, COVID restrictions hampered the ability of the Company to conduct field work on site. On consultation with P & E Mining Consultants, it was decided the optimal plan of action would be to infill drill the project with the intent of enhancing the known resource from Inferred to Measured and Indicated. A drill plan has been designed and will require the completion of 10,000 meters of drilling over 54 holes. To facilitate this work, the Company commissioned a Discovery I Core Rig built by Multipower Products of Kelowna, B.C. Canada. The rigs was designed and built to Company specifications for use on site at the Groete Gold Copper Project. Production was delayed due to supply chain issues, and the rig was not completed during 2021. The rig is expected to be on site during the second half of 2022 to conduct the program. Camp enhancement was completed during 2021 with the addition of sectional housing for crews quarters. Road access was also completed and will require further work prior to drilling commencement.

On June 23, 2022, the Company announced the claim group comprising the Groete gold-copper project has been renewed for five ensuing years by the Guyana Geology and Mines Commission. The three mining permits total 1,384 hectares and are now in effect until July, 2027. During this five-year period, the company has the option to develop the project and convert the mining permits into a mining licence. The project is strategically located 64 kilometres west-southwest of Georgetown, the capital of Guyana, and 11 kilometres west of the Essiquibo River, a major transportation route in the country. A 10,000-metre development drill program is being initiated to further confirm and potentially expand the known National Instrument (NI) 43-101 compliant gold copper resource.

On October 17, 2022, the Company announce it has received an updated infill drilling plan to develop an indicated mineral resource estimate at the project. The new plan was developed by P&E Mining Consultants Inc. of Brampton, Ont., Canada. The 35-hole, 8,102-metre drill program will focus on the higher-grade gold portion of the deposit. The in situ exploration target potential of the higher-grade zone is estimated to be between 15 million and 20 million tonnes with a gold grade between 0.90 gram per tonne and 1.40 grams per tonne. P&E also recommends that comprehensive bulk-density measurements be taken from drill hole core, by either water immersion or pycnometry. It is also recommended that additional metallurgical test work be completed, with three holes twinned for this purpose. Full details of the new exploration plan are available at the company's website.

Project access has been under evaluation as historical access has been destroyed by mining on local project areas. River access has been rendered unpassable by dredging, and the Company is evaluating the option of establishing a road system from a nearby port. Heavy equipment on site has been refurbished and an engineering company is being consulted to provide guidance on the best options.

On June 15, 2022, the Company announced that Drill core bulk samples from Gold Port Corp.'s Groete gold project have been received by SGS Laboratories of Lakefield, Ont., for leach testing. The purpose of the program is to evaluate Groete Gold Project samples for amenability to new generation leaching agents. Several reagents will be tested, with further details to follow. The program is under the supervision of Mr. Eugene Puritch, P.Eng., FEC, CET and D. Grant Feasby, P.Eng., of P&E Mining Consultants Inc., both independent Qualified Persons under National Instrument 43-101.

On October 23, 2023, the Company announced that leach testwork is under way using a new and innovative leaching process. Draslovka's Mining Innovation Centre in Perth, Australia, has been retained to test its patented GlyCat glycine leaching technology for the recovery of gold using a dual lixiviant system of glycine and sodium cyanide. Samples from the Groete gold project have been received in Australia and are currently under evaluation. Testwork is being conducted under the supervision of William Feyerabend, CPG, a qualified person under National Instrument 43-101 and a director of the company.

Glycine is a non-toxic biodegradable and recyclable amino acid commonly used as a food additive. Industry testwork by Draslovka's Mining Innovation Centre in Perth has demonstrated that GlyCat enables significant operation cost savings from the reduction in the use of cyanide, detoxification and other leaching reagents, potential improvements in gold recovery, as well as reduction of waste and waste water treatment costs.

Selected Annual Information

A summary of selected annual financial information for the last three fiscal years is as follows, as expressed in Canadian dollars:

	As at December 31, 2023	**As at December 31, 2022**	**As at December 31, 2021**
Total revenues	$ Nil	$ Nil	$ Nil
Net income (loss)	(1,217,188)	(1,804,747)	(2,603,246)
Net income (loss) per share	(0.03)	(0.04)	(0.06)
Total assets	3,347,362	4,506,756	6,275,583
Total liabilities	298,869	241,084	205,155

Selected Quarterly Information

The following selected financial data has been prepared in accordance with IFRS and should be read in conjunction with the Company's financial statements. All dollar amounts are in Canadian dollars.

Quarter Ended	Net income (loss) for the period	Comprehensive income (loss) for the period	Income (loss) per Share (Basic & Diluted)	Total Assets	Interest Income
December 31, 2023	$(318,098)	$(507,572)	$(0.01)	$3,347,362	$23,644
September 30, 2023	$(182,734)	$(225,523)	$(0.01)	$3,814,018	$Nil
June 30, 2023	$(386,231)	$(120,231)	$(0.01)	$4,070,903	$Nil
March 31, 2023	$(257,510)	$(97,862)	$(0.00)	$4,386,855	$Nil
December 31, 2022	$(460,647)	$(603,632)	$(0.02)	$4,506,765	$Nil
September 30, 2022	$(169,731)	$(169,731)	$(0.00)	$5,080,361	$Nil
June 30, 2022	$(344,041)	$(634,041)	$(0.01)	$5,239,116	$Nil
March 31, 2022	$(377,343)	$(397,343)	$(0.01)	$5,887,765	$Nil
December 31, 2021	$(423,033)	$(770,977)	$0.00	$6,275,583	$Nil

Results of Operations

For the year ended December 31, 2023 the Company record a loss and comprehensive loss of $1,217,188 compared to a loss and comprehensive loss of $1,804,747 for the year ended December 31, 2022. The decrease was a result of a decrease in business development from $191,250 to $Nil and a general reduction in operating expenses. In addition the prior year the Company recorded a loss on investments of $513,032 compared to a loss of $290,743 in the current year.

Financial Condition, Liquidity and Capital Resources

The Company's working capital at December 31, 2023 was $2,239,085 including cash of $2,102,325. The Company does not currently have an active business generating positive cash flows. The Company is sufficiently funded for the next twelve months of operations. As at the date of this report, the Company has announced a private placement to fund operations for the coming year. There can be no assurance that equity financings will be available to the Company in the future that will be obtained on terms satisfactory to the Company.

The Company has not entered into any off-balance sheet arrangements.

Related Party Transactions

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of members of the Company's current Board of Directors and its executive officers

During the year ended December 31, 2023 and 2022 the following compensation was incurred:

	2023	2022
Fees and compensation	$376,806	$566,716
Directors' fees	52,983	38,992
	$429,789	$605,708

As at December 31, 2023 included in accounts payable and accrued liabilities is $226,676 (December 31, 2022 - $202,902), due to directors and a company with directors in common. These amounts are unsecured and non-interest bearing, with no fixed terms of repayment.

Financial Instruments and Risk Management

The Company's financial instruments consist of cash, marketable securities, accounts payable and accrued liabilities, and due to related parties. Cash and marketable securities have been designated as fair value through profit and loss and accounts payable and accrued liabilities and due to related parties are designated as other financial liabilities. The fair value of these financial instruments approximates their carrying value due to the short-term nature of these instruments, except for cash which is valued at a level 1 fair value measurement. All the Company's financial liabilities have contractual maturities less than 30 days and are subject to normal trade terms.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided 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 majority of cash is deposited in bank accounts held with a major bank in Canada. As most of the Company's cash is held by one bank there is a concentration of credit risk. This risk is managed by using major banks that are high credit quality financial institutions as determined by rating agencies.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash.

Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As at December 31, 2023, the Company did not have any cash equivalents or interest-bearing debt and is not subject to interest rate risk.

Price Risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors the commodity prices of precious metals, individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company.

The Company's marketable securities amounting to $387,110 are subject to fair value fluctuations. As at December 31, 2023, if the fair value of the Company's marketable securities had decreased/increased by 10% with all other variables held constant, loss and comprehensive loss for the period ended December 31, 2023 would have been approximately $38,711 higher/lower.

CAPITAL MANAGEMENT

The Company is an exploration stage company and this involves a high degree of risk. The Company's primary source of funds comes from the issuance of share capital. The Company does not use other sources of financing that require fixed payments of interest and principal as the Company does not generate cash flow from current operations. Accordingly, the Company is not subject to any externally imposed capital requirements.

The Company defines its capital as shareholders' equity. Capital requirements are driven by the Company's exploration activities on its exploration and evaluation assets. To effectively manage the Company's capital requirements, the Company has a planning and budgeting process in place to ensure that adequate funds are available to meet its strategic goals. The Company monitors actual expenses to budget all exploration projects and overhead to manage costs, commitments and exploration activities.

The Company intends to invest its capital in liquid investments to obtain adequate returns. The investment decision is based on cash management to ensure working capital is available to meet the Company's short-term obligations while maximizing liquidity and returns of unused capital.

Although the Company has been successful at raising funds in the past through the issuance of share capital, it is uncertain whether it will be able to continue this financing due to uncertain economic conditions. The Company believes that it will be able to raise sufficient funds from share issuances to fund its working capital for the coming year.

There have been no changes to the Company's approach to capital management during the period ended.

Contingencies

The Company is not aware of any contingencies or pending legal proceedings as of December 31, 2023 or as of the date of this report.

Additional share information

As at the date of this report the Company had 48,631,065 common shares outstanding as well as 29,491,740 warrants exercisable at $0.16 to September 29, 2025 and had 4,850,000 options outstanding.

Disclaimer

The information provided in this document is not intended to be a comprehensive review of all matters concerning the Company. It should be read in conjunction with all other disclosure documents provided by the Company, which can be accessed at www.sedar.com. No securities commission or regulatory authority has reviewed the accuracy or adequacy of the information presented herein.

Cautionary Statement on Forward Looking Information

Certain statements contained in this document constitute "forward-looking statements". Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance, or achievements of the Company to be materially different from any future results, performance, or achievements expressly stated or implied by such forward-looking statements.