



**ORFORD MINING CORPORATION
CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2022 AND 2021
(EXPRESSED IN CANADIAN DOLLARS)**



Independent auditor's report

To the Shareholders of Orford Mining Corporation

Our opinion

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of Orford Mining Corporation and its subsidiary (together, the Corporation) as at December 31, 2022 and 2021, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (IFRS).

What we have audited

The Corporation's consolidated financial statements comprise:

- the consolidated statements of financial position as at December 31, 2022 and 2021;
- the consolidated statements of comprehensive loss for the years then ended;
- the consolidated statements of cash flows for the years then ended;
- the consolidated statements of changes in equity for the years then ended; and
- the notes to the consolidated financial statements, which include significant accounting policies and other explanatory information.

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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Corporation in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada. We have fulfilled our other ethical responsibilities in accordance with these requirements.

Material uncertainty related to going concern

We draw attention to note 1 to the consolidated financial statements, which describes events or conditions that indicate the existence of a material uncertainty that may cast significant doubt about the Corporation's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2022. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the *Material uncertainty related to going concern* section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matter

How our audit addressed the key audit matter

Assessment of impairment indicators of mineral property interests

Our approach to addressing the matter included the following procedures, among others:

Refer to note 2 – Basis of presentation and accounting policies – impairment of non-financial assets, note 3 – Critical judgements, estimates, assumptions and risks – impairment of non-financial assets and note 6 – Mineral property interests and exploration and evaluation expenditures to the consolidated financial statements.

- Evaluated the reasonableness of management’s assessment of indicators of impairment related to mineral property interests, which included the following:
 - Obtained for all claims, by reference to government registries, evidence to support (i) the right to explore the area; and (ii) the claims’ expiration dates.
 - Read the Board of Directors’ minutes and obtained budget approvals to evidence substantive continued and planned exploration and evaluation expenditures in specific areas, and considered which mineral property interest claims and property permits are not expected to be renewed.

The carrying amount of mineral property interests amounted to \$16.1 million as at December 31, 2022. Asset groups are reviewed for an indication of impairment at each statement of financial position date or when a triggering event is identified. This determination requires significant judgment. As the Corporation’s projects are in the exploration and evaluation stage, factors which could trigger an impairment assessment include, but are not limited to, an expiry of the right to explore in the specific area during the period or the right will expire in the near future and is not expected to be renewed; substantive exploration and evaluation expenditures in a specific area are neither budgeted nor planned; exploration for and evaluation of mineral resources in a specific area have not led to the discovery of commercially viable quantities of mineral resources and management has decided to discontinue such activities in the specific area;



Key audit matter

How our audit addressed the key audit matter

sufficient data exists to indicate that, although a development in a specific area is likely to proceed, the carrying amount of the assets is unlikely to be recovered in full from successful development or by sale; significant negative industry or economic trends; interruptions in exploration and evaluation activities; and a significant drop in current or forecasted base and precious metal prices. No impairment indicators were identified by management as at December 31, 2022.

We considered this a key audit matter due to the significance of the mineral property interests balance and the significant judgment made by management in their assessment of indicators of impairment related to mineral property interests, which have resulted in a high degree of subjectivity in performing audit procedures related to the significant judgment applied by management.

- Assessed (i) whether the exploration for and evaluation of mineral resources in a specific area have not led to the discovery of commercially viable quantities of mineral resources and management has decided to discontinue such activities in the specific area; and (ii) whether sufficient data exists, to indicate that, although a development in a specific area is likely to proceed, the carrying amount of mineral property interests is unlikely to be recovered in full from successful development or by sale, based on industry forecasts and evidence obtained in other areas of the audit.

Other information

Management is responsible for the other information. The other information comprises the 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 identified above 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.

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, 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 Corporation'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 Corporation or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Corporation'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 Corporation'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 Corporation'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 Corporation 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 Corporation 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 period 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 Frédéric Lepage.

/s/PricewaterhouseCoopers LLP¹

Partnership of Chartered Professional Accountants

Montréal, Quebec
April 21, 2023

¹ CPA auditor, public accountancy permit No. A123475

Orford Mining Corporation
Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)

	As at December 31, 2022	As at December 31, 2021
Assets		
Current assets		
Cash and cash equivalents (note 4)	\$ 2,392,213	\$ 5,466,687
Amounts receivable	795,333	516,132
Prepaid expenses	88,450	87,649
Tax credits receivable	-	35,391
	3,275,996	6,105,859
Non-current assets		
Property, plant and equipment (note 5)	38,717	59,915
Mineral property interests (note 6)	16,140,411	12,070,488
Total assets	\$ 19,455,124	\$ 18,236,262
Liabilities and Equity		
Current liabilities		
Accounts payable and accrued liabilities	\$ 370,670	\$ 381,290
Advances received for exploration expenditures (note 6)	451,127	-
Lease liabilities	-	8,295
	821,797	389,585
Non-current liabilities		
Other liabilities	498,170	934,767
Asset retirement obligation (note 7)	612,274	500,000
Deferred tax liabilities (note 15)	3,083,947	2,315,614
Total liabilities	5,016,188	4,139,966
Equity		
Share capital	35,293,205	33,766,241
Contributed surplus and reserves	5,833,521	5,232,610
Deficit	(26,687,790)	(24,902,555)
Total equity	14,438,936	14,096,296
Total liabilities and equity	\$ 19,455,124	\$ 18,236,262

Going concern (note 1)

Approved on behalf of the Board:

"Peter MacPhail", Director _____

"Lawrence Smith", Director _____

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

Orford Mining Corporation
Consolidated Statements of Comprehensive Loss
(Expressed in Canadian Dollars)

	Years Ended December 31,	
	2022	2021
Expenses		
Exploration and evaluation (note 11)	\$ 1,088,452	\$ 689,583
Share-based payments	596,229	333,764
Salaries and wages	489,671	381,791
Office and general	208,819	130,979
Investor relations	235,295	249,889
Professional fees	148,447	142,280
Public company expenses	48,974	51,123
Management services	(4,966)	83,176
Operating loss	(2,810,921)	(2,062,585)
Finance and other income	25,454	2,204
Consulting income	379,587	170,441
Loss before income taxes	(2,405,880)	(1,889,940)
Deferred tax recovery (note 15)	620,645	784,567
Net and comprehensive loss	\$ (1,785,235)	\$ (1,105,373)
Basic loss per share	\$ (0.01)	\$ (0.01)
Diluted loss per share	\$ (0.01)	\$ (0.01)
Weighted average number of common shares outstanding - Basic	155,405,581	121,902,028
Weighted average number of common shares outstanding - Diluted	155,405,581	121,902,028

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

Orford Mining Corporation
Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars)

	Years Ended December 31,	
	2022	2021
OPERATING ACTIVITIES		
Net loss	\$ (1,785,235)	\$ (1,105,373)
Share-based payments	596,229	333,764
Shares issued for property acquisition	100,000	112,500
Deferred tax recovery	(620,645)	(784,567)
Change in asset retirement obligation	112,274	-
Changes in non-cash working capital items:		
Amounts receivable	(279,201)	(445,366)
Prepaid expenses	(801)	(60,649)
Tax credits receivable	35,391	-
Accounts payable and accrued liabilities	(10,620)	(98,360)
Advances received for exploration expenditures	451,127	-
	(1,401,481)	(2,048,051)
INVESTING ACTIVITIES		
Expenditures on mineral property interests	(4,047,664)	(3,418,972)
Expenditures on property, plant and equipment	-	(29,922)
	(4,047,664)	(3,448,894)
FINANCING ACTIVITIES		
Share capital, net of issuance costs	2,368,966	6,051,306
Proceeds from the exercise of stock options	14,000	50,000
Proceed from the exercise of warrants	-	283,728
Principal portion of lease payments	(8,295)	(17,925)
	2,374,671	6,367,109
Change in cash and cash equivalents	(3,074,474)	870,164
Cash and cash equivalents, beginning of year	5,466,687	4,596,523
Cash and cash equivalents, end of year	\$ 2,392,213	\$ 5,466,687
Interest received	\$ 28,256	\$ 9,066

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

Orford Mining Corporation
Consolidated Statements of Changes in Equity
(Expressed in Canadian Dollars)

	Share Capital		Contributed		
	Number	Amount	Surplus	Deficit	Total
Balance, December 31, 2020	116,774,316	\$ 28,336,983	\$ 4,772,768	\$(23,797,182)	\$ 9,312,569
Private placements (note 8(i)(ii))	29,789,813	5,876,396	174,911	-	6,051,307
Flow-through premium (note 8(i)(ii))	-	(949,901)	-	-	(949,901)
Shares issued for property acquisition (note 6)	632,023	112,500	-	-	112,500
Shares issued for the exercise of stock options	479,999	92,349	(42,349)	-	50,000
Shares issued for the exercise of warrants	1,418,641	297,914	(14,186)	-	283,728
Share-based compensation	-	-	341,466	-	341,466
Net and comprehensive loss for the year	-	-	-	(1,105,373)	(1,105,373)
Balance, December 31, 2021	149,094,792	33,766,241	5,232,610	(24,902,555)	14,096,296
Private placement, net (note 8(iii))	15,238,095	2,400,000	-	-	2,400,000
Flow-through premium (note 8(iii))	-	(952,381)	-	-	(952,381)
Cost of issue - cash	-	(31,034)	-	-	(31,034)
Cost of issue - finder warrants (note 8(iii))	-	(14,557)	14,557	-	-
Shares issued for property acquisition (note 6)	1,428,571	100,000	-	-	100,000
Shares issued for the exercise of stock options	200,000	24,936	(10,936)	-	14,000
Share-based compensation	-	-	597,290	-	597,290
Net and comprehensive loss for the year	-	-	-	(1,785,235)	(1,785,235)
Balance, December 31, 2022	165,961,458	\$ 35,293,205	\$ 5,833,521	\$(26,687,790)	\$ 14,438,936

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

Orford Mining Corporation

Notes to Consolidated Financial Statements

Years Ended December 31, 2022 and 2021

(Expressed in Canadian Dollars Except As Otherwise Indicated)

1. Nature of operations and going concern

Orford Mining Corporation ("Orford") is incorporated under the *Business Corporations Act* (Ontario) and its registered office is located at 2 St.Clair Avenue West, 18th Floor in Toronto, Ontario, Canada. Orford's common shares are listed on the TSX Venture Exchange under the ticker symbol "ORM".

The consolidated financial statements of the Corporation comprise the accounts of Orford and its wholly-owned subsidiary, Condor Precious Metals Inc. ("Condor"). Collectively, these entities are referred to as the "Corporation".

The Corporation is a mineral resource company primarily focused on the acquisition, exploration and evaluation of base and precious metal assets. The business of mining and exploring for minerals involves a high degree of risk, and there can be no assurance that planned exploration and evaluation programs will result in profitable mining operations. The recoverability of amounts shown for mineral property interests is dependent upon several factors including, but not limited to, the discovery of economically recoverable reserves, confirmation of the Corporation's interest in the underlying mineral claims, obtaining the necessary development permits, and the ability of the Corporation to obtain necessary financing to complete further exploration and evaluation or, alternatively, upon disposition of such property at a profit. Changes in future conditions could require material write-downs of the carrying values of mineral property interests and property, plant and equipment.

The accompanying consolidated financial statements have been prepared using International Financial Reporting Standards ("IFRS") applicable to a going concern, which contemplates the realization of assets and settlement of liabilities in the normal course of business as they come due. In assessing whether the going concern assumption is appropriate, management considers all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period.

The Corporation had working capital of \$2,454,199 and an accumulated deficit of \$26,687,790 as at December 31, 2022 and incurred a net loss of \$1,785,235 for the year then ended. Working capital included cash and cash equivalents of \$2,392,213. The Corporation is in its early stages, and as is common with similar companies, it raises financing for its exploration and evaluation activities and other commitments. These circumstances indicate the existence of material uncertainties that cast significant doubt upon the Corporation's ability to continue as a going concern and accordingly, the appropriateness of the use of IFRS applicable to a going concern. These consolidated financial statements do not reflect the adjustments to the carrying values of assets and liabilities, expenses and financial position classifications that would be necessary if the going concern assumption was not appropriate. These adjustments could be material.

The Corporation's ability to continue future operations and fund its operations is dependent on management's ability to secure additional financing in the future, which may be completed in a number of ways including, but not limited to, the issuance of equity instruments, expenditure reductions, or a combination of strategic partnerships, joint venture arrangements, royalty financing and other capital market alternatives. If management is unable to obtain new funding, the Corporation may be unable to continue its operations, and amounts realized for assets might be less than amounts reflected in these consolidated financial statements.

Orford Mining Corporation
Notes to Consolidated Financial Statements
Years Ended December 31, 2022 and 2021
(Expressed in Canadian Dollars Except As Otherwise Indicated)

2. Basis of Presentation and Accounting Policies

Basis of Presentation

These consolidated financial statements have been prepared in accordance with IFRS as issued by the International Accounting Standards Board.

The consolidated financial statements were authorized for publication by the Board of Directors on April 20, 2023.

Basis of measurement

These consolidated financial statements have been prepared on a historical cost basis. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information.

Functional and Presentation Currency

Items included in the consolidated financial statements are measured using the currency of the primary economic environment in which the Corporation operates (the “functional currency”). The consolidated financial statements are presented in Canadian dollars, which is the functional currency of the Corporation.

Foreign Currency Translation of Transactions

In preparing the consolidated financial statements, transactions in currencies other than the Corporation’s functional currency (foreign currencies) are recorded at the rates of exchange prevailing at the dates of the transactions. At each statement of financial position date, monetary assets and liabilities are translated using the period-end foreign exchange rate. Non-monetary assets and liabilities are translated using the historical rate on the date of the transaction. All gains and losses on translation of these foreign currency transactions are included in the consolidated statement of comprehensive loss within foreign exchange.

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand as well as other highly liquid short-term investments with original maturities of three months or less or that can be redeemed at any time without penalties.

Mineral property interests

The Corporation is in the exploration and evaluation stage with respect to investments in mineral properties and follows the practice of expensing all costs relating to the acquisition, exploration, and evaluation of mineral claims. Such costs include, but are not limited to, geological, geophysical studies, exploratory drilling and sampling. Capitalization of exploration and evaluation expenditures commences when a National instrument 43-101 *Standards of Disclosure for Mineral Projects* (“NI 43-101”) technical report has been published for an area of interest.

The Corporation recognizes, in income, costs recovered on mineral properties when amounts received or receivable are in excess of the carrying amount.

Orford Mining Corporation

Notes to Consolidated Financial Statements

Years Ended December 31, 2022 and 2021

(Expressed in Canadian Dollars Except As Otherwise Indicated)

2. Basis of Presentation and Accounting Policies (Continued)

Property, plant and equipment

Property, plant and equipment (“PPE”) are carried at cost, less accumulated depreciation and accumulated impairment losses.

The cost of an item of PPE 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. Repairs and maintenance costs are charged to the consolidated statement of comprehensive loss during the period in which they are incurred. Depreciation is recognized based on the cost of an item of PPE, less its estimated residual value, over its estimated useful life at the following rate:

<i>Detail</i>	<i>Method</i>
Camp and field costs	Straight-line over 5 years

An asset's residual value, useful life and depreciation method are reviewed, and adjusted if appropriate, on an annual basis.

An item of PPE is de-recognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal of the asset, determined as the difference between the net disposal proceeds and the carrying amount of the asset, is recognized in profit or loss in the consolidated statement of comprehensive loss.

Where an item of PPE consists of major components with different useful lives, the components are accounted for as separate items of PPE. Expenditures incurred to replace a component of an item of PPE that is accounted for separately, including major inspection and overhaul expenditures, are capitalized.

Leases

At inception of a contract, the Corporation assesses whether a contract is, or contains, a lease by determining whether the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. A right-of-use asset and lease liability is recognized at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred, less any lease incentives received. The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, including periods covered by an option to extend the lease if the Corporation is reasonably certain to exercise that option. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability. The lease liability is initially measured at the present value of the lease payments remaining to be paid at the commencement date. The lease payments are discounted using the implicit interest rate in the lease. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability. If the rate cannot be readily determined, the Corporation's incremental rate of borrowing is used. The lease liability is subsequently measured to reflect a constant periodic rate of interest on the remaining balance of the lease liability whereby the balance is increased by interest expense and decreased by lease payments. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Corporation's estimate of the amount expected to be payable under a residual value guarantee, or if the Corporation changes its assessment of whether it will exercise a purchase, extension or termination option.

Orford Mining Corporation

Notes to Consolidated Financial Statements

Years Ended December 31, 2022 and 2021

(Expressed in Canadian Dollars Except As Otherwise Indicated)

2. Basis of Presentation and Accounting Policies (Continued)

Leases (continued)

The Corporation presents right-of-use assets within property, plant and equipment and lease liabilities separately in the consolidated statement of financial position.

The Corporation has elected not to recognize right-of-use assets and lease liabilities for leases that have a lease term of twelve months or less and leases of low value assets. The Corporation recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Impairment of non-financial assets

Mineral property interests are assessed for impairment if there is any indication that the carrying amount may not be recoverable. If any such indication is present, the recoverable amount of the asset is estimated in order to determine whether impairment exists. Where the asset does not generate cash flows that are independent from other assets, the Corporation estimates the recoverable amount of the asset group to which the asset belongs.

An asset's recoverable amount is the higher of fair value less costs to sell and value in use. If the recoverable amount of an asset or asset group is estimated to be less than its carrying amount, the carrying amount is reduced to the recoverable amount. Impairment is recognized immediately as additional depreciation or amortization. Where an impairment subsequently reverses, the carrying amount is increased to the revised estimate of recoverable amount but only to the extent that this does not exceed the carrying value that would have been determined if no impairment had previously been recognized. A reversal is recognized as a reduction in the depreciation or amortization charge for the period.

Flow-through shares

The Corporation may finance some exploration expenditures through the issuance of flow-through shares. The resource expenditure deductions for income tax purposes are renounced to investors in accordance with the appropriate income tax legislation. The Corporation recognizes a deferred tax liability for flow-through shares and a deferred tax expense, at the moment the eligible expenditures are incurred. The difference between the quoted price of the common shares or the amount recognized in common shares and the amount the investors pay for the shares (the "premium") is recognized as another liability, which is reversed as a deferred tax recovery when eligible expenditures have been made.

Financial instruments

Financial assets and financial liabilities are recognized when the Corporation becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred and the Corporation has transferred substantially all risks and rewards of ownership. Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position when there is an unconditional and legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously.

Orford Mining Corporation

Notes to Consolidated Financial Statements

Years Ended December 31, 2022 and 2021

(Expressed in Canadian Dollars Except As Otherwise Indicated)

2. Basis of Presentation and Accounting Policies (Continued)

Financial instruments (continued)

Financial assets

Financial assets are initially measured at fair value. If the financial asset is not subsequently accounted for at fair value through profit or loss, then the initial measurement includes transaction costs that are directly attributable to the asset's acquisition or origination. On initial recognition, the Corporation classifies its financial assets in the following measurement categories:

- measured subsequently at amortized cost; or
- measured subsequently at fair value (either through other comprehensive loss, or through net loss).

Currently, all of the Corporation's financial assets are measured at amortized cost.

A financial asset is subsequently measured at amortized cost, using the effective interest method and net of any impairment loss when:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial liabilities

Currently, the Corporation's financial liabilities are subsequently measured at amortized cost using the effective interest rate method.

Impairment of financial assets

The Corporation assesses on a forward-looking basis the expected credit loss associated with its debt instruments carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

The Corporation assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. An external rating of investment grade is considered to indicate that a financial instrument may be considered as having low credit risk.

The Corporation applies the simplified approach for trade receivables (including other receivables), which requires lifetime expected credit losses to be recognized from initial recognition of the receivables.

Provisions and contingent liabilities

Provisions are recognized when present obligations as a result of a past event will probably lead to an outflow of economic resources by the Corporation and amounts can be estimated reliably. Timing or amount of the outflow may still be uncertain. A present obligation arises from the presence of a legal or constructive commitment that has resulted from past events, for example, legal disputes and similar liabilities, or onerous contracts.

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligation. Provisions are discounted when the time value of money is significant.

All provisions are reviewed at each reporting date and adjusted to reflect the current best estimates.

Orford Mining Corporation

Notes to Consolidated Financial Statements

Years Ended December 31, 2022 and 2021

(Expressed in Canadian Dollars Except As Otherwise Indicated)

2. Basis of Presentation and Accounting Policies (Continued)

Restoration, rehabilitation and environmental obligations

A legal or constructive obligation to incur restoration, rehabilitation and environmental costs may arise when environmental disturbance is caused by the exploration, evaluation, development or ongoing production of a mineral property interest. Such costs arising from the decommissioning of a plant and other site preparation work, discounted to their net present value, are provided for and capitalized at the start of each project to the carrying amount of the asset, as soon as the obligation to incur such costs arises. The discount rate used is based on a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability, excluding the risks for which future cash flow estimates have already been adjusted. The related liability is adjusted each period for the unwinding of the discount rate, and if required, for changes to the current market-based discount rate, amount and timing of the underlying cash flows needed to settle the obligation.

Income taxes

Income tax on the profit or loss for the periods presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in other comprehensive income or in equity, in which case it is recognized in other comprehensive income or in equity, respectively.

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period-end, adjusted for amendments to tax payable with regards to previous years. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax is provided using the statement of financial position liability method, providing for temporary differences between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred taxes are not recognized where the temporary difference arises from the initial recognition of goodwill or the initial recognition of an asset or liability in a transaction that does not affect either accounting or taxable profit or loss, other than where the initial recognition of such an asset or liability arises in a business combination. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the reporting date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

Deferred income tax assets and liabilities are presented as non-current. Assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities or deferred tax assets against deferred tax liabilities and the respective assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

Loss per share

The Corporation presents basic and diluted loss per share data for its common shares, calculated by dividing the loss attributable to common shareholders of the Corporation by the weighted average number of common shares outstanding during the period. Diluted earnings per share, if applicable, would be determined by adjusting the earnings attributable to common shareholders and the weighted average number of common shares outstanding for the effects of all warrants and options outstanding that may add to the total number of common shares, if any.

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2. Basis of Presentation and Accounting Policies (Continued)

Share capital and warrants

Common shares and warrants are classified as equity. The Corporation uses the residual value approach in respect of unit offerings, whereby the amount assigned to the warrant is the excess of the unit price over the trading price of the Corporation's shares at the date of issuance. Incremental costs directly attributable to the issuance of shares or warrants are recognized as a deduction from the proceeds in equity in the period that the transaction occurs.

Share-based payment transactions

The fair value of share options granted is recognized as an expense, or capitalized to mineral property interests, over the vesting period with a corresponding increase in contributed surplus. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee.

The fair value is measured at the grant date and recognized over the period during which the options vest. The fair value of the options granted is measured using the Black Scholes option pricing model, taking into account the terms and conditions upon which the options were granted. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest.

Refundable tax credits for mining exploration expenses

The Corporation is entitled to a refundable tax credit on eligible mining exploration expenses incurred in the province of Quebec. The tax credit is accounted for against the related exploration and evaluation expenses incurred in mineral property interests.

Segment disclosures

The Corporation currently operates in a single segment - the acquisition, exploration, evaluation and development of mineral properties. As at December 31, 2022 and for the year then ended, all of the Corporation's activities are conducted in Quebec, Canada.

Accounting standards effective for future periods

There are no IFRS or IFRIC interpretations that are not yet in effect that are currently expected to have a material impact on the Corporation.

Orford Mining Corporation
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3. Critical Judgements, Estimates, Assumptions and Risks

Many of the amounts included in the consolidated financial statements require management to make judgments and/or estimates. These judgments and estimates are continuously evaluated and are based on management's experience and knowledge of the relevant facts and circumstances. Actual results may differ from the amounts included in the consolidated financial statements.

Areas of significant judgment and estimates affecting the amounts recognized in the consolidated financial statements include:

(i) Impairment of non-financial assets

The estimate of recoverable amounts with respect to non-financial assets are based on numerous assumptions and may differ significantly from actual recoverable amounts. The recoverable amounts are based, in part, on certain factors that may be partially or totally outside of the Corporation's control. This assessment involves a comparison of the estimated recoverable amounts of non-financial assets to their carrying values. The recoverable amount estimates may differ from actual recoverable amounts and these differences may be significant and could have a material impact on the Corporation's financial position and results of operations. Asset groups are reviewed for an indication of impairment at each statement of financial position date or when a triggering event is identified. This assessment requires significant judgment. As the Corporation's projects are in the exploration and evaluation stage, factors which could trigger an impairment assessment include, but are not limited to, an expiry of the right to explore in the specific area during the period or will expire in the near future, and is not expected to be renewed; substantive exploration and evaluation expenditures in a specific area are neither budgeted nor planned; exploration for and evaluation of mineral resources in a specific area have not led to the discovery of commercially viable quantities of mineral resources and management has decided to discontinue such activities in the specific area; sufficient data exists to indicate that, although a development in a specific area is likely to proceed, the carrying amount of the assets is unlikely to be recovered in full from successful development or by sale; significant negative industry or economic trends; interruptions in exploration and evaluation activities; and a significant drop in current or forecasted base and precious metal prices.

No impairment indicators were identified by management as at December 31, 2022.

(ii) Income taxes and refundable tax credits

The Corporation is subject to income and mining taxes. Significant judgment is required in determining the total provision for income taxes. Refundable tax credits for mining exploration expenses for the current and prior periods are measured at the amount expected to be recovered, based on management's best estimate and judgment, from the tax authorities as at the statement of financial position date. Uncertainties exist with respect to the interpretation of tax regulations, including credit on mining duties refundable for losses and refundable tax credits for eligible exploration expenses, and the amount and timing of collection. The determination of whether expenditures qualify for exploration tax credits requires significant judgment involving complex technical matters which makes the ultimate tax collection uncertain. As a result, there can be a material difference between the actual tax credits received following final resolution of these uncertain interpretation matters with the relevant tax authority and the recorded amount of tax credits. This difference would necessitate an adjustment to tax credits for mining exploration expenses in future periods. The resolution of issues with the relevant tax authority can be lengthy. As a result, there can be a significant delay in collecting tax credits for mining exploration expenses. Tax credits for mining exploration expenses that are expected to be recovered beyond one year are classified as non-current assets. The amounts recognized in the consolidated financial statements are derived from the Corporation's best estimation and judgment as described above. However, the inherent uncertainty regarding the ultimate approval by the relevant tax authority means that the ultimate amount collected in tax credits and timing thereof could differ materially from the accounting estimates and therefore impact the Corporation's consolidated statements of financial position and cash flows.

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3. Critical Judgements, Estimates, Assumptions and Risks (Continued)

(iii) Going concern

The assessment of the Corporation's ability to execute its strategy by funding future working capital and exploration, evaluation, development and acquisition activities involves judgment. Estimates and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

(iv) Provision for asset retirement obligations

The Corporation's exploration activities are subject to various laws and regulations governing the protection of the environment. The Corporation recognizes management's best estimate for asset retirement obligations in the period in which they are incurred. Actual costs incurred in future periods could differ materially from the estimates. Additionally, future changes to environmental laws and regulations, timing of estimated cash flows and discount rates could affect the carrying amount of this provision.

4. Cash and cash equivalents

Components of cash and cash equivalents are as follows:

	As at December 31, 2022	As at December 31, 2021
Cash	\$ 129,234	\$ 121,368
Cash equivalents	1,773,235	5,285,524
Restricted cash held for Wyloo Metals Pty Ltd (note 6)	489,744	59,795
	\$ 2,392,213	\$ 5,466,687

5. Property, Plant and Equipment

	Camp and Field Costs	Equipment Right of use	Total
Balance as at December 31, 2020	\$ 109,029	\$ 20,502	\$ 129,531
Additions	29,922	-	29,922
Depreciation expense capitalized to mineral property interests	(85,065)	(14,473)	(99,538)
Balance as at December 31, 2021	53,886	6,029	59,915
Depreciation expense capitalized to mineral property interests	(15,169)	(6,029)	(21,198)
Balance as at December 31, 2022	\$ 38,717	\$ -	\$ 38,717
As at December 31, 2021			
Cost	\$ 1,031,288	\$ 72,363	\$ 1,103,651
Accumulated depreciation	(977,402)	(66,334)	(1,043,736)
Net book value	\$ 53,886	\$ 6,029	\$ 59,915
As at December 31, 2022			
Cost	\$ 1,031,288	\$ 72,363	\$ 1,103,651
Accumulated depreciation	(992,571)	(72,363)	(1,064,934)
Net book value	\$ 38,717	\$ -	\$ 38,717

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6. Mineral Property Interests and Exploration and Evaluation Expenditures

The following tables summarize capitalized costs in respect of properties which have filed an NI 43-101 compliant technical report:

	Qiqavik
Balance as at December 31, 2020	\$ 8,544,276
Environment, community and permitting	11,200
Exploration	3,255,751
Property acquisition and maintenance	152,023
Share-based payments	7,702
Depreciation	99,536
Balance as at December 31, 2021	12,070,488
Environment, community and permitting	5,700
Exploration	4,020,464
Property acquisition and maintenance	21,500
Share-based payments	1,061
Depreciation	21,198
Balance as at December 31, 2022	\$ 16,140,411

West Raglan property

On January 19, 2021, the Corporation reached a definitive agreement with Wyloo Metals Pty Ltd (Wyloo Metals) for a \$25 million earn-in and joint venture over Orford's 100% owned West Raglan property (the Property) in Nunavik, Quebec. The negotiated terms allow Wyloo Metals to earn up to 80% of the Property for total expenditures of \$25 million over 7 years, as follows:

- On or before the 4th anniversary, Wyloo Metals may elect to incur aggregate expenditures of \$6 million to earn a 51% undivided interest in the Property and form a joint venture (JV). This includes minimum committed expenditures of \$1 million during the 1st year of the agreement;
- On or before the 5th anniversary, Wyloo Metals may elect to incur aggregate expenditures of \$11 million to earn a 70% undivided interest in the JV;
- On or before the 6th anniversary, Wyloo Metals may elect to incur aggregate expenditures of \$17 million to earn a 75% undivided interest in the JV;
- On or before the 7th anniversary, Wyloo Metals may elect to incur aggregate expenditures of \$25 million make a \$1.5 million cash payment to Orford, and complete a feasibility study to earn an 80% undivided interest in the JV; and
- Upon completion of the earn-in period, Orford may pro-rata contribute (20%) to maintain its interest in the JV or dilute down to a 2% net smelter return royalty (NSR).

In connection with this agreement, Orford will act as operator and Wyloo Metals has agreed to advance funds to Orford to incur approved expenditures on the Property. As at December 31, 2022, Wyloo Metals has funded approximately \$6.0 million towards eligible expenditures. As at December 31, 2022, the Corporation held \$489,744 of cash (note 4) and recorded a liability to spend Wyloo Metals funds of \$451,127.

Orford Mining Corporation

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6. Mineral Property Interests and Exploration and Evaluation Expenditures (Continued)

Joutel Eagle property

On November 30, 2021, the Corporation announced that it entered into a definitive agreement with Globex Mining Enterprises Inc. ("Globex") to acquire its 50 square km, 191 claim property position in the Joutel region of the Quebec Abitibi, the Joutel Eagle Property.

The agreement between Orford and Globex includes both work commitments and cash/share payments over five years for Orford to earn 100% undivided legal and beneficial interest in the Globex properties.

Orford made a firm commitment to spend \$200,000 on the property before the first anniversary date of the agreement and a firm commitment of \$325,000 before the second anniversary date of the agreement. Years three, four and five work commitments are \$350,000, \$650,000 and \$1,250,000, respectively by the end of each of those years. The total work commitment of all five years is \$2,775,000, with more than half that amount in the last two years of the option.

Orford made a firm commitment to make a payment upon signing of \$225,000 (issued 632,023 shares valued at \$112,500 and paid cash of \$112,500) and a further payment of \$200,000 on the first anniversary date of the agreement (issued 1,428,571 shares valued at \$100,000 and paid cash of \$100,000). If Orford elects to continue the option at the start of years three, four and five, then cash payments of \$250,000, \$350,000, and \$350,000 respectively would be due (half cash, half shares as per above). The total in cash to be paid to Globex by Orford to earn 100% undivided legal and beneficial interest in the Globex Joutel properties would be \$1,625,000 (half cash, half shares as per above). Any issuance of shares with respect to the payments described above is subject to the approval of the TSX Venture Exchange.

Upon exercise of an option by Orford, Globex's interest in the Joutel properties shall be automatically extinguished and converted to a 3.5% Gross Metal Royalty (GMR). Orford shall retain the right and option, at any time, to purchase 1.5% of this GMR for \$2 million and will retain a first right of refusal on the sale, transfer, assignment or other disposition of all or any part of the remaining GMR.

7. Asset Retirement Obligations

The asset retirement obligation represents the legal and contractual obligation associated with the eventual closure and reclamation of the Corporation's exploration camp at the West Raglan property. The obligation consists of costs associated with reclamation, environmental monitoring, and the removal of tangible assets. The Corporation has estimated its asset retirement obligation to be \$612,274 as at December 31, 2022 (December 31, 2021 - \$500,000) based on a total future liability of approximately \$725,900, an inflation rate of 2.48% (December 31, 2021 - nil%) and discount rate of 3.41% (December 31, 2021 - 0.6%). The asset retirement obligation is calculated on a five year exploration period.

Balance as at December 31, 2021	\$ 500,000
Change in assumptions	112,274

Balance as at December 31, 2022	\$ 612,274
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8. Share Capital

Authorized

Unlimited number of common shares with no par value, voting.

Issued and outstanding

As at December 31, 2022, 165,961,458 common shares were issued and outstanding.

(i) On August 12, 2021, the Corporation closed a non-brokered private placement of: (i) 700,000 flow-through units at an issue price of \$0.27 per unit, and (ii) 8,654,246 hard dollar units at an issue price of \$0.20 per unit for aggregate gross proceeds of \$1,919,849. Each flow-through unit consisted of one common share and one-half of a common share purchase warrant, each issued on a flow-through basis. Each hard dollar unit consisted of one common share and one-half of a common share purchase warrant. Each whole common share purchase warrant entitles the holder to purchase one common share of the Corporation for a period of three years at an exercise price of \$0.31.

Finders received compensation in respect of a portion of the financing consisting of an aggregate of \$72,000 in cash and 330,000 non-transferable finder's warrants. Each finder's warrant entitles the holder to purchase one common share of the Corporation for a period of two years at an exercise price of \$0.31. The warrants and finders' warrants had an aggregate value of \$48,840 using the residual method. The financing included a flow-through share premium liability of \$38,500.

(ii) On December 22, 2021, the Corporation closed a non-brokered private placement of: (i) 15,190,011 flow-through shares at an issue price of \$0.23 per share, and (ii) 5,245,556 hard dollar units at an issue price of \$0.18 per unit for aggregate gross proceeds of \$4,437,903. Each flow-through share consisted of one common share issued on a flow-through basis. Each hard dollar unit consisted of one common share and one-half of a common share purchase warrant. Each whole common share purchase warrant entitles the holder to purchase one common share of the Corporation for a period of two years at an exercise price of \$0.26.

Finders received compensation in respect of a portion of the financing consisting of an aggregate of \$208,650 in cash and 866,062 non-transferable finder's warrants. Each finder's warrant entitles the holder to purchase one common share of the Corporation for a period of two years at an exercise price of \$0.26. The warrants and finders' warrants had an aggregate value of \$126,071 using the residual method. The financing included a flow-through share premium liability of \$911,401.

(iii) On August 8, 2022, the Corporation closed a non-brokered private placement consisting of 15,238,095 flow-through units at an issue price of \$0.1575 per unit for aggregate gross proceeds of \$2,400,000. Each flow-through unit consisted of one common share and one-half of a common share purchase warrant. Each whole common share purchase warrant will entitle the holder to purchase one common share of the Corporation for a period of two years at an exercise price of \$0.13.

Finders received compensation in respect of a portion of the financing consisting of an aggregate of \$31,034 in cash and 242,618 non-transferable finder's warrants. Each finder's warrant entitles the holder to purchase one common share of the Corporation for a period of two years at an exercise price of \$0.13. The warrants had a value of \$nil using the residual method and the Corporation recorded a flow-through share premium liability of \$952,381. The finders' warrants were valued using the Black-Scholes option pricing model with the following assumptions: dividend yield of 0%, expected volatility of 113%, risk-free interest rate of 3.12% and expected life of 2 years.

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9. Warrants

The following tables reflect the continuity of warrants for the years ended December 31, 2022 and 2021:

	Number of Warrants	Weighted average exercise price
Balance, December 31, 2020	16,239,070	\$ 0.24
Issued (note 8(i)(ii))	8,495,964	0.29
Exercised	(1,418,641)	0.20
Expired	(3,420,545)	0.20
Balance, December 31, 2021	19,895,848	0.27
Issued (note 8(iii))	7,861,666	0.13
Expired	(672,900)	0.26
Balance as at December 31, 2022	27,084,614	\$ 0.23

Warrants outstanding as at December 31, 2022 are as follows:

Exercise Price Range	Number of Warrants	Weighted Average Remaining Contractual Life (years)	Weighted Average Exercise Price
\$0.10 - \$0.19	7,861,666	1.61	\$ 0.13
\$0.20 - \$0.29	14,215,824	0.84	0.26
\$0.30 - \$0.39	5,007,124	1.62	0.31
	27,084,614	1.21	\$ 0.23

10. Stock options

At the time of grant or thereafter, the Board of Directors may determine when a share option will vest and become exercisable and may determine that the share option shall be exercisable in instalments on such terms as to vesting or otherwise as the Board of Directors deems advisable subject to the rules of the TSX Venture Exchange, if any. Unless otherwise determined by the Board of Directors, share options will vest and become exercisable, as to one third of the share options granted, on each of the date of the grant, the first and second anniversaries of the date of grant, provided that the participant is an eligible employee, eligible director, consultant or other participant at the time of vesting. Under the plan, the expiry date of share options may not exceed ten years from the date of grant.

The following tables reflect the continuity of share options for the years ended December 31, 2022 and 2021:

	Number of Options	Weighted average exercise price
Balance, December 31, 2020	8,249,956	\$ 0.21
Options granted	2,925,000	0.16
Options exercised	(479,999)	0.10
Options expired	(1,744,957)	0.31
Balance, December 31, 2021	8,950,000	0.18
Options granted	4,025,000	0.16
Options exercised	(200,000)	0.07
Balance, December 31, 2022	12,775,000	\$ 0.18

Orford Mining Corporation

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10. Stock options (Continued)

Stock options outstanding as at December 31, 2022 are as follows:

Exercise Price Range	Options Outstanding			Options Exercisable		
	Number of Options	Weighted Average Remaining Contractual Life (years)	Weighted Average Exercise Price (\$)	Number of Options	Weighted Average Remaining Contractual Life (years)	Weighted Average Exercise Price (\$)
\$0.01 - \$0.10	1,975,000	7.23	0.05	1,975,000	7.23	0.05
\$0.11 - \$0.20	8,925,000	8.25	0.16	5,266,666	7.75	0.16
\$0.31 - \$0.40	1,875,000	4.88	0.39	1,875,000	4.88	0.39
	12,775,000	7.60	0.18	9,116,666	7.05	0.19

During the year ended December 31, 2022, 4,025,000 stock options (year ended December 31, 2021 - 2,925,000 options) were granted to officers and directors on March 14, 2022 at a fair value of \$0.157 (April 27, 2021, May 27, 2021 and June 22, 2021 at fair values of \$0.15, \$0.14 and \$0.20, respectively). These were calculated using the Black-Scholes option pricing model, using the following assumptions:

	March 14, 2022	April 27, 2021	May 27, 2021	June 22, 2021
Number of options	4,025,000	2,625,000	100,000	200,000
Share price	\$ 0.16	\$ 0.155	\$ 0.14	\$ 0.20
Exercise price	\$ 0.16	\$ 0.155	\$ 0.14	\$ 0.20
Risk-free interest rate	2.16 %	1.56 %	1.49 %	1.40 %
Expected life (years)	10.00	10.00	10.00	10.00
Expected volatility	144 %	147 %	147 %	147 %
Expected dividends	nil	nil	nil	nil

11. Exploration and evaluation

Year Ended December 31, 2022	West Raglan	Joutel Properties	Total
Exploration	\$ -	\$ 774,856	\$ 774,856
Property acquisition and maintenance	-	201,322	201,322
Change in asset retirement obligation	112,274	-	112,274
	\$ 112,274	\$ 976,178	\$ 1,088,452

Year Ended December 31, 2021

Environment, community and permitting	\$ 600	\$ 1,324	\$ 1,924
Exploration	5,553	455,417	460,970
Property acquisition and maintenance	-	226,689	226,689
	\$ 6,153	\$ 683,430	\$ 689,583

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12. Segmented information

The Corporation operates in one reportable business segment which is the exploration and evaluation of mineral properties.

13. Related party transactions

The following table reflects the remuneration of key management, which consists of the Corporation's directors and executive officers:

	Years Ended December 31,	
	2022	2021
Management salaries and benefits	\$ 563,396	\$ 487,000
Management services	12,540	12,540
Share-based payments - Management	142,417	102,790
Share-based payments - Directors	292,354	154,645
	\$ 1,010,707	\$ 756,975

An employment agreement between the executive team and the Corporation contains a termination without cause provision. Assuming that all members of the executive team had been terminated without cause on December 31, 2022, the total amounts payable to the executive team in respect of severance would have totaled \$337,500.

As at December 31, 2022, Alamos Gold Inc. is the holder of 41,128,335 common shares representing 25% of the Corporation's outstanding shares.

14. Financial Risk Factors

Financial instruments

The Corporation is exposed to various financial risks resulting from both its operations and its investment activities. The Corporation's management manages financial risks. The Corporation does not enter into financial instrument agreements, including derivative financial instruments, for speculative purposes. The Corporation's main financial exposure risk and its financial policies are as follows:

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Corporation's credit risk is primarily attributable to amounts receivable and cash and cash equivalents. Amounts receivable mainly consists of management fees receivable from Wyloo Metals, goods and services tax due from the federal. Management believes that the credit risk concentration with respect to financial instruments included in amounts receivable is minimal. The Corporation reduces its credit risk by diversifying its cash and cash equivalents investments with major Canadian financial institutions.

Liquidity risk

Liquidity risk is the risk that the Corporation will not have sufficient cash resources to meet its financial obligations associated with financial liabilities as they come due. The Corporation's liquidity and operating results may be adversely affected if the Corporation's access to capital or other alternative forms of financing is hindered, whether as a result of a downturn in stock market conditions generally or related to matters specific to the Corporation. As at December 31, 2022, the Corporation had cash and cash equivalents of \$2,392,213 to settle current financial liabilities of \$821,797. As at December 31, 2022, management estimates that funds available will not be sufficient to meet the Corporation's obligations, exploration programs and other expected expenditures through December 31, 2023 (note 1).

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14. Financial Risk Factors (Continued)

The following table summarizes the expected maturity of the Corporation's significant financial liabilities based on the remaining period from the balance sheet date to the contractual maturity date:

As at December 31, 2022	Payments by period				Total	Carrying Value
	Less than 1 year	1-3 years	4-5 years	More than 5 years		
Accounts payable and accrued liabilities	\$ 370,670	\$ -	\$ -	\$ -	\$ 370,670	\$ 370,670

Fair value risk

The carrying values of cash and cash equivalents, amounts receivable and accounts payable and accrued liabilities approximate their fair values due to their relatively short periods to maturity.

15. Income taxes

The major components of income tax expense are as follows:

Tax expense applicable to the years ended December 31,	2022	2021
Income taxes - origination and reversal of temporary differences	\$ 513,494	\$ 569,085
Mining taxes - origination and reversal of temporary differences	768,333	679,955
Relating to unrecognized temporary differences	(513,494)	(569,085)
Relating to amortization of flow-through share premium	(1,388,978)	(1,464,522)
Income tax expense (recovery)	\$ (620,645)	\$ (784,567)

A reconciliation between tax expense and the product of accounting loss multiplied by the Corporation's domestic tax rate is as follows:

Tax expense applicable to the years ended December 31,	2022	2021
Statutory tax rate	26.5%	26.5%
Tax benefit of statutory rate	\$ (637,559)	\$ (500,834)
Non-deductible stock-based compensation	158,001	89,177
Share issue costs	(8,224)	-
Tax effect of renounced flow-through share expenditures	1,272,551	1,079,122
Amortization of flow-through share premiums	(1,388,978)	(1,464,522)
Quebec mining duties	768,333	679,955
Tax effect of unrecognized temporary difference and tax losses	(513,494)	(569,085)
Other	(271,275)	(98,380)
Income tax expense (recovery)	\$ (620,645)	\$ (784,567)

The Corporation offsets tax assets and liabilities if and only if it has a legally enforceable right to set off the current tax assets and current tax liabilities or deferred tax assets and liabilities and they relate to taxes levied by the same tax authority.

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15. Income taxes (Continued)

The tax benefits of the following temporary differences have been recognized in the consolidated financial statements:

As at December 31,	2022	2021
<i>Deferred tax assets (liabilities)</i>		
Loss carryforward	\$ 3,098,054	\$ 2,281,848
Property, plant and equipment	7,794	(8,544)
Asset retirement obligations	162,253	132,501
Mineral property interest	(5,912,750)	(4,124,936)
Share issue cost	77,222	131,299
Valuation allowance	(516,520)	(727,782)
Net deferred tax liabilities	(3,083,947)	(2,315,614)

Deductible temporary differences and unused tax losses for which no deferred tax assets are recognized in the statement of financial position are as follows:

As at December 31,	2022	2021
Tax loss carryforwards (Expire 2032 - 2041) - federal	\$ 11,690,771	\$ 8,638,345

The Corporation is subject to federal income taxes, provincial income taxes, and provincial mining taxes. Tax laws are complex and can be subject to different interpretations. Uncertainties exist with respect to the interpretation of tax regulations, including the determination of which mining exploration expenditures are eligible for refundable tax credits, and the amount and timing of collection. The Corporation has prepared its tax provision based on the interpretations of tax laws which it believes represent the probable outcome. The Corporation may be required to change its provision for income taxes if the tax authorities ultimately are not in agreement with the Corporation's interpretation.

16. Commitments and contingencies

The Corporation is obligated to spend approximately \$1,255,000 by December 31, 2023. The flow-through agreements require the Corporation to renounce certain tax deductions for Canadian exploration expenditures incurred on the Corporation's mineral properties to flow-through participants. The Corporation indemnified the subscribers for certain tax-related amounts that may become payable by the subscribers if the Corporation does not meet its expenditure commitments.

See note 6 "Joutel Eagle property" for option payments and work commitments.

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(Expressed in Canadian Dollars Except As Otherwise Indicated)

17. Subsequent event

In February 2023, the Corporation announced that it has, as operator, completed exploration expenditures on the West Raglan Project totaling \$6,125,057 funded by Wyloo Metals. This allows Wyloo Metals to satisfy the first earn-in milestone and acquire 51% ownership interest in the West Raglan Project according to the definitive agreement. The agreement required that Wyloo Metals fund \$6,000,000 in exploration expenditures on the Property by January 18, 2025. Wyloo Metals has accelerated this funding schedule by completing required expenditures by January 18, 2023 and has elected to acquire 51% ownership interest in the West Raglan property.

Wyloo Metals has notified Orford that it is exercising the second earn-in option provided for in the definitive agreement. The second earn-in option requires Wyloo Metals to fund an additional \$5 million in expenditures on the West Raglan property by January 18, 2026 to earn an additional 19% interest in the property (taking Wyloo's gross interest in the Property to 70%).