

Financial Statements
(unaudited)
Gold Express Mines, Inc.

Table of Contents

Consolidated Balance Sheets as of December 31, 2023 and June 30, 2023	2
Consolidated Statements of Operations for the periods ended December 31, 2023 and December 31, 2022	3
Consolidated Statement of Shareholders' Equity for the periods ended December 31, 2023 and December 31, 2022	4
Consolidated Statements of Cash Flows for the periods ended December 31, 2023 and December 31, 2022	5
Notes to the Financial Statements	6

GOLD EXPRESS MINES, INC.
CONSOLIDATED BALANCE SHEETS

	December 31 2023 (unaudited)	June 30 2023
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$ 5,311,927	\$ 3,750,407
Note receivable	40,123	-
Prepaid expense	67,368	63,378
Deposits	151,244	151,244
Accounts receivable	2,250	2,250
Total Current Assets	<u>5,572,912</u>	<u>3,971,779</u>
FIXED ASSETS		
PPE, net of depreciation	<u>53,081</u>	<u>62,355</u>
Total Fixed Assets	<u>53,081</u>	<u>62,355</u>
INTANGIBLE ASSETS		
Website	<u>71,373</u>	-
Total Intangible Assets	<u>71,373</u>	-
OTHER ASSETS		
Mineral properties	280,168	274,794
Investments	1,706,067	2,044,598
Equity method investment	687,695	1,117,215
Reclamation bond	100,985	198,631
Total Other Assets	<u>2,774,915</u>	<u>3,635,238</u>
TOTAL ASSETS	\$ <u>8,472,281</u>	\$ <u>7,669,352</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable	\$ 149,424	\$ 197,487
Accounts payable ó related party	8,200	2,371
Accrued expense	198,503	50,393
Accrued interest	2,312	1,921
Notes payable	15,000	15,000
Total Current Liabilities	<u>373,439</u>	<u>267,172</u>
TOTAL LIABILITIES	<u>373,439</u>	<u>267,172</u>
COMMITMENTS AND CONTINGENCIES		
	-	-
STOCKHOLDERS' EQUITY		
Preferred stock, \$0.001 par value, 20,000,000 shares authorized, none issued and outstanding	-	-
Common stock, \$0.001 par value, 480,000,000 shares authorized;		
66,197,769 and 61,206,734 shares issued and outstanding	66,200	61,209
Additional paid-in capital	14,159,233	12,584,445
Subscription receivable	(60,000)	(60,000)
Accumulated deficit	(10,374,659)	(8,744,583)
Stockholders' equity before non-controlling interest	<u>4,766,153</u>	<u>3,841,071</u>
Equity attributable to non-controlling interest	<u>3,332,689</u>	<u>3,561,110</u>
Total Stockholders' Equity	<u>8,098,842</u>	<u>7,402,181</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ <u>8,472,281</u>	\$ <u>7,669,352</u>

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

GOLD EXPRESS MINES, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS (unaudited)

	Three Months Ended December 31		Six Months Ended December 31	
	2023	2022	2023	2022
REVENUES	\$ -	\$ -	\$ -	\$ -
OPERATING EXPENSES				
Exploration expense	430,034	1,098,323	1,033,620	2,652,905
General and administrative	169,652	150,815	260,995	346,551
Officers' & director's fees	123,000	117,000	246,000	240,000
Professional fees	24,900	2,451	9,906	11,714
Depreciation	3,988	1,962	9,255	5,425
TOTAL OPERATING EXPENSES	<u>751,574</u>	<u>1,370,551</u>	<u>1,559,776</u>	<u>3,256,595</u>
LOSS FROM OPERATIONS	(751,574)	(1,370,551)	(1,559,776)	(3,256,595)
OTHER INCOME (EXPENSES)				
Interest income	12,727	-	29,714	-
Interest expense	(195)	(130)	(390)	(325)
Other income	-	-	35,000	-
Loss on disposal of lease	-	-	(98,516)	-
Sale of mining claims	-	-	-	1,500,000
Unrealized gain (loss) on investment	(44,191)	(31,248)	125,992	(66,170)
Loss on equity method investment	(373,334)	-	(429,520)	-
TOTAL OTHER INCOME (EXPENSES)	<u>(404,993)</u>	<u>(31,378)</u>	<u>(337,720)</u>	<u>1,433,505</u>
LOSS BEFORE TAXES	<u>(1,156,567)</u>	<u>(1,401,929)</u>	<u>(1,897,496)</u>	<u>(1,823,090)</u>
INCOME TAXES	-	-	-	-
NET LOSS	<u>\$ (1,156,567)</u>	<u>\$ (1,401,929)</u>	<u>(1,897,496)</u>	<u>(1,823,090)</u>
Less: net loss attributable to noncontrolling interest	(183,733)	(46,150)	(267,420)	(121,921)
NET LOSS ATTRIBUTABLE TO GOLD EXPRESS MINES, INC	<u>(972,834)</u>	<u>1,355,779</u>	<u>(1,630,076)</u>	<u>(1,701,169)</u>
NET LOSS PER COMMON SHARE, BASIC AND DILUTED	<u>\$ (0.02)</u>	<u>\$ (0.02)</u>	<u>\$ (0.03)</u>	<u>\$ (0.03)</u>
WEIGHTED AVERAGE NUMBER OF COMMON STOCK SHARES OUTSTANDING, BASIC AND DILUTED	<u>64,156,358</u>	<u>59,092,512</u>	<u>62,681,546</u>	<u>57,766,122</u>

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

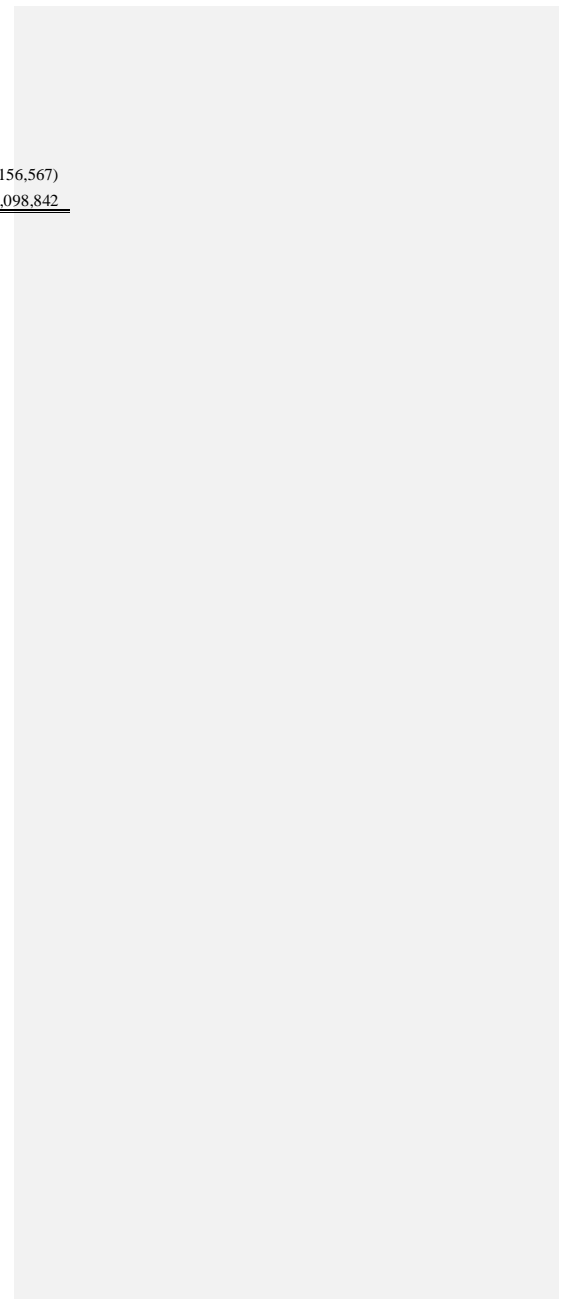
GOLD EXPRESS MINES INC

CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY

	Common Stock		Additional Paid-in Capital	Accumulated Deficit	Subscription Receivable	Stock to be Issued	Noncontrolling Interest	Total Stockholders' Equity
	Shares	Amount						
Balance, June 30, 2022	55,456,397	55,456	12,856,752	(6,061,354)	(60,000)	261,000	3,855,641	10,907,495
Common stock and warrants issued for cash	1,336,453	1,337	518,919	-	-	(261,000)	-	259,256
Common stock and warrants to be issued for cash	-	-	-	-	-	108,750	-	108,750
Net loss for period ending September 30, 2022	-	-	-	(345,389)	-	-	(75,771)	(421,160)
Balance, September 30, 2022	56,792,850	\$ 56,793	\$ 13,375,671	\$ (6,406,743)	\$ (60,000)	\$ 108,750	\$ 3,779,870	\$ 10,854,341
Common stock and warrants issued for cash	12,999,996	1,300	507,650	-	-	(108,750)	-	400,200
Common stock issued for mineral properties in Chile	3,000,000	3,000	747,000	-	-	-	-	750,000
Options granted for services	-	-	78,094	-	-	-	-	78,094
Net loss for period ending December 31, 2022	-	-	-	(1,355,779)	-	-	(46,150)	(1,401,929)
Balance, December 31, 2022	61,092,846	61,093	14,708,415	(7,762,522)	(60,000)	-	3,733,720	10,680,706
Common stock and warrants issued for cash	91,666	92	41,158	-	-	-	-	41,250
Options granted	-	-	34,845	-	-	-	-	34,845
Dividends	-	-	(763,642)	-	-	-	-	(763,642)
Net loss for period ending March 31 2023	-	-	-	(976,214)	-	-	(53,419)	(1,029,633)
Balance, March 31, 2023	61,184,512	61,185	14,020,776	(8,738,736)	(60,000)	-	3,680,301	8,963,526
Common stock issued for services	22,222	24	9,976	-	-	-	-	10,000
Dividends	-	-	(1,446,307)	-	-	-	-	(1,446,307)
Net gain for period ending June 30, 2023	-	-	-	(5,847)	-	-	(119,191)	(125,038)
Balance, June 30, 2023	61,206,734	61,209	12,584,445	8,744,583	(60,000)	-	3,561,110	7,402,181
Net Loss for period end September 30, 2023	-	-	-	(657,242)	-	-	(83,687)	(740,929)
Balance, September 30, 2023	61,206,734	61,209	12,584,445	(9,401,825)	(60,000)	-	3,477,423	(6,661,252)
Common stock and warrants issued due to exercise of warrants, net of fees	4,991,035	4,991	2,166,110	-	-	-	37,500	2,208,601
Common stock and warrants to be issued due to exercise of warrants, net of fees	-	-	(126,799)	-	-	975,379	-	848,580
Common stock issued for services	-	-	-	-	-	-	1,500	1,500
Investment to be issued for inducement of warrant exercise	-	-	(464,524)	-	-	-	-	(464,524)

Net loss for period ending December 31, 2023	-	-	-	(972,834)	-	-	(183,733)	(1,156,567)
Balance, December 31, 2023	<u>66,197,769</u>	\$ <u>66,200</u>	\$ <u>14,159,232</u>	\$ <u>(10,374,659)</u>	\$ <u>(60,000)</u>	\$ <u>975,379</u>	\$ <u>3,332,690</u>	\$ <u>8,098,842</u>

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



GOLD EXPRESS MINES, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS (unaudited)

	Six Months Ended	
	December 31, 2023	December 31, 2022
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (loss)	\$ (1,630,076)	\$ (1,701,169)
Adjustments to reconcile net income (loss) to net cash provided (used) by operating activities:		
Depreciation	9,255	5,426
Investment given for services	-	5,000
Loss on disposal of lease	98,516	-
Unrealized loss (gain) on investment	(125,992)	66,170
Loss on equity method investment	429,520	-
Investment received for sale of mining claims		(1,500,000)
Common stock issued for services	1,500	
Options issued for services		78,093
Loss attributable to non-controlling interest	(267,420)	(121,921)
Changes in assets and liabilities:		
Decrease (increase) in prepaid expense and deposits	510	298,809
Decrease (increase) in reclamation bond	(870)	(113,516)
Increase (decrease) in accounts payable	(42,235)	(265,671)
Increase (decrease) in accrued expense	148,110	(48,229)
Increase (decrease) in accrued interest	391	324
Increase (decrease) in mineral claim liability	-	(50,000)
Net cash used by operating activities	<u>(1,378,791)</u>	<u>(3,346,684)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of mineral assets	(5,374)	(1,027,960)
Website	(10,000)	-
Purchase of investments	-	(205,909)
Note receivable	(101,496)	-
Purchase of subsidiary	-	-
Net cash used by investing activities	<u>116,870</u>	<u>(1,233,869)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from sale of common stock and warrants, net of fees	2,171,101	-
Proceeds from sale of common stock to be issued, net of fees	848,580	-
Proceeds from sale of common stock	37,500	768,206
Proceeds from sale of member equity in subsidiary, net of fees	-	-
Net cash provided by financing activities	<u>3,057,181</u>	<u>768,206</u>
INCREASE(DECREASE) IN CASH AND CASH EQUIVALENTS	<u>1,561,520</u>	<u>(3,812,347)</u>
Cash, beginning of period	<u>3,750,407</u>	<u>9,728,531</u>
Cash, end of period	<u>\$ 5,311,927</u>	<u>\$ 5,916,184</u>
SUPPLEMENTAL CASH FLOW INFORMATION:		
Interest paid	\$ -	\$ -
Income taxes paid	\$ -	\$ -
NON-CASH DISCLOSURES		

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

GOLD EXPRESS MINES, INC.
NOTES TO FINANCIAL STATEMENTS
December 31, 2023 and December 31, 2022
(unaudited)

NOTE 1 - ORGANIZATION AND DESCRIPTION OF BUSINESS

Gold Express Mines, Inc (the Company) was incorporated under the laws of the State of Nevada on June 12, 2020. The Company was incorporated for the purpose of mining and exploring for non-ferrous and precious metals, primarily gold, silver, lead, zinc and copper.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements and notes are representations of the Company's management, which is responsible for their integrity and objectivity. These accounting policies conform to accounting principles generally accepted in the United States (U.S. GAAP) and have been consistently applied in the preparation of the condensed consolidated financial statements. The Company has adopted a June 30 fiscal year end. These unaudited interim consolidated financial statements do not include all of the disclosures required by generally accepted accounting principles in the United States of America for complete financial statements. These unaudited interim condensed consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements for the year ended June 30, 2023.

In the opinion of management, the interim unaudited condensed consolidated financial statements furnished herein include all adjustments, all of which are of a normal recurring nature, necessary for a fair statement of the results for the interim periods presented. Operating results for the six-month period ended December 31, 2023 are not necessarily indicative of the results that may be expected for the year ending June 30, 2024.

Consolidation

The consolidated financial statements incorporate the financial statements of the Company, Yellow Band Operating, LLC (YBO), of which the Company holds fifty percent of the equity and Fermi Uranium Corp, of which the Company holds eighty percent. All intercompany accounts and transactions have been eliminated.

Noncontrolling Interest

Non-controlling interest represents the portion of equity that is not attributable to the Company. The net income (loss) attributable to noncontrolling interests is separately presented in the accompanying statements of operations. Losses attributable to noncontrolling interests in a subsidiary may exceed the interest in the subsidiary's equity.

Earnings (Losses) Per Share

Basic earnings per share is computed by dividing net income (loss) by the weighted-average number of common shares outstanding during the year. Fully-diluted earnings per share is computed by dividing net income (loss) by the sum of the weighted-average number of common shares outstanding and the additional common shares that would have been outstanding if potential common shares had been issued. Potential common shares are not included in the computation of fully diluted earnings per share if their effect is antidilutive. At December 31, 2023 and 2022, the Company had 37,341,230 and 37,109,564 share purchase options and warrants outstanding, respectively. The computation of earnings per share of common stock is based on the weighted average number of shares outstanding at the date of the financial statements.

Cash Equivalents

The Company considers cash, certificates of deposit, and debt instruments with a maturity of three months or less when purchased to be cash equivalents. The Company maintains its cash in bank deposit accounts, which at times, may exceed federally insured limits. As of September 30, 2023 and June 30,

GOLD EXPRESS MINES, INC.
NOTES TO FINANCIAL STATEMENTS
December 31, 2023 and December 31, 2022
(unaudited)

2023, the Company had approximately \$4,533,734 and \$5,144,144, respectively in excess of federally-insured limits.

Fair Value of Financial Instruments

The Company's financial instruments as defined by ASC 825-10-50, include cash, receivables, accounts payable and accrued expenses. All instruments are accounted for on a historical cost basis, which, due to the short maturity of these financial instruments, approximates fair value at September 30, 2022 and June 30, 2022.

The standards under ASC 820 defines fair value, establishes a framework for measuring fair value in accordance with generally accepted accounting principles, and expands disclosures about fair value measurements. FASB ASC 820 establishes a three-tier fair value hierarchy which prioritizes the inputs used in measuring fair value as follows:

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

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

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

The carrying amounts reported in the balance sheets approximate their fair value.

	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Common shares	\$ <u>1,706,067</u>	<u>422,212</u>	<u>1,283,855</u>	<u> </u>
Total	<u>1,706,067</u>	<u>422,212</u>	<u>1,283,855</u>	<u> </u>

Investments

In accordance with ASC 321, equity investments are recorded at fair value unless they do not have a readily determinable value and are not accounted for under the equity method. Those investments with a readily determinable value are common shares of publicly traded companies and the fair value is based on publicly available share pricing, these investments are included in the Level 1 hierarchy above. Those investments without readily determinable fair value are accounted for at cost less any impairment, plus or minus changes resulting from observable price changes in orderly transactions for identical or similar investments of the same issuer, in any, these investments are included in the Level 2 hierarchy above. The investee could sell shares at significantly lower prices or their operations could fail resulting in significant decreases in the investments cost basis. As of December 31, 2023 and June 30, 2023 the carrying amount of the Company's equity investments was \$1,706,067 and \$2,044,598, net of \$0 in accumulated impairment, respectively.

Equity Method Investments

The Company applies the equity method for investments in which it has the ability to exercise significant influence over operating and financial policies of the affiliate. Significant influence is generally defined as 20% to 50% ownership in the voting stock of an investee. Under the equity method the Company initially records the investment at cost and then adjusts the carrying value of the investment to recognize

GOLD EXPRESS MINES, INC.
NOTES TO FINANCIAL STATEMENTS
December 31, 2023 and December 31, 2022
(unaudited)

the proportional share of the investee's net income (loss). The Company reviews the investee's audited and reviewed financial statements each quarter to determine the proportional share of the investee's net income (loss) to record.

The Company had the following equity investment accounted for under the equity method at June 30, 2023:

Equity Investee	Type of Share Owned	Number of Shares	Original Investment Amount	Equity Investment Ownership
	Common			
Magellan Gold Corporation	Stock	6,000,000	\$ 1,140,000	30.78%

Roll forward basis of equity investment accounted for under the equity method:

Equity Investee	Beginning Basis	Proportional Share of Net Income (loss)	Ending Basis
Magellan Gold Corporation	\$ 1,140,000	\$ (452,305)	\$ 687,695

Going Concern

As shown in the accompanying financial statements, the Company has incurred cumulative operating losses since inception. As of December 31, 2023, the Company has limited financial resources with which to achieve its objectives and attain profitability and positive cash flows from operations. As shown in the accompanying balance sheets and statements of operations, the Company has an accumulated deficit of \$10,374,659.

Achievement of the Company's objectives will depend on its ability to obtain additional financing to generate revenue from current and planned business operations.

The Company plans to fund its future operations by potential sales of its common stock or by issuing debt securities. However, there is no assurance that the Company will be able to achieve these objectives, therefore substantial doubt about its ability to continue as a going concern exists.

Marketing

Marketing costs are expensed as incurred. Marketing expense for the year ended December 31, 2023 and December 31, 2022 was \$0 and \$49,101 respectively.

New Accounting Pronouncements

Accounting standards that have been issued or proposed by the Financial Accounting Standards Board (FASB) that do not require adoption until a future date are not expected to have a material impact on the financial statements upon adoption. The Company does not discuss recent pronouncements that are not anticipated to have an impact on or are unrelated to its financial condition, results of operations, cash flows or disclosures.

GOLD EXPRESS MINES, INC.
NOTES TO FINANCIAL STATEMENTS
December 31, 2023 and December 31, 2022
(unaudited)

NOTE 3 – MINING CLAIMS AND LAND

Key Projects

Yellow Band Operating, LLC

On May 30, 2021 the Company signed a Lease, Sublease and Purchase Option Agreement for 23 unpatented mining claims located in Beaverhead County, Montana. The lease term is for seven years commencing on the dated of the Lease and Sublease and for so long thereafter as ores or minerals are continuously produced from the Leased Premises and all advance minimum payments and production royalty payments are timely paid. The company is required to make monthly payments in the amount of \$2,000.

In addition to the monthly payments, Gold Express shall pay variable production royalties as specified in the underlying lease agreements which are dependent upon mined ore grades as follows:

- Five percent (5%) on all ores mined which have a ðmill headö assay value less than the equivalent assay value up to 0.20 troy ounce of gold per short of ton ore;
- Ten percent (10%) on ores which have a ðmill headö assay value equal or more than the equivalent assay value of 0.20 up to 1.00 troy ounce of gold per short ton of ore.
- Fifteen percent (15%) on ores which have a ðmill headö assay value equal or more than the equivalent assay value of 1.00 troy ounce of gold per short ton of ore.

In order to maintain its lease, the Company is required to make advance royalty payments as follows:

Payment Obligations	
Date Due	Amount
June 1, 2023	150,000
June 1, 2024	150,000
June 1, 2025	150,000
June 1, 2026	<u>150,000</u>
Total	\$ <u>600,000</u>

All lease payments apply to the purchase price of \$10,000,000. A royalty buyout payment of \$300,000 is also due the Schafer Estate if and when commercial production begins at the mine. This payment is also deductible from the purchase price. In summary, the final purchase payment due on June 1, 2027 shall be \$8,850,000 after crediting the aforementioned lease and royalty buyout payments.

In addition to the \$300,000 royalty buyout due to the Schafer Estate, there is a 5.0% fixed net smelter royalty (NSR) on all development and production ores and minerals extracted, milled and sold which is payable to Yellow Band Gold, Inc.

On August 20, 2021, The Company entered into an LLC agreement, in which it is the initial member and also the managing member. The LLC may issue up to 100 membership units, 50 of which were issued to the Company, all of which were issued at June 30, 2022. The Company contributed its Yellow Band

GOLD EXPRESS MINES, INC.
NOTES TO FINANCIAL STATEMENTS
December 31, 2023 and December 31, 2022
(unaudited)

Property described above. Additionally, the Company contributed 4,444,440 warrants as an inducement to investors in a Private Placement Memorandum (described below) distributed by Yellow Band Operating LLC (YBO) with a value of \$27,778. As the Company is the managing member and exercises significant control, Yellow Band Operating LLC is fully consolidated, with intercompany transactions eliminated.

YBO sold membership units consisting of one (1) membership unit at a price of \$124,305.55 and 69,445 common stock purchase warrants from the Company (GEM Warrants) priced at \$0.01 under a Private Placement Memorandum. There minimum offering is 24 membership units, and the maximum offering is 40 membership units ("Maximum Offering Amount"); Each GEM warrant is exercisable for 5 years from the date of issuance at an exercise price of \$0.80 per share. The Offering is scheduled to terminate on December 31, 2021; provided, however, that the Company may extend the term of the Offering for an additional 30 days without further notice. The associated broker fee is a cash commission of thirteen percent of the gross proceeds received and ten-year common stock purchase warrants of GEM, exercisable at \$0.45 per share, on the basis of 41,666 warrants for every membership unit sold, the placement agent will also receive one membership unit for every \$500,000 in gross proceeds closed on. Additionally, the placement agent received a \$20,000 cash retainer upon signing the placement agent agreement.

All membership units were sold pursuant to the Private Placement Memorandum for a total of \$5,000,000 in cash.

Artillery Peak

Property Lease and Option Agreement

On November 11, 2021, the Company signed a Lease and Purchase Option agreement for 14 unpatented mining claims located in Mohave County, Arizona. The term of the lease is on an annual basis. The Company paid \$10,000 plus \$3,200 in claim fees at signing. The purchase option may be exercised prior to production. The purchase price is \$750,000. Additionally, there is a 2.5% Net Smelter Royalty agreement, quarterly payment of the Net Smelter Royalty shall commence upon the production and sale of ores from the leased premises. The Company has the further option to purchase the 2.5% Net Smelter Royalty, distinct and separate from the option to purchase the property, by paying the Lessor \$750,000.

Lease

In order to maintain its lease, the Company is required to make lease payments as follows:

Payment Obligations

Date Due	Amount
Nov. 11, 2022 (paid)	\$ 12,000
Nov. 11, 2023	16,000
Nov. 11, each year until claims are in production	20,000

Copper Cliff

On February 1, 2022, the Company signed a Lease agreement for 3 patented mining claims located in Adams County, ID. The term of the lease is five years. The Company paid a one-time bonus payment of

Deleted: ¶

GOLD EXPRESS MINES, INC.
NOTES TO FINANCIAL STATEMENTS
December 31, 2023 and December 31, 2022
(unaudited)

\$10,000 at signing. In order to maintain its lease, the Company is required to make monthly lease payments in the amount of \$1,000. The Company pre-paid the first year of the lease by making a payment of \$12,000. The purchase price of the patented claims is \$250,000 which can be exercised at any time upon sixty-days notice to the owner. All of the lease payments apply to the purchase price.

Additionally, there is a 2.0% Net Smelter Return agreement, quarterly payment of the Net Smelter Royalty shall commence upon the production and sale of ores from the leased premises.

The mining lease covers the old Copper Cliff Mine area which was a former open pit producing copper mine which was actively mining last in the early 1980s.

The Company has acquired an additional 71 unpatented mining claims by staking in proximity to and along the possible ore trend structure of the Copper Cliff Mine. As of September 1, 2023 the Company elected to drop 31 of the staked claims.

Other Projects

Ripper Gulch Property Lease and Option Agreement

On September 1, 2023, the Company signed a Lease and Purchase Option agreement for 18 unpatented mining claims located in Shoshone County, Idaho. The primary term of the lease is ten years, and may be extended for up to two successive ten year terms. The Company paid \$15,000 for the first annual minimum advance royalty payment at signing. The purchase option may be exercised at any time during the term of the lease so long as the Company is not in default. The purchase price is \$1,000,000, subject to adjustment according to the change in the US Consumer Price Index from the date of the lease. Any prior Minimum Advance Royalty payments may be deducted from the purchase price. Additionally, there is a 2% Net Smelter Royalty agreement, quarterly payment of the Net Smelter Royalty shall commence upon the production and sale of ores from the leased premises.

Lease

In order to maintain its lease, the Company is required to make lease payments as follows:

Payment Obligations	
Date Due	Amount
Sept 1, 2024	\$ 30,000
Nov. 11, each year until claims are in production	\$60,000

New Departure

On April 1, 2023, the Company signed a Mining Lease for eight patented mining claims located in Beaverhead County, MT. The initial term of the lease is ten years, which may be extended for up to two consecutive ten-year terms. The lease is subject to monthly payments of \$2,500 and included a 2.5% Net Smelter Royalty.

GOLD EXPRESS MINES, INC.
NOTES TO FINANCIAL STATEMENTS
December 31, 2023 and December 31, 2022
(unaudited)

Pitchfork Lease

On February 1, 2023, the Company signed a Mining Claim Lease for 29 mining claims and approximately 25 claims to be staked in February 2023, located in San Miguel County, Colorado. The initial term of the lease is 5 years, after the 5-year term the Company has the option to purchase the claims for a total amount of \$650,000. The lease is subject to quarterly lease payments of \$12,500 for the term of the lease, if the Company elects to exercise the purchase option, all lease payments paid to date shall be credited against the purchase price. Additionally, the Company is responsible for all maintenance fees and property taxes. The lease contains a 2.0% net smelter royalty.

Golden Shear Lease and Option Agreement

On May 9, 2022, the Company signed a Lease and Purchase Option agreement for 19 unpatented mining claims located in Clark County, Nevada. The term of the lease is on an annual basis. The Company paid \$12,000 at signing. The purchase option may be exercised prior to production. The purchase price is \$750,000. Additionally, there is a 2.5% Net Smelter Royalty agreement, quarterly payment of the Net Smelter Royalty shall commence upon the production and sale of ores from the leased premises. The Company has the further option to purchase the 2.5% Net Smelter Royalty, distinct and separate from the option to purchase the property, by paying the Lessor \$750,000.

Lease

In order to maintain its lease, the Company is required to make lease payments as follows:

Payment Obligations	
Date Due	Amount
May 9, 2023	\$ 14,000
May 9, 2024	16,000
May 9, each year until claims are in production	20,000

Wetzel Property Lease and Option Agreement

On September 1, 2022, the Company signed a Lease and Purchase Option agreement for 180 unpatented mining claims located in San Bernadino, Inyo Counties and Plumas, California; an additional 78 claims to be staked after signing; and any newly acquired claims within a four-mile area of influence measured from the outside boundary of any of the existing claims becomes part of the lease. The initial term of the lease is five years. The purchase option may be exercised at any time, so long as the Company is not in default of any lease terms. The purchase price is \$300,000, any previous lease payments shall be deducted from the purchase price. Additionally, there is a 1.75% Net Smelter Royalty agreement, quarterly payment of the Net Smelter Royalty shall commence upon the production and sale of ores from the leased premises. At signing, the Company paid \$51,110, including a \$10,000 initial annual lease payment, \$29,700 in annual BLM maintenance fees, \$2,410 in county property taxes and estimated staking fees of \$9,000.

Lease

GOLD EXPRESS MINES, INC.
NOTES TO FINANCIAL STATEMENTS
December 31, 2023 and December 31, 2022
(unaudited)

In order to maintain its lease, the Company is required to make annual lease payments in the amount of \$10,000 so long as the lease is in effect.

The table below shows the projects and associated number of claims.

Project	County	Agreement Claims	Staked Claims
Elizabeth Anne	San Bernadino	89	38
Kris	San Bernadino	79	-
Zev	Inyo	9	-
Turq & Suz	San Bernadino	78	18
Total Claims		255	56

Socorro Property Lease and Option Agreement

On June 12, 2022, the Company signed a Lease and Purchase Option agreement for 22 unpatented mining claims located in La Paz County, Arizona. The term of the lease is on an annual basis. The Company paid \$10,000 at signing. The purchase option may be exercised prior to production. The purchase price is \$750,000. Additionally, there is a 2.5% Net Smelter Royalty agreement, quarterly payment of the Net Smelter Royalty shall commence upon the production and sale of ores from the leased premises. The Company has the further option to purchase the 2.5% Net Smelter Royalty, distinct and separate from the option to purchase the property, by paying the Lessor \$750,000.

Lease

In order to maintain its lease, the Company is required to make lease payments as follows:

Payment Obligations

Date Due	Amount
June 12, 2023	\$ 18,000
June 12, 2024	22,000
June 12, each year until claims are in production	24,000

Second Amador Mining LLC Property Purchase Agreement

On April 27, 2022, the Company signed a Property Purchase and Sale Agreement to Purchase thirty-one unpatented mining claims in the states of Idaho, Nevada, Arizona, and California. Two projects are located in Idaho, one project is located in Nevada, two projects are located in California, and one project is located in Arizona. The total purchase price of the claims is \$245,000. The Company paid \$75,000 on signing and the remaining \$170,000 on May 2, 2022.

Property	County	State	Claims acquired in Agreement	Claims acquired by staking	Claims dropped as of June 30, 2023	Total Claims
----------	--------	-------	------------------------------	----------------------------	------------------------------------	--------------

GOLD EXPRESS MINES, INC.
NOTES TO FINANCIAL STATEMENTS
December 31, 2023 and December 31, 2022
(unaudited)

Red Bird	Cochise	AZ	2	-	-	2
Central Gold	Plumas	CA	11	-	-	11
Golden Dome	Sierra	CA	2	-	1	1
Central Gold	Plumas	CA	11	27	-	38
Blacktail	Lemhi	ID	8	-	8	-
Seafoam	Custer	ID	5	-	5	-
Fort Grey	Humbolt	ID	3	-	-	3
Total Claims			31	27	14	17

Nine Corp Mining Lease

On April 1, 2022, the Company signed a Lease agreement for 17 patented mining claims located in Shoshone County, ID. The term of the lease is ten years, the Company may extend the lease for up to two successive terms of 10 years, and so long thereafter as ores or minerals are being developed, mined, processed or marketed on a continuing basis, or when exploration activities have advanced far enough that construction activities related to the start of ore production are expected to commence within two to three years. The Company paid a one-time bonus payment of \$12,500 at signing. In order to maintain its lease, the Company is required to make monthly lease payments in the amount of \$1000.

Additionally, there is a 2.5% Net Smelter Return agreement, quarterly payment of the Net Smelter Royalty shall commence upon the production and sale of ores from the leased premises. During the year ended June 30, 2023, the Company staked twenty-six unpatented mining claims adjacent to this lease. As of September 1, 2023 the Company elected to drop twelve of the staked claims.

Silver Trend Mines LLC

On January 1, 2021, the Company signed a Lease Assignment Agreement for 19 unpatented mining claims located in Mineral County, Montana. The term of the lease is ten years and may be extended for up to two successive terms of ten years each, and so long thereafter as ores or minerals from the Leased Premises are being developed, mine, processed or marketed on a continuing basis, or when exploration activities have advanced far enough that construction activities related to the startup of ore production are expected to commence within two to three years.

Lease

In order to maintain its lease, the Company is required to make advance royalty payments as follows:

Payment Obligations

Date Due	Amount
December 15, 2022 (paid)	60,000
December 15, 2023 (paid)	60,000
December 15, 2024	60,000
December 15, 2025	60,000
December 15, 2026	60,000
December 15, 2027	60,000
December 15, 2028	60,000

GOLD EXPRESS MINES, INC.
NOTES TO FINANCIAL STATEMENTS
December 31, 2023 and December 31, 2022
(unaudited)

December 15, 2029	<u>60,000</u>
Total	\$ <u>480,000</u>

Purchase

At any time during the term of this lease, and so long as lessee is not in default of any of the lease terms contained herein, Lessee may purchase the Leased Premises for the Purchase Price of \$1,000,000.00 (One Million Dollars). Prior to exercise of purchase, the Purchase Price will be adjusted according to the change in the US Consumer Price Index (CPI) from the date first above written. The Lessee shall give Lessor sixty days notice of its intent to exercise the purchase option and a closing date shall be agreed between the parties. In calculating the amount of the purchase option, any previous Minimum Advance Royalty Payments may be deducted from the Purchase Price to arrive at the balance owed to the Lessor to consummate the purchase.

Royalty

Under the agreement a quarterly Net Smelter Royalty of 2.0% shall be paid on all development and production ores and minerals extracted, milled and sold from the leased premises. The net smelter royalty shall commence upon the production and sale of ores.

Amendment

On May 12, 2023 the Company signed an amendment which the lease was renewed for 2023. Under the terms of the lease 22,222 shares of common stock were issued valued at \$10,000 and a cash payment was made in the amount of \$7,500 and agreed to pay the maintenance fees due August 31, 2023. Additionally, the Parties agreed that should the lease be renewed for 2024, the original lease terms would be adhered to for that year and future years.

Lexington Mine

On June 30, 2020, the Company signed a Mineral Lease Assignment Agreement which provides for a lease and purchase option for approximately 32 patented mining claims located in Cascade County, Montana. In consideration of the agreement the Company entered into a note payable in the amount of \$180,000 due on June 30, 2021. The note payable bears interest at 0% annum. The note principal and accrued interest was paid in full on November 30, 2021.

Lease

The assigned lease requires monthly payments of \$2,500. The primary term of the lease is ten (10) years, which may be extended for up to two successive terms of ten (10) years each and so long thereafter as ores or minerals are being developed, mined, processed or marketed on a continuing basis or when exploration activities have advanced far enough that construction activities related to the startup of ore production are expected to commence within two to three years.

Purchase

The purchase option allows for the purchase of the claims at any time during the term of the lease in the amount of \$2,000,000. Any prior monthly payments that have not been deducted as royalty advances may be deducted from the purchase price. The lease also includes a 3% net smelter royalty on all development and productions of ores and minerals extracted, milled, and sold from the leased premises. The obligation

GOLD EXPRESS MINES, INC.
NOTES TO FINANCIAL STATEMENTS
December 31, 2023 and December 31, 2022
(unaudited)

for quarterly net smelter royalties will commence upon the production and sale of ores from the leased premises.

Royalty

The assigned lease requires a 3.0% Net Smelter Royalty on all development and production ores and minerals extracted, milled and sold from the Leased Premises, defined as actual proceeds paid to and received by the Company from any mint, smelter, refinery or other purchaser. If the Company retains title to gold or silver derived from the property then Net Smelter Returns shall mean the number of ounces of gold or silver derived from the product.

The royalty shall be paid on a quarterly basis within forty-five (45) days after the end of each fiscal quarter in respect of the actual proceeds received in such fiscal quarter.

Diamond Joe Claims

During the year ended June 30, 2022, the Company staked one hundred and fifty-seven claims located in Mohave County, AZ. As of September 1, 2023, the Company elected to drop fifty five of these claims.

Snyder Claims

During the year ended June 30, 2022, the Company staked thirty-eight claims located north/northwest of the historic mining town of Downieville, California.

Disposed of Properties

Purchase of Subsidiary

On December 20, 2023, the Company signed a Purchase agreement in which the Company purchased 99 membership units representing 99% ownership in U.S. Uranium LLC. U.S. Uranium LLC is an Alaska registered LLC, which holds 16 mining claims in the Cape Nome recording district of Alaska. The Company paid \$13,414 in cash.

Sale of Property and Subsidiary

On December 22, 2023 the Company signed a Purchase Agreement in which it sold multiple claim groups located in Colorado and Wyoming held in the Company's 100% owned subsidiary Fermi Metals LLC, consisting of 301 unpatented mining claims staked by the Company and 9 Wyoming State Leases for 9,000,000 shares of stock of the buyer valued at \$90,000; the Company's subsidiary U.S. Uranium LLC for 1,000,000 shares of stock of the buyer valued at \$10,000; and 207 unpatented mining claims located in Colorado and Wyoming for 8,000,000 shares of stock of the buyer valued at \$80,000. A gain on the sale in the amount of 82,751 was recognized.

Cerro Blanco Titanium and Gold Express Mines, SpA

On December 22, 2022, the Company entered into an Asset Purchase Agreement to acquire mineral concessions consisting of 4,881 hectares (12,601) acres in the Huasco Province of Chile, and related machinery, equipment, drill cores and data sets. The purchase price consisted of \$860,000 in cash and three million shares of the Company's common stock valued at \$750,000, as well as reimbursement of \$139,138 of taxes on the concessions. The assets are held in the Company's wholly owned Chilean subsidiary Gold Express Mines SpA.

GOLD EXPRESS MINES, INC.
NOTES TO FINANCIAL STATEMENTS
December 31, 2023 and December 31, 2022
(unaudited)

On April 28, 2023, Gold Express Mines sold to Cerro Blanco Titanium all of the outstanding shares of Gold Express Mines, SpA (GEM Chile) for one thousand shares of CBT valued at \$2,252 per share, for a total of \$2,251,950, by which, GEM Chile became a wholly owned subsidiary of CBT and CBT became a wholly owned subsidiary of GEM. This was considered a common control transaction and as such, the purchase was recorded at book value with no goodwill or gain/loss on the transaction.

On May 1, 2023, the Company sold all the outstanding shares of Cerro Blanco Titanium, Inc. (CBT) a Delaware corporation, for 17,500,000 shares of the common stock with a fair value of \$0.139 per share or \$2,432,500 in total. CBT's assets included its 100% ownership of Gold Express SpA (GEM Chile), a Chilean company. The Company sold CBT to Key Mining Corp. with which the Company has board directors in common. Directors of the Company collectively own approximately 4% of the outstanding shares of Key Metals Corp. on the date of the transaction. A loss of \$152,770 was recognized on the sale.

Sale of Claims

On January 3, 2023, the Company signed an Asset Purchase Agreement in which the Company sold 125 unpatented mining claims, the Company had previously staked, for 5,000,000 shares of common stock of the acquiring Company, valued at \$0.20 per share.

Big IT

In July, 2022 the Company entered into a sublease of private property and unpatented mining claims located near the Town of Pinehurst, Shoshone County, Idaho. The claims comprise the historic Big It Mine which was a past producer of antimony and gold. The lease payment is \$2,250 per quarter which is comprised of 94 acres of private property and 3 unpatented mining claims. Additionally, the Company has subleased 25 unpatented mining claims in and around the Big It mine area. The lease term is for an initial five years with extensions for up to three additional five-year terms. There is a 2.0% royalty on the property due upon commercial production being initiated at the property. One percent of this royalty can be repurchased from the Lessor for a payment of \$1,000,000.

On August 23, 2022, the Company entered into an agreement to sell 152 unpatented mining claims and assign an existing lease for an additional 54 unpatented mining claims (described below) The Company received 6,000,000 shares of common stock of Key Metals Corp valued at \$0.25 per share, for a total sales price of \$1,500,000. This was a related party transaction.

Soldier Creek Project

The Soldier Creek claims consist of 73 unpatented mining claims located in Tooele County, Utah, \$450,000 of the purchase price was allocated to these claims.

Bell Copper Annex Project

The Bell Copper Annex claims consist of 79 unpatented mining claims located in Mohave County, Utah. These claims lie to the west of the Big Sandy Discovery, \$650,000 of the purchase price was allocated to these claims.

The Company acquired the claims by staking in March 2022.

Trout Creek Project

The Trout Creek Project consists of 54 unpatented mining claims located in Sanders County, Montana. The claims cover the majority of the mineralized portions of the Revett Formation which outcrop in the

GOLD EXPRESS MINES, INC.
NOTES TO FINANCIAL STATEMENTS
December 31, 2023 and December 31, 2022
(unaudited)

north limb of the Trout Creek anticline. Comprising deposits of copper and low-silver. Some drilling occurred in a prior year. These claims were valued at \$400,000.

The Trout Creek project was acquired on August 1, 2022. The Company entered into a lease of the Trout Creek copper-silver project located in Sanders County, Montana comprised of 54 unpatented mining claims. Upon entering into the lease, the Company paid reimbursement of \$13,500 for unpatented mining claim fees and staking costs. The annual lease payment for the property due on the property is \$12,000 and is payable each August 1st. The lease period is for five years. The property may be purchased at the end of the five-year lease for \$100,000. There is a 2.0% royalty on the property due upon commercial production being initiated at the property. One percent of this royalty can be repurchased from the Lessor for a payment of \$1,000,000. The Company is required by the terms of the lease to drill a minimum of three exploratory drill holes into the property which are deep enough to penetrate the prospective target in the Revett formation. This drilling has to occur within the first three years of the lease, subject to permitting.

On January 13th, 2022, the Company entered into a ninety-day Purchase Option Agreement to sell 20 unpatented mining claims near Payson, Arizona, that the Company staked in March 2021. The Optionee exercised the agreement by paying \$30,000 in cash and issuing 500,000 shares of its common stock valued at \$165,000 on January 25, 2022. The agreement contains a 2% NSR Royalty, which the Optionee may purchase one half (1%) of the NSR Royalty at any time for \$500,000.

Amador Mining LLC Property Purchase Agreement

On October 26, 2020, the Company signed a Property Purchase and Sale Agreement to Purchase thirty-nine unpatented mining claims in the states of Nevada, Arizona, and California totaling twelve separate projects. Eight projects are located in Nevada, two projects are located in California, and two projects are located in Arizona. Since inception of the Amador agreement, the Company has added additional claims at most of the projects greatly expanding the areas encompassing each site. Pursuant to the Purchase Agreement, the Company will make payments over time in the total amount of \$550,000. During the period ended June 30, 2023 and June 30, 2022 the Company paid a total of \$125,000 and \$100,000 towards the purchase price, respectively. The payment obligations are set forth below:

Payment Obligations	
Date Due	Amount
October 31, 2022	\$ 100,000
October 31, 2023	100,000
October 31, 2024	<u>125,000</u>
Total	\$ <u>325,000</u>

In addition to the above payments the Company is responsible for payment of all Bureau of Land Management fees related to the unpatented mining claims.

The Agreement provides that on the final payment date (or on an individual project basis, should mineral production begin at any of the properties prior to the final payment date, then fifteen days prior to the

GOLD EXPRESS MINES, INC.
NOTES TO FINANCIAL STATEMENTS
December 31, 2023 and December 31, 2022
(unaudited)

beginning of mineral productions) the Company shall prepare a fully executed royalty deed equal to 2.5% of the net smelter returns derived by the Company on the subject properties or any of the property within one mile of the outside boundary of the subject properties. On the final payment date Amador LLC will transfer by quitclaim deed each of the purchased claims to the Company.

The Company has staked an additional 84 claims associated with these eight projects.

Property	County	State	Claims acquired in Agreement	Claims acquired by staking	Claims dropped as of June 30, 2023	Total Claims
Mineral Creek	Gila	AZ	3	8	-	11
Zulu	Gila	AZ	3	29	23	9
Lost Emigrant	Placer	CA	1	16	-	17
Sisson Mine	Sierra	CA	1	15	-	16
Nyala	Nye	NV	4	8	-	12
Diamond Jim	Elko	NV	5	10	-	15
Gold Boulder	Humbolt	NV	4	91	-	95
Goldstone	Lander	NV	5	1	-	6
Ledbetter	Nye	NV	1	3	1	3
Black Prince	Lincoln	NV	2	-	-	2
Aurum	Lincoln	NV	4	10	10	4
Birch Creek	Esmerelda	NV	6	25	-	31
Total Claims			39	216	34	221

As of September 1, 2023, the Company has elected to drop this lease and 55 of the claims acquired by staking.

Gila County Arizona Claims

The Company acquired two separate projects in Gila County, Arizona southwest of the Town of Payson. The Company acquired by staking the Collum Mine and the House Mine, both located near the Zulu Mine project. Further southwest the Company has acquired by staking a number of unpatented mining claims surrounding the historic Pioneer Mine. This project is located about 12 miles south of the Town of Miami, Arizona. The Company elected to drop the House Mine project as of September 1, 2021 and the Collum claims as of September 1, 2023.

Majestic Claims

On February 1, 2021, the Company signed a Lease and Purchase Option agreement for 13 patented mining claims located in Shoshone County, ID. The Company paid a one-time bonus payment of \$10,000 and is required to pay \$1,000 per month as an advance against royalties. The purchase option may be exercised at any time so long as no terms of the lease are in default with sixty (60) days. The purchase price is \$650,000 minus any previous monthly payment that have not been deducted as royalty advances. The initial lease term is for ten years, which may be extended for up to two successive terms of ten (10) years each and so long thereafter as ores or minerals are being developed, mined, processed or marketed on a continuing basis or when exploration activities have advanced far enough that construction activities related to the startup of ore production are expected to commence within two to three years.

GOLD EXPRESS MINES, INC.
NOTES TO FINANCIAL STATEMENTS
December 31, 2023 and December 31, 2022
(unaudited)

There is a 2.5% Net Smelter Royalty on all development and production ores and minerals extracted, milled and sold from the Leased Premises. The quarterly Net Smelter Royalty shall commence upon the production and sale of ores from the Leased Premises. As of June 30, 2022, the Company elected to cancel this lease.

Silver Star Mining Lease

On April 1, 2022, the Company signed a Lease agreement for 14 patented mining claims located in Shoshone County, ID. The term of the lease is ten years, the Company may extend the lease for up to two successive terms of 10 years, and so long thereafter as ores or minerals are being developed, mined, processed or marketed on a continuing basis, or when exploration activities have advanced far enough that construction activities related to the start of ore production are expected to commence within two to three years. The Company paid a one-time bonus payment of \$12,500 at signing. In order to maintain its lease, the Company is required to make monthly lease payments in the amount of \$1000.

Additionally, there is a 2.5% Net Smelter Return agreement, quarterly payment of the Net Smelter Royalty shall commence upon the production and sale of ores from the leased premises.

The Company elected to cancel this lease during the year ended June 30, 2023.

On March 13, 2023, the Company signed an Option to Purchase Agreement to acquire nine Arizona State mineral leases comprising approximately 3,745 acres. The Company paid \$8,000, which applied toward the cash purchase price and reimbursed the seller for \$11,998 in past expenses. The purchase price of the leases is 600,000 shares of common stock of the Company valued at \$270,000 and cash payments totaling \$130,000. The Option expired on September 13, 2023.

Uravan Mineral Option

On March 6, 2022, the Company signed an Option to Purchase twelve Department of Energy mineral leases located in the Uravan Mineral Belt. The option is exercisable until January 6, 2025. Under the terms of the Option the Company is required to make the following payments.

Payment Obligations

Date Due	Amount
March 6, 2022	\$ 250,000
September 7, 2022	400,000
March 7, 2023	<u>350,000</u>
Total	\$ <u>325,000</u>

Purchase

The purchase option allows for the purchase of the lease at any time during the term of the lease in the amount of \$4,000,000. In the event this Option is exercised, all consideration paid for the Option totaling \$1,000,000 shall be applied against and be deemed to be a payment upon the purchase price.

The Company paid the March 6, 2022 and September 7, 2022 option payments and then elected to let the option expire.

GOLD EXPRESS MINES, INC.
NOTES TO FINANCIAL STATEMENTS
December 31, 2023 and December 31, 2022
(unaudited)

Gila County Arizona Claims

The Company acquired two separate projects in Gila County, Arizona southwest of the Town of Payson. The Company acquired by staking the Collum Mine and the House Mine, both located near the Zulu Mine project. Further southwest the Company has acquired by staking a number of unpatented mining claims surrounding the historic Pioneer Mine. This project is located about 12 miles south of the Town of Miami, Arizona. The Company elected to drop the House Mine project as of September 1, 2021 and the Collum claims as of September 1, 2023.

Silver Star Mining Lease

On April 1, 2022, the Company signed a Lease agreement for 14 patented mining claims located in Shoshone County, ID. The term of the lease is ten years, the Company may extend the lease for up to two successive terms of 10 years, and so long thereafter as ores or minerals are being developed, mined, processed or marketed on a continuing basis, or when exploration activities have advanced far enough that construction activities related to the start of ore production are expected to commence within two to three years. The Company paid a one-time bonus payment of \$12,500 at signing. In order to maintain its lease, the Company is required to make monthly lease payments in the amount of \$1000.

Additionally, there is a 2.5% Net Smelter Return agreement, quarterly payment of the Net Smelter Royalty shall commence upon the production and sale of ores from the leased premises.

The Company elected to cancel this lease during the year ended June 30, 2023.

On March 13, 2023, the Company signed an Option to Purchase Agreement to acquire nine Arizona State mineral leases comprising approximately 3,745 acres. The Company paid \$8,000, which applied toward the cash purchase price and reimbursed the seller for \$11,998 in past expenses. The purchase price of the leases is 600,000 shares of common stock of the Company valued at \$270,000 and cash payments totaling \$130,000. The Option expired on September 13, 2023.

NOTE 4 – EARN IN AGREEMENT

On June 6, 2023, the Company signed a Memorandum of Understanding for Earn-In Agreement in which Magellan Gold Corp (öMagellanö) can earn up to a 50% working interest in the Kris Project, which is part of the Wetzel Property Lease and Option Agreement.

The Company received \$100,000 pursuant to the agreement, which was recorded as a other income. Magellan shall spend \$400,000 on the Kris Project in allowable expenditures over the next thirty-six months, assuming permitting for the work is obtained. If permitting delays the exploration and other work programs, the earn-in period shall be extended accordingly. Allowable expenditures are sampling, drilling, assaying, geologic mapping, and mine site improvements made or performed directly on the existing mine site or expanded mine site. Consulting fees for work directly benefiting the Project are also allowed including management of work, preparation of reports, and planning for future work. Claim maintenance fees on the existing claims are also allowable expenditures, as are the costs of future land acquisitions which are deemed to benefit the Kris Project, and which are approved by both parties beforehand.

GOLD EXPRESS MINES, INC.
NOTES TO FINANCIAL STATEMENTS
December 31, 2023 and December 31, 2022
(unaudited)

As part of the MOU agreement, Magellan shall pay the Bureau of Land Management claim maintenance fees on the existing Kris Project claims by August 15th in the ensuing years during the earn-in period. Magellan shall pay for the annual Plumas County notice of intent to hold recording costs and any other Plumas County fees or taxes which accrue during the earn-in period. These holding costs shall be allowable expenses under the earn-in agreement.

The Company and Magellan have not executed the final Earn-In Agreement which will memorialize the terms of the MOU and describe the operating structure of the joint venture company which will be formed upon completion of the earn-in agreement.

NOTE 5 – INVESTMENTS

We measure all equity investments that do not result in consolidation and are not accounted for under the equity method at fair value with the change in fair value included in net income. We use quoted market prices to determine the fair values of equity securities with readily determinable fair values. For equity securities without readily determinable fair values, we have elected the measurement alternative under which we measure these investments at cost minus impairment, if any, plus or minus changes resulting from observable price changes in orderly transactions for the identical or a similar investment of the same issuer. Management assesses each of these investments on an individual basis.

The carrying values of our equity securities were included in the Investments line in the balance sheets.

Marketable Securities	\$ 269,220
Non-Marketable Securities	<u>1,748,378</u>
Total at June 30, 2022	<u>2,044,598</u>
Marketable Securities	422,212
Non-Marketable securities	<u>1,283,855</u>
Total at December 31, 2023	\$ <u>1,706,067</u>

NOTE 6 – DIVIDENDS

On June 10, 2023, the Company's Board of Directors approved a special dividend of 10,405,087 Key Metals Corp common stock shares (Dividend Share) to be distributed to shareholders of record as of June 5, 2023. Each shareholder of record is to receive .17 dividend shares for each one share of Gold Express Mines Inc held. The special dividend was paid on June 23, 2023.

On March 3, 2023, the Company's Board of Directors approved a special dividend of 3,054,564 Key Metals Corp common stock shares (Dividend Share) to be distributed to shareholders of record as of March 3, 2023. Each shareholder of record is to receive .05 dividend shares for each one share of Gold Express Mines Inc held. The special dividend was paid on March 13, 2023.

NOTE 6 – STOCKHOLDERS' EQUITY

GOLD EXPRESS MINES, INC.
NOTES TO FINANCIAL STATEMENTS
December 31, 2023 and December 31, 2022
(unaudited)

Upon formation the authorized capital of the Company was 120,000,000 shares consisting of 100,000,000 shares of common stock, par value \$0.001 and 20,000,000 shares of preferred stock, par value \$0.001. On June 30, 2021 the Company filed its First Amended and Restated Articles of Incorporation with the Nevada Secretary of State increasing the authorized capital stock of the Company to 480,000,000 shares of common stock, par value \$0.001 and 20,000,000 shares of preferred stock, par value \$0.001.

Preferred Stock

The Preferred stock may be issued in one or more series as determined by the Board of Directors. The designations, voting rights, amounts of preference upon distribution of assets, rates of dividends, premiums of redemption, conversion rights and other variations, if any, the qualifications, limitations or restrictions thereof, if any, of the Preferred Stock, and of each series thereof, are fixed by the Board of Directors in a resolution or resolutions adopted by the Board of Directors providing for the issue of such series of Preferred Stock.

At December 31, 2023 and December 31, 2022, there have been no series of Preferred Stock designated.

Common Stock

During the period ended December 31, 2023, the Company issued 4,991,035 shares of stock and warrants for the early exercise of warrants for cash of \$2,208,601, net of fees.

During the period ended December 31, 2022, the Company issued 1,691,672 units for cash of \$659,456, net of fees, and 667,000 shares that were previously recorded as stock to be issued. Additionally, the Company received \$108,750, net of fees, for 277,777 units recorded as to be issued. The Company also issued 3,000,000 shares for mineral properties valued at \$750,000.

Warrants

The following is a summary of the warrants issued and outstanding in connection with common stock:

		Weighted Avg Price	Weighted Avg Life
June 30, 2021	1,003,330	\$ 0.80	2.75
Granted	31,407,951	\$ 0.75	3.76
Exercised	-		
Forfeited	-		
June 30, 2022	32,411,281		
Granted	4,464,949	0.79	6.83
Exercised	-		
Forfeited	-		
June 30, 2023	36,876,230	\$ 0.78	4.10
Granted	6,768,937		
Exercised	(6,768,937)		
Forfeited	-		
December 31, 2023	36,876,230		

GOLD EXPRESS MINES, INC.
NOTES TO FINANCIAL STATEMENTS
December 31, 2023 and December 31, 2022
(unaudited)

Through December 31, 2023, the Company received \$3,470,893 in cash upon the exercise of these warrants. The Company pays a 13% commission on all cash received upon the exercise of warrants to the Investment Company. The net cash received by the Company was \$3,019,680.

From October 2023 to December 2023, in order to induce the exercise of outstanding warrants, the Company agreed, upon the exercise of such warrants, to issue a new warrant to purchase one share of the Company's common stock at an exercise price of \$.80 for a period of five years from the date of issuance. Additionally, the Company agreed to issue one-third of a share of Key Minerals Corp common stock for each warrant exercised.

The fair value of the inducement warrants to be issued in connection with warrants exercised was \$1,469,215. The Company determined the fair value using the Black Scholes model with the following inputs:

Unit Price	\$	0.50
Exercise Price	\$	0.80
Term		5 Years
Volatility		162.79%
Risk-free interest rate		4.38%

For the year ended December 31, 2023, the fair value of the inducement warrants represents an incremental cost directly attributable to the exercise of existing warrants and resulted in a decrease of \$1,469,215 in the overall proceeds recognized for the exercise. The issuance of the inducement warrants increased additional paid in capital by the same amount. The overall impact on total equity was nil.

During the period ended September 31, 2022, 947,230 warrants were issued in connection with the multiple closing of the GEM PPM. The warrants were allocated \$150,627 of the proceeds from the closing using a Black-Scholes pricing model using stock prices at the grant date of \$0.15; an exercise price of \$0.80; life expectancy of 5 years and volatility of 300%.

Stock Options

During the year ended June 30, 2023, the Company issued 465,000 options for services with a fair value of \$112,938, all options vested immediately and the total of \$78,093 was recognized.

The fair value of the options was determined using the Black Scholes model with a unit price of \$0.25, exercise price of \$0.80 and 0.85, a term of three and four years, volatility of three hundred percent and a risk free interest rate of 4.03% and 3.64%.

The following is a summary of stock option activity:

	Issued	Weighted Avg Price	Weighted Avg Life (in years)
Outstanding June 30, 2022	0	\$ -	-
Granted	465,000	\$ 0.83	2.81
Exercised	0		
Forfeited or expired	0		

GOLD EXPRESS MINES, INC.
NOTES TO FINANCIAL STATEMENTS
December 31, 2023 and December 31, 2022
(unaudited)

Outstanding June 30, 2023	465,000		0.83	2.81
Vested and exercisable at June 30, 2023	465,000	\$	0.83	2.81
Granted	ô			
Exercised	ô			
Forfeited or expired	ô			
Outstanding December 31, 2023	465,000			
Vested and exercisable at December 31, 2023	465,000	\$	0.83	2.31

The options have no intrinsic value as of December 31, 2023 and 2022.

NOTE 7 – NOTES PAYABLE

On January 6, 2021, the Company signed a note payable for a 25% ownership interest in a database of mineral property information in the amount of \$15,000. The note bears interest of 5% with a maturity date of July 17, 2021. If the note is not paid at maturity, the ownership interest reduces to 15%. This note is still outstanding as of December 31, 2023.

NOTE 8 – RELATED PARTY TRANSACTIONS

During the periods ended December 31, 2023 and 2022, the Company paid John Ryan, an officer and director \$72,000 and \$90,000, respectively in officers' fees, \$0 and \$18,000, respectively in directors' fees. Also, the Company accrued \$63,000 and \$0 in officers' and directors' fee as of September 30, 2023.

During the periods ended December 31, 2023 and 2022, the Company paid Howard Crosby, an officer and director \$45,000 and \$72,000, respectively in officers' fees, \$0 and \$18,000, respectively in directors' fees. Also, the Company accrued \$45,000 and \$0 in officers' and directors' fee as of December 31, 2023.

On December 22, 2022, the Company entered into an Asset Purchase Agreement with Key Minerals Corp., with which the Company has board directors in common.

NOTE 10 – SUBSEQUENT EVENTS

In January 2024, the Company Issued 800,000 shares of common stock upon the exercise of 800,000 warrants for \$400,000 in cash. The Company paid a 13% commission on all cash received upon the exercise of warrants to the Investment Company. Issuance costs incurred associated with the exercise were \$52,000 in cash Net cash proceeds were \$348,000.

Mother Lode Property Lease

On January 1, 2024, the Company signed a Lease and Purchase Option agreement for 3 patented mining claims and 28 unpatented mining claims located in Shoshone County, Idaho. The primary term of the lease is ten years, and may be extended for up to two successive ten year terms. The Company paid a bonus payment of \$10,000 and 100,000 shares of common stock valued at \$28,000. The purchase option may be exercised at any time during the term of the lease so long as the Company is not in default. The purchase price of \$1,500,000, from the date of the lease. Any prior Minimum Advance Royalty payments may be deducted from the purchase price. Additionally, there is a 2.75% Net Smelter Royalty agreement,

GOLD EXPRESS MINES, INC.
NOTES TO FINANCIAL STATEMENTS
December 31, 2023 and December 31, 2022
(unaudited)

quarterly payment of the Net Smelter Royalty shall commence upon the production and sale of ores from the leased premises.

Lease

In order to maintain its lease, the Company is required to make advance royalty payments in the amount of \$2,500 per month.