Financial Statements (Management Prepared)

Gold Express Mines, Inc

Table of Contents

Balance Sheets as of March 31, 2022 and June 30, 2021	2
Statements of Operations for the three and nine-month period ended December 31, 2021 and December 31, 2020	3

Statement of Shareholders

GOLD EXPRESS MINES, INC. BALANCE SHEETS

		March 31 2022	June 30 2021
ASSETS	-		
CURRENT ASSETS			
Cash and cash equivalents	\$	5,972,231 \$	1,000,964
Prepaid expense		65,840	85,457
Deposits		176,244	150,604
Total Current Assets	=	6,214,315	1,237,025
FIXED ASSET	-		
Vehicles, net		44,173	-
Total Fixed Assets	-	44,173	-
OTHER ASSETS			
Mineral properties		782,119	752,400
Investments		522,500	-
Reclamation bond		52,192	35,162
Total Other Assets	-	1,356,811	787,562
TOTAL ASSETS	\$	7,615,299 \$	2,024,587
LIABILITIES AND STOCKHOLDERS' EQUITY			
CURRENT LIABILITIES			
Accounts payable Accounts payable	\$	108,284 \$	414,216

GOLD EXPRESS MINES, INC. STATEMENTS OF OPERATIONS

STATEMENTS OF OFERATIONS	-	Three Months Ended March 31			Nine-Months Ended March 31			
		2022		2021		2022		2022
		(unaudited)		(unaudited)		(unaudited)		(unaudited)
REVENUES	\$		\$	-	\$	-	\$	-
OPERATING EXPENSES								
Professional fees		28,263		1,434		187,203		1,434
General and administrative		180,209		396,488		482,413		554,817
Officers' & director's fees		72,000		72,000		216,000		174,000
Exploration expense		1,035,364		260,526		1,924,288		740,664
Depreciation		1,213		-		3,142		-
TOTAL OPERATING EXPENSES		1,317,049		730,448		2,813,046		1,470,915
LOSS FROM OPERATIONS		(1,317,049)		(730,448)		(2,813,046)		(1,470,915)
OTHER INCOME (EXPENSES)								
Interest expense		(191)		(892)		(1,644)		(2,710)
Loss on sale of equipment		-		-		(4,938)		-
Other expense		-		-		(777)		-
Sale of mining claims		202,500		-		202,500		-
TOTAL OTHER INCOME (EXPENSES)		202,309		(892)		195,141		(2,710)
LOSS BEFORE TAXES		(1,114,740)		(731,340)		(2,617,905)		(1,473,625)
INCOME TAXES								
NET LOSS	\$	(1,114,740)		(731,340)	\$	(2,617,905)	\$	(1,473,625)
Less: net loss attributable to noncontrolling interest		(40,013)		-		(249,240)		-
NET LOSS ATTRIBUTABLE TO GOLD EXPRESS MINES INC		(1,074,728)		(731,340)		(2,368,666)		(1,473,625)
NET LOSS PER COMMON SHARE, BASIC AND DILUTED	\$	(0.03)	\$	(0.03)	\$	(0.06)	\$	(0.12)
WEIGHTED AVERAGE NUMBER OF COMMON STOCK SHARES OUTSTANDING, BASIC AND DILUTED		41,696,935		23,501,778		40,669,284		12,237,629

STATEMENT OF STOCKHOLDERS' EQUITY

STATEMENT OF STOCKHOLDERS EQUILY			Additional			Ct		Total
	Comm <u>on</u> Shares	Stock Amount	Paid-in Capital	Accumulated Deficit	Subscription Receivable	Stock to be Issued	Noncontrolling Interest	Stockholders' Equity
Balance, June 12, 2020, Inception	- \$	- \$	- \$	- \$	- \$	-	\$ - \$	-
Common stock to be issued for cash at \$0.03 per share Common stock to be issued for mineral property at	-	-	-	-	-	36,000	-	36,000
\$0.03 per share Common stock to be issued for services at \$0.03 per share	-	-	-	-	-	152,400 36,000		152,400 36,000
Net loss for period ending June 30, 2020			-	(216,094)				(216,094)
Balance, June 30, 2020	-	-	-	(216,094)	-	224,400		8,306
Common stock to be issued for cash at \$0.03 per share Common stock to be issued for cash at \$0.15 per share	-	-	-	-	-	159,600 57,500	-	159,600 57,500
Net loss for period ending September 30, 2020 Balance, September 30, 2020				(143,405) (359,499)		441,500		(143,405) 82,001
Common stock issued for cash at \$0.03 per share	6.520.000	6,520	189,080	_	-	(195,600)	-	-
Common stock issued for each at \$0.15 per share Common stock issued for mineral property at \$0.03 per	1,353,320	1,353	201,645	-	-	(57,500)	-	145,498
share	5,080,000	5,080	147,320	-	-	(152,400)	-	-
Common stock issued for services at \$0.03 per share Common stock to be issued for cash at \$0.15 per share	1,200,000	1,200	34,800	-	-	(36,000) 124,600	-	- 124.600
Common stock to be issued for services at \$0.15 per share Common stock to be issued for mineral property at \$0.15	-	-	-	-	-	127,500	-	127,500
per share	-	-	-	-	-	195,000	-	195,000
Net loss for period ending December 31, 2020				(598,881)				(598,881)
Balance, December 31, 2020	14,033,320	14,153	572,845	(958,380)	-	447,100	-	75,718
Common stock issued for cash at \$0.15 per share Common stock issued for services at \$0.15 per share Common stock issued for mineral property at \$0.15 per	13,167,350 1,350,005	13,287 1,350	1,979,814 201,152	-	(60,000)	(142,601) (127,500)	-	1,790,500 75,002
share	1,300,000	1,300	193,700	-	-	(195,000)	-	-
Net loss for period ending March 31, 2021	-	-	-	(731,340)	-	-	-	(731,340)
Balance, March 31, 2021	29,970,675	29,971	2,929,629	(1,698,720)	(60,000)	-	-	1,209,880
Common stock and warrants to be issued for cash Net loss for period ending June 30, 2021	-	-	-	(482,749)	-	366,805		366,805 (482,749)
Balance, June 30, 2021	29,970,675	29,971	2,929,629	(2,172,469)	(60,000)	366,805	-	1,093,936
Member equity issued for cash Warrants issued for investment in YBO	-	-	27,778	-	-	-	4,296,222	4,296,222 27,778
Common stock and warrants issued for cash Stock to be issued	9,871,083 1,003,330	9,871 1,003	3,854,520 365,802	-	-	(366,805)	-	3,864,391

Net loss for period ending September 30, 2021				(701,579)	-	-	(152,545)	(854,124)
Balance, September 30, 2021	40,845,085	40,845	7,177,729	(2,874,047)	(60,000)	-	4,143,677	8,428,204
Common stock and warrants issued for cash Common stock units to be issued for cash	333,332	334	130,066	- -	-	130,450		130,400 130,450
Net loss for period ending December 31, 2021 Balance, December 31, 2021	\$ 41,178,417 \$	41,179 \$	7,307,795 \$	(592,358) (3,466,405) \$	(60,000)	<u>-</u> <u>-</u> <u>-</u> <u>-</u> <u>-</u> <u>-</u> <u>-</u> <u>-</u> <u>-</u> <u>-</u>	(56,682) 4,086,995	(649,040) 8,040,014
Common stock and warrants issued for cash	888,554	889	346,535	-	-	(130,450)		216,974
Net loss for period ending March 31, 2022 Balance, March 31, 2022	42,066,971	42,068	7,654,330	(1,074,728) (4,541,133)	(60,000)		(40,013) 4,046,983	(1,114,740) 7,142,248

GOLD EXPRESS MINES, INC. STATEMENTS OF CASH FLOWS

	М	Ended March 31, 2020	
	<u></u>] <u>N</u>	arch 31, 2021 (unaudited)	(unaudited)
CASH FLOWS FROM OPERATING ACTIVITIES:		(unauaneu)	(
Net income (loss)	\$	(2,368,666) \$	(1,473,625)
Adjustments to reconcile net income (loss) to net cash			
provided (used) by operating activities:			
Depreciation		3,142	-
Loss on sale of assets		4,937	-
Loss attributable to non-controlling interest		(249,240)	-
Investment received for mineral claims expense		(172,500)	-
Note payable issued for data		-	15,000
Common stock issued for services		-	36,000
Common stock issued for mineral lease		_	195,000
Changes in assets and liabilities:			
Decrease (increase) in prepaid expense and deposits		10,977	(52,800)
Decrease (increase) in reclamation bond		(17,030)	(52,000)
Increase (decrease) in accounts payable		(307,548)	188,223
		1,805	86,000
Increase (decrease) in accrued expense			2,711
Increase (decrease) in accrued interest		1,643	450,000
Increase (decrease) in mineral claim liability		(125,000)	
Net cash used by operating activities		(3,217,480)	(553,491)
CASH FLOWS FROM INVESTING ACTIVITIES:			
Mineral properties		(29,719)	(550,000)
Vehicles		(69,253)	-
Investments		(350,000)	-
Net cash used by investing activities		(448,972)	(550,000)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Member equity		4,296,222	-
Proceeds from sale of common stock and warrants		4,342,215	2,444,200
Proceeds from sale of warrants		27,778	_,,_00
Payment of note payable		(28,496)	(130,000)
Net cash provided by financing activities		8,637,719	2,314,200
INCREASE(DECREASE) IN CASH AND CASH EQUIVALENTS		4,971,267	1,210,709
Cash, beginning of period		1,000,964	35,990
Cash, beginning of period		1,000,904	55,770
Cash, end of period	\$	5,972,231 \$	1,246,699
SUPPLEMENTAL CASH FLOW INFORMATION:			
Interest paid	\$	_ \$	360
Income taxes paid	\$	_ \$	-

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NON-CASH DISCLOSURES

NOTE 1 - ORGANIZATION AND DESCRIPTION OF BUSINESS

Gold Express Mines, Inc (

Estimates

The preparation of financial statements in accordance with generally accepted accounting principles in the United States of America requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities known to exist as of the date the financial statements are published, and the reported amounts of revenues and expenses during the reporting period. Uncertainties with respect to such estimates and assumptions are inherent in the preparation of the Company

stage. If the Company identifies proven and probable reserves in its investigation of its properties and upon development of a plan for operating a mine, it would enter the development stage and capitalize future costs until production is established. When a property reaches the production stage, the related capitalized costs are amortized on a units-of-production basis over the proven and probable reserves following the commencement of production. The Company assesses the carrying costs of the capitalized mineral properties for impairment under ASC 360-10,

Going Concern

As shown in the accompanying financial statements, the Company has incurred cumulative operating losses since inception. As of September 30, 2021, 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 \$4,790,375.

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.

Provision for Taxes

Income taxes are provided based upon the liability method of accounting pursuant to ASC 740-10-25 *Income Taxes – Recognition.* Under the approach, deferred income taxes are recorded to reflect the tax consequences in future years of differences between the tax basis of assets and liabilities and their financial reporting amounts at each year-end. A valuation allowance is recorded against deferred tax assets if management does not believe the Company has met the

\$50,000. The note payable bears interest at 8% annum, with it increasing to 16% if the full amount is not paid by the maturity date of July 17, 2021. The note was paid in full on November 30, 2021.

Amador Mining LLC Property Purchase Agreement

On October 26, 2020, the Company signed a Property Purchase and Sale Agreement to Purchase thirtynine unpatented mining claims in the states of Nevada, Arizona, and California. Eight projects are located in Nevada, two projects are located in California, and two projects are located in Arizona totaling twelve separate projects. 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, 2021 the Company paid a total of \$100,000 towards the purchase price. The payment obligations are set forth below:

Payment Obligations

Date Due	Am	ount
October 31, 2022 October 31, 2023 October 31, 2024	\$	100,000 100,000 125,000
Total	\$	325,000

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 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.

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 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 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

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 (

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

surrounding the historic Pioneer Mine. This project is located about 12 miles south of the Town of Miami, Arizona.

California Claims - Sierra & Placer Counties

The Company has acquired four separate projects in these northern counties of California located in the main Mother Lode Belt or in spurs of the Main Belt. In Sierra County the Company has

two projects located north/northwest of the historic mining town of Downieville. These are the Standard Mine claims and the Snyder Mine claims. Additionally, the Company has two other projects which are part of the Amador LLC Purchase which are the Lost Emigrant Mine and the Sisson Mine. For these latter two projects, the Company has greatly expanded the original Amador claims by adding additional mining claims.

Cuprum Claims

On August 25, 2021, the Company purchased 42 claims located in Adams County Idaho for \$29,719 in cash.

Artillery Peak Lease and Option Agreement

On November 8, 2021, the Company signed a Lease and Purchase Option agreement for 14 unpatented mining claims located in Mohave County, AZ. The term of the lease is on an annual basis. The Company paid \$10,000 at signing and an additional \$3,200 in recording fees. The purchase option may be exercised at any time prior to production on the property. The purchase price is \$750,000. Additionally, there is a 2.5% Net Smelter Return agreement, which may be purchased by the Company for \$750,000 upon 30 days written notes prior to production on the property.

Lease

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

Payment Obligations

Date Due	Am	ount
November 8, 2022 November 8, 2023 November 8, each year until claims are in production	\$	12,000 16,000 20,000
Total	\$	48,000

Additionally, the Company will be required to pay maintenance fees on the claims and the 2.5% Net Smelter Return.

Mohave County Arizona Claims

On November 8, 2021, the Company signed a Lease and Purchase Option agreement for 14 unpatented mining claims located in Mohave County, AZ. The term of the lease is on an annual basis. The Company paid \$10,000 at signing and an additional \$3,200 in recording fees. The purchase option may be exercised at any time prior to production on the property. The purchase price is \$750,000. Additionally, there is a 2.5% Net Smelter Return agreement, which may be purchased by the Company for \$750,000 upon 30 days written notes prior to production on the property.

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

Payment Obligations

Date Due	Amo	ount
November 8, 2022 November 8, 2023 November 8, each year until claims are in production	\$	12,000 16,000 20,000
Total	\$	48,000

Additionally, the Company will be required to pay maintenance fees on the claims and the 2.5% Net Smelter Return.

Uravan Claims

On March 6, 2022, the Company signed an Option to Purchase Mineral Lease Agreement. The Option price is \$1,000,000 (one million dollars) and is exercisable at any time up to and until January 6, 2025. The Company paid \$250,000 toward the Option price upon signing of the agreement. In the event the Option is exercised the company will pay a total purchase price for the lease of \$5,000,000 (five million dollars), less the consideration paid for the Option. In the event the Company

Lease

In order to maintain its lease, the Company is required to make monthly lease payments in the amount of \$1000, which the Company may elect to pay on an annual basis. The Company, exercised this election and paid \$12,000 at the time of signing.

Sale of Mining Claims

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 to 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.

NOTE 4 – 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 following line items in the balance sheets.

Marketable Securities Other Investments Total at June 30, 2021	\$ - - -
Marketable Securities Other Investments Total at March 31, 2022	\$ 172,500 350,000 522,500

NOTE 5 – YELLOW BAND OPERATING LLC

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 Property described in Note 3. 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 (

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.

NOTE 6 – STOCKHOLDERS' EQUITY

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.

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 March 31, 2022 and March 31, 2021, there have been no series of Preferred Stock designated.

Common Stock

During the period ended March 31, 2022, the Company issued 555,222, units for cash at \$0.45 per unit for cash of \$249,850, additionally the Company issued 333,334 shares for shares previously recorded as

Granted	-		
Exercised	-		
Forfeited	-		
June 30, 2020	-	\$ -	-
Granted	1,003,330	0.80	4.25
Exercised	-		
Forfeited			
June 30, 2021	1,003,330	0.80	
Granted	20,137,743	0.71	4.70
Exercised	-		
Forfeited	-		
March 31, 2022	21,141,073	\$ 0.72	6.01

During the period ended March 31, 2022, warrants were issued in connection with the multiple closings of the Gold Express Mines PPM described above. The warrants were allocated \$2,221,000 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%. Additionally, warrants were issued on connection with the multiple closings of the YBO PPM. The warrants were valued at \$27,778.

During the year ended June 30, 2021, warrants were issued in connection with the initial closing of the PPM described above. The warrants were allocated \$225,750 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%. The warrants issued had an intrinsic value of \$0.

NOTE 7 – NOTES PAYABLE

Related Party

On June 18, 2020, the Company signed a note payable for mineral resources in the amount of \$50,000, See Note 3. This note was paid off in full during the period ended September 30, 2021.

On June 30, 2020, the Company signed a note payable for mineral resources in the amount of \$180,000, See Note 3. This note was paid off in full during the period ended September 30, 2021.

Non-related party

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%.

NOTE 8 – INCOME TAXES

Income taxes are provided based upon the liability method of accounting pursuant to ASC 740-10-25 *Income Taxes – Recognition.* Under this approach, deferred income taxes are recorded to reflect the tax consequences in future years of differences between the tax basis of assets and liabilities and their financial reporting amounts at each year-end. A valuation allowance is recorded against deferred tax

assets if management does not believe the Company has met the

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 obligation for quarterly payment of the Net Smelter Royalty shall commence upon the production and sale of ores from the leased premises following the effective date of the lease.

On April 1, 2022, the Company signed a Lease agreement for patented mining claims located in Shoshone County, ID. The Company paid a one-time bonus payment of \$12,500 and is required to pay \$1,000 per month, which the Company paid in the amount of \$13,500. The initial lease term is for ten years, the lease may be extended for up to two successive terms.

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 obligation for quarterly payment of the Net Smelter Royalty shall commence upon the production and sale of ores from the leased premises following the effective date of the lease.