Financial Statements (audited) Gold Express Mines, Inc.

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Consolidated Statement of Shareholders

GOLD EXPRESS MINES, INC. CONSOLIDATED BALANCE SHEETS

		September 30 2022	June 30 2022
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	\$	7,847,605 \$	9,728,531
Prepaid expense		296,849	154,041
Deposits		373,090	416,244
Total Current Assets		8,517,544	10,298,816
FIXED ASSETS			
Vehicles, net of depreciation		39,498	42,961
Total Fixed Assets	•	39,498	42,961
OTHER ASSETS	•		
Mineral properties		927,194	927,194
Investments		2,060,909	419,922
Reclamation bond		68,122	68,122
Total Other Assets		3,056,225	1,415,238
TOTAL ASSETS	\$	11,613,267 \$	11,757,015
LIABILITIES AND STOCKHOLDERS' EQUITY CURRENT LIABILITIES			
Accounts payable Accounts payable	\$	265,483 \$	356,558

GOLD EXPRESS MINES, INC. CONSOLIDATED STATEMENTS OF OPERATIONS

		Three N	/Iontl	ns Ended
	_	September 30, 2022		September 30, 2021
	_			
REVENUES	\$_	-	\$	
OPERATING EXPENSES				
Exploration expense		1,523,278		451,560
General and administrative		195,736		188,326
Officers' & director's fees		123,000		72,000
Professional fees		9,263		135,486
Depreciation	_	3,463		842
TOTAL OPERATING EXPENSES	=	1,855,740		848,214
LOSS FROM OPERATIONS		(1,857,740)		(848,214)
OTHER INCOME (EXPENSES)				
Interest expense		(195)		(972)
Other expense				
Loss on sale of equipment		-		(4,938)
Sale of mining claims		1,500,000		
Unrealized loss on investment	_	(34,922)		
TOTAL OTHER INCOME (EXPENSES)	-	1,464,883		(5,910)
LOSS BEFORE TAXES	-	(392,857)		(854,124)
INCOME TAXES				
NET LOSS	\$	(392,857)	\$	(854,124)
Less: net loss attributable to noncontrolling interest		(53,404)		(152,544)
NET LOSS ATTRIBUTABLE TO GOLD EXPRESS MINES, INC	= =	339,454		701,579
NET LOSS PER COMMON SHARE,				
BASIC AND DILUTED	\$ _	(0.01)	\$	(0.02)
WEIGHTED AVERAGE NUMBER OF				
COMMON STOCK SHARES				20.27.77
OUTSTANDING, BASIC AND DILUTED	=	56,439,732		39,354,721

GOLD EXPRESS MINES INC CONSTOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY

	Common	Stock	Additional Paid-in	Accumulated	Subscription	Stock	Noncontrolling	Total Stockholders'
	Shares	Amount	Capital	Deficit	Receivable	to be Issued	Interest	Equity
Balance, June 30, 2021	29,970,666	29,971	2,929,629	(2,172,468)	(60,000)	366,805	-	1,093,937
Member Equity issued for cash	-	-	-	-	-	-	4,296,222	4,296,222
Warrants issued with member equity	-	-	27,778	-	-	-	-	27,778
Common stock and warrants issued for cash	9,871,083	9,871	3,854,520	-	-	-	-	3,864,391
Stock to be issued	1,003,330	1,003	365,802	-	-	(366,805)	-	-
Net loss for period ending September 30, 2021	<u> </u>			(701,579)			(152,545)	(854,124)
Balance, September 30, 2021	40,845,079	40,845	7,177,729	(2,874,047)	(60,000)	-	4,143,677	8,428,204
Common stock and warrants issued for cash	333,332	334	130,066	-	-	-	-	130,400
Common stock and warrants to be issued for cash	-	-	-	-	-	130,450	-	130,450
Net loss for period ending December 31, 2021				(592,358)			(56,682)	(649,040)
Balance, December 31, 2021	41,178,411	41,179	7,307,795	(3,466,405)	(60,000)	130,450	4,086,995	8,040,014
Common stock and warrants issued for cash	888,554	889	346,535	-	-	(130,450)		216,974
Common stock and warrants to be issued for cash	-	-	-	-	-	-		
Net loss for period ending March 31, 2022	<u> </u>			(1,074,728)	<u> </u>		(40,013)	(1,114,741)
Balance, March 31, 2022	42,066,965	42,068	7,654,330	(4,541,133)	(60,000)	-	4,046,982	7,142,248
Common stock and warrants issued for cash	13,389,430	13,388	5,202,424	-	-	-		5,215,812
Common stock and warrants to be issued for cash	-	-	-	-	-	261,000		261,000
Net loss for period ending June 30, 2022				(1,520,221)			(191,341)	(1,711,562)

Balance, June 30, 2022	55,456,397	55,456	12,856,752	(6,061,354)	(60,000)	261,000		10,907,495
Common stock and warrants issued for cash Common stock and warrants to be issued for cash	1,336,119	1,337	518,919	-	-	(261,000) 108,750		259,256 108,750
Net loss for period ending September 30, 2022			<u> </u>	(339,454)	-	- -	(53,404)	(390,857)
Balance, September 30, 2022	56,792,516 \$	56,793	\$ _13,375,671 \$	(6,400,808) \$	(60,000) \$	108,750	3,802,238 \$	10,882,644

	S	Three Months September 30, 2022	Ended September 30, 2021	
CASH FLOWS FROM OPERATING ACTIVITIES:				
Net income (loss)	\$	(339,454) \$	(701,579)	
Adjustments to reconcile net income (loss) to net cash				
provided (used) by operating activities:				
Depreciation		3,463	842	
Investment given for services		5,000	-	
Loss on sale of asset		-	4,937	
Unrealized loss on investment		34,922	-	
Investment received for sale of mining claims		(1,500,000)	-	
Loss attributable to non-controlling interest		(53,403)	(152,545)	
Changes in assets and liabilities:				
Decrease (increase) in prepaid expense and deposits		(99,654)	(2,610)	
Decrease (increase) in reclamation bond		=	-	
Increase (decrease) in accounts payable		(88,502)	(260,480)	
Increase (decrease) in accrued expense		(30,590)	3,000	
Increase (decrease) in accrued interest	_	195	971	
Net cash used by operating activities	-	(2,068,023)	(1,107,464)	
CASH FLOWS FROM INVESTING ACTIVITIES:				
PPE		(180,909)	(39,253)	
Investments		· · · · · · · · · · · · · · · · · · ·	(325,000)	
Mineral properties		=	(29,719)	
Net cash used by investing activities	-	(180,909)		
CASH FLOWS FROM FINANCING ACTIVITIES:				
Proceeds from sale of common stock and warrants, net of fees		259,256	3,864,389	
Proceeds from sale of member equity, net of fees		-	4,296,222	
Proceeds from common stock and warrants to be issued		108,750	-	
Proceeds from sale of warrants		,	27,778	
Net cash provided by financing activities	-	368,006	8,188,391	
INCREASE(DECREASE) IN CASH AND CASH EQUIVALENTS		(1,880,926)	6,686,955	
Cash, beginning of period	-	9,728,531	1,00964	
Cash, end of period	\$	7,847,605 \$	7,687,919	
SUPPLEMENTAL CASH FLOW INFORMATION:				
Interest paid	\$	_ \$	-	
Income taxes paid	\$	<u> </u>		
income taxes paid	Φ =			

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

Costs of lease, exploration, carrying and retaining unproven mineral lease properties are expensed as incurred. The Company expenses all mineral exploration costs as incurred as it is still in the exploration 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, 2022, 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 \$6,400,808.

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

September 30, 2022 and period September 30, 2021

5,080,000 shares of its common stock valued at \$0.03 per share, or \$152,400, and a note payable of \$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 principal and accrued interest was paid in full on November 30, 2021. After undertaking exploration through sampling and soil analyses the Company determined to drop the project the fall of 2021.

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. 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 September 30, 2022 and June 30, 2022 the Company paid a total of \$0 and \$125,000 towards the purchase price, respectively. The payment obligations are set forth below:

Payment Obligations

Date Due	Amount	
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 principal and accrued interest was paid in full on November 30, 2021.

September 30, 2022 and period September 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

Total	¢	490 000
I Otal	Þ	400,000

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 (

Yellow Band Gold, Inc. Lease, Sublease and Purchase Option Agreement

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 aor 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

approximately 33 miles east of Grangeville, Idaho. The Company refers to this project as the Golden area claims.

Adams County, Idaho Mineral Lease and Company located unpatented mining claims

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 \$10,000 at signing. In order to maintain its lease, the Company is required to make monthly lease payments in the amount of \$1000. 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

September 30, 2022 and period September 30, 2021

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.

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 less 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.

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.

Artillery Peak Property Lease and Option Agreement

On November 11, 2021, the Company signed a Lease and Purchase Option agreement for 22 unpatented mining claims located in Mohave County, Arizona. The term of the lease is on an annual basis. The Company paid \$10,000 plus \$3200 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	Am	ount
Nov. 11, 2022	\$	12,000
Nov. 11, 2023		16,000
Nov. 11, each year until claims		20,000
are in production		

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

September 30, 2022 and period September 30, 2021

\$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	Am	ount
June 12, 2023 June 12, 2024	\$	18,000 22,000
June 12, each year until claims		24,000
are in production		

Big Sandy Mining Claims

In March, 2022 the Company acquired 79 mining claims by staking which are located in Mohave County, Arizona. These claims are 100% owned by the Company.

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. The Company has been notified that the Bureau of Land Management has rejected the claim filings on these claims as they assert, they received the claim notices and payment one day late. The Company will contest this interpretation or in the alternative, re-stake the mining claims if they are still available and open for location.

Big It Mine

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.

Trout Creek

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

September 30, 2022 and period September 30, 2021

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 August 26, 2022, this property was sold for 1,600,000 shares of stock valued at \$400,000.

Soldier Creek Claims

In August, 2022 the Company acquired 79 mining claims by staking, which are located in Tooele County, Utah. On August 26, 2022 the Company sold these claims for 1,800,000 shares of stock valued at \$450,000.

Bell Copper Claims

In August, 2022 the Company acquired 79 mining claims by staking which are located in Mohave County, Arizona. On August 26, 2022 the Company sold these claims for 2,600,000 shares of stock valued at \$650,000.

Wetzel Claims

On September 1, 2022 the Company entered into a lease for 180 unpatented claims located in California. Upon entering into the lease, the Company paid reimbursement of \$41,100 for unpatented mining claim fees, staking costs and maintenance fees. The annual lease payment for the property due on the property is \$10,000 and is payable each September 1st. The lease period is for five years. The property may be purchased at any time for \$300,000. There is a 1.75% royalty on the property due upon commercial production being initiated at the property.

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	\$ 69,922
Other Investments	350,000
Total at June 30, 2022	419,922
Marketable Securities	215,909
Other Investments	1,845,000
Total at June 30, 2022	\$ 2,060,909

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 (

During the period ended September 30, 2022, the Company issued 669,453 units for cash of \$259,255, net of fees, and 666,666 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

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 on November 30, 2021.

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 September 30, 2022

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

At September 30, 2022, the Company paid \$81,000 in officers

without any deduction from such sales of consideration for any reason. The minimum annual royalty is equal to \$5.00 per acre.

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