U.S. GOLDMINING INC.
(formerly, BRI Alaska Corp.)

CONSOLIDATED FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED
NOVEMBER 30, 2022, 2021 AND 2020
(Expressed in United States Dollars unless otherwise stated)

Report of Independent Registered Public Accounting Firm

To the stockholders and Board of Directors of U.S. Goldmining Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheet of U.S. Goldmining Inc. (formerly, BRI Alaska Corp.) and its subsidiaries (the "Company") as of November 30, 2022, the related consolidated statements of operations, changes in stockholders' equity and cash flows for the year ended November 30, 2022, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of November 30, 2022, and the results of its operations and its cash flows for the year ended November 30, 2022, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audit, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audit included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.

/s/ Deloitte LLP

Chartered Professional Accountants
Vancouver, Canada
February 10, 2023
We have served as the Company's auditors since 2023.

U.S. GOLDMINING INC.
(formerly, BRI Alaska Corp.)
CONSOLIDATED BALANCE SHEETS

	Note	November 30, 2022	2021	2020
ASSETS				
Current assets:				
Cash		$ 54,508	$ 5,630	$ 4,445
Income tax receivable	6	68,000	—	—
Prepaid expenses and deferred costs	7	107,111	17,037	7,050
Total current assets		229,619	22,667	11,495
Exploration and evaluation assets	5	—	417,123	733,337
Total assets		$ 229,619	$ 439,790	$ 744,832
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)				
Current liabilities:				
Accounts payable		$ 466,127	$ 25	$ —
Accrued liabilities		26,922	3,000	—
Withholdings taxes payable	9	116,187	—	—
Due to Parent	16	677,783	494,481	494,481
Total current liabilities		1,287,019	497,506	494,481
Asset retirement obligations	10	225,871	206,616	189,000
Total liabilities		$ 1,512,890	$ 704,122	$ 683,481
Commitments and Contingencies (Note 14)				
Stockholders' equity (deficit):				
Common stock - $0.001 par value, 300,000,000 shares authorized, 10,135,001 shares issued and outstanding as of November 30, 2022, and 9,500,001 shares issued and outstanding as at November 30, 2021 and 2020[1]	11	10,135	9,500	9,500
Additional paid-in capital		3,827,957	3,108,874	2,737,246
Accumulated deficit		(5,121,363)	(3,382,706)	(2,685,395)
Total stockholders' equity (deficit)		(1,283,271)	(264,332)	61,351
Total liabilities and stockholders' equity (deficit)		$ 229,619	$ 439,790	$ 744,832

[1] The shares and associated amounts have been retroactively restated to reflect a 2.714286-for-1 stock split of each issued and outstanding share of common stock, an increase in its authorized shares of common stock from 10,000,000 to 300,000,000, as well as the increase in par value to $0.001, which occurred in September 2022 (see Note 11).

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

U.S. GOLDMINING INC.
(formerly, BRI Alaska Corp.)
CONSOLIDATED STATEMENTS OF OPERATIONS

	Note	Year Ended November 30, 2022	2021	2020
Operating Expenses:				
Exploration expenses	8	$ 543,322	$ 565,813	$ 357,628
General & administrative expenses		1,172,810	113,882	128,785
Depreciation and accretion	4,10	19,255	17,616	108,597
Total operating expenses		1,735,387	697,311	595,010
Loss from operations		(1,735,387)	(697,311)	(595,010)
Other items				
Foreign exchange loss		(3,270)	—	—
Loss before income taxes		(1,738,657)	(697,311)	(595,010)
Income tax expense	15	—	—	—
Net loss and comprehensive loss		$ (1,738,657)	$ (697,311)	$ (595,010)
Basic and diluted net loss per common share	12	(0.17)	$ (0.07)	$ (0.06)
Weighted average number of shares outstanding, basic and diluted[1]		9,937,248	9,500,001	9,500,001

[1] The shares and associated amounts have been retroactively restated to reflect a 2.714286-for-1 stock split of each issued and outstanding share of common stock, an increase in its authorized shares of common stock from 10,000,000 to 300,000,000, as well as the increase in par value to $0.001, which occurred in September 2022 (see Note 11).

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

U.S. GOLDMINING INC.
(formerly, BRI Alaska Corp.)
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIT)

		Common Stock				
	Note	Shares[1]	Amount[1]	Additional Paid-In Capital	Accumulated Deficit	Total Stockholders' Equity (Deficit)
Balance at December 1, 2019		9,500,001	$ 9,500	$ 2,249,404	$ (2,090,385)	$ 168,519
Capital contributions by Parent	16	—	—	428,217	—	428,217
Share-based compensation - allocated from Parent	16	—	—	59,625	—	59,625
Net loss and comprehensive loss		—	—	—	(595,010)	(595,010)
Balance at November 30, 2020		9,500,001	9,500	2,737,246	(2,685,395)	61,351
Capital contributions by Parent	16	—	—	321,088	—	321,088
Share-based compensation - allocated from Parent	16	—	—	50,540	—	50,540
Net loss and comprehensive loss		—	—	—	(697,311)	(697,311)
Balance at November 30, 2021		9,500,001	$ 9,500	$ 3,108,874	$ (3,382,706)	$ (264,332)
Performance based restricted shares issued	11.4	635,000	635	(635)	—	—
Return of capital	3,11.2,16	—	—	(1,096,343)	—	(1,096,343)
Withholding taxes on return of capital	11.2,16	—	—	(173,889)	—	(173,889)
Settlement of funding agreement	3,11.2	—	—	1,837,363	—	1,837,363
Capital contribution from Parent	16	—	—	87,284	—	87,284
Share-based compensation – restricted shares	11.4	—	—	5,238	—	5,238
Share-based compensation – allocated from Parent	16	—	—	60,065	—	60,065
Net loss and comprehensive loss		—	—	—	(1,738,657)	(1,738,657)
Balance at November 30, 2022		10,135,001	$ 10,135	$ 3,827,957	$ (5,121,363)	$ (1,283,271)

[1] The shares and associated amounts have been retroactively restated to reflect a 2.714286-for-1 stock split of each issued and outstanding share of common stock, an increase in its authorized shares of common stock from 10,000,000 to 300,000,000, as well as the increase in par value to $0.001, which occurred in September 2022 (see Note 11).

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

U.S. GOLDMINING INC.
(formerly, BRI Alaska Corp.)
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year Ended November 30,		
	2022	**2021**	**2020**
CASH FLOWS FROM OPERATING			
Net loss	$ (1,738,657)	$ (697,311)	$ (595,010)
Adjustments to reconcile net loss to net cash used in operating activities:			
Depreciation and accretion	19,255	17,616	108,597
Share-based compensation	65,303	50,540	59,625
Change in operating assets and liabilities:			
Prepaid expenses and deferred costs	(90,074)	(9,987)	(1,167)
Income tax receivable	(68,000)	—	60
Accounts payable	466,102	25	—
Accrued liabilities	23,922	3,000	—
Net cash used in operating activities	(1,322,149)	(636,117)	(427,895)
CASH FLOWS FROM INVESTING			
Proceeds from sale of royalty interest to GoldMining	—	316,214	—
Net cash provided by investing activities	—	316,214	—
CASH FLOWS FROM FINANCING			
Capital contribution from parent company	87,284	321,088	428,217
Withholding taxes paid on return of capital	(57,702)	—	—
Proceeds from settlement of funding commitment	1,158,143	—	—
Due to parent	183,302	—	—
Net cash provided by financing activities	1,371,027	321,088	428,217
Cash:			
Net change during the year	48,878	1,185	322
Balance, beginning of year	5,630	4,445	4,123
Balance, end of year	$ 54,508	$ 5,630	$ 4,445
Non-cash financing activities:			
Allocation of share-based compensation expense from GoldMining	$ 60,065	$ 50,540	$ 59,625

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

1. Business and Going Concern

U.S. GoldMining Inc. (formerly, BRI Alaska Corp.) (the "Company") was incorporated under the laws of the State of Alaska as "BRI Alaska Corp." on June 30, 2015. On September 8, 2022, we redomiciled to Nevada and changed our name to "U.S. GoldMining Inc."

The Company was a direct wholly owned subsidiary of BRI Alaska Holdings Inc., a company organized under the laws of British Columbia ("BRI Alaska Holdings" or "former parent"), until September 23, 2022, which was at such time a wholly owned subsidiary of GoldMining Inc. ("GoldMining" or "Parent"), a mineral exploration and development company organized under the laws of Canada and listed on the Toronto Stock Exchange and NYSE American. On September 23, 2022, BRI Alaska Holdings was dissolved and the Company became a direct majority owned subsidiary of GoldMining on September 23, 2022.

We are a mineral exploration company with a focus on the exploration and development of a project located in Alaska, USA. The registered office of our Company is 3773 Howard Hughes Pkwy #500s Las Vegas, NV 89169. The principal executive office address of our Company is 1030 West Georgia Street, Suite 1830, Vancouver, British Columbia, Canada V6E 2Y3 and the head operating office address of our Company is 301 Calista Court, Suite 200, Office 203, Anchorage, Alaska, 99518.

Our primary asset and sole exploration project is our 100%-owned Whistler exploration property (the "Whistler Project" or "Project") located in Alaska, USA. Access to the project area is by fixed wing aircraft to a gravel airstrip located adjacent to the Whistler Project exploration camp. During the years presented in these financial statements, exploration expenditures being incurred on the property were primarily related to Whistler Project camp maintenance, including annual land dues and staking, the West Susitna road access study, permitting to recommence exploration activities in 2023, database ingestion, validation and building of 3D geologic models, commencement of environmental baseline surveys, and commencement of regulator, community and other stakeholder engagement. We have not yet determined whether the Whistler Project contains mineral reserves where extraction is both technically feasible and commercially viable and have not determined whether the Project will be mined by open-pit or underground methods.

Going Concern

These financial statements have been prepared on a going concern basis, which assumes that we will be able to continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations.

We have incurred operating losses to date and do not generate cash from operations to support our activities, and are subject to risks and challenges impacting our operations including, but not limited to, the technical feasibility and commercial viability of the Whistler Project, the ability to secure adequate financing to meet expenditure requirements including maintenance costs on the Whistler Project and to successfully satisfy our commitments and continue as a going concern. To fund our activities, on August 22, 2022, we entered into a funding agreement ("Capital Funding Agreement") with GoldMining, pursuant to which GoldMining committed to fund the Company for a period of fifteen months to November 22, 2023, or until such time as we complete an initial public offering or similar transaction. The proceeds of the Capital Funding Agreement were to be contributed by GoldMining by either debt or equity financing as determined between the parties. On January 10, 2023, the Capital Funding Agreement was extended to May 22, 2024 under the same terms.

Risks and Uncertainties

Management continues to evaluate the impact of the COVID-19 pandemic on the industry and has concluded that while it is reasonably possible that the virus could have a negative effect on our financial position and/or results of its operations, the specific impact is not readily determinable as of the date of these financial statements. The financial statements do not include any adjustments that result from the outcome of this uncertainty.

2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying consolidated financial statements have been prepared in conformity with the accounting principles generally accepted in the United States ("U.S. GAAP") and rules and regulations of the Securities and Exchange Commission ("SEC"). Our financial statements are presented in United States dollars ("$" or "dollars") and the functional currency of the Company is the United States dollar.

The balance sheets as of November 30, 2022, 2021 and 2020 and statements of operations, stockholder's equity (deficit) and cash flows for the years ended November 30, 2022, 2021 and 2020 have been prepared on a "carve-out" basis to include allocations of certain assets, liabilities and expenses related to services and support functions from GoldMining, which were allocated on a pro-rata basis considered by GoldMining to be a reasonable reflection of the utilization of services provided to GoldMining's subsidiaries for the years presented. These expenses, assets, and liabilities have been allocated to the Company on the basis of direct usage when identifiable, with others allocated based on relevant data criteria as follows:

- General and administrative expenses- allocated all direct expenses and corporate expenses were allocated based on an estimate of time incurred to reflect the utilization of those services by the Company including:
    - Office space, equipment and administrative services.
    - Employment related expenses, including share-based compensation which was calculated using the Black-Scholes model.

- Accounts payable and accrued expenses, prepaid expenses and deposits, due to parent, allocated all amounts directly related to the Company.

Management believes the assumptions and allocations underlying the financial statements are reasonable and appropriate under the circumstances. Therefore, these financial statements are not necessarily indicative of the results that would be attained if we had operated as a separate legal entity during the years presented and are not necessarily indicative of future operating results.

Consolidation

The consolidated financial statements include the financial statements of U.S. GoldMining Inc. and US GoldMining Canada Inc., a wholly owned subsidiary of the Company from its incorporation on October 27, 2022. Subsidiaries are consolidated from the date the Company obtains control, and continues to be consolidated until the date that control ceases. Control is achieved when the Company is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

All inter-company transactions, balances, income and expenses are eliminated through the consolidation process.

Management's Use of Estimates

The preparation of these financial statements in conformity with U.S. GAAP requires management to make judgments and estimates and form assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of income and expenses during the year. On an ongoing basis, management evaluates its judgments and estimates in relation to assets, liabilities, income and expenses. Management uses historical experience and various other factors it believes to be reasonable under the given circumstances as the basis for its judgments and estimates. Actual outcomes may differ from these estimates under different assumptions and conditions. Significant estimates made by management include, but are not limited to, asset retirement obligations, share-based compensation and allocation of the carve-out of expenses from GoldMining.

Net Income (Loss) Per Share

Basic net income (loss) per share includes no potential dilution and is computed by dividing the net income (loss) attributable to common stockholders by the weighted average number of common shares outstanding for each year.

The basic and diluted net income (loss) per share are the same as the Company is in a net loss position.

Segment Information

We have determined that we operate and report in one segment, which focuses on the exploration and development of mineral properties. Our operating segment is reported in a manner consistent with the internal reporting provided to the chief operating decision maker ("CODM") who is identified as our Chief Executive Officer. All of our non-current assets are located in Alaska, USA.

Cash and Cash Equivalents

Cash and cash equivalents consist of all cash balances and highly liquid investments with a remaining maturity of three months or less when purchased and are carried at cost. The Company's cash is held in Canada and the United States with large, reputable financial institutions and considers risk of unexpected loss to be unlikely. The Company's cash balances as at November 30, 2022, 2021 and 2020 were $54,508, $5,630 and $4,445, respectively, and were completely insured by United States and Canadian government agencies.

As of, and for the years ended November 30, 2022, 2021 and 2020, we do not have any cash equivalents.

Equipment

Equipment is stated at cost, less accumulated depreciation. Equipment is recorded at cost and are depreciated using the straight-line method over the following estimated useful lives:

Camp Structures	5 years
Exploration equipment	5 years
Vehicles	5 years

Expenditures incurred to replace a component of an item of equipment that is accounted for separately, including major inspection and overhaul expenditures are capitalized if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in the statements of operations as incurred.

Impairment of Long-lived Assets

The Company's long-lived assets consist of exploration and evaluation assets and equipment. Management continually evaluates whether events or changes in circumstances might indicate that the remaining estimated useful life of long-lived assets may warrant revision, or that the remaining balance may not be recoverable. When factors indicate that long-lived assets should be evaluated for possible impairment, recoverability of long-lived assets is measured by comparing the carrying amount of an asset (asset group) to the estimated undiscounted future cash flows expected to be generated by the asset (asset group). If the carrying amount of an asset (asset group) exceeds its estimated undiscounted future cash flows, an impairment charged is recognized by the amount by which the carrying amount of the asset exceeds its fair value. Determination of the fair value would be based on generally accepted valuation methodologies, as deemed appropriate. If the carrying amount is greater than the undiscounted cash flows, the carrying amount of the asset is adjusted to the asset's fair value, and an impairment loss is recognized immediately as an operating expense in the statement of operations. The adjusted carrying amount of the long-lived asset shall be its new cost basis. For a depreciable long-lived asset, the new cost basis shall be depreciated (amortized) over the remaining useful life of that asset. Reversal of previously recorded impairment losses are prohibited.

Exploration and evaluation assets are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount, which is the higher of value in use and fair value less costs to sell, the asset is written down accordingly. An impairment loss is recognized in the statement of operations.

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are largely independent cash flows. The Company determined that there are not multiple independent cash flows, so the Company's assets are assessed for impairment as a whole.

Mineral properties are subject to impairment tests, with one property representing an asset, or asset group. The Company currently has one mineral property, which is associated with the Whistler Project. An impairment review is undertaken when indicators of impairment arise. The Company considers the following to be examples of such indicators that would trigger an impairment review:

- The right to explore the area has expired or will expire in the near future with no expectation of renewal;
- Substantive expenditure on further exploration for and evaluation of mineral resources in the area is neither planned nor budgeted;
- No commercially viable deposits have been discovered, and the decision had been made to discontinue exploration in the area; and
- Sufficient work has been performed to indicate that the carrying amount of the expenditure carried as an asset will not be fully recovered.

During the years ended November 30, 2022, 2021 and 2020, management believed that no revision to the remaining useful lives or impairment of our long-lived assets was required.

Mineral Exploration Rights and Costs, Exploration, Evaluation and Development Expenditures

All direct costs related to the acquisition of exploration rights are capitalized on a property-by-property basis. There is no certainty that costs incurred to acquire exploration rights will result in discoveries of commercial quantities of minerals.

All cost recoveries attributable to selling economic interests in exploration rights, such as royalties, are credited against acquisition costs.

All other exploration and evaluation expenditures are charged to operations until such time as it has been determined that a property has economically recoverable reserves, in which case subsequent exploration and evaluation costs and the costs incurred to develop a property are capitalized into mineral properties. On the commencement of production, depletion of each mineral property will be provided on a units-of-production basis using estimated reserves as the depletion base.

Asset Retirement Obligations

At the end of each period, asset retirement obligations ("ARO") represents the present value of estimated future costs for the rehabilitation of our mineral properties. These estimates include assumptions as to the future activities, cost of services, timing of the rehabilitation work to be performed, inflation rates, exchange rates and interest rates. The actual cost to rehabilitate a mineral property may vary from the estimated amounts because there are uncertainties in factors used to estimate the cost and potential changes in regulations or laws governing the rehabilitation of a mineral property. Management periodically reviews the rehabilitation requirements and adjusts the liability as new information becomes available and will assess the impact of new regulations and laws as they are enacted.

Income Taxes

Income tax expense represents the sum of tax currently payable and deferred tax. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted at the end of each reporting period. Deferred income tax is provided using the liability method on temporary differences, at the end of each reporting period, between the income tax bases of assets and liabilities and financial reporting basis.

Deferred income tax assets are reviewed at the end of each reporting period and reduced to the extent that it is not more likely than not that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be realized. The valuation allowance against deferred tax assets reassessed at the end of each reporting period and is recognized to the extent that it is more likely than not that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted at the end of each reporting period. Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the statements of comprehensive loss.

Deferred income tax assets and deferred income tax liabilities are offset if, and only if, a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend to either settle current tax liabilities and assets on a net basis, or to realize the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax assets or liabilities are expected to be settled or recovered.

Share-based Compensation

The fair value of the restricted shares is measured at grant date and recognized over the period during which the restricted shares vest. When restricted shares are conditional upon the achievement of a performance condition, the Company estimates the length of the expected vesting period at grant date, based on the most likely outcome of the performance condition. The fair value of the restricted shares is determined based on the fair value of the common shares on the grant date, adjusted for lack of marketability discount, minority shareholder discount, and other applicable factors that are generally recognized by market participants.

The fair value of restricted shares is recognized as an expense over the vesting period based on the best available estimate of the number of restricted shares expected to vest and will revise that estimate if subsequent information indicates that the number of restricted shares expected to vest differs from previous estimates.

Related Party Transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

Fair Value of Financial Instruments

The Company adopted FASB ASC Topic 820, Fair Value Measurements ("ASC Topic 820"). ASC Topic 820 clarifies the definition of fair value, prescribes methods for measuring fair value, and establishes a fair value hierarchy to classify the inputs used in measuring fair value as follows:

• Level 1 Inputs are unadjusted quoted prices in active markets for identical assets or liabilities available at the measurement date.
• Level 2 Inputs are unadjusted quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, inputs other than quoted prices that are observable, and inputs derived from or corroborated by observable market data.
• Level 3 Inputs are unobservable inputs which reflect the reporting entity's own assumptions on what assumptions the market participants would use in pricing the asset or liability based on the best available information.

Due to the short-term nature of all financial assets and liabilities, their carrying value approximates their fair value as of the balance sheet dates.

Recently Issued Accounting Pronouncements

In December 2019, the FASB issued ASU 2019-12, "Income Taxes (Topic 740) Simplifying the Accounting for Income Taxes" ("ASU 2019-12"), which is intended to simplify various aspects related to accounting for income taxes. ASU 209-12 removes certain exceptions to the general principles in Topic 740 and also clarifies and amends existing guidance to improve consistent application. The new standard is effective for the fiscal years beginning after December 15, 2021, and interim periods within fiscal years beginning after December 15, 2022. Management is currently evaluating the impact of this guidance on our financial statements.

3. Royalty Purchase Agreement

On November 27, 2020, GoldMining, the ultimate parent company of the Company at the time, agreed to cause us to issue a 1.0% net smelter return ("NSR") royalty on our Whistler Project to Gold Royalty Corp. ("GRC"). The Company also assigned certain buyback rights relating to an existing third party royalty on the Project such that GRC has right to acquire a 0.75% NSR (including an area of interest) on the Project for $5,000,000 pursuant to such buyback rights.

Due to this transaction and our agreements with GoldMining, GoldMining received shares of GRC with a fair value of $2,570,700, and in turn GoldMining agreed to provide $2,570,700 (the "Funding Commitment") to the Company for future qualifying expenditures under a funding agreement ("Funding Agreement") in consideration for us issuing the royalty to GRC.

During the year ended November 30, 2021, GoldMining paid $316,214 in qualifying expenditures on behalf of us ($Nil for 2020), reducing the carrying value of the Company's exploration and evaluation asset (Note 5).

On September 26, 2022 we agreed to fully settle the outstanding Funding Commitment of $2,254,486 against certain amounts previously advanced by GoldMining to us in the amount of $1,158,143 and a promissory note issued by us in the amount of $1,096,343 in connection with a return of capital of $1,096,343 declared by us in September 2022 to GoldMining (Note 11.2). As a result, the exploration and evaluation asset was reduced by $417,123 to nil (Note 5) and the remaining amount of the Funding Commitment in the amount of $1,837,163 was recorded to additional paid-in capital (Note 11.2).

Funding Commitment balance:

	November 30, 2022	November 30, 2021	November 30, 2020
Balance at the beginning of year	$ 2,254,486	$ 2,570,700	$ 2,570,700
Qualified expenditures paid by GoldMining	—	(316,214)	—
Reduction in amounts due to parent	(1,158,143)	—	—
Settlement of promissory note payable	(1,096,343)	—	—
Balance at the end of year	$ —	$ 2,254,486	$ 2,570,700

4. Equipment

Equipment consists of the following:

	Camp Structures	Exploration Equipment	Vehicles	Total
Cost				
Balance at November 30, 2019	$ 322,393	$ 152,866	$ 218,380	$ 693,639
Additions	—	—	—	—
Balance at November 30, 2020	322,393	152,866	218,380	693,639
Additions	—	—	—	—
Balance at November 30, 2021	322,393	152,866	218,380	693,639
Additions	—	—	—	—
Balance at November 30, 2022	$ 322,393	$ 152,866	$ 218,380	$ 693,639
Accumulated Depreciation				
Balance at November 30, 2019	$ 279,407	$ 132,484	$ 189,263	$ 601,154
Depreciation	42,986	20,382	29,117	92,485
Balance at November 30, 2020	322,393	152,866	218,380	693,639
Depreciation	—	—	—	—
Balance at November 30, 2021	322,393	152,866	218,380	693,639
Depreciation	—	—	—	—
Balance at November 30, 2022	$ 322,393	$ 152,866	$ 218,380	$ 693,639
Equipment, net				
At November 30, 2020	$ —	$ —	$ —	$ —
At November 30, 2021	$ —	$ —	$ —	$ —
At November 30, 2022	$ —	$ —	$ —	$ —

Depreciation expense was nil, nil and $92,485 for the years ended November 30, 2022, 2021 and 2020, respectively.

5. Exploration and Evaluation Assets

Exploration and evaluation assets are comprised of acquisition costs for the Whistler Project reduced by amounts received under the Funding Commitment, including qualifying expenditures paid by GoldMining. Exploration and evaluation assets consist of the following:

	November 30, 2022	November 30, 2021	November 30, 2020
Balance at the beginning of year	$ 417,123	$ 733,337	$ 733,337
Qualified expenditures paid by GoldMining	—	(316,214)	—
Settlement of Funding Commitment	(417,123)	—	—
Total	$ —	$ 417,123	$ 733,337

During the year ended November 30, 2021, exploration and evaluation assets were reduced by qualifying expenditures paid by GoldMining under the Funding Commitment (Note 3).

During the year ended November 30, 2022, exploration and evaluation assets were reduced to nil after the Funding Commitment was settled in full. The excess of proceeds received over the carrying value of the exploration and evaluation asset of $1,837,363 was recorded to additional paid-in capital as the transaction occurred between the Company and its parent company (Note 3).

	Year ended November 30, 2022
Proceeds received on settlement of Funding Commitment	$ 2,254,486
Carrying value of exploration and evaluation assets	(417,123)
Excess of proceeds received over carrying value of exploration and evaluation assets	$ 1,837,363

6. Income Tax Receivable

	Year ended November 30, 2022
Federal income tax receivable	$ 45,500
State of Alaska income tax receivable	22,500
	$ 68,000

During the year ended November 30, 2022, we made corporate income tax instalments totaling $68,000. These amounts are refundable to us as we have no income tax expense for the year ended November 30, 2022 (Note 15).

7. Prepaid Expenses and Deferred Costs

Prepaid expenses and deferred costs consist of the following:

	November 30, 2022	November 30, 2021	November 30, 2020
Prepaid technical consulting services	$ —	$ 10,037	$ —
Prepaid dues and subscriptions	5,129	—	—
Prepaid insurance	7,000	7,000	7,050
Deferred financing costs	94,932	—	—
Other	50	—	—
Total	$ 107,111	$ 17,037	$ 7,050

8. Exploration Expenses

Our exploration expenses are solely related to costs for the Whistler Project.

The following table presents costs incurred for exploration activities for the years ended November 30, 2022, 2021 and 2020:

	For the year ended November 30,		
	2022	2021	2020
Consulting fees	$ 256,275	$ 106,029	$ 18,842
Land & camp maintenance	254,910	452,282	332,705
Transportation & travel	29,887	7,502	6,081
Other	2,250	—	—
Total	$ 543,322	$ 565,813	$ 357,628

9. Withholding taxes payable

As at November 30, 2022, we have federal withholding taxes payable of $116,187, as a result of the return of capital to GoldMining (Notes 11.2 and 16).

10. Asset Retirement Obligations

The Whistler Project's exploration activities are subject to the State of Alaska's laws and regulations governing the protection of the environment. The Whistler Project rehabilitation provision is valued under the following assumptions:

	November 30, 2022	November 30, 2021	November 30, 2020
Undiscounted amount of estimated cash flows	$235,000	$235,000	$235,000
Life expectancy (years)	3	4	5
Inflation rate	2.00%	2.00%	2.00%
Discount rate	9.32%	9.32%	9.32%

The following table summarizes the movements in the rehabilitation provisions:

	November 30, 2022	November 30, 2021	November 30, 2020
Balance at the beginning of year	$ 206,616	$ 189,000	$ 172,888
Accretion	19,255	17,616	16,112
Total	$ 225,871	$ 206,616	$ 189,000

11. Stockholders' Equity

11.1 Common Shares and Preferred Shares

Years Ended November 30, 2021 and 2020

As at November 30, 2021 and 2020 we had one class of common stock with voting rights that was issued on September 17, 2015 with no par value. 100% of the shares were held by BRI Alaska Holdings Inc. There were 300,000,000 shares authorized and 9,500,001 shares issued and outstanding for the years ended November 30, 2021 and 2020.

Year Ended November 30, 2022

On September 8, 2022, we redomiciled from Alaska to Nevada and our initial authorized shares were set at 10,000,000 common stock, no par value, and 1,000,000 preferred stock, no par value.

On September 22, 2022, we filed a Certificate of Amendment of Articles of Incorporation (the “Certificate of Amendment”) with the Secretary of State of Nevada to effect a 2.714286-for-1 stock split of the shares of our common stock, either issued and outstanding or held by the Company as treasury stock, effective as of such date (the “Stock Split”).

As a result of the Stock Split, every one share of issued and outstanding common stock was automatically split into 2.714286 issued and outstanding shares of common stock, without any change in the par value per share. No fractional shares were issued as a result of the Stock Split. The Stock Split increased the number of shares of common stock outstanding from 3,500,000 shares to 9,500,001 shares. Additionally, we changed: (a) the Company’s common stock par value from nil to $0.001, and increased the authorized shares of common stock from 10,000,000 to 300,000,000; and (b) the Company’s preferred stock par value from nil to $0.001, and increased the authorized shares of preferred stock from 1,000,000 to 10,000,000.

On September 23, 2022, BRI Alaska Holding’s transferred 100% of its shares in us to GoldMining and was dissolved.

On September 23, 2022, we granted 635,000 performance based restricted shares (Note 11.4).

As at November 30, 2022 there were 300,000,000 common shares authorized and 10,135,001 common shares issued and outstanding.

11.2 Additional Paid-in Capital

Investments by BRI Alaska Holdings and GoldMining in the operations of the Company are presented as additional paid-in capital in the financial statements. These contributions are used to fund exploration costs and general and administrative costs. BRI Alaska Holdings and GoldMining also incurred share-based compensation costs on behalf of the Company which are presented as a non-cash contribution.

The total contributions from BRI Alaska Holdings were $371,628 and $487,842 for the year ended November 30, 2021 and 2020, respectively.

The total contributions from GoldMining and BRI Alaska Holdings were $147,349 for the year ended November 30, 2022.

On September 26, 2022 we declared a reduction of stated capital in our common shares by way of a return of capital distribution to GoldMining of $1,096,343. The return of capital to GoldMining resulted in federal withholding taxes of $173,889. Pursuant to the return of capital, a note payable was issued to GoldMining in the amount of $1,096,343, which was subsequently retired as a part of the settlement of the Funding Commitment (Note 3).

On September 26, 2022, upon settlement of the Funding Commitment, the excess of proceeds received over the carrying value of the exploration and evaluation asset of $1,837,363 was recorded to additional paid-in capital (Notes 3 and 5).

11.3 Equity Incentive Plans

On September 23, 2022 (the “Effective Date”), the Company adopted an equity incentive plan (the "Legacy Incentive Plan"). Unless sooner terminated by the Company’s board of directors, the Legacy Incentive Plan will terminate and expire on the tenth anniversary of the Effective Date. No award may be made under the Legacy Incentive Plan after its expiration date, but awards made prior thereto may extend beyond that date. The purpose of the Legacy Incentive Plan is to attract and retain the services of key employees, key contractors, and outside directors of the Company and its subsidiaries. The Legacy Incentive Plan only provides for the grant of restricted stock awards. The maximum number of shares of common stock that may be issued pursuant to the grant of the restricted stock awards shall be 1,000,000 shares of common stock in the Company.

The Company does not intend to make any further grants under our Legacy Incentive Plan following this offering.

11.4 Restricted Shares

On September 23, 2022, we granted awards of an aggregate of 635,000 shares of performance based restricted shares (the "Restricted Shares") of common stock under the Legacy Incentive Plan to certain of our and GoldMining's executive officers, directors and consultants.

The grant of 635,000 Restricted Shares, included 585,000 Restricted Shares which were issued in exchange for shares previously issued by U.S. GoldMining Inc. ("former U.S. Gold"), a company organized under the federal laws of Canada, to certain of our and GoldMining's executive officers, directors and consultants on March 8, 2022. Former U.S. Gold had initially issued restricted shares with the goal of developing the Whistler Project as a separate standalone public company. Former U.S. Gold was a majority owned subsidiary of GoldMining at the time it was dissolved in September 2022.

The Restricted Shares are subject to restrictions that, among other things, prohibit the transfer thereof until certain performance conditions are met. In addition, if such conditions are not met within applicable periods, the restricted shares will be deemed forfeited and surrendered by the holder thereof to us without the requirement of any further consideration. Assuming completion of the offering, these conditions are:

(a) with respect to 15% of the performance based restricted shares of common stock, if we have not completed equity financing(s) in an aggregate amount of at least $15,000,000 prior to or concurrently with the earlier of: (i) the date that is two years after the date of grant of such award; and (ii) the occurrence of a liquidation event, as such term is defined in the Legacy Incentive Plan, or any merger with or sale of our outstanding shares or all or substantially all of our assets to a third-party, referred to as an "Exit Transaction", provided that, for greater certainty, the following shall not be considered an Exit Transaction: (A) any amalgamation, merger or consolidation of our business with or into a related entity; (B) a transaction undertaken solely for the purpose of changing our place of domicile or jurisdiction of incorporation; (C) an equity financing; and (D) completion of an initial public offering, spin-off from GoldMining or other going public transaction, referred to as an "IPO Event";

(b) with respect to 15% of the performance based restricted shares of common stock, an IPO Event has not occurred that values our business at a minimum of $100,000,000 prior to the date that is two years after the date of grant of such award;

(c) with respect to 15% of the performance based restricted shares of common stock, if the recipient of such award ceases to be our or our affiliates' director, officer, employee or consultant, as applicable, at any time during the period from the date of grant of such award until the date that is two years after the date of grant;

(d) with respect to 15% of the performance based restricted shares of common stock, if we have not re-established camp at the Whistler Project and performed of a minimum of 10,000 meters of drilling prior to the date that is three years after the date of grant of such award;

(e) with respect to 15% of the performance based restricted shares of common stock, if we have not achieved a share price of $15.00 prior to the date that is four years after the date of grant of such award;

(f) with respect to 15% of the performance based restricted shares of common stock, if we have not achieved a $250,000,000 market capitalization, based on the number of shares of our outstanding common stock multiplied by the volume-weighted average price for any applicable five (5) consecutive trading day period on the principal stock exchange on which our common stock is listed prior to the date that is five years after the date of grant of such award; or

(g) with respect to 10% of the performance based restricted common stock, if we have not achieved a share price of $25.00 prior to the date that is six years after the date of grant of such award.

During the year ended November 30, 2022, we recognized share-based compensation expense of $5,238 related to the Restricted Shares.

12. Net Loss Per Share

The following table provides reconciliation between earnings per common share:

	For the year ended November 30		
	2022	2021	2020
Net loss	$ (1,738,657)	$ (697,311)	$ (595,010)
Weighted average number of shares outstanding, basic and diluted	9,937,248	9,500,001	9,500,001
Net loss per common share			
Basic and diluted	$ (0.17)	$ (0.07)	$ (0.06)

The basic and diluted net loss per share are the same as the Company is in a net loss position.

13. Financial Instruments

The Company's financial assets at November 30, 2022 include cash. The Company's financial liabilities include accounts payable, accrued liabilities, withholdings taxes payable and amounts due to parent company. The carrying value of the Company's financial liabilities approximate fair value due to their short term to maturity.

Financial Risk Management Objectives and Policies

The financial risks arising from the Company's operations are credit risk, liquidity risk and currency risk. These risks arise from the normal course of operations and all transactions undertaken are to support our ability to continue as a going concern. The risks associated with these financial instruments and the policies on how we mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner.

Credit Risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily associated with our bank balances. We mitigate credit risk associated with its bank balances by holding cash with large, reputable financial institutions.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to settle or manage its obligations associated with financial liabilities. To manage liquidity risk, the Company closely monitors its liquidity position, including funding provided by GoldMining pursuant to the Capital Funding Agreement, to ensure it has adequate sources of funding to finance its projects and operations. We had negative working capital as at November 30, 2022 of $1,057,400. Our accounts payable and accrued liabilities, withholdings taxes payable and amounts due to our parent company are expected to be realized or settled, respectively, within a one-year period.

Currency Risk

We report our financial statements in U.S. dollars. The Company is exposed to foreign exchange risk when it undertakes transactions and holds assets and liabilities in currencies other than our functional currency. Financial instruments that impact our net loss due to currency fluctuations include cash, accounts payable, accrued liabilities and due to parent denominated in Canadian dollars. The impact of a U.S. dollar change against Canadian dollars of 10% would have an impact of approximately $19,200 on net loss for the year ended November 30, 2022.

14. Commitments and Contingencies

Payments Required to Maintain the Whistler Project

The Company is required to make annual land payments to the Department of Natural Resources of Alaska in the amount of $224,583 in 2023 and $230,605 thereafter, to keep the Whistler Project in good standing. Additionally, we have an annual labor requirement of $106,000 for 2023 and $135,200 thereafter, for which a cash-in-lieu payment equal to the value of the annual labor requirement may be made instead. The Company has excess labor carry forwards of $273,674 expiring in 2026, of which up to $106,000 can be applied each year to the Company's annual labor requirements.

Future Commitments

The Company acquired rights to the Whistler Project and associated equipment in August 2015 pursuant to an asset purchase agreement by and among the Company, GoldMining, Kiska Metals Corporation ("Kiska") and Geoinformatics Alaska Exploration Inc "Geoinformatics". Pursuant to such agreement, the Company assumed an obligation on the Whistler Project pursuant to a royalty purchase agreement between Kiska, Geoinformatics, and MF2, LLC "MF2", dated December 16, 2014. This agreement granted MF2 a 2.75% NSR royalty over the Project area, and, extending outside the current claims, over an area of interest defined by certain maximum historical extent of claims held on the project.

15. Income Tax

A reconciliation of the provision for income taxes computed at the combined federal and state statutory rate to the provision for income taxes as shown in the statements of operations for the years ended November 30, 2022, 2021 and 2020 is as follows:

	For the year ended November 30,		
	2022	**2021**	**2020**
Federal income tax provision rate	21.00 %	21.00 %	21.00 %
State income tax provision rate, net of federal tax	7.43 %	7.43 %	7.43%
	28.43 %	28.43 %	28.43 %

	For the year ended November 30,		
	2022	2021	2020
Net loss for the year	$ (1,738,657)	$ (697,311)	$ (595,010)
Statutory federal income rate	21.00 %	21.00 %	21.00 %
Recovery of income taxes at statutory rates	$ (365,118)	$ (146,435)	$ (124,952)
State tax	(129,182)	(51,810)	(44,209)
Non-deductible permanent differences	525,401	101	74
Income tax rate differences	—	—	—
Change in valuation allowance	(31,101)	198,144	169,087
Other	—	—	—
Income tax for the year	$ —	$ —	$ —

Deductible temporary differences and unused tax losses for which no deferred tax assets have been recognized are attributable to the following:

	November 30, 2022	November 30, 2021	November 30, 2020
Non-capital loss carry-forward	$ 652,677	$ 700,271	$ 575,942
Resource properties	90,923	162,835	65,688
Equipment	58,741	66,659	77,488
Others	6,423	—	—
Deferred income tax assets	808,764	929,765	719,118
Valuation allowance	(808,764)	(929,765)	(719,118)
Deferred income tax assets	$ —	$ —	$ —

Deferred tax assets have not been recognized in the financial statements, as management does not consider it more likely than not that those assets will be realized in the near future.

We have non-capital federal losses which may be carried forward to reduce taxable income in future years. As at November 30, 2022, we have non-capital losses of $2,295,732 in the United States.

Our U.S. federal net operating loss carryforwards expire as follows:

November 30, 2034	$ 62,531
November 30, 2035	314,236
November 30, 2036	308,944
November 30, 2037	303,261
Indefinite	1,306,760
	$ 2,295,732

The Company has not recorded any uncertain tax positions.

16. Related Party Transactions

As at November 30, 2022 due to parent consisted of an intercompany loan payable to GoldMining Inc. in the amount of $677,783. Amounts previously due to BRI Alaska Holdings were assumed by GoldMining at the time BRI Alaska Holdings was dissolved in September 2022. As at November 30, 2021 and 2020 due to parent consisted of an intercompany loan payable to BRI Alaska Holdings in the amount of $494,481.

During the years presented, we shared personnel, including key management personnel, office space, equipment, and various administrative services with other companies, including GoldMining. Costs incurred by GoldMining were allocated between its related subsidiaries based on an estimate of time incurred and use of services and are charged at cost.

For the year ended November 30, 2022, we received general cash contributions from GoldMining of $nil ($2,500 for 2021 and $1,660 for 2020). Additional cash contributions from GoldMining include payment of prepaid expenses of $nil for 2022 ($9,987 for 2021 and $nil for 2020) and expenses in the amount of $nil for 2022 ($260,249 for 2021 and $371,628 for 2020) incurred by the Company and paid by GoldMining on our behalf. A further $147,349 for 2022 ($98,892 for 2021 and $114,554 for 2020) in expenses were allocated from GoldMining to the Company. Out of the allocated costs, $60,065 for 2022 ($50,540 for 2021 and $59,625 for 2020) were noncash share-based compensation costs. The allocated costs were paid by GoldMining through BRI Alaska Holdings until September 23, 2022, the date BRI Alaska Holdings was dissolved. Until BRI Alaska Holdings was dissolved, it was a subsidiary of GoldMining and the direct parent of the Company. As mentioned above, GoldMining was the ultimate parent company of U.S. GoldMining Inc. until September 23, 2022, at which point it became the direct parent of the Company.

For the year ended November 30, 2022, repayable amounts advanced to us and paid on our behalf by GoldMining totaled $1,341,445 ($nil for 2021 and $nil for 2020), of which $1,158,143 was settled against the Funding Commitment (Note 3). These amounts were recorded through an intercompany loan payable account as there is an obligation for these amounts to be repaid to GoldMining. The $147,349 in allocated costs from GoldMining were treated as a capital contribution, as there is no obligation or intent regarding the repayment of such amounts by the Company.

For the years ended November 30, 2021 and 2020, all of the aforementioned amounts were recognized in additional paid-in capital as there was no obligation or intent regarding the repayment of such amounts by the Company.

During the year ended November 30, 2020, GoldMining agreed to cause us to issue a 1.0% NSR royalty on our Whistler Project to GRC, which was a majority owned subsidiary of GoldMining at the time (Note 3).

For the year ended November 30, 2022, GoldMining paid $nil ($316,214 for 2021 and $nil for 2020) in qualified expenditures on behalf of the Company. Additionally, the Company declared a return of capital to GoldMining of $1,096,343, which resulted in federal withholding taxes payable of $173,889, of which $57,702 was paid during the year ended November 30, 2022. Pursuant to the return of capital, a note payable was issued to GoldMining in the amount of $1,096,343, which was subsequently retired as a part of the settlement of the remaining Funding Commitment to the Company in the amount of $2,254,286, which included the settlement of amounts previously advanced by GoldMining to us in the amount of $1,158,143 (Note 3).

Related party transactions are based on the amounts agreed to by the parties. During the years ended November 30, 2022, 2021 and 2020, we did not enter into any contracts or undertake any commitment or obligation with any related parties other than as described herein.

17. Subsequent Events

The Company performed an evaluation of subsequent events through February 10, 2023, the date the consolidated financial statements were available to be issued, for events requiring recording or disclosure. The Company has identified the following subsequent events:

On February 6, 2023, the Company adopted a long term incentive plan, which provides for equity incentive awards in the form of non-qualified stock options, incentive stock options, stock appreciation rights, restricted stock units, performance awards, restricted stock awards and other cash and equity-based awards.