Condensed Interim Consolidated Financial Statements

For the Six Months Ended March 31, 2023 and 2022

(Unaudited - Expressed in Canadian Dollars)

Notice of Non-review of Condensed Interim Consolidated Financial Statements

In accordance with National Instrument 51-102, the Company discloses that the accompanying condensed interim consolidated financial statements have been prepared by and are the responsibility of the Company’s management. They have been reviewed and approved by the Company’s Audit Committee and the Board of Directors.

The attached condensed interim consolidated financial statements for the six months ended March 31, 2023 have not been reviewed by the Company’s auditors.

ValOre Metals Corp.

(An Exploration Stage Company)
Condensed Interim Consolidated Statements of Financial Position
(Unaudited - Expressed in Canadian Dollars)

	Note(s)		March 31, 2023		September 30, 2022
ASSETS					
Current assets:					
Cash		$	2,164,070	$	1,593,793
Other receivables	4		18,375		-
GST recoverable	4		39,005		586,869
Prepaid expenses			69,344		218,823
Total current assets			2,290,794		2,399,485
Non-current assets:					
Equipment	5		92,302		116,439
Exploration and evaluation assets	6		9,867,889		9,867,889
Total assets		$	12,250,985	$	12,383,813
LIABILITIES					
Current liabilities:					
Accounts payable and accrued liabilities	8, 11	$	2,183,098	$	1,180,787
Loan payable	9,11	$	1,112,500	$	600,000
			3,295,598		1,780,787
Non-current liabilities:					
Decommissioning liability	7		1,478,301		1,450,680
			4,773,899		3,231,467
SHAREHOLDERS’ EQUITY					
Share capital	10		98,162,956		98,162,956
Contributed surplus	10		14,892,752		14,892,752
Subscription receivable	10		1,050,000		(16,000)
Accumulated other comprehensive loss	3		(116,214)		(116,214)
Deficit			(106,512,408)		(103,771,148)
Total shareholders’ equity			7,477,086		9,152,346
Total liabilities and shareholders’ equity		$	12,250,985	$	12,383,813

Nature of Operations and Going Concern *(Note 1)*
Subsequent event *(Note 16)*

APPROVED ON MAY 26, 2023 ON BEHALF OF THE BOARD:

“James Paterson”, CEO, Director   *“Dale Wallster”*, Director

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

ValOre Metals Corp.
(An Exploration Stage Company)
Condensed Interim Consolidated Statements of Loss and Comprehensive Loss
(Unaudited - Expressed in Canadian Dollars)

		Three months ended March 31,		Six months ended March 31,	
	Note	2023	2022	2023	2022
Expenses					
Depreciation	6	$ 12,010	$ 11,861	$ 24,137	$ 23,457
Bank charges and interest	10	3,236	2,233	5,925	6,156
Exploration expenditures	7	665,284	2,297,290	1,679,930	3,655,518
Investor relations		76,513	76,368	177,636	187,910
Listing and filing fees		23,991	26,821	33,140	87,406
Management and consulting fees	13	123,698	132,951	247,755	285,489
Office and sundry		62,126	47,500	63,086	81,230
Professional fees		380,747	75,755	433,852	140,745
Share-based compensation		-	702,426	-	897,127
Travel and conference		42,713	38,666	94,356	48,708
Loss before the undernoted		(1,390,318)	(3,411,871)	(2,759,817)	(5,413,746)
Other income (expenses)					
Interest income		5,057	23,745	10,640	40,427
Other income	4,5	17,500	-	17,500	350,000
Amortization of flow-through premium liability		-	86,524	-	94,159
Foreign exchange		(6,771)	15,658	(9,583)	12,385
Net income (loss) for the period		(1,374,532)	(3,285,944)	(2,741,260)	(4,916,775)
Change in fair value of marketable securities		-	28,377	-	(22,985)
Total comprehensive loss for the period		$ (1,374,532)	$ (3,257,567)	$(2,741,260)	$(4,939,760)
Basic and diluted loss per common share		$(0.01)	$(0.02)	$(0.02)	$(0.04)
Weighted average number of common shares outstanding		153,681,245	141,068,579	153,681,245	135,996,648

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

ValOre Metals Corp.

(An Exploration Stage Company)
Condensed Interim Consolidated Statements of Cash Flows
(Unaudited - Expressed in Canadian Dollars)

	Six months ended March 31,	
	2023	**2022**
Cash flows from operating activities:		
Net loss for the period	$ (2,741,260)	$ (4,916,775)
Items not involving cash:		
Depreciation	24,137	23,457
Accretion	27,621	8,926
Other income	-	(250,000)
Share-based compensation	-	897,128
Interest income	-	(40,427)
Amortization of FT premium liability	-	(94,159)
Changes in non-cash working capital:		
Others receivable	(18,375)	-
GST recoverable	547,864	(97,763)
Prepaid expenses	149,479	(412,903)
Accounts payable and accrued liabilities	1,002,311	878,366
	(1,008,223)	(4,004,150)
Interest received	-	40,427
Net cash used in operating activities	(1,008,223)	(3,963,723)
Cash flows from financing activities:		
Issuance of shares for warrants exercised	-	399,750
Issuance of shares for options exercised	-	209,850
Issuance of shares for private placement	-	11,000,000
Share issuance costs - cash	-	(788,767)
Proceeds from related party loan	512,500	-
Subscription received	1,066,000	-
Net cash provided by financing activities	1,578,500	10,820,833
Net increase (decrease) in cash	570,277	6,857,110
Cash, beginning of the period	1,593,793	2,516,919
Cash, end of the period	$ 2,164,070	$ 9,374,029

During the period ended March 31, 2023, the Company paid $Nil (2021 - $Nil) in interest, and $Nil (2021 - $Nil) in finance expenses on loan.

Supplemental Schedule of Non-Cash Investing and Financing Activities		
Shares issued for Pedra Branca acquisition	$ -	$ 117,500
Change in fair value of marketable securities	$ -	$ (22,985)
Fair value of options exercised	$ -	$ 112,405
Fair value of warrants issued on private placement	$ -	$ 183,333
Fair value of finders’ warrants	$ -	$ 250,090
Flow through premium liability	$ -	$ 550,000

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

ValOre Metals Corp.
(An Exploration Stage Company)
Condensed Interim Consolidated Statements of Changes in Shareholder's Equity
(Unaudited - Expressed in Canadian Dollars)

	Share Capital (Note 10)							
	Number of shares	Amount	Obligation to issue shares	Contributed surplus	Subscription receivable	Deficit	Accumulated other comprehensive loss	Total shareholders' equity
Balance at September 30, 2021	**121,496,746**	**$82,992,926**	**$ 235,000**	**$13,329,901**	**$ -**	**$(85,445,566)**	**$ (50,170)**	**$ 11,062,091**
Options exercised	699,500	322,255	-	(112,405)	-	-	209,850	699,500
Warrants exercised	888,333	399,750	-	-	-	-	399,750	888,333
Shares issued for private placement	18,333,333	10,816,667	-	183,333	-	-	-	11,000,000
Flow-through liability	-	(550,000)	-	-	-	-	-	(550,000)
Share issuance costs - cash	-	(788,767)	-	-	-	-	-	(788,767)
Share issuance costs - finders warrants	-	(250,090)	-	250,090	-	-	-	-
Share-based compensation	-	-	-	897,128	-	-	-	897,128
Share issued for property acquisition	500,000	117,500	(117,500)	-	-	-	-	-
Fair value adjustment on marketable securities	-	-	-	-	-	-	(22,985)	(22,985)
Net loss for the period	-	-	-	-	-	(4,916,775)	-	(4,916,775)
Balance at March 31, 2022	**141,917,912**	**$93,060,241**	**$ 117,500**	**$14,548,047**	**$ -**	**$(90,362,341)**	**$ (73,155)**	**$ 17,290,292**
Balance at September 30, 2022	**153,681,245**	**$98,162,956**	**$ -**	**$14,892,752**	**$ (16,000)**	**$(103,771,148)**	**$ (116,214)**	**$ 9,152,346**
Subscription received	-	-	-		1,066,000	-	-	(1,066,000)
Net loss for the period	-	-	-		-	(2,741,260)	-	(2,741,260)
Balance at March 31, 2023	**153,681,245**	**$98,162,956**	**$ -**	**$14,892,752**	**$1,050,000**	**$(106,512,408)**	**$ (116,214)**	**$ 7,477,086**

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

1. Nature of operations and going concern

ValOre Metals Corp. (the "Company" or "ValOre") is an exploration stage company focused on the acquisition, exploration and development of resource properties. The Company's registered and records office is located at Suite 1020, 800 West Pender Street, Vancouver, BC, V6C 2V6.

The Company was incorporated as a wholly owned subsidiary of Kaminak Gold Corporation ("Kaminak") on February 13, 2008 as 0816479 BC Ltd. under British Columbia's Company Act. Effective February 20, 2008, 0816479 BC Ltd. changed its name to Kivalliq Energy Corporation ("Kivalliq").

Kivalliq became a reporting issuer in Alberta and British Columbia on July 4, 2008 by virtue of a reorganization transaction involving the exchange of securities between Kaminak, Kivalliq and the shareholders of Kaminak. The reorganization transaction involved the acquisition from Kaminak of a 100% interest in Kaminak's Angilak Uranium property. On July 7, 2008, after completion of private placements, the Company's shares became publicly traded on the TSX Venture Exchange under the trading symbol "KIV".

On June 28, 2018, the Company's name was officially changed to ValOre Metals Corp. and ValOre's shares commenced trading on the TSX Venture Exchange having the trading symbol ("VO").

Long-term continuance of the Company's operations is dependent upon achieving profitable operations and obtaining additional equity or debt financing. The recoverability of the carrying values of the Company's resource property interests is dependent upon the existence and discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development of these properties and future profitable production from or proceeds from the disposition of resource properties. As of September 30, 2022, the Company has not achieved profitable operations and has accumulated losses since inception.

As at March 31, 2023, the Company had current assets of $2,290,794 to settle current liabilities of $3,295,598 leaving the company with a negative working capital of $1,004,804. ValOre may be required to delay discretionary expenditures if additional financing cannot be obtained on reasonable terms. Failure to obtain additional financing when required may result in the loss of some, or all, of the Company's exploration and evaluation assets (Note 6). These material uncertainties may cast significant doubt about the Company's ability to continue as a going concern.

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. To date, there have been limited adverse effects on ValOre's business or ability to raise funds.

2. Significant accounting policies, estimates and judgements

a) Basis of presentation, principles of consolidation and statement of compliance

These condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") for interim information, specifically International Accounting Standards ("IAS") 34 - Interim Financial Reporting. In addition, these condensed interim consolidated financial statements have been prepared using interpretations issued by the International Financial Reporting Interpretation Committee ("IFRIC") in effect at March 31, 2023 and the same accounting policies and methods of their application as the most recent annual financial statements of the Company. These condensed interim consolidated financial statements do not include all disclosures normally provided in the annual financial statements and should be read in conjunction with the Company's audited financial statements for the year ended September 30, 2022.

(Unaudited - Expressed in Canadian Dollars)

In management's opinion, all adjustments necessary for fair presentation have been included in these condensed interim consolidated financial statements. Interim results are not necessarily indicative of the results expected for the year ending September 30, 2023.

The condensed interim consolidated financial statements for the six months ended March 31, 2023 (including comparatives) have been prepared by management, reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on May 26, 2023.

These condensed interim consolidated financial statements include the financial statements of ValOre Metals Corp. and its wholly owned subsidiaries PBBM Holdings Ltd. and Pedra Branca do Brasil Mineracao Ltda. All intercompany transactions and balances have been eliminated upon consolidation.

b) Critical accounting judgements and estimates

The preparation of these interim financial statements requires the use of certain significant accounting estimates and judgments by management in applying the Company's accounting policies. The areas involving significant judgments, estimates and assumptions have been set out in and are consistent with Note 2 of the Company's annual audited consolidated financial statements for the year ended September 30, 2022.

3. Marketable securities

	Fair value Sep 30, 2021	Additions Sep 30, 2022	Disposals Sep 30, 2022	Fair value adjustment Sep 30, 2022	Fair value Sep 30, 2022
Common shares	$ -	$ 250,000	$ (183,956)	$ (66,044)	$ -

	Fair value Sep 30, 2022	Additions Dec 31, 2022	Disposals Dec 31, 2022	Fair value adjustment Dec 31, 2022	Fair value Dec 31, 2022
Common shares	$ -	$ -	$ -	$ -	$ -

During the year ended September 30, 2017, Coast Copper Corp. or "Coast Copper" (formerly Roughrider Exploration Limited) settled a payment due to earn its 50% interest in the Genesis property in the form of shares. The Company received payment of 2,500,000 shares of Coast Copper on August 31, 2017.

Management has recorded these investments as FVTOCI. The Company will revalue the investments at each reporting period. Any changes in the fair value of the investments will be recorded at FVTOCI.

During the year ended September 30, 2022, the Company received 2,837,684 shares of Azincourt Energy Corp. ("Azincourt") valued at $250,000 at issuance date (Note 5).

During the year ended September 30, 2022, the Company sold investments for proceeds of $183,956 (2021 - $81,643). This resulted in a loss of $66,044 (2021 - $2,252) which was recognized in accumulated other comprehensive loss.

4. Accounts Receivable

During the six months ended March 31, 2023, the Company has a total receivable of $57,380 (2022 - $586,869).

	March 31, 2023	September 30, 2022
GST receivable	$ 39,005	$ 586,869
Other receivables *	18,375	-
Ending balance	$ 57,380	$ 586,869

(Unaudited - Expressed in Canadian Dollars)

* Other receivables included the consulting services provided to Labrador Uranium Inc during the three months ended March 31, 2023.

5. Equipment

	Furniture & Equipment	Computer Equipment	Field Equipment	Vehicles	Total
Cost					
Balance at September 30, 2021 and 2022	$ 31,595	$ 24,719	$ 925,225	$ 76,279	$ 1,057,818
Accumulated depreciation					
Balance at September 30, 2021	$ 28,658	$ 23,637	$ 835,463	$ 6,471	$ 894,229
Depreciation	978	812	29,922	15,438	47,150
Balance at September 30, 2022	$ 29,636	$ 24,449	$ 865,385	$ 21,909	$ 941,379
Net book value at September 30, 2022	**$ 1,959**	**$ 270**	**$ 59,840**	**$ 54,370**	**$ 116,439**

	Furniture & Equipment	Computer Equipment	Field Equipment	Vehicles	Total
Cost					
Balance at September 30, 2021, 2022 and March 31, 2023	$ 31,595	$ 24,719	$ 925,225	$ 76,279	$ 1,057,818
Accumulated depreciation					
Balance at September 30, 2022	$ 29,636	$ 24,449	$ 865,385	$ 21,909	$ 941,379
Depreciation	490	270	14,960	8,417	24,137
Balance at March 31, 2023	$ 30,126	$ 24,719	$ 880,345	$ 30,326	$ 965,516
Net book value at March 31, 2023	**$ 1,469**	**$ -**	**$ 44,880**	**$ 45,953**	**$ 92,302**

6. Exploration and evaluation assets

	Angilak	Pedra Branca	Total
September 30, 2020, 2021,2022 and March 31, 2023	**$ 949,439**	**$ 8,918,450**	**$ 9,867,889**

a) Exploration expenditures

	Angilak	Baffin Gold	Pedra Branca	Total
Accretion (Note 7)	$ 8,926	$ -	$ -	$ 8,926
Assays	-	-	191,279	191,279
Claim maintenance	31,995	-	-	31,995
Community Consultation	1,700	-	-	1,700
Land administration	79,544	217,917	47,045	344,506
Air Support and Transportation	1,152,673	-	-	1,152,673
Drilling	-	-	448,285	448,285
Field and general operations	657,534	976	269,233	927,743
Field contractors and consultants	-	-	6,668	6,668
Laboratory costs	8,685	-	5,973	14,658
Salaries and wages	136,000	-	310,775	446,775
Travel and accommodation	63,794	-	16,516	80,310
March 31, 2022	**$ 2,140,851**	**$ 218,893**	**$ 1,295,774**	**$ 3,655,518**

(Unaudited - Expressed in Canadian Dollars)

	Angilak	Baffin Gold	Pedra Branca	Total
Accretion (Note 7)	$ 27,621	$ -	$ -	$ 27,621
Assays	-	-	102,745	102,745
Land administration	-	217,917	77,591	295,508
Air Support and Transportation	303	-	-	303
Drilling	(3,940)	-	-	(3,940)
Field and general operations	222,618	19,428	160,950	402,996
Field contractors and consultants	95,010	3,697	61,304	160,011
Laboratory costs	109,459	-	89,893	199,352
Salaries and wages	67,500	-	376,651	444,151
Travel and accommodation	15,876	-	35,307	51,183
March 31, 2023	**$ 534,447**	**$ 241,042**	**$ 904,441**	**$ 1,679,930**

b) General

ValOre has the Pedra Branca Project in Brazil, the Angilak, Baffin Gold Property in Nunavut Territory, Canada, and the Hatchet Lake Property in Saskatchewan, Canada.

Pedra Branca, Ceara State, Brazil

During the year ended September 30, 2019, the Company signed a binding letter of intent to acquire the Pedra Branca Project in north-eastern Brazil from Jangada Mines PLC (“Jangada”), and paid exclusivity payments of $250,000 as per the letter of intent.

On August 14, 2019, the Company acquired the Pedra Branca Project pursuant to a share purchase agreement among Jangada, ValOre and PBBM Holdings Ltd., a wholly owned British Columbia incorporated subsidiary of ValOre, ValOre acquired Pedra Branca from Jangada. Pedra Branca holds the interest in the Pedra Branca Project.
ValOre acquired a 100% interest in the Company in exchange for the following consideration:

1. the issuance and allotment to Jangada of:
   a. 22,000,000 common shares in the authorized share capital of ValOre (issued) on closing of the transaction.
   b. 3,000,000 common shares in the authorized share capital of ValOre in six equal tranches commencing on the date falling six months after Closing and ending on the date falling thirty-six months after Closing, subject to any adjustment as a result of certain specified liabilities; The 3,000,000 shares were valued at $705,000 and recorded as obligation to issue shares*, and;
2. cash payments to Jangada in the aggregate of $3,000,000, as follows:
   a. $250,000 paid in May 2019
   b. $750,000 paid in August 2019
   c. $1,000,000 paid in November 2019
   d. $1,000,000 paid in February 2020

   * As at September 30, 2022, the Company issued 3,000,000 shares valued at $705,000 to Jangada pursuant to the purchase agreement then fulfilling 100% of its commitment with Jangada.

Angilak, Nunavut

The Angilak Property was acquired from Kaminak, formerly a related party with common directors and officers, through the reorganization transaction (Note 1). The Angilak Property is comprised of a central Inuit Owned Land parcel surrounded by adjacent and contiguous mineral claims on Federal Crown lands in Nunavut.

Kaminak originally signed an Exploration Agreement (“EA”) with Nunavut Tunngavik Inc. (“NTI”) whereby Kaminak was granted a 100% interest in the minerals within privately owned Inuit Owned Lands.

In order to keep the Inuit Owned Lands in good standing, ValOre has or will complete the following:

- ValOre issued 100,000 common shares from treasury to NTI in four tranches of 25,000 common shares each. Upon completion of a feasibility study on any portion of the property, NTI has the option of taking either a 25% participating interest or a 7.5% net profits royalty in the specific area subject to the feasibility study.

- Upon completion of a National Instrument 43-101 compliant report that outlines a measured resource of at least 12 million pounds of uranium, ValOre will pay NTI a cash sum of $1,000,000.

The Inuit Owned Lands are subject to an underlying 12% net profits royalty payable on all minerals to NTI. During periods of positive operating revenue, gross uranium revenue shall be calculated as 130% of the value of the product. Starting December 31, 2008, ValOre is to pay annual advance royalty payments to NTI in the sum of $50,000 annually (2008 – 2014 paid). NTI has allowed the Company to defer the annual advance royalty payments due on December 31, 2015, 2016, and 2018 to December 31, 2019, 2020 and 2021, respectively. The $50,000 payment originally due in December 2015 was paid during the year ended September 30, 2020.

The $50,000 payment originally due in December 2016 was paid in December 2020. The $50,000 payment originally due in December 2018 and was paid in December 2021.

In January 2017, the Company received $700,000 from Sandstorm Gold Ltd. (“Sandstorm”) as part of a $1,000,000 royalty package in return for ValOre granting to Sandstorm a 1% net smelter returns royalty (“NSR”) payable on all mineral products produced from the property. The $700,000 payment received was recorded against the carrying value of the property.

Transaction with Labrador Uranium Inc.

On March 13, 2023, ValOre Metals Corp. (“ValOre”) entered into an arrangement agreement (the “Arrangement Agreement”) with Labrador Uranium Inc. (“Labrador”) whereby ValOre agreed to sell to Labrador (the “Transaction”) a 100% interest in ValOre’s Angilak uranium project in Nunavut Territory (the “Angilak Property”) for consideration comprised of (i) $3,000,000 in cash, and (ii) 100,000,000 common shares of Labrador, which shares represent a value of $40,000,000, calculated using the volume weighted average price of the Labrador common shares for the 10-day period immediately prior to entering into the aforementioned Arrangement Agreement. It is intended that the Transaction be completed via plan of arrangement under the provisions of the Business Corporations Act (British Columbia), requiring the approval of the shareholders of ValOre and the approval of the Supreme Court of British Columbia. As a condition to closing of the Transaction, Labrador will complete a financing for gross proceeds of not less than $12,000,000 (the “Labrador Financing”). Labrador shares issued pursuant to the Labrador Financing will have a hold period of four (4) months from the closing of the Labrador Financing. The 100,000,000 common shares of Labrador issued to ValOre as consideration for the Angilak Property will be distributed, pro rata, to the shareholders of ValOre as a return of capital. Such shares will have the same four (4) month hold period as the above-mentioned Labrador common shares issued pursuant to the Labrador Financing.

On March 13, 2023, ValOre entered into an earn-in agreement (the “Earn-in Agreement”) with Labrador whereby ValOre granted Labrador an exclusive option to earn a 10% interest in the Angilak Property in exchange for Labrador funding the sum of $3,500,000 in expenditures on the Angilak Property which qualify as “Canadian exploration expense” in subsection 66.1(6) of the Tax Act and in paragraphs (a) to (d) of the definition of “flow-through mining expenditure” in subsection 127(9) of the Tax Act (the “Expenditures”). As at March 31, 2023, Labrador has advanced $1,500,000 to ValOre (Note 8).

Contemporaneous with the consummation of the Transaction, ValOre will assign the Earn-in Agreement to Labrador pursuant to an assignment and assumption agreement. In the event the Transaction does not close, ValOre has agreed to fund Expenditures of a qualifying Labrador property (the "Labrador Property") up to the amount that Labrador has funded the Angilak Property and earn a corresponding interest in the Labrador Property. Upon earning such interest in the Labrador Property, the parties will then have the option to swap their respective interests in the Angilak Property and Labrador Property.

Completion of the Transaction remains subject to a number of conditions, including but not limited to: (i) the approval of all regulatory bodies having jurisdiction in connection with the Transaction (including approval of the TSX Venture Exchange and the Canadian Securities Exchange); (ii) completion of the Labrador Financing; (iii) approval of the shareholders of ValOre; (iv) approval of the Supreme Court of British Columbia; and (iv) satisfaction of other closing conditions customary in a transaction of this nature.

Baffin Gold, Nunavut

In May 2017, the Company acquired mineral tenures for a land package on central Baffin Island. This land package consolidates several types of mineral tenures into a single property called the "Baffin Gold Property".

The Baffin Gold Property consists of:

- 100% interest in an Innuit Owned Lands ("IOL") parcel acquired through a Mineral Exploration Agreement ("MEA") ValOre signed directly with NTI;
- 100% interest in several prospecting permits ValOre acquired through staking;
- Option Agreement with Commander Resources Ltd. ("Commander") for 100% interest in certain mineral claims and IOL parcels through an MEA Commander signed with NTI.

Under terms of both the ValOre and Commander MEA's with NTI, NTI will receive:

- Annual fees and exploration work commitments;
- \$1 million and \$5.5 million cash payments upon demonstrating NI 43-101 compliant Measured Resources of 1 million and 5 million ounces gold respectively;
- \$3 million and \$5 million cash payments with the commencement of a Feasibility Study and at Commercial Production respectively;
- \$50,000 annual advanced royalty payments after both a Measured Resource of 1 million ounces gold and a positive Feasibility Study is attained; and
- At Commercial Production, an underlying 12% net profits royalty payable on exploration areas (deductions not to exceed 70% of gross revenues)

Upon execution of, and pursuant to the terms of the Baffin Gold Property Option Agreement with Commander dated May 2017:

- Commander will receive a cash payment of \$10,000 (paid);
- Commander will receive an aggregate of 50,000 ValOre shares within 12 months (issued);
- ValOre will fulfill Commanders obligations to NTI for Year 1; (fulfilled)
- Commander will receive 50,000 ValOre shares at a Bankable Feasibility Study;
- Commander will receive a cash payment up to \$6 million upon commencement of Commercial Production;
- Commander will retain a 0.25% to 0.5% NSR royalty on Commander's Baffin Gold Property optioned lands;
- As part of a data purchase agreement, ValOre will grant Commander a 0.25% NSR royalty on certain of ValOre's Baffin mineral tenures; and
- Terms of the Baffin Gold Property Option Agreement may be adjusted up until the date of any first royalty payment to reflect the possible impact of any past commercial agreements or interests.

On March 27, 2018, the Company received a \$600,000 payment from Sandstorm in return for ValOre granting to Sandstorm up to a 1.75% NSR royalty payable on all future mineral production from the Property. At any time up and until 36 months after signing the agreement, ValOre may reduce the Royalty to a 1.0% NSR by making a \$1.0 million payment to Sandstorm.

(Unaudited - Expressed in Canadian Dollars)

During the six months ended March 31, 2023, an annual fee amount of $217,917 (2021 - $217,917) was paid to NTI.

Hatchet Lake, Saskatchewan

On February 10, 2015, ValOre acquired 100% of the Hatchet Lake Uranium Property (the “Hatchet Lake Property”) from Rio Tinto Exploration Canada Inc. and Rio Tinto Canada Uranium Corporation (“Rio Tinto”) on the following terms:

- ValOre made a cash payment upon execution of the agreement of $220,000, subject to all claims being in good standing as of the closing date;
- Rio Tinto transferred a 100% interest in the Hatchet Lake Property to ValOre;
- ValOre granted Rio Tinto a 2% NSR royalty on the Hatchet Lake Property, with ValOre holding a buy-down right of 0.5% for $750,000.

In January 2017, the Company received $250,000 from Sandstorm in return for ValOre transferring and assigning to Sandstorm the Company’s 0.5% buyback right. Upon Sandstorm’s exercise of this royalty buyback right, ValOre has agreed to grant to Sandstorm a 0.5% NSR royalty payable on all mineral products produced from the Hatchet Lake property. The $250,000 payment received was recorded against the carrying value of the property.

During the year ended September 30, 2022, ValOre entered into a definitive property option agreement with Azincourt Energy Corp. (“Azincourt’), pursuant to which Azincourt was granted the option to acquire up to a seventy-five percent interest in the Hatchet Lake Uranium Project. Pursuant to the terms of the Option, Azincourt can acquire a seventy-five percent interest in the Project by completing a series of cash payments and share issuances to ValOre, and incurring certain expenditures on the Project, as follows:

	Cash payments		Common shares*		Exploration expenditures
Upon the grant of the option	$100,000	received	$250,000	received	Not applicable
Within 12 months**	$250,000		$500,000		$1,000,000
Within 24 months	$250,000		$500,000		$1,000,000
Within 36 months	$250,000		$500,000		$2,000,000

Azincourt has the option to extend any of the above dates by an additional 6 months in exchange for additional consideration shares with a value of $100,000.

* All common shares issuable to ValOre will be calculated and issued at a deemed price equivalent to the volume-weighted average closing price of the common shares of Azincourt on the TSX Venture Exchange in the twenty trading days immediately prior to issuance, subject to a minimum price of $0.05. The shares will be subject to a four-month-and-one-day statutory hold period.

Following completion of these requirements Azincourt will hold a seventy-five percent interest in the Project. In the event Azincourt does not complete the final cash payment ($250,000) and share issuance ($500,000), and incur the final expenditures ($2,000,000), Azincourt will earn a fifty percent interest in the Project.

During the year ended September 30, 2022, the Company received $100,000 cash and 2,837,684 shares of Azincourt Energy Corp. (“Azincourt”) value at $250,000 at issuance date.

** These obligations were not yet fulfilled by Azincourt. The Company is in the process of negotiations to amend the terms of the definitive property option agreement with Azincourt.

7. Decommissioning liability

The changes in the rehabilitation provision during the six months ended March 31, 2023 and the year ended September 30, 2022 were as follows:

(Unaudited - Expressed in Canadian Dollars)

	March 31, 2023	September 30, 2022
Balance, beginning of period	$ 1,450,680	$ 1,254,945
Accretion	27,621	17,915
Change in estimate	-	177,820
Balance, end of period	$ 1,478,301	$ 1,450,680

During the year ended September 30, 2022, the Company changed the estimate to reflect the current market rates. The revised calculation estimates an undiscounted reclamation obligation of $1,562,726 expected to be incurred in 2 years. An inflation rate of 6.90% (2021 – 4.40%) and a risk-free discount rate of 3.79% (2021 – 1.42%) were used to determine the balance of the decommissioning liability as at September 30, 2022.

During the six months ended March 31, 2023, the Company recorded $27,621 in accretion to adjust the reclamation obligation which was included in Evaluation and Exploration Expenditures (Note 6 a).

8. Accounts payable

During the six months ended March 31, 2023, the Company has a total payable and accrued liability of $2,183,098 (2022 - $1,180,787).

	March 31, 2023	September 30, 2022
Accounts payable	$ 672,625	$ 1,093,753
Accrued liabilities	172,478	87,034
Other payable	1,337,995	-
Ending balance	$ 2,183,098	$ 1,180,787

During the six months ended March 31, 2023, the Company received $1,500,000 from Labrador Uranium Inc. (2022 - $Nil) to pay the expenses incurred on the Angilak property (Note 6). As at March 31, 2023, the remaining balance is $1,337,995 (2022 - $Nil) which is included in other payable as per above.

9. Loan payable

During the year ended September 30, 2022, the CEO of the Company loaned $600,000 to the Company to cover certain working capital requirements. The loan has no specified interest rate and no specific terms of repayment.

During the six months ended March 31, 2023, the CEO of the Company loaned an additional $500,000 to the Company to cover certain working capital requirements. Another related party loaned $12,500 to the Company to cover certain working capital requirements. The loans have no specified interest rate and no specific terms of repayment.

	March 31, 2023	September 30, 2022
Opening balance	$ 600,000	$ -
Additions	512,500	600,000
Ending balance	$ 1,112,500	$ 600,000

10. Share Capital

a) Authorized

As at March 31, 2023, there were an unlimited number of common voting shares without par value authorized.

b) Issued

<u>Six months ended March 31, 2023</u>

(Unaudited - Expressed in Canadian Dollars)

During the six months ended March 31, 2023, there was no capital activity.

During the six months ended March 31, 2023, the Company received $1,066,000 in subscriptions received which were then reclassified to share capital upon closing of the private placement subsequent to the period (Note 16).

Six months ended March 31, 2022

During the six months ended March 31, 2022, ValOre closed a brokered private placement for gross proceeds of $11,000,000. The Company issued 18,333,333 flow-through units of the Company at a price of $0.60 per unit. Each unit consists of one common share of the Company (each, a "FT Share") and one-half of one common share purchase warrant. Each warrant shall entitle the holder to purchase one common share of the Company (each, a "Warrant Share") at a price of $0.65 per Warrant Share at any time on or before November 17, 2023. The FT Shares and Warrant Shares are subject to a hold period ending on March 18, 2022. A premium of $0.02 per unit was received for the flow-through shares resulting in an initial liability of $366,667. Allocation as follows:

Gross proceeds	Common shares	Warrants	Flow-through premium liability
$ 11,000,000	$ 10,266,667	$ -	$ 366,667

In connection with the private placement, the Company paid a total of $1,038,857 in share issuance costs, comprised of $788,767 in cash and a total of 1,032,368 finders warrants valued at $250,090 at issuance date. The finders' warrants have the same terms of the Warrant Shares described above.

During the six months ended March 31, 2022, the Company issued 500,000 common shares valued at $117,500 to Jangada pursuant to the purchase agreement (Note 6b) and was applied against the obligation to issue shares.

During the six months ended March 31, 2022, 888,333 common shares were issued upon warrants exercised for gross proceeds of $399,750.

During the six months ended March 31, 2022, 699,500 common shares were issued upon options exercised for gross proceeds of $322,255. In connection with the issuance, a total of $112,405 was re-allocated from contributed surplus to share capital.

c) Warrants

The changes in warrants issued are as follows:

	Number of Warrants	Weighted Average Exercise Price
Outstanding Warrants, September 30, 2021	16,327,315	$0.55
Issued	13,928,634	$0.63
Expired	(1,523,050)	$1.50
Exercised	(3,711,666)	$0.45
Outstanding Warrants, September 30, 2022	25,021,233	$0.55
Expired	(11,092,599)	$0.45
Outstanding Warrants, March 31, 2023	13,928,634	$0.63

At March 31, 2023, warrants enabling the holders to acquire common shares as follows:

(Unaudited - Expressed in Canadian Dollars)

Expiry Date	Weighted Average Exercise Price	Number of Warrants	Weighted Average Remaining Contractual Life in Years
November 17, 2023	$0.60	900,000	0.63
November 17, 2023	$0.65	9,299,034	0.63
August 30, 2024	$0.60	3,729,600	1.42
Weighted average of exercise price and remaining contractual life	$0.55	25,021,233	0.84

The fair value of the finders' warrants issued was estimated at the grant date based on the Black-Scholes valuation model with the following weighted average assumptions:

	March 31, 2023	September 30, 2022
Risk-free interest rate	n/a	1.05%
Expected dividend yield	n/a	0.00
Share price	n/a	$0.57
Expected stock price volatility	n/a	85.61%
Average expected warrant life	n/a	2 years
Fair value of warrants granted	n/a	$0.24

d) Stock Options

Pursuant to ValOre's stock option plan, the board of directors may grant options for the purchase of up to 10% of the total number of issued and outstanding common shares of the Company. Options granted under the plan vest over time at the discretion of the board of directors and expire no later than five years from the date of issuance. Exercise prices on options granted under the plan cannot be lower than the market price of one share on the last trading day immediately preceding the day on which the option is granted, less the maximum applicable discount permitted by TSX Venture Exchange and the minimum exercise price per common share must be at least $0.10.

On December 9, 2021, the Company granted 6,600,000 incentive stock options to certain Directors, Officers, Employees and Consultants of the Company. The Options are exercisable at $0.45 per share for a period of three years from the date of grant with ¼ vesting upon grant and ¼ vesting every 3 months thereafter.

	Number of Options	Weighted Average Exercise Price
Outstanding options, September 30, 2021	7,504,500	$0.34
Granted	6,600,000	$0.45
Expired	(705,000)	$1.00
Exercised	(1,699,500)	$0.27
Outstanding options, September 30, 2022 and March 31, 2023	11,700,000	$0.37

At March 31, 2023, the following stock options were outstanding:

Expiry Date	Weighted Average Exercise Price	Issued Number of Options	Outstanding and Exercisable Number of Options	Weighted Average Remaining Contractual Life in Years
August 10, 2023	$0.30	1,575,000	1,575,000	0.36
September 6, 2024	$0.25	3,525,000	3,525,000	1.44
December 9, 2024	$0.45	6,600,000	6,600,000	1.70
Weighted average of exercise price and remaining contractual life	$0.37	11,700,000	11,700,000	1.44

(Unaudited - Expressed in Canadian Dollars)

The fair value of stock options issued was estimated at the grant date based on the Black-Scholes valuation model with the following weighted average assumptions:

	March 31, 2023	September 30, 2022
Risk-free interest rate	Nil	Nil
Expected dividend yield	Nil	Nil
Share price	Nil	Nil
Expected stock price volatility	Nil	Nil
Average expected option life	Nil	Nil
Fair value of options granted	Nil	Nil

At March 31, 2023, the Company recognized $Nil (2021 – $194,701) in share-based compensation expense for the fair value of stock options granted and vested.

The risk-free interest rate is the yield on a zero-coupon Canadian Treasury Bill of a term consistent with the assumed option life. The expected volatility is based on the Company's historical prices. The expected average option life is the average expected period to exercise, based on the historical activity patterns for options.

11. Related Party Transactions

Key management compensation

Key management consists of ValOre's directors and officers. In addition to management and consulting fees paid to these individuals, or companies controlled by these individuals, the Company provides non-cash benefits. The aggregate value of compensation with key management for the six months ended March 31, 2023 was $203,400 (2022 - $516,035) and was comprised of the following:

		Six months ended March 31, 2023		Six months ended March 31, 2022
Management and consulting fees	$	105,000	$	105,000
Directors' fees (included in Management and consulting fees in the Statements of Loss and Comprehensive Loss)		98,400		98,400
Share-based compensation		-		312,635
Total remuneration	**$**	203,400	**$**	516,035

The amounts charged to ValOre for the services provided have been determined by negotiation among the parties and, in certain cases, are covered by signed agreements.

Related party transactions and balances not disclosed elsewhere in these consolidated financial statements are as follows:

Other related party transactions

During the six months ended March 31, 2023, ValOre incurred a total of $30,000 (2022 - $30,000) in consulting fees and $10,910(2022 - $10,910) in rent from a company owned by a close family member of the CFO.

Due to/from related parties

As at March 31, 2023, $99,300 (September 30, 2022 - $nil) was owed to directors of the Company for director fees. This amount is included in accounts payable and accrued liabilities. Amounts due to related parties are unsecured, have no fixed repayments and are non-interest bearing.

(Unaudited - Expressed in Canadian Dollars)

Loan payable

During the six months ended March 31, 2023, the Company owed $1,100,000 in loan payable to the CEO of the Company and $12,500 to other related party (September 30, 2022 - $600,000) (Note 9).

12. Flow-through premium liability

Flow-through share premium liabilities include the liability portion of the flow-through shares issued. The following is a continuity schedule of the liability portion of the flow-through shares issuance.

Balance at September 30, 2021	**$**	**-**
Liability incurred on flow-through shares		366,667
Settlement of flow-through share liability on incurring expenditures		(366,667)
Balance at September 30, 2022	**$**	**-**

During November 2021, the Company completed a non-brokered private placement of 18,333,333 flow-through shares at a price of $0.60 per share for gross proceeds of $11,000,000. A premium of $0.02 per unit was received for the flow-through shares resulting in an initial liability of $366,667.

The flow-through liability is amortized to Other Income in the Statement of Loss and Comprehensive Loss, based on the percentage of the eligible expenditures incurred during the period. During the year ended September 30, 2022, the Company fulfilled its commitment.

13. Financial Instruments

Categories of financial assets and liabilities

The Company uses the following hierarchy for determining and disclosing the fair value of the financial instruments by valuation technique:

i) Level 1 – Applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

ii) Level 2 – Applies to assets or liabilities for which there are inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly such as quoted prices for similar assets or liabilities in active markets or indirectly such as quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions.

iii) Level 3 – Applies to assets or liabilities for which there are unobservable market data.

The fair value of the Company's accounts payable and accrued liabilities, and loan payable approximate carrying value which is the amount recorded on the statement of financial position due to their short-term nature. The Company's cash under the fair value hierarchy, is based on level one inputs.

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash. Management believes that the credit risk concentration with respect to cash, is remote as they relate to deposits with major financial institutions. The maximum credit risk as at March 31, 2023 was $2,164,070 (September 30, 2022 - $1,593,793).

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. At March 31, 2023, ValOre had a cash balance of $2,164,070 (September 30, 2022 - $1,593,793) to settle current liabilities of $3,295,598 (September 30, 2022 - $1,780,787).

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

(a) Interest rate risk

The interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As at March 31, 2023, the Company is not exposed to significant interest rate risk.

(b) Foreign currency risk

ValOre is exposed to foreign currency risk on fluctuations related to cash, and accounts payable and accrued liabilities, denominated in Brazilian Real. A 10% fluctuation between the Canadian dollar and the Brazilian real would impact profit or loss by approximately $4,000 (September 30, 2022 - $1,000).

(c) Price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities.

The Company closely monitors commodity prices of resources, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company. The Company maintains certain investments in marketable securities which are measured at fair value, being the closing price of each equity investment at the statement of financial position date. We are exposed to changes in share prices which would result in gains and losses being recognized in total comprehensive loss.

14. Capital Management

ValOre's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its exploration and evaluation assets and to maintain flexible capital structure for its projects for the benefit of its stakeholders.

In the management of capital, the Company includes the components of shareholders' equity.

ValOre manages the capital structure and makes adjustments to it in light of changes in the economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, enter into joint venture property arrangements, acquire or dispose of assets or adjust the amount of cash.

Management reviews the capital structure on a regular basis to ensure that the above-noted objectives are met. There were no changes in the Company's approach to capital management during the three ended March 31, 2023. The Company is not subject to externally imposed capital requirements.

(Unaudited - Expressed in Canadian Dollars)

15. Segment Information

The Company operates in one reportable segment, being the acquisition, exploration and evaluation of mineral resources. All of the Company's equipment and exploration and evaluation assets are located in Canada and Brazil**.** The Company's exploration activities are centralized whereby management of the Company is responsible for business results and the everyday decision-making. The Company's operations therefore are segmented on a geographic basis.

	March 31, 2023	September 30, 2022
Equipment		
Canada	$ 46,349	$ 62,069
Brazil	45,953	54,370
	92,302	116,439
Exploration and evaluation assets		
Canada	949,439	949,439
Brazil	8,918,450	8,918,450
	9,867,889	9,867,889
	$ 9,960,191	$ 9,984,328

16. Subsequent event

Subsequent the six months ended March 31, 2023, the following events took place:

- On April 10, 2023, the Company closed the first tranche, in the amount of $2,918,000 for 14,590,000 units non-brokered private placement of up to 17,500,000 units at a price of $0.20 per unit for gross proceeds of up to $3,500,000. Each unit consists of one common share in the capital of the Company and one-half of one non-transferable common share purchase warrant (each whole common share purchase warrant, a "warrant"). Each whole warrant is exercisable to acquire one Share at an exercise price of $0.30 per share for a period of 24 months from the date of issuance.

- On April 12, 2023, ValOre submitted an application for TSX Venture Exchange approval for the repricing of 11,550,000 options and 11,700,000 warrants granted and up to 8,750,000 warrants to be issued upon closing of the current ValOre private placement. The repricing of the options and warrants would only be completed subsequent to the closing of ValOre's previously announced disposition of the Angilak Property to Labrador Uranium Inc.

- On April 21, 2023, the Company closed the second and final tranche of non-brokered private placement. The second tranche consisted of 3,775,000 units at a price of $0.20 per unit for gross proceeds of $755,000. Each unit consists of one common share ("share") and one-half of one common share purchase warrant (each whole common share purchase warrant, a "warrant"). Each warrant will be exercisable into one share for $0.30 per share for a period of two years expiring April 21, 2025. The aggregate of the first and second tranche consisted of 18,365,000 units at a price of $0.20 per unit for total gross proceeds of $3,673,000.

- On May 9, 2023, the Company announced that in connection with the financial advisory services provided to the Company by Canaccord Genuity Corp. ("Canaccord") in connection with the transaction with Labrador (Note 6b), the Company has agreed, subject to the approval of the TSX Venture Exchange, to settle a portion of the fees payable to Canaccord by issuance of 1,793,900 shares of the Company at a price of $0.2231 per Company share. Shares issued to Canaccord are subject to a hold period of four months plus one day from the date of issuance.

- On May 10, 2023, the Company received $1,000,000 from Labrador Uranium Inc. to pay the expenses on the Angilak property (Note 6b).