
Condensed Interim Consolidated Financial Statements

Plato Gold Corp.

**For the Nine Months Ended September 30, 2022 and 2021
(Stated in Canadian Dollars)**

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NOTICE TO READER

The accompanying unaudited condensed interim consolidated financial statements have been prepared by the Company's management and the Company's independent auditors have not performed a review of these interim financial statements.

Plato Gold Corp.

Condensed Interim Consolidated Statements of Financial Position

Unaudited - See Notice to Reader

Stated in Canadian dollars

	September 30, 2022	December 31, 2021 (Audited)
Assets		
Current Assets		
Cash	\$ 144,094	\$ 112,731
Prepaid expenses	3,068	16,798
Other receivables (note 4)	21,961	9,661
	<u>169,123</u>	<u>139,190</u>
Portfolio Investments (note 5)	65,216	84,248
Mineral Properties and Deferred Exploration Costs (note 6)		
	<u>2,248,905</u>	<u>2,064,789</u>
	<u>\$ 2,483,244</u>	<u>\$ 2,288,227</u>
Liabilities		
Current Liabilities		
Accounts payable and accrued liabilities (note 12)	\$ 696,279	\$ 713,488
Due to related company (note 7)	57,089	6,545
Flow-through share premium liability (notes 9, 13)	42,525	11,929
	<u>795,893</u>	<u>731,962</u>
Loan Payable (note 8)	<u>30,476</u>	<u>32,079</u>
	<u>826,369</u>	<u>764,041</u>
Shareholders' Equity		
Share capital (note 9)	10,019,348	9,741,628
Warrants (note 10)	133,179	69,599
Contributed surplus	3,789,257	3,789,257
Deficit	(12,278,182)	(12,069,977)
Non-controlling interest	(6,727)	(6,321)
	<u>1,656,875</u>	<u>1,524,186</u>
	<u>\$ 2,483,244</u>	<u>\$ 2,288,227</u>

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

Approved on behalf of the Board

_____, "Anthony J. Cohen", Director

_____, "John H. Paterson", Director

Plato Gold Corp.

Condensed Interim Consolidated Statements of Loss and Comprehensive Loss

For the Three and Nine Months Ended September 30

Unaudited - See Notice to Reader

Stated in Canadian dollars

	Nine months ended		Three months ended	
	2022	2021	2022	2021
Income				
Investment income	\$ 1,704	\$ 850	\$ 499	\$ 304
Expenses				
Advisory fees	-	14,330	-	14,330
Bad debt expense	1,047	7,307	500	(309)
Consulting and director fees	750	750	250	250
Foreign exchange loss	604	170	359	-
Insurance	7,978	7,065	3,067	2,767
Interest accretion (note 8)	4,812	4,686	1,604	1,650
Interest and financing fees	841	849	199	306
Office and general	5,895	2,332	2,209	133
Professional fees	88,039	63,402	24,585	21,946
Publicity and advertising	4,174	27,211	500	8,625
Rent	1,800	1,800	600	600
Salaries and benefits	75	75	25	25
Share-based compensation (note 11)	-	178,251	-	-
Transfer and filing fees	46,345	26,811	13,026	5,210
Write-down of mineral properties (note 6)	82,777	10,186	12,961	5,655
Add (Less):				
Fair value adjustment on portfolio investments	66,066	24,730	7,544	778
Gain on revaluation of loan payable (note 8)	(6,415)	-	-	-
Government grant (note 8)	-	(13,470)	-	-
Realized gain on sale of portfolio investments	(47,069)	(20,846)	-	-
Flow-through share premium amortization (note 13)	(47,404)	(7,419)	(35,475)	(7,419)
	210,315	328,220	31,954	54,547
Net Loss and Comprehensive Loss	\$ (208,611)	\$ (327,370)	\$ (31,455)	\$ (54,243)
Attributable to:				
Equity holders of Plato Gold Corp.	(208,205)	(326,843)	(31,152)	(54,178)
Non-controlling Interest	(406)	(527)	(303)	(65)
Loss per Share - basic and diluted	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)
Weighted Average Number of Common Shares Outstanding - basic and diluted				
	222,369,380	212,247,929	227,524,413	216,465,717

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

Plato Gold Corp.

Condensed Interim Consolidated Statements of Changes in Shareholders' Equity

For the Nine Months Ended September 30

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Stated in Canadian dollars

	Share Capital			Contributed Surplus	Accumulated Deficit	Non- Controlling Interest	Total
	Shares	Amount	Warrants				
Balance - January 1, 2021	208,919,717	\$ 9,339,631	\$ 25,735	\$ 3,611,006	\$ (11,710,197)	\$ (5,669)	1,260,506
Flow-through shares issued from private placement (note 9)	5,100,000	204,000	-	-	-	-	204,000
Shares and warrants issued from private placement (note 9, 10)	1,900,000	53,246	41,754	-	-	-	95,000
Share and warrants issued to agents (note 9,10)	96,000	2,690	2,110	-	-	-	4,800
Share issuance costs (note 9)	-	(20,732)	-	-	-	-	(20,732)
Shares issued for mineral properties (notes 6(b), 9)	450,000	15,750	-	-	-	-	15,750
Share-based compensation (note 11)	-	-	-	178,251	-	-	178,251
Net loss and comprehensive loss	-	-	-	-	(326,843)	(527)	(327,370)
Balance - September 30, 2021	216,465,717	\$ 9,594,585	\$ 69,599	\$ 3,789,257	\$ (12,037,040)	\$ (6,196)	1,410,205

	Share Capital			Contributed Surplus	Accumulated Deficit	Non- Controlling Interest	Total
	Shares	Amount	Warrants				
Balance - January 1, 2022	219,465,717	\$ 9,741,628	\$ 69,599	\$ 3,789,257	\$ (12,069,977)	\$ (6,321)	1,524,186
Flow-through shares issued from private placement (note 9)	5,200,000	182,000	-	-	-	-	182,000
Shares and warrants issued from private placement (notes 9, 10)	3,100,000	91,420	63,580	-	-	-	155,000
Share issuance costs (note 9)	-	(3,200)	-	-	-	-	(3,200)
Shares issued for mineral properties (notes 6(b), 9)	300,000	7,500	-	-	-	-	7,500
Net loss and comprehensive loss	-	-	-	-	(208,205)	(406)	(208,611)
Balance - September 30, 2022	228,065,717	\$ 10,019,348	\$ 133,179	\$ 3,789,257	\$ (12,278,182)	\$ (6,727)	1,656,875

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

Plato Gold Corp.

Condensed Interim Consolidated Statements of Cash Flow
For the Nine Months Ended September 30
Unaudited - See Notice to Reader
Stated in Canadian dollars

	2022	2021
Cash Flows from Operating Activities		
Net loss and comprehensive loss	\$ (208,611)	\$ (327,370)
Items not involving cash		
Realized gain on disposition of portfolio investments	(47,069)	(20,846)
Interest accretion	4,812	4,686
Government grant	-	(13,470)
Gain on revaluation of loan payable	(6,415)	-
Write-down of mineral properties	82,777	10,186
Bad debt expense	1,047	7,307
Fair value adjustment on portfolio investments	66,066	24,730
Share-based compensation	-	178,251
Flow-through share premium amortization	(47,404)	(7,419)
	(154,797)	(143,945)
Changes in non-cash working capital		
Other receivables	(13,347)	(66)
Prepaid expenses	13,730	(45,944)
Accounts payable and accrued liabilities	(17,209)	7,073
	(171,623)	(182,882)
Cash Flows from Financing Activities		
Proceeds from issuance of flow-through shares	260,000	-
Proceeds from issuance of shares and warrants	155,000	350,000
Share and warrant issuance costs	(3,200)	(15,932)
Advances of loan payable	-	20,000
Due to related company	50,544	-
	462,344	354,068
Cash Flows from Investing Activities		
Mineral properties and deferred explorations costs	(259,393)	(123,822)
Proceeds from disposition of portfolio investments	35	11,136
	(259,358)	(112,686)
Change in cash	31,363	58,500
Cash - beginning of period	112,731	57,033
Cash - end of period	\$ 144,094	\$ 115,533

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

Plato Gold Corp.

Notes to the Condensed Interim Consolidated Financial Statements
For the Nine Months Ended September 30, 2022 and 2021
Unaudited - See Notice to Reader
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1. Nature of Operations

Plato Gold Corp. (the "Company" or "Plato") is an Ontario corporation formed by amalgamation on May 30, 2005. The primary offices are located at 1240 Bay Street, Suite 800, Toronto, Ontario M5R 2A7. The Company is listed on the TSX Venture Exchange (TSX-V: PGC), OTCQB Venture Market (OTCQB: NIOVF) and the Frankfurt Exchange (4Y7 OR WKN: A0M2QX).

The Company is a public gold and rare minerals exploration company with four projects. The first project, Good Hope Niobium Project consists of a total of 254 claims, consisting of 227 Single Cell Mining Claims and 27 Boundary Cell Mining Claims, and covers an area of approximately 5,146 hectares in the Killala Lake Area and Cairngorm Lake Area Townships, northwest of Marathon, Ontario. The second project, the Pic River Platinum Group Metals ("PGM") Project consists of a total of 111 Single Cell Mining Claims and covers an area of approximately 2,247 hectares in the Foxtrap Lake and Grain Township, Thunder Bay Mining District, in Ontario. The third project, the Lolita Project in Santa Cruz, Argentina, includes three adjoining concessions in Southern Argentina, which are held by the Company's 95% owned subsidiary, Winnipeg Minerals S.A. ("WMSA"). The fourth project, the Timmins Gold Project in Northern Ontario includes four properties (Guibord, Harker, Holloway and Marriott) in what is sometimes referred to as the Harker/Holloway gold camp located east of Timmins.

The Company is in the process of exploring its mineral properties and has not yet determined whether its properties contain economic mineral reserves. The recovery of amounts capitalized under mineral properties and deferred exploration costs is dependent upon the discovery of economically recoverable resources or reserves and upon future profitable production or sale of its interests, all of which are uncertain. Consequently, as of September 30, 2022, the Company considers itself to be an exploration and evaluation stage company with respect to these properties.

The Company has not yet realized profitable operations and has incurred significant losses to date resulting in a cumulative deficit of \$12,278,182 as at September 30, 2022. The Company's continued existence is dependent upon its ability to raise additional capital and/or obtaining financing from related parties and develop profitable operations. Management believes that it has the ability to raise the required additional funding. While management has been historically successful in raising the necessary capital, it cannot provide assurance that it will be able to execute on its business strategy or be successful in future financing activities. As at September 30, 2022, the Company's current liabilities exceed its current assets by \$626,770. Given the above, the Company has material uncertainties that may cast significant doubt upon the Company's ability to continue as a going concern.

Plato Gold Corp.

Notes to the Condensed Interim Consolidated Financial Statements
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1. Nature of Operations (continued)

COVID-19

In March 2020, the World Health Organization declared a global pandemic related to the outbreak of the novel strain of coronavirus, specifically identified as “COVID-19”. This has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures which include the implementation of travel bans, self-imposed quarantine periods, and social distancing have caused material disruption to businesses resulting in a global economic disruption. At the same time, global equity markets have experienced historic volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize domestic economic conditions. The duration and eventual impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions.

It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company in future periods.

COVID-19 has no physical impact on the mineralization (gold, niobium, platinum, etc.) on the four mineralize properties currently held by the Company. However, COVID-19 does significantly impact the daily operations of the Company, its exploration activities, its ability to access funds in the capital markets and its ability to continue as a going concern, all of which is difficult to determine at this time. No adjustments have been made to the consolidated financial statements in relation to the impact of COVID-19.

2. Basis of Presentation and Going Concern

The Company's condensed interim consolidated financial statements reflect the results of operations for the nine months ended September 30, 2022 and 2021, and the assets, liabilities and shareholders' equity as at September 30, 2022 and December 31, 2021.

The condensed interim consolidated financial statements include the accounts of the Company and its 95% owned subsidiary, Winnipeg Minerals S.A., an Argentinean company. All significant intercompany balances and transactions have been eliminated on consolidation.

a) Statement of Compliance

The Company's condensed interim consolidated financial statements have been prepared in accordance with IAS 34, Interim Financial Reporting ("IAS 34"). The IAS 34 interim financial statements do not include all of the information required for annual financial statements.

These condensed interim consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements for the year ended December 31, 2021.

The policies applied in the Company's condensed interim consolidated financial statements are in accordance with International Financial Reporting Standards ("IFRS") effective as of September 30, 2022 as issued by the International Accounting Standards Board. The date that the Board of Directors approved the statements is November 16, 2022.

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2. Basis of Presentation and Going Concern (continued)

b) Critical judgments, estimates, and assumptions

The preparation of the condensed interim consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions that affect assets and liabilities and disclosure of contingent assets and liabilities at the date of the condensed interim consolidated financial statements and the reported amounts of operations during the reporting period. Significant estimates and assumptions include those related to the following:

- the recoverability of the carrying value of the resource properties
- management's determination that there is no deferred tax asset recognized in these condensed interim consolidated financial statements
- the ability to continue as a going concern
- the value of options and warrants issued by the Company

The application of Company's accounting policy for mineral properties and deferred exploration costs requires judgment to determine whether future economic benefits are probable, from either future development or sale. There is no assurance that the Company has or will have commercially viable resources.

Determining the value of stock options and warrants involves the application of the Black-Scholes option-pricing model which requires the input of highly subjective assumptions that can materially affect the value. Significant estimates and assumptions are required for the volatility used in the Black-Scholes option-pricing model. The Company uses historical information of its own publicly traded common shares to determine the degree of volatility at the date when the stock options and warrants are granted. The degree of volatility will vary depending on when the stock options and warrants were granted, and the expected life.

While management believes that the estimates and assumptions are reasonable, actual results could differ from those estimates.

Management has also used its judgment in determining that the functional currency of the Company and its subsidiary is the Canadian dollar and the state of development of the mineral properties as the exploration stage.

c) Going Concern

The Company's ability to continue as a going concern is dependent upon, but not limited to, its ability to raise financing necessary to fund its exploration and development programs and general and administrative expenses, maintain its resource properties, discharge its liabilities as they become due and generate positive cash flows from operations. There is no certainty that the Company will be successful in raising financing given the current condition of the financial markets, and as such there is significant uncertainty the Company will be able to continue as a going concern.

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2. Basis of Presentation and Going Concern (continued)

c) Going Concern (continued)

The condensed interim consolidated financial statements are prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of the business. Accordingly, these condensed interim consolidated financial statements do not give effect to adjustments that may be necessary, should the Company be unable to continue as a going concern. If the going concern assumption is not used, then the adjustments required to report the Company's assets and liabilities at liquidation values could be material to these condensed interim consolidated financial statements.

3. Significant Accounting Policies

The Company's complete accounting policies have been included in the consolidated financial statements for the year ended December 31, 2021. The accounting policies the Company followed in preparing these condensed interim consolidated financial statements were the same as those applied by the Company in the annual consolidated financial statements as at and for the year ended December 31, 2021.

Changes in accounting standards effective January 1, 2022

The IASB issued an amendment to IAS 16, Property, Plant and Equipment, to prohibit the deducting from property, plant and equipment amounts received from selling items produced while preparing an asset for its intended use. Instead, sales proceeds and its related costs must be recognized in the statement of loss and comprehensive loss. The amendment will require companies to distinguish between costs associated with producing and selling items before the item of property, plant and equipment is available for use and costs associated with making the item of property, plant and equipment available for its intended use. The amendment is effective for annual periods beginning on or after January 1, 2022, with earlier application permitted. The adoption of this amendment did not have any impact on the Company's condensed interim consolidated financial statements.

4. Other Receivables

As at September 30, 2022, other receivables includes HST receivable of \$20,741 (December 31, 2021 - \$9,661). Due to the short-term nature, the carrying amount of the receivables approximates fair value.

Plato Gold Corp.

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5. Portfolio Investments

a) Kirkland Lake Gold Ltd. (formerly St. Andrew Goldfields Ltd.)

During the nine months ended September 30, 2022, Agnico Eagle Mines Limited completed a merger with Kirkland Lake Gold Ltd. and the combined entity is continued as Aginco Eagle Mines Limited. In connection with the merger, the Company received 793 shares of Aginco Eagle Mines Limited and cash proceeds of \$35 in exchange for the Company's 1,000 common shares of Kirkland Lake Gold Ltd. As a result of this transaction, the Company recorded a realized gain of \$47,069.

As at September 30, 2022, the Company holds Nil (December 31, 2021 - 1,000) common shares of Kirkland Lake Gold Ltd., with a fair value of \$Nil (December 31, 2021 - \$53,010).

b) Bonterra Resources Inc.

As at September 30, 2022, the Company holds 9,000 (December 31, 2021 - 9,000) common shares of Bonterra Resources Inc., with a fair value of \$4,500 (December 31, 2021 - \$11,520).

c) Monarch Mining Corporation

As at September 30, 2022, the Company holds 11,600 (December 31, 2021 - 11,600) common shares of Monarch Mining Corporation, with a fair value of \$812 (December 31, 2021 - \$8,120).

d) Yamana Gold Inc.

As at September 30, 2022, the Company holds 2,180 (December 31, 2021 - 2,180) common shares of Yamana Gold Inc., with a fair value of \$13,625 (December 31, 2021 - \$11,598).

e) Agnico Eagle Mines Limited

During the nine months ended September 30, 2022, Agnico Eagle Mines Limited completed a merger with Kirkland Lake Gold Ltd. and the combined entity is continued as Aginco Eagle Mines Limited. In connection with the merger, the Company received 793 shares of Aginco Eagle Mines Limited in exchange for the Company's 1,000 common shares of Kirkland Lake Gold Ltd.

As at September 30, 2022, the Company holds 793 common shares of Aginco Eagle Mines Limited, with a fair value of \$46,279.

The Company classifies all portfolio investments as Level 1 under the fair value hierarchy. There were no transfers between fair value levels during the nine months ended September 30, 2022.

Plato Gold Corp.

Notes to the Condensed Interim Consolidated Financial Statements

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Unaudited - See Notice to Reader

Stated in Canadian Dollars

6. Mineral Properties and Deferred Exploration Costs

	Good Hope Project	Pic River Project	Lolita Project	Timmins Gold Project	Total
Balance - December 31, 2014	\$ -	\$ -	\$ 316,964	\$ 1,025,067	\$ 1,342,031
Expenditures - January 1, 2015 to December 31, 2020	1,705,304	34,500	61,043	66,591	1,867,438
Write downs - January 1, 2015 to December 31, 2020	(12,943)	-	(378,007)	(1,091,658)	(1,482,608)
Balance - December 31, 2020	\$ 1,692,361	\$ 34,500	\$ -	\$ -	\$ 1,726,861
Acquisition costs	-	40,750	-	-	40,750
Exploration Costs	224,283	72,895	-	-	297,178
Other	-	-	5,794	9,233	15,027
Total Expenditures	224,283	113,645	5,794	9,233	352,955
Write-down of mineral property	-	-	(5,794)	(9,233)	(15,027)
Balance - December 31, 2021	\$ 1,916,644	\$ 148,145	\$ -	\$ -	\$ 2,064,789
	Good Hope Project	Pic River Project	Lolita Project	Timmins Gold Project	Total
Balance - December 31, 2021	\$ 1,916,644	\$ 148,145	\$ -	\$ -	\$ 2,064,789
Acquisition costs	-	32,500	-	-	32,500
Exploration costs	1,883	149,733	-	73,226	224,842
Other	-	-	7,081	2,470	9,551
Total expenditures	1,883	182,233	7,081	75,696	266,893
Write-down of mineral property	-	-	(7,081)	(75,696)	(82,777)
Balance - September 30, 2022	\$ 1,918,527	\$ 330,378	\$ -	\$ -	\$ 2,248,905

Plato Gold Corp.

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6. Mineral Properties and Deferred Exploration Costs (continued)

a) Good Hope Niobium Project

On May 31, 2017, the Company signed two Option Agreements, KL226 Option Agreement and KL37 Option Agreement to acquire 100% interest in the Good Hope Niobium Project in the Killala Lake area, near Marathon Ontario.

The Good Hope Niobium Property consists of a total of 254 claims, consisting of 227 Single Cell Mining Claims and 27 Boundary Cell Mining Claims, and covers an area of approximately 5,100 hectares in the Killala Lake Area and Cairngorm Lake Area Townships, northwest of Marathon, Ontario. The Good Hope Property is located approximately 45 kilometers northwest of Marathon and 28 km north of Highway 17. The property is readily accessible from Trans-Canada Highway 17 and Dead Horse Road. The Property is also in close proximity to the Hemlo gold mining camp.

On August 27, 2019, the Company announced that it had met all of the terms of the KL37 and KL226 Option Agreements and the Company owns 100% of the Good Hope Niobium claims.

The following terms remain for the KL226 and KL37 Option Agreements:

- i) A 3% Net Smelter Return Royalty to Optionors, with first right of refusal for 50% buy back for \$1,500,000.
- ii) A 3% Gross Overriding Royalty from the production of diamonds only to Optionors, with first right of refusal for 50% buy back for \$1,500,000.
- iii) Performance Shares of 1,000,000 common shares to Optionors, if a NI 43-101 compliant resource exceeding 100 million tonnes of Nb205/P205 and an additional 2,000,000 common shares to Optionors, upon a positive bankable feasibility study.
- iv) 10% of the sale price or option price in cash or shares to Optionors, if the KL226 or KL37 claims are sold or optioned to a third party.

b) Pic River Project

On January 28, 2020, the Company entered into an Option Agreement to acquire 100% interest in the Pic River PGM Project in Foxtrap Lake and Grain Township, Thunder Bay Mining District, in Ontario. The Optionors are Rudolf Wahl (70%) and Mike Dorval (30%). On April 28, 2020, the Option Agreement was amended with an additional 6 new claims to the total property.

The Pic River PGM Project consists of a total of 111 Single Cell Mining Claims and covers an area of approximately 2,247 hectares in the Foxtrap Lake and Grain Township, Thunder Bay Mining District, in Ontario.

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6. Mineral Properties and Deferred Exploration Costs (continued)

b) Pic River Project (continued)

The Company, as the Optionee, will earn in for 100% interest in the project claims upon completion of the following:

i) Total cash payment of \$125,000 as follows:

- i) \$10,000 to Optionors within 7 days of signing of the Pic River PGM Option Agreement
- ii) \$15,000 to Optionors within 6 months of the TSXV approval
- iii) \$25,000 to the Optionors on or before the 1st, 2nd, 3rd and 4th anniversary of the TSXV approval

ii) Total payment of 1,650,000 common shares

- i) 300,000 common shares to Optionors within 15 days of TSXV approval
- ii) 450,000 common shares to Optionors on or before the 1st anniversary of the TSXV approval
- iii) 300,000 common shares to the Optionors on or before the, 2nd, 3rd and 4th anniversary of the TSXV approval

iii) Combined exploration expenditures of \$160,000

- i) \$40,000 on or before the 1st anniversary of the TSXV approval
- ii) \$120,000 on or before the 4th anniversary of the TSXV approval

On January 20, 2021, the Option agreement was amended such that the Company is only required to incur total exploration expenditures of \$160,000 on or before the 4th anniversary of the TSXV approval. All other terms of the Option Agreement remain unchanged.

In addition, the Pic River PGM Option Agreement includes:

- i) A 3% Net Smelter Return royalty to Optionors, with the first right of refusal for 50% buy back for \$1,500,000.
- ii) A 3% Gross Overriding royalty from the production of diamonds only to Optionors, with first right of refusal for 50% buy back for \$1,500,000.
- iii) Performance Shares of 1,000,000 common shares to Optionors, if a NI 43-101 compliant resource exceeding 1 million ounces of platinum equivalent, and an additional 1,000,000 common shares to Optionors, upon a positive bankable feasibility study.
- iv) 10% of the sale price or option price in cash or shares to Optionors, if the Pic River PGM Project claims are sold or optioned to a third party.

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6. Mineral Properties and Deferred Exploration Costs (continued)

b) Pic River Project (continued)

On January 28, 2020, the Company issued 300,000 common shares and cash payment of \$10,000 to the Optionors pursuant to the agreement. On June 22, 2020, the Company paid a cash payment of \$15,000 to the Optionors pursuant to the agreement.

On January 20, 2021, the Company issued 450,000 common shares and cash payment of \$25,000 to the Optionors pursuant to the agreement.

On January 10, 2022, the Company issued 300,000 common shares and cash payment of \$25,000 to the Optionors pursuant to the agreement.

c) Lolita Project

On August 27, 2007, the Company entered into an agreement to acquire a 75% interest in the Lolita Property in Argentina.

Upon completion of the initial expenditures, a Joint Work Program for up to US\$500,000 was jointly developed and financed 75% by the Company and 25% by the other party ("Lhotka"). The agreement allows that Lhotka shall have its Joint Venture interest in the property diluted by 5% for each US\$100,000 in expenditures spent by the Company, if Lhotka declines its portion of the expenditure. Lhotka's interest in the property shall not be reduced to less than 2%, unless otherwise agreed by the parties, and Lhotka is entitled to receive a 2% Net Smelter Royalty ("NSR"). The Company has available an option to purchase the NSR for US\$500,000.

With the completion of the initial expenditures, registration of ownership of the property proceeded in accordance with the Joint Venture Agreement. As of August 9, 2011, Winnipeg Minerals S.A. ("WMSA") was incorporated in Argentina with the Company holding 75% and Lhotka holding 25% of the outstanding shares. The mineral claims were subsequently transferred to WMSA as of November 14, 2011.

On August 31, 2020, in accordance with the joint venture agreement, the Company recorded cumulative expenditures above \$400,000 and thus the parties agreed to dilute the Lhotka interest by 20%. Accordingly, the Lhotka contribution outstanding after the incorporation of WMSA will be recorded as settled in full. As well, the Company's holding in WMSA increased to 95%. Accordingly, as of August 31, 2020, Lhotka's outstanding contribution is \$Nil.

Effective September 1, 2020, the allocation of expenditures will be based on the 95% interest for the Company and 5% for Lhotka until cumulative expenditures exceed \$500,000. The Company reported total due from Lhotka at December 31, 2020 of \$145, offset by a full valuation allowance.

As of September 30, 2022, the cumulative loan to WMSA and expenses incurred by the Company after the incorporation of WMSA totals \$193,972 (December 31, 2021 - \$153,967) with Plato accounting for \$191,109 (December 31, 2021 - \$153,104) and Lhotka \$2,863 (December 31, 2021 - \$863).

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6. Mineral Properties and Deferred Exploration Costs (continued)

c) Lolita Project (continued)

During the nine months ended September 30, 2022, Lhotka paid \$863 to the Company for Lhotka's the share of the cumulative loan to WMSA and expenses incurred as of December 31, 2021.

The option agreement, including the amendment, was in good standing as of September 30, 2022 and there are no breaches of any covenants, terms or conditions in respect thereof.

Pursuant to an impairment analysis performed on the Company's Lolita property as at December 31, 2015, the Company decided to write down the carrying value of the property totaling \$321,275 to \$Nil. While the Company's interest in the Lolita project remains unchanged for the nine months ended September 30, 2022, the Company has determined not to substantiate the carrying value of the properties until there are expenditures by the Company on exploration and evaluation of mineral resources for this property. Accordingly, all costs incurred to date were written off as an impairment loss. Should a valuation analysis be performed in the future such that the estimated recoverable amount of the Lolita property is greater than the carrying amount of \$Nil, the impairment losses recognized in prior years could reverse in part, or in full.

In this situation, the carrying amount could be increased to an amount that does not exceed the original carrying amount that would have been determined had no impairment loss been recognized for the Lolita property in prior years. As of September 30, 2022, the Company has incurred and written down \$390,882 (December 31, 2021 - \$383,801) of project related costs.

d) Timmins Gold Project

The Timmins Gold Project is comprised of four properties along the DestorPorcupine Fault Zone located east of Timmins. The properties are comprised of 4 leases and 98 claims. The Company holds 100% interest in the Holloway and Marriott Properties. The Company holds 50% interest in the Guibord property with the remaining 50% held by Osisko, of which 10% is beneficially held for Kirland Lake. The Company holds 20% interest in the Harker property with the remaining 80% held by Osisko. The properties are subject to a 2% net smelter royalty held by a former director of the Company.

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6. Mineral Properties and Deferred Exploration Costs (continued)

d) Timmins Gold Project (continued)

Pursuant to an impairment analysis performed on the Company's Timmins property as at December 31, 2015, the Company decided to write down the carrying value of the property at December 31, 2015 totaling \$1,010,246 to \$Nil. While the Company's interest in the Timmins project remains unchanged for the period ended September 30, 2022, the Company has determined not to substantiate the carrying value of the properties until there are expenditures by the Company on exploration and evaluation of mineral resources for this property. Accordingly, all costs incurred to date were written off as an impairment loss. Should a valuation analysis be performed in the future such that the estimated recoverable amount of the Timmins property is greater than the carrying amount of \$Nil, the impairment losses recognized in prior years could reverse in part, or in full. In this situation, the carrying amount could be increased to an amount that does not exceed the original carrying amount that would have been determined had no impairment loss been recognized for the Timmins property in prior years. As of September 30, 2022, the Company has incurred and written down \$1,176,587 (December 31, 2021 - \$1,100,891) of project related costs.

7. Due to Related Company

As at September 30, 2022, the Company owes \$57,089 (December 31, 2021 - \$6,545) to a related company. Amounts due to the related company are non-interest bearing, unsecured and due on demand. The Company and the related company have a director in common. This director is also a shareholder and an officer of both companies.

8. Loan Payable

On November 19, 2020, the Company obtained a \$40,000 interest-free loan from the Government of Canada under the Canada Emergency Business Account ("CEBA") COVID-19 Economic Response Plan. The loan is interest free until December 31, 2022. If the Company has repaid at least \$30,000 of the loan balance by December 31, 2022, the remaining \$10,000 balance is forgiven. If \$30,000 of the loan is not repaid by December 31, 2022, an interest rate of 5% per annum is charged on the remaining balance with interest payable on the last day of each month and the outstanding loan balance payable in full by December 31, 2025. The \$40,000 of loan proceeds were initially recorded at fair value of \$18,713 using an effective rate of 25% to determine the fair value of the interest-free period. The difference between the amount received in cash and the related fair value was recognized as a government grant on the condensed consolidated statements of loss and comprehensive loss.

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8. Loan Payable (continued)

On February 2, 2021, the Company obtained additional \$20,000 of loan proceeds as part of the expansion of the CEBA program. The terms of the CEBA program were amended such that if the Company has repaid at least \$40,000 of the loan balance by December 31, 2022, the remaining \$20,000 balance is forgiven. The additional \$20,000 loan proceeds were initially recorded at fair value of \$6,530 using an effective rate of 25% to determine the fair value of the interest-free period. The difference between the amount received in cash and the related fair value was recognized as a government grant on the consolidated statements of loss and comprehensive loss.

During the nine months ended September 30, 2022, the repayment deadline for the CEBA loan to qualify for the partial loan forgiveness was extended from December 31, 2022 to December 31, 2023.

The summary of the residual value of the loan is as follows:

Balance - January 1, 2021	\$ 19,251
Loan received	20,000
Fair value adjustment attributed to government grant	(13,470)
Payments	-
Interest accretion	6,298
Balance - December 31, 2021	<u>\$ 32,079</u>
Balance - January 1, 2022	\$ 32,079
Loan received	-
Fair value adjustment	(6,415)
Payments	-
Interest accretion	4,812
Balance - September 30, 2022	<u>\$ 30,476</u>

As at September 30, 2022, the loan payable has a face value of \$60,000 (December 31, 2021 - \$60,000).

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9. Share Capital

a) Authorized:

Unlimited common shares
Unlimited preferred shares

b) Common Shares Issued and Outstanding

	<u>Number</u>	<u>Amount</u>
Balance - January 1, 2021	208,919,717	\$ 9,339,631
Issued for:		
Option agreement payment (note 6 (b)) (i)	450,000	15,750
Flow-through share private placements completed on June 10, 2021 (ii)	5,100,000	204,000
Private placements completed on June 10, 2021 (ii)	1,900,000	53,246
Shares issued to agents (ii)	96,000	2,690
Share issuance costs (ii)	-	(20,732)
Private placements completed on December 22, 2021 (iii)	3,000,000	150,000
Share issuance costs (iii)	-	(2,957)
Balance - December 31, 2021	<u>219,465,717</u>	<u>\$ 9,741,628</u>
Balance - January 1, 2022	219,465,717	\$ 9,741,628
Issued for:		
Option agreement payment (note 6 (b)) (iv)	300,000	7,500
Flow-through share private placements completed on July 6, 2022 (iv)	5,200,000	182,000
Private placements completed on July 6, 2022 (iv)	3,100,000	91,420
Share issuance costs (iv)	-	(3,200)
Balance - September 30, 2022	<u>228,065,717</u>	<u>\$ 10,019,348</u>

During the year ended December 31, 2021, the following transactions occurred:

(i) On January 20, 2021, the Company issued 450,000 shares pursuant to an Option Agreement. The common share issuance was valued at \$15,750 based on the Company's common share close price of \$0.03 on the date of issuance. See note 6 (b) for more information regarding the Option Agreement and share issuance.

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9. Share Capital (continued)

(ii) On June 10, 2021, Company completed a non-brokered private placement and issued 5,100,000 flow-through common shares at a price \$0.05 each for total gross proceeds of \$255,000. In connection with the issuance of the 5,100,000 flow-through common shares, the Company recognized a flow-through share premium liability of \$51,000 and the remaining \$204,000 was recognized as share capital. The flow-through share premium liability was calculated based on the difference between the subscription of \$0.05 and the Company's common share close price of \$0.04 on the date of issuance.

Management and a Corporation controlled by a director participated in the private placements and contributed \$110,000 to the Company in exchange for 2,200,000 flow-through common shares.

Concurrent with the issuance of the flow-through shares, the Company also issued 1,900,000 regular units at a price of \$0.05 each for total gross proceeds of \$95,000. Each unit consists of one (1) common share and one (1) common share purchase warrant. Each warrant entitles the holder to purchase one (1) common share at a price of \$0.07 per common share for a period of 24 months. The Company allocated \$53,246 of the proceeds to common shares and \$41,754 of the proceeds to warrants.

Management participated in the private placements and contributed \$55,000 to the Company in exchange for 1,100,000 units.

In connection with the June 10, 2021 private placements, the Company paid cash commissions of \$4,800 to certain agents who introduced investors to the Company. The Company also issued 96,000 units to the agents. Each unit consists of one (1) common share and one (1) common share purchase warrant. Each warrant entitles the holder to purchase one (1) common share at a price of \$0.07 per common share for a period of 24 months. The units issued to agents were valued at \$4,800 of which \$2,690 was allocated to common shares and \$2,110 was allocated to warrants. In total, the Company incurred share issuance costs of \$20,732 which included \$15,932 of cash costs and non-cash costs of \$4,800 for the units issued to agents.

(iii) On December 22, 2021, Company completed a non-brokered private placement and issued 3,000,000 common shares at a price of \$0.05 per share and aggregate proceeds of \$150,000. A Corporation controlled by a director participated in the private placement and contributed \$75,000 to the Company in exchange for 1,500,000 common shares. In connection with the private placement, the Company incurred share issuance costs of \$2,957.

During the nine months ended September 30, 2022, the following transactions occurred:

(iv) On January 10, 2022, the Company issued 300,000 shares pursuant to an Option Agreement. The common share issuance was valued at \$7,500 based on the Company's common share close price of \$0.025 on the date of issuance. See note 6 (b) for more information regarding the Option Agreement and share issuance.

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9. Share Capital (continued)

(v) On July 6, 2022, the Company completed a non-brokered private placement and issued 5,200,000 flow-through shares at a price of \$0.05 per flow-through share for gross proceeds of up to \$260,000. In connection with the issuance of the 5,200,000 flow-through common shares, the Company recognized a flow-through share premium liability of \$78,000 and the remaining \$182,000 was recognized as share capital. The flow-through share premium liability was calculated based on the difference between the subscription price of \$0.05 and the Company's common share close price of \$0.035 on the date of issuance.

Concurrent with the issuance of the flow-through shares, the Company also issued 3,100,000 regular units at price of \$0.05 per Unit for gross proceeds of \$155,000. Each Unit consists of one (1) common share and one (1) common share purchase warrant. Each warrant entitles the holder to purchase one (1) common share at a price of \$0.07 per common share for a period of twenty-four (24) months. The Company allocated \$91,420 of the proceeds to commons shares and \$63,580 of the proceeds to warrants.

Management participated in the private placements and contributed \$100,000 to the Company in exchange for 2,000,000 units.

In connection with the closing of the private placements, eligible finders who introduced investors to the Offering were paid an aggregate cash commission of \$3,200.

10. Warrants

a) A summary of the status of the Company's warrants is as follows:

	Number	Amount	Weighted Average Exercise Price
Balance - January 1, 2020	1,100,000	\$ 25,735	\$ 0.10
Issued - June 10, 2021 (i)	1,900,000	41,754	0.07
Issued to agents - June 10, 2021(i)	96,000	2,110	0.07
Balance - December 31, 2021	3,096,000	\$ 69,599	\$ 0.08
Issued - July 6, 2022 (ii)	3,100,000	63,580	0.07
Balance - September 30, 2022	6,196,000	\$ 133,179	\$ 0.08

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10. Warrants (continued)

During the year ended December 31, 2021, the following transactions occurred:

(i) On June 10, 2021, the Company completed a non-brokered private placement of 1,900,000 units at a price of \$0.05 each for total gross proceeds of \$95,000. Each unit consists of one (1) common share and one (1) common share purchase warrant. Each warrant entitles the holder to purchase one (1) common share at a price of \$0.07 per common share for a period of 24 months. The Company allocated \$53,246 of the proceeds to common shares and \$41,754 of the proceeds to warrants.

In connection with the June 10, 2021 private placements (see note 9), the Company issued 96,000 units to the agents. Each unit consists of one (1) common share and one (1) common share purchase warrant. Each warrant entitles the holder to purchase one (1) common share at a price of \$0.07 per common share for a period of 24 months. The units issued to agents were valued at \$4,800 of which \$2,690 was allocated to common shares and \$2,110 was allocated to warrants.

The fair value of the Warrants was estimated at the grant date based on the Black-Scholes pricing model, using the following assumptions:

Expected dividend yield	Nil
Risk-free interest rate	0.32%
Expected life	2 years
Expected volatility	196%
Share price	\$0.04

During the nine months ended September 30, 2022, the following transactions occurred:

(ii) On July 6, 2022, the Company completed a non-brokered private placement of 3,100,000 units at price of \$0.05 each for total gross proceeds of \$155,000. Each unit consists of one (1) common share and one (1) common share purchase warrant. Each warrant entitles the holder to purchase one (1) common share at a price of \$0.07 per common share for a period of twenty-four (24) months. The Company allocated \$91,420 of the proceeds to commons shares and \$63,580 of the proceeds to warrants.

The fair value of the Warrants was estimated at the grant date based on the Black-Scholes pricing model, using the following assumptions:

Expected dividend yield	Nil
Risk-free interest rate	3.10%
Expected life	2 years
Expected volatility	171%
Share price	\$0.035

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11. Share-Based Compensation

a) Stock Option Plan

The Board of Directors has adopted a stock option plan for the Company (the “Plan”). Pursuant to the Plan, the Board of Directors may, from time to time at its discretion, allocate non-transferable options to purchase shares to directors, officers, employees and consultants of the Company.

Under the Plan, the aggregate number of shares to be issued upon the exercise of options granted thereunder may not exceed 10% of the number of issued and outstanding shares at the time of granting the options. Options shall expire no later than ten years after the date of grant.

The exercise price of options granted pursuant to the Plan shall be established based on the average closing price of the shares for the five days prior to the date of grant or such other method of pricing as may be acceptable to the stock exchange on which the shares are listed. The options shall vest and may be exercised as determined by a resolution of the Board of Directors.

b) A summary of changes to stock options is as follows:

	Number	Weighted Average Exercise Price
Balance - January 1, 2021	14,030,000	\$ 0.10
Granted/vested	5,100,000	0.05
Expired	(2,150,000)	-
Balance - December 31, 2021 and September 30, 2022	<u>16,980,000</u>	<u>\$ 0.085</u>

All outstanding options have fully vested and are exercisable.

(i) On April 22, 2021, the Company granted 5,100,000 of options to its directors, officers and consultants. Each option entitles the holder to acquire one common share of the Company at an exercise price of \$0.05 per share for a period up to 10 years from the date the option was granted. The stock options vest immediately upon grant and are exercisable.

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11. Share-Based Compensation (continued)

The Company recorded share-based compensation expense of \$178,251 on the consolidated statement of loss and comprehensive loss for the 5,100,000 stock options granted. The fair value of the options granted was estimated at the grant date based on the Black-Scholes pricing model, using the following assumptions:

Expected dividend yield	Nil
Risk-free interest rate	1.61%
Expected life	10 years
Expected volatility	204%
Stock price	\$0.035

During the year ended December 31, 2021, 2,150,000 options belonging to the Company's directors, officers and consultants expired unexercised.

- c) As at September 30, 2022, the following options were outstanding and exercisable:

Exercise Price	Number of Options		Expiry Date
	Unvested	Vested	
\$ 0.100	-	6,630,000	October 29, 2028
\$ 0.100	-	5,250,000	April 23, 2029
\$ 0.050	-	5,100,000	April 22, 2031
	-	16,980,000	

12. Related Party Transactions

During the nine months ended September 30, 2022, the Company:

- a) Incurred rent of \$1,800 (2021 - 1,800) with a related company. The Company and the related company have an officer in common. This officer is also a director and shareholder of both companies. As at September 30, 2022, accounts payable and accrued liabilities included \$18,000 (December 31, 2021 - \$16,200) related to rent payable.
- b) Incurred consulting fees of \$75 (2021 - \$75) with the Company's CFO. As at September 30, 2022, accounts payable and accrued liabilities included \$72,075 (December 31, 2021 - \$126,000) of consulting fees payable to the CFO.
- c) As at September 30, 2022, accounts payable and accrued liabilities included \$14,950 (December 31, 2021 - \$14,950) of consulting fees payable to the former Corporate Secretary.
- d) Incurred consulting fees of \$75 (2021 - \$75) with the Company's current Corporate Secretary. As at September 30, 2022, accounts payable and accrued liabilities included \$75 (December 31, 2021 - \$Nil) of consulting fees payable to the current Corporate Secretary.

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12. Related Party Transactions (continued)

- e) Incurred salaries of \$75 (2021 - \$75) with the Company's CEO. As at September 30, 2022, accounts payable and accrued liabilities included \$75 (December 31, 2021 - \$Nil) of salaries payable to the current Corporate Secretary.
- f) Incurred directors fees of \$375 (2021 - \$375). As at September 30, 2022, accounts payable and accrued liabilities included \$43,825 (December 31, 2021 - \$43,450) of directors' fees payable.
- g) Other related party transaction information is disclosed in notes 7 and 9.

13. Flow-Through Share Premium Liability

The following is a continuity schedule of the liability portion of the Company's flow-through share issuances:

Balance - January 1, 2021	\$ -
Liability incurred on flow-through shares issued on June 10, 2021 (note 9)	51,000
Settlement of flow-through shares liability on incurring expenditures	<u>(39,071)</u>
Balance - December 31, 2021	<u>\$ 11,929</u>
Balance - January 1, 2022	\$ 11,929
Liability incurred on flow-through shares issued on July 6, 2022 (note 9)	78,000
Settlement of flow-through shares liability on incurring expenditures	<u>(47,404)</u>
Balance - September 30, 2022	<u>\$ 42,525</u>

During the year ended December 31, 2021, the following transactions occurred:

On June 10, 2021, the Company issued 5,100,000 flow-through common shares at a price \$0.05 each for total gross proceeds of \$255,000. Under the terms of the flow-through share subscription agreements, the Company agreed to incur \$255,000 of qualified Canadian resource expenditures (the "expenditures") by December 31, 2022 and renounced those expenditures to investors effective December 31, 2021. As at September 30, 2022, the Company has incurred the required \$255,000 (December 31, 2021 - \$195,353) of expenditures.

During the nine months ended September 30, 2022, the following transactions occurred:

On July 6, 2022, the Company issued 5,200,000 flow-through common shares at a price \$0.05 each for total gross proceeds of \$260,000. Under the terms of the flow-through share subscription agreements, the Company agreed to incur \$260,000 of qualified Canadian resource expenditures (the "expenditures") by December 31, 2023 and renounced those expenditures to investors effective December 31, 2022. As at September 30, 2022, the Company has incurred \$118,247 of expenditures.

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14. Financial Instruments

a) Liquidity Risk

Liquidity risk refers to the risk that the Company will not be able to meet its financial obligations when they become due. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities as they become due. As at September 30, 2022, the Company had current assets of \$169,123 (December 31, 2021 - \$139,190) to settle current liabilities of \$795,893 (December 31, 2021 - \$731,962). With the exception of flow-through share premium liability and loan payable, all of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

The Company has no income and relies on equity financing to support its exploration program. Additional financing is required to fund the related operating expenses required to manage the Company through fiscal 2022. Management prepares budgets and ensures funds are available prior to commencement of any exploration program. During the year ended December 31, 2021, the Company received the majority of its financing from private placements.

b) Credit Risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfil its payment obligations. The Company's credit risk relates to cash and other receivables. Cash is held with a reputable financial institution and is closely monitored by management. Other receivables includes HST receivable of \$20,741 (December 31, 2021 - \$9,661).

c) Market Risk

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

(i) Foreign Exchange Risk

The Company is exposed to financial risk related to foreign exchange rates. The Company operates in Canada and Argentina. A significant change in the currency exchange rates between the Canadian dollar and Argentinean peso could have an effect on the Company's results of operations.

At September 30, 2022, the Company is exposed to currency risk through Argentinean cash expressed in Canadian dollars of \$186 (December 31, 2021 - \$523). A 10% depreciation or appreciation of the Canadian dollar against the Argentinean peso would result in an increase/decrease of approximately \$19 (December 31, 2021 - \$52) the Company's consolidated statement of loss and comprehensive loss.

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14. Financial Instruments (continued)

c) Market Risk (continued)

(ii) Equity Price Risk

The Company is exposed to price risk with respect to 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. The Company's portfolio investments are subject to fair value fluctuations arising from changes in the equity market. As at September 30, 2022, should the equity prices of the Company's holdings increase or decrease by 5%, the impact on net loss and comprehensive loss would be approximately \$3,261 (December 31, 2021 - \$4,213).

15. Capital Disclosures

The Company's objective when managing capital is to raise sufficient funds to execute its exploration plan. As at September 30, 2022, the Company's capital consists of shareholders' equity in the amount of \$1,656,875 (December 31, 2021 - \$1,524,186) and long-term loan payable of \$30,476 (December 31, 2021 - \$32,079).

The properties in which the Company currently has an interest are in the exploration stage; as such, the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed.

The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company does not have any externally imposed capital requirements. There were no changes in the Company's approach to capital management during the nine months ended September 30, 2022.