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BENZ MINING
CORP.

Financial Statements
April 30, 2023
(Expressed in Canadian dollars)

INDEPENDENT AUDITORS' REPORT

To the shareholders of Benz Mining Corp.:

Opinion

We have audited the financial statements of Benz Mining Corp. [the "Company"], which comprise the statements of financial position as at April 30, 2023 and 2022, and the statements of operations and comprehensive loss, changes in equity and cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Company as at April 30, 2023 and 2022, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards ["IFRSs"].

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the financial statements, which indicates that the Company has not earned significant revenues as at April 30, 2023 and is dependent upon the future receipt of financing to maintain its operations. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the year ended April 30, 2023. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

In addition to the matter described in the *Material Uncertainty Related to Going Concern* section, we have determined the matter described below to be a key audit matter to be communicated in our auditors' report.

Assessment of Impairment Indicators of Exploration and Evaluation Assets

Description of the matter

We draw attention to Note 2, *Significant Accounting Judgements and Estimates*, Note 3, *Significant Accounting Policy for Impairment*, and Note 5, *Exploration and Evaluation Assets* to the financial statements. The Company has exploration and evaluation assets with a carrying amount of \$2,157,307 at April 30, 2023.

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At each reporting period, management assesses whether there is an indication that the carrying value of exploration and evaluation assets may not be recoverable. Management applies significant judgement in assessing whether indicators of impairment exist that necessitate impairment testing. Internal and external factors, such as (i) a significant decline in the market value of the Company's share price; (ii) changes in the Company's assessment of whether commercially viable quantities of mineral resources exist within the properties; and (iii) changes in metal prices, capital and operating costs, are evaluated by management in determining whether there are any indicators of impairment.

Management determined that there were no indicators of impairment for its exploration and evaluation assets as at April 30, 2023.

Why the matter is a key audit matter

We considered this a key audit matter due to (i) the significance of the exploration and evaluation assets balance and (ii) the significant audit effort and subjectivity in applying audit procedures to assess the factors evaluated by management in its assessment of impairment indicators, which required significant management judgement.

How the matter was addressed in the audit

In order to address this key audit matter, we evaluated and assessed the reasonableness of management's assessment of impairment indicators, which included the following:

- Confirmed that the Company's right to explore the properties had not expired;
- Assessed the Company's market capitalization in comparison to the Company's net assets, which may be an indication of impairment;
- Reviewed exploration budgets and technical reports to assess that further exploration and evaluation work is planned, and tested, on a sample basis, expenditures incurred during the current reporting period to assess that substantive expenditures have occurred;
- Assessed whether sufficient data exists to indicate that the carrying amount of an exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale;
- Assessed the completeness of the factors that could be considered indicators of impairment, including consideration of evidence obtained in other areas of the audit;
- Evaluated management's assessment of impairment indicators;
- Obtained management's written representations regarding the Company's future plans for the exploration and evaluation assets; and
- Assessed the reasonability of the Company's financial statement disclosure regarding their exploration and evaluation assets.

Other Information

Management is responsible for the other information. The other information comprises the Management's Discussion and Analysis, which we obtained prior to the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audits of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this, we are required to report that fact. We have nothing to report in this regard.

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Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with IFRSs, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

For the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors report unless law or regulation precludes public disclosure about the matter, or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Brandon J. David.

Lancaster & David

CHARTERED PROFESSIONAL ACCOUNTANTS

Vancouver, BC
July 28, 2023

Benz Mining Corp.

Statements of Operations and Comprehensive Loss

			Year ended April 30, 2023	Year ended April 30, 2022
	Note			
Operating Costs				
Exploration and evaluation costs	5, 6	\$	5,644,976	\$ 19,034,483
Listing and filing fees			93,461	141,752
Management and consulting fees	6		730,030	768,646
Office and miscellaneous			199,176	130,348
Professional fees			116,213	118,786
Share-based payments	8		-	4,994
Shareholder information			88,815	112,578
Loss from operations		\$	(6,872,671)	\$ (20,427,771)
Other income (expense)				
Foreign exchange		\$	78,078	\$ (46,453)
Interest Income			119,018	\$ 23,833
Settlement of flow-through share premium liability	7		1,898,613	7,813,644
Net loss and comprehensive loss		\$	(4,776,962)	\$ (12,636,747)
Loss per share - basic and diluted				
		\$	(0.04)	\$ (0.12)
Weighted average number of shares outstanding - basic and diluted				
			122,250,955	106,130,750

See accompanying notes to the financial statements

Benz Mining Corp.
Statements of Financial Position

	Note	April 30, 2023	April 30, 2022
ASSETS			
Current Assets			
Cash and cash equivalents		\$ 10,132,350	\$ 2,782,026
Sales taxes recoverable		537,616	1,225,057
Other receivables	4	69,837	168,885
Prepaid expenses and deposits		176,891	56,000
Total current assets		\$ 10,916,694	\$ 4,231,968
Exploration and evaluation assets	5	2,157,307	1,826,667
Total assets		\$ 13,074,001	\$ 6,058,635
LIABILITIES			
Current Liabilities			
Trade and other payables	6	\$ 1,194,390	\$ 2,544,545
Flow-through share premium liability	7	3,113,835	-
Total current liabilities		\$ 4,308,225	\$ 2,544,545
EQUITY			
Common shares	8	\$ 34,959,037	\$ 23,648,836
Equity reserves	8	4,666,769	8,863,788
Deficit		(30,860,030)	(28,998,534)
Total equity		\$ 8,765,776	\$ 3,514,090
Total liabilities and equity		\$ 13,074,001	\$ 6,058,635

Nature of Operations and Going Concern (Note 1)
Subsequent Events (Note 12)

These financial statements are authorized for issue by the Board of Directors on July 28, 2023

Approved by the Board of Directors:

(Signed) Evan Cranston
Evan Cranston, Chairman of the Board

(Signed) Mathew O'Hara
Mathew O'Hara, Director

See accompanying notes to the financial statements

Benz Mining Corp.

Statements of Cash Flows

	Note	Year ended April 30, 2023	Year ended April 30, 2022
Cash Flow from Operating Activities			
Net loss for the year		\$ (4,776,962)	\$ (12,636,747)
Adjustments for non-cash items:			
Share based payments	8	-	4,994
Settlement of flow-through share liability	7	(1,898,613)	(7,813,644)
Bad or doubtful debt expense		-	116,184
Changes in non-cash working capital:			
Sales taxes recoverable		687,441	(848,360)
Other receivables	4	99,048	(285,069)
Prepaid expenses and deposits		(120,891)	(33,243)
Trade and other payables		(1,350,155)	1,375,999
Net cash flows used in operating activities		\$ (7,360,132)	\$ (20,119,886)
Cash Flow from Investing Activities			
Additions to exploration and evaluation assets	5	\$ (330,640)	\$ (160,764)
Net cash flows used in investing activities		\$ (330,640)	\$ (160,764)
Cash Flow from Financing Activities			
Issuance of common shares for cash, net of costs	8	\$ 11,318,870	\$ 9,660,435
Proceeds from exercise of warrants	8	3,561,436	234,368
Proceeds from exercise of compensation units	8	160,790	-
Proceeds from the exercise of options	8	-	23,106
Net cash flows provided by financing activities		\$ 15,041,096	\$ 9,917,909
Net change in cash and cash equivalents		\$ 7,350,324	\$ (10,362,741)
Cash and Cash Equivalents, Beginning of Year		2,782,026	13,144,767
Cash and Cash Equivalents, End of Year		\$ 10,132,350	\$ 2,782,026
Cash and cash equivalents consist of:			
Cash		\$ 10,093,350	\$ 2,743,026
Redeemable guaranteed investment certificate ("GIC")		39,000	39,000
Total Cash and Cash Equivalents		\$ 10,132,350	\$ 2,782,026
Non-cash Investing and Financing Activities:			
Issuance of common shares for E&E assets	5	\$ -	\$ 110,000
Fair value of compensation warrants issued	8	\$ 323,980	\$ 331,610
Fair value transferred from reserve to share capital upon exercise of warrants, options and compensation units	8	\$ 1,605,533	\$ 121,586
Premium on flow-through shares	8	\$ 5,012,448	\$ 4,454,545

See accompanying notes to the financial statements

Benz Mining Corp.

Statements of Changes in Equity

	Note	Common Shares		Equity Reserves	Deficit	Total Equity
		Number	Amount			
Balance, May 1, 2021		98,938,756	\$ 18,285,495	\$ 8,648,770	\$ (16,361,787)	\$ 10,572,478
Common shares issued for cash:						
Private placement	8	9,090,909	10,000,000	-	-	10,000,000
Share issuance costs	8	-	(671,174)	331,610	-	(339,564)
Premium on flow-through shares	7,8	-	(4,454,545)	-	-	(4,454,545)
Exercise of warrants	8	1,744,737	336,127	(101,759)	-	234,368
Exercise of options	8	151,250	42,933	(19,827)	-	23,106
Shares issued for exploration and evaluation assets	5	174,658	110,000	-	-	110,000
Share based payments	8	-	-	4,994	-	4,994
Net loss for the year		-	-	-	(12,636,747)	(12,636,747)
Balance, April 30, 2022		110,100,310	\$ 23,648,836	\$ 8,863,788	\$ (28,998,534)	\$ 3,514,090
Common shares issued for cash:						
Private placement	8	16,434,000	11,914,728	-	-	11,914,728
Share issuance costs	8	-	(919,838)	323,980	-	(595,858)
Premium on flow-through shares	7,8	-	(5,012,448)	-	-	(5,012,448)
Exercise of compensation units	8	2,115,652	353,617	(192,827)	-	160,790
Exercise of warrants	8	29,333,938	4,974,142	(1,412,706)	-	3,561,436
Expiry of warrants	8	-	-	(2,915,466)	2,915,466	-
Net loss for the year		-	-	-	(4,776,962)	(4,776,962)
Balance, April 30, 2023		157,983,900	\$ 34,959,037	\$ 4,666,769	\$ (30,860,030)	\$ 8,765,776

See accompanying notes to the financial statements

1. NATURE OF OPERATIONS AND GOING CONCERN

Benz Mining Corp. (“Benz” or the “Company”) is involved in the acquisition, exploration and exploitation of mineral properties located in the Americas. The Company’s head and registered offices are located at Suite 1700, 1055 West Hastings Street, Vancouver, British Columbia, V6E 2E9. The Company’s common shares are traded on the TSX-V Exchange and the Australian Securities Exchange.

Going Concern

These financial statements have been prepared on a going concern basis, which assumes that the Company will realize its assets and discharge its obligations in the normal course of operations. As at April 30, 2023, the Company has a working capital surplus of \$6,608,469 (2022 – \$1,687,423). The Company’s ability to continue as a going concern is dependent on being able to obtain the necessary financing to satisfy its liabilities as they become due.

To date, the Company has not earned significant revenues and is considered to be in the exploration phase. The investment in, and expenditures on, exploration and evaluation assets comprise a significant portion of the Company’s activities. Mineral exploration and development is highly speculative and involves inherent risks.

Management believes the Company’s cash position will support all of its financial obligations and expected expenditures during the next twelve months. However, the Company expects that it will need to obtain further financing in order to continue exploration activities in the future. In addition, while the Company’s future activities in relation to drilling on its mineral claims look promising, there can be no assurance that the results of its exploration activities will confirm the existence of economically viable quantities of ore or that the project will ultimately go into production. There can be no assurance that management will be successful in securing adequate financing. If adequate financing is not obtained, the Company may be required to delay or reduce the scope of any or all of its exploration and development projects.

The Company reported a net loss and total comprehensive loss in the year ended April 30, 2023 of \$4,776,962 (2022 - \$12,636,747). These recurring losses and the need for continued financing to further successful exploration activities indicate the existence of a material uncertainty that may cast significant doubt as to the Company’s ability to continue as a going concern.

The Company’s financial statements do not give effect to any adjustments to the carrying values and classifications of assets and liabilities that might be necessary if the Company is unable to continue as a going concern. Such adjustments could be material.

2. BASIS OF PRESENTATION

Statement of compliance

These audited financial statements for the year ended April 30, 2023 (“Financial Statements”) have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”).

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Basis of measurement

These financial statements are expressed in Canadian dollars, the Company's functional currency, and have been prepared on a historical cost basis, except for financial instruments that have been measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

Significant Accounting Judgements and Estimates

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the statement of financial position date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

a) *Impairment of exploration and evaluation assets*

Management considers both external and internal sources of information in assessing whether there are any indications that the Company's exploration and evaluation assets are impaired. External sources of information that management considers include changes in the market, economic and legal environment, in which the Company operates, that are not within its control, and affect the recoverable amount of its mining interests.

b) *Valuation of share-based payments*

The Company uses the Black-Scholes option pricing model for valuation of share-based payments. Option pricing models require the input of subjective assumptions including expected life, price volatility, interest rate, and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings and equity reserves.

c) *Recognition and measurement of deferred tax assets and liabilities*

Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing tax laws in each jurisdiction. Weight is attached to tax planning opportunities that are within the Company's control and are feasible and implementable without significant obstacles. The likelihood that tax positions taken will be sustained upon examination by applicable tax authorities is assessed based on individual facts and circumstances of the relevant tax position evaluated in light of all available evidence. Where applicable tax laws and regulations are either unclear or subject to ongoing varying interpretations, it is reasonably possible that changes in these estimates can occur that materially affect the amounts of income tax assets/liabilities.

3. SIGNIFICANT ACCOUNTING POLICIES

Cash and cash equivalents

Cash and cash equivalents comprise cash at banks and on hand, and short-term deposits with an original maturity of three months or less, which are cashable and readily convertible into a known amount of cash.

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Foreign Currency Translation

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the yearend exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined. Exchange differences arising on the translation of monetary items or on settlement of monetary items are recognized in profit or loss.

Exploration and evaluation assets

The cost of a property acquired as an individual asset purchase or as part of a business combination represents the property's fair value at the date of acquisition. This cost is capitalized until the viability of the mining property is determined. When it is determined that a property is not economically viable, the amount capitalized is written off which includes expenditures which were capitalized to the carrying amount of the property subsequent to its acquisition.

The Company expenses all costs relating to the exploration for and evaluation of mineral claims until such time as a technical feasibility study has been completed and commercial viability of extracting the mineral resources is demonstrable. Such costs include, but are not limited to, geological, geophysical studies, exploratory drilling and sampling. Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation expenses attributable to that area of interest will be capitalized to mineral properties. Costs will continue to be capitalized until the property to which they relate is ready for its intended use, sold, abandoned, or management has determined there is impairment. If economically recoverable reserves are developed, capitalized costs of the property are depleted using the units of production method.

The Company capitalizes acquisition costs related to mineral properties.

Impairment

Non-financial assets are reviewed for impairment at the end of each reporting period and throughout the year if there is any indication that the carrying amount may not be recoverable. If any such indication is present, the recoverable amount of the asset is estimated in order to determine whether impairment exists. Where the asset does not generate cash inflows that are independent from other assets, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. Goodwill, any intangible asset with an indefinite useful life, or any intangible asset not yet available for use is tested for impairment annually and whenever there is an indication that the asset may be impaired.

An asset or cash-generating unit's recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value, using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which estimates of future cash flows have not been adjusted.

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Notes to the Financial Statements (continued)

If the recoverable amount of an asset or cash-generating unit is estimated to be less than its carrying amount, the carrying amount is reduced to the recoverable amount. Impairment is recognized immediately in profit or loss. Where an impairment subsequently reverses, the carrying amount is increased to the revised estimate of recoverable amount but only to the extent that this does not exceed the carrying value that would have been determined if no impairment had previously been recognized. Impairment of goodwill cannot be reversed.

Financial instruments

Financial assets and financial liabilities are classified into three categories: Amortized Cost, Fair Value through Other Comprehensive Income ("FVOCI") and Fair Value through Profit and Loss ("FVPL"). The classification of financial assets is determined by their context in the Company's business model and by the characteristics of the financial asset's contractual cash flows.

Financial assets and financial liabilities are measured at fair value on initial recognition, which is typically the transaction price unless a financial instrument contains a significant financing component. Subsequent measurement is dependent on the financial instrument's classification.

Cash and cash equivalents, other receivables, and trade and other payables are measured at amortized cost. The contractual cash flows received from the financial assets are solely payments of principal and interest and are held within a business model whose objective is to collect the contractual cash flows. The financial assets and financial liabilities are subsequently measured at amortized cost using the effective interest method.

The Company has no financial instruments measured at FVPL or FVOCI.

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in profit or loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

Provisions

Provisions are recognized where a legal or constructive obligation has been incurred as a result of past events, it is probable that an outflow of resources embodying economic benefit will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made. If material, provisions are measured at the present value of the expenditures expected to be required to settle the obligation. The increase in any provision due to passage of time is recognized as accretion expense.

Share capital

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares and share options are recognized as a deduction from equity, net of any tax effects.

Flow-through shares

The Company will from time to time, issue flow-through common shares to finance a significant portion of its exploration program. Pursuant to the terms of the flow-through share agreements, these shares transfer the tax deductibility of qualifying resource expenditures to investors. On issuance, the Company bifurcates the flow-through share into i) a flow-through share premium, equal to the estimated premium, if any, investors pay for the flow-through feature, which is recognized as a liability, and ii) share capital. Upon expenses being incurred, the Company derecognizes the liability and recognizes a deferred tax liability for the amount of tax reduction renounced to the shareholders. The premium is recognized as other income and the related deferred tax is recognized as a tax provision.

The Company may also be subject to a Part XII.6 tax on flow-through proceeds renounced under the look-back rule, in accordance with Government of Canada flow-through regulations. When applicable, this tax is accrued as a financial expense until paid.

Unit offerings

The Company has adopted the relative fair value method with respect to the measurement of shares and warrants issued as equity units. The relative fair value method requires an allocation of the net proceeds received based on the pro rata relative fair values of the components. If and when the warrants are ultimately exercised, the applicable amounts are transferred from equity reserves to share capital. If the warrants expire unexercised, the Company will transfer the value attributed to those warrants from equity reserves to deficit.

Share-based payment transactions

The share option plan allows Company employees, directors, and consultants to acquire shares of the Company. All options granted are measured at fair value and are recognized in expenses as share-based payments with a corresponding increase in equity reserves. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee.

The fair value of employee options is measured at grant date, and each tranche is recognized using the graded vesting method over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes option pricing model taking into account the terms and conditions upon which the options were granted. For non-employees, share-based payments are measured at the fair value of goods and services received or the fair value of the equity instruments issued, if it is determined that the fair value cannot be reliably measured and are recorded at the date the goods or services are received. The fair value of the options is accrued and charged either to operations or exploration and evaluation assets, with the offset credit to equity reserves. This includes a forfeiture estimate, which is revised for actual forfeitures in subsequent periods. Upon the expiration or cancellation of unexercised stock options, the Company will transfer the value attributed to those stock options from equity reserves to deficit.

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Loss per share

The Company presents basic and diluted loss per share data for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share is determined by adjusting the loss attributable to common shareholders and the weighted average number of common shares outstanding for the effects of all dilutive potential common shares. In the Company's case, diluted loss per share is the same as basic loss per share as the effects of including all outstanding options and warrants would be anti-dilutive.

Related party transactions

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

Income taxes

Income tax comprises current and deferred tax. Income tax is recognized in profit or loss, except to the extent that it relates to items recognized directly in equity, in which case it is recognized as equity.

Current tax expense is the expected tax payable on the taxable income for the year, using rates substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is provided for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a deferred tax asset will be recovered, the deferred tax asset is reduced using a valuation allowance.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

New accounting standards

There were no new or amended IFRS pronouncements effective for the year ended April 30, 2023 that impacted the Company's financial statements.

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Notes to the Financial Statements (continued)

4. OTHER RECEIVABLES

Other receivables as at April 30, 2023 and 2022 were as follows:

	April 30, 2023	April 30, 2022
Expenditures recoverable from third parties	\$ 172,907	\$ 116,184
Amounts refundable from suppliers	13,114	168,885
Total other receivables	186,021	285,069
Less provision for doubtful debts	(116,184)	(116,184)
	\$ 69,837	\$ 168,885

5. EXPLORATION AND EVALUATION ASSETS

The Company has accumulated the following acquisition expenditures:

	Eastmain and Ruby Hill Properties	Windy Mountain Property	Total
Balance, April 30, 2021	\$ 1,555,903	\$ -	\$ 1,555,903
Acquisition costs – issuance of shares	110,000	-	110,000
Acquisition costs – cash	150,000	10,764	160,764
Balance, April 30, 2022	\$ 1,815,903	\$ 10,764	\$ 1,826,667
Acquisition costs – cash	329,840	800	330,640
Balance, April 30, 2023	\$ 2,145,743	\$ 11,564	\$ 2,157,307

During the year ended April 30, 2023 and 2022 exploration and evaluation expenditures, recorded in the statements of operations and comprehensive loss, consisted of the following:

	April 30, 2023	April 30, 2022
Geology	\$ 970,010	\$ 1,600,205
Location/camp services	779,697	2,702,864
Drilling	2,932,475	10,787,669
Geochemical analysis	489,939	2,569,174
Geophysics	241,875	968,229
Environment	39,884	28,485
Health & safety	123,310	366,416
Property Maintenance	67,786	11,441
Total exploration and evaluation costs	\$ 5,644,976	\$ 19,034,483

Eastmain Property and Ruby Hill Properties

In August 2019, the Company entered into an option agreement (the “Option Agreement”) to acquire from Eastmain Resources Inc, (“Eastmain” or the “Vendor”), a 100% interest in the former producing Eastmain Gold project (the “Project”) located in James Bay District, Quebec for \$5,000,000. In April 2020, Benz entered into an amending agreement (the “Amending Agreement”) in connection with the Project pursuant to which it acquired a further option to earn a 100% interest in the Ruby Hill West and Ruby Hill East properties (“Ruby Hill Properties”), located west of the Eastmain Project.

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Notes to the Financial Statements (continued)

Pursuant to the Option and Amendment Agreements, the Company retains the right and option to earn a 75% interest in the Project and Ruby Hill Properties by issuing the following cash and common shares payments to the Vendor (the “Option Payments”):

	Option Payments Payable in Cash	Option Payments Payable in Cash or Shares
Option Agreement Effective date – October 23, 2019 (paid)	\$75,000	-
Amending Agreement approval date by TSX-V Exchange – May 21, 2020 (paid)	\$75,000	-
On or before the 1 st Anniversary of the Effective Date (paid)	\$150,000	\$100,000
On or before the 2 nd Anniversary of the Effective Date (paid)	\$150,000	\$110,000
On or before the 3 rd Anniversary of the Effective Date (paid)	\$200,000	\$110,000
On or before the 4 th Anniversary of the Effective Date	\$1,250,000	\$475,000
Total Price*	\$1,900,000	\$795,000

* Total in cash and shares is \$2,695,000.

In addition to the Option Payments, the Company issued to Eastmain 3,000,000 common shares, with a value of \$255,000 on grant date. Per the terms of the Amending Agreement, Benz made a share payment of 2,000,000 common shares valued at \$360,000 and issued 4,000,000 share purchase warrants. Each warrant enables the holder to purchase one common share of Benz at a price of \$0.12 per share until April 27, 2023. The additional 2,000,000 shares and 4,000,000 warrants were issued on May 21, 2020. The warrants were valued at \$539,078 using the Black-Scholes pricing model with a share price of \$0.18, risk-free rate of 0.29%, volatility of 117.92% and expected life of 2.93 years.

If and when the Company has made the Option Payments, issued shares and warrants and incurred expenditures as described above, the Company will be deemed to have exercised the options and a 75% right, title and interest to the Project and Ruby Hill Properties. The Company has the right to accelerate expenditures at any time.

Following the exercise of the options, the Company will be obligated to make the following additional payments to the vendor on the occurrence of the following events:

- \$1,000,000 within five (5) business days of the closing of project financing to place the Project or any part thereof into commercial production in accordance with a feasibility study completed by the Company within 24 months of the exercise of the option. With this payment, Benz will have acquired 100% of Eastmain’s recorded and/or leasehold interest in the Project. If Benz fails to make this milestone payment, Eastmain will have the right to buy back the Company’s 75% interest in the Project for \$3,500,000, of which up to \$1,225,000 may be paid in common shares of Eastmain; and
- \$1,500,000 within five (5) business days of the commencement of commercial production.

The Company may, at its election, pay up to 25% of this payment in common shares of the Company. The number of common shares required to be issued will be determined by the share equivalent of such payment on the date of issuance.

Eastmain would retain a 2% Net Smelter Return (“NSR”) royalty in respect of the Project. The Company may, at any time, purchase one half of the NSR royalty, thereby reducing the NSR royalty to a 1% NSR royalty, for \$1,500,000.

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Notes to the Financial Statements (continued)

Benz will have the right to earn an additional 25% interest in the Ruby Hill Properties by paying an additional \$100,000 to Eastmain by October 23, 2025, which can be paid in shares at the election of Eastmain based on the prevailing volume weighted average price (“VWAP”) of the Company’s shares up to a maximum of 500,000 shares.

Following the acquisition of a 100% interest in the Ruby Hill Properties, Eastmain will retain a 1% NSR royalty, of which one half may be purchased for \$500,000 thereby reducing it to a 0.5% NSR royalty. The NSR royalty is also offset by any pre-existing royalties which may reduce the royalty burden.

The Project property expenditure schedule, as defined in the Option Agreement and updated in the Amending Agreement totals \$3,500,000 as follows:

	Cash Spend
On or before the 1 st Anniversary of the Effective Date	\$0
On or before the 2 nd Anniversary of the Effective Date (incurred)	\$1,000,000
On or before the 3 rd Anniversary of the Effective Date (incurred)	\$1,500,000
On or before the 4 th Anniversary of the Effective Date (incurred)	\$1,000,000
Total Property Expenditure	\$3,500,000

In September 2022, the Company acquired an additional 124 claims on the Ruby Hill West property for cash totaling \$19,840. As at April 30, 2023 the total number of claims held on the Eastmain and Ruby Hill Properties totaled 545, covering 28,731.9 hectares (287.32 km²).

During the year ended April 30, 2023, Benz completed exploration and evaluation activities totaling \$5,636,716 (2022 - \$19,034,483) on the Eastmain and Ruby Hill Properties.

Windy Mountain Property

In August 2021, the Company acquired the Windy Mountain property for cash totaling \$10,764. In September 2022, the Company acquired an additional 5 claims on the Windy Mountain property for cash totaling \$800. As at April 30, 2023, the total claims held on the property were 78, covering 4,109.7 hectares (41.10 km²).

During the year ended April 30, 2023, Benz completed exploration and evaluation activities totaling \$8,260 (2022 - \$Nil) on the Windy Mountain property.

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Notes to the Financial Statements (continued)

6. RELATED PARTY TRANSACTIONS AND BALANCES

Related party transactions are measured at the estimated fair values of the services provided or goods received. Related party transactions not disclosed elsewhere in these financial statements are as follows:

a) Key Management Compensation

Key management personnel include the members of the Board of Directors and officers of the Company, who have the authority and responsibility for planning, directing, and controlling the activities of the Company. The remuneration of directors and officers for years ended April 30, 2023 and 2022 was as follows:

	April 30, 2023	April 30, 2022
Salaries, bonuses, fees and benefits		
Management, director and consulting fees to the officers and directors of the Company (including \$181,646 (2022 - \$266,084) classified with exploration and evaluation costs)	\$ 728,153	\$ 961,440

b) In the normal course of operations, the Company transacts with companies related to its directors or officers. The following amounts payable to related parties are unsecured, non-interest bearing, due on demand, and are included in trade and other payables:

	April 30, 2023	April 30, 2022
Management fees	\$ 48,240	\$ 73,206

7. FLOW-THROUGH SHARE PREMIUM LIABILITY

The following is a continuity schedule of the liability portion of the flow-through share issuances.

Balance, April 30, 2021	\$ 3,359,099
Liability incurred on flow-through shares issued (August 2021)	4,454,545
Settlement of flow-through liability upon incurring exploration expenditures	(7,813,644)
Balance, April 30, 2022	\$ -
Liability incurred on flow-through shares issued (September 2022)	5,012,448
Settlement of flow-through liability upon incurring exploration expenditures	(1,898,613)
Balance, April 30, 2023	\$ 3,113,835

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8. SHARE CAPITAL

- a) **Authorized:** Unlimited common shares, without par value
Unlimited preferred shares, without par value

b) **Issued: During the current year**

On September 21, 2022, the Company completed a private placement of 16,434,000 common shares, consisting of (i) 7,929,317 charity flow-through common shares issued at a price of \$0.883 per share and 3,945,813 flow through common shares issued at a price of \$0.76 per share, and (ii) 4,558,870 non-flow-through common shares at a price of \$0.42 per share for aggregate gross proceeds of \$11,914,728. The Company incurred share issuance costs of \$595,858 in the form of finders' fees and professional fees in addition to issuing 1,400,000 compensation warrants valued at \$323,980. A premium of \$5,012,448 was allocated to flow-through share premium liabilities, resulting in a corresponding reduction in share capital.

During the year ended April 30, 2023, the Company issued 2,115,652 common shares and 2,115,652 warrants upon the exercise of 2,115,652 compensation units for proceeds of \$160,790. The fair value of the common shares, totaling \$192,827, was transferred to share capital from equity reserves, and the fair value of the warrants, totaling \$176,088, remained in equity reserves. Each warrant issued entitled the holder to purchase one non-flow through common share at a price of \$0.12 per share until April 27, 2023.

During the year ended April 30, 2023, the Company issued 29,333,938 common shares on the exercise of 29,333,938 warrants for proceeds of \$3,561,436. The fair value of these warrants, totaling \$1,412,706 was transferred to share capital from equity reserves.

c) **Issued: During the previous year**

On August 30, 2021, the Company closed a non-brokered flow-through private placement of 9,090,909 flow-through shares at a price of \$1.10 per share, for gross proceeds of \$10,000,000. The Company incurred share issuance costs of \$339,565 in the form of finders' fees and professional fees in addition to issuing compensation warrants valued at \$331,610. A premium of \$4,454,545 was allocated to flow-through share premium liabilities, resulting in a corresponding reduction in share capital.

On October 22, 2021 the Company issued 174,658 common shares pursuant to the terms of the Eastmain option agreement (see Note 5) with a value of \$110,000.

During the year ended April 30, 2022, the Company issued 1,744,737 common shares on the exercise of 1,744,737 warrants for proceeds of \$234,368. The fair value of these warrants, totaling \$101,759, was transferred to share capital from equity reserves.

During the year ended April 30, 2022, the Company issued 151,250 shares on the exercise of 151,250 options for proceeds of \$23,106. The fair value of these options, totaling \$19,827, was transferred to share capital from equity reserves. The weighted-average share price at the date of exercise for options exercised was \$0.64 per share.

Notes to the Financial Statements (continued)

Escrow Shares

As at April 30, 2023 and 2022, an amount of 222,857 common shares are being held in escrow subject to an escrow agreement with Tusk Exploration Ltd. Due to unmet contractual obligations relating to the completion of an option purchase agreement that was relinquished in 2016, these shares continue to be held. The Company plans to cancel the shares held in escrow at a future date.

d) Share purchase warrants

A summary of changes in share purchase warrants is as follows:

	Underlying Shares	Weighted Average Exercise Price
Balance, April 30, 2021	46,609,776	\$ 0.28
Exercised	(1,744,737)	0.13
Balance, April 30, 2022	44,865,039	\$ 0.28
Issued	2,115,652	0.12
Expired	(7,628,571)	1.00
Exercised	(29,333,938)	0.12
Balance, April 30, 2023	10,018,182	\$ 0.17

During the year ended April 30, 2023 the exercise of 2,115,652 compensation units resulted in the issuance of 2,115,652 warrants with an exercise price of \$0.12 per share. These warrants were immediately exercised. No warrants were issued during the year ended April 30, 2022.

Warrants outstanding as at April 30, 2023 and 2022, are:

Expiry Date	Exercise Price per Share	Outstanding and Exercisable	
		April 30, 2023	April 30, 2022
October 29, 2022	\$1.00	-	7,628,571
April 27, 2023	\$0.12	-	26,391,013
June 1, 2023*	\$0.17	10,018,182	10,845,455
		10,018,182	44,865,039

*7,162,122 warrants were exercised and 2,856,060 warrants expired unexercised subsequently (Note 12).

e) Compensation units and warrants

A summary of changes in compensation units and warrants is as follows:

	Compensation Units	Compensation Warrants	Weighted Average Exercise Price
Balance, April 30, 2021	3,555,652	-	\$ 0.11
Issued	-	909,090	0.65
Balance, April 30, 2022	3,555,652	909,090	\$ 0.23
Issued	-	1,400,000	0.63
Exercised	(2,115,652)	-	0.076
Balance, April 30, 2023	1,440,000	2,309,090	\$ 0.46

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Notes to the Financial Statements (continued)

Pursuant to the August 2021 private placement of 9,090,909 flow-through shares, the Company paid finders' fees and professional fees consisting of a cash payment in the aggregate amount of \$339,565 and the issue of 909,090 compensation warrants with a fair value of \$331,610. Each compensation warrant is exercisable at a price of \$0.65 per share until August 31, 2023 and entitles the holder to purchase one common share of the Company.

Pursuant to the September 2022 private placement of 16,434,000 common shares, the Company paid finders' fees and professional fees consisting of a cash payment in the aggregate amount of \$595,858 and issued 1,400,000 compensation warrants with a fair value of \$323,980. Each compensation warrant is exercisable at a price of \$0.63 per share until December 21, 2025 and entitles the holder to purchase one common share of the Company.

The following assumptions were used for the Black-Scholes Option Pricing Model valuation of the compensation warrants granted during the years ended April 30, 2023 and 2022:

	April 30, 2023	April 30, 2022
Weighted average assumptions:		
Risk-free interest rate	3.48%	0.41%
Expected dividend yield	0.00%	0.00%
Expected option life (years)	3	2
Expected stock price volatility	96%	121%
Weighted average fair value at measurement date	\$0.23	\$0.36

Compensation units and warrants outstanding as at April 30, 2023 and 2022, are:

Expiry Date	Exercise Price per Share/Unit	Outstanding and Exercisable	
		April 30, 2023	April 30, 2022
April 27, 2023	\$0.076	-	2,115,652
June 1, 2023*	\$0.17	1,440,000	1,440,000
August 31, 2023	\$0.65	909,090	909,090
December 21, 2025	\$0.63	1,400,000	-
		3,749,090	4,464,742

*1,377,778 compensation units (and the related warrants) were exercised and 62,222 compensation units expired unexercised subsequently (Note 12).

f) Stock options

The Company's stock option plan authorizes for the granting of options to directors, officers, employees, and consultants. Pursuant to the terms of the Stock Option Plan, the Board of Directors may from time to time, in its discretion, and in accordance with Exchange policies, grant incentive stock options ("Options") to purchase the Company's common shares to directors, officers, employees, and consultants. Under the Stock Option Plan, a maximum of 10% of the outstanding shares can be reserved for issuance. The number of shares reserved for issuance to any individual director or officer will not exceed five percent (5%) of the issued and outstanding shares and the number of shares reserved for issuance to all technical consultants will not exceed two percent (2%) of the issued and outstanding shares.

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Notes to the Financial Statements (continued)

A summary of changes in stock options is as follows:

	Underlying Shares	Weighted Average Exercise Price
Stock options outstanding, April 30, 2021	7,457,213	\$0.41
Exercised	(151,250)	\$0.15
Stock options outstanding, April 30, 2022 and 2023	7,305,963	\$0.42
Stock options exercisable, April 30, 2022 and 2023	7,305,963	\$0.42

During the year ended April 30, 2023, Nil (2022 - 151,250) stock options were exercised for proceeds of \$Nil (2022 - \$23,106).

During the years ended April 30, 2023, the Company recorded share-based payments of \$Nil (2022 - \$4,994), of which \$Nil (2022 - \$Nil) pertained to directors and officers of the Company. The fair value of stock options issued during the year ended April 30, 2022 was estimated using the Black-Scholes Option Pricing Model with the following assumptions:

	April 30, 2022
Weighted average assumptions:	
Risk-free interest rate	0.85%
Expected dividend yield	0.00%
Expected option life (years)	6.00
Expected stock price volatility	127%
Weighted average fair value at measurement date	\$0.73

A summary of stock options outstanding as at April 30, 2023, is as follows:

Number of Stock Options Outstanding	Number of Stock Options Exercisable	Exercise Price	Weighted Average Remaining Contractual Life (in years)	Intrinsic Value	Expiry Date
3,900,000	3,900,000	\$0.64	0.42	-	October 2, 2023
9,713	9,713	\$3.00	1.72	-	January 18, 2025
70,000	70,000	\$0.076	1.84	\$0.21	March 3, 2025
2,100,000	2,100,000	\$0.12	1.99	\$0.17	April 27, 2025
1,095,000	1,095,000	\$0.21	2.09	\$0.08	June 1, 2025
131,250	131,250	\$0.265	4.34	\$0.03	August 31, 2027
7,305,963	7,305,963		1.21		

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9. CAPITAL MANAGEMENT

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the exploration and development of its properties and to maintain a 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.

The Company manages the capital structure and makes adjustments to it in light of changes in 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 or adjust the amount of cash and cash equivalents. Management reviews the capital structure on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

The Company is not subject to externally imposed capital requirements. There were no changes to the Company's capital management during the year ended April 30, 2023.

10. FINANCIAL INSTRUMENTS AND RISK

a) Fair values

Fair value measurements are classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company's financial instruments consist of cash and cash equivalents, other receivables, and trade and other payables. The fair value of the financial instruments approximates their carrying values due to the relatively short-term maturity of these instruments.

b) Credit risk

The Company's credit risk is mainly attributable to its liquid financial assets: cash and cash equivalents. The Company deposits cash with high credit quality financial institutions and credit risk is considered to be minimal. The Company's maximum exposure to credit risk is \$10,132,350, which is the carrying value of the Company's cash and cash equivalents at April 30, 2023.

Notes to the Financial Statements (continued)

c) Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at April 30, 2023, the Company had a cash and cash equivalents balance of \$10,132,350 (2022- \$2,782,026) to settle current liabilities of \$4,308,225 (2022 - \$2,544,545).

Historically, the Company's primary source of funding has been the issuance of common shares for cash, primarily through private placements. The Company's access to financing is dependent upon market conditions and market risks. There can be no assurance of continued access to financing.

d) Foreign exchange risk

Foreign exchange risk is the risk that the Company's financial instruments will fluctuate in value as a result of movements in foreign exchange rates. The Company is exposed to foreign currency risk to the extent that monetary assets and liabilities held by the Company are not denominated in Canadian dollars. As at April 30, 2023, the Company is exposed to currency risk as some transactions and balances are denominated in Australian dollars. As at April 30, 2023, a 10% change of the Canadian dollar relative to the Australian dollar would have net financial impact of approximately \$330,000 (2022 - \$21,000). The Company does not use derivative instruments to hedge exposure to foreign exchange rate risk.

e) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to significant interest rate risk as it does not have any liabilities with variable rates.

f) Price risk

The Company's ability to raise capital to fund exploration activities is subject to risks associated with fluctuations in the market price of mineral resources. The Company closely monitors commodity prices to determine the appropriate course of actions to be taken.

11. INCOME TAXES

A reconciliation of income taxes at statutory rates with reported taxes is as follows:

	April 30, 2023	April 30, 2022*
Statutory rates	26.5%	26.5%
Loss before income taxes	\$ (4,776,962)	\$ (12,636,747)
Expected income tax recovery at statutory rate	1,265,895	3,348,738
Non-deductible items and permanent differences	(864,493)	(2,865,419)
Change in valuation allowance	(401,402)	(483,319)
Future income tax recovery	\$ -	\$ -

*Certain comparative figures have been restated to agree to the Company's income tax return as filed.

Notes to the Financial Statements (continued)

The significant components of the Company's future income tax assets are as follows:

	April 30, 2023	April 30, 2022*
Future income tax asset:		
Non-capital loss carryforwards	\$ 2,213,577	\$ 1,812,175
Exploration expenditure pool	859,459	439,497
Undeducted financing costs	309,921	281,169
	3,382,957	2,532,841
Less: valuation allowance	(3,382,957)	(2,532,841)
Net future income tax assets	\$ -	\$ -

*Certain comparative figures have been restated to agree to the Company's income tax return as filed.

The Company has non-capital losses for tax purposes of approximately \$8,354,000 which may be used to reduce future taxable income in Canada. The losses expire in the following years:

Year	Amount
2031	\$ 9,000
2032	4,000
2033	130,000
2034	185,000
2035	330,000
2036	104,000
2037	310,000
2038	1,079,000
2039	627,000
2040	676,000
2041	1,561,000
2042	1,824,000
2043	1,515,000
	\$ 8,354,000

The Company also has available mineral resource related expenditure pools totaling \$5,400,548, which may be deducted against future taxable income on a discretionary basis.

12. SUBSEQUENT EVENTS

On May 23, 2023, the Company issued 1,706,061 common shares at \$0.17 per share upon the exercise of 1,706,061 warrants for total proceeds of \$290,030.

On May 31, 2023, the Company issued 4,956,061 common shares at \$0.17 per share upon the exercise of 4,956,061 warrants for total proceeds of \$842,531.

On May 31, 2023, the Company issued 1,377,778 common shares and 1,377,778 warrants upon the exercise of 1,377,778 compensation units for proceeds of \$234,222. Each warrant issued entitled the holder to purchase one non-flow through common share at a price of \$0.17 per share until June 1, 2023.

On June 1, 2023, the Company issued 1,877,778 common shares at \$0.17 per share upon the exercise of 1,877,778 warrants for total proceeds of \$319,222.

Notes to the Financial Statements (continued)

On June 1, 2023, 2,856,060 warrants with an exercise price of \$0.17 and 62,222 compensation units with an exercise price of \$0.17 expired unexercised.

On July 3, 2023, the Company granted a total of 600,000 stock options to eligible parties, exercisable at a price of \$0.41 per share for a period of three years. The options vested immediately.

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MANAGEMENT DISCUSSION AND ANALYSIS FOR THE YEAR ENDED APRIL 30, 2023

The following management’s discussion and analysis of financial conditions and results of operations (the “MD&A”) has been prepared by management and provides a review of the activities, results of operations, and financial condition of Benz Mining Corp. (the “Company” or “Benz”). This discussion dated July 28, 2023, complements and supplements the Company’s audited financial statements and associated notes for the years ended April 30, 2023, and 2022. Please also refer to the cautionary statement of forward-looking information at the end of this document.

All financial information in this MD&A is prepared in accordance with International Financial Reporting Standards (“IFRS”) and reported in Canadian dollars unless otherwise noted. Additional information about the Company is available under the Company’s profile on SEDAR at www.sedar.com and www.asx.com.au.

1. COMPANY OVERVIEW AND OVERALL PERFORMANCE

Benz is an exploration and development stage company existing under the *Canada Business Corporations Act*. It was incorporated under the laws of the Province of British Columbia on November 9, 2011. The Company’s common shares trade on the TSX Venture Exchange under the symbol “BZ”, the Frankfurt Exchange under the trading symbol “1VU”, and commenced trading on the Australian Securities Exchange under the trading symbol “BNZ” on December 23, 2020.

On August 7, 2019, the Company entered into an option agreement with Eastmain Resources Inc. (“Eastmain” or the “Vendor”) to acquire a 100% interest in the former producing Eastmain Gold Project (the “Project”) located in James Bay District, Quebec for \$5,000,000 (“Option Agreement”). In April 2020, Benz entered into an amending agreement (“Amending Agreement”) in connection with the Eastmain Project pursuant to which it acquired a further option to earn a 100% interest in the Ruby Hill West and Ruby Hill East properties (“Ruby Hill Properties”), located west of the Eastmain Project.

Pursuant to the Option and Amendment Agreements, the Company retains the right and option to earn a 75% interest in the Eastmain Project and Ruby Hill Properties by issuing the following cash and common shares payments to the Vendor (the “Option Payments”):

	Option Payments Payable in Cash	Option Payments Payable in Cash or Shares
Option Agreement Effective date – October 23, 2019 (paid)	\$75,000	-
Amending Agreement approval date by TSX-V Exchange – May 21, 2020 (paid)	\$75,000	-
On or before the 1 st Anniversary of the Effective Date (paid)	\$150,000	\$100,000
On or before the 2 nd Anniversary of the Effective Date (paid)	\$150,000	\$110,000
On or before the 3 rd Anniversary of the Effective Date (paid)	\$200,000	\$110,000
On or before the 4 th Anniversary of the Effective Date	\$1,250,000	\$475,000
Total Price*	\$1,900,000	\$795,000

* Total in cash and shares is \$2,695,000.

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Management's Discussion and Analysis (continued)

In addition to the Option Payments, the Company issued to the Vendor 3,000,000 common shares, with a value of \$255,000 on grant date. Per the terms of the Amending Agreement, in May 2020, Benz issued a further 2,000,000 common shares and 4,000,000 share purchase warrants, with a value of \$360,000 and \$539,078, respectively. Each warrant enabling the holder to purchase one common share of Benz at a price of \$0.12 per share until April 27, 2023.

The Project property expenditure schedule, as defined in the Option Agreement and updated in the Amending Agreement totals \$3,500,000 as follows:

	Cash Spend
On or before the 1 st Anniversary of the Effective Date	\$0
On or before the 2 nd Anniversary of the Effective Date (incurred)	\$1,000,000
On or before the 3 rd Anniversary of the Effective Date (incurred)	\$1,500,000
On or before the 4 th Anniversary of the Effective Date (Incurred)	\$1,000,000
Total Property Expenditure	\$3,500,000

If, and when, the Company has made the Option Payments, issued shares and warrants and incurred expenditures as described above, the Company will be deemed to have exercised the options and a 75% right, title and interest to the Project and Ruby Hill Properties. The Company has the right to accelerate expenditures at any time.

Following the exercise of the options, the Company will be obligated to make the following additional payments to the Vendor on the occurrence of the following events:

- \$1,000,000 within five (5) business days of the closing of project financing to place the Project or any part thereof into commercial production in accordance with a feasibility study completed by the Company within 24 months of the exercise of the option. With this payment, Benz will have acquired 100% of Eastmain's recorded and/or leasehold interest in the Project. If Benz fails to make this milestone payment, Eastmain will have the right to buy back Company's 75% interest in the Project for \$3,500,000, of which up to \$1,225,000 may be paid in common shares of Eastmain; and
- \$1,500,000 within five (5) business days of the commencement of commercial production.

The Company may, at its election, pay up to 25% of this payment in common shares of the Company. The number of common shares required to be issued will be determined by the share equivalent of such payment on the date of issuance.

Eastmain would retain a 2% Net Smelter Return ("NSR") royalty in respect of the Eastmain Project. The Company may, at any time, purchase one half of the NSR royalty, thereby reducing the NSR royalty to a 1% NSR royalty, for \$1,500,000.

Benz will have the right to earn an additional 25% interest in the Ruby Hill Properties by paying an additional \$100,000 to Eastmain by October 23, 2025, which can be paid in shares at the election of Eastmain based on the prevailing volume weighted average price ("VWAP") of the Company's shares up to a maximum of 500,000 shares.

Following the acquisition of a 100% interest in the Ruby Hill Properties, Eastmain will retain a 1% NSR royalty, of which one half may be purchased for \$500,000 thereby reducing it to a 0.5% NSR royalty. The NSR royalty is also offset by any pre-existing royalties which may reduce the royalty burden.

Management's Discussion and Analysis (continued)

In September 2022, the Company acquired an additional 124 claims on the Ruby Hill West property for cash totaling \$19,840. As at April 30, 2023 the total number of claims held on the Eastmain and Ruby Hill Properties totaled 545, covering 28,731.9 hectares (287.32 km²).

In September 2022, the Company acquired an additional 5 claims on the Windy Mountain property for cash totaling \$800. As at April 30, 2023, the total claims held on the property were 78, covering 4,109.7 hectares (41.10 km²).

2. GOING CONCERN UNCERTAINTY

The Company's financial statements have been prepared on a going concern basis, which assumes that the Company will realize its assets and discharge its obligations in the normal course of operations. As at April 30, 2023, the Company has a working capital surplus of \$6,608,469 (2022 – \$1,687,423). The Company's ability to continue as a going concern is dependent on being able to obtain the necessary financing to satisfy its liabilities as they become due.

To date, the Company has not earned significant revenues and is considered to be in the exploration phase. The investment in, and expenditures on, exploration and evaluation assets comprise a significant portion of the Company's activities. Mineral exploration and development is highly speculative and involves inherent risks.

Management believes the Company's cash position will support all of its financial obligations and expected expenditures during the next twelve months. However, the Company expects that it will need to obtain further financing in order to continue exploration activities in the future. In addition, while the Company's future activities in relation to drilling on its mineral claims look promising, there can be no assurance that the results of its exploration activities will confirm the existence of economically viable quantities of ore or that the project will ultimately go into production. There can be no assurance that management will be successful in securing adequate financing. If adequate financing is not obtained, the Company may be required to delay or reduce the scope of any or all of its exploration and development projects.

The Company reported a net loss and total comprehensive loss in the year ended April 30, 2023 of \$4,776,962 (2022 - \$12,636,747). These recurring losses and the need for continued financing to further successful exploration activities indicate the existence of a material uncertainty that may cast significant doubt as to the Company's ability to continue as a going concern.

The Company's financial statements do not give effect to any adjustments to the carrying values and classifications of assets and liabilities that might be necessary if the Company is unable to continue as a going concern. Such adjustments could be material.

3. OPERATIONS

Eastmain Project Background

The Eastmain Project is located approximately 750km northeast of Montreal and 316km northeast of Chibougamau and comprises 155 contiguous mining claims each with an area of approximately 52.7 ha, covering a total of 8,172.71 ha plus one industrial lease permit. It is accessible by road via the Route 167 extension, a permanent all-season road, and is serviced by an existing camp, all season gravel roads, and an airstrip. The Eastmain Project benefits from access to Chibougamau (population of 7,541) that serves as the main centre of communications and supplies for the area.

Management's Discussion and Analysis (continued)

The Eastmain Project has a history of significant exploration that has been undertaken intermittently since Placer Development Limited's initial discovery of the Eastmain deposit in 1969/1970. At this time the gold-silver-copper bearing A Zone was intersected while drill-testing an airborne geophysical conductor. Subsequent drill testing of airborne conductors in the 1980's defined two additional gold-rich zones known as the B and C Zones. In 1987, the Placer and MSV Resources Inc. joint venture completed underground development on the Eastmain deposit including an 826.2 m decline, 226.2 m of sub-level drifting, and 95.5m of raising. In 1994 to 1995, MSV Resources Inc. mined 118,356 tonnes grading 10.58 g/t Au and 0.3% Cu by room and pillar mining. The mineralization was processed at the Copper Rand Mine in Chibougamau, and 40,000 oz of Au was recovered. Eastmain Resources Inc. ("Eastmain") acquired a 100% interest in the Eastmain Project from Campbell Resources Inc. in 2007.

On August 7, 2019, Benz entered into an exclusive option agreement with Eastmain (now named Fury Gold Mines Limited) to acquire a 100% interest in the Eastmain Project for approximate consideration of C\$5,000,000 ("Option Agreement"). On April 30, 2020, the Company announced that it had entered into an agreement amending the Option Agreement to acquire an option to earn up to a 100% interest in the Ruby Hill West and Ruby Hill East properties ("Amending Agreement").

Ruby Hill Properties Background

The Ruby Hill East and Ruby Hill West properties are 100% owned by Eastmain, with the Company having the option to earn up to a 100% interest under the terms of the Amending Agreement.

The Ruby Hill East property is located within the upper Eastmain greenstone belt of James Bay, Québec where the Eastmain Gold deposit is located. The Stornoway diamond mine is located about 80 km north of the property.

The Ruby Hill East property consists of 88 mineral claims (4,640 ha) in a single block contiguous to the west with the Eastmain Mine Project. Eastmain completed drill programs in 2008 and in 2016. In 2008, eight holes were drilled totalling 1,263 m. In 2016, five diamond drill holes were completed totalling 1,044 m.

The Ruby Hill West property is located approximately 800 km north of Montreal, 320 km north-northeast of Chibougamau and 160 km north of Temiscamie, Québec.

The Ruby Hill West property consists of 302 contiguous claim cells (15,919.18 ha) in a single block. The eastern boundary of the property is located approximately 18km west of the Eastmain Project and 10 km from highway 167 North. The Ruby Hill West property is helicopter accessible from the base camp on the Eastmain Project. Eastmain commenced exploration in 2005, completed a drill program testing airborne geophysical targets in 2008 and a surface prospecting program in 2016. In 2008, 21 holes were drilled totalling 3,648 m. The 2016 work program consisted of geological mapping and prospecting. A total of 237 outcrops were described and 158 grab samples were collected. From the 158 collected samples, seven returned gold values >100 ppb, amongst which four assayed >1 g/t gold. The best gold value obtained is 18.15 g/t.

In the western part of the Ruby Hill West property, samples of a spodumene-bearing pegmatite dyke returned values of 0.50% to 2.19% lithium with very anomalous tantalum, cesium and rubidium values.

Exploration Activities at Eastmain Project

Drilling in 2022 was conducted mostly on regional targets (Lac Placer and the Southern Anomalies), with a few drill holes at Zone E, NW zone and at Michel and Julien.

Management's Discussion and Analysis (continued)

In early February 2023, Dahrouge Geological Consultants ("Dahrouge") and Major Drilling, the two contracting groups selected by Benz to conduct the 2023 diamond drilling campaign in the Company's Upper Eastmain Greenstone Belt projects, mobilised to the Eastmain Camp and drilling commenced shortly after.

The objective of the current diamond drilling campaign is to follow up previous gold intersections and to expand the resources at the E Zone and D Zone oreshoots. Drilling also commenced in March 2023 at the Julien and Michel prospects, following up on previous positive drill results.

The first drillhole for the 2023 winter exploration campaign targets extensions to the newly discovered E Zone at the Eastmain gold project. E Zone is a substantial virgin gold discovery made by Benz by testing electromagnetic targets, both ground and down-hole electromagnetic survey.

On May 23, 2023, the Company announced an updated independent Mineral Resource Estimate ("MRE") on the Eastmain Project. The updated MRE has been possible following extensive drilling campaigns on the Eastmain Mine Shear Zone during 2021/22.

The updated MRE for the Eastmain Project, prepared by P&E Mining Consultants Inc. ("P&E") has been estimated at 621 koz Inferred and 384 koz Indicated gold at respective grades of 5.1 and 9.0 g/t Au.

Table 1: Eastmain Project Updated Mineral Resources at 2.5 g/t Au Cut-off.

Classification	Tonnes (Mt)	Au (g/t)	Au (koz)
Indicated	1.3	9.0	384
Inferred	3.8	5.1	621

Notes:

1. The Mineral Resources described above have been prepared in accordance with the CIM Standards (Canadian Institute of Mining, Metallurgy, and Petroleum, 2014) and follow Best Practices outlined by CIM (2019).
2. Mineral Resources which are not Mineral Reserves do not have demonstrated economic viability. The estimate of Mineral Resources may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing, or other relevant issues.
3. The Inferred Mineral Resource in this estimate has a lower level of confidence than that applied to an Indicated Mineral Resource and must not be converted to a Mineral Reserve. It is reasonably expected that the majority of the Inferred Mineral Resource could be upgraded to an Indicated Mineral Resource with continued exploration.
4. The underground Mineral Resources in this estimate have been reported using a 2.5 g/t lower cut-off based on US\$1,800/oz Au, 0.77 US\$ FX, 95% process recovery and costs of C\$125/t mining, C\$40/t processing and \$15/t G&A. Up-dip cut-and-fill mining is envisioned for extracting mineralization at Eastmain.
5. The Eastmain Zones have been classified as Indicated and Inferred according to drill spacing and two grade estimation passes. Underground Mineral Resources have been classified manually within a constraining volume to remove isolated areas not satisfying reasonable prospects for eventual economic extraction ("RPEEE") and have been reported using an approximate 2 m minimum down hole intercept.
6. Historical workings were depleted from the Mineral Resource model.
7. The bulk density of 2.95 t/m³ has been applied based on measurements taken on the drill core with Au values equal or greater than 2.0 g/t. This value was assigned to the block model.
8. The MRE is based on a block model with a parent block size in mineralized domains of 10 m x 10 m x 10 m with subcells as small as 0.5 m.
9. Tonnage and grades have been expressed in the metric system, and gold metal content has been expressed in troy ounces.
10. The tonnages have been rounded to the nearest 100 kt and the metal content has been rounded to the nearest 1 k ounces. Gold grades have been reported to one decimal place.

This MRE is an update from the previously reported NI 43-101 compliant MRE (2019) of 236.5 koz indicated and 139.3 koz of inferred at respective grades of 8.19 g/t Au and 7.48 g/t Au on the Eastmain Project. This updated MRE was prepared and is reported in accordance with NI 43-101 and JORC 2012 and is effective as of May 24, 2023. Benz engaged International Resource Solutions of Australia and P&E of Canada to prepare the updated MRE of the Eastmain Project. The updated MRE is based on 383 diamond drill holes totalling 103,444 m.

Management's Discussion and Analysis (continued)

The Mineral Resource Estimate is sensitive to the selection of a reporting Au cut-off value, as demonstrated in Table 2.

Table 2: Mineral Resource Estimate Sensitivity to Au Cut-off Grade.

Cut-off Au (g/t)	Indicated			Inferred		
	Tonnes (Mt)	Au (g/t)	Au (koz)	Tonnes (Mt)	Au (g/t)	Au (koz)
4.5	1.0	10.5	351	1.6	7.4	370
4.0	1.1	10.0	362	2.1	6.6	444
3.5	1.2	9.6	371	2.6	6.0	510
3.0	1.3	9.3	380	3.3	5.5	576
2.5	1.3	9.0	384	3.8	5.1	621
2.0	1.4	8.6	392	4.7	4.6	685
1.5	1.5	8.4	393	5.5	4.1	733
1.0	1.5	8.3	394	6.0	3.9	755

Notes 1 – 10 below Table 1 also above apply.

Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability. Mineral Resource Estimates do not account for mineability, selectivity, mining loss and dilution. Inferred Mineral Resources are normally considered too speculative geologically to have economic considerations applied to them that would enable them to be categorized as Mineral Reserves. There is also no certainty that Indicated Mineral Resources will be converted into Mineral Reserves, once economic considerations are applied; or that Inferred Mineral Resources will be converted to Measured and Indicated classifications through further drilling, or into Mineral Reserves, once economic considerations are applied.

Exploration Activities at Ruby Hill Properties

October 2021 confirmed the macroeconomic trend driven by strong demand for so called “battery materials”. Benz, working through its database of previous exploration, had identified a lithium pegmatite occurrence at Ruby Hill West, approximately 40km to the west of the Eastmain Project camp.

Helicopter supported field work confirmed the presence of spodumene (lithium) bearing pegmatite at site and Benz teams collected samples from an area identified over 40m x 100m at Ruby Hill West.

Recognising the strong potential for the western end of the upper Eastmain Greenstone Belt, the Benz team conducted a review of regional geophysical datasets. From this review, it appeared that the extent of the greenstones had previously been poorly mapped and that a large portion of archaean greenstones at a site called Windy Mountain, to the north of Ruby Hill West, was not under claims.

Benz acquired 124 new claims from the Quebec authorities, representing an additional 65km² of land, prospective for base metals, gold and, more importantly, hosting the right lithostructural environment for late pegmatites including ultra-differentiated lithium-bearing pegmatites.

Assays from the rock chip samples collected by Benz field crews confirmed that the outcrop at Ruby Hill West was consistently made of lithium-bearing pegmatite with values such as:

- 1.9% Li₂O, 3160ppm Rb, 3820ppm Cs, 274ppm Ta;
- 1.6% Li₂O, 3470ppm Rb, 9170ppm Cs, 1650ppm Ta;
- 0.8% Li₂O, 980ppm Rb, 4150ppm Cs, 965ppm Ta; and
- 0.5% Li₂O, 3810ppm Rb, 6020ppm Cs, 324ppm Ta.

Management's Discussion and Analysis (continued)

These analytical results, received in late 2021, prompted Benz to organise a drilling campaign at Ruby Hill West. As Ruby Hill West is 50km to the west of the Eastmain camp and does not have any infrastructure, drilling needed to be conducted with a helicopter portable drill rig and the support of a AstarB2 helicopter.

The weather conditions are an important factor when working with a helicopter in northern Quebec and, matching with contractor availability, the lithium pegmatite drilling program was executed during April 2022. The program consisted of 6 drillholes for approximately 1,200m of drilling.

The first three holes were drilled toward the southeast in a direction that was expected to intercept an extension of the outcrop at depth. All three holes intercepted small dykes of pegmatites but failed to identify any massive pegmatite intrusion.

A fourth hole was drilled as a scissor hole under the same outcrop and returned 200.0m of host basalt. Hole RHW22-005, drilled along strike from holes RHW22-001,002 and 003 returned similar results.

Hole RHW22-006, drilled from the RHW22-004 pad in the opposite direction, was expected to extend the cross section across the mineral system and give a better geological understanding of the mineralized system and successfully intersected 31.1m of spodumene bearing pegmatite starting just below surface. This hole intercepted:

- 31.1m at 0.9% Li₂O, 323ppm Ta₂O₅, 1093ppm Cs, 1558ppm Rb₂O from 2.6m including:
 - 26.4m at 1.01% Li₂O, 355ppm Ta₂O₅, 980ppm Cs, 1601ppm Rb₂O from 7.35m
 - 12.7m at 1.29% Li₂O, 423ppm Ta₂O₅, 600ppm Cs, 1156ppm Rb₂O from 21m
 - 3.7m at 2.61% Li₂O, 579ppm Ta₂O₅, 441ppm Cs, 1057ppm Rb₂O from 30m

At Ruby Hill West, a study was commissioned with Dahrouge to help with the targeting and a clear trend emerged from this work. A soil and prospecting campaign was planned in May and June to follow-up on their report. However, this program was disrupted by large forest fires in the James Bay area and the area was evacuated on June 5, 2023. This work is programmed to resume at the end of July. Drilling on selected targets is planned for September/ October 2023.

In early February 2023, a helicopter portable drill rig was mobilised to drill critical minerals targets at Ruby Hill East. The targets drilled consist of a large induced polarisation chargeability anomaly coincident with soils geochemical anomalies including lithium, nickel and copper. This area is completely under shallow cover so no surface outcrop is exposed making it an extremely exciting target given the circa 4km long multielement (Li, Cs, Nb, Be, Sn, Ni) soil anomaly wrapping around a circular, magnetically zoned felsic intrusion. At the moment all analytical results are pending.

4. SELECTED ANNUAL INFORMATION

	2023	2022	2021
Net loss	\$ (4,776,962)	\$ (12,636,747)	\$ (9,459,119)
<i>Basic and diluted loss per share</i>	(0.04)	(0.12)	(0.11)
Total assets	13,074,001	6,058,635	15,100,124
Total liabilities	4,308,225	2,544,545	4,527,646

Management's Discussion and Analysis (continued)

For the year ended April 30, 2023, the Company had a net loss of \$4,776,962 compared to a net loss of \$12,636,747 in the prior year. The decrease in net loss from the prior year primarily resulted from decreased exploration and evaluation expenditures to \$5,644,976 from \$19,034,483 resulting from a reduced level of activity on the Eastmain and Ruby Hill drilling programs in the first half of fiscal 2023, while additional financing was procured, offset by a corresponding decrease in the value of the settlement of the flow-through share premium liability to \$1,898,613 from \$7,813,644. Exploration and evaluation expenditures for the Eastmain, the Ruby Hill East and West and the Windy Mountain projects combined consisted of the following:

	April 30, 2023	April 30, 2022
Geology	\$ 970,010	\$ 1,600,205
Location/camp services	779,697	2,702,864
Drilling	2,932,475	10,787,669
Geochemical analysis	489,939	2,569,174
Geophysics	241,875	968,229
Environment	39,884	28,485
Health & safety	123,310	366,416
Property Maintenance	67,786	11,441
Total exploration and evaluation costs	\$ 5,644,976	\$ 19,034,483

For the year ended April 30, 2023, the Company had total assets of \$13,074,001 compared to total assets of \$6,058,635 in the prior year. The increase in net assets from the prior year primarily resulted from financing activities as discussed below (refer to section 6).

5. REVIEW OF FINANCIAL RESULTS

Summary of Quarterly Results

	Apr. 30, 2023	Jan. 31, 2023	Oct. 31, 2022	Jul. 31, 2022	Apr. 30, 2022	Jan. 31, 2022	Oct. 31, 2021	Jul. 31, 2021
Interest Income	\$60,132	\$53,094	\$ 3,058	\$ 2,734	\$4,153	\$6,856	\$ 5,553	\$ 7,271
Operating loss	(3,561,977)	(1,243,739)	(717,977)	(1,348,978)	(5,798,739)	(4,780,003)	(4,774,032)	(5,074,997)
Net loss	(2,190,019)	(679,764)	(558,748)	(1,348,431)	(3,064,935)	(2,975,291)	(3,202,409)	(3,394,112)
Basic and diluted loss per share	(0.02)	(0.01)	(0.00)	(0.01)	(0.03)	(0.03)	(0.03)	(0.03)

Quarter ended April 30, 2023, compared with the quarter ended April 30, 2022.

During the quarter ended April 30, 2023, the Company had a net loss of \$2,190,019 compared to a net loss of \$3,064,935 for the quarter ended April 30, 2022. The difference between these two quarters is primarily due to the following:

- Decrease in exploration and evaluation costs of \$2,042,817 related to the Eastmain, Ruby Hill East and West drilling programs
- Decrease in listing and filing fees of \$45,928
- Decrease in management & consulting fees of \$45,764
- Increase in professional fees of \$29,162
- Decrease in settlement of flow-through share premium liability of \$1,368,852

Management's Discussion and Analysis (continued)

Explanation of quarterly results

During the three months ended April 30, 2023, the Company recorded an operating loss of \$3,561,977 and net loss of \$2,190,019. Net loss was mainly comprised of exploration and evaluation costs of \$3,333,730, management & consulting fees of \$136,376, foreign exchange loss of \$54,026, offset by settlement of flow-through share premium liability of \$1,365,852 and interest income of \$60,132.

During the three months ended January 31, 2023, the Company recorded an operating loss of \$1,243,739 and net loss of \$679,764. Net loss was mainly comprised of exploration and evaluation costs of \$897,318, management & consulting fees of \$203,467, office and miscellaneous expense of \$65,728, offset by settlement of flow-through share premium liability of \$408,073, foreign exchange gain of \$102,808 and interest income of \$53,094.

During the three months ended October 31, 2022, the Company recorded an operating loss of \$717,977 and net loss of \$558,748. Net loss was mainly comprised of exploration and evaluation costs of \$383,532, management & consulting fees of \$203,279, office and miscellaneous expense of \$71,273, offset by settlement of flow-through share premium liability of \$124,688.

During the three months ended July 31, 2022, the Company recorded an operating loss of \$1,348,978 and net loss of \$1,348,431. Net loss was mainly comprised of exploration and evaluation costs of \$1,030,396 and management & consulting fees of \$186,908.

During the three months ended April 30, 2022, the Company recorded an operating loss of \$5,798,739 and net loss of \$3,064,935. Net loss was mainly comprised of exploration and evaluation costs of \$5,376,547, management & consulting fees of \$182,140, bad or doubtful debt expense of \$116,184, offset by settlement of flow-through share premium liability of \$2,734,704.

During the three months ended January 31, 2022, the Company recorded an operating loss of \$4,780,003 and net loss of \$2,975,291. Net loss was mainly comprised of exploration and evaluation costs of \$4,442,430, management & consulting fees of \$195,343, office and miscellaneous expense of \$55,831, offset by settlement of flow-through share premium liability of \$1,809,874.

During the three months ended October 31, 2021, the Company recorded an operating loss of \$4,774,032 and net loss of \$3,202,409. Net loss was mainly comprised of exploration and evaluation costs of \$4,438,172, management & consulting fees of \$219,650, offset by settlement of flow-through share premium liability of \$1,551,434.

During the three months ended July 31, 2021, the Company recorded an operating loss of \$5,074,997 and net loss of \$3,394,112. Net loss was mainly comprised of exploration and evaluation costs of \$4,777,334, management & consulting fees of \$171,513, foreign exchange loss of \$44,018, offset by settlement of flow-through share premium liability of \$1,717,632.

Management's Discussion and Analysis (continued)

6. LIQUIDITY AND CAPITAL RESOURCES

A summary of the Company's working capital balances is as follows:

	April 30, 2023	April 30, 2022
Cash and cash equivalents	10,132,350	2,782,026
Sales taxes recoverable	537,616	1,225,057
Other receivables	69,837	168,885
Prepaid expenses and deposits	176,891	56,000
Trade and other payables	(1,194,390)	(2,544,545)
Flow-through share premium liability	(3,113,835)	-
Working Capital	6,608,469	1,687,423

The changes in working capital are primarily due to operating activities, as discussed in the previous section, and investing and financing activities as detailed below.

Cash Used in Investing Activities

Year ended April 30, 2023

Benz made cash payments of \$310,000 pursuant to the terms of the Eastmain amended option agreement and also made cash payments of \$19,840 and \$800 to acquire additional claims on the Ruby Hill West and Windy Mountain projects, respectively.

Year ended April 30, 2022

Benz made cash payments of \$150,000 pursuant to the terms of the Eastmain amended option agreement and also made a cash payment of \$10,764 to acquire the Windy Mountain claim.

Cash from Financing Activities

Year ended April 30, 2023

On September 21, 2022, the Company completed a private placement of 16,434,000 common, consisting of (i) 7,929,317 charity flow-through common shares issued at a price of \$0.883 per share and 3,945,813 flow through common shares issued at a price of \$0.76 per share, and (ii) 4,558,870 non-flow-through common shares at a price of \$0.42 per share for aggregate gross proceeds of \$11,914,728. The Company incurred share issuance costs of \$595,858 in the form of finders' fees and professional fees in addition to issuing 1,400,000 compensation warrants valued at \$323,980.

During the year ended April 30, 2023, the Company issued 2,115,652 common shares and 2,115,652 warrants upon the exercise of 2,115,652 compensation units for proceeds of \$160,790. Each warrant issued entitled the holder to purchase one non-flow through common share at a price of \$0.12 per share until April 27, 2023.

During the year ended April 30, 2023, the Company issued 29,333,938 common shares on the exercise of 29,333,938 warrants for proceeds of \$3,561,436.

Management's Discussion and Analysis (continued)

Year ended April 30, 2022

On August 30, 2021, the Company closed a non-brokered flow-through private placement of 9,090,909 flow-through shares at a price of \$1.10 per share, for gross proceeds of \$10,000,000. The Company incurred share issuance costs of \$339,565 in the form of finders' fees and professional fees in addition to issuing compensation warrants valued at \$331,610.

On October 22, 2021, the Company issued 174,658 common shares pursuant to the terms of the Eastmain option agreement with a value of \$110,000.

During the year ended April 30, 2022, the Company issued 1,744,737 common shares on the exercise of 1,744,737 warrants for proceeds of \$234,368.

During the year ended April 30, 2022, the Company issued 151,250 common shares on the exercise of 151,250 options for proceeds of \$23,106.

7. OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements other than those discussed above.

8. RELATED PARTY TRANSACTIONS

Key management personnel include the members of the Board of Directors and officers of the Company, who have the authority and responsibility for planning, directing, and controlling the activities of the Company. The remuneration of directors and officers for years ended April 30, 2023 and 2022 was as follows:

	April 30, 2023	April 30, 2022
Salaries, bonuses, fees and benefits		
Management, director and consulting fees to the officers and directors of the Company	\$ 728,153	\$ 961,440

In the normal course of operations, the Company transacts with companies related to its directors or officers. The following amounts payable to related parties are unsecured, non-interest bearing, and due on demand:

	April 30, 2023	April 30, 2022
Management fees	\$ 48,240	\$ 73,206

9. SUBSEQUENT EVENTS

On May 23, 2023, the Company issued 1,706,061 common shares at \$0.17 per share upon the exercise of 1,706,061 warrants for total proceeds of \$290,030.

On May 31, 2023, the Company issued 4,956,061 common shares at \$0.17 per share upon the exercise of 4,956,061 warrants for total proceeds of \$842,531.

On May 31, 2023, the Company issued 1,377,778 common shares and 1,377,778 warrants upon the exercise of 1,377,778 compensation units for proceeds of \$234,222. Each warrant issued entitled the holder to purchase one non-flow through common share at a price of \$0.17 per share until June 1, 2023.

Management's Discussion and Analysis (continued)

On June 1, 2023, the Company issued 1,877,778 common shares at \$0.17 per share upon the exercise of 1,877,778 warrants for total proceeds of \$319,222.

On June 1, 2023, 2,856,060 warrants with an exercise price of \$0.17 and 62,222 compensation units with an exercise price of \$0.17 expired unexercised.

On July 3, 2023, the Company granted a total of 600,000 stock options to eligible parties, exercisable at a price of \$0.41 per share for a period of three years. The options vested immediately.

10. PROPOSED TRANSACTIONS

As is typical of the mining industry, the Company is continually reviewing potential merger, acquisition, investment and joint venture transactions and opportunities that could enhance shareholder value.

11. FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash and cash equivalents, other receivables, and trade and other payables. The fair value of these financial instruments approximates their carrying value due to the relatively short-term maturity of these instruments. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant credit, liquidity, foreign exchange, interest and price risks arising from these financial instruments. For a summary of how the Company manages these risks, please refer to Note 10 of the audited annual financial statements for the year ended April 30, 2023.

12. ADDITIONAL DISCLOSURES

Additional Disclosure for Venture Issuers without Significant Revenue

Detail regarding material items within general and administrative expenses has been provided throughout this document.

Outstanding Shares

Authorized share capital consists of an unlimited number of common shares without par value and an unlimited number of preferred shares without par value.

As at the date of this MD&A, the Company had the following issued and outstanding common shares and unexercised stock options, warrants and agent compensation options:

	Shares and Potential Shares
Common shares outstanding	167,901,578
Stock options (weighted average exercise price \$0.42)	7,905,963
Warrants (weighted average exercise price - \$Nil)	-
Compensation units and warrants (weighted average exercise price \$0.64)	2,309,090
Total common shares and potential common shares	178,116,631

As at April 30, 2023, an amount of 222,857 common shares were held in escrow subject to an escrow agreement with Tusk Exploration Ltd. Due to unmet contractual obligations relating to the completion of an option purchase agreement that was relinquished in 2016, these shares continue to be held. The Company plans to cancel the shares held in escrow at a future date.

Management's Discussion and Analysis (continued)

Internal Control over Financial Reporting

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting. Any system of internal control over financial reporting, no matter how well designed, has inherent limitations and may not prevent or detect misstatements. Therefore, even those systems determined to be effective can only provide reasonable assurance with respect to financial statement preparation and presentation. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies and procedures may deteriorate.

Critical Judgements and Estimates

The financial statements are prepared in accordance with IFRS. The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period.

The critical judgments that the Company's management has made in the process of applying the Company's accounting policies that has the most significant effect on the amounts recognized in the Company's financial statements are the impairment of exploration and evaluation assets, the valuation of share-based payments and the valuation of deferred tax assets and liabilities.

For a summary of significant accounting judgements and estimates, please refer to Note 2 of the audited annual financial statements for the year ended April 30, 2023. Management believes it has made estimates that best reflect the facts and circumstances, however, actual results may differ from estimates.

Management Changes

On September 30, 2021, Carlos Escribano resigned as Chief Financial Officer of the Company. He was replaced as CFO, effective October 1, 2021, by Simon Sharp.

On March 1, 2022, Christine Pankiw resigned as Corporate Secretary (Canada) and was replaced by Mathew O'Hara.

On September 30, 2022, Paul Fowler resigned as Head of Corporate Development (Canada).

On January 27, 2023, Xavier Braud resigned from his role as Chief Executive Officer and Head of Corporate Development (Australia). Evan Cranston, Executive Chairman, agreed to act as the Interim Chief Executive Officer until the Board makes a permanent appointment to the position.

On February 1, 2023, Daniella Tintor was appointed Corporate Secretary (Canada) replacing Mathew O'Hara.

13. RISKS AND UNCERTAINTIES

Our business, operating, and financial condition could be harmed due to any of the following risks. The risks described below are not the only ones facing our Company. Additional risks not presently known, or that Benz currently deems immaterial, may also impair our business operations. If any such risks actually occur, the financial condition, liquidity, and results of operations of the Company as well as the ability of the Company to implement its growth plans could be materially adversely affected.

The following is a description of certain risks and uncertainties that may affect the business of the Company.

Management's Discussion and Analysis (continued)

Limited Operating History

Benz is a relatively new company with limited operating history and no history of business or mining operations, revenue generation, or production history. Benz was incorporated on November 9, 2011 and has yet to generate a profit from its activities. The Company is subject to all the business risks and uncertainties associated with any new business enterprise, including the risk that it will not achieve its growth objective. The Company anticipates that it may take several years to achieve positive cash flow from operations.

Exploration, Development, and Operating Risks

The exploration for and development of minerals involves significant risks, which even a combination of careful evaluation, experience, and knowledge may not eliminate. Few properties, which are explored, are ultimately developed into producing mines. There can be no guarantee that the estimates of quantities and qualities of minerals disclosed will be economically recoverable. With all mining operations there is uncertainty and, therefore, risk associated with operating parameters and costs resulting from the scaling up of extraction methods tested in pilot conditions. Mineral exploration is speculative in nature, and there can be no assurance that any minerals discovered will be discovered in sufficient quantities to warrant commercial exploitation. The Company's operations will be subject to all of the hazards and risks normally encountered in the exploration, development, and production of minerals. These include unusual and unexpected geological formations, rock falls, seismic activity, flooding, and other conditions involved in the extraction of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage, and possible legal liability. Although precautions to minimize risk will be taken, operations are subject to hazards that may result in environmental pollution and consequent liability that could have a material adverse impact on the business, operations, and financial performance of the Company.

Substantial Capital Requirements and Liquidity

Substantial additional funds will be required and there can be no assurances given that the Company will be able to raise the necessary funds. To meet such funding requirements, the Company may undertake additional equity financing, which would be dilutive to shareholders. There is no assurance that additional financing will be available on terms acceptable to the Company, or at all. If the Company is unable to obtain additional financing as needed, it may be required to discontinue operations.

Competition

There is competition within the mining industry for the discovery and acquisition of properties considered to have commercial potential. The Company will compete with other mining companies, many of which have greater financial, technical, and other resources than the Company, for, among other things, the acquisition of minerals claims, leases, and other mineral interests as well as for the recruitment and retention of qualified employees and other personnel.

Reliance on Management and Dependence on Key Personnel

The success of the Company is currently largely dependent upon the performance of its directors and officers, and the ability to attract and retain its key personnel. The loss of the services of these persons may have a material adverse effect on the Company's business and prospects. Benz will compete with numerous other companies for the recruitment and retention of qualified employees and contractors. There is no assurance that the Company can maintain the service of its directors and officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects.

Management's Discussion and Analysis (continued)

Fluctuating Mineral Prices and Marketability of Minerals

The market price of any mineral is volatile and affected by many factors beyond the Company's control, including but not limited to: international supply and demand, consumer product demand levels, international economic trends, commodity prices, operations costs, variations in mineral grade, fluctuations in the market price of minerals, currency exchange rate fluctuations, the level of interest rates, the rate of inflation, global or regional political events, and international events as well as a range of other market forces. Depending on the price of certain minerals, the Company may determine that it is impractical to continue its mineral exploration or development operations, if any. Sustained downward movements in mineral market prices could render less economic, or uneconomic, some or all of the mineral extraction and/or exploration activities to be undertaken by the Company. The marketability of minerals is affected by factors such as government regulation of mineral prices, royalties, allowable production, and the importation and exportation of minerals, the effect of which cannot be accurately predicted. There is no assurance that a profitable market will exist for the sale of minerals found, if any, on the Company's properties.

No Mineral Reserves or Mineral Resources

Mineral resources are estimates of the size and grade of deposits based on limited sampling and on certain assumptions and parameters. No assurance can be given that the anticipated tonnages and grades will be achieved or realized. Prolonged declines in the market price of silver, copper, lead or zinc may render mineral resources containing relatively lower grades of mineralization uneconomic and could materially reduce any estimate of resources. Should such declines occur, the Company could be required to take a material write-down of its investment in mining properties or the development of new projects, resulting in increased net losses.

Environmental Risks

All phases of the mining business present environmental risks and hazards and are subject to environmental regulation pursuant to a variety of international conventions, local laws, and regulations. Environmental legislation provides for, among other things, restrictions and prohibitions on spills, releases or emissions of various substances produced in association with mining operations. The legislation also requires that operations be operated, maintained, abandoned, and reclaimed to the satisfaction of applicable regulatory authorities. Compliance with such legislation can require significant expenditures and a breach may result in the imposition of fines and penalties, some of which may be material. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liability, and potentially increased capital expenditures and operating costs.

Governmental Regulations and Processing Licenses and Permits

The activities of the Company are subject to government approvals, various laws governing prospecting, development, land resumptions, production taxes, labour standards, and occupational health, mine safety, toxic substances, and other matters. Although the Company believes that its activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted, or that existing rules and regulations will not be applied in a manner, which could limit or curtail production or development. Amendments to current laws and regulations governing operations and activities of exploration and mining, or more stringent implementation thereof, could have a material adverse impact on the business, operations, and financial performance of the Company. Further, the mining licenses and permits issued in respect of its projects may be subject to conditions which, if not satisfied, may lead to the revocation of such licenses. In the event of revocation, the value of the Company's investments in such projects may decline.

Management's Discussion and Analysis (continued)

Conflicts of Interest

Certain directors and officers of the Company will be engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies (including mineral resource companies) and, as a result of these and other activities, such directors and officers of the Company may become subject to conflicts of interest. The Business Corporations Act of British Columbia ("BCBCA") provides that in the event that a director has a material interest in a contract or proposed contract or agreement that is material to the issuer, the director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the BCBCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the BCBCA.

Markets for Securities

There can be no assurance that an active trading market in the Company's shares will be established and sustained. The market price for the Company's shares could be subject to wide fluctuations. Factors such as commodity prices, government regulation, interest rates, share price movements of the Company's peer companies and competitors, as well as overall market movements, may have a significant impact on the market price of the securities of Company. The stock market has from time-to-time experienced extreme price and volume fluctuations, particularly in the mining sector.

Uninsurable Risks

Exploration, development, and production operations on mineral properties involve numerous risks, including unexpected or unusual geological operating conditions, rock bursts, cave-ins, fires, floods, earthquakes, and other environmental occurrences. It is not always possible to obtain insurance against all such risks, and the Company may decide not to insure against certain risks as a result of high premiums or other reasons. Should such liabilities arise, they could have an adverse impact on the Company's results of operations and financial condition and could cause a decline in the value of the Company's shares. The Company does not intend to maintain insurance against environmental risks.

Risks Relating to Infectious Diseases or Outbreaks of Viruses

Global markets have been adversely impacted by emerging infectious diseases and/or the threat of outbreaks of viruses, other contagions or epidemic diseases, including the novel COVID-19. A significant outbreak could result in a widespread crisis that could adversely affect the economies and financial markets of many countries, resulting in an economic downturn which could adversely affect the Company's business and the market price of the Common Shares. Many industries, including the mining industry, have been impacted by these market conditions. If increased levels of volatility continue or in the event of a rapid destabilization of global economic conditions, it may result in a material adverse effect on commodity prices, availability of credit, investor confidence, and general financial market liquidity, all of which may adversely affect the Company's business and the market price of the Company's securities. In addition, there may not be an adequate response to emerging infectious diseases. There are potentially significant economic and social impacts, including labour shortages and shutdowns, delays and disruption in supply chains, social unrest, government or regulatory actions or inactions, including permanent changes in taxation or policies, decreased demand, declines in the price of commodities, delays in permitting or approvals, governmental disruptions or other unknown but potentially significant impacts. At this time, the Company cannot accurately predict what effects these conditions will have on its operations or financial results, including due to uncertainties relating to the ultimate geographic spread, the duration of the outbreak, and the length of restrictions or responses that have been or may be imposed by the governments. Given the global nature of the Company's operations, the Company may not be able to accurately predict which operations will be impacted. Any outbreak or threat of an outbreak

Management's Discussion and Analysis (continued)

of a contagious or epidemic disease could have a material adverse effect on the Company, its business and operational results.

14. APPROVAL

The Board of Directors of the Company has approved the disclosure contained in this MD&A.

15. FORWARD LOOKING INFORMATION

This MD&A is based on a review of the Company's operations, financial position, and plans for the future based on facts and circumstances as of July 28, 2023.

Certain statements contained in this MD&A may constitute "forward looking information" as such term is used in applicable Canadian securities laws. Forward-looking information is based on plans, expectations and estimates of management at the date the information is provided and is subject to certain factors and assumptions, including, that the Company's financial condition and development plans do not change as a result of unforeseen events and that the Company obtains regulatory approval. Forward-looking information is subject to a variety of risks and uncertainties and other factors that could cause plans, estimates and actual results to vary materially from those projected in such forward-looking information. Factors that could cause the forward-looking information in this news release to change or to be inaccurate include, but are not limited to, the risk that any of the assumptions referred to prove not to be valid or reliable, that occurrences such as those referred to above are realized and result in delays, or cessation in planned work, that the Company's financial condition and development plans change, and delays in regulatory approval, as well as the other risks and uncertainties applicable to the Company as set forth in the Company's continuous disclosure filings filed under the Company's profile at www.sedar.com and www.asx.com.au. The Company undertakes no obligation to update these forward-looking statements, other than as required by applicable law.

16. COMPETENT PERSON'S STATEMENT

The information in this announcement that relates to the Mineral Resource Estimate was first reported under the JORC Code by the Company on May 24, 2023. The Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcement and confirms that all material assumptions and technical parameters underpinning the estimate continue to apply and have not materially changed. The Company confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement.

The information in this announcement that relates to historical exploration results was first reported to the ASX in accordance with ASX Listing Rule 5.7 on December 21, 2020 (Prospectus), February 3, 2022, June 7, 2022 and October 27, 2022. The Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcements.