

VIVA GOLD CORP.
INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

July 31, 2023

(Expressed in Canadian dollars)

(Unaudited – Prepared by Management)

Reader's Note:

These unaudited interim condensed consolidated financial statements of Viva Gold Corp. have been prepared by management and have not been reviewed by the Company's auditor

Viva Gold Corp.

Interim Condensed Consolidated Statements of Financial Position

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

	Note	July 31, 2023	October 31, 2022
		\$	\$
ASSETS			
Current Assets			
Cash and cash equivalents	3	749,365	2,131,651
Receivable and prepayments		114,002	255,193
		863,367	2,386,844
Cash – restricted	4	81,885	84,818
Exploration and evaluation assets	5	968,992	1,003,701
TOTAL ASSETS		1,914,244	3,475,363
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	6	69,539	989,899
		69,539	989,899
Asset retirement obligation	7	163,382	169,234
TOTAL LIABILITIES		232,921	1,159,133
SHAREHOLDERS' EQUITY			
Common shares	9	17,048,024	15,073,489
Cumulative translation adjustment		1,620,138	31,428
Contributed surplus	9	(6,228)	1,221,375
Deficit		(16,980,611)	(14,010,062)
TOTAL SHAREHOLDERS' EQUITY		1,681,323	2,316,230
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		1,914,244	3,475,363

Nature of Operations and Going Concern (Note 1)

Approved on behalf of the Board:

“David Whittle”

David Whittle, Director

“James Hesketh”

James Hesketh, Director

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

Viva Gold Corp.

Interim Consolidated Statements of Loss and Comprehensive Loss

(Expressed in Canadian Dollars except for the number of shares)

(Unaudited – Prepared by Management)

	Note	For the three months ended July 31,		For the nine months ended July 31,	
		2023	2022	2023	2022
		\$	\$	\$	\$
OPERATING EXPENSES					
Exploration cost	5	788,861	1,333,787	2,198,507	1,918,539
Management fees	6	20,010	44,768	60,561	82,758
Office costs		23,308	26,620	74,246	57,902
Professional fees	6	40,240	30,049	96,971	101,461
Share based payments	6 & 9	124,682	14,448	324,134	131,473
Investor relations		58,481	35,437	188,630	145,894
Transfer agent and filing fees		4,939	6,655	43,370	38,973
		(1,060,521)	(1,491,764)	(2,986,419)	(2,477,000)
Interest income		7,842	-	15,870	24
NET LOSS		(1,052,679)	(1,491,764)	(2,970,549)	(2,476,976)
OTHER COMPREHENSIVE INCOME (LOSS):					
Items that may be reclassified to profit or loss					
Exchange gain/ (loss) arising on translation of foreign operations		(26,048)	(17,822)	(37,656)	16,929
COMPREHENSIVE LOSS		(1,078,727)	(1,509,586)	(3,008,205)	(2,460,047)
BASIC AND DILUTED LOSS PER SHARE		(0.01)	(0.02)	(0.03)	(0.04)
Weighted average number of shares outstanding		106,721,122	89,292,239	98,787,769	66,971,384

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

Viva Gold Corp.

Interim Condensed Consolidated Statements of Changes in Shareholders' Equity

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

	Number of shares	Share capital \$	Cumulative Translation Adjustment \$	Contributed Surplus \$	Deficit \$	Total Equity \$
Balance as at October 31, 2021	55,641,225	10,960,438	(70,896)	1,102,845	(10,176,820)	1,815,567
Private Placement - Cash	35,966,666	4,316,000	-	-	-	4,316,000
Financing Cost Incurred - Cash	-	(192,687)	-	-	-	(192,687)
Share based payments - Options	-	-	-	131,473	-	131,473
Exchange differences arising on translation of foreign operations	-	-	16,929	-	-	16,929
Net loss	-	-	-	-	(2,476,976)	(2,476,976)
Balance as at July 31, 2022	91,607,891	15,083,751	(53,967)	1,234,318	(12,653,796)	3,610,306
Balance as at October 31, 2022	91,607,891	15,073,489	31,428	1,221,375	(14,010,062)	2,316,230
Private placement	14,925,731	2,014,973	-	74,629	-	2,089,602
Share issuance costs	-	(58,251)	-	-	-	(58,251)
Exercise of options	187,500	17,813	-	-	-	17,813
Share based payments – Options	-	-	-	324,134	-	324,134
Exchange differences arising on translation of foreign operations	-	-	(37,656)	-	-	(37,656)
Net loss	-	-	-	-	(2,970,549)	(2,970,549)
Balance as at July 31, 2023	106,721,122	17,048,024	(6,228)	1,620,138	(16,980,611)	1,681,323

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

Viva Gold Corp.

Interim Consolidated Statements of Cash Flows

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

	For the nine months ended	
	July 31,	
	2023	2022
	\$	\$
OPERATING ACTIVITIES		
Net loss	(2,970,549)	(2,476,976)
Unrealized foreign exchange	(14,982)	-
Share based payments	324,134	131,473
Changes in working capital		
Receivable and prepayments	137,996	(228,961)
Accounts payable and accrued liabilities	(934,813)	81,344
Cash flow used in operating activities	<u>(3,458,214)</u>	<u>(2,493,120)</u>
FINANCING ACTIVITIES		
Proceeds from private placements, net of financing costs	2,031,352	4,123,313
Options exercise	17,813	-
Cash flow provided by financing activities	<u>2,049,165</u>	<u>4,123,313</u>
DECREASE IN CASH	(1,409,049)	1,630,193
Impact of foreign exchange	26,763	(10,932)
CASH AND CASH EQUIVALENTS – Opening	<u>2,131,651</u>	<u>1,259,461</u>
CASH AND CASH EQUIVALENTS – Ending	<u>749,365</u>	<u>2,878,722</u>

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

VIVA GOLD CORP.

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

July 31, 2023

(Expressed in Canadian dollars)

(Unaudited – Prepared by Management)

1. Nature of Operations and Going Concern

Viva Gold Corp. (“Viva” or the “Company”) was incorporated under the Business Corporation Act (British Columbia) on September 24, 2009. The address of the Company’s corporate office and principal place of business is Suite 302, 8047 199 Street, Langley, British Columbia, Canada, V2Y 0E2.

The Company’s business is the acquisition, exploration and development of precious metal properties. It is currently advancing its 100% owned Tonopah Project, located in the Walker Lane Trend in Western Nevada.

These interim condensed consolidated financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of business. The Company’s ability to continue as a going concern is dependent upon the ability of the Company to obtain financing and generate positive cash flows from its operations. Viva is an exploration stage company and as at July 31, 2023 had an accumulated deficit of \$16,980,611. Management of the Company does not expect that its current cash position will be sufficient to meet all of its operating requirements, financial commitments, and business development priorities during the next twelve months. Accordingly, the Company will need to obtain financing in the form of debt, equity, or a combination thereof for the next twelve months to continue to operate. There can be no assurance that additional funding will be available to the Company, or, if available, that this funding will be on acceptable terms. These conditions indicate the existence of material uncertainty that may give rise to significant doubt about Viva’s ability to continue as a going concern.

2. Basis of Presentation

Statement of Compliance

These interim condensed consolidated financial statements have been prepared in accordance with International Accounting Standards (“IAS”) 34, Interim Financial Reporting, and based on the principles of International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”). These financial statements should be read in conjunction with the Company’s annual audited consolidated financial statements for the year ended October 31, 2022, which include all of the Company’s significant accounting policies, and have been prepared in accordance with the same methods of application.

These interim condensed consolidated financial statements were authorized for issue by the Board of Directors of the Company on September 25, 2023.

Basis of Measurement

These interim condensed consolidated financial statements have been prepared on an accrual basis and are based on historical costs, modified where applicable. The financial statements are presented in Canadian dollars unless otherwise noted.

VIVA GOLD CORP.**NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

July 31, 2023

*(Expressed in Canadian dollars)**(Unaudited – Prepared by Management)*

Significant Accounting Estimates and Judgments

The preparation of financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

In preparing these interim condensed consolidated financial statements, the significant judgments made by management in applying the Company's accounting policies and the key sources of estimation uncertainty were the same as those applied to the annual audited consolidated financial statements for the year ended October 31, 2022.

3. Cash and Cash Equivalents

	July 31, 2023	October 31, 2022
	\$	\$
Cash at bank	738,026	2,120,648
Guaranteed investment certificates	11,095	10,750
Deposits	244	253
	749,365	2,131,651

4. Restricted Cash

The Company has reclamation bonds with the Bureau of Land Management in the State of Nevada to insure the completion of future Asset Retirement Obligations (Note 7) as estimated utilizing a standardized reclamation cost estimating system for the State of Nevada. The Company replaced a portion of its cash backed reclamation bonds with reclamation surety bonds through Lexon Insurance. The Company pays an annual surety premium for this insurance. The Company has made cash deposits and these deposits are not releasable until such time that sufficient reclamation has been completed. As at July 31, 2023, total reclamation bonds held with the Bureau of Land Management and with an insurance company amounted to US\$62,142 (2022 – US\$62,142).

	July 31, 2023	October 31, 2022
	\$	\$
Opening balance	84,818	76,957
Impact of foreign exchange	(2,933)	7,861
	81,885	84,818

5. Exploration and Evaluation Asset

The Company's wholly owned subsidiary, 0862130 Corp holds a 100% stake in the Tonopah Project in Nevada, USA. The Tonopah Project consists of 513 unpatented mineral claims, 185 of which are subject to a 2% Net Smelter Royalty ("NSR"). The Company has an option to acquire 1% of the NSR for US\$1 million. During the year ended October 31, 2022, Company's Subsidiary 0862130 Corp purchased a 40-acre parcel of surface land

VIVA GOLD CORP.**NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

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*(Expressed in Canadian dollars)**(Unaudited – Prepared by Management)*

in Tonopah, Nevada at a purchase price of \$225,382 (US\$ 165,126). The Company holds unpatented mineral claims underlying this property.

A continuity of the Company's exploration and evaluation assets is as follows:

	July 31, 2023	October 31, 2022
	\$	\$
Opening balance	1,003,701	706,185
Additions	-	225,382
Impact of foreign exchange	(34,709)	72,134
	968,992	1,003,701

The following is a summary of exploration expenditures incurred by the Company on the Tonopah Project:

	For the three months ended		For the nine months ended	
	July 31		July 31	
	2023	2022	2023	2022
	\$	\$	\$	\$
Bond Premium	-	30	4,635	4,785
Claim Fees	-	-	-	656
Field Work	11,606	30,557	31,120	30,557
Consulting	61,715	110,673	160,030	116,751
Drilling	362,339	832,638	1,196,572	841,251
Environmental	20,343	43,542	80,732	127,935
Metallurgical Testwork	33,041	55,398	43,083	302,409
Monitoring and Evaluation	2,721	2,023	5,285	2,023
Permits	-	-	1,036	-
Salaries	20,010	44,768	60,561	82,758
Samples	172,026	78,681	341,742	101,907
Supplies/General	19,472	6,531	40,265	17,976
Technical Reports	64,300	92,178	187,832	229,501
Travel	21,288	24,044	45,614	26,540
Surveys	-	12,724	-	33,490
	788,861	1,333,787	2,198,507	1,918,539

6. Related Party Transactions

- a) The Company is party to a consulting service agreement, dated August 25, 2021, and subsequently amended, with Kalex LLC ("Kalex"), an entity owned by James Hesketh, the Company's president and CEO and a member of the board of directors of the Company. In August 2021, the monthly management fee payable under this agreement was reduced to US\$10,000 (Previously US\$12,500). During the three and nine months ended July 31, 2023, the Company incurred \$40,374 and \$134,580 (2022 - \$88,764 and \$165,516) respectively, in management fees/salaries. The Compensation of Mr. Hesketh is equally divided between management fees in the statement of loss and as salaries within exploration expenditures. As at July 31, 2023, \$619 (October 31, 2022 - \$1,653), included in accounts payable and accrued liabilities, was balance due to Kalex.
- b) Avisar Everyday Solutions and Avisar Chartered Professional Accountants ("Avisar"), firms where the CFO is a founder and principal, provided bookkeeping, treasury, taxation and financial reporting services to the Company. During the three and nine months ended July 31, 2023, the Company incurred accounting fees of

VIVA GOLD CORP.**NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

July 31, 2023

*(Expressed in Canadian dollars)**(Unaudited – Prepared by Management)*

\$19,320 and \$55,860 (2022 - \$18,270 and \$61,678) respectively to Avisar. As at July 31, 2023, \$6,615 (October 31, 2022 - \$12,180), included in accounts payable and accrued liabilities, was due to Avisar.

- c) During the three and nine months ended July 31, 2023, share based payments related to the incentive stock options granted to related parties amounted to \$103,279 and \$130,810 (2022 - \$12,627 and \$119,458).

7. Asset Retirement Obligation

A continuity of the Company's Asset Retirement Obligation is as follows:

	July 31, 2023	October 31, 2022
	\$	\$
Opening balance	169,234	153,549
Impact of foreign exchange	(5,852)	15,685
	163,382	169,234

8. Leases

On July 7, 2023, the Company entered into a lease agreement with TOWERCO 2013 LLC ("Towerco") to lease approximately 10,000 hectares of Company's land in Tonopah to Towerco. As per the agreement the term of the lease will be five years with an option of renewal for further fifteen five-year terms. Towerco intends to construct telecommunication towers at the leased premises and intends to pay a total of US\$ 1,000 per month for the duration of the first year of the lease term and thereafter monthly rent will increase at a rate of 2% every year. The initial five year lease term will start when Towerco begins commercial operation on the leased premises or the third anniversary of the lease agreement date, whichever comes first.

9. Share Capital**Common Shares**

The Company is authorized to issue an unlimited number of common shares without par value.

On March 24, 2023, the Company completed a brokered private placement of 14,925,731 units ("Unit") for proceeds of \$2,089,602. Each Unit consists of one common share and one purchase warrant. Each warrant is exercisable to acquire one common share at a price of \$0.23 per share until March 24, 2026, \$74,629 was allocated to the warrants based on the residual method. In connection with the private placement, the Company paid the agents ("Agents") involved in the brokering of the deal, a cash commission. Total cash financing cost incurred in conjunction of the private placement amounted to \$58,251. In addition to cash commission, the Agents also received a total of 135,590 finders warrants, whereas each warrant is exercisable to acquire one common share at a price of \$0.14 per warrant until March 24, 2026. The fair value of these finders warrants was calculated to be \$11,993 and was determined using the Black-Scholes option pricing model using the following assumptions: expected dividend yield: 0%; expected life: 3 years; expected stock price volatility: 107%; risk-free rate: 3.22%.

During the period ended July 31, 2023, a total of 187,500 common shares of the Company were issued upon exercise of stock options for total proceeds in arrears of \$17,813. As at July 31, 2023, there were 106,721,122 common shares of the Company outstanding.

VIVA GOLD CORP.**NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

July 31, 2023

*(Expressed in Canadian dollars)**(Unaudited – Prepared by Management)***Stock Options**

On January 10, 2023, the Company issued 2,750,000 stock options to certain directors, officers, and consultants. The options are exercisable at \$0.155 per share and have a term of three years with 50% vesting immediately and 25% for each year following the award date. The fair value of these stock options was calculated to be \$281,295 and was determined using the Black-Scholes option pricing model using the following assumptions: expected dividend yield: 0%; expected life: 3 years; expected stock price volatility: 106%; risk-free rate: 3.67%.

On June 22, 2023, the Company issued 1,650,000 stock options to certain directors, officers, and consultants. The options are exercisable at \$0.165 per share and have a term of three years with 50% vesting immediately and 25% for each year following the award date. The fair value of these stock options was calculated to be \$176,169 and was determined using the Black-Scholes option pricing model using the following assumptions: expected dividend yield: 0%; expected life: 3 years; expected stock price volatility: 106%; risk-free rate: 3.67%.

A total of 187,500 stock options were exercised and a total of 1,023,500 stock options expired without being exercised during the period ended July 31, 2023. As at July 31, 2023, the Company had 6,662,500 stock options outstanding (vested: 3,987,500). Total share-based payments expense during the three and nine months period ended July 31, 2023 was \$124,682 and \$324,134 (2022 – \$14,448 and \$131,473) respectively.

A continuity of the Company's incentive stock options is as follows:

	July 31, 2023	Weighted average exercise price	October 31, 2022	Weighted average exercise price
	Number of Options	\$	Number of Options	\$
Outstanding, beginning	3,473,500	0.16	3,008,500	0.25
Granted	4,400,000	0.16	1,750,000	0.10
Exercised	(187,500)	0.095	-	-
Expired	(1,023,500)	0.28	(925,000)	0.29
Forfeited	-	-	(360,000)	0.24
Outstanding, ending	6,662,500	0.14	3,473,500	0.16
Vested, ending	3,987,500	0.14	2,423,500	0.19

The details of stock options outstanding as at July 31, 2023 are as follows:

Number of Options	Exercise Price (\$)	Expiry Date	Remaining Life (Years)
550,000	0.17	June 30, 2024	0.92
150,000	0.17	August 24, 2024	1.07
1,562,500	0.10	December 15, 2024	1.38
2,750,000	0.16	January 10, 2026	2.45
1,650,000	0.17	June 22, 2026	2.90
6,662,500	0.14		2.15

Warrants

During the period ended July 31, 2023, the Company completed a brokered private placement and issued 14,925,731 share purchase warrants, whereas each warrant is exercisable to acquire one common share at a price of \$0.23 per warrant until March 24, 2026. The Agents of the brokered private placement also received a total of

VIVA GOLD CORP.**NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

July 31, 2023

*(Expressed in Canadian dollars)**(Unaudited – Prepared by Management)*

135,590 finders warrants, whereas each warrant is exercisable to acquire one common share at a price of \$0.14 per warrant until March 24, 2026. A continuity of the Company's warrants is as follows:

	July 31, 2023	Weighted average exercise price	October 31, 2022
	Number of Warrants	\$	Number of Warrants
Outstanding - opening	23,253,212	0.26	26,191,692
Granted	15,061,321	0.23	-
Expired	(6,001,000)	0.30	(2,938,480)
Outstanding - ending	32,313,533	0.24	23,253,212

Details of share purchase warrants outstanding as at July 31, 2023 are as follows:

Number of Warrants	Exercise Price (\$)	Expiry Date	Remaining Life (Years)
16,400,800	0.25	June 28, 2024	0.91
851,412	0.17	June 28, 2024	0.91
14,925,731	0.23	March 24, 2026	2.65
135,590	0.14	March 24, 2026	2.65
32,313,533	0.24		1.72