
ANGEL WING METALS INC.
CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
THREE MONTHS ENDED MARCH 31, 2023
(EXPRESSED IN CANADIAN DOLLARS)
(UNAUDITED)

NOTICE TO READER

The accompanying unaudited condensed consolidated interim financial statements of the Company have been prepared by and are the responsibility of management. The unaudited condensed consolidated interim financial statements have not been reviewed by the Company's auditors.

Angel Wing Metals Inc.**Condensed Consolidated Interim Statements of Financial Position****(Expressed in Canadian Dollars)****(Unaudited)**

As at,	March 31, 2023	December 31, 2022
ASSETS		
<i>Current</i>		
Cash	\$ 1,961,233	\$ 269,484
Short-term investments	-	2,517,085
Accounts receivable	37,815	31,527
Prepaid expenses and other	58,144	686,012
Assets held for sale (note 5)	-	222,315
Total current assets	2,057,192	3,726,423
Non-current assets		
Value-added tax recoverable	519,014	305,885
Mineral exploration and evaluation assets (note 3)	8,975,065	7,603,981
Property, plant and equipment (note 4)	8,561	6,613
Total assets	\$ 11,559,832	\$ 11,642,902
LIABILITIES		
<i>Current</i>		
Accounts payable and accrued liabilities (note 9)	\$ 228,867	\$ 331,645
Liabilities held for sale related to assets (note 5)	-	136,888
Total liabilities	228,867	468,533
SHAREHOLDERS' EQUITY		
Share capital (note 6)	23,592,949	23,592,949
Contributed surplus	4,001,653	3,941,858
Deficit	(16,640,281)	(16,452,997)
Accumulated other comprehensive income	376,644	92,559
Total shareholders' equity	11,330,965	11,174,369
Total liabilities and shareholders' equity	\$ 11,559,832	\$ 11,642,902

Corporate information (note 1)**Commitments and contingencies** (note 11)**Subsequent events** (note 13)

The notes to the unaudited condensed consolidated interim financial statements are an integral part of these statements.

Angel Wing Metals Inc.**Condensed Consolidated Interim Statements of Loss and Comprehensive Loss****(Expressed in Canadian Dollars)****(Unaudited)**

Three Months Ended March 31,	2023	2022
Expenses (income)		
Administrative (note 12)	\$ 123,848	\$ 230,898
Share-based compensation (note 7)	59,795	-
Depreciation	605	249
Foreign exchange	21,329	-
Other income	(33,203)	(6,013)
Disposal of equipment	2,298	-
Loss before income taxes	(174,672)	(225,134)
Deferred income tax expense	-	(139,588)
Net loss from continuing operations	(174,672)	(364,722)
Net (loss) income from discontinuing operations (note 5)	(12,612)	1,433
Net loss	(187,284)	(363,289)
Cumulative translation adjustment	284,085	-
Net income (loss) and comprehensive loss	\$ 96,801	\$ (363,289)
Net (loss) income per share		
from continuing operations - basic and diluted	\$ (0.00)	\$ (0.00)
from discontinued operations - basic and diluted	\$ (0.00)	\$ 0.00
Total - basic and diluted	\$ (0.00)	\$ (0.00)
Weighted average number of common shares outstanding		
- basic and diluted (notes 7, 8)	110,870,817	90,120,817

The notes to the unaudited condensed consolidated interim financial statements are an integral part of these statements.

Angel Wing Metals Inc.

Condensed Consolidated Interim Statements of Cash Flows (Expressed in Canadian Dollars) (Unaudited)

	Three months ended March 31,	
	2023	2022
Operating activities		
Net loss from continuing operations	\$ (174,672)	\$ (364,722)
<i>Items not affecting cash:</i>		
Depreciation	605	249
Disposal of equipment	2,298	-
Share-based compensation	59,795	-
Deferred income tax expense	-	139,588
Foreign exchange	54,174	-
<i>Changes in non-cash working capital items:</i>		
Accounts receivable	(6,288)	(25,367)
Prepaid expenses and other	72,101	100,557
Value-added tax recoverable	(182,265)	-
Accounts payable and accrued liabilities	(112,359)	(143,294)
Net cash used in operating activities of continuing operations	(286,611)	(292,989)
Operating activities		
Net (loss) income from discontinuing operations	\$ (12,612)	\$ 1,433
<i>Items not affecting cash:</i>		
Accretion on decommissioning liabilities	-	696
Deferred income tax expense	-	-
Loss on sale of subsidiary	8,511	-
<i>Changes in non-cash working capital items:</i>		
Accounts payable and accrued liabilities	16	-
Restricted cash	-	(57)
Net cash (used in) provided by operating activities of discontinued operations	(4,085)	2,072
Financing activities		
Share issue (net of issue costs)	-	925,000
Net cash provided by financing activities	-	925,000
Investing activities		
Sale of short-term investments	2,517,085	(1,493)
Purchase of equipment	(4,289)	-
Net cash on the sale of Huntington Capital Inc.	(33,051)	-
Mineral property expenditures	(607,251)	(1,350,803)
Acquisition of Lago de Oro SA de CV	-	(1,424,490)
Net cash provided by (used in) investing activities	1,872,494	(2,776,786)
Increase (decrease) in cash	1,581,798	(2,142,703)
Cash, within subsidiary sold	109,951	-
Cash, beginning of period	269,484	5,758,720
Cash, end of period	\$ 1,961,233	\$ 3,616,017

The notes to the unaudited condensed consolidated interim financial statements are an integral part of these statements.

Angel Wing Metals Inc.**Condensed Consolidated Interim Statements of Changes in Shareholders' Equity****(Expressed in Canadian Dollars)****(Unaudited)**

	Number of Common Shares	Share Capital	Contributed Surplus	Accumulated other comprehensive income	Deficit	Total
Balance, December 31, 2021	88,820,817	\$ 21,890,449	\$ 3,348,908	\$ -	\$ (15,376,669)	\$ 9,862,688
Shares issued as consideration	4,000,000	800,000	-	-	-	800,000
Exercise of warrants	2,500,000	125,000	-	-	-	125,000
Net loss for the period	-	-	-	-	(363,289)	(363,289)
Balance, March 31, 2022	95,320,817	\$ 22,815,449	\$ 3,348,908	\$ -	\$ (15,739,958)	\$ 10,424,399
Balance, December 31, 2022	110,870,817	\$ 23,592,949	\$ 3,941,858	\$ 92,559	\$ (16,452,997)	\$ 11,174,369
Share based compensation	-	-	59,795	-	-	59,795
Cumulative translation adjustment	-	-	-	284,085	-	284,085
Net loss for the period	-	-	-	-	(187,284)	(187,284)
Balance, March 31, 2023	110,870,817	\$ 23,592,949	\$ 4,001,653	\$ 376,644	\$ (16,640,281)	\$ 11,330,965

The notes to the unaudited condensed consolidated interim financial statements are an integral part of these statements.

Angel Wing Metals Inc.

Notes to Condensed Consolidated Interim Financial Statements

Three Months Ended March 31, 2023

(Expressed in Canadian Dollars)

(Unaudited)

1. CORPORATE INFORMATION

Angel Wing Metals Inc. (“Angel Wing” or the “Company”) is a junior mining company. The principal business of the Company is the identification, evaluation and acquisition of mineral properties, as well as exploration of mineral properties once acquired. The Company is an exploration stage company and is in the process of acquiring and exploring its mineral property interests. The Company’s shares trade on the TSX Venture Exchange under the symbol AWM.

Angel Wing was incorporated as 676182 Alberta Ltd. under the laws of the Province of Alberta on November 28, 1995. The Company’s principal operating and registered office address is 82 Richmond Street East, Suite 1000, Toronto, ON M5C 1P1.

The Company has transferred its legacy oil and gas properties in Western Canada to Huntington Capital Inc. effective June 2022, and sold its subsidiary on January 2023.

Angel Wing has a 100% interest in Lago de Oro Resources SA de CV (“LOM”), and had a 100% interest in Huntington Capital Inc.

2. BASIS OF PREPARATION

Statement of compliance

These condensed interim financial statements have been prepared in accordance with International Accounting Standard (“IAS”) 34 Interim Financial Reporting. They do not contain all disclosures required by International Financial Reporting Standards (“IFRS”) for annual financial statements and, accordingly, should be read in conjunction with the audited financial statements for the year ended December 31, 2022. These condensed financial statements were authorised for issue by the Board of Directors on May 26, 2023.

Going concern assumption

These consolidated financial statements have been prepared on a going concern basis. In making the assessment that the Company is a going concern management has taken into account available information about the future, which is at least, but not limited to, one year from December 31, 2022.

Coronavirus

The outbreak of the novel strain of coronavirus, specifically identified as “COVID-19” was declared a global pandemic by the World Health Organization on March 11, 2020. Governments worldwide enacted emergency measures to combat the spread of the virus. These measures have caused material disruption to businesses globally resulting in an economic slowdown. On May 5, 2023, the World Health Organization declared an end to the COVID-19 outbreak.

Governments and central banks have reacted to the global pandemic with significant monetary and fiscal interventions designed to stabilize economic conditions. However, the duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the governments and central bank interventions.

Functional and presentation currency

The functional currency of Angel Wing Metals Inc. and Huntington Capital Inc. is the Canadian dollar and the Mexican Peso for Lago de Oro Resources SA de CV, as determined by management. All amounts in these consolidated financial statements are presented in Canadian dollars. Transactions in currencies other than the functional currency are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the period end exchange rates are recognized in profit or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Angel Wing Metals Inc.

Notes to Condensed Consolidated Interim Financial Statements

Three Months Ended March 31, 2023

(Expressed in Canadian Dollars)

(Unaudited)

2. BASIS OF PREPARATION (continued)

Functional and presentation currency (continued)

The results and financial position of all the entities that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- i. Assets and liabilities at each statement of financial position date presented are translated at the closing rate at the date of that statement of financial position;
- ii. Income and expenses for each income statement are translated at average exchange rates; and
- iii. All resulting exchange differences are recognized in other comprehensive income (loss).

Basis of consolidation

The consolidated financial statements comprise of the financial statements of Angel Wing Exploration Inc. (the parent Company) and its previously wholly owned subsidiaries Huntington Capital Inc. and Lago de Oro Resources SA de CV. All intercorporate transactions have been eliminated on consolidation.

Subsidiaries are entities over which the Company has control, where control is defined to exist when the Company is exposed to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Subsidiaries are fully consolidated from the date control is transferred to the Company and cease to be consolidated from the date control ceases.

Entity	December 31, 2022	March 31, 2023
Angel Wings Metals Inc.	Parent	Parent
Lago de Oro Resources SA de CV	100%	100%
Huntington Capital Inc.	100%	0% - Sold January 2023

Changes in accounting policy:

During the three months ended March 31, 2023, the Company adopted a number of new IFRS standards, interpretations, amendments and improvements of existing standards. These new standards and changes did not have any material impact on the Company's consolidated financial statements.

Future Changes in Accounting Policies:

Classification of Liabilities as Current or Non-Current (Amendments to IAS 1)

The IASB has published Classification of Liabilities as Current or Non-Current (Amendments to IAS 1) which clarifies the guidance on whether a liability should be classified as either current or non-current. The amendments:

- clarify that the classification of liabilities as current or non-current should only be based on rights that are in place "at the end of the reporting period"
- clarify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability
- make clear that settlement includes transfers to the counterparty of cash, equity instruments, other assets or services that result in extinguishment of the liability.

This amendment is effective for annual periods beginning on or after January 1, 2024. Earlier application is permitted. The extent of the impact of adoption of this amendment has not yet been determined.

Angel Wing Metals Inc.

Notes to Condensed Consolidated Interim Financial Statements

Three Months Ended March 31, 2023

(Expressed in Canadian Dollars)

(Unaudited)

3. MINERAL EXPLORATION AND EVALUATION ASSETS

Mineral Exploration and Evaluation (E&E) assets consist of the Company's mineral property projects which are pending the exploration determination of proven or probable reserves.

The Company has taken steps to verify title to mining interests in which it has or is in the process of earning an interest in, including review of condition of title reports, vesting deeds, mining claim location notices and filings, and property tax and other public records and is not presently aware of any title defects. The procedures the Company has undertaken and may undertake in the future to verify title provide no assurance that the underlying properties are not subject to prior agreements or transfers of which the Company is unaware.

A summary of exploration costs is summarized below:

	Winora Property	Quartz Lake Property	El Grande Gold Property	Total
Balance, December 31, 2021	\$ 1,491,848	\$ 93,387	\$ -	\$ 1,585,235
Acquisition costs	-	-	2,298,922	2,298,922
Consulting costs	2,058,519	206,963	1,116,694	3,382,176
Site costs	5,000	3,058	215,540	223,598
Exchange translation	-	-	114,050	114,050
Balance, December 31, 2022	3,555,367	303,408	3,745,206	7,603,981
Acquisition costs	-	-	617,878	617,878
Geology and project drillings costs	658	6,682	473,514	480,854
Site costs	-	-	64,286	64,286
Exchange translation	-	-	208,066	208,066
Balance, March 31, 2023	\$ 3,556,025	\$ 310,090	\$ 5,108,950	\$ 8,975,065

Winora Property

On July 28, 2021, the Company completed the acquisition of the Winora Property from an arm's length third party. The Winora Project consists of 17 patented mining claims located in the District of Kenora, Northern Ontario. Under the terms of the agreements, the purchase price was satisfied by the issuance of 4,000,000 common shares at a deemed price of \$0.304 per share and a 2.0% Net Smelter Return ("NSR") royalty, payable upon the commencement of commercial production from the property.

Quartz Lake Property

On December 1, 2020, the Company entered into two mineral property acquisition agreements with arm's length third parties with respect to the purchase of rights to mineral exploration properties that comprises the Quartz Lake Project in the Birch-Uchi region in Ontario bridging Treaty 3 and Treaty 9 Territories. Under the terms of the agreements, the purchase price was satisfied by aggregate cash payments of \$30,000 and the issuance of 200,000 common shares at a deemed price of \$0.165 per share. One of the vendors retains a 1.5% Net Smelter Return ("NSR") royalty, payable upon the commencement of commercial production from the Quartz Lake Project. The Company has the right at any time to purchase one-half of the NSR royalty from the vendor for \$500,000. The Company has the right to terminate the agreements in their entirety at any time prior to the transfer date. The acquisition of the Quartz Lake Project was completed February 8, 2021.

Angel Wing Metals Inc.

Notes to Condensed Consolidated Interim Financial Statements

Three Months Ended March 31, 2023

(Expressed in Canadian Dollars)

(Unaudited)

3. MINERAL EXPLORATION AND EVALUATION ASSETS (continued)

El Grande Gold Project

On March 30, 2022 the Company completed the acquisition of Lago de Oro Resources SA de CV ("LOM") and its El Grande Gold Project (the "Project") covering a 550 square kilometer area in the southern extension of the Sierra Madre Occidental ("SMO") gold-silver belt in the state of Nayarit, Mexico.

The acquisition was completed by way of a definitive purchase agreement with an arm's length third party for 100% of the issued and outstanding shares of LOM in exchange for i) cash payment of US\$500,000; ii) issuance of 4,000,000 common shares of the Company at a deemed price of \$0.20 per share; iii) a capped 2% NSR to the vendor; and iv) future share-based "milestone payments" based on the incremental addition of gold-equivalent (gold-silver) NI 43-101 resource ounces above a base 500,000 ounces on any given deposit currently held by LOM, capped at 20,000,000 shares subject to TSXV approval at the time of issuance. The common shares issued in connection with the acquisition will be subject to a hold period of four months and a day from the date of closing.

The acquisition constitutes an asset acquisition as the acquired assets did not meet the definition of a business, as defined in IFRS3, Business Combinations, the Company acquired net identifiable assets and liabilities of \$122,496, and allocated \$1,301,994 to the mineral exploration and evaluation assets.

On February 23, 2023, the Company closed a transaction with a private entity to acquire a 100% interest in the La Reyna group of claims adjoining the El Grande Project to the southeast. Pursuant to a Purchase and Assignment Agreement ("The Agreement"), Angel Wing Metals, through its subsidiary Lago de Oro S.A. de C.V., has made a total payment of US\$700,000 upon completion of three performance milestones:

- US\$150,000 upon signing of The Agreement (paid)
- US\$150,000 upon presentation of The Agreement to, and acceptance for registration by the Public Registry of Mining of Mexico, (paid) and
- US\$400,000 upon Registration of the Agreement by the Public Registry of Mines of Mexico., which is deemed to be regulatory approval In Mexico. (paid)

A further payment of US\$50,000 will be due upon Angel Wing Metals identifying each 1.0 million ounces of gold in the Measured and Indicated categories of a Mineral Resource as defined by the Canadian National Instrument 43-101 ("NI 43-101") Standards of Disclosure for Mineral Projects on the La Reyna Property, and a 1.5% net smelter return royalty with Angel Wing Metals retaining a right of first refusal to purchase the royalty for US\$2.0 million.

4. PROPERTY, PLANT AND EQUIPMENT

Costs	Petroleum Properties	Office Equipment	Total
December 31, 2021	\$ 1,168,896	\$ 10,984	\$ 1,179,880
Additions	-	4,454	4,454
Transferred to assets held for sale	(1,168,896)	-	(1,168,896)
December 31, 2022	-	15,438	15,438
Additions	-	4,289	4,289
Disposal	-	(10,984)	(10,984)
Exchange translation	-	730	730
Total	\$ -	\$ 9,473	\$ 9,473

Angel Wing Metals Inc.

Notes to Condensed Consolidated Interim Financial Statements
Three Months Ended March 31, 2023
(Expressed in Canadian Dollars)
(Unaudited)

4. PROPERTY, PLANT AND EQUIPMENT (continued)

Depletion, depreciation and impairment losses:	Petroleum Properties	Office Equipment	Total
December 31, 2021	\$ 1,168,896	\$ 7,689	\$ 1,176,585
Depreciation	-	1,246	1,246
Transferred to assets held for sale	(1,168,896)	-	(1,168,896)
Exchange translation	-	(110)	(110)
December 31, 2022	-	8,825	8,825
Depreciation	-	605	605
Disposal	-	(8,686)	(8,686)
Exchange translation	-	168	168
Total	\$ -	\$ 912	\$ 912

Carrying amount:	Petroleum Properties	Office Equipment	Total
December 31, 2022	\$ -	\$ 6,613	\$ 6,613
March 31, 2023	\$ -	\$ 8,561	\$ 8,561

5. SALE OF SUBSIDIARY AND DISCONTINUED OPERATIONS

In November 2022, the Company entered into negotiations with an arm's length third party to sell 100% of the issued and outstanding shares of Huntington. Subsequent to year end the Company sold its subsidiary Huntington including all assets and liabilities for gross proceeds of \$96,000 and paid finders fees of \$19,100. Upon completion of the sale effective on January 20, 2023, the Company derecognized Huntington and recorded a loss on sale of subsidiary as follows:

Total assets	\$ 222,309
Total liabilities	136,898
Net assets as of January 20, 2023	85,411
Proceeds received (net of commissions)	76,900
Loss on sale of subsidiary	\$ 8,511

The financial performance information of Huntington is presented below for the three months ended March 31, 2022 and for the period from January 1, 2023 to January 20, 2023 :

	January 1, 2023 to January 20, 2023	Three months ended March 31, 2022
Revenue		
Production sales	\$ -	\$ 18,678
Royalties	-	(3,641)
	-	15,037
Operating expenses		
Operating expense	4,092	12,908
Administrative	9	-
Accretion of decommissioning obligations	-	696
Total expenses	4,101	13,604
Other item	(4,101)	1,433
Loss on sale of subsidiary	(8,511)	-
Net (loss) income from discontinuing operation	\$ (12,612)	\$ 1,433

Angel Wing Metals Inc.

Notes to Condensed Consolidated Interim Financial Statements
Three Months Ended March 31, 2023
(Expressed in Canadian Dollars)
(Unaudited)

6. SHARE CAPITAL

Authorized share capital

Unlimited number of common shares without par value, preferred shares, assumable in series

Common shares issued

(i) On March 30, 2022 the Company completed its acquisition of Lago de Oro Resources SA de CV for 4,000,000 shares at a price of \$0.20 per share and a cash payment of US\$500,000.

7. STOCK OPTIONS

The Company's stock option plan limits the number of common shares reserved under the plan from exceeding a "rolling maximum" of ten (10) percent of the Company's issued and outstanding common shares. Under the plan, the number of stock options for any one (1) individual may not exceed 5% of the issued and outstanding shares in any one twelve-month period. The stock options vest at the discretion of the Board of Directors upon grant to directors, officers, employees and consultants of the Company.

The following table reflects the continuity of stock options for the periods presented:

	Number of stock options	Weighted average exercise price (\$)
Balance, December 31, 2021 and March 31, 2022	4,200,000	0.28
Balance, December 31, 2022	7,400,000	0.25
Granted	500,000	0.15
Expired and cancelled	(850,000)	0.25
Balance, March 31, 2023	7,050,000	0.24

On February 24, 2023 the Company granted 500,000 stock options at an exercise price of \$0.15 a director of the Company. The stock options granted vest immediately and are exercisable for a period of ten years from date of grant.

The following table reflects the stock options issued and outstanding as of March 31, 2023:

Expiry Date	Weighted Exercise Price (\$)	Remaining Contractual Life (years)	Number of Options Outstanding	Number of Options Vested (Exercisable)
August 27, 2027	0.25	4.41	700,000	700,000
April 7, 2031	0.25	8.02	1,050,000	1,050,000
June 29, 2031	0.31	8.25	1,800,000	1,800,000
October 8, 2031	0.31	8.53	150,000	150,000
May 6, 2032	0.20	9.11	2,850,000	2,850,000
February 24, 2033	0.15	9.91	500,000	500,000
	0.24	8.31	7,050,000	7,050,000

The Company recorded \$59,795 (March 31, 2022 - \$nil) in share-based compensation expense in the period and a corresponding amount was credited to share based payment reserve.

Angel Wing Metals Inc.

Notes to Condensed Consolidated Interim Financial Statements
Three Months Ended March 31, 2023
(Expressed in Canadian Dollars)
(Unaudited)

7. STOCK OPTIONS (continued)

Details of the fair value of options granted and the assumptions used in the Black-Scholes option pricing model are as follows:

	March 31, 2023	March 31, 2022
Fair value of options granted	\$ 0.120	\$ nil
Risk-free interest rate	3.39 %	nil %
Estimated life	10 years	- years
Expected volatility based on historic volatility	184.00 %	- %
Expected dividend yield	nil	nil
Forfeiture rate	0 %	0 %

8. WARRANTS

Changes in the number of warrants, with their weighted average exercise prices, are summarized below:

	Number of warrants	Weighted average exercise price (\$)
Balance, December 31, 2021	33,635,464	0.20
Exercised	(2,500,000)	0.05
Balance, March 31, 2022	31,135,464	0.21
Balance, December 31, 2022 and March 31, 2023	14,285,464	0.40

The following table reflects the warrants outstanding as of March 31, 2023:

Expiry Date	Exercise Price (\$)	Remaining Contractual Life (years)	Number of Warrants Outstanding
June 16, 2023	0.40	0.21	14,285,464

9. RELATED PARTY BALANCES AND TRANSACTIONS

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company. Key management personnel include the officers and vice-presidents. Executive officers are paid salaries or management fees and participate in the Company's stock option program. Key management personnel compensation is comprised of the following:

Except as disclosed elsewhere in these consolidated financial statements the Company had the following related party transactions during the period:

Three months ended March 31,	2023	2022
Consulting and management fees	\$ 17,680	\$ 75,000
Stock based compensation (note 7)	59,795	-
	\$ 77,475	\$ 75,000

Included in accounts payables and accrued liabilities is \$69,614 (December 31, 2022 - \$121,077) owing to officers of the Company, or companies controlled by or directors and officers.

Angel Wing Metals Inc.

Notes to Condensed Consolidated Interim Financial Statements
Three Months Ended March 31, 2023
(Expressed in Canadian Dollars)
(Unaudited)

10. SEGMENTED INFORMATION

The Company operates in one industry segment, namely exploration of mineral resources in two geographic regions, Canada and Mexico. The companies discontinued operations related to oil & gas which were operated within Canada. There were no expenses in Mexico for the three months ended March 31, 2022.

March 31, 2023	Canada	Mexico	Total
Mineral Properties	\$ 3,866,115	\$ 5,108,950	\$ 8,975,065
Equipment	\$ -	\$ 8,561	\$ 8,561

December 31, 2022	Canada	Mexico	Total
Mineral Properties	\$ 3,858,775	\$ 3,745,206	\$ 7,603,981
Equipment	\$ 2,298	\$ 4,315	\$ 6,613

Three months ended March 31, 2023	Canada	Mexico	Total
Operating expenses (income)			
Operating expense	\$ -	\$ -	\$ -
Administrative	109,818	14,030	123,848
Share-based compensation	59,795	-	59,795
Depreciation	-	605	605
Foreign exchange	124	21,205	21,329
Other income	(33,203)	-	(33,203)
Disposal of equipment	2,298	-	2,298
Net loss from continuing operations	\$ (138,832)	\$ (35,840)	\$ (174,672)

11. COMMITMENTS AND CONTINGENCIES

Flow-through indemnification

The flow-through agreements require the Company to renounce certain tax deductions for Canadian exploration expenditures incurred on the Company's mineral properties to flow-through participants. The Company indemnified the subscribers for any related tax amounts that become payable by the subscribers as a result of the Company not meeting its expenditure commitments. The Company has fully met all of its expenditure commitments for previous flow-through financings. If the Canadian Revenue Agency ("CRA") determined that the Company was not compliant with their flow-through expenditure commitments, the Company may be liable to indemnify subscribers for any related tax amounts. No provision has been recorded in these unaudited condensed consolidated interim financial statements related to this contingency as various triggering events have not taken place.

Environmental and legal

The Company's operations are subject to government environmental protection legislation. Environmental consequences are difficult to identify in terms of results, timetable and impact. At this time, to management's best knowledge, the Company's operations are in compliance with current laws and regulations.

Angel Wing Metals Inc.

Notes to Condensed Consolidated Interim Financial Statements
Three Months Ended March 31, 2023
(Expressed in Canadian Dollars)
(Unaudited)

12. GENERAL AND ADMINISTRATIVE

Three months ended March 31,	2023	2022
Professional fees	\$ 35,874	\$ 123,712
Management and consulting fees	12,550	27,041
Shareholder communication	22,458	35,389
Insurance	8,918	8,929
Fees and licenses	4,719	18,540
Rent	237	1,429
Software lease	-	895
Other	39,092	14,963
	<u>\$ 123,848</u>	<u>\$ 230,898</u>

13. SUBSEQUENT EVENTS

On April 11, 2023, the Company granted 1,500,000 stock options at an exercise price of \$0.20 to the President & CEO, Mr. Marc Prefontaine. The stock options granted vest in three equal instalments over two years and are exercisable for a period of ten years from the date of grant.

On May 3, 2023, the Company announced it had closed a non-brokered private placement for 23,635,000 common share units of the Company at a price of C\$0.11 for total gross proceeds of C\$2,599,850. Each unit consisted of one common share of the Company and one-half warrant. Each full warrant is exercisable for a period of two years from issuance at a price per common share of \$0.25. Proceeds from the private placement will be used by the Company for exploration properties and for general and corporate purposes.

Certain directors and an officer of the Company, including the Company's recently appointed President and CEO, (the "Related Parties") participated in and subscribed for 3,450,000 Units. As a result, the Private Placement constituted a "related party transaction" within the meaning of Policy 5.9 of the TSX Venture Exchange and Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101").

The Company relied on the exemptions under sections 5.5(a), 5.5(b) and 5.7(1)(a) of MI 61-101 in respect of the formal valuation and minority shareholder approval requirements in respect of the Related Party's participation in the Private Placement under MI 61-101, as (i) the Company is not listed or quoted on any of the stock exchanges or markets listed in subsection 5.5(b) of MI 61-101, and (ii) as at the closing of the Private Placement, neither the fair market value of the Common Shares issued in connection with the Private Placement, nor the fair market value of the consideration received by the Company therefor, insofar as it involved the Related Party, exceeded 25% of the Company's market capitalization.

The private placement is subject to a statutory 4-month hold from the date of issuance. The private placement is subject to the receipt of all necessary approvals including the approval of the TSXV and applicable securities regulatory authorities. No fees are payable on this financing.

On May 19, 2023, the Company announced its proposal to amend the terms of 14,285,465 share purchase warrants set to expire on June 16, 2023. The Company is proposing to extend the expiry date by one year to June 16, 2023 at the same exercise price, subject to the approval of the TSX Venture Exchange.

On May 24, 2023, the Company announced its proposal to consolidate the common shares of the Company (the "Consolidation") on the basis of one (1) post-consolidation Common Share for every two (2) pre-consolidation common shares to be voted on by the Shareholders at the Company's Annual General and Special Meeting to be held on June 29, 2023. and is also subject to the approval of the TSX Venture Exchange.

Angel Wing Metals Inc.

Notes to Condensed Consolidated Interim Financial Statements

Three Months Ended March 31, 2023

(Expressed in Canadian Dollars)

(Unaudited)

13. SUBSEQUENT EVENTS (continued)

The Company currently has 134,505,817 Common Shares issued and outstanding. If the proposed Consolidation is approved by the shareholders, the Company would have approximately 67,252,908 Common Shares issued and outstanding. Outstanding options and warrants would be similarly adjusted.