



CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
For the three months ended March 31, 2022 and 2021
(Expressed in Canadian Dollars)

Notice of No Auditor Review of Condensed Interim Consolidated Financial Statements

The accompanying unaudited condensed interim consolidated financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

RILEY GOLD CORP.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(Unaudited - Expressed in Canadian Dollars)

	March 31, 2022	December 31, 2021
ASSETS		
Current Assets		
Cash	\$ 698,312	\$ 1,027,995
Prepaid expenses	92,093	143,347
Receivables	42,557	46,655
Total current assets	<u>832,962</u>	<u>1,217,997</u>
Non-current assets		
Deposits and bonds (Note 5)	41,086	41,684
Exploration and evaluation assets (Note 3)	3,618,243	3,467,080
Total non-current assets	<u>3,659,329</u>	<u>3,508,764</u>
Total assets	<u>\$ 4,492,291</u>	<u>\$ 4,726,761</u>
LIABILITIES		
Current Liabilities		
Accounts payable and accrued liabilities (Note 8)	\$ 226,837	\$ 198,760
SHAREHOLDERS' EQUITY		
Share capital (Note 4)	5,997,039	5,997,039
Contributed surplus	402,663	377,979
Currency translation adjustment	(42,093)	10,403
Deficit	(2,092,155)	(1,857,420)
	<u>4,265,454</u>	<u>4,528,001</u>
	<u>\$ 4,492,291</u>	<u>\$ 4,726,761</u>

NATURE OF OPERATIONS AND GOING CONCERN (Note 1)
EVENT AFTER THE REPORTING PERIOD (Note 11)

These condensed interim consolidated financial statements were approved for issue by the Audit Committee of the Board of Directors on May 27, 2022 and are signed on its behalf by:

Approved by "Todd Hilditch", Director "Cyndi Laval", Director

RILEY GOLD CORP.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS (Unaudited - Expressed in Canadian Dollars)

	Three months ended March 31, 2022	Three months ended March 31, 2021
EXPENSES		
Consulting fees (Note 8)	\$ 108,120	\$ 108,120
Insurance expense	9,021	3,613
Investor relations	45,000	-
Interest and bank charges	935	661
Office supplies and rent (Note 8)	12,135	9,893
Professional fees (Note 8)	-	310
Shareholder reporting	24,114	58,101
Share-based payments (Note 8)	24,684	60,984
Transfer agent and filing fees	8,982	32,624
Travel	824	-
	<u>(233,815)</u>	<u>(274,306)</u>
NET LOSS BEFORE OTHER ITEMS		
Foreign exchange loss	(1,184)	(678)
Interest income	264	487
	<u>(234,735)</u>	<u>(274,497)</u>
NET LOSS FOR THE PERIOD		
OTHER COMPREHENSIVE LOSS		
Currency translation adjustment	(52,496)	(6,224)
COMPREHENSIVE LOSS FOR THE PERIOD	<u>(287,231)</u>	<u>(280,721)</u>
LOSS PER SHARE, BASIC AND DILUTED	\$ <u>(0.01)</u>	\$ <u>(0.01)</u>
WEIGHTED AVERAGE SHARES OUTSTANDING	<u>32,182,880</u>	<u>25,682,880</u>

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

RILEY GOLD CORP.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (Unaudited - Expressed in Canadian Dollars)

	Number of Common Shares	Share Capital	Contributed Surplus	Currency Translation Adjustment	Deficit	Total Equity
Balance, December 31, 2020	25,682,880	\$ 3,496,048	\$ 217,862	\$ (12,429)	\$ (781,888)	\$ 2,919,593
Share-based payments	-	-	60,984	-	-	60,984
Net loss for the three months ended	-	-	-	-	(274,497)	(274,497)
Currency translation adjustment	-	-	-	(6,224)	-	(6,224)
Balance, March 31, 2021	25,682,880	\$ 3,496,048	\$ 278,846	\$ (18,653)	\$ (1,056,385)	\$ 2,699,856
Balance, December 31, 2021	32,182,880	\$ 5,997,039	\$ 377,979	\$ 10,403	\$ (1,857,420)	\$ 4,528,001
Share-based payments	-	-	24,684	-	-	24,684
Net loss for the three months ended	-	-	-	-	(234,735)	(234,735)
Currency translation adjustment	-	-	-	(52,496)	-	(52,496)
Balance, March 31, 2022	32,182,880	\$ 5,997,039	\$ 402,663	\$ (42,093)	\$ (2,092,155)	\$ 4,265,454

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

RILEY GOLD CORP.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited - Expressed in Canadian Dollars)

	Three months ended March 31, 2022	Three months ended March 31, 2021
CASH (USED IN) PROVIDED BY		
OPERATING ACTIVITIES		
Net loss for the period	\$ (234,735)	\$ (274,497)
Item not affecting cash		
Share-based payments	24,684	60,984
Changes in non-cash working capital accounts:		
Prepaid expenses	51,254	(6,706)
Receivables	4,098	(6,373)
Accounts payable and accrued liabilities	82,646	12,532
	<u>(72,053)</u>	<u>(214,060)</u>
INVESTING ACTIVITY		
Deposits and bonds	598	(16,310)
Exploration and evaluation expenditures	(205,732)	(174,940)
	<u>(205,134)</u>	<u>(191,250)</u>
Effect of foreign exchange on cash	<u>(52,496)</u>	<u>(6,224)</u>
NET CHANGE IN CASH	(329,683)	(411,534)
CASH, BEGINNING OF PERIOD	<u>1,027,995</u>	<u>2,310,754</u>
CASH, END OF PERIOD	<u>\$ 698,312</u>	<u>\$ 1,899,220</u>

SUPPLEMENTAL CASH FLOW INFORMATION (Note 9)

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

RILEY GOLD CORP.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
THREE MONTHS ENDED MARCH 31, 2022 AND 2021
(Unaudited - Expressed in Canadian Dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

Riley Gold Corp. (the “Company” or “Riley”) was incorporated under the Business Corporations Act (British Columbia) on June 3, 2011. On September 29, 2020, the Company changed its name from Riley Resources Corp. to Riley Gold Corp. The Company’s office is located at Suite 2390 - 1055 West Hastings Street, Vancouver, British Columbia, V6E 2E9. The Company’s common shares on the TSX Venture Exchange (“TSXV”, or the “Exchange”) under the trading symbol RLYG and on the OTCQB Venture Market under the symbol RLYGF.

The Company is a precious metals exploration company engaged in the acquisition and exploration of mineral properties located in the state of Nevada, USA. To date, no mineral development projects have been completed and no commercial development or production has commenced. Based on the information available to date, the Company has not yet determined whether its mineral property contains economically recoverable reserves. The recoverability of the amounts shown for exploration and evaluation costs is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain necessary financing to successfully complete their exploration and development programs and ultimately upon future profitable production.

These condensed interim consolidated financial statements are prepared in accordance with International Financial Reporting Standards (“IFRS”) appropriate for a going concern. The going concern basis of accounting assumes the Company will continue to realize the value of its assets and discharge its liabilities and other obligations in the ordinary course of business. Should the Company be required to realize the value of its assets in other than the ordinary course of business, the net realizable value of its assets may be materially less than the amounts shown in the condensed interim consolidated financial statements. These condensed interim consolidated financial statements do not include any adjustments to the amounts and classifications of assets and liabilities that may be necessary should the Company be unable to repay its liabilities and meet its other obligations in the ordinary course of business or continue operations.

On March 11, 2020, the World Health Organization characterized the outbreak of a disease caused by a strain of the novel coronavirus (“COVID-19”) as a pandemic which has resulted in a series of public health and emergency measures that have been put in place to combat the spread of the virus. The duration and impact of COVID-19 is unknown at this time and it is not possible to reliably estimate the impact that the length and severity of these developments will have on the financial results and condition of the Company in future periods.

2. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of Compliance

The Company’s condensed interim consolidated financial statements have been prepared in accordance with IFRS applicable to the preparation of interim statements, including IAS 34, Interim Financial Reporting, as issued by the International Accounting Standards Board (“IASB”). These condensed interim consolidated financial statements should be read in conjunction with the Company’s annual financial statements for the year ended December 31, 2021 which have been prepared according to IFRS as issued by the IASB.

The Audit Committee of the Board of Directors authorized for publication the unaudited condensed interim consolidated financial statements on May 27, 2022.

(b) Basis of Presentation

(i) Basis of Measurement

The condensed interim consolidated financial statements have been prepared on the historical cost basis, except for certain financial instruments, which are measured at fair value, as explained in the accounting policies set out in Note 6. In addition, these condensed interim consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

RILEY GOLD CORP.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
THREE MONTHS ENDED MARCH 31, 2022 AND 2021
(Unaudited - Expressed in Canadian Dollars)

2. NATURE OF OPERATIONS AND GOING CONCERN (Cont'd)

(b) Basis of Presentation (Cont'd)

ii) Basis of Consolidation

These condensed interim consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary: RRC Exploration Inc. The financial statements of the Company's subsidiary have been consolidated from the date that control commenced. All inter-company balances and transactions, and income and expenses have been eliminated upon consolidation.

The condensed interim consolidated financial statements include the financial statements of the Company and its subsidiary listed in the following table:

Name of Subsidiary	Country of Incorporation	Functional Currency	Ownership Interest	Principal Activity
RRC Exploration Inc.	USA	US dollar	100%	Exploration company

iii) Functional and Presentation Currency

These condensed interim consolidated financial statements are presented in Canadian dollars, which is the Company's functional currency. The functional currency of the Company's wholly-owned subsidiary RRC Exploration Inc. is the US dollar.

Foreign currency transactions are initially recorded in the functional currency at the transaction date exchange rate. At closing date, monetary assets and liabilities denominated in a foreign currency are translated into the functional currency at the closing date exchange rate, and non-monetary assets and liabilities, at the historical rates. Exchange differences arising on the settlement of monetary items or on translating monetary items at different rates from those at which they are translated on initial recognition during the period or in previous consolidated financial statements are recognized in profit or loss.

For the purpose of presenting consolidated financial statements, the assets and liabilities of RRC Exploration Inc. are expressed in Canadian dollars using the exchange rates prevailing at the end of the reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly during the period, in which case exchange rates at the dates of the transactions are used. Exchange differences are recognized in other comprehensive income (loss) and reported as a currency translation adjustment in equity.

3. EXPLORATION AND EVALUATION ASSETS

Tokop Gold Property:

The Company has the following agreements in relation to the Tokop Gold Property:

- a) The Company entered into a purchase agreement ("PA") on September 30, 2020 to acquire a 100% interest in certain leased patented mining claims, leased unpatented mining claims and owned unpatented mining claims located in Esmeralda County, Nevada. Under the PA, the Company must incur the following:
 - Pay US\$13,000 on execution of the letter of intent (paid);
 - Pay US\$15,000 on or before September 30, 2021 (paid);
 - Grant a net smelter return ("NSR") royalty of 0.5% on the Tokop Gold Property which the Company has an option to purchase at any time prior to commercial production for US\$500,000;

RILEY GOLD CORP.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
THREE MONTHS ENDED MARCH 31, 2022 AND 2021
(Unaudited - Expressed in Canadian Dollars)

3. EXPLORATION AND EVALUATION ASSETS (Cont'd)

Tokop Gold Property (cont'd)

- Pay minimum lease payments (over a ten-year term) as follows:
 - US\$10,000 on or before January 1, 2021 (paid);
 - US\$15,000 on or before January 1, 2022 (paid);
 - US\$20,000 on or before January 1, 2023;
 - US\$30,000 on or before January 1, 2024;
 - US\$330,000 thereafter.

The majority of the Company's mineral interests acquired under the PA are subject to a 3.0% NSR.

- b) The Company entered into a mining lease and option to purchase agreement ("MLOP Agreement") on September 30, 2020, whereby the landowner will lease and grant the option to purchase its 100% interest in certain patented and unpatented mining claims ("Nevada Property") located in Esmeralda County, Nevada, under the following conditions:

Minimum lease payments (over a fifteen-year term) as follows:

- US\$25,000 any time after January 1, 2021 but prior to January 7, 2021 (paid);
- US\$35,000 on or before the first anniversary of the execution date of the MLOP Agreement (paid);
- US\$45,000 on or before the second anniversary of the execution date of the MLOP Agreement;
- US\$55,000 on or before the third anniversary of the execution date of the MLOP Agreement;
- US\$3,565,000 thereafter.

Work commitment expenditures:

- US\$50,000 on or before the second anniversary of the execution date of the MLOP Agreement (completed);
- US\$100,000 on or before the third anniversary of the execution date of the MLOP Agreement (completed);
- US\$200,000 on or before the fourth anniversary of the execution date of the MLOP Agreement (completed);
- US\$300,000 on or before the fifth anniversary of the execution date of the MLOP Agreement (completed).

The Company shall grant an NSR royalty of 4.0% on the Nevada Property which the Company has an option to purchase 2.0% of the 4.0% royalty at any time for US\$4,000,000. The Company has the option to purchase the Nevada Property outright for US\$4,000,000 prior to or on the tenth anniversary of the execution of the MLOP Agreement and for US\$6,500,000 prior to or on the fifteenth anniversary of the execution of the MLOP Agreement.

- c) The Company entered into an exploration and option agreement ("MGC Agreement") on November 25, 2020, whereby the landowner has granted Riley the option to purchase a 100% interest in certain unpatented mining claims ("MGC Property") located in Esmeralda County, Nevada, under the following conditions:

Minimum lease payments (over a twenty-year term) as follows:

- US\$12,788 within two (2) weeks of the execution of the MGC Agreement (paid);
- US\$10,000 on or before the first anniversary of the execution date of the MGC Agreement (paid);
- US\$20,000 on or before the second anniversary of the execution date of the MGC Agreement;
- US\$30,000 on or before the third anniversary of the execution date of the MGC Agreement;
- US\$1,465,000 thereafter.

Work commitment expenditures:

- US\$5,000 on or before the first anniversary of the execution date of the MGC Agreement (completed);

During the first 10 years of the 20-year term, the Company may exercise its option by making a lump sum payment of US\$500,000. On completion of the option exercise, the Company shall grant an NSR royalty of 3.0% on the MGC Property.

- d) In addition to the agreements above, the Company staked 283 unpatented mining claims.

RILEY GOLD CORP.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
THREE MONTHS ENDED MARCH 31, 2022 AND 2021
(Unaudited - Expressed in Canadian Dollars)

3. EXPLORATION AND EVALUATION ASSETS (Cont'd)

Pipeline West/Clipper Gold Property

The Company has the following agreements in relation to the Pipeline West/Clipper Gold Property:

- a) The Company entered into an option agreement ("Option Agreement") on September 30, 2020, whereby the landowners have granted Riley the option to purchase a 100% interest in certain patented and unpatented mining claims located in Lander County, Nevada, under the following conditions:

Minimum lease payments (over a ten-year term) as follows:

- US\$57,146 within two (2) weeks of the execution of the Option Agreement (paid);
- US\$20,000 on or before the first anniversary of the execution date of the Option Agreement (paid);
- US\$20,000 on or before the second anniversary of the execution date of the Option Agreement;
- US\$25,000 on or before the third anniversary of the execution date of the Option Agreement;
- US\$930,000 thereafter.

Work commitment expenditures (over a ten-year term) as follows:

- US\$200,000 on or before the third anniversary of the execution date of the Option Agreement;
- US\$200,000 on or before the fourth anniversary of the execution date of the Option Agreement;
- US\$250,000 on or before the fifth anniversary of the execution date of the Option Agreement;
- US\$2,000,000 thereafter.

On completion of the option exercise, the Company shall grant an NSR royalty of 3.0% on certain unpatented mining claims and an NSR royalty of 1.5% on certain patented mining claims.

- b) The Company entered into two separate mining lease agreements ("Lease Agreements") on May 12, 2021, whereby the landowners have granted Riley the right to their 100% interest in certain unpatented mining claims located in Lander County, Nevada, under the following conditions:

Minimum lease payments (over a ten-year term) as follows:

- US\$10,000 within five (5) days of the execution of the Lease Agreements (paid);
- US\$25,000 on or before the first anniversary of the execution dates of the Lease Agreements (paid);
- US\$26,000 on or before the second anniversary of the execution dates of the Lease Agreements;
- US\$27,000 on or before the third anniversary of the execution dates of the Lease Agreements;
- US\$217,000 thereafter.

Work commitment expenditures (over a ten-year term) as follows:

- US\$25,000 on or before the third anniversary of the execution dates of the Lease Agreements;
- US\$50,000 on or before the fourth anniversary of the execution dates of the Lease Agreements;
- US\$100,000 on or before the fifth anniversary of the execution dates of the Lease Agreements;
- US\$1,100,000 thereafter.

On the commencement of commercial production, the minimum lease payments shall terminate and be replaced with a 4.0% gross smelter return royalty ("GSR") which Riley has the right to buydown to a 2% GSR at varying amounts adjusted for inflation.

East Manhattan Wash Property:

On October 13, 2016, the Company entered into an exploration and option agreement (the "Agreement") with MSM Resource L.L.C. ("MSM"), pursuant to which the Company has been granted an option to acquire MSM's undivided interest in the East Manhattan Wash Property, located in Nye County, Nevada and is comprised of certain unpatented lode mining claims controlled by MSM.

RILEY GOLD CORP.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
THREE MONTHS ENDED MARCH 31, 2022 AND 2021
(Unaudited - Expressed in Canadian Dollars)

3. EXPLORATION AND EVALUATION ASSETS (Cont'd)

East Manhattan Wash Property (cont'd)

Pursuant to the terms of the Agreement, in order to earn MSM's interest in the East Manhattan Wash Property, the Company must pay to MSM option payments in the aggregate of C\$57,500 as follows:

- \$5,000 cash upon execution of the agreement (paid);
- \$7,500 before the first anniversary date of TSXV final approval of filing QT, March 29, 2018 (the "Anniversary") (paid);
- \$10,000 before the second Anniversary (paid);
- \$15,000 before the third Anniversary (complete – the Company paid MSM a one-time payment of \$5,000 in lieu of the third Anniversary payment);
- \$20,000 before the fourth Anniversary (complete – the Company paid MSM a one-time payment of US\$6,000 to extend, for one year, the option payment obligation due before the fourth Anniversary. Subsequent to March 31, 2022, the Company paid MSM a one-time payment of \$10,000 in lieu of the fourth Anniversary work commitment).

Subsequent to March 31, 2022, the Company amended the payment terms of the Agreement as follows:

- \$10,000 on or before the March 29, 2023;
- \$10,000 on or before the March 29, 2024;
- \$10,000 on or before the March 29, 2025;
- \$10,000 on or before the March 29, 2026; and
- \$10,000 on or before the March 29, 2027;

Work commitments in the aggregate of C\$550,000 must be met as follows:

- \$50,000 before the first Anniversary (complete);
- \$50,000 before the second Anniversary (complete – the Company paid MSM a one-time payment of \$15,000 in lieu of the second Anniversary work commitment);
- \$100,000 before the third Anniversary (complete – the Company paid MSM a one-time payment of C\$20,000 in lieu of the third Anniversary work commitment);
- \$150,000 before the fourth Anniversary; (complete – the Company paid MSM a one-time payment of US\$6,000 to extend, for one year, the work commitment obligation due before the fourth Anniversary. Subsequent to March 31, 2022, the Company paid MSM a one-time payment of \$10,000 in lieu of the fourth Anniversary work commitment); and
- C\$200,000 before the fifth Anniversary. (Subsequent to March 31, 2022, the Company paid MSM a one-time payment of \$10,000 in lieu of the fifth Anniversary work commitment).

In addition, in order for the Company to exercise its option, it must grant MSM a 3% NSR royalty on the East Manhattan Wash Property and pay MSM an additional lump sum payment of C\$200,000.

RILEY GOLD CORP.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
THREE MONTHS ENDED MARCH 31, 2022 AND 2021
(Unaudited - Expressed in Canadian Dollars)

3. EXPLORATION AND EVALUATION ASSETS (Cont'd)

Exploration and evaluation asset activity during the period:

	Period Ended March 31, 2022	Activity	Year Ended December 31, 2021	Activity	Year Ended December 31, 2020
TOKOP GOLD PROPERTY					
Property acquisition costs and option payments	\$ 298,393	\$ 23,512	\$ 274,881	\$ 149,804	\$ 125,077
Property maintenance costs	109,398	42,558	66,840	66,840	-
Environmental and permitting	84,233	3,297	80,936	80,936	-
Geophysical surveys	67,030	239	66,791	60,857	5,934
Geological Consulting	566,619	86,202	480,417	427,644	52,773
Assays and analysis	210,976	16,721	194,255	194,255	-
Drilling	1,575,750	6,030	1,569,720	1,569,720	-
Communications, field supplies and expenses	312,357	15,064	297,293	273,099	24,194
Currency translation adjustment	(11,633)	(46,875)	35,242	39,489	(4,247)
	<u>3,213,123</u>	<u>146,748</u>	<u>3,066,375</u>	<u>2,862,644</u>	<u>203,731</u>
PIPELINE WEST/CLIPPER GOLD PROPERTY					
Property acquisition costs and option payments	\$ 126,854	\$ -	\$ 126,854	\$ 50,776	\$ 76,078
Property maintenance costs	62,520	-	62,520	62,520	-
Geological survey	3,864	-	3,864	3,864	-
Geological consulting	13,998	6,119	7,879	7,879	-
Communications, field supplies and expenses	5,605	1,315	4,290	3,690	600
Currency translation adjustment	(3,987)	(3,019)	(968)	2,372	(3,340)
	<u>208,854</u>	<u>4,415</u>	<u>204,439</u>	<u>131,101</u>	<u>73,338</u>
EAST MANHATTAN WASH PROPERTY					
Property acquisition costs and option payments	\$ 128,335	\$ -	\$ 128,335	\$ 7,519	\$ 120,816
Property maintenance costs	6,421	-	6,421	1,273	5,148
Engineering and consulting	39,995	-	39,995	-	39,995
Assays and analysis	6,764	-	6,764	-	6,764
Geophysical surveys	9,892	-	9,892	-	9,892
Communications, field supplies and expenses	4,859	-	4,859	-	4,859
	<u>196,266</u>	<u>-</u>	<u>196,266</u>	<u>8,792</u>	<u>187,474</u>
TOTAL EXPLORATION AND EVALUATION ASSETS	<u>\$ 3,618,243</u>	<u>\$ 151,163</u>	<u>\$ 3,467,080</u>	<u>\$ 3,002,537</u>	<u>\$ 464,543</u>

RILEY GOLD CORP.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
THREE MONTHS ENDED MARCH 31, 2022 AND 2021
(Unaudited - Expressed in Canadian Dollars)

4. SHARE CAPITAL

(a) Authorized

At March 31, 2022, the Company's authorized share capital consisted of an unlimited number of common shares without par value. All issued common shares are fully paid.

(b) Issued Share Capital

During the period ended March 31, 2022, no share capital was issued.

During the year ended December 31, 2021, the following share capital was issued:

- On August 23, 2021, the Company completed a private placement of 6,500,000 units at a price of \$0.40 per unit, for total gross proceeds of \$2,600,000. Each unit consists of one common share and one-half share purchase warrant entitling the holder to purchase one additional common share for a period of 24 months at a price of \$0.60 per share. In connection, the Company paid cash finders fees of \$81,960 and legal and filing fees of \$ 17,049.

(c) Stock Options

The Company has a share purchase option plan under which directors, officers, employees and consultants of the Company are eligible to receive share purchase options. The aggregate number of shares available to be issued upon the exercise of all share purchase options granted under the plan shall not exceed 10% of the issued and outstanding shares of the Company. The plan limits the maximum number of share purchase options issuable in any one 12-month period to any one optionee to 5% of the total common shares outstanding. The Board of Directors shall determine the terms and provisions of the options at the time of grant. The exercise price of each share purchase option shall not be less than the market price of the common shares on the date of the grant less the discount permitted by the Exchange. The maximum term of share purchase options shall not exceed 10 years, or such other term as permitted by the Exchange.

Option-pricing models require the use of estimates and assumptions including the expected volatility. Changes in the underlying assumptions can materially affect the fair value estimates and, therefore, existing models do not necessarily provide reliable measures of the fair value of the Company's share purchase options.

As at March 31, 2022, the Company had outstanding share purchase options enabling holders to acquire common shares of the Company as follows:

Number	Vested	Exercise Price per share	Expiry date
250,000	125,000	\$0.40	September 1, 2023
705,000	705,000	\$0.10	January 8, 2025
1,150,000	862,500	\$0.30	October 15, 2025
100,000	75,000	\$0.28	March 5, 2026
50,000	37,500	\$0.23	March 30, 2026
240,000	240,000	\$0.145	September 20, 2028
2,495,000	2,045,000		

RILEY GOLD CORP.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
THREE MONTHS ENDED MARCH 31, 2022 AND 2021
(Unaudited - Expressed in Canadian Dollars)

4. SHARE CAPITAL (Cont'd)

(c) Stock Options (cont'd)

A summary of the Company's options and the changes for the period/year are as follows:

	March 31, 2022		December 31, 2021	
	Number	Weighted Average Exercise Price	Number	Weighted Average Exercise Price
Outstanding, beginning of the period/year	2,495,000	\$0.24	2,270,000	\$ 0.21
Granted	-	-	400,000	\$ 0.35
Forfeited	-	-	(37,500)	\$ 0.21
Expired	-	-	(137,500)	\$ 0.21
Outstanding, end of the period/year	2,495,000	\$0.24	2,495,000	\$0.24

During the period ended March 31, 2022, the Company did not grant any stock options.

During the year ended December 31, 2021, the Company granted 100,000 stock options to a director of the Company and 300,000 stock options to consultants of the Company. The weighted average grant-date fair value of the stock options granted during the year is \$0.17. Additionally, 137,500 stock options expired without exercise and 37,500 were forfeited upon resignation of a director.

The weighted average remaining contractual life of the outstanding stock options at March 31, 2022 was 3.42 (December 31, 2021 – 3.67) years.

The weighted average fair value of the stock options granted was determined by using the Black-Scholes option pricing model with the following assumptions:

	Period ended March 31, 2022	Year ended December 31, 2021
Risk-free interest rate	-	0.61%
Estimated volatility	-	84.31%
Expected life	-	3.13 years
Expected dividend yield	-	Nil

(d) Warrants

As at March 31, 2022, the Company had outstanding share purchase warrants enabling holders to acquire common shares of the Company as follows:

Number	Vested	Price per share	Expiry date
7,500,562	7,500,562	\$ 0.40	October 15, 2022
3,250,000	3,250,000	\$ 0.60	August 20, 2023
10,750,562	10,750,562		

RILEY GOLD CORP.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
THREE MONTHS ENDED MARCH 31, 2022 AND 2021
(Unaudited - Expressed in Canadian Dollars)

4. SHARE CAPITAL (Cont'd)

(d) Warrants (cont'd)

A summary of the Company's options and the changes for the period/year are as follows:

	March 31, 2022		December 31, 2021	
	Number	Weighted Average Exercise Price	Number	Weighted Average Exercise Price
Outstanding, beginning of period/year	10,750,562	\$ 0.46	7,500,562	\$ 0.40
Granted	-	-	3,250,000	0.60
Outstanding, end of period/year	10,750,562	\$ 0.46	10,750,562	\$ 0.46

5. DEPOSITS AND BONDS

Reclamation bond deposits are required by the U.S. Bureau of Land Management ("BLM") to ensure that any reclamation and clean-up work required on the Company's exploration and evaluation properties will be completed to the satisfaction of the BLM. As at March 31, 2022, \$41,086 (December 31, 2021 - \$41,684) has been paid to the BLM and is included in deposits and bonds.

6. FINANCIAL INSTRUMENTS

Financial instruments are classified into one of the following four categories: fair-value-through-profit or loss ("FVTPL"); fair-value-through other comprehensive income ("FVOCI"); and amortized cost. The carrying values of the Company's financial instruments are classified into the following categories:

Financial Instrument	Category	March 31, 2022	December 31, 2021
Cash	FVTPL	\$ 698,312	\$ 1,027,995
Receivables	Amortized cost	42,557	46,655
Accounts payable and accrued liabilities	Amortized cost	(226,837)	(198,760)

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

(a) Credit risk

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations. The Company's receivables predominately relate to receivables from goods and services input tax credits. Accordingly, the Company views credit risk on receivables as minimal, as it is primarily from an agency of the Government of Canada. The Company is also exposed to credit concentration risk by holding cash. This risk is minimized by holding the investments in large financial institutions or with the Government of Canada.

RILEY GOLD CORP.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
THREE MONTHS ENDED MARCH 31, 2022 AND 2021
(Unaudited - Expressed in Canadian Dollars)

6. FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT (Cont'd)

(b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulties meeting its financial obligations as they become due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities and property commitments when due, under both normal and stressed conditions without incurring unacceptable losses or risking harm to the Company's reputation.

The Company prepares annual expenditure budgets, which are regularly monitored and updated as considered necessary. Management attempts to ensure sufficient cash or liquid investments are available to satisfy budgeted expenditures.

(c) Market risk

Market risk consists of currency risk, commodity price risk and interest rate risk. The objective of market risk management is to manage and control market risk exposures within acceptable limits while maximizing returns.

(i) Currency risk

Foreign currency exchange rate risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in foreign exchange rates. Although the Company is considered to be in the exploration stage and has not yet developed commercial mineral interests, the underlying market prices in Canada for minerals are impacted by changes in the exchange rate between the Canadian and the United States Dollar. The Company's exploration and evaluation costs are denominated in Canadian Dollars and United States Dollars. The Company has not entered into any arrangements to hedge its currency risk. At March 31, 2022, 1 Canadian Dollar was equal to 0.80 US Dollar. Based on the net exposures as of March 31, 2022 and assuming that all other variables remain constant, a 10% fluctuation in working capital on the Canadian Dollar against the US Dollar would result in the Company's net loss being approximately \$7,400 (December 31, 2021 – 6,200) higher (or lower).

(ii) Commodity price risk

Commodity price risk is the risk that the fair value of financial assets and financial liabilities or expected future cash flows will fluctuate as a result of changes in commodity prices. Commodity prices for minerals are impacted by world economic events that dictate the levels of supply and demand as well as the relationship between the Canadian and United States Dollars, as outlined above. As the Company has not yet developed commercial mineral interests, it is not exposed to commodity price risk at this time. However, the Company is exposed to commodity price risk as it impacts the Company's access to capital and funding.

(iii) Interest rate risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The risk that the Company will realize a loss as a result of a decline in the fair value of cash and is limited because of its short-term investment nature. A variable rate of interest is earned on cash; changes in market interest rates at the year-end would not have a material impact on the Company's financial statements.

RILEY GOLD CORP.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
THREE MONTHS ENDED MARCH 31, 2022 AND 2021
(Unaudited - Expressed in Canadian Dollars)

7. CAPITAL RISK MANAGEMENT

The Company considers its capital structure to include working capital and shareholders' equity. The Company monitors its capital structure and makes adjustments in light of changes in economic conditions and the risk characteristics of the underlying assets and capital markets. In order to facilitate the management of capital and the development of its mineral properties, the Company prepares annual expenditure budgets which are regularly monitored and updated as considered necessary.

To maintain or adjust the capital structure, the Company may issue new equity, if available, on favorable terms, option its mineral properties for cash and/or expenditure commitments from optionees, enter into joint venture arrangements, or dispose of mineral properties.

The Company's investment policy is to hold cash and term deposits in interest-bearing bank accounts and highly liquid short-term, interest-bearing investments with maturities of one year or less which can be liquidated at any time without penalties. The Company is not subject to externally imposed capital requirements. There has been no change in the Company's approach to capital management during the three months ended March 31, 2022.

8. RELATED PARTY DISCLOSURES

As at March 31, 2022, \$140,907 (December 31, 2021 - \$53,491) of accounts payable and accrued liabilities was payable to a companies with a director or officer in common.

During the period ended March 31, 2022, the Company incurred rental fees and shared office expenses of \$699 (March 31, 2021 - \$704 to companies with an officer in common. During the period ended March 31, 2022, the Company incurred consulting fees of \$97,500 to companies with directors and officers in common (March 31, 2021 - \$97,500).

During the period ended March 31, 2022, the Company incurred share-based payments of \$10,507 (March 31, 2021 - \$41,706) to officers and directors of the Company.

9. SUPPLEMENTAL CASH FLOW

The following significant non-cash transactions have been excluded from the condensed interim consolidated statements of cash flows:

As at March 31, 2022, exploration and evaluation expenditures incurred of \$65,924 (March 31, 2021 - \$74,413) are included under accounts payable and accrued liabilities.

10. OPERATING SEGMENTS

The Company operates in a single business segment, being the exploration and development of mineral properties. Assets were located in two geographic areas as set out below:

	March 31, 2022		
	Canada	United States	Total
Current assets	\$ 718,744	\$ 114,218	\$ 832,962
Deposits and bonds	-	41,086	41,086
Exploration and evaluation assets	-	3,618,243	3,618,243
	\$ 718,744	\$ 3,773,547	\$ 4,492,291

RILEY GOLD CORP.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
THREE MONTHS ENDED MARCH 31, 2022 AND 2021
(Unaudited - Expressed in Canadian Dollars)

10. OPERATING SEGMENTS (Cont'd)

	December 31, 2021		
	Canada	United States	Total
Current assets	\$ 1,031,554	\$ 186,443	\$ 1,217,997
Deposits and bonds	-	41,684	41,684
Exploration and evaluation assets	-	3,467,080	3,467,080
	<u>\$ 1,031,554</u>	<u>\$ 3,695,207</u>	<u>\$ 4,726,761</u>

11. EVENT AFTER THE REPORTING PERIOD

Subsequent to March 31, 2022, the Company granted 100,000 incentive stock options to a consultant of the Company subject to certain vesting provisions. These options will be exercisable at a price of \$0.25 per common share and expire five years after the grant date.