
ALPHA EXPLORATION LTD.

**CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED MARCH 31, 2023 AND 2022**

(Expressed in US Dollars, except where indicated)

(Unaudited)

**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 and have been approved by the Audit Committee and the Board of Directors.

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

ALPHA EXPLORATION LTD.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT MARCH 31, 2023 AND 2022
(Expressed in US dollars)
(Unaudited)

	Note	March 31, 2023	December 31, 2022
		\$	\$
ASSETS			
Current assets			
Cash		2,166,951	100,464
Other receivables and prepayments		58,503	45,391
		2,225,454	145,855
Non-current assets			
Equipment	4	152,250	170,036
Exploration and evaluation assets	5	10,112,638	9,675,511
Total assets		12,490,342	9,991,402
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	6, 13	2,683,293	165,289
Due to related parties	9	322,549	189,721
		3,005,842	355,010
Long-term liabilities			
Warrant liability	7	516,383	425,008
		3,522,225	780,018
EQUITY			
Share capital	8	11,559,945	11,559,945
Contributed surplus		1,025,682	998,758
Deficit		(3,617,510)	(3,347,319)
		8,968,117	9,211,384
Total liabilities and equity		12,490,342	9,991,402

Nature of operations and going concern (Note 1)
Subsequent events (Note 13)

Approved and authorized for issue on behalf of the Board of Directors on May 26, 2023

/s/ Michael Hopley

Director

/s/ Chris Van Der Westhuyzen

Director

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

ALPHA EXPLORATION LTD.**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
FOR THE THREE MONTHS ENDED MARCH 31, 2023 AND 2022**

(Expressed in US dollars)

(Unaudited)

	Note	2023	2022
		\$	\$
EXPENSES			
Professional fees		43,936	35,399
Salaries	9	59,513	34,829
Directors' fees	9	5,000	4,998
Office expenses		1,048	720
General and administrative expenses		75,978	43,463
Finance cost		1,364	2,201
Share-based compensation	8 (d), 9	12,746	71,520
TOTAL EXPENSES		(199,585)	(193,130)
OTHER ITEMS			
Loss on fair value adjustment on warrant liability	7	(91,375)	-
Foreign exchange gain		28,381	2,499
Interest expense	6, 9	(7,612)	-
Other income		-	87,168
NET AND COMPREHENSIVE LOSS		(270,191)	(103,463)
LOSS PER SHARE – Basic and diluted		(0.00)	(0.00)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING			
		58,465,905	53,927,019

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

ALPHA EXPLORATION LTD.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE THREE MONTHS ENDED MARCH 31, 2023 AND 2022
(Expressed in US dollars, except for number of shares)
(Unaudited)

	Common Shares		Preference Shares		Contributed Surplus	Deficit	Total
	Number of Shares	Amount	Number of Shares	Amount			
		\$		\$	\$	\$	\$
Balance – December 31, 2021	53,927,019	1,199,691	15,286,159	8,131,601	929,989	(2,959,114)	7,302,167
Share-based compensation	-	-	-	-	463,616	-	463,616
Net loss for the period	-	-	-	-	-	(103,463)	(103,463)
Balance – March 31, 2022	53,927,019	1,199,691	15,286,159	8,131,601	1,393,605	(3,062,577)	7,662,320
Shares issued for cash, net	4,311,942	2,334,298	-	-	-	-	2,334,298
Allocation of unit proceeds to warrants	-	(223,656)	-	-	-	-	(223,656)
Warrants exercised	226,944	118,011	-	-	(118,011)	-	-
Share-based compensation	-	-	-	-	(276,836)	-	(276,836)
Net loss for the period	-	-	-	-	-	(284,742)	(284,742)
Balance – December 31, 2022	58,465,905	3,428,344	15,286,159	8,131,601	998,758	(3,347,319)	9,211,384
Share-based compensation	-	-	-	-	26,924	-	26,924
Net loss for the period	-	-	-	-	-	(270,191)	(270,191)
Balance – March 31, 2023	58,465,905	3,428,344	15,286,159	8,131,601	1,025,682	(3,617,510)	8,968,117

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

ALPHA EXPLORATION LTD.**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE THREE MONTHS ENDED MARCH 31, 2023 AND 2022**

(Expressed in US dollars)

(Unaudited)

	2023	2022
	\$	\$
CASH PROVIDED BY/(USED IN):		
OPERATING ACTIVITIES		
Net loss for the period	(270,191)	(103,463)
Fair value adjustment on warrant liability	91,375	-
Share-based compensation	12,746	71,520
Net changes in non-cash working capital balances:		
Other receivables and prepayments	(13,112)	31,671
Accounts payable and accrued liabilities	2,248,211	455,693
Due to related parties	132,828	(148,309)
Cash provided by operating activities	2,201,857	307,112
INVESTING ACTIVITIES		
Net expenditures on exploration and evaluation asset expenditures	(137,175)	(742,967)
Purchase of equipment	(770)	(4,413)
Disposal of equipment	2,575	-
Cash used in investing activities	(135,370)	(747,380)
Change in cash	2,066,487	(440,268)
Cash, beginning of period	100,464	894,808
Cash, end of period	2,166,951	454,540

Supplemental Cash Flow Information (Note 11)

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

ALPHA EXPLORATION LTD.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED MARCH 31, 2023 AND 2022
(Expressed in US dollars, except where indicated)
(Unaudited)

1. NATURE OF OPERATIONS AND GOING CONCERN

Alpha Exploration Ltd. (“Alpha” on the “Company”) was incorporated under the *BVI Business Companies Act*, (No. 16 of 2004) (the “**BVI Act**”) on December 6, 2011 under the name “Alpha Exploration Ltd.” with business registration number 1684187. Alpha’s head and registered office is located at 3rd Floor, Omar Hodge Building, Wickhams Cay 1, P.O. Box 362, Road Town, Tortola, British Virgin Islands. Alpha has one subsidiary, Alpha Exploration Eritrea Limited, an Eritrean corporation incorporated on February 5, 2018 under the laws of Eritrea (“**Alpha Eritrea**”). Alpha Eritrea currently holds the rights to the Kerkasha Project (as defined below). Alpha’s main exploration property is located in Eritrea. The Company trades on the TSX Venture Exchange under the symbol “ALEX”.

The Company had a deficit of \$3,617,510 at March 31, 2023 (December 31, 2022 - \$3,347,319), and net working capital deficit of \$780,388 (December 31, 2022 – working capital deficit of \$209,155) which have been funded by the issuance of equity. Subsequent to March 31, 2023, the Company issued 4,773,214 units at CAD\$0.70 per unit for gross proceeds of CAD\$3,341,250 pursuant to the first tranche of a private placement and issued 1,993,075 units at CAD\$0.70 per unit for gross proceeds of CAD\$1,395,153 pursuant to the second tranche of a private placement. At March 31, 2023, CAD\$2,843,900 of the proceeds were received (Note 13).

The Company’s ability to continue its operations and to realize its assets at their carrying values is dependent upon obtaining additional financing sufficient to cover its operating costs. As the Company does not yet have positive cash flows from operations, it must rely on debt or equity financings to fund its operations. To date the Company’s main source of funding has been the issuance of equity securities or debt, through private placements to sophisticated investors and through public offering to institutional investors.

Management has carried out an assessment of the going concern assumption and has concluded that the Company may not have sufficient cash and cash equivalents and other financial assets to continue operating at current levels for the ensuing twelve months. These matters indicate the existence of material uncertainties that may cast significant doubt about the Company’s ability to continue as a going concern and, therefore, that it may be unable to realize its assets and discharge its liabilities in the normal course of business. The Company’s ability to continue as a going concern is dependent upon its ability to raise additional equity.

These unaudited condensed interim consolidated financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in these consolidated financial statements.

The Company’s business may be affected by changes in political and market conditions, such as interest rates, availability of credit, inflation rates, changes in laws, and national and international circumstances. Recent geopolitical events, including, the outbreaks of the coronavirus (COVID-19) pandemic, relations between NATO and Russian Federation regarding the situation in Ukraine, and potential economic global challenges such as the risk of the higher inflation and energy crises, may create further uncertainty and risk with respect to the prospects of the Company’s business.

2. BASIS OF PREPARATION AND STATEMENT OF COMPLIANCE

a) Statement of compliance

These condensed interim consolidated financial statements have been prepared in accordance

ALPHA EXPLORATION LTD.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

FOR THE THREE MONTHS ENDED MARCH 31, 2023 AND 2022

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(Unaudited)

with International Accounting Standard 34, Interim Financial Reporting (“IAS 34”), as issued by the IASB. Accordingly, certain information normally included in annual financial statements prepared in accordance with IFRS, as issued by the IFRS has been omitted or condensed. The unaudited condensed interim consolidated financial statements should be read in conjunction with the Corporation’s audited consolidated financial statements for the year ended December 31, 2022.

The condensed interim consolidated financial statements have been prepared on the historical cost basis, with the exception of financial instruments which are measured at fair value. In addition, these condensed interim consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

These condensed interim consolidated financial statements are presented in US dollars, except where otherwise indicated.

The Company uses the same accounting policies and methods of computation as in the annual consolidated financial statements for the year ended December 31, 2022.

These condensed interim consolidated financial statements were authorized for issue in accordance with a resolution from the Board of Directors on May 26, 2023.

b) Basis of Consolidation

The condensed interim consolidated financial statements include the results or financial information of Alpha Exploration Ltd. and its wholly-owned Eritrean subsidiary, Alpha Exploration Eritrea Ltd (“Alpha Eritrea Ltd.”). Inter-company balances and transactions, and any unrealized income and expenses arising from inter-company transactions, are eliminated in preparing the consolidated financial statement.

3. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of these condensed interim consolidated financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates. There have been no material revisions to the nature of judgements and changes in estimates reported in the company’s December 31, 2022 annual financial statements.

4. EQUIPMENT

	Camp equipment	Pump and generators	Computer and office equipment	Furniture and fittings	Motor vehicles	Total
	\$	\$	\$	\$	\$	\$
Cost						
Balance, December 31, 2022	161,430	20,820	53,125	21,158	132,418	388,951
Additions	770	-	-	-	-	770
Disposals	(4,592)	-	(1,443)	-	-	(6,035)
Balance, March 31, 2023	157,608	20,820	51,682	21,158	132,418	383,686

ALPHA EXPLORATION LTD.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

FOR THE THREE MONTHS ENDED MARCH 31, 2023 AND 2022

(Expressed in US dollars, except where indicated)

(Unaudited)

	Camp equipment	Pump and generators	Computer and office equipment	Furniture and fittings	Motor vehicles	Total
	\$	\$	\$	\$	\$	\$
Accumulated Depreciation						
Balance, December 31, 2022	95,818	9,424	33,884	7,814	71,975	218,915
Additions	6,968	625	1,926	529	5,933	15,981
Disposals	(2,817)	-	(643)	-	-	(3,460)
Balance, March 31, 2023	99,969	10,049	35,167	8,343	77,908	231,436
Carrying Amounts						
Balance, December 31, 2022	65,612	11,396	19,241	13,344	60,443	170,036
Balance, March 31, 2023	57,639	10,771	16,515	12,815	54,510	152,250

5. EXPLORATION AND EVALUATION ASSET

On January 10, 2018, Alpha Eritrea entered into an exploration agreement with Minister of Energy and Mines (State of Eritrea) pursuant to the Eritrean Mining Proclamation to explore for mineral resources within a defined area (the "Kerkasha area") other than construction material, mineral water and geothermal deposits. The maximum size of the agreement area was 973 km². On September 13, 2018, the agreement area was extended by 55km², a total of 1,028km². Alpha Eritrea paid \$11,745 during the three months ended March 31, 2023 in exploration license issuing fees to acquire the license, recorded as exploration and evaluation asset.

Alpha Eritrea obtains the exclusive right to conduct exploration operations in the agreement area and that Alpha Eritrea shall bear the sole risk and cost of exploration operations.

On December 20, 2017, Alpha signed a tenement farm-out agreement with the Eritrean National Mining Company ("ENAMCO") governing the terms of ENAMCO's participation in the Kerkasha Project (the "ENAMCO Agreement"). Pursuant to the ENAMCO Agreement, the Eritrean government (through ENAMCO) has the right to a 10% free-carried interest in any mining project developed on the Kerkasha Project area. The Eritrean government also has the right to purchase a further 30% equity participating interest in the Kerkasha Project at any time from commencement of exploration to three months after completion of a bankable feasibility study relating to the Kerkasha Project. To purchase this participating interest, ENAMCO must pay the equivalent percentage cost of exploration up to the point of acquiring their participating interest (as determined by an independent auditor) and will thereafter contribute the same participating interest percentage in all exploration and development expenditures on the Kerkasha Project going forward. ENAMCO and Alpha will form a share company in accordance with the Commercial Code of Eritrea after ENAMCO has exercised its right of participation.

The Alpha portion of the Kerkasha Project is subject to a 2% net smelter royalty in favour of Nubian Royalty Corporation, a corporation incorporated under the BVI Act and wholly owned by insiders of Alpha (the "Nubian Royalty"). If at any time Nubian Royalty Corporation receives an offer from a third party to purchase the Nubian Royalty or any portion thereof, Alpha has a right to match any such third party offer.

ALPHA EXPLORATION LTD.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

FOR THE THREE MONTHS ENDED MARCH 31, 2023 AND 2022

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(Unaudited)

Exploration and evaluation expenditures for the three months ended March 31, 2023 and the year ended December 31, 2022 were as follows:

	March 31, 2023	December 31, 2022
	\$	\$
Opening balance	9,675,511	7,381,258
Exploration costs:		
Drilling	10,100	557,885
Assays	80,088	267,786
Surveys	-	90
Technical services	43,962	118,518
Exploration licenses and fees	11,745	12,169
Labour cost	116,423	710,029
Share-based compensation (Note 8)	14,178	76,223
Consumable spare parts and supplies	69,400	180,520
Other direct expenses	75,250	297,510
Depreciation expenses	15,981	73,523
Sub total	437,127	2,294,253
Ending balance	10,112,638	9,675,511

6. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	March 31, 2023	December 31, 2022
	\$	\$
Trade and other payables	393,415	134,244
Other accruals	65,345	31,045
Loan*	152,413	-
Advance private placement proceeds received (Note 13)	2,072,120	-
Total	2,683,293	165,289

*On January 31, 2023, the Company entered into a loan agreement with Astor Management AG, whereby the Company received CAD\$200,000. The loan bears interest at the rate of 8% per annum.

ALPHA EXPLORATION LTD.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

FOR THE THREE MONTHS ENDED MARCH 31, 2023 AND 2022

(Expressed in US dollars, except where indicated)

(Unaudited)

7. WARRANT LIABILITY

The Company's warrant liability arises as a result of the issuance of warrants exercisable in CAD dollars. As the denomination is different from the US dollar functional currency of the entity issuing the underlying shares, the Company recognizes a derivative liability for these warrants and re-measures the liability at the end of each reporting period using the Black-Scholes model. Changes in respect of the Company's warrant liability for the three months ended March 31, 2023 and the year ended December 31, 2022 are as follows:

	March 31, 2023	December 31, 2022
	\$	\$
Opening balance	425,008	481,880
Warrants issued	-	223,656
Fair value adjustment	91,375	(280,528)
Balance at end of the year	516,383	425,008

The re-measurements of the warrant liability at the end of each reporting period was calculated using the Black-Scholes model with the following weighed average assumptions and resulting fair values:

	March 31, 2023	December 31, 2022
Weighted average assumptions		
Risk-free interest rate	4.37%	4.10%
Expected dividend yield	0%	0%
Expected warrant life (years)	1.20	1.13
Expected stock price volatility	80.00%	74.00%
Weighted average fair value	\$0.15	\$0.10

ALPHA EXPLORATION LTD.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

FOR THE THREE MONTHS ENDED MARCH 31, 2023 AND 2022

(Expressed in US dollars, except where indicated)

(Unaudited)

8. SHARE CAPITAL**a) Authorized**

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

Escrow shares

In connection with the Company's direct listing on the TSX Venture Exchange on November 8, 2021, the Company entered into an Escrow Agreement dated October 13, 2021, whereby 43,141,615 ordinary shares and 15,286,159 preferred shares were held in escrow to be released pro-rata to the shareholders according to the following schedule:

Date of Final Exchange Bulletin	5% of the Surplus Escrow Securities
6 months after the Final Exchange Bulletin	5% of the Surplus Escrow Securities
12 months after the Final Exchange Bulletin	10% of the Surplus Escrow Securities
18 months after the Final Exchange Bulletin	10% of the Surplus Escrow Securities
24 months after the Final Exchange Bulletin	15% of the Surplus Escrow Securities
30 months after the Final Exchange Bulletin	15% of the Surplus Escrow Securities
36 months after the Final Exchange Bulletin	40% of the Surplus Escrow Securities

Further 5,121,255 value escrow securities were held in escrow, to be released pro-rata according to the following schedule:

Date of Final Exchange Bulletin	10% of the Value Escrow Securities
6 months after the Final Exchange Bulletin	15% of the Value Escrow Securities
12 months after the Final Exchange Bulletin	15% of the Value Escrow Securities
18 months after the Final Exchange Bulletin	15% of the Value Escrow Securities
24 months after the Final Exchange Bulletin	15% of the Value Escrow Securities
30 months after the Final Exchange Bulletin	15% of the Value Escrow Securities
36 months after the Final Exchange Bulletin	15% of the Value Escrow Securities

As at March 31, 2023, there were 34,513,297 surplus escrow shares and 3,072,753 value surplus shares held in escrow.

b) Share issuance details

There were no share transactions during the three months ended March 31, 2023 and 2022.

ALPHA EXPLORATION LTD.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

FOR THE THREE MONTHS ENDED MARCH 31, 2023 AND 2022

(Expressed in US dollars, except where indicated)

(Unaudited)

c) Warrants and performance warrants

A summary of the changes in warrants presented below:

<i>Warrants</i>	Number of warrants	Weighted average exercise price (per share) CAD\$	Weighted average life (Years)
Exercisable and outstanding, December 31, 2021	2,846,591	1.35	0.78
Issued	3,377,689	1.07	
Expired	(1,842,832)	1.35	
Exercisable and outstanding, December 31, 2022	4,381,448	1.13	1.13
Expired	(1,003,759)	1.35	
Exercisable and outstanding, March 31, 2023	3,377,689	1.07	1.20

Performance Warrants

On May 12, 2021, the Company issued 7,000,00 Performance Warrants to the Company's Technical Director and founder, Mr. Alasdair Smith. On August 1, 2021, 5% amounted to 137,944 Performance Warrants was grossed up and deducted from the initial 7,000,000 Performance Warrants. On October 4, 2022, 5% amounted to 226,944 Performance Warrants was grossed up and deducted from the initial 7,000,000 Performance Warrants. The Performance Warrants are exercisable as follows: (i) 2,571,000 at CAD\$0.001 per warrant for a period of 10 years from the date of issue and (ii) 4,429,000 at CAD\$0.05 per warrant for a period of 10 years from the date of issue. Vesting of the Performance Warrants shall occur on each date immediately following the first day which the Company closes a Qualifying Issue, defined as any issue of new shares to the extent only that it is allocated for the purpose of either providing finance for or acquiring or raising finance to enable an acquisition of any mineral exploration or development prospect located within Eritrea or Sudan. Performance Warrants shall vest at a number that is equal to five percent (5%) of the number of Shares issued pursuant to such Qualifying issue.

	Number of warrants	Weighted average exercise price (per share) CAD\$	Weighted average life (Years)
Outstanding, December 31, 2021	6,862,056	0.032	9.37
Exercised – Performance Warrants	(226,944)	0.001	
Outstanding, December 31, 2022	6,635,112	0.034	8.37
Outstanding, March 31, 2023	6,635,112	0.034	8.12

ALPHA EXPLORATION LTD.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

FOR THE THREE MONTHS ENDED MARCH 31, 2023 AND 2022

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The following table summarizes the outstanding and exercisable warrants and performance warrants as at March 31, 2023:

Exercise price	Number of warrants	Expiry date	Weighted average life (Years)
CAD\$1.125	934,247	October 13, 2023	0.53
CAD \$1.05	2,443,442	September 13, 2024	1.46
CAD\$0.001	2,206,112*	May 12, 2031	8.12
CAD\$0.05	4,429,000*	May 12, 2031	8.12

* Performance Warrants

The fair value of Performance Warrants on the date of grant was determined using the Black-Scholes Option pricing Model and a probability weighting using the following weighted average assumptions:

	2021
Exercise price	CAD\$0.032
Share price	CAD\$0.65
Expected life	3.6 years
Expected volatility*	114%
Expected probability of occurrence of Qualifying Issue	53%
Expected forfeiture	Nil
Expected dividends	Nil

* Expected volatility is based on historic volatility of comparable public companies' share prices. The weighted average fair value of the Performance Warrants at the date of grant was CAD \$nil (2021: CAD\$0.65 /\$0.52 USD equivalent) per share.

During the year ended December 31, 2021, the fair value of Performance Warrants on the date of grant was determined using the Black-Scholes Option Pricing Model with a probability weighting using the weighted average assumptions for exercise price, share price, expected term, expected volatility, expected probability of future financing, expected forfeiture, and expected dividends. For the year ended December 31, 2022, management performed an evaluation of the assumptions used in the calculations and changed some of the estimates, specifically the expected number of shares to be issued. The effect of the nature and the amount of this change in an accounting estimate that has an effect in the current period or is expected to have an effect in future periods is impracticable to estimate.

	2022
Exercise price	CAD\$0.032
Share price	CAD\$0.65
Expected life	3.4 years
Expected volatility*	158%
Expected probability of occurrence of Qualifying Issue	26%
Expected forfeiture	Nil
Expected dividends	Nil

The change in estimate of the reduced expected number of shares to be issued decreased the total

ALPHA EXPLORATION LTD.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

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share-based compensation expense capitalized to exploration and evaluation assets for the year ended December 31, 2022 (Note 5).

d) Options

The Company has a stock option plan whereby the maximum number of shares reserved for issue under the plan shall not exceed 10% of the outstanding common shares of the Company, as at the date of the grant. The maximum number of common shares reserved for issue to any one person under the plan cannot exceed 5% of the issued and outstanding number of common shares at the date of the grant and the maximum number of common shares reserved for issue to a consultant or a person engaged in investor relations activities cannot exceed 2% of the issued and outstanding number of common shares at the date of the grant. The exercise price of each option granted under the plan may not be less than the Discounted Market Price (as that term is defined in the policies of the TSX-V). Options may be granted for a maximum term of ten years from the date of the grant, are non-transferable and are exercisable within one year of termination of employment or holding office as a director or officer of the Company and 30 days of termination of a person engaged in investor relations activities.

On March 8, 2022, the Company granted 100,000 share options to a director with each option exercisable at CAD\$0.66 per share option for a period of five years from the date of grant.

A summary of the changes in stock options is presented below:

	Number of warrants	Weighted average exercise price (per share) CAD\$	Weighted average life (Years)
Options			
Exercisable and outstanding, December 31, 2021	650,000	0.75	4.70
Issued	100,000	0.66	
Outstanding, December 31, 2022	750,000	0.74	3.76
Outstanding, March 31, 2023	750,000	0.74	3.51
Exercisable, March 31, 2023	600,000	0.70	3.47

The following table summarizes the outstanding and exercisable options as at March 31, 2023:

Exercise price	Number of options	Expiry date	Weighted average life (Years)
CAD\$1.35	50,000	Nov 1, 2023	0.84
CAD\$0.64	450,000	Dec 6, 2026	3.93
CAD\$0.90	150,000	Dec 6, 2026	3.93
CAD\$0.66	100,000	Mar 8, 2027	4.19

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(Unaudited)

The fair value of options on the date of grant was determined using the Black-Scholes Option Pricing Model using the following weighted average assumptions:

	2022
Share price	CAD\$0.66
Risk free interest rate	0.97%
Expected life	5.00 years
Expected volatility	133%
Expected forfeiture	Nil
Expected dividends	Nil

During the three months ended March 31, 2023, the weighted average fair value of the options at the date of grant was CAD\$nil (2022 – CAD\$0.70) per share.

Share-based payment expense recorded during the three months ended March 31, 2023 was \$12,746 (2022 - \$71,520) which was recorded in the consolidated statements of loss, and \$14,178 (2022 - \$392,096) was separately capitalized to exploration and evaluation assets (Note 5).

9. RELATED PARTY BALANCES AND 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. 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.

At March 31, 2023 and December 31, 2022, the related party balances were as disclosed below:

	March 31, 2023	December 31, 2022
	\$	\$
Hemera Capital Management, Cayman – common owner	15,933	6,000
Colonnade Mining Group Eritrea Ltd, Eritrea – common owner	10,021	780
Frontier Equipment Supplies DMCC, UAE – common owner	63,848	14,375
Michael Hopley - CEO	50,764	23,815
Anna Nydegger - Director	10,000	5,000
Alpha Discovery Holding, BVI – common owner	85,945	80,265
Alasdair Smith - CEO of Alpha Exploration Eritrea Ltd.	86,038	59,486
Total	322,549	189,721

On October 7, 2021, a shareholder, Alpha Discovery Holdings Limited provided an unsecured loan to the Company in the principal amount of CAD\$100,000 (the “Loan”). The Loan is for an 18-month term ending on April 7, 2023 and was repaid subsequent to March 31, 2023. The proceeds from the Loan were used by the Company for working capital purposes. The Loan bears interest rate of 5% per annum and is unsecured.

ALPHA EXPLORATION LTD.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

FOR THE THREE MONTHS ENDED MARCH 31, 2023 AND 2022

(Expressed in US dollars, except where indicated)

(Unaudited)

During the three months ended March 31, 2023 and 2022, the related party transactions were as follows.

	2023	2022
	\$	\$
Colonnade Mining Group Eritrea Ltd, Eritrea – drilling services	10,100	228,596
Hemera Capital Management, Cayman – advisory fees	6,000	6,000
Frontier Equipment Supplies DMCC, UAE - purchase	49,472	-

Compensation of key management personnel

Key management includes members of the Board of Directors, the Chief Executive Officer and the Chief Financial Officer. The aggregate compensation paid, or payable, to key management personnel during the three months ended March 31, 2023 and 2022 were as follows:

	2023	2022
	\$	\$
Salaries	72,408	78,439
Benefits	8,600	8,600
Directors' fees	5,000	4,998
Accounting fees	10,055	-
Advisory fees	6,000	6,000
Shared-based compensation	26,924	405,718
	128,987	503,755

Note: Salaries and benefits of Mr. Alasdair Smith, which form part of salaries and benefits noted above, are capitalized to the exploration and evaluation assets in Alpha Eritrea Ltd. Accounting fees are for the current CFO. Share-based compensation for the three months ended March 31, 2023 of \$14,178 (2022 - \$392,096) was capitalized to exploration and evaluation assets.

10. FINANCIAL INSTRUMENTS AND FINANCIAL RISK

The Company's financial instruments include cash, other receivables, accounts payable, warrant liability and due to related parties. The carrying value of these financial instruments approximates their fair values due to the relatively short periods of maturity of these instruments, with accounts payable being due on normal commercial terms.

Assets measured at fair value on a recurring basis were presented on the Company's statement of financial position as at March 31, 2023 and December 31, 2022 are as follows:

	March 31, 2023	December 31, 2022
	\$	\$
Level 1 - Financial Assets – Cash	2,166,951	100,464
Level 3 - Financial Liabilities - Warrant Liability	516,383	425,008

The Company's activities expose it to a variety of financial risks: market risk (including currency risk, and interest rate risk), credit risk and liquidity risk. There have been no changes in any risk management policies since December 31, 2022.

ALPHA EXPLORATION LTD.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
 FOR THE THREE MONTHS ENDED MARCH 31, 2023 AND 2022
 (Expressed in US dollars, except where indicated)
 (Unaudited)

11. SUPPLEMENTAL CASH FLOW INFORMATION

	March 31, 2023 \$	March 31, 2022 \$
Non-cash transactions		
Change in fair value of warrant liability	(91,375)	-
Share-based compensation capitalized to exploration and evaluation assets	14,178	392,096

12. SEGMENTED INFORMATION

The Company's operations are limited to a single industry segment, being mineral exploration and development. Geographic segment information of the Company's assets and liabilities as at March 31, 2023 and December 31, 2022 is as follows:

Identifiable assets	March 31, 2023 \$	December 31, 2022 \$
British Virgin Islands	2,138,004	99,545
Eritrea	10,352,338	9,891,857
Total assets	12,490,342	9,991,402

Identifiable liabilities	March 31, 2023 \$	December 31, 2022 \$
British Virgin Islands	3,102,525	628,567
Eritrea	419,700	151,451
Total liabilities	3,522,225	780,018

Geographic segmentation of the Company's net loss for the three months ended March 31, 2023 and 2022 is as follows:

	2023 \$	2022 \$
British Virgin Islands	(240,925)	(68,575)
Eritrea	(29,266)	(34,888)
Net loss	(270,191)	(103,463)

13. SUBSEQUENT EVENTS

On April 6, 2023, the Company issued 4,773,214 units at CAD\$0.70 per unit for gross proceeds of CAD\$3,341,250 pursuant to the first tranche of a private placement. Each unit consists of one common share and one share purchase warrant exercisable at CAD\$1.05 per common share for a period of 24 months. In connection with the private placement, the Company paid a cash finder's fee payment equal to 6% on a proportion of the units issued. Part of the gross proceeds was paid by settling the balance of the loan with Astor Management AG along with accrued interest. At March 31, 2023, CAD\$2,843,900 of the proceeds were received.

On May 1, 2023, the Company repaid the loan to Alpha Discovery Holdings Limited.

ALPHA EXPLORATION LTD.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED MARCH 31, 2023 AND 2022**

(Expressed in US dollars, except where indicated)

(Unaudited)

On May 4, 2023, the Company issued 1,993,075 units at CAD\$0.70 per unit for gross proceeds of CAD\$1,395,153 pursuant to the second tranche of a private placement. Each unit consists of one common share and one share purchase warrant exercisable at CAD\$1.05 per common share for a period of 24 months.