Protium Clean Energy Corp.
(formerly, Weekapaug Lithium Limited)

Consolidated Financial Statements

For the years ended November 30, 2024 and 2023

(Expressed in Canadian Dollars)

Stern & Lovrics LLP
Chartered Professional Accountants

Samuel V. Stern, BA, CPA, CA
George G. Lovrics, BComm, CPA, CA

Nazli Dewji, BA, CPA, CMA

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Protium Clean Energy Corp. (formerly, Weekapaug Lithium Limited)

Opinion

We have audited the consolidated financial statements of Protium Clean Energy Corp. (formerly, Weekapaug Lithium Limited) (the “Company”), which comprise the consolidated statements of financial position as at November 30, 2024 and 2023, and the consolidated statements of loss and comprehensive loss, changes in shareholders’ equity (deficit) and cash flows for the years then ended and notes to the consolidated financial statements, including a summary of material accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Company as at November 30, 2024 and 2023, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards (IFRS).

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the “Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements” section of our report.

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related To Going Concern

We draw attention to Note 1 in the consolidated financial statements which describes certain conditions that indicate the existence of a material uncertainty that may cast significant doubt about the Company’s ability to continue as a going concern.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the year ended November 30, 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Except for the matter described in the “Material Uncertainty Related To Going Concern” section of the auditor’s report, we have determined there are no key audit matters to communicate in our auditor’s report.

Other Information

Management is responsible for the other information. The other information comprises the Management Discussion and Analysis.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

We obtained Management’s Discussion and Analysis prior to the date of this auditor’s report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditor’s report. We have nothing to report in this regard.

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

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

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

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

Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is George G. Lovrics.

Stern & Lovrics LLP

Toronto, Ontario
March 17, 2025

Chartered Professional Accountants
Licensed Public Accountants

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Protium Clean Energy Corp (formerly, Weekapaug Lithium Limited)
Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)

As at,		November 30, 2024		November 30, 2023
Assets				
Current				
Cash	$	424,413	$	8,099
Sales tax receivable		40,933		22,820
Total Assets	$	465,346	$	30,919
Liabilities				
Current				
Accounts payable and accrued liabilities	$	101,190	$	89,376
		101,190		89,376
Long Term				
Other liabilities (Note 6)		200,884		200,884
		302,074		290,260
Shareholders' Equity (Deficit)				
Share capital (Note 5)		2,907,241		2,465,739
Contributed surplus (Note 5)		209,789		161,977
Warrants		206,308		-
Deficit		(3,160,066)		(2,887,057)
Total Shareholders' Equity (Deficit)		163,272		(259,341)
Total Liabilities and Shareholders' Equity	$	465,346	$	30,919

Nature of and continuance of operations (Note 1)

Approved on behalf of the Board:

"Marc Branson" (signed)
Director

"David Shisel" (signed)
Director

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

Protium Clean Energy Corp. (formerly, Weekapaug Lithium Limited)
Consolidated Statements of Loss and Comprehensive Loss
For the years ended November 30, 2024 and 2023
(Expressed in Canadian Dollars)

		2024		2023
Expenses				
Exploration and evaluation asset expenses (Note 10)	$	51,506	$	197,777
General and administrative		64,986		50,783
Legal, audit and management fees (Note 9)		159,741		234,662
Business development		52,812		-
Share based payments		-		139,366
Listing expense (note 4)		-		1,235,397
Net loss before other items		(329,045)		(1,857,985)
Other items				
Government funding		56,036		-
Interest income		-		9,533
Net Loss and Comprehensive Loss	$	(273,009)	$	(1,848,452)
Basic and Diluted Loss Per Common Share	$	(0.00)	$	(0.03)
Weighted Average Number of Common Shares Outstanding		77,564,009		67,507,866

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

Protium Clean Energy Corp. (formerly, Weekapaug Lithium Limited)
Consolidated Statements of Changes in Shareholders' Equity (Deficit)
(Expressed in Canadian Dollars)

	Share Capital								
	Number		Amount		Contributed Surplus		Warrants	Deficit		Shareholders' Equity (Deficit)
Balance, November 30, 2022	**40,000,000**	**$**	**800,000**	**$**	**-**	**$**	**-**	**(1,038,605)**	**$**	**(238,605)**
Common shares issued on conversion of sub-receipts	13,920,000		696,000		-		-	-		696,000
Share issue costs	-		(30,270)		-		-	-		(30,270)
Issued pursuant to reverse takeover (Note 4)	20,000,173		1,000,009		22,611		-	-		1,022,620
Share based payments (Note 5)	-		-		139,366		-	-		139,366
Net loss and comprehensive loss for the year	-		-		-		-	(1,848,452)		(1,848,452)
Balance, November 30, 2023	**73,920,173**	**$**	**2,465,739**	**$**	**161,977**	**$**	**-**	**(2,887,057)**	**$**	**(259,341)**
Balance, November 30, 2023	**73,920,173**	**$**	**2,465,739**	**$**	**161,977**	**$**	**-**	**(2,887,057)**	**$**	**(259,341)**
Common shares and warrants issued on private placement	23,333,333		500,980		-		199,020	-		700,000
Share issue costs – finders units	-		(7,288)		-		7,288	-		-
Share issue costs - cash	-		(54,251)		-		-	-		(54,251)
Exercise of stock options	49,955		2,061		-		-	-		2,061
RSUs issued for services (Note 5)	-		-		47,812		-	-		47,812
Net loss and comprehensive loss for the year	-		-		-		-	(273,009)		(273,009)
Balance, November 30, 2024	**97,303,461**	**$**	**2,907,241**	**$**	**209,789**	**$**	**206,308**	**(3,160,066)**	**$**	**163,272**

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

Protium Clean Energy Corp. (formerly, Weekapaug Lithium Limited)
Consolidated Statements of Cash Flows
For the years ended November 30, 2024 and 2023
(Expressed in Canadian Dollars)

	2024	2023
Cash provided by (used in):		
Operating Activities		
Net loss for year	$ **(273,009)**	$ (1,848,452)
Share based payments	**-**	139,366
RSUs issued for services	**47,812**	-
Listing cost	**-**	1,235,397
Changes in working capital balances:		
Sales tax receivable	**(18,113)**	(22,820)
Accounts payable and accrued liabilities	**11,814**	(35,353)
Cash Used in Operating Activities	**(231,496)**	(531,862)
Investing Activities		
Cash acquired on reverse takeover	**-**	810
Cash Provided by Investing Activities	**-**	810
Financing Activities		
Proceeds from issue of private placement	**700,000**	-
Share issue costs	**(54,251)**	(17,055)
Proceeds from exercise of stock options	**2,061**	-
Proceeds of subscription receipts	**-**	85,000
Cash Provided by Financing Activities	**647,810**	67,945
Change in cash	**416,314**	(463,107)
Cash, beginning of year	**8,099**	471,206
Cash, Ending of Year	$ **424,413**	$ 8,099

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

1. NATURE AND CONTINUANCE OF OPERATIONS

Protium Clean Energy Corp. (formerly, Weekapaug Lithium Limited.) (the "Company") was incorporated on October 23, 2007 under the Business Corporations Act of British Columbia. On February 1, 2023, the Company completed a transaction resulting in a reverse takeover ("RTO") of the Company by Weekapaug Lithium Inc. ("WLI"). WLI was incorporated under the *Business Corporations Act* of Ontario on November 25, 2021. The Reverse Takeover Transaction was completed by way of a three-cornered amalgamation (the "Amalgamation") pursuant to which, among other things, (i) WLI amalgamated with a wholly-owned subsidiary of the Company, incorporated for the purposes of the Amalgamation, and (ii) all of the outstanding common shares in the capital of WLI were cancelled and, in consideration, the holders thereof received post-consolidation common shares in the capital of the Company on a 1:1 basis.

Prior to the completion of the RTO, the Company changed its name to "Weekapaug Lithium Limited." and consolidated its common shares on a 6.876 to 1 basis, resulting in 20,000,173 common shares outstanding (the "Consolidation"). In connection with the RTO, WLI completed a private placement of subscription receipts (each, a "Subscription Receipt") at a price of $0.05 per Subscription Receipt, pursuant to which WLI issued an aggregate of 13,920,000 Subscription Receipts for aggregate gross proceeds of $696,000 (the "Offering"). Concurrent with closing of the RTO, each Subscription Receipt was converted into one common share of the Company.

On November 6, 2024, the Company changed its name from Weekapaug Lithium Limited to Protium Clean Energy Corp.

The Company is an exploration and development company focused on the acquisition, exploration and development of properties.

The address of the Company's registered head office is 1 Adelaide Street East, Suite 801, Toronto, Ontario, M5C 2V9. The common shares are listed for trading on February 15, 2023 on the Canadian Securities Exchange under the symbol "GRUV". Concurrent with the RTO, the Company changed its year end from May 31, to November 30, the year of WLI. The Company is also listed on the Frankfurt Stock Exchange under the ticker symbol G071.

These financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. As at November 30, 2024, the Company has not generated any revenue since inception and has a deficit $3,160,066. The Company's continuation as a going concern is dependent on its ability to generate future cash flows and/or obtain additional financing. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Management intends to finance operating costs over the next twelve months with cash on hand, and/or private placements of common stock. There is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company. These financial statements do not reflect any adjustments that may be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

2. BASIS OF PRESENTATION

Approval of the Financial Statements

The financial statements of the Company were reviewed by the Board of Directors and approved and authorized for use on March 17, 2025 by the Board of Directors of the Company.

(a) Statement of Compliance to International Financial Reporting Standards

These consolidated financial statements have been prepared in accordance and compliance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

(b) Basis of Preparation

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

(c) Basis of Consolidation

These consolidated financial statements include the financial statements of the Company and the entities controlled by the Company. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The financial statements of the subsidiary are included in the consolidated financial statements from the date that control commences until the date that control ceases. All intercompany transactions and balances have been eliminated on consolidation.

Subsidiary name	**Ownership**	**Jurisdiction**
Weekapaug Lithium Subco Inc.	100%	Ontario

(d) Use of Estimates, judgements and Assumptions

The preparation of the consolidated financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

1. Critical judgements exercised by management in applying accounting policies that have the most significant effect on the amounts presented in these consolidated financial statements are as follows:

    - Functional currency – The assessment of the Company's functional currency and the functional currency of its subsidiaries involves judgment regarding the primary economic environment the Company and its wholly-owned subsidiary operate in.

2. BASIS OF PRESENTATION (continued)

- Stock options and warrants – Determining the fair value of warrants and stock options requires estimates related to the choice of a pricing model, the estimation of stock price volatility, the expected forfeiture rate and the expected term of the underlying instruments. Any changes in the estimates or inputs utilized to determine fair value could have a significant impact on the Company's future operating results or on other components of the shareholders' equity.

- Going concern – The assessment of the Company's ability to continue as a going concern involves judgement regarding future funding available for its operations and working capital requirements.

2. Critical accounting estimates

- Income taxes and recoverability of potential deferred tax assets -Tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in profit or loss except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive income. Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years. Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

  Deferred tax is not recognized for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss, and differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future. In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

  A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

- Share-based payments - Management determines costs for share-based payments using the Black-Scholes option pricing model. The fair value of the market-based and performance-based share awards are determined at the date of grant and incorporates Black- Scholes input assumptions including the future volatility of the stock price, expected dividend yield, and expected life. Such judgements and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.

3. MATERIAL ACCOUNTING POLICIES

(a) Cash

Cash includes cash held in a Canadian Chartered bank, and previously cash also held in trust with the Company's law firm.

(b) Financial Instruments

(i) Classification

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

(ii) Measurement

Financial assets and liabilities at amortized cost

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statements of net (loss) income. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the statements of net (loss) income in the period in which they arise.

Debt investments at FVOCI

These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognized in profit or loss. Other net gains and losses are recognized in Other Comprehensive Income ("OCI"). On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss

Equity investments at FVOCI

These assets are subsequently measured at fair value. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are never reclassified to profit or loss.

3. MATERIAL ACCOUNTING POLICIES (Continued)

(b) Financial Instruments (continued)

(iii) Impairment of financial assets at amortized cost

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

(iv) Derecognition

Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity.

Financial liabilities

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognizes a financial liability when the terms of the liability are modified such that the terms and / or cash flows of the modified instrument are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value. Gains and losses on derecognition are recognized in profit or loss.

(c) Share Capital

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

The proceeds from the exercise of stock options and warrants are recorded as share capital in the amount for which the option or warrant enabled the holder to purchase a share in the Company.

The fair value of the warrants are determined using the Black-Scholes Option Pricing Model.

All costs related to issuances of share capital are charged against the proceeds received from the related share capital.

3. MATERIAL ACCOUNTING POLICIES (Continued)

(d) Income Taxes

Current income tax

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred income tax

Deferred income tax is provided using the asset and liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

(e) Loss Per Share

Basic loss per share is calculated using the weighted average number of common shares outstanding during the period. The Company uses the treasury stock method to compute the dilutive effect of options, warrants and similar instruments. Under this method the dilutive effect on earnings per share is calculated presuming the exercise of outstanding options, warrants and similar instruments. It assumes that the proceeds of such exercise would be used to repurchase common shares at the average market price during the period. However, the calculation of diluted loss per share excludes the effects of various conversions and exercise of options that would be anti-dilutive.

Subscription receipts are not included in the calculation of the weighted average number of common shares outstanding.

(Expressed in Canadian Dollars)

3. MATERIAL ACCOUNTING POLICIES (Continued)

(f) Exploration and evaluation assets

Exploration and evaluation expenditures are costs incurred in the course of the initial search for mineral resources before the technical feasibility and commercial viability of extracting a mineral resource are demonstrable. Costs incurred before the legal right to undertake exploration and evaluation activities are recognized in profit or loss when they are incurred.

Exploration expenditures are the costs incurred in the initial search for mineral deposits with economic potential, including acquisition costs. Exploration expenditures typically include costs associated with prospecting, sampling, mapping, diamond drilling and other work involved in searching for ore. All exploration expenditures are expensed as incurred.

When economically viable reserves have been determined and the decision to proceed with development has been approved, the expenditures incurred subsequent to this date related to development and construction are capitalized as construction-in-process and classified as a component of property, plant and equipment.

Mining properties and process facility assets are amortized upon commencement of commercial production either on a unit-of-production basis over measured and indicated resources included in the mine plan or the life of mine.

(g) Accounting standards issued but not yet effective

The Company has reviewed the accounting standards or amendments to existing accounting standards that have been issued but have future effective dates and determined that these are either not applicable or are not expected to have a significant impact on the Company's financial statements.

4. REVERSE TAKEOVER

On February 1, 2023, the Company completed the RTO, pursuant to which it acquired all of the issued and outstanding shares of WLI (Note 1). While the Company was the legal acquirer, WLI was the accounting acquirer since shareholders of WLI held and controlled the majority of the outstanding Common Shares upon completion of the RTO. As a result of the RTO, the consolidated financial statements and comparative information are presented with WLI as the continuing entity.

The acquisition of the Company was accounted for as an asset acquisition, as the assets acquired and liabilities assumed did not constitute a business, as defined in IFRS 3, Business Combinations. The total consideration was allocated to the fair value of the net assets acquired and liabilities assumed, as follows:

Net assets acquired and the consideration paid	
Cash	$ 810
Accounts payable	(12,703)
Other liabilities	(200,884)
Listing expense	1,235,397
Net assets acquired as at February 1, 2023	**$ 1,022,620**
Consideration given	
Common shares deemed issued – 20,000,173 @ $0.05 per share	$ 1,000,009
635,824 stock options at an exercise price of $0.04	22,611
	$ 1,022,620

4. **REVERSE TAKEOVER (continued)**

In connection with the RTO, the Company recognized a listing expense in the amount of $1,235,397, such amount being equal to the consideration paid less the net assets acquired under the RTO. The deemed consideration paid by WLI for the net assets of the Company (20,000,173 common shares), being the total shares of the Company prior to the RTO, was measured on the basis of the fair value of the equity instruments issued, considering the price per share ascribed from the WLI sub receipt financing. This price was used as the estimated fair value as it was the most reliable basis of measurement.

5. SHARE CAPITAL

(a) Shares authorized

The Company has authorized an unlimited number of common shares without par value.

(b) Common shares issued and outstanding

As at November 30, 2024, the Company had outstanding 97,253,506 common shares.

The following shares were issued during the year ended November 30, 2024:

On October 4, 2024, the Company closed a non-brokered private placement financing (the "LIFE Offering") pursuant to the listed issuer financing exemption under Part 5A of National Instrument 45-106 - Prospectus Exemptions ("NI 45-106") for gross proceeds of $700,000. Pursuant to the LIFE Offering, the Company issued an aggregate of 23,333,333 Units at a price of $0.03 per Unit. Each Unit consisted of one Common Share and one-half of one Common Share purchase warrant (each whole warrant, a "Warrant"). Each Warrant entitles the holder to acquire one additional Common Share at an exercise price of $0.05 for a period of 12 months. The fair value of the warrants was estimated to be $199,020 on the date of the grant using the Black-Scholes option pricing model with the following assumptions: current share price $0.02, expected volatility of 295%; expected dividend yield of 0%; risk-free interest rate of 3.2%; and expected life of 1 year.

In connection with the LIFE Offering, the Company: (i) paid an aggregate of $12,160 and (ii) issued an aggregate of 405,333 non-transferrable finder's units (each, a "Finder's Unit") to eligible finders. Each Finder's Unit entitles the holder to acquire a Unit at an exercise price of $0.03 for a period of 12 months. The fair value of the Finders Units was estimated to be $7,288 on the date of the grant using the Black-Scholes option pricing model with the following assumptions: current share price $0.02, expected volatility of 295%; expected dividend yield of 0%; risk-free interest rate of 3.2%; and expected life of 1 year.

On November 7, 2024, 49,955 shares were issued on the exercise of 49,955 stock options for proceeds of $2,061.

The following shares were issued during the year ended November 30, 2023:

Share issued on RTO – see note 4.

Shares issued on conversion of Subscription Receipts – see note 1.

(Expressed in Canadian Dollars)

5. SHARE CAPITAL (continued)

(c) Warrants

As at November 30, 2024 the Company had the following warrants and finders units outstanding:

Number Outstanding	Exercise Price ($'s)	Expiry Date	Number Exercisable	Remaining Life (years)
11,666,666	0.05	Oct 4, 2025	1,500,000	0.76
405,333	0.03	Oct 4, 2025	405,333	0.76

(d) Omnibus Equity Incentive Plan

In November 2024, the Company adopted an Omnibus Equity Incentive Plan (the "Plan"), replacing the 2021 Incentive Option Plan. This Plan is designed to enhance the Company's ability to attract, retain, and motivate qualified directors, officers, employees, and consultants while aligning their interests with those of shareholders. The Omnibus Equity Incentive Plan provides a flexible and comprehensive framework for granting equity-based awards, including stock options, restricted share units (RSUs), performance share units (PSUs), and deferred share units (DSUs). The Plan aims to reward eligible participants for their contributions to the Company's success and to encourage long-term investment in Protium's shares.

The Plan reserves up to 10% of the Company's total issued and outstanding shares for awards under the Plan, adhering to the "evergreen" structure. Shares subject to expired or terminated awards will become available for future grants.

No Stock options were granted during the year ended November 30, 2024.

The following options were granted during the year ended November 30, 2023:

On February 23, 2023, the Company issued a total of 3,364,192 options to officers, directors and consultants of the Company. 2,000,000 of the options were granted to officers and directors, are exercisable at $0.05 until February 14, 2026. 1,273,360 of the options were granted to consultants, are exercisable at $0.12 until February 14, 2024. 90,832 of the options were granted to a consultant, exercisable at $0.05 until May 27, 2026. The options vested immediately on the date of grant. The fair value of the options was estimated on the date of the grant using the Black-Scholes option pricing model with the following assumptions: current share price $0.05, expected volatility of 110-140%; expected dividend yield of 0%; risk-free interest rate of 3.87-4.19%; and expected life of 1-3 years. The options were valued at $94,366.

On October 5, 2023, the Company issued a total of 2,500,000 options to officers, directors and consultants of the Company. 500,000 of the options were granted to a director. The options are exercisable at $0.05 until October 5, 2026. The options vested immediately on the date of grant. The fair value of the options was estimated on the date of the grant using the Black-Scholes option pricing model with the following assumptions: current share price $0.025, expected volatility of 140%; expected dividend yield of 0%; risk-free interest rate of 4.65%; and expected life of 3 years. The options were valued at $45,000.

Expected volatility in the above valuations was based on historical volatility of comparable companies.

(Expressed in Canadian Dollars)

5. SHARE CAPITAL (continued)

As at November 30, 2024, the weighted average exercise price of options outstanding and options exercisable were as follows:

	Number	Weighted Average Exercise Price
Outstanding – November 30, 2022	-	-
Granted - RTO	635,832	$ 0.041
Granted	4,590,832	$ 0.050
Granted	1,273,360	$ 0.120
Outstanding – November 30, 2023	**6,500,024**	**$ 0.063**
Exercised	(49,955)	(0.01)
Expired/cancelled	(2,450,069)	(0.11)
Outstanding and exercisable – November 30, 2024	**4,000,000**	**$ 0.050**

As at November 30, 2024 the Company had the following stock options outstanding:

Number of options Outstanding	Exercise Price ($'s)	Expiry Date	Number of Options Exercisable	Remaining Life (years)
1,500,000	0.05	Feb. 14, 2026	1,500,000	1.49
2,500,000	0.05	Oct 05, 2026	2,500,000	1.85
4,000,000			4,000,000	

The weighted average exercise price of the options is $0.05 and have a weighted average remaining life of 1.61.

The following RSUs were granted during the year ended November 30, 2024:

On October 16, 2024, the Company granted 1,500,000 RSUs to a consultant in exchange for services. The fair value of the RSUs at the grant date was $127,500, based on the closing price of the Company's shares on that date ($0.085 per RSU). The RSUs vest four months from the grant date.

On November 25, 2024, the Company granted 3,700,000 RSUs to consultants in exchange for services. The fair value of the RSUs at the grant date was $166,500, based on the closing price of the Company's shares on that date ($0.045 per RSU). 1,200,000 of the RSU vest in monthly increments of 200,000, and 2,500,000 of the RSUs vest four months from the grant date.

For the year ended November 30, 2024, the Company recognized $47,812 as consulting expense related to the RSU grants, reflecting the proportionate vesting of the award during the period, in accordance with IFRS 2 – Share-based Payment.

Number of RSUs	Exercise	Expiry Date	Number of RSUs Exercisable	Remaining Life
1,500,000	n/a	Oct 16, 2026	-	1.88
3,700,000	n/a	Nov 25, 2026	-	1.99
5,200,000			-	

6. OTHER LIABILITIES

During the prior year, the Company transferred $200,884 of liabilities (the "Statute-barred Claims") to non-current liabilities on the basis that any claims in respect of the Statute-barred Claims were statute barred under the Limitations Act (British Columbia). The Statute-barred Claims relate to liabilities of third parties. Under IFRS, a financial liability can only be derecognized from the Company's Statement of Financial Position when it is extinguished, meaning only when the contract is discharged or canceled or expires. The effect of the Limitations Act is to prevent a creditor from enforcing an obligation, but it does not formally extinguish the financial liability under IFRS.

It is the position of management of the Company that the Statute-barred Claims cannot be enforced by the creditors, do not create any obligation for the Company to pay out any cash and do not affect the financial or working capital position of the Company. The Statute-barred Claims are required to be reflected on the Company's Statement of Financial Position as a result of the current interpretation of IFRS, but they are classified as non-current liabilities as the Company has no intention to pay these Statute-barred Claims and the creditors cannot enforce payment of the Statute-barred Claims.

7. CAPITAL MANAGEMENT OBJECTIVE AND POLICIES

The Company's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

The Company includes equity, comprised of issued common shares, reserves and deficit, in the definition of capital, which as at November 30, 2024 was $163,272 (2023 - $259,341 in deficit).

The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the identification and evaluation of potential acquisitions. To secure the additional capital necessary to pursue these plans, the Company may attempt to raise additional funds through the issuance of equity. The Company is not subject to any external capital restrictions.

8. FINANCIAL INSTRUMENTS

Fair Values

At November 30, 2024, the Company's financial instruments consist of cash, sales tax receivable, accounts payable and accrued liabilities. The fair value of these financial instruments approximates its carrying value due to the relatively short-term maturity of the instrument.

Credit Risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash. To minimize the credit risk the Company places these instruments with a high credit quality financial institution.

Foreign Exchange Risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company is not exposed to foreign exchange risk.

8. FINANCIAL INSTRUMENTS (continued)

Interest Rate Risk

The Company is not exposed to any significant interest rate risk.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs and to meet the Company's liabilities. The $101,190 of accounts payable and accrued liabilities are due within one year.

Fair value of financial instruments

The Company has a three-tier hierarchy as a framework for disclosing fair value based on inputs used to value the Company's financial instruments. The hierarchy of inputs is summarized below:

- Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities. An active market is one in which transactions for the assets occur with sufficient frequency and volume to provide pricing information on an ongoing basis;
- Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. prices) or indirectly (i.e. derived from prices); and
- Level 3 - inputs for the asset or liability that are not based on observable market data.

The classification of a financial instrument in the fair value hierarchy is based upon the lowest level of input that is significant to the measurement of fair value.

The Company measures its cash, deferred transaction costs and accounts payable and accrued liabilities, at amortized cost. As at November 30, 2024, the fair values of Company's financial instruments approximate their carrying values, given their short-term nature.

9. RELATED PARTY TRANSACTIONS

During the year ended November 30, 2024, the Company was charged $36,000 (2023 - $36,000 for consulting services by CFO Advantage Inc., a Company owned by the Chief Financial Officer of the Company. As at November 30, 2024 $15,930 (November 30, 2023 - $16,950) is included in accounts payable and accrued liabilities.

During the year ended November 30, 2024, the Company was charged $86,204 (2023 - $48,000) for consulting services by Capwest Investments, a Company owned by the Chief Executive Officer of the Company.

10. EXPLORATION AND EVALUATION ASSETS

On November 25, 2021, the Company entered into an agreement to acquire mineral claims located in the province of Ontario ("the Nakina Lithium Property"), in exchange of 39,999,999 common shares (at $0.02 per share) of the Company, and $23,000. The shares were issued on November 26, 2021, and the cash has been accrued and included in accounts payable and accrued liabilities. The valuation was determined by arm's length negotiations between the parties, including with the subscribers of subscription receipts as to the pre-money valuation for this property.

(Expressed in Canadian Dollars)

10. EXPLORATION AND EVALUATION ASSETS (continued)

In September 2024, the Company staked 51 single-cell mining claims totalling approximately 1,000 hectares in Firstbrook Township, Ontario (the "Claims"). In October, the Company staked an additional 52 single-cell mining claims totaling approximately 1,100 hectares in Firstbrook Township, Ontario contiguous with the Company's, previously staked Claims.

Breakdown of expenses for the years ended November 30, 2024 and 2023:

	2024	2023
Survey and analysis	$ 49,006	$ -
Field program	-	187,993
Reporting	-	9,784
Other	2,500	-
	$ 51,506	$ 197,777

11. INCOME TAXES

a) The reported recovery of income taxes differs from amounts computed by applying the statutory income tax rates to the reported loss before income taxes due to the following:

	2024	2023
Loss before income taxes	$ 273,009	$ (1,848,452)
Statutory tax rate	27.00%	27.00%
Tax benefit of statutory rate	(73,712)	(499,082)
Share issue costs	(4,564)	(1,635)
Permanent and other	-	333,557
Share based payments	13,907	37,629
Exploration expenditures	64,369	53,400
Unrecognized benefit of deferred tax benefits		76,131
Total income tax expense	$ -	$ -

b) Deferred income tax assets have not been recognized in respect of the following deductible temporary differences:

	As at November 30 2024	As at November 30, 2023
Share issue costs	$ 16,622	$ 6,538
Non-capital losses available for future years	163,597	41,024
Exploration and evaluation assets	327,261	313,354
	507,480	360,916
Unrecognized deferred tax assets	(507,480)	(360,916)
Net deferred tax assets	$ -	$ -

Deferred tax assets have not been recognized in respect of these items because it is not probable that future taxable profit will be available against which the Company can use the benefits.

11. INCOME TAXES (continued)

c) As at November 30, 2024 the Company has tax loss carry-forwards of approximately $506,000 which expire up to 2044. The potential benefit of these losses and deductible temporary differences in excess of the deferred tax liabilities have not been recognized in these financial statements as it is not considered probable that sufficient future tax profit will allow the deferred tax assets to be recovered.

In addition, the Company has unclaimed resource deductions in the amount of $1,212,077, which do not expire and may be deducted against future taxable income on a discretionary basis.

12. SUBSEQUENT EVETS

On December 3, 2024, the Company granted 500,000 stock options to a consultant. The options are exercisable at a price of $0.06 per share for a one-year term.

On February 18, 2025, 1,500,000 shares were issued on the vesting of 1,500,000 RSUs.