



RECHARGE RESOURCES LTD.

Condensed Consolidated Interim Financial Statements

Three and Nine Months Ended September 30, 2024 and 2023

(Expressed in Canadian dollars)

(Unaudited)

NOTICE OF NON AUDITOR'S REVIEW OF CONDENSED CONSOLIDATED INTERIM
FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3 (3) (a), if an auditor has not performed a review of the condensed interim consolidated financial statements, they must be accompanied by a notice indicating that an auditor has not reviewed the financial statements.

The accompanying unaudited condensed interim consolidated financial statements for Recharge Resources Ltd. (the "Company") have been prepared by and are the responsibility of the Company's management. The Company's independent auditor, Saturna Group Chartered Professional Accountants LLP, has not performed an audit of these condensed interim consolidated financial statements.

RECHARGE RESOURCES LTD.Condensed Consolidated Interim Statements of Financial Position
(Unaudited - Expressed in Canadian dollars)

		September 30, 2024	December 31, 2023
	Notes	\$	\$
Assets			
Current assets			
Cash		127,767	364,631
GST receivable		13,504	228,957
Prepaid expenses and deposits	3	10,218	159,961
Total current assets		151,489	753,549
Non-current assets			
Exploration and evaluation assets	4,15	2,061,071	6,799,037
Investments	4	729,300	-
Reclamation deposit		10,000	10,000
Total assets		2,951,860	7,562,586
Liabilities and Shareholders' Equity			
Current liabilities			
Accounts payable and accrued liabilities	6,7	399,137	303,319
Flow-through share premium liability	5	36,384	36,384
Related party loan	7	50,000	-
Total current liabilities		485,521	339,703
Non-current liabilities			
Long term loan		11,092	-
Total liabilities		496,613	339,703
Shareholders' equity			
Share capital	8	29,318,056	27,858,056
Share-based payment reserve	8,9	1,007,935	997,425
Obligation to issue shares	7,8	19,617	12,750
Warrants reserve	10	5,287,341	5,287,341
Shares issuable	11	42,750	1,460,000
Deficit		(33,220,452)	(28,392,689)
Total shareholders' equity		2,455,247	7,222,883
Total liabilities and shareholders' equity		2,951,860	7,562,586

Nature and continuance of operations (Note 1)
Subsequent events (Note 15)

Approved and authorized for issuance by the Board of Directors on November 28, 2024:

/s/ "David Greenway"
David Greenway, Director

/s/ "Andrew Mugridge"
Andrew Mugridge, Director

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

RECHARGE RESOURCES LTD.

Condensed Consolidated Interim Statements of Operations and Comprehensive Loss
(Unaudited - Expressed in Canadian dollars)

	Notes	For three months ended		For nine months ended	
		September 30, 2024	September 30, 2023	September 30, 2024	September 30, 2023
		\$	\$	\$	\$
Expenses					
Consulting fees		12,380	734,665	224,919	1,034,396
General and administrative		4,203	17,306	18,348	31,712
Market awareness		625	788,954	202,497	3,813,044
Management fees	7	60,000	290,000	190,000	475,000
Professional fees		10,716	47,895	159,272	151,141
Property exploration recovery	4	(28,424)	-	-	-
Share-based compensation	8,9,11	-	-	53,260	1,999,068
Transfer agent and filing fees		3,551	9,758	20,346	44,999
Travel		503	19,742	830	77,707
Loss before other income (expense)		(63,554)	(1,908,320)	(869,472)	(7,627,067)
Other income (expense)					
Foreign exchange loss		(628)	(32,187)	(5,726)	(26,162)
Interest expense		(98)	(8,879)	(249)	(5,326)
Flow-through share premium		-	-	-	(2,105)
Gain on settlement of debt	8	-	168,471	-	168,471
Gain on revaluation of share obligation	7,8	11,771	-	38,133	-
Change in value of investment	4	4,175	-	(12,525)	-
Impairment of exploration and evaluation assets	4	(469,351)	(29,095)	(469,351)	(29,095)
Loss on sale of exploration and evaluation assets	4	(3,520,334)	-	(3,520,334)	-
Other income (loss)		(306)	-	11,761	-
Total other income (expense)		(3,974,771)	98,310	(3,958,291)	105,783
Net loss and comprehensive loss		(4,038,325)	(1,810,010)	(4,827,763)	(7,521,284)
Basic and diluted loss per share		(0.08)	(0.05)	(0.10)	(0.22)
Weighted average shares outstanding		50,857,441	37,341,709	50,817,295	33,433,620

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

RECHARGE RESOURCES LTD.

Condensed Consolidated Interim Statements of Changes in Shareholders' Equity
(Unaudited - Expressed in Canadian dollars)

	<u>Share Capital</u>								Total shareholders' equity \$
	Number of shares	Amount \$	Share-based payment reserve \$	Warrants reserve \$	Share subscription receivable \$	Shares issuable \$	Obligation to issue shares \$	Deficit \$	
Balance December 31, 2022	26,031,161	19,563,220	810,689	4,891,679	(165,000)	317,750		(18,436,612)	6,981,726
Share issued for cash	11,854,800	1,991,656	-	1,008,427	-	-	-	-	3,000,083
Share subscription received	-	-	-	-	165,000	-	-	-	165,000
Shares returned to treasury	(1,250,000)	(1,204,612)	-	-	-	-	-	-	(1,204,612)
Shares issued for exploration and evaluation assets	1,354,463	1,186,455	-	-	-	-	-	-	1,186,455
Fair value of stock options granted	-	-	106,118	-	-	-	-	-	106,118
Shares issued for option exercised	125,000	148,652	(53,652)	-	-	-	-	-	95,000
Shares issuable for restricted share units vested	-	-	(252,250)	-	-	252,250	-	-	-
Shares issued for restricted share units	1,753,750	1,640,700	(1,640,700)	-	-	-	-	-	-
Restricted share units issued	-	-	1,892,950	-	-	-	-	-	1,892,950
Shares issued for warrants exercised	5,721,600	2,759,678	-	(612,765)	-	-	-	-	2,146,913
Shares issued for debt settlement	166,667	63,333	-	-	-	-	-	-	63,333
Net loss for the period	-	-	-	-	-	-	-	(7,521,284)	(7,521,284)
Balance, September 30, 2023	45,757,441	26,149,082	863,155	5,287,341	-	570,000	-	(25,957,896)	6,911,682
Balance December 31, 2023	47,257,441	27,858,056	997,425	5,287,341	-	1,460,000	12,750	(28,392,689)	7,222,883
Fair value of stock options granted	-	-	10,510	-	-	-	-	-	10,510
Shares issued for restricted share units	3,600,000	1,460,000	-	-	-	(1,460,000)	-	-	-
Restricted share units issued	-	-	42,750	-	-	-	-	-	42,750
Shares issuable for restricted share units vested	-	-	(42,750)	-	-	42,750	-	-	-
Obligation to issue shares	-	-	-	-	-	-	6,867	-	6,867
Net loss for the period	-	-	-	-	-	-	-	(4,827,763)	(4,827,763)
Balance, September 30, 2024	50,857,441	29,318,056	1,007,935	5,287,341	-	42,750	19,617	(33,220,452)	2,455,247

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

RECHARGE RESOURCES LTD.Condensed Consolidated Interim Statements of Cash Flows
(Unaudited - Expressed in Canadian dollars)

	For the nine months ended September 30, 2024	For the nine months ended September 30, 2023
	\$	\$
Operating activities		
Net loss	(4,827,763)	(7,521,284)
Items not involving cash:		
Impairment of exploration and evaluation assets	469,351	29,095
Loss on sale of exploration and evaluation assets	3,520,334	-
Gain on settlement of debt	-	(168,471)
Foreign exchange	100	-
Gain on revaluation of share obligation	(38,133)	-
Interest expense	99	13,076
Change in value of investment	12,525	-
Consulting fees	45,000	-
Share-based compensation	53,260	1,999,068
Changes in non-cash working capital items:		
GST receivable	215,453	(67,231)
Prepaid expenses and deposits	149,743	443,669
Account payable and accrued liabilities	171,231	(35,250)
Net cash used in operating activities	(228,800)	(5,307,328)
Investing activities		
Exploration and evaluation asset expenditures	(68,957)	(1,800,036)
Net cash used in investing activities	(68,957)	(1,800,036)
Financing activities		
Subscriptions received	-	165,000
Loan received	10,893	586,250
Loan received from related party	50,000	-
Proceeds from issuance of common shares	-	2,400,757
Proceeds from stock options exercised	-	95,000
Proceeds from warrants exercised	-	2,146,913
Net cash provided by financing activities	60,893	5,393,920
Change in cash	(236,864)	(1,713,444)
Cash, beginning of period	364,631	2,280,254
Cash, end of period	127,767	566,810
Non-cash investing and financing activities:		
Allocation private placement proceeds to warrants	-	1,008,427
Fair value of stock options exercised	-	53,652
Shares issued pursuant to exploration and evaluation assets option agreements, net of shares returned	-	18,157
Shares issued for restricted share units transferred from reserves	1,460,000	1,640,700
Fair value of warrants exercised	-	612,765
Exploration and evaluation assets in accounts payable	-	38,977
Transfer from loan payable to share subscriptions	-	599,326
Shares issued for debt settlement	-	63,333
Shares received from optionee for option-out - Pinchi Lake	45,925	-
Investment in American Salars	695,900	-
Supplemental disclosures:		
Interest paid	-	13,706
Interest received	-	7,750

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

RECHARGE RESOURCES LTD.

Notes to the Condensed Consolidated Interim Financial Statements
Three and Nine Months Ended September 30, 2024 and 2023
(Unaudited - Expressed in Canadian dollars)

1. Nature and Continuance of Operations

Recharge Resources Ltd. (the “Company”) was incorporated in the province of British Columbia on March 9, 2010 as Signal Exploration Inc. The Company changed its name to Southern Lithium Corp. in October 2016, to Le Mare Gold Corp. in February 2018, and to Recharge Resources Ltd. in July 2021. The Company is a resource exploration company that is in the business of acquiring and exploring mineral properties. The Company’s registered address is Suite 1500, 1055 West Georgia Street, Vancouver, BC, V6E 4N7.

These condensed consolidated interim 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. For the nine months ended September 30, 2024, the Company has not generated any revenue and incurred negative cash flow from operations. As at September 30, 2024, the Company has an accumulated deficit of \$33,220,452. The Company’s continuation as a going concern is dependent on its ability to generate future cash flows and/or obtain additional financing. Management intends to finance operating costs over the next twelve months with cash on hand, loans from directors and companies controlled by directors, and/or private placements of common shares. There is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company. These factors indicate the existence of a material uncertainty that may cast significant doubt on the ability of the Company to continue as a going concern. These condensed consolidated interim financial statements do not reflect any adjustments that may be necessary if the Company is unable to continue as a going concern. Such adjustments could be material.

2. Material accounting policy information

(a) Statement of Compliance and Basis of Preparation

These condensed interim consolidated financial statements have been prepared in accordance with IAS 34, Interim Financial Reporting. These condensed interim consolidated financial statements of the Company should be read in conjunction with the Company’s annual audited financial statements for the year ended December 31, 2023, which were prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (“IASB”).

(b) Basis of Presentation

These condensed consolidated interim financial statements include the accounts of the Company and its wholly owned subsidiaries; Recharge Resources Argentina SAU (incorporated on March 23, 2023), Battmetals Resources Ltd., and Nextcharge Battery Metals Corp. (incorporated on November 17, 2022). All significant inter-company balances and transactions have been eliminated on consolidation.

These condensed consolidated interim financial statements have been prepared on a historical cost basis and are presented in Canadian dollars, which is also the Company and its subsidiaries’ functional currency.

(c) Accounting Standards Issued But Not Yet Effective

A number of new standards, and amendments to standards and interpretations, are not yet effective for the nine months ended September 30, 2024, and have not been early adopted in preparing these condensed interim consolidated financial statements. These new standards, and amendments to standards and interpretations are either not applicable or are not expected to have a significant impact on the Company’s condensed interim consolidated financial statements.

RECHARGE RESOURCES LTD.

Notes to the Condensed Consolidated Interim Financial Statements
Three and Nine Months Ended September 30, 2024 and 2023
(Unaudited - Expressed in Canadian dollars)

3. Prepaid Expenses and Deposits

	September 30, 2024	December 31, 2023
	\$	\$
Market awareness	1,250	140,712
Retainer payment for services	6,793	10,000
Other	2,175	9,249
	<u>10,218</u>	<u>159,961</u>

4. Exploration and Evaluation Assets

	Brussels Creek	Murray Ridge	Pinchi Lake	Georgia Lake	Pocitos 1	Pocitos 2	Total
	\$	\$	\$	\$	\$	\$	\$
Acquisition costs:							
Balance, December 31, 2023	596,500	83,061	739,648	-	2,634,823	406,525	4,460,557
Additions	-	-	-	-	-	33,731	33,731
Impairment	-	-	-	-	-	(440,256)	(440,256)
Sale of exploration and evaluation assets	-	-	-	-	(2,634,823)	-	(2,634,823)
Balance, September 30, 2024	<u>596,500</u>	<u>83,061</u>	<u>739,648</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>1,419,209</u>
Exploration costs:							
Balance, December 31, 2023	548,395	-	62,596	76,796	1,621,598	29,095	2,338,480
Additions	-	-	-	-	35,226	-	35,226
Impairment	-	-	-	-	-	(29,095)	(29,095)
Sale of exploration and evaluation assets	-	-	-	-	(1,656,824)	-	(1,656,824)
Option-out	-	-	(45,925)	-	-	-	(45,925)
Balance, September 30, 2024	<u>548,395</u>	<u>-</u>	<u>16,671</u>	<u>76,796</u>	<u>-</u>	<u>-</u>	<u>641,862</u>
Carrying amounts:							
Balance, December 31, 2023	1,144,895	83,061	802,244	76,796	4,256,421	435,620	6,799,037
Balance, September 30, 2024	<u>1,144,895</u>	<u>83,061</u>	<u>756,319</u>	<u>76,796</u>	<u>-</u>	<u>-</u>	<u>2,061,071</u>

	Brussels Creek	Murray Ridge	Pinchi Lake	Georgia Lake	Pocitos 1	Pocitos 2	Total
	\$	\$	\$	\$	\$	\$	\$
Acquisition costs:							
Balance, December 31, 2022	596,500	83,061	739,648	-	1,053,974	-	2,473,183
Additions	-	-	-	-	1,580,849	406,525	1,987,374
Balance, December 31, 2023	<u>596,500</u>	<u>83,061</u>	<u>739,648</u>	<u>-</u>	<u>2,634,823</u>	<u>406,525</u>	<u>4,460,557</u>
Exploration costs:							
Balance, December 31, 2022	547,757	-	53,914	51,378	848,184	-	1,501,233
Additions	638	-	8,682	25,418	773,414	29,095	837,247
Balance, December 31, 2023	<u>548,395</u>	<u>-</u>	<u>62,596</u>	<u>76,796</u>	<u>1,621,598</u>	<u>29,095</u>	<u>2,338,480</u>
Carrying amounts:							
Balance, December 31, 2023	<u>1,144,895</u>	<u>83,061</u>	<u>802,244</u>	<u>76,796</u>	<u>4,256,421</u>	<u>435,620</u>	<u>6,799,037</u>

RECHARGE RESOURCES LTD.

Notes to the Condensed Consolidated Interim Financial Statements
Three and Nine Months Ended September 30, 2024 and 2023
(Unaudited - Expressed in Canadian dollars)

4. Exploration and Evaluation Assets (continued)

Brussels Creek Property

On February 3, 2021, the Company entered into a mineral property option assignment agreement whereby the Company has been assigned the right to acquire up to a 100% interest in the Brussels Creek property located in the Kamloops Mining District, British Columbia. The assignor assigned all of its right, title, and interest in and to the option agreement dated February 25, 2020, that it is a party to for \$157,500 (paid) and 40,000 common shares of the Company (issued). The Company agreed to assume the obligations of the assignor under the option agreement subject to the optionor agreeing to accept 100,000 common shares of the Company in substitution for shares of the assignor otherwise due to be issued to the optionor under the option agreement.

On March 18, 2022, the Company entered into a mineral property acquisition agreement, replacing the option assignment agreement, whereby the Company shall acquire 100% right, title and interest in the property in consideration of Recharge paying the sum of \$75,000 (paid) and issuing 125,000 common shares of the Company (issued).

The interest earned is subject to a 2% Net Smelter Royalty ("NSR") payable to the optionor. One half of the NSR may be purchased for \$1,000,000, exercisable anytime on or before the expiration of one year from the commencement of commercial production.

Murray Ridge Property

The Company has a 100% interest in 2 mineral claims located in the Omineca Mining Division, British Columbia.

Pinchi Lake Property

The Company has a 100% interest in 3 mineral claims located in the Omineca Mining Division, British Columbia.

On November 20, 2023, the Company entered into an agreement with Rancho Gold Corp. ("Rancho") whereby Rancho can earn a 100% interest in the Pinchi Lake Nickel Project.

Terms of the transaction:

- The Company receiving 835,000 common shares in the capital of Rancho within five business days of Rancho obtaining the approval of the TSX Venture Exchange to the Agreement (received, March 12, 2024);
- making cash payments to the Company of \$25,000 by the first anniversary date of the agreement; \$2,000,000 by the second anniversary of the agreement; and \$3,000,000 by the third anniversary date of the agreement (not paid); and
- funding exploration and development work on the Pinchi Lake property of a total of \$1,200,000 before November 30, 2026, of which at least \$40,000 is required before June 30, 2024; a further \$60,000 is required before November 30, 2024; and a further \$100,000 is required before November 30, 2025 (not paid).

On March 12, 2024, the Company received 835,000 common shares in the capital of Rancho with a fair value of \$49,925. During the period ended September 30, 2024, the Company recorded a loss of \$12,525 as of result of revaluation of the Rancho shares. As at September 30, 2024, the fair value of Rancho shares was \$33,400 (December 31, 2023 – \$Nil).

RECHARGE RESOURCES LTD.

Notes to the Condensed Consolidated Interim Financial Statements
Three and Nine Months Ended September 30, 2024 and 2023
(Unaudited - Expressed in Canadian dollars)

4. Exploration and Evaluation Assets (continued)

Georgia Lake West and North Lithium Properties

The Company has a 100% interest in certain claims located in the Thunder Bay Mining Division, Ontario.

Pocitos 1 Property (with Spey Resources Corp.)

On March 21, 2022, the Company entered into a mineral property option agreement with Spey Resources Corp. ("Spey") whereby the Company may acquire up to 100% undivided interest in the Pocitos 1 project located just outside of Salta, Argentina.

To earn an 80% undivided interest in the property, the Company must pay to Spey cash and share payments totalling US\$1,750,000 per the following commitments:

- (i) Cash payments to be made:
 - US\$350,000 upon execution of the agreement (paid); and
 - US\$500,000 on or before March 21, 2023 (paid)
- (ii) Shares to be issued:
 - US\$400,000 upon execution of the agreement (issued 502,840 common shares); and
 - US\$500,000 on or before March 21, 2023 (issued 891,500 common shares).
- (iii) Exploration expenditures to be incurred:
 - US\$250,000 on or before March 21, 2023 (met)

The Company may earn an additional 20% undivided interest in the project, for a total of 100% interest, by paying Spey an additional US\$6,000,000 on or before the fifth anniversary of the option agreement. A royalty of 7.5% of the freight on board ("FOB") price of lithium carbonated or other lithium compounds sold shall remain payable pursuant to an underlying agreement.

On August 10, 2023, the Company and Spey entered into a full and final mutual release and terminated their mineral property option agreement on the Pocitos 1 and 2 projects, Spey returned a total of US\$850,000 and 1,250,000 common shares to the Company.

Pocitos 1 Property (with Ekeko S.A.)

In August 2023, the Company entered into a purchase agreement with property owner Ekeko S.A. ("Ekeko") to acquire 100% undivided interest in the Pocitos 1 project located within the Salar de Pocitos in Salta province, Argentina.

Terms of the transaction:

Under the terms of the Agreement, Recharge acquired a 100% ownership interest in 800-hectare Pocitos 1 Project located within the Salar de Pocitos in Salta Province, Argentina by fulfilling the following conditions:

The agreed price of US\$1,200,000 (the "Price"), to be made as follows:

- i. The sum of US\$850,000 that will be paid on the agreement signing date. Due within 5 days after signing of the agreement (paid).
- ii. The sum of US\$350,000 to be placed in trust within the 30 days of the agreement signing date that will be payable at the time of issuance of the certificate of title to Pocitos 1 Project (paid); and

RECHARGE RESOURCES LTD.

Notes to the Condensed Consolidated Interim Financial Statements
Three and Nine Months Ended September 30, 2024 and 2023
(Unaudited - Expressed in Canadian dollars)

4. Exploration and Evaluation Assets (continued)

Pocitos 1 Property (with Ekeko S.A.)(continued)

- iii. The Company has agreed to pay for taxes payable as part of the transaction due in April 2024 (not paid).
- iv. There are no royalties associated with Pocitos 1 Project.

During the nine months ended September 30, 2024, the Company recorded exploration expenditures of \$35,227 in relation to the Pocitos 1 property.

Pocitos 1 Property (Sale agreement with American Salars Lithium Inc. ("American Salars"))

On June 11, 2024 the Company has entered into an agreement with American Salars Lithium Inc. ("American Salars") to sell its 100% interest in the Pocitos 1 Lithium Brine Project in Salta, Argentina (Note 4). The terms of the transaction are outlined below:

Terms of the transaction:

- American Salars to issue the Company 5,000,000 common shares, (received).
- American Salars to assume certain tax liability owed by the Company estimated to not be more than USD \$250,000.
- American Salars to assume an outstanding invoice due to WSP Australia of AUD \$80,000, (removed from accounts payable and accrued liabilities).
- American Salars shall issue to the Company 2,500,000 warrants (to be issued).

There will be a 24-month escrow with quarterly releases every six months. The Company has agreed to a further voluntary escrow whereby they have agreed not to sell more than 10,000 shares per day in any given trading day and cumulatively no more than 50,000 shares in a normal business week. The Company has further agreed to proxy all votes to management of American Salars.

At closing of the transaction, American Salars shall issue to the Company 2,500,000 warrants (the "Bonus Warrants"), with each Bonus Warrant entitling the Company to acquire one common share of American Salars at an exercise price of \$0.75 for a period of five years, which Bonus Warrants will be exercisable by the Company upon the Pocitos 1 Property having a Measured, Indicated and Inferred combined ("M+I+I") resource of 1,000,000 tonnes LCE, subject to the receipt of a "technical report" (as that term is defined in section 1.1 of NI 43-101) confirming that the property has the required M+I+I resources (as such terms are defined in section 1.2 of NI 43-101).

American Salars is subject to a 2.5% of net smelter royalty of the Minerals produced on a FOB basis from the property, the royalty stream can be purchased for \$1,500,000 for 1.5% (60%) of the royalty.

On September 12, 2024, the Company received from American Salars 5,000,000 American Salars Common shares with fair value of \$406,154. As a result of the transaction the Company recorded a loss of \$3,520,334 on sale of exploration and evaluation assets in the condensed consolidated interim statements of operations and comprehensive loss.

RECHARGE RESOURCES LTD.

Notes to the Condensed Consolidated Interim Financial Statements
Three and Nine Months Ended September 30, 2024 and 2023
(Unaudited - Expressed in Canadian dollars)

4. Exploration and Evaluation Assets (continued)

Pocitos 2 Property

On February 21, 2023, the Company entered into a mineral property option agreement with Spey whereby the Company may acquire up to a 100% undivided interest in the Pocitos 2 project located just outside of Salta, Argentina.

To earn a 100% undivided interest in the property, the Company must pay to Spey \$500,000 payable in common shares of the Company within 7 days of the agreement and US\$744,800 on or before June 30, 2023. The Company issued 462,963 common shares with a fair value of \$500,000 in connection with this transaction.

A royalty of 7.5% of the FOB price of lithium carbonated or other lithium compounds sold shall remain payable pursuant to an underlying agreement.

On August 10, 2023, the Company and Spey have entered in to a full and final mutual release and terminated their mineral property option agreement on the Pocitos 1 and 2 projects, Spey returned a total of US\$850,000 and 1,250,000 common shares to the Company.

On December 19, 2023, the Company entered into an agreement to acquire the adjacent concession with property owner Ekeko to acquire 100% undivided interest in the Pocitos 2 project located within the Salar de Pocitos in Salta province, Argentina.

Terms of the transaction:

- US\$25,000 cash payable to Ekeko on February 1, 2024 (paid); and
- US\$75,000 cash payable to Ekeko after three months from the date of the purchase agreement (extended); and
- US\$700,000 cash payable to Ekeko after six months from the date of the purchase agreement. (the Company has offered the vendor to pay in lieu of cash, 20% (US\$140,000) in common shares of the Company at the vendor's discretion at a 10% volume-weighted average price ("VWAP") discount subject to a four-month restricted hold from the date of issuance.

On February 16, 2024, the Company paid the \$33,731 (US\$25,000) Pocitos 2 mineral property option payment.

On June 17, 2024, in connection with American Salars transaction with Pocitos 1, the Company announced it will no longer pursue the acquisition of Pocitos 2.

On September 12, 2024, the Company recorded an impairment of \$469,351 with Pocitos 2, as part of the agreement with American Salars on the sale of Pocitos 1 property in the condensed consolidated interim statements of operations and comprehensive loss.

5. Flow-Through Shares

During September 2023, the Company closed a non-brokered private placement by issuing common shares on a flow-through basis. The Company issued 454,800 flow-through shares at a price of \$0.33 for proceeds of \$150,084.

As at September 30, 2024, the Company is committed to spending approximately \$118,426 of qualifying expenditures in connections with its flow-through offering (December 31, 2023 - \$118,426).

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6. Accounts payable and accrued liabilities

	September 30, 2024	December 31, 2023
	\$	\$
Accounts payable	43,462	156,579
Amounts due to related parties (Note 7)	257,997	128,465
Accrued liabilities	97,678	18,275
Total accounts payable and accrued liabilities	399,137	303,319

7. Related Party Transactions

Balances

As at September 30, 2024, \$257,997 (December 31, 2023 - \$128,465) due to current and former officers and directors of the Company and companies controlled by them is included in accounts payable and accrued liabilities (Note 6).

As at September 30, 2024, \$50,000 (December 31, 2023 - \$Nil) due to the CEO being included in related party loan. These amounts are unsecured, non-interest bearing, and due on demand.

As at September 30, 2024, the Company recorded an obligation to issue 392,349 shares due to a former officer of the Company with a fair value of \$19,617 (December 31, 2023 – 37,500 shares with fair value of \$12,750) (Note 8).

Transactions

The Company has identified the CEO and President, CFO, Corporate Secretary, the former COO, and the Company's directors as its key management personnel. During the nine months ended September 30, 2024 and 2023, the following amounts were incurred with directors and officers of the Company:

	Nine months ended September 30,	
	2024	2023
	\$	\$
Management fees to companies controlled by the CEO	180,000	330,000
Management fees to a company controlled by the former CFO	10,000	140,000
Management fees to a company controlled by the Corporate Secretary	-	5,000
Consulting fees to companies controlled by the COO	90,000	-
Share-based compensation - RSU	42,750	170,000
Share-based compensation - stock options	10,510	-
Total	333,260	645,000

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8. Share Capital

Authorized: Unlimited common shares without par value.

Issued share capital

As at September 30, 2024, there were 50,857,441 (December 31, 2023 – 47,257,441) issued and fully paid common shares outstanding.

Share transactions for the nine months ended September 30, 2024:

- In January 2024, the Company issued 3,600,000 common shares with a fair market value of \$1,460,000 pursuant to the settlement of restricted share units.
- As at September 30, 2024, the Company recorded an obligation to issue 392,349 shares to a former officer of the Company. The obligation to issue 392,349 shares has a fair value of \$19,617 as at September 30, 2024 (December 31, 2023 – 37,500 shares at a fair value of \$12,750) (Note 7).

9. Stock Options

The following table summarizes the continuity of the Company's stock options;

	Number of options	Weighted average exercise price \$
Balance, December 31, 2023	725,000	0.53
Granted	100,000	0.40
Balance, September 30, 2024	825,000	0.51

Additional information regarding stock options outstanding as at September 30, 2024 is as follows:

Number of Options Outstanding and exercisable	Exercise Price (\$)	Expiry Date
600,000	0.385	October 12, 2024
100,000	0.40	January 16, 2025
125,000	1.20	February 7, 2025
825,000		

Outstanding and exercisable

Exercise price \$	Number of options	Weighted average remaining contractual life (years)	Weighted average exercise price \$
0.385 to 1.20	825,000	0.11	0.51

On January 16, 2024, the Company granted 100,000 stock options exercisable at \$0.40 per common share expiring on January 16, 2025, to the CFO of the Company.

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9. Stock Options (continued)

The fair values for stock options granted have been estimated using the Black-Scholes option-pricing model assuming no expected dividends, no forfeitures, and the following weighted average assumptions:

	September 30, 2024	September 30, 2023
Risk-free interest rate	4.78%	4.76%
Expected life	1 year	1 year
Estimated volatility	118.90%	264.47%
Dividend rate	N/A	N/A

During the nine months ended September 30, 2024, the Company recorded share-based compensation of \$10,510 (nine months ended September 30, 2023 - \$106,118). The weighted average grant date fair value of stock options granted during the nine months ended September 30, 2024 was \$0.105 (nine months ended September 30, 2023 - \$1.20) per option.

10. Share Purchase Warrants

The following table summarizes the continuity of share purchase warrants:

	Number of warrants	Weighted average exercise price \$
Balance, December 31, 2023	17,467,299	0.45
Expired	(11,854,800)	0.33
Balance, September 30, 2024	5,612,499	0.70

As at September 30, 2024, the following share purchase warrants were outstanding:

Number of warrants outstanding	Exercise price \$	Date of expiry
5,612,499	0.70	December 29, 2024

11. Restricted Share Units

On January 16, 2024, the Company issued 150,000 restricted share units.

The following table summarizes the continuity of Restricted Share Units ("RSU's"):

	Number of RSUs	Weighted average price \$
Balance, December 31, 2023	3,600,000	0.41
Issued	150,000	0.285
Settled	(3,600,000)	0.41
Balance, September 30, 2024	150,000	0.285

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11. Restricted Share Units (continued)

During the nine months ended September 30, 2024, the Company issued 150,000 RSUs with a fair value of \$42,750 (September 30, 2023 - \$1,892,950). Of this amount, \$42,750 was related to officers and directors of the Company (September 30, 2023 - \$170,000). The Company will issue one common share for each RSU upon vesting. As at September 30, 2024, the Company had 150,000 shares issuable for 150,000 RSUs vested with a fair value of \$42,750.

12. Financial Instruments and Risk Management

(a) Fair Values

Fair value measurements are classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 – valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 – valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 – valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair values of financial instruments, which include cash, accounts payable and accrued liabilities, related party loan and long-term loan approximate their carrying values due to the relatively short-term maturity of these instruments.

(b) Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is in its cash. The risk in cash is managed through the use of a major financial institution which has a high credit quality as determined by rating agencies. The carrying amount of financial assets represents the maximum credit exposure.

(c) Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to interest rate risk as it does not have any assets or liabilities that are affected by changes in interest rates.

(d) Foreign Exchange Rate Risk

Foreign currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates. The Company is exposed to foreign currency risk to the extent that monetary assets and liabilities are denominated in a foreign currency.

The Company's has certain monetary financial instruments denominated in U.S. dollars, Australian dollars, and Argentina pesos. The Company has not entered into foreign exchange rate contracts to mitigate this risk.

The following table indicates the impact of foreign currency exchange risk on net working capital as at September 30, 2024. The table below also provides a sensitivity analysis of a 10% strengthening of the foreign currency against functional currencies identified which would have increased (decreased) the Company's net loss by the amounts shown in the table below. A 10% weakening of the foreign currency against the functional currencies would have had the equal but opposite effect as at September 30, 2024.

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12. Financial Instruments and Risk Management (continued)

(d) Foreign Exchange Rate Risk (continued)

	September 30, 2024			December 31, 2023		
	AUD	ARS\$	US\$	AUD	ARS\$	US\$
Cash	-	5,602	505	-	18,663	3,840
Accounts payable and accrued liabilities	(41,999)	(19,572)	(7,158)	(74,620)	(6,185)	(6,911)
Total foreign currency financial assets and liabilities	(41,999)	(13,970)	(6,653)	(74,620)	12,478	(3,071)
Impact of a 10% strengthening or weakening of foreign exchange rate			(6,262)			(6,521)

As at September 30, 2024, a 10% change in exchange rates between US dollars ("US\$"), Australia dollars (AUD), and Argentina peso ("ARS"), and Canadian dollar would impact the Company's net income (loss) by \$6,262 (December 31, 2023 – \$6,521).

(e) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company requires funds to finance its business development activities. In addition, the Company needs to raise equity financing to carry out its exploration programs. There is no assurance that financing will be available or, if available, that such financing will be on terms acceptable to the Company.

(f) Price Risk

The Company is exposed to price risk with respect to commodity prices. The Company's ability to raise capital to fund exploration and development activities is subject to risks associated with fluctuations in the market price of commodities.

13. Capital Management

The Company's capital structure consists of cash and equity. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition and exploration of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The properties in which the Company currently has interests in the exploration stage; as such, the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management since inception. The Company is not subject to externally imposed capital requirements.

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14. Segmented Information

The Company has one operating segment, mineral exploration. Geographic information for non-current assets is as follows:

As at September 30, 2024	Canada	Argentina	Total
	\$	\$	\$
Exploration and evaluation assets	2,061,071	-	2,061,071
Reclamation deposit	10,000	-	10,000
As at September 30, 2024	2,071,071	-	2,071,071

As at December 31, 2023	Canada	Argentina	Total
	\$	\$	\$
Exploration and evaluation assets	2,106,996	4,692,041	6,799,037
Reclamation deposit	10,000	-	10,000
As at December 31, 2023	2,116,996	4,692,041	6,809,037

15. Subsequent Events

- On October 12, 2024, 600,000 stock options with an exercise price of \$0.385 per share expired unexercised.
- On November 7, 2024, the Company entered into an earn-in option agreement with Stamper Oil & Gas Corp. ("Stamper") whereby the Company can earn up to a 50% interest in and to Stamper's Redonda Copper Project.

Transaction terms:

First year anniversary, expenditures of \$113,000 (paid on October 25, 2024);*
Second year anniversary, cash payment of \$30,000 and expenditures of \$50,000;
Third year anniversary, cash payment of \$200,000.

* If completed within 15 days of signing of the agreement, Stamper shall issue to the Company 4,000,000, Stamper common shares to be held in escrow and release 10% after 4 months holding period, and 15% every four months thereafter (to be issued).