

Zeus North America Mining Corp.

Condensed Interim Consolidated Financial Statements

For the Three Months Ended January 31, 2025 and 2024

(Unaudited - Expressed in Canadian Dollars)

NOTICE OF NO AUDITOR REVIEW OF CONDENSED INTERIM CONSOLIDATED 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 the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim consolidated financial statements of the Company have been prepared by management in accordance with IFRS Accounting Standards and reviewed by the Audit Committee and Board of Directors of the Company.

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 Chartered Professional Accountants of Canada for a review of condensed interim consolidated financial statements by an entity's auditor.

ZEUS NORTH AMERICA MINING CORP.
Condensed Interim Consolidated Statements of Financial Position
As at January 31, 2025 and October 31, 2024
(Unaudited - Expressed in Canadian Dollars)

	Note	January 31, 2025	October 31, 2024
ASSETS			
Current assets			
Cash		\$ 128,737	\$ 222,711
Receivables		81,187	70,180
Prepaid expenses		94,429	190,798
Total current assets		304,353	483,689
Non-Current assets			
Exploration and evaluation assets	3, 4	4,734,362	4,726,477
Equipment	5	36,505	38,521
TOTAL ASSETS		\$ 5,075,220	\$ 5,248,687
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	6, 9	\$ 353,145	\$ 294,738
TOTAL LIABILITIES		353,145	294,738
SHAREHOLDERS' EQUITY			
Share capital	8	6,548,835	6,500,835
Contributed surplus	8	567,252	571,634
Accumulated deficit		(2,394,012)	(2,118,520)
TOTAL SHAREHOLDERS' EQUITY		4,722,075	4,953,949
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		\$ 5,075,220	\$ 5,248,687

Description of business and nature of operations (Note 1)
Subsequent events (Note 14)

Approved and authorized by the Board on March 28, 2025

“Jesse Hahn”

Jesse Hahn, Director

“Dean Besserer”

Dean Besserer, Director

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

ZEUS NORTH AMERICA MINING CORP.
Condensed Interim Consolidated Statements of Loss and Comprehensive Loss
For the Three Months Ended January 31, 2025 and 2024
(Unaudited - Expressed in Canadian Dollars)

	Note	For the three months ended January 31, 2025	For the three months ended January 31, 2024
Expenses			
Office and administration costs		\$ 60,642	\$ 18
Management fees	9	45,000	-
Investor relations and marketing fees		116,014	-
Share-based compensation	8	(4,382)	-
Professional and consulting fees		37,255	13,230
Amortization	5	2,016	-
Transfer agent and filing fees		16,524	2,761
Total expenses		(273,069)	(16,009)
Other items			
Foreign exchange		(2,423)	-
Accretion expense	7	-	(5,012)
Net loss and comprehensive loss		\$ (275,492)	\$ (21,021)
Loss per share – basic and diluted		\$ (0.00)	\$ (0.00)
Weighted average number of common shares outstanding		59,211,994	17,938,898

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

ZEUS NORTH AMERICA MINING CORP.
Condensed Interim Consolidated Statements of Changes in Shareholders' Equity
For the Three Months Ended January 31, 2025 and 2024
(Unaudited - Expressed in Canadian Dollars)

	Number of Shares	Share Capital	Contributed Surplus	Accumulated Deficit	Total Shareholders' Equity
Balance at October 31, 2023	17,938,898	\$ 736,842	\$ 35,960	\$ (682,313)	\$ 90,489
Net loss and comprehensive loss for the period	-	-	-	(21,021)	(21,021)
Balance at January 31, 2024	17,938,898	\$ 736,842	\$ 35,960	\$ (703,334)	\$ 69,468
Balance at October 31, 2024	59,203,298	\$ 6,500,835	\$ 571,634	\$ (2,118,520)	\$ 4,953,949
Shares issued, warrant exercises	800,000	48,000	-	-	48,000
Share-based compensation	-	-	(4,382)	-	(4,382)
Net loss and comprehensive loss for the period	-	-	-	(275,492)	(275,492)
Balance at January 31, 2025	60,003,298	6,548,835	567,252	(2,394,012)	4,722,075

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

ZEUS NORTH AMERICA MINING CORP.
Condensed Interim Consolidated Statements of Cash Flows
For the Three Months Ended January 31, 2025 and 2024
(Unaudited - Expressed in Canadian Dollars)

	For the three months ended January 31, 2025	For the three months ended January 31, 2024
Operating activities		
Net loss	\$ (275,492)	\$ (21,021)
Adjustment for non-cash items:		
Accretion expense	-	5,012
Amortization	2,016	-
Share-based compensation	(4,382)	-
Changes in working capital:		
Receivables	(11,007)	(1,449)
Prepaid expenses	96,369	-
Deferred financing cost	-	(9,541)
Accounts payable and accrued liabilities	66,074	(16,353)
Net cash flows used in operating activities	(126,422)	(43,352)
Financing activity		
Share issued for cash	48,000	-
Net cash flows provided by financing activity	48,000	-
Investing activity		
Exploration and evaluation expenditures	(15,552)	(11,670)
Net cash flows used in investing activity	(15,552)	(11,670)
Net change in cash	(93,974)	(55,022)
Cash, beginning	222,711	167,192
Cash, ending	\$ 128,737	\$ 112,170
Supplemental cash flow information		
Cash paid during the period for interest	\$ -	\$ -
Cash paid during the period for income taxes	\$ -	\$ -

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

1. Description of business and nature of operations

Zeus North America Mining Corp. (the “Company”) was incorporated under the laws of British Columbia on October 15, 2014. The Company is publicly traded on the Canadian Securities Exchange (“CSE”) under the symbol “ZEUS”, on the OTCQB under the symbol “ZUUZF” and on the Frankfurt Stock Exchange under the symbol “O92”. The Company’s registered and records office is located at Suite 830 – 999 West Broadway, Vancouver, BC V5Z 1K5.

The Company is in the process of exploring its exploration and evaluation properties for mineral resources and has not determined whether these exploration and evaluation properties contain economically recoverable ore reserves. The underlying value of the exploration and evaluation assets is entirely dependent on the existence of economically recoverable reserves, preservation of its interests in the underlying properties, the ability of the Company to obtain the necessary financing to complete development, and the achievement of profitable operations. The amounts shown as exploration and evaluation assets represent net costs to date, less amounts written off, and do not necessarily represent present or future values.

The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that current exploration and evaluation programs will result in profitable mining operations. The recoverability of the carrying value of exploration and evaluation properties and the Company’s continued existence is dependent upon the preservation of its interest in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, or the ability of the Company to raise alternative financing, if necessary, or alternatively upon the Company’s ability to dispose of its interests on an advantageous basis. Changes in future conditions could require material write downs of the carrying values.

These condensed interim consolidated financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. As of January 31, 2025, the Company has not generated any revenues from operations, has a net loss of \$275,492 for the three months ended January 31, 2025 (2024 - \$21,021) and has an accumulated deficit of \$2,394,012 (October 31, 2024 - \$2,118,520) and expects to incur further losses in the development of its business. The Company had a working capital deficit of \$48,792 as at January 31, 2025 (October 31, 2024 – working capital of \$188,951). These conditions indicate that a material uncertainty exists that may cast significant doubt on the Company’s ability to continue as a going concern. A number of alternatives including, but not limited to completing financing, are being evaluated with the objective of funding ongoing activities and obtaining working capital. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future and repay its liabilities arising from normal business operations as they become due. These condensed interim consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded assets amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

2. Material accounting policy information and basis of presentation

Statement of compliance

These condensed interim consolidated financial statements have been presented in accordance with IFRS Accounting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) applicable to the preparation of interim financial statements, including IAS 34, Interim Financial Reporting. The accounting policies and methods of computation applied by the Company in these condensed interim consolidated financial statements are the same as those applied in the Company’s annual audited financial statements for the year ended October 31, 2024. The condensed interim consolidated financial statements do not include all the information and note disclosures required for full annual financial statements and should be read in conjunction with the Company’s annual audited financial statements for the year ended October 31, 2024.

Basis of measurement

These condensed interim consolidated financial statements of the Company have been prepared on a historical cost basis except for certain financial assets measured at fair value. These condensed interim consolidated financial statements are presented in Canadian dollars unless otherwise specified.

Consolidation

The condensed interim consolidated financial statements include the accounts of the Company and its controlled entities. Details of controlled entities are as follows:

	Country of incorporation	Percentage owned	
		January 31, 2025	October 31, 2024
Kelso Mining Inc.	Canada	100%	100%
1273180 B.C. Ltd.	Canada	100%	100%
CJ-1 LLC	United States	100%	100%

Subsidiaries are entities controlled by the Company. Control is achieved when the Company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. In assessing control, only rights which give the Company the current ability to direct the relevant activities of the investee and that the Company has the practical ability to exercise is considered. Generally, there is a presumption that a majority of voting rights results in control. Consolidation of a subsidiary begins from the date on which control is transferred to the Company and ceases when the Company loses control of the subsidiary.

All intra-group transactions, balances, income and expenses, and unrealized gains or losses on transactions are eliminated in full on consolidation. Kelso Capital Inc. was dormant during the period ended January 31, 2025, and year ended October 31, 2024.

On February 12, 2024, the Company acquired 1273180 B.C. Ltd and its wholly-owned subsidiary, CJ-1 LLC (Note 3).

Critical accounting estimates and judgments

The preparation of the condensed interim consolidated financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the condensed interim consolidated financial statements and the reported revenues and expenses during the period. Although management uses historical experience and its best knowledge of the amount, events, or actions to form the basis for judgments and estimates, actual results may differ from these estimates. Information about the significant judgments, estimates and assumptions that have the most significant effect on the recognition and measurement of assets, liabilities, income and expenses are discussed below.

Going concern

The assessment of the Company's ability to execute its strategy by funding future working capital requirements involves judgment. Further information regarding going concern issues are outlined in Note 1.

Share-based payments and broker warrants

The estimation of share-based payment costs and broker warrant values requires the selection of an appropriate valuation model and consideration as to the inputs necessary for the valuation model chosen. The Company has made estimates as to the expected volatility of its own shares or shares of comparable companies, the expected life of share options and broker warrants granted, the estimated number of share options and broker warrants expected to vest and the expected time of exercise of those stock options and broker warrants. The model used by the Company is the Black-Scholes Option Pricing Model.

Exploration and evaluation assets

Indications of impairment

The assessment of indications of impairment loss and the measuring of the recoverable amount when impairment tests have been done involve judgment. If there is an indication of impairment, an estimate of the recoverable amount of the asset or the cash generating unit is performed and an impairment loss is recognized to the extent that the carrying amount of the asset exceeds its recoverable amount. The recoverable amount of an asset is determined as the higher of its fair value less costs to sell and its value in use.

The impairment criteria considered by the Company in relation to its exploration and evaluation assets include the following criteria:

- (a) the period for which the entity has the right to explore in a specific area has expired during the period or will expire in the near future, and is not expected to be renewed;
- (b) substantive expenditures on further exploration for an evaluation of mineral resources in a specific area is neither budgeted nor planned;
- (c) exploration for and evaluation of mineral resources in a specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area; and
- (d) sufficient data exists to indicate that, although a development in a specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

When an indication of impairment loss exists, management has to evaluate the recoverable amount of the asset or the cash-generating unit, and this requires management to make assumptions as to the future events or circumstances.

The actual results are likely to differ and significant adjustments to the Company's assets may be required.

Provisions and contingent liabilities

Judgments are made as to whether a past event has led to a liability that should be recognized in the financial statements or disclosed as a contingent liability. Quantifying any such liability often involves judgments and estimations. These judgments are based on a number of factors including the nature of the claims or dispute, the legal process and potential amount payable, legal advice received, previous experience and the probability of a loss being realized. Several of these factors are a source of estimation uncertainty.

Decommissioning, restoration and similar liabilities are estimated based on the Company's interpretation of current regulatory requirements, constructive obligations and are measured at fair value. Fair value is determined based on the net present value of estimated future cash expenditures for the settlement of decommissioning, restoration or

similar liabilities that may occur upon decommissioning of the project. Such estimates are subject to change based on changes in laws and regulations and negotiations with regulatory authorities.

3. Acquisition of 1273180 B.C. Ltd.

On January 18, 2024, the Company entered into a binding offer letter to acquire 100% of the issued and outstanding shares of 1273180 B.C. Ltd. from the former shareholders of 1273180 B.C. Ltd. in exchange for 14,000,000 common shares of the Company, a cash payment of \$230,000 to be paid within 180 days of the closing of the transaction and a 2% net smelter royalty from all recovered copper, silver, lead and other mineral production from the mineral properties.

On February 12, 2024, the transaction was completed by the issuance of 14,000,000 common shares of the Company to the former shareholders of 1273180 B.C. Ltd. During the year ended October 31, 2024, the Company made the cash payment of \$230,000 to the former shareholders of 1273180 B.C. Ltd. Upon payment of the cash payment, the former shareholders of 1273180 B.C. Ltd. forgave the loans outstanding in 1273180 B.C. Ltd, and the Company recorded a gain on debt settlement of \$230,000 (Note 8).

Upon closing of the transaction, 1273180 B.C. Ltd. became a wholly owned subsidiary of the Company. 1273180 B.C. Ltd. through CJ-1 LLC, its wholly owned limited liability subsidiary organized under the laws of Montana, owns mineral exploration properties in Idaho State.

The transaction did not meet the definition of a business combination and therefore, was accounted for as an asset acquisition. The fair value of the consideration paid for the acquisition of 1273180 B.C. Ltd. has been allocated to the assets acquired and liabilities assumed, based on management's best estimate and taking into account all available information at the time of acquisition.

The following table summarizes the fair value of the total consideration paid and the aggregate fair value of the identified assets acquired and liabilities assumed:

Consideration paid		
Cash	\$	230,000
Fair value of 14,000,000 common shares issued		2,660,000
Total consideration paid		2,890,000
Assets acquired (liabilities assumed)		
Cash	\$	19,120
Receivables		173
Exploration and evaluation assets		3,104,588
Accounts payable		(3,881)
Loans payable		(230,000)
Net assets acquired (liabilities assumed)	\$	2,890,000

ZEUS NORTH AMERICA MINING CORP.
Notes to the Condensed Interim Consolidated Financial Statements
For the Three Months Ended January 31, 2025 and 2024
(Unaudited - Expressed in Canadian Dollars)

4. Exploration and evaluation assets

On February 1, 2021, the Company purchased the Chlore property (the “Property”) for \$1,000. The Property is located in the Omineca Mining Division of North-Central British Columbia.

On February 12, 2024, the Company acquired a 100% interest in mineral exploration properties in Idaho State, known as the Cuddy Mountain, Selway and Great Western Properties (Note 3).

The following is a summary of the Company’s exploration and evaluation asset for the three months ended January 31, 2025 and year ended October 31, 2024.

	Cuddy Mountain	Selway	Great Western	Chlore	Total
Property acquisition costs					
Balance, October 31, 2023	\$ -	\$ -	\$ -	1,000	\$ 1,000
Acquisition of 1273180 B.C. Ltd.	1,502,328	945,879	656,381	-	3,104,588
Balance, October 31, 2024 and January 31, 2025	1,502,328	945,879	656,381	1,000	3,105,588
Exploration and evaluation costs					
Balance, October 31, 2023	-	-	-	173,331	173,331
Geological	1,069,353	29,702	32,817	27,012	1,158,884
Assays	43,756	673	865	-	45,294
Staking	48,123	-	-	-	48,123
Camp costs	194,443	11,142	11,585	-	217,170
Mining exploration tax credits	-	-	-	(21,913)	- 21,913
Balance, October 31, 2024	1,355,675	41,517	45,267	178,430	1,620,889
Geological	1,151	26	26	-	1,203
Camp costs	1,100	2,791	2,791	-	6,682
Balance, January 31, 2025	1,357,926	44,334	48,084	178,430	1,628,774
Balance, October 31, 2024	\$ 2,858,003	\$ 987,396	\$ 701,648	\$ 179,430	\$ 4,726,477
Balance, January 31, 2025	\$ 2,860,254	\$ 990,213	\$ 704,465	\$ 179,430	\$ 4,734,362

5. Equipment

	Vehicles
Cost	
Balance, October 31, 2023	\$ -
Additions	40,000
Balance, October 31, 2024 and January 31, 2025	40,000
Amortization	
Balance, October 31, 2023	-
Additions	1,479
Balance, October 31, 2024	1,479
Additions	2,016
Balance, January 31, 2025	3,495
Balance, October 31, 2024	\$ 38,521
Balance, January 31, 2025	\$ 36,505

6. Accounts payable and accrued liabilities

	January 31, 2025		October 31, 2024
Accounts payable	\$ 315,157	\$	242,576
Accrued liabilities	37,988		52,162
	\$ 353,145	\$	294,738

During the year ended October 31, 2024, accounts payable of \$20,778 was forgiven and the Company recorded a gain on debt settlement of \$20,778.

7. Loans payable

During the year ended October 31, 2024, the Company repaid loans of \$183,351 in cash, and the Company recorded a gain on debt settlement of \$5,012.

On February 12, 2024, pursuant to the acquisition of 1273180 B.C. Ltd., the Company assumed \$230,000 of loans payable to former shareholders of 1273180 B.C. Ltd. (Note 3). During the year ended October 31, 2024, the loans were forgiven and the Company recorded a gain on debt settlement of \$230,000.

As at January 31, 2025, the Company's loan payable balance was \$nil (October 31, 2024 - \$nil). During the three months ended January 31, 2025, the Company recorded accretion expense of \$nil (2024 - \$5,012).

8. Share capital

Issued Share Capital

There were 60,003,298 common shares issued and outstanding on January 31, 2025 (October 31, 2024 – 59,203,298).

During the three months ended January 31, 2025, the Company had the following share issuances:

During the three months ended January 31, 2025, 800,000 warrants were exercised for total proceeds of \$48,000.

During the year ended October 31, 2024, the Company had the following share issuances:

On February 12, 2024, the Company issued 20,000,000 units at a price of \$0.10 per unit for total gross proceeds of \$2,000,000 in a non-brokered private placement. Each unit consists of one common share and one share purchase warrant of the Company. Each share purchase warrant entitles the holder to purchase one common share at a price of \$0.15 per common share until February 12, 2026. The Company uses the residual value method, and the total proceeds were all allocated to the common shares.

In connection with the private placement, the Company paid \$124,800 cash and issued 1,248,000 broker warrants to Haywood Securities Inc as a finder's fee and incurred \$17,373 in other cash transaction costs. Each broker warrant entitles the holder to purchase one unit at a price of \$0.15 per unit until February 12, 2026.

On February 12, 2024, the Company issued 14,000,000 common shares pursuant to the acquisition of 1273180 B.C. Ltd. (Note 3). The shares were fair valued at \$2,660,000.

On September 6, 2024, the Company closed a non-brokered private placement by issuing 5,664,400 units at a price of \$0.25 per unit for gross proceeds of \$1,416,100. Each unit consists of one common share and one common share purchase warrant. Each warrant entitles the holder to acquire an additional common share at a price of \$0.35 per share until September 6, 2026. The Company uses the residual value method, and the total proceeds were all allocated to the common shares.

In connection with the private placement, the Company paid \$74,970 cash and issued 299,880 broker warrants to finders as a finder's fee and incurred \$27,598 in other cash transaction costs. Each broker warrant entitles the holder to purchase one common share at a price of \$0.35 per share until September 6, 2026.

During the year ended October 31, 2024, 1,600,000 warrants were exercised for total proceeds of \$96,000.

Stock Options

The Company has a stock option plan whereby the Company is authorized to grant options to executive officers and directors, employees and consultants enabling them to acquire up to 10% of the issued and outstanding common shares of the Company. Under the plan, the exercise price of each option may not be lower than market price of the Company's shares as calculated on the date of grant and the date preceding the date of grant. The options can be granted for a maximum term of 5 years.

On February 29, 2024, the Company granted stock options to a consultant that will be exercisable to acquire 400,000 common shares at \$0.135 per share for a period of five years, with a quarter of the grant vesting on each of May 29, 2024, August 29, 2024, November 29, 2024 and February 28, 2025, with a grant date fair value of \$48,000. The weighted average fair value per option was \$0.12. The grant date fair value was determined by the Black-Scholes Option Pricing Model using the following assumptions: expected life – 5 years, share price - \$0.1325, average risk-free interest rate – 3.57%, expected dividend yield – 0%, and average expected stock price volatility – 131%. At January 31, 2025, the fair values of vested stock options were estimated to be \$79,926 based on the Black-Scholes Option Pricing model, using the following assumptions: expected life – 4.08 years, share price - \$0.19, average risk-free interest rate – 2.74%, expected dividend yield – 0%, and average expected stock price volatility – 91%.

On February 22, 2024, the Company granted stock options that will be exercisable to acquire 2,400,000 common shares at \$0.135 per share for a period of five years, vesting immediately, with a grant date fair value of \$288,000. Of the stock options issued, 2,300,000 stock options were granted to directors and officers of the Company, and 100,000 stock options were granted to a former director of the Company. The grant date weighted average fair value per option was \$0.12. The fair value was determined by the Black-Scholes Option Pricing Model using the following assumptions: expected life – 5 years, share price - \$0.1325, average risk-free interest rate – 3.61%, expected dividend yield – 0%, and average expected stock price volatility – 131%.

During the three months ended January 31, 2025, the Company recognized share-based compensation recovery of \$4,382 (2024 - \$nil) related to stock options.

The following is a summary of stock option transactions:

	Number of Options Outstanding	Weighted Average Exercise Price
Balance, October 31, 2023	-	\$ -
Granted	2,800,000	0.135
Forfeited	(100,000)	0.135
Balance, October 31, 2024 and January 31, 2025	2,700,000	\$ 0.135

Vested and exercisable stock options as at January 31, 2025 were 2,600,000 (October 31, 2024 – 2,500,000).

ZEUS NORTH AMERICA MINING CORP.
Notes to the Condensed Interim Consolidated Financial Statements
For the Three Months Ended January 31, 2025 and 2024
(Unaudited - Expressed in Canadian Dollars)

The following is a summary of stock options as at October 31, 2024:

Expiry Date	Exercise Price	Number of Options Outstanding	Number of Options Vested	Weighted Average Remaining Contractual Life (Years)
February 22, 2029	\$0.135	2,300,000	2,300,000	4.06
February 28, 2029	\$0.135	400,000	300,000	4.08

Warrants

The following is a summary of warrant transactions:

	Number of Warrants Outstanding	Weighted Average Exercise Price
Balance, October 31, 2023	6,000,000	\$ 0.06
Warrants issued	27,212,280	0.19
Warrants exercised	(1,600,000)	0.06
Balance, October 31, 2024	31,612,280	0.18
Warrants exercised	(800,000)	0.06
Balance, January 31, 2025	30,812,280	\$ 0.18

On September 6, 2024, the Company issued 299,880 broker warrants, with a fair value of \$31,781. Each broker warrant entitles the holder to acquire one common share at a price of \$0.35 per share until September 6, 2026. The weighted average fair value per warrant was \$0.11. The fair value was determined by the Black-Scholes Option Pricing Model using the following assumptions: expected life – 2 years, share price - \$0.25, average risk-free interest rate – 3.05%, expected dividend yield – 0%, and average expected stock price volatility – 94%.

On February 12, 2024, the Company issued 1,248,000 broker warrants, with a fair value of \$131,585. Each broker warrant entitles the holder to acquire one unit at a price of \$0.15 per unit until February 12, 2026. The weighted average fair value per warrant was \$0.11. The fair value was determined by the Black-Scholes Option Pricing Model using the following assumptions: expected life – 2 years, share price - \$0.19, average risk-free interest rate – 4.24%, expected dividend yield – 0%, and average expected stock price volatility – 89%.

The following is a summary of warrants as at January 31, 2025:

Expiry Date	Exercise Price	Number of Warrants	Weighted Average Remaining Contractual Life (Years)
February 12, 2026	\$0.15	21,248,000	1.03
September 6, 2026	\$0.35	5,964,280	1.60
November 29, 2027	\$0.06	3,600,000	2.83

9. Related party transactions

The Company incurred the following transactions with directors, officers and companies that are controlled by directors of the Company:

	For the three months ended January 31, 2025	For the three months ended January 31, 2024
Expenses		
Management fees	\$ 45,000	\$ -
	\$ 45,000	\$ -

Management fees were paid directly to a company owned by the President and CEO for management services.

Key management includes directors and executive officers of the Company. Other than the amounts disclosed above, there was no other compensation paid or payable to key management for employee services for the reported periods.

Included in accounts payable and accrued liabilities at January 31, 2025 is \$39,907 (October 31, 2024 - \$21,594) owing to related parties. The balance owing is unsecured, non-interest bearing and due in 30 days. These transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties, unless otherwise noted.

10. Supplemental cash flow information

During the three months ended January 31, 2025, the Company did not enter into any non-cash transactions.

During the year ended October 31, 2024, the Company entered into the following non-cash transactions:

- The Company issued 14,000,000 common shares for the acquisition of 1273180 B.C. Ltd. with a fair value of \$2,660,000 (Note 3 and 8).
- The Company issued 1,248,000 broker warrants pursuant to the February 12, 2024 private placement with a fair value of \$131,585 (Note 8).
- The Company issued 299,880 broker warrants pursuant to the September 6, 2024 private placement with a fair value of \$31,781 (Note 8).

As at January 31, 2025, \$125,618 (October 31, 2024 - \$133,285) of exploration and evaluation asset expenditures were included in accounts payable and accrued liabilities.

11. Capital management

The Company defines its capital as shareholders' 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 and development of mineral properties. The Board of Directors do 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 an interest are in the exploration stage. As such, the Company has historically relied on the equity markets to fund its activities. In addition, the Company is dependent upon external financing to fund activities. In order to carry out planned exploration and pay for administrative costs, the Company will need to raise additional funds. The Company will continue to assess new properties and seek to acquire an 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 have been no changes in the

Company's approach to capital management during the three months ended January 31, 2025. The Company is not subject to externally imposed capital requirements as at January 31, 2025.

12. Financial risk management

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is summarized as follows:

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. Financial instruments that potentially subject the Company to a concentration of credit risk consist primarily of cash. The Company's cash is held in large Canadian financial institutions. The Company maintains cash deposits with a Schedule A financial institution, which from time to time may exceed federally insured limits. The Company has not experienced any significant credit losses and believes it is not exposed to any significant credit 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's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances and through short-term borrowing. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

Price risk

The ability of the Company to explore its mineral properties and the future profitability of the Company are directly related to the market price of base metals. The Company monitors base metals prices to determine the appropriate course of action to be taken by the Company.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Financial assets and liabilities with variable interest rates expose the Company to interest rate risk. The Company does not hold any financial liabilities with variable interest rates. The Company has not used any financial instrument to hedge potential fluctuations in interest rates. The exposure to interest rates for the Company is considered immaterial.

Foreign exchange rate risk

Foreign exchange risk is the risk that the Company's financial instruments will fluctuate in value as a result of movements in foreign exchange rates. As at January 31, 2025, the Company has no significant financial instruments denominated in a foreign currency; however, the Company has exploration and evaluation assets in the U.S. The Company has not entered into foreign exchange rate contracts to mitigate this risk.

Fair values

The three levels of the fair value hierarchy are:

Level 1 – unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 – inputs that are not based on observable market data.

The Company enters into financial instruments to finance its operations in the normal course of business. The fair values of cash, receivables and accounts payable and accrued liabilities approximate their carrying values due to the short-term maturity of these instruments. Cash is carried at fair value using a level 1 fair value measurement

13. Segmented information

The Company operates in one reportable operating segment, being the acquisition and exploration of mineral properties. As the operations comprise a single reporting segment, amounts disclosed also represent segment amounts.

Geographic segment information of the Company's non-current assets as at January 31, 2025 and October 31, 2024 is as follows:

	January 31, 2025	October 31, 2024
Canada	\$ 215,935	\$ 217,951
United States	4,554,932	4,547,047
Total non-current assets	\$ 4,770,867	\$ 4,764,998

14. Subsequent events

Plan of Arrangement

The Company entered into an arrangement agreement dated August 26, 2024 to complete a plan of arrangement ("Plan of Arrangement") under the Business Corporations Act (British Columbia) with its wholly-owned subsidiary, Kelso Mining Inc. ("Kelso"), whereby the Company's Chlore property will be spun out to Kelso in accordance with the Plan of Arrangement. The Plan of Arrangement was completed on February 5, 2025 and resulted in, among other things, the Company's shareholders receiving one common share of Kelso with respect to every 150 common shares of the Company.

Stock Options

On February 3, 2025, the Company granted 750,000 stock options that will be exercisable to acquire 750,000 common shares at \$0.19 per share for a period of one year, 400,000 stock options that will be exercisable to acquire 400,000 common shares at \$0.19 per share for a period of two years, and 200,000 stock options that will be exercisable to acquire 200,000 common shares at \$0.19 per share for a period of five years. The stock options vested immediately. Of the stock options issued, 200,000 stock options were granted to an officer of the Company.

Warrant and Stock Option Exercises

Subsequent to January 31, 2025, 5,019,200 warrants were exercised for total proceeds of \$626,880 and 750,000 stock options were exercised for total proceeds of \$142,500. 259,200 of the warrants exercised were broker warrants that were exercisable to acquire one unit of the Company. Pursuant to the exercise of these broker warrants, the Company issued 259,200 warrants. Each warrant entitles the holder to acquire one common share at a price of \$0.15 per share for a period of two years.