DEEPROCK MINERALS INC.

Financial Statements

For the Years Ended November 30, 2024 and 2023

(Expressed in Canadian dollars)

SATURNA GROUP
CHARTERED PROFESSIONAL ACCOUNTANTS LLP

Suite 1605, 1166 Alberni Street
Vancouver, BC Canada V6E 3Z3

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of DeepRock Minerals Inc.

We have audited the financial statements of DeepRock Minerals Inc. (the "Company"), which comprise the statement of financial position as at November 30, 2024 and 2023, and the statements of operations and comprehensive loss, changes in shareholders' equity (deficit), and cash flows for the years then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying 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 IFRS Accounting Standards as issued by the International Accounting Standards Board.

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 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 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 financial statements, which indicates that the Company has not generated any revenues and incurred negative cash flow of $55,014 from operations during the year ended November 30, 2024 and, as of that date, the Company has a working capital deficit of $518,747 and an accumulated deficit of $5,397,133. As stated in Note 1 of the financial statements, these events or conditions along with other matters, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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 financial statements, and in forming our opinion thereon, and we do not provide a separate opinion on those matters.

In addition to the matter described in the *Material Uncertainty Related to Going Concern* section of the independent auditor's report, we have determined in the following matter described below to be a key audit matter to be communicated in our independent auditor's report:

Impairment of exploration and evaluation assets

Description of the matter

During the year ended November 30, 2024, the Company recorded an impairment loss of $192,000 on the carrying value of its exploration and evaluation assets.

Why the matter is a key audit matter

The determination of the carrying value of the Company's exploration and evaluation assets involves an assessment performed by management of factors that would indicate impairment loss in accordance with IFRS 6, *Exploration for and Evaluation of Mineral Resources* ("IFRS 6"). The assessment performed by management involves the use of significant judgement which could impact the carrying value of the Company's exploration and evaluation assets.

How the matter was addressed in the audit

The audit procedures that were performed on the key audit matter included, but was not limited, to the following:

- obtaining and reviewing management's assessment of impairment analysis, on a project basis, in accordance with IFRS 6;
- independent confirmations with optionors to determine if the option agreements with the Company are in good standing as at November 30, 2024;
- online confirmation of Company's ownership of mineral property claims; and
- testing and supporting the Company's ability and intent to continue exploration activities on each individual project.

Other Information

Management is responsible for the other information. The other information comprises the information included in the Management's Discussion and Analysis, but does not include the financial statements and our auditor's report thereon.

Our opinion on the 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 financial statements, our responsibility is to read the other information, and in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

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

In preparing the 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 Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 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 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 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 financial statements, including the disclosures, and whether the 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 financial statements of the current period and therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter of 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 Henry Chow.

Saturna Group LLP

Saturna Group Chartered Professional Accountants LLP

Vancouver, Canada

March 31, 2025

DEEPROCK MINERALS INC.
Statements of Financial Position
(Expressed in Canadian dollars)

	November 30, 2024 $	November 30, 2023 $
Assets		
Current		
Cash	623	15,637
Amounts receivable	5,020	22,251
Prepaid expense	15,000	–
Total current assets	20,643	37,888
Non-current assets		
Investment in Allied Critical Metals Corp. (Note 3)	100,000	–
Exploration and evaluation assets (Note 4)	201,000	366,000
Total non-current assets	301,000	366,000
Total Assets	321,643	403,888
Liabilities		
Current		
Accounts payable and accrued liabilities	236,320	205,178
Due to related parties (Note 8)	294,420	169,503
Loan payable	8,650	8,650
Total liabilities	539,390	383,331
Shareholders' Equity (Deficit)		
Share capital (Note 5)	4,417,255	4,258,805
Share-based payment reserves (Notes 5 and 6)	762,131	715,381
Deficit	(5,397,133)	(4,953,629)
Total shareholders' equity (deficit)	(217,747)	20,557
Total Liabilities and Shareholders' Equity (Deficit)	321,643	403,888

Nature of Business and Continuing Operations (Note 1)
Amalgamation with ACM (Note 13)

Approved and authorized for issue by the Board of Directors on March 31, 2025:

"Andrew Lee"	*"Tom Christoff"*
Andrew Lee, Director	Tom Christoff, Director

DEEPROCK MINERALS INC.
Statements of Operations and Comprehensive Loss
(Expressed in Canadian dollars)

	Year ended November 30, 2024 $	2023 $
Operating expenses		
Consulting fees (Note 8)	137,184	120,049
Exploration expenditures (Note 4)	–	9,594
Impairment of exploration and evaluation assets (Note 4)	192,000	20,000
Investor relations	46,414	30,500
Office and miscellaneous	2,963	1,399
Professional fees	29,527	21,776
Rent (Note 8)	12,600	12,000
Transfer agent and filing fees	22,172	16,935
Travel	644	–
Total operating expenses	443,504	232,253
Net loss before other item	(443,504)	(232,253)
Other item		
Write off of accounts payable	–	43,883
Net loss and comprehensive loss	(443,504)	(188,370)
Basic and diluted net loss per common share	(0.00)	(0.00)
Weighted average number of common shares outstanding	94,181,154	87,667,977

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

DEEPROCK MINERALS INC.
Statements of Changes in Shareholders' Equity (Deficit)
(Expressed in Canadian dollars)

	Share Capital					
	Number of Shares	**Amount**	**Share - based payment reserves**	**Share Subscriptions Receivable**	**Deficit**	**Total Shareholders' Equity (Deficit)**
		$	**$**	**$**	**$**	**$**
Balance, November 30, 2022	77,130,580	3,855,455	532,231	528,000	(4,765,259)	150,427
Units issued for cash	12,210,000	427,350	183,150	(528,000)	–	82,500
Share issuance costs	–	(24,000)	–	–	–	(24,000)
Net loss for the year	–	–	–	–	(188,370)	(188,370)
Balance, November 30, 2023	89,340,580	4,258,805	715,381	–	(4,953,629)	20,557
Units issued for cash	7,000,000	105,000	35,000	–	–	140,000
Units issued to settle debt	2,350,000	35,250	11,750	–	–	47,000
Shares issued for exploration and evaluation assets	2,700,000	27,000	–	–	–	27,000
Share issuance costs	–	(8,800)	–	–	–	(8,800)
Net loss for the year	–	–	–	–	(443,504)	(443,504)
Balance, November 30, 2024	101,390,580	4,417,255	762,131	–	(5,397,133)	(217,747)

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

DEEPROCK MINERALS INC.
Statements of Cash Flows
(Expressed in Canadian dollars)

	Year ended November 30, 2024	2023
	$	$
Operating activities		
Net loss	(443,504)	(188,370)
Adjustment for non-cash items:		
Write off of accounts payable	–	(43,883)
Impairment of exploration and evaluation assets	192,000	20,000
Changes in non-cash working capital components:		
Amounts receivable	17,231	28,193
Prepaid expenses	(15,000)	–
Accounts payable and accrued liabilities	69,342	(35,613)
Due to related parties	124,917	134,736
Net cash used in operating activities	(55,014)	(84,937)
Investing activities:		
Investment in Allied Critical Metals Corp.	(100,000)	–
Exploration and evaluation asset costs	–	(55,000)
Net cash used in investing activities	(100,000)	(55,000)
Financing activities		
Proceeds from issuance of units	140,000	82,500
Share issuance costs	–	(24,000)
Net cash provided by financing activities	140,000	58,500
Change in cash	(15,014)	(81,437)
Cash, beginning of year	15,637	97,074
Cash, end of year	623	15,637
Non-cash investing and financing activities		
Share issuance costs included in accounts payable	8,800	–
Shares issued for exploration and evaluation assets	27,000	–
Units issued to settle debt	47,000	–

1. Nature of Business and Continuing Operations

1020647 B.C. Ltd. (the "Company" or "DeepRock") was incorporated on December 1, 2014 in the province of British Columbia pursuant to the British Columbia Business Corporations Act. On March 6, 2017, the Company changed its name to DeepRock Minerals Inc. On November 14, 2018, the Company completed its initial public offering and commenced trading on the Canadian Securities Exchange on November 16, 2018 under the symbol "DEEP". The Company is a mineral exploration and development company. The head office and principal office of the Company is located at Suite 615, 800 West Pender Street; Vancouver, BC V6C 2V6.

These financial statements have been prepared on the 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. During the year ended November 30, 2024, the Company has not generated any revenues and has incurred negative cash flow of $55,014 from operations. As at November 30, 2024, the Company has a working capital deficit of $518,747 and an accumulated deficit of $5,397,133. The Company's ability to continue as a going concern is dependent upon its ability to generate and maintain future profitable operations or obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. Management is of the opinion that sufficient working capital will be obtained from external financing to meet the Company's liabilities and commitments as they become due, although 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 financial statements do not reflect any adjustments that may be necessary if the Company is unable to continue as a going concern and such adjustments could be material.

2. Material Accounting Policy Information

(a) Statement of compliance and basis of presentation

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. The financial statements have been prepared on a historical cost basis. The financial statements are presented in Canadian dollars, which is the Company's functional currency.

(b) Use of estimates and judgments

The preparation of these 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 financial statements and reported amounts of expenses during the reporting period. These financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future years. These estimates are based on historical experience, current and future economic conditions, and expectations of future events that are believed to be reasonable under the circumstances. Actual outcomes could differ from these estimates.

Significant areas requiring the use of estimates include the carrying value of investment in Allied Critical Metals Corp., recoverability of exploration and evaluation assets, fair value of share-based compensation, and unrecognized deferred income tax assets.

The Company's assessment of whether the going concern assumption is appropriate requires management to evaluate all available information about the future, which is at least, but not limited to, 12 months from the end of the reporting period. The Company is aware that material uncertainties related to events or conditions may cast significant doubt upon the Company's ability to continue as a going concern.

2. Material Accounting Policy Information (continued)

(b) Use of estimates and judgments (continued)

The application of the Company's accounting policy for exploration and evaluation assets requires judgment in determining whether it is likely that future economic benefits are likely either from future exploitation or sale or where activities have not reached a stage which permits a reasonable assessment of the existence of reserves. The deferral policy requires management to make certain estimates and assumptions about future events or circumstances, in particular whether an economically viable extraction operation can be established. Estimates and assumptions made may change if new information becomes available.

(c) Exploration and evaluation expenditures

The Company records its interests in mineral properties and areas of geological interest at cost. All direct and indirect costs related to the acquisition of these interests are capitalized on the basis of specific claim blocks or areas of geological interest until the properties to which they relate are placed into production, sold, or management has determined there to be an impairment in value. These costs will be depleted using the unit-of-production method based on the estimated proven and probable reserves available on the related property following commencement of production.

The amounts shown for mineral properties represent costs, net of write-offs, option proceeds and recoveries, and do not necessarily reflect present or future value. Recoverability of these amounts will depend upon the existence of economically recoverable reserves, the ability of the Company to obtain financing necessary to complete development, and future profitable production. The Company reviews the carrying values of mineral properties when there are any events or change in circumstances that may indicate impairment. Where estimates of future cash flows are available, an impairment charge is recorded if the estimated undiscounted future net cash flows expected to be generated by the property is less than the carrying amount. An impairment charge is recognized by the amount by which the carrying amount of the property exceeds the fair value of the property exceeds the fair value of the property.

(d) Mineral exploration and development costs

Exploration costs are charged to operations as incurred. When it has been established that a mineral deposit is commercially mineable and a decision has been made to formulate a mining plan (which occurs upon completion of a positive economic analysis of the mineral deposit), the costs subsequently incurred to develop the mine on the property prior to the start of the mining operations are capitalized.

(e) Reclamation and remediation provisions

The Company recognizes a provision for statutory, contractual, constructive, or legal obligations associated with decommissioning of mining operations and reclamation and rehabilitation costs arising when environmental disturbance is caused by the exploration or development of mineral properties, plant, and equipment. Provisions for site closure and reclamation are recognized in the period in which the obligation is incurred or acquired and are measured based on expected future cash flows to settle the obligation, discounted to their present value. The discount rate used is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability including risks specific to the countries in which the related operation is located.

When an obligation is initially recognized, the corresponding cost is capitalized to the carrying amount of the related asset in exploration and evaluation assets. These costs are depleted using either the unit of production or straight-line method depending on the asset to which the obligation relates.

The obligation is increased for the accretion and the corresponding amount is recognized as a finance expense. The obligation is also adjusted for changes in the estimated timing, amount of expected future cash flows, and changes in the discount rate. Such changes in estimates are added to or deducted from the related asset except where deductions are greater than the carrying value of the related asset in which case, the amount of the excess is recognized in the statement of operations.

2. Material Accounting Policy Information (continued)

(e) Reclamation and remediation provisions (continued)

Due to uncertainties concerning environmental remediation, the ultimate cost to the Company of future site restoration could differ from the amounts provided. The estimate of the total provision for future site closure and reclamation costs is subject to change based on amendments to laws and regulations, changes in technology, price increases, changes in interest rates, and as new information concerning the Company's closure and reclamation obligations becomes available.

(f) Financial instruments

Classification and measurement – initial recognition

On initial recognition, all financial assets and liabilities are classified and recorded at fair value, net of attributable transaction costs, except for financial assets and liabilities classified as at fair value through profit or loss ("FVTPL").

Classification and measurement – subsequent to initial recognition

Subsequent measurement of financial assets and liabilities depends on their classification and measurement basis.

Financial Assets

Subsequent to initial recognition, financial assets are measured at amortized cost, fair value through other comprehensive income, or fair value through profit or loss, depending on the business model in which a financial asset is managed and its contractual cash flow characteristics.

A financial asset is measured at amortized cost if both of the following conditions are met:

a) the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A financial asset shall be measured at fair value through other comprehensive income if both of the following conditions are met:

a) the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that do not meet the above conditions are classified as fair value through profit or loss. The Company's cash is measured at amortized cost, and investment in Allied Critical Metals Corp. is measured at FVTPL.

Financial Liabilities

Subsequent to initial recognition, financial liabilities are measured at amortized cost, unless designated as fair value through profit or loss. The Company's accounts payable and accrued liabilities, amounts due to related parties and loan payable are measured at amortized cost.

Impairment of Financial Assets

The Company applies the ECL model to its financial assets measured at amortized cost. Under the ECL model, loss allowances are measured on either of the following bases:

- 12-month ECLs: these are ECLs that result from possible default events within the 12 months after the reporting date; and
- lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument.

2. Material Accounting Policy Information (continued)

(f) Financial instruments (continued)

Upon recognition of a financial asset, 12-month ECLs are recognized in the statement of operations and a loss allowance is established. At each reporting date, if the credit risk associated with a financial asset has increased significantly and is not considered low, lifetime ECLs are recognized in the statement of operations.

(g) Impairment of Non-current assets

At the end of each reporting period, the Company's assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rates that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the statement of loss for the period. For an asset that does not generate largely independent cash flows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in the statement of operations

(h) 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. 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 the statement of operations. 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 statement of financial position 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 income 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.

2. Material Accounting Policy Information (continued)

(i) Foreign currency translation

The functional and reporting currency is the Canadian dollar. Transactions denominated in foreign currencies are translated using the exchange rate in effect on the transaction date or at an average rate. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange in effect at the statement of financial position date. Non-monetary items are translated using the historical rate on the date of the transaction. Foreign exchange gains and losses are included in the statement of operations.

(j) Share-based payments

The grant date fair value of share-based payment awards granted to employees is recognized as share-based compensation expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognized as an expense is based on the number of awards that do meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

Where equity instruments are granted to parties other than employees, they are recorded by reference to the fair value of the services received. If the fair value of the services received cannot be reliably estimated, the Company measures the services received by reference to the fair value of the equity instruments granted, measured at the date the counterparty renders service.

All equity-settled share-based payments are reflected in share-based payment reserve, unless exercised. Upon exercise, shares are issued from treasury and the amount reflected in share-based payment reserve is credited to share capital, adjusted for any consideration paid.

(k) Warrants

When the Company issues private placement units, the value attributed to the warrants is measured using the residual method. This method allocates value first to the more easily measurable component based on fair value and the residual to the less easily measurable component, if any. The Company considers the fair value of its shares to be the more easily measurable component and is value with reference to the market price. The residual value is attributed to the warrants and recorded as a separate component of equity.

(l) Loss per share

The Company presents basic and diluted loss per share data for its common shares, calculated by dividing the loss attributable to shareholders of the Company by the weighted average number of common shares outstanding during the year. Diluted loss per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive. As at November 30, 2024, the Company had 16,885,000 (2023 – 41,585,000) potentially dilutive shares.

2. Material Accounting Policy Information (continued)

(m) Recent accounting pronouncements

A number of new standards, and amendments to standards and interpretations have not been early adopted in preparing these financial statements.

IFRS 18 Presentation and Disclosure in Financial Statements

In April 2024, the IASB issued IFRS 18 – Presentation and Disclosure in Financial Statements which will replace IAS 1, Presentation of Financial Statements. The key new concepts introduced in IFRS 18 relate to the structure of the statement of earnings (loss), required disclosures in the financial statements for certain earnings or loss performance measures that are reported outside an entity's financial statements and enhanced principles on aggregation and disaggregation which apply to the primary financial statements and notes in general. IFRS 18 will apply for reporting periods beginning on or after January 1, 2027, and also applies to comparative information. The Company is still in the process of assessing the impact of this standard on its financial statements.

Classification of liabilities as current or non-current (amendments to IAS 1, presentation of financial statements)

On January 23, 2020, an amendment was issued to IAS 1 to address inconsistencies with how entities apply the standards over classification of current and non-current liabilities. The amendment serves to address whether, in the statement of financial position, debt and other liabilities with an uncertain settlement should be classified as current or non-current. This amendment is effective for annual reporting periods commencing on or after January 1, 2024. The adoption of this amendment is not expected to have a material impact on the Company's financial statements.

Non-current liabilities with covenants (amendments to IAS 1)

The amendments to IAS 1 specify that only covenants with which an entity is required to comply on or before the reporting date affect the classification of a liability as current or non-current. In addition, an entity has to disclose information in the notes that enables users of financial statements to understand the risk that non-current liabilities with covenants could become repayable within twelve months. This amendment is effective for annual reporting periods commencing on or after January 1, 2024. The adoption of this amendment is not expected to have a material impact on the Company's financial statements.

3. Investment in Allied Critical Metals Corp.

On March 20, 2024, the Company signed an agreement with Allied Critical Metals Corp. ("ACM"), a company with a common director and officer, to acquire a 10% net profit stream from the Vila Verde Tungsten Tin Project ("Vila Verde") in Portugal for a period of ten years. Under the terms of the agreement, the Company's net profit stream from the Vila Verde project is to be the greater of: (i) 10% of net profits of the project; or (ii) $500,000 per year, commencing when the test plan is operating at an optimal level.

As consideration for the 10% net profit stream, the Company was to pay $1,000,000 to ACM by April 30, 2024, of which $200,000 was due on or before March 31, 2024. If the Company fails to make the investment to ACM by the due date, the Company will not earn the net profit stream and any investment made will be converted into common shares of ACM at $0.10 per common share.

During the year ended November 30, 2024, the Company made cash payments of $122,000 to ACM. In September 2024, by mutual agreement between the Company and ACM, $100,000 was converted into 1,000,000 common shares of ACM and the balance of $22,000 was returned to the Company on September 27, 2024.

As at November 30, 2024, the Company holds 1,000,000 (2023 – nil) common shares of ACM with a fair value of $100,000 (2023 - $nil). Refer to Note 13.

(Expressed in Canadian dollars)

4. Exploration and Evaluation Assets

	Ralleau Property $	Golden Gate Property $	Lugar Property $	Esperança Property $	Total $
Acquisition costs:					
Balance, November 30, 2022	187,000	129,000	15,000	–	331,000
Additions	–	–	–	55,000	55,000
Impairment	(20,000)	–	–	–	(20,000)
Balance, November 30, 2023	167,000	129,000	15,000	55,000	366,000
Additions	–	5,000	10,000	12,000	27,000
Impairment	(167,000)	–	(25,000)	–	(192,000)
Balance November 30, 2024	–	134,000	–	67,000	201,000

Exploration expenditures

	Ralleau Property $	Golden Gate and Lugar Property $	Esperança Property $	Total $
Balance, November 30, 2022	392,399	261,381	–	653,780
Geological expenditures	960	5,334	3,300	9,594
Balance, November 30, 2023, and 2024	393,359	266,715	3,300	663,374

Ralleau Property

On April 5, 2017 (as amended on March 15, 2018, June 30, 2018, April 20, 2020, and March 12, 2021), the Company entered into an option agreement with Madoro Metals Corp (formerly Megastar Development Corp.) (“Madoro”), whereby Madoro granted the Company the right to acquire a 50% interest in and to the Ralleau Property located in the Quevillon area of Quebec. On April 20, 2020, the agreement was amended to defer the $75,000 payment due on April 5, 2020 to December 31, 2020. As compensation for the extension, the Company issued 300,000 common shares to Madoro.

In order to acquire the 50% interest in the Ralleau Property, the Company is required to pay $75,000 and issue 1,700,000 common shares of the Company as follows:

- $5,000 on or before the execution of this agreement (paid);
- $5,000 and issue 600,000 common shares on the earlier of the exchange listing date or August 31, 2018 (paid and issued);
- $5,000 and issue 200,000 common shares on or before April 5, 2018 (paid and issued);
- $10,000 and issue 400,000 common shares on or before April 5, 2019 (paid and issued);
- Issue 500,000 common shares on or before April 23, 2020 (issued); and
- $50,000 on or before March 31, 2021 (paid).

4. Exploration and Evaluation Assets (continued)

Ralleau Property (continued)

In addition, the Company is required to incur a minimum of $250,000 of exploration expenditures on the Ralleau Property as follows:

- $40,000 on or before May 30, 2017 (incurred);
- $15,000 on or before July 31, 2017 (incurred);
- $25,000 on or before October 31, 2018 (incurred);
- $50,000 on or before April 5, 2019 (incurred); and
- $120,000 on or before April 5, 2020 (incurred).

During the year ended November 30, 2023, the Company dropped 6 of the original 59 claims and recorded an impairment loss of $20,000 as a result of a decrease in the number of claims and area held by the Company.

During the year ended November 30, 2024, an impairment loss on the capitalized costs of $167,000 has been recorded as the Company dropped 17 of the 53 claims, and management was uncertain as to whether future exploration on the property will continue.

Golden Gate Property

On June 24, 2019, the Company entered into an option agreement with George Willett ("Optionor") to acquire a 100% interest in 13 mineral claims situated in Gloucester County, Bathurst Mining Division, New Brunswick (the "Golden Gate Property"). In order to acquire the 100% interest, the Company is required to pay $170,000, issue 200,000 common shares of the Company, and incur $220,000 in exploration expenditures as follows:

Cash and share payments:

- Issue 200,000 common shares within 15 days of the approval of the agreement (issued);
- Pay $30,000 on or before August 22, 2020 (paid);
- Pay $40,000 on or before August 22, 2021 (paid);
- Pay $50,000 on or before August 22, 2022; (paid) and
- Pay $50,000 on or before August 22, 2023 (paid).

At the Company's discretion, 50% of the cash payments can be paid out in shares based on the average share price of the last 10 trading days prior to the day the payment is made.

Exploration work commitment schedule:

- $40,000 in accumulated exploration expenditure on or before August 22, 2020 (incurred);
- $90,000 in accumulated exploration expenditure on or before August 22, 2021 (incurred);
- $150,000 in accumulated exploration expenditure on or before August 22, 2022 (incurred); and
- $220,000 in accumulated exploration expenditure on or before August 22, 2023 (incurred).

On December 22, 2020, the Company and the Optionor agreed to restructure the payment originally due on August 22, 2020 for $33,000, of which $11,000 was due prior to December 31, 2020 (paid), $11,000 was due on or before January 31, 2021 (paid), and $11,000 was due on or before March 1, 2021 (paid).

On April 17, 2024, the agreement was amended whereby the Company will achieve full earn-in-status by making a cash payment of $50,000 and issuing 500,000 shares (issued) to the optionor.

The option agreement is subject to a 2% net smelter return ("NSR"), of which the Company can purchase 1% of the NSR for $500,000.

4. Exploration and Evaluation Assets (continued)

Lugar Property

On July 22, 2021, the Company entered into an option agreement with Gerard Roy and Rose Hannan to acquire a 100% interest in the Lugar Property, a mineral claim package comprising 112 contiguous claim blocks that adjoin and surround the northern border of the Company's Golden Gate Project.

The Company's option to acquire a 100% interest in the Property over a 4-year period consist of cash payments of $120,000, and minimum accumulative expenditures of $225,000 in exploration work in accordance with the following schedule:

- Pay $5,000 within 5 days of the agreement's execution date (paid);
- Pay $10,000 (paid) and incur minimum expenditures of $25,000 (incurred) by July 22, 2022;
- Pay $25,000 and incur minimum expenditures of $25,000 by July 22, 2023;
- Pay $35,000 and incur minimum expenditures of $75,000 by July 22, 2024; and
- Pay $45,000 and incur minimum expenditures of $100,000 by July 22, 2025.

The vendor retains a 1.25% NSR and the Company has an option to purchase 0.5% of the NSR for $1,000,000. The Company has the option to purchase the remaining 0.75% of the NSR at any time from the vendor at an agreed upon price.

On April 17, 2024, an agreement was reached whereby the Company will acquire 100% interest in the property through a payment of $105,000 and the issuance of 1,000,000 shares (issued) to the optionor, with no further exploration expenditure requirements.

During the year ended November 30, 2024, an impairment loss on the capitalized costs of $25,000 has been recorded as the agreement with the optionor was in default due to the balance owing of $105,000 from the amended agreement.

Esperança Property

On February 9, 2023, the Company entered into an option agreement with BHBC Exploraçăo Mineral Ltda. and RTB Geologia E Mineraçăo Ltda ("BHBC") to acquire a 100% interest in the Esperança Property, located in Brazil's Minas Gerais State, for cash payments of $100,000, issuance of 200,000 common shares of the Company, and minimum accumulative exploration expenditures of $200,000 in accordance with the following schedule:

- Pay $25,000 within 5 days of the agreement's execution date (paid);
- Issue 100,000 shares within 5 days of the agreement's execution date (issued);
- Pay $25,000 (paid) and issue 100,000 shares due October 1, 2023 (issued);
- Incur $200,000 in exploration expenditures before September 20, 2024; and
- Pay $50,000 before September 20, 2025.

On July 2, 2024, the option agreement was amended whereby the minimum accumulative expenditures were reduced to $100,000 to be incurred by March 31, 2025, and the Company agreed to issue an additional 1,200,000 shares (issued).

The vendor retains a 2% NSR and the Company has an option to purchase 1% of the NSR for $500,000.

(Expressed in Canadian dollars)

5. Share Capital

Authorized: 500,000,000 common shares without par value.

Year ended November 30, 2024:

a) On September 27, 2024, the Company issued 2,700,000 common shares with a fair value of $27,000 for option payments relating to the Golden Gate Property (500,000 common shares), Lugar Property (1,000,000 common shares), and Esperanca Property (1,200,000 common shares).

b) On June 12, 2024, the Company completed a non-brokered offering of 7,000,000 units at a price of $0.02 per unit for proceeds of $140,000. Each unit consisted of one common share of the Company and one-half of one share purchase warrant, where each whole warrant entitles the holder to purchase an additional common share at an exercise price of $0.06 per share until June 12, 2026. Included in the offering was the issuance of 1,500,000 units to a officers and directors of the Company for proceeds of $30,000. As part of the unit offering under the residual method, the Company allocated $35,000 to the share purchase warrants, which is recorded in share-based payment reserves, and incurred finders' fees of $8,800.

c) On June 12, 2024, the Company issued 2,350,000 units at $0.02 per unit to settle $47,000 of amounts due to an officer and director of the Company. Each unit consisted of one common share of the Company and one-half of one transferable share purchase warrant, where each whole warrant entitles the holder to purchase an additional common share at an exercise price of $0.06 per share until June 12, 2026. As part of the unit offering under the residual method, the Company allocated $11,750 to the share purchase warrants, which is recorded in share-based payment reserves.

Year ended November 30, 2023:

d) On January 19, 2023, the Company completed a non-brokered offering for 12,210,000 units at a price of $0.05 per unit for proceeds of $610,500. Each unit consisted of one common share of the Company and one transferrable share purchase warrant, where each warrant entitles the holder to purchase an additional common share at a price of $0.06 per share expiring on January 19, 2025. Included in the offering was the issuance of 1,800,000 units to officers of the Company for proceeds of $90,000. As part of the unit offering under the residual method, the Company allocated $183,150 to the share purchase warrants, which is recorded in share-based payment reserves, and paid finders' fees of $24,000.

6. Share Purchase Warrants

The following table summarizes the continuity of the Company's share purchase warrants:

	Number of warrants	Weighted average exercise price $
Balance, November 31, 2022	29,385,000	0.06
Issued	12,210,000	0.06
Balance, November 30, 2023	41,595,000	0.06
Issued	4,675,000	0.06
Expired	(29,385,000)	0.06
Balance, November 30, 2024	16,885,000	0.06

(Expressed in Canadian dollars)

6. Share Purchase Warrants (continued)

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

Number of warrants	Number of years remaining	Exercise Price $	Expiry date
12,210,000	0.1	0.06	January 19, 2025
4,675,000	1.5	0.06	June 13, 2026
16,885,000	0.5	0.06	

7. Stock Options

The Company has adopted an incentive stock option plan (the "Option Plan") which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with the applicable stock exchange's requirements, grant to directors, officers, employees and consultants to the Company, non-transferable options to purchase common shares. Pursuant to the Option Plan, the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares of the Company. Options granted under the Option Plan can have a maximum exercise term of 10 years from the date of grant. Vesting terms will be determined at the time of grant by the Board of Directors.

The following tables summarizes the continuity of the Company's stock options:

	Number of options	Weighted average exercise price $
Outstanding, November 30, 2022	5,000,000	0.10
Expired	(5,000,000)	0.10
Outstanding, November 30, 2023 and 2024	–	–

8. Related Party Balances and Transactions

As at November 30, 2024 and 2023, the following amounts were due to related parties:

	2024 $	2023 $
Owing to a company controlled by the Chief Executive Officer ("CEO")	152,434	103,767
Owing to a company controlled by the Chief Financial Officer ("CFO")	89,736	59,736
Owing to a company controlled by a former director	6,000	6,000
Owing to Allied Critical Metals Inc., a company with a common director and officer	46,250	–
Total owing to related parties	294,420	169,503

During the years ended November 30, 2024 and 2023, the Company incurred the following transactions with related parties:

	2024 $	2023 $
Consulting fees to a company controlled by the CEO	60,000	60,000
Consulting fees to a company controlled by the current CFO	48,000	48,000
Rent to a company controlled by the CEO	11,000	12,000
Total expenses for related parties	119,000	120,000

9. Capital Management

The Company manages its capital to maintain its ability to continue as a going concern and to provide returns to shareholders and benefits to other stakeholders. The capital structure of the Company consists of cash and equity comprised of issued share capital and share-based payment reserve.

The Company manages its capital structure and makes adjustments to it in light of economic conditions. The Company, upon approval from its Board of Directors, will balance its overall capital structure through new share issuances or by undertaking other activities as deemed appropriate under the specific circumstances.

The Company is not subject to externally imposed capital requirements and the Company's overall strategy with respect to capital risk management remains unchanged from the year ended November 30, 2023.

10. Financial Instruments and Risk Management

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 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 or indirectly; 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, amounts due to related parties, and loan payable, approximate their carrying values due to the relatively short-term maturity of these instruments.

Assets and liabilities measured at fair value on a recurring basis were presented on the Company's statement of financial position as at November 30, 2024 as follows:

	Fair Value Measurements Using			
	Quoted prices in active markets for identical instruments (Level 1) $	Significant other observable inputs (Level 2) $	Significant unobservable inputs (Level 3) $	Carrying Amount $
Investment in Allied Critical Metals Corp.	–	–	100,000	100,000

Credit Risk

Credit risk is the risk of potential loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash. The Company limits its exposure to credit risk by only investing cash with high-credit quality financial institutions. The carrying amount of these financial assets represents the maximum credit exposure.

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 currently settles its financial obligations out of cash. The ability to do this relies on the Company raising debt or equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs.

Foreign Exchange Rate Risk

The Company is not currently exposed to significant foreign exchange rate risk.

(Expressed in Canadian dollars)

10. Financial Instruments and Risk Management (continued)

Interest Rate Risk

The Company is not exposed to significant interest rate risk as it does not have any liabilities with variable rates.

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.

11. Segmented Information

The Company operates in the mineral exploration and development industry and has two geographic segments, being Canada and Brazil.

2024

	Canada $	Brazil $	Total $
Exploration and evaluation assets	134,000	67,000	201,000

2023

	Canada $	Brazil $	Total $
Exploration and evaluation assets	311,000	55,000	366,000

12. Income Taxes

The tax effect (computed by applying the Canadian federal and provincial statutory rates) of the significant temporary differences, which comprise of deferred income tax assets and liabilities, are as follows:

	2024 $	2023 $
Canadian statutory income tax rate	27%	27%
Income tax recovery at statutory rate	(119,000)	(51,000)
Tax effect of:		
Permanent differences and other	–	(6,000)
True up of prior year differences	–	34,000
Change in unrecognized deferred income tax assets	119,000	23,000
Income tax provision	–	–

The significant components of deferred income tax assets and liabilities are as follows:

	2024 $	2023 $
Deferred income tax assets		
Non-capital losses carried forward	708,000	642,000
Share issuance costs	6,000	5,000
Exploration and evaluation assets	643,000	591,000
Total gross deferred income tax assets	1,357,000	1,238,000
Unrecognized deferred income tax assets	(1,357,000)	(1,238,000)
Net deferred income tax asset	–	–

(Expressed in Canadian dollars)

12. Income Taxes (continued)

As at November 30, 2024, the Company has non-capital losses carried forward of $2,623,370 which are available to offset future years' taxable income. These losses expire as follows:

	$
2035	6,881
2036	11,024
2037	135,356
2038	258,519
2039	484,642
2040	305,612
2041	561,660
2042	438,545
2043	176,187
2044	244,944
	2,623,370

The Company also has available mineral resource related expenditure pools totalling $2,583,224, which may be deducted against future taxable income on a discretionary basis.

13. Amalgamation with ACM

The Company entered into two agreements, the Arrangement Agreement and the Amalgamation Agreement, with ACM on October 23, 2024, which are subject to approval by the Canadian Securities Exchange, and remain outstanding as at November 30, 2024:

Arrangement Agreement

Under the Arrangement Agreement, the Company will incorporate a wholly owned-subsidiary, Revelations Mineral Inc. ("RMI") and transfer to it all of its assets and liabilities as a spin-out transaction, and it will then transfer all of RMI's issued and outstanding common shares to its current shareholders in a pro rata proportion to their ownership.

On January 21, 2025, the Company received final approval from the Supreme Court of British Columbia approving the Arrangement Agreement with ACM. The completion of the Arrangement Agreement remains outstanding subject to receipt of all necessary approvals, including final acceptance by the Canadian Securities Exchange.

Amalgamation Agreement

Pursuant to the Arrangement Agreement and subject to completion of the spin-out, the Company will complete a Reverse-Take-Over ("RTO") whereby ACM and RMI will amalgamate and continue the business of ACM and the securityholders of ACM will become securityholders of the Company as a three-cornered amalgamation. Under the Amalgamation Arrangement, the following will occur:

a. The Company will consolidate all of its common shares issued and outstanding on a 40-to-1 basis, and change its name to "Allied Critical Metals Inc."

b. The Company will consolidate its share purchase warrants issued and outstanding on a 40-to-1 basis.

c. The Company will incorporate a wholly-owned subsidiary, RMI.

d. ACM will complete a private placement, as a condition for the amalgamation, between $1,500,000 to $7,5000,000. Each unit will be comprised of one ACM common share and one-half of one whole ACM share purchase warrant, exercisable within 24 months from the date of issuance. On March 26, 2025, ACM completed its private placement for 23,000,000 units at $0.20 per unit for gross proceeds of $4,600,000.

13. Amalgamation with ACM (continued)

e. RMI will amalgamate with ACM into an amalgamated subsidiary ("Amalco"), wherein the shareholders of ACM will receive common shares of the Company in exchange for their common shares of ACM on a one-for-one basis.

f. The Company will then vertically amalgamate with Amalco.

As at November 30, 2024, both the Arrangement Agreement and Amalgamation Agreement was subject to closing conditions and remain outstanding.