ARMORY MINING CORP.

Consolidated Financial Statements

For the Year Ended November 30, 2024 and 2023

(Expressed in Canadian Dollars)

D&H Group LLP
Chartered Professional Accountants
300 – 855 Homer Street
Vancouver, BC V6B 2W2

dhgroup.ca
t. 604.731.5881
f. 604.731.9923

Independent Auditor's Report

To the Shareholders of Armory Mining Corp.

Opinion

We have audited the consolidated financial statements of Armory Mining Corp. (the "Company"), which comprise the consolidated statement of financial position as at November 30, 2024, and the consolidated statement of loss and comprehensive loss, consolidated statement of cash flows, and consolidated statement of changes in shareholders' equity for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

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

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

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

In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Assessment of Impairment Indicators of Exploration and Evaluation Assets

Description

Management assesses whether there are indicators of impairment to exploration and evaluation assets when facts and circumstances suggest that the carrying amount of an exploration and evaluation asset may exceed the recoverable amount. Management applies judgement in assessing whether impairment indicators are present. No impairment indicators were identified by management as of November 30, 2024.

This matter was significant to our audit because the carrying value of the Company's exploration and evaluation assets at November 30, 2024 was $4,583,146, which represents a significant portion of the Company's total assets, and management applies significant judgement in assessing whether impairment indicators are present. See Note 2 and Note 3 to the consolidated financial statements.

How the Key Audit Matter Was Addressed in the Audit

Our approach to addressing the matter included the following procedures, among others:

Evaluated management's assessment as to whether there were any indicators of impairment to exploration and evaluation assets, which included the following:

- Obtained all option agreements, confirmed the details of the option agreements with counterparties and confirmed exploration claim listings included in option agreements with the related mining authorities where appropriate.
- Obtained all mineral claim listings held by the Company and confirmed the mineral claims held with the related mining authorities or legal confirmation.
- Considered the Company's intentions to carry out future exploration and evaluation expenditures which included reading Board of Directors' meeting minutes and enquiring as to the intentions and strategy of the Company.
- Assessed whether there were other changes in circumstances indicating that the exploration and evaluation expenditures may not be recoverable, based on the evidence obtained in other areas of the audit.

Comparative Information

The consolidated financial statements of the Company for the year ended November 30, 2023 were audited by another auditor who expressed an unmodified opinion on those consolidated financial statements on April 1, 2024.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the consolidated financial statements, which indicates that the Company reported a net loss of $ 673,399 for the year ended November 30, 2024 and had an accumulated deficit of $21,456,272 as at November 30, 2024. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, 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.

Other Information

Management is responsible for the other information. The other information comprises the information included in Management's Discussion and Analysis.

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

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

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

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

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

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

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Trevor Nakanishi.

"D&H Group LLP"

Vancouver, B.C.
March 31, 2025

Chartered Professional Accountants

ARMORY MINING CORP.
Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)

	Note	November 30, 2024	November 30, 2023
		$	$
ASSETS			
Current assets			
Cash and cash equivalents		116,921	23,775
Amounts receivable		29,814	195,400
Prepaid		132,292	11,842
Marketable securities and investments	4	-	225,000
		279,027	456,017
Exploration and evaluation assets	3	4,583,146	3,519,557
		4,862,173	**3,975,574**
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	6	889,272	958,364
Loans payable		22,420	22,420
		911,692	980,784
SHAREHOLDERS' EQUITY			
Share capital	5	22,998,964	21,418,090
Contributed surplus		2,230,335	2,219,273
Subscription received		90,000	-
Accumulated other comprehensive income		87,454	140,300
Deficit		(21,456,272)	(20,782,873)
		3,950,481	2,994,790
		4,862,173	**3,975,574**

Nature and continuance of operations (Note 1)
Subsequent events (Note 10**)**

Approved on behalf of the Board of Directors on March 31, 2025:

/s/ Arjun Grewal
Arjun Grewal
Director

/s/ Lawrence Hay
Lawrence Hay
Director

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

ARMORY MINING CORP.
Consolidated Statements of Loss and Comprehensive Loss
For the Year Ended November 30, 2024 and 2023
(Expressed in Canadian Dollars)

	Note	2024	2023
		$	$
Expenses			
Advertising and marketing		-	481,020
Management and consulting fees	6	266,007	630,355
Office and other		113,004	223,439
Professional fees	6	173,579	229,752
Transfer agent and filing fees		62,497	67,608
Share-based compensation	5, 6	11,062	834,559
Loss before other items		(626,149)	(2,466,733)
Other Items			
Foreign exchange (loss) gain		(2,273)	(16,828)
Gain on debt settlement		10,750	73,232
Interest income		7,523	878
Unrealized gain on marketable securities	4	-	123,117
Realized gain/loss on marketable securities	4	(63,250)	(168,835)
Write-off exploration and evaluation asset		-	(1,085,277)
Loss on disposal of exploration and evaluation asset		-	(1,942,233)
		(47,250)	(3,015,946)
Net loss for the year		**(673,399)**	**(5,482,679)**
Items that may be reclassified to net loss:			
Foreign currency translation adjustment		(52,846)	(16,934)
Comprehensive loss for the year		**(726,245)**	**(5,499,613)**
Basic and diluted loss per common share		(0.06)	(0.51)
Weighted average number of common shares outstanding		12,494,106	10,948,326

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

ARMORY MINING CORP.
Consolidated Statements of Cash Flows
For the Year Ended November 30, 2024 and 2023
(Expressed in Canadian Dollars)

	2024	2023
	$	$
Cash flows used in operating activities		
Loss for the year	(673,399)	(5,482,679)
Items not affecting cash:		
Share-based compensation	11,062	834,559
Gain on debt settlement	(10,750)	(73,232)
Unrealized gain on marketable securities	-	(123,117)
Realized loss on marketable securities	63,250	168,835
Write-off exploration asset	-	1,085,277
Loss on disposal of exploration and evaluation assets	-	1,942,233
Changes in non-cash working capital:		
Amounts receivable	165,586	(22,875)
Prepaid expense	(120,450)	658,789
Accounts payable and accrued liabilities	74,408	27,613
	(490,293)	(984,597)
Cash flows used in investing activities		
Exploration and evaluation assets costs	(128,433)	(709,737)
Exploration and evaluation assets option	110,000	-
Sale of exploration and evaluation asset	-	250,000
Sale of marketable securities	161,750	281,365
	143,317	(178,372)
Cash flows provided by financing activities		
Shares issued for private placement	380,000	-
Share issuance costs	(13,876)	-
Subscriptions received	90,000	-
	456,124	-
Effect of foreign exchange on cash	(16,002)	58,122
Change in cash and cash equivalents during the year	93,146	(1,104,847)
Cash and cash equivalents, beginning of year	23,775	1,128,622
Cash and cash equivalents, end of the year	**116,921**	**23,775**
Interest and taxes	-	-

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

ARMORY MINING CORP.

Consolidated Statements of Changes in Shareholders' Equity
For the Year Ended November 30, 2024
(Expressed in Canadian Dollars)

	Share Capital	Share Capital	Contributed surplus	Subscriptions received	AOCI	Deficit	Total
	#	$	$	$	$	$	$
Balance, November 30, 2022	**10,672,169**	**20,427,648**	**2,371,214**	**-**	**157,234**	**(15,300,194)**	**7,655,902**
RSU exercised	430,000	986,500	(986,500)	-	-	-	-
Shares issued for exploration and evaluation assets	7,885	3,942	-	-			3,942
Share-based compensation	-	-	834,559	-	-	-	834,559
Net and comprehensive loss for the year	-	-	-	-	(16,934)	(5,482,679)	(5,499,613)
Balance, November 30, 2023	**11,110,054**	**21,418,090**	**2,219,273**	**-**	**140,300**	**(20,782,873)**	**2,994,790**
Shares issued pursuant to private placement	7,600,000	380,000	-	-	-	-	380,000
Share issuance costs	-	(13,876)	-	-	-	-	(13,876)
Subscriptions received	-	-	-	90,000	-	-	90,000
Shares issued for exploration and evaluation asset	6,525,000	1,082,000	-	-	-	-	1,082,000
Shares issued for debt	1,475,000	132,750	-	-	-	-	132,750
Share-based compensation	-	-	11,062	-	-	-	11,062
Net and comprehensive loss for the year	-	-	-	-	(52,846)	(673,399)	(726,245)
Balance, November 30, 2024	**26,710,054**	**22,998,964**	**2,230,335**	**90,000**	**87,454**	**(21,456,272)**	**3,950,481**

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

1. NATURE OPERATIONS AND GOING CONCERN

Armory Mining Corp. (formerly, Spey Resources Corp.) ("Army" or the "Company") was incorporated on July 31, 2017, under the laws of British Columbia. The address of the Company's corporate office and its principal place of business is Suite 1100-1199 West Hastings Street, Vancouver, BC V6E 3T5 Canada. The Company is listed for trading on the Canadian Securities Exchange ("CSE") under the symbol "ARMY".

The Company's principal business activities include the acquisition and exploration of mineral property assets. As at November 30, 2024, the Company had not yet determined whether the Company's mineral property assets contain ore reserves that are economically recoverable. The recoverability of amount shown for exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain the necessary financing to complete the development of and the future profitable production from the property or realizing proceeds from its disposition.

On June 28, 2024, the Company consolidated its outstanding common shares on a 10:1 basis. All share amounts have been restated on a consolidated basis.

The Company had a net loss of $673,399 for the year ended November 30, 2024 (2023 - $5,482,679) and an accumulated deficit of $21,456,272 as at November 30, 2024 (2023 - $20,782,873), which has been funded by the issuance of equity. The Company's ability to continue its operations and to realize its assets at their carrying values is dependent upon obtaining additional financing and generating revenues sufficient to cover its operating costs. The outcome of these matters cannot be predicted at this time and indicate the existence of material uncertainty that may cast significant doubt upon the Company's ability to continue as a going concern.

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

These consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

2. MATERIAL ACCOUNTING POLICIES

The following is a summary of the material accounting policies used in the preparation of these consolidated financial statements.

Statement of compliance

These consolidated financial statements are audited and have been prepared in accordance with IFRS issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

Basis of presentation

The consolidated financial statements of the Company have been prepared on an accrual basis and are based on historical costs, except for certain financial assets and liabilities that are measured at fair value. The consolidated financial statements are presented in Canadian dollars unless otherwise noted.

(Expressed in Canadian Dollars)

Basis of consolidation
These consolidated financial statements include the accounts of the Company and its subsidiaries at the end of the reporting period as follows:

	Incorporation	Percentage owned 2024	Percentage owned 2023
Antimony Assets Inc.	Canada	100%	-
Tech One	Canada	100%	100%
Tay Resources Corp.	Canada	100%	100%
Lithium Energy Metal Corporation ("LEM")	Canada	100%	100%
Spey Resources Argentina S.A.[1]	Argentina	80%	100%

[1]On November 30, 2023, 20% of Spey Resources Argentina S.A. was transferred to AIS Resources, the holder of a 20% interest in the Candella project. The value of the NCI was determined to be $nil.

All significant intercompany accounts and transactions between the Company and its subsidiaries have been eliminated upon consolidation.

Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

Cash and cash equivalents
Cash and cash equivalents comprise cash on hand and demand deposits, as well as short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Cash and cash equivalents are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes.

Exploration and evaluation assets
All costs related to the acquisition, exploration and development of mineral properties are capitalized. Upon commencement of commercial production, the related accumulated costs are amortized against projected income using the units-of-production method over estimated recoverable reserves.

Management annually assesses carrying values of non-producing properties and properties for which events and circumstances may indicate possible impairment. Impairment of a property is generally considered to have occurred if the property has been abandoned, there are unfavourable changes in the property economics, there are restrictions on development, or when there has been an undue delay in development, which exceeds three years. In the event that estimated discounted cash flows expected from its use or eventual disposition is determined by management to be insufficient to recover the carrying value of the property, the carrying value is written down to the estimated recoverable amount.

The recoverability of mineral properties and exploration and development costs is dependent on the existence of economically recoverable reserves, the ability to obtain the necessary financing to complete the development of the reserves, and the profitability of future operations. The Company has not yet determined whether or not any of its future mineral properties contain economically recoverable reserves. Amounts capitalized to mineral properties as exploration and development costs do not necessarily reflect present or future values.

When options are granted on mineral properties or properties are sold, proceeds are credited to the cost of the property. If no future capital expenditure is required and proceeds exceed costs, the excess proceeds are reported as a gain.

Decommissioning, restoration and similar liabilities
An obligation to incur restoration, rehabilitation and environmental costs arises when environmental disturbance is caused by the exploration or development of a mineral property interest. Such costs arising from the decommissioning of plant and other site preparation work, discounted to their net present value, are provided

for and capitalized at the start of each project to the carrying amount of the asset, along with a corresponding liability as soon as the obligation to incur such costs arises. The timing of the actual rehabilitation expenditure is dependent on a number of factors such as the life and nature of the asset, the operating license conditions and, when applicable, the environment in which the mine operates.

Discount rates using a pre-tax rate that reflects the time value of money are used to calculate the net present value. These costs are charged against profit or loss over the economic life of the related asset, through amortization using either the units-of-production or the straight-line method. The corresponding liability is progressively increased as the effect of discounting unwinds creating an expense recognized in profit or loss.

Decommissioning costs are also adjusted for changes in estimates. Those adjustments are accounted for as a change in the corresponding capitalized cost, except where a reduction in costs is greater than the unamortized capitalized cost of the related assets, in which case the capitalized cost is reduced to nil and the remaining adjustment is recognized in profit or loss.

The operations of the Company have been, and may in the future be, affected from time to time in varying degree by changes in environmental regulations, including those for site restoration costs. Both the likelihood of new regulations and their overall effect upon the Company are not predictable.

The Company has no material restoration, rehabilitation, and environmental obligations as the disturbance to date is immaterial.

Foreign currency translation
The functional currency of an entity is the currency of the primary economic environment in which the entity operates. The functional currency of Army and its subsidiaries is the Canadian dollar (“CAD”) with the exception of Spey Argentina which has a functional currency of the Argentine Peso (“ARS”). The functional currency determinations were conducted through an analysis of the consideration factors identified in IAS 21, *The Effects of Changes in Foreign Exchange Rates*.

Transactions in foreign currencies are recorded at exchange rates prevailing on the dates of the transactions. At the end of each reporting period, monetary assets and liabilities denominated in foreign currencies are translated at the period end exchange rate while non-monetary assets and liabilities in foreign currencies are translated at historical rates. Revenues and expenses are translated at the average exchange rates approximating those in effect during the reporting period.

For the purposes of presenting consolidated financial statements, the assets and liabilities of the Company’s ARS operations are translated into CAD at the exchange rate at the reporting date. The income and expenses are translated using the average rate for the period. Foreign currency differences that arise on translation for consolidation purposes are recognized in other comprehensive loss.

Impairment of non-financial assets
The carrying amounts of the Company’s non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If indicators exist, then the asset’s recoverable amount is estimated. The recoverable amounts of the following types of intangible assets are measured annually whether or not there is any indication that it may be impaired:

(i) an intangible asset with an indefinite useful life; and
(ii) an intangible asset not yet available for use.

The recoverable amount of an asset or cash-generating unit (“CGU”) is the greater of its value in use (“VIU”) and its fair value less costs to sell (“FVLCS”). In assessing VIU, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

The Company’s assets do not generate separate cash inflows. If there is an indication that a corporate asset may be impaired, then the recoverable amount is determined for the CGU to which the corporate asset belongs.

An impairment loss is recognized if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognized in the consolidated statement of loss and comprehensive loss.

In respect of assets other than intangible assets that have indefinite useful lives, impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed in a subsequent period when there has been an increase in the recoverable amount of a previously impaired asset or CGU. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

Financial Instruments

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

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

Financial assets and liabilities carried at FVTPL are initially recorded at fair value, with transaction costs expensed in profit or loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in profit or loss in the period in which they arise.

Financial assets and liabilities carried at FVOCI are initially recorded at fair value plus or minus transaction costs, respectively. Unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVOCI are included in comprehensive income or loss in the period in which they arise.

Impairment of financial assets at amortized cost
The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. Regardless of whether credit risk has increased significantly, the loss allowance for trade receivables without a significant financing component classified at amortized cost, are measured using the lifetime expected credit loss approach. The Company shall recognize in the statements of net (loss) income, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

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

of ownership to another entity. Gains and losses on derecognition are generally recognized in profit or loss.

Impairment of financial assets
At each reporting date, the Company assesses whether there is objective evidence that a financial asset is impaired. If such evidence exists, an impairment loss is recognized in profit or loss.

Impairment losses on financial assets carried at amortized cost, including loans and receivables, are calculated as the difference between the amortized cost of the loan or receivable and the present value of the estimated future cash flows, discounted using the instrument's original effective interest rate. Impairment losses on financial assets carried at amortized cost are reversed in subsequent periods if the amount of the loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized.

Share capital
Common shares issued by the Company are classified as equity. Costs directly attributable to the issue of common shares, share purchase warrants and share options are recognized as a deduction from equity, net of any tax effects.

Equity financing
The Company engages in equity financing transactions to obtain the funds necessary to continue operations. These equity financings transactions may involve issuance of common shares or units. Units typically comprise a certain number of common shares and share purchase warrants. Depending on the terms and conditions of each equity financing transaction, the warrants are exercisable into additional common shares at a price prior to expiry as stipulated by the terms of the transaction. The Company has adopted the residual value method with respect to the allocation of proceeds received on sale of units to the underlying common shares and share purchase warrants issued as private placement units.

The fair value of the common shares issued in private placements is determined by the closing quoted bid price on the announcement date. The balance, if any, is allocated to the attached share purchase warrants.

Flow through shares
The resource expenditure deductions for income tax purposes related to exploration and development activities funded by flow-through share arrangements are renounced to investors in accordance with Canadian tax legislation. On issuance, the premium recorded on the flow-through share, being the difference in price over a common share with no tax attributes, is recognized as a liability. As expenditures are incurred, the liability associated with the renounced tax deductions is recognized through profit and loss with a pro-rata portion of the deferred premium.

To the extent that the Company has deferred tax assets in the form of tax loss carryforwards and other unused tax credits as at the reporting date, the Company may use them to reduce its deferred tax liability relating to tax benefits transferred through flow-through shares.

Share-based payments
The share option plan allows Company employees and consultants to acquire shares of the Company through exercising share options or restricted share units. The fair value of share options and restricted share units granted is recognized as a share-based compensation expense with a corresponding increase in the equity settled share-based payments reserve in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee.

For employees, the fair value is measured at grant date and each tranche is recognized on a straight-line basis over the period during which the share options vest. The fair value of the share options granted is measured using the Black-Scholes option pricing model taking into account the terms and conditions upon which the share options were granted. The fair value of restricted share units is determined based on the market price on the grant date.

At the end of each reporting period, the amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest.

Equity-settled share-based payment transactions with non-employees are measured at the fair value of the goods or services received. However, if the fair value cannot be estimated reliably, the share-based payment transaction is measured at the fair value of the equity instruments granted at the date the Company receives the goods or the services.

Current and deferred income taxes
Income tax expense comprises current and deferred tax. Income tax is recognized in profit or loss, except to the extent that it relates to items recognized in other comprehensive loss or directly in equity. In this case income tax is also recognized in other comprehensive loss or directly in equity, respectively.

Current income tax
The current income tax charge is calculated on the basis of the tax laws enacted or substantially enacted at the statement of financial position date in the countries where the Company's subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax
Deferred income tax is recognized, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates and laws that have been enacted or substantially enacted by the statement of financial position date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred income tax assets are recognized only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized.

Loss per share
Basic loss per share is computed by dividing income attributable to common shareholders by the weighted average number of common shares outstanding during the year. The computation of diluted loss per share assumes the conversion, exercise or contingent issuance of securities only when such conversion, exercise or issuance would have a dilutive effect on loss per share earnings. The Company computes the dilutive impact of common shares using the treasury stock method, which assumes the proceeds received from the pro forma exercise of in-the-money share options and warrants are used to purchase common shares at average prices.

Provisions
A provision is recognized when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and the amount of the obligation can be reliably estimated. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

Related party transactions
Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties. Related party transactions that are

in the normal course of business and have commercial substance are measured at the exchange amount, which is determined on a cost recovery basis.

New accounting standards issued but not yet effective

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any of these standards and is currently evaluating the impact, if any, that these standards might have on its consolidated financial statements. Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's consolidated financial statements.

Use of estimates and judgments

The preparation of these consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and reported amounts of expense during the reporting period. Actual outcomes could differ from these estimates. These consolidated financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimates are revised and future periods if the revision affects both current and future periods.

These estimates are based on historical experience, current and future economic conditions and other factors, including expectation of future events that are believed to be reasonable under the circumstances.

The following are critical judgments and estimations that management has made in the process of applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements:

<u>Acquisition of LEM</u>

Judgement was applied to determine if the acquisition of LEM represented a business combination or an asset purchase in accordance with IFRS 3, Business Combinations. The transaction was accounted for as an asset acquisition, whereby all of the assets acquired and liabilities assumed would be assigned a carrying amount based on relative fair values. The Company's application of the recognition principle may also result in recognizing some assets and liabilities that the acquiree had not previously recognized as assets and liabilities in its financial statements, which require management judgement (Note 3).

<u>Assessment of Impairment</u>

The assessment for indicators of impairment of exploration and evaluation assets and related determination of the net realizable value and write-down of the mineral property where applicable involves judgments and assessments made by management.

<u>Income taxes</u>

In assessing the probability of future taxable income in which deferred tax assets can be utilized, management makes estimates of future profits or losses adjusted for significant non-taxable income and expenses and specific limits to the use of any unused tax loss or credit. If a positive forecast of taxable income indicates the probable use of a deferred tax asset, especially when it can be utilized without a time limit, that deferred tax asset is usually recognized in full. The recognition of deferred tax assets that are subject to certain legal or economic limits or uncertainties is assessed individually by management based on the specific facts and circumstances.

<u>Valuation of Investments</u>

Management applies estimates when investments are not actively traded. The Company values the investments using market data obtained from other external and independent sources. This data may include recent financings, quoted prices for similar assets and liabilities in active markets, as well as prices for identical or similar assets and liabilities in inactive markets. Additionally, models incorporating observable inputs, such as default rates, interest rates, and yield curves, may be utilized to determine fair values.

(Expressed in Canadian Dollars)

Valuation of share-based compensation
The Company uses the Black-Scholes Option Pricing Model for valuation of share-based compensation and other equity-based payments. Option pricing models require the input of subjective assumptions including expected price volatility, interest rate, and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings and equity reserves.

Going Concern
The assumption that the Company is a going concern and will continue in operation for the foreseeable future and at least one year. The factors considered by management are disclosed in Note 1.

3. EXPLORATION AND EVALUATION ASSETS

	Kaslo Silver	Candela II	Pocitos I & II	LEM	Riley Creek	Armory	Total
	$	$	$	$	$	$	$
Acquisition Cost							
At November 30, 2022	**411,640**	**1,530,500**	**303,692**	**2,417,233**	**-**	**-**	**4,663,065**
Cash payment for option agreement cancelation	-	-	451,252	-	-	-	451,252
Shares	3,942	-	-	-	-	-	3,942
Option payment	-	-	(112,820)	(475,000)	-	-	(587,820)
Disposal	-	-	-	(1,942,233)	-	-	(1,942,233)
Write-off of exploration asset	-	-	(642,124)	-	-	-	(642,124)
At November 30, 2023	**415,582**	**1,530,500**	**-**	**-**	**-**	**-**	**1,946,082**
Cash payments	90,000	-	-	-	-	25,000	115,000
Shares issued	62,000	-	-	-	995,000	25,000	1,082,000
Option payment received	-	(110,000)	-	-	-	-	(110,000)
At November 30, 2024	**567,582**	**1,420,500**	**-**	**-**	**995,000**	**50,000**	**3,033,082**
Exploration Costs							
At November 30, 2022	**72,392**	**1,220,938**	**445,574**	**-**	**-**	**-**	**1,738,904**
Additions	49,619	230,526	21,983	-	-	-	302,128
Write-off of exploration asset	-	-	(443,153)	-	-	-	(443,153)
Foreign exchange	-	-	(24,404)	-	-	-	(24,404)
At November 30, 2023	**122,011**	**1,451,464**	**-**	**-**	**-**	**-**	**1,573,475**
Assaying	5,212	-	-	-	-	-	5,212
Administration	754	-	-	-	-	-	754
Consulting	2,500	-	-	-	-	-	2,500
Travel	2,153	-	-	-	2,814	-	4,967
Foreign exchange	-	(36,844)	-	-	-	-	(36,844)
At November 30, 2024	**132,630**	**1,414,620**	**-**	**-**	**2,814**	**-**	**1,550,064**
At November 30, 2023	**537,593**	**2,981,964**	**-**	**-**	**-**	**-**	**3,519,557**
At November 30, 2024	**700,212**	**2,835,120**	**-**	**-**	**997,814**	**50,000**	**4,583,146**

Kaslo Silver Property

The Company has an option to acquire an undivided 100% interest in and to the Kaslo Silver Property (the "Kaslo Silver Property"), a silver and base metal property, located 12 kilometres west of Kaslo in southern British Columbia.

The option was amended on November 8, 2022, September 15, 2023 and September 9, 2024 and is exercisable by the Company pursuant to the following:

1) Cash payments as follows
    a. $30,000 on or before May 12, 2022 (paid);
    b. $20,000 on or before March 21, 2024 (paid);
    c. $10,000 on or before June 15, 2024 (paid); and
    d. $60,000 on or before September 9, 2024 (paid).
2) Issuing an aggregate of 57,885 common shares as follows:
    a. 50,000 shares on or before November 30, 2022 (issued and fair valued at $87,500, $30,712 accrued at November 30, 2021); and
    b. 7,885 common shares on or before September 15, 2023 (issued); and
    c. $50,000 worth of common shares on December 15, 2023 (issued 100,000 common shares)
    d. $60,000 worth of common shares (issued 1,200,000 common shares)

Pursuant to the latest amendment the Company has earned 100% interest in the Kaslo Silver Property.

The Company is also required to issue an additional 13,142 common shares upon the commencement of commercial production at the Kaslo Silver Property.

Upon commencement of commercial production at the Kaslo Silver Property, the Kaslo Silver Property will be subject to 2.5% net smelter return royalty. All securities issuable in connection with the option are subject to a statutory hold period expiring four months and a day from the date of issue.

Candella II Project

On March 18, 2021, Tech One entered into a mineral property option agreement (the "Candela II Agreement") with A.I.S Resources Ltd. (the "Optionor"). The Company has an option to acquire up to a 100% interest in the mining tenement known as Candella II located in Salar de Incahuasi, Province of Salta, Argentina (the “Concession”).

On April 28, 2021, the Company entered into an amended and restated exploration and mineral property purchase agreement (the "Amended Agreement") with the Optionor, which supersedes the Candela II Agreement, to include a clause to appoint the Optionor as the exclusive project manager for any exploration conducted on the Concession.

Pursuant to the terms of the Agreement and the Amended Agreement, the Company acquired an 80% interest in the Concession by completing the following:

- Making a cash payment of US$100,000 upon signing of the Agreement (paid);
- Making a cash payment of US$100,000 on or before September 18, 2021 (paid);
- Making a cash payment of US$1,000,000 on or before March 18, 2022 (paid); and
- Incurring minimum exploration expenditures totaling US$500,000 on or before March 17, 2022 (incurred).

On March 4, 2024 the Company entered into an option agreement (the “Candela Option”) with American Salars Lithium Inc. (“American Salars”) where by the Company has granted American Salars the option to acquire the Company’s 80% interest in the Candela II project. As part of the Candela Option, the title of the Candela property was transferred to Spey Resources Argentina S.A. and 20% of the outstanding shares of Spey Resources Argentina S.A were transferred to AIS, as they hold a 20% interest in the Candela II project. In consideration the

(Expressed in Canadian Dollars)

Company will receive $1,958,000 and 5,268,000 common shares of American Salars at a price of $0.30 per share as follows:

	Cash $	Shares #
Within 60 days of the Candela Option	110,000 (received)	1,317,000
On or before the 1st anniversary execution of the Candela option	176,000	1,317,000
On or before the 2nd anniversary execution of the Candela option	352,000	1,317,000
On or before the 3rd anniversary execution of the Candela option	440,000	1,317,000
On or before the 4th anniversary execution of the Candela option	440,000	–
On or before the 5th anniversary execution of the Candela option	440,000	–
Total	1,958,000	5,268,000

As at November 30, 2024, the Company had not yet received the shares of American Salars and is exploring its options. Subsequent to November 30, 2024, American Salars relinquished their option and will not make any additional cash payments or share issuances.

Pocitos I and II

The Company entered into an Option Agreement (the "Pocitos Agreement") dated June 23, 2021, with A.I.S. Resources Ltd. ("AIS") for an option to acquire a 100% interest in the Pocitos I and Pocitos II claims (the "Pocitos Property") located in Salta, Argentina.

Pursuant to an underlying option agreement, AIS can exercise an option (the "Underlying Option") to acquire the Pocitos Property, and additional related claims, from the current owners.

Upon the exercise of the Underlying Option by AIS, the Company will be able to exercise its option pursuant to the Pocitos Agreement and acquire a 100% interest in the Pocitos Property from AIS by paying a total of US$1,732,000. On January 28, 2022, the Pocitos Agreement was amended to extend the payment due date from June 23, 2022 to June 30, 2023.

In order to maintain the option in good standing under the Pocitos Agreement, the Company was required to pay AIS a total of US$200,000 (paid) and issue 250,000 common shares (issued). In addition, the Company was required to complete a US$500,000 exploration program on the Pocitos Property by June 30, 2023. Upon exercise of the option and the Company's acquisition of a 100% interest in the Property, AIS will retain a 7.5% royalty on the sales revenue of lithium carbonate or other lithium compounds from the Property, net of export taxes.

On March 23, 2022, the Company entered into an assignment agreement with Recharge Resource Ltd. ("Recharge") to assign its rights to acquire the 80% undivided interest in, and commitments and obligations related to, the Pocitos I Property, for consideration as follows:

- Cash payment of US $350,000 within 3 day of March 23, 2022 (received – $442,400)
- Cash payment of US $500,000 by March 23, 2023 (received subsequent - $687,850)
- Issuance of Recharge common shares worth US$400,000 (received – fair valued at $603,408)
- Issuance of Recharge common shares worth US$500,000 by March 23, 2023 (issued and returned)

The Company incurred a finder's fee of $97,500 on the option agreement. The gross proceeds of $1,045,808 received during the year ended November 30, 2022, less the finder's fee of $97,500, were recorded against the acquisition cost of the property.

On February 21, 2023, the Company entered into an additional option agreement with Recharge pursuant to which Recharge may acquire a 100% interest in the Company's Pocitos II project. Under the terms of the agreement, Recharge may exercise its option by:

- Paying US$744,800 on or before June 30, 2023; and
- Issuing the Company $500,000 worth of common shares of Recharge within seven business days following the execution of the option agreement.
- In the event the option is exercised, and the above criteria are fulfilled, Recharge will be obligated to pay the Company an additional $500,000 in cash or common shares within 18 months following the execution of the option agreement.

On August 10, 2023, the Pocitos Agreement with AIS was terminated and as a result the Recharge option agreements were terminated. The termination of both agreements resulted in the Company repaying USD $850,000 to Recharge and returning 2,500,000 common shares of Recharge which were received as part of the assignment agreements. Upon termination of the agreements the Company wrote-off $1,085,277 in acquisition costs and deferred exploration costs associated with the Pocitos Properties. The Company has no remaining obligations associated with the Pocitos Properties to AIS or Recharge.

LEM Claims

On October 7, 2022, the Company issued 979,000 common shares to acquire a 100% interest in Lithium Energy Metals Corporation ("LEM"). LEM is a British Columbia incorporated company whose only asset is four lithium claims in the James Bay Region of Quebec that were recorded at their acquisition cost of $67,633. The common shares issued were fair valued at $2,349,600 and the value was fully allocated to the LEM claims. For accounting purposes, the transaction was treated as an asset acquisition.

On July 4, 2023, the Company entered into an agreement to sell its LEM claims to Prospectus Capital Inc. ("Prospectus") a privately held, arm's length company based out of British Columbia. In exchange, the Company received $250,000 cash and upon completion of a transaction, whereby Prospectus lists on a stock exchange, the Company would receive 1,500,000 common shares of Prospectus. On November 15, 2023 the Company received 1,500,000 common shares of Quebec Pegmatite Holdings Corp. (formerly, First Responder Technologies Ltd.) as consideration in lieu of shares of Prospectus. The fair value of the common shares received was $225,000. The CFO of the Company is also the CFO of Quebec Pegmatite Holdings Corp. During the year ended November 30, 2023, the Company recorded a loss on disposal of exploration and evaluation assets of $1,942,233.

Riley Creek

On November 19, 2024, the Company issued 4,975,000 common shares to acquire a 100% interest in Antimony Assets Inc. an Ontario company whose only asset is two mineral claims located in Haida Gwaii, British Columbia known as the "Riley Creek Project". As the mineral claims were the only assets of Antimony Assets Inc. the acquisition was accounted for as an asset acquisition and the consideration shares were fair valued at $995,000, with the value fully allocated to the Riley Creek Project.

Armory Project

On October 25, 2024, the Company entered into an option agreement to acquire a 100% interest in certain mineral claims located adjacent to and surrounding the past-producing West Gore antimony-gold mine in central Nova Scotia (the "Armory Project"). Per the terms of the agreement the Company can acquire a 100% interest by completing the following:

- Making cash payments of $25,000 within five days of closing of the transaction (paid)
- Issue 250,000 common shares of the Company within five days of closing (issued)
- Issue 250,000 common shares of the Company on or before the date which is four months from closing
- Make an additional cash payment of $25,000 on or before the date which is six months from closing.
- Issue an additional 250,000 common shares on or before the date which eight months from closing.

(Expressed in Canadian Dollars)

The Armory Project is subject to a 2% NSR royalty. The Company has the option to purchase 50% of the NSR royalty, being a 1% NSR royalty at any time for $500,000.

4. MARKETABLE SECURITIES AND INVESTMENTS

On March 24, 2022, the Company received 1,005,680 common shares of Recharge Resources Ltd. as part of the assignment agreement of the Pocitos I Property (Note 3). The common shares were fair valued at $603,408 and recorded as marketable securities.

On November 15, 2023, the Company received 1,500,000 common shares of Quebec Pegmatite Holdings Corp. (formerly, First Responder Technologies Ltd.) as part of the purchase agreement of the LEM property (Note 3). The movements in marketable securities during the nine months ended August 31, 2024, is as follows:

	$
Balance, November 30, 2022	**214,263**
Additions	337,820
Sales	(281,365)
Unrealized gain on marketable securities	123,117
Realized loss on sale of marketable securities	(168,835)
Balance, November 30, 2023	**225,000**
Proceeds on disposition	(161,750)
Realized loss on marketable securities	(63,250)
Balance, November 30, 2024	**-**

5. SHARE CAPITAL

Authorized Share Capital

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

Issued share capital

During the year ended November 30, 2024:

- The Company issued 100,000 common shares valued at $20,000 for the Kaslo property.
- The Company issued 1,200,000 common shares valued at $42,000 for the Kaslo property
- On October 23, 2024, the Company closed a non-brokered private placement issuing 6,600,000 units at $0.05 per unit for gross proceeds of $330,000. Each unit consists of one common share and one-half share purchase warrant. Each full warrant is exercisable at a price of $0.06 per share until October 23, 2029. The Company valued the warrants at $nil using the residual value method.
- On November 4, 2024, the Company closed a non-brokered private placement issuing 1,000,000 units for gross proceeds of $50,000. Each unit consists of one common share and one-half share purchase warrant. Each full warrant is exercisable at a price of $0.06 per share until November 4, 2029. The Company valued the warrants at $nil using the residual value method. The Company incurred cash share issuance costs of $13,876.
- On November 4, 2024, the Company issued 250,000 common shares valued at $25,000, pursuant to the Armory Project acquisition (Note 10).
- On November 12, 2024, the Company issued 1,475,000 common shares, valued at $132,750, to settle debt of $143,500. The Company recorded a gain on debt settlement of $10,750.
- On November 19, 2024, the Company issued 4,975,000 common shares, valued at $995,000, pursuant to the acquisition of the Riley Creek Project.

(Expressed in Canadian Dollars)

During the year ended November 30, 2023:

- On April 12, 2023, the Company issued 430,000 pursuant to the exercise of restricted share units. The Company transferred $986,500 from contributed surplus to share capital upon exercise.
- On September 15, 2023, the Company issued 7,885 common shares valued at $3,942 pursuant to the Kaslo Silver Property agreement.

Share options

The Company has established a rolling share option plan (the "Plan"), in which the maximum number of common shares which can be reserved for issuance under the Plan is 10% of the issued and outstanding shares of the Company. The minimum exercise price of the options is set at the Company's closing share price on the day before the grant date, less allowable discounts in accordance with the policies of the CSE. The vesting provisions are determined by the Board of Directors and, unless otherwise stated, fully vest when granted.

Share option transactions are summarized as follows:

	Number of Share Options	Weighted Average Exercise Price
		$
Balance, November 30, 2022	**366,500**	2.40
Expired	(14,000)	1.00
Balance, November 30, 2023	**352,500**	2.41
Expired	(352,500)	2.41
Balance, November 30, 2024	**-**	**-**

Warrants

Warrant transactions for the year ended November 30, 2024 are summarized as follows:

	Number of Share Options	Weighted Average Exercise Price
		$
Balance, November 30, 2022	**2,397,584**	**3.70**
Expired	(1,106,525)	4.00
Balance, November 30, 2023	**1,291,059**	**3.50**
Expired	(1,291,059)	3.50
Issued	3,800,000	0.06
Balance, November 30, 2024	**3,800,000**	**0.06**

(Expressed in Canadian Dollars)

A summary of the warrants outstanding at November 30, 2024 is as follows:

Number of Warrants Outstanding	Exercise Price	Expiry Date
	$	
3,300,000	0.06	October 23, 2029
500,000	0.06	November 4, 2029
3,800,000		

The weighted average life of warrants outstanding at November 30, 2024 was 4.90 years.

Restricted Share Units

On October 4, 2022, the Company granted 560,000 Restricted Share Units ("RSU") to certain directors, officers and consultants of the Company, the RSU's have a four-month vesting period at which time they are fully exercisable into common shares of the Company. The RSU's were fair valued at $1,344,000.

On November 21, 2022, the Company granted 70,000 RSUs to certain officers and consultants of the Company and the RSU's have a four-month vesting period at which time they are fully exercisable into common shares of the Company. The RSU's were fair valued at $122,500.

During the year ended November 30, 2023, the Company recorded $834,559 in share-based compensation expense related to the vesting of the RSU's. On April 12, 2023, the vesting period for the all outstanding RSUs had completed and of the total 430,000 RSUs were exercised. During the year ended November 30, 2024 the remaining 200,000 RSUs were cancelled.

On October 25, 2024, the Company granted 300,000 RSUs to an officer of the Company, the RSU's have a four-month vesting period at which time they are fully exercisable into common shares of the Company. The RSU's were fair valued at $27,000.

On November 4, 2024, the Company granted 150,000 RSUs to an officer of the Company, the RSU's have a four-month vesting period at which time they are fully exercisable into common shares of the Company. The RSU's were fair valued at $15,000.

As at November 30, 2024, the Company had 450,000 RSUs outstanding.

6. RELATED PARTY TRANSACTIONS AND BALANCES

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's executive officers including the chief executive officer ("CEO") and the chief financial officer ("CFO") and the members of the Board of Directors. Transactions with related parties are made in the normal course of business and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Accounts payable and accrued liabilities at November 30, 2024, include $213,766 (November 30, 2023 - $339,321) owing to directors, officers, or to companies significantly controlled by common directors for unpaid fees and expense reimbursements. The amounts owing are unsecured, non-interest bearing and due on demand.

(Expressed in Canadian Dollars)

Summary of key management personnel compensation:

	2024	2023
	$	$
Management and consulting fees[1]	65,000	365,000
Professional fees[2]	57,263	77,100
Share-based compensation	11,062	267,521
	133,325	**709,621**

[1]Includes fees paid or payable to the CEO, former CFO and former CEO for services rendered to the Company
[2]Includes fees paid or payable to a company the CFO is a managing director of for services rendered to the Company

As described in Note 3, on April 4, 2023, the Company entered into an agreement to sell LEM claims to Prospectus. In exchange, the Company received $250,000 cash and 1,500,000 common shares of Quebec Pegmatite Holdings Corp. The Company and Quebec Pegmatite Holdings Corp. are related parties through sharing certain key management personnel.

7. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Categories of financial assets and financial liabilities
Financial instruments are classified into one of the following categories: fair value through profit or loss ("FVTPL"); amortized costs; and fair value through other comprehensive income. The carrying values of the Company's financial instruments are classified into the following categories:

Financial Instrument	Category	November 30, 2024	November 30, 2023
		$	$
Cash	FVTPL	116,921	23,775
Marketable securities and investments	FVTPL	-	225,000
Accounts payable	Amortized cost	(889,272)	(857,712)
Loans payable	Amortized cost	(22,420)	(22,420)

The Company's financial instruments recorded at fair value require disclosure about how the fair value was determined based on significant levels of inputs described in the following hierarchy:

Level 1 - Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and value to provide pricing information on an ongoing basis.

Level 2 - Pricing inputs are other than quoted prices in active markets included in Level 1. Prices in Level 2 are either directly or indirectly observable as of the reporting date. Level 2 valuations are based on inputs including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the market place.

Level 3 - Valuations in this level are those with inputs for the asset or liability that are not based on observable market data.

The recorded amounts for cash, marketable securities and investments, accounts payable and loans payable approximate their fair value due to their short-term nature.

Risk exposure
The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

a) Currency risk

The Company's expenses are denominated in Canadian dollars. The Company's corporate office is based in Canada and current exposure to exchange rate fluctuations is minimal. As the Company commences exploration activities through Spey Argentina, the Company's exposure to exchange rate fluctuations may change and will be monitored by management.

As at November 30, 2024, the Company does not have any significant foreign currency denominated monetary liabilities. The principal business of the Company is the identification and evaluation of assets or a business and once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval and acceptance by regulatory authorities.

b) Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and amounts receivable. Management believes that the credit risk concentration with respect to financial instruments included in cash and amounts receivable is remote.

c) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they come due. The Company's ability to continue as a going concern is dependent on management's ability to raise the required capital through future equity or debt issuances but there can be no assurance that such financing will be available on a timely basis under terms acceptable to the Company. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. As at November 30, 2024, the Company had a cash balance of $116,921 to settle current liabilities of $911,692.

d) Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. These fluctuations may be significant.

e) Interest rate risk

Interest rate risk is the risk 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 cash flow interest rate risk. The Company does not hold any financial liabilities with variable interest rates. The loans included in loans payable bear interest at 8% per annum. The Company does maintain bank accounts which earn interest at variable rates, but it does not believe it is currently subject to any significant interest rate risk.

Capital Management

The Company does not have any externally imposed regulatory capital requirements for managing capital. The Company has defined its capital to mean working capital and shareholders' equity, as determined at each reporting date.

The Company's objectives when managing capital are to safeguard the entity's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders. The Company sets the amount of capital in proportion to risk. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new shares, or engage in debt financing.

(Expressed in Canadian Dollars)

8. INCOME TAX

The Company is subject to Canadian federal and provincial tax at the rate of 27% and its subsidiary located in Argentina is subject to Argentinean federal tax at the rate of 25%. A reconciliation of income tax provision computed at Canadian statutory rates to the reported taxes is as follows:

	November 30, 2024	November 30, 2023
Canadian statutory income tax rates	27.0%	27.0%
	$	$
Income tax recovery at statutory rate	(181,818)	(1,480,323)
Effect of income taxes of:		
Permanent differences and other	269,731	834,884
Tax rate difference for foreign jurisdiction	212	3,116
Under(over)provided in prior years	(18,261)	375,693
Change in deferred tax assets not recognized	(69,864)	266,630
Deferred income tax recovery	-	-

The Company has not recognized any deferred income tax assets. The Company recognizes deferred income tax assets based on the extent to which it is probable that sufficient taxable income will be realized during the carry forward periods to utilize all deferred tax assets. The temporary differences that give rise to significant portions of the deferred tax assets not recognized are presented below:

	November 30, 2024	November 30, 2023
	$	$
Non-capital loss carry forwards	2,038,000	2,121,000
Exploration and evaluation assets	-	-
Marketable securities	-	-
Share issuance costs	27,000	40,000
Capital loss carry forwards	49,000	41,000
Deferred tax assets not recognized	(2,114,000)	(2,202,000)
	-	-

(Expressed in Canadian Dollars)

At November 30, 2024, the Company has Canadian non-capital losses carried forward of approximately $8,215,000, and has Argentinean non-capital losses carried forward of approximately $217,000, which are available to offset future years' taxable income. The losses expire as follows:

	Canada	Argentina	Total
	$	$	$
2027	-	50,000	50,000
2028	-	156,000	156,000
2029	-	11,000	11,000
2037	27,000	-	27,000
2038	200,000	-	200,000
2039	183,000	-	183,000
2040	162,000	-	162,000
2041	2,692,000	-	2,692,000
2042	2,978,000	-	2,978,000
2043	1,553,000	-	1,553,000
2044	420,000	-	420,000
	8,215,000	217,000	8,432,000

The Company also has capital losses carried forward of approximately $340,000, and resource-related amounts available, subject to certain restrictions, of $3,629,000.

9. SEGMENT DISCLOSURE

As at November 30, 2024, the Company has one reportable segment, being mineral exploration and has operations in two geographical areas, Canada and Argentina.

The Company's assets by geographic location are as follows:

	November 30, 2024	November 30, 2023
	$	$
Assets		
Canada	2,027,053	990,075
Argentina	2,835,120	2,985,499
	4,862,173	**3,975,574**

The Company's net loss by geographic location is as follows

	November 30, 2024	November 30, 2023
	$	$
Net loss		
Canada	662,794	5,143,166
Argentina	10,605	339,513
	673,399	**5,482,679**

10. SUBSEQUENT EVENTS

- On December 2, 2024, the Company issued 300,000 common shares pursuant to the exercise of RSUs.
- On December 18, 2024, the Company closed a non-brokered private placement, issuing 5,000,000 units at a price of $0.10 per unit for gross proceeds of $500,000. Each unit consists of one common share and one-half share purchase warrant. Each full warrant is exercisable at a price of $0.20 per share until December 18, 2029. The Company paid cash finder's fees of $4,725 and issued 47,250 finder's warrants. The finder's warrants are exercisable at a price of $0.20 per warrant until December 18, 2026.

- On January 22, 2025, the Company closed a non-brokered private placement by issuing 5,016,111 common shares at a price of $0.135 per share for aggregate gross proceeds of $677,175. The Company paid cash finders fees of $65,017, issued 370,500 finder's shares and 481,611 finder's warrants. Each finder's warrant is exercisable at a price of $0.135 per share until January 22, 2029. The Company also issued 700,000 common shares as compensation for advisory services provided in connection with the private placement.
- On February 18, 2025, the Company granted 100,000 stock options to a director of the Company, the options vest immediately, are exercisable at $0.17 per option and expire on February 18, 2030.
- On February 18, 2025, the Company granted 2,550,000 RSU's to directors and consultants of the Company, the RSUs vest on June 18, 2025.
- On March 11, 2025, the Company issued 250,000 common shares pursuant to the Armory Project option agreement.
- On March 15, 2025, American Salars relinquished its option to develop the Candela project and will not complete any further payments or share issuances.
- The Company issued 790,000 common shares pursuant to the exercise of warrants for gross proceeds of $47,400.