STAR COPPER CORP.

(formerly Alpha Copper Corp.)

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the Three Months Ended December 31, 2024 and 2023

Unaudited – prepared by management

Stated in Canadian Dollars

STAR COPPER CORP.

(formerly Alpha Copper Corp.)
Condensed Interim Consolidated Statements of Financial Position
Unaudited – prepared by management
(Stated in Canadian dollars)

		December 31, 2024		September 30, 2024
Assets				
Current assets:				
Cash	$	346,709	$	9,735
Goods and services taxes receivable		47,295		40,420
Prepaids and deposits (Note 4)		20,700		2,700
Total current assets		414,704		52,855
Reclamation bond (Note 5)		109,500		109,500
Property and equipment (Note 6)		17,715		18,647
Exploration and evaluation assets (Note 7)		6,546,649		6,546,649
Total assets	**$**	**7,088,568**	**$**	**6,727,651**
Liabilities and Shareholders' Equity				
Current liabilities:				
Accounts payable and accrued liabilities (Note 8 & 11)	$	1,006,860	$	939,813
Loans payable (Note 9)		412,174		390,248
Total current liabilities		1,419,034		1,330,061
Shareholders' equity:				
Share capital (Note 10)		19,018,013		18,621,366
Reserves		3,431,300		3,431,300
Deficit		(16,779,779)		(16,655,076)
Total shareholders' equity		5,669,534		5,397,590
Total liabilities and shareholders' equity	**$**	**7,088,568**	**$**	**6,727,651**

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

On behalf of the Board of Directors:

"Darryl Jones" — Director

"Sean Kingsley" — Director

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

STAR COPPER CORP.

(formerly Alpha Copper Corp.)
Condensed Interim Consolidated Statements of Loss and Comprehensive Loss
For the Three Months Ended December 31, 2024 and 2023
Unaudited – prepared by management
(Stated in Canadian dollars)

	2024	2023
Expenses		
Consulting fees (Note 14)	$ 45,000	$ 95,500
Marketing and investor relations (Note 14)	37,500	802
Office and administration	27,654	22,528
Professional fees	8,661	30,239
Regulatory and filing	4,956	8,551
Depreciation (Note 6)	932	1,165
Net loss and comprehensive loss for the period	$ (124,703)	$ (158,785)
Weighted average numbers of shares outstanding	11,215,094	9,454,010
Loss per share – basic and diluted	$ (0.01)	$ (0.02)

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

STAR COPPER CORP.

(formerly Alpha Copper Corp.)
Condensed Interim Consolidated Statements of Changes in Shareholders' Equity
For the Three Months Ended December 31, 2024 and 2023
Unaudited – prepared by management
(Stated in Canadian dollars)

	Share Capital		Reserves	Deficit	Total Equity
	# of shares*	$	$	$	$
Balance, September 30, 2023	**8,923,491**	**$ 18,074,487**	**$ 3,431,300**	**$(11,216,810)**	**$ 10,288,977**
Shares issued for mineral properties (Note 10)	567,537	500,000	-	-	500,000
Net loss for the period	-	-	-	(158,785)	(158,785)
Balance, December 31, 2023	**9,491,028**	**$ 18,574,487**	**$ 3,431,300**	**$(11,375,595)**	**$ 10,630,192**

	Share Capital		Reserves	Deficit	Total Equity
	# of shares*	$	$	$	$
Balance, September 30, 2024	**9,781,028**	**$ 18,621,366**	**$ 3,431,300**	**$(16,655,076)**	**$ 5,397,590**
Shares issued for cash (Note 10)	4,499,999	405,000	-	-	405,000
Share issuance costs (Note 10)	-	(8,353)	-	-	(8,353)
Net loss for the period	-	-	-	(124,703)	(124,703)
Balance, December 31, 2024	**14,281,027**	**$ 19,018,013**	**$ 3,431,300**	**$(16,779,779)**	**$ 5,669,534**

*In February 2024, the Company completed a 2.5 to 1 share consolidation. All shares shown have been consolidated.

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

STAR COPPER CORP.

(formerly Alpha Copper Corp.)
Condensed Interim Consolidated Statements of Cash Flows
For the Three Months Ended December 31, 2024 and 2023
Unaudited – prepared by management
(Stated in Canadian dollars)

	2024	2023
Cash provided by (used in):		
Operating activities		
Net loss	$ (124,703)	$ (158,785)
Items not affecting cash:		
Depreciation	932	1,165
Interest expense	21,926	-
Change in non-cash working capital items:		
Goods and services taxes receivable	(6,875)	(6,609)
Prepaid expenses	(18,000)	-
Accounts payable and accrued liabilities	88,174	143,802
Net cash used in operations	**(38,546)**	**(20,427)**
Investing activities		
Exploration and evaluation assets	(29,480)	(1,926)
Net cash used in investing activities	**(29,480)**	**(1,926)**
Financing activities		
Issuance of common shares, net of share issuance costs	405,000	-
Net cash provided by financing activities	**405,000**	**-**
Increase in cash	336,974	(22,353)
Cash, beginning of period	9,735	34,379
Cash, end of period	**$ 346,709**	**$ 12,026**

Non-Cash Transactions	2024	2023
Shares issued for property payment	$ -	$ 500,000
Share issuance costs included in accounts payable and accrued liabilities	$ 8,353	$ -
Exploration and evaluation costs included in accounts payable and accrued liabilities	$ 221,743	$ -

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

1. NATURE OF OPERATIONS AND CONTINUANCE OF BUSINESS

Star Copper Corp. (formerly Alpha Copper Corp.) (the "Company" or "Star") was incorporated under the Business Corporations Act (British Columbia) on March 29, 2019. The Company is in the business of mineral property exploration and was listed on the Canadian Securities Exchange ("CSE") on August 9, 2019, after completing its initial public offering pursuant to a prospectus dated May 10, 2019. The Company's stock symbol is "STCU". In February 2024, the Company completed a 2.5 to 1 share consolidation. All shares shown in these financial statements have been consolidated. On February 18, 2025, the Company changed its name from Alpha Copper Corp. to Star Copper Corp.

The Company has option agreements to earn an interest in mineral properties located in British Columbia (Note 7) and has not yet determined whether these properties contain reserves that are economically recoverable. The recoverability of amounts from the properties are dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying properties, the ability of the Company to obtain necessary financing to satisfy the expenditure requirements under the property option agreements and to complete the development of the properties and upon future profitable production or proceeds for the sale thereof.

The Company's head office, principal address and registered and records office is located at 595 Burrard Street, Vancouver, British Columbia, Canada, V7X 1L4.

The Company's ongoing operations are ultimately dependent upon the success of its business activities and its ability to attain profitable operations and generate funds therefrom and/or to raise equity capital or borrowings sufficient to meet current and future obligations. Management intends to continue financing operating costs through public and private financing endeavors. However, the Company has no source of operating revenue, has incurred net losses since inception and as at December 31, 2024 has a cumulative operating deficit of $16,779,779 (September 30, 2024 – $16,655,076) and a working capital deficit of $1,004,330 (September 30, 2024 – $1,277,206). The Company also has significant commitments to complete exploration work (Note 7). These material uncertainties cast significant doubt about the Company's ability to continue as a going concern. Its continued existence will, in the near term, be dependent on the continued receipt of related party debt or equity financing on terms which are acceptable to the Company.

2. MATERIAL ACCOUNTING POLICY INFORMATION

Statement of compliance

These condensed interim consolidated financial statements have been prepared using accounting policies in compliance with IFRS Accounting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

The condensed interim consolidated financial statements were authorized for issue by the Board of Directors on March 31, 2025.

Basis of presentation

These condensed interim consolidated financial statements of the Company have been prepared on an accrual basis and are based on historical costs, modified where applicable. The condensed interim consolidated financial statements are presented in Canadian dollars unless otherwise noted.

Basis of consolidation

These condensed interim consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary. Intercompany balances and transactions are eliminated in preparing the condensed interim consolidated financial statements. The following companies have been consolidated within these condensed interim consolidated financial statements:

2. MATERIAL ACCOUNTING POLICY INFORMATION *(continued)*

Entity	Country of Incorporation	Holding	Functional Currency
Star Copper Corp.	Canada	Parent	Canadian Dollar
CAVU Energy Metals Corp. ("CAVU")	Canada	100%	Canadian Dollar

Material Accounting Policies

The policies applied in these condensed interim consolidated financial statements are consistent with policies disclosed in Note 2 of the consolidated financial statements for the year ended September 30, 2024. Therefore, these condensed interim consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements for the year ended September 30, 2024.

Use of estimates and judgements

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

Estimates

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the change is identified, and prospectively in future periods.

Significant judgements

The preparation of the condensed interim consolidated financial statements in accordance with IFRS requires the Company to make judgements, apart from those involving estimates, in applying accounting policies. The most significant judgements in preparing the Company's consolidated financial statements include:

Going concern

In the preparation of these condensed interim consolidated financial statements, management is required to identify when events or conditions indicate that significant doubt may exist about the Company's ability to continue as a going concern. Significant doubt about the Company's ability to continue as a going concern would exist when relevant conditions and events, considered in the aggregate, indicate that the Company will not be able to meet its obligations as they become due for a period of at least, but not limited to, twelve months from the balance sheet date. When the Company identifies conditions or events that raise potential for significant doubt about its ability to continue as a going concern, the Company considers whether its plans that are intended to mitigate those relevant conditions or events will alleviate the potential significant doubt. Management uses judgement to assess the Company's ability to continue as a going concern and the conditions that cast doubt upon the use of the going concern assumption. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future.

(Stated Amounts in Canadian dollars)

2. MATERIAL ACCOUNTING POLICY INFORMATION *(continued)*

Indicators of impairment

The Company is required to make certain judgments in assessing indicators of impairment of exploration and evaluation properties. Judgment is required to determine if the right to explore will expire in the near future or is not expected to be renewed, to determine whether substantive expenditures on further exploration for and evaluation of mineral resources in specific areas will not be planned or budgeted, to determine if the exploration for and evaluation of mineral resources in specific areas have not led to the commercially viable quantities of mineral resources and the Company will discontinue such activities, and is required to determine whether there are indications that the carrying amount of an exploration and evaluation property is unlikely to be recovered in full from successful development of the project or by sale.

Share-based payments

Management determines fair value for share-based payments using market-based valuation techniques. The fair value of the market-based and performance-based share awards are determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgment used in applying valuation techniques. These assumptions and judgments include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviors and corporate performance. Similar calculations are made in order to value warrants. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.

Interest rates

The Company estimates a market interest rate in determining the fair value of the liability component of its loans payable. The determination of market interest rate is subjective and could materially affect the fair value estimate.

3. ACQUISITION OF CAVU ENERGY METALS CORP.

On December 18, 2022, the Company completed the acquisition of all of the issued and outstanding shares of CAVU, a publicly-listed Canadian company (the “Transaction”).

Under the terms of the Transaction, Star issued a total of 25,485,016 pre-consolidation common shares to the shareholders of CAVU at an exchange ratio of 0.7 shares of Star for every one share of CAVU, and also issued stock options and share purchase warrants based at the same exchange ratio for 2,061,000 pre-consolidation stock options and 13,673,234 pre-consolidation warrants of CAVU which were outstanding at the date of acquisition.

The Transaction was accounted for as an asset acquisition as the activities of CAVU did not meet the definition of a business under IFRS 3, *Business Combinations*. The fair value of the net assets of CAVU was not independently determinable, and accordingly the Transaction was recorded based on the estimated value of the consideration given up by Star.

The net assets acquired by the Company were estimated at a fair value of $6,717,404, as follows:

Fair value of Common Shares issued (25,485,016 pre-consolidation shares)	$	5,351,853
Fair value of Star Warrants exchanged for those of CAVU		1,168,509
Fair value of Star Options exchanged for those of CAVU		197,042
Fair value of consideration paid by Star	**$**	**6,717,404**

(Stated Amounts in Canadian dollars)

3. ACQUISITION OF CAVU ENERGY METALS CORP. (*continued*)

The assets and liabilities of CAVU acquired were recorded based on their carrying amounts, except for the surplus amount of consideration issued in excess of the net assets of CAVU, which was allocated to exploration and evaluation assets. This allocation was as follows:

Cash	$	98,063
Restricted cash		28,750
Amounts receivable		47,156
Prepaids and deposits		148,012
Right-of-use asset		348,936
Long-term deposits		38,794
Reclamation bond		109,500
Exploration and evaluation assets		6,623,067
Accounts payable and accrued liabilities		(124,816)
Flow-through liability		(129,324)
Lease obligations		(470,734)
Fair value of consideration paid by Star	**$**	**6,717,404**

4. PREPAIDS AND DEPOSITS

		December 31, 2024		**September 30, 2024**
Marketing expense	$	2,700	$	2,700
Property advance	$	18,000	$	-
	$	**20,700**	**$**	**2,700**

5. RECLAMATION BOND

The Company has a reclamation bond associated with the Star Property. The total amount of the bond is $219,000, of which the Company has paid $109,500 and the other $109,500 has been insured with a third-party insurance agency.

6. PROPERTY AND EQUIPMENT

		Furniture and equipment
Cost		
Balance, September 30, 2023	**$**	30,164
Additions		-
Balance, December 31, 2024 and September 30, 2024	**$**	**30,164**
Accumulated Depreciation		
Balance, September 30, 2023	$	6,855
Depreciation		4,662
Balance, September 30, 2024		11,517
Depreciation		932
Balance, December 31, 2024	**$**	**12,449**
Net Book Value		
September 30, 2024	**$**	**18,647**
December 31, 2024	**$**	**17,715**

7. EXPLORATION AND EVALUATION ASSETS

Indata Property, British Columbia, Canada

In June 2018, the Company entered into an agreement with Eastfield Resources Ltd. ("Eastfield") whereby it obtained the option to acquire an undivided 60% interest in Eastfield's 91.2% - owned Indata copper-gold property ("Indata Property") located 120 kilometres northwest of the community of Fort St. James, British Columbia. The Indata Property comprises 16 mineral claims totaling 3,189 hectares. The residual 8.8% interest in the Indata Property is held by Imperial Metals Corporation. Eastfield and the Company have a director in common. Refer also to Note 11.

To earn the 60% interest, the Company is required to complete $2,600,000 in exploration work ($1,654,132 incurred), make cash payments of $210,000 ($125,000 paid) and issue common shares or make cash payments at an aggregate value of $210,000 ($110,000 worth of shares issued and $60,000 paid in cash) by December 31, 2025.

Okeover Property, British Columbia, Canada

In January 2022, the Company entered into an agreement with Eastfield and Northwest Copper Corp. ("Northwest") the property titleholder, whereby it was assigned Eastfield's option to acquire a 100% interest in the Okeover Copper-Molybdenum Project (the "Okeover Project") located in British Columbia. The Okeover Project comprises 12 mineral claims totaling 4,614 hectares.

To complete this option the Company was required to issue a minimum of $1,500,000 worth of its common shares ($250,000 worth of shares issued) and incur $5,000,000 in exploration work on the property in stages over three years, plus issue additional common shares such that Northwest would own 10% of the Company's then-issued and outstanding common shares.

During the year ended September 30, 2023, the option agreement was terminated. After termination, the Company and Northwest entered into a purchase and sale agreement, pursuant to which the Company issued to Northwest an additional 567,537 common shares with an aggregate value of $500,000 to acquire the property outright.

Northwest retains a 2% Net Smelter Returns ("NSR") royalty, half of which may be bought back by the Company at any time prior to the commencement of commercial production for $1,000,000.

Hopper Project, Yukon, Canada

In December 2022, the Company assumed CAVU's option to acquire a 70% interest in the Hopper Property. During the year-ended September 30, 2024, the Hopper project option agreement was terminated and the capitalized costs have been written off.

Quesnel Property, British Columbia, Canada

In December 2022, the Company assumed the Quesnel Property on the acquisition of CAVU. The property was originally acquired through staking.

(Stated Amounts in Canadian dollars)

7. EXPLORATION AND EVALUATION ASSETS *(continued)*

Star Property, British Columbia, Canada

In December 2022, the Company assumed CAVU's interest in the Star Property. CAVU purchased an initial 49% working interest in the property, and subsequently entered into an option agreement and acquired the remaining 51% interest by completing the following:

(a) issue common shares and make cash payments to the option holder as follows:

(i) issue 1,250,000 common shares (CAVU common shares issued) and pay $100,000 (paid) on or before seven calendar days after May 16, 2022;

(ii) pay $285,000 (paid) on or before July 1, 2022;

(iii) pay $385,000 (paid) on or before May 16, 2023; and

(iv) pay $385,000 (paid) on or before May 16, 2024.

The Star Project is subject to a royalty with certain legacy owners representing 2% of NSR upon commercial production. One-half of the royalty may be repurchased from the royalty holders for a price of $2,000,000.

The exploration and evaluation acquisition costs related to the Transaction were allocated to each specific property interest pro-rata, based on the pre-existing balances of related deferred costs in the accounts of CAVU.

Aggregate exploration costs incurred, by property, are as follows:

	Hopper Property	Quesnel Project	Star Project	Indata Property	Okeover Property	Total
	$	$	$	$	$	$
Balance, September 30, 2022	**-**	**-**	**-**	**1,484,808**	**383,411**	**1,868,219**
Acquisition costs	4,986,116	43,543	2,135,658	79,931	-	7,245,248
Staking	-	-	-	2,383	-	2,383
Exploration expenses	32,358	-	3,758	395,949	1,065,201	1,497,266
Balance, September 30, 2023	**5,018,474**	**43,543**	**2,139,416**	**1,963,071**	**1,448,612**	**10,613,116**
Acquisition costs	-	-	385,000	60,000	500,000	945,000
Staking	-	-	-	500	-	500
Exploration expenses	-	-	-	6,317	190	6,507
Impairment	(5,018,474)	-	-	-	-	(5,018,474)
Balance, December 31, 2024 and September 30, 2024	**-**	**43,543**	**2,524,416**	**2,029,888**	**1,948,802**	**6,546,649**

8. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

The Company's accounts payable and accrued liabilities are non-interest bearing and detailed below:

	December 31, 2024	September 30, 2024
Trade accounts payable	$ 927,669	$ 825,622
Accrued accounts payable	79,191	114,191
	$ 1,006,860	**$ 939,813**

(Stated Amounts in Canadian dollars)

9. LOANS PAYABLE

During the year ended September 30, 2024, the Company received $350,000 in short-term loans. These loans are unsecured, bearing interest at 12% per annum payable on maturity, and mature 12 months from the date of issuance. In addition, the Company issued 290,000 common shares as additional compensation (the "bonus shares") under the loan agreements.

For accounting purposes, the loans with the bonus shares were considered a hybrid financial instrument and were allocated into corresponding debt and equity components at the date of issue. The Company used residual value method to allocate the principal amount of the loans between the liability and bonus share component. The Company valued the debt component of the loan agreements by calculating the present value of principal and interest payments, discounted at a rate of 26% which represents management's best estimate of the rate that a loan without bonus shares would earn. The debt component is subsequently accreted to the face value of the loan agreements with an effective interest of 12% per annum.

		Liability Component		Equity Component
Balance at September 30, 2023	$	-	$	-
Proceeds received		303,121		46,879
Accretion and interest		27,127		-
Balance at September 30, 2024	**$**	**330,248**	**$**	**46,879**
Accretion and interest		**21,926**		**-**
Balance at December 31, 2024	**$**	**352,174**	**$**	**46,879**

Additionally, the Company received $60,000 in promissory notes that are unsecured, non-interest bearing, and have no repayment terms during the year ended September 30, 2024.

10. SHARE CAPITAL

Authorized Share Capital

Unlimited number of common shares without par value. In February 2024, the Company completed a 2.5 to 1 share consolidation which has been reflected on both the current and prior period share numbers.

Shares issued during the three months ended December 31, 2024:

On December 2, 2024, the Company closed a non-brokered private placement, issuing 4,499,999 Units (A "Unit") at a price of $0.09 per Unit for gross proceeds of $405,000. Each Unit is comprised of one common share of the Company and one common share purchase warrant (a "warrant"). Each warrant is exercisable to acquire one common share of the Company at a price of $0.12 per common share for a period of 24 months from the date of issuance.

Shares issued during the year ended September 30, 2024:

On October 6, 2023, the Company issued 567,537 common shares valued at $500,000 in connection with a property payment for the Okeover Property (see Note 7).

On June 11, 2024, the Company issued 290,000 common shares valued at $46,879 in connection with the loans payable (see Note 9)

(Stated Amounts in Canadian dollars)

10. SHARE CAPITAL *(continued)*

Stock Option Plan

The Company has adopted an incentive stock option plan (the "Plan"). The essential elements of the Plan provide that the aggregate number of shares of the Company's capital stock issuable pursuant to options granted under the Plan may not exceed 10% of the Company's issued and outstanding shares at the date of grant of the options. Options granted under the Plan may have a maximum term of five years. The exercise price of options granted under the Plan will not be less than the greater of the closing market price of the Company's shares on the CSE on (a) the date on which the Board of Directors grants and announces options (the "Award Date") and (b) the day prior to the Award Date. The Board of Directors may at any time and from time to time, fix limits, vesting requirements or restrictions in respect of which an Option Holder may exercise part of any Option they hold.

The continuity of stock options for the three months ended December 31, 2024 and the year ended September 30, 2024 is as follows:

	Number	Weighted Average Exercise Price
		$
Balance, September 30, 2023	649,150	4.41
Expired	(258,000)	5.14
Balance, September 30, 2024	391,150	3.92
Expired	(3,500)	8.10
Balance, December 31, 2024	387,650	3.89

The following stock options were outstanding as at December 31, 2024:

Expiry date	Number of options	Exercise price	Remaining life (years)
June 24, 2027	185,000	$2.70	2.48
January 24, 2025	92,750 *	$6.70	0.07
July 6, 2026	4,900	$5.90	1.51
February 24, 2026	105,000	$3.40	1.15
Balance, December 31, 2024	387,650	$3.89	1.53

* Subsequently expired unexercised (see Note 15).

(Stated Amounts in Canadian dollars)

10. SHARE CAPITAL *(continued)*

Warrants

The continuity of share purchase warrants for the three months ended December 31, 2024 and the year ended September 30, 2024 is as follows:

	Number of Warrants	Weighted Average Exercise Price
Balance, September 30, 2023	3,646,703	6.55
Expired	(3,240,703)	7.32
Balance, September 30, 2024	406,000	0.40
Issued	4,499,999	0.12
Balance, December 31, 2024	4,905,999	**0.14**

The following share purchase warrants were outstanding as at December 31, 2024:

Expiry date	Number of warrants	Exercise price	Remaining life (years)
		$	
September 29, 2025	315,000	0.40	0.75
October 9, 2025	91,000	0.40	0.77
December 2, 2026	4,499,999	0.12	1.92
	4,905,999	**0.14**	**1.82**

11. RELATED PARTY TRANSACTIONS

Key management personnel include persons having the authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has determined the key personnel to be officers and directors of the Company.

Payments and accrual were made to the following officers and directors or to the companies controlled by these officers and directors.

During the three months ended December 31, 2024, the Company incurred consulting fees of $nil (December 31, 2023 – $45,000) to a privately held company owned by the Chief Executive Officer.

During the three months ended December 31, 2024, the Company incurred consulting fees of $nil (December 31, 2023 – $10,500) to a privately held company owned by the former Chief Financial Officer.

As at December 31, 2024, $171,169 (September 30, 2024 - $200,649) is included in accounts payable and accrued liabilities and $50,000 (September 30, 2024 - $50,000) in loans payable (Note 9) for amounts owing to related parties.

All related party amounts were incurred in the normal course of operations, bear no interest, and have no fixed terms of repayment.

12. RISK AND CAPITAL MANAGEMENT

The Company has determined the estimated fair values of its financial instruments based on appropriate valuation methodologies; however, considerable judgment is required to develop these estimates. The fair values of the Company's financial instruments are not materially different from their carrying values.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

	Level	December 31, 2024	September 30, 2024
		$	$
Cash	1	346,709	9,735
Reclamation bond	1	109,500	109,500

The Company's other financial instrument, being cash, is measured at fair value using Level 1 inputs.

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

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts. The Company has deposited the cash with a high credit quality financial institution as determined by rating agencies. The risk of loss is low.

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's approach to managing liquidity is to ensure that it will have sufficient liquidity to meet liabilities when due. Accounts payable and accrued liabilities are due within the current operating period. The Company has a sufficient cash balance to settle current liabilities.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return. The Company is not exposed to market risk.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk, from time to time, on its cash balances. Surplus cash, if any, is placed on call with financial institutions and management actively negotiates favorable market-related interest rates

13. CAPITAL DISCLOSURES AND MANAGEMENT

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern in order to pursue the development of its projects. The Company is not subject to any externally imposed capital requirements.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may issue new equity if available on favourable terms, enter into joint venture arrangements, borrow, acquire or dispose of assets.

14. COMMITMENTS

On May 1, 2024, the Company entered into a Management Services Agreement ("Agreement") with Zimtu Capital Corp. ("Zimtu"). Under the terms of the Agreement, Zimtu will provide the Company with administrative and managerial services, including corporate maintenance, continuous disclosure services, rent, and office space, at a rate of $15,000 per month.

On May 1, 2024, the Company engaged Zimtu to provide marketing services as part of a cooperative marketing program. In consideration, the Company will make monthly payments of $12,500 for a period of one year.

15. SUBSEQUENT EVENTS

On January 24, 2025, 92,750 stock options priced at $6.70 expired unexercised (see Note 10).

On February 12, 2025, the Company closed a non-brokered private placement, issuing 6,999,999 Units (A "Unit") at a price of $0.12 per Unit for gross proceeds of $840,000. Each Unit is comprised of one common share of the Company and one common share purchase warrant (a "warrant"). Each warrant is exercisable to acquire one common share of the Company at a price of $0.16 per common share for a period of 24 months from the date of issuance.

On February 15, 2025, the Company entered into a consulting services agreement (the "Agreement") with Upswitch Media Corp. ("Upswitch"). Pursuant to the Agreement, Upswitch will, among other things, provide the Company with certain marketing and investor relations services to expand investor awareness of the Company's business and to communicate with the investment community (the "Services"). Upswitch will commence providing the Services on April 15, 2025 (the "Term"), for a period of 90 days unless the Agreement is terminated or the parties agree to extend the Term. Either party may terminate the Agreement at any time upon providing 30 days' written notice to the other party, or by providing the other party payment in lieu of the notice. The Agreement may also be terminated by either party immediately in the event the other party is in material breach of the Agreement. In consideration of the Services, and pursuant to the terms and conditions of the Agreement, the Company has agreed to pay Upswitch an aggregate fee of $350,000 over the course of the Term, unless the parties agree otherwise.

15. SUBSEQUENT EVENTS *(continued)*

On March 14, 2025, the Company entered into an agreement with Alpha Copper Corp. ("Spinco"), a wholly-owned subsidiary of the Company as of February 5, 2025, pursuant to which the Company proposes to spin-out to the SpinCo's shareholders its 100% interest in the Okeover copper-molybdenum project (the "Okeover Project"). The transaction is intended to provide investors with an ownership stake in two separate companies on the same basis in each that they currently hold their interests of the Company. The Spin-Out will proceed by way of a statutory Plan of Arrangement (the "Arrangement") in accordance with the provisions of the Business Corporations Act (British Columbia), whereby all of the issued and outstanding common shares of Spinco (the "Spinco Shares") will be distributed to the Company's shareholders of record as of the effective time of the completion of the Arrangement (the "Effective Time"). The Spinco Shares will be distributed to the Company's shareholders in proportion to their respective holdings of common shares of the Company ("Star Copper Shares") at the Effective Time. Completion of the proposed Arrangement requires the approval of the Company's shareholders ("Shareholder Approval"), the approval of the Supreme Court of British Columbia ("Court Approval") and the approval of the Canadian Securities Exchange ("CSE Approval"). In accordance with the Arrangement Agreement, the Company will apply for an interim order from the Supreme Court of British Columbia authorizing the Company to call an annual and special meeting of the its shareholders to approve the Arrangement by special resolution (the "Meeting"). The Meeting is expected to take place on April 30, 2025.

The Arrangement involves, among other things, the distribution of Spinco Shares to the Company's shareholders such that each shareholder will receive for each Share held immediately prior to the Effective Time: (i) one new common share of the Company (each, a "New Star Copper Share"); and (ii) one-third of one Spinco Share. Immediately following completion of the Arrangement, which is expected to occur in Q2 2025, the Company's shareholders, other than any dissenting shareholders, will own 100% of Spinco. Stock options exercisable to acquire the Company's Shares (each, a "Star Copper Option") which are issued and outstanding as at the Effective Time will also be exchanged pursuant to the Arrangement, such that each Option holder will receive for each Option held immediately prior to the Effective Time: (i) one new stock option of the Company (each, a "New Star Copper Option") exercisable to acquire one New Star Copper Share; and (ii) one stock option of Spinco (each, a "Spinco Option") exercisable to acquire one-third of a Spinco Share. Upon the Arrangement becoming effective, it is expected that Spinco will consolidate the issued and outstanding Spinco Options on a 3:1 basis such that each Spinco Option will then be exercisable to acquire one Spinco Share.