

**ATHENA GOLD CORPORATION**  
**TABLE OF CONTENTS**

	<u>Page</u>
<u>Report of Independent Registered Public Accounting Firm For the Year Ended December 31, 2024 PCAOB ID 00731</u>	F-2
<u>Consolidated Balance Sheets</u>	F-3
<u>Consolidated Statements of Operations</u>	F-4
<u>Consolidated Statements of Stockholders' Equity</u>	F-5
<u>Consolidated Statements of Cash Flows</u>	F-6
<u>Notes to Consolidated Financial Statements</u>	F-7

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Shareholders and Directors of  
Athena Gold Corporation

***Opinion on the Consolidated Financial Statements***

We have audited the accompanying consolidated balance sheets of Athena Gold Corporation (the "Company") as of December 31, 2024 and 2023, and the related consolidated statements of operations, stockholders' deficit, and cash flows for the years ended December 31, 2024 and 2023, and the related notes and schedules (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2024 and 2023, and the results of its operations and its cash flows for the years ended December 31, 2024 and 2023, in conformity with accounting principles generally accepted in the United States of America.

***Going Concern***

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company has a working capital of approximately \$340,000. The ability of the Company to meet its obligations and continue operations is dependent on its ability to obtain additional debt or equity financing. These circumstances raise substantial doubt about the Company's ability to continue as a going concern. Management plans in regard to these matters are also described in Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

***Basis for Opinion***

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

We have served as the Company's auditor since 2023.

/s/ DAVIDSON & COMPANY LLP

Chartered Professional Accountants

Vancouver, Canada

April 8, 2025



**1200 - 609 Granville Street, P.O. Box 10372, Pacific Centre, Vancouver, B.C., Canada V7Y 1G6**  
**Telephone (604) 687-0947 Davidson-co.com**

**ATHENA GOLD CORPORATION**  
**CONSOLIDATED BALANCE SHEETS**  
**(EXPRESSED IN US DOLLARS)**

	12/31/24	12/31/23
<b>Assets</b>		
Current assets		
Cash	\$ 242,082	\$ 2,808
Prepaid expenses	115,561	45,647
Investment in securities	376,323	0
Total current assets	733,966	48,455
Other assets		
Investment in securities	0	496,400
Prepaid expenses	17,380	0
Mineral rights	6,241,114	6,196,114
Total other assets	6,258,494	6,692,514
Total assets	\$ 6,992,460	\$ 6,740,969
<b>Liabilities and Stockholders' Equity</b>		
Current liabilities		
Accounts payable	\$ 133,115	\$ 144,695
Accounts payable - related party	4,956	100,500
Advanced deposits	0	46,000
Warrant and option liability	251,549	29,151
Total current liabilities	389,620	320,346
Long term liabilities		
Note payable and accrued interest - related party	103,419	0
Warrant liability	344,965	102,811
Total long term liabilities	448,384	102,811
Total liabilities	838,004	423,157
Stockholders' equity		
Preferred stock, \$.0001 par value, 5,000,000 shares authorized, none outstanding	0	0
Common stock - \$.0001 par value; 250,000,000 shares authorized, 194,803,633 and 167,138,069 issued and outstanding as of December 31, 2024 and December 31, 2023, respectively	19,479	16,714
Additional paid in capital	17,861,545	17,391,148
Accumulated deficit	(11,726,568)	(11,090,050)
Total stockholders' equity	6,154,456	6,317,812
Total liabilities and stockholders' equity	\$ 6,992,460	\$ 6,740,969

Commitments and contingencies (Note 5)

*See accompanying notes to the financial statements.*

**ATHENA GOLD CORPORATION**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
**(EXPRESSED IN US DOLLARS)**

	Twelve Months Ended	
	12/31/24	12/31/23
Operating expenses		
Exploration, evaluation and project expenses	\$ 186,764	\$ 351,132
General and administrative expenses	425,353	432,460
Total operating expenses	612,117	783,592
Net operating loss	(612,117)	(783,592)
Interest income	0	2,598
Interest expense	(3,419)	0
Realized loss on investment	(12,452)	0
Unrealized gain (loss) on investment	(36,384)	0
Revaluation of warrant liability	27,854	1,393,742
Net income (loss)	\$ (636,518)	\$ 612,748
Weighted average common shares outstanding – basic and diluted	175,799,549	146,153,300
Income (loss) per common share – basic and diluted	\$ (0.00)	\$ 0.00

*See accompanying notes to the financial statements.*

**ATHENA GOLD CORPORATION**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT**  
**(EXPRESSED IN US DOLLARS)**

	Common Stock		Additional Paid In Capital	Accumulated Deficit	Total
	Shares	Amount			
December 31, 2022	136,091,400	\$ 13,609	\$ 16,652,603	\$ (11,702,798)	\$ 4,963,414
Private placement, net	14,500,000	1,450	742,710	0	744,160
Warrant liability	0	0	(525,884)	0	(525,884)
Stock based compensation	0	0	26,974	0	26,974
Common stock issued for investment in securities	16,546,669	1,655	494,745	0	496,400
Net income	0	0	0	612,748	612,748
December 31, 2023	<u>167,138,069</u>	<u>\$ 16,714</u>	<u>\$ 17,391,148</u>	<u>\$ (11,090,050)</u>	<u>\$ 6,317,812</u>
Private placement, net	26,080,000	2,606	902,155	0	904,761
Warrant and option liability	0	0	(492,405)	0	(492,405)
Stock issued to pay off debt	985,564	99	36,152	0	36,251
Stock based compensation	600,000	60	24,495	0	24,555
Net loss	0	0	0	(636,518)	(636,518)
December 31, 2024	<u>194,803,633</u>	<u>\$ 19,479</u>	<u>\$ 17,861,545</u>	<u>\$ (11,726,568)</u>	<u>\$ 6,154,456</u>

*See accompanying notes to the financial statements.*

**ATHENA GOLD CORPORATION**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(EXPRESSED IN US DOLLARS)**

	Twelve Months Ended	
	12/31/24	12/31/23
<b>Cash flows from operating activities</b>		
Net income (loss)	\$ (636,518)	\$ 612,748
Adjustments to reconcile net loss to net cash used in operating activities		
Revaluation of warrant and option liability	(27,854)	(1,393,742)
Realized loss on investments	12,452	0
Unrealized loss on investments	36,384	0
Shares issued for services	0	0
Share based compensation	24,555	26,974
Change in operating assets and liabilities:		
Prepaid expense	(87,294)	(13,447)
Accounts payable and accrued liabilities	24,672	756
Accounts payable - related party	(12,447)	70,494
Advanced deposits	0	0
Net cash used in operating activities	(666,050)	(696,217)
<b>Cash flows from investing activities</b>		
Purchase of mineral properties	(45,000)	0
Proceeds from sale of investments	71,241	0
Net cash used in investing activities	26,241	0
<b>Cash flows from financing activities</b>		
Loan from related parties	20,322	25,000
Deposits for future private placement	(46,000)	46,000
Payments on notes payable	0	(106,210)
Proceeds from private placement of stock, net	904,761	719,160
Net cash provided by financing activities	879,083	683,950
Net decrease in cash	239,274	(12,267)
Cash, beginning of period	2,808	15,075
Cash, end of period	\$ 242,082	\$ 2,808
<b>Noncash investing and financing activities</b>		
Interest and taxes paid	\$ 0	\$ 0
Stock issued to pay off debt	\$ 36,251	\$ 25,000
Common stock issued for investment in securities	\$ 0	\$ 496,400
Broker warrants issued	\$ 0	\$ 7,954
Warrant and option liability recognition	\$ 492,405	\$ 525,884

*See accompanying notes to the financial statements.*

**ATHENA GOLD CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Note 1 – Nature of Business and Summary of Significant Accounting Policies**

**Nature of Operations**

Athena Gold Corporation (“we,” “our,” “us,” or “Athena”) is engaged in the acquisition and exploration of mineral resources. We were incorporated in Delaware on December 23, 2003 and began our mining operations in 2010.

The Company’s properties do not have any reserves. The Company plans to conduct exploration programs on these properties with the objective of ascertaining whether any of its properties contain economic concentrations of precious and base metals that are prospective for mining.

***Basis of Presentation and Statement of Compliance***

The accompanying consolidated financial statements (the “consolidated financial statements”), have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) and pursuant to the rules and regulations of the United States Securities and Exchange Commission (“SEC”).

***Basis of Measurement***

These consolidated financial statements have been prepared on the going concern basis, under the historical cost convention, except for certain financial instruments that are measured at fair value as described herein.

***Principles of Consolidation***

The consolidated financial statements include the accounts of Athena Gold Corp. and its wholly owned subsidiary, Nubian Resources USA (“Nubian USA”) and 80% owned Nova Athena Gold Corp (“Nova”). All significant inter-entity balances and transactions have been eliminated in consolidation. Subsidiaries are entities the Company controls when it is exposed, or has rights, to variable returns from its involvement in the entity and can affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are included in the consolidated financial results of the Company from the date of acquisition up to the date of disposition or loss of control. Nova was incorporated in British Columbia on September 24, 2024.

***Going Concern and Management’s Plans***

As at December 31, 2024, the Company has a working capital of approximately \$340,000. The ability of the Company to meet its obligations and continue operations is dependent on its ability to obtain additional debt or equity financing. These circumstances raise substantial doubt about the Company’s ability to continue as a going concern. Upon completion of our planned merger and redomestication to British Columbia from Delaware, we plan to sell additional common shares to raise capital for our exploration plans.



### ***Cash, Cash Equivalents and Concentration***

The Company considers all highly liquid investments with a maturity of three months or less when acquired to be cash equivalents. The Company places its cash with high credit quality financial institutions in the United States and Canada. On December 31, 2024, the Company's cash balance was approximately \$240,000. To reduce its risk associated with the failure of such financial institution, the Company will evaluate, as needed, the rating of the financial institution in which it holds deposits.

### ***Critical Judgements and Estimation Uncertainties***

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, and expenses. These estimates and judgments are subject to change based on experience and new information which could result in outcomes that require a material adjustment to the carrying amounts of assets or liabilities affecting future periods. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

*Share-based compensation* – The fair value of share-based compensation in stock options is calculated using the Black-Scholes model. The main assumptions used in the model include the estimated life of the option, the expected volatility of the Company's share price, and the risk-free rate of interest. The resulting value calculated is not necessarily the value that the holder of the option could receive in an arm's-length transaction.

*Impairment of mineral properties* – Management applies significant judgment in its assessment of mineral properties and whether there are any indications of impairment. The Company considers both internal and external sources of information when making the impairment assessment. External sources of information considered are changes in the Company's economic, legal and regulatory environment, which it does not control, but affects the recoverability of its mining assets. Internal sources of information the Company considers include the manner in which mining properties are expected to be used and indications of economic performance.

*Warrant and option liability* – The fair value of the warrant and option liability is calculated using the Black-Scholes model. The main assumptions used in the model include the estimated life of the warrant and option, the expected volatility of the Company's share price, and the risk-free rate of interest. The resulting value calculated is not necessarily the value that the holder of the warrant or option could receive in an arm's-length transaction.

### ***Foreign Currency Translation***

The Company is exposed to currency risk on transactions and balances in currencies other than the functional currency. The Company has not entered any contracts to manage foreign exchange risk.

These consolidated financial statements are presented in U.S. dollars ("USD"), which is the Company's reporting currency. The functional currency of the Company and its subsidiaries is the US dollar; therefore, the Company is exposed to currency risk from financial assets and liabilities denominated in Canadian dollars. The Company does not consider the currency risk to be material to the future operations of the Company and, as such, does not have a program to manage currency risk.

Transactions in foreign currencies are recorded in the functional currency 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 rates. Non-monetary items are translated at the exchange rates in effect on the date of the transactions. Foreign exchange gains and losses arising from translation are presented in the consolidated statements of loss and comprehensive loss.

### ***Mineral Property Acquisition and Exploration Costs***

Mineral property exploration costs are expensed as incurred until economic reserves are quantified. To date, the Company has not established any proven or probable reserves on its mineral properties. Costs of lease, exploration, carrying and retaining unproven mineral lease properties are expensed as incurred. The Company has chosen to expense all mineral exploration costs as incurred given that it is still in the exploration stage. Once the Company has identified proven and probable reserves in its investigation of its properties and upon development of a plan for operating a mine, it would enter the development stage and capitalize future costs until production is established. When a property reaches the production stage, the related capitalized costs will be amortized over the estimated life of the probable-proven reserves. When the Company has capitalized mineral properties, these properties will be periodically assessed for impairment of value and any diminution in value. To date, the Company has not established the commercial feasibility of any exploration prospects; therefore, all exploration costs are being expensed. Costs of mineral property acquisitions are being capitalized.

### ***Fair Value of Financial Instruments***

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. There are three levels of inputs that may be used to measure fair value:

Level 1 - Valuation based on quoted market prices in active markets for identical assets and liabilities.

Level 2 - Valuation based on quoted market prices for similar assets and liabilities in active markets.

Level 3 - Valuation based on unobservable inputs that are supported by little or no market activity, therefore requiring management's best estimate of what market participants would use as fair value.

The fair value of cash, prepaid expenses, accounts payable, advanced deposits, and note payable approximate their carrying values due to their short term to maturity. The investment in securities is recorded at the fair value through profit and loss using Level 1 inputs. The warrant liabilities are measured at fair value through profit and loss using level 3 inputs (Note 3).

### ***Income Taxes***

Income taxes are accounted for under the asset and liability method in accordance with ASC 740, "Income Taxes". Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial carrying amounts of existing assets and liabilities and their respective tax bases as well as operating loss and tax credit carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the periods in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Deferred tax assets are reduced by a valuation allowance to the extent that the recoverability of the asset is unlikely to be recognized.

The Company reports a liability, if any, for unrecognized tax benefits resulting from uncertain tax positions taken, or expected to be taken, in an income tax return. The Company has elected to classify interest and penalties related to unrecognized income tax benefits, if and when required, as part of income tax expense in the statement of operations. No liability has been recorded for uncertain income tax positions, or related interest or penalties as of December 31, 2024, and December 31, 2023. The tax returns are generally open for IRS examination for three years from the date the return was filed or the due date of the return, whichever is later.

### ***Long Lived Assets***

The Company assesses the impairment of long-lived assets whenever events or changes in circumstances indicate that the carrying value may not be recoverable. When the Company determines that the carrying value of long-lived assets may not be recoverable based upon the existence of one or more indicators of impairment and the carrying value of the asset cannot be recovered from projected undiscounted cash flows, the Company records an impairment charge. The Company measures any impairment based on a projected discounted cash flow method using a discount rate determined by management to be commensurate with the risk inherent in the current business model. Significant management judgment is required in determining whether an indicator of impairment exists and in projecting cash flows.

### ***Stock-Based Compensation***

Stock-based compensation is accounted for based on the requirements of the Share-Based Payment Topic of ASC 718 which requires recognition in the consolidated financial statements of the cost of employee and director services received in exchange for an award of equity instruments over the period the employee or director is required to perform the services in exchange for the award (presumptively, the vesting period). This ASC also requires measurement of the cost of employee and director services received in exchange for an award based on the grant-date fair value of the award.

The estimated fair value of each stock option as of the date of grant was calculated using the Black-Scholes pricing model. The Company estimates the volatility of its common stock at the date of grant based on Company stock price history. The Company determines the expected life based on the simplified method given that its own historical share option exercise experience does not provide a reasonable basis for estimating expected term. The Company uses the risk-free interest rate on the implied yield currently available on U.S. Treasury issues with an equivalent remaining term approximately equal to the expected life of the award. The Company has never paid any cash dividends on its common stock and does not anticipate paying any cash dividends in the foreseeable future. The shares of common stock subject to the stock-based compensation plan shall consist of unissued shares, treasury shares or previously issued shares held by any subsidiary of the Company, and such number of shares of common stock are reserved for such purpose.

### ***Derivative Financial Instruments***

The Company accounts for derivative instruments in accordance with Financial Accounting Standards Board (“FASB”) ASC 815, Derivatives and Hedging (“ASC 815”), which requires additional disclosures about the Company’s objectives and strategies for using derivative instruments, how the derivative instruments and related hedged items are accounted for, and how the derivative instruments and related hedging items affect the financial statements. The Company does not use derivative instruments to hedge exposures to cash flow, market, or foreign currency risk. Terms of convertible debt and equity instruments are reviewed to determine whether or not they contain embedded derivative instruments that are required under ASC 815 to be accounted for separately from the host contract and recorded on the balance sheet at fair value. The fair value of derivative liabilities, if any, is required to be revalued at each reporting date, with corresponding changes in fair value recorded in current period operating results. Pursuant to ASC 815, an evaluation of specifically identified conditions is made to determine whether the fair value of warrants issued is required to be classified as equity or as a derivative liability.

Certain warrants are treated as derivative financial liabilities. The estimated fair value, based on the Black-Scholes model, is adjusted on a quarterly basis with gains or losses recognized in the statement of loss and comprehensive loss. The Black-Scholes model is based on significant assumptions such as volatility, dividend yield, expected term and liquidity discounts.

### ***Investment in securities***

We have concluded that the Company does not have the ability to exercise significant influence over operating and financial policies of its investee. The Company has elected to measure the investment at fair value less impairment.

### *Earnings (Loss) per Common Share*

The following table shows basic and diluted earnings per share:

	<b>Twelve Months Ended</b>	
	<b>12/31/2024</b>	<b>12/31/2023</b>
Basic and diluted earnings (loss) per common share		
Earnings (loss)	\$ (636,518)	\$ 612,748
Basic weighted average shares outstanding	175,799,549	146,153,300
Assumed conversion of dilutive shares	0	0
Diluted weighted average common shares outstanding, assuming conversion of common stock equivalents	175,799,549	146,153,300
Basic earnings (loss) per common share	\$ 0.00	\$ 0.00
Diluted earnings (loss) per common share	\$ 0.00	\$ 0.00

The options and warrants that were not included in the diluted weighted average shares calculation were excluded because they were “out-of-the money”. In periods when the Company has a net loss, all common stock equivalents are excluded as they would be anti-dilutive. The following details the dilutive and anti-dilutive shares:

	<b>Dilutive shares - In the money</b>	<b>Anti-dilutive shares - Out of the money</b>	<b>Total</b>
<b>December 31, 2024</b>			
Options	0	5,230,000	5,230,000
Warrants	0	36,510,303	36,510,303
Restricted stock units	0	300,000	300,000
Total	<u>0</u>	<u>42,040,303</u>	<u>42,040,303</u>
	<b>Dilutive shares - In the money</b>	<b>Anti-dilutive shares - Out of the money</b>	<b>Total</b>
<b>December 31, 2023</b>			
Options	0	5,230,000	5,230,000
Warrants	0	39,391,053	39,391,053
Restricted stock units	0	300,000	300,000
Total	<u>0</u>	<u>44,921,053</u>	<u>44,921,053</u>

### *Risks and Uncertainties*

Since the formation of the Company, it has not generated any revenue. As an early-stage company, the Company is subject to all the risks inherent in the initial organization, financing, expenditures, complications and delays inherent in a new business. Our business is dependent upon the implementation of our business plan. There can be no assurance that our efforts will be successful or that we will ultimately be able to generate revenue or attain profitability.

Natural resource exploration, and exploring for gold, is a business that by its nature is very speculative. There is a strong possibility that we will not discover gold or any other mineralization which can be mined or extracted at a profit. Even if we do discover gold or other deposits, the deposit may not be of the quality or size necessary for us or a potential purchaser of the property to make a profit from mining it. Few properties that are explored are ultimately developed into producing mines. Unusual or unexpected geological formations, geological formation pressures, fires, power outages, labor disruptions, flooding, explosions, cave-ins, landslides, and the inability to obtain suitable or adequate machinery, equipment or labor are just some of the many risks involved in mineral exploration programs and the subsequent development of gold deposits.

The Company business is exploring for gold and other minerals. If the Company discovers commercially exploitable gold or other deposits, revenue from such discoveries will not be generated unless the gold or other minerals are mined.

Mining operations in the United States are subject to many different federal, state, and local laws and regulations, including stringent environmental, health and safety laws. In the event operational responsibility is assumed for mining our properties, the Company may be unable to comply with current or future laws and regulations, which can change at any time. Changes to these laws may adversely affect any of the Company potential mining operations. Moreover, compliance with such laws may cause substantial delays and require capital outlays greater than those the Company anticipates, adversely affecting any potential mining operations. Future mining operations, if any, may also be subject to liability for pollution or other environmental damage. The Company may choose not to be insured against this risk because of high insurance costs or other reasons.

The Company's exploration and development activities may be affected by existing or threatened medical pandemics, such as the novel coronavirus (COVID-19). A government may impose strict emergency measures in response to the threat or existence of an infectious disease, such as the emergency measures imposed by governments of many countries and states in response to the COVID-19 virus pandemic. As such, there are potentially significant economic and social impacts of infectious diseases, including but not limited to the inability of the Company to develop and operate as intended, shortage of skilled employees or labor unrest, inability to access sufficient healthcare, significant social upheavals or unrest, disruption to operations, supply chain shortages or delays, travel and trade restrictions, government or regulatory actions or inactions (including but not limited to, changes in taxation or policies, or delays in permitting or approvals, or mandated shut downs), declines in the price of precious metals, capital markets volatility, availability of credit, loss of investor confidence and impact on economic activity in affected countries or regions. In addition, such pandemics or diseases represent a serious threat to maintaining a skilled workforce in the mining industry and could be a major health-care challenge for the Company. There can be no assurance that the Company or the Company's personnel will not be impacted by these pandemic diseases and the Company may ultimately see its workforce productivity reduced or incur increased medical costs/insurance premiums as a result of these health risks. COVID-19 is rapidly evolving and the effects on the mining industry and the Company are uncertain. The Company may not be able to accurately predict the impact of infectious disease, including COVID-19, or the quantum of such risks. There can be no assurance that the Company will not be impacted by adverse consequences that may be brought about by pandemics on global financial markets, which may reduce resources, share prices and financial liquidity, and may severely limit the financing capital available to the Company.

#### ***Recent Accounting Pronouncements***

In November 2023, the FASB issued ASU 2023-07, Segment Reporting – Improvements to Reportable Segments Disclosures. The amendments enhance disclosures of significant segment expenses by requiring disclosure of significant segment expenses regularly provided to the chief operating decision maker (CODM), extend certain annual disclosures to interim periods, and permit more than one measure of segment profit or loss to be reported under certain conditions. The amendments are effective for the Company in fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption of the amendment is permitted, including adoption in any interim periods for which financial statements have not been issued. The Company adopted ASU 2023-07 effective as of December 31, 2024, and the segment disclosures in Note 8 are reflective of that adoption.

### *Accounting pronouncements not yet adopted*

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which improve the transparency of disclosures related to the income tax rate reconciliation and income taxes paid. The amendments are effective for the Company in fiscal years beginning after December 15, 2024. Early adoption is permitted for annual financial statements that have not yet been issued or made available for issuance. The Company is currently evaluating the guidance and its impact to the financial statements.

In November 2024, the FASB issued ASU 2024-03, Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses, which requires all public entities to disclose information about purchases of inventory, employee compensation, depreciation, intangible asset amortization, and depletion for each income statement line item that contains those expenses. The amendments are effective for the Company in fiscal years beginning after December 15, 2026, and interim periods within fiscal years beginning after December 27, 2027. Early adoption is permitted on either a prospective or retrospective basis. The Company is currently evaluating the guidance and its impact to the financial statements.

### **Note 2 – Mineral Rights**

#### *Excelsior Springs*

During the year ended December 31, 2021, the Company acquired 100% of Nubian USA from Nubian Resources Ltd. (the “Seller”). Nubian USA holds full ownership of the mining claims comprising the Excelsior Springs Prospect (the “Property”) located in Esmeralda County, Nevada.

The Seller retained a 1% Net Smelter Returns Royalty on the claims it sold to the Company. One-half (0.5%) of the NSR Royalty may be purchased by the Company for CAD \$500,000 payable to the Seller. An additional one-half (0.5%) of the NSR Royalty may be purchased by the Company at fair market value.

On June 9, 2022, the Company entered into an agreement to purchase an undivided 100% interest in the Fortunatus and Prout patented lode mining claims in Esmeralda County, Nevada as part of the Excelsior Springs Project for consideration of \$185,000. The Agreement was completed in July 2022.

On June 1, 2024, the Company entered into an Asset Purchase Agreement with Silver Reserve Inc. to acquire an 100% interest in 11 unpatented BLM claims covering approximately 220 acres known as the Blue Dick Mine and related mineral claims, together with certain technical data relating to the mining claims. The total consideration paid was \$45,000 and a 3% NSR.

#### *Oneman Lake and Laird Lake Projects*

Effective October 1, 2024, Athena entered into a definitive agreement to acquire two early exploration stage projects located in Ontario Canada under the following terms:

Pursuant to the Definitive Agreement, Athena Gold acquired up to a 100% interest in two mining properties, consisting of 218 mining claims covering approximately 4,736 hectares (the “Properties”). The Properties are comprised of two projects: one known as the Oneman Lake Project located near Kenora, Ontario and the other known as the Laird Lake Project in Red Lake, Ontario. Pursuant to an option agreement dated August 19, 2024, with Bounty Gold Corp. (“Bounty Gold”), The Properties were acquired from Libra Lithium Corp. which earned 100% ownership of the Oneman Lake Project and had the exclusive option to acquire the Laird Lake Project (the “Option”) subject to certain terms and conditions. Bounty Gold has consented to the transfer of the Properties from Libra Lithium Corp. to Athena Gold.

All parties to this transaction are arm's length.

As consideration of the Properties, Athena Gold issued 43,865,217 common shares in the capital of Athena Gold's wholly owned subsidiary, Nova Athena Gold Corp. to Libra, at a value of \$Nil. The value of the transaction was determined by reference to the fair value of Nova's common shares; these shares do not trade publicly and therefore were determined based on Level 3 inputs.

Athena Gold has assumed all obligations of the Option to Bounty Gold to acquire the Laird Lake Project in consideration of the following cash payments and share issuances over the course of five years (which may be accelerated at Athena Gold's option):

- a. payment of CAD \$50,000 in cash on or before August 19, 2025, of which up to 50% of such payment may be made in the form of common shares in the capital of Athena Gold;
- b. payment of CAD \$50,000 in cash on or before the August 19, 2026, of which up to 50% of such payment may be made in the form of common shares in the capital of Athena Gold;
- c. payment of CAD \$50,000 in cash on or before August 19, 2027, of which up to 50% of such payment may be made in the form of common shares in the capital of Athena Gold;
- d. payment of CAD \$50,000 in cash on or before August 19, 2028, of which up to 50% of such payment may be made in the form of common shares in the capital of Athena Gold; and
- e. payment of CAD \$1,000,000 in cash on or before August 19, 2029, or alternatively
  - i. payment of 75% in cash and the issuance of common shares in the capital of Athena Gold equal to 25% of the payment, for a total payment of CAD \$1,250,000;
  - ii. payment of 50% in cash and the issuance of common shares in the capital of Athena Gold equal to 50% of the payment, for a total payment of CAD \$1,500,000; or
  - iii. payment of 25% in cash and the issuance of common shares in the capital of Athena Gold equal to 75% of the payment, for a total payment of CAD \$1,750,000.

In the event that Athena Gold pays any of the payments to Bounty Gold in the form of both cash and common shares, the price per share will be determined with the number of shares being based on a per share deemed issue price equal to the 30-day VWAP of the shares for the period of any twenty (20) consecutive trading days on the Canadian Securities Exchange ending on the date that is three business days prior to the date of issuance of the additional common shares.

Upon completion of the above obligations by Athena Gold, Bounty Gold will retain a 2% NSR on the Properties, of which 1% may be purchased by Athena Gold for CAD \$1,000,000 at any time.

### **Note 3 – Common Stock and Warrants**

On December 23, 2024, the Company completed the third tranche of a non-brokered private offering consisting of CAD\$131,000 of its Units at a purchase price of CAD\$0.05 per Unit for a total of 2,620,000 Units. Each Unit consisted of one share of Common Stock and one-half common stock purchase warrant ("Warrant"). Each whole Warrants exercisable for three years to purchase one additional share of Common Stock at a price of CAD\$0.12 per share. The transaction is part of the Company's unregistered private offering of up to CAD\$1,000,000 in Units at a price of CAD\$0.05 per Unit.

On December 3, 2024, the Company completed the second tranche of a non-brokered private offering consisting of CAD\$323,000 of its Units at a purchase price of CAD\$0.05 per Unit for a total of 6,460,000 Units. Each Unit consisted of one share of Common Stock and one-half common stock purchase warrant. Each whole Warrants exercisable for three years to purchase one additional share of Common Stock at a price of CAD\$0.12 per share. The transaction is part of the Company's unregistered private offering of up to CAD\$1,000,000 in Units at a price of CAD\$0.05 per Unit.

On October 25, 2024, the Company completed the first tranche of a non-brokered private offering consisting of CAD\$600,000 of its Units at a purchase price of CAD\$0.05 per Unit for a total of 12,000,000 Units. Each Unit consisted of one share of Common Stock and one-half common stock purchase warrant. Each whole Warrants exercisable for three years to purchase one additional share of Common Stock at a price of CAD\$0.12 per share. The transaction is part of the Company's unregistered private offering of up to CAD\$1,000,000 in Units at a price of CAD\$0.05 per Unit.

On June 7, 2024, the Company issued an aggregate of 600,000 shares in the common stock of the Company to two independent directors and the Chief Financial Officer of the Company as compensation for their services.

On June 7, 2024, the Company issued 300,000 common stock to a vendor in settlement of an invoice for services totaling CAD\$15,000.

In January 2024, the Company completed the sale of an aggregate of CAD\$200,000 of its Units at a purchase price of CAD\$0.04 per Unit for a total of 5,000,000 Units. Each Unit consisted of one share of Common Stock and one common stock purchase warrant exercisable for one year to purchase one additional share of Common Stock at a price of CAD\$0.05 per share. \$27,812 previously classified as a related party account payable was used towards the funds required for the investment in the private placement.

In January 2024, the Company issued 685,564 common stock to a vendor in settlement of invoices for services totaling CAD\$34,278.

Effective December 29, 2023, the Company completed the sale of an aggregate of 16,546,699 shares of its Common Stock to a corporation incorporated under the laws of Ontario ("Vendor") in consideration of the assignment by Vendor to the Company of an aggregate of 10 million shares of Common Stock of Nubian.

In April 2023 the Company completed a private placement in which we sold 14,500,000 units. Each unit was priced at C\$0.07 and consisted of one share of the Company's common stock and one stock purchase warrant granting the holder the right to purchase one additional share of common stock at a price of C\$0.10. The warrants expire April 24, 2025. All securities issued in connection with the offering are subject to restrictions on resale in Canada and the United States pursuant to applicable securities laws and the policies of any applicable stock exchange. An additional 220,303 broker warrants were granted to a Canadian broker and C\$7,921 as a placement fee. We realized total proceeds of \$744,160 net of offering costs.

During January 2023, the Company executed a promissory note with John Gibbs, a related party discussed in Note 6, for \$25,000. The Company issued 357,143 shares at C\$0.07 per share as a part of the April 2023 private placement to settle this note payable.

The Company has issued warrants which have an exercise price in Canadian dollars while the Company's functional currency is US dollars. Therefore, in accordance with ASU 815 - Derivatives and Hedging, the warrants have a derivative liability value. Outstanding subscription warrants were revalued as of December 31, 2024, with various inputs using a Black Scholes model. Broker warrants are valued at the time of issuance and not remeasured. The following is a summary of warrants issued and outstanding.



As of December 31, 2024:

<u>Issue Date</u>	<u>Expiration Date</u>	<u>Exercise Price (CAD)</u>	<u>Valuation</u>	<u>Volatility</u>	<u>Warrants Issued</u>
<b>Subscription Warrants</b>					
4/14/2022	4/13/2025	\$0.15	\$ 49,116	246%	6,250,000
4/24/2023	4/24/2025	\$0.10	171,161	245%	14,500,000
1/17/2024	1/17/2025	\$0.05	18,838	119%	5,000,000
10/25/2024	10/25/2027	\$0.12	196,305	244%	6,000,000
12/3/2024	12/3/2027	\$0.12	105,759	240%	3,230,000
12/23/2024	12/23/2027	\$0.12	42,901	238%	1,310,000
			<u>\$ 584,080</u>		<u>36,290,000</u>
<b>Broker Warrants</b>					
4/24/2023	4/24/2025	\$0.10	7,954	117%	220,303
			<u>\$ 7,954</u>		<u>220,303</u>

Note: Subscription warrants issued 1/17/2024 expired on 1/17/2025, subsequent to year end.

As of December 31, 2023:

<u>Issue Date</u>	<u>Expiration Date</u>	<u>Exercise Price (CAD)</u>	<u>Valuation</u>	<u>Volatility</u>	<u>Warrants Issued</u>
<b>Subscription Warrants</b>					
5/25/2021	5/31/2024	\$0.15	\$ 6,210	140%	6,250,000
9/30/2021	5/31/2024	\$0.15	3,002	136%	3,108,700
4/14/2022	4/13/2025	\$0.15	21,707	107%	6,250,000
8/12/2022	8/12/2024	\$0.12	6,501	120%	3,247,500
8/31/2022	8/31/2024	\$0.12	5,182	119%	2,300,000
9/14/2022	9/14/2024	\$0.12	6,978	119%	2,760,200
10/24/2022	10/24/2024	\$0.12	1,278	111%	500,000
4/24/2023	4/24/2025	\$0.10	81,104	108%	14,500,000
			<u>\$ 131,962</u>		<u>38,916,400</u>
<b>Broker Warrants</b>					
4/14/2022	4/13/2024	\$0.15	1,344	138%	70,000
8/31/2022	8/31/2024	\$0.12	6,312	132%	104,250
9/14/2022	9/14/2024	\$0.12	2,921	134%	80,100
4/24/2023	4/24/2025	\$0.10	7,954	117%	220,303
			<u>\$ 18,531</u>		<u>474,653</u>

The following is a summary of warrants exercised, issued and expired:

	<u>Total</u>
Balance at December 31, 2022	24,935,560
Exercised	0
Issued	14,720,303
Expired	(264,810)
Balance at December 31, 2023	39,391,053
Exercised	0
Issued	15,540,000
Expired	(18,420,750)
Balance at December 31, 2024	36,510,303
Weighted average exercise price	\$ 0.11

#### Note 4 – Share Based Compensation

The Company adopted its 2020 Equity Incentive Plan (the “Plan”) which became effective in January 2021. Under the Plan, the Company is authorized to issue up to 10 million shares of common stock pursuant to grants and the exercise of rights under the Plan. Effective March 10, 2021, the Corporation adopted a deferred compensation and equity award plan (the “Deferred Compensation Plan”). Restricted stock units awarded pursuant to the Deferred Compensation Plan shall vest in the manner determined by the Board with respect to such award. Restricted stock units have no voting rights, and no amount due or payable under the Deferred Compensation Plan or any interest in the Deferred Compensation Plan, shall be subject in any manner to alienation, sale, transfer, assignment, pledge, attachment, garnishment, lien, levy or like encumbrance.

A summary of the stock options and other share based compensation as of December 31, 2024, and changes during the periods are presented below:

Grant Date	Expiration Date	Exercise Price	Valuation	Volatility	Options Granted	Expected Life (Yrs)	SBC Expense - 12 Months Ended		
							12/31/2024	12/31/2023	
3/22/2021	3/22/2026	\$ 0.0900	\$ 190,202	211%	2,000,000	3.4	\$ 0	\$ 14,262	
8/24/2022	8/24/2032	\$ 0.0600	\$ 43,456	178%	730,000	5.5	0	0	
10/12/2022	10/12/2032	\$ 0.0600	\$ 106,109	162%	2,250,000	5.5	0	0	
1/16/2023	1/16/2028	\$ 0.0675	\$ 13,267	174%	250,000	3.3	555	12,712	
600,000 shares of common stock issued (see Related Party Transactions)								24,000	0
								<u>\$ 24,555</u>	<u>\$ 26,974</u>

	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value
Balance at December 31, 2022	4,980,000	\$ 0.07	7.1	\$ 0
Exercised	0	0	0	0
Issued	250,000	0.07	4.0	0
Canceled	0	0	0	0
Balance at December 31, 2023	5,230,000	\$ 0.07	6	0
Exercised	0	0	0	0
Issued	0	0	0	0
Canceled	0	0	0	0
Balance at December 31, 2024	5,230,000	\$ 0.07	5.0	0
Options exercisable at December 31, 2024	5,230,000	\$ 0.07	5.0	0

As of December 31, 2024 there are 300,000 restricted stock units outstanding that are fully vested.

#### **Note 5 – Commitments and Contingencies**

Ontario Claim holders must satisfy required annual units of assessment work to keep their claims in good standing. They must perform early exploration work and submit an assessment work report through the Mining Lands Administration System (MLAS). Current annual work commitment is CAD \$74,800 per annum on the Laird Lake claims. Assessment work has been completed to maintain these claims until January 2027.

#### **Note 6 – Related Party Transactions**

##### ***Management and Consulting Fees***

The Company is subject to a month-to-month management agreement with Mr. Power requiring a monthly payment of \$2,500 as consideration for the day-to-day management of Athena, \$30,000 was recorded as management fees and are included in general and administrative expenses in the accompanying consolidated statements of operations for the years ended December 31, 2024 and 2023.

The Company paid the Chief Financial Officer for consulting services \$36,810 and \$28,033 for the years ended December 31, 2024 and 2023, respectively

##### ***Director Fees***

All four members of the board each received \$7,500 for the year ended December 31, 2023 for a total of \$30,000.

##### ***Stock based compensation***

On June 7, 2024, the Company issued an aggregate of 600,000 shares in the common stock of the Company to two independent directors and the Chief Financial Officer of the Company as compensation for their services resulting in SBC expense of \$24,000 for the year ended December 31, 2024.

On March 22, 2021, the Company granted 1,500,000 options at a price of \$0.09 to three Directors of the Company. The options vest 50% upon issuance, and 25% on each of the first and second anniversaries of the grant date. The options were valued at \$142,652 on the grant date and 50% vested on grant date with 25% vesting one year from grant date and the remaining 25% vesting two years from grant date. SBC expense totaling \$0 and \$10,989 for the year ended December 31, 2024 and 2023, respectively.

***Advanced deposits and accounts payable***

In December 2023, the Company received an advanced deposit for investment into the January 2024 private placement from John Gibbs for \$25,000 and from John Power for \$21,000. In addition, John Power is due approximately \$6,000 and \$100,000 as of December 31, 2024 and 2023, respectively for expense reports and other advances made to the Company.

***Note Payable***

On June 7, 2024, the Company executed a promissory note with John Power, the Company’s President and Chief Executive Officer for \$100,000 at 6% with a January 2, 2026 maturity date.

In January 2023, the Company executed a promissory note with John Gibbs for \$25,000 at 6% that is payable on demand (Note 3). The amount was converted into equity as part of the April 2023 private placement.

**Note 8 – Income Taxes**

The effective income tax rate consisted of the following:

	2024	2023
Federal statutory income tax rate on net income/loss	21.0%	21.0%
State statutory income tax rate on net income/loss	7.0%	8.8%
Permanent differences	1.2%	0.0%
Change in valuation allowance	-76.7%	-24.9%
Prior year adjustments	47.5%	0.0%
Effective tax rate	<u>0.0%</u>	<u>0.0%</u>

Reconciliation of income tax expense:

	2024	2023
Expected federal income tax expense (benefit) at statutory rate	\$ (133,669)	\$ 128,677
Expected state income tax expense (benefit) at statutory rate	(44,452)	54,167
Adjustment to prior years provision versus statutory tax returns	(302,056)	(158,826)
Permanent difference related to warrant revaluations	(7,795)	0
Change in valuation allowance	487,791	(24,018)
Income tax benefit	<u>\$ 0</u>	<u>\$ 0</u>

The components of the deferred tax assets are as follows:

	<u>2024</u>	<u>2023</u>
Deferred tax assets:		
Federal and state net operating loss carryovers	\$ 3,335,937	\$ 3,366,577
Warrant revaluation	0	(519,466)
Stock compensation	123,347	124,202
Total deferred tax asset	<u>3,459,284</u>	<u>2,971,313</u>
Less: valuation allowance	(3,459,284)	(2,971,313)
Deferred tax asset	<u>\$ 0</u>	<u>\$ 0</u>

The Company has approximately a \$11,921,000 and \$11,282,000 net operating loss carryover as of December 31, 2024, and December 31, 2023, respectively. The net operating loss may offset against taxable income, with \$4,963,000 of the net operating loss carryover begins expiring in 2027 and \$6,958,000 with no expiry date may be subject to U.S. Internal Revenue Code Section 382 limitations.

The Company has provided a valuation allowance that eliminates the deferred tax asset as of December 31, 2024, and 2023, as the likelihood of the realization of the tax benefits cannot be determined.

The Company and our subsidiaries file annual US Federal income tax returns and annual income tax returns for the state of California. Income taxing authorities have conducted no formal examinations of our past Federal or state income tax returns and supporting records.

#### Note 9 – Segmented Information

The Company is managed as one reportable segment: North America. The North American segment conducts exploration and evaluation activities at the Company’s principal assets, the Excelsior Springs, Laird Lake and Oneman Lake projects. This segment does not presently report any revenues from operations. Through this segment, the Company seeks to position its projects as development opportunities within the gold, silver, and other metals sectors.

The Company’s Chief Operating Decision Maker is the Chief Executive Officer (“CODM”). The CODM uses the consolidated statement of operations and comprehensive income (loss) as the measure of segment profit and loss to assess performance and allocate resources. The measure of segment assets is reported on the consolidated balance sheets as “Total assets” and the measure of segment capital expenditures is reported on the consolidated statements of cash flows as “Acquisition of mineral properties.”

The Company reported no revenues during the years ended December 31, 2024, or 2023. The geographic location of all long lived assets as described in Note 2:

<u>Twelve months ending</u>	<u>12/31/2024</u>	<u>12/31/2023</u>
Exploration, evaluation and project expenses	\$ 186,764	\$ 351,132
General and administrative expenses		
Legal and other professional fees	291,836	315,521
Share based compensation	24,555	26,974
Stock exchange fees and related expenses	56,110	56,827
Other general expenses	52,853	33,139
Sub-Total	<u>425,353</u>	<u>432,460</u>
Other	55,341	(1,396,340)
Net (income) loss	<u>\$ 667,458</u>	<u>\$ (612,748)</u>

#### Note 10 – Subsequent Events

On March 27, 2025 the shareholders of the Company approved the redomestication of the Company in the Province of British Columbia, Canada by merger into a British Columbia corporation and elected Koby Kushner and David Goodman to the Board of Directors.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this amended annual report to be signed on its behalf by the undersigned, thereunto duly authorized.

ATHENA GOLD CORPORATION

Date: April 8, 2025

By: /s/ Koby Kushner  
Koby Kushner  
Chief Executive Officer, President & Director  
(Principal Executive Officer)

Date: April 8, 2025

By: /s/ Tyler Minnick  
Tyler Minnick  
Chief Financial Officer  
(Principal Accounting Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
<u>/s/ Koby Kushner</u> Koby Kushner	Chief Executive Officer, President & Director (Principal Executive Officer)	April 8, 2025
<u>/s/ Brian Power</u> Brian Power	Director	April 8, 2025
<u>/s/ John C Power</u> John C Power	Director & Secretary	April 8, 2025
<u>/s/ David Goodman</u> David Goodman	Director	April 8, 2025
<u>/s/ John Hiner</u> John Hiner	Director	April 8, 2025
<u>/s/ Tyler Minnick</u> Tyler Minnick	Chief Financial Officer (Principal Accounting Officer)	April 8, 2025

---