

ROCKLAND RESOURCES LTD.
Consolidated Financial Statements
For the year ended September 30, 2024
(Expressed in Canadian Dollars)

Independent Auditor's Report

To the Shareholders of Rockland Resources Ltd.

Opinion

We have audited the consolidated financial statements of Rockland Resources Ltd. (the "Group"), which comprise the consolidated statements of financial position as at September 30, 2024 and September 30, 2023 and the consolidated statements of loss and comprehensive loss, shareholders' equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of material accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at September 30, 2024 and September 30, 2023, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board.

Basis for Opinion

We conducted our 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 Group 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.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 to the consolidated financial statements which describes the material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. 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. Other than the matter described in the Material Uncertainty Related to Going Concern section, we have determined there are no key audit matters to be communicated in our report.

Other Information

Management is responsible for the other information. The other information comprises:

- 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 the other information 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 as issued by the International Accounting Standards Board, 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 Group'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 Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group'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 Group'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 Group'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 Group 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.
- Our responsibilities are to plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the group 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 Diana Huang.

Crowe Mackay LLP

**Chartered Professional Accountants
Vancouver, Canada
January 27, 2025**

ROCKLAND RESOURCES LTD.
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)

AS AT	September 30, 2024	September 30, 2023
ASSETS		
Current		
Cash and cash equivalent	\$ 58,397	\$ 122,489
Amounts receivable	5,457	18,117
Marketable securities (Note 5)	100,849	752,292
Prepaid expenses and deposits	69	130,387
Current assets	164,772	1,023,285
Non-current assets		
Reclamation bond (Note 6)	10,000	62,490
Exploration and evaluation assets (Note 6)	2,818,722	3,478,526
TOTAL ASSETS	\$ 2,993,494	\$ 4,564,301
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current		
Accounts payable and accrued liabilities	\$ 153,904	\$ 173,304
Due to related parties (Note 8)	139,950	10,318
Short-term loan (Note 8)	12,000	-
Current liabilities	305,854	183,622
Non-current liabilities		
Asset retirement obligation (Note 6)	23,731	-
Total Liabilities	329,585	183,622
Shareholders' equity		
Share capital (Note 7)	7,235,059	6,974,859
Reserves (Note 7)	1,105,698	1,091,698
Deficit	(5,676,848)	(3,685,878)
Total shareholders' equity	2,663,909	4,380,679
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$ 2,993,494	\$ 4,564,301

Nature and continuance of operations (Note 1)
Subsequent events (Note 12)

Approved and authorized on behalf of the Board on January 27, 2025.

<u>"Mike England"</u>	Director	<u>"Charles Desjardins"</u>	Director
Mike England		Charles Desjardins	

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

ROCKLAND RESOURCES LTD.
CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)
Years ended September 30,

	2024	2023
EXPENSES		
Consulting fees (Note 8)	\$ 126,800	\$ 240,633
Filing and transfer agent fees	23,464	27,509
Management fees (Note 8)	144,000	144,000
Office and miscellaneous	26,025	29,949
Professional fees	111,904	135,123
Property investigation costs	-	20,584
Share-based payments (Notes 7 and 8)	62,300	292,200
Travel and promotion	111,423	168,145
	(605,916)	(1,058,143)
OTHER INCOME (EXPENSES)		
Change in fair value of marketable securities (Note 5)	(609,794)	(410,876)
Gain (loss) on sale of exploration and evaluation assets, net (Note 6)	(17,710)	790,417
Impairment of exploration and evaluation assets (Note 6)	(757,550)	-
Net loss and comprehensive loss for the year	\$ (1,990,970)	\$ (678,602)
Basic and diluted loss per common share	\$ (0.14)	\$ (0.06)
Weighted average number of common shares outstanding (basic and diluted)	14,336,661	11,333,253

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

ROCKLAND RESOURCES LTD.
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(Expressed in Canadian Dollars)
Years ended September 30,

	Share capital				
	Shares	Amount	Reserves	Deficit	Total
Balance, September 30, 2022	7,721,044	\$ 5,259,318	\$ 799,498	\$(3,007,276)	\$ 3,051,540
Units for private placement	3,001,000	900,300	-	-	900,300
Share issue costs – cash	-	(48,600)	-	-	(48,600)
Shares issued for consulting services	81,514	40,641	-	-	40,641
Share issued for exploration and evaluation assets	2,676,000	823,200	-	-	823,200
Share-based payments	-	-	292,200	-	292,200
Net loss for the year	-	-	-	(678,602)	(678,602)
Balance, September 30, 2023	13,479,558	6,974,859	1,091,698	(3,685,878)	4,380,679
Units for private placement	900,000	112,500	-	-	112,500
Share issue costs - cash	-	(600)	-	-	(600)
Exercise of options	400,000	148,300	(48,300)	-	100,000
Share-based payments	-	-	62,300	-	62,300
Net loss for the year	-	-	-	(1,990,970)	(1,990,970)
Balance, September 30, 2024	14,779,558	\$ 7,235,059	\$ 1,105,698	\$(5,676,848)	\$ 2,663,909

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

ROCKLAND RESOURCES LTD.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)
Years ended September 30,

	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss for the year	\$ (1,990,970)	\$ (678,602)
Items not affecting operating cash:		
Share-based payment	62,300	292,200
Foreign exchange loss	987	-
Loss (gain) on sale of exploration and evaluation asset	17,710	(790,417)
Change in fair value of marketable securities	609,794	410,876
Shares issued on consulting services	-	40,641
Impairment of exploration and evaluation assets	757,550	-
Changes in non-cash working capital items:		
Amounts receivable	12,660	117,267
Prepaid expenses and deposits	130,318	(75,735)
Accounts payable and accrued liabilities	(279)	112,510
Due to related parties	124,382	(9,342)
Net cash used in operating activities	(275,548)	(580,602)
CASH FLOWS FROM INVESTING ACTIVITIES		
Exploration and evaluation expenditures	(102,386)	(1,331,513)
Finder's fee paid for the sale of exploration and evaluation assets	-	(50,000)
Proceeds from sale of exploration and evaluation assets	-	750,000
Proceeds from sale of marketable securities	38,439	157,723
Reclamation bond refund (advance)	51,503	(52,490)
Net cash used in investing activities	(12,444)	(526,280)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issuance of shares	112,500	900,300
Share issuance costs	(600)	(48,600)
Exercise of options	100,000	-
Proceeds from loan payable	12,000	-
Net cash provided by financing activities	223,900	851,700
Change in cash and cash equivalent for the year	(64,092)	(255,182)
Cash and cash equivalent, beginning of year	122,489	377,671
Cash and cash equivalent, end of year ⁽ⁱ⁾	\$ 58,397	\$ 122,489
Supplementary disclosure with respect to cash flows		
Interest and taxes paid	\$ -	\$ -
Exploration and evaluation expenditures in accounts payable	\$ 28,230	\$ 42,101
Marketable securities received for exploration and evaluation assets	\$ 14,500	\$ 1,367,780
Finder's fees for exploration and evaluation – marketable securities	\$ 17,710	\$ 65,889
Shares issued for exploration and evaluation assets	\$ -	\$ 823,200

⁽ⁱ⁾ As of September 30, 2024, the Company's cash and cash equivalent consisted of cash of \$5,273 (2023 - \$122,489) and cash equivalents of \$53,124 (2023 - \$Nil) in an investment account which is redeemable on demand and not subject to significant risks of changes in fair value.

ROCKLAND RESOURCES LTD.

Notes to the Consolidated Financial Statements

(Expressed in Canadian dollars)

For the year ended September 30, 2024

1. Nature and continuance of operations

Rockland Resources Ltd. (the “Company”) was incorporated on April 29, 2020 under the laws of the Province of British Columbia, Canada, and its principal activity is the acquisition and exploration of mineral properties in Canada. The Company’s corporate office and principal place of business of the Company is 789 West Pender Street, Suite 1240, Vancouver, British Columbia, Canada, V6C 1H2. The Company is traded on the Canadian Securities Exchange (the “CSE”) under the symbol “RKL”.

The Company is in the business of exploring its mineral exploration assets and has not yet determined whether these properties contain ore reserves that are economically recoverable. As at September 30, 2024, the Company was in the exploration stage and had interests in properties in Canada and United States.

Effective December 3, 2024, the Company consolidated its common shares on a 5:1 basis. All share and per share amounts in the consolidated financial statements have been retroactively restated to reflect the share consolidation.

Going concern

These consolidated financial statements have been prepared on a going concern basis, which presumes the realization of assets and discharge of liabilities in the normal course of business for the foreseeable future. The ability of the Company to continue as a going concern and the recoverability of the amounts shown for exploration and evaluation assets are dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development, and upon future profitable production or proceeds from the disposition thereof. The Company has sustained losses from operations and expects to incur further losses in the development of its business, and has an ongoing requirement for capital investment to explore its exploration and evaluation assets. As at September 30, 2024, the Company had a working capital deficit of \$141,082 (2023 - working capital of \$839,663). Based on its current plans, budgeted expenditures, and cash requirements, the Company does not have sufficient cash to finance its current plans. These material uncertainties may cast substantial doubt about the Company’s ability to continue as a going concern.

The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future and repay its liabilities arising from normal business operations as they become due. The Company expects that it will need to raise substantial additional capital to accomplish its business plan over the next several years. The Company expects to seek additional financing through equity financing. There can be no assurance as to the availability or terms upon which such financing might be available.

The Company’s business may be affected by changes in political and market conditions, such as interest rates, availability of credit, inflation rates, changes in laws, and national and international circumstances. Recent geopolitical events and potential economic global challenges such as the risk of higher inflation and energy crises, may create further uncertainty and risk with respect to the prospects of the Company’s business.

These consolidated financial statements do not reflect the adjustments to the carrying values of assets and liabilities, the reported expenses, and the statement of financial position classifications used, that would be necessary if the Company were unable to realize its assets and settle its liabilities as a going concern in the normal course of operations. Such adjustments could be material.

ROCKLAND RESOURCES LTD.

Notes to the Consolidated Financial Statements

(Expressed in Canadian dollars)

For the year ended September 30, 2024

2. Basis of preparation

The consolidated financial statements were authorized for issue on January 27, 2025 by the directors of the Company.

Basis of preparation

The consolidated financial statements of the Company have been prepared on an accrual basis and are based on historical costs, except for financial instruments classified as fair value through profit or loss ("FVTPL"), which are stated at their fair value. The consolidated financial statements are presented in Canadian dollars, which is the Company's functional currency, unless otherwise noted.

Statement of compliance

The consolidated financial statements of the Company have been prepared in accordance with IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

Basis of consolidation

These consolidated financial statements include the accounts of the Company and its subsidiary as at September 30, 2024. Where the Company has the power, either directly or indirectly, to govern the financial and operating policies of another entity or business so as to obtain benefits from its activities, it is classified as a subsidiary. The consolidated financial statements present the results of the Company and its subsidiary as if they formed a single entity. All inter-company transactions and balances between the companies are therefore eliminated in full.

The Company incorporated a wholly-owned subsidiary, Rockland Lithium Corp., on September 8, 2022 in the State of Utah. The Company holds a 100% interest in Rockland Lithium Corp during the years ended September 30, 2024 and 2023. These consolidated financial statements include the accounts of Rockland Lithium Corp.

3. Significant accounting judgements and estimates

The preparation of consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, revenue and expenses.

Significant accounting judgments

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the consolidated financial statements are discussed below:

i) Going concern

The assessment of the Company's ability to continue as a going concern involves judgment regarding future funding available for its exploration projects and working capital requirements.

ROCKLAND RESOURCES LTD.

Notes to the Consolidated Financial Statements

(Expressed in Canadian dollars)

For the year ended September 30, 2024

3. Significant accounting judgements and estimates (cont'd)

ii) Exploration and evaluation assets

The net carrying value of each mineral property is reviewed regularly for conditions that suggest impairment. This review requires significant judgment. Factors considered in the assessment of asset impairment include, but are not limited to, whether substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is budgeted or planned; whether there has been a significant adverse change in the legal, regulatory, accessibility, title, environmental or political factors that could affect the property's value; whether there has been an accumulation of costs significantly in excess of the amounts originally expected for the property's acquisition, development or cost of holding; and whether exploration activities produced results that are not promising such that no more work is being planned in the foreseeable future. If impairment is determined to exist, a formal estimate of the recoverable amount is performed, and an impairment loss is recognized to the extent that the carrying amount exceeds the recoverable amount.

During the year ended September 30, 2024, management has determined that the Summit Old Timer and the Fish Springs properties were impaired due to lack of future exploration plan. See Note 6.

4. Material accounting policies

Foreign currency translation

The consolidated financial statements are presented in Canadian dollar which is both the Company and subsidiary's functional and presentation currency. Transactions in foreign currencies are translated at rates in effect at the time of the transaction. Monetary assets and liabilities are translated at the exchange rate prevailing at the reporting date. Gains and losses are included in profit or loss.

Exploration and evaluation assets

Costs incurred before the Company has obtained the legal rights to explore an area are expensed in the period in which they are incurred.

Costs incurred to acquire the legal right to explore a property are capitalized. Once the legal right to explore a property has been acquired, costs directly related to exploration and evaluation expenditures are recognized and capitalized on a property-by-property basis. These direct expenditures include such costs as surveying costs, drilling costs, labor and contractor costs, materials used and licensing and permit fees.

Government tax credits received are recorded as a reduction to the cumulative costs incurred and capitalized on the related property.

Once the technical feasibility and commercial viability of extracting the mineral resource have been determined, the property is considered to be under development and is classified as development properties. The carrying value of exploration and evaluation assets is transferred to development properties after being tested for impairment.

Once commercial production has commenced all capitalized costs related to the property are transferred to producing properties and the costs of acquisition, exploration and development will be amortized over the life of the property based on estimated economic reserves.

Proceeds received from the sale of any interest in a property will be credited against the carrying value of the property, with any excess included in other income for the period.

ROCKLAND RESOURCES LTD.

Notes to the Consolidated Financial Statements

(Expressed in Canadian dollars)

For the year ended September 30, 2024

4. Material accounting policies (cont'd)

Exploration and evaluation assets (cont'd)

Currently, all mineral properties of the Company are at the exploration stage.

Although the Company has taken steps to verify title to mineral properties in which it has an interest, in accordance with industry norms for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements or inadvertent non-compliance with regulatory requirements.

Exploration costs renounced due to flow-through share subscription agreements remain capitalized; however, for corporate income tax purpose the Company has no right to claim these costs as tax deductible expenses.

Recorded costs of mineral properties and deferred exploration costs are not intended to reflect present or future values of resource properties. The recorded costs are subject to measurement uncertainty and it is reasonably possible, based on existing knowledge that changes in future conditions could require a material change in the recognized amount.

Payments on mineral property option agreements are made at the discretion of the Company and, accordingly, are recorded as incurred.

The Company assesses exploration and evaluation assets for impairment when facts and circumstances suggest that the carrying amount of an asset may exceed its recoverable amount. When a project is deemed to no longer have commercially viable prospects to the Company, exploration and evaluation expenditures in respect of that project are deemed to be impaired. As a result, those exploration and evaluation expenditure costs, in excess of estimated recoveries, are written off to profit or loss.

Marketable securities

Purchases and sales of marketable securities are recognized on the settlement date. All transaction costs associated with the acquisition and disposition of marketable securities are expensed to the consolidated statement of loss and comprehensive loss as incurred.

Securities that are traded in an active market and for which no sales restrictions apply, are presented at fair value based on quoted closing trade prices at the date of consolidated statement of financial position. If there were no trades on the date of the consolidated statement of financial position, these securities are presented at the closing price on the last date the security traded. These investments are included in Level 1 of the fair value hierarchy.

See Note 5 for details of marketable securities held by the Company as at September 30, 2024 and 2023.

ROCKLAND RESOURCES LTD.

Notes to the Consolidated Financial Statements

(Expressed in Canadian dollars)

For the year ended September 30, 2024

4. Material accounting policies (cont'd)

Impairment

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

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

Decommissioning and restoration provision

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of exploration and evaluation assets and equipment, when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future rehabilitation cost estimates arising from the decommissioning of plant and other site preparation work is capitalized to mining assets along with a corresponding increase in the rehabilitation provision in the year incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. The rehabilitation asset is depreciated on the same basis as mining assets.

The Company's estimates of reclamation costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to mining assets with a corresponding entry to the provision. The Company's estimates are reviewed annually for changes in regulatory requirements, discount rates, effects of inflation and changes in estimates. Changes in the net present value, excluding changes in the Company's estimates of reclamation costs, are charged to profit or loss for the year.

Share capital

The Company engages in equity financing transactions to obtain the funds necessary to continue operations and explore and evaluate resource properties. These equity financing transactions may involve issuance of common shares or units. A unit comprises a certain number of common shares and a certain number of share purchase warrants. Depending on the terms and conditions of each equity financing agreement, the warrants are exercisable into additional common shares prior to expiry at a price stipulated by the agreement. Warrants that are part of units are valued using residual value method which involves comparing the selling price of the units to the Company's share price on the announcement date of the financing. The market value is then applied to the common share, and any residual amount is assigned to the warrants. Warrants that are issued as payment for agency fee or other transaction costs are accounted for as share-based payments and are recognized in equity. When warrants are forfeited or are not exercised at the expiry dates, the amount previously recognized in equity remains in warrant reserves.

ROCKLAND RESOURCES LTD.

Notes to the Consolidated Financial Statements

(Expressed in Canadian dollars)

For the year ended September 30, 2024

4. Material accounting policies (cont'd)

Share capital (cont'd)

In situations where share capital is issued, or received, as non-monetary consideration and the fair value of the asset received, or given up is not readily determinable, the fair market value (as defined) of the shares is used to record the transaction. The fair market value of the shares issued, or received, is based on the trading price of those shares on the appropriate exchange on the date the shares are issued.

Share issuance costs

Share issue costs are deferred and charged directly to share capital on completion of the related equity financing. If the financing is not completed, share issue costs are charged to profit or loss. Costs directly identifiable with the raising of capital will be charged against the related share capital.

Share-based payments

Where equity-settled share options are awarded to employees, the fair value of the options at the date of grant is charged to profit or loss over the vesting period. When equity instruments are granted to non-employees, they are recorded at the fair value of the goods and services received, unless the fair value of the goods and services received cannot be reasonably measured, in which case they are measured using the fair value of the equity instruments issued. Expenses are recorded in profit or loss. Amounts related to the cost of issuing shares are recorded as a reduction of share capital. Amounts related to the issuance of shares for exploration and evaluation assets are capitalized in mineral interests on the consolidated statement of financial position.

When the value of goods or services received in exchange for the share-based payment cannot be reliably estimated, the fair value is measured by using a valuation model.

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

If the options expire or are forfeited, the corresponding amount previously recorded remains in reserves.

ROCKLAND RESOURCES LTD.

Notes to the Consolidated Financial Statements

(Expressed in Canadian dollars)

For the year ended September 30, 2024

4. Material accounting policies (cont'd)

Financial instruments

Financial instruments classified at fair value through profit or loss ("FVTPL") are measured at fair value.

Financial instruments classified at amortized cost are initially measured at fair value and subsequently measured at amortized cost using the effective interest rate method.

A summary of the classification and measurement of the Company's financial instruments is set out below:

	IFRS 9 classification
<u>Financial Asset</u>	
Cash and cash equivalent	FVTPL
Marketable securities	FVTPL
Reclamation bond	Amortized cost
<u>Financial Liabilities</u>	
Accounts payable and accrued liabilities	Amortized cost
Due to related parties	Amortized cost
Short-term loan	Amortized cost

Adoption of new accounting standards, interpretations and amendments

A number of new standards, and amendments to standards and interpretations, are not effective and have not been early adopted in preparing these consolidated financial statements. The following accounting standards and amendments are effective for future periods.

- i) Classification of Liabilities as Current or Non-current (Amendments to IAS 1) – The amendments to IAS1 provide a more general approach to the classification of liabilities based on the contractual arrangements in place at the reporting date.

These amendments are effective for reporting periods beginning on or after January 1, 2024. The Company does not expect material impact upon adoption of these amendment.

- ii) IFRS 18 Presentation and Disclosure in Financial Statements – IFRS 18 introduces three sets of new requirements to give investors more transparent and comparable information about companies' financial performance for better investment decisions.
 1. Three defined categories for income and expenses – operating, investing or financing – to improve the structure of the income statements, and require all companies to provide new defined subtotals, including operating profit;
 2. Requirement for companies to disclose explanations of management-defined performance measures (MPMs) that are related to the income statement; and
 3. Enhanced guidance on how to organize information and whether to provide it in the primary financial statements or in the notes.

This new standard is effective for reporting periods beginning on or after January 1, 2027. The Company will be evaluating the impact of the above amendments on its consolidated financial statements.

ROCKLAND RESOURCES LTD.

Notes to the Consolidated Financial Statements

(Expressed in Canadian dollars)

For the year ended September 30, 2024

4. Material accounting policies (cont'd)

Adoption of new accounting standards, interpretations and amendments (cont'd)

The Company adopted the following accounting standards during the year ended September 30, 2024:

i) *Amendments to IAS 1 and IFRS Practice Statement 2 – Disclosure of Accounting Policies*

These amendments continue the IASB's clarifications on applying the concept of materiality. These amendments help companies provide useful accounting policy disclosures, and they include: requiring companies to disclose their material accounting policies instead of their significant accounting policies; clarifying that accounting policies related to immaterial transactions, other events or conditions are themselves immaterial and do not need to be disclosed; and clarifying that not all accounting policies that relate to material transactions, other events or conditions are themselves material. The IASB also amended IFRS Practice Statement 2 to include guidance and examples on applying materiality to accounting policy disclosures. The implementation of these amendments reduced disclosures in the notes to the consolidated financial statements.

ii) *Amendments to IAS 8 – Definition of Accounting Estimates*

These amendments clarify how companies distinguish changes in accounting policies from changes in accounting estimates, with a primary focus on the definition of and clarifications on accounting estimates. The distinction between the two is important because changes in accounting policies are applied retrospectively, whereas changes in accounting estimates are applied prospectively. Further, the amendments clarify that accounting estimates are monetary amounts in the financial statements subject to measurement uncertainty. The amendments also clarify the relationship between accounting policies and accounting estimates by specifying that a company develops an accounting estimate to achieve the objective set out by an accounting policy. There was no significant impact to the consolidated financial statements as a result of the implementation of these amendments.

5. Marketable securities

During the year ended September 30, 2024, the Company:

- received 100,000 shares (valued at \$14,500) of Metalsource Mining Inc (formerly Silverfish Resources Inc.) ("Metalsource") for the Summit Old Timer Property. The Company sold 4,000 common shares for proceeds of \$740 and recorded a loss on the change in fair value of marketable securities of \$2,940.
- transferred 250,000 shares (valued at \$17,710) of Recharge Metals Limited ("Recharge") for finder's fees of Wapistan Property. The Company sold 700,000 common shares for proceeds of \$37,699 and recorded a loss on the change in fair value of marketable securities of \$606,854.

During the year ended September 30, 2023, the Company:

- received 250,000 shares (valued at \$50,000) of Metalsource for the Summit Old Timer Property. The Company sold 346,000 common shares for proceeds of \$70,860 and recorded a gain on the change in fair value of marketable securities of \$3,040.
- received 5,000,000 shares (valued at \$1,317,780) of Recharge for Wapistan Property and transferred 250,000 shares (valued at \$65,889) for finder's fees of Wapistan Property. The Company sold 440,000 common shares for proceeds of \$86,863 and recorded a loss on the change in fair value of marketable securities of \$413,916.

ROCKLAND RESOURCES LTD.

Notes to the Consolidated Financial Statements

(Expressed in Canadian dollars)

For the year ended September 30, 2024

5. Marketable securities (cont'd)

	Metalsource Common shares	Recharge Common shares	Total
As of September 30, 2022	100,000	-	\$ 19,000
Addition	250,000	-	50,000
Addition	-	5,000,000	1,317,780
Finder's fees on acquisition and sale of exploration and evaluation assets	-	(250,000)	(65,889)
Proceeds on sale of Metalsource's shares	(346,000)	-	(70,860)
Proceeds on sale of Recharge's shares	-	(440,000)	(86,863)
Change in fair value	-	-	(410,876)
As of September 30, 2023	4,000	4,310,000	752,292
Addition	100,000	-	14,500
Proceeds on sale of Metalsource's shares	(4,000)	-	(740)
Finder's fees on acquisition and sale of exploration and evaluation assets	-	(250,000)	(17,710)
Proceeds on sale of Recharge's shares	-	(700,000)	(37,699)
Change in fair value	-	-	(609,794)
As of September 30, 2024	100,000	3,360,000	\$ 100,849

6. Exploration and evaluation assets**Summit Old Timer (British Columbia)**

On May 21, 2020, the Company entered into an option agreement to acquire up to a 75% interest in certain mining claims in the Nelson Mining Division, British Columbia.

To acquire a 51% interest, the Company must issue 20,000 common shares (issued) and make a cash payment of \$5,000 (paid) to the vendor.

To earn the further 24% of the total 75% interest, the Company must pay the Optionor \$10,000 on or before May 21, 2021 (paid), issue 20,000 common shares on or before the first anniversary of the initial listing of the Company's shares on CSE (issued and valued at \$15,000), and incur aggregate exploration expenditures of \$225,000 of which \$75,000 must be incurred before May 21, 2021 (incurred) and \$150,000 on or before the first anniversary of the initial listing of the Company's shares on an exchange (incurred).

In August 2020, the Company submitted a Notice of Work on the property with the BC government and has posted a \$10,000 reclamation bond.

The property is subject to a NSR of 2% payable to the vendors, of which 1% can be repurchased for a cash payment of \$1,000,000.

On December 16, 2021, and amended on December 12, 2023, the Company executed an option agreement with Metalsource to sell the Company's 75% interest in the Summit Old Timer Property in consideration of the following:

ROCKLAND RESOURCES LTD.

Notes to the Consolidated Financial Statements

(Expressed in Canadian dollars)

For the year ended September 30, 2024

6. Exploration and evaluation assets (cont'd)

Summit Old Timer (British Columbia) (cont'd)

Cash payments:

- i) \$7,500 on or before the earlier of the listing of Metalsource's common shares on the Canadian Securities Exchange or June 30, 2022 (received);
- ii) \$15,000 on or before December 15, 2022 (received); and
- iii) \$50,000 on or before December 15, 2024.

Share issuances:

- i) 100,000 common shares on or before the listing of Metalsource's common shares on the Canadian Securities Exchange or June 30, 2022 (received and valued at \$25,000);
- ii) 250,000 common shares on or before December 15, 2022 (received and valued at \$50,000); and
- iii) 1,000,000 common shares on or before December 15, 2024.

Expenditures:

- i) \$100,000 on or before September 30, 2024;
- ii) additional \$250,000 on or before September 30, 2025; and
- iii) additional \$1,000,000 on or before September 30, 2026.

In consideration of the Company agreeing to the terms of the amendment, Metalsource issued an additional 100,000 common shares upon execution of the amendment agreement (received and valued at \$14,500).

During the year ended September 30, 2024, the Company had no further plan to explore the property which is an indicator of impairment under IFRS 6, resulting in an assessment of the property's recoverable amount. Due to uncertainty in recoverability, the Company has written off the property in full, recognizing an impairment loss of \$100,875 during the year ended September 30, 2024.

As of September 30, 2024, the Company has a reclamation bond of \$10,000 (2023 - \$10,000).

Cole Gold Mines Property (Ontario)

On March 25, 2021, the Company entered into an option agreement to acquire a 100% interest in 28 mining claims located in Red Lake Mining District, Ontario.

Terms of the agreement include:

Cash payments:

- i) \$10,000 upon execution of the agreement (paid);
- ii) \$50,000 on or before April 30, 2021 (paid);
- iii) \$100,000 on or before August 7, 2021 (paid);
- iv) \$150,000 on or before March 25, 2022 (see amended terms below); and
- v) \$100,000 on or before August 7, 2022 (paid).

Share issuances:

- i) 214,286 shares on or before April 30, 2021 (issued and valued at \$257,143);
- ii) \$100,000 worth in common shares on or before August 7, 2021 (96,153 shares issued); and
- iii) \$100,000 worth in common shares on or before August 7, 2022 (96,153 shares issued).

Expenditures:

- i) \$100,000 on or before August 7, 2021 (incurred); and
- ii) \$200,000 on or before August 7, 2022 (incurred).

ROCKLAND RESOURCES LTD.

Notes to the Consolidated Financial Statements

(Expressed in Canadian dollars)

For the year ended September 30, 2024

6. Exploration and evaluation assets (cont'd)

Cole Gold Mines Property (Ontario) (cont'd)

The property is subject to a NSR of 2% payable to the vendors, of which 0.5% can be repurchased for a cash payment of \$750,000.

On January 20, 2023, the Company received an extension on the property option payments, the amended terms are as follows:

- i) \$75,000 cash upon the executed of the agreement and the issuance of 300,000 common shares (paid, issued and valued at \$105,000); and
- ii) \$75,000 on or before April 30, 2023 (paid).

Wapistan Lithium Project (Quebec)

During the year ended September 30, 2023, the Company acquired a 100% interest in the Wapistan Lithium Project located within the James Bay region of Quebec by paying \$400,000 and issuing 2,160,000 shares valued at \$648,000. The Company also issued 216,000 common shares valued at \$70,200 for finder's fees and \$40,000 cash.

The property is subject to a NSR of 2% payable to the vendors, of which 1.0% can be repurchased for a cash payment of \$1,000,000.

The Company also entered into an agreement to option out 100% of its interest to Recharge Metals Limited ("Recharge") for:

- i) \$700,000 cash (received);
- ii) 5,000,000 shares of Recharge (received at a value of \$1,317,780), of which 2,500,000 are subject to 6 months voluntary escrow until December 27, 2023 (released); and
- iii) \$500,000 on or before September 30, 2024 ("Deferred Payment").

In the event that Recharge fail to make the Deferred Payment, Recharge will have ten business days to rectify the situation. If Recharge fails to do so, the Company may choose to terminate the agreement by giving a formal written notice.

Subsequent to the year ended September 30, 2024, the agreement between the Company and Recharge was terminated.

The Company also received \$50,000 cash to tenure the property during the due diligence process.

The Company will be granted a 2% NSR which Recharge can repurchase half for \$500,000.

In connection with the sale of the property, the Company paid the following finder's fees:

- i) \$50,000 cash (paid);
- ii) 500,000 shares of Recharge, of which 250,000 shares (transferred and valued at \$65,889) were transferred upon receipt of the shares, and the remaining 250,000 shares were transferred after the 6 months escrow period (transferred and valued at \$17,710); and
- iii) \$50,000 cash upon receipt of the Deferred Payment.

ROCKLAND RESOURCES LTD.

Notes to the Consolidated Financial Statements

(Expressed in Canadian dollars)

For the year ended September 30, 2024

6. Exploration and evaluation assets (cont'd)

Pipestone North Property (Ontario)

On January 29, 2024, the Company entered into an option agreement to acquire a 100% interest in the Pipestone North Property located in Red Lake Mining District, Ontario.

To acquire 100% interest, the Company is required to meet the following obligations:

Cash payments:

- i) \$10 on or before January 29, 2024 (paid);
- ii) \$10,000 on or before January 29, 2025;
- iii) \$20,000 on or before January 29, 2026; and
- iv) \$30,000 on or before January 29, 2027.

Share issuances:

- i) 40,000 common shares on or before January 29, 2025;
- ii) 60,000 common shares on or before January 29, 2026; and
- iii) 100,000 common shares on or before January 29, 2027.

Expenditures:

- i) \$50,000 on or before January 29, 2025;
- ii) additional \$150,000 on or before January 29, 2026;
- iii) additional \$300,000 on or before January 29, 2027; and
- iv) additional \$500,000 on or before January 29, 2028.

The property is subject to a NSR of 1.5% payable to the vendors, of which 0.75% can be repurchased for a cash payment of \$400,000.

Utah Lithium (USA)

Lithium Butte

During the year ended September 30, 2022, the Company acquired 524 lode claims in Juab County, Utah which it has named the Lithium Butte project. The Company owns 100% interest of the 464 claims, and 90% interest of the remaining 60 claims. The remaining 10% interest of the 60 claims is held by an arms-length third party. The Company will bear all exploration costs of the 60 claims in relation to the mineral interests until such time as the Company has incurred USD \$2,500,000 in exploration expenditures, after which all exploration costs will be shared on a pro rata basis between the Company and the arms-length third party.

A 1.5% NSR has been granted by the Company to Multiple Metals Resources Ltd. ("MMRL") and Helvellyn Capital Corp. ("Helvellyn") on the Lithium Butte Property. The NSR is subject to a 0.5% buyback right in consideration of USD \$1,000,000. Helvellyn is a private Ontario company of which Dr. Sutcliffe, the former president and director of the Company, is the principal.

During the year ended September 30, 2023, the Company paid reclamation bond of \$52,490 (USD \$38,880). During the year ended September 30, 2024, \$51,503 (USD \$38,880) of the bond was returned to the Company.

ROCKLAND RESOURCES LTD.

Notes to the Consolidated Financial Statements

(Expressed in Canadian dollars)

For the year ended September 30, 2024

6. Exploration and evaluation assets (cont'd)**Utah Lithium (USA) (cont'd)***Lithium Butte (cont'd)*

During the year ended September 30, 2024, the Company recorded an asset retirement obligation of \$23,731 (USD \$17,560). The amount was estimated based on a vendor quote for costs associated with the site remediation and restoration plan, such as equipment rental and labour costs.

Fish Springs Property

During the year ended September 30, 2022, the Company acquired 100% interest of Fish Springs Property staked in Juab County, Utah northeast of Lithium Butte.

A 1.5% NSR has been granted by the Company to MMRL and Helvellyn on the Fish Springs Property. The NSR royalty is subject to a 0.5 % buyback right in consideration of USD \$1,000,000. Helvellyn is a private Ontario company of which Dr. Sutcliffe, the former president and director of the Company, is the principal.

During the year ended September 30, 2024, the Company had no further plan to explore the property which is an indicator of impairment under IFRS 6, resulting in an assessment of the property's recoverable amount. Due to uncertainty in recoverability, the Company has written off the property in full, recognizing an impairment loss of \$656,675 during the year ended September 30, 2024.

ROCKLAND RESOURCES LTD.

Notes to the Consolidated Financial Statements

(Expressed in Canadian dollars)

For the year ended September 30, 2024

6. Exploration and evaluation assets (cont'd)

A summary of the Company's exploration and evaluation assets is as follows:

	Summit Old Timer, British Columbia	Cole Gold Mines Property, Ontario	Lithium Butte Property, Utah	Fish Springs Property, Utah	Pipestone Property, Ontario	Total
Acquisition costs						
Balance, September 30, 2023	\$ 32,000	\$ 972,143	\$ 242,404	\$ 600,425	\$ -	\$ 1,846,972
Cash	-	-	16,967	-	10	16,977
Balance, September 30, 2024	32,000	972,143	259,371	600,425	10	1,863,949
Exploration costs						
Balance, September 30, 2023	83,375	820,742	671,187	56,250	-	1,631,554
Asset retirement obligation	-	-	23,730	-	-	23,730
Assays and testing	-	1,203	1,845	-	-	3,048
Geological consulting	-	33,691	26,968	-	-	60,659
Field work	-	4,458	-	-	-	4,458
Field supplies	-	197	1,695	-	-	1,892
Travel	-	1,482	-	-	-	1,482
Cost recovery	(14,500)	-	-	-	-	(14,500)
Balance, September 30, 2024	68,875	861,773	725,425	56,250	-	1,712,323
Impairment	(100,875)	-	-	(656,675)	-	(757,550)
Total balance, September 30, 2024	\$ -	\$ 1,833,916	\$ 984,796	\$ -	\$ 10	\$ 2,818,722

ROCKLAND RESOURCES LTD.

Notes to the Consolidated Financial Statements

(Expressed in Canadian dollars)

For the year ended September 30, 2024

6. Exploration and evaluation assets (cont'd)

	Summit Old Timer, British Columbia	Cole Gold Mines Property, Ontario	Lithium Butte Property, Utah	Fish Springs Property, Utah	Wapistan Lithium Property, Quebec	Total
Acquisition costs						
Balance, September 30, 2022	\$ 32,000	\$ 717,143	\$ 186,771	\$ 413,308	\$ -	\$ 1,349,222
Cash	-	150,000	55,633	187,117	440,000	832,750
Shares	-	105,000	-	-	718,200	823,200
Balance, September 30, 2023	32,000	972,143	242,404	600,425	1,158,200	3,005,172
Exploration costs						
Balance, September 30, 2022	148,375	800,442	293,604	22,500	-	1,264,921
Assays and testing	-	-	27,320	-	-	27,320
Geological consulting	-	20,300	253,565	33,750	3,274	310,889
Field supplies	-	-	22,940	-	-	22,940
Travel	-	-	73,758	-	-	73,758
Cost recovery	(65,000)	-	-	-	-	(65,000)
Balance, September 30, 2023	83,375	820,742	671,187	56,250	3,274	1,634,828
Proceeds from sale, net of fees	-	-	-	-	(1,951,891)	(1,951,891)
Gain on sale	-	-	-	-	790,417	790,417
Total balance, September 30, 2023	\$ 115,375	\$ 1,792,885	\$ 913,591	\$ 656,675	\$ -	\$ 3,478,526

ROCKLAND RESOURCES LTD.

Notes to the Consolidated Financial Statements

(Expressed in Canadian dollars)

For the year ended September 30, 2024

7. Share capital

Authorized share capital

Unlimited number of common shares without par value.

The Company completed a share consolidation on December 3, 2024, in which 1 new share was issued for each 5 outstanding shares. Except where otherwise indicated, all historical share numbers and per share amounts have been adjusted on a retroactive basis to also reflect this share consolidation.

At September 30, 2024, there were 14,779,558 (2023 – 13,479,558) issued and fully paid common shares.

Shares held in escrow

400,000 common shares issued on January 29, 2021 are subject to escrow provisions. As at September 30, 2024, Nil common shares (2023 – 60,000) remain in escrow.

Issuances

Year ended September 30, 2024

On October 16, 2023, the Company issued 400,000 common shares pursuant to exercise of options at a price of \$0.25 for gross proceeds of \$100,000. The fair value of \$48,300 was transferred from reserves to share capital.

On March 21, 2024, the Company issued 900,000 units at a price of \$0.125 per unit for gross proceeds of \$112,500. Each unit is comprised of one common share and one-half transferable share purchase warrant. Each whole warrant will entitle the holder to purchase one share for \$0.25 until March 21, 2026. The Company paid finders' fees of \$600 in cash.

Year ended September 30, 2023

On December 8, 2022, the Company issued 3,001,000 units at a price of \$0.30 per unit for gross proceeds of \$900,300. Each unit is comprised of one common share and one transferable share purchase warrant. Each whole warrant will entitle the holder to purchase one share for \$0.50 until December 8, 2024. The Company paid finders' fees of \$48,600 in cash.

On December 13, 2022, the Company issued 81,514 common shares valued at \$40,641 pursuant to the investor and outreach campaign services.

On January 27, 2023, the Company issued 300,000 common shares valued at \$105,000 pursuant to the acquisition of the Cole Gold Mines Property.

On April 19, 2023, the Company issued 1,080,000 common shares valued at \$297,000 pursuant to the acquisition of the Wapistan Lithium Property.

On June 2, 2023, the Company issued 1,080,000 common shares valued at \$351,000 pursuant to the acquisition of the Wapistan Lithium Property and 216,000 common shares valued at \$70,200 for finder's fees.

ROCKLAND RESOURCES LTD.

Notes to the Consolidated Financial Statements

(Expressed in Canadian dollars)

For the year ended September 30, 2024

7. Share capital (cont'd)**Stock options**

The Company adopted a stock option plan to grant options to individuals exercisable up to 10 years from the date of grant to purchase shares at the market price, less applicable discount, if any. Such grants not to exceed an aggregate of 10% of the issued and outstanding shares and vesting periods will be determined by the Board of Directors.

Year ended September 30, 2024

On October 17, 2023, the Company granted 40,000 stock options exercisable at a price of \$0.35 until October 17, 2026 to a consultant. The estimated fair value of the options was \$6,400 which was determined by the Black-Scholes Option Pricing Model.

On March 14, 2024, the Company granted 400,000 stock options exercisable at a price of \$0.25 until March 14, 2027 to a consultant. The estimated fair value of the options was \$42,700 which was determined by the Black-Scholes Option Pricing Model.

On September 3, 2024, the Company granted 120,000 stock options exercisable at a price of \$0.25 until September 3, 2027 to a consultant. The estimated fair value of the options was \$13,200 which was determined by the Black-Scholes Option Pricing Model.

Year ended September 30, 2023

On October 4, 2022, the Company granted 240,000 stock options exercisable at a price of \$0.60 until October 4, 2025 to consultants, officers and directors. The estimated fair value of the options was \$99,500 which was determined by the Black-Scholes Option Pricing Model.

On March 30, 2023, the Company granted 10,000 stock options exercisable at a price of \$0.35 until March 30, 2025 to a consultant. The estimated fair value of the options was \$2,900 which was determined by the Black-Scholes Option Pricing Model.

On August 10, 2023, the Company granted 520,000 stock options exercisable at price of \$0.35 until August 10, 2026 to directors, officers, and consultants. The estimated fair value of the options was \$141,500 which was determined by the Black-Scholes Option Pricing Model.

On September 11, 2023, the Company granted 400,000 stock options exercisable at price of \$0.25 until January 11, 2024 to a consultant. The estimated fair value of the options was \$48,300 which was determined by the Black-Scholes Option Pricing Model.

	Number of options	Weighted average exercise price
Balance at September 30, 2022	470,000	\$ 1.20
Granted	1,170,000	0.35
Expired/cancelled	(300,000)	1.30
Balance at September 30, 2023	1,340,000	0.45
Granted	560,000	0.26
Exercised	(400,000)	0.25
Expired/cancelled	(180,000)	0.90
Balance at September 30, 2024	1,320,000	\$ 0.37

ROCKLAND RESOURCES LTD.

Notes to the Consolidated Financial Statements

(Expressed in Canadian dollars)

For the year ended September 30, 2024

7. Share capital (cont'd)**Stock options (cont'd)**

Details of options outstanding as at September 30, 2024 are as follows:

Number of Options	Exercise Price	Expiry Date	Exercisable
40,000	\$1.00	August 4, 2025	40,000
220,000	\$0.60	October 4, 2025	220,000
500,000	\$0.35	August 10, 2026	500,000
40,000	\$0.35	October 17, 2026	40,000
400,000	\$0.25	March 14, 2027	400,000
120,000	\$0.25	September 3, 2027	120,000
1,320,000			1,320,000

As at September 30, 2024, the options outstanding had a weighted average exercise price of \$0.37 (2023 - \$0.45) and a weighted average life of 1.97 years (2023 - 1.76 years). The share price on the date of the stock options exercise was \$0.20.

The following weighted average assumptions were used for the Black-Scholes valuation of stock options granted:

	September 30, 2024	September 30, 2023
Risk-free interest rate	4.09%	4.45%
Share price	\$0.15	\$0.35
Exercise price	\$0.25	\$0.35
Expected life of options	3.00 years	2.08 years
Expected annualized volatility	139%	168%
Expected dividend rate	-	-

Volatility is determined based on comparable publicly listed entities.

Warrants

	Number of warrants	Weighted average exercise price
Balance at September 30, 2022	1,835,750	\$ 1.50
Issued	3,001,000	0.50
Exercised	(108,230)	1.30
Balance at September 30, 2023	4,728,520	0.75
Issued	450,000	0.25
Expired/cancelled	(683,520)	1.50
Balance at September 30, 2024	4,495,000	\$ 0.59

ROCKLAND RESOURCES LTD.

Notes to the Consolidated Financial Statements

(Expressed in Canadian dollars)

For the year ended September 30, 2024

7. Share capital (cont'd)***Warrants (cont'd)***

Number of Warrants	Exercise Price	Expiry Date
3,001,000	\$0.50	December 8, 2024*
1,044,000	\$1.00	April 27, 2025**
450,000	\$0.25	March 21, 2026
4,495,000		

* Subsequently expired

**Company extended expiry date from April 27, 2023 to April 27, 2025 and amended the exercise price from \$1.50 to \$1.00.

As at September 30, 2024, the warrants outstanding had a weighted average exercise price of \$0.59 (2023 - \$0.75) and a weighted average life of 0.41 years (2023 – 1.16 years).

8. Related party transactions***Key management compensation***

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of members of the Company's Board of Directors and corporate officers.

The remuneration of directors and key management personnel made during the year are as follows:

	Year ended September 30, 2024	Year ended September 30, 2023
Consulting fees	\$ 58,000	\$ 115,000
Exploration services	-	75,049
Management fees	144,000	144,000
Share-based payments	31,348	72,431
Total	\$ 233,348	\$ 406,480

During the year ended September 30, 2024, the Company received a loan for \$12,000 from a related party. This loan is unsecured, non-interest bearing and has no terms of repayment.

As at September 30, 2024, the Company has \$139,950 (2023 - \$10,318) due to officers and directors of the Company.

Amounts due to related parties are unsecured, non-interest bearing with no specific terms of repayment.

9. Financial instruments and risks

The Company's financial instruments are comprised of cash and cash equivalent, marketable securities, reclamation bond, accounts payable and accrued liabilities, short-term loan and due to related parties. The carrying value of the Company's financial instruments as presented in the consolidated statements of financial position is a reasonable estimate of its fair value.

ROCKLAND RESOURCES LTD.

Notes to the Consolidated Financial Statements

(Expressed in Canadian dollars)

For the year ended September 30, 2024

9. Financial instruments and risks (cont'd)

Financial assets and liabilities measured at fair value on a recurring basis are classified in their entirety based on the lowest level of input that is significant to their fair value measurement. Certain non-financial assets and liabilities may also be measured at fair value on a non-recurring basis. There are three levels of the fair value hierarchy that prioritize the inputs to valuation techniques used to measure fair value, with Level 1 inputs having the highest priority. The levels and the valuation techniques used to value financial assets and liabilities are described below.

Level 1 – Quoted Prices in Active Markets for Identical Assets

Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Cash and cash equivalent and marketable securities are valued using quoted market prices in active markets. Accordingly, it is included in Level 1 of the fair value hierarchy.

Level 2 – Significant Other Observable Inputs

Quoted prices in markets that are not active, quoted prices for similar assets or liabilities in active markets, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability.

Level 3 – Significant Unobservable Inputs

Unobservable (supported by little or no market activity) prices.

Financial Instrument Risks

The Company's financial instruments are exposed to certain financial risks, including credit risk, interest rate risk, market risk, liquidity risk and currency risk.

a) Credit risk

The Company is exposed to credit risk by holding cash and cash equivalent. This risk is minimized by holding the investments in large financial institutions. The Company's receivable consists primarily of sales taxes due from the Federal Government of Canada. The Company has no significant credit risk arising from its operations.

b) Interest rate risk

The Company is exposed to minimal interest rate risk. Fluctuations in market interest rates do not have a significant impact on the Company's operations.

c) Price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

The Company's financial instruments include marketable securities which are publicly traded and therefore subject to the risks related to the fluctuation in market prices of publicly traded securities. Some of these investments have been acquired as a result of property transactions and, to a large extent, represent strategic investments in related mining companies and their properties. The Company closely monitors market values to determine the most appropriate course of action.

ROCKLAND RESOURCES LTD.

Notes to the Consolidated Financial Statements

(Expressed in Canadian dollars)

For the year ended September 30, 2024

9. Financial instruments and risks (cont'd)

d) Liquidity risk

Liquidity risk is the risk that the Company is unable to meet its financial obligations as they come due. As at September 30, 2024, the Company manages this risk by monitoring its working capital to ensure its expenditures will not exceed available resources. As at September 30, 2024, the Company had cash and cash equivalent of \$58,397 (2023 - \$122,489) and a working capital deficit of \$141,082 (2023 – working capital of \$839,663). The Company will require financing from lenders, shareholders and other investors to generate sufficient capital to meet its short term business requirements. All of the Company's financial liabilities have contractual maturities of 30 days or due on demand and are subject to normal trade terms.

e) Currency risk

Currency risk is the risk from fluctuations in foreign exchange rates and the degree of volatility of these rates. At September 30, 2024, the Company's cash is held in Canadian dollars and US dollars. There is minimal foreign exchange risk to the Company as the cash and cash equivalent held in US dollars is not material, therefore the Company is not exposed to currency risk.

Capital management

The Company considers its capital structure to include net residual equity of all assets, less liabilities. The Company's objectives when managing capital are to (i) maintain financial flexibility in order to preserve its ability to meet financial obligations and continue as a going concern; (ii) maintain a capital structure that allows the Company to pursue the development of its mineral properties; and (iii) optimize the use of its capital to provide an appropriate investment return to its shareholders commensurate with risk. The Company's financial strategy is formulated and adapted according to market conditions in order to maintain a flexible capital structure that is consistent with its objectives and the risk characteristics of its underlying assets. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of its underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, acquire or dispose of assets, or adjust the amount of cash and cash equivalent and receivables. The Company is not subject to any externally imposed capital requirements.

There have been no changes to the Company's approach to capital management during the year ended September 30, 2024.

10. Income taxes

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

	Year ended September 30, 2024	Year ended September 30, 2023
Net loss before income taxes for the year	\$ (1,990,970)	\$ (678,602)
Statutory Canadian corporate tax rate	27%	27%
Anticipated tax recovery	\$ (537,562)	\$ (183,223)
Non-deductible for tax	72,849	137,800
Effect of tax rate change	(18,763)	-
Tax benefit not recognized	483,476	45,423
Total income tax expense (recovery)	\$ -	\$ -

ROCKLAND RESOURCES LTD.

Notes to the Consolidated Financial Statements

(Expressed in Canadian dollars)

For the year ended September 30, 2024

10. Income taxes (cont'd)

The Company has the following unrecognized deductible temporary differences and unused tax losses:

	Expiry	Year ended September 30, 2024	Year ended September 30, 2023
Non-capital losses carried forward	2039-2044	\$ 3,155,000	\$ 2,325,000
Capital loss carried forward	None	294,000	32,000
Marketable securities	None	733,000	384,000
Mineral properties	None	420,000	-
Share issue costs and others	2025-2028	82,000	140,000
Unrecognized deductible temporary differences		\$ 4,684,000	\$ 2,881,000

Tax attributes are subject to review, and potential adjustment by tax authorities.

The following is the analysis of recognized deferred tax liabilities and deferred tax assets:

	Year ended September 30, 2024	Year ended September 30, 2023
Deferred tax liabilities		
Mineral properties	\$ -	\$ (33,000)
Deferred tax liabilities	-	(33,000)
Deferred tax assets		
Non-capital losses	-	33,000
Deferred tax assets	-	33,000
Net deferred tax assets (liabilities)	\$ -	\$ -

11. Segmented information

The Company operates in a single reportable operating segment, being the exploration and development of mineral properties. Summarized financial information for the geographic segments the Company operates in are as follows:

	Canada	USA	Total
<i>September 30, 2024</i>			
Exploration and evaluation assets	\$ 1,833,926	\$ 984,796	\$ 2,818,722
<i>September 30, 2023</i>			
Exploration and evaluation assets	\$ 1,908,260	\$ 1,570,266	\$ 3,478,526

ROCKLAND RESOURCES LTD.

Notes to the Consolidated Financial Statements

(Expressed in Canadian dollars)

For the year ended September 30, 2024

12. Subsequent events

Subsequent to September 30, 2024, the Company:

- i) entered into debt settlement agreements with certain creditors to settle outstanding indebtedness totaling \$172,500 through the issuance of 3,450,000 units. Each unit will consist of one common share and one half of one common share purchase warrant. Each whole warrant entitles the holder to purchase one additional common share of the Company at a price of \$0.10 per warrant share until January 14, 2027.
- ii) granted 475,000 stock options exercisable at a price of \$0.05 until January 7, 2027 to consultants, officers and directors.
- iii) cancelled 320,000 stock options that were issued to consultants of the Company.
- iv) granted 280,000 stock options exercisable at a price of \$0.09 until January 22, 2027 to a consultant of the Company.
- v) closed a private placement of 9,000,000 units at a price of \$0.05 per unit for gross proceeds of \$450,000. Each unit is comprised of one common share and one-half transferable share purchase warrant. Each whole warrant will entitle the holder to purchase one share for \$0.10 until January 24, 2027. The Company paid finders' fees of \$21,800 in cash and 436,000 finders' warrants. Each finders' warrant will entitle the finder to purchase one share for \$0.10 until January 24, 2027.