Newpath Resources Inc. (Formerly Ready Set Gold Corp.)

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED JANUARY 31, 2024 AND 2023

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

NOTICE OF NO AUDIT OR REVIEW OF CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, if an auditor has not performed a review of the interim financial statements, they must be accompanied by a note indicating that the interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed consolidated interim financial statements have been prepared by and are the responsibility of the management. The Corporation's independent auditor has not performed a review of these condensed consolidated interim financial statements.

Newpath Resources Inc. (formerly Ready Set Gold Corp.)
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)
AS AT

		January 31, 2024		April 30, 2023
ASSETS				
Current assets				
Cash	$	47,726	$	81,188
Marketable securities (Note 4)		247,023		868,280
GST receivable		17,554		41,655
Prepaid expenses and deposits		1,125		16,477
Total current assets		313,428		1,007,600
Non-current assets				
Long-term deposits (Note 5)		35,538		35,538
Exploration and evaluation assets (Note 5)		1,202,787		805,113
Investment in associate (Note 6)		-		160,000
Derivative assets (Note 7)		18,278		129,503
Total assets	$	1,570,031	$	2,137,754
LIABILITIES AND EQUITY				
Current liabilities				
Accounts payable and accrued liabilities (Note 10 and 11)	$	855,818	$	321,455
Flow-through liability (Note 9)		20,900		-
Convertible debentures (Note 8)		2,099,402		-
		2,976,120		321,455
Non-current liabilities				
Convertible debentures (Note 8)		-		1,920,330
Total liabilities		2,976,120		2,241,785
Equity				
Share capital (Note 9)		26,948,388		26,512,192
Reserves (Note 9)		4,675,466		4,653,783
Deficit		(33,029,943)		(31,270,006)
Total equity		(1,406,089)		(104,031)
Total liabilities and equity	$	1,570,031	$	2,137,754

Nature of operations and going concern (Note 1)
Subsequent events (Note 14)

Approved and authorized on behalf of the Board:

"Darren Collins", Director *"Alex McAulay"*, Director

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

Newpath Resources Inc. (formerly Ready Set Gold Corp.)
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)

	Three months ended January 31, 2024	Three months ended January 31, 2023	Nine months ended January 31, 2024	Nine months ended January 31, 2023
EXPENSES				
Consulting fees (Note 10)	$ 29,000	$ 62,365	$ 153,099	$ 88,122
Management fees (Note 10)	77,907	1,210	180,831	144,224
Marketing fees	2,844	2,889	9,118	5,660
Office and miscellaneous	5,355	4,099	15,700	12,743
Exploration expenses	-	11,627	-	14,810
Insurance expenses	3,077	6,314	9,378	21,196
Professional fees	10,208	60,708	70,999	99,333
Share-based payments (Notes 9 and 10)	-	(18,503)	-	17,870
Transfer agent and regulatory fees	12,491	9,010	26,523	31,255
Payroll expense (Note 10)	21,901	71,805	138,196	116,197
Travel and accommodation	(8,537)	2,831	12,972	17,003
	154,246	214,355	616,816	568,413
OTHER INCOME (EXPENSES)				
Foreign exchange gain (loss)	2	(2)	2	12,864
Transaction costs on marketable securities (Note 4)	-	-	-	(3,275)
Unrealized gain (loss) on marketable securities (Note 4)	(103,962)	133,902	(354,357)	(98,491)
Realized loss on marketable securities (Note 4)	-	-	(36,455)	-
Impairment of exploration and evaluation assets (Note 5)	(58)	(1,045)	(714)	(176,130)
Unrealized gain (loss) on derivative assets (Note 7)	(7,603)	(118,455)	(111,225)	242,480
Impairment of investment in associate (Note 6)	-	-	(79,059)	-
Share of loss of investment in associate (Note 6)	-	(31,852)	(80,941)	(59,444)
Interest expense (Note 8)	(116,552)	(41,917)	(301,300)	(127,401)
Accretion expense (Note 8)	(61,352)	(55,216)	(179,072)	(162,304)
Total other income (expenses)	(289,525)	(114,585)	(1,143,121)	(371,701)
Net loss and comprehensive loss	**$ (443,771)**	**$ (328,940)**	**$ (1,759,937)**	**$ (940,114)**
Loss per share				
Basic & diluted	$ (0.02)	$ (0.03)	$ (0.10)	$ (0.12)
Weighted average shares outstanding				
Basic & diluted	18,828,020	12,098,353	17,002,784	8,069,543

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

Newpath Resources Inc. (formerly Ready Set Gold Corp.)
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)
FOR THE NINE MONTHS ENDED JANUARY 31,

		2024		2023
CASH FLOW USED IN OPERATING ACTIVITIES				
Net loss for the nine months ended	$	(1,759,937)	$	(940,114)
Items not affecting cash:				
Share-based payments		-		17,870
Unrealized loss on marketable securities		354,357		98,491
Realized loss on marketable securities		36,455		-
Impairment of exploration and evaluation assets		714		176,130
Accretion expense		179,072		162,305
Share of loss of investment in associate		80,941		59,444
Unrealized (gain) loss on derivative assets		111,225		(242,480)
Impairment of investment in associate		79,059		-
Changes in non-cash working capital items:				
GST receivable		24,101		136,674
Prepaid expenses and deposits		15,352		20,765
Accounts payable and accrued liabilities		482,851		(92,058)
Net cash used in operating activities		(395,810)		(602,973)
CASH FLOW USED IN INVESTING ACTIVITIES				
Proceeds from sale of marketable securities		230,445		-
Exploration and evaluation expenditures		(287,715)		(312,790)
Exploration and evaluation government assistance received		34,532		-
Investment in associate		-		(400,000)
Acquisition of marketable securities		-		(584,613)
Net cash provided by (used in) investing activities		(22,738)		(1,297,403)
CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from issuance of shares		420,925		611,850
Share issuance costs		(35,839)		(9,808)
Repayment of convertible debenture		-		(59,050)
Net cash provided by financing activities		385,086		542,992
Change in cash		(33,462)		(1,357,384)
Cash, beginning of period		81,188		1,649,751
Cash, end of period	$	47,726	$	292,367
Supplemental disclosure of cash flow information:				
Cash paid for interest	$	-	$	169,575
Non-cash investing and financing activities:				
Share issuance costs included in accounts payable and accrued liabilities	$	11,307	$	-
Issuance of finders warrants	$	21,683	$	-
Shares issued for acquisition of exploration and evaluation assets	$	105,000	$	80,000
Exploration expenditures included in accounts payable and accrued liabilities	$	40,205	$	-
Transaction costs associated with marketable securities	$	3,247	$	-

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

Newpath Resources Inc. (formerly Ready Set Gold Corp.)
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN EQUITY
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)

	Share Capital								
	Common Shares		Amount		Reserves		Deficit		Total Equity
Balance, April 30, 2022	6,077,034	$	25,833,415	$	4,558,116	$	(29,600,863)	$	790,668
Issuance of shares pursuant to private placement (Note 9)	8,740,714		611,850		-		-		611,850
Share issuance costs	-		(9,808)		-		-		(9,808)
Issuance of finders' warrants	-		(3,265)		3,265		-		-
Share issued for exploration and evaluation assets	1,000,000		80,000		-		-		80,000
Repayment of convertible debt	-		-		(10,390)		-		(10,390)
Share-based payments (Notes 9 and 10)	-		-		17,870		-		17,870
Loss for the period	-		-		-		(940,114)		(940,114)
Balance, January 31, 2023	15,817,748	$	26,512,192	$	4,568,861	$	(30,540,977)	$	540,076
Balance, April 30, 2023	15,817,748	$	26,512,192	$	4,653,783	$	(31,270,006)	$	(104,031)
Issuance of shares pursuant to private placement (Note 9)	2,005,000		300,750		-		-		300,750
Shares issued for flow-through private placement (Note 9)	1,045,000		120,175		-		-		120,175
Share issuance costs (Note 9)	-		(47,146)		-		-		(47,146)
Issuance of finder's warrants (Note 9)	-		(21,683)		21,683		-		-
Shares issued for exploration and evaluation assets	1,000,000		105,000		-		-		105,000
Flow-through premium liability	-		(20,900)		-		-		(20,900)
Loss for the period	-		-		-		(1,759,937)		(1,759,937)
Balance, January 31, 2024	19,867,748	$	26,948,388	$	4,675,466	$	(33,029,943)	$	(1,406,089)

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Newpath Resources Inc. (formerly Ready Set Gold Corp.) ("Newpath" or the "Company") is a company incorporated on April 16, 2006, under the Business Corporations Act (British Columbia) as CCT Capital Ltd. The Company is now in the business of acquiring, exploring, and evaluating mineral resource properties in Canada.

On December 8, 2022, the Company changed its name from Ready Set Gold Corp. to Newpath Resources Inc. In connection with this change, the Company's Canadian Securities Exchange trading symbol was also changed from "RDY" to "PATH". The Company's head office, registered office and records office is located at Suite 220 - 333 Terminal Avenue, Vancouver, BC, Canada.

These condensed consolidated interim financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and settle its obligations in the normal course of business. During the nine months ended January 31, 2024, the Company incurred a net loss of $1,759,937 (2023 - $940,114) and as at January 31, 2024, had an accumulated deficit of $33,029,943 (April 30, 2023 - $31,270,006). The Company has not generated significant cash inflows from operations. These conditions cast significant doubt about the Company's ability to continue as a going concern. The ability of the Company to carry out its planned business objectives is dependent on its ability to raise adequate financing from lenders, shareholders and other investors and/or generate profitability and positive cash flow. These condensed consolidated interim financial statements do not give effect to the adjustments that would be necessary should the Company be unable to continue as a going concern and to realize its assets and liquidate its liabilities and commitments at amounts different from those in the accompanying condensed consolidated interim financial statements. Such adjustments could be material.

2. BASIS OF PRESENTATION

Statement of Compliance

These condensed consolidated interim financial statements have been prepared in accordance with IAS 34 – Interim Financial Reporting as issued by the International Accounting Standards Board ("IASB"). Accordingly, certain disclosures included in annual financial statements prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the IASB have been condensed or omitted. These condensed consolidated interim financial statements should be read in conjunction with the Company's audited consolidated financial statements for the year ended April 30, 2023.

The Company's management makes judgments in its process of applying the Company's accounting policies in the preparation of its condensed consolidated interim financial statements. In addition, the preparation of the financial data requires that the Company's management make assumptions and estimates of the effects of uncertain future events on the carrying amounts of the Company's assets and liabilities at the end of the reporting period and the reported amounts of revenue and expenses during the reporting period. Actual results may differ from those estimates as the estimation process is inherently uncertain. Estimates are reviewed on an ongoing basis based on historical experience and other factors that are considered to be relevant under the circumstances. Revisions to estimates and the resulting effects on the carrying amounts of the Company's assets and liabilities are accounted for prospectively. The critical statements are consistent with those applied and disclosed in the Company's consolidated financial statements for the year ended April 30, 2023. In addition, other than noted below, the accounting policies applied in these condensed consolidated interim financial statements are consistent with those applied and disclosed in the Company's audited consolidated financial statements for the year ended April 30, 2023.

The Company's interim results are not necessarily indicative of its results for a full year.

These condensed consolidated interim financial statements were authorized and issued by the Board of Directors on March 28, 2024.

(Expressed in Canadian Dollars)

Principles of Consolidation

These condensed consolidated interim financial statements are presented on a consolidated basis and include the accounts of the Company and its controlled entities. Control occurs when the Company is exposed to, or has right to, variable returns from its involvement with an investee and has the ability to affect those returns through its power over the investee. Details of controlled entities are as follows:

		Percentage Owned	
Entity	Place of Incorporation	January 31, 2024	April 30, 2023
1249319 BC Ltd.	British Columbia, Canada	100%	100%
Ready Set Gold ON Ltd.	British Columbia, Canada	100%	100%
8918627 Canada Ltd.	British Columbia, Canada	100%	100%
Omni Merger Sub Inc.	California, United States	100%	100%

All intercompany transactions and balances have been eliminated on consolidation.

Significant Accounting Judgments and Critical Accounting Estimates

The preparation of the Company's condensed consolidated interim financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the condensed consolidated interim financial statements and reported amounts of income and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

In preparing these condensed consolidated interim financial statements, the significant accounting judgments and critical accounting estimates were the same as those applied to the audited financial statements as at and for the year ended April 30, 2023.

3. SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies applied in the preparation of these condensed consolidated interim financial statements are consistent with the accounting policies disclosed in Note 3 of the audited consolidated financial statements for the year ended April 30, 2023 with the exception of the policies set out below. These condensed consolidated interim financial statements should be read in conjunction with the Company's audited consolidated financial statements for the year ended April 30, 2023.

Flow-Through Shares

Resource expenditure deductions for income tax purposes related to exploratory activities funded by flow-through share arrangements are renounced to investors in accordance with income tax legislation. Pursuant to the terms of the flow-through share agreements, these shares transfer the tax deductibility of qualifying resource expenditures to investors. On issuance, the Company bifurcates the flow-through share into a flow-through share premium, equal to the estimated premium, if any, investors pay for the flow-through feature, which is recognized as a liability and share capital. Upon expenses being incurred, the Company derecognizes the liability and recognizes a deferred tax liability for the amount of tax reduction renounced to the shareholders and the premium is recognized as other income.

Proceeds received from the issuance of flow-through shares are restricted to be used only for Canadian resource property exploration expenditures within a two-year period.

The Company may be subject to a Part XII.6 tax on flow-through proceeds renounced under the Look-back Rule, in accordance with Government of Canada flow-through regulations. This tax is accrued as a flow-through tax expense.

(Expressed in Canadian Dollars)

4. MARKETABLE SECURITIES

During the nine months ended January 31, 2024, the Company disposed of 600,000 shares in Nevgold Corp., 59,000 shares in Cleghorn Minerals Ltd, and 86,000 shares in Origen Resource Inc. for net proceeds of $230,445. The Company recognized a realized loss of $36,455 and incurred $3,247 in transaction costs in connection with the disposal of these shares.

During the nine months ended January 31, 2023, the Company acquired 1,000,000 shares in Origen Resources Inc., 456,000 shares in Nevgold Corp., and 3,894,000 shares in Cleghorn Minerals Ltd. The Company recognized costs of $3,275 associated with the acquisition of these shares in profit and loss.

	Forty Pillars Mining Corp.	Nevgold Corp.	Opawica Explorations Inc.	Origen Resources Inc.	Cleghorn Minerals Ltd.	Total
Balance, April 30, 2022	**$ 62,500**	**$ 256,000**	**$ 84,000**	**$ -**	**$ -**	**$ 402,500**
Addition	-	149,845	-	269,754	233,640	653,239
Disposals	-	(99,471)	-	-	-	(99,471)
Unrealized gain (loss)	(52,500)	(60,374)	(79,800)	65,746	38,940	(87,988)
Balance, April 30, 2023	**$ 10,000**	**$ 246,000**	**$ 4,200**	**$ 335,500**	**$ 272,580**	**$ 868,280**
Disposals	-	(246,000)	-	(16,770)	(4,130)	(266,900)
Unrealized gain (loss)	3,333	-	(1,950)	(279,040)	(76,700)	(354,357)
Balance, January 31, 2024	**$ 13,333**	**$ -**	**$ 2,250**	**$ 39,690**	**$ 191,750**	**$ 247,023**

(Expressed in Canadian Dollars)

5. EXPLORATION AND EVALUATION ASSETS

The following table summarizes costs of expenditures on exploration and evaluation assets for the nine months ended January 31, 2024 and the year ended and April 30, 2023.

Acquisition costs		Northshore Property		Schreiber Area Claims		Orefield Project		Total
Balance, April 30, 2022	**$**	**500,000**	**$**	**25,000**	**$**	**-**	**$**	**525,000**
Additions		-		-		187,967		187,967
Balance, April 30, 2023	**$**	**500,000**	**$**	**25,000**	**$**	**187,967**	**$**	**712,967**
Additions		-		-		108,542		108,542
Balance, January 31, 2024	**$**	**500,000**	**$**	**25,000**	**$**	**296,509**	**$**	**821,509**

Exploration costs		Northshore Property		Schreiber Area Claims		Orefield Project		Total
Balance, April 30, 2022	**$**	**-**	**$**	**-**	**$**	**-**	**$**	**-**
Geological consulting		168,548		-		92,146		260,694
Sampling		1,413		-		-		1,413
Equipment expenses		7,030		-		-		7,030
Impairment		(176,991)		-		-		(176,991)
Balance, April 30, 2023	**$**	**-**	**$**	**-**	**$**	**92,146**	**$**	**92,146**
Geological consulting		714		-		258,500		259,214
Equipment rental		-		-		33,546		33,546
Satellite imaging		-		-		19,796		19,796
Laboratory analysis		-		-		11,822		11,822
Exploration assistance		-		-		(34,532)		(34,532)
Impairment		(714)		-		-		(714)
Balance, January 31, 2024	**$**	**-**	**$**	**-**	**$**	**381,278**	**$**	**381,278**

NET BOOK VALUE								
Balance, April 30, 2023	**$**	**500,000**	**$**	**25,000**	**$**	**280,113**	**$**	**805,113**
Balance, January 31, 2024	**$**	**500,000**	**$**	**25,000**	**$**	**677,787**	**$**	**1,202,787**

The Company paid a $75,000 deposit to a vendor for drilling work on the North Shore Property. The deposit will be deducted from future drilling invoices until fully applied. As at January 31, 2024, the Company had a remaining deposit of $35,538 (April 30, 2023 - $35,538).

Northshore Property

On June 1, 2020, the Company entered a definitive agreement with CBLT Inc. ("CBLT") to acquire CBLT's right, title and interest in and to its 56% interest in the Northshore Gold Property (the "Northshore Property"), located in the Schreiber-Hemlo Greenstone Belt, 115 km west of Hemlo and 200 km east of Thunder Bay. The Company paid $25,000 upon initially signing a letter of intent ("LOI") with CBLT, and an additional $25,000 upon the signing of the definitive agreement.

Under the terms of the agreement, the Company agreed to pay CBLT cash consideration of $300,000 and issue to CBLT $1,100,000 worth of common shares in the capital of the Company. Under the terms of the agreement, the Company also agreed to consolidate its total issued and outstanding common shares on the basis of five pre-consolidation shares for one post-consolidation share prior to closing and to raise gross proceeds of not less than $1.5 million through a private placement financing (the “Financing”). However, CBLT waived the requirements for the Company to complete this share consolidation and the Financing.

On August 18, 2020, the Company completed the acquisition of CBLT’s 56% interest in the Northshore Property by making a cash payment of $300,000 and issuing 366,667 Newpath shares with a fair value of $1,100,000.

On June 22, 2020, the Company signed a definitive agreement with Balmoral Resources Ltd. (“Balmoral”), a subsidiary of Wallbridge Mining Company Limited, to obtain the remaining 44% of the Northshore Property, giving the Company 100% ownership of the property. The Company paid $17,500 upon initially signing an LOI and paid an additional $17,500 upon signing the definitive agreement on June 22, 2020.

Under the terms of the agreement, the Company agreed to pay Balmoral cash consideration of $220,000, and issue to Balmoral 266,667 common shares of the Company. Under the terms of the agreement, the Company also agreed to consolidate its common shares on the basis of five pre-consolidation shares for one post-consolidation share prior to closing, and to complete the Financing as described above. Balmoral also waived the requirements for the Company to complete the consolidation and the Financing.

On August 31, 2020, the Company completed the acquisition of Balmoral’s 44% interest in the Northshore Property by making a cash payment of $220,000 and issuing 266,667 common shares in the capital of the Company with a fair value of $800,000. Subsequent to the acquisition of the 44% interest, the Company officially held a 100% interest in the Northshore Property.

Impairment of the Northshore Property

During the year ended April 30, 2022, as a result of new information received regarding an independent review of the 2014 mineral resource estimate on the Northshore Property, management determined that the carrying amount of costs capitalized to the property is unlikely to be recovered. As a result of this development, the Company performed an impairment test on its Northshore Property. The recoverable amount of the mineral property was assessed based on the property's fair value less costs of disposal given a value in use calculation is not applicable.

The recoverable amount was determined to be $500,000 using independently available market data. Based on this data, the Northshore Property was determined to have a fair value of $500,000. As this valuation technique requires management's judgment and estimates of the recoverable amount, it is classified within Level 3 of the fair value hierarchy.

As a result of the impairment test, the carrying value of the Northshore Property was found to exceed its recoverable amount by $3,152,450. An impairment charge of $3,152,450 was applied to exploration and evaluation assets during the year ended April 30, 2022.

During the nine months ended January 31, 2024, the Company reviewed the Northshore Property impairment assessment and recoverable amount. The Company determined that the impairment indicators and recoverable amount in place for the year ended April 30, 2022 were also applicable as of January 31, 2024. During the nine-month period ended January 31, 2024, the Company incurred $714 in exploration and evaluation expenditures associated with the Northshore Property. In accordance with IFRS 6 and the Company’s significant accounting policies, these costs were initially recognized as exploration and evaluation assets as incurred. However, these assets were impaired to reflect the recoverable amount of $500,000 as at January 31, 2024.

Schreiber Area Claims

On August 14, 2020, the Company entered into a purchase agreement with Trillium Mining Corp. to purchase a 100% owned interest in mining rights of 11 contiguous claims comprising a total of 233.963 hectares located in the Schreiber Area of Thunder Bay Mining Division, Ontario. The Company agreed to pay Trillium Mining Corp. a cash consideration of $25,000, which the Company paid on August 18, 2020. As at January 31, 2024, all of the claims are in good standing.

Orefield Project

On December 7, 2022, the Company entered into an option agreement with arm's length parties to acquire a 100% interest in 949 unpatented mineral claims over approximately 204 square kilometers in northwestern Ontario.

Under the terms of the option agreement, the Company has the option to acquire a 100% interest in the mineral property by:

i. Paying all staking costs related to the project

ii. Issuing an aggregate of 500,000 common shares of the Company to the optionors on execution of the agreement (issued at fair value of $40,000)

iii. Issuing an aggregate of 1,000,000 common shares of the Company to the optionors on or before the first signing anniversary of the agreement (issued at fair value of $105,000)

Upon exercising the option, the optionors will retain a 2% net smelter returns royalty, of which 25% may be purchased by the Company for $500,000 up until the fifth signing anniversary of the agreement, and the remaining 75% of the royalty may be purchased by the Company for $2,500,000 until the tenth signing anniversary of the agreement.

Additionally, the Company has agreed to make the following advanced royalty payments to the optionors, starting on the sixth signing anniversary of the agreement:

i. $20,000 per year, between the sixth and tenth signing anniversaries;

ii. $40,000 per year, between the 11th and 20th signing anniversaries; and

iii. $500,000 as a one-time payment on the 21st signing anniversary.

These payments will be deducted from any royalty payments. There is no exploration expenditure commitment contemplated in the agreement.

The Company has also agreed to pay a finder's fee of 500,000 common shares to an arm's length party for their contributions in securing the agreement. The common shares were issued at the date of the agreement at a fair value of $40,000.

6. INVESTMENT IN ASSOCIATE

On September 6, 2022, Volatus Capital Corp. ("Volatus"), a company listed on the CSE which conducts exploration and evaluation operations, closed the first tranche of a non-brokered private placement for $717,500 through the issuance of 4,750,000 flow through units and 9,600,000 non-flow through units at $0.05 per unit. Each unit consists of one common share and one common share purchase warrant, entitling the holder to purchase one common share of Volatus at $0.06 per share expiring September 6, 2027.

In connection with the private placement, the Company acquired 8,000,000 non-flow through units of Volatus for $400,000. At the time of the acquisition, the 8,000,000 units represented 24.65% of shares outstanding, or 30.65% of the potential voting rights of Volatus including unexercised warrants. As at January 31, 2024, the Company's share ownership was reduced to 21.75%. Based on these factors, management has assessed that the Company has significant influence over Volatus, and that the investment should be accounted for using the equity method of accounting.

The Company's share of net loss for the three and nine months ended January 31, 2024, was $245,209 and $1,501,938 (2023 - $108,664 and $136,306), respectively. The portion of net loss attributable to the Company was determined using the percentage of voting rights held by the Company throughout the period. Losses are only recorded up to the carrying value of the investment, therefore a share in the loss of the associate of $80,941 was recorded for the three months ended January 31, 2024, to write the value of this investment down to $Nil. As of January 31, 2024, there is $1,420,997 in unrecorded losses representing the Company's share of losses of the associate in excess of its carrying value.

During the nine months ended January 31, 2024, as a result of a prolonged decline in the fair value of the Volatus shares, management identified that the investment in associate may be impaired. As a result of this development, the Company performed an impairment test on its Volatus investment. The recoverable amount of the investment was assessed based on the fair value of the Volatus shares given a value in use calculation is not applicable.

As at July 31, 2023, the recoverable amount was determined to be $80,000 (April 30, 2023 - $160,000) using publicly available share prices. Based on this data, the carrying value of the Volatus investment was found to exceed its recoverable amount by $79,059. Accordingly, an impairment loss of $79,059 was recognized during the three months ended July 31, 2023. As at January 31, 2024, the carrying value of the investment in associate was determined to be $Nil after deducting the Company's share of the net loss and considering liquidity and available share prices for the Volatus investment. No further impairment was required for the three months ended January 31, 2024.

Summarized financial information of Volatus and a reconciliation of the carrying amount of the investment in the condensed consolidated interim financial statements are set out below:

Summarized Statement of Financial Position
(Expressed in Canadian Dollars)

As at		**January 31, 2024**
ASSETS		
Current assets		
Cash	$	1,433
Amounts receivable		3,851
Marketable securities		21,545
Total current assets		26,829
Non-current assets		
Investment in Leigh Creek		3,887,170
Exploration and evaluation assets		92,350
Reclamation deposit		30,000
Total assets	$	4,036,349
LIABILITIES AND EQUITY		
Current liabilities		
Accounts payable and accrued liabilities	$	1,171,834
Loans payable		25,045
Total current liabilities		1,196,879
Promissory note payable		85,000
Total liabilities		1,281,879
Equity		
Share capital		12,017,649
Reserves		180,529
Deficit		(9,443,708)
Total equity		2,754,470
Total liabilities and equity	$	4,036,349

Summarized Statement of Loss
(Expressed in Canadian Dollars)

		Nine months ended January 31, 2024
INCOME (EXPENSES)		
Interest income	$	3,458
Interest on loans payable		(1,965)
Management, director and consulting fees		(201,050)
Office and miscellaneous		(1,691)
Professional fees		(77,361)
Transfer agent and filing fees		(8,964)
Realized loss on marketable securities		(3,126)
Unrealized loss on marketable securities		(42,415)
Write-off of E&E property		(6,476,901)
Loss on termination of option agreement		(95,000)
Loss and comprehensive loss for the period		(6,905,015)
Share of loss for the period		(1,501,938)

A continuity of the Company's investment in associate is as follows:

		Carrying Value of Investment in Associate
Balance, April 30, 2022	**$**	**-**
Initial investment		400,000
Share of loss of investment in associate		(150,609)
Impairment of investment in associate		(89,391)
Balance, April 30, 2023	**$**	**160,000**
Share of loss of investment in associate		(80,941)
Impairment of investment in associate		(79,059)
Balance, January 31, 2024	**$**	**-**

7. DERIVATIVE ASSETS

In connection with its investment in Volatus (Note 6), the Company also received 8,000,000 share purchase warrants. The warrants were determined to be a separable derivative instrument as they are transferable under the subscription agreement and are classified as a financial asset. The warrants are measured at fair value through profit or loss and were classified within Level 2 of the fair value hierarchy.

The warrants were valued using the Black-Scholes option pricing model with the following inputs: share price of $0.005, exercise price of $0.06, expected life of 3.85 years, volatility of 153% and risk-free interest rate of 4.18%. These inputs were determined based on the terms of the warrants, listed share prices for Volatus and publicly available interest rate information.

As at January 31, 2024, the Company's warrants were valued at $18,278 (April 30, 2023 - $129,503). In connection with its warrant revaluations, the Company recognized a $7,603 and $111,225 (2023 – unrealized loss of $118,455 and unrealized gain of $242,480) unrealized loss on derivative assets during the three and nine months ended January 31, 2024, respectively.

(Expressed in Canadian Dollars)

Sensitivity Analysis to Significant Changes in Observable Inputs Within the Level 2 Hierarchy

The significant inputs used in the fair value measurement categorized within Level 2 of the fair value hierarchy at January 31, 2024, and resulting changes in profit or loss from modifying these inputs, are shown below:

Description	Input	Sensitivity		**January 31, 2024**
Warrants	Share price	10%	$	2,462
Warrants	Volatility	10%	$	3,651
Warrants	Risk-free interest rate	10%	$	75

During the nine months ended January 31, 2024, there were no transfers into or out of Level 1, 2 or 3 investments.

8. CONVERTIBLE DEBENTURES

During the year ended April 30, 2022, the Company closed a private placement of 2,261 units (the “Units”) priced at $1,000 per Unit as follows:

a) The Company closed Tranche 1 on June 21, 2021, issuing 1,820 Units for gross proceeds of $1,820,000

b) The Company closed Tranche 2 on July 28, 2021, issuing 441 Units for gross proceeds of $441,000

Each Unit is comprised of:

i. A $1,000 convertible debenture principal amount, bearing interest at 7.5% per annum and increasing to 9% in the third year following issuance. Interest is payable annually, up to and including the maturity date which is three years from the date of issuance.

ii. 667 common share purchase warrants of the Company. Each warrant will be exercisable at a price of $2.35 per warrant share for a period of three years from the date of issuance. A total of 1,507,635 warrants were issued.

The principal amount of the debentures may be converted, in whole or in part, at any time before the maturity date into units at $1.35 per common share. After 24 months from the closing date, if the common shares trade at or above $4.50 or 233% of the conversion price on a 30-day volume-weighted average price basis on the CSE, the Company shall have the right, exercisable within 10 business days of the end of the trading period, to require conversion of the debentures into debenture shares at the conversion price by giving the holder 10 business days' prior written notice.

The convertible debentures were determined to be a financial instrument comprising an equity classified conversion feature with a host debt component. On initial recognition, the Company used the residual value method to allocate the principal amount of the convertible debentures between the two components. The host debt component was first valued, based on similar debt securities without an embedded conversion feature and the residual was allocated to the equity-classified conversion feature. Based on this valuation approach, a discount rate of 15% was used in valuing the host debt component. The equity-classified conversion feature was also split into the warrant portion and the common share portion (Note 9).

In connection with the issuance of the convertible debentures, the Company:

a) Issued an aggregate of 77,135 finders’ warrants, valued at $74,733 based on their grant date fair value determined using the Black-Scholes Option Pricing Model.

b) Incurred $199,383 in directly attributable cash transaction costs for finders’ fees.

(Expressed in Canadian Dollars)

The transaction costs were allocated consistent with the initial recognition of the convertible debentures which resulted in $219,039 and $55,077 being allocated to the debt and equity components, respectively.

During the nine months ended January 31, 2024, the Company failed to make scheduled interest payments on its convertible debentures. As such, the Company was in default on the debentures. Pursuant to this default, additional interest was applied at a rate of 12% per annum, calculated daily on the maximum principal amounts outstanding on the date that the interest payments were due.

A continuity of the Company's convertible debentures is as follows:

		Carrying Value of Convertible Debentures
Balance, April 30, 2022	**$**	**1,752,345**
Accretion		216,645
Repayment		(48,660)
Balance, April 30, 2023	**$**	**1,920,330**
Accretion		179,072
Balance, January 31, 2024	**$**	**2,099,402**

As of January 31, 2024, $441,459 in interest was accrued on the convertible debentures (April 30, 2023 - $140,159). This interest is included in accounts payable and accrued liabilities.

9. SHARE CAPITAL AND RESERVES

a) Authorized share capital

Unlimited number of voting common shares without par value.
Unlimited number of preferred shares without par value.

b) Issued share capital

As at January 31, 2024, the Company had 19,867,748 common shares issued and outstanding (April 30, 2023 – 15,817,748).

On August 15, 2022, the Company effected a consolidation of its total issued and outstanding common shares on the basis of five pre-consolidation Newpath Shares for one post-consolidation Newpath Share. The references to the number of common shares, options and warrants, have been adjusted retroactively to reflect the share consolidation. The exercise or conversion price of, and the number of common shares issuable under any securities of the Company has been proportionally adjusted upon the completion of the share consolidation.

During the nine months ended January 31, 2024:

On December 29, 2023, the Company issued 1,045,000 common shares pursuant to a flow-through private placement at a price of $0.115 per share for total gross proceeds of $120,175. $6,038 in share issuance costs were incurred in connection with the issuance of these shares.

The premium received on the issuance of the flow-through shares was recognized as a liability on the Company's consolidated statements of financial position. As at January 31, 2024, the flow-through premium liability was $20,900 and no qualifying expenditures had been made pursuant to the obligation.

On December 4, 2023, the Company issued 1,000,000 common shares with a value of $105,000 pursuant to the Orefield option agreement. Upon satisfaction of this final requirement of the option agreement, the Company had acquired a 100% interest in the Orefield property.

On October 6, 2023, the Company closed a private placement, which involved the issuance of 2,005,000 units of the Company at $0.15 per unit for total gross proceeds of $300,750. Each unit is comprised of one common share and one-half of one common share purchase warrant. Each warrant entitles the holder to acquire an additional common share of the Company for a period of 12 months from the closing of the offering, at an exercise price of $0.20 per share. In connection with this private placement, the Company issued an additional 200,500 finder's warrants with a total fair value of $21,683, and incurred finder's fees of $30,075 and legal fees of $11,033.

During the nine months ended January 31, 2023:

On November 24, 2022, the Company closed a non-brokered private placement. The Company issued 6,812,143 units of the Company at a price of $0.07 per unit for gross proceeds $476,850. Each unit consists of one common share in the capital of the Company and one common share purchase warrant. Each warrant is exercisable for a period of five years from the date of issuance at an exercise price of $0.09 per share.

In connection with the private placement, the Company paid finder's fees of $3,543 and issued an aggregate of 50,614 warrants. Each finder warrant is exercisable for a period of three years from the date of issuance at an exercise price of $0.27 per share.

On December 12, 2022, the Company issued 1,000,000 shares with a fair value of $80,000 as part of the requirements to acquire 100% interest in 949 unpatented mineral claims over approximately 204 square kilometers in northwestern Ontario (Note 5).

On January 13, 2023, the Company closed a private placement. The Company issued 1,928,571 units of the Company at a price of $0.07 per unit for gross proceeds of $135,000. Each unit consists of one common share in the capital of the Company and one common share purchase warrant. Each warrant is exercisable for a period of five years from the date of issuance at an exercise price of $0.09 per share.

In connection with the private placement, the Company paid finders' fees of $6,265.

c) Stock options

On February 11, 2023, the Company's shareholders approved the adoption of a new hybrid equity compensation plan. Under the new plan, the maximum number of shares issuable pursuant to options shall be equal to 10% of the then issued and outstanding shares on a rolling basis. In addition, the maximum number of shares issuable pursuant to share appreciation rights, restricted share units, deferred share units and performance share units shall not exceed 1,581,775 shares, representing 10% of the Company's issued and outstanding shares as of the effective date of the plan. The exercise price of such units shall be determined by the Board of Directors and must be at least equal to the closing price of the Company's shares on the CSE on the day immediately prior to the grant date. Units are non-transferable and may be granted for a maximum of ten years from the date of issuance.

(Expressed in Canadian Dollars)

Stock option transactions and the number of share options outstanding are summarized as follows:

	Number of Options		Weighted Average Exercise Price
Balance, April 30, 2022	**906,250**	**$**	**1.20**
Granted	400,000		0.25
Expired/forfeited	(211,250)		(1.65)
Balance, April 30, 2023 and January 31, 2024	**1,095,000**	**$**	**0.77**
Number of options, exercisable	**1,095,000**	**$**	**0.77**

As at January 31, 2024, the following stock options were outstanding and exercisable:

Outstanding Number of Options	Exercisable Number of Options	Exercise Price	Expiry Date
400,000	400,000	$0.25	February 24, 2025
100,000	100,000	$3.00	December 4, 2025
25,000	25,000	$1.25	May 19, 2026
30,000	30,000	$1.25	June 1, 2026
10,000	10,000	$1.25	November 29, 2026
40,000	40,000	$0.85	November 29, 2026
190,000	190,000	$0.60	January 17, 2027
250,000	250,000	$0.70	February 11, 2027
50,000	50,000	$0.78	February 21, 2027
1,095,000	**1,095,000**		

During the three and nine months ended January 31, 2023, the Company recognized an $18,503 share-based payment recovery and $17,870 in share-based payment expenses respectively. No share-based payment expenses were recognized during the three and nine months ended January 31, 2024.

As of January 31, 2024, the weighted average remaining contractual life of outstanding options is 2.15 years (April 30, 2023 – 2.91 years).

d) Warrants

Warrant transactions and the number of warrants outstanding are summarized as follows:

	Number of Warrants		Weighted Average Exercise Price
Balance, April 30, 2022	**2,524,129**	**$**	**3.33**
Granted	8,791,328		1.35
Expired	(939,359)		4.98
Balance, April 30, 2023	**10,376,098**	**$**	**0.44**
Granted	1,203,000		0.20
Balance, January 31, 2024	**11,579,098**	**$**	**0.41**

(Expressed in Canadian Dollars)

As at January 31, 2024, the following warrants were exercisable:

Number of Warrants Outstanding and Exercisable	Exercise Price	Expiry Date
1,286,391	$2.35	June 21, 2024
298,379	$2.35	July 28, 2024
1,203,000	$0.20	October 6, 2024
50,614	$0.27	November 24, 2025
6,812,143	$0.09	November 24, 2027
1,928,571	$0.09	January 13, 2028
11,579,098		

During the nine months ended January 31, 2024, the Company granted 1,002,500 warrants pursuant to the private placement that closed on October 6, 2023. The warrants were assigned a value of $Nil based on the residual value method. The warrants are exercisable at a price of $0.20 for a period of 12 months. During this nine month period, the Company also granted 200,500 finder's warrants in connection with the private placement that closed on October 6, 2023. The finder's warrants were valued at $21,683 using the Black-Scholes option pricing model with the following inputs: share price of $0.19, exercise price of $0.20, expected life of 1 year, volatility of 157.57% and risk-free interest rate of 4.87%.

During the nine months ended January 31, 2023, the Company granted 6,812,143 warrants pursuant to the private placement closed on November 24, 2022. The warrants were assigned a value of $Nil based on the residual value method. The warrants are exercisable at a price of $0.09, for a period of five years. The Company also granted 1,928,571 warrants pursuant to the private placement closed on January 13, 2023. The warrants were assigned a value of $Nil based on the residual value method. The warrants are exercisable at a price of $0.09 for a period of five years.

During the nine months ended January 31, 2023, the Company granted 50,614 finders' warrants in connection with the private placement above. The finders' warrants were valued at $3,265 using the Black-Scholes option pricing model with the following inputs: share price of $0.08, exercise price of $0.27, expected life of 3 years, volatility of 182% and risk-free interest rate of 3.64%.

During the nine months ended January 31, 2023, 939,359 warrants with a weighted average exercise price of $4.98 expired.

As of January 31, 2024, the weighted average remaining contractual life of outstanding warrants is 3.04 years (April 30, 2023 – 4.07 years).

(Expressed in Canadian Dollars)

e) Reserves

As at January 31, 2024, the Company had the following reserves:

		Share-based Payments		Convertible Debenture Conversion Feature		Total
Balance, April 30, 2022	**$**	**4,451,274**	**$**	**106,842**	**$**	**4,558,116**
Issuance of finders' warrants		3,265		-		3,265
Repayment of convertible debentures		-		(10,390)		(10,390)
Share-based payments		102,792		-		102,792
Balance, April 30, 2023	**$**	**4,557,331**	**$**	**96,452**	**$**	**4,653,783**
Issuance of finders' warrants		21,683		-		21,683
Balance, January 31, 2024	**$**	**4,579,014**	**$**	**96,452**	**$**	**4,675,466**

10. RELATED PARTY BALANCES AND TRANSACTIONS

The Company has determined that key management personnel consist of the Company's Board of Directors and its executive officers. During the nine months ended January 31, 2024, and 2023, the Company incurred the following fees charged by directors and officers and companies controlled by directors and officers of the Company:

Key management personnel	Nature of transactions		For the nine months ended January 31, 2024		2023
Company controlled by current CEO	Management		108,331		98,886
Company controlled by current COO	Management		50,000		-
Company related to former director	Management		22,500		9,500
Current directors	Consulting		36,000		93,750
Former director	Consulting		3,000		-
Current CEO	Payroll		46,800		46,800
Current CFO	Payroll		14,040		14,040
Current COO	Payroll		64,600		-
Company controlled by current COO	Exploration		86,580		-
Total		**$**	**431,851**	**$**	**262,976**

In addition to management and consulting fees, $Nil in share-based compensation expenses was incurred by the Company during the nine months ended January 31, 2024 (2023 - $33,964).

At January 31, 2024, $266,513 (April 30, 2023 - $94,174) was owed to related parties for management and consulting fees as well as reimbursable expenses payable. These amounts are non-interest bearing, unsecured and due on demand.

(Expressed in Canadian Dollars)

11. FINANCIAL INSTRUMENTS AND RISK

Fair value

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

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

The Company's primary financial instruments are classified as follows:

Financial instruments	Classifications
Cash	Amortized Cost
Marketable securities	Fair Value through Profit and Loss
Derivative assets	Fair Value through Profit and Loss
Accounts payable and accrued liabilities	Amortized Cost
Convertible debenture	Amortized Cost

The carrying value of cash and accounts payable and accrued liabilities approximates its fair value due to its short-term nature. The Company's convertible debentures bear interest at a fixed rate and, as such, their carrying values approximate their fair values. Marketable securities are measured at fair value using level 1 inputs. Derivative assets are measured at fair value using level 2 inputs.

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

Credit risk

Credit risk is the risk that a customer or counterparty to a financial instrument will cause a financial loss to the Company by failing to meet its obligations. The Company's financial instrument that is exposed to concentrations of credit risk is primarily cash. The Company limits its exposure to credit risk with respect to cash by holding it with major Canadian financial institutions.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at January 31, 2024, the Company had a cash balance of $47,726 (April 30, 2023 - $81,188) to settle current liabilities of $2,976,120 (April 30, 2023 - $321,455). The Company failed to make scheduled interest payments on its convertible debentures. As such, the Company was in default on the debentures at January 31, 2024. The unpaid principal and accrued interest balance pertaining to the debentures are immediately due and payable (Note 8).

Market risk

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

(i) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows from a financial instrument will fluctuate because of changes to market interest rates. The Company's convertible debenture bears interest at 9% per annum, with additional interest at 12% in the event of default. The Company is satisfied with the credit ratings of its banks and the interest rate on the convertible debenture is fixed. The Company believes it has no significant interest rate risk.

(ii) Foreign currency risk

Foreign exchange risk arises from fluctuations in the future cash flows of a financial instrument because of changes in foreign exchange rates. The Company is exposed to foreign exchange rate risk on its foreign currency denominated cash and accounts payable. As at January 31, 2024, the Company was not significantly exposed to foreign exchange risk.

(iii) Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk or foreign currency risk. The Company's marketable securities and derivative assets are valued either directly or indirectly based on quoted prices and are therefore directly affected by fluctuations in the market value of the underlying securities. Assuming all other variables remain constant, a 10% change in the quoted prices of the Company's marketable securities would result in an approximate $25,000 change in profit or loss. A 10% change in the quoted price of the underlying securities pertaining to the Company's derivative assets would result in an approximate $2,000 change in profit or loss. See Note 7 for more information on derivative asset sensitivity.

12. CAPITAL MANAGEMENT

The Company's objective when managing capital is to safeguard the entity's ability to continue as a going concern. In the management of capital, the Company monitors its capital, which comprises all components of equity (i.e., share capital, reserves and deficit) and convertible debentures.

The Company sets the amount of capital in proportion to risk. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue common shares through private placements. The Company is not exposed to any externally imposed capital requirements.

No changes were made to capital management during the nine months ended January 31, 2024.

13. SEGMENTED INFORMATION

During the nine months ended January 31, 2024, the Company continued its one business segment in the mining sector. All long-term assets are located in Canada.

14. SUBSEQUENT EVENTS

On February 1, 2024, the Company received $142,619 in funding from the Ontario Junior Exploration Program to support exploration efforts on the Alpha/Bravo sites on its Orefield Project.