PAN AMERICAN ENERGY CORP.

CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED MARCH 31, 2024 and 2023

In Canadian Dollars, unless noted

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INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Pan American Energy Corp.:

Opinion

We have audited the consolidated financial statements of Pan American Energy Corp. and its subsidiaries (together the "Company"), which comprise the consolidated statements of financial position as at March 31, 2024 and 2023, and the consolidated statements of loss and comprehensive loss, consolidated statements of changes in equity and consolidated statements of cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at March 31, 2024 and 2023, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with IFRS Accounting Standards.

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 2 in the consolidated financial statements, which describes conditions indicating that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended March 31, 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

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

<table>
<tr><th>Key audit matter</th><th>How our audit addressed the key audit matter</th></tr>
<tr><td colspan="2">Assessment of the existence of impairment indicators for exploration and evaluation assets</td></tr>
<tr><td>Refer to note 6</td><td>Our approach to addressing the matter involved the following procedures, among others:</td></tr>
<tr><td>As at March 31, 2024, the carrying amount of the Company’s exploration and evaluation assets was $19,806,798.

At each reporting period, management assesses exploration and evaluation assets to determine whether there are any indicators of impairment. If any such indicators exist, the asset’s recoverable amount is estimated. An impairment loss is recognized if the carrying amount of an asset exceeds its estimated recoverable amount.

Management assesses exploration and evaluation assets for impairment based on, at minimum, the presence of any of the following indicators:
(i) the period for which the Company has the right to explore in the specific area has expired during the year or will expire in the near future, and is not expected to be renewed;
(ii) substantive expenditure on further exploration for, and evaluation of, mineral resources in the specific area is neither budgeted nor planned;
(iii) the Company has decided to discontinue exploration for and evaluation of mineral resources in the specific area; and/or
(iv) for areas of likely development, available data indicates that the carrying amount exceeds the recoverable amount.

No impairment indicators were identified by management as at March 31, 2024.

We considered this a key audit matter due to the significance of the exploration and evaluation assets and the judgments made by management in their assessment of impairment indicators related to the exploration and evaluation assets. These factors have resulted in a high degree of subjectivity in performing audit procedures, related to the judgment applied by management.</td><td>Evaluating the judgments made by management in assessing for the presence of impairment indicators, which included the following:

• Obtained evidence to support the right to explore the properties under the permit titles held by the Company.
• Read the board of directors’ minutes and resolutions, and observed evidence supporting the continued and planned exploration expenditures.
• Assessed whether available data indicates the potential for commercially viable mineral resources.
• Based on evidence obtained in other areas of the audit, considered whether other facts and circumstances suggest that the carrying amount may exceed the recoverable amount.</td></tr>
</table>

Other Information

Management is responsible for the other information. The other information comprises the information included in the Management's Discussion and Analysis filed with the relevant Canadian securities commissions.

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 and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit and remain alert for indications that the other information appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditor's report. We have nothing to report in this regard.

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

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

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

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

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

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

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 Doris Yingying Cen.

Baker Tilly WM LLP

CHARTERED PROFESSIONAL ACCOUNTANTS

Vancouver, B.C.
July 29, 2024

Pan American Energy Corp.
Consolidated Statements of Financial Position
As at March 31, 2024 and 2023
In Canadian Dollars, unless noted

As at	Notes	March 31, 2024	March 31, 2023
		$	$
ASSETS			
Cash		2,077,996	4,674,800
Accounts receivable		651,092	160,610
Prepaid expenses	**5**	17,825	505,736
Assets held for sale	**1**	-	296,988
TOTAL CURRENT ASSETS		**2,746,913**	**5,638,134**
Exploration and evaluation assets	**6,8**	19,806,798	4,945,332
TOTAL ASSETS		**22,553,711**	**10,583,466**
LIABILITIES			
Accounts payable and accrued liabilities	**9**	2,134,470	2,000,570
Loan payable	**7**	185,814	172,291
Other liability	**8,10**	370,806	660,628
Liabilities associated with assets held for sale	**1**	-	4,618
TOTAL LIABILITIES		**2,691,090**	**2,838,107**
EQUITY			
Share capital	**8**	30,230,439	13,215,269
Reserves	**8**	2,564,793	1,942,673
Deficit		(12,932,611)	(7,412,583)
TOTAL EQUITY		**19,862,621**	**7,745,359**
TOTAL LIABILITIES AND EQUITY		**22,553,711**	**10,583,466**

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

Going concern (Note 2), Commitments (Notes 6 and 10) and Subsequent events (Note 15)

Approved on behalf of the Board of Directors on July 29, 2024:

"Jason Latkowcer ", Director

"Sean Kingsley", Director

Pan American Energy Corp.
Consolidated Statements of Loss and Comprehensive Loss
For the Years Ended March 31, 2024 and 2023
In Canadian Dollars, unless noted

	Notes	March 31, 2024	March 31, 2023
		$	$
EXPENSES			
Advertising and marketing		3,880,964	2,101,639
Consulting fees	**9**	659,800	447,737
Filing fees		138,584	119,790
Office and miscellaneous		82,551	127,118
Professional fees		250,781	496,581
Share-based compensation	**6,8**	1,119,140	2,287,918
OPERATING EXPENSES		**(6,131,820)**	**(5,580,783)**
OTHER INCOME (EXPENSES)			
Flow-through share recovery	**8,10**	593,585	31,680
Interest expense		(110,075)	(10,467)
Interest income		78,376	32,342
Gain on spin-out of Pan American Energy, LLC	**1**	49,906	-
Listing expense	**1**	-	(1,423,066)
Loss on debt settlement	**8**	-	(304,944)
NET AND COMPREHENSIVE LOSS		**(5,520,028)**	**(7,255,238)**
Loss per share, basic and diluted		(0.09)	(0.22)
Weighted average number of common shares outstanding – Basic and diluted		64,628,550	33,430,461

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

Pan American Energy Corp.

Consolidated Statements of Changes in Equity

For the Years Ended March 31, 2024 and 2023

In Canadian Dollars, unless noted

	Common Shares Number (#)	Share Capital $	Reserves $	Deficit $	Total Equity $
Balance, March 31, 2022	**20,000,100**	**1,500,001**	**-**	**(157,345)**	**1,342,656**
Shares issued - Corporate Transaction (Note 1)	4,099,366	409,937	-	-	409,937
Shares issued - settlement of indebtedness (Note 8)	1,270,600	533,652	-	-	533,652
Shares issued - Big Mack Lithium Property (Note 6)	392,156	200,000	-	-	200,000
Shares issued - private placement (non-flow-through) (Note 8)	10,000,000	5,000,000	-	-	5,000,000
Shares issued - private placement (flow-through) (Note 8)	4,615,384	2,307,692	-	-	2,307,692
Shares issued - Horizon Lithium Property (Note 6)	3,012,174	2,746,000	-	-	2,746,000
Share issuance costs (Note 8)	-	(587,763)	258,272	-	(329,491)
Share-based compensation (Note 8)	-	-	2,364,151	-	2,364,151
Exercise of restricted share rights	962,500	679,750	(679,750)		-
Exercise of warrants	3,950,000	426,000			426,000
Net loss and comprehensive loss for the year	-	-	-	(7,255,238)	(7,255,238)
Balance, March 31, 2023	**48,302,280**	**13,215,269**	**1,942,673**	**(7,412,583)**	**7,745,359**
Shares issued – private placement (non-flow-through) (Note 8)	9,554,605	3,963,750	-	-	3,963,750
Shares issued – private placement (flow-through) (Note 8)	5,083,636	2,456,236	-	-	2,456,236
Shares issued – Horizon Lithium Property (Note 6)	17,551,213	8,895,141	-	-	8,895,141
Share issuance costs (Note 8)	-	(231,883)	76,133	-	(155,750)
Distribution of Legacy Lithium LLC shares (Note 1)	-	(433,700)	-	-	(433,700)
Share-based compensation (Note 8)	-	-	1,137,613	-	1,137,613
Exercise of restricted share rights	837,502	591,626	(591,626)	-	-
Exercise of warrants	16,050,000	1,774,000	-	-	1,774,000
Net loss and comprehensive loss for the year	-	-	-	(5,520,028)	(5,520,028)
Balance, March 31, 2024	**97,379,236**	**30,230,439**	**2,564,793**	**(12,932,611)**	**19,862,621**

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

Pan American Energy Corp.
Consolidated Statement of Cash Flows
For the Years Ended March 31, 2024 and 2023
In Canadian Dollars, unless noted

	March 31, 2024	March 31, 2023
	$	$
OPERATING ACTIVITIES		
Net loss for the year	**(5,520,028)**	**(7,255,238)**
Items not affecting cash		
Flow-through share recovery (Note 8)	(593,585)	(31,680)
Gain on spin-out of Legacy Lithium LLC (Note 1)	(49,906)	-
Listing expense (Note 1)	-	1,423,066
Loss on debt settlement (Note 8)	-	304,944
Share-based compensation (Note 8)	1,119,140	2,287,918
Interest income	(78,376)	(32,342)
Net changes in non-cash working capital items:		
Accounts receivable	(490,482)	14,946
Prepaid expenses	487,911	(495,633)
Accounts payable and accrued liabilities	(209,804)	(479,564)
Loan payable	13,523	172,291
Liabilities held for sale	-	4,618
Net cash used in operating activities	**(5,321,607)**	**(4,086,674)**
INVESTING ACTIVITIES		
Property option agreement payments (Note 6)	(336,340)	(425,750)
Exploration and evaluation expenditures (Note 6)	(5,270,533)	(149,935)
Cash acquired through reverse takeover (Note 1)	-	27,405
Interest income	78,376	32,342
Assets held for sale	-	(129,566)
Net cash used in investing activities	**(5,528,497)**	**(645,504)**
FINANCING ACTIVITIES		
Share issuance proceeds (Note 8)	6,723,750	8,000,000
Share issuance costs (Note 8)	(155,750)	(329,491)
Warrant exercises (Note 8)	1,774,000	426,000
Distribution of warrant exercise proceeds to Legacy Lithium LLC	(88,700)	-
Net cash provided by financing activities	**8,253,300**	**8,096,509**
Net change in cash	(2,596,804)	3,364,331
Cash, beginning of year	4,674,800	1,310,469
Cash, end of year	**2,077,996**	**4,674,800**
Supplemental cash flow information		
Finders warrants issued for share issuance costs	76,133	258,272
Shares issued for purchase of exploration and evaluation assets	8,895,141	2,946,000
Interest paid	96,552	-
Interest received	78,376	32,342
Taxes paid	-	-

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

In Canadian Dollars, unless noted

1. NATURE OF OPERATIONS

a. Corporate information

Pan American Energy Corp. (the "Company") was incorporated under the laws of British Columbia on March 14, 2007. The Company's corporate office and principal place of business is 521 3rd Avenue SW, Suite 100, Calgary, Alberta T2P 3T3.

On May 5, 2022, the Company entered into a share purchase agreement (the "Agreement") with 1328012 B.C. Ltd. ("Numberco"). Pursuant to the terms of the Agreement, the Company acquired all of the outstanding securities of Numberco in exchange for securities of the Company. The shareholders of Numberco received securities of the Company such that they collectively control the Company subsequent to the completion of the transaction. The transaction constitutes a reverse acquisition of the Company by Numberco for accounting purposes.

On May 19, 2022, the Company listed its common shares on the Canadian Securities Exchange (the "CSE") under the symbol "GSU". On June 29, 2022, the Company changed its name to "Pan American Energy Corp." from "Golden Sun Mining Corp." and began trading under the symbol "PNRG".

The Company is a Canadian corporation that is in the business of exploration and evaluation of mineral properties.

These consolidated financial statements (the "financial statements") were approved for issuance by the Board of Directors on July 29, 2024.

b. Corporate Transactions

Spin-out Transaction

On April 21, 2023, the Company transferred its Green Energy Lithium Property (the "Property"), together with its related assets and liabilities, to Legacy Lithium LLC by disposing all issued and outstanding shares of its wholly owned subsidiary Pan American Energy, LLC in exchange for 9,665,453 common shares and 9,665,453 warrants of Legacy Lithium LLC ("Spinout Shares"), which were immediately distributed to the shareholders of the Company pursuant to the arrangement agreement (the "Spinout"). The Spinout Shares were distributed to the shareholders of the Company as return of capital on the basis of one Legacy Lithium LLC share for every five shares of the Company.

In accordance with IFRIC 17, Distribution of Non-cash Assets to Owners, the Company recognized the distribution of the Legacy Lithium LLC shares to Company's shareholders at fair value. The fair value of the Legacy Lithium LLC shares was estimated to be $345,000 which was recorded as a reduction of share capital. In addition, $88,700 were distributed to Legacy Lithium LLC shareholders, corresponding to proceeds from the exercise of warrants attached to the Legacy Lithium LLC shares.

The gain on sale on disposal of the net assets of Pan American Energy, LLC consisted of the following:

	April 21, 2023
	$
Exploration and evaluation asset	299,712
Accounts payable and accrued liabilities	(4,618)
	295,094
Fair value of Legacy Lithium LLC shares received on sale and distributed to shareholders	345,000
Gain on spin-out	**49,906**

At March 31, 2023, all assets and liabilities related to the Property were classified as held for sale and presented in current assets and current liabilities in the consolidated statement of financial position. The disposal of Pan American Energy, LLC did not meet the requirements of being recognized as discontinued operations.

In Canadian Dollars, unless noted

The net assets of the Property disposal group as at March 31, 2023 are as follows:

	March 31, 2023
	$
Exploration and evaluation asset	296,988
Accounts payable and accrued liabilities	(4,618)
Net assets held for sale	**292,370**

Reverse Take-over

On May 5, 2022, the Company entered into the Agreement with Numberco, pursuant to which the Company acquired 100% of the issued and outstanding securities of Numberco in exchange for 20,000,100 common shares and 20,000,000 share purchase warrants of the Company. As a result of the Agreement, securityholders of Numberco hold 20,000,100 common shares of the Company representing 82.99% and securityholders of the Company hold 4,099,366 common shares representing 17.01% of the Company. The securityholders of Numberco, therefore, controlled the Company upon completion of the Agreement. The transaction was accounted for as a reverse acquisition, with Numberco identified as the acquirer. The acquisition was completed on May 19, 2022.

The fair value of the consideration was determined based on 4,099,366 common shares issued at the price of $0.10 per share, which corresponds to the price of the most recent financing closed, totaling $409,937.

The purchase price allocation at the acquisition date was:

	$
Net assets acquired	
Cash	27,405
Accounts receivable	24,159
Prepaid expenses	10,103
Exploration and evaluation assets	167,422
Accounts payable and accrued liabilities	(933,047)
Promissory note payable	(150,000)
Loan payable	(159,171)
Listing expense(1)	1,423,066
Net assets acquired	**409,937**
Consideration	
Fair value of 4,099,366 shares issued	**409,937**

(1) The transaction costs, primarily relating to the acquired public exchange listing, were expensed.

2. GOING CONCERN

These financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company does not generate cash flow from operations to fund its exploration activities and has therefore relied upon the issuance of securities for financing. The Company intends to continue relying upon the issuance of securities to finance its future operations and exploration activities to the extent such instruments are issuable under terms acceptable to the Company. While the Company has been successful in raising funds in the past, it is uncertain whether it will be able to raise sufficient funds in the future.

These conditions create a material uncertainty that may cast significant doubt upon the Company's ability to continue as a going concern. If the Company is unable to secure additional financing, repay liabilities as they come due, negotiate suitable joint venture agreements, and/or continue as a going concern, then material adjustments may be required to the carrying value of assets and liabilities and the consolidated statement of financial position classifications used. These financial statements do not include any adjustments that may arise should the Company be unable to continue as a going concern.

3. BASIS OF PRESENTATION

a. Basis of preparation

These financial statements have been prepared using IFRS Accounting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretations Committee. These financial statements have been prepared on a historical cost basis except for certain financial instruments measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

In these financial statements, unless otherwise indicated, all amounts are expressed in Canadian dollars, which is the Company and its subsidiaries' functional and presentation currency.

b. Basis of consolidation

These financial statements include the operations of the Company and its wholly owned subsidiaries as follows:

- 1328012 B.C. Ltd. which is incorporated in British Columbia, Canada
- Pan American Energy LLC, which is incorporated in Utah, United States (up to April 21, 2023)
- Pan American Energy (Nevada) LLC, which is incorporated in Nevada, United States
- 1279612 B.C. Ltd., which is incorporated in British Columbia, Canada

Subsidiaries are entities which the Company controls, either directly or indirectly, where control is defined as power over the investee, exposure, or rights, to variable returns from its involvement with the investee, and the ability to use its power over the investee to affect the amount of the returns. Subsidiaries are fully consolidated from the date on which control is transferred to the Company and they are deconsolidated from the date on which control ceases. All intercompany transactions and balances have been eliminated upon consolidation.

c. Foreign currencies

Items included in the financial statements of each of the Company's subsidiaries are measured using the currency of the primary economic environment in which the entity operates and then translated into the functional currency. The Company's and its wholly owned subsidiaries functional and presentation currency is the Canadian dollar.

Monetary assets and liabilities are translated into Canadian dollars using the exchange rate in effect at the date of the statement of financial position.

Non-monetary assets and liabilities that are measured at historical cost are translated into Canadian dollars using the exchange rate in effect at the date of the initial transaction and are not subsequently restated. Non-monetary assets and liabilities that are measured at fair value or a revalued amount are translated into Canadian dollars by using the exchange rate in effect at the date the value is determined, and the related translation differences are recognized in profit or loss, or other comprehensive loss, consistent with where the gain or loss on the underlying non-monetary asset or liability has been recognized.

d. Significant accounting judgments and estimates

The timely preparation of these financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and expenses, and the disclosure of contingent assets and liabilities. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis.

Revisions to estimates are recognized prospectively. As at March 31, 2024 the following have been identified as material estimates:

i. Share-based compensation
Management determines fair value for share-based payments using market-based valuation techniques. The fair value of the market-based and performance-based share awards are determined at the date of grant using valuation techniques. Assumptions are made and judgment used in applying valuation techniques.

These assumptions and judgments include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviors and corporate performance. Similar calculations are made to value warrants. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.

ii. Distribution of Legacy Lithium LLC
During the year ended March 31, 2024, the Company was required to make an estimate of the fair value of the shares of Legacy Lithium LLC distributed to shareholders of the Company. Legacy Lithium LLC is not publicly listed and had no observable market price to derive a fair value. Management relied on a number of factors, similar projects and recent transactions, comparable land packages and valuation of publicly traded entities as well as historical exploration work and expenditures made on the project. The determination of the fair value of warrants using the Black-Scholes Option Pricing model requires the input of highly subjective assumptions, including expected future price volatility. Changes in the subjective input assumptions could materially affect the fair value estimate.

In the preparation of these financial statements, management has made judgments, aside from those that involve estimates, in the process of applying the accounting policies. The following critical judgments can have an effect on the amounts recognized in the financial statements:

i. Exploration and evaluation assets
The Company is required to make certain judgments in assessing indicators of impairment of exploration and evaluation assets. Judgment is required to determine if the right to explore will expire in the near future or is not expected to be renewed.

Judgment is required to determine whether substantive expenditures on further exploration for and evaluation of mineral resources in specific areas will not be planned or budgeted. Judgment is required to determine if the exploration for and evaluation of mineral resources in specific areas have not led to the commercially viable quantities of mineral resources and the Company will discontinue such activities. Judgment is required to determine whether there are indications that the carrying amount of an exploration and evaluation property is unlikely to be recovered in full from successful development of the project or by sale.

ii. Flow-through expenditures
The Company is required to spend proceeds received from the issuance of flow-through shares on qualifying resources expenditures.

Differences in judgment between management and regulatory authorities with respect to qualified expenditures may result in disallowed expenditures by the tax authorities. Any amount disallowed may result in the Company's required expenditures not being fulfilled.

4. MATERIAL ACCOUNTING POLICIES

a. Financial instruments

i. Classification

The Company classifies its financial instruments in the following categories: at fair value through profit or loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial instruments at initial recognition.

The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Those financial assets that have contractual cash flows that are solely payments of principal and interest, are generally classified as at amortized cost. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by- instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

ii. Measurement

Financial assets and liabilities at amortized cost are initially recognized at fair value, net of directly attributable transaction costs, and are subsequently measured at amortized cost using the effective interest method, net of any impairment. The effective interest method is a method of calculating the amortized cost of a financial asset or liability and of allocating interest income or expense over the relevant year. The effective interest rate is the rate that discounts estimated future cash payments through the expected life of the financial asset or liability, or where appropriate, a shorter period. Interest expense is reported in profit or loss.

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

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

The classification and measurement bases of the Company's financial instruments are as follows:

Financial Instrument	Classification
Cash	FVTPL
Accounts payable and accrued liabilities	Amortized cost
Loan payable	Amortized cost

iii. Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in profit or loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

iv. Derecognition

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in profit or loss.

Financial liabilities are removed from the consolidated statement of financial position when the contract is extinguished, or, when the obligation specified in the contract is either discharged or cancelled or expires. Where there has been an exchange between an existing borrower and lender of debt instruments with substantially different terms, or there has been a substantial modification of the terms of an existing financial liability, this transaction is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. A gain or loss is recorded in profit or loss.

b. Impairment

At each consolidated statement of financial position reporting date, the carrying amounts of the Company's long-lived assets are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

An asset's recoverable amount is the higher of fair value less costs of disposal and value in use. Fair value less costs of disposal 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 or cash generating unit 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 profit or loss.

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, as long as the increased carrying amount 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.

c. Share capital

The Company records proceeds from share issuances net of issue costs and any tax effects in shareholders' equity. Common shares issued for consideration other than cash are valued based on their market value at the date the shares were issued. Common shares held by the Company are classified as treasury stock and recorded as a reduction to shareholders' equity. The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units.

The residual value method first allocates value to the more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component. The Company considers the fair value of common shares issued in private placements to be the more easily measurable component of unit offerings and the common shares are valued at their fair value, as determined by the closing quoted bid price on the issue date.

The balance, if any, is allocated to any attached warrants or other features. Any fair value attributed to warrants is recorded as reserves.

d. Share-based payments

The Company's share option plan allows employees and consultants to acquire shares of the Company. The fair value of options and restricted share units ("RSU") granted is recognized as an employee or consultant expense with a corresponding increase in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee.

The fair value of employee options is measured at grant date and the fair value of non-employee options is at the grant date or over the period such services are received. Each tranche of employee and non-employee options granted is recognized using the graded vesting method over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes option pricing model taking into account the terms and conditions upon which the options were granted. At each consolidated statement of financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest.

The fair value of the RSU is determined by the quoted market price of the Company's common shares at date of grant. The fair value of RSU is recognized as a share-based compensation expense with a corresponding increase in reserves, over the vesting period.

Share-based payments granted to non-employees that are related to the issuance of shares are recorded as a reduction of share capital. All share-based payments are reflected in reserves, until exercised. Upon exercise, shares are issued from treasury and the amount reflected in the reserve is credited to share capital, adjusted for any consideration paid. For those options or RSU that expire or are cancelled, the recorded fair value in reserves is transferred to deficit.

e. Income taxes

Tax expense recognized in profit or loss comprises the sum of deferred tax and current tax not recognized in other comprehensive income or directly in equity.

Current tax assets and liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting periods, that are unpaid at the reporting date. Current tax is payable on taxable profit which differs from profit or loss in the financial statements. Calculation of current tax is based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred taxes are calculated using the liability method on temporary differences between the carrying amounts of assets and liabilities and their tax bases. Deferred tax is not provided on the initial recognition of goodwill or on the initial recognition of an asset or liability unless the related transaction is a business combination or affects taxable profit or accounting profit.

Deferred tax liabilities on temporary differences associated with shares in subsidiaries and joint ventures is not provided for if reversal of these temporary differences can be controlled by the Company and it is probable that reversal will not occur in the foreseeable future.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which those temporary differences are likely to reverse. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in profit or loss in the period that includes the substantive enactment date. Deferred tax assets are recognized for all temporary differences, carry-forward of unused tax credits and unused tax losses to the extent that it is probable that future taxable profits will be available against which they can be utilized.

Deferred tax assets and liabilities are offset only when the Company has a right and intention to offset current tax assets and liabilities from the same taxation authority and the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same entity or different entities which intend to settle current tax assets and liabilities on a net basis or simultaneously in each future period in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

Changes in deferred tax assets or liabilities are recognized as a component of income or expense in profit or loss, except where they relate to items that are recognized in other comprehensive income or directly in equity, in which case the related deferred tax is also recognized in other comprehensive income or equity, respectively.

f. Earnings (loss) per share

Basic earnings (loss) per share is computed by dividing net loss (the numerator) by the weighted average number of outstanding common shares for the period (the denominator). In computing diluted earnings per share, an adjustment is made for the dilutive effect of outstanding share options, warrants and other convertible instruments.

In the periods when the Company reports a net loss, the effect of potential issuances of shares under share options and other convertible instruments is anti-dilutive. Therefore, basic and diluted loss per share are the same.

g. Exploration and evaluation assets

Exploration and evaluation expenditures incurred before the Company has obtained legal rights to explore an area of interest are expensed as incurred. All costs related to the acquisition, exploration and evaluation of mineral properties incurred subsequent to the acquisition of legal rights to explore, including property maintenance costs, are capitalized by property. Mineral properties acquired from entities under common control are recorded at the same carrying value which the common control entity carried the mineral properties at. If economically recoverable mineral reserves are determined to exist, capitalized costs of the related property will be reclassified as mineral assets and amortized using the unit of production method. When a property is abandoned, all related costs are written off or derecognized.

Exploration and evaluation assets are reviewed for indicators of impairment at least annually, and whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Impairment reviews for the Company’s exploration and evaluation assets are carried out on a project by project basis, with each project representing a single cash generating unit.

An impairment review for an exploration and evaluation asset is undertaken when indicators of impairment arise, but typically when one of the following circumstances apply:

- The right to explore the area has expired or will expire in the near future with no expectation of renewal;
- Substantive expenditure on further exploration for and evaluation of mineral resources in the area is neither planned nor budgeted;
- No commercially viable deposits have been discovered, and the decision had been made to discontinue exploration in the area; and

In circumstances where indicators of impairment exist, an impairment test is required to determine if the carrying amount of the exploration and evaluation asset exceeds its estimated recoverable amount. The estimated recoverable amount is the greater of fair value less costs of disposal, and value in use. If the exploration and evaluation asset is determined to be impaired, the exploration and evaluation asset is written down to the estimated recoverable amount.

The amounts shown for exploration and evaluation assets do not necessarily represent present or future values. Their recoverability is dependent upon the discovery of economically recoverable mineral reserves, the ability of the Company to obtain the necessary financing and permitting to explore and complete the development of the properties, and future profitable production from the disposition of the minerals produced from the properties or by sale.

Exploration and evaluation assets are classified as intangible assets.

h. Flow-through shares

Flow-through shares entitle a company that incurs certain resource expenditures in Canada to renounce them for tax purposes allowing the expenditures to be deducted for income tax purposes by the investors who purchase the shares.

At the time of closing a financing involving flow-through shares, the Company allocates proceeds received first to common shares based on the market trading price of the common shares at the time the flow-through shares are issued, and any excess is allocated to flow-through premium liability.

At the time of closing a financing involving flow-through units consisting of common shares and warrants, the Company allocates proceeds received as follows:

- Share capital – the market trading price of the common share;
- Flow-through premium – the difference noted between the market trading price of the common share and the price for each flow-through share or unit; and
- Warrant reserve – any excess noted, if any.

Thereafter, as qualifying resource expenditures are incurred, these costs are expensed as exploration and evaluation expenses and the flow-through premium, if any, will be reversed when the paperwork to renounce is filed.

At the end of each reporting period, the Company reviews its tax position and records an adjustment to its deferred tax expense/liability accounts for taxable temporary differences, including those arising from the transfer of tax benefits to investors through flow-through shares. For this adjustment, the Company considers the tax benefits (of qualifying resource expenditures already incurred) to have been effectively transferred, if it has formally renounced those expenditures at any time.

The Company may also 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. When applicable, this flow-through share tax expense is accrued and recorded in profit or loss.

i. Assets held for sale

Assets (or disposal groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. Assets are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and investment property that are carried at fair value and contractual rights under insurance contracts, which are specifically exempt from this requirement.

An impairment loss is recognized for any initial or subsequent write-down of the asset (or disposal group) to fair value less costs to sell. A gain is recognized for any subsequent increases in fair value less costs to sell of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognized. A gain or loss not previously recognized by the date of the sale of the non-current asset (or disposal group) is recognized at the date of derecognition.

Assets (including those that are part of a disposal group) are not depreciated or amortized while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal group classified as held for sale continue to be recognized.

Assets classified as held for sale and the assets of a disposal group classified as held for sale are presented separately from the other assets in the consolidated statements of financial position. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in the consolidated statements of financial position.

j. Accounting standards adopted in the current year

Adoption of amendments to IAS 1 Presentation of Financial Statements

Effective April 1, 2023, amendments to IAS 1 Presentation of Financial Statements were adopted with respect to disclosure of the Company's accounting policies. The adoption of the amendments did not result in any changes to the Company's accounting policies, the only impact was to the accounting policy information disclosed in the financial statements. As a result of the adoption of the amendments, the title of this note 4 was changed from "significant accounting policies" which had been used in all previous periods. Where management determined necessary, clarifying language was applied in order to enhance focus on the materiality of a policy, and immaterial policy language was deleted.

Adoption of amendments to IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors

Effective April 1, 2023, the Company adopted the amendments to IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors with respect to the new definition of "accounting estimates". The amendments clarify how measurement techniques and inputs are used to develop accounting estimates, and clarifies the distinction between changes in accounting policies, correction of prior period errors, and changes are made to accounting estimates, including the facts and circumstances that are considered. The definition of a change in accounting estimates was deleted.

The adoption of the amendments did not result in any impact to the Company's financial statements.

k. Accounting standards issued but not yet applied

The following are the standards, amendments, and interpretations that the Company expects may be applicable at a future date and, if so, intends to adopt when they become effective. Certain accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

In January 2020 and October 2022, the IASB issued Classification of Liabilities as Current or Non-current (Amendments to IAS 1). The amendments aim to promote consistency in applying the requirements by helping companies determine whether, in the consolidated statement of financial position, debt and other liabilities with an uncertain settlement date should be classified as current (due or potentially due to be settled within one year) or non-current. The amendments include clarifying the classification requirements for debt a company might settle by converting it into equity. In addition, a requirement has been introduced to require disclosure when a liability arising from a loan agreement is classified as non-current and the entity's right to defer settlement is contingent on compliance with future covenants within twelve months. The amendments are effective for annual reporting periods beginning on or after January 1, 2024, with earlier application permitted. The Company is currently assessing the impact that the adoption of the amendments to IAS 1 will have on its consolidated financial statements.

In April 2024, the IASB issued IFRS 18 Presentation and Disclosure in Financial Statements. This standard aims to improve the consistency and clarity of financial statement presentation and disclosures by providing updated guidance on the structure and content of financial statements. Key changes include enhanced requirements for the presentation of financial performance, financial position, and cash flows, as well as additional disclosures to improve transparency and comparability. IFRS 18 is effective for annual reporting periods beginning on or after January 1, 2027. The Company is currently assessing the impact that the adoption of IFRS 18 will have on its consolidated financial statements.

In Canadian Dollars, unless noted

5. PREPAID EXPENSES

As at March 31, 2024 and 2023, the Company's prepaid expenses were as follows:

	March 31, 2024	March 31, 2023
	$	$
Marketing and advertising	6,742	233,236
Exploration costs	-	250,000
Insurance	11,083	12,500
Legal	-	10,000
Total	**17,825**	**505,736**

6. EXPLORATION AND EVALUATION ASSETS

As at March 31, 2024 and 2023, the Company's exploration and evaluation assets were as follows:

	Green Energy	Big Mack	Horizon	Assets held for sale	Total
	$	$	$	$	$
Balance, March 31, 2022	-	-	-	**-**	**-**
Agreement (Note 1b)	167,422	-	-	(167,422)	-
Option agreement - cash	-	80,000	345,750	-	425,750
Option agreement - share issuance	-	200,000	2,746,000	-	2,946,000
Expenditures	129,566	137,282	1,360,067	(129,566)	1,497,349
Capitalized share-based compensation (Note 8d)	-	76,233	-	-	76,233
Balance, March 31, 2023	**296,988**	**493,515**	**4,451,817**	**(296,988)**	**4,945,332**
Option agreement – cash	-	-	336,340	-	336,340
Option agreement – share issuance	-	-	8,895,141	-	8,895,141
Expenditures	2,725	3,504,263	2,107,249	(2,725)	5,611,512
Spin-out transaction (Note 1a)	(299,713)	-	-	299,713	-
Capitalized share-based compensation (8d)	-	18,473	-	-	18,473
Balance, March 31, 2024	**-**	**4,016,251**	**15,790,547**	-	**19,806,798**

The following table summarizes the Company's exploration and evaluation expenses by property and type of expense, for the years ended March 31, 2024 and 2023:

March 31, 2024	Green Energy	Big Mack	Horizon	Assets held for sale	Total
	$	$	$	$	$
Geophysics	-	300,725	-	-	300,725
Drilling	-	3,203,538	2,107,249	-	5,310,787
Land maintenance	-	-	-	-	-
Reporting and administration	2,725	-	-	(2,725)	-
Balance, March 31, 2024	**2,725**	**3,504,263**	**2,107,249**	**(2,725)**	**5,611,512**

March 31, 2023	Green Energy	Big Mack	Horizon	Assets held for sale	Total
	$	$	$	$	$
Geophysics	76,847	137,282	57,238	(76,847)	194,520
Drilling	-	-	1,223,693	-	1,223,693
Land maintenance	52,719	-	46,687	(52,719)	46,687
Reporting and administration	-	-	32,449	-	32,449
Balance, March 31, 2023	**129,566**	**137,282**	**1,360,067**	**(129,566)**	**1,497,349**

In Canadian Dollars, unless noted

Big Mack Lithium Property

On August 22, 2022, the Company entered into a property option agreement ("Big Mack Option Agreement"), with Magabara Resources Corporation (the "Big Mack Vendor"), pursuant to which the Company has been granted the right to acquire up to a 90% interest in and to the Big Mack Lithium Property, which consists of a single mining lease (LEA-107832) in the Paterson Lake Area located approximately 80 kilometres north of Kenora, Ontario, Canada (the "Big Mack Lithium Property").

Pursuant to the terms of the Big Mack Option Agreement, the Company has the option to acquire a 90% interest in the Big Mack Property from the Big Mack Vendor, in consideration for completing a series of cash payments and issuances of common shares in accordance with the following schedule:

Milestones	Cash Payments	Common Shares Issuances(1)	Exploration Expenditures
Phase 1: Acquire 51%			
Within thirty (30) days following the "Effective Date" (August 22, 2022) (paid)	$80,000	-	-
Within ninety (90) days following the Effective Date (issued)	-	$200,000	-
Within twelve (12) months following the Effective Date (subsequently extended by nine (9) months)	-	-	$1,000,000
Phase 2: Acquire Additional 24% (Total 75%)			
Within twenty-four (24) months following the Effective Date	-	$400,000	$1,120,000
Phase 3: Acquire Additional 15% (Total 90%)			
Within thirty-six (36) months following the Effective Date	-	$100,000	$1,000,000

Note:
1) Common Shares to be valued based on the Canadian Securities Exchange price on the day of issuance.

During the year ended March 31, 2024, the Company has capitalized $nil payments made in accordance with the option agreement (2023 - $280,000 split by $80,000 cash and 392,156 common shares at $0.51/common share, for total consideration of $200,000), $18,473 in capitalized share-based compensation (2023 - $76,233) and $3,504,263 in costs related to the exploration and evaluation of the Big Mack Lithium Property (2023 - $137,282).

Horizon Lithium Property

On September 27, 2022, the Company entered into a property option agreement ("Horizon Option Agreement"), with FMS Lithium Corporation and Horizon Lithium LLC (the "Horizon Vendors"), pursuant to which the Company has been granted the right to acquire a 100% interest in the Horizon Lithium Property (the "Horizon Property"). The Horizon Property is comprised of 839 unpatented lode mining claims covering approximately 17,334 acres of land, located in the Big Smoky and Monte Cristo Basins of Esmeralda County, Nevada.

In Canadian Dollars, unless noted

Pursuant to the terms of the Horizon Option Agreement, the Company has the option to acquire a 100% interest in the Horizon Property from the Horizon Vendor, in consideration for completing a series of cash payments and issuances of common shares in accordance with the following schedule:

Milestones(2)	**Cash Payments**	**Common Shares Issuances(1)**
Initial Payment (within five business days of the Option Agreement)	US$250,000	US$2,000,000
First Anniversary of Receipt of Drill Permits Necessary for the Company to Undertake Exploration Drilling (the "Drill Permits")	US$250,000	US$3,000,000
Second Anniversary of Receipt of Drill Permits	US$500,000	US$4,000,000

Note:

1) Common Shares to be valued based on the greater of the 20-day volume-weighted average price ("VWAP") of the common shares prior to the issuance of such common shares and the lowest price permissible pursuant to the policies of the exchange(s) on which the common shares are then listed.
2) In addition, if during the period beginning on September 27, 2022 (the "Effective Date") and ending on the date that is five (5) years from the Effective Date, (A) the Company completes 10 consecutive drill holes on the Horizon Property, which drill holes are comprised of at least 400 meters of drilling and which drill holes have an average grade across the cumulative core of such drill holes of at least 750 parts per million lithium, the Company shall issue an additional US$1,250,000 worth of common shares, and (B) if the Company publicly discloses a National Instrument 43-101 compliant technical report declaring a mineral resource estimate on the Property containing inferred mineral resources of 2 million tonnes or greater of lithium carbonate equivalent, the Company shall issue an additional US$3,750,000 worth of common shares.

During the year ended March 31, 2024, the Company has capitalized $336,340 in option agreement payments (2023 - $345,750), issued 8,486,715 common shares at $0.45 per common share for a total fair value of $3,819,022 (2023 – 3,012,174 common shares at $0.91 per common share for a total fair value of $2,746,000) and $2,107,249 in costs related to the exploration and evaluation of the Horizon Lithium Property (2023 - $1,360,067).

In addition, the Company met a milestone (note 2 above) as the technical report requirement was triggered. As a result, the Company issued 9,064,498 common shares at $0.56 per common shares for a total fair value of $5,076,119 (see Note 8a).

7. LOAN PAYABLE

On November 17, 2023, a civil claim relating to the loans was filed against the Company in the Supreme Court of British Columbia for $152,518 plus applicable interest, in the alternative damage for unjust enrichment, costs associated with the claim, and any other relief as determined by the Honourable Court. There has been a garnishment of $50,000 imposed against the Company and no other penalties or sanctions imposed against the Company by a court or regulatory authority relating to the claim.

As at March 31, 2024, $185,814, (March 31, 2023 - $172,291) is outstanding, including $152,518 in principal plus $33,296 in accrued interest payable (March 31, 2023 - $152,518 and $19,773, respectively).

8. SHARE CAPITAL

a) Authorized and Issued Share Capital

The authorized share capital consists of an unlimited number of common shares without par value.

For the year ended March 31, 2024

On November 10, 2023, the Company closed the first tranche (the "First Tranche") of a non-brokered private placement (the "Offering") for gross proceeds of $2,595,000. Pursuant to the First Tranche, the Company issued 6,487,500 units at a price of $0.40 per unit, with each $0.40 unit comprised of one common share and one common share purchase warrant entitling the holder to acquire one common share at a price of $0.55 until November 10, 2025. In connection with the closing of First Tranche, the Company paid finder's fees totalling $21,000 and issued 52,500 finder's warrants fair valued at $14,212 entitling the holder thereof to acquire one share at an exercise price of $0.55 until November 14, 2025. Using the residual method, 100% of the proceeds were allocated to the value of the common shares and $nil value to the warrants.

On December 8, 2023, the Company closed the final tranche (the "Final Tranche") of a non-brokered private placement for gross proceeds of $470,000. Pursuant to the Final Tranche, the Company issued 1,175,000 units at a price of $0.40 per unit, with each unit comprised of one common share and one common share purchase warrant entitling the holder to acquire one share at a price of $0.55 until December 8, 2025. In connection with the closing of the Final Tranche, the Company paid finder's fees totalling $4,550 and issued 11,375 finder's warrants fair valued at $2,687 entitling the holder thereof to acquire one share at an exercise price of $0.55 until December 8, 2025. Using the residual method, 100% of the proceeds were allocated to the value of the common shares, as their fair value at the time of issuance was equal to total proceeds. As a result, the fair value of the warrants is $nil.

On December 13, 2023, the Company closed a non-brokered private placement of "flow-through" (the "Offering") for gross proceeds of $1,860,000. Pursuant to the Offering, the Company issued 3,720,000 units at a price of $0.50 per unit, with each unit comprised of one flow-through common share and one half non-flow through common share purchase warrant entitling the holder to acquire one non-flow-through common share at a price of $0.65 until December 13, 2025. In connection with the closing of the Offering, the Company paid finder's fees totalling $130,200 and issued 260,400 finder's warrants fair valued at $59,234 entitling the holder thereof to acquire one share at an exercise price of $0.65 until December 13, 2025. The Company allocated $167,400 to flow through premiums and $nil to warrants. (Note 10)

On December 14, 2023, the Company issued 8,486,715 common shares in accordance with the Horizon Option Agreement (Note 6), with a fair value of $3,819,022.

On December 28, 2023, the Company closed a non-brokered charity flow-through private placement (the "Offering") for gross proceeds of $900,000. Pursuant to the Offering, the Company issued 1,363,636 flow-through common shares at a price of $0.66 per share. The Company allocated $136,364 to flow through premiums. (Note 10)

On February 1, 2024, the Company issued 9,064,498 common shares in accordance with the Horizon Option Agreement (Note 6), for a total fair value of $5,076,119.

On March 7, 2024, the Company closed the first tranche (the "First Tranche") of a non-brokered private placement (the "Private Placement") for gross proceeds to the Company of $898,750. Pursuant to the First Tranche, the Company issued 1,892,105 units of the Company at a price of $0.475 per unit, with each $0.475 unit comprised of one common share and one common share purchase warrant entitling the holder to acquire one share at a price of $0.55 until March 7, 2026. Using the residual method, 100% of the proceeds were allocated to the value of the common shares and $nil value to the warrants.

At March 31, 2024, the Company derecognized $593,585 of the flow-through premium as the renouncement occurred and eligible expenditures were incurred subsequently. The amount is recognized in profit or loss as a

In Canadian Dollars, unless noted

"Flow-through recovery". The remaining flow-through obligation is recorded as "Other Liability" on the Statement of Financial Position and has a balance of $370,806 at March 31, 2024. (Note 10)

For the Year Ended March 31, 2023

On June 23, 2022, the Company entered into debt settlement agreements with certain creditors of the Company, pursuant to which it discharged aggregate indebtedness of $228,708 in consideration of the issuance of a total of 1,270,600 common shares of the Company at a fair value of $0.42 per common share. The Company recognized a loss on debt settlement of $304,944.

On October 11, 2022, the Company completed a non-brokered private placement of 10,000,000 units of the Company at $0.50 per unit for aggregate gross proceeds of $5,000,000. Each unit is composed of one common share and one common share purchase warrant. Finder's fees of $205,900 were paid and 674,100 finder's warrants fair valued at $257,322 were issued in connection with the private placement. Each finder's warrant is exercisable at $0.75 for two years from the date of issuance. There was no residual value allocated to the warrants as the market price of the share on the date of completion was $0.72 per common share.

On October 11, 2022, the Company completed a non-brokered private placement of 4,615,384 flow-through units (each, a "FT Unit") of the Company at $0.65 per FT Unit for aggregate gross proceeds of $3,000,000. Each FT Unit is composed of one common share, issued on a flow-through basis pursuant the Income Tax Act (Canada), and one common share purchase warrant. Each warrant is exercisable at $0.85 per share for two years from the date of issuance. Finder's fees of $123,591 were paid and 2,638 finder's warrants fair valued at $950 were issued in connection with the private placement. There was residual value allocated to the flow-through obligation, based on a $0.15 premium between the $0.65 FT Unit issued and the $0.50 unit issued. As a result, $692,308 in flow-through premium liability was recorded as an "Other Liability" on the Statement of Financial Position. (Note 10) No residual value was allocated to the warrants as the quoted price of the share on the date of completion was $0.72 per common share.

At March 31, 2023, the Company derecognized $31,680 of the flow-through premium as the renouncement occurred and eligible expenditures were incurred subsequently. The amount is recognized on the statement of loss and comprehensive loss as a "Flow-through recovery". The remaining flow-through obligation is recorded as "Other Liability" on the Statement of Financial Position and has a balance of $660,628. (Note 10)

b) Share Purchase Warrants

A summary of the Company's purchase warrants ("warrants") is as follows as at March 31, 2024 and 2023:

	March 31, 2024	**March 31, 2023**
Balance, opening	31,342,122	-
Granted	11,738,880	35,292,122
Exercised	(16,050,000)	(3,950,000)
Balance, closing	**27,031,002**	**31,342,122**

In Canadian Dollars, unless noted

At March 31, 2024, the following warrants were outstanding:

	Exercise Price	Issued	Exercised	Remaining	Expiry Date
Granted – Corporate Transaction	$0.10	10,000,000	(10,000,000)	-	October 25, 2023
Granted – Corporate Transaction	$0.12	10,000,000	(10,000,000)	-	December 8, 2023
Granted – Private Placement	$0.75	10,674,100	-	10,674,100	October 11, 2024
Granted – Private Placement	$0.85	4,618,022	-	4,618,022	October 11, 2024
Granted – Private Placement	$0.55	6,540,000	-	6,540,000	November 10, 2025
Granted – Private Placement	$0.55	1,186,375	-	1,186,375	December 8, 2025
Granted – Private Placement	$0.65	2,120,400	-	2,120,400	December 13, 2025
Granted – Private Placement	$0.55	1,892,105	-	1,892,105	March 7, 2026
Balance, March 31, 2024	**$0.44**	**47,031,002**	**(20,000,000)**	**27,031,002**	

The fair value of each broker warrant granted for the year ended March 31, 2024 was determined using the Black Scholes Pricing Model using the following range of assumptions:

Exercise price	\$0.50 - \$0.65
Risk-free interest rate	3.97% - 4.39%
Volatility	100%
Dividend yield	0.00%
Expected life (years)	2.00
Forfeiture rate	0.00%

During the year ended March 31, 2024, the Company had 16,050,000 (2023 - 3,950,000) warrants exercised, with a weighted average exercise price of \$0.11 (2023 - \$0.11) per warrant, for total proceeds of \$1,774,000 (2023 - \$426,000). The weighted average fair value of the Company's shares for the warrants exercised was \$0.49 (2023 - \$0.74) at the time of exercise. The share purchase warrants have a weighted average remaining life of 1.03 years (2023 - 1.07 years).

c) Share Purchase Options

The Company has established an omnibus equity incentive plan (the "Plan"), contemplating the grant of equity-based incentive awards, in the form of options, restricted share units, preferred shared units ("PSUs") and deferred share units, to employees, officers, directors and consultants of the Company. The Plan is a 10% rolling plan, pursuant to which share awards may be granted by the Company not exceeding 10% of the issued and outstanding common shares at the time of grant.

A summary of the Company's share purchase options ("options") is as follows:

	Number of Options	Weighted Average Exercise Price
Balance, March 31, 2022	**300,000**	**$0.50**
Granted - May 19, 2022	1,300,000	$0.35
Granted - November 10, 2022	200,000	$0.71
Granted - December 1, 2022	50,000	$0.80
Balance, March 31, 2023	**1,850,000**	**$0.43**
Granted – May 16, 2023	200,000	$0.64
Granted – December 28, 2023	150,000	$0.56
Expired – November 10, 2023	(200,000)	$0.35
Balance, March 31, 2024	**2,000,000**	**$0.46**

On May 16, 2023, the Company announced the grant of 200,000 stock options to a certain director, with an exercise price of \$0.64 and fair value of \$0.40 per option. The total fair value of \$81,430 will be recognized as share-based compensation over the vesting period of the options. The options shall vest as follows: 50,000 shall vest immediately, with the remaining 150,000 options vesting in three equal installments on September 15, 2023, January 15, 2024 and May 15, 2024.

In Canadian Dollars, unless noted

On December 28, 2023, the Company granted 150,000 stock options to certain directors, with an exercise price of $0.56 and fair value of $0.34 per option. The total fair value of $50,586 will be recognized as share-based compensation immediately, consistent with options immediate vesting.

At March 31, 2024, the following options were outstanding:

Grant Date	Number of Options	Exercisable	Exercise Price	Expiry Date	Weighted Average Remaining Life
April 22, 2021	300,000	300,000	$0.50	April 22, 2026	2.06
May 19, 2022	1,100,000	1,100,000	$0.35	May 19, 2024	0.13
November 10, 2022	200,000	200,000	$0.71	November 10, 2027	3.61
December 1, 2022	50,000	37,500	$0.80	December 1, 2027	3.67
May 15, 2023	200,000	150,000	$0.64	May 15, 2026	2.12
December 28, 2023	150,000	150,000	$0.56	December 28, 2025	1.74
	2,000,000	**1,937,500**	**$0.45**		**1.18**

The fair value of each option granted was determined using the Black-Scholes option pricing model with the weighted average assumptions as follows:

	March 31, 2024	March 31, 2023
Exercise price	$0.61	$0.41
Risk-free interest rate	3.95%	2.88%
Volatility	100%	100%
Dividend yield	0.00%	0.00%
Expected life (years)	2.51	2.81
Forfeiture rate	0.00%	0.00%

During the year ended March 31, 2024, the Company recorded $172,775 (2023 - $106,552) as share-based compensation expense related to the vesting of the options.

d) Restricted Share Rights

A summary of the Company's restricted share rights ("RSRs") is as follows:

	Time Vesting	Performance Vesting	Total
Balance, March 31, 2022	**-**	**-**	**-**
Grant	3,562,508	3,337,500	**6,900,008**
Exercised	(962,500)	-	**(962,500)**
Balance, March 31, 2023	**2,600,008**	**3,337,500**	**5,937,508**
Grant	1,075,000	50,000	**1,125,000**
Exercised	(837,502)	-	(837,502)
Balance, March 31, 2024	**2,837,506**	**3,387,500**	**6,225,006**

Time Based Vesting

On May 16, 2023, the Company announced the grant of 350,000 RSRs to a certain director, with a fair value of $0.65. The RSRs granted will vest in four equal installments of 87,500 RSUs on August 12, 2023, November 12, 2023, February 12, 2024 and May 12, 2024.

On December 28, 2023, the Company announced the grant of 725,000 RSRs to certain directors and consultants, with a fair value of $0.56. The RSRs granted vested immediately.

For the year ended March 31, 2024, the Company recorded a total of $964,838 (2023 - $1,834,722) related to the vesting of RSRs, where $946,365 was recorded in share-based compensation and $18,473 (2023 - $76,233) was capitalized to “Exploration and Evaluation Assets” (Note 6).

Performance Based Vesting

The Company issued 1,000,000 RSRs to its CEO, with the following performance-based milestones:

- 500,000 RSRs will be released quarterly in four equal tranches beginning four months after the date of final acceptance of the Company’s listing. As the Company was successfully listed on the CSE the RSRs were earned and fair valued on May 19, 2022 ($0.05 per RSR). The RSRs will vest in four equal tranches on August 19, 2022, November 19, 2022, February 19, 2023 and May 19, 2023.

- 500,000 of the RSRs will vest in three equal tranches based on the successful completion of the following:
  a) Successful launch of a pilot project;
  b) Successful fundraise of $5,000,000 in a single financing or in a series of financings; and
  c) Complete an acquisition or series of acquisitions in total value over $2,000,000.

Management has applied vesting probability of 100% to the vesting of these RSRs, as the Company had successfully listed on the CSE on May 19, 2022 (500,000 RSRs at $0.05 per RSR), launched a pilot project, raised over $5,000,000 in financing and completed $2,000,000 in acquisitions (500,000 RSRs at $0.65 per RSR). As a result, $346,644 has been recorded as share-based compensation expense related to the vesting of these RSRs for the year ended March 31, 2023 (2022 - $nil).

On August 31, 2022, the Company issued and granted 187,500 RSR’s to a consultant, with performance-based milestones tied to the Big Mack Lithium Project. At March 31, 2023, management applied a 100% probability to the vesting of these RSRs. As a result, $76,233 has been capitalized to “Exploration and Evaluation Assets” related to the vesting of these RSRs for the year ended March 31, 2023.

On March 17, 2023, the Company issued and granted 2,150,000 RSR’s to directors, officers and certain consultants of the Company, with performance-based milestones tied to the Company’s growth strategy and potential acquisitions. At March 31, 2023, management applied a 0% probability to the vesting of these RSRs. As a result, no share-based compensation expense has been recorded.

On November 22, 2023, the Company announced the grant of 50,000 RSRs to a certain consultant, with a fair value of $0.485. 25,000 of the RSRs vest upon the completion of Phase II of the Big Mack Option Agreement (see Note 6) with the remainder vesting upon the completion of the technical report.

For the year ended March 31, 2023, the Company recorded a total of $2,257,599 related to the vesting of RSRs, where $2,107,936 was recorded in share-based compensation and $76,233 was capitalized to “Exploration and Evaluation Assets”. (Note 6)

9. RELATED PARTY TRANSACTIONS AND BALANCES

Key management personnel are those personnel having the authority and responsibility for planning, directing, and controlling the Company and include both executive and non-executive directors, and entities controlled by such persons. The Company considers all directors and officers of the Company to be key management personnel.

In Canadian Dollars, unless noted

The aggregate value of transactions relating to key management personnel during the year ended March 31, 2024 and 2023 were as follows:

For the Years Ended	March 31, 2024	March 31, 2023
	$	$
Consulting fees (to company owned by CEO)	176,000	149,000
Consulting fees (to company owned by CFO)	110,000	111,375
Share-based compensation (to directors and officers)	697,224	518,449
Total	**983,224**	**778,824**

As at March 31, 2024, a $150,883 balance was owing to key management personnel for fees and expenses incurred on behalf of the Company with these amounts all included in accounts payable and accrued liabilities (2023 – $54,838). The amounts payable are non-interest bearing, are unsecured, and have no specific terms of repayment.

10. COMMITMENTS

As of March 31, 2024, the Company has a contract with a company controlled by the CEO and Director of the Company to perform the services of the Company's Chief Executive Officer, for monthly payments of $15,000 until May 2025.

As a result of the flow-through financing structure (see Note 8(a)), the Company is committed to expend flow-through share proceeds related to flow-through shares issued during the year on qualifying exploration expenditures. The Company must incur eligible expenditures within 24 months from issuing the flow-through shares. As at March 31, 2024, the Company has $2,118,454 remaining in committed flow-through proceeds to be expended on or before December 28, 2025.

A summary of the Company's commitment to expense flow-through proceeds and amortization of the corresponding Flow-through premium is as follows as at March 31, 2024 and 2023:

Commitment to expense flow-through proceeds

For the Years Ended	March 31, 2024	March 31, 2023
	$	$
Balance, opening	2,862,718	-
Flow-through share proceeds	2,760,000	3,000,000
Eligible expenses incurred	(3,504,264)	(137,282)
Balance, closing	**2,118,454**	**2,862,718**

Amortization of the flow-through premium

For the Years Ended	March 31, 2024	March 31, 2023
	$	$
Balance, opening	660,628	-
Flow-through share proceeds	303,763	692,308
Eligible expenses incurred	(593,585)	(31,680)
Balance, closing	**370,806**	**660,628**

In Canadian Dollars, unless noted

11. INCOME TAXES

A reconciliation of income taxes at statutory rates is as follows for the years ended March 31, 2024 and 2023:

	March 31, 2024	March 31, 2023
	$	$
Loss for the year	(5,520,000)	(7,255,000)
Combined tax rate	27%	27%
Expected income tax	(1,490,000)	(1,959,000)
Non-deductible items	482,000	618,000
Impact of flow-through shares	173,000	810,000
Issuance costs	(42,000)	(89,000)
Change in unrecognized deductible temporary differences	877,000	620,000
Total income tax expense (recovery)	**-**	-

The significant components of the Company's temporary differences, unused tax credits and unused tax losses that have not been included on the consolidated statements of financial position are as follows:

	March 31, 2024	March 31, 2023
Deferred tax assets (liabilities)	$	$
Exploration and evaluation assets	(122,000)	(810,000)
Share issue costs	105,000	71,000
Non-capital losses	2,406,000	2,251,000
	2,389,000	1,512,000
Unrecognized deferred tax assets	(2,389,000)	(1,512,000)
Net deferred tax assets	**-**	**-**

As at March 31, 2024, the Company has approximately $8,911,000 in non-capital losses to carry forward to future years, expiring as follows:

Year of expiry	
2044	5,092,000
2043	615,000
2042	387,000
2041	175,000
2040	8,000
2039	4,000
2038	1,000
2037	12,000
2036	92,000
2035	162,000
2034	271,000
2033	568,000
2032	668,000
2031	438,000
2030	247,000
2029	85,000
2028	80,000
2027	6,000
	8,911,000

In Canadian Dollars, unless noted

12. GEOGRAPHICAL SEGMENT INFORMATION

The Company's operations comprise one reportable segment, exploration and evaluation of mineral properties. The Company carries on business in Canada and in the United States. The carrying value of the Company's non-current assets on a geographical basis is as follows:

March 31, 2024	Canada	United States	Total
	$	$	$
Exploration and evaluation assets	4,016,251	15,790,547	19,806,798
Total non-current assets	**4,016,251**	**15,790,547**	**19,806,798**

March 31, 2023	Canada	United States	Total
	$	$	$
Exploration and evaluation assets	493,515	4,451,817	4,945,332
Total non-current assets	**493,515**	**4,451,817**	**4,945,332**

13. RISK MANAGEMENT

a) Financial Risk Management

The Company may be exposed to risks of varying degrees of significance which could affect its ability to achieve its strategic objectives. The main objectives of the Company's risk management processes are to ensure that risks are properly identified and that the capital base is adequate in relation to those risks. The principal risks to which the Company is exposed are described below. The management and exposure of these risks has not changed materially from that of the prior period.

i. Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Management's assessment of the Company's exposure to credit risk on its $2,077,996 in cash (2023 - $4,674,800) is low as the Company's cash is held with major Canadian financial institutions.

ii. Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. As at March 31, 2024 the Company's working capital surplus is $55,823 (2023 - $2,800,027), and it does not have any long-term monetary liabilities. All of the Company's accounts payable and loan payable have contractual maturities of 30 days or are due on demand and are subject to normal trade terms.

The Company may seek additional financing through debt or equity offerings, but there can be no assurance that such financing will be available on terms acceptable to the Company or at all. Any equity offering will result in dilution to the ownership interests of the Company's shareholders and may result in dilution to the value of such interests.

iii. Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises currency risk, interest rate risk and other price risk. Management believes the Company is not exposed to significant interest rate risk or to other price risk.

- **Currency Risk**

  Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The operating results and financial position of the Company are reported in Canadian dollars. As the Company is exploring opportunities in an international environment, some of the Company's financial instruments and transactions are denominated in currencies other than the Canadian dollar. The Company has acquired exploration and evaluation assets in Utah and Nevada, United States of America. As a result, future changes in exchange rates could materially affect the viability of exploration and evaluation activities.

b) Fair Values

The carrying values of cash, accounts payable and accrued liabilities and loan payable approximate their fair values due to their short-term to maturity.

Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 – Quoted prices in markets that are not active, or inputs that are not observable, either directly or indirectly, for substantially the full term of the asset or liability.

Level 3 – Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

14. Capital Management

The Company defines the capital that it manages as its shareholders' equity, which was $19,862,621 as at March 31, 2024 (2023 - $7,745,359).

The Company's objectives when managing capital are to maintain a sufficient capital base in order to satisfy its capital obligations and ongoing operational expenses, and at the same time preserve investor's confidence required to sustain future development and production of the business.

The Company manages its capital structure in a manner that provides sufficient funding for operational and capital expenditure activities. Funds are intended to be secured, when necessary, through debt funding or equity capital raised by means of private placements. There can be no assurances that the Company will be able to obtain debt or equity capital in the case of working capital deficits. The Company does not pay dividends and has no long-term debt or bank credit facility. The Company is not subject to externally imposed capital requirements.

15. SUBSEQUENT EVENTS

On July 10, 2024, the Company entered into a mutual release and settlement agreement for the civil claims filed against the Company relating to the loan payable (Note 7) and accounts payable, which balances as at March 31, 2024 amounted to $185,814.

Under the terms of the settlement agreement, the Company will respectively pay $91,714 in cash, for full and final settlement of the loan and accounts payables, resulting in a gain on derecognition of $94,100 recognized in net loss in the subsequent period.