

**AURWEST RESOURCES CORPORATION**

**Interim Financial Statements**

**For the six months ended June 30, 2024**

**(Expressed in Canadian Dollars)  
(Unaudited – Prepared by Management)**

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**NOTICE OF NO AUDITOR REVIEW OF THE  
CONDENSED INTERIM FINANCIAL STATEMENTS**

In accordance with National Instrument 51-102 Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of these condensed interim financial statements, they must be accompanied by a notice indicating that the condensed interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim financial statements of the Company for the six months ended June 30, 2024, and 2023 have been prepared by and are the responsibility of the Company's management and have not been reviewed by the Company's auditors.

**AURWEST RESOURCES CORPORATION**  
**STATEMENTS OF FINANCIAL POSITION**  
As at June 30, 2024 and December 31, 2023  
(expresses in Canadian dollars)  
(Unaudited – Prepared by Management)

	Notes	June 30, 2024	December 31, 2023
		\$	\$
<b>ASSETS</b>			
<b>Current assets</b>			
Cash and cash equivalents		12,537	69,997
Goods and services tax receivable		4,999	4,517
Income tax receivable		12,155	-
Due from related parties		-	16,333
Prepays		10,985	6,529
Total current assets		40,676	97,376
Exploration and evaluation assets	4	969,746	966,535
<b>TOTAL ASSETS</b>		<b>1,010,422</b>	<b>1,063,911</b>
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Accounts payable and accrued liabilities		316,680	195,985
Provisions	5	300,401	300,401
Due to related parties	1,5	54,356	43,622
Total liabilities		671,437	540,008
<b>SHAREHOLDERS' EQUITY</b>			
Share capital	6	10,046,122	10,046,122
Reserves	6	1,352,960	1,352,960
Deficit		(11,060,097)	(10,875,179)
		338,985	523,903
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>		<b>1,010,422</b>	<b>1,063,911</b>

Nature of operations (Note 1), Subsequent event (Note 11)

Approved on behalf of the Board of Directors by:

Signed "Cameron MacDonald"  
Director

Signed "Brian Prokop"  
Director

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

**AURWEST RESOURCES CORPORATION**  
**STATEMENTS OF LOSS AND COMPREHENSIVE LOSS**  
For the three and six months ended June 30, 2024, and 2023  
(expresses in Canadian dollars)  
(Unaudited – Prepared by Management)

	Notes	Three months ending		Six months ending	
		June 30, 2024	June 30, 2023	June 30, 2024	June 30, 2023
				\$	\$
<b>EXPENSES</b>					
Consulting fees	7	44,500	55,416	92,000	115,416
Exploration and evaluation expenditures		2,825	(7,359)	6,288	22,310
Marketing & investor relations		1,097	4,554	1,097	4,554
Office and general		7,443	6,185	13,379	18,142
Professional fees		26,494	2,137	71,980	8,859
Regulatory and filing		6,689	5,823	12,329	8,547
Share-based compensation	6,7	-	70,155	-	70,155
		<b>(89,048)</b>	<b>(136,911)</b>	<b>(197,073)</b>	<b>(247,983)</b>
Income tax recovery		12,155	-	12,155	-
<b>LOSS AND COMPREHENSIVE LOSS</b>		<b>(76,893)</b>	<b>(136,911)</b>	<b>(184,918)</b>	<b>(247,983)</b>
<b>Basic and diluted loss per common share</b>		<b>(\$0.00)</b>	<b>(\$0.00)</b>	<b>(\$0.00)</b>	<b>(\$0.00)</b>
<b>Weighted average number of shares outstanding – basic and diluted</b>		<b>104,521,635</b>	<b>100,733,721</b>	<b>104,521,635</b>	<b>100,725,114</b>

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

**AURWEST RESOURCES CORPORATION**  
**STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**  
For the six months ended June 30, 2024  
(expressed in Canadian dollars)  
(Unaudited – Prepared by Management)

	Share Capital		\$ Shares to be cancelled	Reserves		\$ Deficit	\$ Total
	Number of Common Shares	\$ Amount		\$ Options	\$ Warrants		
<b>Balance, December 31, 2022</b>	<b>100,721,633</b>	<b>9,926,222</b>	-	<b>928,408</b>	<b>399,049</b>	<b>(6,813,831)</b>	<b>4,439,848</b>
Shares issued for services	733,333	14,667	-	-	-	-	14,667
Share issuance costs	-	(753)	-	-	-	-	(753)
Exercise of options	3,066,669	105,986	-	(44,652)	-	-	61,334
Share-based compensation	-	-	-	70,155	-	-	70,155
Loss for the year	-	-	-	-	-	(4,061,348)	(4,061,348)
<b>Balance, December 31, 2023</b>	<b>104,521,635</b>	<b>10,046,122</b>	-	<b>953,911</b>	<b>399,049</b>	<b>(10,875,179)</b>	<b>523,903</b>
Loss for the period	-	-	-	-	-	(184,918)	(184,918)
<b>Balance, June 30, 2024</b>	<b>104,521,635</b>	<b>10,046,122</b>	-	<b>953,911</b>	<b>399,049</b>	<b>(11,060,097)</b>	<b>338,985</b>

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

**AURWEST RESOURCES CORPORATION**  
**STATEMENTS OF CASH FLOWS**  
For the six months ended June 30, 2024, and 2023  
(expresses in Canadian dollars)  
(Unaudited – Prepared by Management)

		<b>Six months ended</b>	
	Notes	<b>June 30, 2024</b>	June 30, 2023
		\$	\$
<b>CASH FLOWS USED IN OPERATING ACTIVITIES</b>			
Loss for the period		<b>(184,918)</b>	(247,983)
Items not involving cash:			
Share-based compensation	6,7	-	70,155
Share-based payments		-	14,667
Changes in non-cash working capital items:			
Prepays		<b>(4,456)</b>	(7,843)
Goods and services tax receivable		<b>(482)</b>	25,624
Income tax receivable		<b>(12,155)</b>	-
Accounts payable and accrued liabilities		<b>120,695</b>	18,458
Due to related parties	7	<b>(3,567)</b>	(4,434)
Net cash used in operating activities		<b>(84,883)</b>	(131,356)
<b>CASH FLOWS USED IN INVESTING ACTIVITIES</b>			
Exploration advances	4	-	45,450
Exploration and evaluation expenditures	4	<b>(3,211)</b>	(41,843)
Net cash used in investing activities		<b>(3,211)</b>	3,607
<b>CASH FLOWS PROVIDED BY FINANCING ACTIVITIES</b>			
Share issuance costs	6	-	(753)
Due to related companies	5	<b>30,634</b>	-
Net cash provided by financing activities		<b>30,634</b>	(753)
<b>Change in cash and cash equivalents</b>		<b>(57,460)</b>	(128,502)
<b>Cash and cash equivalents, beginning of the period</b>		<b>69,997</b>	337,292
<b>Cash and cash equivalents, end of the period</b>		<b>12,537</b>	208,790

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**AURWEST RESOURCES CORPORATION**  
**NOTES TO THE FINANCIAL STATEMENTS**  
For the six months ended June 30, 2024, and 2023  
(expressed in Canadian dollars)  
(Unaudited – Prepared by Management)

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**1. NATURE OF OPERATIONS**

Aurwest Resources Corporation (the “Company” or “Aurwest”) was incorporated pursuant to the provisions of the Business Corporations Act (British Columbia) on April 17, 2008, and has been a reporting issuer in British Columbia, Alberta and Ontario, and whose shares have traded on the Canadian Securities Exchange since November 10, 2010 under the stock symbol SRS. On January 8, 2020, the Company changed its name to Aurwest Resources Corporation and commenced trading under the stock symbol “AWR”. The Company’s registered and records office and corporate office address is Suite 2003, 188 – 15 Ave SW, Calgary, Alberta Canada T2R 1S4.

The Company is pursuing the acquisition, exploration and evaluation of mineral properties. As at December 31, 2023, it had two 100% owned properties in British Columbia, being the Stellar Project and the Stars Project. The Company had also previously entered into option agreements to earn a 100% interest in the Paradise Lake, Miguels Lake and Stony Caldera properties in Newfoundland, which were terminated subsequent to December 31, 2023. The Company is in the process of exploring its mineral property interests and has not yet determined whether the properties contain reserves that are economically recoverable. The recoverability of amounts shown for mineral properties is dependent upon the discovery of economically recoverable reserves, confirmation of the Company’s interest in the underlying mineral properties in accordance with industry practice, the ability of the Company to obtain necessary financing to complete the development, and upon future profitable production.

**Plan of Arrangement**

On September 22, 2022, the Company received all necessary approval to complete a plan of arrangement (the “Plan of Arrangement” or the “Arrangement”) to:

- Spin out its 100% owned Stellar and Stars mineral properties consisting of two parcels of adjoining land in British Columbia into a separate publicly listed company, Copper Star Exploration Ltd. (“Copper Star”) subject to a minimum of \$1,000,000 financing to be completed within one year from the Arrangement date (the “Financing”).
- Form five new reporting issuers being: 1377314 B.C. Ltd., 1377319 B.C. Ltd., 1377326 B.C. Ltd., 1377331 B.C. Ltd. and 1377333 B.C. Ltd. (the “SpinCos” or in case of singular, “SpinCo”) which will be used for the purposes of evaluating future go public business opportunities.

On September 23, 2022, the Record Date, Aurwest’s shareholders were entitled to receive 0.0051 shares of each of the five newly formed SpinCos for every one common share of Aurwest held.

On September 28, 2022, pursuant to the Plan of Arrangement, each Aurwest common shares was exchanged for (Note 7):

- One New Common Share (completed);
- One Class A Preferred Share, which will be exchanged for 29,961,488 shares of Copper Star for a total of \$2,605,000 being the value of the Stellar and Stars mining properties, subject to the Financing (not completed). In the event the Financing is not completed within one year, the Class A Preferred Shares will be cancelled (extended for an additional year to September 28, 2024); and
- One Class B Preferred Share, which was redeemed in exchange for 0.0051 SpinCo shares for a total of 509,336 SpinCo shares in each of the SpinCos (completed).

On September 30, 2022, the Class B Preferred Shares were redeemed, and each Aurwest shareholder received their pro-rata shares in each of the SpinCos. In exchange for the 509,336 common shares, each SpinCo was to receive \$25,000 in cash from Aurwest, for a total commitment from Aurwest of \$125,000. As at June 30, 2024, the Company has paid \$84,945 (December 31, 2023 - \$81,378) and has a liability of \$40,055 (December 31, 2023 - \$43,622).

As of June 30, 2024, Aurwest had not completed the financing required to spin out the Stellar and Stars properties and accordingly, Copper Star remained as a subsidiary of Aurwest (Note 2). The completion date for the financing requirement was extended to September 28, 2024.

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**2. BASIS OF PRESENTATION**

**Statement of compliance**

These interim condensed consolidated financial statements have been prepared in accordance with IFRS as issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”) including International Accounting Standard (“IAS”) 34, Interim Financial Reporting. Since these interim condensed consolidated financial statements do not include all disclosures required by IFRS for annual financial statements, they should be read in conjunction with the Company’s audited financial statements for the year ended December 31, 2023.

These interim condensed consolidated financial statements were authorized for issue by the Board of Directors on August 21, 2024.

**Basis of measurement**

These financial statements have been prepared on a historical cost basis except for financial instruments that have been measured at fair value. In addition, these financial statements have been prepared, except for cash flow information, using the accrual basis of accounting. Unless otherwise noted, these financial statements are presented in Canadian dollars, the functional currency of the Company.

**Basis of consolidation**

These interim condensed consolidated financial statements include the financial statements of the Company and its wholly owned Canadian subsidiary Copper Star Exploration Ltd. (“Copper Star” or the “Subsidiary”). A subsidiary is an entity controlled by the Company. The Company controls an entity when it is exposed to, or has right to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of the subsidiary are included in the interim condensed consolidated financial statements from the date that control commences until the date that control ceases.

**Going concern**

These financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation in the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. Different bases of measurement may be appropriate if the Company was not expected to continue operations for the foreseeable future. As at June 30, 2024, the Company had not yet achieved profitable operations, incurred a loss of \$184,918 (2023 - \$147,983), had a working capital deficit of \$630,761 (December 31, 2023 - \$442,632) and a deficit of \$11,060,097 (December 31, 2023 - \$10,875,179) since inception and expects to incur further losses in the development of its business. The Company’s continuation as a going concern is dependent upon successful results from its exploration and evaluation activities, its ability to attain profitable operations to generate funds and/or its ability to raise equity capital or borrowings sufficient to meet its current and future obligations. Although the Company has been successful in the past in raising funds to continue operations, there is no assurance it will be able to do so in the future.

**Critical accounting estimates and judgements**

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual experience may differ from these estimates and assumptions.

The effect of a change in accounting estimate is recognized prospectively by including it in comprehensive income in the period of the change, if the change affects that period only, or in the period of the change and future periods, if the change affects both.



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

*Judgements*

*Exploration and evaluation expenditures*

The application of the Company's accounting policy for exploration and evaluation expenditure requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after an expenditure is capitalized, information becomes available suggesting that the recovery of the expenditure is unlikely, the amount capitalized is written off in the profit or loss in the period the new information becomes available.

*Title to mineral property interests*

Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

*Going concern*

The assumption that the Company is a going concern and will continue in operation for the foreseeable future and at least one year.

*Estimates*

*Share-based compensation and fair value of brokers' warrants*

The Company measures the cost of equity-settled transactions with employees and consultants by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value of share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The assumptions and models use for estimating fair value for share-based payment transactions are disclosed in Note 6.

**3. SIGNIFICANT ACCOUNTING POLICIES**

**New accounting standards and interpretations issued but not yet adopted**

*Current*

In January 2020 and October 2022, the IASB issued amendments to clarify the requirements for classifying liabilities current or non-current. The amendments specify that the conditions that exist at the end of a reporting period are those that will be used to determine if a right to defer settlement of a liability exists. The amendments also clarify the situations that are considered a settlement of a liability. The amendments are effective January 1, 2024, with early adoption permitted, and the amendments are to be applied retrospectively. The Company is assessing the impact of the amendments to its consolidated financial statements.

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For the six months ended June 30, 2024, and 2023  
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**4. EXPLORATION AND EVALUATION ASSETS**

	Stellar	Stars	Total
	\$	\$	\$
Balance, December 31, 2023	1	966,534	966,535
Sampling	-	3,211	3,211
Expenditures during the year	-	3,211	3,211
<b>Balance, June 30, 2024</b>	<b>1</b>	<b>969,745</b>	<b>969,746</b>

	Stellar	Stars	Paradise Lake	Miguels Lake	Total
	\$	\$	\$	\$	\$
Balance, December 31, 2022	1,026,340	959,310	2,166,529	243,618	4,395,797
Claims	5,921	-	20,200	3,000	29,121
Field costs	-	-	39,383	-	39,383
Geology	-	1,075	-	-	1,075
Assay	811	-	-	-	811
Sampling	-	6,149	-	-	6,149
Expenditures during the year	6,732	7,224	59,583	3,000	76,539
Recovery of exploration and evaluation assets	-	-	(37,715)	(455)	(38,170)
Write-off of exploration and evaluation asset	(1,033,071)	-	(2,188,397)	(246,163)	(3,467,631)
<b>Balance, December 31, 2023</b>	<b>1</b>	<b>966,534</b>	<b>-</b>	<b>-</b>	<b>966,535</b>

**Paradise Lake Project, Newfoundland**

On November 6, 2020, the Company entered into an option agreement with Tenacity Gold Mining Company Ltd. (“Tenacity”), to acquire a 100% interest in 824 claims on the Paradise Lake property located in Newfoundland, Canada.

To earn the 100% interest in the property, the Company is required to make cash payments of \$400,000 and issue 5,000,000 units over the course of four years. Each unit will consist of one common share and one-half share purchase warrant. Each whole warrant is exercisable for a period of three years at a price equal to a 10% premium to the closing price of the common shares on the Canadian Stock Exchange (“CSE”) on the day prior to the date of issuance. The consideration will be paid as follows:

- \$50,000 cash and 300,000 units on November 20, 2020 (paid and issued);
- \$50,000 cash and 500,000 units on or before November 20, 2021 (paid and issued);
- \$75,000 cash and 700,000 units on or before November 20, 2022 (paid and issued (Note 7));
- \$100,000 cash and 1,500,000 units on or before November 20, 2023 (not met); and
- \$125,000 cash and 2,000,000 units on or before November 20, 2024.

In addition, the Company is required to incur \$4,000,000 in exploration expenditures on the property over the next four years as follows:

- \$400,000 on or before November 20, 2021 (criteria met);
- \$750,000 on or before November 20, 2022 (criteria met);
- \$1,275,000 on or before November 20, 2024\*; and

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- \$1,575,000 on or before November 20, 2025\*.

\*During the year ended December 31, 2022, the commitment terms were extended by 12 months.

Tenacity Gold Mining Company will retain a 3% net smelter returns royalty (“NSR”) on the property.

During the year ended December 31, 2021, the Company paid a refundable deposit of \$173,250 to the Newfoundland Government to protect its Paradise Lake claims while certain exploration work was being completed. During the year ended December 31, 2022, \$173,250 was refunded to the Company and allocated towards exploration expenditures.

Subsequent to the year ended December 31, 2023, the Company terminated the option agreement on the Paradise Lake project and as a result, during the year ended December 31, 2023, the Company recorded an impairment charge of \$2,188,397 to write-off the exploration asset.

Any additional expenses incurred during the six-month period ended June 30, 2024, were directly expensed.

#### **Miguels Lake, Newfoundland**

On November 6, 2020, the Company entered into an option agreement with Tenacity Gold Mining Company Ltd. and Alexander Duffitt, to acquire a 100% interest in 120 claims on the Miguels Lake property located in Newfoundland, Canada.

To earn the 100% interest in the property, the Company is required to make cash payments of \$50,000 and issue 750,000 units over the course of four years. Each unit will consist of one common share and one-half share purchase warrant. Each whole warrant is exercisable for a period of three years at a price equal to a 10% premium to the closing price of the common shares on the CSE on the day prior to the date of issuance. The consideration will be paid as follows:

- \$5,000 cash and 50,000 units on November 20, 2020 (paid and issued);
- \$5,000 cash and 100,000 units on or before November 20, 2021 (paid and issued);
- \$8,000 cash and 150,000 units on or before November 20, 2022 (paid and issued (Note 7));
- \$12,000 cash and 200,000 units on or before November 20, 2023 (not met); and
- \$20,000 cash and 250,000 units on or before November 20, 2024.

In addition, the Company is required to incur \$580,000 in exploration expenditures on the property over the next four years as follows:

- \$100,000 on or before November 20, 2021 (criteria met);
- \$120,000 on or before November 20, 2022 (criteria met);
- \$180,000 on or before November 20, 2024\*; and
- \$180,000 on or before November 20, 2025\*.

\*During the year ended December 31, 2022, the commitment terms were extended by 12 months.

Tenacity Gold Mining Company will retain a 1% NSR and Alexander Duffitt a 2% NSR on the property.

Subsequent to the year ended December 31, 2023, the Company terminated the option agreement on the Miguel Lake project and as a result, during the year ended December 31, 2023, the Company recorded an impairment charge of \$246,163 to write-off the exploration asset.

Any additional expenses incurred during the six-month period ended June 30, 2024, were directly expensed.

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**Stellar Project, British Columbia**

On February 9, 2018, the Company entered into an option agreement to acquire a 100% interest in 4 mineral claims located on the Stellar Project in north central British Columbia. During the year end May 31, 2018, the Company acquired the 100% interest in the property for total consideration of 500,000 common shares (issued) and \$20,000 in cash payments (paid). The vendor retained a 2% NSR, which the Company has the option to buy out one-half of for \$1,000,000. In August 2020, the Company purchased 2 additional mineral claims on the Stellar property for cash of \$7,000.

During the year ended December 31, 2023, the Company recorded an impairment charge on the property of \$1,033,071, to write the property down to \$1 due to the expiry of the majority of the Company's claims which were not renewed.

**Stars Project, British Columbia**

On September 23, 2021, the Company entered into mineral claims purchase and sale agreement with Pacific Empire Minerals Corp. to purchase its ownership of 50% interest in the Stars Property for a cash payment of \$350,000. The Stars Property is adjacent to the Company's Stellar Project and consists of 3 mineral tenures located in the Omineca Mining District in British Columbia. Pacific Empire Minerals Corp. will retain a 2% NSR on the property which the Company has the right to repurchase at any time 1% for \$1,000,000.

On December 2, 2021, the Company entered into mineral claims purchase and sale agreement with M3 Metals Corp. to purchase the remaining 50% interest in the Stars Property for a cash payment of \$450,000 and 1,500,000 common shares. M3 Metals will retain a 2% NSR on the property which the Company has the right to repurchase at any time 1% for \$1,000,000. The common shares were issued on December 10, 2021, and were escrowed and released in equal quarterly tranches through to December 10, 2022.

**5. PROVISION**

During 2023, the Company was involved in an arbitration process regarding an ongoing dispute for amounts owing to a former officer and director. Subsequent to year end, the conclusion of this ongoing arbitration process was finalized with the former officer and director being awarded a total \$300,401, inclusive of both contract amounts, interest accrued and legal costs.

In accordance with the final resolution of the arbitration, the Company has revised its provision for legal contingencies. The provision was initially recognized based on management's assessment of the probability of an adverse outcome and its ability to reasonably estimate the potential loss which was then adjusted for an additional \$115,081 being recognized in professional fees to cover legal expenses. This adjustment reflects the adverse resolution of the arbitration proceedings and the recognition of the potential liability resulting from the award. As of June 30, 2024, the provision for the arbitration case balance is \$300,401 (December 31, 2023 - \$300,401).

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**6. SHARE CAPITAL**

**Authorized**

The Company is authorized to issue an unlimited number of common shares without par value.

Under the Plan of Arrangement, Aurwest's previous common shares were exchanged into equal number of New Common Shares, Class A Preferred Shares and Class B Preferred Shares (Note 1). Accordingly, on September 22, 2022, the Company issued 99,871,633 New Common Shares, 99,871,633, Class A Preferred Shares and 99,871,633 Class B Preferred Shares. On September 28, 2022, the Class B Preferred Shares were redeemed in full.

As at June 30, 2024, the Company had 104,521,634 (December 31, 2023 – 104,521,634) Common Shares and 99,871,633 (December 31, 2023 – 99,871,633) Class A Preferred Shares issued and outstanding.

**Issued**

During the period ended June 30, 2024, there were no share capital transactions.

***For year ended December 31, 2023***

- a. On December 29, 2023, 3,066,669 options were exercised by key management personnel at \$0.02 per share for total gross proceeds of \$61,334, of which \$16,333 remained outstanding in due from related parties (Note 8). In connection with the exercise of the options, \$44,652 was reclassified from option reserve to share capital.
- b. On June 27, 2023, the Company issued 733,333 common shares were issued at \$0.02 per share totaling a fair value of \$14,667 for professional services rendered. The Company incurred \$753 in share issuance costs.

**Stock Options**

***Stock Option Plan***

The Company has a stock option plan in place. Under the stock option plan the Company can issue up to 10% of the issued and outstanding shares as incentive stock options to directors, officers, insiders, employees and other service providers to the Company. The stock option plan limits the number of incentive stock options which may be granted to any one individual to not more than 5% of the total issued shares of the Company in any 12-month period. The number of incentive stock options granted to any one consultant, or a person employed to provide investor relations activities in any 12-month period must not exceed 2% of the total issued shares of the Company. The options granted under the stock option plan can vest immediately or subject to the vesting schedule wherein 25% of the options will vest on the day which is 3 months from the day of grant and 25% of the options will vest every 3 months thereafter for a period of 12 months after the day of grant.

All stock options are recorded at fair value using the Black-Scholes Option Pricing Model. During the period ended June 30, 2024, the Company had not issued any stock options (2023 – 4,800,000 options), therefore no share-based compensation (2023 - \$70,155) was recognized in the statement of loss and comprehensive loss

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Summary of stock option activities for the six-month period ended June 30, 2024:

	Number of Options	Weighted Average Exercise Price (\$)
Balance, December 31, 2022	5,037,500	0.14
Expired	(2,675,000)	(0.14)
Forfeited	(862,500)	(0.13)
Granted	4,800,000	0.02
Exercised	(3,066,669)	(0.02)
Balance, December 31, 2023	3,233,331	0.07
Forfeited	(1,500,000)	(0.13)
<b>Balance, June 30, 2024</b>	<b>1,733,331</b>	<b>0.02</b>

As at June 30, 2024, the following stock options were outstanding and exercisable:

Expiry Date	Number of Options	Exercise Price (\$)	Weighted-Average Remaining Life (Years)
May 24, 2025	100,000	0.025	0.90
June 27, 2025	1,633,331	0.02	0.99
	<b>1,733,331</b>	<b>\$0.05</b>	<b>0.99</b>

**Agent's Warrants**

The following is summary of agent's warrant activities for the six-month period ended June 30, 2024, and twelve-month period ended December 31, 2023:

	Number of Agent's Warrants	Weighted Average Exercise Price (\$)
Balance, December 31, 2022	3,858,566	0.19
Expired	(3,858,566)	0.19
<b>Balance, December 31, 2023, and June 30, 2024</b>	<b>-</b>	<b>-</b>

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**Common Share Purchase Warrants**

The following is a summary of share purchase warrant activity for the six-month period ended June 30, 2024, and twelve months ended December 31, 2023:

	Number of Share Purchase Warrants	Weighted Average Exercise Price (\$)
Balance, December 31, 2022	61,326,707	0.18
Expired	(60,214,207)	0.18
Balance, December 31, 2023	1,112,500	0.12
Expired	(250,000)	0.20
<b>Balance, June 30, 2024</b>	<b>862,500</b>	<b>0.09</b>

Summary of share purchase warrants outstanding as at June 30, 2024:

Expiry Date	Number of Share Purchase Warrants	Exercise Price	Weighted- Average Remaining Life (Years)
November 22, 2024	300,000	\$0.121	0.40
April 19, 2025	137,500	\$0.147	0.80
December 6, 2025	425,000	\$0.055	1.44
	<b>862,500</b>	<b>\$0.09</b>	<b>0.97</b>

(1) Each share purchase warrant is exercisable into one common share at a price of \$0.10 for the first 18 months and \$0.15 if exercised any time after 18 months from the initial date of grant but no later than 36 months from the date of grant. The Company has the right to force conversion if the share price exceeds \$0.20 for ten consecutive trading days.

**7. RELATED PARTY TRANSACTIONS**

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's executive officers and Board of Director members.

The aggregate values of transactions relating to key management personnel were as follows:

	<b>Six months ended June 30, 2024</b>	Six months ended June 30, 2023
	\$	\$
Consulting fees paid or accrued to officers and directors or companies controlled by directors and officers	<b>95,000</b>	115,416
Stock-based compensation to directors and officers	-	59,960
<b>Total fees and other short-term benefits</b>	<b>95,000</b>	175,376

At June 30, 2024, there were two executive consulting agreements, one with an officer for an annual salary of \$70,000 and one with a director and officer for an annual salary of \$120,000. The executive consulting contracts have termination provisions in the event of a change of control, whereby the Company would be required to pay between 2 months and 12 months of fees upon the termination of the contract resulting from change of control.

As at June 30, 2024, accounts payable included \$78,250 (December 31, 2023 - \$43,000) owing to key management personnel.

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On June 10, 2024, the Company received \$14,301 from three shareholders of the Company, including two directors, for working capital needs. The loan is noninterest bearing, unsecured, and due on demand. As at June 30, 2024, due to related parties included \$14,301 (December 31, 2023 - \$nil) related to the shareholder loan and \$40,055 (December 31, 2023 - \$43,622) owing to the SpinCos from the Plan of Arrangement (Note 1).

As at June 30, 2024, there were no amounts due from related party (December 31, 2023 - \$16,333).

**8. CAPITAL MANAGEMENT**

The Company's primary source of funds comes from the issuance of share capital. The Company defines its capital as all components of shareholders' equity. Capital requirements are driven by the Company's planned exploration and evaluation activities and general and administrative expenses. To effectively manage the Company's capital requirements, the Company has a planning and budgeting process in place to ensure that adequate funds are available to meet its strategic goals. The Company monitors actual expenses to budget on all exploration projects and overhead to manage costs, commitments and exploration activities. Although the Company has been successful at raising funds in the past through the issuance of share capital, there can be no assurance that it will continue to be able to do so in the future. There were no changes in the Company's approach to capital management during the period ended June 30, 2024. The Company is not subject to externally imposed capital requirements.

**9. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT**

**Financial Instruments**

Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

*Fair Value Hierarchy*

Financial instruments that are measured subsequent to initial recognition at fair value are grouped in Levels 1 to 3 based on the degree to which the fair value is observable:

- Level 1 – Applies to assets or liabilities for which there are unadjusted quoted prices in active markets for identical assets or liabilities.
- Level 2 – Applies to assets or liabilities for which there are inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly such as quoted prices for similar assets or liabilities in active markets or indirectly such as quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions.
- Level 3 – Applies to assets or liabilities for which there is no unobservable market data.

The fair value hierarchy level at which a fair value measurement is categorized is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety.

The fair value of cash and cash equivalents is measured using level 1 fair value inputs. Accounts payable and accrued liabilities, provisions, and due to related companies approximate their carrying values due to the short-term nature of these instruments.



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**Risk Management**

The Company's financial instruments are exposed to certain financial risks which are in common with all other businesses, the Company is exposed to risks that arise from its use of financial instruments. The following note describes the Company's objectives, policies and processes for managing those risks and the methods used to measure them.

*General Objectives, Policies*

The Board of Directors have overall responsibility for the determination of the Company's risk management objectives and policies and have delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Company's finance function. The Board of Directors are kept apprised on the process and would monitor the effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets.

The overall objective of the Board of Directors is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility.

The Company's risk exposures and the impact on the Company's financial statements are summarized below.

*Credit Risk*

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. Financial instruments that potentially subject the Company to a significant concentration of credit risk consist primarily of cash. The Company limits its exposure to credit loss by holding its cash with major financial institutions.

*Interest Rate Risk*

Interest rate risk is the risk that future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The risk the Company will realize such as a loss is limited because there are currently no loans outstanding. The Company is not currently subject to interest rate risk.

*Liquidity Risk*

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due. All of the Company's financial liabilities are classified as current and are anticipated to mature within the next fiscal period. Management monitors the Company's contractual obligations and other expenses to ensure adequate liquidity is maintained. As at June 30, 2024, the Company has a working capital deficit of \$630,761 (December 31, 2023 - \$442,632).

**10. SEGMENTED INFORMATION**

The Company primarily operates in one reportable operating segment, being the acquisition and development of exploration and evaluation assets in Canada.

**11. SUBSEQUENT EVENT**

Effective July 29, 2024, the Company received the resignation of Ms. Sonja Kuehne and has appointed Cameron MacDonald as the interim Chief Financial Officer and he will hold this position until a permanent replacement has been appointed