York Harbour Metals Inc.

(An exploration stage company)

Condensed Consolidated Interim Financial Statements

For the three months ended April 30, 2024 and 2023

(Expressed in Canadian dollars)
(Unaudited)

Notice of No Auditor Review

The accompanying unaudited condensed consolidated interim financial statements have been prepared by management and approved by the Board of Directors.

The Company’s independent auditor has not performed a review of these condensed consolidated interim financial statements in accordance with the standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity’s auditor.

York Harbour Metals Inc.
(An exploration stage company)

Condensed Consolidated Interim Statements of Financial Position
(Expressed in Canadian dollars)
(Unaudited)

		April 30, 2024		January 31, 2024
ASSETS				
Current Assets				
Cash	$	134,005	$	17,577
Accounts receivable (note 10(b))		166,793		166,793
Other receivables		14,023		608,680
Advances to Phoenix Holdings (note 5 and 13)		360,164		359,951
Prepaid expenses (note 6)		36,140		46,883
		711,125		1,199,884
Non-Current Assets				
Mineral rights (note 7 and 8)		17,159,478		17,096,727
	$	17,870,603	$	18,296,611
LIABILITIES				
Current Liabilities				
Accounts payable and accrued liabilities	$	1,253,628	$	1,552,741
SHAREHOLDERS' EQUITY				
Share capital (note 9)	$	23,768,029	$	23,274,279
Warrants reserve (note 9)		3,834,896		4,328,646
Share-based payment reserve (note 9)		1,333,200		1,333,200
Special reserve (note 5)		467,869		467,869
Accumulated deficit		(12,787,019)		(12,660,124)
		16,616,975		16,743,870
	$	17,870,603	$	18,296,611

GOING CONCERN (note 2)
COMMITMENTS AND CONTRACTUAL ARRANGEMENTS (note 10)
SUBSEQUENT EVENTS (note 15)

Approved on behalf of the Board of Directors:

"Roger Baer"
Director

"Blair Naughty"
Director

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

York Harbour Metals Inc.
(An exploration stage company)

Condensed Consolidated Interim Statements of Loss and Comprehensive Loss
(Expressed in Canadian dollars)
(Unaudited)

	Three Months Ended April 30 2024	2023
EXPENSES		
Consulting fees	$ 32,218	$ 239,860
Exploration	-	854
Filing fees	5,896	26,479
Foreign exchange loss	319	4,243
Investor relations	4,691	285,217
Management fees (note 13)	24,000	161,250
Office and administration	12,109	22,843
Professional fees	1,387	35,537
Travel	49,258	5,106
	129,878	781,389
OTHER EXPENSE (INCOME)		
Interest expense (income)	(2,983)	(22,640)
Impairment (recovery) of other receivables	-	(36,283)
NET LOSS AND COMPREHENSIVE LOSS	$ 126,895	$ 722,466
LOSS PER SHARE (basic and diluted)	$ (0.00)	$ (0.01)
WEIGHTED AVERAGE NUMBER OF SHARE OUSTANDING (note 9) (basic and diluted)	68,529,047	68,528,947

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

York Harbour Metals Inc.
(An exploration stage company)

Condensed Consolidated Interim Statements of Changes in Shareholders' Equity
(Expressed in Canadian dollars)
(Unaudited)

	Number of Shares	Common Shares	Warrants Reserve	Share-based Payment Reserve	Special Reserve	Deficit	Total
Balance, January 31, 2023	**68,528,947**	**$ 22,604,382**	**$ 4,998,443**	**$ 1,333,200**	**$ -**	**$ (10,404,374)**	**$ 18,531,651**
Extension of warrants	-	(55,000)	55,000	-	-	-	-
Loss for the period	-	-	-	-	-	(722,466)	(722,466)
Balance, April 30, 2023	**68,528,947**	**$ 22,549,382**	**$ 5,053,443**	**$ 1,333,200**	**-**	**$ (11,126,840)**	**$ 17,809,185**
Balance, January 31, 2024	**68,529,047**	**$ 23,274,279**	**$ 4,328,646**	**$ 1,333,200**	**$ 467,869**	**$ (12,660,124)**	**$ 16,743,870**
Transfer upon warrant expiration	-	493,750	(493,750)	-	-	-	-
Loss for the period	-	-	-	-	-	(126,895)	(126,895)
Balance, April 30, 2024	**68,529,047**	**$ 23,768,029**	**$ 3,834,896**	**$ 1,333,200**	**$ 467,869**	**$ (12,787,019)**	**$ 16,616,975**

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

York Harbour Metals Inc.
(An exploration stage company)

Condensed Consolidated Interim Statements of Cash Flows
(Expressed in Canadian dollars)
(Unaudited)

	Three Months Ended April 30 2024	2023
OPERATING ACTIVITIES		
Net loss for the period	$ (126,895)	$ (722,466)
Changes in non-cash working capital items:		
Other receivables	594,657	61,578
Prepaid expense (note 6)	10,743	(388,140)
Accounts payable and accrued liabilities	(299,113)	42,359
Net cash provided by (used in) operating activities	179,392	(1,006,669)
INVESTING ACTIVITIES		
Additions in mineral rights	(62,751)	(1,642,679)
FINANCING ACTIVITIES		
Advances to Phoenix Holdings	(213)	-
CHANGE IN CASH	116,428	(2,649,348)
CASH, BEGINNING OF PERIOD	17,577	4,512,513
CASH, END OF PERIOD	$ 134,005	$ 1,863,165

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

1. NATURE AND CONTINUANCE OF OPERATIONS

York Harbour Metals Inc. (the "Company") was incorporated under the laws of the Province of British Columbia on May 2, 2011 under the name of Zuri Capital Corp. ("Zuri") which commenced trading on the TSX Venture Exchange as a Capital Pool Company on March 19, 2012. On April 23, 2014, Zuri was acquired by Phoenix Gold Resources Ltd. ("Phoenix") in a reverse takeover transaction and Zuri changed its name to Phoenix Gold Resources Corp. ("PXA"). Effective February 10, 2022, PXA changed its name to York Harbour Metals Inc. and resumed on the TSX Venture Exchange with the trading symbol "YORK". The Company's corporate address is 3012 Murray Street, Port Moody, British Columbia, Canada, V3H 1X2.

On September 14, 2023, the Company completed its spinout transaction whereby the Company spun-out 100% of the common shares of Phoenix Gold Resources (Holdings) Ltd. to the shareholders of the Company ("Shareholders") by way of a court-approved plan of arrangement (the "Plan of Arrangement") pursuant to the Business Corporations Act (British Columbia). The Plan of Arrangement received approval from the Supreme Court of British Columbia on August 1, 2023 and shareholder approval on July 26, 2023. Phoenix Gold Resources (Holdings) Ltd. holds interests in the Plumas and Eldorado properties (collectively known as the "Phoenix Gold Project"). Pursuant to the terms of the Plan of Arrangement, the Shareholders received 0.2 of a common share of Phoenix Gold Resources (Holdings) Ltd. and one new common share of the Company (the "New Shares") in exchange for every existing common share of the Company held (the "Old Shares"). On September 14, 2023, Shareholders received 13,705,803 shares of Phoenix Gold Resources (Holdings) Ltd., being 100% of its shares, and continue to hold the same number of common shares of the Company as before the transaction.

The Company is a TSX Venture Exchange ("Exchange") tier 2 listed mineral exploration and development company with its principal business focusing on the acquisition and exploration of the mineral rights.

2. GOING CONCERN

These condensed consolidated interim financial statements have been prepared on a going concern basis, which assumes the Company will continue to meet its obligations and discharge its liabilities in the normal course of business for the foreseeable future. Different bases of measurement may be appropriate when a company is not expected to continue operations for the foreseeable future. As at April 30, 2024, the Company has an accumulated deficit of $12,787,019 (January 31, 2024 - $12,660,124) and negative working capital of $542,503 (January 31, 2024 – $352,857). For the three months ended April 30, 2024, the Company had incurred a net loss of $126,895 (2023 - $722,466). The Company has not yet achieved profitable operations and expects to incur further losses in the development of its business.

These conditions indicate the existence of a material uncertainty that raises substantial doubt about the Company's ability to continue as a going concern. The Company's expenditures on discretionary activities have some scope for flexibility in terms of amount and timing, which can be adjusted accordingly.

These condensed consolidated interim financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and statement of financial position classifications that would be necessary should the going concern assumption be inappropriate, and those adjustments could be material.

3. BASIS OF PRESENTATION

Statement of compliance

These condensed consolidated interim financial statements have been prepared in accordance with IAS 34 "Interim Financial Reporting" as issued by the International Accounting Standards Board ("IASB").

Approval of the financial statements

The condensed consolidated interim financial statements of the Company for the three months ended April 30, 2024 and 2023 were reviewed by the Audit Committee and approved and authorized for issuance by the Board of Directors on June 20, 2024.

Basis of measurement

These condensed consolidated interim financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair value as explained in the accounting policies set out in Note 4.

The functional and presentation currency of the Company is the Canadian dollar.

Basis of consolidation

These condensed consolidated interim financial statements include the accounts of the Company and its wholly owned subsidiary, Newbay Mining Corp ("Newbay"). All intercompany accounts and transactions between the Company and its subsidiary have been eliminated upon consolidation

4. SIGNIFICANT ACCOUNTING POLICIES

The preparation of these condensed consolidated interim financial statements requires management to make judgements, estimates and assumptions that affect the application of the accounting policies to financial information presented. Actual results may differ from the estimates, assumptions and judgements made. Estimates and underlying assumptions are reviewed on an ongoing basis. Changes made to estimates are reflected in the period the changes are made.

Significant areas requiring the use of estimates and assumptions include accounts payable and accrued liabilities, valuation of share-based payment reserves, warrant reserves, valuation of mineral rights, and recoverability of deferred tax assets. By their nature, these estimates and assumptions are subject to measurement uncertainty, and the impact of changes in estimates in the financial statements of a future period could be material. These assumptions are reviewed periodically and, as adjustments become necessary, they are reported in loss in the periods in which they become known.

Significant accounting judgements

The critical judgements that the Company's management has made in the process of applying the Company's accounting policies, apart from those involving estimations, that have the most significant effect on the amounts recognized in the Company's condensed consolidated interim financial statements are related to the economic recoverability of the mineral rights, determining the smallest group of assets that generates independent cash flow, the interpretation and application of tax laws, and the assumption that the Company will continue as a going concern.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments

Financial assets

Initial recognition and measurement of financial assets

Non-derivative financial assets within the scope of IFRS 9 are classified and measured as "financial assets at fair value", as either fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL) as appropriate. The Company determines the classification of financial assets at the time of initial recognition based on the Company's business model and the contractual terms of the cash flows.

All financial assets are recognized initially at fair value plus, in the case of financial assets not at FVTPL, directly attributable transaction costs on the trade date at which the Company becomes a party to the contractual provisions of the instrument.

Financial assets with embedded derivatives are considered in their entirety when determining their classification at FVTPL or at amortized cost. Cash and other receivables are measured at amortized cost.

Subsequent measurement of financial assets at amortized cost

After initial recognition, financial assets measured at amortized cost are subsequently measured at the end of each reporting period at amortized cost using the Effective Interest Rate ("EIR") method. Amortized cost is calculated by taking into account any discount or premium on acquisition and any fees or costs that are an integral part of the EIR.

Subsequent measurement of financial assets at FVOCI

Financial assets measured at FVOCI are non-derivative financial assets that are not held for trading and the Company has made an irrevocable election at the time of initial recognition to measure the assets at FVOCI. The Company does not measure any financial assets at FVOCI.

After initial measurement, investments measured at FVOCI are subsequently measured at fair value with unrealized gains or losses recognized in other comprehensive income or loss in the consolidated statements of comprehensive loss. When the investment related to equity instruments is sold, the cumulative gain or loss remains in accumulated other comprehensive income or loss and is not reclassified to profit or loss. Dividends from such investments are recognized in other income in the consolidated statements of loss when the right to receive payments is established.

Derecognition of financial assets

A financial asset is derecognized when the contractual rights to the cash flows from the asset expire, or the Company no longer retains substantially all the risks and rewards of ownership.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial liabilities

Initial recognition and measurement of financial liabilities

The Company recognizes a financial liability when it becomes a party to the contractual provisions of the instrument. At initial recognition, the Company measures financial liabilities at their fair value plus transaction costs that are directly attributable to their issuance, with the exception of financial liabilities subsequently measured at fair value through profit or loss for which transaction costs are immediately recorded in profit or loss. Where an instrument contains both a liability and equity component, these components are recognized separately based on the substance of the instrument, with the liability component measured initially at fair value and the equity component assigned the residual amount after deducting from the fair value of the instrument as a whole the amount separately determined for the liability component. Accounts payable and accrued liabilities are measured at amortized cost.

Classification and subsequent measurement of financial liabilities

After initial recognition, all financial liabilities are measured at amortized cost using the effective interest rate method. Interest, gains and losses relating to a financial liability are recognized in profit or loss.

For disclosure purposes, all financial instruments measured at fair value are categorized into one of three hierarchy levels, described below. Each level is based on the transparency of the inputs used to measure the fair values of assets and liabilities:

- Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3 – inputs used in a valuation technique that are not based on observable market data in determining fair values of the instruments.

Impairment of financial assets

At each reporting date, the Company assesses whether there is objective evidence that a financial asset is impaired. If such evidence exists, the Company recognizes an impairment loss, as follows:

The loss is the difference between the amortized cost of the financial asset and the present value of the estimated future cash flows, discounted using the instrument's original effective interest rate. An impairment loss on an available for sale financial asset or fair value through profit or loss financial asset is calculated by reference to its fair value. The carrying amount of the asset is reduced by this amount either directly or indirectly through the use of an allowance account. The amount of the impairment is recognized in net loss.

Impairment losses on financial assets carried at amortized cost may be reversed in subsequent periods if the amount of the loss decreases and the decreases can be related objectively to an event occurring after the impairment was recognized. Financial assets measured at amortized cost and available for sale financial assets that are debt securities are reversed through profit and loss. For available for sale financial assets that are equity securities, the reversal is recognized in other comprehensive income.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition

Revenue will be recorded when consideration is received or receivable and will be recognized to the extent that it is probable that the economic benefits will flow to the Company and when the revenue can be reliably measured. The Company recorded no revenue for the periods ended April 30, 2024 and 2023.

Interest income is recognized as it accrues.

Other Comprehensive income or loss

Other comprehensive income or loss is the change in equity of an enterprise during a period from transactions, events and circumstances other than those under the control of management and the owners. It includes all changes in equity during a period except those resulting from investments by owners and distributions to owners. The Company reports comprehensive loss in its statement of loss and other comprehensive loss and its statement of changes in deficiency.

Income taxes

Tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in profit and loss except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive income.

Current tax is the expected tax payable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred taxes are calculated using the liability method on temporary differences between the carrying amounts of assets and liabilities and their tax bases. However, deferred tax is not recognized on the initial recognition of goodwill, on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction, and on temporary differences relating to investments in subsidiaries and jointly controlled entities where the 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, without discounting, at the tax rates that are expected to apply when the assets are recovered and the liabilities settled, based on tax rates that have been enacted or substantively enacted by the reporting date.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow the related tax benefit to be utilized.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to set off current tax assets against current tax liabilities, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realize the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities and assets are expected to be settled or recovered.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Non-monetary transactions

Transactions with no cash consideration are measured at the fair value of either the asset given up or the asset received, whichever is more reliably determinable.

Earnings (loss) per share

Basic earnings (loss) per share is calculated by dividing the net earnings (loss) available to common shareholders by the weighted average number of shares outstanding during the period. Diluted earnings per share reflects the potential dilution of securities that could share in earnings of an entity. In a loss year, potentially dilutive common shares are excluded from the loss per share calculations as the effect would be anti-dilutive.

Exploration and evaluation assets

The Company is in the exploration stage and defers all expenditures related to its acquired mineral rights until such time as the property is put into commercial production, sold or abandoned. Under this method, the amounts reported represent costs incurred to date less amounts amortized and/or written off, and do not necessarily represent present or future values.

Pre-exploration costs in areas where a legal right to explore has not been obtained are expensed as incurred.

Exploration and evaluation ('E&E') costs incurred after the legal right to explore is obtained, but before technical feasibility and commercial viability of the project has been demonstrated are capitalized as E&E assets. These include the costs of acquiring the licenses and directly attributable general and administrative costs. All applicable costs are capitalized as either tangible or intangible E&E assets depending on the nature of the assets acquired. The costs are accumulated in cost centers by exploration area.

When technical feasibility and commercial viability of a property is established and the Company determines that it will proceed with development, all E&E costs attributable to that area are reclassified to construction in progress within property, plant and equipment or as intangible assets depending on the nature of the expenditure. If economically recoverable ore deposits are developed, the capitalized costs of the related property will be amortized using the unit-of-production method following the commencement of production.

Impairment of non-financial assets

Non-financial assets are reviewed for impairment if there is any indication that the carrying amount may not be recoverable. If any such indication is present, the recoverable amount of the asset is estimated in order to determine whether impairment exists. 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 ("CGU") to which the asset belongs. Any intangible asset with an indefinite useful life is tested for impairment annually and whenever there is an indication that the asset may be impaired.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of non-financial assets (continued)

A CGU recoverable amount is the higher of fair value less costs to sell and value in use. 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 for which estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset or CGU is estimated to be less than its carrying amount, the carrying amount is reduced to the recoverable amount. Impairment is recognized immediately in profit or loss. Where an impairment subsequently reverses, the carrying amount is increased to the revised estimate of recoverable amount but only to the extent that this does not exceed the carrying value that would have been determined if no impairment had previously been recognized.

Industry specific indicators for an impairment review on mineral rights and capitalized exploration related expenditures arise typically when one of the following circumstances applies:

- Substantive expenditure on further exploration and evaluation activities is neither budgeted nor planned;
- Title to the asset is compromised;
- Adverse changes in variations in commodity prices and markets; and
- Variations in the exchange rate for the currency of operation.

Restoration, rehabilitation and environmental obligations

An obligation to incur restoration, rehabilitation and environmental costs arises when an environmental disturbance is caused by the exploration or development of a mineral property interest. Such costs arising from the decommissioning of plant, other site preparation work, and water and soil management, discounted to their net present value, are provided for and capitalized at the start of each project to the carrying amount of the asset, along with a corresponding liability as soon as the obligation to incur such costs arises. The timing of the actual rehabilitation expenditure is dependent on a number of factors such as the life and nature of the asset, the operation license conditions and, when applicable, the environment in which the mine operates.

Discount rates using a pre-tax rate that reflects the time value of money are used to calculate the net present value of the liability. These costs are charged against profit or loss over the economic life of the related assets, through amortization using either the unit-of-production or the straight-line method. The corresponding liability is progressively increased as the effect of discounting unwinds creating an expense in profit or loss.

Decommissioning costs are also adjusted for changes in estimates. Those adjustments are accounted for as a change in the corresponding capitalized cost, except where a reduction in costs is greater than the unamortized capitalized cost of the related assets, in which case the capitalized cost is reduced to nil and the remaining adjustment is recognized in profit or loss.

The operations of the Company may in the future be affected from time to time in varying degrees by changes in environmental regulations, including those for site restoration costs. Both the likelihood of new regulations and their overall effect upon the Company are not predictable.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Restoration, rehabilitation and environmental obligations (continued)

The Company has no material restoration, rehabilitation or environmental obligations as at April 30, 2024.

Share-based payments

The Company from time to time may issue shares or options to its directors, officers, consultants and employees. The Company values share-based payments using the fair-value method of the services provided. For stock options issued to its directors, officers, consultants and employees where the value of the services provided cannot be determined or the options are provided for services already provided to the Company, the Company values stock-based compensation by reference to the fair value of the stock options issued, utilizing the Black-Scholes option pricing model. The estimated fair value is recognized over the applicable vesting period as stock-based compensation expense and an increase to share-based payment reserve.

Any consideration paid by employees on the exercise of stock options or purchase of stock is credited to share capital plus the amounts originally recorded as share-based payment reserve. An individual is classified as an employee when they are an employee for legal purposes, or primarily performing services similar to the services that would be provided by a legal employee.

New accounting standards and recent pronouncements

The standards and interpretations that are issued, but not yet effective, up to the date of authorization of these condensed consolidated interim financial statements are disclosed below. Management anticipates that all of the pronouncements will be adopted in the Company's accounting policy for the first period beginning after the effective date of the pronouncement. Information on new standards, amendments and interpretations that are expected to be relevant to the Group's financial statements is provided below. Certain other new standards and interpretations have been issued but are not expected to have a material impact on the Company's condensed consolidated interim financial statements.

IAS 1, Presentation of Financial Statements ("IAS 1") – Classification of Liabilities as Current or Non-current

In January 2020, the IASB issued amendments to IAS 1. The amendments aim to promote consistency in applying the requirements by helping companies determine whether, in the consolidated statements 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. The amendments are effective for annual reporting periods beginning on or after January 1, 2024, with earlier application permitted. The Company has determined that adoption of these amendments has no significant effect on the Company's condensed consolidated interim financial statements.

(Expressed in Canadian dollars)

5. PLAN OF ARRANGEMENT

On September 14, 2023, the Company completed a spinout of the Company's Phoenix Gold Property to Phoenix Gold Resources (Holdings) Ltd. Pursuant to the Plan of Arrangement, the Shareholders received 13,705,803 common shares of Phoenix Gold Resources (Holdings) Ltd., being 100% of its shares, and continue to hold the same number of common shares of the Company as before the transaction (note 1).

The carrying value of the net assets transferred to Phoenix Gold Resources (Holdings) Ltd. pursuant to the Plan of Arrangement consisted of the following:

Assets:		
Mineral Properties	$	1
Total assets		**1**
Liabilities:		
Accounts payable and accrued liabilities		(107,919)
Due to York Harbour Metals Inc.		(359,951)
Gain on transfer of spinout assets	**$**	**(467,869)**

Under IFRS, the Plan of Arrangement is considered to be a transaction between parties under common control and accordingly, the value of the assets transferred has been recorded for accounting purposes at its historical carrying cost of $467,869. A gain on transfer of spinout assets is presented as a special reserve in shareholders' equity.

6. PREPAID EXPENSES

Prepaid expenses are comprised of the followings:

		April 30, 2024		January 31, 2024
Deposits/prepayments made to consultants	$	33,460	$	40,177
Prepaid insurance		2,680		6,706
Balance	$	36,140	$	46,883

7. MINERAL RIGHTS

York Harbour Property

On February 26, 2021, the Company entered into an option agreement with WBN Prospecting Group to acquire a 100% interest in the York Harbour Property. The Company made a cash payment of $95,000 and issued 1,485,557 shares of the Company as part of this transaction. On May 11, 2022, the Company successfully completed the earn-in to acquire 100% interest of the York Harbour Property by completing all conditions of the option agreement. On May 12, 2022, the Company signed an agreement to reduce the existing 2% Net Smelter Royalty ("NSR") for York Harbour Property down to a 0.5% NSR by purchasing 1.5% of the negotiated NSR for $1,500,000 settled by issuance of 1,500,000 common shares in the share capital of the Company at a price of $1 per share.

(Expressed in Canadian dollars)

7. MINERAL RIGHTS (continued)

York Harbour Property (continued)

On July 28, 2022, the Company acquired Gregory River Property situated on the northern coast of the Bay of islands, approximately 22 km due north of the Company's York Harbour Property or 36 km northwest of the City of Corner Brook in Western Newfoundland.

The Gregory River Property is comprised of 10 mineral licenses totaling 415 claims and covering 10,375 hectares. As a result of this acquisition and the additional claims added to the York Harbour Property to the South, the Company now owns and operates two properties with known copper-zinc (+/- silver, gold, lead, cobalt) potential within the Bay of Islands Ophiolite Complex. The Gregory River claims were acquired via a staking agreement with the original vendors of the York Harbour Property. Staking fees of $53,950 have been paid to the vendor and there are no royalties on the claims.

These two properties total 605 claims and cover 15,100 hectares, which more than triples the Company's property holdings in Newfoundland.

Bottom Brook Property

On January 30, 2023, the Company acquired all issued and outstanding shares of Newbay Mining Corp. ("Newbay") and acquired 100% interest in Rare Earth Elements mineral property in Western Newfoundland, Canada, known as the Bottom Brook Property. As a consideration for the acquisition, the Company issued 5,081,293 common shares of the Company at a deemed price of $0.492 per common share, representing total compensation of $2,500,000. In addition, the Company paid $100,000 cash deposit to be used for license fees to keep the property in good standing. The property is subject to a 3% net smelter return royalty payable to the old shareholders of Newbay, with the Company retaining the right to buy back 2% of the NSR for an aggregate payment of $1,500,000.

Bottom Brook Property is comprised of 18 licenses and 614 mineral claims.

Phoenix Gold Property

On September 14, 2023, the Company completed a spinout transaction of Phoenix Gold Property as described in note 5.

The cumulative costs incurred on the Company's mineral rights are as follows:

	York Harbour Property (Newfoundland, Canada)	Bottom Brook Property (Newfoundland, Canada)	Phoenix Gold Property (Nevada, USA)	Total
Balance, January 31, 2023	**10,213,454**	**2,566,421**	**1**	**12,779,876**
Additions during the period	2,677,264	1,639,588	-	4,316,852
Plan of Arrangement (note 5)	-	-	(1)	(1)
Balance, January 31, 2024	**$ 12,890,718**	**$ 4,206,009**	**$ -**	**$ 17,096,727**
Additions during the period	56,456	6,295	-	62,751
Balance, April 30, 2024	**$ 12,947,174**	**$ 4,212,304**	**$ -**	**$ 17,159,478**

(Expressed in Canadian dollars)

7. MINERAL RIGHTS (continued)

All exploration and evaluation expenditures related to York Harbour Property and Bottom Brook Property have been capitalized in mineral rights during the period ended April 30, 2024.

8. ACQUISITION OF NEWBAY MINING CORP.

On January 30, 2023, the Company completed the acquisition (the "Acquisition") of all the issued and outstanding shares of Newbay Mining Corp. ("Newbay") pursuant to the letter agreement (the "Agreement") among the Company, Newbay, and all of Newbay's shareholders (collectively, the "Vendors") and acquired the Rare Earth Elements mineral property in Western Newfoundland, Canada, known as the Bottom Brook Property (the "Property").

Pursuant to the terms of the Agreement, the Company acquired all the issued and outstanding securities of a newly amalgamated corporation, continuing under the name of Newbay and resulting from the vertical amalgamation of Newbay and its wholly-owned subsidiary 2802903 Ontario Limited, which held 100% of the interest in the Property. As consideration for the Acquisition, the Company paid a $100,000 cash deposit to be used for license fees to keep the Property in good standing and issued an aggregate 5,081,293 common shares (the "Compensation Shares") at a deemed price of $0.492 per Compensation Share, equal to the 5-day volume weighted average price per share calculated for the period 10 business days prior to closing, representing total compensation of $2,500,000 settled by the issuance of 5,081,293 Compensation Shares to the Vendors on a pro rata basis. Upon closing of the Acquisition, Newbay is the 100% holder of the Property and wholly-owned subsidiary of the Company.

The Property is subject to a 3% net smelter return royalty (the "NSR") payable to the Vendors, with the Company retaining the right to buy back 2% of the NSR for an aggregate payment of $1,500,000.

The acquisition of Newbay has been accounted for as an asset purchase. The consideration paid has been allocated to the financial liabilities assumed and assets acquired based on their estimated fair values at the date of acquisition as follows:

	$
Consideration given:	
5,081,293 common shares	2,500,000
Cash	100,000
Acquisition costs	54,633
	2,654,633
Net assets acquired:	
Cash	107,697
Accounts receivables	418
Mineral rights	2,566,421
Accounts payable and accrued liabilities	(19,903)
	2,654,633

(Expressed in Canadian dollars)

9. SHARE CAPITAL

Authorized

Unlimited number of common shares.

Issued and outstanding

Issued common shares are as follows:

	Number of shares	Amount
Balance, January 31, 2023	**68,528,947**	**$22,604,382**
Extension of warrants (i)	-	(55,000)
Shares issued on exercise of warrants (ii)	100	121
Subscription warrants expired (iii)	-	289,996
Subscription warrants expired (iv)	-	366,180
Subscription warrants expired (v)	-	68,600
Balance, January 31, 2024	**68,529,047**	**$23,274,279**
Subscription warrants expired (vi)	-	493,750
Balance, April 30, 2024	**68,529,047**	**$23,768,029**

i. On March 17, 2023, the Company extended the expiry date of 2,500,000 outstanding share purchase warrants exercisable at $0.60 per common share from March 31, 2023, to April 1, 2024. $55,000 representing the value of the extension was reclassified from share capital to warrants reserve.

ii. On June 28, 2023, 100 warrants originally issued on November 30, 2021 were exercised at a price of $1 per common share. The previously recognized value of warrants of $21 was reclassified from warrants reserve to share capital.

iii. On November 30, 2023, 1,262,500 warrants originally issued on November 30, 2021 were expired.

iv. On November 30, 2023, 1,781,900 warrants originally issued on November 30, 2021 were expired.

v. On December 21, 2023, 350,000 warrants originally issued on December 21, 2021 were expired.

vi. On April 1, 2024, 2,500,000 warrants originally issued on March 31, 2021, and extended on March 17, 2023 were expired.

(Expressed in Canadian dollars)

9. SHARE CAPITAL (continued)

Warrants Reserve

The following is a summary of the changes in the Company's warrants during the periods:

	Exercise price	Number	Amount
Balance, January 31, 2023		**12,312,684**	**$4,998,443**
Extension of warrants (i)	$0.60	-	55,000
Warrants exercised (ii)	$1.00	(100)	(21)
Warrants expired (iii)	$0.60	(1,262,500)	(289,996)
Warrants expired (iv)	$1.00	(1,781,900)	(366,180)
Warrants expired (v)	$1.00	(350,000)	(68,600)
Balance, January 31, 2024		**8,918,184**	**$4,328,646**
Warrants expired (vi)	$0.60	(2,500,000)	(493,750)
Balance, April 30, 2024		**6,418,184**	**$3,834,896**

i. On March 17, 2023, the Company extended the expiry date of 2,500,000 outstanding share purchase warrants exercisable at $0.60 per common share from March 31, 2023 to April 1, 2024. These warrants were re-valued using the following assumptions: expected dividend yield – 0%; expected volatility – 82%; risk-free interest rate – 3.74%; expected life – 1 year.

ii. (vi) On June 28, 2023, 100 warrants originally issued on November 30, 2021 were exercised at a price of $1 per common share. The previously recognized value of warrants of $21 was reclassified from warrants reserve to share capital.

iii. On November 30, 2023, 1,262,500 warrants originally issued on November 30, 2021 were expired.

iv. On November 30, 2023, 1,781,900 warrants originally issued on November 30, 2023 were expired.

v. On December 21, 2023, 350,000 warrants originally issued on December 21, 2021 were expired.

vi. On April 1, 2024, 2,500,000 warrants originally issued on March 31, 2021, and extended on March 17, 2023 were expired.

The following table summarized information about the Company's warrants outstanding as at April 30, 2024:

Grant Date	Expiration Date	Exercise price	Warrants outstanding
August 17, 2021	August 17, 2024	$0.40	1,075,000
June 29, 2022	June 29, 2024	$1.50	4,756,414
June 29, 2022	June 29, 2024	$1.00	586,770
			6,418,184

(Expressed in Canadian dollars)

9. SHARE CAPITAL (continued)

Stock options and share-based payment

As at April 30, 2024, the Company had Nil stock options outstanding (January 31, 2024 – Nil).

The following table summarizes information about stock options outstanding as at April 30, 2024:

	Number	Weighted average exercise price
Balance, January 31, 2023	**3,000,000**	**$ 0.55**
Stock options expired (i)(ii)	(3,000,000)	0.55
Balance, January 31, 2024	**-**	**$ -**
Balance, April 30, 2024	**-**	**$ -**

i. The assumptions utilized in determining the value of the 3,000,000 stock options was a share price of $0.52, an exercise price of $0.55, a risk free interest rate of 0.40%, volatility of 208%, expected yield of nil, and an expected life of 2 years. The estimated fair value of the 3,000,000 options issued was $1,333,200, which were fully vested. These options expired on September 6, 2023.

ii. On September 6, 2023, 3,000,000 stock options originally issued on September 7, 2021 were expired.

10. COMMITMENTS AND CONTRACTUAL ARRANGEMENTS

As at April 30, 2024, the Company had the following contractual arrangements and commitments in place:

a. On March 29, 2021, the Company retained Integral Wealth Securities Ltd. (“Integral”) to provide market-making services in accordance with the policies of the TSX Venture Exchange. In consideration of the services provided by Integral, the Company will pay Integral a monthly fee of $5,500, plus any reasonable costs and expenses it incurs in connection with the services provided. The Company terminated the services on May 1, 2024.

b. On March 7, 2023, the Company engaged Native Ads Inc. (“Native Ads”) to execute a comprehensive digital media marketing campaign for the Company. The Company paid $201,405 (US$150,000) for services over a six-months period beginning on March 7, 2023. The Company terminated the service at the end of the six-months period. Subsequent to the period end, the Company received a refund in the amount of $166,793 (US$124,500) for unused portion of the services that were agreed upon. The amount was recorded in accounts receivable as at April 30, 2024.

(Expressed in Canadian dollars)

11. CAPITAL MANAGEMENT

The Company's objective when managing capital structure is to ensure sufficient financial resources exist to meet the Company's strategic exploration and business development objectives, and to ensure that the Company continues as a going concern.

The Company's capital structure consists of shareholders' equity in the amount of $16,616,975 at April 30, 2024 (January 31, 2024 - $16,743,870). The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue common shares or dispose of assets.

The Company's strategy for managing capital did not change during the period ended April 30, 2024

12. SEGMENTED INFORMATION

The Company operates in one reportable segment. Segments are defined as components for which separate financial information is available and is regularly evaluated by the chief operating decision maker.

13. RELATED PARTY TRANSACTIONS

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of members of the Company's Board of Directors and corporate officers. Compensation awarded to key management for the three-month periods ended April 30, 2024 and 2023 is summarized as follows:

		2024		2023
Management fees expensed	$	24,000	$	161,250
Management fees capitalized		-		37,500
Total	$	24,000	$	198,750

During the three-month period ended April 30, 2024, the Company incurred management fees of $Nil (2023 - $45,000) to a Company controlled by the former CEO, management fees of $24,000 (2023 - $30,000) to a Company controlled by the former CFO, management fees of $Nil (2023 - $37,500) to a Company controlled by the former COO, management fees of $Nil (2023 - $30,000) to a Company controlled by the former Managing Director, management fees of $Nil (2023 - $37,500) to a Company controlled by the Executive Chairman, and management fees of $Nil (2023 - $18,750) to a Company controlled by a director.

As at April 30, 2024, accounts payable and accrued liabilities include $409,241 (2023 – $43,590) due to key management personnel. Included in this amount was $85,313 (2023 - $Nil) due to a Company controlled by the CEO, $135,000 (2023 - $30,000) due to a Company controlled by the former CEO, $56,700 (2023 - $Nil) to a Company controlled by the former CFO, $39,375 (2023 - $13,590) to a Company controlled by the former COO, $32,520 (2023 - $Nil) to a Company controlled by the former Managing Director, $40,645 (2023 - $Nil) to a Company controlled by the Executive Chairman, and $19,688 (2023 - $Nil) to a Company controlled by a director.

13. RELATED PARTY TRANSACTIONS (continued)

As of April 30, 2024, The Company had advances receivable from Phoenix Gold Resources (Holdings) Ltd., a company under common control, in the amount of $360,164 (January 31, 2024 – $359,951). The advances are non-interest bearing, unsecured, and have no fixed term of repayment.

These transactions are in the normal course of operations and at the exchange amount agreed to by the related parties.

14. FINANCIAL INSTRUMENTS

IFRS 7 establishes a fair value hierarchy that reflects significance of inputs in measuring fair value as follows:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;
Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. process) or indirectly (i.e. derived from process); and
Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company's financial assets and liabilities at fair value through profit or loss, consisting of cash, is classified as level 1. The Company examines the various financial instrument risks to which it is exposed and assesses the impact and likelihood of those risks.

Fair value

As at April 30, 2024, the Company's financial instruments consist of cash, accounts receivable, other receivables, accounts payable and accrued liabilities. These financial instruments are classified as other financial liabilities and are carried at amortized cost. The fair values of these financial instruments approximate their carrying values due to the short-term nature of these instruments.

Liquidity risk

Liquidity risk is the risk that the Company is unable to meet its financial obligations as they fall due. The Company takes steps to ensure that it has sufficient working capital and available sources of financing to meet future cash requirements for capital programs and operations.

The Company intends to issue equity to ensure the Company has sufficient access to cash to meet current and foreseeable financial requirements. The Company actively monitors its liquidity to ensure that its cash flows and working capital are adequate to support its financial obligations and the Company's capital programs.

Credit risk

Credit risk is the risk of loss if counterparties do not fulfill their contractual obligations. The Company has credit risk with its other receivables and prepaid expenses, but it is considered to be minimal. There is no allowance for doubtful accounts recorded as at April 30, 2024.

14. FINANCIAL INSTRUMENTS (continued)

Market risk

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

Interest rate risk

The Company is not exposed to the risk that the value of financial instruments will change due to movement in market interest rates.

Currency risk

Currency risk is the risk to the Company's earnings that arises from fluctuations of foreign exchange rates and the degree of volatility of these rates. The Company does not use derivative instruments to reduce its exposure to foreign currency risk. The Company has a portion of its cash and accounts payable and accrued liabilities in US Dollars.

Commodity price risk

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

15. SUBSEQUENT EVENTS

On June 4, 2024, the Company announced that Andrew Lee resigned as a director and that Blair Naughty and Richard Macey had been appointed as directors.

On June 6, 2024, the Company announced it had entered into an option agreement (the "Option Agreement") with Firetail Resources Limited ("Firetail") (ASX: FTL) whereby the Company has granted an option to Firetail to earn a 80% undivided interest in the Company's York Harbour Property (the "Transaction"), subject to an existing 0.5% net smelter royalty and a 2% net smelter royalty to be granted by Firetail to the Company (the "York Harbour NSR"). Closing of the Transaction remains subject to, without limitation, receiving all necessary consents and approvals, including the approval of the TSX Venture Exchange ("TSX-V"), as well as the satisfaction of customary closing conditions.

Firetail can exercise the Option over a three-year period for total consideration of AUD $500,000, 175,000,000 ordinary shares in the capital of Firetail (the "Consideration Shares"), and completing 10 kilometres of drilling on the York Harbour Property, as follows:

(Expressed in Canadian dollars)

15. SUBSEQUENT EVENTS (continued)

	Cash (AUD)	Consideration Shares	Total Kilometres of Drilling to be Completed	Interest Earned
On or before the Closing	$200,000	100,000,000	Nil	49%
Within 10 business days following the first anniversary of the Closing (the “First Payment”)	$100,000	25,000,000	5 kilometres	11%
Within 10 business days following the second anniversary of the Closing (the “Second Payment”)	$100,000	25,000,000	7.5 kilometres	10%
Within 10 business days following the third anniversary of the Closing (the “Third Payment”)	$100,000	25,000,000	10 kilometres	10%
TOTAL	**$500,000**	**175,000,000**	**10 kilometres**	**80%**

During the period which the Option remains in effect, Firetail will be responsible for maintaining the York Harbour Property in good standing by the doing and filing of all necessary work and making all payments which may be necessary to keep the property in good standing.

Upon Firetail exercising the Option in full, or the Option Agreement being terminated after the exercise of a minimum 49% interest in the York Harbour Property, a joint venture between the Company and Firetail will be formed, provided that if Firetail acquires an 80% interest in the York Harbour Property, then the Company will get a free carried interest until Firetail produces and delivers a pre-feasibility study on the York Harbour Property. If Firetail acquires less than an 80% interest, then the parties will pay their pro-rata share of expenditures going forward, provided that the Company’s interest cannot be reduced to less than 20% if the Company elects not to contribute to any expenditures going forward. If the Company’s interest is reduced to 20%, then the Company will get a free carried interest until Firetail has completed the Second Payment and/or the Third Payment, as applicable, and completed the pre-feasibility study. Unless Firetail earns a 60% interest in the York Harbour Property, the Company will be the initial operator of the York Harbour Property. The initial operator will remain as the initial operator until it resigns, is removed or until its interest falls below 50%.

In connection with services rendered for the Option Agreement, a finder’s fee (the “Finder’s Fee”) equal to the sum of 10% on the first $300,000 of the aggregate value of the Transaction (the “Transaction Value”), 7.5% on the next $700,000 of the Transaction Value, and 5% for all amounts exceeding the first $1,000,000 of the Transaction Value will be paid by the Company to Kluane Capital FZCO, an arm’s length party, with the amount of the Transaction Value to be mutually determined by the Company and Firetail. The Finder’s Fee will be payable in common shares (each, a “Share”) in the capital of the Company and remains subject to acceptance by the TSX-V. The Company anticipates that the first installment of the Finder’s Fee will be paid at Closing, with the remaining Finder’s Fee payable if and when the First Payment, Second Payment, and Third Payment are completed, respectively.

On June 19, 2024, the Company announced that Brandon Schwabe had replaced Sean Choi as the Chief Financial Officer of the Company.