APPIA RARE EARTHS & URANIUM CORP.
(formerly “APPIA ENERGY CORP.”)

CONDENSED INTERIM FINANCIAL STATEMENTS

For the six months ended March 31, 2024 and 2023
(unaudited)
(Expressed in Canadian $)

APPIA RARE EARTH & URANIUM CORP.
(the "Company")
NOTICE OF NO AUDITOR REVIEW OF CONDENSED INTERIM FINANCIAL STATEMENTS

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

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

DATED this 30th day of May 2024.

APPIA RARE EARTH & URANIUM CORP.

Per: *(signed) "Stephen Burega"*
Name: Stephen Burega
Title: President

Per: *(signed) "Frank van de Water"*
Name: Frank van de Water
Title: Chief Financial Officer

APPIA RARE EARTHS & URANIUM CORP.
Condensed Interim Statements of Financial Position
(Expressed in Cdn $)
Unaudited

	March 31, 2024 $	September 30, 2023 $
Assets		
Current		
Cash and cash equivalents (note 4)	**1,948,334**	2,193,753
Accounts receivable	**32,589**	209,344
Prepaid expenses	**220,375**	139,869
Total current assets	**2,201,098**	2,542,966
Non-current assets		
Acquisition cost of properties (note 5)	**1,100,955**	844,046
Deferred exploration expenditures – Canada (note 5)	**23,606,012**	23,234,826
Exploration camp and equipment (note 6)	**475,854**	559,828
Brazil project (note 7)	**1,391,684**	708,314
Total assets	**28,775,803**	27,889,980
Liabilities		
Current		
Accounts payable & accruals	**147,316**	160,246
Due to related parties (note 11)	**88,831**	57,647
Flow-through share premium (note 9)	**269,088**	-
	505,235	217,893
Long term		
Future income tax liabilities	**2,906,103**	2,906,103
Total liabilities	**3,411,338**	3,123,996
Nature of operations and going concern (note 1)		
Subsequent events (note 16)		
Shareholders' equity		
Share capital (note 8(a))	**34,433,315**	33,049,066
Warrants (note 8(c))	**-**	1,912,692
Contributed surplus (note 10)	**11,385,874**	9,304,662
Deficit	**(20,454,724)**	(19,500,436)
Total shareholders' equity	**25,364,465**	24,765,984
Total liabilities and shareholders' equity	**28,775,803**	27,889,980

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

APPROVED ON BEHALF OF THE BOARD on May 30th, 2024.

"Signed"
Anastasios (Tom) Drivas

"Signed"
Frank van de Water

APPIA RARE EARTHS & URANIUM CORP.
Condensed Interim Statements of Changes in Equity
(Expressed in Cdn $)

	Share Capital ***$***	Warrants ***$***	Contributed Surplus $	Deficit $	Total $
At September 30, 2022	**30,650,221**	**3,836,191**	**6,011,936**	**(17,355,181)**	**23,143,167**
Flow-through units private placement, net	3,207,864	-			3,207,864
Working capital units private placement, net	175,999	-	-	-	175,999
Valuation of warrants issued	(32,818)	32,818	-	-	-
Allocated to flow-through premium	(952,200)	-	-	-	(952,200)
Share-based compensation	-	-	373,823	-	373,823
Net loss and comprehensive loss for the period	-	-	-	(642,039)	(642,039)
At March 31, 2023	**33,049,066**	**3,869,009**	**6,385,759**	**(17,997,220)**	**26,258,814**
Warrants expired	-	(1,956,317)	1,956,317	-	-
Share-based compensation	-	-	545,603	-	545,603
Net loss and comprehensive loss for the period	-	-	-	(2,145,255)	(2,145,255)
At September 30, 2023	**33,049,066**	**1,912,692**	**9,304,662**	**(19,500,436)**	**24,765,984**
Flow-through units private placement, net	1,358,341	-	-	-	1,355,341
Stock options exercised	120,000	-	-	-	120,000
AJE for stock options exercised	68,328	-	(68,328)	-	-
Allocated to flow-through premium	(292,420)	-	-	-	(292,420)
Warrants expired	-	(1,912,692)	1,912,692	-	-
First tranche of 500,000 shares for PCH Project	130,000	-	-	-	130,000
Share-based compensation	-	-	236,484	-	236,484
Net loss and comprehensive loss for the period	-	-	-	(954,288)	(954,288)
At March 31, 2024	**34,433,315**	**-**	**11,385,874**	**(20,454,724)**	**25,364,465**

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

APPIA RARE EARTHS &URANIUM CORP.
Condensed Interim Statements of Income/(Loss) and Comprehensive Income/(Loss)
(Expressed in Cdn $)
Unaudited

	For the three months ended March 31		For the six months ended March 31	
	2024	2023	2024	2023
	$	$	$	$
Expenses				
General and administrative activities:				
Professional fees	**75,756**	76,294	130,875	136,104
Management fees and salaries	**126,563**	103,362	230,513	171,525
Office and general	**110,057**	66,649	155,873	122,318
Part XII.6 tax	**5,606**	-	5,606	-
Investor relations	**121,184**	113,718	275,211	199,224
Share-based compensation	**59,150**	416,983	236,848	790,806
General and administrative expenses	**498,316**	777,006	1,034,926	1,419,977
Loss for the period before the following	**(498,316)**	(777,006)	(1,034,926)	(1,419,977)
Deferred income tax recovery	**23,332**	155,271	23,332	155,271
Interest income, sundry	**1,353**	1,092	57,306	2,024
Net loss and comprehensive loss for the period	**(473,631)**	(620,643)	(954,288)	(1,262,682)
Basic and diluted loss per share	**(0.00)**	(0.00)	(0.01)	(0.01)
Weighted average number of shares outstanding	**136,334,000**	130,523,000	133,585,000	128,060,000

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

APPIA RARE EARTHS &URANIUM CORP.
Condensed Interim Statements of Cash Flows
(Expressed in Cdn $)
Unaudited

	For the six months ended March 31	
	2024	2023
	$	$
Operating activities		
Net loss for the period	**(954,288)**	(1,262,682)
Items not affecting cash:		
Deferred income tax	**(23,332)**	(155,271)
Share-based compensation	**236,848**	790,806
	(740,772)	(627,147)
Net change in non-cash working capital		
Accounts receivable	**176,755**	310,157
Prepaid expenses	**(80,506)**	(117,915)
Accounts payable and accrued liabilities	**(12,930)**	(70,953)
Due to related parties	**31,184**	36,252
Net cash used in operating activities	**(626,269)**	(469,606)
Investing activities		
Exploration and evaluation assets acquisition costs (note 5)	**(126,909)**	(1,984)
Exploration equipment (note 5)	**83,974**	(3,388)
Deferred exploration expenditures	**(1,054,556)**	(469,429)
Net cash used in investing activities	**(1,097,491)**	(474,801)
Financing activities		
Private placement of flow-through units	**1,462,100**	3,490,000
Private placement of working capital units	**-**	175,999
Stock options exercised	**120,000**	-
Share issue expense	**(103,759)**	(282,136)
Net cash from financing activities	**1,478,341**	3,383,863
Change in cash and cash equivalents	**(245,419)**	2,439,456
Cash and cash equivalents, beginning of the period	**2,193,753**	4,302,874
Cash and cash equivalents, end of the period	**1,948,334**	6,742,330

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

1. Nature of operations and going concern

Appia Rare Earths & Uranium Corp. ("Appia" or the "Company") is incorporated under the Canada Business Corporations Act and is listed on the Canadian Securities Exchange (CSE: "API") and in New York on the OTCQX platform as "APAAF". The shares also trade on German exchanges. The Company is actively exploring on its Saskatchewan properties to determine whether the properties contain resources that are economically recoverable and has entered into an agreement to participate in a rare earth element project in Brazil (note 7). The registered office and location of corporate records is Suite 500, 2 Toronto Street, Toronto, Ontario.

The accompanying unaudited condensed interim financial statements ("Financial Statements") of the Company have been prepared by, and are the responsibility of, the Company's management. The Company's independent auditor has not performed a review of these Financial Statements

These Financial Statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. As at March 31, 2024 the Company had no sources of operating cash flows and will therefore require additional funding which, if not raised, would result in the curtailment of activities and project delays. The Company had working capital $1,784,894 as at March 31, 2024, after providing for $88,831 due to related parties, and has incurred losses since inception resulting in an accumulated deficit of $20,454,724 as at March 31, 2024. The Company's ability to continue as a going concern is uncertain and is dependent upon its ability to continue to raise adequate financing. There can be no assurance that the Company will be successful in this regard, and therefore, there is doubt regarding the Company's ability to continue as a going concern and the use of accounting principles applicable to a going concern. These Financial Statements do not reflect adjustments that would be necessary if the going concern assumption is not appropriate. If the going concern assumption is not appropriate, adjustments to the carrying values of the assets and liabilities, the expenses and the balance sheet classifications, which could be material, would be necessary.

The recoverability of the carrying cost of its resource properties is dependent upon the existence of resources that are economically recoverable, confirmation of the Company's ownership interests in the claims, the ability of the Company to obtain necessary financing to complete the exploration and the development of the properties, and upon future profitable production, or proceeds from the disposition of the properties.

2. Basis of preparation and statement of compliance with IAS 34

These Financial Statements form part of the period covered by the Company's International Financial Reporting Standards ("IFRS") annual financial statements and have been prepared in accordance with IAS 34 - *Interim Financial Reporting* on the basis of IFRS standards and interpretations expected to be effective as at the Company's fiscal year end, September 30, 2024.

These Financial Statements do not contain all the disclosures required by IFRS for annual financial statements and should be read in conjunction with the Company's audited annual financial statements for the year ended September 30, 2023 prepared in accordance with International Accounting Standards as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC") in effect as of September 30, 2023.

In the opinion of management, all adjustments considered necessary for fair presentation have been included in these Financial Statements. Operating results for the six months ended March 31, 2024 may not be indicative of the results that may be expected for the year ending September 30, 2024.

3. Summary of significant accounting policies

Readers should refer to the September 30, 2023, annual financial statements for the accounting policies used in the preparation of these Financial Statements. The IASB continues to amend and add to current IFRS standards and interpretations with several projects underway. Accordingly, the accounting policies adopted by the Company for the Company's IFRS annual financial statements will be determined as at September 30, 2024 and if a new policy differs materially from the accounting policies used in the preparation of these Financial Statements, these Financial Statements will be restated to retrospectively account for the application of those policies adopted at September 30, 2024.

Presentation Currency

The Company's presentation currency and functional currency is the Canadian dollar ("$").

Accounting pronouncements issued but not yet adopted

At the date of approval of these Financial Statements for the six months ended March 31, 2024, the following standards have been issued but not yet adopted.

IFRS 10 – Consolidated Financial Statements ("IFRS 10") and IAS 28 – Investments in Associates and Joint Ventures ("IAS 28") were amended in September 2014 to address a conflict between the requirements of IAS 28 and IFRS 10 and clarify that in a transaction involving an associate or joint venture, the extent of gain or loss recognition depends on whether the assets sold or contributed constitute a business. The effective date of these amendments is yet to be determined; however early adoption is permitted.

The amendments are effective for annual periods beginning on or after January 1, 2023. The amendments must be applied retrospectively in accordance with IAS 8 Accounting Policies, *Changes in Accounting Estimates and Errors*. Earlier application is permitted. The Company is in the process of assessing the impact the amendments may have on future financial statements and plans to adopt the new standard retrospectively on the required effective date.

The amendments are not expected to have an impact on the Company's financial statements.

4. Cash and cash equivalents

Cash and cash equivalents comprise cash and investments in Canadian Chartered Bank demand money market funds.

On November 22, 2022, and December 8, 2022, the Company closed a private placement of 6,980,000 flow-through units for gross proceeds of $3,490,000. These funds were expended on Canadian Exploration Expenditures ("CEE") in the year ended September 30, 2023.

On December 27, 2023, the Company closed a private placement of 4,873,667 flow-through units for gross proceeds of $1,462,100. These funds are committed to be expended on Canadian Exploration Expenditures ("CEE").

5. Exploration and evaluation

Property acquisition costs and related direct exploration costs less recoveries are deferred until such time as the properties are either placed into commercial production, sold, determined not to be economically viable, or abandoned.

(expressed in Canadian dollars unless otherwise stated)

Acquisition cost of properties

	Elliot Lake Ontario	Alces Lake Saskatchewan	Other Saskatchewan	Brazil Project	Total
	$	$	$	$	$
Balance, September 30, 2022	602,693	209,701	29,668	-	842,062
Total additions for the period	-	1,984	-	-	1,984
Balance, September 30, 2023	602,693	211,685	29,668	-	844,046
First tranche 500,000 shares for PCH Project	-	-	-	130,000	130,000
Additions for the period	367	-	126,542	-	126,909
Balance, March 31, 2024	603,030	211,685	156,210	130,000	1,100,955

Deferred exploration and evaluation expenditures

	Saskatchewan	
Year ended September 30	$ 2023	$ 2022
Opening balance October 1	19,237,376	7,857,131
Additions:		
Assaying	384,898	656,213
Geophysics	42,500	184,595
Contract flying	815,779	2,299,031
Helicopter fuel	142,392	794,052
Drilling	923,785	4,034,865
Contract labour	639,857	1,239,333
Employees	87,670	
Personnel travel costs	84,881	318,686
Field communications	4,147	60,206
Camp operating costs	383,471	1,077,932
Shipping	136,873	356,771
Depreciation	297,229	312,767
Other	53,968	45,794
Total additions for the year	3,997,450	11,380,245
Balance, September 30	23,234,826	19,237,376
Additions:		
Assaying	91,264	281,377
Contract labour	127,498	126,379
Personnel travel costs	1,523	11,192
Field communications	2,302	1,599
Camp operating costs	-	19,846
Shipping	-	5,075
Depreciation	83,974	126,670
Other	13,985	23,961
Transport	50,640	-
Total additions for the period	371,186	596,099
Balance, March 31	23,606,012	19,833,475

Saskatchewan, Athabasca Basin Area

The Company commenced adding to its holdings by staking in Saskatchewan in 2011 and began significant acquisitions starting in 2016. At March 31, 2024 the Company held a 100% interest in 113,837 hectares (281,298 acres).

Alces Lake Property is located 30 km northeast of Uranium city and at September 30, 2021 comprised 35,682 hectares (88,172 acres), of REE mineralization, with multiple outcrops and boulders. In August 2021, 18,105 hectares (44,738 acres) of land contiguous to the existing claim block were staked. The property is being actively explored and drilled in summer programs, extended to December in 2021, but in 2022 the program ran for 4.5 months from March to August. In February 2023 2,840 hectares (7,018 acres) were staked.

Eastside Property is located east of Cameco's Rabbit Lake mill and the eastern edge of the Athabasca Basin and was acquired by staking in June 2017. The property comprises 4,933 hectares (12,191 acres).

Loranger Property comprises 26,409 hectares (65,258 acres) on the east side of Wollaston Lake with two diamond drill programs completed in January 2017 and March 2019.

North Wollaston Property comprises 16,682 hectares (41,221 acres) located 30 km northeast of Cameco's Rabbit Lake mill on the eastern edge of the Athabasca Basin.

Other Side Property comprises 27,291 hectares (67,437 acres).

Ontario, Elliot Lake

In 2007, the Company acquired a 100% interest in 61 mining claims known as the Elliot Lake property located in Beange, Bolger, Bouck, Buckles, Gunterman and Joubin Townships, Sault Ste. Marie Mining Division in the Province of Ontario from Canada Enerco Corp. ("CEC"), a company controlled by the CEO and Director of the Company. CEC retains the right to a 1% Uranium Production Payment Royalty and a 1% Net Smelter Returns Royalty on any precious or base metals payable, provided that the price of uranium is greater than US$130 per pound.

Appia holds over 12,545 hectares (31,000 acres) encompassing five mineralized zones in the Elliot Lake area of northern Ontario. The zones are called Teasdale, Banana Lake, Canuc, Bouck Lake and Buckles Lake.
In prior years the Company had spent over $5 million exploring this property and had some promising results. However, with the low Uranium prices, the explorations costs were written off. The Company continues to own these claims.

(expressed in Canadian dollars unless otherwise stated)

6. Exploration camp and equipment

Alces Lake

	Machinery and Equipment	Camp	Total
Cost	**$**	**$**	**$**
Balance as at September 30, 2022	714,573	864,457	1,579,030
Additions	12,591	-	12,591
Balance as at September 30, 2023	727,164	864,457	1,591,621
Additions	-	-	-
Balance as at March 31, 2024	727,164	864,457	1,591,621
Accumulated depreciation			
Balance, September 30, 2022	(395,925)	(338,639)	(734,564)
Depreciation for the year	(139,484)	(157,745)	(297,229)
Balance, September 30, 2023	(535,409)	(496,384)	(1,031,793)
Depreciation for the period	(28,764)	(55,210)	(83,974)
Balance, March 31, 2024	(564,173)	(551,594)	(1,115,767)
Net balance, September 30, 2023	191,755	368,073	559,828
Net balance, March 31, 2024	**162,991**	**312,863**	**475,854**

Depreciation is charged at 30% per annum (total of $83,974), on a declining balance basis and has been added to deferred exploration costs.

7. Brazil project

On March 7, 2023, the Company announced that it had signed a Letter Agreement (the “Letter Agreement”) with 3S LTDA (“3S”) and Beko Invest Ltd. (“Beko”) to acquire up to a 70% interest in the PCH Project (the “Transaction”) located in the Tocantins Structural Province of the Brasília Fold Belt, Goiás State, Brazil (the “Target Property”).

Appia will acquire incremental vested interests in the Target Property upon completion of specific expenditure requirements pursuant to the terms of the Letter Agreement, provided Appia initially issues at least 1 million common shares to Beko and spends at least US$1 million on the Target Property (at which time it will have earned a 10% legal and beneficial ownership interest in the Target Property), Appia can elect to cease funding the PCH Project and will have earned an interest in NewCo based upon the expenditures made to the date of the election (the “Earned Interest”) and the interest of Beko in NewCo will be adjusted to 100% minus the Earned Interest. The parties will then determine how they wish to proceed with their respective interests in NewCo.

The Transaction is subject to the fulfillment of certain conditions precedent as are customary for transactions of this nature including compliance with the rules of the Canadian Securities Exchange. If the Definitive Agreement has not been executed by the Closing Date, the terms of the Letter Agreement shall govern the rights of the parties.

Letter Agreement Terms and Conditions

Appia has the option to earn a 60% interest in the Target Property by issuing an aggregate of 2.5 million common shares of Appia to Beko and spending US$10 million on the Target Property over a period of five years. If Appia earns its 60% interest, it will then be obligated, within 90 days of earning its 60% interest, to issue a further US$1,250,000 of common shares of Appia to Beko to earn a further 10% interest. Upon earning a 70% interest, Appia will grant to Beko a 1% net smelter returns royalty (the “1% NSR”) in the Target Property. Appia will have a right of first refusal to acquire the 1% NSR. Thereafter, Appia and Beko will enter into a joint venture with respect to the further exploration and development of the Target Property (the "Joint Venture") with Appia holding a 70% interest and Beko holding a 30% interest in the Joint Venture. Upon the formation of the Joint Venture, Beko will have 90 days within which to elect to either (a) participate in the Joint Venture and contribute its pro rata share of expenditures or be diluted; (b) sell all of its 30% interest in the Joint Venture, subject to a right of first refusal in favour of Appia; or (c) elect to have Appia fund its pro rata share of expenditures pursuant to the Joint Venture subject to the right of Appia to be reimbursed for 150% of the expenditures made by Appia on behalf of Beko.

(expressed in Canadian dollars unless otherwise stated)

The execution of the Letter Agreement on June 9, 2023, will be followed by the good faith negotiation of formal documentation, including a definitive agreement (the "Definitive Agreement") between the parties, setting forth the detailed terms of the Transaction, including the terms set out in the Letter Agreement and such other terms and conditions as are customary for transactions of the nature and magnitude contemplated herein. All documentation shall be in form and content satisfactory to each party and their respective counsel. The final structure of the Transaction will be determined after each of Appia and 3S / Beko have had the opportunity to consider all legal, tax and securities elements of the Transaction in order to ensure the most efficient structure for each of the parties and their respective security holders. The Target Property will be transferred to and held by a newly incorporated Brazilian company ("NewCo") with Appia eventually holding a 70% interest in NewCo and Beko holding a 30% interest in NewCo subject to Appia earning its 70% interest as provided herein. The Joint Venture will be governed by the terms of a unanimous shareholders agreement between Appia and Beko which will govern the relationship of the parties to the Joint Venture.

8. Share capital

(a) Common shares

The Company is authorized to issue an unlimited number of no par value common shares. The following table provides the details of changes in the number of issued common shares.

	Number #	Amount $
Balance, September 30, 2022	123,134,263	30,650,221
Flow-through units private placement November 22, 2022	5,000,000	2,500,000
Flow-through units private placement December 8, 2022	1,980,000	990,000
Working capital units private placement December 8, 2022	409,300	175,999
Less: Value associated with warrants issued	-	(31,382)
Less: Value associated with broker warrants issued	-	(1,436)
Allocated to flow-through premium (note 8)	-	(952,200)
Share issue costs	-	(282,136)
Balance, September 30, 2023	130,523,563	33,049,066
Flow-through units private placement December 27, 2023	4,873,667	1,462,100
Share issue costs	-	(103,759)
Stock options exercised	436,364	120,000
AJE for stock options exercised	-	68,328
First tranche of 500,000 shares for PCH Project	500,000	130,000
Allocated to flow-through premium (note 8)	-	(292,420)
Balance, March 31, 2024	136,333,594	34,433,315

On November 22, 2022, the Company closed the first tranche of a non-brokered private placement of 5,000,000 flow-through shares at $0.50 per share that were subject to a hold period expiring March 23, 2023.

(expressed in Canadian dollars unless otherwise stated)

On December 8, 2022, the Company closed the final tranche of the private placement with the issuance of 1,980,000 flow-through shares for gross proceeds of $990,000 and 409,300 working capital units ("WC units") at $0.43 for gross proceeds of $176,000. The WC units consist of one common share and one common share purchase warrant to acquire one common share at an exercise price of $0.65 until December 8, 2023. The Company also issued 12,000 brokers warrants valued at $1,436 with the WC units. The brokers warrants have the same term as the unit warrants.

On December 11, 2023, the Company issued the first tranche of 500,000 common shares in accordance with the Definitive Agreement whereby it may acquire a 70% interest in the PCH Project in Brazil.

On December 27, 2023, the Company closed its non-brokered private placement of 4,873,667 flow-through shares at $0.30 per share for gross proceeds of $1,462,100. The proceeds are expected to be spent on the Alces Lake exploration program in 2024.

(b) Common share purchase options

The Company has a stock option plan (the "Plan") for the benefit of directors, officers and consultants. The total number of shares which may be reserved and set aside for issuance to eligible persons may not exceed 10% of the issued and outstanding common shares.

As at March 31, 2024, 7,860,000 common shares were reserved for the exercise of stock options granted under the Plan.

The following table provides the details of changes in the number of issued common share purchase options during the period:

	Options	**Weighted-average exercise price $**
Outstanding at September 30, 2022	7,110,000	0.51
Granted	200,000	0.60
Granted	1,000,000	0.35
Expired	(1,000,000)	0.65
Expired	(200,000)	0.30
Outstanding at September 30, 2023	7,110,000	0.47
Exercisable at September 30, 2023	3,985,000	0.47
Granted	1,486,364	0.275
Exercised	(436,364)	0.275
Outstanding at March 31, 2024	8,160,000	0.46
Exercisable at March 31, 2024	8,010,000	0.46

On October 18, 2022, the Company granted 200,000 options to purchase common shares exercisable at $0.60 per share for five years to a consultant of the Company.

On January 5, 2023, the Company granted 1,000,000 options to purchase common shares exercisable at $0.35 per share for five years to the new President of the Company, Stephen Burega.

On November 6, 2023, the Company granted 1,186,364 options to purchase common shares exercisable at $0.275 per share for five years to consultants of the Company.

On February 8, 2024 the Company granted 300,000 options to purchase common shares exercisable at $0.275 per share for five years to consultants of the Company.

(expressed in Canadian dollars unless otherwise stated)

Number of stock options	Number exercisable	Remaining contractual life	Exercise price per share	Expiry date
510,000	510,000	16.1 months	$0.25	August 4, 2025
150,000	150,000	26.1 months	$0.91	June 3, 2026
750,000	375,000	31.2 months	$0.275	November 6, 2026
5,250,000	5,250,000	41.7 months	$0.50	September 21, 2027
200,000	200,000	42.6 months	$0.60	October 18, 2027
1,000,000	1,000,000	45.1 months	$0.35	January 4, 2028
300,000	150,000	58.3 months	$0.275	February 8, 2029
8,160,000	8,010,000			

The weighted average fair value of the options issued on September 21, 2022, was calculated as $0.39 per share option. The fair value was estimated at the date of grant using the Black-Scholes pricing model with the following assumptions: risk-free weighted-average interest rate of 3.35%, expected dividend yield of nil, expected volatility of 120.93 and expected life term of 60 months. Options that have been issued generally vest one-half immediately on the date of grant and one-half twelve months from the date of grant.

The weighted average fair value of the options issued on October 18, 2022, was calculated as $0.38 per share option. The fair value was estimated at the date of grant using the Black-Scholes pricing model with the following assumptions: risk-free weighted-average interest rate of 3.51%, expected dividend yield of nil, expected volatility of 120.61 and expected life term of 60 months.

The weighted average fair value of the options issued on November 6, 2023, was calculated as $0.235 per share option. The fair value was estimated at the date of grant using the Black-Scholes pricing model with the following assumptions: risk-free weighted-average interest rate of 4.3%, expected dividend yield of nil, expected volatility of 112.71 and expected life term of 36 months.

The weighted average fair value of the options issued on February 8, 2024, was calculated as $0.229 per share option. The fair value was estimated at the date of grant using the Black-Scholes pricing model with the following assumptions: risk-free weighted-average interest rate of 3.69%, expected dividend yield of nil, expected volatility of 122.48 and expected life term of 60 months.

(c) Warrants

On certain issuances of common shares, the Company grants warrants entitling the holder to acquire additional common shares of the Company, and the Company grants warrants as consideration for services associated with the placement of such common share issues. The following table provides the details of changes in the number of shares issuable on exercise of outstanding common share purchase warrants:

	Number of shares	Value $
Balance September 30, 2022	15,577,074	3,836,191
Private placement warrants issued	421,300	32,818
Warrants expired	(10,305,979)	(1,956,317)
Balance September 30, 2023	5,692,395	1,912,692
Warrants expired	(5,692,395)	(1,912,692)
Balance March 31, 2024	-	-

The fair value of the warrants issued in the year ended December 31, 2022 was estimated using the Black-Scholes option pricing model with the following assumptions: risk-free weighted-average interest of 3.01%, expected dividend yield of nil, average expected volatility of 98.55% and expected life term of 24 months. Under this method of calculation, the Company recorded $32,818 as the value of the warrants issued under this offering.

(expressed in Canadian dollars unless otherwise stated)

As at December 31, 2023 all of the warrants outstanding at year end expired unexercised.

The number of common shares outstanding on March 31, 2024, was 136,333,594. Taking into account outstanding share purchase options and warrants, the fully diluted number of common shares that could have been outstanding on March 31, 2024, was 144,693,594.

9. Flow-through share premium

Flow-through liabilities include the deferred premium portion of the flow-through shares issued. The following is a continuity schedule of the liability portion of the flow-through issuances.

	March 31, 2024, $	September 30, 2023, $
Balance at the beginning of the period	-	-
Liability incurred on flow-through shares issued	292,420	952,200
Settlement of liability through the expenditure of funds	(23,332)	(952,200)
Balance at the end of the period	269,088	-

10. Contributed surplus

A summary of changes in contributed surplus is:

	Amount $
Balance, September 30, 2022	6,011,936
Share-based payments	1,336,409
Warrants expired	1,956,317
Balance, September 30, 2023	9,304,662
Stock options exercised	(68,328)
Warrants expired	1,912,692
Share-based payments	236,848
Balance, March 31, 2024	11,385,874

11. Related party transactions

During the three and six months ended March 31, 2024, the Company incurred related party expenses totaling $122,563 (2023 - $135,137) and $222,513 (2023 – $199,900) respectively. These expenses related to management fees paid or payable to key management personnel; Tom Drivas, Chief Executive Officer, Stephen Burega, President from January 4, 2021, Frank van de Water, Chief Financial Officer, and office administration services paid to Romios Gold Resources Inc., a company with a number of common directors and officers. The amount charged for office administration services is included under office and general expenses. At March 31, 2024, $4,072 (2023 - $31,720) of accumulated related party expenditures was payable to the other officers and Romios Gold Resources Inc.

Key management personnel were not paid post-retirement benefits, termination benefits, or other long-term benefits during the six months ended March 31, 2024, and 2023.

During the three and six months ended March 31, 2024, the Company incurred expenses of $4,000 (2023 - $5,500) and $8,000 (2023 - $11,000) respectively for independent directors' fees. At March 31, 2024, $47,000 (2023 - $27,000) of accrued directors' fees was outstanding.

During the three and six months ended March 31, 2024, the Company incurred expenses of $13,191 (2023 - $21,140) and $47,332 (2023 - $66,277) respectively for legal fees, share issue costs and property acquisition costs to a law firm related to a director of the Company, William R. Johnstone. At March 31, 2024 $3,688 (2023 – $17,935) was payable to this related party.

(expressed in Canadian dollars unless otherwise stated)

On January 5, 2023, the Company granted 1,000,000 options to purchase common shares exercisable at $0.35 per share for five years to the new President of the Company, Stephen Burega.

As disclosed in Note 5, the Elliot Lake exploration properties were acquired from a related party that holds a 1% Uranium Production Payment Royalty and a 1% NSR Royalty on any precious or base metals payable provided that the price of uranium is greater than US$130 per pound.

12. Financial instruments and risk management

Categories of financial assets and liabilities

Under IFRS, financial instruments are classified into one of the following five categories: Fair value through profit and loss ("FVTPL"), held to maturity investments, loans and receivables, financial assets, and financial liabilities. The carrying values of the Company's financial instruments, including those held for sale are classified into the following categories:

	March 31 2024 $	September 30 2023 $
FVTPL(1)	**1,948,334**	2,193,753
Receivables (2)	**32,589**	209,344
Financial liabilities (3)	**236,147**	160,246

(1) Includes cash, committed cash and demand deposits and money market funds of a Canadian Chartered Bank.
(2) Includes accounts receivable related to HST and PST tax refunds.
(3) Includes accounts payable.

Financial Instruments

The carrying amounts for the Company's financial instruments approximate their fair values because of the short-term nature of these items.

Risks arising from financial instruments and risk management

The Company's activities expose it to a variety of financial risks: market risk (including interest rate risk and price risk), credit risk and liquidity risk. The Company's overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Company.

Carrying value of exploration and evaluation assets

The Company regularly reviews the carrying value of its properties to determine whether the cost of these assets will be recoverable from future cash flows or from the proceeds of their disposal. Assumptions underlying the cash flow estimates would include the forecasted prices for uranium and rare earth elements, planned production levels, and operating, capital, exploration, and reclamation costs, which are subject to risks and uncertainties. Management has determined that there is no impairment of the carrying value of its exploration properties.

14. Capital disclosures

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of exploration and evaluation assets. The capital of the Company consists of capital stock, warrants, and contributed surplus.

(expressed in Canadian dollars unless otherwise stated)

The properties in which the Company currently has an interest are in the exploration stage as such the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration

and pay for administrative costs, the Company will spend its existing working capital and will raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

The Company is not subject to externally imposed capital requirements.

15. Segment information

The Company operated in 2 geographic segments during the six months ended March 31, 2024 as disclosed below:

Country	Cash and cash equivalents	Receivables & prepaids	Exploration and evaluation Properties	Exploration camp and equipment	Accounts Payable	Deferred income tax	Profit (Loss)
Canada	$1,948,334	$252,964	$24,576,967	$475,854	$236,147	$2,906,103	$ (954,288)
Brazil	-	-	1,521,684	-	-	-	-
	$1,948,334	$252,964	$ 26,098,651	$475,854	$236,147	$2,906,103	$ (954,288)

16. Subsequent events

On May 10, 2024, the Company signed a non-binding memorandum of understanding with 15997356 Canada Inc. (the “Purchaser”) to option up to a 100% interest in the Company’s Elliot Lake uranium property. The transaction, which is subject to the parties entering into a Definitive Agreement, enables the Purchaser to earn a 51% interest in the property by paying the Company $25 million by October 31, 2024. The transaction is conditional upon the Purchaser providing the Company a financing commitment on or before July 9, 2024., failing which the Company can terminate the transaction.

If the Purchaser acquires a 51% interest in the property, the Purchaser and the Company will form a joint venture, and the Purchaser will have a period of thirty-six months (forty-eight months upon payment of $5 million to the Company) to obtain a bankable feasibility study with respect to the development of the property. Upon delivery of a bankable feasibility study, the Purchaser can acquire the remaining 49% interest in the property by making a payment of $50 million to the Company.

The Company will retain up to a 2% Uranium Production Payment Royalty and up to a 2% Net Smelter Returns Royalty, subject to the existing royalties on the Elliot Lake property.