

AVANTI GOLD CORP.
CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended July 31, 2024, and 2023

(Expressed in Canadian dollars)

NOTICE OF NO AUDITOR REVIEW

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

The accompanying unaudited condensed interim consolidated financial statements have been prepared by management and approved by the Audit Committee.

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

Avanti Gold Corp.

Condensed Interim Consolidated Statements of Financial Position

(Expressed in Canadian dollars)

	Note	July 31, 2024 (Unaudited) \$	April 30, 2024 (Audited) \$
ASSETS			
Cash		2,322	242,141
Tax receivable		14,448	11,327
Prepaid expenses	4	45,432	47,321
TOTAL ASSETS		62,202	300,789
LIABILITIES			
Accounts payable and accrued liabilities		3,985,856	3,785,062
Related party liabilities	8	15,411	15,411
Loans payable	5	865,000	725,000
Deferred consideration	6	2,761,800	2,749,200
TOTAL LIABILITIES		7,628,067	7,274,673
SHAREHOLDERS' DEFICIENCY			
Share capital	7	24,804,835	21,007,335
Contributed surplus	7	4,764,234	4,497,670
Accumulated other comprehensive income		1,187,270	1,232,695
Accumulated deficit		(35,957,957)	(31,391,577)
Attributable to shareholders		(5,201,618)	(4,653,877)
Non-controlling interest	11	(2,364,247)	(2,320,007)
TOTAL SHAREHOLDERS' DEFICIENCY		(7,565,865)	(6,973,884)
TOTAL LIABILITIES AND SHAREHOLDERS' DEFICIENCY		62,202	300,789

Nature of operations – Note 1

Going concern assumption – Note 1

Acquisition and exploration expenditures – Note 9

Subsequent events – Note 15

Approved on behalf of the Board of Directors on September 27, 2024

"Colin Porter" Director

"Mata Botima" Director

Avanti Gold Corp.

Condensed Interim Consolidated Statements of Loss and Comprehensive Loss

For the three months ended July 31, 2024, and 2023

(Expressed in Canadian dollars)

	Note	Three months ended	
		July 31, 2024	July 31, 2023
		\$	\$
EXPENSES			
Acquisition and exploration expenditures	9	3,837,359	5,465
Consulting fees	8	153,657	100,355
Corporate development		103,384	76,662
Insurance		2,016	2,994
Mineral property license fees		19,354	-
Office and miscellaneous		76,847	107,988
Professional fees	8	58,719	55,698
Registration and filing fees		-	1,189
Share-based compensation	7	294,064	559,798
Transfer agent fees		9,233	4,020
Travel expense		55,316	142,578
Website expense		-	827
Loss before other items		(4,609,949)	(1,057,574)
OTHER ITEMS			
Loss on foreign exchange		(671)	-
NET LOSS FOR THE YEAR		(4,610,620)	(1,057,574)
OTHER COMPREHENSIVE INCOME (LOSS):			
Exchange differences on translating foreign operations		(45,425)	13,823
NET COMPREHENSIVE LOSS FOR THE PERIOD		(4,656,045)	(1,043,751)
Net loss for the year attributable to:			
Shareholders of the Company		(4,611,805)	(958,906)
Non-controlling interest		(44,240)	(84,845)
		(4,656,045)	(1,043,751)
Basic and diluted comprehensive loss per share			
		(0.08)	(0.02)
Weighted average number of common shares outstanding			
		59,296,159	44,973,031

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

Avanti Gold Corp.

Condensed Interim Consolidated Statements of Changes in Shareholders' Deficiency

For the three months ended July 31, 2024, and 2023

(Expressed in Canadian dollars)

	Number of common shares	Share capital \$	Contributed surplus \$	Accumulated other comprehensive income \$	Accumulated deficit \$	Non- controlling interest \$	Total \$
Balance, April 30, 2023	43,549,118	20,260,711	2,880,629	415,641	(27,185,283)	(1,959,403)	(5,587,705)
Shares issued for exercise of warrants	1,562,500	328,125	-	-	-	-	328,125
Fair value of restricted share's exercised	62,500	41,250	(41,250)	-	-	-	-
Share-based compensation	-	-	559,798	-	-	-	559,798
Net loss for the period	-	-	-	-	(972,729)	(84,845)	(1,057,574)
Other comprehensive income	-	-	-	13,823	-	-	13,823
Balance, July 31, 2023	45,174,118	20,630,086	3,399,177	429,464	(28,158,012)	(2,044,248)	(5,743,533)
Balance, April 30, 2024	46,679,311	21,007,335	4,497,670	1,232,695	(31,391,577)	(2,320,007)	(6,973,884)
MTM Ltd acquisition	29,000,000	3,770,000	-	-	-	-	3,770,000
Fair value of restricted share's exercised	125,000	27,500	(27,500)	-	-	-	-
Share-based compensation	-	-	294,064	-	-	-	294,064
Other comprehensive loss	-	-	-	(45,425)	-	-	(45,425)
Net loss for the period	-	-	-	-	(4,566,380)	(44,240)	(4,610,620)
Balance, July 31, 2024	75,804,311	24,804,835	4,764,234	1,187,270	(35,957,957)	(2,364,247)	(7,565,865)

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

Avanti Gold Corp.

Consolidated Interim Consolidated Statements of Cash Flows

For the three months ended July 31, 2024, and 2023

(Expressed in Canadian dollars)

	2024	2023
	\$	\$
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss for the period	(4,610,620)	(1,057,574)
Items not affecting cash:		
MTM transaction – shares issued for acquisition	3,770,000	-
Share-based compensation	294,064	559,798
Net changes in non-cash working capital accounts		
Taxes receivables	(3,121)	(1,541)
Prepaid expenses	1,889	2,343
Accounts payable and accrued liabilities	200,794	(28,353)
Related party liabilities	-	6,000
Net cash used in operating activities	(346,994)	(519,327)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from loan payable	140,000	-
Proceeds from warrants exercised	-	328,125
Net cash provided by financing activities	140,000	328,125
Change in cash during the period	(206,994)	(257,579)
Effect on foreign exchange on cash	(32,825)	(66,377)
Cash, beginning of the period	242,141	281,038
CASH, END OF THE PERIOD	2,322	23,459

Supplemental disclosures with respect to cash flows – Note 10

Avanti Gold Corp.

Notes to the Condensed Interim Consolidated Financial Statements

For the period ended July 31, 2024, and 2023

(Expressed in Canadian dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

Avanti Gold Corp. (“AGC” or the “Company”) is a mineral exploration company working on a gold opportunity in the Democratic Republic of the Congo (“DRC”), located in the Fizi territory of South Kivu Province. The Company was incorporated on May 9, 2014, and on September 14, 2020, the Company changed its name from JDF Explorations Inc. to Valorem Resources Inc. and on April 21, 2023, the Company changed its name to Avanti Gold Corp. The Company is a publicly listed company on the Canadian Stock Exchange (“CSE”), trading under the symbol “AGC” and on the Frankfurt Stock Exchange under the symbol “X37”.

The head office and principal address is 2380 – 1055 West Hasting Street, Vancouver, British Columbia, V6E 2E9. The registered and records office of the Company is located at 2380 – 1055 West Hastings Street, Vancouver, British Columbia, V6E 2E9.

The continued operations of the Company are dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development of such properties, and the profitable production from or disposition of such properties.

Going Concern Assumption

These condensed interim consolidated financial statements have been prepared by management on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future.

The Company is in the process of exploring its exploration properties and it has not yet determined whether the mineral properties contain reserves that are economically recoverable. As at July 31, 2024, the Company had not advanced any properties to commercial production. During the period ended July 31, 2024, the Company incurred a net loss and comprehensive loss of \$4,656,045 (2023 - \$1,043,751) and, as of that date, had a deficit of \$35,957,957 (April 30, 2024 - \$31,391,577) and working capital deficiency of \$7,565,865 (April 30, 2024 - \$6,973,884). The Company's ability to continue its operations and to realize its assets at their carrying values is dependent upon obtaining additional financing and generating revenues sufficient to cover its operating costs. These factors form a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. In addition, if the Company is to advance or develop its projects, it will be necessary to obtain additional financing. Although management has been successful in the past in raising capital, there are no assurances that the Company will be successful raising capital in the future. The Company plans to do additional equity raising, when required, in order to obtain funding to meet on-going expenditures.

These consolidated financial statements do not give effect to the adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. Such adjustments could be material.

2. MATERIAL ACCOUNTING POLICIES AND BASIS OF PREPARATION

Statement of Compliance to International Financial Reporting Standards

These condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standards (“IAS”) 34 – Interim Financial Reporting. These condensed interim consolidated financial statements do not include all of the information required for annual financial statements and should be read in conjunction with the Company's audited consolidated financial statements for the year ended April 30, 2024, which were prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”).

These condensed interim consolidated financial statements have been prepared following the same accounting policies applied to the Company's audited April 30, 2024 consolidated financial statements. As at July 31, 2024, there is no change in the Company's significant account policies, and significant accounting judgements, estimates and assumptions unless otherwise noted.

Avanti Gold Corp.

Notes to the Condensed Interim Consolidated Financial Statements

For the period ended July 31, 2024, and 2023

(Expressed in Canadian dollars)

2. MATERIAL ACCOUNTING POLICIES AND BASIS OF PREPARATION

The preparation of the unaudited condensed interim consolidated financial statements in conformity with IFRS requires the Company's management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, revenues and expenses. Significant assumptions about the future and other sources of estimation uncertainty that management has made at the statement of financial position date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected.

The consolidated financial statements of the Company as at July 31, 2024 were approved and authorized for issue by the Board of Directors on September 27, 2024.

Basis of Measurement

These consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information. In addition, these consolidated financial statements have been prepared on the historical-cost basis, except for certain financial assets and financial liabilities.

Basis of Consolidation

These condensed interim consolidated financial statements incorporate the consolidated financial statements of the Company and the entities controlled by the Company. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. All intercompany transactions and balances have been eliminated.

The following material companies have been consolidated within these condensed interim consolidated financial statements:

Entity	Country of Incorporation	Voting Control	Functional Currency
Casa Mining Ltd.	Seychelles	99.43%	United States dollar
Regency Mining Ltd.	Seychelles	100%	United States dollar
Leda Mining Congo S.A.	Congo	73.84%	United States dollar
MTM Ltd	Seychelles	100%	United States dollar
1286492 BC Ltd.	Canada	100%	Canadian dollar

New accounting standards issued but not yet effective

Accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's condensed interim consolidated financial statements.

3. SHARE EXCHANGE AGREEMENT WITH MTM LTD.

On June 21, 2024, the Company entered into a share exchange agreement with MTM Ltd. ("MTM") to acquire 100% of MTM, a privately held arms-length company established under the laws of the Republic of Seychelles. MTM, with a local partner, holds rights to gold prospecting licenses in the Magisterial District of Molopo, South Africa along with cash on hand. The license rights cover an area of approximately 90 hectares ("ha"), located in the highly prospective Kraaipan Granite-Greenstone Belt terrain, which extends 400 kilometers ("km") from southern Botswana into the Northwest Province of South Africa. As consideration, the Company has issued 29,000,000 common shares.

Avanti Gold Corp.

Notes to the Condensed Interim Consolidated Financial Statements

For the period ended July 31, 2024, and 2023

(Expressed in Canadian dollars)

3. SHARE EXCHANGE AGREEMENT WITH MTM LTD. (CONTINUED)

The acquisition of MTM does not constitute a business combination because this entity does not meet the definition of a business under IFRS 3 – Business Combination. As a result, the transaction has been measured at the fair value of equity consideration issued to acquire these entities. The fair value of the consideration paid was determined based on the fair value of the assets received as determined based on IFRS 2 – Share Based Payments.

The following table summarizes the consideration paid and the allocation to the assets and liabilities acquired as at the date of acquisition:

Purchase price	\$
29,000,000 common shares	3,770,000
Total consideration paid	3,770,000
Advances from related parties	(63,250)
Liabilities acquired	(63,250)
Net exploration and evaluation expenditures	3,833,250

The fair value of total consideration paid has been determined using level one inputs.

4. PREPAID EXPENSES

	July 31, 2024	April 30, 2024
	\$	\$
Insurance	2,433	4,449
Legal	15,000	15,000
Other	27,999	27,872
Total	45,432	47,321

5. LOANS PAYABLE

On May 14, 2022, the Company entered into a Loan Agreement (the “Loan Agreement”) with K2 Principal Fund L.P (the “Lender”), whereby the Lender advanced \$450,000 (the “Loan”) to the Company. The Loan bears interest of 10% per annum, is unsecured and is due on November 15, 2022. During the year ended April 30, 2023, the Company recorded an interest expense of \$21,699 (2022 - \$Nil) and repaid \$250,000 of the principal. On December 22, 2022, the Company issued 764,478 Units with a fair value of \$502,652 and settled \$200,000 of principal and \$21,699 of interest. Each Unit consists of one common share and one share purchase warrant. Each share purchase warrant entitles the holder to purchase one additional common share with an exercise price of \$0.29 and expires two years from the date of issuance. The estimated fair value of the warrants was \$231,262 measured using the Black-Scholes Option Pricing Model with the following assumptions: share price \$0.355; exercise price - \$0.29; expected life - 2 years; volatility – 194%; dividend yield - \$0; and risk-free rate – 3.83%. The Company recorded a loss on loan settlement of \$280,953. As at April 30, 2024 this loan has been fully settled.

During the year ended April 30, 2024, and three months ended July 31, 2024, the Company assumed debt of \$725,000 and \$140,000 respectively owed to a consultant of the Company. The loan is non-interest bearing, unsecured and due on demand.

6. DEFERRED CONSIDERATION

The Company’s subsidiary, Casa Mining Ltd., entered into a share repurchase agreement with Tremont Master Holdings. The Company repurchased and cancelled all of the 2,271,265 class “A” shares held by Tremont Master Holdings. As consideration, the Company agreed to pay US \$2,000,000 by January 2020. As at July 31, 2024, the Company is in negotiation to settle this balance of \$2,761,800 (US \$2,000,000).

Avanti Gold Corp.

Notes to the Condensed Interim Consolidated Financial Statements

For the period ended July 31, 2024, and 2023

(Expressed in Canadian dollars)

7. SHARE CAPITAL

Authorized share capital

Unlimited number of voting common shares without par value.

Issued and outstanding

On July 31, 2024, the Company had 75,804,311 (April 30, 2024 – 46,679,311) common shares outstanding.

Share Consolidation

Effective July 22, 2022, the Company consolidated the common shares of the Company on the basis of thirty-five (35) pre-consolidation shares for one (1) post-consolidation share.

Share issuances

Share issuances during the three months ended July 31, 2024

On June 21, 2024, the Company entered into a share exchange agreement with MTM Ltd to acquire 100% of MTM, as consideration, the Company has issued 29,000,000 common shares (Note 3).

On July 25, 2024, the Company issued 125,000 shares from the exercise of RSU's. \$27,500 was transferred from contributed surplus to share capital.

Share issuances during the year ended April 30, 2024

On October 4, 2023, the Company issued 285,000 common shares from the exercise of warrants for total proceeds of \$59,850.

On September 14, 2023, the Company issued 170,000 common shares from the exercise of warrants for total proceeds of \$35,700.

On August 31, 2023, the Company issued 285,715 common shares from the exercise of warrants for total proceeds of \$60,000.

On August 15, 2023, the Company issued 764,478 common shares from the exercise of warrants for total proceeds of \$221,699.

On June 15, 2023, the Company issued 62,500 shares from the exercise of RSU's. \$41,250 was transferred from contributed surplus to share capital.

On May 10, 2023, the Company issued 1,562,500 common shares from the exercise of warrants for total proceeds of \$328,125.

Stock options

In November 2022, the Company approved a stock option plan which authorizes the Directors to grant options to directors, officers, key employees and others who are in a position to contribute to the future success and growth of the Company. Options granted under the plan have a maximum term of ten years and typically vest on the grant date or at terms to be determined by the directors at the time of grant.

The following is a summary of the Company's stock option activity:

Avanti Gold Corp.

Notes to the Condensed Interim Consolidated Financial Statements

For the period ended July 31, 2024, and 2023

(Expressed in Canadian dollars)

7. SHARE CAPITAL (CONTINUED)

	Number of stock options	Weighted average exercise price \$
Balance, April 30, 2023	4,282,857	0.89
Granted	1,735,000	0.22
Balance, April 30, 2024	6,017,857	0.70
Balance, July 31, 2024	6,017,857	0.70
Exercisable, July 31, 2024	3,691,607	0.92

As of July 31, 2024, the Company had stock options outstanding to acquire common shares of the Company as follows:

Expiry date	Number of stock options	Exercise Price \$
March 20, 2026	4,100,000	0.51
April 21, 2026	57,143	7.70
May 27, 2026	125,714	10.15
February 8, 2029	1,735,000	0.22
	6,017,857	0.70

On February 15, 2024, the Company granted a total of 1,735,000 stock options (“Options”) to purchase common shares of the Company to certain consultants pursuant to the Company’s Stock Option Plan. Such Options are exercisable into common shares of the Company at an exercise price of \$0.22 per common share for a period of five years from the date of grant. The Options vest 1/4 immediately and 1/4 bi-annually thereafter. All of the Options expire on February 8, 2029. The estimated fair value of the options was \$367,538 measured using the Black-Scholes Option Pricing Model with the following assumptions: share price \$0.22; exercise price - \$0.22; expected life - 5 years; volatility – 183%; dividend yield - \$0; and risk-free rate – 3.56%.

For the year ended April 30, 2024, the Company recorded share-based compensation of \$1,232,387. For the quarter ended July 31, 2024, the Company recorded a further share-based compensation of \$161,782.

Restricted stock units

The following is a summary of the Company’s restricted stock units activity:

	Number of stock options	Fair value at grant date (\$)
Balance, April 30, 2023	-	-
Granted June 15, 2023	250,000	0.51
Granted February 8, 2023	2,600,000	0.22
Exercised	(62,500)	0.51
Balance, April 30, 2024	2,787,500	
Exercised	(125,000)	0.51
Balance, July 31, 2024	2,662,500	
Exercisable, July 31, 2024	806,250	

On July 25, 2024, the Company issued 125,000 shares from the exercise of RSU's. \$27,500 was transferred from contributed surplus to share capital.

Avanti Gold Corp.

Notes to the Condensed Interim Consolidated Financial Statements

For the period ended July 31, 2024, and 2023

(Expressed in Canadian dollars)

7. SHARE CAPITAL (CONTINUED)

On February 15, 2024, the Company has issued a total of 2,600,000 restricted share units (“RSUs”) to certain consultants of the Company in accordance with the Company’s Omnibus Equity Incentive Plan and subject to the consultants’ continued service with the Company. Once vested, each RSU represents the right to receive one common share of the Company or the equivalent cash value thereof at the Company’s discretion. The RSUs will vest in four equal installments: 25% on February 8, 2024; 25% on August 8, 2024; 25% on February 8, 2025; and the remaining 25% on August 8, 2025.

On June 15, 2023, the Company issued 62,500 shares from the exercise of RSU’s. \$41,250 was transferred from contributed surplus to share capital.

On June 15, 2023, the Company issued 250,000 restricted stock units “RSUs” to Blue Sky Trading and Consulting Ltd. that will vest 62,500 units each on June 15, 2023, July 15, 2023, August 15, 2023, and September 15, 2023.

For the three months ended July 31, 2024, the Company recorded share-based compensation of \$132,282 (April 30, 2024 - \$425,904).

Share purchase warrants

The following is a summary of the Company’s warrant activity:

	Number of warrants	Weighted average exercise price (\$)
Balance, April 30, 2023	17,352,710	0.23
Exercised	(3,067,693)	0.23
Balance, April 30, 2024	14,285,017	0.23
Balance, July 31, 2024	14,285,017	0.23

As of July 31, 2024, the Company had warrants outstanding and exercisable to acquire common shares of the Company as follows:

Expiry date	Number of warrants	Exercise Price \$
September 2, 2024	1,806,785	0.21
September 22, 2024	6,937,500	0.21
October 7, 2024	5,516,875	0.21
October 25, 2024	23,857	14.00
Total	14,285,017	0.23

8. RELATED PARTY TRANSACTIONS

Key management personnel are the Directors and Officers of the Company. Certain key management personnel provide services through companies that they control. The following transactions are in the normal course of operations and are measured at their exchange amount, which is the amount agreed upon by the transacting parties.

The following are the transactions with related parties during the three months ended July 31, 2024, and 2023:

Avanti Gold Corp.

Notes to the Condensed Interim Consolidated Financial Statements

For the period ended July 31, 2024, and 2023

(Expressed in Canadian dollars)

8. RELATED PARTY TRANSACTIONS (CONTINUED)

	Three months ended	
	July 31, 2024	July 31, 2023
	\$	\$
Consulting fees to CEO	71,333	-
Consulting fees to previous director and CEO	-	66,111
Professional fees to CFO	-	6,000
	71,333	72,111

The following amounts, which are unsecured and non-interest bearing, are reported in accounts payable and accrued liabilities, and related party liabilities:

	July 31, 2024	April 30, 2024
	\$	\$
Due to previous CEO	15,411	15,411
Due to CEO*	71,333	-
	86,744	15,411

*Amounts are included in accounts payable and accrued liabilities

9. ACQUISITION AND EXPLORATION EXPENDITURES

Acquisition and exploration expenditures for the three months ended July 31, 2024, and for the year ended April 30, 2024, were as follows:

	Misisi Gold Project	Kraaipan Project	Total Costs
	\$	\$	\$
Exploration expenditures	4,109	-	4,109
Acquisition (Note 3)	-	3,833,250	3,833,250
Balance, July 31, 2024	4,109	3,833,250	3,837,359
Exploration expenditures	24,434	-	24,434
Balance, April 30, 2024	24,434	-	24,434

Exploration expenditures for the three months ended July 31, 2024 were as follows:

	Misisi Gold Project
	\$
Roads	4,109
Exploration expenditures, July 31, 2024	4,109

Exploration expenditures for the year ended April 30, 2024 were as follows:

Avanti Gold Corp.

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For the period ended July 31, 2024, and 2023

(Expressed in Canadian dollars)

9. ACQUISITION AND EXPLORATION EXPENDITURES (CONTINUED)

	Misisi Gold Project
	\$
Geochemistry	533
Geological	8,372
Roads	15,529
Exploration expenditures, April 30, 2024	24,434

Management has determined that due to uncertainty on future recoverability of its mineral exploration and evaluation assets, acquisition and exploration costs are expensed as incurred.

Kraaipan Gold Project, Republic of Seychelles

On June 21, 2024, the Company entered into a share exchange agreement with MTM Ltd. ("MTM") to acquire 100% of MTM, a privately held arms-length company established under the laws of the Republic of Seychelles. MTM, with a local partner, holds rights to gold prospecting licenses in the Magisterial District of Molopo, South Africa along with cash on hand. The license rights cover an area of approximately 90 hectares ("ha"), located in the highly prospective Kraaipan Granite-Greenstone Belt terrain, which extends 400 kilometers ("km") from southern Botswana into the Northwest Province of South Africa. As consideration, the Company has recorded, during the period ended July 31, 2024, a net expense of \$3,833,250.

Misisi Gold Project, Democratic Republic of the Congo ("DRC")

On December 22, 2022, the Company entered into a share exchange agreement with Regency Mining Ltd. ("Regency") to acquire 100% of Regency, a private corporation existing under the laws of Seychelles. Regency owns a 99.43% interest in Casa Mining Ltd. ("Casa"), and indirectly through its ownership of Casa, owns a 73.84% interest in Leda Mining Congo S.A. ("Leda"). Leda owns an interest in and to the Misisi Gold Project ("Gold Project") located in the Fizi territory of South Kivu province, in the DRC. The Gold Project covers 133 square kilometers on three contiguous mining licenses, valid until 2045. As consideration, the Company has recorded, during the year ended April 30, 2023, a net expense of \$12,293,693.

10. SUPPLEMENTAL DISCLOSURES WITH RESPECT TO CASH FLOWS

The Company's significant non-cash transactions during the three months ended July 31, 2024, were as follows:

- On July 25, 2024, the Company issued 125,000 shares from the exercise of RSU's. \$27,500 was transferred from contributed surplus to share capital.
- On June 21, 2024, the Company entered into a share exchange agreement with MTM Ltd to acquire 100% of MTM, as consideration, the Company has issued 29,000,000 common shares.

The Company's significant non-cash transactions during the year ended April 30, 2024, were as follows:

- On February 8, 2024, the Company issued 2,600,000 restricted stock options with a fair value of \$572,000 pursuant to consultants of the Company.
- On June 15, 2023, the Company issued 62,500 shares from the exercise of RSU's. \$41,250 was transferred from contributed surplus to share capital.
- On June 15, 2023, the Company issued 250,000 restricted stock options with a fair value of \$165,000 pursuant to the Blue-Sky Trading Agreement.

Avanti Gold Corp.

Notes to the Condensed Interim Consolidated Financial Statements

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(Expressed in Canadian dollars)

11. NON-CONTROLLING INTEREST

The following table summarizes the information related to the Company's subsidiary Leda Mining Congo S.A.

Non-controlling interest as at July 31, 2024:

	Leda Mining Congo S.A. \$
Ending Balance April 30, 2023	(1,959,403)
Net loss and comprehensive loss attributable to non-controlling interest	(360,604)
Ending Balance April 30, 2024	(2,320,007)
Net loss and comprehensive loss attributable to non-controlling interest	(44,240)
Ending Balance July 31, 2024	(2,364,247)

12. SEGMENTED INFORMATION

As at July 31, 2024, the Company's operations are located in Canada, Seychelles and DRC. As at July 31, 2024, the Company had assets and liabilities located as follows:

	Canada \$	Seychelles \$	DRC \$	Total \$
ASSETS				
Cash	1,864	-	458	2,322
Receivables	14,448	-	-	14,448
Prepaid expenses	17,433	-	27,999	45,432
LIABILITIES				
Accounts payable and accrued liabilities	1,301,605	63,250	2,621,001	3,985,856
Loan payable	865,000	-	-	865,000
Related party liabilities	15,411	-	-	15,411
Deferred Consideration	-	-	2,761,800	2,761,800

As at April 30, 2024, the Company's operations are located in Canada and DRC. As at April 30, 2024, the Company had assets and liabilities located as follows:

	Canada \$	DRC \$	Total \$
ASSETS			
Cash	230,167	11,974	242,141
Receivables	11,327	-	11,327
Prepaid expenses	19,449	27,872	47,321
LIABILITIES			
Accounts payable and accrued liabilities	1,347,564	2,437,498	3,785,062
Loan payable	725,000	-	725,000
Related party liabilities	15,411	-	15,411
Deferred Consideration	-	2,749,200	2,749,200

During the three months ended July 31, 2024, the Company had the following losses:

Avanti Gold Corp.

Notes to the Condensed Interim Consolidated Financial Statements

For the period ended July 31, 2024, and 2023

(Expressed in Canadian dollars)

12. SEGMENTED INFORMATION (continued)

	Expenses in Canada	Expenses in Seychelles	Expenses in DRC	Total
Acquisition and exploration expenditures	-	3,833,250	4,109	3,837,359
Other income and expenses	572,978	-	245,708	818,686
Net loss	572,978	3,833,250	249,817	4,656,045

During the year ended April 30, 2024, the Company had the following losses:

	Expenses in Canada	Expenses in DRC	Total
Acquisition and exploration expenditures	-	24,434	24,434
Other income and expenses	1,902,709	1,822,701	3,725,410
Net loss	1,902,709	1,847,135	3,749,844

13. CAPITAL MANAGEMENT

The Company manages its capital structure and adjusts it, based on the funds available to the Company, in order to support the acquisition, exploration, and development of resource properties. The aforementioned exploration and evaluation work will require additional financial resources. 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 Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company is not subject to externally imposed capital requirements. There were no changes in the Company's approach to capital management during the three months ended July 31, 2024 and the year ended April 30, 2024.

14. FINANCIAL RISK MANAGEMENT

The Company is exposed to minimal financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

i. Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts and other receivables. The Company's cash is deposited in a bank account held with a major bank in Canada. As most of the Company's cash is held by a bank there is a concentration of credit risk. This risk is managed by using major banks that are high-quality financial institutions as determined by rating agencies. Management believes that its credit risk is not significant.

ii. Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they become due. The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments. On July 31, 2024, the Company had a cash balance of \$2,322 (April 30, 2024 - \$242,141) to settle current liabilities of \$7,628,067 (April 30, 2024 - \$7,274,673). All the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

Avanti Gold Corp.

Notes to the Condensed Interim Consolidated Financial Statements

For the period ended July 31, 2024, and 2023

(Expressed in Canadian dollars)

14. FINANCIAL RISK MANAGEMENT

iii. Currency Risk

As at July 31, 2024, a portion of the Company's financial assets and liabilities held in Canadian dollars and United States dollar consist of cash and cash equivalents, accounts payable and accrued liabilities and deferred consideration. The Company's objective in managing its foreign currency risk is to minimize its net exposure to foreign currency cash flows by transacting, to the greatest extent possible, with third parties in the functional currency. The Company is exposed to currency rate risk in other comprehensive loss, relating to foreign subsidiaries which operate in a foreign currency.

As at July 31, 2024, the Company has determined that a 5% change in US dollars against the Canadian dollar on financial assets and liabilities would result in an increase or decrease of approximately \$190,688 for the three months ended July 31, 2024 (July 31, 2023 - \$180,182) to net loss and comprehensive loss.

iv. Commodity Price Risk

The Company is subject to price risk from fluctuations in the market prices of commodities as it relates to the possible underlying values of its commodity based mineral properties and the corresponding ability to raise funds for future operations. Management closely monitors commodity prices to determine the appropriate course of action to be taken in its investing and financing activities. As the Company has not yet developed commercial mineral interests, it is not exposed to significant commodity price risk.

v. Interest Rate Risk

The Company has a short term non- interest bearing loan. The Company is not currently exposed to significant interest rate risk.

15. SUBSEQUENT EVENTS

Subsequent to the quarter ending July 31, 2024, on August 20, 2024, the Company closed the first tranche of its private placement. The Company issued an aggregate of 4,099,000 units at a price of \$0.125 per Unit for aggregate gross proceeds of \$512,375. Each Unit is comprised of one common share in the share capital of the Company and one common share purchase warrant. Each warrant entitles its holder to purchase one additional common share at a price of \$0.20 for a period of 24 months until August 20, 2026. All common shares and warrants issued pursuant to the offering are subject to a hold period of four months plus one day from the date of issuance of the offered securities being December 21, 2024. In connection with the closing of the first tranche of the placement, the Company will pay finders fees of \$8,706 in cash. No finders' securities were issued.

The proceeds of the Private Placement will be used for exploration on the Misisi Gold Project and general working capital purposes.

On September 26, 2024, Avanti announced that it has issued a total of 6,500,000 RSUs to certain directors, officers and consultants of the Company in accordance with the Company's Omnibus Equity Incentive Plan. The RSUs will be subject to certain vesting provisions. Once vested, each RSU represents the right to receive one common share of the Company or the equivalent cash value thereof, at the Company's discretion.