DEEPROCK MINERALS INC.

Financial Statements

For the Years Ended November 30, 2023 and 2022

(Expressed in Canadian dollars)

SATURNA GROUP
CHARTERED PROFESSIONAL ACCOUNTANTS LLP
Suite 1605, 1166 Alberni Street
Vancouver, BC Canada V6E 3Z3

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of DeepRock Minerals Inc.

We have audited the financial statements of DeepRock Minerals Inc. (the "Company"), which comprise the statement of financial position as at November 30, 2023 and 2022, and the statements of operations and comprehensive loss, changes in shareholders' equity, and cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at November 30, 2023 and 2022, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the financial statements, which indicates that the Company has not generated any revenues and incurred negative cash flow of $84,937 from operations during the year ended November 30, 2023 and, as of that date, the Company has a working capital deficit of $345,443 and an accumulated deficit of $4,953,629. As stated in Note 1 of the financial statements, these events or conditions along with other matters, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended November 30, 2023. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Except for the matter described in the *Material Uncertainty Related to Going Concern* section of our report, we have determined that there are no key audit matters to communicate in our report.

Other Information

Management is responsible for the other information. The other information comprises the information included in the Management's Discussion and Analysis, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information, and in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter of when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Henry Chow.

Saturna Group LLP

Saturna Group Chartered Professional Accountants LLP

Vancouver, Canada

April 2, 2024

DEEPROCK MINERALS INC.
Statements of Financial Position
(Expressed in Canadian dollars)

	November 30, 2023 $	November 30, 2022 $
Assets		
Current		
Cash	15,637	97,074
Amounts receivable	22,251	50,444
Total Current Assets	37,888	147,518
Exploration and evaluation assets (Note 3)	366,000	331,000
Total Assets	403,888	478,518
Liabilities		
Current		
Accounts payable and accrued liabilities (Note 8)	374,681	319,441
Loan payable (Note 4)	8,650	8,650
Total Liabilities	383,331	328,091
Shareholders' Equity		
Share capital (Note 5)	4,258,805	3,855,455
Share-based payment reserve (Note 5)	715,381	532,231
Share subscriptions received (Note 5)	–	528,000
Deficit	(4,953,629)	(4,765,259)
Total Shareholders' Equity	20,557	150,427
Total Liabilities and Shareholders' Equity	403,888	478,518

Nature of Business and Continuing Operations (Note 1)
Subsequent Event (Note 13)

Approved and authorized for issue by the Board of Directors on April 2, 2024:

"Andrew Lee"	*"Tom Christoff"*
Andrew Lee, Director	Tom Christoff, Director

DEEPROCK MINERALS INC.
Statements of Operations and Comprehensive Loss
(Expressed in Canadian dollars)

	For the year ended November 30, 2023 $	2022 $
Operating expenses		
Consulting fees (Note 8)	120,049	302,121
Exploration expenditures (Note 3)	9,594	142,137
Impairment of exploration and evaluation assets (Note 3)	20,000	1,625,000
Investor relations	30,500	34,685
Office and miscellaneous	1,399	2,383
Professional fees	21,776	15,153
Rent (Note 8)	12,000	12,000
Transfer agent and filing fees	16,935	18,066
Travel	–	25,266
Total administrative and operating expenses	232,253	2,176,811
Net loss before other item	(232,253)	(2,176,811)
Other item		
Write off of accounts payable	43,883	–
Net loss and comprehensive loss for the year	(188,370)	(2,176,811)
Basic and diluted net loss per common share	(0.00)	(0.03)
Weighted average number of common shares outstanding	87,667,977	76,936,512

(The accompanying notes are an integral part of these financial statements)

DEEPROCK MINERALS INC.
Statements of Changes in Shareholders' Equity
(Expressed in Canadian dollars)

	Share Capital					
	Number of Shares	Amount	Share - based payment reserve	Share Subscriptions Receivable	Deficit	Total Shareholders' Equity
		$	$	$	$	$
Balance, November 30, 2021	74,845,580	3,729,780	532,231	–	(2,588,448)	1,673,563
Flow-through units issued for cash	2,285,000	125,675	–	–	–	125,675
Share subscriptions received	–	–	–	528,000	–	528,000
Net loss for the year	–	–	–	–	(2,176,811)	(2,176,811)
Balance, November 30, 2022	77,130,580	3,855,455	532,231	528,000	(4,765,259)	150,427
Units issued for cash	12,210,000	427,350	183,150	(528,000)	–	82,500
Finder's fees paid in cash	–	(24,000)	–	–	–	(24,000)
Net loss for the year	–	–	–	–	(188,370)	(188,370)
Balance, November 30, 2023	89,340,580	4,258,805	715,381	–	(4,953,629)	20,557

(Expressed in Canadian dollars)

	For the year ended November 30, 2023	2022
	$	$
Operating activities		
Net loss	(188,370)	(2,176,811)
Adjustment for non-cash items:		
Write off of accounts payable	(43,883)	–
Impairment of exploration and evaluation assets	20,000	1,625,000
Changes in non-cash working capital components:		
Amounts receivable	28,193	(18,951)
Accounts payable and accrued liabilities	99,123	82,292
Net cash used in operating activities	(84,937)	(488,470)
Investing activities:		
Exploration and evaluation asset costs	(55,000)	(80,000)
Net cash used in investing activities	(55,000)	(80,000)
Financing activities		
Proceeds from issuance of shares	82,500	125,675
Share subscriptions received	–	528,000
Share issuance costs	(24,000)	–
Net cash provided by financing activities	58,500	653,675
Change in cash	(81,437)	85,205
Cash, beginning of the year	97,074	11,869
Cash, end of the year	15,637	97,074

1. Nature of Business and Continuing Operations

1020647 B.C. Ltd. (the "Company" or "DeepRock") was incorporated on December 1, 2014 in the province of British Columbia pursuant to the British Columbia Business Corporations Act. On March 6, 2017, the Company changed its name to DeepRock Minerals Inc. On November 14, 2018, the Company completed its initial public offering and commenced trading on the Canadian Securities Exchange on November 16, 2018 under the symbol "DEEP". The Company is a mineral exploration and development company. The head office and principal office of the Company is located at Suite 1518, 800 West Pender Street; Vancouver, BC V6C 2V6.

These financial statements have been prepared on the 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. During the year ended November 30, 2023, the Company has not generated any revenues and has incurred negative cash flow of $84,937 from operations. As at November 30, 2023, the Company has a working capital deficit of $345,443 and an accumulated deficit of $4,953,629. The Company's ability to continue as a going concern is dependent upon its ability to generate and maintain future profitable operations or obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. Management is of the opinion that sufficient working capital will be obtained from external financing to meet the Company's liabilities and commitments as they become due, although there is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company. These factors indicate the existence of a material uncertainty that may cast significant doubt on the ability of the Company to continue as a going concern. These financial statements do not reflect any adjustments that may be necessary if the Company is unable to continue as a going concern and such adjustments could be material.

2. Significant Accounting Policies

(a) Statement of compliance and basis of presentation

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. The financial statements have been prepared on a historical cost basis. The financial statements are presented in Canadian dollars, which is the Company's functional currency.

(b) Use of estimates and judgments

The preparation of these financial statements in conformity with IFRS requires management to make certain estimates, judgments, and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. These financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future years. These estimates are based on historical experience, current and future economic conditions, and expectations of future events that are believed to be reasonable under the circumstances. Actual outcomes could differ from these estimates.

Significant areas requiring the use of estimates include the recoverability of exploration and evaluation assets, and unrecognized deferred income tax assets.

The Company's assessment of whether the going concern assumption is appropriate requires management to evaluate all available information about the future, which is at least, but not limited to, 12 months from the end of the reporting period. The Company is aware that material uncertainties related to events or conditions may cast significant doubt upon the Company's ability to continue as a going concern.

2. Significant Accounting Policies (continued)

(b) Use of estimates and judgments (continued)

The application of the Company's accounting policy for exploration and evaluation assets requires judgment in determining whether it is likely that future economic benefits are likely either from future exploitation or sale or where activities have not reached a stage which permits a reasonable assessment of the existence of reserves. The deferral policy requires management to make certain estimates and assumptions about future events or circumstances, in particular whether an economically viable extraction operation can be established. Estimates and assumptions made may change if new information becomes available.

(c) Exploration and evaluation expenditures

The Company records its interests in mineral properties and areas of geological interest at cost. All direct and indirect costs related to the acquisition of these interests are capitalized on the basis of specific claim blocks or areas of geological interest until the properties to which they relate are placed into production, sold, or management has determined there to be an impairment in value. These costs will be depleted using the unit-of-production method based on the estimated proven and probable reserves available on the related property following commencement of production.

The amounts shown for mineral properties represent costs, net of write-offs, option proceeds and recoveries, and do not necessarily reflect present or future value. Recoverability of these amounts will depend upon the existence of economically recoverable reserves, the ability of the Company to obtain financing necessary to complete development, and future profitable production. The Company reviews the carrying values of mineral properties when there are any events or change in circumstances that may indicate impairment. Where estimates of future cash flows are available, an impairment charge is recorded if the estimated undiscounted future net cash flows expected to be generated by the property is less than the carrying amount. An impairment charge is recognized by the amount by which the carrying amount of the property exceeds the fair value of the property exceeds the fair value of the property.

(d) Mineral exploration and development costs

Exploration costs are charged to operations as incurred. When it has been established that a mineral deposit is commercially mineable and a decision has been made to formulate a mining plan (which occurs upon completion of a positive economic analysis of the mineral deposit), the costs subsequently incurred to develop the mine on the property prior to the start of the mining operations are capitalized.

(e) Reclamation and remediation provisions

The Company recognizes a provision for statutory, contractual, constructive, or legal obligations associated with decommissioning of mining operations and reclamation and rehabilitation costs arising when environmental disturbance is caused by the exploration or development of mineral properties, plant, and equipment. Provisions for site closure and reclamation are recognized in the period in which the obligation is incurred or acquired, and are measured based on expected future cash flows to settle the obligation, discounted to their present value. The discount rate used is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability including risks specific to the countries in which the related operation is located.

When an obligation is initially recognized, the corresponding cost is capitalized to the carrying amount of the related asset in exploration and evaluation assets. These costs are depleted using either the unit of production or straight-line method depending on the asset to which the obligation relates.

The obligation is increased for the accretion and the corresponding amount is recognized as a finance expense. The obligation is also adjusted for changes in the estimated timing, amount of expected future cash flows, and changes in the discount rate. Such changes in estimates are added to or deducted from the related asset except where deductions are greater than the carrying value of the related asset in which case, the amount of the excess is recognized in the statement of operations.

2. Significant Accounting Policies (continued)

(e) Reclamation and remediation provisions (continued)

Due to uncertainties concerning environmental remediation, the ultimate cost to the Company of future site restoration could differ from the amounts provided. The estimate of the total provision for future site closure and reclamation costs is subject to change based on amendments to laws and regulations, changes in technology, price increases, changes in interest rates, and as new information concerning the Company's closure and reclamation obligations becomes available.

(f) Financial instruments

Classification and measurement – initial recognition

On initial recognition, all financial assets and liabilities are classified and recorded at fair value, net of attributable transaction costs, except for financial assets and liabilities classified as at fair value through profit or loss ("FVTPL").

Classification and measurement – subsequent to initial recognition

Subsequent measurement of financial assets and liabilities depends on their classification and measurement basis.

Financial Assets

Subsequent to initial recognition, financial assets are measured at amortized cost, fair value through other comprehensive income, or fair value through profit or loss, depending on the business model in which a financial asset is managed and its contractual cash flow characteristics.

A financial asset is measured at amortized cost if both of the following conditions are met:

a) the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A financial asset shall be measured at fair value through other comprehensive income if both of the following conditions are met:

a) the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that do not meet the above conditions are classified as fair value through profit or loss. The Company's cash is measured at amortized cost.

Financial Liabilities

Subsequent to initial recognition, financial liabilities are measured at amortized cost, unless designated as fair value through profit or loss. The Company's accounts payable and accrued liabilities and loan payable are measured at amortized cost.

Impairment of Financial Assets

The Company applies the ECL model to its financial assets measured at amortized cost. Under the ECL model, loss allowances are measured on either of the following bases:

- 12-month ECLs: these are ECLs that result from possible default events within the 12 months after the reporting date; and
- lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument.

2. Significant Accounting Policies (continued)

(f) Financial instruments (continued)

Upon recognition of a financial asset, 12-month ECLs are recognized in the statement of operations and a loss allowance is established. At each reporting date, if the credit risk associated with a financial asset has increased significantly and is not considered low, lifetime ECLs are recognized in the statement of operations.

(g) Income taxes

Current income tax

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in the statement of operations. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred income tax

Deferred income tax is provided using the statement of financial position method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable income will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

(h) Foreign currency translation

The functional and reporting currency is the Canadian dollar. Transactions denominated in foreign currencies are translated using the exchange rate in effect on the transaction date or at an average rate. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange in effect at the statement of financial position date. Non-monetary items are translated using the historical rate on the date of the transaction. Foreign exchange gains and losses are included in the statement of operations.

(i) Share-based payments

The grant date fair value of share-based payment awards granted to employees is recognized as share-based compensation expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognized as an expense is based on the number of awards that do meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

2. Significant Accounting Policies (continued)

(i) Share-based payments (continued)

Where equity instruments are granted to parties other than employees, they are recorded by reference to the fair value of the services received. If the fair value of the services received cannot be reliably estimated, the Company measures the services received by reference to the fair value of the equity instruments granted, measured at the date the counterparty renders service.

All equity-settled share-based payments are reflected in share-based payment reserve, unless exercised. Upon exercise, shares are issued from treasury and the amount reflected in share-based payment reserve is credited to share capital, adjusted for any consideration paid.

(j) Flow-through shares

The resource expenditure deductions for income tax purposes related to exploration and development activities funded by flow-through share arrangements are renounced to investors in accordance with Canadian tax legislation. On issuance, the premium recorded on the flow-through share, being the difference in price over a common share with no tax attributes, is recognized as a liability. As expenditures are incurred, the deferred income tax liability associated with the renounced tax deductions is recognized through the statement of operations with a pro-rata portion of the deferred premium.

(k) Warrants

When the Company issues private placement units, the value attributed to the warrants is measured using the residual method. This method allocates value first to the more easily measurable component based on fair value and the residual to the less easily measurable component, if any. The Company considers the fair value of its shares to be the more easily measurable component and is value with reference to the market price. The residual value is attributed to the warrants, and recorded as a separate component of equity.

(l) Loss per share

The Company presents basic and diluted loss per share data for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the year. Diluted loss per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive. As at November 30, 2023, the Company had 41,595,000 (2022 – 34,385,000) potentially dilutive shares.

(m) Reclassification

Certain financial statement accounts have been reclassified in the current year to conform to current accounting policies.

(n) Recent accounting pronouncements

The Company early adopted the amended IAS 1, *Presentation of Financial Statements*, which requires entities to disclose their material accounting policy information, instead of significant accounting policies. The amendments are effective for annual reporting periods beginning on or after January 1, 2023, with early application permitted. The early adoption of IAS 1 did not result in a material impact to the Company's financial statements.

Certain other pronouncements have been issued by the IASB, or the IFRS Interpretations Committee that are not mandatory for the current period and have not been early adopted. Management has assessed that there are no future accounting pronouncements that are expected to have a material impact on the Company in the current or future reporting periods.

(Expressed in Canadian dollars)

3. Exploration and Evaluation Assets

	Ralleau Property $	Golden Gate Property $	Lugar Property $	Esperança Property $	Total $
Acquisition costs:					
Balance, November 30, 2021	187,000	59,000	5,000	-	251,000
Additions	-	70,000	10,000	-	80,000
Balance, November 30, 2022	187,000	129,000	15,000	-	331,000
Additions	-	-	-	55,000	55,000
Impairment	(20,000)	-	-	-	(20,000)
Balance November 30, 2023	167,000	129,000	15,000	55,000	366,000

During the year ended November 30, 2022, the Company recorded an impairment loss of $1,350,000 on the Romanium Property and $275,000 on the Dragon Valley Property as the Company has no intention of continuing work on those properties.

Exploration expenditures

The Lugar property is shown separately for acquisition purposes. However, it is combined with the Golden Gate Property for purposes of presenting exploration expenditures.

	Ralleau Property $	Golden Gate and Lugar Property $	Romanium Property $	Esperança Property $	Total $
Balance, November 30, 2021	392,399	119,244	9,802	-	521,445
Geological expenditures	-	142,137	-	-	142,137
Balance, November 30, 2022	392,399	261,381	9,802	-	663,582
Licenses	960	5,334	-	3,300	9,594
Balance, November 30, 2023	393,359	266,715	9,802	3,300	673,176

Ralleau Property

On April 5, 2017 (as amended on March 15, 2018, June 30, 2018, April 20, 2020, and March 12, 2021), the Company entered into an option agreement with Madoro Metals Corp (formerly Megastar Development Corp.) ("Madoro"), whereby Madoro granted the Company the right to acquire a 50% interest in and to the Ralleau Property located in the Quevillon area of Quebec. On April 20, 2020, the agreement was amended to defer the $75,000 payment due on April 5, 2020 to December 31, 2020. As compensation for the extension, the Company issued 300,000 common shares to Madoro.

In order to acquire the 50% interest in the Ralleau Property, the Company is required to pay $75,000 and issue 1,700,000 common shares of the Company as follows:

- $5,000 on or before the execution of this agreement (paid);
- $5,000 and issue 600,000 common shares on the earlier of the exchange listing date or August 31, 2018 (paid and issued);

3. Exploration and Evaluation Assets (continued)

Ralleau Property (continued)

- $5,000 and issue 200,000 common shares on or before April 5, 2018 (paid and issued);
- $10,000 and issue 400,000 common shares on or before April 5, 2019 (paid and issued);
- Issue 500,000 common shares on or before April 23, 2020 (issued); and
- $50,000 on or before March 31, 2021 (paid).

In addition, the Company is required to incur a minimum of $250,000 of exploration expenditures on the Ralleau Property as follows:

- $40,000 on or before May 30, 2017 (incurred);
- $15,000 on or before July 31, 2017 (incurred);
- $25,000 on or before October 31, 2018 (incurred);
- $50,000 on or before April 5, 2019 (incurred); and
- $120,000 on or before April 5, 2020 (incurred).

During the year ended November 30, 2023, the Company dropped 6 of the original 59 claims and recorded an impairment loss of $20,000 as a result of a decrease in the number of claims and area held by the Company.

Golden Gate Property

On June 24, 2019, the Company entered into an option agreement with George Willett ("Optionor") to acquire a 100% interest in 13 mineral claims situated in Gloucester County, Bathurst Mining Division, New Brunswick (the "Golden Gate Property"). In order to acquire the 100% interest, the Company is required to pay $170,000, issue 200,000 common shares of the Company, and incur $220,000 in exploration expenditures as follows:

Cash and share payments:

- Issue 200,000 common shares within 15 days of the approval of the agreement (issued);
- Pay $30,000 on or before August 22, 2020 (paid);
- Pay $40,000 on or before August 22, 2021 (paid);
- Pay $50,000 on or before August 22, 2022; (paid) and
- Pay $50,000 on or before August 22, 2023.

As at November 30, 2023, the Company owes $50,000 with respect to the final option payment and is currently in discussions with the Optionor with respect to the outstanding option payment.

At the Company's discretion, 50% of the cash payments can be paid out in shares based on the average share price of the last 10 trading days prior to the day the payment is made.

Exploration work commitment schedule:

- $40,000 in accumulated exploration expenditure on or before August 22, 2020 (incurred);
- $90,000 in accumulated exploration expenditure on or before August 22, 2021 (incurred);
- $150,000 in accumulated exploration expenditure on or before August 22, 2022 (incurred); and
- $220,000 in accumulated exploration expenditure on or before August 22, 2023 (incurred).

On December 22, 2020, the Company and the Optionor agreed to restructure the payment originally due on August 22, 2020 for $33,000, of which $11,000 was due prior to December 31, 2020 (paid), $11,000 was due on or before January 31, 2021 (paid), and $11,000 was due on or before March 1, 2021 (paid).

The option agreement is subject to a 2% net smelter return ("NSR"), of which the Company can purchase 1% of the NSR for $500,000.

3. Exploration and Evaluation Assets (continued)

Romanium Property

On November 18, 2020, the Company entered into a purchase and sale agreement with S.C. Romanium Metal SRL ("Romanium Metals") a Romanian company, to acquire a 100% interest in a land package situated in the Apuseni Mountains of western Romania's Bihor County ("Romanium Property") for $300,000 and the issuance of 15,000,000 common shares of the Company as follows:

- $150,000 within 10 days of the agreement ($10,000 was paid on or before November 30, 2020 and the balance of $140,000 was paid subsequent to November 30, 2020.;
- Issue 15,000,000 common shares upon execution of the agreement (issued);
- The balance of $150,000 in cash by the 10th business day following the closing of an equity financing of at least $250,000 in gross proceeds (paid).

In the event that the Company is able to establish or prove, in accordance with the National Instrument 43-101, one million tonnes of mineral resources in the "Inferred" category in the Romanium Property, the Company will issue an additional 10,000,000 common shares to Romanium Metals.

The agreement is subject to a 2% net smelter returns (NSR) royalty with the option of the Company to purchase one half of the NSR royalty from the vendor for $1,000,000.

As at November 30, 2022, an impairment loss on the capitalized costs of $1,350,000 has been recorded as the Company has not received permits for exploration, has not budgeted for any future exploration, and was uncertain as to whether future exploration on the property will be performed.

Dragon Valley Property

On August 31, 2021 the Company entered into an agreement with Augustine Trading Professionals SRL ("Augustine") to acquire 100% interest in a exploration property located in Romania's northern Apuseni Mountains, approximately 5 km NE from the Company's Romanium Property. The Company is required to:

- Make a cash payment of $275,000 on signing (paid); and
- Issue 9,000,000 common shares when the exploration license is granted to the Company;

The Company will issue an additional 9,000,000 common shares to Augustine upon the acceptance for filing of an independent resource estimate of no less than 1,000,000 ounces of gold with a minimum cut-off grade of 1 gpt in accordance with NI 43-101. The agreement is subject to a 2% NSR royalty with the option of the Company to purchase 1% of the NSR for $1,000,000.

As at November 30, 2022, an impairment loss on the capitalized costs of $275,000 has been recorded as the Company has not received permits for exploration, had not budgeted for any future exploration, and was uncertain as to whether future exploration on the property will be performed.

Lugar Property

On July 22, 2021, the Company entered into an option agreement with Gerard Roy and Rose Hannan to acquire a 100% interest in the Lugar Property, a mineral claim package comprising 112 contiguous claim blocks that adjoin and surround the northern border of the Company's Golden Gate Project.

The Company's option to acquire a 100% interest in the Property over a 4-year period consist of cash payments of $120,000, and minimum accumulative expenditures of $225,000 in exploration work in accordance with the following schedule:

- Pay $5,000 within 5 days of the agreement's execution date (paid);
- Pay $10,000 (paid) and incur minimum expenditures of $25,000 (incurred) by July 22, 2022;
- Pay $25,000 and incur minimum expenditures of $25,000 by July 22, 2023;
- Pay $35,000 and incur minimum expenditures of $75,000 by July 22, 2024; and
- Pay $45,000 and incur minimum expenditures of $100,000 by July 22, 2025.

3. Exploration and Evaluation Assets (continued)

Lugar Property (continued)

As at November 30, 2023, the Company owes $25,000 in option payments and the agreement is in default. The Company is currently working with the optionor to rectify the outstanding option payment.

The vendor retains a 1.25% NSR and the Company has an option to purchase 0.5% of the NSR for $1,000,000. The Company has the option to purchase the remaining 0.75% of the NSR at any time from the vendor at an agreed upon price.

Esperança Property

On February 8, 2023, the Company entered into an option agreement with BHBC Exploraçăo Mineral Ltda. and RTB Geologia E Mineraçăo Ltda ("BHBC") to acquire a 100% interest in the Esperança Property, located in Brazil's Minas Gerais State, for cash payments of $100,000, issuance of 200,000 common shares of the Company, and minimum accumulative exploration expenditures of $200,000 in accordance with the following schedule:

- Pay $25,000 within 5 days of the agreement's execution date (paid);
- Issue 100,000 shares within 5 days of the agreement's execution date (not issued – waiting for BHBC on instructions to register the shares);
- Pay $25,000 (paid) and issue 100,000 shares due October 1, 2023 (not issued – waiting for BHBC on instructions to register the shares);
- Incur $200,000 in exploration expenditures before September 20, 2024; and
- Pay $50,000 before September 20, 2025.

The vendor retains a 2% NSR and the Company has an option to purchase 1% of the NSR for $500,000. As part of the acquisition, the Company paid a finder's fee of $5,000 to a non-related party.

4. Loan Payable

As at November 30, 2023, the Company owed $8,650 (2022 - $8,650) to a non-related party which is non-interest bearing, unsecured, and due on demand.

5. Share Capital

Authorized: 500,000,000 common shares without par value.

Shares issued during the year ended November 30, 2023:

On January 19, 2023, the Company completed a non-brokered offering for 12,210,000 units at a price of $0.05 per unit for proceeds of $610,500. Each unit consisted of one common share of the Company and one transferrable share purchase warrant, where each warrant entitles the holder to purchase an additional common share at a price of $0.06 per share expiring on January 19, 2025. Included in the offering was the issuance of 1,600,000 units to officers of the Company for proceeds of $80,000. As part of the unit offering under the residual method, the Company allocated $183,150 to the share purchase warrants, which is recorded in share-based payment reserve, and paid finders' fees of $24,000.

Shares issued during the year ended November 30, 2022:

On December 31, 2021, the Company issued 2,285,000 flow-through units of the Company at $0.055 per unit for proceeds of $125,675. Each flow-through unit consisted of one flow-through common share and one share purchase warrant which entitles the holder to purchase an additional (non flow-through) common share at $0.07 per share expiring on December 31, 2023. As a result of the unit offering, it was determined that the fair value of the stand-alone common share within the flow-through unit was below the market price on the date of issuance, and there was no flow-through share premium..

(Expressed in Canadian dollars)

5. Share Capital (continued)

As at November 30, 2022, the Company received subscription proceeds of $528,000 relating the a non-brokered offering that closed in January 2023.

6. Share Purchase Warrants

The following table summarizes the continuity of the Company's share purchase warrants:

	Number of warrants	Weighted average exercise price $
Balance, November 30, 2021	27,100,000	0.06
Issued	2,285,000	0.07
Balance, November 30, 2022	29,385,000	0.06
Issued	12,210,000	0.06
Balance, November 30, 2023	41,595,000	0.06

As at November 30, 2023, the following share purchase warrants were outstanding:

Number of warrants	Number of years remaining	Exercise Price $	Expiry date
2,285,000	0.08	0.06	December 31, 2023
27,100,000	0.18	0.06	February 4, 2024
12,210,000	1.14	0.07	January 19, 2025
41,595,000	0.47	0.06	

7. Stock Options

The Company has adopted an incentive stock option plan (the "Option Plan") which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with the applicable stock exchange's requirements, grant to directors, officers, employees and consultants to the Company, non-transferable options to purchase common shares. Pursuant to the Option Plan, the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares of the Company. Options granted under the Option Plan can have a maximum exercise term of 10 years from the date of grant. Vesting terms will be determined at the time of grant by the Board.

The following tables summarizes the continuity of the Company's stock options:

	Number of options	Weighted average exercise price $
Outstanding, November 30, 2021 and 2022	5,000,000	0.10
Expired	(5,000,000)	0.10
Outstanding, November 30, 2023	–	–

(Expressed in Canadian dollars)

8. Related Party Balances and Transactions

As at November 30, 2023 and 2022, the following amounts due to related parties were included in accounts payable and accrued liabilities:

	2023 $	2022 $
Owing to a company controlled by the Chief Executive Officer ("CEO")	103,767	16,767
Owing to a company controlled by the Chief Financial Officer ("CFO")	59,736	12,000
Owing to a company controlled by a director	6,000	6,000
Total owing to related parties	169,503	34,767

During the years ended November 30, 2023 and 2022, the Company incurred the following transactions with related parties:

	2023 $	2022 $
Consulting fees to a company controlled by the CEO	60,000	60,000
Consulting fees to a company controlled by the current CFO	48,000	42,000
Consulting fees to a company controlled by a director	-	7,500
Rent to a company controlled by the CEO	12,000	12,000
Total expenses for related parties	120,000	121,500

9. Capital Management

The Company manages its capital to maintain its ability to continue as a going concern and to provide returns to shareholders and benefits to other stakeholders. The capital structure of the Company consists of cash and equity comprised of issued share capital and share-based payment reserve.

The Company manages its capital structure and makes adjustments to it in light of economic conditions. The Company, upon approval from its Board of Directors, will balance its overall capital structure through new share issuances or by undertaking other activities as deemed appropriate under the specific circumstances.

The Company is not subject to externally imposed capital requirements and the Company's overall strategy with respect to capital risk management remains unchanged from the year ended November 30, 2022.

10. Financial Instruments and Risk Management

Fair Values

Fair value measurements are classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 - valuation based on quoted prices in active markets for identical assets or liabilities;
- Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair values of financial instruments, which include cash, accounts payable and accrued liabilities, and loan payable, approximate their carrying values due to the relatively short-term maturity of these instruments.

(Expressed in Canadian dollars)

10. Financial Instruments and Risk Management (continued)

Credit Risk

Credit risk is the risk of potential loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash. The Company limits its exposure to credit risk by only investing cash with high-credit quality financial institutions. The carrying amount of these financial assets represents the maximum credit exposure.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company raising debt or equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs.

Foreign Exchange Rate Risk

The Company is not currently exposed to significant foreign exchange rate risk.

Interest Rate Risk

The Company is not exposed to significant interest rate risk as it does not have any liabilities with variable rates.

Price Risk

The Company is exposed to price risk with respect to commodity prices. The Company's ability to raise capital to fund exploration and development activities is subject to risks associated with fluctuations in the market price of commodities.

11. Segmented Information

The Company operates in the mineral exploration and development industry and has two geographic segments, being Canada and Brazil.

November 30, 2023

	Canada $	Brazil $	Total $
Exploration and evaluation assets	311,000	55,000	366,000

November 30, 2022

	Canada $	Brazil $	Total $
Exploration and evaluation assets	331,000	–	331,000

(Expressed in Canadian dollars)

12. Income Taxes

The tax effect (computed by applying the Canadian federal and provincial statutory rates) of the significant temporary differences, which comprise of deferred income tax assets and liabilities, are as follows:

	2023 $	2022 $
Canadian statutory income tax rate	27%	27%
Income tax recovery at statutory rate	(51,000)	(588,000)
Tax effect of:		
Permanent differences and other	(6,000)	(35,000)
True up of prior year differences	34,000	–
Change in unrecognized deferred income tax assets	23,000	623,000
Income tax provision	–	–

The significant components of deferred income tax assets and liabilities are as follows:

	2023 $	2022 $
Deferred income tax assets		
Non-capital losses carried forward	642,000	595,000
Share issuance costs	5,000	3,000
Exploration and evaluation assets	591,000	617,000
Total gross deferred income tax assets	1,238,000	1,215,000
Unrecognized deferred income tax assets	(1,238,000)	(1,215,000)
Net deferred income tax asset	–	–

As at November 30, 2023, the Company has non-capital losses carried forward of $2,378,426 which are available to offset future years' taxable income. These losses expire as follows:

	$
2035	6,881
2036	11,024
2037	135,356
2038	258,519
2039	484,642
2040	305,612
2041	561,660
2042	438,545
2043	176,187
	2,378,426

The Company also has available mineral resource related expenditure pools totalling $2,556,224, which may be deducted against future taxable income on a discretionary basis.

13. Subsequent Events

(a) On March 20, 2024, the Company signed an agreement with Allied Critical Metals Corp. ("ACM") to acquire a 10% net profit stream of the Vila Verde Tungsten Tin Project ("Vila Verde") in Portugal, a test plant that processes stockpiled tungsten mineralized material, for a period of ten years. Under the terms of the agreement, the Company's revenues from the project be the greater of: (i) 10% of net profits of the project; or (ii) $500,000 per year, commencing when the test plan is operating at an optimal level.

As consideration for the 10% net profit stream, the Company will pay $1,000,000 to ACM by April 30, 2024. If the Company fails to make the payment within the deadline, ACM has a right to convert the balance owing into common shares of the Company at a conversion price of $0.10 per share. The agreement is subject to a final signed definitive agreement, as well as applicable securities laws and the policies of the Canadian Stock Exchange.

(b) On March 20, 2024, the Company announced its intention to complete a non-brokered private placement of up to 25,000,000 units at $0.02 per unit for proceeds of $500,000. Each unit is comprised of one common share and one-half of one share purchase warrant, where each full share purchase warrant is exercisable into an additional common share at $0.06 per share for a period of two years from the date of issuance. The private placement is expected to close in April 2024. As of the date of this report, the Company has received subscription commitments of 4,750,000 units for proceeds of $95,000.