VOLTA METALS LTD.
(formerly Cashbox Ventures Ltd.)

Condensed Interim Consolidated Financial Statements

For the three and nine months ended September 30, 2024 and 2023

(Unaudited – Prepared by Management)

(Expressed in Canadian dollars)

VOLTA METALS LTD.

Notice of Disclosure of Non-auditor Review of the Condensed Interim Consolidated Financial Statements for the three and nine months ended September 30, 2024 and 2023

Pursuant to National Instrument 51-102 *Continuous Disclosure Obligations*, part 4, subsection 4.3(3)(a) issued by the Canadian Securities Administrators, if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim consolidated financial statements of Volta Metals Ltd. (formerly Cashbox Ventures Ltd.) for the interim periods ended September 30, 2024 and 2023, have been prepared in accordance with International Accounting Standard 34 *Interim Financial Reporting,* as issued by the International Accounting Standards Board, and are the responsibility of management.

The independent auditors, Davidson & Company LLP, have not performed a review of these unaudited condensed interim consolidated financial statements.

November 18, 2024

VOLTA METALS LTD. (formerly Cashbox Ventures Ltd.)
Condensed Interim Consolidated Statements of Financial Position
(Unaudited - Expressed in Canadian dollars)
As at,

	Note	September 30, 2024	December 31, 2023
		$	$
ASSETS			
Current			
Cash and cash equivalents		**343,833**	296,644
Receivables	**4**	**14,643**	176,992
Prepaid expenses		**26,554**	28,524
		385,030	502,160
Exploration and evaluation assets	**5**	**591,998**	675,572
Equipment	**6**	**63,186**	59,139
Total assets		**1,040,214**	1,236,871
LIABILITIES			
Current			
Accounts payable and accrued liabilities	**9**	**164,358**	114,005
Total liabilities		**164,358**	114,005
SHAREHOLDERS' EQUITY			
Share capital	**7(b)**	**4,322,723**	3,854,001
Equity reserves	**7(c)(d)**	**219,015**	164,573
Accumulated deficit		**(3,665,882)**	(2,895,708)
Total shareholders' equity		**875,856**	1,122,866
Total liabilities and shareholders' equity		**1,040,214**	1,236,871

Nature of operations and going concern (Note 1)
Subsequent events (Note 13)

Approved and authorized for issue on behalf of the Board of Directors:

/s/ *Kerem Usenmez*	/s/ *Brad Humphrey*
Director	Director

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

VOLTA METALS LTD. (formerly Cashbox Ventures Ltd.)
Condensed Interim Consolidated Statements of Loss and Comprehensive Loss
(Unaudited - Expressed in Canadian dollars)

	Note	Three months ended September 30, 2024	Three months ended September 30, 2023	Nine months ended September 30, 2024	Nine months ended September 30, 2023
		$	$	$	$
Expenses					
Depreciation	**6**	**4,176**	3,412	**11,253**	5,687
Directors' fees	**9**	**32,751**	33,718	**98,477**	79,081
Exploration and evaluation	**5**	**29,116**	440,545	**56,207**	525,594
General and administrative		**1,109**	5,258	**4,754**	14,273
Insurance		**6,684**	4,361	**16,907**	5,528
Management fees	**9**	**60,000**	70,250	**180,000**	205,750
Marketing and investor relations		**16,981**	24,576	**72,234**	34,589
Professional fees		**16,893**	60,767	**131,084**	85,199
Share-based compensation	**7(d)**	**4,073**	39,570	**54,442**	117,985
Transfer agent and filing fees		**4,614**	6,357	**21,749**	9,434
		176,397	688,814	**647,107**	1,083,120
Other items					
Interest expense	**9**	**-**	(551)	**(126)**	(3,284)
Interest income		**3,171**	384	**7,633**	384
Impairment of exploration and evaluation assets	**5**	**(88,574)**	(124,300)	**(130,574)**	(124,300)
Listing expense	**3**	**-**	-	**-**	(1,278,543)
Loss and comprehensive loss for the period		**(261,800)**	(813,281)	**(770,174)**	(2,488,863)
Loss per share					
Basic and diluted		**(0.01)**	(0.02)	**(0.02)**	(0.09)
Weighted average number of common shares					
Basic and diluted		**51,408,764**	38,183,546	**45,566,397**	27,364,752

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

VOLTA METALS LTD. (formerly Cashbox Ventures Ltd.)
Condensed Interim Consolidated Statements of Cash Flows
(Unaudited - Expressed in Canadian dollars)

	Note	2024	2023
		Nine months ended September 30,	
		$	$
Operating activities:			
Loss and comprehensive loss for the period		**(770,174)**	(2,488,863)
Items not affecting cash:			
Depreciation		**11,253**	5,687
Share-based compensation		**54,442**	117,985
Impairment of exploration and evaluation assets		**130,574**	3,284
Listing expense		**-**	1,253,607
Changes in non-cash working capital:			
Receivables		**162,349**	(70,760)
Prepaid expenses		**1,970**	(19,500)
Accounts payable and accrued liabilities		**50,353**	124,782
Cash used in operating activities		**(359,233)**	(1,073,778)
Investing activities:			
Investing in exploration and evaluation assets		**(31,000)**	(17,300)
Purchase of equipment		**(15,300)**	(68,237)
Cash acquired on the reverse takeover	**3**	**-**	522,935
Cash paid for reverse takeover costs	**3**	**-**	(365,886)
Cash provided by (used in) investing activities		**(46,300)**	71,512
Financing activities:			
Proceeds from the issuance of common shares		**455,000**	1,550,000
Share issuance costs paid in cash		**(2,278)**	(18,000)
Proceeds from loan payable	**3**	**-**	250,000
Cash provided by financing activities		**452,722**	1,782,000
Net change in cash and cash equivalents		**47,189**	779,734
Cash and cash equivalents, beginning of period		**296,644**	16,478
Cash and cash equivalents, end of period		**343,833**	796,212
Cash and cash equivalents consist of:			
Cash		**343,833**	1,550,960
Cash equivalents		**-**	15,000
		343,833	1,565,960
Supplemental cash flow information:			
Income taxes paid		**-**	-
Interest paid		**-**	-
Issuance of common shares in the reverse takeover	**3**	**-**	1,487,524
Issuance of common shares for settlement of accounts payable	**3**	**-**	125,000
Issuance of common shares for shareholder loans	**3**	**-**	75,000
Issuance of warrants in the reverse takeover	**3**	**-**	1,066
Issuance of options in the reverse takeover	**3**	**-**	12,235
Issuance of common shares for exploration and evaluation assets	**5,7**	**16,000**	202,700

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

VOLTA METALS LTD. (formerly Cashbox Ventures Ltd.)
Condensed Interim Consolidated Statements of Changes in Shareholders' Equity
(Expressed in Canadian dollars, except number of shares)

	Number of shares	Share capital	Equity reserves	Accumulated deficit	Total shareholders' equity
	#	$	$	$	$
Balance, December 31, 2022	**12,200,000**	**122,000**	**-**	**(16,243)**	**105,757**
Common shares issued for reverse takeover	14,875,235	1,487,524	13,301	-	1,500,825
Share restructuring in connection with reverse takeover	(7,224,840)	-	-	-	-
Common share issued in private placement	17,500,000	1,750,000	-	-	1,750,000
Share issuance costs	-	(18,000)	-	-	(18,000)
Common shares issued under property option agreement:					
Falcon Lake West	431,655	86,331	-	-	86,331
Swole Lake	200,000	40,000	-	-	40,000
Root	167,866	13,429	-	-	13,429
White Lights	95,923	7,674	-	-	7,674
Wakeman	200,000	32,000	-	-	32,000
Share-based compensation	-	-	117,985	-	117,985
Loss and comprehensive loss for the period	-	-	-	(2,488,863)	(2,488,863)
Balance, September 30, 2023	**38,445,839**	**3,520,958**	**131,286**	**(2,505,106)**	**1,147,138**
Flow-through common shares issued in private placement	1,100,000	220,000	-	-	220,000
Flow-through premium liability	-	(110,000)	-	-	(110,000)
Share issuance costs	-	(15,957)	-	-	(15,957)
Common shares issued under property option agreement:					
Crescent Lake	140,000	14,000	-	-	14,000
Falcon West	2,000,000	200,000	-	-	200,000
White Lights	227,273	25,000	-	-	25,000
Issuance of warrants under exploration agreement	-	-	7,611	-	7,611
Share-based compensation	-	-	25,676	-	25,676
Loss and comprehensive loss for the period	-	-	-	(390,602)	(390,602)
Balance, December 31, 2023	**41,913,112**	**3,854,001**	**164,573**	**(2,895,708)**	**1,122,866**

	Number of shares	Share capital	Equity reserves	Accumulated deficit	Total shareholders' equity
	#	$	$	$	$
Balance, December 31, 2023	**41,913,112**	**3,854,001**	**164,573**	**(2,895,708)**	**1,122,866**
Common shares issued in private placement	9,100,000	455,000	-	-	455,000
Share issuance cost	-	(2,278)	-	-	(2,278)
Commons shares issued for Falcon West Extension	400,000	16,000	-	-	16,000
Share-based compensation	-	-	54,442	-	54,442
Loss and comprehensive loss for the period	-	-	-	(770,174)	(770,174)
Balance, September 30, 2024	**51,413,112**	**4,322,723**	**219,015**	**(3,665,882)**	**875,856**

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

1. NATURE OF BUSINESS AND GOING CONCERN

Volta Metals Ltd. (the "Company" or "Volta") (previously known as Cashbox Ventures Ltd.) was incorporated under the laws of British Columbia on April 3, 2018. The Company's head office and principal address is 130 King St. West, Suite 3680, Toronto, Ontario, M5X 1B1. The Company is listed on the Canadian Securities Exchange (the "CSE") under the symbol "VLTA" (previously "CBOX.X") and the Frankfurt Stock Exchange under the symbol "D0W".

The Company's principal business activities include the acquisition and exploration of mineral property assets. The Company is considered to be in the exploration stage with respect to its interests in exploration and evaluation assets. The recoverability of the amounts comprising exploration and evaluation assets is dependent upon the confirmation of economically recoverable reserves, the ability of the Company to obtain the necessary financing to successfully complete their exploration and development, and future profitable production.

On May 30, 2023, the Company completed a reverse takeover transaction whereby Volta (then known as Cashbox Ventures Ltd.) and LiCAN Exploration Inc. ("LiCAN") entered into a transaction whereby Volta acquired all of the outstanding shares of LiCAN (Notes 1(a) and 3).

On January 1, 2024, LiCAN amalgamated with Volta Metals Ltd.

a) Reverse takeover transaction ("RTO Transaction")

LiCAN was a privately held mineral exploration company incorporated on April 19, 2022, in the province of Ontario pursuant to the *Business Corporations Act* (Ontario). LiCAN had a portfolio of lithium exploration properties under option in northwestern Ontario.

On March 27, 2023, LiCAN entered into a definitive agreement with Volta whereby Volta would acquire all of the issued and outstanding common shares of LiCAN in exchange for common shares of Volta (the "RTO Transaction"). As consideration for the LiCAN shares, Volta issued shares to LiCAN shareholders on the basis of approximately 0.41 Volta shares for each LiCAN share. Pursuant to the RTO Transaction, Volta issued an aggregate of 4,975,160 Volta shares to LiCAN shareholders. In connection with the completion of the RTO Transaction, all of the directors, except one, and all of the officers of Volta, resigned. The RTO Transaction constituted a reverse takeover acquisition for accounting purposes whereby LiCAN acquired Volta. For accounting purposes, LiCAN (the legal subsidiary) is treated as the accounting acquirer, and Volta (the legal parent) is treated as the accounting acquiree in these consolidated financial statements, which are presented as the continuation of the financial statements of LiCAN. The comparative figures are those of LiCAN prior to the reverse takeover acquisition. Volta's results of operations are included from the transaction date, May 30, 2023.

Effective May 30, 2023, the RTO Transaction closed whereby Volta issued 4,975,160 common shares to LiCAN's shareholders (Note 3). In connection with the completion of the RTO Transaction, Volta cancelled 2,808,546 stock options and 509,704 warrants, resulting in 299,078 stock options and 150,000 warrants remaining.

Concurrent with the RTO Transaction, the Company completed a consolidation of its common shares on a ten-for-one basis. All share and per share amounts have been retrospectively adjusted to reflect the consolidation. Any references to common shares are on a post-consolidation basis. The number of warrants and stock options and their exercise prices have been retrospectively adjusted to reflect the effects of the consolidation. In addition, in connection with the RTO Transaction, the Company completed a non-brokered private placement of 17,500,000 common shares at a price of $0.10 per share for gross proceeds of $1,750,000. On the completion of the RTO Transaction, Cashbox Ventures Ltd. changed its name to Volta Metals Ltd.

b) Going concern

The Company's principal business activities include the acquisition and exploration of mineral property assets. The Company is in the exploration stage with respect to its interests in exploration and evaluation assets. The recoverability of the amounts comprising exploration and evaluation assets is dependent upon the confirmation of economically recoverable reserves, the ability of the Company to obtain the necessary financing to successfully complete their exploration and development, and future profitable production.

These unaudited condensed interim consolidated financial statements for the three and nine months ended September 30, 2024 and 2023 (the "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 September 30, 2024, the Company had not yet achieved profitable operations and had accumulated losses of $3,665,882 (December 31, 2023 - $2,895,708) since inception and expects to incur further losses in the development of its business. The continuing operations of the Company are dependent upon obtaining the necessary financing to meet the Company's commitments as they become due and its ability to finance future exploration and development of potential business acquisitions, economically recoverable reserves, securing and maintaining title and beneficial interest in the properties, and upon future profitable production. Failure to continue as a going concern would require that assets and liabilities be recorded at their liquidation values, which may differ materially from their carrying values. These financial statements do not include adjustments that would be necessary should the Company be unable to continue as a going concern.

2. BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES

a) Statement of compliance and basis of measurement

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"), including International Accounting Standard ("IAS") 34 – Interim Financial Reporting. These financial statements should be read in conjunction with the Company's annual financial statements for the year ended December 31, 2023, which have been prepared in accordance with IFRS. The accounting policies and methods of application adopted are consistent with those disclosed in Note 3 of the Company's annual consolidated financial statements for the year ended December 31, 2023.

The financial statements have been prepared on a historical cost basis, except for certain financial instruments that have been measured at fair value, as disclosed in Note 3 of the Company's annual consolidated financial statements for the year ended December 31, 2023.

These financial statements were approved by the Board of Directors and authorized for issue on November 18, 2024.

b) Critical accounting estimates and judgments

The preparation of financial statements requires management to exercise significant judgments in applying the Company's accounting policies and make estimates 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. Estimates and assumptions are reviewed on an ongoing basis and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual future outcomes could differ from present estimates and assumptions, which may require material adjustments to the Company's financial statements. Revisions to accounting estimates are accounted for prospectively.

Significant judgments exercised by management in applying the Company's accounting policies that have the most significant effect on the amounts recognized in the financial statements are as follows:

i. Going concern presentation

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. Management assesses the Company's ability to continue as a going concern at each reporting date using all quantitative and qualitative information available. This assessment, by its nature, relies on estimates and assumptions of future cash flows and other events (Note 1(b)). Subsequent changes could materially impact the validity of the assessment.

ii. Acquisition accounting

The Company accounted for the RTO Transaction as a reverse takeover transaction. Significant judgement was required to determine that the application of this accounting treatment was appropriate for the RTO Transaction. The primary determination that Volta was not considered a business under IFRS 3 *Business Combinations* was that Volta did not have inputs and substantive processes that can collectively contribute to the creation of outputs prior to the RTO Transaction.

iii. Control

At the time of the transaction, the legal parent assesses whether it has control over the acquiree. Control exists when the Company has power over an entity, when the Company is exposed or has rights to variable returns from the entity, and when the Company has the ability to affect those returns through its power over the entity. Where control exists, the Company consolidates the results of the acquired entity. In assessing the RTO Transaction, it was determined that control resides with LiCAN as the former board of directors became the majority board of directors of the combined entity, and the management of LiCAN continued control of Volta.

iv. Review of asset carrying values and impairment assessment

Significant assumptions about the future and other key sources of estimation uncertainty could have a significant risk of resulting in a material adjustment to the carrying amounts of the Company's assets and liabilities. In accordance with the Company's accounting policy, the Company's exploration and evaluation assets are evaluated every reporting period to determine whether there are any indications of impairment. If any such indication exists, which is often judgmental, a formal estimate of the recoverable amount is performed, and an impairment loss is recognized to the extent that the carrying amount exceeds the recoverable amount. The recoverable amount of an asset or cash-generating group of assets is measured at the higher of fair value less costs to sell, and value in use.

2. BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (continued)

b) Critical accounting estimates and judgments (continued)

The evaluation of asset carrying values for indications of impairment includes consideration of both external and internal sources of information, including such factors as market and economic conditions, metal prices and forecasts, future plans for the Company's mineral properties and mineral resources and/or reserve estimates.

The determination of fair value less costs to sell and value in use requires management to make estimates and assumptions about expected production, sales volumes, commodity prices, discount rates, mineral resources, operating costs, taxes, and future capital expenditures. The estimates and assumptions are subject to risk and uncertainty; hence, there is the possibility that changes in circumstances will alter these projections, which may impact the recoverable amount of the assets. In such circumstances, some or all of the carrying value of the assets may be further impaired or the impairment charge reversed with the impact recorded in profit or loss.

v. Valuation of the consideration shares issued pursuant to the RTO Transaction

The fair value of the consideration shares was estimated based on the financing completed concurrently to the RTO Transaction. Changes in the assumptions used to determine the fair value of the common shares can materially affect the fair value estimate.

vi. Share-based payments

Share-based payments are subject to fair value estimates using the Black-Scholes model. The Black-Scholes model uses significant assumptions such as volatility, interest rates, and expected life.

There are no new accounting pronouncements that would have a material effect on the financial statements.

3. REVERSE TAKEOVER TRANSACTION

Upon the closing of the RTO Transaction on May 30, 2023, as outlined in Note 1(a), the following occurred:

- Volta issued 4,975,160 common shares to LiCAN's shareholders for a total fair value of $1,487,524.
- Volta cancelled 2,808,546 stock options and 509,704 warrants, which resulted in 299,078 stock options and 150,000 warrants remaining.
- Transaction costs of $490,886 were incurred, which was allocated as part of the consideration.
- Volta completed a concurrent financing prior to the RTO Transaction whereby the Company issued 17,500,000 common shares of the Company for gross proceeds of $1,750,000 (Note 7(b)).

As a result of the RTO Transaction, LiCAN obtained control of the Company and is considered to have acquired the Company. The RTO Transaction constituted a reverse acquisition ("RTO") whereby LiCAN (the legal acquiree) assumed control of Volta (the legal acquirer) through the issuance of common shares and establishment of LiCAN's board of directors and management in order to assume the public listing of Volta.

These financial statements reflect the assets, liabilities, and operations of LiCAN since its incorporation and of the Company from April 19, 2022. Volta's results of operations are included from the transaction date, May 30, 2023.

Volta did not qualify as a business according to the definition in IFRS 3 *Business Combinations* as the significant inputs, processes, and outputs, that together constitute a business, did not exist in the Company at the time of acquisition. As a result, the RTO Transaction was considered to be within the scope of IFRS 2 *Share-based Payments,* where LiCAN was deemed to have issued shares in exchange for the Company's net assets and public listing. Accordingly, no goodwill or intangible assets were recorded with respect to the RTO Transaction, and the excess of consideration paid by LiCAN over net assets of Volta that were acquired has been recognized as a listing expense.

Net proceeds received by the Company on the concurrent closing of the financing was $1,550,000, as $200,000 in subscription receipts were used to settle $75,000 in accounts payable related to the RTO Transaction, settle the principal outstanding on two LiCAN shareholder loans totalling $75,000, and $50,000 as part of a $100,000 change of control payment (with an additional $50,000 paid in cash). Financing fees of $18,000 were also paid and recorded as share issue costs.

For accounting purposes, LiCAN (the legal subsidiary) has been treated as the accounting parent, and the Company (the legal parent) as the accounting subsidiary. The RTO Transaction was measured at the fair value of the equity instruments deemed to have been issued by LiCAN to acquire a 100% ownership interest in the Company. The fair value of the consideration paid by LiCAN, net of transaction costs, less the fair value of the net assets of the Company acquired by LiCAN, constitutes the listing expense and has been recorded in the statement of loss and comprehensive loss.

(Unaudited - Expressed in Canadian dollars)

3. REVERSE TAKEOVER TRANSACTION (continued)

A summary of the Company's fair value of assets acquired and liabilities assumed as well as the consideration paid as at the RTO date, is as follows:

	May 30, 2023
	$
Consideration paid:	
Common shares (14,875,235 shares at $0.10 per share)	1,487,524
Fair value of replacement warrants (Note 7(c))	1,066
Fair value of replacement stock options (Note 7(d))	12,235
Transaction costs	490,886
	1,991,711
Fair value of net assets acquired:	
Cash and cash equivalents	522,935
Receivables	57,587
Loan receivable(1)	250,000
Accounts payable and accruals	(117,354)
	713,168
Listing expense	**1,278,543**

(1) Upon completion of the RTO Transaction, the loan receivable was classified as an intercompany loan and eliminated on consolidation.

The RTO Transaction was measured at the fair value of the shares that LiCAN would have had to issue to the shareholders of Volta, being 14,875,235 common shares, to give the shareholders of the Company the same percentage equity interest in the combined entity that resulted from the RTO Transaction had it taken the legal form if LiCAN acquired the Company.

4 RECEIVABLES

The Company's receivables arise from goods and services tax ("GST") receivables due from the Canadian taxation authority.

	September 30, 2024	December 31, 2023
	$	$
GST receivable	**14,643**	176,992
	14,643	176,992

5. EXPLORATION AND EVALUATION ASSETS AND EXPENSES

During the nine months ended September 30, 2024 and the year ended December 31, 2023, the Company incurred the following acquisition costs that were capitalized to exploration and evaluation assets:

	Crescent Lake	Eau Claire	Falcon West	Junior Lake	Kim Lake	Root River	Store Lake	Wakeman	White Lights	Total
	$	$	$	$	$	$	$	$	$	$
Balance, December 31, 2022	14,000	900	58,367	-	15,000	54,300	15,000	-	20,000	177,567
Cash option payments	15,000	-	100,000	10,000	-	5,000	-	10,000	35,000	175,000
Common shares	14,000	-	286,331	40,000	-	13,429	-	32,000	32,674	418,434
Other	-	-	-	7,300	-	-	-	-	-	7,300
Impairment	-	-	-	-	(15,000)	(72,729)	(15,000)	-	-	(102,729)
Balance, December 31, 2023	**43,000**	**900**	**444,698**	**57,300**	**-**	**-**	**-**	**42,000**	**87,674**	**675,572**
Cash option payments	-	-	31,000	-	-	-	-	-	-	31,000
Common shares	-	-	16,000	-	-	-	-	-	-	16,000
Impairment	-	(900)	-	-	-	-	-	(42,000)	(87,674)	(130,574)
Balance, September 30, 2024	**43,000**	**-**	**491,698**	**57,300**	**-**	**-**	**-**	**-**	**-**	**591,998**

(Unaudited - Expressed in Canadian dollars)

5. EXPLORATION AND EVALUATION ASSETS AND EXPENSES (continued)

A summary of the Company's exploration and evaluation expenses is as follows:

	Three months ended September 30,		**Nine months ended September 30,**	
	2024	**2023**	**2024**	**2023**
	$	$	**$**	$
Crescent Lake	**-**	71,265	**4,473**	71,265
Eau Claire	**-**	-	**-**	250
Falcon West	**29,116**	288,606	**14,845**	313,249
Junior Lake	**-**	10,167	**22,776**	12,567
Kim Lake	**-**	10,024	**-**	35,085
Root River	**-**	5,319	**-**	17,105
Store Lake	**-**	6,021	**-**	18,740
Wakeman	**-**	14,249	**2,225**	14,249
White Lights	**-**	31,644	**5,563**	31,644
Other exploration projects	**-**	3,250	**6,325**	11,440
	29,116	440,545	**56,207**	525,594

a) Crescent Lake Project

On November 30, 2022, the Company entered into an option agreement (the "Crescent Lake Option Agreement"), under which the Company has the exclusive option to acquire a 100% interest in the Crescent Lake Project in northwestern Ontario, Canada (the "Crescent Lake Project").

Pursuant to the terms of the Crescent Lake Option Agreement, on December 1, 2022, the Company made an initial cash payment of $14,000. On November 24, 2023, as per the option agreement, the Company made a second cash payment of $15,000 and issued 140,000 common shares with a fair value of $0.10 per share for a value of $14,000 (Note 7(b)).

To exercise the option in full, the Company must make an additional $51,000 in cash payments over a two-year period. A summary of the obligations the Company must meet to exercise the Crescent Lake Option Agreement in full is as follows:

Due date (on or before)	**Cash payments**	**Share Issuance**
	$	$
December 5, 2022 (completed)	14,000	-
November 30, 2023 (completed, refer to Note 7(b))	15,000	14,000
November 30, 2024	21,000	-
November 30, 2025	30,000	-
	80,000	**14,000**

The Crescent Lake vendors retained a 1.5% net smelter return royalty ("NSR") over the project. The Company has the right at any time to repurchase 0.5% of the NSR for $600,000 in cash.

A summary of the Company's exploration and evaluation expenses on the Crescent Lake Project is as follows:

	Three months ended September 30,		**Nine months ended September 30,**	
	2024	**2023**	**2024**	**2023**
	$	$	**$**	$
Camp	**-**	3,625	**-**	3,625
Community engagement	**-**	5,000	**233**	5,000
Geological consulting	**-**	62,640	**4,240**	62,640
	-	71,265	**4,473**	71,265

b) Eau Claire Project

The Company has a 100% interest in various unpatented mining claims in northwestern Ontario, Canada, which are known as the "Eau Claire Project." In October 2022, the Company incurred $900 in staking costs to secure the project. The Company has only spent $250 on the Eau Claim Project claims since they were acquired and the capitalized costs of $900 were written off during the nine months ended September 30, 2024.

(Unaudited - Expressed in Canadian dollars)

5. EXPLORATION AND EVALUATION ASSETS AND EXPENSES (continued)

c) Falcon West Project

On November 25, 2022, the Company entered into an option agreement (the "Falcon West Option Agreement"), under which the Company has the exclusive option to acquire a 100% interest in the Falcon West project in northwestern Ontario, Canada (the "Falcon West Project").

To acquire a 100% interest in the Falcon West Project, the Company, over three years, must: (i) pay a total of $420,000 in cash; (ii) issue common shares having an aggregate value at the time of issuance equal to $1,090,000; and (iii) incur an aggregate minimum of $1,300,000 in exploration expenditures on the project.

In November 2022, the Company made an initial cash payment of $50,000, and in June 2023, issued 431,655 common shares at a fair value of $0.20 per share for a value of $86,331 (Note 7(b)). In November 2023, the Company made a cash payment of $100,000 and issued 2,000,000 common shares with a fair value of $0.10 per share for a value of $200,000 (Note 7(b)).

A summary of the obligations the Company must meet to exercise the Falcon West Option Agreement in full is as follows:

Due date (on or before)	**Exploration expenditures**	**Cash payments**	**Share issuance**
	$	$	$
November 30, 2022 (completed)	-	50,000	-
June 5, 2023 (completed, refer to Note 7(b))	-	-	90,000
November 25, 2023 (completed, refer to Note 7(b))	250,000	100,000	200,000
November 25, 2024	300,000	120,000	300,000
November 25, 2025	750,000	150,000	500,000
	1,300,000	**420,000**	**1,090,000**

The Company incurred $8,367 in legal expenses acquiring the Falcon West Project, which was capitalized as an acquisition cost to exploration and evaluation assets.

The Falcon West vendor retained a 1.5% NSR over the project. The Company has the right at any time to repurchase 1% of the NSR for $1,000,000 in cash.

In June 2024, the Company entered into an agreement to acquire mineral claims contiguous to the Falcon West Project. The Company paid $31,000 in cash and issued 400,000 common shares at a total fair value of $16,000 to acquire a 100% interest in the claims. Since these claims are contiguous to the Falcon West Project, they are considered one project. As part of the same transaction, the Company acquired the Lee Creek property, which is situated east of the Falcon West Project.

Subsequent to September 30, 2024, the Company announced that it had acquired a 100% interest in the strategic Zigzag Lithium property (the "Zigzag Project"), which is contiguous to the Falcon West Project. The Company paid $350,000 for the 2,710-hectare property, which is subject to a 1% net smelter return royalty.

A summary of the Company's exploration and evaluation expenses on the Falcon West Project is as follows:

	Three months ended September 30,		**Nine months ended, September 30,**	
	2024	**2023**	**2024**	**2023**
	$	$	**$**	$
Assay and lab analysis	**17,548**	15,812	**29,711**	15,812
Camp		22,355	**-**	22,355
Channel sampling	**-**	17,795	**-**	17,795
Community engagement	**1,768**	6,425	**11,695**	6,425
Fieldwork	**1,125**	122,161	**16,657**	122,360
Geological consulting	**8,675**	69,048	**89,399**	90,692
Geophysics	**-**	35,010	**491**	35,010
Permitting	**-**	-	**-**	2,800
Property maintenance	**-**	-	**28,897**	-
Cost recovery	**-**	-	**(162,005)**	-
	29,116	288,606	**14,845**	313,249

(Unaudited - Expressed in Canadian dollars)

5. EXPLORATION AND EVALUATION ASSETS AND EXPENSES (continued)

d) Junior Lake Project

In April 2023, the Company incurred $7,300 in staking costs to acquire a 100% interest in various unpatented mining claims in northwestern Ontario, Canada (the "Junior Lake Project"). On May 14, 2023, the Company entered into an option agreement (the "Swole Lake Option Agreement"), under which the Company has the exclusive option to acquire a 100% interest in various unpatented mining claims known as the "Swole Lake Project" (also known as the "Laumaune Property"). Since the Swole Lake Project is contiguous to the Junior Lake Project, they are considered one project.

On May 16, 2023, pursuant to the Swole Lake Option Agreement, the Company made a cash payment of $10,000. Following the completion of the RTO Transaction, 200,000 common shares of the Company were issued at a fair value of $40,000 to complete the earn-in on the Swole Lake Project (Note 7(b)).

The Swole Lake vendor retained a 1.5% NSR. The Company has the right at any time to repurchase 0.5% of the NSR for $1,000,000 in cash.

A summary of the Company's exploration and evaluation expenses on the Junior Lake Project is as follows:

	Three months ended September 30,		**Nine months ended, September 30,**	
	2024	**2023**	**2024**	**2023**
	$	$	**$**	$
Community engagement	**-**	5,000	**1,188**	5,000
Fieldwork	**-**	892	**7,297**	892
Geological consulting	**-**	4,275	**14,291**	6,675
	-	10,167	**22,776**	12,567

e) Kim Lake Project

On October 14, 2022, the Company entered into an option agreement (the "Kim Lake Option Agreement"), under which the Company had the exclusive option to acquire a 100% interest in the Kim Lake project in northwestern Ontario, Canada (the "Kim Lake Project").

On October 30, 2022, pursuant to the Kim Lake Option Agreement, the Company made an initial cash payment of $15,000. To exercise the option in full, the Company was required to make an additional $77,000 in payments over a two-year period, including a $21,000 payment due in October 2023. The Company decided to drop its option on the Kim Lake Project, and this payment was not made. The initial $15,000 payment made on the signing of the option agreement capitalized to exploration and evaluation assets was written off.

A summary of the Company's exploration and evaluation expenses on the Kim Lake Project is as follows:

	Three months ended September 30,		**Nine months ended, September 30,**	
	2024	**2023**	**2024**	**2023**
	$	$	**$**	$
Assy and lab analysis	**-**	415	**-**	415
Fieldwork	**-**	-	**-**	23,686
Geological consulting	**-**	9,609	**-**	10,984
	-	10,024	**-**	35,085

f) Root River Project

On November 14, 2022, the Company entered into an option agreement (the "Root River Option Agreement"), under which the Company had the exclusive option to acquire a 100% interest in the Root River project in northwestern Ontario, Canada (the "Root River Project").

In November 2022, pursuant to the terms of the Root River Option Agreement, the Company made an initial cash payment of $35,000. In July 2023, the Company, upon listing on the CSE, issued 167,866 common shares at a fair value of $13,429 as part of the option agreement to earn a 100% interest in the Root River Project (Note 7(b)). As part of the acquisition, the Company reimbursed the Root River vendor $9,100 for claims staking.

(Unaudited - Expressed in Canadian dollars)

5. EXPLORATION AND EVALUATION ASSETS AND EXPENSES (continued)

f) Root River Project (continued)

On July 17, 2023, the Root River Option Agreement was amended, increasing the cash payment by $5,000, which was paid immediately, and increasing the amount payable in common shares by $5,000, which was added to the common share issuance to be completed by November 23, 2023.

To exercise the option in full, the Company was required to make an additional $225,000 in cash payments and issue $110,000 in common shares over two years. However, in October 2023, the Company decided to drop its option on the Root River Project, and the carrying value of the property of $62,529 was written off.

On November 10, 2022, the Company entered into an option agreement (the “Otatakan Option Agreement”), under which the Company had the exclusive option to acquire a 100% interest in the Otatakan project, which is contiguous to the Root River Project and was considered one project.

Upon signing the Otatakan Option Agreement, the Company made an initial cash payment of $10,200. To exercise the option in full, the Company was required to make an additional $20,400 in payments by November 10, 2024. However, in October 2023, the Company decided to drop its option on the Otatakan project along with the Root River Project, and the carrying value of the property of $10,200 was written off.

A summary of the Company’s exploration and evaluation expenses on the Root River Project (including Otatakan) is as follows:

	Three months ended September 30,		Nine months ended, September 30,	
	2024	**2023**	**2024**	**2023**
	$	$	**$**	$
Assay and lab analysis	**-**	115	**-**	115
Geological consulting	**-**	5,204	**-**	16,990
	-	5,319	**-**	17,105

g) Store Lake Project

On October 14, 2022, the Company entered into an option agreement (the “Store Lake Option Agreement”), under which the Company had the exclusive option to acquire a 100% interest in the Store Lake project in northwestern Ontario, Canada (the “Store Lake Project”).

On October 30, 2022, pursuant to the terms of the Store Lake Option Agreement, the Company made an initial cash payment of $15,000. To exercise the option in full, the Company was required to make $77,000 in additional cash payments over two years, including a $21,000 payment due in October 2023. The Company decided to drop its option on the Store Lake Project, and this payment was not made. The initial $15,000 payment made on the signing of the option agreement capitalized to exploration and evaluation assets was written off.

A summary of the Company’s exploration and evaluation expenses on the Store Lake Project is as follows:

	Three months ended September 30,		Nine months ended, September 30,	
	2024	**2023**	**2024**	**2023**
	$	$	**$**	$
Assay and lab analysis	**-**	415	**-**	415
Fieldwork	**-**	-	**-**	11,841
Geological consulting	**-**	5,606	**-**	6,484
	-	6,021	**-**	18,740

(Unaudited - Expressed in Canadian dollars)

5. EXPLORATION AND EVALUATION ASSETS AND EXPENSES (continued)

h) Wakeman Project

On July 6, 2023, the Company entered into an option agreement (the "Wakeman Option Agreement"), under which the Company has the exclusive option to acquire a 100% interest in the Wakeman project in northwestern Ontario, Canada (the "Wakeman Project").

On July 6, 2023, pursuant to the terms of the Wakeman Option Agreement, the Company made initial cash payments totalling $10,000. In September 2023, as per the option agreement, the Company issued 200,000 common shares at a fair value of $32,000 (Note 7(b)).

To exercise the option in full, the Company was required to make an additional $60,000 in cash payments over a two-year period, including a $12,000 payment before July 6, 2024. The Company decided to drop its option on the Wakeman Project, and this payment was not made. The carrying value of the mineral interests totalling $42,000, consisting of the initial $10,000 cash payment and the $32,000 in common shares issued on the signing of the option agreement and capitalized to exploration and evaluation assets, was written off.

A summary of the Company's exploration and evaluation expenses on the Wakeman Project is as follows:

	Three months ended September 30,		Nine months ended, September 30,	
	2024	**2023**	**2024**	**2023**
	$	$	**$**	$
Geological consulting	**-**	14,249	**2,225**	14,249
	-	14,249	**2,225**	14,249

i) White Lights Project

On November 14, 2022, the Company entered into an option agreement (the "White Lights Option Agreement"), under which the Company has the exclusive option to acquire a 100% interest in the White Lights project in northwestern Ontario, Canada (the "White Lights Project").

On November 18, 2022, pursuant to the terms of the White Lights Option Agreement, the Company made an initial cash payment of $20,000. In July 2023, the Company, upon listing on the CSE, issued 95,923 common shares at a fair value of $7,674 as part of the option agreement to earn a 100% interest in the White Lights Project (Note 7(b)).

On July 17, 2023, the White Lights Option Agreement was amended, increasing the cash payments by $5,000, which was paid immediately, and increasing the amount payable in common shares by $5,000, which was added to the common share issuance completed in November 2023.

In November 2023, as per the amended agreement, the Company made a cash payment of $30,000 and issued 227,273 common shares with a fair value of $25,000 (Note 7(b)). To exercise the option in full, the Company was required to make an additional $125,000 in cash payments and issue $40,000 in common shares over two years. However, in September 2024, the Company decided to drop its option on the White Lights Project, and the carrying value of the property of $87,674 was written off.

A summary of the Company's exploration and evaluation expenses on the White Lights Project is as follows:

	Three months ended September 30,		Nine months ended, September 30,	
	2024	**2023**	**2024**	**2023**
	$	$	**$**	$
Fieldwork	**-**	12,189	**-**	12,189
Geological consulting	**-**	19,455	**5,563**	19,455
	-	31,644	**5,563**	31,644

(Unaudited - Expressed in Canadian dollars)

5. EXPLORATION AND EVALUATION ASSETS AND EXPENSES (continued)

j) Other Exploration Projects

During the nine months ended September 30, 2024, the Company had additional exploration and evaluation expenses of $6,325 relating to due diligence work on projects for which the Company does not have title or an option agreement (nine months ended September 30, 2023 - $11,440).

6. EQUIPMENT

A summary of the Company's equipment is as follows:

	Exploration equipment
	$
Cost	
Balance, December 31, 2022	-
Additions	68,237
Balance, December 31, 2023	68,237
Additions	15,300
Balance, September 30, 2024	83,537
Accumulated depreciation	
Balance, December 31, 2022	-
Depreciation	9,098
Balance, December 31, 2023	9,098
Depreciation	11,253
Balance, September 30, 2024	20,351
Carrying amount	
Balance, December 31, 2023	59,139
Balance, September 30, 2024	63,186

7. SHARE CAPITAL

a) Authorized

Unlimited number of common shares without par value.

b) Issued and outstanding

On June 17, 2024, the Company completed a private placement, issuing 9,100,000 units (the "Units") at a price of $0.05 per Unit for gross proceeds of $455,000. Each Unit consisted of one common share of the Company and one-half of one common share purchase warrant of the Company (each whole warrant, a "Warrant"), with each Warrant entitling the holder thereof to purchase an additional common share of the Company at an exercise price of $0.10 per common share for a period of 24 months from the closing of the private placement. Share issue costs of $2,278 were paid in connection with the private placement.

On July 8, 2024, the Company issued 400,000 common shares at a fair value of $16,000 as partial payment on the purchase of mineral claims contiguous to the Company's Falcon West Project (Note 5).

(Unaudited - Expressed in Canadian dollars)

7. SHARE CAPITAL (continued)

b) Issued and outstanding (continued)

During the year ended December 31, 2023, the Company completed the following transactions:

- On March 2, 2023, the Company completed a non-brokered private placement of 17,500,000 subscription receipts in the capital of the Company at a price of $0.10 per subscription receipt for gross proceeds of $1,750,000. Upon the closing of the RTO Transaction, each subscription receipt resulted in the issuance of one common share of the Company. Share issuance costs of $18,000 were recognized in connection with the private placement.
- On May 30, 2023, pursuant to the closing of the RTO Transaction, the Company issued 4,975,160 common shares of the Company to the shareholders of LiCAN for a total fair value of $1,487,524 (Note 3).
- On June 13, 2023, the Company issued 431,655 common shares at a fair value of $86,331 as part of the option agreement on the Falcon West Project (Note 5).
- On June 13, 2023, the Company issued 200,000 common shares at a fair value of $40,000 as part of the option agreement on the Swole Lake Project (Note 5).
- On July 25, 2023, the Company issued 167,866 common shares at a fair value of $0.20 per share for a total value of $13,429 as part of the option agreement on the Root River Project (Note 5).
- On July 25, 2023, the Company issued 95,923 common shares at a fair value of $7,674 as part of the option agreement on the White Lights Project (Note 5).
- On September 25, 2023, the Company issued 200,000 common shares at a fair value of $32,000 as part of the option agreement on the Wakeman Project (Note 5).
- On November 3, 2023, the Company completed a private placement, issuing 1,100,000 flow-through common shares at a price of $0.20 per share for gross proceeds of $220,000. Commissions, legal fees, and other expenses in the amount of $15,957 were paid in connection with the flow-through private placement. The Company recognized a $110,000 flow-through premium liability from this issuance.
- On November 24, 2023, the Company issued 140,000 common shares at a fair value of $14,000 as part of the option agreement on the Crescent Lake Project (Note 5).
- On November 14, 2023, the Company issued 227,273 common shares at a fair value of $25,000 as part of the option agreement on the White Lights Project (Note 5).
- On November 24, 2023, the Company issued 2,000,000 common shares at a fair value of $200,000 as part of the option agreement on the Falcon West Project (Note 5).

c) Warrants

The following is a summary of the Company's warrant activity for the nine months ended September 30, 2024 and the year ended December 31, 2023:

	September 30, 2024		**December 31, 2023**	
	Number of stock warrants	**Weighted average exercise price**	**Number of stock warrants**	**Weighted average exercise price**
	#	$	#	$
Outstanding, beginning	250,000	0.40	-	-
Replacement warrants[(1)]	-	-	150,000	0.60
Issued	4,550,000	0.10	100,000	0.10
Outstanding, ending	4,800,000	0.12	250,000	0.40

[(1)] On May 30, 2023, as part of the closing of the RTO Transaction, the Company issued 150,000 replacement warrants (Note 3).

As part of the June 17, 2024 private placement (Note 7(b)), the Company issued 4,550,000 Warrants. Each Warrant has an exercise price of $0.10 per common share for a period of 24 months from the closing of the private placement. Based on the residual method with respect to the measurement of common shares and warrants issued as units, no value was allocated to the Warrants issued as part of the units.

(Unaudited - Expressed in Canadian dollars)

7. SHARE CAPITAL (continued)

c) Warrants (continued)

A summary of the Company's assumptions used in the Black-Scholes option pricing model for the outstanding warrants is as follows:

	RTO Transaction replacement warrants	Exploration agreement warrants
Expiry date	October 24, 2024	November 28, 2028
Number of warrants	150,000	100,000
Share price	$0.10	$0.10
Exercise price	$0.60	$0.10
Expected life	1.33 years	5.00 years
Expected volatility	100.00%	100.00%
Risk-free rate	4.33%	3.88%
Dividend yield	0.00%	0.00%
Grant date fair value	$1,066	$7,611

The exploration agreement warrants were issued to the Animbiigoo Zaagi'igan Anishinaabek First Nation for the exploration programs on the Company's Falcon West, Crescent Lake, and Junior Lake properties.

As at September 30, 2024, the Company had 4,800,000 warrants outstanding with an average exercise price of $0.12 and an average remaining life of 1.71 years.

Subsequent to September 30, 2024, the 150,000 RTO Transaction replacement warrants expired unexercised.

d) Stock options

The Company adopted a stock option plan, subject to regulatory and shareholder approvals, whereby directors may, from time to time, authorize the issuance of options to directors, officers, employees, and consultants of the Company, enabling them to acquire up to 10% of the issued and outstanding common shares of the Company. The options can be granted for a maximum term of ten years at an exercise price not less than the market price of the common shares on the grant date and are subject to vesting provisions as determined by the Board of Directors of the Company.

The following is a summary of the Company's stock option activity for the nine months ended September 30, 2024 and the year ended December 31, 2023:

	September 30, 2024		December 31, 2023	
	Number of stock options	Weighted average exercise price	Number of stock options	Weighted average exercise price
	#	$	#	$
Outstanding, beginning	2,948,928	0.37	-	-
Replacement stock options[1]	-	-	299,078	1.90
Granted	250,000	0.06	2,950,000	0.20
Forfeited/expired	(316,600)	0.20	(300,150)	0.20
Outstanding, ending	2,882,328	0.36	2,948,928	0.37
Exercisable, ending	1,955,744	0.45	1,136,667	0.60

[1] On May 30, 2023, as part of the closing of the RTO Transaction (Note 3), the Company issued 299,078 replacement stock options.

On July 2, 2024, the Company issued 250,000 stock options to a director of the Company. The stock options are exercisable at a price of $0.06 per common share, have a term of five years, and will vest over a period of 24 months.

On May 30, 2023, as part of the closing of the RTO Transaction, the Company issued 299,078 replacement stock options. The replacement stock options have exercise prices ranging from $0.30 to $2.50 per stock option. The terms ranged from 5.42 to 9 years, and, as of the RTO Transaction date, 282,411 of the stock options had vested. The fair value of the stock options was determined to be $13,568 using the Black-Scholes option pricing model. The fair value of the vested stock options of $12,235 was included as part of the consideration paid for the RTO Transaction (Note 3), and the fair value of $1,333 of the unvested portion of the stock options is being amortized over the vesting terms of the options as it represents future share-based compensation.

(Unaudited - Expressed in Canadian dollars)

7. SHARE CAPITAL (continued)

d) Stock options (continued)

During the year ended December 31, 2023, the Company granted 2,950,000 stock options to certain directors, officers, employees, and consultants of the Company. The options are exercisable at a price of $0.20 per share, have a term of five years, and will vest over a period of 24 months.

A summary of the Company's assumptions used in the Black-Scholes option pricing model for stock options granted during the year ended December 31, 2023:

	May 30, 2023	**June 26, 2023**	**September 22, 2023**	**July 2, 2024**
Share price	$0.10	$0.12	$0.20	$0.06
Exercise price	$0.30 to $2.50	$0.20	$0.20	$0.04
Expected life	5.42 to 9 years	5 years	5 years	5 years
Expected volatility	100%	100%	100%	100%
Risk-free interest rate	3.36%	3.36%	4.21%	4.07%
Dividend yield	0%	0%	0%	0%
Fair value per stock option granted	$0.04 to $0.08	$0.08	$0.15	$0.03

During the nine months ended September 30, 2024, the Company recognized share-based compensation of $54,442 (nine months ended September 30, 2023 - $117,985).

A summary of the Company's outstanding stock options as at September 30, 2024 is as follows:

Date of expiry	**Weighted average exercise price**	**Stock options outstanding**	**Stock options exercisable**	**Weighted average remaining life**
	$	#	#	years
June 26, 2028	0.20	2,033,250	1,381,950	3.74
September 22, 2028	0.20	300,000	199,800	3.98
November 26, 2028	1.80	98,078	98,078	4.16
July 2, 2029	0.06	250,000	83,250	4.76
January 16, 2030	2.50	150,000	150,000	5.30
April 28, 2032	0.30	25,000	16,666	7.58
May 31, 2032	0.30	26,000	26,000	7.67
	0.36	**2,882,328**	**1,955,744**	**4.02**

e) Escrowed shares

On May 30, 2023, in connection with the Company's RTO Transaction, an escrow agreement (the "Escrow Agreement") between management and the Company's Board of Directors was completed, resulting in 4,352,120 common shares (the "Escrowed Shares") being deposited in escrow. Pursuant to the Escrow Agreement, 10% of the Escrowed Shares were released from escrow on the Escrow Agreement date (the "Initial Release"), and an additional 15% will be released every six months thereafter, for a period of 36 months following the Initial Release. These Escrowed Shares may not be transferred, assigned, or otherwise dealt without the consent of the regulatory authorities. As at September 30, 2024, a total of 1,740,848 Escrowed Shares have been released from escrow. As at September 30, 2024, the remaining balance of Escrowed Shares was 2,611,272 and are to be released as follows:

Date of release	**Number of common shares in escrow**
	#
November 30, 2024	652,818
May 30, 2025	652,818
November 30, 2025	652,818
May 30, 2026	652,818
Total	**2,611,272**

(Unaudited - Expressed in Canadian dollars)

8. FLOW-THROUGH PREMIUM LIABILITY

	Flow-through liability
	$
Balance, December 31, 2022	-
Liability recorded on flow-through proceeds	110,000
Settlement of flow-through premium liability	(110,000)
Balance, December 31, 2023 and September 30, 2024	-

On November 2, 2023, the Company raised $220,000 through the issuance of 1,100,000 flow-through shares. A flow-through premium liability of $110,000 was recognized from the issuance. The required qualifying flow-through expenditures were incurred before December 31, 2023, and a settlement of the flow-through premium liability for $110,000 was recognized during the year ended December 31, 2023.

9. RELATED PARTY TRANSACTIONS

Key management personnel include those persons having authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of the Board of Directors and corporate officers. The aggregate amount paid or accrued to key management personnel or companies under their control was as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2024	**2023**	**2024**	**2023**
	$	$	**$**	$
Management and directors' fees				
Chief executive officer	**45,000**	45,000	**135,000**	140,000
Chief financial officer	**15,000**	5,000	**45,000**	5,000
Former chief financial officer	**-**	20,250	**-**	60,750
Non-executive directors' fees	**32,751**	33,718	**98,477**	79,081
	92,751	103,968	**278,477**	284,831
Share-based compensation				
Chief executive officer	**2,467**	7,338	**15,604**	29,534
Chief financial officer	**4,453**	17,154	**15,899**	17,154
Former chief financial officer	**-**	(985)	**-**	7,873
Non-executive directors	**(3,260)**	13,299	**20,386**	53,161
	3,660	36,806	**51,889**	107,722
	96,411	140,774	**330,366**	392,553

As at September 30, 2024, included in accounts payable and accrued liabilities is $77,786 owing to directors and officers (December 31, 2023 - $1,405), which included $76,751 for accrued directors' fees.

The Company is party to management contracts with the Chief Executive Officer and the Chief Financial Officer. These contracts contain minimum commitments equal to up to twelve months of management fees in the case of termination without cause. In the event of a change in control, these contracts contain minimum commitments, which are equal to up to twelve months of management fees for the Chief Financial Officer and up to 24 months for the Chief Executive Officer.

On November 18, 2022, the Company entered into two loan agreements with related parties who were directors and shareholders of the Company for aggregate proceeds of $75,000 at an interest rate of 10% per annum and a maturity date of June 30, 2023. The loans were unsecured and could be repaid at any time prior to the maturity date without penalty or interest. On March 2, 2023, the Company settled the principal balance of $75,000 through the issuance of 750,000 subscription receipts at $0.10 per subscription receipt for a fair value of $75,000. During the nine months ended September 30, 2024, the Company recorded interest expense of $nil (nine months ended September 30, 2023 - $2,733) on the loans.

10. CAPITAL MANAGEMENT

The Company's capital structure consists of all components of shareholders' equity. The Company's objective when managing capital is to maintain adequate levels of funding to support current operations comprising the acquisition and development of its exploration and evaluation assets. The Company obtains funding primarily through issuing common stock. Future financings are dependent on market conditions, and there can be no assurance the Company will be able to raise funds in the future.

There were no changes to the Company's approach to capital management during the nine months ended September 30, 2024. The Company is not subject to externally imposed capital requirements.

11. SEGMENT INFORMATION

The Company operates in one reportable segment, being the acquisition and exploration of mineral properties. All of the Company's non-current assets are located in Canada.

12. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's financial instruments consist of cash and cash equivalents, receivables, and accounts payable and accrued liabilities and are classified and measured at amortized cost. The carrying value of these financial instruments approximates the fair value due to the relatively short-term maturity of these instruments.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

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

The Company is exposed in varying degrees to a variety of financial instrument-related risks. The type of risk exposure and the way in which such exposure is managed is provided as follows:

a) Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the Company by failing to discharge an obligation. Credit risk for the Company is associated with its cash and cash equivalents. The Company has minimal exposure to credit risk on its cash and cash equivalents as the Company's cash is held with major Canadian financial institutions.

b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with its financial liabilities. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements at any point in time. The Company achieves this by maintaining sufficient cash and seeking equity financing when needed. The liquidity risk is associated with accounts payable and accrued liabilities.

c) Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, other price risk, and foreign exchange rates. The Company holds its cash and cash equivalents in bank accounts that earn variable interest rates. Due to the short-term nature of these financial instruments, fluctuations in market interest rates do not have a significant impact on the estimated fair value of the Company's cash balance as at September 30, 2024. The Company does not have any financial assets subject to changes in exchange rates, so it does not expect exchange rates to have a material impact on the Company.

13. SUBSEQUENT EVENTS

Subsequent to September 30, 2024, the Company announced that it had acquired a 100% interest in the Zigzag Project, which is contiguous to its Falcon West Project in northwestern Ontario. The Company paid $350,000 for the 2,710-hectare property, which is subject to a 1% net smelter return royalty.

Subsequent to September 30, 2024, the Company announced a non-brokered private placement consisting of up to 4,000,000 units ("Units") at a price of $0.05 per Unit, raising gross proceeds of up to $200,000. Each Unit will consist of one common share and one-half common share purchase warrant of the Company, with each warrant entitling the holder to purchase a common share of the Company at an exercise price of $0.10 per common share for a period of 24 months from the private placement. The private placement is expected to close before the end of November 2024 and the proceeds are expected to be utilized for general corporate and working capital purposes for the Company.