



RAIN CITY RESOURCES INC.

**CONDENSED INTERIM FINANCIAL STATEMENTS
FOR THE NINE MONTHS PERIOD ENDED JUNE 30, 2024 AND 2023**

(UNAUDITED)

Notice of No Auditor Review of Condensed Interim Financial Statements

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

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

RAIN CITY RESOURCES INC.
CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian dollars)

	June 30, 2024 (Unaudited)	September 30, 2023 (Audited)
ASSETS		
CURRENT		
Cash and cash equivalents	\$ 4,739	\$ 1,805
Amounts receivable	8,405	29,121
Marketable securities (Note 5)	33,367	76,525
Due from related party (Note 10)	45,500	-
	92,011	107,451
Exploration and evaluation properties (Note 7)	2,000,000	-
	\$ 2,092,011	\$ 107,451
LIABILITIES		
CURRENT		
Accounts payable and accrued liabilities	\$ 239,222	\$ 249,062
Loan payable (Note 8)	-	8,000
	239,222	257,062
Due to related party (Note 10)	-	15,880
	239,222	272,942
SHAREHOLDERS' EQUITY		
Share capital (Note 9)	4,882,203	2,746,028
Contribution surplus	432,117	58,165
Deficit	(3,461,531)	(2,969,684)
Total equity attributable to shareholders of the company	1,852,789	(165,491)
	\$ 2,092,011	\$ 107,451

NATURE OF OPERATIONS AND GOING CONCERN (Note 1)

SUBSEQUENT EVENTS (Note 14)

Approved and authorized for issue on behalf of the Board on August 29, 2024

"Benjamin Hill" Director "David Shaw" Director

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

RAIN CITY RESOURCES INC.
CONDENSED INTERIM STATEMENTS OF COMPREHENSIVE INCOME AND LOSS
(Expressed in Canadian dollars)

	Three month ended June 30, 2024 (Unaudited)	Three month ended June 30, 2023 (Unaudited)	Nine month ended June 30, 2024 (Unaudited)	Nine month ended June 30, 2023 (Unaudited)
EXPENSES				
Advertising	\$ 5,000	\$ -	\$ 6,574	\$ -
Accounting fee (Note 10)	8,781	8,000	48,764	51,942
Bank charges and interest	178	486	2,096	1,128
Consulting fees (Note 10)	37,020	-	52,020	-
Legal fees	23,510	-	26,521	-
Management fees (Note 10)	2,500	-	17,500	-
Property evaluation fee	-	-	-	3,000
Stock based payments (Note 9)	373,952	-	373,952	-
Transfer agent and filing fees	4,194	44	21,757	4,976
Travel and promotion	896	-	896	-
	456,031	8,530	550,080	61,046
LOSS BEFORE OTHER ITEMS	(456,031)	(8,530)	(550,080)	(61,046)
OTHER ITEMS				
Interest income	-	-	1,708	-
Realized gain (loss) on sale of marketable securities	2,802	(180,415)	33,013	(180,415)
Unrealized gain (loss) on marketable securities	(1,427)	151,743	23,512	81,710
	1,375	(28,672)	58,233	(98,705)
NET LOSS AND COMPREHENSIVE LOSS	(454,656)	(37,302)	(491,847)	(159,751)
LOSS PER COMMON SHARE (basic and diluted)	\$ (0.01)	\$ (0.00)	\$ (0.02)	\$ (0.01)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING (Note 9)	32,402,268	26,031,863	32,402,268	26,031,863

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

RAIN CITY RESOURCES INC.
CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY
(Expressed in Canadian dollars)

	Common Shares		Contributed Surplus	Deficit	Total
	Number of Shares	Amount			
		\$	\$	\$	\$
Balance, September 30, 2022	26,031,863	2,746,028	58,165	(2,763,317)	40,876
Net loss for the period	-	-	-	(159,751)	(159,751)
Balance, June 30, 2023	26,031,863	2,746,028	58,165	(2,923,068)	(118,875)
Balance, September 30, 2023	26,031,863	2,746,028	58,165	(2,969,684)	(165,491)
Shares issued for mineral property (Note 7 and 9)	20,000,000	2,000,000	-	-	2,000,000
Shares issued for debt (Note 9)	2,723,500	136,175	-	-	136,175
Share-based payments (Notes 9 and 10)	-	-	373,952	-	373,952
Net loss for the period	-	-	-	(491,847)	(491,847)
Balance, June 30, 2024	48,755,363	4,882,203	432,117	(3,461,531)	1,852,789

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

RAIN CITY RESOURCES INC.
CONDENSED INTERIM STATEMENTS OF CASH FLOWS
(Expressed in Canadian dollars)

	Nine month ended June 30, 2024 (Unaudited)	Nine month ended June 30, 2023 (Unaudited)
OPERATING ACTIVITIES		
Net loss for the period	\$ (491,847)	\$ (159,751)
Item not involving cash:		
Unrealized gain on marketable securities	(23,512)	(81,710)
Share-based payments	373,952	-
Changes in non-cash working capital balances:		
Decrease in amounts receivable	20,716	(2,985)
Increase in due from related party (Note 10)	(45,500)	-
Decrease in accounts payable	(9,840)	30,107
Cash used in operating activities	(176,031)	(214,339)
INVESTING ACTIVITIES		
Purchase of marketable securities (Note 5)	-	(14,170)
Sale of marketable securities (Note 5)	99,522	26,180
Realized (gain) loss on sale of marketable securities (Note 5)	(32,852)	180,415
Cash used in investing activities	66,670	192,425
FINANCING ACTIVITIES		
Shares issued for debt (Note 9)	136,175	-
Loan payable (Note 8)	(8,000)	8,000
Due to related party (Note 10)	(15,880)	15,567
Cash used in financing activities	112,295	23,567
INCREASE IN CASH AND CASH EQUIVALENTS	2,934	1,653
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	1,805	290
CASH AND CASH EQUIVALENTS, END OF PERIOD	\$ 4,739	\$ 1,943

Supplemental cash flow information:

Shares issued for exploration and evaluation properties (Note 7)	\$ 2,000,000	\$ -
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The accompanying notes are an integral part of these condensed interim financial statements.

RAIN CITY RESOURCES INC.
NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED JUNE 30, 2024 AND 2023
(Expressed in Canadian dollars)
(Unaudited)

1. NATURE OF OPERATIONS AND GOING CONCERN

Rain City Resources Inc. (the “Company”) was incorporated on June 23, 2015 under the laws of British Columbia. The address of the Company’s corporate office and its principal place of business is 1875-701 West Georgia Street, Vancouver, British Columbia, Canada.

The Company’s principal business activities included the acquisition and exploration of mineral property assets. As at June 30, 2024, the Company’s mineral property assets were considered impaired, and all acquisition costs had been written off. The Company remains committed to the exploration and development of the impaired Bro Property. During the period ended June 30, 2024, pursuant to the Bro Property Purchase Agreement dated April 21, 2021 and the Extension Agreement dated September 13, 2022, all commitments have been fully completed.

As at June 30, 2024, the Company had a working capital deficit of \$147,211 (2023 – \$103,308) and a deficit of \$3,461,531 (2023 - \$2,923,068), which has been funded by the issuance of equity. The Company’s ability to continue its operations and to realize its assets at their carrying values is dependent upon obtaining additional financing and generating revenues sufficient to cover its operating costs. These factors indicate the existence of a material uncertainty that casts significant doubt about the Company’s ability to continue as a going concern.

These financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in these financial statements.

2. SIGNIFICANT ACCOUNTING POLICIES

a) Statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) issued by the International Accounting Standards Board (“IASB”).

These financial statements were authorized for issue in accordance with a resolution from the Board of Directors on August 29, 2024.

b) Basis of presentation

The financial statements have been prepared on the historical cost basis, with the exception of financial instruments which are measured at fair value, as explained in the accounting policies set out below. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

c) Cash equivalents

Cash equivalents in the statements of financial position is comprised of short-term deposits with an original maturity of three months or less, which are readily convertible into a known amount of cash.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

d) Exploration and evaluation assets

All costs related to the acquisition, exploration and development of mineral properties are capitalized. Upon commencement of commercial production, the related accumulated costs are amortized against projected income using the units-of-production method over estimated recoverable reserves.

All costs related to the acquisition, exploration and development of mineral properties are capitalized. Upon commencement of commercial production, the related accumulated costs are amortized against projected income using the units-of-production method over estimated recoverable reserves.

Management annually assesses carrying values of non-producing properties and properties for which events and circumstances may indicate possible impairment. Impairment of a property is generally considered to have occurred if the property has been abandoned, there are unfavourable changes in the property economics, there are restrictions on development, or when there has been an undue delay in development, which exceeds three years. In the event that estimated discounted cash flows expected from its use or eventual disposition is determined by management to be insufficient to recover the carrying value of the property, the carrying value is written-down to the estimated recoverable amount.

The recoverability of mineral properties and exploration and development costs is dependent on the existence of economically recoverable reserves, the ability to obtain the necessary financing to complete the development of the reserves, and the profitability of future operations. The Company has not yet determined whether or not any of its future mineral properties contain economically recoverable reserves. Amounts capitalized to mineral properties as exploration and development costs do not necessarily reflect present or future values.

When options are granted on mineral properties or properties are sold, proceeds are credited to the cost of the property. If no future capital expenditure is required and proceeds exceed costs, the excess proceeds are reported as a gain.

e) Share-based payments

Share-based payments to employees and others providing similar services are measured at the estimated fair value of the instruments issued on the grant date and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of the goods or services received or the fair value of the equity instruments issued if it is determined the fair value of the goods or services cannot be reliably measured and are recorded at the date the goods or services are received. The amount recognized as an expense is adjusted to reflect the number of awards expected to vest. The offset to the recorded cost is to equity settled share-based payments reserve.

Consideration received on the exercise of stock options is recorded as share capital and the related equity settled share-based payments reserve is transferred to share capital. Charges for options that are forfeited before vesting are reversed from equity settled share-based payment reserve.

Share-based payments expense relating to deferred share units is accrued over the vesting period of the units based on the quoted market price. As these awards can be settled in cash, the expense and liability are adjusted each reporting period for changes in the underlying share price.

The fair value of warrants issued to agents in connection with private placements ("Agent Warrants") is recognized on the date of issue as a share issue cost. The Company uses the Black Scholes option pricing model to estimate the fair value of Agent Warrants issued.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

f) 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 liability associated with the renounced tax deductions is recognized through profit and loss with a pro-rata portion of the deferred premium.

To the extent that the Company has deferred tax assets in the form of tax loss carry-forwards and other unused tax credits as at the reporting date, the Company may use them to reduce its deferred tax liability relating to tax benefits transferred through flow-through shares.

g) Decommissioning, restoration and similar liabilities

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

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

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

The operations of the Company have been, and may in the future be, affected from time to time to varying degree by changes in environmental regulations, including those for site restoration costs. Neither the likelihood of new regulations and their overall effect upon the Company are not predictable.

The Company has no material restoration, rehabilitation and environmental obligations as the disturbance to date is immaterial.

h) 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 period. 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.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

i) Share issuance costs

Professional, consulting, regulatory and other costs directly attributable to financing transactions are recorded as deferred financing costs until the financing transactions are completed, if the completion of the transaction is considered likely; otherwise, they are expensed as incurred. Share issue costs are charged to share capital when the related shares are issued. Deferred financing costs related to financing transactions that are not completed are expensed.

j) Share capital

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares and share purchase options are recognized as a deduction from equity, net of any tax effects.

The proceeds from the issuance of units are allocated between common shares and warrants based on the residual value method. Under this method, the proceeds are allocated first to capital stock based on the fair value of the common shares at the time the units are priced and any residual value is allocated to the warrants reserve. Consideration received for the exercise of warrants is recorded in capital stock and the related residual value is transferred from warrant reserve to capital stock.

k) Financial instruments

Financial Assets

On initial recognition financial assets are classified as measured at:

- i. Amortized cost;
- ii. Fair value through profit and loss ("FVTPL"); and
- iii. Fair value through other comprehensive income ("FVOCI").

Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at FVTPL, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss. Financial assets are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Subsequent measurement of financial assets depends on their classification:

i. Amortized cost

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost is recognized in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included as finance income using the effective interest rate method.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

ii. FVOCI

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains and losses, interest revenue, and foreign exchange gains and losses which are recognized in profit or loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized in other gains (losses). Interest income from these financial assets is included as finance income using the effective interest rate method.

The Company does not have any assets classified at FVOCI.

iii. FVTPL

Assets that do not meet the criteria for amortized cost or FVOCI are measured at FVTPL. A gain or loss on an investment that is subsequently measured at FVTPL is recognized in profit or loss and presented net as revenue in the Statement of Loss and Comprehensive Loss in the period in which it arises.

The Company's cash is classified at FVTPL.

Financial Liabilities and Equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement. An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the group entities are recorded at the proceeds received, net of direct issue costs.

Financial liabilities are classified as measured at (i) FVTPL; or (ii) amortized cost.

l) Financial instruments (continued)

A financial liability is classified as at FVTPL if it is classified as held-for-trading or is designated as such on initial recognition. Directly attributable transaction costs are recognized in profit or loss as incurred. The amount of change in the fair value that is attributable to changes in the credit risk of the liability is presented in OCI and the remaining amount of the change in the fair value is presented in profit or loss.

The Company does not classify any financial liabilities at FVTPL.

Other non-derivative financial liabilities are initially measured at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these liabilities are measured at amortized cost using the effective interest method.

The Company classifies its accounts payable at amortized cost.

A financial liability is derecognized when the contractual obligation under the liability is discharged, cancelled or expires or its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

3. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of these financial statements 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. Actual outcomes could differ from these estimates. 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 periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the financial position reporting date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Significant accounting estimates

- i. the assessment of indications of impairment of the mineral property and related determination of the net realizable value and write-down of the mineral property where applicable; and
- ii. the inputs used in accounting for share-based payments.

Significant accounting judgments

- i. the determination of categories of financial assets and financial liabilities;
- ii. the evaluation of the Company's ability to continue as a going concern; and
- iii. the measurement of deferred income tax assets and liabilities

4. NEW ACCOUNTING STANDARDS

Accounting standards and amendments issued but not yet adopted

A number of new standards and amendments to existing standards have been issued by the IASB that are mandatory for accounting periods beginning on or after June 1, 2021, or later periods. The Company has not early adopted these new standards in preparing these consolidated financial statements. These new standards are either not applicable or are not expected to have a significant impact on the Company's consolidated financial statements.

5. MARKETABLE SECURITIES

The Company holds common shares and warrants in various public companies. The common shares are classified as FVTPL and are recorded at fair value using the quoted market price as at June 30, 2024 and are therefore classified as Level 1 within the fair value hierarchy.

The warrants are classified as FVTPL and are recorded at fair value using a Black-Scholes option pricing model using observable inputs and are therefore classified as Level 2 within the fair value hierarchy.

RAIN CITY RESOURCES INC.
NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED JUNE 30, 2024 AND 2023

(Expressed in Canadian dollars)

(Unaudited)

5. MARKETABLE SECURITIES (continued)

Continuity for the periods ended June 30, 2024 and 2023 is as follows:

	June 30, 2023 Number of Shares	FMV Balance September 30, 2022	Additions at Cost	Proceeds of Disposition	Realized gain (loss) on disposals	Unrealized gain (loss) on changes in fair value	FMV Balance, June 30, 2023
Common shares – Level 1		\$	\$	\$	\$	\$	\$
Crest Resources Inc	1,001,000	118,250	-	(26,180)	(180,415)	(40,040)	35,035
Generation Gold Corp. (formerly Jessy Ventures Inc)	700,000	87,500	-	-	-	(35,000)	52,500
Origen Resources Inc.	50,000	-	14,170	-	-	(6,670)	7,500
Total		205,750	14,170	(26,180)	(180,415)	(81,710)	95,035

	June 30, 2024 Number of Shares	FMV Balance September 30, 2023	Additions at Cost	Proceeds of Disposition	Realized gain (loss) on disposals	Unrealized gain (loss) on changes in fair value	FMV Balance, June 30, 2024
Common shares – Level 1		\$	\$	\$	\$	\$	\$
Crest Resources Inc	333,666	25,025	-	-	-	8,342	33,367
Generation Uranium Inc. (formerly Generation Gold Corp.)	-	49,000	-	(97,183)	44,683	3,500	-
Origen Resources Inc.	-	2,500	-	(2,340)	(11,830)	11,670	-
Total	333,666	76,525	-	(99,523)	32,853	23,512	33,367

The common shares of Crest Resources Inc. were consolidated effective March 23, 2023 on a 3 old for 1 new basis. The Record Date for consolidation was March 24, 2023.

On April 26, 2024, the Company entered into a share purchase agreement to sell its ownership of Generation Uranium Inc. to a company controlled by an individual that exerts significant control through share ownership. The Company sold 175,000 shares of Generation Uranium Inc. for an aggregate purchase of \$0.26 per share, totaling \$45,500. The proceeds from the sale of these shares will be used to settle fees owing by the Company to a company controlled by an individual that exerts significant control through share ownership.

RAIN CITY RESOURCES INC.
NOTES TO THE CONDENSED FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED JUNE 30, 2024 AND 2023
(Expressed in Canadian dollars) (Unaudited)

6. INVESTMENT

Avonlea Lithium Corporation

Pursuant to an option agreement dated June 12, 2024, the Company has been given the right to acquire up to a 100% interest in Avonlea Lithium Corporation (“Avonlea”). Avonlea is a Canadian company based in Calgary, Alberta, that has developed a new, proprietary and innovative approach to Direct Lithium Extraction (“DLE”).

The earn-in payment terms of this agreement (“Option 1”) are as follows:

- The Company is to invest USD\$800,000 to earn a 7.5% interest in Avonlea (“Payment 1”) on or before 60 days from the date of the earn-in agreement.
- On or before the earlier of (i) the 12-month anniversary of Payment 1 and (ii) the date 60 days after a successful field pilot test program, the Company will invest an additional USD\$1,200,000 to earn an additional 11.25% interest in Avonlea (“Payment 2”).
- On or before the 12-month anniversary of Payment 2, the Company will invest an additional USD\$6,000,000 to earn an additional 24.5% interest in Avonlea (“Payment 3”).
- On or before the 12-month anniversary of Payment 3, the Company will invest an additional USD\$2,000,000 to earn an additional 8.25% interest in Avonlea for an aggregate 51.5% interest (Payment 4”).
- Each interest earned from the above payments shall be transferred to the Company within 30 days of each respective payment.

Additional rights have been granted to the Company to purchase the remaining 48.5% interest in Avonlea after completing Option 1.

7. EXPLORATION AND EVALUATION ASSET

	Northern Champion Project	Bro Property	Total
	\$	\$	\$
Acquisition costs			
Balance, June 30, 2023 and September 30, 2023			
Acquisition	-	2,000,000	2,000,000
Balance, June 30, 2024	-	2,000,000	2,000,000
Exploration			
Balance, June 30, 2023, September 30, 2024 and June 30, 2024	-	-	-
Total acquisition costs and exploration expenditures			
June 30, 2023	-	-	-
June 30, 2024	-	2,000,000	2,000,000

RAIN CITY RESOURCES INC.
NOTES TO THE CONDENSED FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED JUNE 30, 2024 AND 2023
(Expressed in Canadian dollars) (Unaudited)

7. EXPLORATION AND EVALUATION ASSET (continued)

Northern Champion Project

Pursuant to an option agreement (the "Agreement") dated October 25, 2016, the Company was granted an option to acquire a 100% undivided interest in the Northern Champion Project (the "Property") located near Champion Creek, south-west of Tulameen, Princeton area British Columbia.

In accordance with the Agreement, the Company has the option to acquire a 100% undivided interest in the Property by issuing a total of 700,000 common shares of the Company to the Optionors, making cash payments totaling \$130,000, and incurring a total of \$650,000 in exploration expenditures as follows:

	Number of Common Shares	Cash	Exploration Expenditure
Upon execution of the Agreement (paid and incurred)	-	\$ 5,000	\$ 75,000**
Upon listing of the Company's common shares on a Canadian Stock Exchange (issued and paid)	100,000	5,000	-
On or before the first anniversary of the Listing (issued, paid and incurred)	100,000	10,000	75,000
On or before the second anniversary of the Listing (issued and paid)	100,000	20,000	100,000
On or before the third anniversary of the Listing	200,000*	40,000	200,000
On or before the fourth anniversary of the Listing	200,000	50,000	200,000
Total	700,000	130,000	650,000

** the \$75,000 is for the first year from the execution date.

* 100,000 shares issued on May 24, 2022.

The Optionors will retain a 3% Net Smelter Returns royalty on the Property. The Company has the right to purchase the first 1% of the royalty for \$750,000 and the remaining 2% for \$1,000,000 at any time prior to the commencement of commercial production. As at March 31, 2021, the Company had incurred some exploration expenditure that were due on or before second anniversary of the listing on April 25, 2019, but not the entire \$100,000.

On January 26, 2021, the Company had paid the \$10,000 in cash and issued 100,000 common shares that were due on or before the first anniversary of the listing on April 25, 2019.

On May 21, 2021, the Company had issued 100,000 common shares that were due on or before the second anniversary of the listing on April 25, 2019.

On May 26, 2021, the Company had paid the \$20,000 in cash that were due on or before the second anniversary of the listing on April 25, 2019.

On September 21, 2021, the Company received a letter indicating the work commitments were extended until January 25, 2022.

On May 18, 2022, the Company received a further extension to the Agreement until September 30, 2022.

RAIN CITY RESOURCES INC.
NOTES TO THE CONDENSED FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED JUNE 30, 2024 AND 2023
(Expressed in Canadian dollars) (Unaudited)

7. EXPLORATION AND EVALUATION ASSET (continued)

On May 24, 2022, the Company issued 100,000 of the 200,000 common shares that were due on or before the third anniversary of the listing on April 25, 2019. As at September 30, 2022, in accordance with the option agreement, the Company has an outstanding amount of 100,000 common shares due and payable to the optionors.

On September 30, 2022, the Northern Champion Project property was considered impaired and \$228,680 in acquisition and explorations costs were written off. The Company is no longer pursuing the exploration and development of the impaired Northern Champion property.

Bro Property

Pursuant to an agreement dated April 21, 2021 and the amendments dated May 31, 2022 and September 13, 2022, the Company acquired an option to purchase a 100% interest in four mineral claims located in Yukon, collectively known as the Bro Property for an aggregate consideration of \$3,000,000 payable over 3 years. The Optionors will retain a 3% Net Smelter Returns royalty on the Property. The NSR royalty is payable to 1300214 BC Ltd. as to 100% and the royalty can be bought out at a rate of \$2,000,000 per 1% at any time.

Payments in shares to comprise a total of \$2,500,000 as to the following:

- \$500,000 payable in shares on the first anniversary
- \$1,000,000 payable on the second anniversary of the purchase agreement
- \$1,000,000 payable on the third anniversary of the purchase agreement

Payments in cash to comprise a total of \$500,000 as to the following:

- \$500,000 payable within 30 days of signing.

On April 26, 2021, the Company paid the \$500,000 in cash that was due within 30 days of the signing of the agreement.

During the year ended September 30, 2021, the Company received \$19,310 in respect of the BC Mining tax credit (2020: \$Nil).

On May 24, 2022, the Company issued 10,000,000 common shares that were due on or before the first anniversary of the property purchase and sale agreement on April 21, 2021.

On September 30, 2022, the Bro Property was considered impaired and \$980,690 in acquisition and exploration costs were written off.

On February 5, 2024, the vendor of the Bro Property assigned their associated rights, title, interest and debt to a third party. The Company is indebted to the third party for the amount of \$1,000,000 payable in shares of the Company as at April 21, 2023 and \$1,000,000 payable in shares of the Company as at April 21, 2024, as per Agreement dated April 21, 2021 and Extension Agreement dated September 13, 2022. The Company remains committed to the exploration and development of the impaired Bro Property.

On February 5, 2024, the Company issued 10,000,000 common shares that were due on or before the second anniversary as per the property purchase and sale agreement dated April 21, 2021 to 1459988 BC Ltd., a company controlled by an individual that exerts significant influence through share ownership.

On April 24, 2024, the Company issued the final anniversary payment under its Bro Property Purchase Agreement issuing 10,000,000 common shares at a price of \$0.10 per share to 1459988 BC. Ltd., a company controlled by an individual that exerts significant influence through share ownership.

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8. LOANS PAYABLE

On January 25, 2023, the Company entered into a loan agreement to borrow \$8,000 from Crest Resources Inc. The principal amount of the loan is unsecured, bears no interest, and has no set terms for repayment.

On November 27, 2023, the Company entered into a loan agreement to borrow \$10,000 from Crest Resources Inc. This loan is due on or before May 27, 2024, at an interest rate of 7% per annum.

On April 24, 2024, the Company settled its loan indebtedness with Crest Resources Inc. by paying \$4,000 and issuing 284,820 shares at a price of \$0.05 per common share for a total loan balance owing of \$14,241 (2023 - \$8,000) which includes interest.

9. SHARE CAPITAL

a) Authorized:

The Company is authorized to issue an unlimited number of common shares without par value.

b) Escrow Shares:

The Company has no shares held in escrow as at June 30, 2024.

c) Issued and Outstanding as at June 30, 2024 – 48,755,363 (2023 – 26,031,863) common shares.

The Company had the following share capital transactions during the period ended June 30, 2024:

- (i) On February 5, 2024, the Company issued 10,000,000 common shares that were due on or before the second anniversary as per the Bro property purchase and sale agreement dated April 21, 2021, to 1459988 BC Ltd., a company controlled by an individual that exerts significant influence through share ownership, for a fair value of \$1,000,000.
- (ii) On April 24, 2024, the Company issued the final anniversary payment under the Bro Property Purchase Agreement issuing 10,000,000 common shares at a price of \$0.10 per share to 1459988 BC Ltd., a company controlled by an individual that exerts significant influence through share ownership, for a fair value of \$1,000,000.
- (iii) On April 24, 2024, the Company settled outstanding indebtedness of \$136,175 in exchange for an aggregate of 2,723,500 common shares of the Company at a price of \$0.05 per common share. This debt settlement included outstanding indebtedness of \$65,550 owing to related parties. These related party amounts paid were \$10,750 owing to a company controlled by an individual that exerts significant influence through share ownership, \$4,800 owing to a company controlled by the former corporate secretary and \$50,000 owing to a company controlled by the CFO of the Company.
- (iv) On June 13, 2024, the Company announced a non-brokered private placement financing of up to 25,000,000 shares of the Company at a price of \$0.075 per share for aggregate gross proceeds of up to \$1,875,000. The proceeds of the financing will be used to fund initial earn-in commitments to Avonlea and for general working capital purposes (Note 6).

The Company had no share capital transactions during the period ended June 30, 2023.

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9. SHARE CAPITAL (continued)

d) Warrants:

- (i) On May 6, 2022, the Company consolidated all its issued and outstanding warrants on a three (3) for one (1) basis pursuant to the policies of the Canadian Securities Exchange. The consolidation resulted in the number of warrants to purchase 15,050,000 shares reserved for issuance, equal to 5,016,667 shares on a post Consolidation basis.
- (ii) On May 6, 2021, the Company completed a non-brokered private placement to raise gross proceeds of \$752,500 through the sale of 5,016,666 units priced at \$0.15 per unit. Each unit consists of one common share and one share purchase warrant of the Company. Each warrant entitles the holder to purchase one common share of the Company at a price of \$0.23 per Warrant Share.

	Number of warrants	Exercise price	Expiry date
Balance, September 30, 2022 and June 30, 2023	5,016,667	\$ 0.23	May 6, 2026
Issuance	-	-	
Exercised	-	-	
Balance September 30, 2023 and June 30, 2024	5,016,667	\$ 0.23	

The following assumptions were used for the Black-Scholes valuation of warrants issued in 2021:

Share price	\$0.15
Risk free interest rate	0.25%
Expected life	1 year
Dividend rate	0%
Annual volatility	115%

The fair value per agent's warrant issued is \$0.11. There were no warrants issued during the period ended June 30, 2024 (2023 – Nil).

e) Stock options:

The Company has a Stock Option Plan (the "Plan") for directors, officers, employees and consultants of the Company. Options are exercisable for periods of up to ten years, as determined by the Board of Directors of the Company, to purchase common shares of the Company at a price not less than the discounted market price on the date of the grant. The maximum number of shares which may be issuable under the Plan cannot exceed 10% of the total number of issued and outstanding common shares on a non-diluted basis.

On June 13, 2024, the Company granted 4,000,000 options to directors, officers and consultants of the Company. Each option entitles the holder to purchase one common share of the Company at an exercise price of \$0.075 for a period of 3 years from the date of the grant. The options vest 25% on grant date and 25% every six months thereafter until June 13, 2027.

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9. SHARE CAPITAL (continued)

The options were fair valued at \$0.09 using the Black-Scholes option pricing model with the following assumptions:

Share price	\$0.09
Risk free interest rate	3.71%
Expected life	3 years
Dividend rate	0%
Expected volatility	271%

During the period ended June 30, 2024, the Company recognized \$373,952 (2023 - \$Nil) in share-based payments related to these stock options.

A summary of the Company's stock options at June 30, 2024 and the changes for the period ended is presented below:

	Number of Share Options	Weighted Average Exercise Price
		\$
Balance, September 30, 2023	-	-
Granted	4,000,000	0.09
Unvested	(3,000,000)	0.09
Balance, June 30, 2024 unvested	1,000,000	0.09

The weighted average remaining contractual life of stock options outstanding at June 30, 2024 was 2.92 years.

10. RELATED PARTY BALANCES AND TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

On November 28, 2022, the Company entered into a loan agreement with a company controlled by an individual that exerts significant control through share ownership, to borrow \$19,897. This loan is due on or before May 28, 2024, at an interest rate of 5% per annum. As at June 30, 2024, an amount of \$Nil (2023 - \$11,883) included in accounts payable was due to a company controlled by an individual that exerts significant control through share ownership.

On February 27, 2023, the Company entered into a loan agreement with a company controlled by an individual that exerts significant control through share ownership, to borrow \$5,000. This loan is due on or before August 4, 2024, at an interest rate of 5% per annum. As at June 30, 2024, an amount of \$Nil (2023 - \$5,085) included in accounts payable was due to a company controlled by an individual that exerts significant control through share ownership.

On November 3, 2023, the Company entered into a loan agreement with a company controlled by an individual that exerts significant control through share ownership, to borrow \$29,925. This loan was due on or before May 3, 2024 at an interest rate of 7% per annum. As at June 30, 2024, an amount of \$Nil (2023 - \$Nil) included in loans payable was due to a company controlled by an individual that exerts significant influence through share ownership.

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10. RELATED PARTY BALANCES AND TRANSACTIONS (continued)

On November 27, 2023, the Company entered into a loan agreement with a company controlled by an individual that exerts significant control through share ownership, to borrow \$6,300. This loan was due on or before May 27, 2024 at an interest rate of 7% per annum. As at June 30, 2024, an amount of \$Nil (2023 - \$Nil) included in loans payable was due to a company controlled by an individual that exerts significant influence through share ownership.

On April 26, 2024, the Company entered into a share purchase agreement to sell its ownership of Generation Uranium Inc. to a company controlled by an individual that exerts significant control through share ownership. The Company sold 175,000 shares of Generation Uranium Inc. for an aggregate purchase of \$0.26 per share, totalling \$45,500. The proceeds from the sale of these shares will be used to settle fees owing by the Company to a company controlled by an individual that exerts significant control through share ownership.

During the period ended June 30, 2024, the Company incurred \$49,081 (2023 - \$Nil) in administrative costs rendered by a company controlled by an individual that exerts significant control through share ownership. As at June 30, 2024, an amount of \$36,771 (2023 - \$Nil) included in accounts payable was due to a company controlled by an individual that exerts significant control through share ownership.

During the period ended June 30, 2024, the Company incurred share-based compensation of \$56,093 to an individual that exerts significant control through share ownership.

On May 27, 2024, the Company incurred \$896 (2023 - \$Nil) in travel expenses rendered by an individual that exerts significant control through share ownership.

On March 31, 2024, the Company incurred \$3,000 (2023 - \$Nil) in administrative costs rendered by a company controlled by the former corporate secretary of the Company. On April 24, 2024, the Company settled its fees owing to a company controlled by the former corporate secretary of the Company by issuing 96,000 shares at a price of \$0.05 per common share for a total loan balance owing of \$4,800 (2023 - \$4,800). As at June 30, 2024, an amount of \$Nil (2023 - \$4,800) included in accounts payable was due to a company controlled by the former corporate secretary of the Company.

Key management includes directors and key officers of the Company, including the President, Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO").

During the period ended June 30, 2024, the Company incurred share-based compensation of \$93,488 (2023 - \$Nil) to the CEO and director of the Company.

During the period ended June 30, 2024, the Company incurred share-based compensation of \$93,488 to the Chairperson and director of the Company.

During the period ended June 30, 2024, the Company incurred \$33,011 (2023 - \$31,550) in accounting fees to a company controlled by the CFO. On April 24, 2024, the Company partially settled fees owing by issuing 1,000,000 shares at a price of \$0.05 per common share for a total balance owing of \$50,000. As at June 30, 2024, an amount of \$66,831 (2023 - \$80,512) included in accounts payable was due to a company controlled by the CFO of the Company.

During the period ended June 30, 2024, the Company incurred \$2,500 (2023 - \$Nil) in management fees to a company controlled by a director and former CEO of the Company. During the period ended June 30, 2024, the Company incurred share-based compensation of \$37,395 to a director and former CEO of the Company.

During the period ended June 30, 2024, the Company incurred share-based compensation of \$70,116 to a director of the Company.

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10. RELATED PARTY BALANCES AND TRANSACTIONS (continued)

During the period ended June 30, 2024, an amount of \$32,000 (2023 - \$32,000) included in accounts payable was due to a former director and former CEO of the Company.

11. MANAGEMENT OF CAPITAL

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the sourcing and exploration of its resource property. The Company does not have any externally imposed capital requirements to which it is subject.

The Company considers the aggregate of its share capital, contributed surplus and deficit as capital. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares or dispose of assets or adjust the amount of cash.

12. FINANCIAL INSTRUMENTS AND FINANCIAL RISK

International Financial Reporting Standards 7, *Financial Instruments: Disclosures*, establishes a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Fair Value of Financial Instruments

The Company's financial assets include cash and are classified as Level 1. The carrying value of these instruments approximates their fair values due to the relatively short periods of maturity of these instruments.

Assets measured at fair value on a recurring basis were presented on the Company's statement of financial position as at June 30, 2024 are as follows:

	Fair Value Measurements Using			Total
	Quoted Prices in Active Markets For Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
	\$	\$	\$	\$
Cash and cash equivalents	4,739	-	-	4,739
Marketable securities	33,367	-	-	33,367

12. FINANCIAL INSTRUMENTS AND FINANCIAL RISK (continued)

Financial risk management objectives and policies

The Company's financial instruments include cash and accounts payable. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(i) Currency risk

The Company's expenses are denominated in Canadian dollars. The Company's corporate office is based in Canada and current exposure to exchange rate fluctuations is minimal.

The Company does not have any foreign currency denominated monetary liabilities. The principal business of the Company is the identification and evaluation of assets or a business and once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval and acceptance by regulatory authorities. As the Company does not hold any foreign currency at this time, the Company is not exposed to currency risk.

(ii) Interest rate risk

The Company is exposed to interest rate risk on the variable rate of interest earned on bank deposits. The fair value interest rate risk on bank deposits is insignificant as the deposits are short-term. The Company's exposure to interest rate risk is considered insignificant.

(iii) Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company had no exposure to credit risk as the Company maintains all of its cash in a major bank. Accordingly, the Company has assessed credit risk as low.

(iv) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's liquidity and operating results may be adversely affected if its access to the capital markets is hindered. The Company has no source of revenue and has obligations to meet its administrative overheads and to settle amounts payable to its creditors. At June 30, 2024, the Company had \$4,739 (2023 - \$1,943) in cash to settle current liabilities of \$239,222 (2023 - \$244,122) and as such, assessed liquidity risk as high.

13. COMMITMENTS

The Company is committed to certain cash payments and exploration expenditures in connection with the acquisition of its mineral property claims and mining technology company as described in Note 6 and 7.

14. SUBSEQUENT EVENTS

On July 17, 2024, the Company has engaged Senergy Communications Capital Inc. to provide investor relations and online communications services. Senergy has been retained for a month at \$5,000, commencing on July 17, 2024, with the option to continue thereafter on a month-to-month basis.

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14. SUBSEQUENT EVENTS (continued)

On August 11, 2024, the Company amended the terms on the option agreement of the Avonlea Lithium Corporation dated June 12, 2024, extending Payment 1 from 60 days to 80 days from the Effective Date (Note 6).

On August 20, 2024, the Company incurred and paid \$225,000 (2023 - \$Nil) in management fees to a director of the Company.

On August 21, 2024, the Company entered into a Share Purchase Agreement to purchase 1,700,000 shares of Golcap Resources Corp. (the "GCP" shares) with an estimated fair value of \$255,000 from Crest Resources Inc.

On August 22, 2024, the Company closed the first tranche of its non-brokered private placement issuing 18,159,362 shares at \$0.075 per share for gross proceeds of \$1,362,952. All shares issued are subject to a four month hold period expiring December 23, 2024. The Company also issued 41,250 common shares and 41,250 two-year broker warrants exercisable at \$0.15 per share as a finder's fee from the first tranche. Certain directors and officers participated in this private placement.

On August 23, 2024, the Company issued a partial payment of USD\$600,000 to Avonlea Lithium Corporation as per the terms of the earn-in option agreement dated June 12, 2024 (Note 6).

On August 23, 2024, the Company opened a second tranche of its non-brokered private placement for 6,841,000 common shares at a price of \$0.075 per share.