MANNING VENTURES

INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED AUGUST 31, 2023 AND 2022

Expressed in Canadian Dollars

NOTICE OF NO AUDITOR REVIEW OF INTERIM CONSOLIDATED FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3) (a), 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 interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these interim financial statements in accordance with standards established by the Canadian Institute of Chartered Professional Accountants for a review of interim financial statements by an entity's auditor.

MANNING VENTURES INC.
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
Expressed in Canadian Dollars

	August 31, 2023	November 30, 2022
	$	$
ASSETS		
Current		
Cash	1,391,631	1,033,256
Amounts receivable	24,499	39,185
Prepaid expenses	111,698	102,132
Total current assets	1,527,828	1,174,573
Exploration and evaluation assets (Note 4)	7,430,175	7,236,690
Total assets	**8,958,003**	**8,411,263**
LIABILITIES		
Current		
Accounts payable and accrued liabilities	184,419	187,183
Flow through share premium liability (Note 7)	336,549	180,550
Total liabilities	520,968	367,733
EQUITY		
Share capital (Note 6)	10,389,846	9,020,846
Contributed surplus (Note 6)	2,116,771	2,067,357
Deficit	(4,069,582)	(3,044,673)
Total equity	8,437,035	8,043,530
Total liabilities and equity	**8,958,003**	**8,411,263**

Nature and continuance of operations (Note 1)
Commitments and contingencies (Note 10)
Subsequent events (Note 11)

Approved and authorized for issue on behalf of the Board on October 25, 2023

Alexander Klenman
Director

Christopher Cooper
Director

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

MANNING VENTURES INC.
CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
Expressed in Canadian Dollars

	Three months ended August 31,		Nine months ended August 31,	
	2023	2022	**2023**	2022
	$	$	**$**	$
EXPENSES				
Consulting	**157,609**	49,226	**543,134**	350,279
Directors' fee	**15,000**	-	**100,000**	5,000
Filing	**3,177**	3,169	**55,718**	14,049
Insurance	**6,255**	5,908	**18,765**	17,308
Investor relations	**787**	370	**9,189**	4,070
Marketing	**2,646**	2,113	**62,476**	64,806
Office and administration (Note 6)	**31,521**	16,725	**87,939**	47,854
Professional fees	**5,000**	3,000	**85,144**	20,443
Stock based compensation	**-**	-	**49,414**	84,180
Transfer agent	**4,474**	4,218	**12,350**	11,363
TOTAL EXPENSES	**(226,469)**	(84,729)	**(1,024,129)**	(619,352)
OTHER INCOME (EXPENSES)				
Foreign exchange	**182**	(37)	**(779)**	(170)
RL-11.S tax	**(42,430)**	-	**(42,430)**	-
Loss and comprehensive loss	**(268,717)**	(84,766)	**(1,024,909)**	(619,522)
Basic and diluted loss per share	**(0.00)**	(0.00)	**(0.01)**	(0.01)
Weighted average number of shares outstanding	**90,748,967**	63,798,967	**86,890,634**	60,526,240

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

MANNING VENTURES INC.
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
Expressed in Canadian Dollars

	Number of shares	Share capital	Contributed surplus	Deficit	Total equity
		$	$	$	$
Balance, November 30, 2021	**54,798,967**	**8,206,346**	**1,983,177**	**(2,055,608)**	**8,133,915**
Shares issued for mineral properties	9,000,000	810,000	-	-	810,000
Share based compensation	-	-	84,180	-	84,180
Loss for the period	-	-	-	(619,522)	(619,522)
Balance, August 31, 2022	**63,798,967**	**9,016,346**	**2,067,357**	**(2,675,130)**	**8,408,573**
Balance, November 31, 2022	**63,898,967**	**9,020,846**	**2,067,357**	**(3,044,673)**	**8,043,530**
Shares issued in private placements	26,350,000	1,577,500	-	-	1,577,500
Shares issued for mineral properties	500,000	10,000	-	-	10,000
Share issuance costs	-	(62,500)	-	-	(62,500)
Flow through share premium liability	-	(156,000)	-	-	(156,000)
Share based compensation	-	-	49,414	-	49,414
Loss for the period	-	-	-	(1,024,909)	(1,024,909)
Balance, August 31, 2023	**90,748,967**	**10,389,846**	**2,116,771**	**(4,069,582)**	**8,437,035**

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

MANNING VENTURES INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
Expressed in Canadian Dollars

	Nine months ended August 31, 2023	2022
	$	$
OPERATING ACTIVITIES		
Net loss for the period	**(1,024,909)**	(619,522)
Share based compensation	**49,414**	84,180
Flow-through share premium	**156,000**	-
Changes in working capital items:		
Amounts receivable	**14,686**	(14,711)
Prepaid expenses	**(9,566)**	123,879
Accounts payable and accrued liabilities	**(2,765)**	(19,536)
	(817,140)	(445,710)
INVESTING ACTIVITIES		
Exploration and evaluation acquisition - cash	**(15,600)**	-
Exploration and evaluation expenditures	**(167,885)**	(246,677)
	(183,485)	(246,677)
FINANCING ACTIVITIES		
Shares issued for cash, net	**1,359,000**	-
	1,359,000	-
Change in cash	**358,375**	(692,387)
Cash, beginning of the period	**1,033,256**	2,009,023
Cash, end of the period	**1,391,631**	1,316,636
SUPPLEMENTAL CASH DISCLOSURES		
Shares issued for mineral properties	**10,000**	-

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

1. NATURE AND CONTINUANCE OF OPERATIONS

Manning Ventures Inc. (the "Company") was incorporated under the Business Corporations Act of British Columbia on July 26, 2018. The address of the Company's corporate office and its principal place of business is 10th Floor, 595 Howe Street, Vancouver BC.

During the year ended November 30, 2019, the Company completed the Initial Public Offering ("IPO") and its shares were listed and commenced trading on the Canadian Securities Exchange on October 23, 2019 under the symbol "MANN".

The Company is in the exploration stage and its principal business activity is the sourcing and exploration of mineral properties.

These consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will be able to continue in operation for the foreseeable future, and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business. As at August 31, 2023, the Company has not generated revenue or cash flow from operations to adequately fund its activities and relies principally upon the support of creditors, related parties and issuance of securities for financing. Future capital requirements will depend on many factors including the Company's ability to execute its business plan. These factors form a material uncertainty which may cast significant doubt upon the Company's ability to continue as a going concern. The Company intends to continue relying upon the issuance of securities to finance its future activities but there can be no assurance that such financing will be available on a timely basis under terms acceptable to the Company.

The business of mining and exploration involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The carrying value of the Company's exploration and evaluation assets do not reflect current or future values. The Company has not yet determined whether its exploration and evaluation assets contain economically recoverable ore reserves. The Company has no source of operating revenue and has significant cash requirements to meet its administrative overhead and maintain its exploration and evaluation assets. The recoverability of amounts shown for exploration and evaluation assets is dependent on several factors, which include the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development of these properties, and future profitable production or proceeds from disposition of exploration and evaluation assets.

Although these consolidated financial statements do not include any adjustments that may result from the inability to secure future financing, such a situation would have a material adverse effect on the Company's recoverability of assets, classification of assets and liabilities, and results of operations should the Company be unable to continue as a going concern.

1. NATURE AND CONTINUANCE OF OPERATIONS (continued)

Manning is reviewing potential projects to make additional acquisitions and expand its exploration base. The recent COVID-19 pandemic has caused significant and negative impact on the global financial market and attracting new investors to finance acquisitions of mineral projects and exploration activities may prove difficult.

2. BASIS OF PREPARATION

Statement of compliance

These interim consolidated financial statements are unaudited and have been prepared in accordance with International Accounting Standard ("IAS") 34 Interim Financial Reporting ("IAS 34"), using accounting policies which are consistent with the International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). They do not include all of the information required for full annual consolidated financial statements in compliance with IAS I Presentation of Financial Statements ("IAS 1").

Except as noted below, these interim consolidated financial statements follow the same accounting policies and methods of application as the most recent annual audited consolidated financial statements for the year ended November 30, 2022 and should be read in conjunction with those audited consolidated financial statements. These interim consolidated financial statements were approved by the Board of Directors and authorized for issue on October 25, 2023.

Principles of consolidation

These consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, Wabush Iron Ore Inc. ("Wabush") and Red Bay Exploration Inc. ("Red Bay") from the date of its acquisition. All intercompany balances and transactions have been eliminated upon consolidation.

Basis of preparation

These financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

The presentation and functional currency of the Company is the Canadian dollar.

Significant accounting judgements and estimates

The preparation of these financial statements in conformity with IFRS requires management to make certain estimates, judgements and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported revenues and expenses during the year.

Significant estimate, judgements and assumptions about the future and other sources of estimation uncertainty that management has made at the 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 estimates made, relate to:

2. BASIS OF PREPARATION (continued)

Significant accounting judgements and estimates (continued)

(i) Going concern assumption

These assessment of whether the going concern assumption is appropriate requires management to take into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. The Company has disclosed a material uncertainty regarding going concern in Note 1 which requires the use of management's judgment on the ability of the Company to continue its operations and to develop or acquire a self-sustaining business or assets.

(ii) Income taxes

In assessing the probability of realizing deferred tax assets, management makes estimates related to expectation of future taxable income, applicable tax opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessment, management gives additional weight to positive and negative evidence that can be objectively verified.

(iii) Economic recoverability and probability of future economic benefits of exploration and evaluation assets

Management has determined that exploration, evaluation, and related costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and profitability of future economic benefits including, geologic and other technical information, a history of conversion of mineral deposits with similar characteristics to its own properties to proven and probable mineral reserves, the quality and capacity of existing infrastructure facilities, evaluation of permitting and environmental issues and local support for the project.

(iv) Valuation of share-based compensation

The Company uses Black-Scholes Option Pricing Model for valuation of share-based compensation. Option pricing models require the input of subjective assumptions including expected price volatility, interest rate, and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings and equity reserves.

(v) Decommissioning restoration provision

The Company will record a provision for decommissioning and restoration provision based on management's best estimate of the present value of the future cash outflows required to settle the liability. The provision reflects estimates of future costs, inflation, and assumptions of risks associated with the future cash outflows, and the applicable risk-adjusted discount rate for the discounting future cash outflows. Changes in the above factors can result in a change to the provision recognized by the Company. Changes to any restoration and decommissioning costs are recorded with a corresponding change to the carrying amount of the related mining property. Adjustments to the carrying amounts of the related mineral property can result in a change to future depletion expenses. While management believes judgements and the estimates are reasonable, actual results could differ from those judgements and estimates and could impact future results of operations and cash flows.

3. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's financial instruments consist of cash and accounts payable.

Fair values

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

The fair value hierarchy has the following levels:

Level 1 - quoted prices (unadjusted) in active markets for identical assets and 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).

The fair value of cash is determined using level 1 of the fair value hierarchy. The carrying values of the accounts payable and accrued liabilities approximate their fair values due to the short-term nature of these financial instruments.

Financial instrument risk exposure and risk management

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company considers the fluctuations of financial markets and seeks to minimize potential adverse effects on financial performance.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board approves and monitors the risk management process.

(a) Credit risk

Credit risk is the risk of a financial loss to the Company if counterparty to a financial instrument fails to meet its contractual obligation. The Company's exposure to credit risk includes cash, commodity tax recoverable, and subscriptions receivable. The Company manages credit risk, in respect of cash, by placing its cash with a major Canadian financial institution in accordance with the Company's investment policy.

Concentration of credit risk exists with respect to the Company's cash as all amounts are held at a single major Canadian financial institution. The Company's concentration of credit risk and maximum exposure thereto is considered minimal.

The maximum exposure to credit risk is equal to the fair value or carrying value of the financial assets.

3. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

Financial instrument risk exposure and risk management (continued)

(b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in obtaining funds to meet its commitments. The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments. The Company’s exposure to liquidity risk is not significant at August 31, 2023.

(c) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and commodity price risk.

i. <u>Interest rate risk</u>

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate due to changes in market interest rates. Some of the Company’s accounts payable are subject to interest on unpaid balances. Additionally, the Company holds cash balances in an interest-bearing bank account.

ii. <u>Commodity price risk</u>

Commodity price risk is the risk that the fair or future cash flows of a financial instrument will fluctuate because of changes in market prices, other than those arising from interest rate risk or foreign currency risk. The Company actively monitors commodity price changes and stock market prices to determine the appropriate course of action to be taken by the Company.

iii. <u>Foreign Currency Risk</u>

The functional currency of Manning is the Canadian dollar. As of August 31, 2023, the Company had no financial assets and liabilities that were subject to currency translation risk.

Expressed in Canadian Dollars

4. EXPLORATION AND EVALUATION ASSETS

During the nine months ended August 31, 2023, the Company incurred the following exploration and evaluation costs related to the mineral properties:

	Hope Lake	Lac Simone	Little Sheep	Butterfly	Mount Hogan	Red Indian	Hydro Project	Heart Lake	Broken Lake	Bounty Lithium	Dipole Project	Kaba Project	Potier and Pow	Total
	$	$	$	$	$	$	$	$	$	$	$	$	$	$
Balance, November 30, 2022	**2,480,387**	**2,366,135**	**236,896**	**206,628**	**205,828**	**302,782**	**419,346**	**419,345**	**425,428**	**142,008**	**31,907**	**-**	**-**	**7,236,690**
Acquisition costs:								-	-					
Cash	-	-	-	-	-	-	-	-	-	-	-	15,600	-	15,600
Shares issued	-	-	-	-	-	-	-	-	-	-	-	10,000	-	10,000
Total addition to acquisition costs	-	-	-	-	-	-	-	-	-	-	-	25,600	-	25,600
Exploration costs														-
Assays	-	-	-	-	-	-	-	-	-	-	479	-	-	479
Administration	-	-	-	-	-	-	-	-	-	2,267	1,439	2,186	11,382	33,164
Claim maintenance	-	69	1,138	1,288	1,138	1,138	-	-	-	-	-	-	-	4,771
Field supplies	-	-	-	-	-	-	-	-	-	13,125	57,251	441	-	70,817
Geological	-	-	-	-	-	-	-	-	-	-	14,085	17,541	-	31,626
Travel	-	-	-	-	-	-	-	-	-	-	6,706	3,048	-	9,754
Total addition to exploration costs	-	69	1,138	1,288	1,138	1,138	-	-	-	15,392	79,960	56,380	11,382	167,885
Total costs during the period	-	69	1,138	1,288	1,138	1,138	-	-	-	15,392	79,960	81,980	11,382	193,485
Balance, August 31, 2023	**2,480,387**	**2,366,204**	**238,034**	**207,916**	**206,966**	**303,920**	**419,346**	**419,345**	**425,428**	**157,400**	**111,867**	**81,980**	**11,382**	**7,430,175**

Expressed in Canadian Dollars

4. EXPLORATION AND EVALUATION ASSETS (continued)

During the year ended November 30, 2022, the Company incurred the following exploration and evaluation costs related to the mineral properties:

	Flint Project	Hope Lake	Lac Simone	Little Sheep	Butterfly	Mount Hogan	Red Indian	Hydro Project	Heart Lake	Broken Lake	Bounty Lithium	Dipole Project	Total
	$	$	$	$	$	$	$	$	$	$	$		$
Balance, November 30, 2021	**222,876**	**2,426,337**	**2,363,328**	**-**	**-**	**-**	**-**	**419,346**	**419,345**	**425,428**	**-**	**-**	**6,276,660**
Acquisition costs:									-	-			
Cash	-	-	-	-	-	-	23,310	-	-	-	25,000	15,000	63,310
Shares issued	-	-	-	-	-	-	-	-	-	-	-	4,500	4,500
Acquisition of Red Bay (Notes 5 and 6)	-	-	-	202,500	202,500	202,500	202,500	-	-	-	-	-	810,000
Total addition to acquisition costs	-	-	-	202,500	202,500	202,500	225,810	-	-	-	25,000	19,500	877,810
Exploration costs													-
Assays	-	-	403	609	-	-	6,556	-	-	-	11,865	374	19,807
Administration	44	-	158	1,328	1,328	1,328	1,408	-	-	-	6,630	3,061	15,285
Claim maintenance	-	-	66	1,350	2,800	2,000	900	-	-	-	10,390	-	17,506
Field supplies	-	-	-	885	-	-	27,423	-	-	-	46,924	5,782	81,014
Geological	2,410	-	2,180	25,060	-	-	23,680	-	-	-	24,800	840	78,970
Travel	-	54,050	-	5,164	-	-	17,005	-	-	-	16,399	2,350	94,968
Total addition to exploration costs	2,454	54,050	2,807	34,396	4,128	3,328	76,972	-	-	-	117,008	12,407	307,550
Total expenses during the year	2,454	54,050	2,807	236,896	206,628	205,828	302,782	-	-	-	142,008	31,907	1,185,360
Write-down of exploration and evaluation assets	(225,330)	-	-	-	-	-	-	-	-	-	-	-	(225,330)
Balance, November 30, 2022	**-**	**2,480,387**	**2,366,135**	**236,896**	**206,628**	**205,828**	**302,782**	**419,346**	**419,345**	**425,428**	**142,008**	**31,907**	**7,236,690**

4. EXPLORATION AND EVALUATION ASSETS (continued)

Flint Project

On November 25, 2020 the Company signed an Option Agreement to purchase 100% interest in Flint Mineral Property (the "Flint Project") located in the Kenora Mining District, Ontario, Canada. Under the terms of the amended agreement, the Company must:

(a) issue a total of 2,200,000 common shares and pay $145,000 in cash as follows:
   i. issue 300,000 shares (issued) and pay $20,000 (paid) on the Option Agreement date;
   ii. issue 400,000 shares (issued) and pay $30,000 (paid) on or before November 25, 2021;
   iii. issue 500,000 shares and pay $40,000 on or before November 25, 2022 and
   iv. issue 1,000,000 shares and pay $55,000 on or before November 25, 2023.

(b) Spend a total of $775,000 on exploration as follows:
   i. $75,000 on or before November 25, 2021 (incurred);
   ii. $200,000 on or before November 25, 2022 and
   iii. $500,000 on or before November 25, 2023.

During the year ended November 30, 2022, the Company decided not to pursue the acquisition of the Flint Project and terminated the option agreement. An amount of $215,330 was recognized as an impairment loss for the write-down of exploration and evaluation assets for the year ended November 30, 2022.

Hope Lake and Lac Simone

On February 24, 2021, the Company entered into a Share Exchange Agreement to acquire 100% of the issued and outstanding securities, including dilutive securities, of Wabush Iron Ore Inc. (Note 5). Wabush is the beneficial owner of 100% interest in the Hope Lake Project and the Lac Simone Project located in the Province of Quebec.

Broken Lake, Heart Lake, and Hydro properties

On May 25, 2021 the Company entered into a Property Purchase and Sale Agreement to acquire an undivided 100% legal, beneficial, and registered interest in the Broken Lake property, Heart Lake property and Hydro property (collectively, the "Properties"). The Properties are located in the Province of Quebec. In consideration for the acquisition the Company must:

   i. issue 4,000,000 shares (issued);
   ii. issue an aggregate of 4,000,000 common share purchase warrants, each of which is exercisable into one common share at an exercise price of $0.35 per warrant for a period of two years (issued); and
   iii. pay nominal cash consideration of $1.00 (paid).

In connection with the acquisition of the Properties, the Company issued 400,000 common shares to an arm's length finder as a finder's fee.

4. EXPLORATION AND EVALUATION ASSETS (continued)

Bounty Lithium

As at December 15, 2021, the Company entered into a property acquisition agreement to acquire an undivided 100% legal, beneficial, and registered right, title and interest in and to the Bounty Lithium Property, subject to a 2% net smelter return ("NSR") royalty on the Property to the benefit of SCD Investment Corp., the Company made a cash payment of $25,000 as directed by SCD Investment Corp.

Red Indian, Little Sheep, Butterfly Pond and Mount Hogan

On March 8, 2022, the Company completed the acquisition of Red Bay Exploration Inc. Pursuant to the terms of the Definitive Agreement, the Company issued an aggregate of 9,000,000 common shares (Notes 5 and 6) in the capital of the Company pro rata to the Red Bay Shareholders valued at $810,000 in exchange for 100% of the issued and outstanding common shares in the capital of Red Bay. Red Bay is the beneficial owner of four mineral projects in Newfoundland, Canada: (i) the Red Indian Lake project, (ii) the Little Sheep Brook project, (iii) the Butterfly Pond project and (iv) the Mount Hogan project.

Dipole Project

On September 12, 2022, the Company entered into a property acquisition agreement with independent prospectors to acquire a 100% interest in the Dipole lithium project.

Pursuant to the terms and conditions of the option agreement and in order to acquire a 100% interest in and to the property, the Company will:

Pay the vendors a total of $120,000 in cash and issue the vendors an aggregate of 950,000 common shares in the capital of the company, as follows:

i. Within 15 days of executing the option agreement, pay $15,000 (paid) and issue 100,000 shares (issued valued at $4,500) (Note 6);
ii. On the first anniversary of the execution of the option agreement, pay $20,000 and issue 150,000 shares;
iii. On the second anniversary of the execution of the option agreement, pay $35,000 and issue 200,000 shares;
iv. On the third anniversary of the execution of the option agreement, pay $50,000 and issue 500,000 shares.

Upon the commencement of commercial production, pay the vendors a royalty equal to 2% of NSR royalty from the property, which may be reduced at any time from 2% to 1% by the Company paying the vendors an aggregate of $1 million.

4. EXPLORATION AND EVALUATION ASSETS (continued)

Kaba Project

On May 18, 2023, the Company entered into a property acquisition agreement with independent prospectors to acquire a 100% interest in the Kaba Project. The Kaba Project is an approximately 2,600-hectare Copper-Lithium exploration property located 50km northeast of the town of Nipigon, Ontario, Canada.

Pursuant to the terms and conditions of the option agreement and in order to acquire a 100% interest in and to the property, the Company will:

Pay the vendors a total of $90,600 in cash and issue the vendors an aggregate of 500,000 common shares in the capital of the company, as follows:

i. Within 5 days of executing the option agreement, pay $15,600 (paid) and issue 500,000 shares (issued and valued at $10,000) (Note 6);
ii. On the first anniversary of the execution of the option agreement, pay $18,000 in cash;
iii. On the second anniversary of the execution of the option agreement, pay $22,000 in cash;
iv. On the third anniversary of the execution of the option agreement, pay $35,000 in cash.

Upon the Commencement of Commercial Production, Manning will pay to the Optionors a royalty (the "NSR Royalty"), being equal to one and one-half percent (1.5%) of Net Smelter Returns from the Property. The NSR Royalty may be reduced at any time from one and one-half percent (1.5%) of Net Smelter Returns to one percent (1.0%) of Net Smelter Returns by Manning, or its permitted assign, paying to the Optionors an aggregate of $600,000.

Potier and Pow Claims

On August 28, 2023, the Company entered into a property acquisition agreement with the company, Wildwood Exploration Inc., Shawn Ryan, Isaac Fage (Mr. Fage, and together with Wildwood and Mr. Ryan, the vendors) to acquire a 100% interest in and to 1,013 mineral claims (the Potier claims) and an additional 413 mineral claims (the Pow claims), located in the province of Quebec, Canada.

<u>Potier claims</u>

As consideration for the Potier claims, the Company has agreed to:

(i) pay a cash fee of $350,000 to Wildwood; and
(ii) issue to Mr. Ryan and Mr. Fage, an aggregate of 8,000,000 common shares in the capital of the Company. The shares will be subject to voluntary escrow conditions pursuant to which:
  a. 2,666,667 shares will be released from escrow on the date that is four months and a day after the date on which the company acquires the Potier claims;
  b. 2,666,667 shares will be released from escrow on the date that is eight months after the Potier closing date; and
  c. 2,666,666 shares will be released from escrow on the date that is 12 months after the Potier closing date.

Additionally, the company will grant to Ryan, a 1% net smelter return royalty on the Potier claims.

4. EXPLORATION AND EVALUATION ASSETS (continued)

Potier and Pow Claims (continued)

Pow claims

As consideration for the Pow claims, the Company has agreed to:

(i) pay a cash fee of $125,000 to Wildwood; and
(ii) issue to Mr. Ryan and Mr. Fage, an aggregate of 2,000,000 common shares in the capital of the company. The shares will be subject to voluntary escrow conditions pursuant to which:
   a. 666,667 shares will be released from escrow on the date that is four months and a day after the date on which the company acquires the Pow claims;
   b. 666,667 shares will be released from escrow on the date that is eight months after the Pow closing date; and
   c. 666,666 shares will be released from escrow on the date that is 12 months after thes Pow closing date.

Additionally, the Company will grant to Mr. Ryan, a 1% net smelter return royalty on the Pow claims.

5. ACQUISITION OF SUBSIDIARIES

Wabush Iron Ore Inc. ("Wabush")

On February 24, 2021, the Company entered into a Share Exchange Agreement to acquire 100% of the issued and outstanding securities, including dilutive securities, of Wabush Iron Ore Inc. On May 4, 2021, the Company issued 11,150,001 common shares to Wabush shareholders and 5,575,000 replacement warrants, each replacement warrant entitles the holder to purchase one common share of the Company, to Wabush warrant holders. In connection to the Share Exchange Agreement, the Company issued 1,000,000 common shares as a finder's fee.

Wabush is an arm's length company solely focusing on acquisition and exploration of mineral property.

Expressed in Canadian Dollars

5. ACQUISITION OF SUBSIDIARIES (continued)

Wabush Iron Ore Inc. ("Wabush") (continued)

The acquisition of Wabush was not considered a business combination as defined in IFRS 3. As a result, the acquisition has been accounted as an asset acquisition.

	$
Consideration paid:	
Fair value of common shares issued	3,233,500
Fair value of finder's shares	290,000
Fair value of warrants issued	1,294,768
Total	**4,818,268**
Net assets acquired	
Cash	283,035
Receivable	890
Exploration and evaluation assets (Note 4)	4,557,834
Accounts payable	(23,491)
Net assets acquired	**4,818,268**

Red Bay Exploration Inc. ("Red Bay")

On February 22, 2022, the Company entered into a Share Exchange Agreement to acquire 100% of the issued and outstanding securities of Red Bay Exploration Inc. On March 8, 2022, the Company issued 9,000,000 common shares to Red Bay shareholders. (Note 6).

Red Bay is a non-arm's length company solely focusing on acquisition and exploration of mineral property.

The acquisition of Red Bay was not considered a business combination as defined in IFRS 3. As a result, the acquisition has been accounted as an asset acquisition.

	$
Consideration paid:	
Fair value of common shares issued	810,000
Total	**810,000**
Net assets acquired	
Exploration and evaluation assets (Note 4)	810,000
Net assets acquired	**810,000**

6. SHARE CAPITAL

(a) Authorized:

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

(b) Escrow Shares:

As at August 31, 2023, a total of Nil common shares is held in escrow (November 30, 2022 – Nil).

(c) Share issuance:

As at August 31, 2023, the Company has 90,748,967 common shares issued and outstanding.

During the nine months ended August 31, 2023, the Company issued:

i. On May 18, 2023, the Company entered into an option agreement for the Kaba Project and issued 500,000 shares at a fair price of $0.02 per share for aggregate gross proceeds of $10,000.

ii. On December 23, 2022, the Company closed a private placement of 10,400,000 common shares in the capital of the company which were designated as flow-through ("FT") shares pursuant to the Income Tax Act (Canada) at a price of $0.075 per FT share for aggregate gross proceeds of $780,000.

iii. On December 30, 2022, the Company closed a non-brokered private placement of 15,950,000 common shares at a price of $0.05 per share for gross proceeds of $797,500.

During the year ended November 30, 2022, the Company issued:

i. On March 8, 2022, the Company issued 9,000,000 common shares in the capital of the Company pro rata to the Red Bay Shareholders valued at $810,000 in exchange for 100% of the issued and outstanding common shares in the capital of Red Bay (Notes 5 and 6).

ii. On September 27, 2022, the Company issued 100,000 common shares valued at $4,500 pursuant to the property acquisition agreement for the Dipole lithium project.

Expressed in Canadian Dollars

6. SHARE CAPITAL (continued)

(d) Share purchase warrants

During the nine months ended August 31, 2023, the Company issued:

On December 23, 2022, the Company issued an aggregate of 832,000 non-transferable finders' warrants in connection with the private placement. Each finders' warrant entitles the holder thereof to purchase one common share in the capital of the company at a price of $0.075 per finders' warrant share for a period of 36 months from the date of issuance. The fair value of the warrants of $162,372 was calculated using Black-Scholes option pricing model with the following assumptions: stock price – $0.060; exercise price – $0.075; expected life – three years; volatility – 132%; dividend yield – $nil; and risk-free rate – 3.95%.

During the year ended November 30, 2022, the Company did not issue any additional warrants.

As at August 31, 2023, the Company had warrants outstanding to acquire common shares of the Company as follows:

Expiry date	Exercise price	Number of warrants outstanding	Weighted average remaining contractual life (in years)
	$		
October 22, 2024	0.24	3,552,985	1.15
December 22, 2025	0.08	832,000	2.32
Total	**0.28**	**4,384,985**	**1.37**

The following is a continuity of the Company's warrants for the nine months ended August 31, 2023:

	Number of Warrants	Weighted Average Exercise Price
		$
Balance, November 30, 2022	22,265,620	0.24
Issued	832,000	0.08
Exercised	-	-
Expired	(18,712,635)	0.24
Balance, August 31, 2023	**4,384,985**	**0.21**

Expressed in Canadian Dollars

6. SHARE CAPITAL (continued)

(e) Stock option

The Company has adopted a stock option plan under which it may grant total stock options that do not exceed 10% of the Company's issued and outstanding shares.

On February 8, 2023, the Company granted 300,000 stock options to its non-arm's length party to purchase common shares. The options vest on the date of issuance and are exercisable for a period of five years from the date of issuance at an exercise price of $0.10 per option. The fair value of the stock options was $12,864 calculated using Black-Scholes option pricing model with the following assumptions: stock price – $0.05; exercise price – $0.10; expected life – five years; volatility – 141.87%; dividend yield – $nil; and risk-free rate – 4.23%.

During the year ended November 30, 2022, 100,000 options, granted on January 20, 2021 , exercisable at an exercise price of $0.20 per share for a period of two (2) years from the date of grant, were cancelled.

On February 22, 2022, the Company granted an aggregate of 1,500,000 stock options to directors, officers, and an employee of the Company to purchase 1,500,000 common shares in the capital of the Company pursuant to the Company's share option plan. These options, which vest immediately, are exercisable at an exercise price of $0.10 per share for a period of two (2) years from the date of grant. The fair value of the stock options was $84,180 calculated using Black-Scholes option pricing model with the following assumptions: stock price – $0.09; exercise price – $0.10; expected life – two years; volatility – 127.86%; dividend yield – $nil; and risk-free rate – 2.43%.

In January 2022, a total of 450,000 stock options expired unexercised.

As at August 31, 2023, the Company had warrants outstanding to acquire common shares of the Company as follows:

Expiry date	**Exercise price**	**Number of warrants outstanding**	**Weighted average remaining contractual life (in years)**
	$		
February 22, 2024	0.10	1,500,000	0.48
January 20, 2026	0.20	500,000	2.39
February 7, 2028	0.10	300,000	4.45
Total		**2,300,000**	**1.41**

Expressed in Canadian Dollars

6. SHARE CAPITAL (continued)

(e) Stock option (continued)

The following is a continuity of the Company's stock options for the nine months ended August 31, 2023 and the year ended November 30, 2022:

	Number of Options	Weighted Average Exercise Price
		$
Balance, November 30, 2021	**1,050,000**	**0.25**
Granted	1,500,000	0.10
Expired	(450,000)	0.33
Cancelled	(100,000)	0.20
Balance, November 30, 2022	**2,000,000**	**0.13**
Granted	300,000	0.10
Expired	-	-
Cancelled	-	-
Balance, August 31, 2023	2,300,000	0.13

As at August 31, 2023, the Company has 2,300,000 fully vested stock options with the weighted average life of 1.66 years outstanding.

(f) Restricted Share Units

The Company has adopted a restricted share unit ("RSU") plan under which it may grant unlimited RSUs as long as RSU shares combined with any other compensation agreements do not exceed 10% of the Company's issued and outstanding shares. RSUs vest at a specified date and may be settled by the Company at any time after the vesting date and before the expiry date. The Company has the option to settle RSUs either by issuing one common share of the Company for each RSU, or by paying a cash amount equal to the fair market value of one common share of the Company as at the vesting date for each RSU.

The following is a continuity of RSUs for the nine months August 31, 2023:

	Number of RSUs
Balance, November 30, 2022	**383,000**
Granted	-
Exercised	-
Balance, August 31, 2023	**383,000**

Expressed in Canadian Dollars

7. FLOW THROGH SHARE PREMIUM LIABILITY

The following is a continuity schedule of the liability portion of the flow through shares issuances.

	$
Balance at November 30, 2021	**219,782**
Settlement of flow-through share premium liability pursuant to qualified expenditures	(39,233)
Balance at November 30, 2021	**180,549**
Flow through share premium on the flow through shares issued	156,000
Balance at August 31, 2023	**336,549**

On October 22, 2021, the Company closed a non-brokered private placement of 6,279,500 flow-through units at a price of $0.16 per unit for aggregate gross proceeds of $1,004,720 (Note 6).

As a result of the issuance of flow-through shares during the year ended November 30, 2021, the Company had a commitment to incur $1,004,720 in qualifying expenditures on or before December 31, 2022, subject to Part XII.6 tax. During the year ended November 30, 2022, the Company incurred $179,351 in eligible qualifying expenditures resulting in a recovery of flow-through liability of $39,233, recorded as other income, and accrued $12,425 in Part XII.6 tax at November 30, 2022.

On December 23, 2022, the Company closed a private placement of 10,400,000 flow-through shares at a price of $0.075 per FT share for aggregate gross proceeds of $780,000 (Note 6).

8. KEY MANAGEMENT COMPENSATION AND 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.

Key management includes directors and key officers of the Company, including the President, Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"). During the nine months ended August 31, 2023, the Company paid $105,000 (2022 - $45,000) to a company controlled by a director of the Company, for consulting fee.

As at August 31, 2023, the balance owing to related parties was $Nil (November 30, 2022 - $Nil).

9. CAPITAL MANAGEMENT

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, and exploration of exploration and evaluation assets. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The properties in which the Company currently has an interest are in the exploration stage; as such the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

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

There were no changes in the Company's approach to capital management during the nine months ended August 31, 2023. The Company is not subject to externally imposed capital requirements, except when the Company issues flow-through shares for which the amount should be used for exploration work.

10. COMMITMENTS AND CONTINGENCIES

The Company is committed to certain cash payments, common share issuances, exploration expenditures as described in Note 4, and incurring eligible exploration expenditures pursuant to the flow-through arrangements as described in Note 7.

On October 22, 2021, the Company closed a private placement of 6,279,500 flow-through units at a price of $0.16 per unit for aggregate proceeds of $1,004,720. The Company renounced qualifying expenditures with an effective date of December 31, 2021 using the Look-Back Rule permitted under the Income Tax Act. The Company had until December 31, 2022 to incur the qualifying expenditures of $1,004,720 under the Look-Back Rule, subject to Part XII.6 tax. The Company was not able to fully expend the flow-through funds by December 31, 2022 and intends to rely on the General Rule and fully incur the remaining flow-through funds by October 22, 2023. Any tax consequences to the flow-through shares subscribers arising from the above, and potential liability to the Company, is uncertain and cannot be reliably measured at this time.

11. SUBSEQUENT EVENTS

On October 3, 2023, the Company announced that it intends to consolidate the common shares on a one-new-for-four-old basis. The consolidation has been approved by the Company's board of directors in accordance with the articles of the Company but remains subject to the approval of the Canadian Securities Exchange. The common shares will subsequently begin trading on a consolidated basis under the existing company name and trading symbol. Following the completion of the proposed consolidation, the company is expected to have approximately 22,687,241 post-consolidation common shares issued and outstanding, subject to rounding for fractional common shares.

On October 17, 2023, the Company announced that it has arranged a non-brokered private placement to raise up to CDN $1 million. The offering will consist of up to 11,111,111 million units consisting of one common share of the company and a common share purchase warrant entitling the holder to purchase a further share of the company. The units are being sold at a price of $0.09 per unit. The warrants will be exercisable for a period of 12 months from closing, at a price of $0.12 per share. Finders' fees may be applicable on the offering.