Panther Minerals Inc.
(formerly Lithium Lion Metals Inc.)

Unaudited Condensed Consolidated Interim Financial Statements

For the Three Months Ended September 30, 2024 and 2023

(Expressed in Canadian dollars)

NOTICE OF NO AUDITOR REVIEW OF INTERIM 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 an auditor has not reviewed the financial statements.

The accompanying unaudited interim financial statements of Lithium Lion Metals Inc. (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 financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

Panther Minerals Inc. (formerly Lithium Lion Metals Inc.)
Condensed Consolidated Interim Statements of Financial Position
Expressed in Canadian Dollars

		As at September 30, 2024		As at June 30, 2024
Assets				
Current				
Cash	$	164,599	$	718,620
Sales tax recoverable		16,327		48,640
Prepaid expenses and deposits		301,926		659,564
		482,852		1,426,824
Non-current assets				
Exploration and evaluation assets (Notes 4 and 5)		2,423,775		198,884
Total Assets	**$**	**2,906,627**	**$**	**1,625,708**
Liabilities				
Current				
Accounts payable and accrued liabilities	$	137,448	$	180,302
Total Liabilities		137,448		180,302
Shareholders' Equity				
Share capital (Note 6)		15,723,344		13,501,844
Equity reserve (Note 6)		205,600		181,560
Deficit		(13,159,765)		(12,237,998)
Total Shareholders' Equity		**2,769,179**		**1,445,406**
Total Liabilities and Shareholders' Equity	**$**	**2,906,179**	**$**	**1,625,708**

Nature of operations and going concern (Note 1)

Approved on behalf of the Board on November 29, 2024:

"David Beck"	*"Sebastian Lowes"*
David Beck, Director	Sebastian Lowes, Director

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

Panther Minerals Inc. (formerly Lithium Lion Metals Inc.)
Condensed Consolidated Interim Statement of Comprehensive Loss
Expressed in Canadian dollars

	Three months ended September 30, 2024	Three months ended September 30, 2023
Expenses		
Consulting fees	$ 122,416	$ 45,700
Legal	16,671	-
Audit and accounting	12,000	14,723
Investor relations	235,545	-
Management fee (Note 8)	40,000	23,465
Marketing, filing and office fees	470,092	43,677
Share-based compensation (Notes 7)	156,242	59,314
Travel	640	4,325
	(1,053,606)	(191,205)
Other Items		
Foreign exchange	(363)	(297)
Net and comprehensive loss	**$ (1,053,696)**	**$ (191,502)**
Loss per common share – basic and diluted	**$ (0.03)**	**$ (0.03)**
Weighted average number of common shares outstanding	**31,412,581**	**7,360,145**

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

Panther Minerals Inc. (formerly Lithium Lion Metals Inc.)
Condensed Consolidated Interim Statements of Changes in Shareholders' Equity
Expressed in Canadian Dollar

	Share Capital				
	Number	**Amount**	**Equity reserve**	**Deficit**	**Total**
Balance, June 30, 2023	**83,616,486**	**$ 10,777,349**	**$ 784,557**	**$ (10,185 ,408)**	**$ 1,376,498**
Share-based compensation (Note 7)	**-**	**-**	**59,315**	**-**	**59,315**
Net and comprehensive loss	**-**	**-**	**-**	**(191,502)**	**(191,502)**
Balance, September 30, 2023	**83,616,486**	**$ 10,777,349**	**$ 843,872**	**$ (10,376,910)**	**$ 1,244,311**
Balance, June 30, 2024	**30,287,648**	**$ 13,501,844**	**$ 181,560**	**$ (12,237,998)**	**$ 1,445,406**
Share-based compensation (Note 7)	**-**	**-**	**156,242**	**-**	**156,242**
Options cancelled	**-**	**-**	**(132,202)**	**132,202**	**-**
Share issuance for acquisitions (Note 7)	**5,000,000**	**2,150,000**	**-**	**-**	**2,150,000**
Shares issued for warrant conversion	**1,300,000**	**71,500**	**-**	**-**	**71,500**
Net and comprehensive loss	**-**	**-**	**-**	**(1,053,969)**	**(1,053,969)**
Balance, September 30, 2024	**36,587,648**	**$ 15,723,344**	**$ 205,600**	**$ (13,159,765)**	**$ 2,769,179**

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

Panther Minerals Inc. (formerly Lithium Lion Metals Inc.)
Condensed Consolidated Interim Statements of Cash Flows
Expressed in Canadian Dollars

	Three Months Ended September 30, 2024	Three Months Ended September 30, 2023
Operating activities		
Net loss for the year	$ (1,053,696)	$ (191,502)
Item not affecting cash:		
Share-based compensation	156,242	59,314
Changes in non-cash working capital balances:		
Prepaid expenses and deposits	357,638	7,360
Sales tax receivable	32,313	19,838
Accounts payable and accrued liabilities	(42,854)	130,793
Net cash provided (used) by operating activities	**(550,630)**	**25,804**
Investing activity		
Exploration and evaluation expenditures	(74,891)	(95,315)
Net cash used by investing activity	**(95,312)**	**(95,312)**
Financing activities		
Proceeds from exercise of warrants	71,500	-
Net cash provided by financing activities	**71,500**	**-**
Change in cash	(554,021)	(69,508)
Cash, beginning of year	420,448	420,448
Cash, end of year	**$ 164,599**	**$ 350,940**

Supplemental Cash Flow Information (Note 12)

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Panther Minerals Inc. (formerly Lithium Lion Metals Inc.) (the "Company" or "Panther") was incorporated under the laws of the Province of British Columbia, Canada. The Company's head office is located at #305-1770 Burrard Street, Vancouver, British Columbia, V6J 3G7, and its registered and records office is located at #600-1090 West Georgia St, Vancouver, BC V6E 3V7.

Its main business activity is the acquisition, exploration and evaluation of mineral properties located in Quebec, Canada. These condensed consolidated financial statements of the Company as at and for the period ended September 30, 2024, comprise the Company and its subsidiaries. The Company's common shares trade on the Canadian Securities Exchange ("CSE").

These consolidated financial statements have been prepared on the basis that the Company will continue as a going concern, which assumes that the Company will be able to meet its commitments, continue operations and realize its assets and discharge its liabilities in the normal course of operations for the foreseeable future. During the period ended September 30, 2024, the Company incurred a net loss of $1,053,969 (2023 - $191,502), net cash used in operations of $550,630 (2023 – provided $25,804) and at September 30, 2024, the Company's net working capital is $345,404 (2023 - $122,363).

The Company expects to incur losses in the development of its business, has no source of operating cash flow, and provides no assurances that sufficient funding, will be available to conduct further exploration and development of its mineral properties. These conditions indicate a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. Management intends to finance operating costs with the proceeds from equity financings, and its current working capital; however, there is no assurance that the Company will be successful in these actions.

These condensed consolidated interim financial statements do not include any adjustments relating to the realization of assets and liquidation of liabilities that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

Share Consolidation

On January 19, 2024, the Company completed a consolidation of its common shares on the basis of one post consolidation common share for every ten pre-consolidation common shares (the "Consolidation"). The exercise price and number of common shares issuable pursuant to the exercise of any outstanding convertible securities, including incentive stock options and warrants, were also adjusted in accordance with the Consolidation. The numbers of outstanding securities and other relevant information including but not limited to price per share, and exercise prices of convertible securities presented in these financial statements for both years ended June 30, 2024 and 2023 have been retroactively adjusted accordingly, unless otherwise specified.

2. BASIS OF PREPARATION

a) Basis of Presentation

The condensed consolidated financial statements for the period ended September 30, 2024 and 2023 were prepared in accordance with the International Financial Reporting Standards ("IFRS") and interpretations of IFRS as issued by the International Accounting Standards Board ("IASB"). The accounting policies set out below are in effect in these consolidated financial statements and have been applied consistently to all periods presented unless otherwise indicated.

Expressed in Canadian dollars

2. BASIS OF PREPARATION (continued)

a) **Basis of Consolidation**

These consolidated financial statements include the accounts of the Company and its subsidiaries. The financial statements of the subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. All inter-company balances, transactions, income and expenses have been eliminated upon consolidation.

Subsidiaries:

Subsidiaries are entities controlled by the Company. Control exists when the Company is exposed, or has rights to, variable returns from its involvement with the investee and has the ability to use its power over the investee to affect those returns.

The principal subsidiaries of the Company as of September 30, 2024 are as follows:

Name of subsidiary	Principal activity	Place of Incorporation	Ownership Interest September 30, 2024	Ownership Interest September 30, 2023
1238339 BC LTD. (“123 LTD.”)	Mineral exploration	Canada	100%	100%
1391740 BC LTD. (“139 LTD.”)	Mineral exploration	Canada	100%	100%
Sustainable Li-Ion Research Inc. (“SLIR”)	Recycling lithium-ion batteries	Canada	100%	100%
1283745 B.C. LTD.	Recycling lithium-ion batteries	Canada	100%	100%
Panther Minerals AK Inc.	Minerals exploration	USA	100%	-

On April 11, 2024, the Company established a new subsidiary, Panther Minerals AK Inc. to facilitate the execution of its Boulder Creek Property option agreement in the State of Alaska (Note 4).

Foreign currency translation:

The presentation currency of the consolidated financial statements is the Canadian dollar. The functional currency of an entity is the currency of the primary economic environment in which the entity operates, and has been determined for each entity within the group. The Company considers the functional currency for itself and each of its subsidiaries to be the Canadian dollar.

Transactions in currencies other than the Canadian dollar are recorded at exchange rates prevailing on the date of transaction. At the end of each reporting period, the monetary assets and liabilities of the Company that are denominated in foreign currencies are translated at the rate of exchange at the consolidated statement of financial position date, while non-monetary assets and liabilities are translated at historical rates. Revenues and expenses are translated at the exchange rates approximating those in effect on the date of the transactions. Exchange gains and losses arising on translation of foreign currency-denominated transactions or balances are recorded as a component of profit or loss in the period in which they occur.

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2. BASIS OF PREPARATION (continued)

b) Basis of Consolidation (continued)

Use of estimates and judgments

The preparation of consolidated financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported expenses during the year. Although management uses historical experience and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ from these estimates. The most significant account that requires estimates as the basis for determining the stated amounts is the estimate of assumptions around share-based awards and payments. Note 6 describes the inputs to the Black-Scholes option pricing model used to value share-based awards. The account most impacted by management's judgment is the recoverability of exploration and evaluation assets. Note 5 describes circumstances around impairment decisions on exploration and evaluation assets. Should the inputs management has used in coming to those estimates and judgments be determined to be incorrect, the results could be materially different.

3. SIGNIFICANT ACCOUNTING POLICIES

a) Exploration and evaluation assets

Exploration and evaluation expenditures include the costs of acquiring licenses, costs associated with exploration and evaluation activity, and the fair value (at acquisition date) of exploration and evaluation assets acquired in a business combination.

Pre-exploration costs are expensed in the period in which they are incurred. All costs related to the acquisition, and exploration of mineral properties are capitalized by property until the commencement of commercial production. As the options are exercisable entirely at the discretion of the optionee, the amounts payable or receivable are not recorded. Option payments are recorded as property costs or recoveries when the payments are made or received. Government tax credits received are recorded as a reduction to the cumulative costs incurred and capitalized on the related property.

Exploration and evaluation assets are assessed annually for indicators of impairment. An exploration and evaluation asset is deemed to have an indicator of impairment if the period for which the Company has the right to explore the property has expired or is not expected to be renewed, substantive expenditure on further exploration and evaluation of mineral resources is neither budgeted nor planned, exploration and evaluation activities have not led to the discovery of commercially viable quantities of mineral resources and the Company has decided to discontinue such activities for the specific property, or if sufficient data exists to indicate that development of a specific property would be unlikely to recover the carrying amount of the associated capitalized exploration and evaluation expenditures.

If there is an indication of impairment, the Company determines the recoverable amount of the specific exploration and evaluation asset as the greater of the asset's value in use or fair value less costs of disposal, and comparing this to the carrying amount as at the reporting date. If the carrying amount exceeds the recoverable amount, those exploration and evaluation expenditure costs, in excess of estimated recoveries, are written off to profit or loss as an impairment loss.

Once the technical feasibility and commercial viability of extracting the mineral resource has been determined, the mineral property is considered to be a mine under development and is classified as "mining assets". Exploration and evaluation expenditures accumulated are also tested for impairment before the property costs are transferred to mining assets.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

b) Earnings (loss) per share

Basic earnings (loss) per share is calculated by dividing the net earnings (loss) available to common shareholders by the weighted average number of shares outstanding during the year. Diluted earnings per share reflect the potential dilution of securities that could share in earnings of an entity by including additional shares in the weighted average number of shares outstanding for the assumed exercise of stock options and warrants, if dilutive.

In a loss year, potentially dilutive common shares are excluded from the diluted loss per share calculation as the effect would be anti-dilutive. Therefore, basic and diluted loss per share are the same for the years presented.

c) Share-based payments

The fair value of share options granted to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instrument 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 corresponding amount is recorded to the equity reserve.

The fair value of options is determined using the Black-Scholes option pricing model. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted, shall be based on the number of equity instruments that eventually vest. The value relating to options which are cancelled or expire unexercised is moved to deficit.

Equity reserve

The equity reserve records items recognized as share-based compensation expense and issuance of financing or broker warrants, until such time as the stock options or warrants are exercised, at which time the corresponding amount will be transferred to share capital. If the options or warrants expire unexercised or are cancelled, the amount is transferred to deficit.

d) New standards and interpretations not yet applied

In April 2024, the IASB issued IFRS 18 Presentation and Disclosure in Financial Statements. This standard aims to improve the consistency and clarity of financial statement presentation and disclosures by providing updated guidance on the structure and content of financial statements. Key changes include enhanced requirements for the presentation of financial performance, financial position, and cash flows, as well as additional disclosures to improve transparency and comparability.

IFRS 18 is effective for annual reporting periods beginning on or after January 1, 2027. The Company is currently assessing the impact that the adoption of IFRS 18 will have on its consolidated financial statements.

Expressed in Canadian dollars

4. ACQUISITIONS

On July 17, 2024, the Company entered into a definitive agreement with 1484506 B.C. Ltd. ("148 B.C.") and its shareholders, providing for the acquisition by the Company of 148 B.C., which holds the beneficial interest in the Huber Heights Uranium Property, located in northern Elko County, Nevada, from the shareholders of 148 B.C.

The Company issued an aggregate of 5,000,000 common shares of the Company to the shareholders of 148 B.C. pro-rated to their respective shareholdings in 148 B.C with a fair value of $0.43. The Company also incurred.

This acquisition did not meet the definition of a business under IFRS 3; therefore, the acquisition of 148 B.C. was treated as an acquisition of assets. The fair value of the assets acquired as at the date of acquisition were as follows:

Net assets acquired		
Exploration and evaluation assets	$	**2,185,750**
Total	$	**2,185,750**

Consideration		
Fair value of 20,000,000 common shares issued (Note 6)	$	**2,150,000**
Acquisition related costs	$	**35,750**
Total	$	**2,185,750**

5. EXPLORATION AND EVALUATION ASSET

Boulder Creek Uranium Property

On February 12, 2024 (the "Effective Date"), the Company through its wholly owned subsidiary, Panther Minerals (AK) Inc., entered into an option-to-purchase agreement with Tubutulik Mining Company LLC to acquire a 100-per-cent interest in the Boulder Creek Uranium Property located in northwestern Alaska.

Under the terms of the Option Agreement, in order to exercise the option in full and thereby acquire undivided 100% ownership interest in the Property (the "Option Closing"), the Company shall make the following cash payments (the "Option Payments") to the Vendor:

(i) US$5,000 upon signing of the letter of intent as between the Company and the Vendor (paid);
(ii) US$25,000 upon signing the Option Agreement (the "Effective Date") (paid);
(iii) US$50,000 on the first anniversary of the Effective Date; and
(iv) US$100,000 on the 2nd through to the 10th anniversaries of the Effective Date.

The Company may accelerate the Option Payments, in its sole discretion, at any time during the term of the Agreement.

Pursuant to the Option Agreement, the Company has also agreed to grant, the Vendor a 2% net smelter royalty (the " NSR ") on the Property, subject to a buy-down right (the " Buy-Down Right ") in its sole direction to repurchase 1% of the NSR from the Vendor for $1million, if the Buy-Down Right is exercised before the Option Closing or $2 million, if the Buy-Down Rights is exercised after the Option Closing and until the 10th anniversary of the Option Closing. Furthermore, commencing on the first anniversary of the Effective Date following the Option Closing, the Company will be required to pay to the Vendor $100,000 per year, for a period of 10 years, as an advance towards the royalty payments pursuant to the NSR.

Expressed in Canadian dollars

5. EXPLORATION AND EVALUATION ASSET (continued)

Huber Heights Uranium Property

On July 17, 2024, the Company entered into a definitive agreement with 1484506 B.C. Ltd. ("148 B.C.") and its shareholders, providing for the acquisition by the Company of 148 B.C., which holds the beneficial interest in the Huber Heights Uranium Property, located in northern Elko County, Nevada, from the shareholders of 148 B.C. The Company issued an aggregate of 5,000,000 common shares of the Company to the shareholders of 148 B.C. pro-rated to their respective shareholdings in 148 B.C with a fair value of $0.43. The Company also incurred acquisition costs in the amount of $35,750.

Mia-Li 3 Lithium Property

On February 1, 2023, the Company acquired, through the purchase of 139 LTD., an option agreement (the "Option Agreement") for the Mia-Li3 Lithium Property, located in James Bay region of Quebec.

Pursuant to the Option Agreement, effective date December 18, 2022, the Company can exercise its option to earn 100% interest in the Mia-Li3 Lithium Propertyy by completing the following milestones on or before the dates indicated pay an aggregate of $495,000 as follows:

(i) pay $30,000 within 10 days following the Effective Date; (Paid)
(ii) pay $80,000 within one year following the Effective Date (the "First Anniversary")
(iii) pay $150,000 within two years following the Effective Date (the "Second Anniversary")
(iv) pay $235,000 within three years following the Effective Date (the "Third Anniversary")

The option agreement is subject to a 2% net smelter return with the Company having the right to purchase 1.5% of the 2% NSR from the Optionor at $2,000,000.

In December of 2023, the Company terminated its Mai Li3 Lithium Property option agreements and consequently, impaired the property to $nil and recognized an impairment loss of $1,137,051.

113N Project

On November 30, 2023 (the "Effective Date"), the Company entered into an option agreement (the "Agreement") with Mosaic Minerals Corporation ("Mosaic"). Pursuant to the Agreement, the Company can exercise its option to acquire a 100% interest in the 113N Project (the "Project") by completing the following milestones on or before the indicated dates:

	Shares	**Cash**	**Exploration Commitment**
On Effective Date (issued and paid)	200,000	$10,000	
1st Anniversary of Effective Date	400,000	$25,000	$75,000
2nd Anniversary of Effective Date	600,000	$50,000	$250,000
3rd Anniversary of Effective Date	800,000	$115,000	$1,000,000
Totals:	2,000,000	$200,000	$1,325,000

Upon the Company's successful exercise of the option and acquisition of the Project, Mosaic will retain a 2% net smelter returns royalty ("NSR"), one-half of which (1% NSR) can be purchased by the Company for $1,000,000.
As at June 30, 2024, the Company does not intend on continuing with its 113N Project property option and consequently impaired the property to $nil and recognized an impairment of $12,000

Expressed in Canadian dollars

5. EXPLORATION AND EVALUATION ASSET (continued)

The continuity of the Company's exploration and evaluation assets, which are classified as intangible assets, is as follows:

	Huber Heights $	Mia-Li 3 $	113N $	Boulder Creek $	Total $
Acquisition costs					
Balance, beginning at July 1, 2022	-	-	-	-	-
Incurred during the year	-	1,000,000	-	-	1,000,000
Balance, ending June 30, 2023	**-**	**1,000,000**	**-**	**-**	**1,000,000**
Deferred Exploration Costs					
Balance, beginning at July 1, 2022	-	-	-	-	-
Geological and geophysical	-	-	-	-	-
Project preparation and support	-	6,566	-	-	6,566
Report and data compilation	-	20,070	-	-	20,070
Taxes and mineral claims	-	-	-	-	-
Balance, ending June 30, 2023	**-**	**1,026,636**	**-**	**-**	**1,026,636**
Acquisition costs					
Balance, beginning July 1, 2023	-	1,000,000	-	-	1,000,000
Incurred during the year	-	-	12,000	41,673	53,673
Balance, ending June 30, 2024	**-**	**1,000,000**	**12,000**	**41,673**	**1,053,673**
Deferred Exploration Costs					
Balance, beginning July 1, 2023	-	26,636	-	-	26,636
Equipment rental	-	63,859	-	20,824	84,683
Geological and geophysical	-	27,298	-	20,125	47,423
Project preparation and support	-	-	-	6,841	6,841
Permitting	-	-	-	9,491	9,491
Travel and accommodations	-	9,568	-	30,602	40,170
Report and data compilation	-	9,690	-	-	9,690
Taxes and mineral claims	**-**	**-**	**-**	69,328	69,328
Balance, ending June 30, 2024	**-**	**137,051**	**-**	**157,211**	**294,262**
Impairment	-	(1,137,051)	(12,000)	-	(1,149,051)
Acquisition costs					
Balance, beginning at July 1, 2024	-	-	-	41,673	-
Incurred during the year	2,185,750	-	-	-	2,185,750
Balance, ending June 30, 2023	**2,185,750**	**-**	**-**	**157,211**	**2,342,961**
Deferred Exploration Costs					
Balance, beginning at July 1, 2024	-	-	-	157,211	157,211
Geological and geophysical	-	-	-	2,115	2,115
Project preparation and support	-	-	-	10,047	10,047
Permitting	-	-	-	3,440	3,440
Report and data compilation	778	-	-	9,455	10,233
Taxes and mineral claims	10,243	-	-	3,062	13,305
Balance, ending June 30, 2023	**11,021**	**-**	**-**	**185,331**	**196,352**
Total exploration and evaluation	**2,196,770**	**-**	**-**	**227,004**	**2,423,775**

6. SHARE CAPITAL

Authorized and Issued:
- Unlimited common shares without par value; and
- 36,587,649 shares issued and outstanding

Issuances:

During the three months ended September 30, 2024, the Company issued the following shares

- On July 25, 2025, the Company issued 5,000,000 common shares with a fair value of $2,150,000 pursuant to acquisition of Huber Heights Uranium Property. (Note 4)
- On July 29, 2024, the Company issued 1,200,000 common shares pursuant to the conversion of warrants for cash proceeds of $66,000. The Company's shares on the date of conversion were trading at $0.39 per share.
- On September 24, 2024, the Company issued 100,000 common shares pursuant to the conversion of warrants for cash proceeds of $5,500. The Company's shares on the date of conversion were trading at $0.12 per share.

During the year ended June 30, 2024, the Company issued the following shares:

- On December 8, 2023, the Company issued 20,000 shares to the Optionor with a fair value of $2,000 in satisfaction of the first shares issuance in pursuant to the Option Agreement for 113N Project (Note 4).
- On March 21, 2024, the Company issued 11,800,000 units at a price of $0.05 per unit. Each unit comprises one common share in the capital of the Company and one common share purchase warrant. Each warrant will be exercisable into one common share at a price of $0.055 per share for two years from the date of issue.
- On April 19, 2024, the Company issued 106,000 common shares pursuant to the conversion of warrants for cash proceeds of $26,500. The Company's shares on the date of conversion were trading at $0.215 per share. The Company transferred $26,500 from equity reserve to share capital.
- On May 23, 2024, the Company issued 5,658,250 common shares of the Company at a price of $0.20 for net proceeds of $1,131,650.
- On May 23, 2024, 600,000 shares at a price of $0.20 to settle outstanding indebtedness in the aggregate amount of $120,000 pursuant to debt settlement agreements with a certain arm length creditor of the Company. The fair market value of the shares on the issuance date was $234,000. The Company recognized a loss on debt settlement in the amount of $114,000.
- On June 6, 2024, the Company issued 3,741,750 common shares of the Company at a price of $0.20 for net proceeds of $748,350.

Stock Options

During the year ended June 30, 2024, the Company adopted a stock option plan, pursuant to which the board of directors of the Company may from time to time, in its discretion, and in accordance with the CSE requirements, grant to directors, officers, and technical consultants to the Company, non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 20% of the then issued and outstanding common shares exercisable for a period of up to five years from the date of issuance. Shareholder approval of the stock option plan was received at the annual and special meeting of shareholders held on June 26th, 2024.

Expressed in Canadian dollars

7. SHARE CAPITAL (continued)

Stock Options (continued)

During the three months ended September 30, 2024, no options were issued or exercised.

During the period ended September 30, 2024, the Company cancelled 140,000 stock options with an exercise price of $1.00. The original fair value of the options calculated on the date of grant was $132,202, which was transferred from the equity reserve to deficit on cancellation of the options

During the year ended June 30, 2024, the Company cancelled 350,000 stock options with an exercise price of $0.75. The original fair value of the options calculated on the date of grant was $173,155, which was transferred from the equity reserve to deficit on cancellation of the options

The following tables summarize the stock option activity for the three months ended September 30, 2024 and 2023.

	September 30, 2024		September 30, 2023	
	Number of Options	**Weighted Average Exercise Price**	**Number of Options**	**Weighted Average Exercise Price**
Balance, beginning of year	195,113	$0.93	545,133	$1.30
Issued	-	-	-	-
Expired	(140,000)	$1.00	-	-
Balance, end of	**55,133**	**$0.75**	**545,133**	**$1.30**

September 30, 2024			September30, 2023		
Number of Options	**Exercise Price**	**Exercisable**	**Number of Options**	**Exercise Price**	**Exercisable**
-	-	-	140,000	$1.00	140,000
55,133	$0.75	55,133	205,133	$0.75	80,133
55,133	$0.75	55,133	345,133	$0.70	220,133

As at September 30, 2024, 55,133 (2023 – 545,133) options outstanding had a weighted average exercise price of $0.75 (2023 - $0.82) and a weighted average life of 3.41 (2023 – 3.83) years.

Warrants

During the three months ended September 30, 2024, 1,300,000 warrants were exercised resulting in the issuance of 1,300,000 common shares and proceeds of $71,500.

Expressed in Canadian dollars

7. SHARE CAPITAL (continued)

Warrants (continued)

September 30, 2024			September 30, 2023		
Number of Warrants	**Exercise Price**	**Exercisable**	**Number of Warrants**	**Exercise Price**	**Exercisable**
10,600,000	$0.055	10,600,000			
-	-	-	429,600	$2.00	429,600
			2,016,000	$0.25	2,016,000
			5,000	$0.25	5,000

As at September 30, 2024, 10,600,000 (2023 – 2,550,600) warrants outstanding had a weighted average exercise price of $0.055 (2023 - $0.50) and weighted average life of 1.47 (2023 - 0.58) years.

Restricted Share Units ("RSUs")

During the year ended June 30, 2024, the directors of the Company approved an RSU Plan, which contemplates the granting of RSUs to directors, senior officers, employees and consultants of the Company and its subsidiaries. The RSU Plan is intended to provide an incentive to eligible persons to acquire a proprietary interest in the Company, to continue their participation in the affairs and to increase their efforts on its behalf. The aggregate number of Shares reserved for issuance under the Stock Option Plan and RSU plan may not exceed 20% of the issued and outstanding common shares on the date of grant.

The RSU Plan is administered by the Board of the Company. Shareholder approval of the RSU plan was received at the annual and special meeting of shareholders held on June 26, 2024.

During the year ended June 30, 2024:

On June 26, 2024, the Company granted 1,725,000 RSUs with a fair value of $741,750 to certain directors, officers, and consultants of the Company. 50% of the RSUs vest 6 months from the date of grant while the remaining 50% will vest 12 months from the date of grant. During the three months ended September 30, 2024, the Company recognized $156,242 as share based expense.

As at September 30, 2024 the Company had the following RSUs outstanding:

Grant Date	RSU Granted	Price	Fair Value	Vesting Date
2024-06-26	862,500	$0.23	$370,875	2024-12-26
2024-06-26	862,500	$0.23	$370,875	2025-06-26

8. RELATED PARTY TRANSACTIONS

The Company's related parties consist of the directors, executive officers and companies owned in whole or in part by them.

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and senior officers.

Expressed in Canadian dollars

8. RELATED PARTY TRANSACTIONS (continued)

During the three months ended September 30, 2024 and 2023, the Company carried out the following transactions with key management personnel:

		September 30, 2024		September 30, 2023
Management fees paid to officers and directors	$	40,000	$	23,468
Share-based compensation (Note 6)		-		59,314
	$	**82,782**	**$**	**82,782**

9. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Fair value of financial instruments:

Fair values of financial instruments carried at fair value are calculated in accordance with the fair value hierarchy. The three levels of the fair value hierarchy are:

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

The fair value of accounts payable and accrued liabilities approximates its carrying value due to the short-term maturity of this financial instrument.

The fair value of the Company's financial instruments classified within the fair value hierarchy as at September 30, 2024 and June 30, 2024 is as follows:

September 30, 2024	Level 1	Level 2	Level 3	Total
Financial Instrument				
Cash	$ 164,599	-	-	$ 350,940

June 30, 2024	Level 1	Level 2	Level 3	Total
Financial Instrument				
Cash	$ 718,620	-	-	$ 420,448

The Company is exposed to varying degrees to a variety of financial instrument related risks:

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: currency risk, interest rate risk and other price risk. The Company's management of market risk has not changed materially from that of the period ended September 30, 2024.

9. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's functional and presentation currency is the Canadian dollar and major purchases are transacted in Canadian dollars. As a result, the Company's exposure to foreign currency risk is not considered to be material, nor has the Company seen a material change in this risk during the three months ended September 30, 2024.

Interest rate risk

Interest rate risk is the risk the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Financial assets and liabilities with variable interest rates expose the Company to cash flow interest rate risk. The Company does maintain bank accounts which earn interest at variable rates, and does not believe it is currently subject to any material interest rate risk. There has been no material change to the Company's exposure to interest rate risk during the three months ended September 30, 2024.

Other price risk

The risk that the fair value 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 currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer or by factors affecting all similar financial instruments traded in the market. Given the Company's stage of development, management does not believe that the Company is currently subject to any material other price risk. There has been no material change to the Company's exposure to other price risk during the three months ended September 30, 2024.

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is in its cash. The Company's cash is held in a large Canadian deposit taking financial institution. As a result, the Company believes it is not exposed to any material credit risk. There has been no material change to the Company's exposure to or management of credit risk during the three months ended September 30, 2024.

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities; the Company's accounts payable and accrued liabilities are all due within 12 months of June 30, 2024. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding. As discussed in Note 1, the Company's ability to meet its obligations and carry out its planned exploration activities is uncertain and dependent upon the continued financial support of its shareholders and securing additional financing.

10. CAPITAL MANAGEMENT

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern such that it can provide returns for shareholders and benefits for other stakeholders. In the definition of capital, the Company includes, as disclosed on its consolidated statement of financial position: share capital in the amount of $15,723,344, deficit in the amount of ($13,159,765) and equity reserve in the amount of $205,600.

10. CAPITAL MANAGEMENT (continued)

The management of the capital structure is based on the funds available to the Company in order to support the acquisition, exploration and development of mineral properties and to maintain the Company in good standing with the various regulatory authorities. In order to maintain or adjust its capital structure, the Company may issue new shares, sell assets to settle liabilities, issue debt instruments or return capital to its shareholders.

The Company monitors its capital structure and makes adjustments in light of changes in economic conditions and the risk characteristics of the underlying assets. There were no changes in the Company's approach to capital management during the year. The Company is not subject to externally imposed capital requirements.