

EARTHWISE MINERALS CORP.

CONDENSED INTERIM FINANCIAL STATEMENTS

For the three months ended June 30, 2024

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

**NOTICE OF NO AUDITOR REVIEW OF THE
CONDENSED INTERIM FINANCIAL STATEMENTS**

In accordance with National Instrument 51-102 Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of these condensed interim financial statements, they must be accompanied by a notice indicating that the condensed interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim financial statements of the Company for the three months ended June 30, 2024 have been prepared by and are the responsibility of the Company's management, and have not been reviewed by the Company's auditors.

EARTHWISE MINERALS CORP.
CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION
As at June 30, 2024 and March 31, 2024
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)

	June 30, 2024	March 31, 2024
ASSETS		
Current		
Cash	\$ 11,221	\$ 70,914
Amounts receivable	14,684	23,668
Prepaid expenses and deposits (Note 7)	-	31,500
	<u>\$ 25,905</u>	<u>\$ 126,082</u>
LIABILITIES		
Current		
Accounts payable and accrued liabilities (Notes 7 and 11)	\$ 920,297	\$ 942,656
Note payable (Note 8)	25,027	-
	<u>945,324</u>	<u>942,656</u>
SHAREHOLDERS' DEFICIT		
Share capital (Note 6)	5,392,646	5,392,646
Share subscriptions receivable (Note 6)	(5,000)	(5,000)
Contributed surplus (Note 6)	595,709	595,709
Accumulated deficit	(6,902,774)	(6,799,929)
	<u>(919,419)</u>	<u>(816,574)</u>
	<u>\$ 25,905</u>	<u>\$ 126,082</u>

Going concern (Note 2)
Commitments and contingency (Note 11)
Subsequent event (Note 6)

APPROVED ON BEHALF OF THE BOARD:

“Patrick Morris” Director
Patrick Morris

“Mark Luchinski” Director
Mark Luchinski

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE CONDENSED INTERIM FINANCIAL STATEMENTS

EARTHWISE MINERALS CORP.**CONDENSED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS**

For the three months ended June 30, 2024 and 2023

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

	For the three months ended	
	June 30,	
	2024	2023
Expenses		
Consulting fees (Note 7)	\$ 81,000	\$ 19,500
Marketing	-	12,500
Office and general	140	644
Professional fees	225	2,848
Regulatory and transfer agent fees	3,262	6,337
Travel and entertainment	4,136	3,076
	88,763	44,905
Loss before other items	(88,763)	(44,905)
Other items		
Interest income	154	-
Penalties and other interest charges (Notes 8 and 11)	(14,236)	(12,323)
	(14,082)	(12,323)
Net loss and comprehensive loss for the period	\$ (102,845)	\$ (57,228)
Basic and diluted loss per share	\$ (0.01)	\$ (0.00)
Weighted average number of common shares outstanding	11,904,383	10,667,570

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE CONDENSED INTERIM FINANCIAL STATEMENTS

EARTHWISE MINERALS CORP.**CONDENSED INTERIM STATEMENT OF CHANGES IN SHAREHOLDERS' DEFICIT**

For the three months ended June 30, 2024 and 2023

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

	Number of Shares	Share Capital	Share Subscriptions Receivable	Contributed Surplus	Accumulated Deficit	Total Shareholders' Deficit
Balance, March 31, 2023	9,454,383	\$ 5,288,146	\$ (45,000)	\$ 583,709	\$ (6,011,125)	\$ (184,270)
Shares issued for exploration and evaluation asset	1,600,000	132,000	-	-	-	132,000
Write-off of share subscriptions receivable	-	-	40,000	-	-	40,000
Net loss for the period	-	-	-	-	(57,228)	(57,228)
Balance, June 30, 2023	11,054,383	\$ 5,420,146	\$ (5,000)	\$ 583,709	\$ (6,068,353)	\$ (69,498)
Balance, March 31, 2024	11,904,383	\$ 5,392,646	\$ (5,000)	\$ 595,709	\$ (6,799,929)	\$ (816,574)
Net loss for the period	-	-	-	-	(102,845)	(102,845)
Balance, June 30, 2024	11,904,383	\$ 5,392,646	\$ (5,000)	\$ 595,709	\$ (6,902,774)	\$ (919,419)

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE CONDENSED INTERIM FINANCIAL STATEMENTS

EARTHWISE MINERALS CORP.
CONDENSED INTERIM STATEMENTS OF CASH FLOWS
For the three months ended June 30, 2024 and 2023
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)

	For the three months ended June 30,	
	2024	2023
Operating Activities		
Net loss for the period	\$ (102,845)	\$ (57,228)
Items not affecting cash:		
Penalties and other interest charges	14,236	12,323
Changes in non-cash working capital items related to operations:		
Amounts receivable	8,984	(1,336)
Prepaid expenses and deposits	31,500	12,792
Accounts payable and accrued liabilities	(36,568)	(38,089)
Cash used in operating activities	(84,693)	(71,538)
Financing Activities		
Note payable	25,000	-
Share subscriptions received	-	40,000
Cash provided by financing activities	25,000	40,000
Changes in cash during the period	(59,693)	(31,538)
Cash, beginning of period	70,914	42,029
Cash, end of the period	\$ 11,221	\$ 10,491
Supplemental Disclosure of Cash Flow Information:		
Cash paid during the period:		
Interest	\$ -	\$ -
Income taxes	\$ -	\$ -
Non-cash Transaction		
Shares issued for exploration and evaluation assets	\$ -	\$ 132,000

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE CONDENSED INTERIM FINANCIAL STATEMENTS

EARTHWISE MINERALS CORP.

Notes to the Condensed Interim Financial Statements

As at June 30, 2024

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

1. CORPORATE INFORMATION

Earthwise Minerals Corp. (the “Company”) is a mineral property exploration company whose common shares trade on the Canadian Securities Exchange (“CSE”). On April 15, 2021, the Company was listed and commenced trading on the CSE on April 19, 2021, under the trading symbol “HM”. On April 18, 2023, the Company changed the name to ‘Earthwise Minerals Corp.’ The Company commenced trading on CSE under the new trading symbol “WISE” on April 21, 2023.

The Company was incorporated on April 26, 2019, in British Columbia. The head office and registered and records office of the Company is located at 409 Granville Street, Suite 1000, Vancouver, British Columbia, Canada, V6C 1T2.

2. BASIS OF PREPARATION

(a) Statement of Compliance

These condensed interim financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”), Interpretations issued by the International Financial Reporting Interpretations Committee (“IFRIC”) and in accordance with International Accounting Standard (“IAS”) 34 Interim Financial Reporting.

The condensed interim financial statements were authorized for issue by the Board of Directors on August 29, 2024.

(b) Basis of Measurement

The condensed interim financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair value, as explained in the accounting policies set out in Note 3. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information. The financial statements are presented in Canadian dollars, unless otherwise noted.

(c) Going Concern

These condensed interim financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. Different bases of measurement may be appropriate if the Company was not expected to continue operations for the foreseeable future. At June 30, 2024, the Company has not achieved profitable operations, has accumulated losses of \$6,902,774 (March 31, 2024 - \$6,799,929) since inception and expects to incur further losses in the development of its business.

The Company’s business may be affected by changes in political and market conditions, such as interest rates, availability of credit, inflation rates, changes in laws, and national and international circumstances. Recent geopolitical events, including, relations between NATO and Russian Federation regarding the situation in Ukraine, the escalation of war between Hamas and Israel in Gaza and potential economic global challenges such as the risk of the higher inflation and energy crisis, may create further uncertainty and risk with respect to the prospects of the Company’s business.

EARTHWISE MINERALS CORP.

Notes to the Condensed Interim Financial Statements

As at June 30, 2024

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

2. BASIS OF PREPARATION – (cont'd)

(c) Going Concern – (cont'd)

The above material uncertainties cast significant doubt about the Company's ability to continue as a going concern. The Company's continuation as a going concern is dependent upon successful results from its exploration and evaluation activities, its ability to attain profitable operations to generate funds and/or its ability to raise equity capital or borrowings sufficient to meet its current and future obligations. Although the Company has been successful in the past in raising funds to continue operations, there is no assurance it will be able to do so in the future.

3. MATERIAL ACCOUNTING POLICIES

The preparation of financial data is based on accounting principles and practices consistent with those used in the preparation of the audited financial statements as at March 31, 2024.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

The effect of a change in an accounting estimate is recognized prospectively by including it in net loss in the year of the change, if the change affects that year only, or in the year of the change and future years, if the change affects both.

Critical Judgments, Estimates and Assumptions in Applying Accounting Policies

Information about judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statements within the next financial year are discussed below:

Going Concern

The assessment of the Company's ability to continue as a going concern requires significant judgement. See Note 2(c).

EARTHWISE MINERALS CORP.

Notes to the Condensed Interim Financial Statements

As at June 30, 2024

(Expressed in Canadian Dollars)

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5. EXPLORATION AND EVALUATION ASSET AND EXPENDITURES

The following tables summarize the Company's exploration and evaluation assets as at June 30, 2024 and March 31, 2024.

	Wilson Property	Gilnockie Property	Total
Balance, March 31, 2023	\$ 465,500	\$ 10,000	\$ 475,500
Shares issued	62,000	-	62,000
Cash - received	-	(10,000)	(10,000)
Write-off of exploration and evaluation asset	(527,500)	-	(527,500)
Balance, March 31, 2024 and June 30, 2024	\$ -	\$ -	\$ -

Wilson Gold Property

By a property option agreement with Cartier Resources Inc. dated on April 22, 2021, and as amended on April 20, 2023, the Company acquired 100% interest in the Wilson Gold property located in Verneuil township east of the town of Lebel-sur-Quevillon Quebec. As consideration, the Company is required to pay cash of \$1,050,000, issue an aggregate of 2,020,000 common shares, incur not less than \$6,000,000 in exploration expenditures and drill a minimum of 24,000 metres over a period of five years as follows:

- Cash payment of \$200,000 and issuance of 70,000 common shares upon execution of the agreement (paid and shares issued);
- Cash payment of \$150,000, issuance of 70,000 common shares, minimum exploration expenditures of \$750,000 and drilling of 3,000m within the first anniversary date (paid, issued, incurred, and completed);
- Issuance of 1,600,000 common shares and are subject to resale restrictions of 400,000 common shares (25%) that may be sold after the three-month hold period and an additional 25% may be sold every three months thereafter with the last 25% may be sold 12 months from the date of issuance (issued);
- Minimum exploration expenditures of \$750,000 and drilling of 3,000m within the second anniversary date (Incurred and completed);
- Cash payment of \$300,000, issuance of 80,000 common shares, minimum exploration expenditures of \$1,000,000 and drilling of 4,000m within the third anniversary date;
- Cash payment of \$300,000, issuance of 100,000 common shares, minimum exploration expenditures of \$1,500,000 and drilling of 6,000m within the fourth anniversary date;
- Cash payment of \$100,000, issuance of 100,000 common shares, minimum exploration expenditures of \$2,000,000 and drilling of 8,000m within the fifth anniversary date.

The Company has commitment of royalties of 4.5% to various owners with the options to repurchase.

Upon exercise of the option, Cartier Resources Inc. will retain a 2% net smelter return royalty ("NSR") of which 1% NSR may be purchased by the Company for \$4,000,000.

During the year ended March 31, 2024, the Company decided not to proceed with the property option agreement with Cartier Resources Inc. and have recorded a write-off of \$527,500 in acquisition costs.

EARTHWISE MINERALS CORP.

Notes to the Condensed Interim Financial Statements

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(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

5. EXPLORATION AND EVALUATION ASSET AND EXPENDITURES – (cont'd)

Wilson Gold Property – (cont'd)

On November 23, 2021, the Company entered into a purchase option agreement with three arm's length individuals (the "Optionors") to acquire 100% interest in six mining claims which is contiguous to the Wilson gold property known as the Wilson East Property. As consideration, the Company will pay cash of \$86,000 over three years (paid \$12,000 on signing) and issued 40,000 common shares over a three-year period of which 20,000 common shares had been issued as of March 31, 2022. Upon exercise of the option, the Optionors will retain 1.5% NSR of which 0.5% may be purchased by the Company for \$600,000. During the year ended March 31, 2023, the Company decided not to proceed with this agreement and have recorded a write-off of \$24,000 in acquisition cost.

Gilnockie Property

On November 14, 2022, the Company entered into a land purchase and sale contract agreement with Strata GeoData Services Ltd. to acquire 100% interest in 2 mineral claims, known as the Gilnockie property, located 40 kilometers south of Cranbrook, British Columbia. As consideration, the Company paid a cash purchase price of \$21,425.

During the year ended March 31, 2023, the Company recorded a write-down of \$11,425 to its recoverable amount of \$10,000. During the year ended March 31, 2024, the Company disposed of the Gilnockie Property and received \$10,000 in cash consideration.

6. SHARE CAPITAL

(a) Authorized

Unlimited common shares with no par value.

(b) Issued

During the three months ended June 30, 2024:

There were no transactions during the period.

During the year ended March 31, 2024:

On April 22, 2023, pursuant to the terms of an option agreement, the Company issued 1,600,000 common shares fair valued at \$62,000 (Note 5). The fair value of the 1,600,000 common shares issued to the optionor were estimated based on the trading price of the shares on the date of issuance of \$0.083 per share, discounted by the put option, calculated using the Black-Scholes option-pricing model, for the length of the hold period. The weighted average of the inputs is as follows - Share price on date of grant of \$0.083; Risk-free interest rate of 3.69%; Hold period of 0.63 years; and Expected volatility of 210%. The volatility was determined based on the historical trading prices of the Company.

During the year ended March 31, 2024, the Company issued an aggregate of 850,000 common shares upon the vesting of RSU and transferred \$42,500 from contributed surplus.

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Notes to the Condensed Interim Financial Statements

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6. SHARE CAPITAL – (cont'd)**(c) Share Purchase Warrants**

The changes in share purchase warrants were as follows:

	June 30, 2024	Weighted Average Exercise Price	March 31, 2024	Weighted Average Exercise Price
Balance, beginning of period	3,182,500	\$0.47	6,775,000	\$0.98
Expired	(1,325,000)	0.88	(3,592,500)	1.44
Balance, end of period	1,857,500	\$0.14	3,182,500	\$0.47

As at June 30 2024, the Company had 1,857,500 share purchase warrants outstanding as follows:

Number of Warrants	Exercise Price	Expiry Date	Weighted average remaining life
*10,000	\$0.70	July 20, 2024	
*60,000	\$0.70	July 26, 2024	
*200,000	\$0.25	August 28, 2024	
1,587,500	\$0.10	March 20, 2025	
1,857,500			0.64 yrs.

*Subsequent to June 30, 2024, a total of 270,000 share purchase warrants expired unexercised.

(d) Finders' Warrants

The changes in finders' warrants were as follows:

	June 30, 2024	Weighted Average Exercise Price	March 31, 2024	Weighted Average Exercise Price
Balance, beginning of period	112,000	\$0.49	354,838	\$1.02
Expired	(56,000)	0.70	(242,838)	1.26
Balance, end of period	56,000	\$0.27	112,000	\$ 0.49

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Notes to the Condensed Interim Financial Statements

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(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

6. SHARE CAPITAL – (cont'd)**(d) Finders' Warrants – (cont'd)**

As at June 30, 2024, the Company had 56,000 finders' warrants outstanding as follows:

Number of Warrants	Exercise Price	Expiry Date	Weighted average remaining life
*16,000	\$0.70	August 28, 2024	
40,000	\$0.10	March 20, 2025	
56,000			0.56 yrs.

*Subsequent to June 30, 2024, a total of 16,000 finders' warrants expired unexercised.

(e) Escrow Shares

Pursuant to an escrow agreement dated March 5, 2021, an aggregate of 610,000 common shares were placed into escrow to be released as to 10% upon receipt of notice from the CSE confirming the listing of the Company's common shares on the CSE with the remaining 90% to be released in equal tranches at six-month intervals over the 36 months following receipt of such notice. As at June 30, 2024, the Company had Nil (March 31, 2024 – 91,500) common shares held in escrow.

(f) Stock Options

The Company adopted a stock option plan whereby the Board of Directors may, from time to time, grant incentive stock options or restricted stock units (collectively, the "Awards") to directors, officers, employees and consultants. Under the plan, Awards issued may not exceed 10% of the issued common shares of the Company. The term of stock options shall be ten years from the grant date unless otherwise determined by the Board. The exercise price shall be determined by the Board but shall not be less than the fair market value of the common shares on the grant date.

On February 14, 2024, the Company granted 400,000 stock options to a consultant of the Company. The stock options entitle the holder thereof the right to purchase one common share for each option at \$0.05 per share expiring on February 14, 2029. These stock options vested at the date of grant with a fair value of \$12,000 which was determined using the Black Scholes option valuation model with the following assumptions – Share price on date of grant of \$0.05; Risk-free interest rate of 3.60%; Dividend yield of 0%; Expected life of 5 years; Forfeiture rate of 0% and Expected volatility of 100%. Since the Company does not have enough history of trading prices, the Company utilized annualized volatility of comparable start-up companies.

EARTHWISE MINERALS CORP.

Notes to the Condensed Interim Financial Statements

As at June 30, 2024

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

6. SHARE CAPITAL – (cont'd)**(f) Stock Options – (cont'd)**

The changes in stock options are as follows:

	June 30, 2024	Weighted Average Exercise Price	March 31, 2024	Weighted Average Exercise Price
Balance, beginning of period	606,000	\$0.28	671,000	\$0.70
Granted	-	-	400,000	0.05
Forfeited	-	-	(465,000)	0.70
Balance, end of period	606,000	\$0.28	606,000	\$0.28

As at June 30, 2024, the Company had 606,000 stock options outstanding as follows:

Number of Options	Exercise Price	Expiry Date	Weighted average remaining life
56,000	\$1.30	May 3, 2025	
150,000	\$0.50	July 7, 2027	
400,000	\$0.05	February 14, 2029	
606,000			3.88 yrs.

(g) Restricted Share Unit

On August 29, 2023, the Company agreed to grant 850,000 RSU to directors, officers and consultants of the Company that vest at 50% on December 30, 2023, and the remaining 50% on February 29, 2024. During the year ended March 31, 2024, the Company recognized \$42,500 as share-based payment and, as the Company intends to settle the RSU through equity settlement, recorded a corresponding credit to contributed surplus. As at March 31, 2024, the Company had issued 850,000 common shares upon the vesting of RSUs and transferred \$42,500 from contributed surplus.

EARTHWISE MINERALS CORP.

Notes to the Condensed Interim Financial Statements

As at June 30, 2024

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

7. RELATED PARTY TRANSACTIONS AND BALANCES

The following expenses were incurred with key management personnel of the Company. Key management personnel are persons responsible for planning, directing and controlling the activities of an entity, and include certain directors and officers. Key management compensation comprises:

	For the three months ended	
	June 30,	
	2024	2023
Consulting fees		
Enermetal Ventures Inc., company controlled by CEO	\$ 30,000	\$ 7,500

As at June 30, 2024, prepaid expenses and deposits includes \$Nil (March 31, 2024 - \$21,000) in prepaid consulting fees to the CEO.

Included in accounts payable and accrued liabilities at June 30, 2024 is \$6,384 (March 31, 2024 - \$6,384) in unpaid consulting fees and expense reimbursement to a company controlled by the CEO. These amounts owing are unsecured, due on demand, and non-interest bearing.

8. NOTE PAYABLE

On June 27, 2024, Amalfi Corporate Services Ltd. (“Amalfi”) loaned \$25,000 through a promissory note to the Company. 10% interest will accrue on the principal amount unless the Company is in default. If the Company is in default, then in addition to the other remedies available to Amalfi, interest at the rate of 10% shall apply to all outstanding balances (including accrued interest) until the amounts owing under this note are brought into good standing. The Company will not be required to make monthly payments, and the note is due on demand. During the three months ended June 30, 2024, the Company recorded interest charges of \$27 (June 30, 2023 - \$Nil).

9. CAPITAL MANAGEMENT

The Company’s objectives when managing capital are to identify, pursue and complete the exploration and development of resource properties, to maintain financial strength, to protect its ability to meet its on-going liabilities, to continue as a going concern, to maintain credit worthiness and to maximize returns for shareholders over the long term. The Company does not have any externally imposed capital requirements to which it is subject to. Capital of the Company comprises of cash and shareholders’ deficit.

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.

The Company’s investment policy is to invest its cash in financial instruments in high credit quality financial institutions with terms to maturity selected with regards to the expected timing of expenditures from continuing operations.

There were no changes to the Company’s approach to capital management from the year ended March 31, 2024.

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(Expressed in Canadian Dollars)

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10. FINANCIAL INSTRUMENTS AND RISKS

The Company is exposed through its operations to the following financial risks:

- Liquidity risk
- Market risk
- Credit risk

In common with all other businesses, the Company is exposed to risks that arise from its use of financial instruments. This note describes the Company's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements.

There have been no substantive changes in the Company's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them unless otherwise stated in the note.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company manages its liquidity risk by forecasting cash flows required for operations and anticipated investing and financing activities.

The business of mining and exploration involves a high degree of risk and there can be no assurance that exploration programs will result in profitable mining operations. The Company monitors its cash flows to meet the Company's normal operating requirements on an ongoing basis and its planned capital expenditures. All of the Company's financial liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms. As at June 30, 2024 the Company had a working capital deficiency of \$919,419 (March 31, 2024 working capital deficiency - \$816,574). The Company has insufficient cash to meet its requirements for administrative overhead, to conduct due diligence on mineral property acquisition targets, and to conduct exploration of its mineral properties and mineral properties that may be acquired.

The Company does not generate cash flows from operations to fund its activities and therefore relies principally upon the issuance of securities for financing. Future capital requirements will depend on many factors including the Company's ability to execute its business plan. 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.

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, investment fluctuations, and commodity and equity prices.

Interest Rate Risk

The Company is not exposed to significant interest rate risk.

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(Unaudited – Prepared by Management)

10. FINANCIAL INSTRUMENTS AND RISKS – (cont'd)

Price Risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of gold and other precious and base metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

Credit Risk

Financial instruments that potentially expose the Company to credit risk is cash. To minimize the credit risk on cash the Company places the instrument with a high credit quality financial institution. The maximum exposure to loss arising from these advances is equal to their total carrying amounts.

Fair Values

The Company's financial instruments at amortized costs include cash, accounts payable and accrued liabilities and note payable. The carrying amounts of these financial instruments approximate their fair values because of their current nature.

11. COMMITMENTS AND CONTINGENCIES

Flow-through common shares require the Company to spend an amount equivalent to the proceeds of the issued flow-through common shares on Canadian qualifying exploration expenditures. The Company may be required to indemnify the holders of such shares for any tax and other costs payable by them as the Company has not made the required exploration expenditures.

During the year ended March 31, 2022, the Company received \$2,002,000 from the issuance of flow-through shares. The Company renounced \$2,001,834 to the subscribers and has until December 31, 2022, to incur the qualifying expenditures. As at March 31, 2023, the deadline to incur the qualifying expenditures has passed and the Company did not fulfill its obligations of approximately \$826,000. An amount totaling \$543,700 was accrued for the indemnification of the shareholders for taxes and penalties related to the unspent portion of the commitment including Part XII.6 taxes and related interest and penalties. During the year ended March 31, 2024, the Company paid \$32,993 in Part XII.6 taxes and penalties to Revenue Quebec. During the three months ended June 30, 2024, the Company accrued an additional \$14,205 (June 30, 2023 - \$12,323) in interest expense. Included in accounts payable and accrued liabilities at June 30, 2024 is \$577,722 (March 31, 2024 - \$563,517) for the indemnification of the shareholders and Part XII.6 taxes and related interest and penalties.

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11. COMMITMENTS AND CONTINGENCIES – (cont'd)

During the year ended March 31, 2023, the Order of Geologists of Quebec (“Order”) filed a complaint that the Company’s former chief geologist engaged in professional activities reserved for the members of the Order, while he was not a member of the Order nor otherwise authorized by the law to engage in such activities. As at March 31, 2023, the Company estimated that it would likely settle a potential obligation of \$51,000 for \$15,000, and recorded a \$15,000 provision.

On June 18, 2024, the Company received a Notice of Judgement from Ministère de la Justice Quebec related to the complaint for a total fine and contribution of \$90,668 and is required to pay this amount by October 13, 2024. During the year ended March 31, 2024, the Company recognized in penalties and other interest charges an additional cost of \$75,668. As at June 30, 2024 and March 31, 2024, \$90,668 was included in accounts payable and accrued liabilities.