

**PART I. FINANCIAL INFORMATION**

**ITEM I. FINANCIAL STATEMENTS**

**ATHENA GOLD CORPORATION**  
**CONSOLIDATED BALANCE SHEETS**  
**(EXPRESSED IN US DOLLARS)**  
*(unaudited)*

	<b>9/30/24</b>	<b>12/31/23</b>
<b>Assets</b>		
Current assets		
Cash	\$ 6,553	\$ 2,808
Prepaid expenses	26,000	45,647
Investment in securities	401,122	0
Total current assets	433,675	48,455
Other assets		
Investment in securities	0	496,400
Mineral rights	6,241,114	6,196,114
Total other assets	6,241,114	6,692,514
Total assets	\$ 6,674,789	\$ 6,740,969
<b>Liabilities and Stockholders' Equity</b>		
Current liabilities		
Accounts payable	\$ 149,786	\$ 144,695
Accounts payable - related party	209,655	100,500
Advanced deposits	0	46,000
Warrant and option liability	327,868	29,151
Total current liabilities	687,309	320,346
Long term liabilities		
Note payable and accrued interest - related party	101,907	0
Warrant liability	138,753	102,811
Total long term liabilities	240,660	102,811
Total liabilities	927,969	423,157
Stockholders' equity		
Preferred stock, \$.0001 par value, 5,000,000 shares authorized, none outstanding	0	0
Common stock - \$.0001 par value; 250,000,000 shares authorized, 173,723,633 and 167,138,069 issued and outstanding as of September 30, 2024 and December 31, 2023, respectively	17,373	16,714
Additional paid in capital	17,500,619	17,391,148
Accumulated deficit	(11,771,172)	(11,090,050)
Total stockholders' equity	5,746,820	6,317,812
Total liabilities and stockholders' equity	\$ 6,674,789	\$ 6,740,969

Commitments and contingencies (Note 5)

*See accompanying notes to the unaudited financial statements.*

**ATHENA GOLD CORPORATION**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
**(EXPRESSED IN US DOLLARS)**  
*(unaudited)*

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<u>9/30/24</u>	<u>9/30/23</u>	<u>9/30/24</u>	<u>9/30/23</u>
<b>Operating expenses</b>				
Exploration, evaluation and project expenses	\$ 72,185	\$ 122,826	\$ 134,585	\$ 327,023
General and administrative expenses	80,311	89,180	284,951	350,637
Total operating expenses	<u>152,496</u>	<u>212,006</u>	<u>419,536</u>	<u>677,660</u>
Net operating loss	(152,496)	(212,006)	(419,536)	(677,660)
Interest income	0	2,598	0	2,598
Interest expense	(1,529)	0	(1,907)	0
Realized loss on investment	(12,452)	0	(12,452)	0
Unrealized gain (loss) on investment	46,239	0	(11,585)	0
Revaluation of warrant and option liability	(43,930)	785,941	(235,642)	1,213,301
Net income (loss)	<u>\$ (164,168)</u>	<u>\$ 576,533</u>	<u>\$ (681,122)</u>	<u>\$ 538,239</u>
<b>Weighted average common shares outstanding – basic and diluted</b>				
	<u>173,723,633</u>	<u>150,591,400</u>	<u>172,848,616</u>	<u>144,589,568</u>
Income per common share – basic and diluted	<u>\$ 0.00</u>	<u>\$ 0.00</u>	<u>\$ 0.00</u>	<u>\$ 0.00</u>

*See accompanying notes to the unaudited financial statements.*

**ATHENA GOLD CORPORATION**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
**(EXPRESSED IN US DOLLARS)**  
**(Unaudited)**

	<b>Common Stock</b>		<b>Additional Paid In Capital</b>	<b>Accumulated Deficit</b>	<b>Total</b>
	<b>Shares</b>	<b>Amount</b>			
December 31, 2022	136,091,400	\$ 13,609	\$ 16,652,603	\$ (11,702,798)	\$ 4,963,414
Stock based compensation	0	0	22,000	0	22,000
Net income	0	0	0	239,461	239,461
March 31, 2023	<u>136,091,400</u>	<u>\$ 13,609</u>	<u>\$ 16,674,603</u>	<u>\$ (11,463,337)</u>	<u>\$ 5,224,875</u>
Private placement, net	14,500,000	\$ 1,450	\$ 742,710	\$ 0	\$ 744,160
Warrant liability	0	0	(600,067)	0	(600,067)
Stock based compensation	0	0	1,658	0	1,658
Net loss	0	0	0	(277,755)	(277,755)
June 30, 2023	<u>150,591,400</u>	<u>\$ 15,059</u>	<u>\$ 16,818,904</u>	<u>\$ (11,741,092)</u>	<u>\$ 5,092,871</u>
Stock based compensation	0	\$ 0	\$ 1,658	\$ 0	\$ 1,658
Net income	0	0	0	576,533	576,533
September 30, 2023	<u>150,591,400</u>	<u>\$ 15,059</u>	<u>\$ 16,820,562</u>	<u>\$ (11,164,559)</u>	<u>\$ 5,671,062</u>
December 31, 2023	167,138,069	\$ 16,714	\$ 17,391,148	\$ (11,090,050)	\$ 6,317,812
Private placement, net	5,000,000	500	147,841	0	148,341
Warrant liability	0	0	(68,774)	0	(68,774)
Stock based compensation	0	0	555	0	555
Stock issued to pay off debt	685,564	69	25,265	0	25,334
Net loss	0	0	0	(340,763)	(340,763)
March 31, 2024	<u>172,823,633</u>	<u>\$ 17,283</u>	<u>\$ 17,496,035</u>	<u>\$ (11,430,813)</u>	<u>\$ 6,082,505</u>
Stock based compensation	600,000	\$ 60	\$ 23,940	\$ 0	\$ 24,000
Stock issued to pay off debt	300,000	30	10,887	0	10,917
Net loss	0	0	0	(176,191)	(176,191)
June 30, 2024	<u>173,723,633</u>	<u>\$ 17,373</u>	<u>\$ 17,530,862</u>	<u>\$ (11,607,004)</u>	<u>\$ 5,941,231</u>
Option liability	0	\$ 0	\$ (30,243)	\$ 0	\$ (30,243)
Net loss	0	0	0	(164,168)	(164,168)
September 30, 2024	<u>173,723,633</u>	<u>\$ 17,373</u>	<u>\$ 17,500,619</u>	<u>\$ (11,771,172)</u>	<u>\$ 5,746,820</u>

*See accompanying notes to the unaudited financial statements.*

**ATHENA GOLD CORPORATION**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(EXPRESSED IN US DOLLARS)**  
*(unaudited)*

	<b>Nine Months Ended</b>	
	<b>9/30/24</b>	<b>9/30/23</b>
<b>Cash flows from operating activities</b>		
Net income (loss)	\$ (681,122)	\$ 538,239
Adjustments to reconcile net loss to net cash used in operating activities		
Revaluation of warrant and option liability	235,642	(1,213,301)
Realized loss on investments	12,452	0
Unrealized loss on investments	11,585	0
Share based compensation	24,555	25,316
Change in operating assets and liabilities:		
Prepaid expense	19,647	(13,800)
Accounts payable	41,342	(1,995)
Accounts payable - related party	109,155	24,777
Net cash used in operating activities	(226,744)	(640,764)
<b>Cash flows from investing activities</b>		
Purchase of mineral properties	(45,000)	0
Proceeds from sale of investments	71,241	0
Net cash used in investing activities	26,241	0
<b>Cash flows from financing activities</b>		
Loan from related parties	101,907	25,000
Deposits for future private placement	(46,000)	0
Payments on notes payable	0	(81,210)
Proceeds from private placement of stock, net	148,341	719,160
Net cash provided by financing activities	204,248	662,950
Net decrease in cash	3,745	22,186
Cash, beginning of period	2,808	15,075
Cash, end of period	\$ 6,553	\$ 37,261
<b>Noncash investing and financing activities</b>		
Interest and taxes paid	\$ 0	\$ 0
Stock issued to pay off debt	\$ 36,251	\$ 25,000
Warrant and option liability recognition	\$ 99,017	\$ 600,067

*See accompanying notes to the unaudited financial statements.*

**ATHENA GOLD CORPORATION**  
**NOTES TO FINANCIAL STATEMENTS**  
*(Unaudited)*

**Note 1 – Nature of Business and Summary of Significant Accounting Policies**

***Nature of Operations***

Athena Gold Corporation (“we,” “our,” “us,” or “Athena”) is engaged in the acquisition and exploration of mineral resources. We were incorporated in Delaware on December 23, 2003, and began our mining operations in 2010.

The Company’s properties do not have any reserves. The Company plans to conduct exploration programs on these properties with the objective of ascertaining whether any of its properties contain economic concentrations of precious and base metals that are prospective for mining.

***Basis of Presentation and Statement of Compliance***

The accompanying consolidated financial statements (the “consolidated financial statements”) have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) and pursuant to the rules and regulations of the United States Securities and Exchange Commission (“SEC”).

***Basis of Measurement***

These consolidated financial statements have been prepared on the going concern basis, under the historical cost convention, except for certain financial instruments that are measured at fair value as described herein.

***Principles of Consolidation***

The consolidated financial statements include the accounts of Athena Gold Corp. and its wholly owned subsidiaries, Nubian Resources USA (“Nubian USA”) and Nova Athena Gold Corp (“Nova”). All significant inter-entity balances and transactions have been eliminated in consolidation. Subsidiaries are entities the Company controls when it is exposed, or has rights, to variable returns from its involvement in the entity and can affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are included in the consolidated financial results of the Company from the date of acquisition up to the date of disposition or loss of control. Nova was incorporated in British Columbia on September 24, 2024.

***Going Concern and Management’s Plans***

As at September 30, 2024, the Company has a working capital deficiency of approximately \$255,000. The ability of the Company to meet its obligations and continue operations is dependent on its ability to obtain additional debt or equity financing. These circumstances raise substantial doubt about the Company’s ability to continue as a going concern.

***Cash, Cash Equivalents and Concentration***

The Company considers all highly liquid investments with a maturity of three months or less when acquired to be cash equivalents. The Company places its cash with high credit quality financial institutions in the United States and Canada. On September 30, 2024, the Company’s cash balance was approximately \$7,000. To reduce the risk associated with the failure of such financial institution, the Company will evaluate, as needed, the rating of the financial institution in which it holds deposits.

### ***Critical Judgments and Estimation Uncertainties***

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, and expenses. These estimates and judgments are subject to change based on experience and new information which could result in outcomes that require a material adjustment to the carrying amounts of assets or liabilities affecting future periods. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

*Share-based compensation* – The fair value of share-based compensation is calculated using the Black-Scholes model. The main assumptions used in the model include the estimated life of the option, the expected volatility of the Company’s share price, and the risk-free rate of interest. The resulting value calculated is not necessarily the value that the holder of the option could receive in an arm’s-length transaction.

*Impairment of mineral properties* – Management applies significant judgment in its assessment of mineral properties and whether there are any indications of impairment. The Company considers both internal and external sources of information when making the impairment assessment. External sources of information considered are changes in the Company’s economic, legal and regulatory environment, which it does not control, but affects the recoverability of its mining assets. Internal sources of information the Company considers include the manner in which mining properties are expected to be used and indications of economic performance.

*Warrant and option liability* – The fair value of the warrant and option liability is calculated using the Black-Scholes model. The main assumptions used in the model include the estimated life of the warrant and option, the expected volatility of the Company’s share price, and the risk-free rate of interest. The resulting value calculated is not necessarily the value that the holder of the warrant or option could receive in an arm’s-length transaction.

### ***Foreign Currency Translation***

The Company is exposed to currency risk on transactions and balances in currencies other than the functional currency. The Company has not entered any contracts to manage foreign exchange risk.

These consolidated financial statements are presented in U.S. dollars (“USD”), which is the Company’s reporting currency. The functional currency of the Company and its subsidiaries is the US dollar; therefore, the Company is exposed to currency risk from financial assets and liabilities denominated in Canadian dollars. The Company does not consider the currency risk to be material to the future operations of the Company and, as such, does not have a program to manage currency risk.

Transactions in foreign currencies are recorded in the functional currency at exchange rates prevailing on the dates of the transactions. At the end of each reporting period, monetary assets and liabilities denominated in foreign currencies are translated at the period end exchange rates. Non-monetary items are translated at the exchange rates in effect on the date of the transactions. Foreign exchange gains and losses arising from translation are presented in the consolidated statements of loss and comprehensive loss.

### ***Mineral Property Acquisition and Exploration Costs***

Mineral property exploration costs are expensed as incurred until economic reserves are quantified. To date, the Company has not established any proven or probable reserves on its mineral properties. Costs of lease, exploration, carrying and retaining unproven mineral lease properties are expensed as incurred. The Company has chosen to expense all mineral exploration costs as incurred given that it is still in the exploration stage. Once the Company has identified proven and probable reserves in its investigation of its properties and upon development of a plan for operating a mine, it would enter the development stage and capitalize future costs until production is established. When a property reaches the production stage, the related capitalized costs will be amortized over the estimated life of the probable-proven reserves. When the Company has capitalized mineral properties, these properties will be periodically assessed for impairment of value and any diminution in value. To date, the Company has not established the commercial feasibility of any exploration prospects; therefore, all exploration costs are being expensed. Costs of mineral property acquisitions are being capitalized.

### ***Fair Value of Financial Instruments***

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. There are three levels of inputs that may be used to measure fair value:

Level 1 - Valuation based on quoted market prices in active markets for identical assets and liabilities.

Level 2 - Valuation based on quoted market prices for similar assets and liabilities in active markets.

Level 3 - Valuation based on unobservable inputs that are supported by little or no market activity, therefore requiring management's best estimate of what market participants would use as fair value.

The fair value of cash, prepaid expenses, accounts payable, advanced deposits, and note payable approximate their carrying values due to their short term to maturity. The investment in securities is recorded at the fair value through profit and loss using Level 1 inputs. The warrant liabilities are measured at fair value through profit and loss using level 3 inputs (Note 3).

### ***Income Taxes***

Income taxes are accounted for under the asset and liability method in accordance with ASC 740, "Income Taxes". Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial carrying amounts of existing assets and liabilities and their respective tax bases as well as operating loss and tax credit carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the periods in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Deferred tax assets are reduced by a valuation allowance to the extent that the recoverability of the asset is unlikely to be recognized.

The Company reports a liability, if any, for unrecognized tax benefits resulting from uncertain tax positions taken, or expected to be taken, in an income tax return. The Company has elected to classify interest and penalties related to unrecognized income tax benefits, if and when required, as part of income tax expense in the statement of operations. No liability has been recorded for uncertain income tax positions, or related interest or penalties as of December 31, 2023 and December 31, 2022. The periods ended December 31, 2022, 2021, 2020 and 2019 are open to examination by taxing authorities.

### ***Long Lived Assets***

The Company assesses the impairment of long-lived assets whenever events or changes in circumstances indicate that the carrying value may not be recoverable. When the Company determines that the carrying value of long-lived assets may not be recoverable based upon the existence of one or more indicators of impairment and the carrying value of the asset cannot be recovered from projected undiscounted cash flows, the Company records an impairment charge. The Company measures any impairment based on a projected discounted cash flow method using a discount rate determined by management to be commensurate with the risk inherent in the current business model. Significant management judgment is required in determining whether an indicator of impairment exists and in projecting cash flows.

### ***Stock-Based Compensation***

Stock-based compensation (“SBC”) is accounted for based on the requirements of the Share-Based Payment Topic of ASC 718 which requires recognition in the consolidated financial statements of the cost of employee and director services received in exchange for an award of equity instruments over the period the employee or director is required to perform the services in exchange for the award (presumptively, the vesting period). This ASC also requires measurement of the cost of employee and director services received in exchange for an award based on the grant-date fair value of the award.

The estimated fair value of each stock option as of the date of grant was calculated using the Black-Scholes pricing model. The Company estimates the volatility of its common stock at the date of grant based on Company stock price history. The Company determines the expected life based on the simplified method given that its own historical share option exercise experience does not provide a reasonable basis for estimating expected term. The Company uses the risk-free interest rate on the implied yield currently available on U.S. Treasury issues with an equivalent remaining term approximately equal to the expected life of the award. The Company has never paid any cash dividends on its common stock and does not anticipate paying any cash dividends in the foreseeable future. The shares of common stock subject to the stock-based compensation plan shall consist of unissued shares, treasury shares or previously issued shares held by any subsidiary of the Company, and such number of shares of common stock are reserved for such purpose.

### ***Derivative Financial Instruments***

The Company accounts for derivative instruments in accordance with Financial Accounting Standards Board (“FASB”) ASC 815, Derivatives and Hedging (“ASC 815”), which requires additional disclosures about the Company’s objectives and strategies for using derivative instruments, how the derivative instruments and related hedged items are accounted for, and how the derivative instruments and related hedging items affect the financial statements. The Company does not use derivative instruments to hedge exposures to cash flow, market, or foreign currency risk. Terms of convertible debt and equity instruments are reviewed to determine whether or not they contain embedded derivative instruments that are required under ASC 815 to be accounted for separately from the host contract and recorded on the balance sheet at fair value. The fair value of derivative liabilities, if any, is required to be revalued at each reporting date, with corresponding changes in fair value recorded in current period operating results. Pursuant to ASC 815, an evaluation of specifically identified conditions is made to determine whether the fair value of warrants and options issued is required to be classified as equity or as a derivative liability.

Certain warrants and options are treated as derivative financial liabilities. The estimated fair value, based on the Black-Scholes model, is adjusted on a quarterly basis with gains or losses recognized in the statement of loss and comprehensive loss. The Black-Scholes model is based on significant assumptions such as volatility, dividend yield, expected term and liquidity discounts.

### ***Investment in securities***

We have concluded that the Company does not have the ability to exercise significant influence over operating and financial policies of its investee. The Company has elected to measure the investment at fair value less impairment.



### *Earnings (Loss) per Common Share*

The following table shows basic and diluted earnings per share:

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>9/30/2024</b>	<b>9/30/2023</b>	<b>9/30/2024</b>	<b>9/30/2023</b>
Basic and diluted earnings (loss) per common share				
Earnings (loss)	\$ (164,168)	\$ 576,533	\$ (681,122)	\$ 538,239
Basic weighted average shares outstanding	173,723,633	150,591,400	172,848,616	144,589,568
Assumed conversion of dilutive shares	0	0	0	0
Diluted weighted average common shares outstanding, assuming conversion of common stock equivalents	173,723,633	150,591,400	172,848,616	144,589,568
Basic earnings (loss) per common share	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00
Diluted earnings (loss) per common share	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00

The options and warrants that were not included in the diluted weighted average shares calculation were excluded because they were “out-of-the-money”. In periods when the Company has a net loss, all common stock equivalents are excluded as they would be anti-dilutive. The following details the dilutive and anti-dilutive shares:

<b>September 30, 2024</b>	<b>Dilutive shares - In the money</b>	<b>Anti-dilutive shares - Out of the money</b>	<b>Total</b>
Options	0	5,230,000	5,230,000
Warrants	0	26,470,303	26,470,303
Total	0	31,700,303	31,700,303

  

<b>September 30, 2023</b>	<b>Dilutive shares - In the money</b>	<b>Anti-dilutive shares - Out of the money</b>	<b>Total</b>
Options	0	5,230,000	5,230,000
Warrants	0	39,391,053	39,391,053
Total	0	44,621,053	44,621,053

### *Risks and Uncertainties*

Since the formation of the Company, it has not generated any revenue. As an early-stage company, the Company is subject to all the risks inherent in the initial organization, financing, expenditures, complications and delays inherent in a new business. Our business is dependent upon the implementation of our business plan. There can be no assurance that our efforts will be successful or that we will ultimately be able to generate revenue or attain profitability.

Natural resource exploration, and exploring for gold, is a business that by its nature is very speculative. There is a strong possibility that we will not discover gold or any other mineralization which can be mined or extracted at a profit. Even if we do discover gold or other deposits, the deposit may not be of the quality or size necessary for us or a potential purchaser of the property to make a profit from mining it. Few properties that are explored are ultimately developed into producing mines. Unusual or unexpected geological formations, geological formation pressures, fires, power outages, labor disruptions, flooding, explosions, cave-ins, landslides, and the inability to obtain suitable or adequate machinery, equipment or labor are just some of the many risks involved in mineral exploration programs and the subsequent development of gold deposits.

The Company business is exploring for gold and other minerals. If the Company discovers commercially exploitable gold or other deposits, revenue from such discoveries will not be generated unless the gold or other minerals are mined.

Mining operations in the United States are subject to many different federal, state, and local laws and regulations, including stringent environmental, health and safety laws. In the event operational responsibility is assumed for mining our properties, the Company may be unable to comply with current or future laws and regulations, which can change at any time. Changes to these laws may adversely affect any of the Company potential mining operations. Moreover, compliance with such laws may cause substantial delays and require capital outlays greater than those the Company anticipates, adversely affecting any potential mining operations. Future mining operations, if any, may also be subject to liability for pollution or other environmental damage. The Company may choose not to be insured against this risk because of high insurance costs or other reasons.

### ***Recent Accounting Pronouncements***

Certain new standards, amendments and interpretations, and improvements to existing standards have been published by the FASB and United States Securities and Exchange Commission but are not yet effective and have not been adopted early by the Company. The Company does not anticipate that any of these pronouncements will have a material impact on its consolidated financial statements.

### **Note 2 – Mineral Rights - Excelsior Springs**

During the year ended December 31, 2021, the Company acquired 100% of Nubian USA from Nubian Resources Ltd. (the “Seller”). Nubian USA holds full ownership of the mining claims comprising the Excelsior Springs Prospect (the “Property”) located in Esmeralda County, Nevada.

The Seller retained a 1% Net Smelter Returns Royalty on the claims it sold to the Company. One-half (0.5%) of the NSR Royalty may be purchased by the Company for CAD \$500,000 payable to the Seller. An additional one-half (0.5%) of the NSR Royalty may be purchased by the Company at fair market value.

On June 9, 2022, the Company entered into an agreement to purchase an undivided 100% interest in the Fortunatus and Prout patented lode mining claims in Esmeralda County, Nevada as part of the Excelsior Springs Project for consideration of \$185,000. The Agreement was completed in July 2022.

On June 1, 2024 the Company entered into an Asset Purchase Agreement with Silver Reserve Inc. to acquire an 100% interest in 11 unpatented BLM claims covering approximately 220 acres known as the Blue Dick Mine and related mineral claims, together with certain technical data relating to the mining claims. Total consideration paid was \$45,000 and a 3% NSR.

### **Note 3 – Common Stock, Warrants and Options**

On June 7, 2024, the Company issued an aggregate of 600,000 shares in the common stock of the Company to two independent directors and the Chief Financial Officer of the Company as compensation for their services.

On June 7, 2024, the Company issued 300,000 common stock to a vendor in settlement of an invoice for services totaling CAD\$15,000.

In January 2024, the Company completed the sale of an aggregate of CAD\$200,000 of its Units at a purchase price of CAD\$0.04 per Unit for a total of 5,000,000 Units. Each Unit consisted of one share of Common Stock and one common stock purchase warrant exercisable for two years to purchase one additional share of Common Stock at a price of CAD\$0.05 per share. \$27,812 previously classified as a related party account payable was used towards the funds required for the investment in the private placement.

In January 2024, the Company issued 685,564 common stock to a vendor in settlement of invoices for services totaling CAD\$34,278.

The Company has issued warrants which have an exercise price in Canadian dollars while the Company's functional currency is US dollars. Therefore, in accordance with ASU 815 - Derivatives and Hedging, the warrants have a derivative liability value. Outstanding subscription warrants were revalued as of September 30, 2024, with various inputs using a Black Scholes model. Broker warrants are valued at the time of issuance and not remeasured. The following is a summary of warrants issued and outstanding.

As of September 30, 2024:

<u>Issue Date</u>	<u>Expiration Date</u>	<u>Exercise Price (CAD)</u>	<u>Valuation</u>	<u>Volatility</u>	<u>Warrants Issued</u>
<b>Subscription Warrants</b>					
4/14/2022	4/13/2025	\$0.15	\$ 67,495	171%	6,250,000
10/24/2022	10/24/2024	\$0.12	1,325	227%	500,000
4/24/2023	4/24/2025	\$0.10	224,833	169%	14,500,000
1/17/2024	1/17/2026	\$0.05	138,753	140%	5,000,000
			<u>\$ 432,406</u>		<u>26,250,000</u>
<b>Broker Warrants</b>					
4/24/2023	4/24/2025	\$0.10	7,954	117%	220,303
			<u>\$ 7,954</u>		<u>220,303</u>

As of September 30, 2023:

<u>Issue Date</u>	<u>Expiration Date</u>	<u>Exercise Price (CAD)</u>	<u>Valuation</u>	<u>Volatility</u>	<u>Warrants Issued</u>
<b>Subscription Warrants</b>					
5/25/2021	5/31/2024	\$0.15	\$ 10,990	88%	6,250,000
9/30/2021	5/31/2024	\$0.15	5,410	88%	3,108,700
4/14/2022	4/13/2025	\$0.15	64,955	105%	6,250,000
8/12/2022	8/12/2024	\$0.12	13,624	85%	3,247,500
8/31/2022	8/31/2024	\$0.12	9,868	83%	2,300,000
9/14/2022	9/14/2024	\$0.12	16,544	93%	2,760,200
10/24/2022	10/24/2024	\$0.12	3,449	93%	500,000
4/24/2023	4/24/2025	\$0.10	261,746	104%	14,500,000
			<u>\$ 386,586</u>		<u>38,916,400</u>
<b>Broker Warrants</b>					
4/14/2022	4/13/2024	\$0.15	1,344	138%	70,000
8/31/2022	8/31/2024	\$0.12	6,312	132%	104,250
9/14/2022	9/14/2024	\$0.12	2,921	134%	80,100
4/24/2023	4/24/2025	\$0.10	7,954	117%	220,303
			<u>\$ 18,531</u>		<u>474,653</u>

The following is a summary of warrants exercised, issued and expired:

	<u>Total</u>
Balance at December 31, 2022	24,935,560
Exercised	0
Issued	14,720,303
Expired	(264,810)
Balance at December 31, 2023	39,391,053
Exercised	0
Issued	5,000,000
Expired	(17,920,750)
Balance at September 30, 2024	26,470,303
Weighted average exercise price	\$ 0.10

During the third quarter ending September 30, 2024, the Company granted 3,333,333 options to purchase the Company's investment in Nubian Resources Ltd at an exercise price of CAD\$0.06, the options expire on January 31, 2025. The options had an initial valuation of \$30,243. Outstanding options were revalued as of September 30, 2024, with various inputs using a Black Scholes model and had a valuation of \$34,215, resulting in an adjustment of \$3,972 for the three months ended September 30, 2024.

#### Note 4 – Share Based Compensation

The Company adopted its 2020 Equity Incentive Plan (the "Plan") which became effective in January 2021. Under the Plan, the Company is authorized to issue up to 10 million shares of common stock pursuant to grants and the exercise of rights under the Plan.

A summary of the stock options as of September 30, 2024, and changes during the periods are presented below:

Grant Date	Expiration Date	Exercise Price	Valuation	Volatility	Options Granted	Expected Life (Yrs)	SBC Expense - 9 Months Ended	
							9/30/2024	9/30/2023
3/22/2021	3/22/2026	\$ 0.0900	\$ 190,202	211%	2,000,000	3.4	\$ 0	\$ 14,262
8/24/2022	8/24/2032	\$ 0.0600	\$ 43,456	178%	730,000	5.5	0	0
10/12/2022	10/12/2032	\$ 0.0600	\$ 106,109	162%	2,250,000	5.5	0	0
1/16/2023	1/16/2028	\$ 0.0675	\$ 13,267	174%	250,000	3.3	555	11,054
							<u>\$ 555</u>	<u>\$ 25,316</u>

	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value
Balance at December 31, 2022	4,980,000	\$ 0.07	7.1	\$ 0
Exercised	0	0	0	0
Issued	250,000	0.07	4.0	0
Canceled	0	0	0	0
Balance at December 31, 2023	5,230,000	0.07	6	0
Exercised	0	0	0	0
Issued	0	0	0	0
Canceled	0	0	0	0
Balance at September 30, 2024	5,230,000	0.07	5.3	0
Options exercisable at September 30, 2024	5,230,000	0.07	5.3	0

#### **Note 5 – Commitments and Contingencies**

None.

#### **Note 6 – Related Party Transactions**

##### ***Management and Consulting Fees***

The Company is subject to a month-to-month management agreement with Mr. Power requiring a monthly payment of \$2,500 as consideration for the day-to-day management of Athena, \$22,500 was recorded as management fees and are included in general and administrative expenses in the accompanying consolidated statements of operations for the nine months ended September 30, 2024 and 2023.

The Company paid the Chief Financial Officer for consulting services \$24,997 and \$21,823 for the nine months ended September 30, 2024 and 2023, respectively.

##### ***Director Fees***

Director fees were paid in stock, as discussed below, for the nine months ended September 30, 2024 versus \$30,000 for the nine months ended September 30, 2023.

##### ***Stock based compensation***

On June 7, 2024, the Company issued an aggregate of 600,000 shares in the common stock of the Company to two independent directors and the Chief Financial Officer of the Company as compensation for their services resulting in SBC expense of \$24,000 for the nine months ended September 30, 2024.

On March 22, 2021, the Company granted 1,500,000 options at a price of \$0.09 to three Directors of the Company. The options vest 50% upon issuance, and 25% on each of the first and second anniversaries of the grant date. The options were valued at \$142,652 on the grant date and 50% vested on grant date with 25% vesting one year from grant date and the remaining 25% vesting two years from grant date. SBC expense totaling \$0 and \$14,262 for the nine months ended September 30, 2024 and 2023, respectively.

#### ***Advanced deposits and accounts payable***

In December 2023, the Company received an advanced deposit for investment into the January 2024 private placement from John Gibbs for \$25,000 and from John Power for \$21,000. In addition, John Power is due approximately \$94,655 and \$54,783 as of September 30, 2024 and 2023, respectively for expense reports and other advances made to the Company. John Gibbs is due \$115,000 as of September 30, 2024 for advances made to the Company.

#### ***Note Payable***

On June 7, 2024, the Company executed a promissory note with John Power, the Company's President and Chief Executive Officer for \$100,000 at 6% with a January 2, 2026 maturity date.

In January 2023, the Company executed a promissory note with John Gibbs for \$25,000 at 6% that is payable on demand. The amount was converted into equity as part of the April 2023 private placement.

#### **Note 7 – Segmented Information**

All long-lived assets are in the United States of America.

#### **Note 8 – Subsequent Events**

Effective October 1, 2024, the Company executed a Purchase and Sale Agreement (the "PSA") dated September 30, 2024 with Libra Lithium Corp. ("Libra"), a privately-held company, to acquire up to a 100% right, title and interest in the Laird Lake and Oneman Lake gold projects in Ontario.

Under the terms of PSA Athena acquired Libra's Laird Lake and Oneman Lake projects in Ontario through the issuance of 43,865,217 common shares from the Company's British Columbia Canada subsidiary (Nova Athena Gold Corporation) to Libra.

Effective October 25, 2024, the Company completed the first tranche of CAD\$600,000 of its Units at a purchase price of CAD\$0.05 per Unit for a total of 12,000,000 Units. Each Unit consisted of one share of Common Stock and one-half common stock purchase warrant ("Warrant"). Each Warrant is exercisable for three years to purchase one share of Common Stock at a price of CAD\$0.12 per share.

On October 31, 2024, the Board of Directors of the Company approved the agreement and plan of merger and amalgamation with Nova. The Company will merge with and into Nova, with Nova as the surviving corporation. The surviving corporation will change its name to Athena Gold Corporation. Each share of the Company's common stock will be converted into one common share of Nova. The merger requires approval from the majority of the Company's shareholders and various regulatory consents and filings.