HERITAGE
MINING LTD

CONDENSED INTERIM FINANCIAL STATEMENTS

For the nine month periods ended September 30, 2024 and 2023

(EXPRESSED IN CANADIAN DOLLARS)

(Unaudited – Prepared by Management)

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 the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

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

HERITAGE MINING LTD.

Condensed Interim Statements of Financial Position
(Expressed in Canadian dollars)
(Unaudited – Prepared by Management)

		September 30, 2024		December 31, 2023
ASSETS				
Current assets				
Cash	**$**	**171,985**	$	172,213
Goods and services tax receivable		**99,212**		221,395
Prepaids		**112,404**		60,452
		383,601		454,060
ROU assets (Note 7)		**76,255**		81,581
Total assets	**$**	**459,856**	$	535,641
LIABILITIES				
Current liabilities				
Accounts payable and accrued liabilities (Notes 5 and 12)	**$**	**535,496**	$	268,642
Lease liabilities (Note 7)		**77,731**		71,902
		613,227		340,544
Lease liabilities (Note 7)		**-**		13,818
Total liabilities		**613,227**		354,362
EQUITY				
Share capital (Note 8)		**7,378,711**		6,114,428
Reserves (Notes 8 and 9)		**525,432**		306,092
Share subscription advances		**-**		87,000
Deficit		**(8,057,514)**		(6,326,241)
Total equity		**(153,371)**		181,279
Total liabilities and equity	**$**	**459,856**	$	535,641

Nature of operations and going concern (Note 1)
Subsequent events (Note 14)

Approved and authorized for issue by the Board of Directors on November 27, 2024:

"Peter Schloo"
Peter Schloo, Director

"Patrick Mohan"
Patrick Mohan, Director

Accompanying notes are an integral part of the unaudited condensed interim financial statements.

HERITAGE MINING LTD.

Condensed Interim Statements of Comprehensive Loss
(Expressed in Canadian dollars)
(Unaudited – Prepared by Management)

	Three months ended		Nine months ended	
	September 30, 2024	September 30, 2023	**September 30, 2024**	September 30, 2023
Expenses				
Advertising, promotion, and investor relations	**$ 45,189**	$ 138,977	**$ 234,689**	$ 400,534
Capital market advisory	**35,000**	62,500	**48,333**	237,500
Consulting	**42,998**	61,420	**143,823**	82,420
Depreciation (Note 7)	**22,682**	23,977	**70,636**	33,135
Exploration expenditures (Note 4)	**408,529**	823,833	**703,578**	892,445
General and administrative (Note 12)	**27,438**	74,530	**84,552**	129,908
Management fees (Note 12)	**39,375**	196,750	**118,125**	259,750
Professional fees (Note 12)	**22,806**	30,207	**141,596**	95,686
Regulatory, filing and transfer agent fees	**8,261**	(10,148)	**15,902**	20,959
Share-based payments (Notes 8 and 12)	**107,187**	16,519	**200,140**	35,813
Expenses before other items	**(759,465)**	(1,418,565)	**(1,761,374)**	(2,188,150)
Loss on settlement of debt (Note 5)	**-**	-	**(8,400)**	-
Flow-through premium recovery (Note 6)	**36,981**	105,473	**38,501**	120,452
Net and comprehensive loss	**$ (722,484)**	$ (1,313,092)	**$ (1,731,273)**	$ (2,067,698)
Loss per share - basic and diluted	**$ (0.01)**	$ (0.03)	**$ (0.03)**	$ (0.05)
Weighted average number of shares outstanding – basic and diluted	**74,350,903**	44,245,572	**63,335,532**	38,322,692

Accompanying notes are an integral part of the unaudited condensed interim financial statements.

Heritage Mining Ltd.
Condensed Interim Statements of Changes in Equity
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)

	Number of Shares	Share Capital	Reserves	Share Subscription Advances	Deficit	Total Equity
Balance, December 31, 2022	32,998,619	$ 4,902,098	$ 177,414	$ -	$ (3,631,527)	$ 1,447,985
Private placement	13,685,551	1,152,139	149,161	-	-	1,301,300
Shares issued for properties	333,333	25,000	-	-	-	25,000
Share issue costs – cash	-	(41,580)	-	-	-	(41,580)
Share issue costs – warrants	-	(31,100)	31,100	-	-	-
Flow-through premium	-	(109,550)	-	-	-	(109,550)
Share-based payments	-	-	35,813	-	-	35,813
Net loss for the period	-	-	-	-	(2,067,698)	(2,067,698)
Balance, September 30, 2023	47,017,503	5,897,007	393,488	-	(5,699,225)	591,270
Private placement	-	149,161	(149,161)	-	-	-
Share issued for properties	1,450,000	74,000	-	-	-	74,000
Share issue costs – cash	-	(14,190)	-	-	-	(14,190)
Share issue costs – warrants	-	(31,500)	31,500	-	-	-
Share subscription advances	-	-	-	87,000	-	87,000
Flow-through premium	-	39,950	-	-	-	39,950
Share-based payments	-	-	30,265	-	-	30,265
Net loss for the period	-	-	-	-	(627,016)	(627,016)
Balance, December 31, 2023	48,467,503	6,114,428	306,092	87,000	(6,326,241)	181,279
Private placement	16,843,400	889,004	-	-	-	889,004
Shares issued for properties	7,100,000	355,000	-	-	-	355,000
Share issue costs – cash	-	(27,420)	-	-	-	(27,420)
Share issue costs – warrants	-	(19,200)	19,200	-	-	-
Share subscription advances	-	-	-	(87,000)	-	(87,000)
Flow-through premium	-	(38,501)	-	-	-	(38,501)
Share issued for debt settlement	1,940,000	105,400	-	-	-	105,400
Share-based payments	-	-	200,140	-	-	200,140
Net loss for the period	-	-	-	-	(1,731,273)	(1,731,273)
Balance, September 30, 2024	74,350,903	$ 7,378,711	$ 525,432	$ -	$ (8,057,514)	$ (153,371)

Accompanying notes are an integral part of the unaudited condensed interim financial statements.

HERITAGE MINING LTD.

Condensed Interim Statements of Cash Flows
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)

For the nine months ended September 30,		**2024**		**2023**
Operating Activities				
Net loss for the period	**$**	**(1,731,273)**	$	(2,067,698)
Items not affecting cash:				
Depreciation		**70,636**		33,135
Interest expense		**8,940**		7,731
Share-based payments		**200,140**		35,813
Shares issued for properties		**355,000**		25,000
Flow-through premium recovery		**(38,501)**		(120,452)
Changes in non-cash working capital items related to operations:				
Goods and services tax receivable		**122,183**		(168,583)
Prepaids		**(51,952)**		448,245
Accounts payable and accrued liabilities		**372,254**		113,659
Cash used in operating activities		**(692,573)**		(1,693,150)
Financing Activities				
Shares issued for cash		**802,004**		1,301,300
Share issuance costs		**(27,420)**		(41,580)
Share subscription advances		**-**		-
Lease payments		**(82,239)**		(37,783)
Cash provided by financing activities		**692,345**		1,221,937
Change in cash during the period		**(228)**		(471,213)
Cash, beginning of period		**172,213**		808,833
Cash, end of the period	**$**	**171,985**	$	337,620
Supplemental Disclosure of Cash Flow Information:				
Cash paid during the period:				
Interest	$	-	$	-
Income taxes	$	-	$	-
Non-cash financing activities				
ROU assets	$	65,310	$	138,693
Flow through premium	$	38,501	$	109,550
Warrants premium	$	-	$	149,161
Fair value of finder's warrants	$	19,200	$	31,100

Accompanying notes are an integral part of the unaudited condensed interim financial statements.

1. NATURE OF OPERATIONS AND GOING CONCERN

Heritage Mining Ltd. (the "Company") was incorporated on October 18, 2019, under the Business Corporations Act (British Columbia). The Company is engaged in the business of exploration for gold and other metals across Canada. The Company's principal objectives are to explore and develop the Drayton - Black Lake Property and to identify other properties worthy of investment and exploration.

The Company's registered and head office is located at Suite 3000-1055 Dunsmuir Street, Vancouver, British Columbia, V7X 1K8.

These unaudited 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. The Company has no source of revenue and incurred losses since its inception and had an accumulated deficit of $8,057,514 at September 30, 2024 (December 31, 2023 - $6,326,241). This indicates the existence of material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. These financial statements have been prepared with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation.

The continuing operations of the Company are dependent upon obtaining necessary financing to meet the Company's commitments as they come due and to finance future exploration and development of potential business acquisitions, economically recoverable reserves, securing and maintaining title and beneficial interest in the properties and upon future profitable production. Failure to continue as a going concern would require that assets and liabilities be recorded at their liquidation values, which might differ significantly from their carrying values.

2. BASIS OF PRESENTATION

Statement of compliance

These condensed interim financial statements, including comparatives, have been prepared in accordance with IFRS Accounting Standards ("IAS") 34 'Interim Financial Reporting' ("IAS 34") using accounting policies consistent with the International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"), and on a basis consistent with the accounting policies disclosed in the Company's annual audited financial statements for the year ended December 31, 2023.

Basis of preparation

The unaudited condensed interim financial statements of the Company have been prepared on an accrual basis and are based on historical costs except for certain financial instruments which are measured at fair value.

Significant accounting estimates and assumptions

The preparation of the Company's condensed interim financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

Management made estimates that affect the value of the lease liabilities and the valuation of right-of-use assets, which include the determination of contracts in the scope of IFRS 16, the lease term and the incremental borrowing rate used for discounting future cash flows.

2. BASIS OF PRESENTATION (continued)

Significant accounting judgments

Information about critical judgments, apart from those involving estimates, 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 statement are discussed below:

Going Concern

The assessment of the Company's ability to continue as a going concern involves judgment regarding future funding availability for its exploration projects and working capital requirements.

3. MATERIAL ACCOUNTING POLICIES

Exploration and evaluation expenditures

Exploration and evaluation expenditures, including acquisition costs, are expensed in the year in which they are incurred. Mining exploration tax credits are accrued and recorded against exploration and evaluation expenditures when the related expenditures are incurred, unless collectability cannot be reasonably assured.

When shares are issued as part of mineral property acquisition costs, they are valued at the closing share price on the date of issuance when the fair value of the costs cannot be determined.

Once the technical feasibility and commercial viability of extracting the mineral resources has been determined, the property is considered to be a mine under development and development costs are capitalized to "mines under construction" on the statement of financial position.

Restoration and environmental obligations

An obligation to incur decommissioning and site rehabilitation costs occurs when environmental disturbance is caused by exploration, evaluation, development or ongoing production.

Restoration and environmental obligations are recorded as liabilities when those obligations are incurred and are measured at the present value, if a reasonable estimate of the expected costs to settle the liability can be determined, discounted at a current pre-tax rate specific to the liability. In subsequent years, the liability is adjusted for changes resulting from the passage of time and revisions to either the timing or the amount of the original estimate of the undiscounted cash flows. The accretion of the liability to its fair value as a result of the passage of time is charged to earnings while changes resulting from the revisions to either the timing or the amount of the original estimate of the undiscounted cash flows are accounted for as part of the carrying amount of the related long-lived asset. The carrying amount of the restoration and environmental obligations is reviewed to reflect current estimates and changes in the discount rate.

Lease

The right-of-use assets ("ROU") is initially measured based on the initial amount of the lease liability plus any initial direct costs incurred less any lease incentives received. The ROU asset is depreciated to the end-of-the-useful-life or the lease term, whichever comes earlier, using the straight-line method.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. The lease liability is measured at the amortized cost using the effective interest method and remeasured when there is a change in future lease payments.

3. MATERIAL ACCOUNTING POLICIES (continued)

Lease (continued)

The lease liability is subsequently increased by the interest cost on the lease liability and decreased by lease payments made.

Capital stock

Equity instruments are contracts that give a residual interest in the net assets of the Company. Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares, stock options, share purchase warrants and flow-through shares are classified as equity instruments.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Proceeds from the exercise of stock options and warrants are recorded as capital stock in the amount for which the option or warrant enabled the holder to purchase a share in the Company. Capital stock issued for non-monetary consideration is valued at the closing market price at the date of issuance when the fair value of the non-monetary assets cannot be reasonably estimated.

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

Flow-through shares

The Company has from time to time, issued flow-through common shares and units to finance its exploration program. Pursuant to the terms of the flow-through agreements, these shares and units transfer the tax deductibility of qualifying resource expenditures to investors. At the time of closing a financing involving flow-through units consisting of common shares and warrants, the Company allocates proceeds received as follows: i) share capital – the market trading price of the common shares, ii) flow-through share premium – equal to the estimated premium, if any, investors pay for the flow-through feature, which is recognized as a liability, and iii) warrant reserve – any excess.

Income (loss) per share

Basic income (loss) per share is calculated by dividing the income (loss) attributable to common shareholders by the weighted average number of common shares outstanding in the period. For all periods presented, the income (loss) attributable to common shareholders equals the reported income (loss) attributable to owners of the Company. Diluted income (loss) per share is calculated by the treasury stock method. Under the treasury stock method, the weighted average number of common shares outstanding for the calculation of diluted income (loss) per share assumes that the proceeds to be received on the exercise of dilutive share options and warrants are used to repurchase common shares at the average market price during the period. As the Company has reported losses for the periods presented, the effect of stock options and warrants is anti-dilutive; therefore, basic loss per share equals diluted loss per share.

3. MATERIAL ACCOUNTING POLICIES (continued)

Share-based payments

Share-based payments 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 instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured and are recorded at the date the goods or services are received. The corresponding amount is recorded to the option reserve. The fair value of options is determined using a Black–Scholes 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.

Income taxes

Current income tax:

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognized directly in other comprehensive loss or equity is recognized in other comprehensive loss or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred income tax:

Deferred income tax is provided using the asset and liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized, or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax assets and liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

3. MATERIAL ACCOUNTING POLICIES (continued)

Financial instruments

i) Classification

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics.

Cash, lease liabilities and accounts payable and accrued liabilities are classified as amortized cost.

ii) Measurement

Financial assets and liabilities at amortized cost

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Foreign currency translation

The functional currency of the Company is Canadian Dollar, which is the currency of the primary economic environment in which the Company operates.

Transactions in foreign currencies are translated at rates in effect at the time of the transaction. Monetary assets and liabilities are translated at period end rates. Gains and losses are included in profit and loss.

Adoption of new accounting standards

Amendments to IAS 1 and IFRS Practice Statement 2 – Disclosure of Accounting Policies – These amendments help companies provide useful accounting policy disclosures. The IASB also amended IFRS Practice Statement 2 to include guidance and examples on applying materiality to accounting policy disclosures. These amendments are effective for reporting period beginning on or after January 1, 2023. The adoption of the amendments reduced the disclosure of its accounting policies.

Classification of Liabilities as Current or Non-current (Amendments to IAS 1) – The amendments to IAS1 provide a more general approach to the classification of liabilities based on the contractual arrangements in place at the reporting date. These amendments are effective for reporting periods beginning on or after January 1, 2024. The Company does not expect the adoption of the amendments to have a material impact on the financial statements.

(Expressed in Canadian dollars)

4. EXPLORATION EXPENDITURES

The exploration and evaluation expenses for the Company for the periods ended September 30, 2024 and 2023 are summarized as follows:

Period ended September 30, 2024	Drayton – Black Lake	Contact Bay	Zarn Lake	Scattergood	Total
Acquisition cost – opening	$ -	$ -	$ -	$ -	$ -
Additions	300,000	-	45,000	30,000	375,000
Acquisition cost – ending	300,000	-	45,000	30,000	375,000
Exploration costs – opening	-	-	-	-	-
Additions:					
Assay	89,491	-	-	-	89,491
Drilling	127,046	-	319	-	127,365
Field work and supplies	107,731	3,593	-	-	111,324
Geological and geophysical	265,035	28,199	4,945	20,945	319,124
Travel	20,984	290	-	-	21,274
Exploration costs – ending	610,287	32,082	5,264	20,945	668,578
Cost recoveries – Government grant	(340,000)	-	-	-	(340,000)
Exploration expenditures	$ 570,287	$ 32,082	$ 50,264	$ 50,945	$ 703,578

Period ended September 30, 2023	Drayton – Black Lake	Contact Bay	Zarn Lake	Total
Acquisition cost	$ -	$ -	$ 35,000	$ 35,000
Assay	40,058	-	30,537	70,595
Field work and supplies	191,480	22,241	27,895	241,616
Geological and geophysical	114,044	47,582	31,089	192,715
Drilling	208,513	-	344,006	552,519
Cost recoveries	(200,000)	-	-	(200,000)
Exploration expenditures	$ 354,095	$ 69,823	$ 468,527	$ 892,445

Drayton - Black Lake Project

On November 25, 2021, the Company entered into an option agreement, amended on November 21, 2023 and December 29, 2023, and subsequently, to acquire a 90% interest in the Drayton - Black Lake Property. The Company paid $20,000 upon signing the letter of intent and is required to make staged option payments, common share issuances and minimum spend requirements over a four year period. To earn a 51% interest in the property, the Company must:

- Issue 2,800,000 shares within 10 business days upon a go public transaction (issued);
- Pay $150,000 cash (paid), issue 1,100,000 common shares (issued) and incur $500,000 in project expenditures on or before November 25, 2022 (incurred);
- Issue 1,350,000 common shares (issued) and incur $1,000,000 in project expenditures on or before November 25, 2023 (incurred);
- Issue 6,000,000 units on or before January 12, 2024, with each unit consisting of one common share and one warrant to purchase a common share in the capital of the Company at a price of $0.075 for a period of 24 months from the date of issue (issued); and
- Issue 1,100,000 common shares and incur $1,000,000 in project expenditures (incurred subsequently) on or before January 25, 2025 to earn 51% interest in the property.

To earn an additional 39% interest (for an aggregate 90% interest in the Property), the Company must:

- Issue 1,100,000 common shares and incur $2,500,000 in project expenditures on or before November 25, 2026 to earn 90% interest in the property;

4. EXPLORATION EXPENDITURES (continued)

Drayton - Black Lake Project (continued)

As consideration for the First Option Extension and the Second Option Extension, Heritage will issue 3,000,000 units, each consisting of one common share and one share purchase warrant, exercisable to purchase an additional common share of the Company at a price of $0.10 for a period of 36 months from the issuance date, on or before January 25, 2025.

The optionor is also entitled to a cash payment upon the establishment of any mineral resources in the Drayton - Black Lake Project equal to $1.00 per ounce of gold equivalent capped at $10M.

The optionor has the option to maintain a 10% interest in the project through a joint venture agreement or take back a royalty described below upon the presentation of a feasibility study:

- 2% NSR on unincumbered land – Buyback 1% for $2M
- 1% NSR on Drayton - Black Lake Claims – Buyback 0.5% for $1M

The Company must spend a minimum of $500,000 per year through to the presentation of a feasibility study.

Split Lake Property

The Company entered into a definitive asset purchase agreement with Bounty Gold Corp. ("Bounty") dated August 25, 2022 (the "Agreement") whereby it will acquire fifty (50) mining claims in the Split Lake zone (the "Split Lake Property") adjacent to Heritage's flagship Drayton-Black Lake Project. Pursuant to the terms of the Agreement, Heritage will acquire a 100% interest in the Split Lake Property in exchange for issuing Bounty 100,000 Common Shares (issued September 1, 2022), paying Bounty $5,000 in cash (paid) and granting Bounty a 1% net smelter return royalty (the "NSR") on the Split Lake Property at closing, one-half (0.5%) of such NSR may be purchased for $500,000 by Heritage.

Contact Bay Project

On October 15, 2021, the Company entered into an asset purchase agreement to acquire a 100% interest in the Contact Bay claims from Bounty Gold Corp. To earn its 100% interest in the property, the Company paid $2,000 upon signing the purchase agreement and is required to issue $8,000 worth of common shares upon the go public transaction (32,000 shares issued).

On October 22, 2021, the Company entered into an asset purchase agreement to acquire a 100% interest in the Contact Bay claims from Scott Woolhead. To earn a 100% interest in the property, the Company paid $2,500 upon signing the purchase agreement.

On December 6, 2021, the Company entered into an asset purchase agreement (the "EMX Agreement") to acquire a 100% interest in the Contact Bay claims from EMX Royalties. To earn a 100% interest in the property, the Company paid $15,000 upon signing the asset purchase agreement. EMX Royalties retains a 3% NSR with a 1% buyback provision for $1,500,000. Annual advance royalties are due to EMX Royalties beginning on the third anniversary of the EMX Agreement in the amount of $10,000 per year (common shares of the Company or cash at the Company's discretion) until a maiden resource is issued, after that time an annual advance royalty of $25,000 (common shares of the Company or cash at the Company's discretion) is payable by the Company until production occurs. EMX Royalties is entitled to milestone bonus payments in cash or shares at the Company's discretion following the announcements listed below:

- $100,000 on announcement of maiden resource
- $250,000 on announcement of preliminary economic assessment
- $350,000 on announcement pre-feasibility study
- $500,000 announcement on feasibility study

4. EXPLORATION EXPENDITURES (continued)

Zarn Lake Property

On January 6, 2022, the Company entered into an option agreement to acquire a 100% interest in the Zarn Lake property contiguous with the Drayton - Black Lake Project. To earn its 100% interest in the property, the Company paid $20,000 upon signing the option agreement and is required to make staged option payments, common share issuances and minimum spend requirements over a three year period as follows:

- Issue $50,000 worth of common shares upon completion of a go public transaction (200,000 shares issued);
- Pay $10,000 cash (paid), issue $25,000 worth of common shares (333,333 shares issued) and incur $50,000 in project expenditures on or before January 6, 2023 (incurred);
- Pay $20,000 cash (paid), issue $25,000 worth of common shares (500,000 shares issued) and incur $100,000 in project expenditures on or before January 6, 2024 (incurred); and
- Pay $70,000 cash, issue $50,000 worth of common shares and incur $250,000 in project expenditures on or before January 6, 2025 (incurred).

The optionor retains a 2% NSR on the property with a buy back of 1% for $1,000,000 and an advance royalty payment of $1,000 per year for each year following the commencement of commercial production after the Company earns 100% of the option agreement.

Scattergood Project

On May 31, 2024, the Company entered into an asset purchase agreement to acquire a 100% interest in certain unpatented claims from Shear Gold Exploration Corp. To earn its 100% interest in the property, the Company is required to issue $100,000 worth of common shares together with the grant of the Royalty. The Common Shares shall be issuable to the Vendor as follows:

- $15,000 Common Shares issuable on the Signing Date at a deemed price equal to the Market Price (300,000 shares issued);
- $35,000 in Common Shares issuable on or within ten (10) Business Days of the six month anniversary of the Signing Date (the "**Anniversary Date**") at a deemed price equal to the Market Price; and
- $50,000 in Common Shares issuable on or within ten (10) Business Days of the Closing Date at a deemed price equal to the Market Price.

On May 31, 2024, the Company entered into an asset purchase agreement to acquire a 100% interest in certain unpatented claims from South Timmins Mining Inc. To earn its 100% interest in the property, the Company is required to issue $100,000 worth of common shares together with the grant of the Royalty. The Common Shares shall be issuable to the Vendor as follows:

- $15,000 Common Shares issuable on the Signing Date at a deemed price equal to the Market Price (300,000 shares issued);
- $35,000 in Common Shares issuable on or within ten (10) Business Days of the six month anniversary of the Signing Date (the "**Anniversary Date**") at a deemed price equal to the Market Price; and
- $50,000 in Common Shares issuable on or within ten (10) Business Days of the Closing Date at a deemed price equal to the Market Price.

(Expressed in Canadian dollars)

5. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

		September 30, 2024		December 31, 2023
Accounts payable	**$**	**506,996**	$	248,642
Accrued liabilities		**28,500**		20,000
	$	**535,496**	$	268,642

During the period ended September 30, 2024, the Company issued 840,000 common shares at a value of $50,400 to settle $42,000 and recorded $8,400 loss on the settlement.

6. FLOW THROUGH PREMIUM

The following is a continuity schedule of the flow through premium:

		September 30, 2024		December 31, 2023
Balance, beginning of period/year	**$**	**-**	$	10,902
Incurred on flow-through shares issued during the period/year		**38,501**		69,600
Settlement of flow-through premium by incurring expenditures		**(38,501)**		(80,502)
	$	-	$	-

Period ended September 30, 2024:

In June 2024, the Company issued 3,850,066 flow-through units at a price of $0.06 per unit. The premium paid by investors was calculated as $0.01 per share. Accordingly, $38,501 was recorded as flow through premium.

Year ended December 31, 2023:

In April 2023, the Company issued 2,510,000 flow-through units at a price of $0.10 per unit. The premium paid by investors was calculated as $0.01 per share. Accordingly, $25,100 was recorded as flow through premium.

In June 2023, the Company issued 4,050,000 flow-through units at a price of $0.10 per unit. The premium paid by investors was calculated as $0.01 per share. Accordingly, $40,500 was recorded as flow through premium.

In August 2023, the Company issued 400,000 flow-through units at a price of $0.10 per unit. The premium paid by investors was calculated as $0.01 per share. Accordingly, $4,000 was recorded as flow through premium.

Expenditure Commitments:

As at September 30, 2024, the Company had $Nil remaining commitment to incur exploration expenditures in relation to its flow-through financing.

(Expressed in Canadian dollars)

7. LEASE

During the year ended December 31, 2023, the Company entered into three agreements that were leases as defined under IFRS 16. In analyzing the identified agreement, the Company applied the lessee accounting model pursuant to IFRS 16 and considered all of the facts and circumstances surrounding the inception of the contract. Lease liabilities for the Sioux Lookout office and CanAm Outlander Max & Trailer were calculated with a discount rate of 20%. Lease liabilities for the vehicle is calculated with a discount rate of 8.90%. During the period ended September 30, 2024, the Company renewed its lease for the Sioux Lookout office.

Lease Type	Date of Maturity
Sioux Lookout office	July 31, 2025
CanAm Outlander Max & Trailer	May 31, 2025
Vehicle	May 9, 2025

The right of use assets are depreciated on a straight-line basis over the term of the lease.

Right of use asset, December 31, 2022	$	-
ROU addition		138,693
Depreciation of right of use asset		(57,112)
Right of use asset, December 31, 2023		81,581
ROU addition		65,310
Depreciation of right of use asset		(70,636)
Right of use asset, September 30, 2024	$	76,255

Lease liabilities, December 31, 2022	$	-
Addition		138,693
Accretion of interest		12,190
Payment of lease liabilities		(65,163)
Lease liabilities, December 31, 20223		85,720
Addition		65,310
Accretion of interest		8,940
Payment of lease liabilities		(82,239)
Lease liabilities, September 30, 2024		77,731
Lease liabilities – current		(77,731)
Lease liabilities – long term	$	-

Future minimum annual lease payments for the next two years are as follows:

2024	$	27,530
2025		14,357
	$	41,887

8. SHARE CAPITAL

Authorized:

The authorized share capital of the Company consists of unlimited common shares without par value.

Issued:

During the nine months ended September 30, 2024:

On January 12, 2024, the Company issued 500,000 common shares at a value of $25,000 as part of the option payments for the Zarn Lake Property Agreement and 6,000,000 units at a value of $300,000 as part of the option payment for the Drayton – Black Lake Project. Each unit consists of one common share and one warrant entitling the holder to purchase an additional common share at an exercise price of $0.075 until January 12, 2026. (Note 4)

On January 12, 2024, the Company completed a non-brokered private placement by issuing 2,780,000 units at a price of $0.05 per unit for gross proceeds of $139,000, of which $87,000 was received during the year ended December 31, 2023. Each unit consists of one common share and one warrant entitling the holder to purchase an additional common share at an exercise price of $0.075 until January 12, 2026.

The Company paid $1,600 in finders' fees and issued 32,000 agent options entitling the holder to purchase one additional unit at an exercise price of $0.05 until January 12, 2026. The compensation options have an estimated fair value of $1,600, which was estimated using the Black-Scholes option pricing model with the following assumptions: expected life 2 years, volatility 100%, risk-free rate 3.98%, dividend yield 0%.

On June 6, 2024, the Company issued 600,000 common shares at a value of $30,000 as part of the acquisition payments for the Scattergood project (Note 4).

On June 6, 2024, the Company issued 1,100,000 common shares at a value of $55,000 pursuant to debt settlement.

On June 24, 2024, the Company completed the first tranche of a non-brokered private placement by issuing 7,240,000 units at a price of $0.05 per unit for gross proceeds of $362,000, of which $242,300 was collected subsequently. Each unit consists of one common share and one warrant entitling the holder to purchase an additional common share at an exercise price of $0.075 until June 24, 2027.

The Company also issued 3,850,066 flow-through units at a price at a price of $0.06 per flow-through unit for gross proceeds of $231,004. Each flow-through unit consists of one flow-through common share and one warrant entitling the holder to purchase an additional common share at an exercise price of $0.075 until June 24, 2027.

The Company paid $23,320 in finders' fees and issued 400,806 agent options entitling the holder to purchase one additional unit at an exercise price of $0.075 until June 24, 2027. The compensation options have an estimated fair value of $15,600, which was estimated using the Black-Scholes option pricing model with the following assumptions: expected life 3 years, volatility 150%, risk-free rate 3.77%, dividend yield 0%.

On June 28, 2024, the Company issued 840,000 common shares at a value of $50,400 to settle $42,000 and recorded $8,400 loss on the settlement.

On June 28, 2024, the Company completed the second tranche of a non-brokered private placement by issuing 2,140,000 units at a price of $0.05 per unit for gross proceeds of $107,000, of which $87,000 was collected subsequently. Each unit consists of one common share and one warrant entitling the holder to purchase an additional common share at an exercise price of $0.075 until June 28, 2027.

The Company also issued 833,334 flow-through units at a price at a price of $0.06 per flow-through unit for gross proceeds of $50,000. Each flow-through unit consists of one flow-through common share and one warrant entitling the holder to purchase an additional common share at an exercise price of $0.075 until June 28, 2027.

8. SHARE CAPITAL

The Company paid $2,500 in finders' fees and issued 41,666 agent options entitling the holder to purchase one additional unit at an exercise price of $0.075 until June 28, 2027. The compensation options have an estimated fair value of $2,000, which was estimated using the Black-Scholes option pricing model with the following assumptions: expected life 3 years, volatility 150%, risk-free rate 3.83%, dividend yield 0%.

<u>During the year ended December 31, 2023:</u>

On January 6, 2023, the Company issued 333,333 common shares at a value of $25,000 as part of the acquisition payments for the Zarn Lake Property Agreement (Note 4).

On April 12, 2023, the Company completed the first tranche of a non-brokered private placement by issuing 1,418,333 units at a price of $0.09 per unit for gross proceeds of $127,650. Each unit consists of one common share and one warrant entitling the holder to purchase an additional common share at an exercise price of $0.15 until April 12, 2026.

The Company also issued 2,510,000 flow-through units at a price at a price of $0.10 per flow-through unit for gross proceeds of $251,000. Each flow-through unit consists of one flow-through common share and one warrant entitling the holder to purchase an additional common share at an exercise price of $0.15 until April 12, 2026.

The Company paid $17,020 in finders' fees and issued 258,177 agent options entitling the holder to purchase one additional unit at an exercise price of $0.09 until April 12, 2026. The compensation options have an estimated fair value of $27,200, which was estimated using the Black-Scholes option pricing model with the following assumptions: expected life 3 years, volatility 100%, risk-free rate 3.75%, dividend yield 0%.

On June 19, 2023, the Company completed the second tranche of a non-brokered private placement by issuing 502,777 units at a price of $0.09 per unit for gross proceeds of $45,250. Each unit consists of one common share and one warrant entitling the holder to purchase an additional common share at an exercise price of $0.15 until June 19, 2026.

The Company also issued 4,050,000 flow-through units at a price at a price of $0.10 per flow-through unit for gross proceeds of $405,000. Each flow-through unit consists of one flow-through common share and one warrant entitling the holder to purchase an additional common share at an exercise price of $0.15 until June 19, 2026.

The Company paid $17,620 in finders' fees and issued 258,000 agent options entitling the holder to purchase one additional unit at an exercise price of $0.09 until June 19, 2026. The compensation options have an estimated fair value of $27,300, which was estimated using the Black-Scholes option pricing model with the following assumptions: expected life 3 years, volatility 100%, risk-free rate 4.57%, dividend yield 0%.

On August 18, 2023, the Company completed the third and final tranche of a non-brokered private placement by issuing 4,804,441 units at a price of $0.09 per unit for gross proceeds of $432,400. Each unit consists of one common share and one warrant entitling the holder to purchase an additional common share at an exercise price of $0.15 until August 18, 2026.

The Company paid $6,940 in finders' fees and issued 76,000 agent options entitling the holder to purchase one additional unit at an exercise price of $0.09 until August 18, 2026. The compensation options have an estimated fair value of $8,100, which was estimated using the Black-Scholes option pricing model with the following assumptions: expected life 3 years, volatility 100%, risk-free rate 4.78%, dividend yield 0%.

8. SHARE CAPITAL (continued)

<u>During the year ended December 31, 2023</u> (continued)

The Company also issued 400,000 flow-through units at a price of $0.10 per flow-through unit for gross proceeds of $40,000. Each flow-through unit consists of one flow-through common share and one warrant entitling the holder to purchase an additional common share at an exercise price of $0.15 until August 18, 2026.

On October 31, 2023, the Company issued 100,000 common shares at a value of $6,500 as part of the acquisition payments for the Contact Bay Project Agreement (Note 4).

On November 24, 2023, the Company issued 1,350,000 common shares at a value of $67,500 as part of the acquisition payments for the Drayton - Black Lake Project Agreement (Note 4).

Stock options

The Company adopted a share option plan (the "Share Option Plan") under which it may grant options to employees, officers, directors, or consultants for up to 10% of the issued and outstanding common shares. In connection with the foregoing, the number of common shares reserved for issuance to any one optionee in a twelve-month period is limited to 5% of the issued shares of the Company.

Under the plan, the exercise price of an option may not be less than the discounted market price. The options can be granted for a maximum term of 5 years and vest at the discretion of the board of directors. For share options granted to employees, directors, and consultants, the Company recognizes as an expense, the estimated fair value of the share options granted. The fair value of each share option granted was estimated on the date of grant using the Black-Scholes option-pricing model.

<u>During the nine months ended September 30, 2024</u>:

On April 12, 2024, the Company granted 1,385,000 stock options to certain directors, officers and consultants at an exercise price of $0.05 per option for a period of 3 years from the date of issuance. The options vested on grant and have an estimated fair value of $44,100, which was estimated using the Black-Scholes option pricing model with the following assumptions: expected life 3 years, volatility 150% based on comparable peer companies' share price volatilities, risk-free rate 3.40%, dividend yield 0%.

On July 30, 2024, the Company granted 1,920,000 stock options to certain directors, officers and consultants at an exercise price of $0.05 per option for a period of 3 years from the date of issuance. The options vested on grant and have an estimated fair value of $87,100, which was estimated using the Black-Scholes option pricing model with the following assumptions: expected life 3 years, volatility 150% based on comparable peer companies' share price volatilities, risk-free rate 4.03%, dividend yield 0%.

<u>During the year ended December 31, 2023:</u>

On September 1, 2023, the Company granted 2,490,000 stock options to directors, management and consultants at an exercise price of $0.09 per option for a period of 3 years from the date of issuance. The options have an estimated fair value of $112,900, which was estimated using the Black-Scholes option pricing model with the following assumptions: expected life 3 years, volatility 100% based on comparable peer companies' share price volatilities, risk-free rate 4.59%, dividend yield 0%.

During the period ended September 30, 2024, the Company recognized share-based payments expense of $59,178 related to vesting of 2,490,000 options issued.

(Expressed in Canadian dollars)

8. SHARE CAPITAL (continued)

Stock options (continued)

During the year ended December 31, 2023 (continued)

The options shall vest in equal increments over the next two years as follows:

Vesting Date	Options Vested
September 1, 2024	1,245,000
September 1, 2025	1,245,000
	2,490,000

A summary of changes of stock options during the nine months ended September 30, 2024 and year ended December 31, 2023 is as follows:

	Options Outstanding	Weighted Average Exercise Price	Weighted Average Years to Expiry
Balance, December 31, 2022	2,311,666	$ 0.120	2.85
Issued	2,490,000	0.090	-
Forfeited	(100,000)	0.150	-
Balance, December 31, 2023	4,701,666	0.104	2.28
Issued	3,305,000	0.050	-
Forfeited	(575,000)	0.090	-
Balance, September 30, 2024	7,431,666	$ 0.105	2.04

Details of stock options outstanding as at September 30, 2024, are as follows:

Outstanding	Exercisable	Exercise Price	Expiry Date	Remaining Contractual Life (in years)
821,666	821,666	$ 0.075	August 29, 2025	0.91
1,240,000	595,000	$ 0.15	December 23, 2025	1.23
2,065,000	1,032,500	$ 0.09	September 1, 2026	1.92
1,385,000	1,385,000	$ 0.05	April 12, 2027	2.53
1,920,000	1,920,000	$ 0.05	July 30, 2027	2.83
7,431,666	5,754,166			

(Expressed in Canadian dollars)

8. SHARE CAPITAL (continued)

Warrants

A summary of changes of warrants during the nine month period ended September 30, 2024 and year ended December 31, 2023 is as follows:

	Unit Warrants		Agent Options/Warrants	
	Outstanding	Weighted Average Exercise Price	Outstanding	Weighted Average Exercise Price
Balance, December 31, 2022	22,923,980	$ 0.32	836,120	$ 0.25
Issued	13,685,551	0.15	592,177	0.09
Expired	(1,284,949)	0.20	-	-
Balance, December 31, 2023	35,324,582	0.26	1,428,297	0.19
Issued	22,843,400	0.075	474,472	0.07
Expired	(3,823,242)	0.20	(105,084)	0.20
Balance, September 30, 2024	54,344,740	$ 0.19	1,797,685	$ 0.16

On January 12, 2024, the Company issued 32,000 agent options entitling the holder to purchase one additional unit at an exercise price of $0.05 until January 12, 2026.

On June 24, 2024, the Company issued 400,806 agent options entitling the holder to purchase one additional unit at an exercise price of $0.075 until June 24, 2027.

On June 28, 2024, the Company issued 41,666 agent options entitling the holder to purchase one additional unit at an exercise price of $0.075 until June 24, 2027.

Penalty warrants issued:

During the year ended December 31, 2022, pursuant to the terms of the December 2021 FT Financing and the January 2022 Financing, as the common shares of the Company were not listed on a designated exchange by June 30, 2022, subscribers in the December 2021 FT Financing and January 2022 Financing were issued, for no additional consideration, an aggregate 2,561,003 Penalty Warrants, on the same terms.

Details of Unit Warrants outstanding as at September 30, 2024, are as follows:

Outstanding and Exercisable	Exercise Price ($)	Expiry Date	Remaining contractual life (in years)
2,094,006	0.40	December 31, 2024	0.25
3,028,000	0.40	January 26, 2025	0.32
2,399,993	0.075	May 22, 2025	0.64
10,293,790	0.40	August 25, 2025	0.90
8,780,000	0.075	January 12, 2026	1.28
3,928,333	0.15	April 12, 2026	1.53
4,552,777	0.15	June 19, 2026	1.72
5,204,441	0.15	August 18, 2026	1.88
11,090,066	0.075	June 24, 2027	2.73
2,973,334	0.075	June 28, 2027	2.74
54,344,740			

(Expressed in Canadian dollars)

8. SHARE CAPITAL (continued)

Warrants (continued)

Details of Agents Options/Warrants outstanding as at September 30, 2024 are as follows:

Outstanding	Exercisable	Exercise Price ($)	Expiry Date	Remaining contractual life (in years)
11,900	11,900	0.40	December 31, 2024	0.25
42,000	42,000	0.40	January 26, 2025	0.32
677,136	677,136	0.25	August 25, 2025	0.90
32,000	32,000	0.05	January 12, 2026	1.28
258,177	258,177	0.09	April 12, 2026	1.53
258,000	258,000	0.09	June 19, 2026	1.72
76,000	76,000	0.09	August 18, 2026	1.88
400,806	400,806	0.075	June 24, 2027	2.73
41,666	41,666	0.075	June 28, 2027	2.74
1,797,685	1,797,685			

9. RESERVES

Share-based payment reserve

The share-based payment reserve records items recognized as share-based payments expense until such time that the share options are exercised, at which time the corresponding amount will be transferred to share capital. If the options expire or are forfeited, the corresponding amount previously recorded is transferred from share-based payments reserve to deficit.

Warrant reserve

The warrant reserve records items recognized as warrants until such time that the warrants are exercised, at which time the corresponding amount will be transferred to share capital. If the warrants expire unexercised, the amount previously recorded is transferred from warrant reserve to deficit.

10. CAPITAL DISCLOSURE

The Company considers its capital structure to include cash and shareholders' equity. The Company's objectives when managing capital are to (i) maintain financial flexibility in order to preserve its ability to meet financial obligations and continue as a going concern; (ii) maintain a capital structure that allows the Company to finance its operations; and (iii) optimize the use of its capital to provide an appropriate investment return to its shareholders commensurate with risk.

The Company's financial strategy is formulated and adapted according to market conditions in order to maintain a flexible capital structure that is consistent with its objectives and the risk characteristics of its underlying assets. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of its underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, acquire or dispose of assets, or adjust the amount of cash and receivables.

The Company is not subject to externally imposed capital requirements. There were no changes in the Company's approach to capital management during the period.

(Expressed in Canadian dollars)

11. FINANCIAL INSTRUMENTS AND RISKS

Fair Values

The fair value of the Company's financial assets and liabilities approximates the carrying amount.

The Company's financial instruments are exposed to certain financial risks, including credit risk, interest rate risk, liquidity risk and price risk.

a) 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 is exposed to credit risk by holding cash. This risk is minimized by holding cash in large Canadian financial institutions. This risk is assessed as low.

b) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to any interest rate risk.

c) Liquidity risk

Liquidity risk is the risk that the Company is unable to meet its financial obligations as they come due. The Company manages this risk by management of its working capital to ensure its expenditures will not exceed available resources. At September 30, 2024, the Company had cash of $171,985 to settle accounts payable and accrued liabilities of $535,496 and lease payment within 12 months of $27,530. The Company intends to raise money through equity financing to meet its financial obligations.

d) Price risk

Price risk is the risk that the risk of a decline in the value of the Company's financial instruments. Although price risk can be mitigated by hedging, the Company currently doesn't apply any hedging techniques as the Company doesn't have securities that are subject to price fluctuation.

12. RELATED PARTY TRANSACTIONS

Related party balances

As at September 30, 2024, there were amounts owing to a company controlled by Peter Schloo, the CEO of the Company, in the amount of $54,862 (December 31, 2023 – $29,508). The amount due to related parties are unsecured, non-interest bearing and due on demand.

Related party transactions and key management compensation

During the nine months ended September 30, 2024 and 2023, the Company incurred the following amounts through transactions with the directors and officers of the Company:

	September 30, 2024	September 30, 2023
Management fees, professional fees, and general and administrative	$ 139,232	$ 328,955
Share-based payments	131,278	21,982
	$ 270,510	$ 350,937

12. RELATED PARTY TRANSACTIONS (continued)

During the nine months ended September 30, 2024, the Company paid $130,232 (2023 – $259,955) to a company controlled by the CEO for executive and administrative services and rent. The Company entered into a service agreement with the CEO for an annual compensation of $126,000 effective February 1, 2021; effective August 1, 2023, the annual compensation was amended to $157,500.

During the nine months ended September 30, 2024. The Company paid or accrued a company controlled by Peter Schloo, CEO and Director, $20,000 to reimburse for consulting fees paid to an administrative assistant.

During the nine months ended September 30, 2024, the Company paid or accrued $9,000 (2023 – $9,000) to Rachel Chae, CFO, for professional services rendered.

During the nine months ended September 30, 2024, related parties participated in private placements acquiring 2,870,000 common shares in exchange for $143,500.

13. SEGMENTED INFORMATION

The Company currently operates in a single reportable operating segment, the acquisition, exploration and development of mineral properties. All of the Company's assets and expenditures are located in Canada.

14. SUBSEQUENT EVENTS

Subsequent to period ended September 30, 2024, the Company:

- issued 5,300,000 common shares to settle accounts payable of $265,000.

- completed the first tranche of a non-brokered private placement by issuing 9,720,000 units at a price of $0.05 per unit for gross proceeds of $486,000. Each unit consists of one common share and one warrant entitling the holder to purchase an additional common share at an exercise price of $0.10 until October 18, 2027.

  The Company also issued 11,800,040 flow-through units at a price at a price of $0.05 per flow-through share for gross proceeds of $590,002. The Company paid $33,835 in finders' fees and issued 817,202 agent options entitling the holder to purchase one additional unit at an exercise price of $0.05 until October 18, 2027.

- granted 2,685,000 stock options to certain directors, officers and consultants at an exercise price of $0.075 per option for a period of five years from the date of issuance.

- issued 664,240 common shares to settle accounts payable of $33,212.

- completed the second tranche of a non-brokered private placement by issuing 940,000 units at a price of $0.05 per unit for gross proceeds of $47,000. Each unit consists of one common share and one warrant entitling the holder to purchase an additional common share at an exercise price of $0.10 until November 8, 2027.

  The Company also issued 5,500,000 flow-through units at a price at a price of $0.05 per flow-through share for gross proceeds of $275,000. The Company paid $21,620 in finders' fees and issued 332,400 agent options entitling the holder to purchase one additional unit at an exercise price of $0.05 until November 8, 2027.