NorthX Nickel Corp.

(Formerly Archer Exploration Corp.)

Condensed Interim Financial Statements

For the Three and Nine Months Ended September 30, 2024 and 2023

(Unaudited - Expressed in Canadian dollars)

NorthX Nickel Corp. (Formerly Archer Exploration Corp.)
Condensed Interim Statements of Financial Position
(Unaudited - Expressed in Canadian dollars)

	Note	**September 30, 2024**	December 31, 2023
		$	$
ASSETS			
Current			
Cash		**1,489,742**	2,876,128
Receivables	6	**77,827**	234,729
Prepaid expenses	7	**51,364**	129,349
		1,618,933	3,240,206
Other assets	8,13	**539,129**	57,500
Exploration and evaluation assets	9	**5,855,162**	37,205,127
Property and equipment	10	**82,448**	88,135
Total assets		**8,095,672**	40,590,968
LIABILITIES			
Current			
Trade and other payables	11	**318,841**	739,549
Decommissioning and restoration provision	13	**544,429**	526,310
		863,270	1,265,859
Decommissioning and restoration provision	13	**2,154,610**	2,100,729
Total liabilities		**3,017,880**	3,366,588
SHAREHOLDERS' EQUITY			
Share capital	14	**39,454,039**	38,189,779
Warrants reserve	14	**4,361,273**	3,389,060
Contributed surplus	14	**3,748,211**	3,206,065
Deficit		**(42,485,731)**	(7,560,524)
Total shareholders' equity		**5,077,792**	37,224,380
Total liabilities and shareholders' equity		**8,095,672**	40,590,968

Nature of operations and going concern (Note 1)
Subsequent events (Note 18)

NorthX Nickel Corp. (Formerly Archer Exploration Corp.)
Condensed Interim Statements of Loss and Comprehensive Loss
(Unaudited - Expressed in Canadian dollars)

	Note	Three months ended September 30, 2024	Three months ended September 30, 2023	Nine months ended September 30, 2024	Nine months ended September 30, 2023
		$	$	**$**	$
Operating expenses					
Consulting fees		**3,530**	38,685	**4,730**	108,097
Depreciation	10	**449**	1,268	**3,035**	2,131
Filing fees		**11,696**	13,928	**67,289**	76,982
General and administrative		**36,435**	50,626	**146,302**	220,126
Management fees	15	**199,453**	423,510	**593,071**	664,152
Marketing		**35,509**	101,843	**190,252**	348,139
Professional fees		**66,628**	95,142	**263,844**	347,792
Rent		**-**	12,000	**-**	26,727
Share-based payments	14	**295,517**	238,507	**436,628**	597,667
		649,217	975,509	**1,705,151**	2,391,813
Other income (expenses)					
Impairment of exploration and evaluation assets	9	**(32,750,284)**	-	**(32,750,284)**	-
Amortization of flow through liability	12	**-**	375,308	**-**	1,961,258
Change in decommissioning and restoration provision	13	**(508,881)**	-	**(508,881)**	(116,588)
Gain (loss) on foreign exchange		**(689)**	1,001	**47**	(189)
Interest expense		**-**	(171)	**(9)**	(102,777)
Interest income		**16,642**	28,857	**39,071**	174,913
Loss before income taxes		**(33,892,429)**	(570,514)	**(34,925,207)**	(475,196)
Income taxes					
Deferred income tax expense		**(13,000)**	(304,000)	**-**	(369,000)
Net loss and comprehensive loss		**(33,905,429)**	(874,514)	**(34,925,207)**	(844,196)
Basic and diluted loss per common share		**(1.19)**	(0.06)	**(1.47)**	(0.06)
Weighted average number of common shares outstanding - Basic		**28,507,435**	15,112,054	**23,806,687**	15,112,054
Weighted average number of common shares outstanding - Diluted		**30,704,059**	15,353,720	**26,003,311**	15,353,720

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

NorthX Nickel Corp. (Formerly Archer Exploration Corp.)
Condensed Interim Statements of Cash Flows
(Unaudited - Expressed in Canadian dollars)

	Nine months ended September 30,	
	2024	2023
	$	$
Operating activities:		
Net Income (loss) for the period	**(34,925,207)**	(844,196)
Items not affecting cash:		
Impairment of exploration and evaluation assets	**32,750,284**	-
Depreciation	**3,035**	2,131
Share-based payments	**436,628**	597,667
Amortization of flow through liability	**-**	(1,961,258)
Change in decommissioning and restoration costs	**508,881**	116,588
Unrealized foreign exchange loss	**-**	(79)
Interest expense (recovery)	**-**	(2,438)
Deferred income tax expense (recovery)	**-**	369,000
Changes in non-cash working capital:		
Receivables	**156,902**	(524,011)
Prepaid expenses	**77,985**	(104,941)
Trade and other payables	**16,120**	(77,127)
Other assets	**-**	(57,500)
Cash used in operating activities	**(975,372)**	(2,486,164)
Investing activities:		
Exploration and evaluation costs	**(1,670,842)**	(6,339,000)
Asset acquisition costs	**-**	(77,797)
Purchase of equipment	**(12,300)**	(15,786)
Decommissioning and restoration costs	**(436,881)**	(551,949)
Finance assurance for decommissioning and restoration	**(481,629)**	-
Cash used in investing activities	**(2,601,652)**	(6,984,532)
Financing activities:		
Proceeds from issuance of non-flow-through units	**2,275,000**	-
Share issuance costs	**(84,362)**	(1,413)
Cash provided by (used in) financing activities	**2,190,638**	(1,413)
Change in cash	**(1,386,386)**	(9,472,109)
Cash, beginning of period	**2,876,128**	11,526,348
Cash, end of period	**1,489,742**	2,054,239
Supplemental cash flow information:		
Cash interest received	**39,071**	174,913
Acquisition costs included in trade and other payables	**-**	(37,672)
Share-based payments included in exploration and evaluation	**151,352**	-
Change in exploration and evaluation costs included in trade and other payables	**436,828**	733,740
Exploration and evaluation costs from capitalized depreciation	**14,953**	-

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

NorthX Nickel Corp. (Formerly Archer Exploration Corp.)
Condensed Interim Statements of Changes in Shareholders' Equity
(Unaudited - Expressed in Canadian dollars; except number of shares)

	Common shares	Share capital	Warrants reserve	Contributed surplus	Deficit	Total shareholders' equity
	#	$	$	$	$	$
Balance, October 1, 2022	1,851,848	3,186,256	699,457	414,785	(4,222,989)	77,509
Shares issued on exercise of options	1,111	3,000	-	(1,000)	-	2,000
Issuance of common shares in the Transaction	11,035,212	28,564,545	-	-	-	28,564,545
Shares issued as Finders' fees in the Transaction	275,883	714,114	-	-	-	714,114
Issuance of non-flow-through units in private placement	757,575	1,960,959	1,039,041	-	-	3,000,000
Issuance of flow-through units in private placement	707,222	2,212,521	969,980	-	-	3,182,501
Issuance of charity flow-through units in private placement	483,091	3,337,422	662,577	-	-	3,999,999
Flow-through premium liability	-	(2,253,573)	-	-	-	(2,253,573)
Share issuance costs	-	(465,948)	(145,944)	-	-	(611,892)
Share-based payments	-	-	-	1,469,329	-	1,469,329
Reclassification from reserves to deficit upon the expiration of warrants	-	-	(40,972)	-	40,972	-
Reclassification from reserves to contributed surplus upon the expiration of warrants	-	388,985	(388,985)	-	-	-
Net loss and comprehensive loss for the period	-	-	-	-	(2,454,655)	(2,454,655)
Balance, September 30, 2023	15,111,942	37,648,281	2,795,154	1,883,114	(6,636,672)	35,689,877
Shares issued for other compensatory awards settled	4,166	12,500	-	(12,500)	-	-
Issuance of non-flow-through units in private placement	1,767,066	500,510	347,682	-	-	848,192
Issuance of flow-through units in private placement	2,083,033	702,112	487,726	-	-	1,189,838
Share issuance costs net of tax	-	(284,639)	27,999	-	-	(256,640)
Share-based payments	-	-	-	420,371	-	420,371
Share-based payments - exploration-related	-	-	-	215,622	-	215,622
Reclassification from reserves to deficit upon the expiration of warrants	-	-	-	40,972	(40,972)	-
Reclassification from reserves to contributed surplus upon the expiration of warrants	-	(388,985)	(269,501)	658,486	-	-
Net loss and comprehensive loss for the period	-	-	-	-	(882,880)	(882,880)
Balance, December 31, 2023	18,966,207	38,189,779	3,389,060	3,206,065	(7,560,524)	37,224,380
Issuance of non-flow-through units in private placement	9,479,166	1,302,787	972,213	-	-	2,275,000
Share issuance costs net of tax	-	(84,362)	-	-	-	(84,362)
Shares issued for other compensatory awards settled	63,793	45,835	-	(45,835)	-	-
Share-based payments	-	-	-	436,629	-	436,629
Share-based payments - exploration-related	-	-	-	151,352	-	151,352
Net loss and comprehensive loss for the period	-	-	-	-	(34,925,207)	(34,925,207)
Balance, September 30, 2024	**28,509,166**	**39,454,039**	**4,361,273**	**3,748,211**	**(42,485,731)**	**5,077,792**

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

1. NATURE OF OPERATIONS AND GOING CONCERN

On May 1, 2024 the company changed its name to NorthX Nickel Corp. (formerly Archer Exploration Corp.) ("NorthX" or the "Company"). The Company was incorporated under the laws of the Province of British Columbia on October 26, 2018. The Company is focusing on the exploration of mineral claims located in Québec and Ontario, Canada. The Company's registered and records office is located at 1200 Waterfront Centre, 200 Burrard Street, Vancouver, BC V7X 1T2. On February 11, 2021, the shares of the Company began trading on the Canadian Securities Exchange (the "Exchange") under the symbol "RCHR". Effective May 1, 2024, coincident with the name change, the Company commenced trading on the Canadian Securities Exchange under the new trading symbol "NIX".

In August 2023, the Company announced the change in its fiscal year end from September 30 to December 31, effective as of December 31, 2023. Accordingly, for the 2024 reporting year, the Company will report its audited financial statements for the twelve month period ended December 31, 2024, along with its comparative figures for the fifteen month period ended December 31, 2023.

At December 31, 2023 the Company had one wholly owned subsidiary, 1273600 B.C. Ltd. On January 25, 2024 1273600 B.C. Ltd. was dissolved by way of voluntary dissolution under the Business Corporations Act.

a) Going concern

These unaudited condensed interim financial statements for the three and nine months ended September 30, 2024 and 2023 (the "financial statements") have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business.

There are material uncertainties that may cast significant doubt about the appropriate use of the going concern assumption as the Company is in the exploration and evaluation stage and has not generated any revenues. As at September 30, 2024, the Company has a deficit of $42,485,731 (December 31, 2023 - $7,560,524) and for the nine months ended September 30, 2024 and 2023, the Company incurred a net loss of $34,925,207 (2023 –$844,196).

The Company's continuing operations as intended are dependent upon the ability to obtain the necessary financing to explore and commercialize its mineral claims and administer overhead expenses. Should the Company fail to commercialize its mineral claims, or raise sufficient financing to maintain operations, the Company may be unable to realize the carrying value of its net assets. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

b) Share consolidation

On November 8, 2022, the Company completed a consolidation of its common shares on a three to one basis and on May 1, 2024, the Company completed a consolidation of its common shares on a six to one basis. All share and per share amounts have been retrospectively adjusted to reflect the consolidations. Any references to common shares are on a post-consolidation basis. Numbers of warrants and stock options and their respective exercise prices have been retrospectively adjusted to reflect the effects of the consolidations.

c) Wallbridge assets acquisition

On July 12, 2022, the Company entered into an asset purchase agreement with Wallbridge Mining Company Limited ("Wallbridge") whereby the Company would acquire from Wallbridge a 100% interest in certain mineral properties located in Québec and Ontario (collectively the "Nickel Assets") in exchange for 11,035,212 common shares of the Company (the "Transaction" or "Wallbridge assets acquisition").

The Company granted Wallbridge a 2% net smelter return ("NSR") royalty less the amount of any pre-existing royalties on encumbered portions of the Grasset Project (Note 5). As a condition precedent to the closing of the Transaction, the Company was required to complete an equity financing for gross proceeds of at least $10,000,000. The equity financing closed on November 18, 2022 for gross proceeds of $10,182,500 (Note 14).

2. BASIS OF PREPARATION

a) Statement of compliance

These financial statements were approved by the Board of Directors and authorized for issue on November 27, 2024.

These financial statements have been prepared in accordance with International Accounting Standard 34 *Interim Financial Reporting*. These financial statements do not include all disclosures required for annual audited financial statements. Accordingly, they should be read in conjunction with the notes to the Company’s audited financial statements for the years ended December 31, 2023 and September 30, 2022 (the “Annual Financial Statements”).

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the period. Actual results could differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

b) Future accounting pronouncements

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods commencing on or after January 1, 2024, none of which had a material impact to the Company. There are no relevant IFRS's or IFRS interpretations that are not yet effective that would be expected to have a material impact on the consolidated financial statements.

3. MATERIAL ACCOUNTING POLICY INFORMATION

In the preparation of these financial statements, the Company used the same accounting policies as in Note 3 to the Annual Financial Statements for the 15 month period ending December 31, 2023.

4. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, revenues and expenses. Management continually evaluates these judgments, estimates and assumptions based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates and judgments which may cause a material adjustment to the carrying amounts of assets and liabilities. The Company’s interim results are not necessarily indicative of its results for a full year. The significant assumptions and estimates applied in the preparation of these financial statements are consistent with those applied and disclosed in Note 4 to the Annual Financial Statements for the fifteen month period ending December 31, 2023, in addition to following:

(Unaudited - Expressed in Canadian dollars, except where noted)

4. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGMENTS (continued)

Exploration and Evaluation Asset Impairment

At each reporting period, management applies judgment in assessing whether there are any indicators of impairment relating to exploration and evaluation assets at the Cash-Generating Unit ("CGU") level to determine whether there is any indication that these assets may be impaired. If any such indication exists, the recoverable amount of the relevant CGU is estimated in order to determine the extent of the impairment loss (if any). A CGU is the smallest identifiable group of assets that has the potential to generate cash inflows that are largely independent of the cash inflows from other assets or groups of assets. For the Company, the CGUs are defined as its key exploration and evaluation projects grouped in a distinct geographic area, reflecting the future economic benefits expected from these assets. Management uses judgment in determining what constitutes a CGU.

Indicators of impairment may include: (i) the period during which the entity has the right to explore in the specific area has expired during the year or will expire in the near future; (ii) substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned; and (iii) facts and circumstances suggest that the carrying amount exceeds the recoverable amount.

When there is objective evidence that a CGU is impaired, the carrying amount of the CGU is compared to its recoverable amount, being the fair value less costs of disposal ("FVLCD"). In the absence of market related comparative information, management makes estimates based on a variety of factors, including market transactions for comparable quality projects, prevailing market sentiment, current economic conditions, and the financial performance of the Company. Management considered recent industry trends and external market data, such as the pricing of similar mineral properties and the demand for resources in the relevant sector. Additionally, the economic outlook and the Company's own financial performance, including cash flow projections and funding capabilities, were factored into the evaluation. Management's estimate of recoverability is based on inputs which have a significant effect on fair value that are not directly observable from market data. These estimates and assumptions were used to assess the recoverable amount of the mineral property and determine the need for any impairment adjustments.

During the period ended September 30, 2024, the Company recognized an impairment on one of its properties. No impairments were recognized during the financial year ended December 31, 2023 (Note 9).

5. WALLBRIDGE ASSETS ACQUISITION

On November 18, 2022, the Company completed its previously announced Transaction. As consideration for the Nickel Assets, the Company issued to Wallbridge 11,035,212 common shares at approximately $2.58 per share for an aggregate fair value of $28,564,545. The Company granted to Wallbridge a 2% NSR royalty on production from the Grasset Project (Note 9). In connection with the Transaction, the Company entered into a finders' fee agreement with two parties. As compensation for the introduction of the Company and Wallbridge, the Company issued to the finders 275,883 common shares at approximately $2.58 per share for an aggregate fair value of $714,114. The Company incurred $250,696 in legal fees prior to the closing of the Transaction and the amount is allocated as part of the consideration.

The acquisition has been accounted for as an equity-settled share-based payment transaction within the scope of IFRS 2 *Share-based Payment*. The acquisition did not qualify as a business combination under IFRS 3 *Business Combinations*, as the significant inputs, processes, and outputs that together constitute a business did not exist in the Company or the Nickels Assets at the time of acquisition. Accordingly, no goodwill was recorded with respect to the acquisition.A summary of the Company's consideration paid and the net assets acquired from Wallbridge as at the November 18, 2022 acquisition date is as follows:

	$
Purchase price:	
Fair value of common shares issued to Wallbridge	28,564,545
Fair value of finders' shares	714,114
Transaction costs	250,696
	29,529,355
Net assets acquired:	
Cash	2,652,997
Account receivable with Magna	612,230
Exploration and evaluation assets (Note 9)	28,538,141
Property and equipment (Note 10)	87,138
Decommissioning and restoration provision (Note 13)	(2,361,151)
	29,529,355

(Unaudited - Expressed in Canadian dollars, except where noted)

6. RECEIVABLES

A summary of the Company's receivables is as follows:

	September 30, 2024	December 31, 2023
	$	$
Input Tax Credits recoverable	**77,827**	234,729
	77,827	234,729

7. PREPAID EXPENSES

A summary of the Company's prepaid expenses is as follows:

	September 30, 2024	December 31, 2023
	$	$
Insurance	**6,146**	41,456
Vendor prepayments	**45,218**	87,893
	51,364	129,349

8. OTHER ASSETS

A summary of the Company's other assets is as follows:

	September 30, 2024	December 31, 2023
	$	$
Investments	**57,500**	57,500
Finance assurance for closure plan (Note 13)	**481,629**	-
	539,129	57,500

Investments represents guaranteed investment certificates held with the bank as collateral for the Company's credit cards issued to key management personnel and reclamation bond. The GICs bears interest at a rate of Prime less 2.9%.

(Unaudited - Expressed in Canadian dollars, except where noted)

9. EXPLORATION AND EVALUATION ASSETS

A summary of the Company's exploration and evaluation assets is as follows:

	Grasset	Parkin	Sudbury W	Wahnapitae	Wisner	NW Ontario	Ontario Other	Quebec Other	Total
	$	$	$	$	$	$	$	$	$
Balance, October 1, 2022	-	-	-	-	-	-	-	-	-
Acquisition and Maintenance Costs	27,367,462	979,858	302,412	233,929	116,965	58,482	10,000	-	29,069,108
Assay and Analysis	111,170	-	-	-	-	27,385	-	-	138,555
Camp Costs	860,216	-	-	-	-	122	58,907	-	919,245
Communications	33,735	-	-	-	-	3,260	1,602	-	38,597
Drilling	2,979,344	-	-	-	-	-	-	-	2,979,344
Field and Equipment	157,724	5,063	-	-	-	11,007	14,211	-	188,005
Fuel	76,831	-	-	-	-	78	-	-	76,909
Geological Consulting	480,715	30,045	6,064	3,728	-	107,091	31,232	2,340	661,215
Geophysics	565,647	388,666	-	-	-	-	2,898	-	957,211
Ground Logistics	418,023	-	-	-	-	-	-	-	418,023
Helicopter	449,305	-	-	-	-	-	-	-	449,305
Permit and Environment	3,989	-	-	-	-	-	-	-	3,989
Property Maintenance	32,655	33,887	4,612	10,350	8,948	30,173	48,256	2,674	171,555
Salaries and Wages	748,724	49,791	-	92	-	14,214	-	-	812,821
Share-Based Payments	215,622	-	-	-	-	-	-	-	215,622
Travel and Transportation	87,681	281	-	-	-	13,316	4,345	-	105,623
	7,221,381	507,733	10,676	14,170	8,948	206,646	161,451	5,014	8,136,019
Balance, December 31, 2023	**34,588,843**	**1,487,591**	**313,088**	**248,099**	**125,913**	**265,128**	**171,451**	**5,014**	**37,205,127**
Acquisition and Maintenance Costs	-	12,000	20,000	-	-	-	-	-	32,000
Assay and Analysis	20,733	-	162	-	-	-	-	-	20,895
Camp Costs	109,377	-	-	-	-	-	17,745	-	127,122
Communications	1,845	-	-	-	-	-	-	-	1,845
Drilling	311,684	-	-	-	-	-	-	-	311,684
Field and Equipment	46,420	-	-	-	-	-	550	-	46,970
Fuel	3,843	-	-	-	-	-	-	-	3,843
Geological Consulting	262,999	47,409	10,963	4,604	3,113	1,542	25,610	8,394	364,634
Geophysics	36,292	9,225	-	-	-	-	11,176	-	56,693
Government Grants	-	(200,000)	-	-	-	-	-	-	(200,000)
Ground Logistics	10,300	-	-	-	-	-	-	-	10,300
Health and Safety	366	-	-	-	-	-	75	-	441
Impairment Charge	(32,750,284)	-	-	-	-	-	-	-	(32,750,284)
Permit and Environment	517	-	-	-	-	-	-	-	517
Property Maintenance	16,773	28,306	3,132	295	8,549	10,065	4,374	592	72,086
Salaries and Wages	289,009	-	-	-	-	-	85,500	-	374,509
Share-Based Payments	151,352	-	-	-	-	-	-	-	151,352
Travel and Transportation	19,825	-	-	-	-	-	5,603	-	25,428
	(31,468,949)	(103,060)	34,257	4,899	11,662	11,607	150,633	8,986	(31,349,965)
Balance, September 30, 2024	**3,119,894**	**1,384,531**	**347,345**	**252,998**	**137,575**	**276,735**	**322,084**	**14,000**	**5,855,162**

9. EXPLORATION AND EVALUATION ASSETS (continued)

The Company's primary mineral property is the Grasset Project in Quebec. The Company also holds a portfolio of 41 mineral properties in Ontario, of which 38 are situated in the Sudbury mining district. Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee their titles. Property title may be subject to unregistered prior agreements or transfers and may be affected by undetected defects. The Company is required to make a $32,000 per year advance royalty payment in order to maintain certain property agreements in good standing, as outlined below. The Company is also required to make statutory license and property tax expenditures each year to maintain its properties in good standing.

Grasset Project, Québec

The Grasset Project is a resource-exploration stage Ni-Cu-Co-PGM project located in the James Bay territory in Nord-du-Québec administrative region of the province of Québec, Canada, approximately 77 kilometres west-northwest of the city of Matagami and 170 kilometres north of the town of Amos. The Grasset Project consists of 153 claims blocks and an aggregate area of 81.81 km2 located in the Archean Abitibi Subprovince of the southern Superior Province in the Canadian Shield. The Company owns a 100% interest in the Grasset Project, subject to a 2% net smelter return royalty ("NSR") on production from certain of the acquired assets.

On November 18, 2022 the Company and Wallbridge entered into an exploration cooperation agreement (the "Exploration Cooperation Agreement") whereby Wallbridge was granted the right to explore certain portions of the Grasset Project for gold under certain circumstances. The Exploration Cooperation Agreement applies to approximately 7,515 hectares of the Grasset Project and excludes approximately 665 hectares of coverage over the Grasset Deposit. If the results from either Wallbridge's or NorthX's exploration work on the 7,515 hectares that are subject to the Exploration Cooperation Agreement (the "Gold Cooperation Area") establish a mineral resource that consists of primary gold mineralization, then the parties will form a joint venture in which NorthX will have a 30% interest and Wallbridge will have a 70% interest. If the results from Wallbridge's exploration work in the Gold Cooperation Area establish a mineral resource that consists of primary mineralization other than gold, then the parties will form a joint venture in which NorthX will have a 70% interest and Wallbridge will have a 30% interest. The purpose of any such joint ventures will be to explore, develop and operate such mineral resource. The Exploration Cooperation Agreement has a term of five years and is subject to earlier termination in certain circumstances.

During the period ended September 30, 2024, the Company has identified an indicator of impairment related to the Grasset project since the previous reporting period, due to a change in the substantive expenditures budgeted for further exploration and evaluation activities in the medium term due to decreased availability of equity financing for Canadian-listed small-cap exploration and development companies. In accordance with the Company's accounting policy for mineral properties, exploration and evaluation expenditures are capitalized, and management applies judgment to assess whether indicators of impairment exist. This judgment includes considerations such as the period for which exploration rights are held, the likelihood of renewal of these rights, and the evaluation of exploration results. The revised budget for expenditures on the affected property, reflecting a reduction in future exploration and evaluation efforts, has triggered the impairment assessment for this property.

An impairment assessment was performed based on a recoverable amount valued at fair value less costs of disposal FVLCD. The Company applied a discount to reflect the stage and quality of its assets and utilized multiple valuation techniques. Various market metrics for comparable junior nickel exploration and development companies with development-stage assets, along with the Company's market capitalization, were considered in determining the FVLCD. The valuation that was most representative of fair value was determined to be $3,119,894 for Grasset. Management's estimate of recoverability is based on inputs which have a significant effect on fair value that are not directly observable from market data and is therefore classified within Level 3 in the fair value hierarchy. Key assumptions include a range of enterprise values per contained nickel tonne from C$20.47 to C$72.52, with an average of C$46.50 per contained nickel tonne of mineral resource, based on market comparables as of September 30, 2024. A $5 to $10 change in the enterprise value per contained nickel tonne would result in a change to the impairment charge ranging from $335,500 to $671,000.

As a result, the Company recorded a non-cash impairment for our Grasset project of $32,750,284 in the three and nine month periods ended September 30, 2024.

(Unaudited - Expressed in Canadian dollars, except where noted)

9. EXPLORATION AND EVALUATION ASSETS (continued)

Parkin Project - Sudbury, Ontario

The Parkin Project is comprised of an interest in 4 properties including 60 unpatented mining claims. In addition, the Company holds an interest in 12 mining leases and 5 patented claims. The Parkin Project has a total land area of 25.3 km2. On November 18, 2022, the Company and Wallbridge entered into an Assignment and Assumption Agreement whereby the Company agreed to acquire the rights, title, and interest in several joint venture agreements, including a joint venture and option agreement between Wallbridge and Impala Platinum Holdings Limited ("Impala") dated December 31, 2014, as amended (the "Impala Option Agreement"). Pursuant to the terms of the Impala Option Agreement, the Company has the right to acquire Impala's remaining 49.6% interest in the Parkin Project by making a cash payment of $1 million to Impala by June 30, 2023.

During the period ended December 31, 2023 the terms of the Impala Option Agreement were amended whereby the Company may acquire Impala's remaining 49.6% interest in the Parkin Project offset joint venture by making payments as follows:

	Option Payment	
June 30, 2023	$500,000	(paid)
December 31, 2024	500,000	
	$1,000,000	

The Company is required to make a $12,000 per year advance royalty payment in order to maintain certain property agreements in good standing.

Sudbury West – Sudbury, Ontario

The Sudbury West project is comprised of an interest in 18 properties including 532 unpatented mining claims. In addition, the Company holds an interest in 4 mining leases, 2 patented claims and 1 exploratory licence of occupation. The Sudbury West project covers a total area of 218 km2. The Company is required to make a $20,000 per year advance royalty payment in order to maintain certain property agreements in good standing.

Wahnapitae – Sudbury, Ontario

The Wahnapitae project is comprised of an interest in 5 properties including 51 unpatented mining claims. In addition, the Company holds an interest in 1 mining lease, 5 patented claims and 3 mining licences of occupation. The Wahnapitae project has a total land area of land area of 22 km2.

Wisner – Sudbury, Ontario

The Wisner project is comprised of an interest in 5 properties including 46 unpatented mining claims. In addition, the Company holds an interest in 2 mining lease, and 1 patented claim. The Wisner project has a total land area of land area of 11 km2. Distributed throughout all the Wisner properties are irregular bodies of Sudbury Breccia, which is the main host rock for footwall-style copper, nickel and platinum group metal mineralization.

Northwestern Ontario

The Northwestern Ontario project is comprised of an interest in 3 properties including 747 unpatented mining claims. The Northwestern Ontario project has a total land area of land area of 158 km^2.

(Unaudited - Expressed in Canadian dollars, except where noted)

10. PROPERTY AND EQUIPMENT

A summary of the Company's property and equipment is as follows:

	Bridges	Equipment	Computers	Total
	$	$	$	$
Cost				
Balance, October 1, 2022	-	-	-	-
Acquired through the Transaction (Note 5)	49,266	37,872	-	87,138
Additions	-	-	19,564	19,564
Balance, December 31, 2023	49,266	37,872	19,564	106,702
Additions	-	12,300	-	12,300
Balance, September 30, 2024	**49,266**	**50,172**	**19,564**	**119,002**
Accumulated depreciation				
Balance, October 1, 2022	-	-	-	-
Additions	2,203	8,466	7,898	18,567
Balance, December 31, 2023	2,203	8,466	7,898	18,567
Additions	1,744	5,785	10,458	17,987
Balance, September 30, 2024	**3,947**	**14,251**	**18,356**	**36,554**
Carrying amount				
Balance, October 1, 2022	-	-	-	-
Balance, December 31, 2023	47,063	29,406	11,666	88,135
Balance, September 30, 2024	**45,319**	**35,921**	**1,208**	**82,448**

During the nine months ended September 30, 2024, depreciation of $14,953 was capitalized to exploration and evaluation assets (2023 - $4,733).

11. TRADE AND OTHER PAYABLES

A summary of the Company's trade and other payables is as follows:

	September 30, 2024	December 31, 2023
	$	$
Trade payables	**248,916**	663,410
Accrued liabilities	**69,925**	76,139
	318,841	739,549

All trade payables and accrued liabilities are due within the next 12 months.

(Unaudited - Expressed in Canadian dollars, except where noted)

12. FLOW-THROUGH PREMIUM LIABILITY

Flow-through shares are issued at a premium, calculated as the difference between the price of a flow-through share and the price of a common share at that date. The tax deductions generated by the eligible expenditures are passed through to the shareholders of the flow-through shares once the eligible expenditures are incurred and renounced.

On November 18, 2022, the Company issued 757,576 non-flow-through units ("NFT Units") at a price of $3.96 per NFT Unit, 707,222 flow-through units ("FT Units") at a price of $4.50 per FT Unit, and 483,092 charity flow-through units ("Charity FT Units") at a price of $7.28 per Charity FT Unit for gross proceeds of $10,182,500 (Note 14(b)).

A summary of the Company's flow-through financing and related flow-through premium liability is as follows:

	Number of units	Unit price	Flow-through premium per unit	Flow-through premium liability
	#	$	$	$
FT Units	707,222	4.50	0.54	381,900
Charity FT Units	483,092	8.28	4.32	2,086,956
	1,190,314			**2,468,856**

A summary of the Company's flow-through premium liability and remaining eligible expenditure obligation movement is as follows:

	Remaining eligible expenditure obligation	Flow-through premium liability
	$	$
Balance, October 1, 2022	-	-
Flow-through units issued	7,182,500	2,468,856
Eligible expenditures incurred	(7,182,500)	(2,253,573)
Share issuance cost - FT shares	-	(215,283)
Balance, December 31, 2023 and September 30, 2024	**-**	**-**

Funds raised through the issuance of FT Units and Charity FT Units are expensed fully on qualifying Canadian mineral exploration expenditures, as defined pursuant to Canadian income tax legislation before December 31, 2023.

To the extent that the Company has deferred tax assets that were not recognized in previous periods, a deferred tax recovery is recorded as an offsetting recovery in profit or loss.

On November 27, 2023, the Company issued 1,767,067 non-flow-through units ("NFT Units") at a price of $0.48 per NFT Unit, 999,700 flow-through units ("FT Units") at a price of $0.54 per FT Unit, and 1,083,333 Quebec flow-through units ("QFT Units") at a price of $0.60 per QFT Unit for gross proceeds of $2,038,030 (Note 14(b)). There was no related flow-through premium liability and funds raised through the issuance of FT Units are expensed fully on qualifying Canadian mineral exploration expenditures, as defined pursuant to Canadian income tax legislation before December 31, 2024.

(Unaudited - Expressed in Canadian dollars, except where noted)

13. DECOMMISSIONING AND RESTORATION PROVISION

A summary of the Company's discounted liabilities for decommissioning and restoration provisions is as follows:

	$
Balance, October 1, 2022	-
Decommissioning and restoration provision acquired in the Transaction (Note 5)	2,361,151
Change in decommissioning and restoration provision	910,066
Expenditures on Broken Hammer Project	(644,178)
Balance, December 31, 2023	2,627,039
Change in decommissioning and restoration provision	508,881
Expenditures on Broken Hammer Project	(436,881)
Balance, September 30, 2024	**2,699,039**
Current portion	544,429
Non-current portion	2,154,610

As part of the acquisition of the Nickel Assets, the Company acquired the closure liability associated with the Broken Hammer Project closure activities. The Broken Hammer Project has been in a state of inactivity since 2015 and closure plan activities have been ongoing. On February 28, 2024 the Company posted an irrevocable standby letter of credit in the amount of $481,629 in favour of the Ontario Ministry of Mines. Interest on the letter of credit is accrued at a rate of 0.15% monthly.

The key assumptions on which the provision estimates were based as September 30, 2024 are as follows:

- Expected timing of the cash flows is based on the estimated useful life of the mines forming part of the Broken Hammer Project. The majority of the expenditures are expected to occur between 2024 and 2034, which is based on the currently anticipated closure dates of the project; and
- The discount rate used is 3.02%.

The remaining undiscounted amount of estimated cash flows required to settle the decommissioning and restoration costs of the Broken Hammer Project to the end of the project's life was estimated to be $2,811,493 as at September 30, 2024.

14. SHARE CAPITAL

Authorized share capital

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

Issued share capital

During the nine months ended September 30, 2024, the Company had the following share transactions:

- The Company issued 63,793, common shares pursuant to the settlement of omnibus awards and reclassified $45,835 from the Company's contributed surplus to share capital.

- On May 14, 2024, the Company closed a non-brokered private placement of 9,479,166 non-flow-through units ("NFT Units") at a price of $0.24 per NFT Unit, for gross proceeds of $2,275,000. Each NFT Unit is comprised of one common share and one non-transferable common share purchase warrant ("warrant") with each warrant entitling the holder thereof to purchase one common share for a period of 36 months from the date of issuance at an exercise price of $0.36 per warrant.

(Unaudited - Expressed in Canadian dollars, except where noted)

14. SHARE CAPITAL (continued)

- As the units are comprised of both a single common share and a single warrant, a valuation method was used to determine the fair value of the warrants. As a result, $1,302,787 was allocated to share capital and $972,213 was allocated to warrants reserve. A summary of the Company's assumptions used in the Black-Scholes option pricing model for unit warrants issued on May 14, 2024 is as follows:

Share price	$0.22
Expected life	3 years
Expected volatility	144.02%
Risk-free rate	4.13%
Dividend yield	0.00%

During the fifteen months ended December 31, 2023, the Company had the following share transactions:

- On October 7, 2022, the Company issued 1,111 common shares pursuant to the exercise of 1,111 stock options with an exercise price of $1.80. The Company received gross proceeds of $2,000 and reclassified $1,000 from the Company's contributed surplus to share capital.

- On November 18, 2022, in connection with the Transaction, the Company closed a private placement of 757,575 non-flow-through units ("NFT Units") at a price of $3.96 per NFT Unit, 707,222 flow-through units ("FT Units") at a price of $4.50 per FT Unit and 483,091 charity flow-through units ("Charity FT Units") at a price of $8.28 per Charity FT Unit, for gross proceeds of $10,182,500. Each NFT Unit consists of one common share and one common share purchase warrant. Each FT Unit and Charity FT Unit consists of one flow-through share and one common share purchase warrant. Each common share purchase warrant entitles the holder thereof to acquire one additional common share of the Company at a price of $6.12 until November 18, 2024, the date which is twenty-four months following the closing date of the Transaction. The Company halted trading of its shares on July 13, 2022 and did not resume trading until November 29, 2022. As a result, the shares of the Company were not being traded in an active market at the time of the acquisition. In connection with the Transaction, the Company completed a private placement where NFT Units were issued at a price of $3.96. Each unit contains a common share and one common share purchase warrant. As the unit price of $3.96 presents both a single common share and a single warrant, a valuation technique was applied to estimate the fair value to be $2.58 and $1.38 respectively. As a result, $7,510,902 was allocated to share capital and $2,671,598 was allocated to warrants reserve. A summary of the Company's assumptions used in the valuation technique were as follows:

Share price	$2.58
Expected life	2 years
Expected volatility	136.40%
Risk-free rate	3.97%
Dividend yield	0.00%

- In connection with the private placement, the Company paid cash finders' fees of $799,479 and issued 64,172 finders' warrants with a fair value of $176,100. Each finders' warrant was exercisable into one common share of the Company at an exercise price of $3.96 per warrant until May 18, 2024, the date which is eighteen months after the closing date of the Transaction. Total fair value of the finders warrants issued was $176,100 and was recorded as share issuance costs to warrants reserve. A summary of the Company's assumptions used in the Black-Scholes option pricing model for finders' warrants issued on November 18, 2022 is as follows:

Share price	$2.58
Expected life	1.5 years
Expected volatility	136.40%
Risk-free rate	3.97%
Dividend yield	0.00%

- On November 18, 2022, pursuant to the closing of the Transaction, the Company issued 11,035,212 common shares of the Company to Wallbridge at a fair value of $2.58 per share, for an aggregate value of $28,564,545 (Note 5). In connection with the Transaction, the Company issued 275,883 common shares to finders at $2.58 per share for an aggregate value of $714,114 (Note 5).

(Unaudited - Expressed in Canadian dollars, except where noted)

14. SHARE CAPITAL (continued)

- On November 27, 2023, the Company closed a non-brokered private placement of 1,767,066 non-flow-through units ("NFT Units") at a price of $0.48 per NFT Unit, 999,700 flow-through units ("FT Units") at a price of $0.54 per FT Unit, and 1,083,333 Quebec flow-through units ("QFT Units") at a price of $0.60 per QFT Unit for gross proceeds of $2,038,030. Each NFT Unit is comprised of one common share and one non-transferable common share purchase warrant. Each FT Unit and QFT Unit is comprised of one common share that qualifies as a "flow-through share" within the meaning of subsection 66(15) of the Income Tax Act (Canada) (the "Tax Act") and one warrant. The warrants comprising each of the NFT Units, FT Units and QFT Units are subject to the same terms, with each warrant entitling the holder thereof to purchase one common share for a period of 36 months from the date of issuance at an exercise price of $0.96 per Warrant Share.

- As the units are comprised of both a single common share and a single warrant, a valuation method was used to determine that fair value of the warrants. As a result, $1,202,622 was allocated to share capital and $835,408 was allocated to warrants reserve. A summary of the Company's assumptions used in the Black-Scholes option pricing model for unit warrants issued on November 27, 2023 is as follows:

Share price	$0.54
Expected life	3 years
Expected volatility	133.66%
Risk-free rate	4.40%
Dividend yield	0.00%

- In connection with the offering, the Company paid aggregate cash finder's fees in the amount of $73,705 and issued a total of 20,125 non-transferable finder's warrants with a fair value of $5,128. Each finder's warrant entitles the holder thereof to purchase one common share at a price of $0.96 per common share for a period of 18 months from the closing date of the offering. A summary of the Company's assumptions used in the Black-Scholes option pricing model for finders' warrants issued on November 27, 2023 is as follows:

Share price	$0.54
Expected life	1.5 years
Expected volatility	132.07%
Risk-free rate	4.40%
Dividend yield	0.00%

Warrants

A summary of the Company's warrant activity is as follows:

	Number of warrants	**Weighted average exercise price**
	#	$
Balance, October 1, 2022	405,275	7.98
Issued	5,882,252	2.70
Exercised	(405,275)	7.98
Balance, December 31, 2023	5,882,252	2.70
Issued	9,479,165	0.36
Expired	(64,172)	3.96
Balance, September 30, 2024	**15,297,245**	**1.25**

(Unaudited - Expressed in Canadian dollars, except where noted)

14. SHARE CAPITAL (continued)

A summary of the Company's warrants outstanding as at September 30, 2024 is as follows:

Expiry date	Weighted average exercise price	Number of warrants	Weighted average remaining life
	$	#	years
November 18, 2024	6.12	1,947,863	0.13
May 24, 2025	0.96	20,125	0.65
November 24, 2026	0.96	2,766,759	2.15
November 27, 2026	0.96	1,083,333	2.16
May 14, 2027	0.36	9,479,165	2.62
Balance, September 30, 2024	**1.25**	**15,297,245**	**2.18**

Omnibus Equity Incentive Plan

On June 25, 2024, the Company's shareholders passed an ordinary resolution re-approving the omnibus equity incentive compensation plan (the "Omnibus Plan") with an effective date of June 26, 2024 (the "Effective Plan Date"). The Omnibus Plan consists of (i) a "rolling" plan pursuant to which the number of common shares that are issuable pursuant to the exercise of stock options granted under the Omnibus Plan shall not exceed 10% of the issued and outstanding shares of the Company as at the date of any stock option grant; and (ii) a "fixed" plan under which the number of common shares that are issuable pursuant to all equity awards other than stock options granted under the Omnibus Plan, in aggregate is a maximum of 10% of the issued and outstanding common shares of the Company as on the Effective Plan Date.

The exercise price of each stock option is determined by the Board of Directors at the time of grant and cannot be less than the price permitted by the Canadian Securities Exchange ("the Exchange"). Currently, the Exchange requires that the exercise price of stock options must be equal to or greater than the discounted market price (as defined in the policies of the Exchange). The exercise price of stock options is solely payable in cash. The Board of Directors has the discretion to determine the term and vesting provisions of any stock options granted under the Plan at the time of grant subject to the policies of the Exchange.

The fair value of RSUs is based on the closing price of the Company's common shares on the Exchange on the date immediately preceding the grant date.

The fair value of the DSUs is the closing price of the Company's common shares on the Exchange on the date immediately preceding the grant date. The DSUs shall vest when the recipient director ceases to be a director of the Company provided that no DSUs will vest within twelve months of the grant date and are otherwise subject to the Omnibus Plan.

Stock options

A summary of the Company's stock option activity is as follows:

	Number of stock options	Weighted average exercise price
	#	$
Balance, October 1, 2022	114,452	7.26
Granted	1,318,317	1.44
Cancelled	(47,232)	2.79
Exercised	(1,111)	1.44
Balance, December 31, 2023	1,384,426	1.86
Granted	425,000	0.28
Cancelled / Expired	(88,611)	2.62
Balance, September 30, 2024	**1,720,815**	**1.41**

(Unaudited - Expressed in Canadian dollars, except where noted)

14. SHARE CAPITAL (continued)

A summary of the Company's stock options outstanding as at September 30, 2024, is as follows:

Expiry date	Weighted average exercise price	Number of outstanding stock options	Number of exercisable stock options	Weighted average remaining life
	$	#	#	years
June 8, 2026	2.16	8,331	4,999	1.69
October 20, 2026	9.18	66,664	39,998	2.05
December 13, 2027	3.30	341,664	227,776	3.20
March 17, 2028	3.30	29,166	19,444	3.46
March 22, 2028	2.28	16,666	11,111	3.48
June 1, 2028	0.96	38,332	25,555	3.67
July 5, 2028	0.81	4,166	2,777	3.76
December 21, 2028	0.48	790,826	263,609	4.23
July 5, 2029	0.28	425,000	141,666	4.76
Balance, September 30, 2024	**1.41**	**1,720,815**	**736,935**	**4.03**

A summary of the Company's weighted average assumptions used in the Black-Scholes option pricing model for stock options for the period ended September 30, 2024 is as follows:

Fair value granted	$0.21
Expected life	5 years
Annualized volatility	146.37%
Risk-free rate	3.49%
Dividend yield	0.00%

During the three and nine months ended September 30, 2024, the Company recorded $137,785 and $273,609 (2023 - $211,566 and $521,362) of share-based payments expense related to the vesting of stock options net of cancellations.

During the nine months ended September 30, 2024, there were no stock options exercised. The weighted average share price on the date of exercise in the prior period was $0.65 per share.

a) Restricted share units

When the Company issues RSUs, it records a share-based payments expense in the year or period, which the RSUs are granted and/or vested.

A summary of the Company's RSU activity is as follows:

	Number of RSUs	Weighted average grant date fair value
	#	$
Balance, October 1, 2022	-	-
Granted	564,402	0.74
Settled	(4,166)	3.00
Balance, December 31, 2023	560,236	0.72
Granted	525,000	0.27
Settled	(47,127)	3.00
Cancelled	(14,400)	0.48
Balance, September 30, 2024	**1,023,709**	**0.45**

(Unaudited - Expressed in Canadian dollars, except where noted)

14. SHARE CAPITAL (continued)

A summary of the Company's outstanding RSUs at September 30, 2024, is as follows:

Vesting date	**Number of RSUs**	**Weighted average grant date fair value**
	#	$
December 13, 2025 (1)	30,557	3.00
December 21, 2026 (2)	468,152	0.48
July 5, 2024(3)	525,000	0.27
	1,023,706	**0.45**

(1) The RSUs vest rateably over a period of three years with the first tranche vesting on December 13, 2023, the second tranche vesting on December 13, 2024, and the final tranche vesting on December 13, 2025. The vesting date listed above represents the end of the three-year term.
(2) The RSUs vest rateably over a period of three years with the first tranche vesting on December 21, 2024, the second tranche vesting on December 21, 2025, and the final tranche vesting on December 13, 2026. The vesting date listed above represents the end of the three-year term.
(3) The RSUs vest rateably over a period of three years with the first tranche vesting on July 5, 2024, the second tranche vesting on July 5, 2025, and the final tranche vesting on July 5, 2026. The vesting date listed above represents the end of the three-year term.

During the three and nine months ended September 30, 2024, the Company incurred share-based payments of $95,514 and $176,372 in connection with RSUs vested (2023 - $26,941 and $76,305).

Deferred share units

A summary of the Company's DSU activity is as follows:

	Number of DSUs	**Weighted average Grant Date Fair Value**
	#	$
Balance, October 1, 2022	-	-
Granted	818,747	1.04
Balance, December 31, 2023	818,747	1.04
Granted	600,000	0.27
Settled	(16,666)	3.00
Cancelled/Expired	(229,166)	0.48
Balance, September 30, 2024	**1,172,915**	**0.73**

A summary of the Company's outstanding DSUs at September 30, 2024, is as follows:

Grant date	**Number of DSUs**	**Weighted average Grant Date Fair Value**
	#	$
December 13, 2022	166,666	3.00
December 22, 2023	406,249	0.48
July 5, 2024	600,000	0.27
	1,172,915	**0.73**

During the three and nine month periods ended September 30, 2024, the Company incurred share-based payments of $138,000 and $138,000 in connection with the grant of DSUs (2023 - $nil and $nil).

(Unaudited - Expressed in Canadian dollars, except where noted)

15. RELATED PARTY TRANSACTIONS

Related party personnel are those who have the authority and responsibility for planning, directing, and controlling activities of the Company directly or indirectly. Related parties include the Board of Directors, officers, close family members and entities that are controlled by these individuals.

a) The Company had the following transactions with related party entities:

	Nine months ended September 30, 2024	Nine months ended September 30, 2023
	$	$
Wallbridge Mining Company (i)	**96,350**	880,809
Inventa Capital Corp. (ii)	**-**	150,409
	96,350	1,031,218

(i) Effective November 18, 2022, the Company entered into a sub-lease agreement with Wallbridge for a portion of their premises relating to the nickel assets acquired. The sub-lease agreement terminated on August 31, 2023. The Company also entered into a secondment agreement to provide the Company with Wallbridge personnel for work on the nickel assets on an as needed basis. Wallbridge also charges NorthX for the use of Wallbridge accommodations at their Detour-Fenelon Gold Trend site facilities in the Northern Abitibi region of Quebec. At September 30, 2024, the Company had a payable to Wallbridge of $336 (2023 - $54,890). Wallbridge and NorthX are also parties to an Investor Rights Agreement and Exploration Agreement.

(ii) Effective July 1, 2021 the Company entered into a management services agreement with Inventa Capital Corporation ("Inventa"), a company controlled by a former director of the Company, for office rent and administrative functions. The agreement was terminated effective October 22, 2023. The Company subsequently entered into an agreement with Inventa purely for certain administrative functions.

These transactions were in the normal course of operations.

b) Key management personnel

The Company's key management personnel are its directors and officers.

A summary of the Company's key management personnel remuneration is as follows:

	Nine months ended September 30, 2024	Nine months ended September 30, 2023
	$	$
Management and consulting fees (i)	**616,783**	553,218
Share-based payments (ii)	**550,369**	465,836
	1,167,152	1,019,054

(i) Included in management and consulting fees was $125,417 (2023 - $132,485) capitalized as exploration and evaluation assets.

(ii) Share-based payments is the fair value of options, RSUs, DSUs, granted which have been calculated as disclosed in Note 14 and $77,393 (2023 - $138,333) was capitalized as exploration and evaluation assets.

As at September 30, 2024, accounts payable and accrued liabilities included $554 (2023 - $77,245) payable to directors, officers and companies controlled or related to directors and/or officers. Amounts payable to related parties have no specific terms of repayment, are unsecured and do not bear interest.

In connection with the Transaction, the Company issued 137,942 common shares as finders' fees to a director of the Company.

16. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

a) Fair value

As at September 30, 2024, the financial instruments such as cash, investments, finance assurance for closure plan, and trade and other payables are classified and measured at amortized cost. The carrying value of cash, investments, standby letter of credit for financial assurance, and trade and other payables approximate the fair value due to the relatively short-term nature of these instruments.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The type of risk exposure and the way in which such exposure is managed is provided as follows:

b) Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the Company by failing to discharge an obligation. Credit risk for the Company is associated with its cash. The Company has minimal exposure of credit risk on its cash as the Company's cash is held with major Canadian financial institutions.

c) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial assets. At September 30, 2024, the Company had cash and taxes receivable balances of $1,567,569 (December 31, 2023 - $3,110,857) to settle current liabilities of $863,270 (December 31, 2023 - $1,265,859). The Company also has a remaining flow-through commitment to spend $67,030 on Canadian Exploration Expenditures by December 31, 2024 which will be fulfilled using existing cash. Liquidity risk for the Company is associated with its trade and other payables.

d) Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates and foreign exchange rates.

The Company is not exposed to significant interest rate risk on the basis that it does not hold any financial liabilities subject to variable interest rates.

Foreign currency risk is the risk that the value of the Company's financial instruments denominated in foreign currencies will fluctuate due to changes in foreign exchange rates. The Company does not use derivative instruments to reduce its exposure to foreign currency risk.

The Company is mainly exposed to foreign currency risk on financial instruments (consisting of cash and trade and other payables) denominated in USD. As at September 30, 2024, the Company does not carry significant cash and trade and other payables balances denominated in USD.

17. SEGMENTED INFORMATION

The Company operates in a single reportable operating segment, being the acquisition, exploration and development of its Canadian exploration and evaluation properties.

18. SUBSEQUENT EVENTS

Subsequent to September 30, 2024, the following events occurred:

- Warrants to purchase 1,947,863 shares at a weighted average exercise price of $6.12 expired unexercised.
- Stock options to purchase 322,581 shares at a weighted average exchange price of $1.11 expired unexercised.
- 218,717 RSU's expired.