Advanced Gold Exploration Inc.

(formerly Advance United Holdings Inc.)

Condensed Interim Consolidated Financial Statements

For the three and six months ended June 30, 2024 and 2023

(Expressed in Canadian Dollars)

Unaudited - see Notice to Reader

Advanced Gold Exploration Inc.

Management's Responsibility for Financial Statements

The accompanying condensed interim financial statements of Advanced Gold Exploration Inc. (the "Company" or "AUEX") are the responsibility of management and the Board of Directors. These condensed interim financial statements have been prepared by management, on behalf of the Board of Directors, in accordance with the accounting policies disclosed in the notes to the condensed interim financial statements. Where necessary, management has made informed judgments and estimates in accounting for transactions which were not complete at the statement of financial position date. In the opinion of management, the condensed interim financial statements have been prepared within acceptable limits of materiality and are in accordance with International Financial Reporting Standards ("IFRS") appropriate in the circumstances.

Management has established processes, which are in place to provide it sufficient knowledge to support management representations that it has exercised reasonable diligence that (i) the condensed interim financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of, and for the periods presented by, the condensed interim financial statements and (ii) the condensed interim financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented by the condensed interim financial statements.

The Board of Directors is responsible for reviewing and approving the condensed interim financial statements together with other financial information of the Company and for ensuring that management fulfills its financial reporting responsibilities. An Audit Committee assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with management to review the financial reporting process and the condensed interim financial statements together with other financial information of the Company. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the condensed interim financial statements together with other financial information of the Company for issuance to the shareholders.

Management recognizes its responsibility for conducting the Company's affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

(signed) "*Andrew Ramcharan*"
James Atkinson
President
Toronto, Canada
August 22, 2024

Notice to Reader

The accompanying condensed interim financial statements of the Company have been prepared by and are the responsibility of the Company's management. The condensed interim financial statements have been prepared using accounting policies in compliance with International Financial Reporting Stands for the preparation of the condensed interim financial statements and are in accordance with IAS 34 – Interim Financial Reporting.

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

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

Advanced Gold Exploration Inc.
(formerly Advance United Holdings Inc.)

Condensed Interim Consolidated Statements of Financial Position
As at June 30, 2024 and 2023
(expressed in Canadian dollars)
(Unaudited)

	Note		June 30, 2024		December 31, 2023
Assets					
Current assets			**(Unaudited)**		(Audited)
Cash	4	**$**	**3,920**	$	140,204
Harmonized sales tax recoverable			**7,437**		11,245
Other receivable	5		**-**		40,000
Prepaid expenses and deposits			**962**		10,121
			12,319		201,570
Mineral properties	6		**771,133**		771,133
Total Assets		**$**	**783,452**	$	972,703
Liabilities and shareholders' equity					
Current liabilities					
Accounts payable and accrued liabilities	7	**$**	**391,804**	$	502,230
Flow-through liability	9(iii)		**44,606**		45,667
Total liabilities			**436,410**		547,897
Shareholders' equity					
Share capital	9	**$**	**4,539,798**	$	4,310,214
Warrants reserve	9(c)		**308,989**		290,423
Options reserve	9(d)		**10,524**		10,524
Shares to be issued			**-**		169,000
Deficit			**(4,512,269)**		(4,355,355)
			347,042		424,806
Total liabilities and shareholder's equity		**$**	**783,452**	$	972,703

Nature of business and going concern (note 1)
Commitments (note 13)
Subsequent events (note 14)

Approved by the Board of Directors on August 22, 2024.

"James Atkinson" Director

"Walter Henry" Director

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

Advanced Gold Exploration Inc.

(formerly Advance United Holdings Inc.)

Condensed Interim Consolidated Statements of Loss and Compressive Loss
For the three and six months ended June 30, 2024 and 2023

(Expressed in Canadian dollars)
(Unaudited)

	Note	**June 30, 2024**	June 30, 2023	**June 30, 2024**	June 30, 2023
Expenses					
Business development		**$ -**	$ 6,336	**$ -**	$ 6,336
Management fees		**20,000**	20,000	**50,000**	30,000
Consulting fees		**(5,000)**	21,650	**10,000**	36,650
Professional fees		**23,363**	19,526	**30,013**	51,467
Transfer agent, filing and regulatory fees		**5,915**	10,882	**15,385**	21,433
Office, general and administrative		**6,312**	9,326	**11,885**	21,732
Investor relations		**15,862**	5,000	**26,922**	15,000
Total expenses		**66,452**	92,720	**144,205**	182,618
Loss before undernoted		**(66,452)**	(92,720)	**(144,205)**	(182,618)
Exploration and evaluation expenditures	6	**(11,710)**	(175,000)	**(13,770)**	(314,574)
Flow-through share premium recovery		**-**	-	**1,061**	21,400
Net loss and comprehensive loss		**$ (78,162)**	$ (267,720)	**$ (156,914)**	$ (475,792)

Loss per share

Weighted average number of shares - basic and diluted	**63,216,874**	41,092,693	**63,216,874**	41,092,693
Net loss per share - basic and diluted	**$ (0.001)**	$ (0.001)	**$ (0.002)**	$ (0.001)

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

Advanced Gold Exploration Inc.
(formerly Advance United Holdings Inc.)
Condensed Interim Consolidated Statements of Changes in Shareholders' Equity
For the six months ended June 30, 2024 and 2023
(Expressed in Canadian dollars)
(Unaudited)

	Note	Number of shares	Shares to be issued	Amount	Warrants	Options	Deficit	Total
Balance at December 31, 2022		**49,248,906**	**$ -**	**$ 4,245,198**	**$ 169,037**	**$ 42,664**	**$ (3,922,171)**	**$ 534,728**
Expiry of options	**9b(vi)**	-	-	-	-	(32,410)	32,410	-
Net loss and comprehensive loss fir the period		-	-	-	-	-	(475,792)	(475,792)
Balance at June 30, 2023		**49,248,906**	**-**	**$ 4,245,198**	**$ 169,037**	**$ 10,254**	**$ (4,365,553)**	**$ 58,936**
Balance at December 31, 2023		**62,284,089**	**169,000**	**$ 4,310,214**	**$ 290,423**	**$ 10,524**	**$ (4,355,355)**	**$ 424,806**
Private placement commons shares issued	**9b(i)**	1,250,000	-	62,500	-	-	-	62,500
Issuance of warrants	**9b(i)**	-	-	(18,566)	18,566	-	-	-
Common shares issued to settle debt	**9b(ii)**	602,410	-	16,650	-	-	-	16,650
Collection of outstanding subscriptions		-	(169,000)	169,000	-	-	-	-
Net loss and comprehensive loss fir the period		-	-	-	-	-	(156,914)	(156,914)
Balance at June 30, 2024		**64,136,499**	**$ -**	**$ 4,539,798**	**$ 308,989**	**$ 10,524**	**$ (4,512,269)**	**$ 347,042**

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

Advanced Gold Exploration Inc.
(formerly Advance United Holdings Inc.)

Condensed Interim Consolidated Statements of Cash Flows
For the six months ended June 30, 2024 and 2023
(Expressed in Canadian dollars)
(Unaudited)

	June 30, 2024	June 30, 2023
Operating activities		
Net loss	**$ (156,914)**	$ (475,792)
Items not affecting cash		
Flow-through share price premium	**(1,061)**	(21,400)
	(155,853)	(497,192)
Changes in non-cash working capital activities		
Harmonized sales tax recoverable	**3,808**	110,998
Other receivable	**(40,000)**	20,440
Prepaid expenses and deposits	**9,159**	7,294
Accounts payable and accrued liabilities	**(46,602)**	136,158
Net changes in non-cash working capital balances	**19,569**	274,890
Net cash flows used in operating activities	**(136,284)**	(222,302)
Investing activities		
Net cash flows used in investing activities	**-**	-
Financing activities		
Net cash flows from financing activities	-	-
Net change in cash during the period	**(136,284)**	(222,302)
Cash, beginning of period	**140,204**	227,157
Cash, end of period	**$ 3,920**	$ 4,855

Non-cash transactions:		
Mineral properties acquired	**$ -**	$ 51,400
Shares issued on debt settlement	$ 79,150	$ -

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

1. NATURE OF BUSINESS AND GOING CONCERN

Advanced Gold Exploration Inc. (formerly Advance United Holdings Inc.) was incorporated under the laws of the Province of British Columbia on May 28, 2020. These consolidated financial statements include the accounts of it's wholly owned subsidiary, Talisker Gold Corp. (together, "the Company" or "Advanced Gold"). On May 28, 2021, the Company's common shares became listed for trading on the Canadian Securities Exchange ("CSE") under the trading symbol ("AUEX") and Frankfurt Stock Exchange ("9I0"). In July 2022, the Company listed in the United States Over the Counter (OTCQB:AUHIF). On March 8, 2022, the Company received a Certificate of Continuance, moving from the Province of British Columbia, to the Province of Ontario. The Company is currently engaged in acquisition, exploration and development of mineral properties. The address of the Company's head office is 30 Duncan Street, Suite 606, Toronto, Ontario M5V 2C3.

Going Concern

These unaudited condensed interim consolidated financial statements have been prepared on a going concern basis, which contemplates that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. Accordingly, they do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern, and therefore be required to realize its assets and liquidate its liabilities and commitments in other than the normal course of business and at amounts different from those in the accompanying financial statements. Such adjustments could be material. It is not possible to predict whether the Company will be able to raise adequate financing or to ultimately attain profitable levels of operations. Changes in future conditions could require material write downs of the carrying values.

The business of exploring for minerals involves a high degree of risk and there can be no assurance that the exploration programs will result in profitable operations. The Company is in the process of exploring its mineral properties and has not yet determined whether these properties contain mineral reserves that are economically recoverable. The recoverability of amounts shown for mineral properties is dependent upon the establishment of a sufficient quantity of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development and upon future profitable production or proceeds from the disposition of these assets.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of operations of such properties, these procedures do not guarantee the Company's title. Property title may be subject to government licensing requirements or regulations, unregistered prior agreements, unregistered claims, indigenous claims, and non compliance with regulatory, environmental and social licensing requirements. The Company’s assets may also be subject to increases in taxes and royalties, renegotiation of contracts, political uncertainty and currency exchange fluctuations and restrictions.

1. NATURE OF BUSINESS AND GOING CONCERN (Continued)

The Company has not realized a profit from operations and has incurred significant expenditures related to property exploration, resulting in a cumulative deficit of $4,512,270 as at June 30, 2024 (December 31, 2023 - $4,355,355). The recoverability of the carrying value of mineral properties and the Company's continued existence is dependent upon the preservation of its interest in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, or the ability of the Company to raise alternative financing, if necessary, or alternatively upon the Company's ability to dispose of its property interests on an advantageous basis. Management cannot provide assurance that it will be successful in future financing activities or be able to execute its business strategy. As at June 30, 2024, the Company had current assets of $12,319 (December 31, 2023 - $201,570) to cover current liabilities of $391,804 (December 31, 2023 - $502,230), excluding the non-cash flow-through liability.

2. BASIS OF PRESENTATION

(a) Statement of compliance

These unaudited condensed interim consolidated financial statements (the "financial statements") have been prepared in accordance with IAS 34, Interim Financial Reporting using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and the IFRS Interpretations Committee.

The preparation of these unaudited condensed interim consolidated financial statements requires management to make judgements, estimates, and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, and expense. In management's opinion, all adjustments considered necessary for a fair presentation have been included in these unaudited condensed interim financial statements.

Interim results are not necessarily indicative of the results expected for the financial year. Actual annual results may differ from interim estimates. The significant judgements made by management applied in the preparation of these unaudited condensed interim financial statements are consistent with those applied and disclosed in the Company's audited financial statements for the year ended December 31, 2023.

(b) Approval of Financial Statements

The unaudited condensed interim consolidated financial statements of the Company for the three month period ended June 30, 2024 and 2023 were approved and authorized by the Audit Committee and Board of Directors on August 22, 2024.

(c) Basis of consolidation

These unaudited condensed interim consolidated financial statements of the Company include the results of its sole, wholly-owned subsidiary "Talisker Gold Corp." ("Talisker"). The financial transactions of the subsidiary are included in the consolidated financial statements from the date control is obtained. Intercompany balances, transactions, income, and expenses are eliminated. The accounting policies of the Company's subsidiary is the same as those of the Company.

2. BASIS OF PRESENTATION (Continued)

(d) Basis of measurement

The unaudited condensed interim consolidated financial statements have been prepared on a historical cost basis. These unaudited condensed interim consolidated financial statements are presented in Canadian dollars which is functional currency of the Company and its subsidiary. All financial information is expressed in Canadian dollars unless otherwise stated and has been rounded to the nearest dollar.

(e) Critical accounting estimates

The preparation of financial statements in compliance with IFRS requires the Company's management to make certain estimates and assumptions that they consider reasonable and realistic. Despite regular reviews of these estimates and assumptions, based in particular on past achievements or anticipations, facts and circumstances may lead to changes in these estimates and assumptions which could impact the reported amount of the Company's assets, liabilities, equity or earnings. These estimates and assumptions notably relate to the following items:

Share-based payments

The fair value of share-based payments is subject to the limitations of the Black-Scholes option pricing model that incorporates market data and involves uncertainty in estimates used by management in the assumptions. Because the Black-Scholes option pricing model requires the input of highly substantive assumptions including the volatility of share prices, changes in substantive input assumptions can materially affect the fair value estimate.

Capitalization of mineral property costs

Management has determined that capitalized acquisition costs have future economic benefits and are economically recoverable. In making this judgement, management has assessed various sources of information including, but not limited to, the geologic and metallurgic information, operating management expertise and existing permits.

Impairment of mineral properties

While assessing whether any indications of impairment exist for mineral properties, consideration is given to both external and internal sources of information. Information the Company considers includes changes in the market, economic and legal environment in which the Company operates that are not within its control that could affect the recoverable amount of mineral properties. Internal sources of information include the manner in which the mineral properties are being used or are expected to be used and indications of expected economic performance of the properties. Estimates include but are not limited to estimates of the discounted future cash flows expected to be derived from the Company's mining properties, costs to sell the properties and the appropriate discount rate. Reductions in metal price forecasts, increases in estimated future costs of production, increases in estimated future capital costs, reductions in the amount of recoverable mineral reserves and mineral resources and/or adverse current economics can result in a write-down of the carrying amounts of the Company's mineral properties.

Going concern

The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay for its ongoing operating expenditures, meet its liabilities for the ensuing year, and to fund planned project-acquisitions, involves significant judgment based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances.

2. BASIS OF PRESENTATION (Continued)

Income, value added, withholding and other taxes

The Company is subject to income, value added, withholding and other taxes. Significant judgment is required in determining the Company's provisions for taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. The determination of the Company's income, value added, withholding and other tax liabilities requires interpretation of complex laws and regulations. The Company's interpretation of taxation law as applied to transactions and activities may not coincide with the interpretation of the tax authorities. All tax related filings are subject to government audit and potential reassessment subsequent to the financial statement reporting period. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the tax related accruals and deferred income tax provisions in the period in which such determination is made.

3. SIGNIFICANT ACCOUNTING POLICIES

The following are a list of significant accounting policies used by the Company.

(a) Cash

The Company holds all its cash at major Canadian financial institutions and has no cash equivalents.

(b) Mineral properties

Where mineral properties are acquired through an acquisition agreement, management has determined that capitalized acquisition costs have future economic benefits and are economically recoverable. In making this judgment, management has assessed various sources of information including, but not limited to, the geologic and metallurgic information, operating management expertise and existing permits. Costs of investigation incurred before the Company has obtained the legal right to explore an area are recognized in the statement of loss.

Exploration and evaluation expenses are comprised of costs that are directly attributable to:

- researching and analyzing existing data;
- conducting geological studies, exploratory drilling and sampling;
- examining and testing extraction and treatment methods; and
- evaluating the technical feasibility and commercial viability of extracting a mineral resource

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

All exploration and evaluation expenditures are expensed until properties are determined to contain economically viable reserves. When economically viable reserves have been determined, technical feasibility has been determined and the decision to proceed with development has been approved, the capitalized mineral property interest for that project, and subsequent costs incurred for the development of that project, are capitalized as mineral properties, a component of property, plant and equipment.

All mineral property interests are monitored for indications of impairment at each financial position reporting date. Where a potential impairment is indicated, assessments are performed for each area of interest. To the extent that acquisition costs are not expected to be recovered, it is charged to the results of operations.

Although the Company has taken steps to verify the title to mineral properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

(c) Asset acquisition

The Company determines whether a transaction or other event is a business combination by applying the definition in IFRS 3, which requires that the assets acquired, and liabilities assumed constitute a business. If the assets acquired are not a business, the reporting entity shall account for the transaction or other event as an asset acquisition.

By examining the elements of inputs, process and outputs, the Company determines the assets acquired as an asset acquisition. Goodwill is not recorded as a result of an asset acquisition. Share-based payments made for acquisition of assets are recognized at the fair value of assets acquired.

(d) Financial instruments

Financial assets

Recognition and initial measurement

The Company recognizes financial assets when it becomes a party to the contractual provisions of the instrument. Financial assets are measured initially at their fair value plus, in the case of financial assets not subsequently measured at fair value through profit or loss, transaction costs that are directly attributable to their acquisition. Transaction costs attributable to the acquisition of financial assets subsequently measured at fair value through profit or loss are expensed in profit or loss when incurred.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Classification and subsequent measurement

On initial recognition, financial assets are classified as subsequently measured at amortized cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL"). The Company determines the classification of its financial assets, together with any embedded derivatives, based on the business model for managing the financial assets and their contractual cash flow characteristics. Financial assets are classified as follows:

- Amortized cost - Assets that are held for collection of contractual cash flows where those cash flows are solely payments of principal and interest are measured at amortized cost. Interest revenue is calculated using the effective interest method and gains or losses arising from an impairment, foreign exchange and derecognition are recognized in profit or loss. Financial assets measured at amortized cost are comprised of Paint Lake Joint Venture receivable and deposits.

- Mandatorily at fair value through profit or loss - Assets that do not meet the criteria to be measured at amortized cost, or fair value through other comprehensive income, are measured at fair value through profit or loss. All interest income and changes in the financial assets' carrying amount are recognized in profit or loss. There are no financial assets held as FVTPL.

- Fair value through other comprehensive income - Assets that are held for collection of contractual cash flows and for selling the financial assets, and for which the contractual cash flows are solely payments of principal and interest, are measured at fair value through other comprehensive income. Interest income calculated using the effective interest method and gains or losses arising from impairment and foreign exchange are recognized in profit or loss. All other changes in the carrying amount of the financial assets are recognized in other comprehensive income. Upon derecognition, the cumulative gain or loss previously recognized in other comprehensive income is reclassified to profit or loss. The Company does not hold any financial assets measured at fair value through other comprehensive income.

- Designated at fair value through profit or loss (FVTPL) – On initial recognition, the Company may irrevocably designate a financial asset to be measured at fair value through profit or loss in order to eliminate or significantly reduce an accounting mismatch that would otherwise arise from measuring assets or liabilities, or recognizing the gains and losses on them, on different bases. All interest income and changes in the financial assets' carrying amount are recognized in profit or loss. Financial assets measured at FVTPL are comprised of cash.

Write-off

Financial assets are written off (either partially or in full) when there is no realistic prospect of recovery. This is generally the case when the Company determines that the counterparty does not have assets or sources of income that could generated sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business model assessment

The Company assesses the objective of its business model for holding a financial asset at a level of aggregation which best reflects the way the business is managed, and information is provided to management. Information considered in this assessment includes stated policies and objectives.

Contractual cash flow assessment

The cash flows of financial assets are assessed as to whether they are solely payments of principal and interest on the basis of their contractual terms. For this purpose, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money, the credit risk associated with the principal amount outstanding, and other basic lending risks and costs. In performing this assessment, the Company considers factors that would alter the timing and amount of cash flows such as prepayment and extension features, terms that might limit the Company's claim to cash flows, and any features that modify consideration for the time value of money.

Impairment of financial assets

The Company assesses at each statement of financial position date whether there is objective evidence that a financial asset or group of financial assets is impaired. The Company recognizes expected credit losses ("ECL") for trade receivables based on the simplified approach under IFRS 9. The simplified approach to the recognition of expected losses does not require the Company to track the changes in credit risk; rather, the Company recognizes a loss allowance based on lifetime Decals at each reporting date from the date of the trade receivable.

Evidence of impairment may include indications that a debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganization and where observable data indicates that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults. Trade receivables are reviewed qualitatively on a case-by-case basis to determine whether they need to be written off.

For financial assets carried at amortized cost, the Company recognizes loss allowances for Decals on its financial assets measured at amortized cost. Decals are a probability-weighted estimate of credit losses. The Company applies a three-stage approach to measure Decals. The Company measures loss allowance at an amount equal to 12 months of expected losses for performing loans receivable if the credit risk at the reporting date has not increased significantly since initial recognition (Stage 1) and at an amount equal to lifetime expected losses on loans receivable that have experienced a significant increase in credit risk since origination (Stage 2) and at an amount equal to lifetime expected losses which are credit impaired (Stage 3).

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

The Company considers a significant increase in credit risk to have occurred if contractual payments are more than 30 days past due and considers the loans receivable to be in default if they are 90 days past due. A significant increase in credit risk or default may have also occurred if there are other qualitative factors (including forward looking information) to consider; such as borrower specific information (i.e. change in credit assessment).

Objective evidence of impairment of financial assets carried at amortized cost exists if the counterparty is experiencing significant financial difficulty, there is a breach of contract, concessions are granted to the counterparty that would not normally be granted, or it is probable the counterparty will enter into bankruptcy or a financial reorganization.

Financial liabilities

Recognition and initial measurement

The Company recognizes a financial liability when it becomes a party to the contractual provisions of the instrument. At initial recognition, the Company measures financial liabilities at their fair value plus transaction costs that are directly attributable to their issuance, with the exception of financial liabilities subsequently measured at fair value through profit or loss for which transaction costs are immediately recorded in profit or loss. Where an instrument contains both a liability and equity component, these components are recognized separately based on the substance of the instrument, with the liability component measured initially at fair value and the equity component assigned the residual amount after deducting from the fair value of the instrument as a whole the amount separately determined for the liability component.

Classification and subsequent measurement

Subsequent to initial recognition, all financial liabilities are measured at amortized cost using the effective interest rate method. Interest, gains and losses relating to a financial liability are recognized in profit or loss.

Derecognition of financial liabilities

The Company ceremonies a financial liability only when its contractual obligations are discharged, cancelled or expire.

Provisions

A provision is recognized when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and the amount of the obligation can be reliably estimated. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair Value Hierarchy

Financial instruments recorded at fair value on the statements of financial position are classified using a financial value hierarchy that reflects the significance of the inputs used in marking the measurements. The fair value hierarchy has the following levels:

Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities; Investments are classified as Level 1

Level 2 - valuation techniques based on inputs other than quoted prices including Level 1 that are observable for assets or liabilities, either directly (I.e. as prices) or indirectly (I.e. derived from prices); and

Level 3 - valuation techniques using inputs for the asset and liability that are not based on observable market data (unobservable inputs).

(e) Impairment

At each financial position reporting date, the carrying amounts of the Company's assets are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash generating unit to which the asset belongs. An asset's recoverable amount is the higher of fair value less costs of disposal and value in use. Fair value is determined as the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset or cash generating unit is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the statement of loss and comprehensive loss for the period.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognized immediately in the statement of loss and comprehensive loss.

(f) Share Capital

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, warrants, stock options and flow-through shares are classified as equity instruments. Preference share capital is classified as equity if it is non-retractable, or redeemable only at the Company’S option, and any dividends are discretionary. Dividends thereon are recognized as distributions within equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from proceeds.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(g) Warrants

Proceeds from unit placements are allocated between shares and warrants issued according to their relative fair value. The relative fair value of the share component is debited to share capital and the relative fair value of the warrant component is credited to warrant reserve. Upon exercise of the warrants, consideration paid by the warrant holder together with the amount previously recognized in the warrant reserve account is recorded as an increase to share capital. For those warrants that expire unexercised, the recorded fair value is transferred from warrant reserve to deficit.

(h) Flow-Through Shares

Upon the issuance of flow-through shares, the Company records the initial proceeds to capital stock, net of tax liability, if any. The flow-through share premium liability on the statement of financial position represents the premium of the financing price in excess of the market share price on the date of the flow-through share financing. The financial liability pertaining to the premium is recognized in the statement of loss and comprehensive loss consistent with expenditure renunciations. As the Company incurs eligible Canadian Exploration Expenditures ("CEE") to meet flow-through requirements, a corresponding tax liability is recognized, reflecting the difference between the accounting and tax basis of the expenditures.

(i) Share-Based payments

The Company accounts for share-based payments using the fair value method. Under this method, compensation expense for employees is measured at fair value on the date of grant using the Black-Scholes option pricing model, and is recognized as an expense or capitalized, depending on the nature of the grant, with a corresponding increase in stock option reserve, a component of equity, over the period that the employees earn the options. The amount recognized as an expense is adjusted to reflect the number of share options expected to vest. The Black-Scholes option pricing model requires the input of subjective assumptions, including the expected term of the option and stock price volatility. Upon the exercise of stock options, consideration paid by the option holder together with the amount previously recognized in the stock option reserve account is recorded as an increase to share capital. For those options that are cancelled or expire after vesting, the recorded fair value is transferred from stock option reserve to deficit.

Warrants, stock options, and other equity instruments issued as purchase consideration in non-cash transactions are recorded at fair value of the goods or services received or if the value of the goods or services received is not reliably measurable then the value of such goods and services are measured with reference to the fair value of the equity instruments issued. With respect to the acquisition of exploration and evaluation assets, the Company does not believe that the fair value of these assets is reliably measurable at the time of purchase. As such, when shares of the Company are issued as consideration for the purchase of exploration and evaluation assets, the fair value of the asset is based upon the price of the Company's shares on the date of the agreement to issue shares as determined by the Board of Directors. In the event that options or warrants are issued where the fair value of goods or services are not reliably measurable, they are valued using the Black-Scholes pricing model.

(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Loss per share

Basic loss per share is calculated by dividing the loss for the period by the weighted average number of common shares outstanding during the period. Diluted loss per share reflects the potential dilution that could occur if potentially dilutive securities were exercised or converted to common shares. The dilutive effect on loss per share is calculated presuming the exercise of outstanding options, warrants and similar instruments and the conversion of outstanding convertible debt. It assumes that the proceeds would be used to purchase common shares at the average market price during the period. However, the calculation of diluted loss per share excludes the effects of various conversions and exercise of option, warrants and convertible debt that would be anti dilutive.

(k) Income taxes

Income tax expense is comprised of current and deferred tax expense. Current tax expense is the expected tax payable or receivable on the taxable income or loss for the period, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years. Deferred tax assets and liabilities are recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for tax purpose. Income tax expense is recognized in profit or loss except to the extent that it relates to a business combination, or items recognized directly in equity. Income taxes are calculated using the asset and liability method of accounting for income taxes. Deferred tax assets and liabilities are recognized for the deferred tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and for tax losses and other deductions carried forward. Deferred income tax assets and liabilities are calculated using enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability is settled. An asset is recognized on the statement of financial position only when it is probable that the future economic benefits will flow to the entity and the asset has a cost or value that can be measured reliably. The effect on deferred tax assets and liabilities of changes in tax rates are recognized in operations in the period in which the change is substantively enacted.

4. CASH

The cash balance at June 30, 2024 consists of cash on deposit with a major Canadian bank in a general interest-bearing account $3,919 and $1 held in our Trust account held with the Company's lawyer, totaling $3,920, (December 31, 2023 - $140,204).

5. OTHER RECEIVABLES

Other receivable consist of a December financing subscription, fully paid during the period.

	June 30, 2024	December 31, 2023
Other receivables	$ -	40,000

6. MINERAL PROPERTIES

Batchawana Properties

On April 15, 2018, the Company's subsidiary Talisker Gold Corp. entered into a Property Acquisition Agreement ("Batchawana Agreement") with JD Exploration Inc., a company owned by Advance United's President and CEO, to acquire a 100% interest in two mineral properties. Batchawana properties consists of the Doyle property and Buck Lake property. The Batchawana Properties are subject to a 2% Net Smelter Royalty ("NSR"), of which 1% can be bought back at any time for $1,000,000.

Doyle Property

The Company's principal property, the Doyle Property, is located approximately 92 kilometres southeast of Wawa and 86 km north of Sault Ste. Marie, Ontario. The nearest settlement is the town of Wawa, current approximate population of 3,000 inhabitants which is located at the junction of Provincial Highway 101 and the Trans-Canada Highway 17. The Doyle Property lies within National Topographic System map sheet 41O/08 in Runnalls Township in the Algoma District of Central Ontario. The Doyle Property (gold/zinc) originally comprised of 52 mining claims was expanded between July 2019 and August 2021 to 109 cell mining claims covering 3,265 hectares. The Property is located in Runnalls Township.

Buck Lake Property

The Buck Lake Property lies in Lunkie Township in the Algoma District of Central Ontario approximately 50 kilometres northeast of Sault Ste. Marie and approximately 30 km NE of the village of Searchmont.

The property consists of 220 claims making 6,150 hectares (15,138 acres). The property covers a known critical metal (copper + zinc) deposit and has been extended to cover at least eight additional similar occurrences. There are also over 20 known EM Anomalies on the property. Total cliam were increased from 139 to 220 with an additional 81 claims added subsequent to the quarter ended June 30, 2024. (see News Release dated July 11, 2024 posted on Sedar +).

A filed assessment report on the 2022 diamond drilling will extend the property for at least five years.

In the past work has been completed in the area to find "Volcanic Massive Sulphide ("VMS") type of deposits.

HBOG Mining completed some exploration to the north and northwest of the present property in 1976 and discovered several significant anomalies. Some of these were drilled and/or trenched with reports of copper and zinc being made.

The only work reported on the present property was completed by Noranda in 1985 and 1986. The company completed ground magnetic and HLEM surveys and identified a strong Electromagnetic anomaly (EM) with locally corresponding magnetic signature over a length of approximately 3,500 metres. One diamond drill hole is reported in the government Assessment Files which encountered sulphide in breccia and massive sulphide with chalcopyrite and traces of sphalerite. No assays are reported.

6. MINERAL PROPERTIES (Continued)

Batchawana Properties (Continued)

To fully recognize the potential of the property it has been divided into two areas:

- Buck Lake Original Claims (BLOC) contain:
    - 3500 m long EM Anomaly identified by past work on the Original Claims detailed by recently completed VLF EM
    - Three other known mineralized areas with copper and/or zinc
    - Known massive sulphide mineralization with copper and zinc on surface in stripped areas on EM anomaly on BLOC
    - Channel sampling in 2022 returned copper assays up to 1.78% and 4% zinc
    - Recently completed 2540 meters of drilling returned up to 14 meters of massive and semi massive sulphide mineralization in core
    - Intersections of copper and zinc in 13 drill holes including 4.5 % Copper over 3.6 meters with 1.12 g/t gold and 58 g/t silver for a Approximately 6% Copper Equivalent (using March 2023 prices)
    - To date have identified 500-meter long massive sulphide zone open to north and south and down dip
- Buck Lake Northern Extension (BLNE) area contains:
    - Prospective volcanic contacts (i.e. felsic/mafic stratigraphy) with exhalite and known sulfide mineralization.
    - Four known mineralized zones defined by drilling and trenching containing reported chalcopyrite and sphalerite
    - High metal values up to 17% Zn in trenching
    - Multiple untested airborne and ground EM and Magnetic anomalies throughout
    - Extensive records in Government Assessment Files to form basis for compilation.

Open ground surrounding the property gives potential to expand the property to cover other known occurrences.

In 2017 the property vendor completed a soil sampling program over the suspected location of the EM anomaly on the BLOC area and detected a strong copper and zinc anomaly in the northern par. Concomitant geological mapping identified the location of the EM anomaly and the soil anomaly to be at or near the contact between mafic and felsic volcanic units. A classic location for volcanic massive sulphide (VMS) deposits.

During the fourth quarter of 2021, a work program was initiated and 53 claims were acquired expanding the property to over 4,100 acres (1,660 ha). (See news-releases dated September 22, 2021 and October 21, 2021 on SEDAR.com).

During the second quarter of 2022 a field program including prospecting, ground VLF and geological mapping was undertaken. The results of assays taken during this program identified copper and zinc mineralization as well as chlorite alteration in the area of the EM and Noranda Drill Hole. Areas of interest were further explored with stripping, channel sampling and drilling in the third quarter of 2022.

Results of the drilling were reported in a Press Release Dated April 12, 2023.

6. MINERAL PROPERTIES (Continued)

Melba property

On July 26, 2022, the Company announced it had signed two option agreements to acquire the Melba property. The first option agreement, to acquire 75% of 68 cell mining claims (100% owned) and 6 Leased cell mining claims and a second option agreement that is comprised of 11 cell mining claims (100% owned). The second option agreement of 11 cell mining claims are subject to a 2% NSR. The option agreement terms for the first option an aggregate $258,000 and 1,500,000 shares of capital of the Company. $58,000 in cash (paid $8,000 June 21, 2022 and $50,000 July 11, 2022) and 500,000 common shares (issued and valued at the June 21, 2022 market price) on signing, The 1st anniversary payment of $100,000 and 500,000 common shares were extended and then amended on December 22, 2023. The Company issued 500,000 shares to extend the terms from June 21, 2023 to December 22, 2023, at which time amendment was signed exchanging the $100,000 payment to 1,500,000 common shares and a cash payment of $25,000 (paid December 22, 2023). A 2nd anniversary payment of $100,000 and 500,000 shares of the Company due June 21, 2024 has been extended to October 1, 2024 with a cash payment of $25,000 and issuance of 250,000 shares. During the quarter, management made the dicision to terminate the 2nd option as the 11 claims were deemed non-core to the main Melba property option.

The adjacent claims covering approximately 1950 hectares are located in the Melba township of the Abitibi Greenstone Belt north of Kirkland Lake Ontario. Gold was first discovered on the property in 1934 and the Melba Mine began development in 1936 but was shut down shortly thereafter with the declaration of World War II. On June 1st, 2020, the claim lease patents were published for public staking as no work or lease payments were current and included the mine workings which are in good standing until 2036.

To date four gold-bearing quartz-calcite veins have been identified and trenched on the property. These include the Rolling Vein, Mike Vein, Blue Vein, and the Contact Vein.

The Ministry of Northern Development and Mines report (ARIS No.42A08SE2005 Gleeson-Ross Mine) indicates that the Melba mine site is similar to the geological signature of the Ross Mine, which is located along the same structure to the NW on strike, in Holtyre, and the Ross Mine ore reserves were estimated at 628,155 tons averaging 5.88 g/ton (1934) and 518,000 tons averaging 4.64 g/ton (1975) according to Minedat.

Paint Lake Road Joint Venture (PLR JV)

On April 30, 2020, Talisker and Frontline Gold entered into a joint venture agreement (the “Paint Lake Road Joint Venture Agreement”,or "PLR JV"), with each party having a 50% interest and Talisker acting as the operator of the joint venture.

The Paint Lake Road Joint Venture is in the Wawa area west and south of the open pit operation of Wesdome Mines. The project covers 6 claim blocks totaling 3,610 ha. The claims are contained within the Mishibishu Greenstone Belt which hosts the Eagle River Gold Mine and Mishi Open Pit belonging to Wesdome Mines. This area also hosts the former Magnacon Mine (Wesdome) and the Dorset Zone belonging to Angus Gold, Inc. which contains a non-compliant resources of 100,000 oz. Au.

6. MINERAL PROPERTIES (Continued)

Paint Lake Road Joint Venture (PLR JV) (Continued)

The 2022 Summer Work program outlined a series of VLF EM anomalies that may indicate shear zones on the property. The survey shows many structures of interest and identifies at least six northeasterly trending EM anomalies which may be related to shear zones cutting intrusive rocks in the nearby Eagle Mine gold mineralization comprising of quartz veins in shear zones cutting intrusive diorites. Most anomalies are sub-parallel to and offsets of the regional Pukaskwa-Iron Lake (PIL) Shear Zone which hosts gold mineralization locally at Abbie Lake to the north and David Lake to the south and regionally at Island Gold Mine of Alamos to the northeast. The area has recently been consolidated by other exploration companies and the property is surrounded by ground held by Angus Gold and Bold Ventures and the property is in a relatively unexplored area near the Wesdome's Mishi Open Pit Mine

In 2023 Bold Ventures, who have the property adjacent to PLR JV to the north and west, released the results of an airborne survey which suggested a prospective mineralized structure could extend onto the PLR JV property. This will be explored by a field program in 2024.

Landrum Gold Property

On October 3, 2023, the Company announced an option to acquire a 100% interest in the Landrum gold property, located in South Carolina, USA.

The Landrum Property is in the Carolina Gold Belt the home of at least five past producing gold mines and one currently producing gold mine. OceanaGold's Gold Haile Mine in this belt has a Proven and Probable resources of 2.45 million ounces of gold and a Measured and Indicated Resource of 2.98 million ounces of gold. The modern mine has been in production since 2017. The Landrum Project covers two known gold occurrences - Landrum and Faulkner Mountain. Both have known high-grade gold occurrences and unexplored potential. (see October 3, 2023 Newsrelease on Sedar)

Under the terms of the agreement, the Company is required to make the following cash payments, issuance of shares and work commitments as follow:

Cash payments

- $50,000 on the Effective date (paid)
- $60,000 on or before the first anniversary (September 2024)
- $70,000 on or before the second anniversary (September 2025)
- $80,000 on or before the third anniversary (September 2026)

Shares

- $50,000 worth of shares on the effective date (1,851,851 issued)
- $100,000 worth of shares on or before the first anniversary (September 2024)
- $150,000 worth of shares on or before the second anniversary (September 2025)
- $200,000 worth of shares on or before the third anniversary (September 2026)

Shares will be valued two business days prior to the Effective date, using a 20 day volume weighted sale price ("VWAP")

(Expressed in Canadian dollars)

Landrum Gold Property (Continued)

Property expenditures
- $100,000 on or before the first anniversary (September 2024)
- $400,000 on or before the second anniversary (cumulative $500,000) (September 2025)
- $500,000 on or before the third anniversary (cumulative $1,000,000) (September 2026)

6. MINERAL PROPERTIES (Continued)

Exploration and Evaluation Expenditures

Three months ended June 30, 2023

	Buck Lake $	**Doyle $**	**Melba $**	**Paint Lake JV $**	**Other $**	**Total $**
Option agreement and staking	-	-	100,000	-	-	100,000
Fees	2,200	-	-	-	-	2,200
Drilling	-	-	4,000	-	-	4,000
Fieldwork	22,500	22,500	11,200	-	-	56,200
Assay	-	-	20	-	-	20
Land Management	3,580	-	-	-	-	3,580
Other	-	-	-	-	9,000	9,000
June 30, 2023	28,280	22,500	115,220	-	9,000	175,000

Three months ended June 30, 2024

	Buck Lake $	Doyle $	Melba $	Paint Lake JV $	Other $	Total $
Fieldwork	11,710	-	-	-	-	11,710
June 30, 2024	11,710	-	-	-	-	11,710

(Expressed in Canadian dollars)

7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities are comprised of the following:

	June 30, 2024	December 31, 2023
Accounts payable	$ 383,854	$ 469,630
Accrued liabilities	7,950	32,600
	$ 391,804	$ 502,230

8. RELATED PARTY TRANSACTIONS AND KEY MANAGEMENT COMPENSATION

Key Management Compensation

In accordance with IAS 24, key management personnel are those persons having authority and responsibility or planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company. Current key management of Advance United includes the President and Chief Executive Officer, Director of Communications and Chief Financial Officer.

	For the three months ending June 30,	
	2024	2023
Management fees charged by officers and directors	$ 30,000	$ 20,000
Rent paid to a Company with a common director	$ 1,500	$ 1,500

8. RELATED PARTY TRANSACTIONS AND KEY MANAGEMENT COMPENSATION

Related Party Transactions

Related parties include the Board of Directors, senior management, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

As at June 30, 2024 - $82,924 (December 31, 2023 - $32,000) was included in accounts accounts payable and accrued liabilities owed to management and directors of the Company. These amounts are unsecured, non-interest bearing, with no fixed terms of repayment.

(Expressed in Canadian dollars)

9. SHARE CAPITAL

(a) Authorized

As at June 30, 2024, the Company's authorized number of common shares was unlimited and without par value.

(b) Issued and outstanding

	Note	Shares		Amount
Balance at December 31, 2022 and June 30, 2023		**49,248,906**	**$**	**4,245,198**
Balance at December 31, 2023	**(i)**	**62,284,089**		**4,310,214**
Private placement, common shares issued	(i)	1,250,000		62,500
Issuance of warrants	(i)	-		(18,566)
Common shares issued for debt	(ii)	602,410		16,650
Collection of outstanding subscriptions		-		169,000
Balance at June 30, 2024		**64,136,499**	**$**	**4,539,798**

(i) On January 25, 2024, the Company announced the closing of the first tranche of its non-brokered private placement through the issuance of 1,250,000 units (each, a "Unit") at a price of $0.05 per Unit for aggregate gross proceeds of $62,500 (the "Offering").

Each Unit shall is comprised of one common share ("Common Share") in the capital of the Company and one Common Share purchase warrant (each, a "Warrant") of the Company. Each Warrant shall entitle the holder thereof to acquire one Common Share at a price of $0.05 per Common Share for a period of five (5) years from the date issuance. All securities issued pursuant to the Offering will be subject to a hold period of four months plus a day from the date of issuance and the resale rules of applicable securities legislation. The net proceeds from the sale of the Units will be used for general working capital purposes.

(ii) On March 27, 2024, the Company settled an aggregate of $16,650 of indebtedness to an arm's length creditor of the Company through the issuance of 602,410 common shares in the capital of the Company (the "Common Shares") at a price of $0.05 per Common Share (the "Debt Settlement"). The Common Shares issued pursuant to the debt settlement shall be subject to a four-month hold period and completion of the transaction remains subject to final acceptance of the Canadian Securities Exchange.

(iii) On April 5, 2024 the Company closed the November 27, and December 4, 2023 non-brokered financings issuing 5,633,332 flow-through units ("FTU") at $0.03 per unit. Each FTU consists of one (1) common share issued ("FTS") on a flow-through basis and one (1) non-flow-through share purchase warrant ("FTW") exercisable at $0.05 for a period of up to 60 months. As the shares were issued at a premium to the market price, a share price premium of $45,667 has been recognized in the balance sheet. This premium is reduced and taken into income as the funds are spent on Canadian Exploration Expenditures ("CEE").

(Expressed in Canadian dollars)

9. SHARE CAPITAL (Continued)

(c) Warrants

The following table shows the continuity of warrants for the periods presented

	Number of Warrants		Weighted average exercise price	Number of warrants		Weighted average exercise price
Outstanding, beginning of period	3,131,901	$	0.17	847,001	$	0.27
Expired	-	$	-	(175,000)	$	0.30
Issued	-	$	-	230,000	$	0.15
Exercised	-	$	-	42,400	$	0.08
Expired	(172,001)	$	0.75	-	$	-
Issued	2,875,000	$	0.10	500,000	$	0.15
Issued	5,633,332	$	0.05	1,687,500	$	0.15
Issued	1,250,000	$	0.05	18,566	$	0.05
Outstanding, end of period	**12,718,232**	**$**	**0.08**	**3,150,467**	**$**	**0.17**

The following table reflects the warrants outstanding as at June 30, 2024:

Date issued	Number of warrants		Fair value of warrants		Exercise price	Expiry date
January 13, 2021	500,000	$	19,956	$	0.10	August 21, 2024
October 25, 2022	230,000		13,939	$	0.15	October 25, 2024
October 25, 2022 (broker warrants) (1)	42,400		2,918	$	0.08	October 25, 2024
October 28, 2022	500,000		20,995	$	0.15	October 25, 2024
November 28, 2022	1,687,500		27,571	$	0.15	November 28, 2024
September 26, 2023	2,875,000		65,460	$	0.10	September 26, 2026
December 28, 2023	5,633,332		139,584	$	0.05	December 28, 2028
January 25, 2024	1,250,000		18,566	$	0.05	January 25, 2029
Total	**12,718,232**	**$**	**308,989**			

(1) Broker warrants issued are Unit purchase warrants consisting of one common share and one-half (1/2) warrant.

The Company follows the fair value method of accounting for warrants using the Black-Scholes option pricing model. The fair values of warrants issued were calculated based on the following assumptions:

	Jan 13, 2021	Oct 25, 2022	Oct 25, 2022	Oct 25, 2022	Nov 28, 2022	Sept 26, 2023	Dec 28, 2023
Risk free interest rate	0.36 %	4.15 %	4.15 %	4.15 %	3.91 %	4.68 %	3.20 %
Expected volatility	153 %	153 %	153 %	153 %	153 %	227 %	242 %
Expected life (in years)	3.6	2.0	2.0	2.0	2.0	3.0	5.0
Expected dividend rate	-	-	-	-	-	-	-
Exercise price	$ 0.10	$ 0.15	$ 0.08	$ 0.10	$ 0.15	$ 0.10	$ 0.05

(Expressed in Canadian dollars)

9. SHARE CAPITAL (Continued)

(d) Options reserve

The Company has adopted a stock option plan (the "Plan"), which provides that the board of directors of the Company may from time to time, in its discretion, and in accordance with exchange requirements, where applicable, grant to directors, officers, employees and consultants of the Company options to purchase the Company's shares, provided that the number of the Company's shares reserved for issuance may not exceed 10% of the issued and outstanding common shares at any time. Such options be exercisable for a period of up to 5 years from the date of grant. Except in specified circumstances, options are not assignable and will terminate if the optionee ceases to be employed by or associated with the Company. The terms of the Plan further provide that the price at which shares may be issued cannot be less than the market price (net of permissible discounts) of the shares when the relevant options were granted.

The following table shows the continuity of stock options for the periods presented:

	Number of Stock Options	Weighted average exercise price
December 31, 2023	1,250,000	$ 0.10
Expired April 17 , 2023	(1,000,000)	$ -
	250,000	**$ 0.10**

As at June 30, 2024, the following options were outstanding and vested:

Grant date	Exercise price	Number of options outstanding	Number of options exercisable	Black-Scholes fair value	Weighted average remaining contractual life (years)	Expiry date
January 13, 2021	$ 0.10	250,000	250,000	$ 10,524	1	December 23, 2024
	$ 0.10	**250,000**	**250,000**	**$ 10,524**	1	-

On January 13, 2021 stock options to purchase up to 1,250,000 common shares of the Company were issued to certain Officers and Directors of the Company with an exercise price of $0.10 per share. 1,000,000 options expired on April 17, 2023 and 250,000 options expire December 23, 2024. The options issued replaced Talisker options held on a 1 for 2 basis.

(Expressed in Canadian dollars)

9. SHARE CAPITAL (Continued)

The fair value of each option is estimated on the date of grant using the Black-Scholes option pricing model. For the period ended June 30, 2024, the Company recognized share-based compensation expense of $Nil.

In calculating the fair value of the options, the following underlying assumptions were used in the Black-Scholes calculation:

Date of option issuance	Jan 13, 2021
Strike price	$ 0.10
Risk free interest rate	0.36 %
Expected volatility	100 %
Expected dividend rate	-
Expected life (In years)	4.00

The capital of the Company consists of the items in the shareholders' equity. The Board of Directors does not establish a quantitative return on capital criteria for management but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company regularly monitors and reviews the amount of capital in proportion to risk and future development and exploration opportunities. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new debts or equity or similar instruments to obtain additional financing.

The Company's over all strategy with respect to capital risk management remained unchanged during the period. The Company is not subject to any externally imposed capital requirements as at June 30, 2024.

10. FINANCIAL INSTRUMENTS

The carrying amounts of cash, and accounts payables and accrued liabilities, approximate their fair values due to the short-term maturities of these instruments. Fair value represents the amount that would be exchanged in an arm's length transaction between willing parties and is best evidenced by a quoted market price, if one exists. The Company follows a three-tier categorization for its financial instruments. The hierarchy is summarized as:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities, only cash falls under the level 1;
Level 2 – inputs other than quoted prices included in level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and
Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company has no financial instruments under Level 2 and 3.

(Expressed in Canadian dollars)

10. FINANCIAL INSTRUMENTS (Continued)

The Company's financial assets and liabilities as at June 30, 2024 were as follows:

	Amortized cost	FVTPL	Total
	$	$	$
Financial assets			
Cash	-	**3,920**	3,920
Financial liabilities			
Accounts payable and accrued liabilities	**436,410**	-	436,410

June 30, 2023	Amortized cost	FVTPL	Total
	$	$	$
Financial assets			
Cash	-	140,204	140,204
Financial liabilities			
Accounts payable and accrued liabilities	547,897	-	547,897

The Company's risk exposure and risk management policies and procedures have not changed.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk consists of interest rate risk, foreign currency risk and other price risk. As at June 30, 2024, the Company is not exposed to significant market risk.

Credit risk

Credit risk is the risk of loss due to a counterparty's inability to meet it's obligations. The Company has exposure to credit risk through its cash and cash equivalents and amounts receivable. The Company's maximum exposure to credit risk at the end of any year is equal to the carrying amount of these financial assets as recorded in the consolidated statement of financial position. At June 30, 2024, no amounts were held as collateral. The Company manages credit risk, in respect of cash and short-term investments, by maintaining the majority of cash at highly rated financial institution.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulties in meeting obligations when they become due. As at June 30, 2024, the Company had current liabilities of $436,410 and current assets of $12,319 and a workings capital deficit of $424,091 (December 31, 2023 - $(749,467)). Management believes that it has the ability to raise sufficient cash to meet all of its obligations that are coming due in the next twelve months and to fund the operating losses that may occur in the upcoming years.

The fair values of these financial instruments approximate their carrying values because of their short term nature and/or the existence of market related interest rates on the instruments.

11. SEGMENTED INFORMATION

The Company currently has one business segment and operates in the mineral exploration business in Canada, and recently acquired a property option on South Carolina, USA..

12. LOSS PER SHARE

Net loss per share has been calculated by dividing the net loss for the period by the weighted average number of common shares outstanding during the period. The effect of stock options and warrants was anti dilutive and hence, the diluted loss per share equals the basic loss per share.

13. COMMITMENTS

In connection with the flow-through financings, the Company indemnifies the subscribers against certain tax related amounts that may become payable by the subscribers should the Company not meet its flow-through expenditure commitments.

In connection with the flow-through financing's, the Company indemnifies the subscribers against certain tax related amounts that may become payable by the subscribers should the Company not meet its flow-through expenditure commitments.

The Company's mining and exploration activities are subject to various laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of operations of such properties, these procedures do not guarantee the Company's title. Property title may be subject to government licensing requirements or regulations, social licensing requirement, unregistered prior agreements, unregistered claims, aboriginal claims, and non-compliance with regulatory, environmental and social requirements.

The Company's assets may also be subject to increases in taxes and royalties, renegotiation of contracts, and political uncertainty. The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The Company's continued existence is dependent upon the preservation of its interest in the underlying properties, the achievement of profitable operations, or the ability of the Company to raise additional financing, as necessary, or alternatively upon the Company's ability to dispose of its interests on an advantageous basis.

14. SUBSEQUENT EVENTS

On July 11, 2024, the Company acquired 81 claims (1,800 ha) increasing the total area of the Buck Lake property to 6,150 ha. The new claims host indications of altered volcanic rocks and areas of past drilling where massive sulphides were encountered.