



Global Helium Corp.

Condensed Interim Consolidated financial statements

For the three and nine-months ended September 30, 2024 and 2023

(Expressed in Canadian dollars)

(Unaudited)

The accompanying condensed interim consolidated financial statements for Global Helium Corp. have been prepared by management in accordance with International Financial Reporting Standards. The Company discloses that its auditor has not reviewed the unaudited interim consolidated financial statements as at and for the three and nine-months ended September 30, 2024, and 2023.

Global Helium Corp.

Condensed Interim Consolidated Balance Sheets

(Expressed in Canadian dollars)

	Notes	September 30, 2024	December 31, 2023
ASSETS			
Current assets			
Cash and cash equivalents	15	\$ 840,133	\$ 2,786,328
Amounts receivable	3,12(a)	46,378	168,122
Prepays		94,480	151,244
Total current assets		980,991	3,105,694
Non-current assets			
Exploration and evaluation assets	4	7,072,760	6,307,630
Property and equipment	5	-	10,678
Total non-current assets		7,072,760	6,318,308
TOTAL ASSETS		\$ 8,053,751	\$ 9,424,002
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	6	\$ 306,856	\$ 784,893
Lease obligation		-	6,941
Preferred shares	7	4,285,599	3,909,565
Preferred share derivative	7	758,989	1,999,492
Total current liabilities		5,351,444	6,700,891
Non-current liabilities			
Decommissioning liabilities	8	97,426	95,315
Total non-current liabilities		97,426	95,315
TOTAL LIABILITIES		5,448,870	6,796,206
SHAREHOLDERS' EQUITY (DEFICIT)			
Share capital	9(b)	11,434,738	11,434,738
Warrants	9(c)	2,029,310	2,029,310
Contributed surplus		3,275,381	2,901,770
Accumulated other comprehensive income		141,215	98,634
Accumulated deficit		(14,275,763)	(13,836,656)
TOTAL SHAREHOLDERS' EQUITY		2,604,881	2,627,796
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		\$ 8,053,751	\$ 9,424,002

Nature, continuance of operations and going concern - Note 1

Commitments – Note 4

Approved by the Board of Directors

"Kevin Cameron", Director

"Jesse Griffith", Director

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

Global Helium Corp.

Condensed Interim Consolidated Statements of Loss and Comprehensive Loss

(Expressed in Canadian dollars)

		Three-months ended Sep 30, 2024	Three-months ended Sep 30, 2023	Nine-months ended Sep 30, 2024	Nine-months ended Sep 30, 2023
	Notes				
Expenses					
Consulting fees and salaries		\$ 64,250	\$ 82,064	\$ 177,649	\$ 278,056
Depreciation	5	-	12,867	10,678	38,601
Foreign exchange		(49,553)	(103)	21,605	(1,367)
General and administrative		66,888	43,313	211,420	189,814
Finance expense	7,8	97,206	406	267,003	1,724
Investor relations		12,000	36,850	28,063	81,850
Management fees, salaries, and benefits	10	128,249	116,093	413,354	363,404
Professional fees		22,190	8,684	89,191	151,425
Regulatory		16,709	17,321	42,930	40,826
Software licensing		15,820	16,595	49,356	48,764
Stock-based compensation	9(e)	110,313	27,334	373,611	137,706
Total Expenses		\$ 484,072	\$ 361,424	\$ 1,684,860	\$ 1,330,803
Other items					
Rent income		-	(7,875)	(5,250)	(23,625)
Unrealized (gain) loss on preferred share derivative	7	(12,208)	-	(1,240,503)	-
Net loss/(gain)		\$ 471,864	\$ 353,549	\$ 439,107	\$ 1,307,178
Other Comprehensive items					
Foreign currency translation adjustment loss/(gain)		29,323	(48,807)	(42,581)	3,582
Comprehensive loss/(gain)		\$ 501,187	\$ 304,742	\$ 396,526	\$ 1,310,760
Loss/(gain) and comprehensive loss/(gain) per share					
- basic and diluted	9(d)	\$ 0.01	\$ 0.01	\$ 0.01	\$ 0.03

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

Global Helium Corp.

Condensed Interim Consolidated Statements of Changes in Shareholders' Equity (Deficit)

(Expressed in Canadian dollars)

2024

	Note	Share Capital	Warrants	Contributed Surplus	Accumulated Other Comprehensive Gain/(Loss)	Deficit	Total Shareholders' Equity
Balance - December 31, 2023		\$ 11,434,738	\$ 2,029,310	\$ 2,901,770	\$ 98,634	\$(13,836,656)	\$ 2,627,796
Stock-based compensation	9(e)	-	-	373,611	-	-	373,611
Currency translation		-	-	-	42,581	-	42,581
(Loss)/gain for the period		-	-	-	-	(439,107)	(439,107)
Balance - September 30, 2024		\$ 11,434,738	\$ 2,029,310	\$ 3,275,381	\$ 141,215	\$(14,275,763)	\$ 2,604,881

2023

	Note	Share Capital	Warrants	Contributed Surplus	Accumulated Other Comprehensive Gain/(Loss)	Deficit	Total Shareholders' Equity
Balance - December 31, 2022		\$ 11,237,938	\$ 3,585,268	\$ 1,147,662	\$ 146,289.00	\$(9,055,564)	\$ 7,061,593
Shares issued on option exercises	9(b)	196,800	-	(16,800)	-	-	180,000
Expiration of warrants	9(b)	-	(1,555,958)	1,555,958	-	-	-
Stock-based compensation	9(c)	-	-	214,950	-	-	214,950
Currency translation	9(b)	-	-	-	(47,655)	-	(47,655)
(Loss)/gain for the year	9(e)	-	-	-	-	(4,781,092)	(4,781,092)
Balance - December 31, 2023		\$ 11,434,738	\$ 2,029,310	\$ 2,901,770	\$ 98,634	\$(13,836,656)	\$ 2,627,796

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

Global Helium Corp.
Condensed Interim Consolidated Statements of Cash Flows
(Expressed in Canadian dollars)

		Three-months ended Sep 30, 2024	Three-months ended Sep 30, 2023	Nine-months ended Sep 30, 2024	Nine-months ended Sep 30, 2023
	Notes				
Operating activities					
Net (loss)/gain		\$ (471,864)	\$ (353,549)	\$ (439,107)	\$ (1,307,178)
Items not affecting cash:					
Stock-based compensation	9(e)	110,313	27,334	373,611	137,706
Depreciation	5	-	12,867	10,678	38,601
Non-cash financing and accretion	7,8	100,710	1,264	299,212	-
Unrealized (gain) loss on preferred share derivative	7	(12,208)	-	(1,240,503)	-
Foreign exchange		(49,741)	(1,367)	(56,234)	(1,367)
Change in non-cash working capital items:			-		-
Amounts receivable		(6,885)	(48,799)	121,744	(6,356)
Prepays		(7,367)	(21,749)	56,764	(57,934)
Accounts payable and accrued liabilities		(8,441)	(21,236)	(64,534)	48,796
Net cash used in operating activities		\$ (345,483)	\$ (405,235)	\$ (938,369)	\$ (1,147,732)
Investing activities					
Exploration and evaluation expenditures	4	(141,080)	(1,087,043)	(722,315)	(1,318,310)
Change in non-cash working capital items:			-		-
Accounts payable and accrued liabilities		42,075	462,114	(413,503)	470,465
Net cash used in investing activities		\$ (99,005)	\$ (624,929)	\$ (1,135,818)	\$ (847,845)
Financing activities					
Proceeds from option exercises	9(b)	-	-	-	180,000
Lease repayments		-	(10,091)	(6,941)	(29,773)
Net cash from financing activities		\$ -	\$ (10,091)	\$ (6,941)	\$ 150,227
Effect of exchange rate changes on cash		(9,762)	241	134,934	172
Change in cash and cash equivalents		(454,251)	(1,040,014)	(1,946,195)	(1,845,178)
Cash and cash equivalents, beginning of period		1,294,384	2,425,650	2,786,328	3,230,814
Cash and cash equivalents, end of period		\$ 840,133	\$ 1,385,636	\$ 840,133	\$ 1,385,636

Supplemental disclosure with respect to cash flows - Note 15

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

Global Helium Corp.

Notes to the condensed interim consolidated financial statements

Period ended September 30, 2024, and 2023

(Expressed in Canadian dollars)

1. Nature, continuance of operations and going concern

Global Helium Corp. (the "Company") is an early-stage company incorporated in Canada on November 13, 2020, focused on the exploration, acquisition and development of helium resources. The address of the Company's head office is 800, 555-4th Ave SW, Calgary, AB, T2P 3E7. The condensed interim consolidated financial statements were authorized for issue on November 27, 2024, by the board of directors of the Company. The Company received approval for a listing on the Canadian Securities Exchange ("CSE") under the symbol "HECO" and commenced trading on May 19, 2021. As of September 22, 2021, the Company was approved to trade in the over-the-counter (OTC) market in the United States under the symbol "HECOF."

These condensed interim consolidated financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. Management uses judgment to assess the Company's ability to continue as a going concern and the conditions that cast significant doubt upon the use of the going concern assumption. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future.

As at, and for the nine-months ended September 30, 2024, the Company recorded a net loss of \$439,107 (September 30, 2023 – net loss of \$1,307,178 and has an accumulated deficit of \$14,275,763 since inception. The Company has not yet reached production from its exploration activities.

Due to the factors mentioned above, there is material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. These condensed interim consolidated financial statements do not include the necessary adjustments to reflect the recoverability and classification of recorded assets and liabilities and related expenses that may be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and such adjustments could be material.

2. Significant accounting policies

(a) Basis of presentation and measurement

These condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB").

The condensed interim consolidated financial statements have been prepared on a historical cost basis except as otherwise stated and allowed for in accordance with IFRS.

These condensed interim consolidated financial statements are presented in Canadian dollars.

(b) Basis of consolidation

On November 10, 2021, the Company incorporated a 100% owned US subsidiary to support its activities in the United States.

These condensed interim consolidated financial statements include the accounts of Global Helium USA Corp., a 100% wholly owned US subsidiary controlled by the Company. Control exists when the Company has the power to, directly or indirectly; to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that are currently exercisable or convertible are taken into account in the assessment of whether control exists. Subsidiaries are consolidated from the date on which control is transferred to the Company. They are deconsolidated from the date on which control ceases.

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(Expressed in Canadian dollars)

All inter-company balances and transactions, including unrealized income and expenses arising from inter-company transactions, are eliminated on consolidation.

(c) Use of estimates, significant judgments, and assumptions

The preparation of the condensed interim consolidated financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments in preparing the Company's condensed interim consolidated financial statements include:

- i. Going-concern - the assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty;
- ii. Cash-generating units ("CGUs") - The Company's exploration and evaluation assets are aggregated into cash-generating units for calculating impairment, based on their ability to generate largely independent cash flows. The classification of assets into CGU's requires significant judgment and interpretations with respect to the integration between assets, the existence of active markets, external users, shared infrastructures and the way in which management monitors the Company's operations;
- iii. Exploration and evaluation assets – The application of the Company's accounting policy for exploration and evaluation assets requires management to make certain judgments as to future events and circumstances as to whether economic quantities of resources have been found in assessing economic viability and technical feasibility;
- iv. Decommissioning liabilities - the Company estimates the decommissioning obligations for its wells. Amounts recorded for the decommissioning obligations require assumptions regarding removal date, the extent of reclamation activities required, the engineering methodology for estimating cost, inflation estimates, and where discounting is required, the estimate of the specific discount rates for these liabilities in order to determine the present value of these obligation settlements.
- v. Stock-based compensation – The amounts recorded for stock-based compensation expense relating to the fair value of stock options issued are estimated using the Black-Scholes option pricing model including management's estimates of the future volatility of the Company's share value, estimated market value of the Company's shares at grant date, expected forfeiture rates, expected lives of the options (based on general holder behavior) and the risk-free interest rate (based on government bonds).
- vi. Derivatives – Estimates of the fair value of the Company's preferred share derivative is dependent on the estimated market value of the Company's shares, the future volatility of the Company's share value, expected future dividends, the expected holding period before conversion to equity, and the risk-free interest rate.

3. Amounts receivable

The amounts receivable represents GST input tax credits recoverable from the Canadian government as at September 30, 2024 and December 31, 2023.

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Notes to the condensed interim consolidated financial statements

Period ended September 30, 2024, and 2023

(Expressed in Canadian dollars)

4. Exploration and evaluation assets

	Alberta	Sask	Montana	Total
Balance, December 31, 2022	\$ -	\$ 1,448,036	\$ 2,342,508	\$ 3,790,544
Land acquisition and maintenance	249,119	176,668	16,135	441,922
Geological & geophysical	12,732	189,052	47,539	249,323
Drilling & completing	2,789,984	-	-	2,789,984
Non-cash decommissioning provision	70,710	-	-	70,710
Exploration expense & expiries	-	(702,946)	(284,344)	(987,290)
Foreign currency translation	-	-	(47,563)	(47,563)
Balance, December 31, 2023	\$ 3,122,545	\$ 1,110,810	\$ 2,074,275	\$ 6,307,630
Land acquisition and maintenance	199,225	188,763	-	387,988
Geological & geophysical	7,554	-	-	7,554
Drilling & completing	326,773	-	-	326,773
Foreign currency translation	-	-	42,815	42,815
Balance, September 30, 2024	\$ 3,656,097	\$ 1,299,573	\$ 2,117,090	\$ 7,072,760

Alberta - 2024

In the first quarter of 2024, the Company remediated and stimulated their second helium well that was drilled at 10-08-012-04W4/00 in the Manyberries helium trend near Medicine Hat in Southeast Alberta. Following positive indications from the remediation, the Company proceeded to flow-test the well in the second quarter of 2024. The 10-08 well production tested at approximately 4.1 million cubic feet per day at 3,500 kilopascal flowing tubing pressure from the Beaverhill Lake formation over a four-day extended test.

Saskatchewan – 2024

On April 8, 2024, the Company entered into an agreement with North American Helium (“NAH”) which afforded the Company the opportunity to advance its Saskatchewan land base while mitigating up-front capital costs and exploration risk. Pursuant to the agreement, NAH has the right to review Global’s proprietary seismic data covering the majority of the Company’s exploration permits in Saskatchewan and select a drilling location based on this review. Upon drilling a test well prior to December 31, 2024, NAH would earn an 80% working interest in 72 sections of Global’s Saskatchewan land holdings.

In early August 2024, NAH drilled and fully fund a test well in the Vermillion Hills area of Global’s Saskatchewan acreage. After reaching total depth, NAH notified the Company that the test well will be abandoned. In the third quarter, NAH notified the Company as to the 72 sections they will partner with Global going forward.

Alberta - 2023

In 2023, the Company entered into two agreements to establish land positions in Southeast Alberta along the Manyberries Helium trend;

- The Company entered into an option to lease up to 32 sections (20,480 acres) of contiguous land in Southeast Alberta. As part of an area of mutual interest, this agreement allowed the Company to earn a 75% working interest in the lands, subject to a 7% royalty, by drilling earning wells within specified time frames.
- The Company entered into a farm-in agreement to add to its land position in Southern Alberta by 17 contiguous sections (10,880 acres) to a total of 49 sections (31,360 acres), all in the Manyberries helium trend. The farm-in agreement allowed the Company to earn a 75% working interest in the lands by drilling test wells within specified time frames.

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(Expressed in Canadian dollars)

By December 31, 2023, Global had drilled, logged, cased and tested its first two helium wells in Alberta. By drilling these two wells, the Company has satisfied the terms of the farm-in and option agreements. The Company has exercised its option on 22 sections and has a 75% lease interest on these helium prospective lands in the Manyberries area.

Saskatchewan - 2023

In Saskatchewan, the Company performed a review of its acreage portfolio to ensure resources are allocated to the highest potential return projects. After extensive review of the seismic and geological data, the Company has prioritized its Saskatchewan landholdings from approximately 1.8 million acres to approximately 825,000 acres.

Accordingly, the Company surrendered the associated helium permits in Saskatchewan and has derecognized \$702,946 in respect of lease and exploration expenditures previously incurred on these lands.

This reduced the Company's obligation to make future annual lease maintenance expenditures and exploration expenditures and are currently as follows:

	2024	2025	Total
Annual lease maintenance expenditures	\$ -	\$ -	\$ -
Annual permit exploration expenditures	458,862	128,573	587,435
Total	\$ 468,461	\$ 128,573	\$ 597,037

The initial term of the Saskatchewan permits is 3 years, extendable to 5 years if the above noted expenditure requirements are met. Furthermore, the Company has the right to apply for a lease and drill a well on these lands if the permits are in good standing. Should the Company not meet the above spending requirements, the Company can allow the permit to lapse or elect to make a cash payment in lieu of the spending requirements to keep the permit in good standing for one additional year. If the Company were to allow permits to lapse, the Company would lose the right to explore on the applicable lands.

Montana - 2023

In Montana, the Company completed a FEED study (Front-End-Engineering and Design) in 2023 for a helium processing facility for its property in Rudyard, Montana. As the Company prioritizes its potential drilling locations and land holdings in the area, the Company did allow a farm-in agreement to expire on December 31, 2023 and derecognized \$284,344 in respect of this farm-in agreement that no longer has value to the Company.

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(Expressed in Canadian dollars)

5. Property and equipment

	Computer Equipment		Right of use assets		Total
Cost					
Balance, December 31, 2022	\$	28,547	\$	82,512	\$ 111,059
Additions		-		-	-
Balance, December 31, 2023		28,547		82,512	111,059
Additions (Disposals)		-		(82,512)	(82,512)
Balance, September 30, 2024	\$	28,547	\$	-	\$ 28,547
Accumulated depreciation					
Balance, December 31, 2022	\$	7,655	\$	41,258	\$ 48,913
Depreciation		16,104		35,364	51,468
Balance, December 31, 2023		23,759		76,622	100,381
Depreciation		4,788		5,890	10,678
Disposals		-		(82,512)	(82,512)
Balance, September 30, 2024	\$	28,547	\$	-	\$ 28,547
Net carrying value					
December 31, 2023	\$	4,788	\$	5,890	\$ 10,678
September 30, 2024	\$	-	\$	-	-

6. Accounts payable and accrued liabilities

	September 30, 2024		December 31, 2023	
Accounts payable	\$	31,306	\$	384,993
Accrued liabilities		275,550		399,900
Total	\$	306,856	\$	784,893

7. Preferred Shares

On November 9, 2023, the Company issued 13,162,155 Series A preferred shares at a price of US\$0.185 per share to US residents and issued 970,000 Series A preferred shares at a price of CAD\$0.25 per share to Canadian residents for cash proceeds of CAD\$3,598,174. In a second tranche on December 14, 2023, the Company issued 1,621,621 Series B preferred shares at a price of US\$0.185 per share to US residents for proceeds of CAD\$402,570. Series A and Series B preferred shares were issued on the same terms as described below.

Holders of the preferred shares shall be entitled to receive a cumulative dividend at the rate of 10% per annum starting from the date of issuance until the earlier of the date of conversion or the fifth anniversary of the date of issuance ("Maturity Date"). Each preferred share is convertible into units of the Company or common shares of the Company subject to the date of conversion. The preferred shares are convertible:

- (a) by the Company at its option on the second, third or fourth anniversary of the date of issuance;
- (b) by the holder of the preferred share at its option at any time from the date of issuance up to the Maturity Date; or
- (c) automatically on the Maturity Date.

Upon the conversion of a preferred share within 18 months of issue, the holder will be entitled to receive one unit for each preferred share so converted, along with any accrued but unpaid dividends thereon, at a deemed conversion price

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(Expressed in Canadian dollars)

of US\$0.185 per unit. Each unit consists of one common share and one-half of one common share purchase warrant. Each whole warrant entitles the holder to purchase one additional common share for a period of five (5) years from the date of conversion of the preferred share at an exercise price equal to the market price of the common shares on the conversion date.

If the preferred share is converted following the date that is 18 months from the date of issue, each preferred share and any accrued but unpaid dividends will be convertible into common shares at a deemed conversion price of US\$0.185 per common share.

These preferred shares are a hybrid contract that contain a host instrument (the redemption amount plus accrued and unpaid dividends) and an embedded derivative related to the conversion feature. The conversion feature allows holders to convert into a variable number of equity instruments of the Company depending on the timing of the conversion. This conversion feature is a derivative and due to its variability must be recorded as a liability of the Company at fair value less cost of disposal. As the derivative is not closely related to the host debt instrument, it must be valued separately.

The preferred shares host liability along with accrued and unpaid dividends are classified as a current liability of the Company due to the redeemable nature of the preferred shares at USD\$0.185 per share and is recorded at amortized cost.

The Company will recognize the host portion of the preferred shares as a liability measured at amortized cost (redemption amount plus accrued but unpaid dividends) and the conversion feature as an embedded derivative at fair value through profit of loss (FVTPL) until the preferred shares are redeemed or converted into common shares.

As at September 30, 2024, \$297,609 (September 30, 2023 - \$0) has been recognized in finance expense in the consolidated statement of loss and included in the preferred share liability on the consolidated balance sheet in respect of the accrued and unpaid dividends on the preferred shares. An unrealized gain of \$12,208 and \$1,240,503 for the three and nine-month period ending September 30, 2024 (September 30, 2023 - \$0) has been recognized in the consolidated statement of loss/(gain) in respect of the change in value of the preferred share derivative due to the depreciation of the Company's share price in the period.

	Preferred share host liability	Preferred share derivative	Total
Balance, December 31, 2022	\$ -	\$ -	\$ -
Upon issuance	4,000,744	-	4,000,744
Accrued dividends	56,329	-	56,329
Foreign exchange	(147,508)	-	(147,508)
Loss on fair value of derivative ⁽¹⁾	-	1,999,492	1,999,492
Balance, December 31, 2023	3,909,565	1,999,492	5,909,057
Accrued dividends	297,609	-	297,609
Foreign exchange	78,425	-	78,425
Loss/(Gain) on fair value of derivative ⁽¹⁾	-	(1,240,503)	(1,240,503)
Balance, September 30, 2024	\$ 4,285,599	\$ 758,989	\$ 5,044,588

- ⁽¹⁾ The fair value of the conversion option was determined using the Black Scholes option pricing model and was recorded at the higher of the values of two conversion scenarios (one share and one half warrant at 18 months vs. one share after 5 years). The following assumptions were used in the calculation:

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(Expressed in Canadian dollars)

September 30, 2024			
	One share & one half warrant (accelerated conversion < 18 mos)		One share (converted at 5 years)
	Share	Warrant	Share
Risk-free interest rate	2.7%	2.7%	2.7%
Expected life of option	0.6 years	5.0 years	4.1 years
Expected dividend yield	0%	0%	0%
Expected volatility ^(a)	121%	121%	121%
Forfeiture rate	0%	0%	0%
Exercise price	\$USD 0.185	\$CAD 0.150	\$USD 0.185
Share price at period end	\$CAD 0.070	\$CAD 0.070	\$CAD 0.070
Fair value per instrument	\$CAD 0.005	\$CAD 0.059	\$CAD 0.044

December 31, 2023			
	One share & one half warrant (accelerated conversion < 18 mos)		One share (converted at 5 years)
	Share	Warrant	Share
Risk-free interest rate	3.9%	3.9%	3.9%
Expected life of option	1.4 years	5.0 years	4.9 years
Expected dividend yield	0%	0%	0%
Expected volatility ^(a)	121%	121%	121%
Forfeiture rate	0%	0%	0%
Exercise price	\$USD 0.185	\$CAD 0.150	\$USD 0.185
Share price at period end	\$CAD 0.150	\$CAD 0.150	\$CAD 0.150
Fair value per instrument	\$CAD 0.062	\$CAD 0.126	\$CAD 0.118

^(a) The expected volatility was calculated using the Company's historic volatility and a weighted average volatility of similar public companies in the junior resource industry when applicable.

8. Decommissioning liabilities

	September 30, 2024	December 31, 2024
Balance beginning of year	\$ 95,315	\$ 25,197
Additions from drilling activity	-	70,710
Accretion	1,603	
Foreign exchange	508	(592)
Balance, end of period	\$ 97,426	\$ 95,315

As at September 30, 2024, the Company has drilled 2 wells in Alberta for which it has recognized a decommissioning liability along with a single well bore in Montana. The total undiscounted amount of future cash flows required to settle the Company's decommissioning liabilities is \$174,895 at September 30, 2024 (December 31, 2023 - \$174,110). The decommissioning liability has been estimated using existing technology at current prices and discounted at the risk-free rate.

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Notes to the condensed interim consolidated financial statements

Period ended September 30, 2024, and 2023

*(Expressed in Canadian dollars)***9. Share capital****(a) Authorized**

Unlimited number of Class A voting common shares

Unlimited number of Class B non-voting common shares

Unlimited number of Preferred Shares, issuable in series, with rights and privileges to be set by the board of directors

(b) Issued and outstanding

Class A common shares	Number of Shares		\$
Balance, December 31, 2022	46,536,060	\$	11,237,938
Issue of common shares on option exercises (note 11e)	1,200,000		196,800
Balance, December 31, 2023 & September 30, 2024	47,736,060	\$	11,434,738

(c) Warrants

The following table outlines the Company's warrants outstanding at September 30, 2024:

	Number	\$	Weighted average exercise price
Balance, December 31, 2022	38,191,170	\$ 3,585,268	\$ 0.64
Expired ^{(1),(2)}	(24,830,490)	(1,555,958)	0.49
Balance, December 31, 2023 & September 30, 2024	13,360,680	\$ 2,029,310	\$ 0.93

⁽¹⁾ On May 19, 2023, 16,915,600 warrants expired with an exercise price of \$0.25. A further 11,798,180 warrants with an exercise price of \$1.00 were also set to expire on May 19, 2023 but were extended to May 19, 2025.

⁽²⁾ On October 4th and 5th 2023, a total of 7,914,890 warrants expired with an exercise price of \$1.00.

Information about the warrants at September 30, 2024 is as follows:

Number of warrants – outstanding and exercisable	Exercise price	Expiry date
1,562,500	\$ 0.42	May 31, 2025
11,798,180	\$1.00	May 19, 2025
13,360,680		

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(d) Per share amounts

	Three-months ended September 30, 2024	Three-months ended September 30, 2023	Nine-months ended September 30, 2024	Nine-months ended September 30, 2023
Net gain/(loss) for the period	\$ (471,864)	\$ (353,549)	\$ (439,107)	\$ (1,307,178)
Weighted average number of common shares outstanding – basic and diluted ⁽¹⁾	47,736,060	47,736,060	47,736,060	47,604,192
Loss per share – basic and diluted	\$ (0.01)	\$ (0.01)	\$ 0.01	\$ (0.03)

- ⁽¹⁾ All stock options, warrants and convertible preferred shares have been excluded from the calculation of diluted gain per share as the impact is immaterial or would be anti-dilutive when the Company is in a loss position for the period.

(e) Stock-based compensation

i. Stock option plan

The Company has a rolling stock option plan (the “Plan”) consistent with the guidelines of the Canadian Securities Exchange (“CSE”), to provide incentive for the directors, officers, employees, and consultants of the Company. The maximum number of shares which may be set aside for issuance under the Plan is 10% of the issued and outstanding common shares of the Company at the time of grant.

The exercise price of options granted under the Plan will be fixed by the Board at the time of grant, provided that such exercise price may not be less than the market price of the common shares as outlined in the Policies of the CSE. The options granted under the Plan will vest and be exercisable on a basis determined by the Board at the time of the grant and will be exercisable for a period not exceeding ten years.

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Stock option transactions are summarized as follows:

	Number	Weighted average exercise price
Balance, December 31, 2022	4,210,000	\$ 0.37
Granted ⁽¹⁾	1,425,000	0.27
Exercised ⁽²⁾	(1,200,000)	0.15
Expired	(850,000)	0.61
Forfeited	(550,000)	0.41
Balance, December 31, 2023	3,035,000	\$ 0.33
Granted ⁽³⁾	1,075,000	0.11
Granted ⁽⁴⁾	1,350,000	0.08
Cancelled ⁽⁵⁾	(1,345,000)	0.37
Balance, September 30, 2024	4,115,000	\$ 0.18

⁽¹⁾ 375,000 options were granted February 28, 2023 and vest as to; one quarter every 6 months from August 28, 2024. 1,050,000 options were granted September 22, 2023 and vest as to; one quarter every 6 months from March 22, 2024.

⁽²⁾ During the year ended December 31, 2023, 1,200,000 options were exercised for cash proceeds of \$180,000. \$16,800 of related stock-based compensation recognized on vested options before the exercises has been added to share capital and removed from contributed surplus.

⁽³⁾ 1,075,000 options were granted May 3, 2024 to certain directors, officers and employees of the Company and vest immediately with an exercise price of \$0.11. Options expire in 5 years.

⁽⁴⁾ 1,350,000 options were granted July 2, 2024 to certain directors, officers and employees of the Company and vest immediately with an exercise price of \$0.08. Options expire in 5 years.

⁽⁵⁾ 1,295,000 options were cancelled on May 21, 2024 with no consideration that had exercise prices between \$0.33 – \$0.41 and expired between May 16, 2027 and February 28, 2028. Upon cancellation, \$62,378 of stock-based compensation was recognized immediately in respect of the remaining unvested grant date fair value. 50,000 options were cancelled on June 30, 2024 due to employee terminations.

Information about the stock options outstanding and exercisable on September 30, 2024, are as follows:

Number of options – outstanding	Number of options - exercisable	Weighted average exercise price of outstanding options	Expiry date
100,000	100,000	\$0.41	May 16, 2027
40,000	40,000	\$0.62	June 1, 2025
500,000	500,000	\$0.34	August 15, 2027
1,050,000	525,000	\$0.25	September 22, 2028
1,075,000	1,075,000	\$0.11	May 3, 2029
1,350,000	1,350,000	\$0.08	June 28, 2029
4,115,000	3,590,000	\$0.18	

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*(Expressed in Canadian dollars)***ii. Stock-based compensation expense**

Compensation expense of \$110,313 and \$373,611 have been recognized for the three and nine months ended September 30, 2024 (September 30, 2023 - \$27,334 and \$137,706) has been recorded in the consolidated statement of loss with a corresponding increase in contributed surplus.

The weighted average fair value of options granted during the three and nine-months ended September 30, 2024 was estimated on the dates of grant to be \$0.09 using the Black-Scholes option pricing model with the following weighted average assumptions for grants as follows:

	Nine-months ended September 30, 2024
Risk-free interest rate	3.67%
Expected life of option	5.0 years
Expected dividend yield	0%
Expected volatility ^(a)	117%
Forfeiture rate	0%
Exercise price	\$0.10
Share price at grant date	\$0.10

^(a) The expected volatility was calculated using the Company's historic volatility and a weighted average volatility of similar public companies in the junior resource industry when applicable.

10. Related party transactions**(a) Related party transactions**

- i. For the three and nine-months ended September 30, 2023, the Company incurred \$15,000 and \$45,000 of chief executive officer consulting fees from a private company in which a former director and former officer was the private company's principal shareholder. These fees are included in management fees in the condensed interim consolidated statement of (gain)/loss. This relationship is no longer active as of September 2023.
- ii. For the three and nine months ended September 30, 2023, the Company incurred \$18,377 and \$55,130 of salaries for non-management personnel that had employment contracts with companies that previously shared senior management of the Company under a former organizational structure. This relationship is no longer active as of September 2023.
- iii. For the three and nine-months ended September 30, 2023, the Company received \$7,875 and \$23,625 of rent income from companies that previously shared senior management of the Company. The rent income results from office space expenses that the entities shared, and the amount is included in rent income in the consolidated statement of loss. The Company also owed \$1,815 to companies that shared senior management of the Company related to the shared office space expense and is included in accounts payable on the consolidated statement of financial position as at September 30, 2023. These relationships are no longer active as of September 2023.

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(b) Key management compensation

The remuneration of directors and management of the Company is set out below:

	Three-months ended September 30, 2024	Three-months ended September 30, 2023	Nine-months ended September 30, 2024	Nine-months ended September 30, 2023
Consulting fees, salaries, and benefits	\$ 128,249	\$ 116,093	\$ 413,354	\$ 363,404
Stock-based compensation	82,333	4,602	247,893	59,231
Total	\$ 215,582	\$ 120,695	\$ 661,247	\$ 422,635

11. Segmented information

The Company operated in two geographic segments: Canada and United States. Set out below is segmented information on a geographic basis.

The net losses/(gains) are as follows:

	Three-months ended September 30, 2024	Three-months ended September 30, 2023	Nine-months ended September 30, 2024	Nine-months ended September 30, 2023
Canada	\$ 471,864	\$ 353,918	\$ 439,107	\$ 1,304,222
United States	-	(369)	-	2,956
Total	\$ 471,864	\$ 353,549	\$ 439,107	\$ 1,307,178

The segmented non-current assets are as follows:

September 30, 2024				
	Canada	United States	Total	
Non-current assets	\$ 4,955,670	\$ 2,117,090	\$	7,072,760

December 31, 2023				
	Canada	United States	Total	
Non-current assets	\$ 4,244,033	\$ 2,074,275	\$	6,318,308

12. Financial risk management

The Company's activities expose it to certain financial risks, including credit risk, liquidity risk, and market risk. This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for managing risk. There were no changes to the Company's risk management policies or procedures during the three or nine-months ended September 30, 2024.

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a. Credit risk

Credit risk is the risk that a counterparty will fail to discharge an obligation and cause the Company to incur a financial loss. The Company's primary exposure to credit risk relates to its cash held with a major financial institution and its amounts receivable which primarily consist of amounts to be received from the Government of Canada.

Cash and cash equivalents consists of cash bank balances and term deposits. In order to manage credit risk, the Company holds cash balances and term deposits with a financial institution with a high credit rating.

The Company has determined the credit risk associated with amounts receivable is minimal as the amounts are due from the Government of Canada.

The Company's receivables are aged as follows:

Aging	September 30, 2024	December 31, 2023
Current (less than 90 days)	\$ 46,378	\$ 168,122
Past due (more than 90 days)	-	-
	\$ 46,378	\$ 168,122

Since the Company's receivables consist primarily of amounts due from the Government of Canada, the Company does not have an allowance for doubtful accounts as at September 30, 2024 and December 31, 2023, and believes all amounts will be collected in due course. The Company's historical expected credit loss is \$Nil. At September 30, 2024, the amount subject to credit risk relating to amounts receivable equates to their carrying value.

b. Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows and its holdings of cash.

The following is an analysis of the contractual maturities of the Company's financial liabilities as at September 30, 2024:

	Within one year	Between one and five years	More than five years	Total
Accounts payable and accrued liabilities	\$ 306,856	\$ -	\$ -	\$ 306,856
Preferred shares ⁽¹⁾	4,285,599	-	-	4,285,599
Total	\$ 4,592,455	\$ -	\$ -	\$ 4,592,455

⁽¹⁾ The preferred shares are classified as a current liability due to the optional redemption feature as described in Note 7.

c. Market risk

i. Foreign currency risk and sensitivity analysis

The Company is exposed to foreign currency risk on fluctuations related to cash and cash equivalents, accounts payable and preferred share liabilities that are denominated in USD. As at September 30, 2024, net financial liabilities totaling \$2,644,633 (December 31, 2023 – financial liabilities of \$1,301,000) were held in USD. The Company has not entered into any derivatives or contracts to hedge or otherwise mitigate this exposure.

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(Expressed in Canadian dollars)

Based on the above net exposure as at September 30, 2024 and assuming all other variables remain constant, a 2% depreciation or appreciation of the USD against the Canadian dollar would result in an increase or decrease of approximately \$71,400 (December 31, 2023 - \$26,020) in the Company's interim condensed consolidated statement of (gain)/loss for the three-months ended September 30, 2024.

ii. Commodity price risk

The nature of the Company's operations may expose the Company to commodity price risks when the Company begins production.

As at September 30, 2024, the Company has no derivative financial instruments. It may in the future enter into derivative financial instruments and in order to manage price risk, it will only enter into derivative financial instruments with highly rated investment grade counterparties.

iii. Interest rate risk

Interest rate risk is the risk the future cash flows will fluctuate as a result of changes in market interest rates. The Company is not exposed to interest rate cash flow risk as the Company had no variable rate interest-bearing debt as of September 30, 2024.

The Company is exposed to interest rate price risk as the preferred share liability has a fixed cumulative dividend rate.

13. Fair value determination of financial instruments

Due to their short term until maturity, at September 30, 2024, the carrying value of cash and cash equivalents, amounts receivable, and accounts payable and accrued liabilities approximate their fair value. The fair value of the preferred shares approximates its carrying amount due to their redeemable nature. The carrying value of the preferred share derivative approximates fair value as it is measured at fair value (note 7).

14. Capital management

The primary capital management objective of the Company is to ensure adequate working capital is available to fund both its helium exploration and development projects and its working capital requirements, while also seeking to minimize the risk-adjusted cost of capital.

Capital is raised and retained for the purposes and to the extent necessary to fund exploration and corporate overhead costs, subject to the availability of financing on acceptable terms. Given its objectives, the Company determines the amount of capital to be raised and retained based on the scope of its planned exploration activities and management's assessment of the expected availability of acceptably priced capital in future periods.

The Company defines capital as Shareholders' equity and the preferred shares that are currently classified as a liability until such time they are converted into common shares or redeemed. The Company's targeted capital structure at September 30, 2024 is 100% shareholders' equity.

The chief source of working capital is equity financing obtained through the sale of common and preferred shares and any related warrants. The Company from time to time may receive loans from related parties and trade credit, but such financial instruments are typically only supplementary to equity financings. In any case, the Company does not consider debt to be a sustainable source of capital, as in the absence of positive cash flows from operations; any debt obtained must be retired with funds raised through equity financing.

A significant measure used in assessing capital adequacy is the expected number of days of operations that can be funded from current working capital. Capital levels are deemed sufficient if they can fund the balance of the annual exploration and development goals and fund corporate overhead expenses in the near term. Considering the capital raised (note

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(Expressed in Canadian dollars)

9,11), management believes that there is sufficient capital to carry out its planned activities over the next twelve months, however the Company may raise additional capital in the future if terms are acceptable.

Equity financings will generally be limited to the extent that capital is available on acceptable terms. The acceptability of financing terms is generally determined by reference to the prevailing market price of the Company's shares. The terms on which the Company obtains financings are furthermore subject to the guidelines of the CSE.

There were no changes in the Company's approach to capital management during the three or nine-months ended September 30, 2024, or 2023 other than the addition of the preferred shares in 2023.

15. Supplemental information with respect to cash flows

There were no taxes paid for the three or nine-months ended September 30, 2024, and 2023.

As at September 30, 2024, cash and cash equivalents represents cash on deposit and term deposits of \$161,719 and \$678,414 respectively (December 31, 2023 - \$1,456,878 and \$1,329,450 respectively)

During the three and nine-months ended September 30, 2024, the Company had the following significant non-cash transactions:

- Unrealized gain on preferred share derivative of \$12,208 and \$1,240,503 respectively relating to the conversion feature of the preferred shares.