

**AMERICAN COPPER DEVELOPMENT CORPORATION**  
**CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

**SEPTEMBER 30, 2024**  
(Unaudited)

(Expressed in Canadian Dollars)

## **NOTICE TO READER**

Pursuant to National Instrument 51-102, Part 4, subsection 4.3(3)(a) issued by the Canadian Securities Administrators, if an auditor has not performed a review of condensed interim consolidated financial statements, they must be accompanied by a notice indicating that the condensed interim consolidated financial statements have not been reviewed by an auditor.

The condensed interim consolidated financial statements of the Company for the quarter ended September 30, 2024, have been prepared by and are the responsibility of the Company's management.

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

**AMERICAN COPPER DEVELOPMENT CORPORATION**  
**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**  
(Unaudited)  
(Expressed in Canadian Dollars)

	September 30, 2024	December 31, 2023
<b>ASSETS</b>		
<b>Current</b>		
Cash	\$ 186,408	\$ 1,523,045
Prepays and exploration advance (Note 4)	7,024	34,057
Receivable (Note 6)	14,813	42,301
	208,245	1,599,403
<b>Reclamation bond</b> (Note 5)	103,839	103,839
<b>Exploration and evaluation assets</b> (Note 3)	17,084,086	20,622,650
	\$ 17,396,170	\$ 22,325,892
 <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>Current liabilities</b>		
Accounts payable and accrued liabilities (Note 3 and 7)	\$ 543,148	\$ 2,708,390
<b>Non-current liabilities</b>		
Accrued liabilities (Note 3 and 7)	-	2,500,000
	543,148	\$ 5,208,390
<b>Shareholders' equity</b>		
Share capital (Note 9)	19,515,324	19,394,861
Contributed surplus (Note 9)	683,273	683,273
Deficit	(3,345,575)	(2,960,632)
	16,853,022	17,117,502
	\$ 17,396,170	\$ 22,325,892

**Nature and Continuance of Operations** (Note 1)

**On behalf of the Board:**

                  “Daniel Schieber”                                 Director

                  “Stuart Ross”                                         Director

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

**AMERICAN COPPER DEVELOPMENT CORPORATION**  
**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS**  
(Unaudited)  
(Expressed in Canadian Dollars)

	Three Months Ended September 30, 2024	Three Months Ended September 30, 2023	Nine Months Ended September 30, 2024	Nine Months Ended September 30, 2023
<b>EXPENSES</b>				
Consulting fees	\$ 78,278	\$ 124,992	\$ 240,938	\$ 398,987
Investor relations	1,040	4,754	13,098	257,124
Office	13,961	25,152	34,223	72,569
Professional fees	20,464	35,368	56,941	118,938
Rent	6,000	6,000	18,000	23,375
Regulatory and transfer agent	9,358	7,279	34,248	44,907
	(129,101)	203,545	(397,448)	(915,900)
Foreign exchange	(7,738)	(106,076)	(10,535)	(8,078)
Interest income	3,071	18,129	23,039	105,044
<b>Loss and comprehensive loss for the period</b>	(133,768)	(79,340)	(384,944)	(818,934)
<b>Loss per common share</b>				
-Basic and diluted	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.01)
<b>Weighted average number of common shares outstanding</b>				
-Basic and diluted	92,902,254	91,026,561	92,115,585	87,992,926

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

**AMERICAN COPPER DEVELOPMENT CORPORATION**  
**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Unaudited)  
(Expressed in Canadian Dollars)

	Nine Months Ended September 30, 2024	Nine Months Ended September 30, 2023
<b>CASH FLOWS TO OPERATING ACTIVITIES</b>		
Loss for the period	\$ (384,944)	\$ (818,934)
Changes in non-cash working capital items:		
Decrease (Increase) in accounts receivable	27,488	10,387
Increase in prepaids	27,033	378,060
Increase (Decrease) in accounts payable and accrued liabilities	(60,760)	27,190
Net cash used in operating activities	(391,183)	(403,297)
<b>CASH FLOWS TO INVESTING ACTIVITY</b>		
Exploration and evaluation assets	(945,454)	(4,927,956)
Reclamation bond	-	(106,147)
Net cash used in investing activity	(945,454)	(5,034,103)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from the issuance of shares, net of issue costs	-	35,000
Net cash provided by financing activity	-	35,000
<b>Net decrease in cash during the period</b>	<b>(1,336,637)</b>	<b>(5,402,400)</b>
<b>Cash, beginning of the year</b>	<b>1,523,045</b>	<b>7,248,150</b>
<b>Cash, end of the period</b>	<b>\$ 186,408</b>	<b>\$ 1,845,750</b>

**Supplemental disclosure with respect to cash flows (Note 10)**

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

**AMERICAN COPPER DEVELOPMENT CORPORATION**  
**CONSOLIDATION STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**  
(Expressed in Canadian Dollars)

	Share Capital		Contributed Surplus	Deficit	Total
	Number of shares	Amount			
Balance, December 31, 2022	82,487,431	\$ 17,320,300	\$ 701,584	\$ (1,856,950)	\$ 16,164,934
Property acquisition costs (Note 3)	8,250,000	2,021,250	-	-	2,021,250
Shares issued for cash (Note 9)	350,000	35,000	-	-	35,000
	-	-	-	-	-
Reclassification of reserve on exercise of warrants	-	18,311	(18,311)	-	-
Loss for the period	-	-	-	(818,934)	(818,934)
Balance, September 30, 2023	91,087,431	\$ 19,394,861	\$ 683,273	\$ (2,675,884)	\$ 17,402,250
	-	-	-	(284,748)	(284,748)
Loss for the year	-	-	-	(284,748)	(284,748)
Balance, December 31, 2023	91,087,431	\$ 19,394,861	\$ 683,273	\$ (2,960,632)	\$ 17,117,502
	-	-	-	-	-
Property acquisition costs (Note 3)	1,814,823	120,463	-	-	120,463
Loss for the period	-	-	-	(384,944)	(384,944)
Balance, September 30, 2024	92,902,254	\$ 19,515,324	\$ 683,273	\$ (3,345,576)	\$ 16,853,022

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

## 1. NATURE AND CONTINUANCE OF OPERATIONS

American Copper Development Corporation (the “Company”) was incorporated on February 5, 2020, under the laws of British Columbia. The Company’s head office is located at 710 – 1030 West Georgia Street, Vancouver, BC, and its registered and records office is located at 2600 – 1066 West Hastings Street, Vancouver, B.C. To date, the Company has not earned operating revenue. The Company trades on the Canadian Securities Exchange (“CSE”) under the trading symbol ACDX and the OTCQB under the symbol ACDXF.

The Company is in the process of acquiring and exploring exploration and evaluation assets and has not yet determined whether such properties contain reserves that are economically recoverable. The recoverability of the amounts shown for exploration and evaluation assets is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development of those reserves and upon future profitable production.

These financial statements are presented on a going concern basis, when contemplate the Company’s continuing capacity to realize its assets and discharge its liabilities in the normal course of business. As at September 30, 2024, the Company has no source of operating revenue and has a working capital deficit of \$334,903. The Company expects to incur further losses in the development of its operations. The Company’s ability to continue its operations and to realize its assets at their carrying values will likely be dependent upon it obtaining additional equity financing on terms which are acceptable to it or generating sufficient revenues to cover its operating costs. These factors are indicative of the existence of material uncertainties that may cast significant doubt as to the Company’s ability to continue as a going concern.

These financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and thus be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in these financial statements. Those differences would likely be material.

## 2. MATERIAL ACCOUNTING POLICY INFORMATION

### Statement of compliance and basis of presentation

The Board of Directors of the Company approved the condensed interim consolidated financial statements on November 19, 2024.

These condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) applicable to the preparation of interim financial statements, including International Accounting Standard (“IAS”) 34, “Interim Financial Reporting”. The condensed interim financial statements do not include all note disclosures required by IFRS for annual financial statements and should be read in conjunction with the annual financial statements for the year ended December 31, 2023, which have been prepared in accordance with IFRS as issued by the IASB. In the opinion of management, all adjustments considered necessary for fair presentation of the Company’s financial position, results of operations and cash flows have been included. Operating results for the nine-month period ended September 30, 2024, are not necessarily indicative of the results that may be expected for the year ending December 31, 2024.

These condensed interim consolidated financial statements have been prepared on a historical cost basis, except for financial instruments classified as held-for-trading, which are stated at their fair value. In addition, these condensed interim consolidated financial statements have been prepared using the accrual basis of accounting. These condensed interim consolidated financial statements are prepared in Canadian dollars.

These consolidated financial statements of the Company include the balances of its subsidiary, American Copper NMX, Inc. which is a 100% wholly owned subsidiaries.

**2. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd...)**

The Company consolidates its subsidiaries on the basis that it controls the subsidiaries through its ability to govern its financial and operating policies. All intercompany transactions and balances are eliminated on consolidation.

**Significant accounting judgements, estimates and assumptions**

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

Significant areas requiring the use of management judgements, estimates and assumptions include:

- The assessment of whether certain factors (both internal and external) would be considered an indicator of impairment and whether impairment testing is required on the exploration and evaluation assets.
- The determination that the Company will continue as a going concern for the next year.

**Future changes in accounting policy**

A number of new standards, and amendments to standards and interpretations, are not yet effective for the period ended September 30, 2024, and have not been applied in preparing the financial statements. These new standards are either not applicable or are not expected to have a significant impact on the Company's financial statements.



AMERICAN COPPER DEVELOPMENT CORPORATION  
NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS  
September 30, 2024  
(Expressed in Canadian Dollars)

**3. EXPLORATION AND EVALUATION ASSETS**

	<b>Chuchi (\$)</b>	<b>Lordsburg (\$)</b>	<b>Total (\$)</b>
<b>Acquisition costs</b>			
Balance, December 31, 2022	132,760	13,035,872	12,168,632
Cash	-	50,000	50,000
Claim maintenance	-	361,638	361,638
Common shares	2,021,250	-	2,021,250
Staking fees	-	118,945	118,945
Advanced royalties	-	65,335	65,335
Annual surface rental	-	25,394	25,394
Transaction costs	52,834	-	52,834
	<u>2,074,084</u>	<u>621,312</u>	<u>2,695,396</u>
Balance, December 31, 2023	<u>2,206,844</u>	<u>13,657,184</u>	<u>15,864,028</u>
Cash	-	715,000	715,000
Claim maintenance	-	236,597	236,597
Common shares	18,750	101,713	120,463
Annual surface rental	-	25,918	25,918
Property acquisition reduction	-	(5,000,000)	(5,000,000)
Acquisition obligation	-	350,000	350,000
	<u>18,750</u>	<u>(3,570,772)</u>	<u>(3,552,022)</u>
Balance, September 30, 2024	<u><b>2,225,594</b></u>	<u><b>10,086,412</b></u>	<u><b>12,312,006</b></u>
<b>Deferred exploration costs</b>			
Balance, December 31, 2022	217,432	686,787	904,219
Consulting	-	811	811
Drilling	-	2,794,224	2,794,224
Field	8,222	172,941	181,163
Geochemistry	-	218,101	218,101
Geological	-	558,395	558,395
Geophysical	-	130,058	130,058
BC METC refund	(28,349)	-	(28,349)
	<u>(20,127)</u>	<u>3,874,530</u>	<u>3,854,403</u>
Balance, December 31, 2023	<u><b>197,305</b></u>	<u><b>4,561,317</b></u>	<u><b>4,758,622</b></u>
Field	-	2,658	2,658
Geological	-	9,719	9,719
Consulting	-	1,080	1,080
	<u>-</u>	<u>13,458</u>	<u>13,458</u>
Balance, September 30, 2024	<u><b>197,305</b></u>	<u><b>4,574,775</b></u>	<u><b>4,772,080</b></u>
<b>Total exploration and evaluation assets:</b>			
December 31, 2023	<u><b>2,404,149</b></u>	<u><b>18,218,501</b></u>	<u><b>20,622,650</b></u>
September 30, 2024	<u><b>2,422,899</b></u>	<u><b>14,661,187</b></u>	<u><b>17,084,086</b></u>

**3. EXPLORATION AND EVALUATION ASSETS (cont'd...)**

**Lordsburg Property- Acquisition**

On August 9, 2022, the Company completed an asset purchase agreement (the “Transaction”) to acquire certain mineral property interests located in the State of New Mexico (the “Lordsburg Property”) from Pyramid Peak Mining, LLC (“PPM”), a wholly owned subsidiary of Waterton Precious Metals Fund II Cayman, LP, and Mason Resources (US) Inc. (“Mason”) for the following consideration:

- i. issuance to Mason of 9,896,591 common shares of the Company (valued at \$2,474,148) and the granting of a 0.5% net smelter return (“NSR”) royalty on all minerals produced from the lands purchased from PPM (except for certain excluded claims subject to a pre-existing NSR of 2%) and a 1.5% NSR royalty on all minerals produced from the lands purchased from Mason.; and
- ii. issuance to PPM or its designee of 16,280,000 common shares (valued at \$4,070,000), a cash payment of \$500,000, the granting of a 0.5% NSR royalty on all minerals produced from the lands purchased from Mason and the granting of a 1.5% NSR royalty on all minerals produced from the lands purchased from PPM (except for certain excluded claims subject to pre-existing NSRs between 2% and 5% and a production lease payment of \$0.50 for each ton of rock or gravel or a 0.5% NSR.). The Company also entered into a milestone payment rights agreement with PPM (the “Milestone Agreement”) whereby the Company will provide PPM with the transferable right to receive cash (or subject to the terms of the original Milestone Agreement, common shares). The original Milestone Agreement was amended on August 5, 2023 to extend the due date of the First Milestone Payment of \$1,000,000 to May 5, 2024 in consideration for the payment of monthly \$10,000 payments (paid) until the earlier of i) the completion by the Company of a minimum \$2,000,000 equity financing, and ii) May 5, 2024. The amount of the First Milestone Payment, and the dates and amounts of the subsequent Milestone payments, remained unchanged, those being \$1,500,000 on August 5, 2024, and \$2,500,00 on August 5, 2025. On May 7, 2024, the Company entered into an Amendment and Termination Agreement resulting in a \$4,600,000 reduction of the Milestone Payments. As consideration the Company will pay \$625,000 (paid), issue 1,564,823 common shares (issued), and then pay revised future Milestone Payments of \$50,000 in August 2024 (paid) and \$350,000 in August 2025. At December 31, 2023 and 2022 the milestone payments were accrued at their aggregate undiscounted amounts, as additional property acquisition costs, and divided into current and non-current components. The negotiated changes to the Milestone Payments were accounted for prospectively and as adjustments to property acquisition payments. The amounts incurred to renegotiate the payments were recorded as property acquisition payments as well.

The Lordsburg property is pledged as security against the property Milestone Payments due.

### 3. EXPLORATION AND EVALUATION ASSETS (cont'd...)

In conjunction with the Lordsburg acquisition the Company also assumed all obligations under an agreement dated October 7, 2020, between Soloro Cobalt and Gold Corporation and PPM, whereby PPM obtained the option to acquire a 100% undivided interest in the Soloro claims located contiguous to the claims comprising the Lordsburg property. To exercise the option the Company must pay US\$165,000 in advance royalties over a five-year period (US\$15,000 paid by PPM and US\$25,000 paid by the Company). The option period can be extended for an additional five years subject to an annual US\$100,000 advance royalty. The Company will also be responsible for all claim maintenance fees and must incur US\$250,000 in property exploration expenditures by April 30, 2023 (incurred), and an additional US\$1,500,000 by October 7, 2025. If the option period is extended the property exploration expenditures must be made by October 7, 2029.

In connection with the Lordsburg Property acquisition, the Company incurred \$270,426 of costs to complete the property acquisition, consisting of legal fees and a technical report, and paid a finder's fee on the property by issuing 1,720,000 common shares valued at \$430,000, all of which are recorded within exploration and evaluation assets as transaction costs.

#### **Lordsburg Property- Comstock Project**

Pursuant to a mining lease with option to purchase agreement dated December 1, 2022, the Company was granted a mining lease on the Comstock Project also located contiguous to the Lordsburg property described above. The mining lease has a five-year exploration period and a further five-year development period. To maintain the mining lease the Company will be responsible for property exploration expenditures, which will be at the discretion of the Company, pay US\$50,000 in Lease Payments over a five-year period (US\$10,000 paid) and pay US\$110,000 in advance royalties over a five-year period once the Company elects to enter the defined development period.

Pursuant to the mining lease the optionor will receive a 4.0% NSR royalty and the Company will have the right, at any time prior to commercial production, to purchase 2.0% of the NSR for an aggregate of US\$1,000,000. To exercise the option the Company must pay US\$3,000,000 in cash or cash equivalents, as mutually agreed upon, less any advance royalties or NSR amounts paid.

#### **Chuchi Project**

The principal properties comprising the Chuchi Project are Chuchi South and Chuchi West properties and are summarized below.

##### Chuchi South Property

Pursuant to an option agreement dated February 10, 2020, the Company was granted an option to acquire a 100% undivided interest in the Chuchi South Project, located in the Omineca Mining Division, British Columbia. To exercise the option the Company initially had to pay \$510,000 in cash, incur \$350,000 in exploration expenditures reimburse the optionor for \$20,000 in previous property expenditures (paid) and issue 1,500,000 of its common shares over a 5-year period (750,000 issued of which 250,000 were issued in 2023).

The Company amended and restated its agreement with the optioner, whereby the Company and Pacific Ridge Exploration ('PEX') may now jointly acquire a 100% undivided interest in the Chuchi South property. The Company will obtain a 49% interest by issuing additional 1,000,000 common shares in stages, and paying an additional \$150,000 in cash, on or before December 31, 2027.

Under this amended agreement, PEX will acquire a 51% interest in the property by paying the optioner \$100,000 in cash (including \$50,000 paid on signing) and agreeing to incur approximately \$3.97 million in exploration expenditures on the property, in stages prior to December 31, 2027.

**3. EXPLORATION AND EVALUATION ASSETS (cont'd...)**

Pursuant to the amended agreement the optionor will receive a 2.0% NSR royalty and the PEX and the Company will have the right at any time to purchase the NSR for an aggregate of \$1,500,000.

On February 13, 2028, and each subsequent anniversary of that date until commercial production begins, the Company and PEX will pay the optionor an advance royalty payment of \$25,000, where the cumulative advance royalty payments paid will be credited towards any future NSR payments due.

The Company and PEX will pay to the optionor \$1,500,000 upon completion of a feasibility study resulting in a positive decision to commence commercial production on the property.

Chuchi West Property

Pursuant to a purchase agreement dated March 3, 2023, the Company acquired a 100% undivided interest in the Chuchi West property, located contiguous to the Company's pre-existing Chuchi South property. As consideration, the Company issued 8,000,000 common shares to a third-party vendor.

The Company has granted PEX the option to also acquire a 51% interest in the Chuchi West Property if it satisfies the requirements in the amended agreement in respect to the Chuchi South property, as described above at Note 3. In addition, PEX has the option to increase its interest in both the Chuchi West and Chuchi South properties (collectively, 'the Properties') to 75% by paying the Company cash of \$400,000 and incurring \$4,000,000 in exploration expenditures on the Properties as follows:

- i. No later than January 30, 2028, pay the Company \$250,000.
- ii. On or before December 31, 2028, incurring additional exploration expenditures of not less than \$2,000,000 and paying the Company \$75,000.
- iii. On or before December 31, 2029, incurring additional exploration expenditures of not less than \$2,000,000 and paying the Company \$75,000.

The optionor of the Chuchi South property will also receive a 2.0% NSR royalty on the Chuchi West property and the Company and PEX will have the right at any time to purchase that NSR for an aggregate of \$1,500,000.

**4. PREPAIDS AND EXPLORATION ADVANCE**

The Company's prepaid expenses and exploration advances consists of the following:

	September 30, 2024	December 31, 2023
Prepaid expenses	\$ 7,024	\$ 34,057
Total	\$ 7,024	\$ 34,057

**5. RECLAMATION BOND**

The Company has a refundable reclamation bond related to its Lordsburg property in the state of New Mexico, USA for US\$78,511 (\$103,839) (2023 - \$103,839).

**6. ACCOUNTS RECEIVABLE**

The Company's receivable primarily arises from refundable sales tax receivables from government taxation authorities in Canada.

	September 30, 2024	December 31, 2023
GST receivable	\$ 14,813	\$ 40,489
Other receivable	-	1,812
<b>Total receivable</b>	<b>\$ 14,813</b>	<b>\$ 42,301</b>

**7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES**

	September 30, 2024	December 31, 2023
<b>Current Liability:</b>		
Trade payables	\$ 160,376	\$ 178,256
Accrued liabilities (1)	382,771	2,530,134
	\$ 543,147	\$ 2,708,390
<b>Non-current Liability:</b>		
Accrued Liabilities (1)	\$ -	\$ 2,500,000

(1) The Company entered into an Amendment and Termination Agreement on the Lordsburg Property, resulting in a \$4,600,000 reduction of the Milestone Payments. (Note 3).

**8. RELATED PARTY TRANSACTIONS**

Key management personnel include those people who have authority and responsibility for planning, directing and controlling the activities of the Company. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers. Key management personnel compensation for the period ended September 30, were:

	2024	2023
<b>Short-term benefits paid or accrued:</b>		
Consulting fees	\$ 191,937	\$ 82,374
<b>Total remuneration</b>	<b>\$ 191,937</b>	<b>\$ 82,374</b>

Included in accounts payable and accrued liabilities as at September 30, 2024 was \$2,320 (December 31, 2023 – \$9,333) owed to officers of the Company.

**9. SHARE CAPITAL AND RESERVES**

Authorized – Unlimited common shares without par value

During the period ended September 30, 2024, the Company had the following share capital transactions.

- (1) The Company issued 250,000 common shares for the acquisition of exploration and evaluation assets (Chuchi South Property) at a fair value of \$18,750 (Note 3).
- (2) The Company issued 1,564,823 common shares for the acquisition of exploration and evaluation assets (Lordsburg Property) at a fair value of \$101,713 (Note 3).

**9. SHARE CAPITAL AND RESERVES (cont'd...)**

During the year ended December 31, 2023, the Company had the following share capital transactions:

- (3) The Company issued 8,250,000 common shares for the acquisition of exploration and evaluation assets at a fair value of \$2,021,250 (Note 3).
- (4) The Company issued 350,000 common shares on the exercise of warrants for proceeds of \$35,000.

**Escrow Shares**

The Company has the following escrow share agreements:

At September 30, 2024, there were Nil (December 31, 2023 – 600,000) shares held in escrow with the Company's registrar and transfer agent. The common shares are subject to timed releases as follows:

- 10% released upon the date of listing on the CSE (listed on July 21, 2021)
- 15% released every six months thereafter until all escrow shares have been released (thirty-six months following the date of listing on the CSE).

At September 30, 2024, there were 3,598,978 (December 31, 2023 – 7,197,956) shares held in escrow with the Company's registrar and transfer agent. The common shares are subject to timed releases as follows:

- 10% released upon the date of a fundamental change (August 21, 2022)
- 15% released every six months thereafter until all escrow shares have been released (thirty-six months following the date of fundamental change).

**Stock Options**

The Company has adopted an incentive stock option plan, which provides that the Board of Directors of the Company may from time-to-time, at its discretion grant to directors, officers, employees and technical consultants to the Company, non-transferable stock options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed a rolling 10% of the Company's issued and outstanding common shares at the time the options are granted. Vesting of stock options is at the discretion of the Board of Directors. Stock options are exercisable for a maximum of 10 years.

As at September 30, 2024, the Company had stock options outstanding enabling the holder to acquire common shares as follows:

Number of Shares	Exercise Price	Expiry Date	Exercisable	Weighted Average Life Remaining
900,000	\$0.10	January 18, 2026	900,000	1.30
4,200,000	\$0.25	September 9, 2027	4,200,000	2.94
25,000	\$0.26	December 7, 2027	25,000	3.19
<u>5,125,000</u>			<u>5,125,000</u>	<u>2.66</u>

**9. SHARE CAPITAL AND RESERVES (cont'd...)**

Stock option transactions are summarized as follows:

	Number of Options	Weighted Average Exercise Price
As at September 30, 2024 and December 31, 2023	5,125,000	\$ 0.22

**Warrants**

The following common shares purchase warrants entitle the holder thereof to purchase one common share for each warrant. Warrant transactions are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price
As at December 31, 2022	385,000	\$ 0.25
Exercised	(350,000)	(0.10)
Expired	(35,000)	(0.25)
As at September 30, 2024 and December 31, 2023	-	\$ -

**10. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS**

Significant non-cash transactions during the period ended September 30, 2024;

- accrued \$350,000 of exploration and evaluation assets in accounts payable and accrued liabilities.
- issued 1,564,823 common shares for the acquisition of exploration and evaluation assets at a fair value of \$101,713.

Significant non-cash transactions during the period ended September 30, 2023;

- accrued \$764,820 of exploration and evaluation assets in accounts payable and accrued liabilities.
- issued 8,250,000 common shares for the acquisition of exploration and evaluation assets as a fair value of \$2,021,250.

**11. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT**

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data

**11. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (cont'd...)**

The fair value of cash is measured at Level 1 of the fair value hierarchy. The carrying value of accounts payable and accrued liabilities approximate their fair value because of the short-term nature of these instruments.

**Financial risk factors**

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

*Credit risk*

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and receivables. Management believes that the credit risk concentration with respect to financial instruments included in receivables is remote and has deposited cash in high credit quality financial institutions.

*Liquidity risk*

As of September 30, 2024, the Company had a cash balance of \$186,408 to settle current liabilities of \$543,148. The Company is exposed to liquidity risk.

*Market risk*

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

*Interest rate risk*

The Company has cash balances and no interest-bearing debt. The Company's current policy is to invest excess cash in investment-grade demand investments issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

*Foreign currency risk*

The Company is exposed to foreign currency risk on fluctuations related to assets, liabilities and expenditures that are denominated in USD.

*Price risk*

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's profit or loss due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on profit or loss and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices, individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company. Fluctuations in value may be significant.

**12. CAPITAL MANAGEMENT**

The Company defines the capital that it manages as the aggregate of share capital, contributed surplus and deficit.

The Company manages its capital structure and adjusts it, based on the funds available to the Company, in order to support the acquisition and exploration of exploration and evaluation assets. The Board of Directors does not establish 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.



**12. CAPITAL MANAGEMENT (cont'd...)**

The Company relies on the equity markets to fund its activities. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is enough economic potential and if it has adequate financial resources to do so. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company is not subject to externally imposed capital restrictions. There were no changes to the Company's approach to capital management during the period.