



**CULLINAN METALS CORP.**

**Condensed Interim Financial Statements**

Three and nine months ended March 31, 2024 and 2023  
(In Canadian Dollars)

**NOTICE OF NO AUDITOR REVIEW OF  
UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS**

In accordance with National instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the condensed interim financial statements, they must be accompanied by a notice indicating that an auditor has not reviewed the financial statements.

The accompanying unaudited condensed interim financial statements of the Company have been prepared by and are the responsibility of the Company's management. The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

# CULLINAN METALS CORP.

Condensed Interim Statements of Financial Position

As at March 31, 2024 and June 30, 2023

(Expressed in Canadian dollars)

	Notes	March 31, 2024	June 30, 2023
		\$	\$
Assets			
Current			
Cash and cash equivalents		163,520	711,085
Amounts receivable		53,864	83,190
Prepaid expenses		32,214	74,796
		249,598	869,071
Exploration and evaluation assets	3	262,200	274,000
<b>Total assets</b>		<b>511,798</b>	<b>1,143,071</b>
Liabilities			
Current liabilities			
Accounts payable and accrued liabilities		136,265	36,626
Flow-through premium liability	4	12,332	214,920
		148,597	251,546
Shareholders' equity			
Share capital	5	2,427,273	2,001,066
Obligation to issue shares		-	52,000
Reserves	5	406,230	286,841
Deficit		(2,470,302)	(1,448,382)
<b>Total equity</b>		<b>363,201</b>	<b>891,525</b>
<b>Total liabilities and equity</b>		<b>511,798</b>	<b>1,143,071</b>
Nature of operations and going concern	1		

Approved on behalf of the Board of Directors:

(Signed) "Richard Ko"  
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Director

(Signed) "Peter Born"  
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Director

## CULLINAN METALS CORP.

### Condensed Interim Statements of Loss and Comprehensive Loss

Three and nine months ended March 31, 2024 and 2023

(In Canadian Dollars)

	Notes	Three months ended		Nine months ended	
		2024	March 31, 2023	2024	March 31, 2023
		\$	\$	\$	\$
<b>Expenses</b>					
Consulting fees		-	22,500	-	50,425
Exploration and evaluation expenditures		-	-	881,046	-
General and administration		10,213	34,360	65,781	60,278
Investor relations and shareholder communications		15,000	243,245	48,304	328,493
Management fees	6	41,600	23,700	103,000	75,100
Professional fees	6	1,275	6,620	7,204	18,340
Regulatory and transfer agent fees		9,627	17,015	35,275	38,907
Share-based compensation	5(e)	6,501	107,875	20,577	180,432
Travel		-	-	46,817	-
<b>Loss before other items</b>		<b>(84,216)</b>	<b>(455,315)</b>	<b>(1,208,004)</b>	<b>(751,975)</b>
<b>Other income (expense)</b>					
Consulting		1,174	-	50,205	-
Flow-through share premium	4	-	-	273,879	-
Impairment of exploration and evaluation assets	3(c)	-	-	(138,000)	-
		1,174	-	186,084	-
<b>Loss for the period</b>		<b>(83,042)</b>	<b>(455,315)</b>	<b>(1,021,920)</b>	<b>(751,975)</b>
<b>Loss per share - basic and diluted</b>		<b>(0.01)</b>	<b>(0.02)</b>	<b>(0.03)</b>	<b>(0.03)</b>
<b>Weighted average number of common shares outstanding</b>		<b>32,493,126</b>	<b>26,536,878</b>	<b>30,449,285</b>	<b>23,982,686</b>

## CULLINAN METALS CORP.

Condensed Interim Statements of Changes in Equity

Nine months ended March 31, 2024 and 2023

(In Canadian Dollars)

	Notes	Share capital		Obligation to issue shares	Reserves			Deficit	Total
		Number	Amount		Stock options	Warrants	Total		
		#	\$	\$	\$	\$	\$	\$	
Balance, June 30, 2023		28,637,713	2,001,066	52,000	231,270	55,571	286,841	(1,448,382)	891,525
Shares issued for cash	5(b)	3,254,717	499,000	(52,000)	-	-	-	-	447,000
Share issue costs	5(b)	-	(38,747)	-	-	9,857	9,857	-	(28,890)
Flow-through share premium	4	-	(71,291)	-	-	-	-	-	(71,291)
Flow-through warrants	5(b)	-	(53,955)	-	-	53,955	53,955	-	-
Warrants issued	5(b)	-	(35,000)	-	-	35,000	35,000	-	-
Shares issued for exploration and evaluation assets	3, 5(b)	956,666	126,200	-	-	-	-	-	126,200
Share-based compensation	5(e)	-	-	-	20,599	-	20,599	-	20,599
Loss for the period		-	-	-	-	-	-	(1,021,942)	(1,021,942)
<b>Balance, March 31, 2024</b>		<b>32,849,096</b>	<b>2,427,273</b>	<b>-</b>	<b>251,869</b>	<b>154,383</b>	<b>406,252</b>	<b>(2,470,324)</b>	<b>363,201</b>
Balance, June 30, 2022		21,590,002	522,473		101,939	-	101,939	(377,442)	246,970
Shares issued for cash	4(b)	2,809,333	842,800		-	-	-	-	842,800
Share issuance costs		-	(42,585)		-	18,519	18,519	-	(24,066)
Shares issued for exploration and evaluation assets	3,4(b)	221,154	100,000		-	-	-	-	100,000
Exercise of warrants	4(b)	2,650,000	132,500		-	-	-	-	132,500
Exercise of options		100,000	9,448		(3,948)	-	(3,948)	-	5,500
Share-based compensation	4(e)	-	-		180,432	-	180,432	-	180,432
Loss for the period		-	-		-	-	-	(751,975)	(751,975)
<b>Balance, March 31, 2023</b>		<b>27,370,489</b>	<b>1,564,636</b>		<b>278,423</b>	<b>18,519</b>	<b>296,942</b>	<b>(1,129,417)</b>	<b>732,161</b>

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

## CULLINAN METALS CORP.

Condensed Interim Statements of Cash Flows  
Nine months ended March 31, 2024 and 2023  
(In Canadian dollars)

	Nine months ended March 31,	
	2024	2023
	\$	\$
Operating activities		
Loss for the period	(1,021,920)	(751,975)
Items not affecting cash		
Share-based compensation	20,577	180,432
Flow-through share premium	(273,879)	-
Impairment of exploration and evaluation assets	138,000	-
Changes in non-cash working capital items		
Amounts receivable	29,326	(13,712)
Prepaid expenses	42,582	(132,282)
Accounts payable and accrued liabilities	99,639	17,799
	(965,675)	(699,738)
Investing activities		
Acquisition of exploration and evaluation assets	-	(138,000)
Financing activities		
Shares issued for cash, net of share issuance costs	470,110	956,734
Share subscriptions	(52,000)	-
	418,110	956,734
(Decrease) Increase in cash and cash equivalents	(547,565)	118,996
Cash and cash equivalents, beginning of period	711,085	173,284
Cash and cash equivalents, end of period	163,520	292,280
Cash and cash equivalents consist of:		
Cash	134,770	292,280
GIC	28,750	-
Non-cash transactions:		
Exploration and evaluation expenditures in accounts payable	132,590	-
Shares issued for exploration and evaluation assets	956,666	100,000

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

# CULLINAN METALS CORP.

Notes to the Condensed Interim Financial Statements  
Three and nine months ended March 31, 2024 and 2023  
(In Canadian Dollars)

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## 1. Nature of Operations and Going Concern

### (a) Nature of operations

Cullinan Metals Corp. (the "Company") was incorporated pursuant to the provisions of the British Columbia Business Corporations Act on January 29, 2021. The address of the Company's registered office is 2200 – 885 West Georgia Street, Vancouver, British Columbia, V6C 3E8.

The Company is currently in the exploration stage of developing its exploration and evaluation properties and has not yet determined whether they contain mineral reserves that are economically recoverable.

### (b) Going concern

These financial statements have been prepared on the basis of accounting principles applicable to a going concern which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business.

For the nine months ended March 31, 2024, the Company had not commenced exploration activities, had no profits, had an accumulated deficit of \$2,470,302 (June 30, 2023 - \$1,448,382) and expects to incur further losses until it successfully develops its business. The Company's continuation as a going concern is dependent upon the successful results from its mineral property exploration activities, its ability to attain profitable operations and generate funds therefrom and raise equity capital or borrowings sufficient to meet current and future obligations. While the Company has been successful in securing financings in the past, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be available on acceptable terms.

The factors above indicate the existence of material uncertainties that may cast significant doubt regarding the Company's ability to continue as a going concern. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but not limited to twelve months from the end of the reporting period. Management is aware, in making its assessment, of material uncertainties related to events and conditions that may cast a significant doubt upon the Company's ability to continue as a going concern as described above, and accordingly, the appropriateness of the use of accounting principles applicable to a going concern. These financial statements do not include any adjustments to amounts and classification of assets and liabilities that may be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

## 2. Basis of Presentation and Measurement

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

## CULLINAN METALS CORP.

Notes to the Condensed Interim Financial Statements  
Three and nine months ended March 31, 2024 and 2023  
(In Canadian Dollars)

### 2. Basis of Presentation and Measurement (continued)

The Financial Statements should be read in conjunction with the Company's annual financial statements as at and for the year ended June 30, 2023 (the "Annual Financial Statements"). The accounting policies and critical estimates applied by the Company in the Financial Statements are the same as those applied in the Annual Financial Statements. The Financial Statements do not include all the information required for full annual financial statements, however, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Company's financial position and performance since the most recent Annual Financial Statements.

The Financial Statements were approved and authorized for issue by the Board of Directors of the Company on May 9, 2024.

### 3. Exploration and Evaluation Assets

As at March 31, 2024, the Company had interests in the following exploration and evaluation assets:

	Lac Chavigny (a)	Lac des Iles (b)	Smiley (c)	Wakeman (d)	Total
	\$	\$	\$	\$	\$
Balance, June 30, 2022	70,000	-	-	-	70,000
Acquisition					
Cash	-	50,000	88,000	-	138,000
Common shares	-	50,000	50,000	36,000	136,000
Impairment	(70,000)	-	-	-	(70,000)
Balance, June 30, 2023	-	100,000	138,000	36,000	274,000
Acquisition					
Common shares	-	100,000	-	26,200	126,200
Impairment	-	-	(138,000)	-	(138,000)
Balance, March 31, 2024	-	200,000	-	62,200	262,200

#### (a) Lac Chavigny Gold Property ("Lac Chavigny")

On February 28, 2021, the Company entered into an option agreement to acquire Lac Chavigny located in Quebec. The Company may acquire a 100% interest in the property by making aggregate cash payments of \$150,000 and issuing an aggregate of 1,400,000 common shares for a period of eighteen months and completing exploration expenditures of \$575,000 over a period of twenty-eight months.

During the year ended June 30, 2023, the Company recorded an impairment loss of \$70,000 on Lac Chavigny as a result of management's decision to not incur any further expenditures on the property. The estimated recoverable amount of Lac Chavigny as at March 31, 2024 was \$Nil (June 30, 2023 - \$Nil).



## CULLINAN METALS CORP.

Notes to the Condensed Interim Financial Statements  
Three and nine months ended March 31, 2024 and 2023  
(In Canadian Dollars)

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### 3. Exploration and Evaluation Assets (continued)

#### (b) Lac des Iles West Graphite Property (“Lac des Îles”)

On September 22, 2022, the Company entered into an option agreement with Geomap Exploration Inc. (“Geomap”) to acquire Lac des Iles located in Quebec. The Company may acquire a 100% interest in Lac des Iles for the following consideration:

- (i) Cash payments of \$150,000:
  - \$50,000 upon Exchange approval (paid);
  - \$50,000 on September 22, 2023 (deferred); and
  - \$50,000 on September 22, 2024.
  
- (ii) Issuance of common shares equivalent to a value of \$350,000:
  - Common shares with a value of \$50,000 upon Exchange approval (subject to a one-year resale restriction) (125,000 shares issued);
  - Common shares with a value of \$100,000 on September 22, 2023 (400,000 shares issued); and
  - Common shares with a value of \$200,000 on September 22, 2024.
  
- (iii) Completion of \$425,000 in exploration expenditures:
  - \$50,000 by September 22, 2023 (completed);
  - \$125,000 by September 22, 2024 (completed); and
  - \$250,000 by September 22, 2025.

The agreement is subject to a 2% NSR royalty, of which, 1% can be repurchased by the Company for \$1,000,000.

As of March 31, 2024, the Company paid \$50,000 and issued an aggregate of 525,000 common shares with a fair value of \$150,000 towards the acquisition of Lac des Iles (Note 5). The vendor of Lac des Iles agreed to defer the Company’s option payment of \$50,000 due September 22, 2023, until the Company’s completion of a non-flow-through financing of at least \$500,000.

During the three and nine months ended March 31, 2024, the Company incurred exploration costs of \$Nil and \$166,853, respectively, (three and nine months ended March 31, 2023 - \$Nil and \$Nil) on Lac des Iles. Note 7

On December 13, 2023, the Company entered into a letter of intent with Air Carbon Raw Materials Inc. (“Air Carbon”) whereby the Company has agreed to option Lac des Îles to Air Carbon. Air Carbon may acquire a 100% interest in Lac des Îles by delivering to Cullinan an aggregate of \$406,827, 2,500,000 common shares of Air Carbon and \$2,000,000 in the form of cash or common shares of Air Carbon or a combination thereof upon Air Carbon’s completion of a resource estimate within 24 months of signing of a definitive agreement. In addition, Air Carbon will assume all of the Company’s obligations in the original option agreement with Geomap.

## CULLINAN METALS CORP.

Notes to the Condensed Interim Financial Statements  
Three and nine months ended March 31, 2024 and 2023  
(In Canadian Dollars)

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### 3. Exploration and Evaluation Assets (continued)

#### (c) Smiley Lithium Property ("Smiley")

On October 27, 2022, the Company entered into an option agreement to acquire Smiley located in Ontario. The Company may acquire a 100% interest in Smiley by making aggregate cash payments of \$2,388,000 over a period of three years and issuing aggregate common shares equivalent to a value of \$175,000 within a one-year period.

During the three and nine months ended March 31, 2024, the Company recognized an impairment loss of \$Nil and \$138,000, respectively, on Smiley as a result of management's decision to not incur any further expenditures on the property. The estimated recoverable amount of Smiley as at March 31, 2024 was \$Nil.

#### (d) Wakeman Lake Lithium Property ("Wakeman")

On June 5, 2023, the Company entered into an option agreement to acquire Wakeman located in Ontario (the "Wakeman Agreement"). The Company may acquire a 100% interest in Wakeman by paying an aggregate of \$110,000 and issuing 210,000 common shares (160,000 common shares issued with a fair value of \$37,200) over a period of two years.

On March 5, 2024, the payment obligations under the Wakeman Agreement were amended as follows:

- (i) Issuance of common shares equivalent to a value of \$50,000:
  - common shares equivalent to a value of \$25,000 on March 5, 2024 (416,666 shares issued); and
  - common shares equivalent to a value of \$25,000 on March 5, 2025.
- (ii) Issuance of 50,000 common shares on or before March 5, 2025.
- (iii) Payment of \$50,000 upon discovery of spodumene mineralization on Wakeman.

The agreement is subject to a 1.5% NSR royalty, of which, 0.5% can be repurchased by the Company for \$500,000.

As at March 31, 2024, the Company issued an aggregate of 576,666 common shares with a fair value of \$62,200 towards the acquisition of Wakeman. Note 5

#### (e) Letters of Intent (LOIs)

During the year ended June 30, 2023, the Company entered into LOIs with third parties to acquire interests in several lithium properties located in Ontario and Quebec. Pursuant to the terms of the LOIs, the Company was granted the right to conduct a full due diligence investigation on the properties, including sampling and exploration. Upon the discovery of spodumene mineralization on the properties (the "Discovery"), the parties will enter into either option or property purchase agreements to acquire such properties. The considerations for the acquisitions will be negotiated between the parties after the Discovery.

## CULLINAN METALS CORP.

Notes to the Condensed Interim Financial Statements  
Three and nine months ended March 31, 2024 and 2023  
(In Canadian Dollars)

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### 3. Exploration and Evaluation Assets (continued)

#### (e) Letters of Intent (LOIs) (continued)

During the three and nine months ended March 31, 2024, the Company incurred exploration costs on the Ontario properties of \$Nil and \$225,742, respectively, and on the Quebec properties of \$Nil and \$484,283, respectively. Note 7

### 4. Flow-through Premium Liability

The Company issues flow-through ("FT") shares with any resulting FT premium recorded as FT share premium liability. The liability is subsequently reduced when the required qualifying Canadian Exploration Expenditures ("CEE") are incurred, and the recovery of the FT share premium is recorded as income.

As at March 31, 2024, the Company is required to incur \$191,058 of qualifying CEE until December 31, 2024. If the Company is unable to meet this deadline, it will be subject to Part XII.6 taxes in accordance with the Canadian Income Tax Act.

A continuity of the FT premium liability as at March 31, 2024 and June 30, 2023 is as follows:

	March 31, 2024	June 30, 2023
	\$	\$
Balance, beginning of period	214,920	-
FT premium liability on flow-through shares issued	71,291	239,320
CEE incurred and recorded as FT share premium income	(273,879)	(24,400)
Balance, end of period	12,332	214,920

### 5. Share Capital and Reserves

#### (a) Authorized

Unlimited common shares without par value.

#### (b) Issued and outstanding

As at March 31, 2024, the Company's issued and outstanding share capital consisted of 32,849,096 (June 30, 2023 – 28,637,713) issued and fully paid common shares.

## CULLINAN METALS CORP.

Notes to the Condensed Interim Financial Statements  
Three and nine months ended March 31, 2024 and 2023  
(In Canadian Dollars)

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### 5. Share Capital and Reserves (continued)

#### (b) Issued and outstanding (continued)

Nine months ended March 31, 2024

- (i) On September 20, 2023, the Company completed a non-brokered private placement of 100,000 units at a price of \$0.52 per unit for gross proceeds of \$52,000. Each unit consisted of one common share and one warrant exercisable at a price of \$0.70 per share until September 20, 2028. The Company recognized a residual value of \$27,000 for the warrants.
- (ii) On September 20, 2023, the Company issued 400,000 common shares with a fair value of \$100,000 towards the acquisition of Lac des Îles. Note 3(b)
- (iii) On October 20, 2023, the Company completed a non-brokered private placement of 754,717 flow-through ("FT") units at a price of \$0.265 per FT unit for gross proceeds of \$200,000. Each FT unit consisted of one FT common share and one-half of one non-flow-through ("NFT") warrant. Each whole NFT warrant is exercisable at \$0.40 per share until October 20, 2025.

A FT premium liability of \$59,320 was recorded representing the difference between the total fair value of the FT Shares of \$120,755 and NFT warrants of \$19,925 on the date of issuance and the cash consideration received for the flow-through units. The fair value of the NFT warrant was estimated using the Black-Scholes option pricing model with the following assumptions: risk free rate of 4.8%; dividend yield of 0%; stock price volatility of 101%; and an expected life of 2 years.

The Company renounced the CEE of \$200,000 to the purchasers of the flow-through common shares with an effective date of December 31, 2023. During the nine months ended March 31, 2024, the Company incurred CEE of \$200,000 and as a result, recognized a FT share premium income of \$59,320 (Note 4).

Total share issue costs with respect of the private placement were \$16,026 consisting of \$12,000 cash and 45,283 finder's warrants with a fair value of \$4,026. The finder's warrants are exercisable at \$0.30 per share until October 20, 2026. The fair value of the finder's warrants was estimated using the Black-Scholes option pricing model with the following assumptions: risk free rate of 4.8%; dividend yield of 0%; stock price volatility of 107%; and an expected life of 3 years.

- (iv) On October 20, 2023, the Company completed a non-brokered private placement of 200,000 units at a price of \$0.20 per unit for gross proceeds of \$40,000. Each unit consisted of one common share and one warrant exercisable at \$0.30 per share until October 20, 2026. The Company recognized a residual value of \$8,000 for the warrants.

Total share issue costs with respect to the private placement were \$3,467 which consisted of \$2,400 and 12,000 finder's warrants with a fair value of \$1,067. The finder's warrants are exercisable at \$0.30 per share until October 20, 2026.

## CULLINAN METALS CORP.

Notes to the Condensed Interim Financial Statements  
Three and nine months ended March 31, 2024 and 2023  
(In Canadian Dollars)

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### 5. Share Capital and Reserves (continued)

#### (b) Issued and outstanding (continued)

- (v) On December 19, 2023, the Company completed a non-brokered private placement of 2,300,000 FT units at a price of \$0.09 per FT unit for gross proceeds of \$207,000. Each FT unit consisted of one FT common share and one-half of one NFT warrant. Each whole NFT warrant is exercisable at \$0.12 per share until December 19, 2025.

A FT premium liability of \$11,970 was recorded representing the difference between the total fair value of the FT Shares of \$161,000 and NFT warrants of \$34,030 on the date of issuance and the cash consideration received for the flow-through units. The fair value of the NFT warrant was estimated using the Black-Scholes option pricing model with the following assumptions: risk free rate of 4%; dividend yield of 0%; stock price volatility of 102%; and an expected life of 2 years.

The Company renounced the CEE of \$207,000 to the purchasers of the FT Shares with an effective date of December 31, 2023. The Company is required to incur the CEE until December 31, 2024. During the nine months ended March 31, 2024, the Company incurred CEE of \$36,035 and as a result, recognized a FT share premium income of \$2,084 (Note 4).

Total share issue costs with respect to the private placement were \$19,254 consisting of \$14,490 and 161,000 finder's warrants with a fair value of \$4,764. The finder's warrants are exercisable at \$0.12 per share until December 19, 2025. The fair value of the finder's warrants was estimated using the Black-Scholes option pricing model with the following assumptions: risk free rate of 4%; dividend yield of 0%; stock price volatility of 102%; and an expected life of 2 years.

- (vi) During the nine months ended March 31, 2024, the Company issued an aggregate of 456,666 with a fair value of \$26,200 towards the acquisition Wakeman. Note 3(d)

Nine months ended March 31, 2023

- (vii) On September 20, 2022, the Company closed a non-brokered private placement of 1,663,333 units at a price of \$0.30 per unit for gross proceeds of \$499,000. Each unit consisted of one common share and one share purchase warrant exercisable at a price of \$0.40 per share until September 20, 2024.
- (viii) On October 24, 2022, the Company issued 125,000 common shares with a fair value of \$50,000 towards the acquisition of Lac des Îles. Note 3(b)
- (ix) On November 14, 2022, the Company issued 96,154 common shares with a fair value of \$50,000 towards the acquisition of Smiley. Note 3

## CULLINAN METALS CORP.

Notes to the Condensed Interim Financial Statements  
Three and nine months ended March 31, 2024 and 2023  
(In Canadian Dollars)

### 5. Share Capital and Reserves (continued)

#### (b) Issued and outstanding (continued)

- (x) On December 28, 2022, the Company closed a non-brokered private placement of 1,146,000 units at a price of \$0.30 per unit for gross proceeds of \$343,800. Each unit consisted of one common share and one-half of one share purchase warrant, with each whole warrant exercisable at a price of \$0.60 per share until December 28, 2024.

Total share issuance costs with respect to the private placement were of \$42,585 which consisted of finder's fees of \$24,066 and 80,220 finder's warrants with a fair value of \$18,519. The finder's warrants are exercisable at \$0.60 per share until December 28, 2024.

- (xi) An aggregate of 2,650,000 common shares were issued for gross proceeds of \$132,500 pursuant to exercise of warrants.
- (xii) An aggregate of 100,000 common shares were issued for gross proceeds of \$5,500 pursuant to exercise of options. The fair value of the options of \$3,948 was reclassified from reserves to share capital on the exercise of these options.

#### (c) Escrowed securities

In connection with the IPO, 400,002 common shares and 400,000 warrants held by principals of the Company were deposited in escrow. On the listing date of February 17, 2022, 10% of these shares and warrants were released from escrow with 15% of the remaining securities are to be released every 6 months following February 17, 2022. As at March 31, 2024, 120,001 common shares and 120,001 warrants were held in escrow.

#### (d) Warrants

Each warrant entitles the holder to purchase one common share of the Company. A summary of the status of the warrants outstanding follows:

	Warrants	Weighted average exercise price
	#	\$
Balance, June 30, 2022	15,000,000	0.05
Issued	2,666,553	0.47
Exercised	(2,650,000)	0.05
Balance, June 30, 2023	15,016,553	0.12
Issued	2,045,642	0.22
Balance, March 31, 2024	17,062,195	0.13

## CULLINAN METALS CORP.

Notes to the Condensed Interim Financial Statements  
Three and nine months ended March 31, 2024 and 2023  
(In Canadian Dollars)

### 5. Share Capital and Reserves (continued)

#### (d) Warrants (continued)

The following table summarizes the warrants outstanding as at March 31, 2024:

Exercise Price	Expiry date	Warrants
\$		#
0.05	April 23, 2026	4,081,250
0.05	June 30, 2026	8,268,750
0.12	December 19, 2025	1,311,000
0.30	October 20, 2026	257,283
0.40	September 20, 2024	1,663,333
0.40	October 20, 2025	377,359
0.60	December 28, 2024	653,220
0.60	June 12, 2025	312,500
0.40	June 12, 2025	37,500
0.70	September 20, 2028	100,000
		17,062,195

As at March 31, 2024, the weighted average remaining contractual life of the warrants was 1.94 years.

#### (e) Stock options

The Company has a rolling incentive stock option plan (the "Plan") which provides that the aggregate maximum number of common shares that may be issued upon the exercise of options granted under the Plan shall not exceed 10% of the Company's issued and outstanding shares. The exercise price of any options granted under the Plan is determined by the Board but shall not be less than the exercise price permitted by the Exchange. Options have expiry dates of no later than ten years from the date of grant.

A summary of the status of the options outstanding follows:

	Options	Weighted average exercise price
	#	\$
Balance, June 30, 2022	950,000	0.15
Granted	670,000	0.40
Exercised	(100,000)	0.055
Balance, June 30, 2023 and March 31, 2024	1,520,000	0.27

## CULLINAN METALS CORP.

Notes to the Condensed Interim Financial Statements  
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(In Canadian Dollars)

### 5. Share Capital and Reserves (continued)

#### (e) Stock options (continued)

The following table summarizes the options outstanding and exercisable as at March 31, 2024:

Exercise Price (\$)	Expiry date	Options outstanding (#)	Options exercisable (#)
0.055	March 1, 2026	600,000	600,000
0.40	June 9, 2027	250,000	250,000
0.40	October 28, 2027	670,000	418,750
		1,520,000	1,268,750

As at March 31, 2024, the weighted average remaining contractual life of the options was 2.91 years.

During three and nine months ended March 31, 2024, the Company recorded share-based compensation of \$6,523 and \$20,599, respectively (three and nine months ended March 31, 2023 - \$107,875 and \$180,432, respectively) for stock options granted and vested during the periods.

The fair value of the stock options granted during the respective periods below was estimated using the Black-Scholes option pricing with the following weighted average assumptions:

	Three months ended March 31,		Nine months ended March 31,	
	2024	2023	2024	2023
Risk-free annual interest rate	-	3.19%	-	3.54%
Expected annual dividend yield	-	0%	-	0%
Expected stock price volatility	-	128%	-	126.5%
Expected life of options (years)	-	3.69	-	4
Forfeiture rate	-	0%	-	0%
Fair value per option	-	\$0.55	-	\$0.55

### 6. Related Party Transactions

The Company's key management personnel have the authority and responsibility for planning, directing and controlling the activities of the Company, and is comprised of the Company's Board of Directors and executive officers. Key management compensation for the three and nine months ended March 31, 2024 and 2023 consisted of fees paid to the Company's:

	Three months ended March 31,		Nine months ended March 31,	
	2024	2023	2024	2023
	\$	\$	\$	\$
CEO	22,500	22,500	67,500	67,500
Former CEO	-	-	-	4,000
Director	1,200	1,200	3,600	3,600
Corporate Secretary & SVP Finance	17,900	-	31,900	-
	41,600	23,700	103,000	75,100
Share based compensation	-	162	-	1,551



## CULLINAN METALS CORP.

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### 7. Exploration and Evaluation Expenditures

Nine months ended March 31, 2024:

	Lac des Iles	Smiley	Wakeman	LOI – Ontario	LOI – Quebec	Total
	\$	\$	\$	\$	\$	\$
Geological mapping, prospecting and sampling	160,351	-	-	186,017	436,387	782,755
Equipment rental	1,812	-	-	32,445	43,276	77,533
Professional fees	4,690	3,800	368	7,280	4,620	20,758
	166,853	3,800	368	225,742	484,283	881,046

### 8. Fair Value of Financial Instruments

As at March 31, 2024, the Company's financial instruments consist of cash and cash equivalents, amounts receivable and accounts payable and accrued liabilities. The carrying amounts of these financial instruments approximate fair value due to their immediate or short-term maturity.