



## **CULLINAN METALS CORP.**

### **Financial Statements**

Years ended June 30, 2024 and 2023  
(In Canadian Dollars)

## INDEPENDENT AUDITOR'S REPORT

To the Shareholders of  
Cullinan Metals Corp.

### *Opinion*

We have audited the accompanying financial statements of Cullinan Metals Corp. (the "Company"), which comprise the statements of financial position as at June 30, 2024 and 2023, and the statements of loss and comprehensive loss, changes in shareholders' equity, and cash flows for the years then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Company as at June 30, 2024 and 2023, and its financial performance and its cash flows for the years then ended, in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board.

### *Basis for Opinion*

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained in our audit is sufficient and appropriate to provide a basis for our opinion.

### *Material Uncertainty Related to Going Concern*

We draw attention to Note 1 of the financial statements, which indicates that for the year ended June 30, 2024, the Company had no profits, had a deficit of \$2,562,308, and expects to incur further losses until it successfully develops its business. As stated in Note 1, these events and conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

### *Key Audit Matters*

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Except for the matter described in the Material Uncertainty Related to Going Concern section, we have determined that there are no other key audit matters to communicate in our auditor's report.

### *Other Information*

Management is responsible for the other information. The other information obtained at the date of this auditor's report includes Management's Discussion and Analysis.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.



In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### ***Responsibilities of Management and Those Charged with Governance for the Financial Statements***

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS Accounting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

### ***Auditor's Responsibilities for the Audit of the Financial Statements***

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:


- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Zachary Faure.

A handwritten signature in black ink that reads "Davidson & Company LLP". The signature is written in a cursive, flowing style.

Vancouver, Canada

Chartered Professional Accountants

October 28, 2024

# CULLINAN METALS CORP.

Statements of Financial Position

As at June 30, 2024 and 2023

(Expressed in Canadian dollars)

	Notes	2024	2023
		\$	\$
<b>Assets</b>			
<b>Current</b>			
Cash and cash equivalents		73,928	711,085
Amounts receivable		54,238	83,190
Prepaid expenses		48,607	74,796
		176,773	869,071
Exploration and evaluation assets	4	262,200	274,000
<b>Total assets</b>		<b>438,973</b>	<b>1,143,071</b>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Accounts payable and accrued liabilities		149,114	36,626
Flow-through premium liability	5	12,332	214,920
		161,446	251,546
<b>Shareholders' equity</b>			
Share capital	6	2,427,273	2,001,066
Obligation to issue shares		-	52,000
Reserves	6	412,562	286,841
Deficit		(2,562,308)	(1,448,382)
<b>Total equity</b>		<b>277,527</b>	<b>891,525</b>
<b>Total liabilities and equity</b>		<b>438,973</b>	<b>1,143,071</b>
Nature of operations and going concern	1		
Subsequent event	4(b)		

Approved on behalf of the Board of Directors:

(Signed) "Richard Ko"

Director

(Signed) "Peter Born"

Director

## CULLINAN METALS CORP.

Statements of Loss and Comprehensive Loss

Years ended June 30, 2024 and 2023

(In Canadian Dollars)

	Notes	2024	2023
		\$	\$
Expenses			
Consulting fees		-	77,925
Exploration and evaluation expenditures	8	881,046	55,926
General and administration	7	69,851	84,951
Investor relations and shareholder communications		58,304	483,083
Management fees	7	144,500	104,800
Professional fees	7	28,304	37,851
Regulatory and transfer agent fees		44,279	47,525
Share-based compensation	6, 7	26,909	133,279
Travel		46,817	-
Loss before the undernoted		(1,300,010)	(1,025,340)
Other income (expense)			
Consulting and interest income		50,205	-
Flow-through share premium	5	273,879	24,400
Impairment of exploration and evaluation assets	4	(138,000)	(70,000)
		186,084	(45,600)
Loss		(1,113,926)	(1,070,940)
Loss per share - basic and diluted		(0.04)	(0.04)
Weighted average number of common shares outstanding		31,052,557	26,057,208

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

## CULLINAN METALS CORP.

Statements of Changes in Equity  
 Years ended June 30, 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	6	3,354,717	499,000	(52,000)	-	-	-	-	447,000
Share issue costs	6	-	(38,747)	-	-	9,857	9,857	-	(28,890)
Flow-through share premium	5	-	(71,291)	-	-	-	-	-	(71,291)
Flow-through warrants	6	-	(53,955)	-	-	53,955	53,955	-	-
Warrants issued	6	-	(35,000)	-	-	35,000	35,000	-	-
Shares issued for exploration and evaluation assets	4, 6	856,666	126,200	-	-	-	-	-	126,200
Share-based compensation	6	-	-	-	26,909	-	26,909	-	26,909
Loss		-	-	-	-	-	-	(1,113,926)	(1,113,926)
<b>Balance, June 30, 2024</b>		<b>32,849,096</b>	<b>2,427,273</b>	<b>-</b>	<b>258,179</b>	<b>154,383</b>	<b>412,562</b>	<b>(2,562,308)</b>	<b>277,527</b>
Balance, June 30, 2022		21,590,002	522,473	-	101,939	-	101,939	(377,442)	246,970
Shares issued for cash	6	3,956,557	1,562,802	-	-	-	-	-	1,562,802
Share issuance costs	6	-	(90,767)	-	-	23,501	23,501	-	(67,266)
Shares subscription		-	-	52,000	-	-	-	-	52,000
Flow-through shares premium	6	-	(239,320)	-	-	-	-	-	(239,320)
Flow-through warrants	6	-	(32,070)	-	-	32,070	32,070	-	-
Shares issued for exploration and evaluation assets	4, 6	341,154	136,000	-	-	-	-	-	136,000
Exercise of warrants	6	2,650,000	132,500	-	-	-	-	-	132,500
Exercise of options	6	100,000	9,448	-	(3,948)	-	(3,948)	-	5,500
Share-based compensation	6	-	-	-	133,279	-	133,279	-	133,279
Loss		-	-	-	-	-	-	(1,070,940)	(1,070,940)
<b>Balance, June 30, 2023</b>		<b>28,637,713</b>	<b>2,001,066</b>	<b>52,000</b>	<b>231,270</b>	<b>55,571</b>	<b>286,841</b>	<b>(1,448,382)</b>	<b>891,525</b>

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

## CULLINAN METALS CORP.

Statements of Cash Flows  
Years ended June 30, 2024 and 2023  
(In Canadian dollars)

	2023	2022
	\$	\$
Operating activities		
Loss	(1,113,926)	(1,070,940)
Items not affecting cash		
Share-based compensation	26,909	133,279
Flow-through shares premium	(273,879)	(24,400)
Impairment of exploration and evaluation assets	138,000	70,000
Changes in non-cash working capital items	-	
Amounts receivable	28,952	(70,449)
Prepaid expenses	26,189	(44,796)
Accounts payable and accrued liabilities	112,488	49,571
	(1,055,267)	(957,735)
Investing activities		
Acquisition of exploration and evaluation assets	-	(138,000)
Financing activities		
Shares issued for cash, net of share issuance costs	418,110	1,633,536
Increase in cash and cash equivalents	(637,157)	537,801
Cash and cash equivalents, beginning of year	711,085	173,284
Cash and cash equivalents, end of year	73,928	711,085
Non-cash transactions:		
Shares issued for exploration and evaluation assets	126,200	136,000
Flow-through premium liability	71,291	239,320
Fair value of flow-through warrants	53,955	-
Residual value of warrants	35,000	-
Fair value of finder's warrants	9,857	-

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



# CULLINAN METALS CORP.

Notes to the Financial Statements  
Years ended June 30, 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 year ended June 30, 2024, the Company had not commenced exploration activities, had no profits, had an accumulated deficit of \$2,562,308 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 financial statements have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IASB").

The financial statements have been prepared on a historical cost basis, except for certain financial instruments, which are measured at their fair value. In addition, the financial statements have been prepared using the accrual basis of accounting. The financial statements are presented in Canadian dollars unless otherwise noted. The functional and presentation currency of the Company is the Canadian dollar.

# CULLINAN METALS CORP.

Notes to the Financial Statements  
Years ended June 30, 2024 and 2023  
(In Canadian Dollars)

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

The financial statements were approved and authorized for issue by the Board of Directors of the Company on October 28, 2024.

## 3. Material Accounting Policy Information

### (a) Cash and cash equivalents

Cash and cash equivalents consist of cash on deposit with banks, demand deposits and money market instruments with maturities of three months or less, which are readily convertible into cash and are subject to insignificant changes in value. Cash and cash equivalents are designated as financial assets at amortized cost. As at June 30, 2024, the Company held \$28,750 (2023 - \$28,750) in cash equivalents.

### (b) Share capital

Cash consideration received from the issuance of units, consisting of common shares and share purchase warrants, are first allocated to common shares based on the quoted market value of the common shares at the time the units are priced, and the balance, if any, is allocated to the attached warrants under the residual method. Transaction costs directly attributable to the issuance of common shares are recognized as a deduction from share capital. Proceeds received for shares that have not yet been issued as at the reporting date are recorded as share subscriptions.

Shares issued for non-monetary consideration are recorded at fair value of the goods or services received. When such fair value cannot be estimated reliably, fair value is measured based on the quoted market value of the Company's shares on the date of share issuance. Warrants issued as purchase consideration in non-monetary transactions are recorded at fair value using the Black-Scholes option pricing model.

### (c) Flow-through shares

The Company issues flow-through common shares to finance qualifying Canadian exploration expenses. Pursuant to the Canadian Income Tax Act and the terms of the flow-through share agreements, the renunciation of qualifying Canadian exploration expenses to flow-through shareholders transfers the tax deductibility of the qualifying exploration expenditures to investors. In flow-through financing arrangements where there is a difference between the market price of the Company's shares on the closing date of the financing and the cash consideration received, the difference is initially accounted for as a liability. As qualifying exploration expenditures are incurred, the Company derecognizes the liability and recognizes a corresponding income amount. Where the flow-through shares have attached share purchase warrants, the Company measures the common share at its fair value and the difference between the value of the common share and the value of the flow-through unit is allocated between the warrant and the liability. A related deferred tax expense and the associated liability are also recognized at the time the expenditures are incurred for accounting purposes.

# CULLINAN METALS CORP.

Notes to the Financial Statements  
Years ended June 30, 2024 and 2023  
(In Canadian Dollars)

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## 3. Material Accounting Policy Information (continued)

### (d) Share-based compensation

Stock options issued to employees are measured at fair value at the grant date and are recognized as an expense over the relevant vesting periods with a corresponding credit to share reserves.

Stock options issued to non-employees are measured at the fair value of goods or services received or the fair value of equity instruments issued if it is determined that the fair value of the goods or services cannot be reliably measured. The fair value of non-employee stock options is recorded as an expense at the date the goods or services are received with a corresponding credit to share reserves.

The fair value of options is calculated using the Black-Scholes option pricing model. When determining the fair value of stock options, management is required to make certain assumptions and estimates related to expected lives, volatility, risk-free rate, future dividend yields and estimated forfeitures at the initial grant date.

The number of options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest. Upon the exercise of stock options, proceeds received from stock option holders are recorded as an increase to share capital and the related share reserve is transferred to share capital. When the stock options are forfeited or expire unexercised, the amount previously recognized in the reserve is transferred to deficit.

### (e) Loss per share

The Company calculates basic earnings or loss per share by dividing net income or loss by the weighted average number of common shares outstanding during the reporting period. The Company follows the treasury stock method for the calculation of diluted earnings per share. Stock options, share purchase warrants, and other equity instruments are dilutive when the average market price of the common shares during the period exceeds the exercise price of the options, warrants and other equity instruments. When a loss has been incurred, basic and diluted loss per share is the same because the exercise of options and warrants would be anti-dilutive.

Diluted earnings per share is computed in a manner similar to basic earnings per share except that the weighted average shares outstanding are increased to include additional shares from restricted and deferred stock units and the assumed exercise of stock options and warrants, if dilutive.

# CULLINAN METALS CORP.

Notes to the Financial Statements  
Years ended June 30, 2024 and 2023  
(In Canadian Dollars)

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## 3. Material Accounting Policy Information (continued)

### (f) Exploration and evaluation assets

#### (i) Exploration properties

Exploration properties represent properties for which the Company has not yet performed sufficient exploration work to determine whether significant mineralization exists. Exploration properties are carried at the cost of acquisition and included in exploration and evaluation assets. Exploration expenditures incurred on such properties are expensed as incurred as exploration expenditures in profit or loss. Examples of exploration expenditures that are expensed under this policy include topographical, geological, geochemical and geophysical studies, exploratory drilling, trenching, and sampling.

#### (ii) Evaluation properties

Evaluation properties represent properties for which the Company has identified a mineral resource or reserves of such quantity and grade or quality that it has reasonable prospects for economic extraction. Mineral resource and reserves are considered to have reasonable prospects for economic extraction when the Company has sufficient information to determine that extraction is viable and feasible at expected long-term metal prices. Expenditures made in relation to evaluating the technical feasibility and commercial viability of extracting a mineral resource or reserve are capitalized and included in exploration and evaluation assets. Evaluation expenditures include the costs of drilling, sampling and other costs related to defining and delineating the mineral deposit.

When the technical feasibility and commercial viability of the extraction of mineral resources or reserves associated with the Company's evaluation properties are demonstrable and management has made a decision to proceed with development, the capitalized costs associated with evaluation assets are reclassified from exploration and evaluation assets to mineral properties, and are tested for impairment at that time.

#### (iii) Amortization and depletion

Exploration and evaluation assets are not subject to depletion or amortization, but rather are tested for impairment when circumstances indicate that the carrying value may not be recoverable.

# CULLINAN METALS CORP.

Notes to the Financial Statements  
Years ended June 30, 2024 and 2023  
(In Canadian Dollars)

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## 3. Material Accounting Policy Information (continued)

### (g) Impairment of non-financial assets

Exploration and evaluation assets are tested for impairment when circumstances indicate that the carrying value may not be recoverable. When facts and circumstances suggest that the carrying amount of an asset exceeds its recoverable amount, the Company performs an impairment test by comparing the recoverable amount to the carrying amount of the relevant exploration and evaluation property. The recoverable amount is the higher of fair value less costs to sell and value in use. When the carrying value exceeds the recoverable amount of the relevant exploration and evaluation property, an impairment charge is recorded and the property is written down to its recoverable amount. In addition, exploration and evaluation assets are tested for impairment at the date they are transferred to mineral properties, plant and equipment.

Non-financial assets other than goodwill that have suffered an impairment are evaluated for possible reversal of the impairment whenever events or changes in circumstances indicate that the impairment may have reversed.

### (h) Reclamation and remediation provisions

The Company's mining and exploration activities are subject to various laws and regulations governing the protection of the environment. The Company recognizes the cost of future reclamation and remediation as a liability when: the Company has a legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and a reasonable estimate of the obligation can be made. The liability is measured initially by discounting expected costs to the net present value using pre-tax rates and risk assumptions specific to the liability. The resulting cost is capitalized to the carrying value of the related assets or expensed to profit or loss where there is no carrying value of the related assets, or where the cost is not recoverable. In subsequent periods, the liability is adjusted for accretion of the discount with the offsetting amount charged to the statement of comprehensive income as a finance cost. Any change in the amount or timing of the underlying cash flows is adjusted to the carrying value of the liability, with the offsetting amount recorded as an adjustment to the reclamation and remediation provision cost included in mineral properties or exploration, evaluation and development expenses. Any amount charged to the carrying value of assets is depreciated over the remaining life of the relevant assets.

It is reasonably possible that the ultimate cost of remediation and reclamation could change in the future due to uncertainties associated with defining the nature and extent of environmental disturbance, the application of laws and regulations by regulatory authorities, changes in remediation technology and changes in discount rates. The Company reviews its reclamation and remediation provision at least annually and as evidence becomes available indicating that its expected reclamation and remediation costs may have changed. Any such changes in costs could materially impact the future amounts recorded as reclamation and remediation provision.

# CULLINAN METALS CORP.

Notes to the Financial Statements  
Years ended June 30, 2024 and 2023  
(In Canadian Dollars)

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## 3. Material Accounting Policy Information (continued)

### (h) Reclamation and remediation provisions (continued)

As at June 30, 2024 and 2023, the Company did not have any reclamation and remediation liabilities.

### (i) Financial instruments

#### (i) Recognition and classification

The Company recognizes a financial asset or financial liability on the statement of financial position when it becomes party to the contractual provisions of the financial instrument. The Company classifies its financial instruments in the following categories: at fair value through profit or loss ("FVTPL"), at fair value through other comprehensive (loss) income ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of financial assets is generally based on the business model in which the financial assets are managed and their contractual cash flow characteristics.

Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI.

All financial assets not classified as measured at amortized cost or FVTOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost or at FVTOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or the Company has opted to measure them at FVTPL.

#### (ii) Measurement

##### Initial measurement

On initial recognition, all financial assets and financial liabilities are measured at fair value adjusted for directly attributable transaction costs except for financial assets and liabilities classified as FVTPL, in which case the transaction costs are expensed as incurred.

# CULLINAN METALS CORP.

Notes to the Financial Statements  
Years ended June 30, 2024 and 2023  
(In Canadian Dollars)

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## 3. Material Accounting Policy Information (continued)

### (i) Financial instruments (continued)

#### (ii) Measurement (continued)

Subsequent measurement

The following accounting policies apply to the subsequent measurement of financial instruments:

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses including any interest or dividend income, are recognized in profit or loss. Transaction costs are expensed as incurred.
Financial assets at amortized cost	These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are never reclassified to profit or loss.
Debt investments at FVOCI	These assets are subsequently measured at fair value. Interest income is calculated using the effective interest rate method; foreign exchange gains and losses and impairment are recognized in profit or loss. Other net gains and losses are recognized in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.
Financial liabilities at amortized cost	These are subsequently measured at amortized cost using the effective interest method. Other financial liabilities are derecognized when the obligations are discharged, cancelled, or expired.

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# CULLINAN METALS CORP.

Notes to the Financial Statements  
Years ended June 30, 2024 and 2023  
(In Canadian Dollars)

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## 3. Material Accounting Policy Information (continued)

### (i) Financial instruments (continued)

#### (iii) Impairment of financial instruments

The Company assesses at each reporting date whether there is objective evidence that a financial asset or a group of financial assets is impaired.

For financial assets measured at amortized cost, and debt investments at FVOCI, the Company applies the expected credit loss model. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in profit or loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

### (j) Income taxes

Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded using the liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the date of financial position.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset deferred tax assets against deferred tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.



# CULLINAN METALS CORP.

Notes to the Financial Statements  
Years ended June 30, 2024 and 2023  
(In Canadian Dollars)

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## 3. Material Accounting Policy Information (continued)

### (k) Significant accounting judgments, estimates and assumptions

The preparation of financial statements in conformity with IFRS requires management to exercise judgment and to make estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, revenues and expenses. Estimates and associated assumptions are based on historical experience and other factors. Actual results may differ from these estimates.

Estimates and underlying assumptions are continually evaluated for reasonableness and relevancy. Where revisions to accounting estimates are required, they are recognized in the period in which the estimates are revised for the current as well as future periods that are affected.

Significant judgments, estimates and assumptions that have the most significant effect on the amounts recognized in the financial statements are described below:

#### (i) Going concern

The assessment of whether the going concern assumption is appropriate requires management to take 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. The Company is aware that material uncertainties exist related to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

#### (ii) Share-based compensation

The fair value of equity instruments is subject to the limitations of the Black-Scholes option pricing model as well as other pricing models that incorporate market data and involves uncertainty in estimates used by management in the assumptions. Because option pricing models require inputs of highly subjective assumptions, including the volatility of the Company's share price, expected life of options, and rate of forfeiture of awards granted, changes in subjective input assumptions can materially affect the fair value estimate.

#### (iii) Impairment of exploration and evaluation assets

Exploration and evaluation assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable through future exploitation or sale. Such circumstances include the period for which the Company has the right to explore in a specific area, actual and planned exploration expenditures, results of exploration, whether an economically-viable operation can be established and significant negative industry or economic trends.

# CULLINAN METALS CORP.

Notes to the Financial Statements  
Years ended June 30, 2024 and 2023  
(In Canadian Dollars)

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## 3. Material Accounting Policy Information (continued)

### (k) Significant accounting judgments, estimates and assumptions (continued)

#### (iv) Deferred tax assets

Deferred tax assets, including those arising from unutilized tax losses, require management to assess the likelihood that the Company will generate sufficient taxable earnings in future periods in order to utilize recognized deferred tax assets. Assumptions about the generation of future taxable profits depend on management's estimates of future cash flows. In addition, future changes in tax laws could limit the ability of the Company to obtain tax deductions in future periods. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Company to realize the net deferred tax assets recorded at the reporting date could be impacted. The Company has recorded a full valuation allowance against its deferred tax assets due to the uncertainty in the realization of these assets.

### (l) New accounting standards and interpretations

New standards adopted during the year

The Company adopted the following amendments to accounting standards, which are effective for annual reporting periods beginning on or after January 1, 2023:

Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2) – the amendments require that an entity discloses its material accounting policies, instead of its significant accounting policies. Further amendments explain how an entity can identify a material accounting policy.

The amendment was applied effective July 1, 2023 and did not have a material impact on the Company's consolidated financial statements.

New accounting standards issued but not yet effective:

IFRS 18 - Presentation and Disclosure in Financial Statements

IFRS 18 is effective for reporting periods beginning on or after January 1, 2027. It introduces several new requirements that are expected to impact the presentation and disclosure of most, if not all, entities. The Company is in the process of assessing the impact on the financial statements of the new standard.

# CULLINAN METALS CORP.

Notes to the Financial Statements  
Years ended June 30, 2024 and 2023  
(In Canadian Dollars)

## 4. Exploration and Evaluation Assets

As at June 30, 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, June 30, 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, 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 June 30, 2024 was \$Nil (2023 - \$Nil).

### (b) Lac des Îles 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 Îles located in Quebec. The Company may acquire a 100% interest in Lac des Îles 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 (deferred).
- (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 (deferred).

# CULLINAN METALS CORP.

Notes to the Financial Statements  
Years ended June 30, 2024 and 2023  
(In Canadian Dollars)

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## 4. Exploration and Evaluation Assets (continued)

### (b) Lac des Îles West Graphite Property ("Lac des Îles") (continued)

- (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.

During the year ended June 30, 2024, the Company paid \$Nil (2023 - \$50,000) and issued an aggregate of 400,000 (2023 - 125,000) common shares with a fair value of \$100,000 (2023 - \$50,000) towards the acquisition of Lac des Îles.

Geomap agreed to defer the Company's option payment of \$50,000 due on September 22, 2023 until the Company's completion of a non-flow-through financing of at least \$500,000.

During the year ended June 30, 2024, the Company incurred exploration costs of \$166,853 (2023 - \$54,900) on Lac des Îles. Note 8

On April 22, 2024, the Company entered into an Assignment and Assumption Agreement (the "Assignment Agreement") with Air Carbon Raw Materials Inc. ("Air Carbon") whereby Air Carbon may acquire a 100% interest in Lac des Îles by delivering to Cullinan an aggregate of \$406,827 upon signing of the Assignment Agreement, 2,500,000 common shares of Air Carbon upon receipt of regulatory approval 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. In addition, Air Carbon will assume all of the Company's obligations in the original option agreement with Geomap. Subsequent to June 30, 2024, the Company and Air Carbon agreed to extend the cash, share and other option payments to December 15, 2024.

Subsequent to June 30, 2024, Geomap agreed to defer the Company's option payment of \$50,000 due on September 22, 2024, until the Company's completion of a non-flow-through financing of at least \$700,000. In addition, Geomap also agreed to defer the option payment of \$200,000 worth of common shares of the Company until the Assignment Agreement with Air Carbon has closed.

### (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 year ended June 30, 2024, the Company recognized an impairment loss of \$138,000 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 June 30, 2024 was \$Nil.

## CULLINAN METALS CORP.

Notes to the Financial Statements  
Years ended June 30, 2024 and 2023  
(In Canadian Dollars)

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

#### (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 (amended, see below) 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.

During the year ended June 30, 2024, the Company issued an aggregate of 456,666 (2023 – 120,000) common shares with a fair value of \$26,200 (2023 - \$36,000) towards the acquisition of Wakeman.

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

During the year ended June 30, 2024, 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.

During the year ended June 30, 2024, the Company incurred exploration costs of \$225,742 (2023 - \$Nil) on the Ontario properties and \$484,283 (2023 - \$Nil) on the Quebec properties. Note 8

During the year ended June 30, 2024, the Company terminated the LOIs.

# CULLINAN METALS CORP.

Notes to the Financial Statements  
Years ended June 30, 2024 and 2023  
(In Canadian Dollars)

## 5. 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 June 30, 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 June 30, 2024 and 2023 is as follows:

	2024	2023
	\$	\$
Balance, beginning of year	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 year	12,332	214,920

## 6. Share Capital and Reserves

### (a) Authorized

Unlimited common shares without par value.

### (b) Issued and outstanding

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

Year ended June 30, 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 4(b)

# CULLINAN METALS CORP.

Notes to the Financial Statements  
Years ended June 30, 2024 and 2023  
(In Canadian Dollars)

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## 6. Share Capital and Reserves (continued)

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

- (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 \$59,321 was recorded representing the difference between the total fair value of the FT Shares of \$120,754 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 year ended June 30, 2024, the Company incurred CEE of \$200,000 and as a result, recognized a FT share premium income of \$59,321 (Note 5).

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.

- (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.

# CULLINAN METALS CORP.

Notes to the Financial Statements  
Years ended June 30, 2024 and 2023  
(In Canadian Dollars)

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## 6. Share Capital and Reserves (continued)

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

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 year ended June 30, 2024, the Company incurred CEE of \$36,035 and as a result, recognized a FT share premium income of \$2,084 (Note 5).

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 year ended June 30, 2024, the Company issued an aggregate of 456,666 with a fair value of \$26,200 towards the acquisition Wakeman. Note 4(d)

Year ended June 30, 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 4(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 4(c)
- (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. The fair value of the broker warrants was estimated at \$0.23 per share using the Black-Scholes option pricing model based on the following weighted average assumptions at the time of issuance: risk free rate of 4.03%; dividend yield of 0%; stock price volatility of 85.52%; and an expected life of 2 years.



# CULLINAN METALS CORP.

Notes to the Financial Statements  
Years ended June 30, 2024 and 2023  
(In Canadian Dollars)

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## 6. Share Capital and Reserves (continued)

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

- (xi) On May 8, 2023, the Company closed a non-brokered private placement of 522,224 flow-through common shares ("FT Shares") at a price of \$0.90 per FT Share for gross proceeds of \$470,002. The Company paid finder's fees of \$28,200 related to the offering.

The Company is required to incur \$470,002 of qualifying Canadian Exploration Expenditures ("EE") until December 31, 2024, and renounce the CEE to the purchasers of the FT Shares with an effective date of December 31, 2023. A flow-through premium liability of \$208,890 was recorded representing the difference between the fair value of the FT Shares on the date of issuance and the cash consideration received for the FT Shares. As at June 30, 2023, pursuant to eligible FT expenditures incurred, the FT premium liability was reduced by \$24,400 and a corresponding amount was recognized in income during the year ended June 30, 2023.

During the year ended June 30, 2024, the Company incurred additional eligible FT expenditures of \$415,102 and reduced the liability by \$184,490.

- (xii) On June 12, 2023, the Company completed a non-brokered private placement of 625,000 FT units at a price of \$0.40 per FT unit for gross proceeds of \$250,000. Each FT unit consisted of one FT Share and one-half of one non-flow-through ("FT") warrant. Each whole NFT warrant is exercisable into one NFT common share at \$0.60 per NFT share until June 12, 2025.

Total share issue costs with respect of the offering were \$19,982 which consisted of finder's fees of \$15,000 and 37,500 finder's warrants with a fair value of \$4,982. 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 4.4%; dividend yield of 0%; stock price volatility of 94%; and an expected life of 2 years.

The Company is required to incur \$250,000 of qualifying CEE until December 31, 2024, and renounce the CEE to the purchasers of the flow-through common shares with an effective date of December 31, 2023. A flow-through premium liability of \$30,430 was recorded representing the difference between the total fair value of the FT Shares of \$187,500 and NFT warrants of \$32,070 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 4.4%; dividend yield of 0%; stock price volatility of 94%; and an expected life of 2 years.

No eligible flow-through expenditures were incurred during the year ended June 30, 2023. During the year ended June 30, 2024, the Company incurred additional eligible FT expenditures of \$229,909 and reduced the liability by \$27,984.

- (xiii) On June 19, 2023, the Company issued 120,000 common shares with a fair value of \$36,000 with respect to the Wakeman property option agreement. Note 4(d)

# CULLINAN METALS CORP.

Notes to the Financial Statements  
Years ended June 30, 2024 and 2023  
(In Canadian Dollars)

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## 6. Share Capital and Reserves (continued)

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

(xiv) An aggregate of 2,650,000 common shares were issued for gross proceeds of \$132,500 pursuant to exercise of warrants.

(xv) 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 June 30, 2024, 120,001 common shares (2023 - 240,001) and 120,001 warrants (2023 - 240,001) 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, June 30, 2024	17,062,195	0.13

## CULLINAN METALS CORP.

Notes to the Financial Statements  
Years ended June 30, 2024 and 2023  
(In Canadian Dollars)

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

#### (d) Warrants (continued)

The following table summarizes the warrants outstanding as at June 30, 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 <sup>(1)</sup>	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

<sup>(1)</sup> These warrants expired unexercised subsequent to June 30, 2024.

As at June 30, 2024, the weighted average remaining contractual life of the warrants was 1.66 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 2024	1,520,000	0.27

## CULLINAN METALS CORP.

Notes to the Financial Statements  
Years ended June 30, 2024 and 2023  
(In Canadian Dollars)

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

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

The following table summarizes the options outstanding and exercisable as at June 30, 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	502,500
		1,520,000	1,352,500

As at June 30, 2024, the weighted average remaining contractual life of the options was 2.65 years.

During year ended June 30, 2024, the Company recorded share-based compensation of \$26,909 (2023 - \$133,279) for stock options granted and vested.

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

	2024	2023
Risk-free annual interest rate	-	3.52%
Expected annual dividend yield	-	0%
Expected stock price volatility	-	113%
Expected life of options (years)	-	3.54
Forfeiture rate	-	0%

The Company measures the fair value of services rendered by non-employees indirectly with reference to the fair value of the options granted with the measurement date being the date the counterparty rendered the service. In this regard, the Company estimated the fair value of non-employees' services at each reporting period until fully earned.

During the year ended June 30, 2024, the Company recognized share-based compensation of \$22,090 (2023 - \$104,335) related to stock options granted and vested to non-employees which are revalued during the year on each vesting date. The fair value of share-based compensation to non-employees was estimated using the Black-Scholes option pricing model with the following weighted average assumptions:

	2024	2023
Risk-free annual interest rate	4.14%	3.12%
Expected annual dividend yield	-	-
Expected stock price volatility	119%	129%
Expected life of options (years)	2.70	3.62
Forfeiture rate	0	0

# CULLINAN METALS CORP.

Notes to the Financial Statements  
Years ended June 30, 2024 and 2023  
(In Canadian Dollars)

## 7. 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 years ended June 30, 2024 and 2023 consisted of fees paid to the Company's:

	2024	2023
	\$	\$
CEO fees	90,000	90,000
Former CEO fees	-	4,000
Director's fees	4,800	4,800
Share based compensation	-	1,551
	94,800	100,351

## 8. Exploration and Evaluation Expenditures

Year ended June 30, 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

During the year ended June 30, 2023, the Company incurred exploration expenditures on the Lac des Iles of \$54,900.

## 9. Capital Management

The Company's objectives for the management of capital are to safeguard the Company's ability to continue as a going concern, including the preservation of capital, and to achieve reasonable returns on invested cash after satisfying the objective of preserving capital.

The Company considers its cash to be its manageable capital. The Company's policy is to maintain sufficient cash and deposit balances to cover operating costs over a reasonable future period. The Company accesses capital markets as necessary and may also raise additional funds where advantageous circumstances arise. The Company currently has no externally-imposed capital requirements. There were no changes to the Company's approach to capital management during the year ended June 30, 2024.

# CULLINAN METALS CORP.

Notes to the Financial Statements  
Years ended June 30, 2024 and 2023  
(In Canadian Dollars)

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## 10. Fair Value of Financial Instruments

As at June 30, 2024, the Company's financial instruments consist of cash and cash equivalents, amounts receivable and accounts payable and accrued liabilities which are all classified as financial instruments at amortized cost. The carrying amounts of these financial instruments approximate fair value due to their immediate or short-term maturity.

The Company classifies the fair value of these financial instruments according to the following hierarchy based on the amount of observable inputs used to value the instrument:

Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2 – Fair value measurements are those derived from inputs other than quoted prices that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (derived from prices). The Company does not have any financial instruments classified under Level 2.

Level 3 – Valuations in the level are those with inputs for the asset or liability that are not based on observable market data. The Company does not have any financial instruments classified under Level 3.

During the year ended June 30, 2024, there were no transfers of amounts between level 1, 2 and 3 of the fair value hierarchy.

## 11. Financial Instruments Risk

The Company's financial instruments are exposed to the following risks:

### (a) Credit Risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company's cash is held with highly rated and reputable Canadian financial institutions and with a lawyer's trust account, and therefore, are not subject to credit risk.

The Company's maximum exposure to credit risk is equal to the carrying amounts of cash and amounts receivable.

### (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 manages liquidity risk through its capital management as outlined in Note 9 to the financial statements. At present, the Company's operations do not generate positive cash flows. The Company's primary source of funding has been the issuance of equity securities through private placements. Despite previous success in acquiring these financings, there is no guarantee of obtaining future financings.

# CULLINAN METALS CORP.

Notes to the Financial Statements  
Years ended June 30, 2024 and 2023  
(In Canadian Dollars)

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## 11. Financial Instruments Risk (continued)

### (c) Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, commodity and equity prices and foreign exchange rates. The Company is not exposed to price risk.

### (d) Interest Rate Risk

Interest rate risk consists of two components:

- (i) To the extent that payments made or received on the Company's monetary assets and liabilities are affected by changes in the prevailing market interest rates, the Company is exposed to interest rate cash flow risk.
- (ii) To the extent that changes in prevailing market rates differ from the interest rates on the Company's monetary assets and liabilities, the Company is exposed to interest rate price risk.

As at June 30, 2024, the Company did not have any financial instruments subject to significant interest rate risk.

## 12. Income Tax

A reconciliation of current income taxes at statutory rates with the reported taxes is as follows:

	2024	2023
	\$	\$
Loss before taxes	(1,113,926)	(1,079,940)
Canadian statutory tax rate	27.00%	27.00%
Expected income tax (recovery)	(301,000)	(289,000)
Change in statutory, foreign tax, foreign exchange rates and others	1,000	-
Permanent differences	7,000	29,000
Impact of flow-through shares	238,000	15,000
Share issuance costs	(19,000)	(18,000)
Change in unrecognized deductible temporary differences	74,000	263,000
Total income tax expense	-	-

## CULLINAN METALS CORP.

Notes to the Financial Statements  
Years ended June 30, 2024 and 2023  
(In Canadian Dollars)

### 12. Income Tax (continued)

The significant components of the Company's deferred tax assets that have not been included on the consolidated statement of financial position are as follows:

	2024	2023
	\$	\$
Exploration and evaluation assets	56,000	19,000
Share issue costs	48,000	47,000
Non-capital Losses	337,000	301,000
	441,000	367,000
Unrecognized deferred tax assets	(441,000)	(367,000)
Net deferred tax assets	-	-

The significant components of the Company's temporary differences, unused tax credits and unused tax losses that have not been included on the consolidated statement of financial position are as follows:

	2024		2023	
	\$		\$	
Share issue costs	178,000	2024 - 2048	175,000	2023 - 2047
Exploration and evaluation assets	208,000	No expiry	71,000	No expiry
Non-capital Losses	1,250,000	2026 -2044	1,113,000	2026 - 2043