XCITE RESOURCES INC.

FINANCIAL STATEMENTS

For the Years Ended October 31, 2023 and 2022

Stated in Canadian Dollars

XCITE RESOURCES INC.

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For the Years Ended October 31, 2023 and 2022

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INDEPENDENT AUDITOR'S REPORT

To the Shareholders and Directors of Xcite Resources Inc.:

I have audited the accompanying financial statements of Xcite Resources Inc. (the "Company") which comprise the statements of financial position as at October 31, 2023 and 2022, and the statements of loss and comprehensive loss and changes in shareholders' equity and cash flows for the years ended October 31, 2023 and 2022, including a summary of significant accounting policies and other explanatory information.

In my opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at October 31, 2023 and 2022, and its financial performance and its cash flows for the year ended October 31, 2023 and 2022 in accordance with International Financial reporting Standards.

Basis for Opinion

I conducted my audit in accordance with Canadian generally accepted auditing standards. My responsibilities under those standards are further described in the Auditors Responsibilities for the Audit of the Financial Statements section of my reports. I am independent of the Company in accordance with the ethical requirements that are relevant to my audits of the financial statements in Canada, and I have fulfilled my other ethical responsibilities in accordance with these requirements. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Key Audit Matters

The key audit matters communicated below are matters arising from the current audit period of the financial statements that were communicated or required to be communicated to the audit committee and that (1) relate to accounts or disclosures that are material to the financial statements and (2) involved especially challenging, subjective or complex judgments. The communication of key audit matters does not alter in any way my opinion on the consolidated financial statements, taken as a whole, and I am not, by communicating the key audit matters below, providing separate opinions on the key audit matters or on the accounts or disclosures to which they relate.

There were no key audit matters that required communication with the audit committee.

Material Uncertainty Related to Going Concern

I draw attention to Note 1 in the financial statements, which indicates that the Company, as of that date, had an accumulated deficit of $573,151. As stated in Note 1, this condition, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern . My opinion is not modified in respect of this matter.

Other information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis.

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

In connection with my audit of the financial statements, my responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or my knowledge obtained in the audits or otherwise appears to be materially misstated. I obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work I have performed on this other information, I conclude that there is a material misstatement of this other information, I are required to report that fact. I 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 International Financial Reporting 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

My 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 my 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, I exercise professional judgment and maintain professional skepticism throughout the audit. I 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 my 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 I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my 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.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audits and significant audit findings, including any significant deficiencies in internal control that I identify during my audits. I also provide those charged with governance with a statement that I 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 my independence, and where applicable, related safeguards.

Chartered Professional Accountant
February 28, 2024
North Vancouver, Canada

XCITE RESOURCES INC.

Statements of Financial Position
(Stated in Canadian dollars)

As at October 31, 2023 and 2022

		2023		2022
Assets				
Current assets:				
Cash	$	106,992	$	6,153
Goods and services taxes receivable		21,122		8,298
Prepaid and deposits (Note 4)		-		55,977
Total current assets		128,114		70,428
Exploration and evaluation asset (Note 5)		301,635		-
Deposit on exploration and evaluation asset (Note 5)		-		30,000
Total assets	**$**	**429,749**	**$**	**100,428**
Liabilities and Shareholders' Equity				
Current liabilities:				
Accounts payable and accrued liabilities (Note 6)	$	141,274	$	52,364
Due to related parties (Note 8)		45,175		16,695
Total current liabilities		186,449		69,059
Shareholders' equity:				
Share capital (Note 7)		739,161		250,000
Reserves (Note 7)		77,290		14,875
Deficit		(573,151)		(233,506)
Total shareholder's equity		243,300		31,369
Total liabilities and shareholder's equity	**$**	**429,749**	**$**	**100,428**

Nature of operations and continuance of business (Note 1)
Subsequent events (Note 12)

Approved on behalf of the Board of Directors by:

"Chris Cooper" — Chris Cooper, Director

"Daryn Gordon" — Daryn Gordon, Director

The accompanying notes form and integral part of these financial statements

XCITE RESOURCES INC.

Statements of Loss and Comprehensive Loss
(Stated in Canadian dollars)

For the Years Ended October 31, 2023 and 2022

		2023		2022
Expenses				
Consulting fees (Note 6, 15)	$	99,049	$	-
Management fees (Note 8)		69,000		44,900
Exploration and evaluation expenses		-		31,397
Investor relations and filing fees		47,712		20,126
General and administrative expenses		9,157		18,735
Share-based compensation (Note 7 (b))		37,694		14,875
Professional fees		75,925		11,697
Bank charges		1,108		561
		339,645		142,291
Net loss and comprehensive loss	$	(339,645)	$	(142,291)
Weighted average shares outstanding		13,474,615		8,510,000
Loss per share, basic and diluted	$	(0.03)	$	(0.01)

The accompanying notes form and integral part of these financial statements

XCITE RESOURCES INC.

Statements of Changes in Shareholders' Equity
(Stated in Canadian dollars)

For the Years Ended October 31, 2023 and 2022

	Number of Shares Issued	Share Capital	Reserves	Deficit	Total Shareholders' Equity
		$	$	$	$
Balance at October 31, 2021	**8,510,000**	**250,000**	**-**	**(91,215)**	**158,785**
Share-based compensation	-	-	14,875	-	14,875
Net loss for the year	-	-	-	(142,291)	(142,291)
Balance at October 31, 2022	**8,510,000**	**250,000**	**14,875**	**(233,506)**	**31,369**
Shares on private placement	850,000	85,000	-	-	85,000
Shares on initial public offering	4,200,000	420,000	-	-	420,000
Share issued to broker	420,000	42,000	-	-	42,000
Share issue costs	-	(223,839)	24,721		(199,118)
Share-based compensation	-	-	37,694	-	37,694
Shares issued for acquisition of exploration and evaluation assets	1,600,000	166,000	-	-	166,000
Net loss for the year	-	-	-	(339,645)	(339,645)
Balance at October 31, 2023	**15,580,000**	**739,161**	**77,290**	**(573,151)**	**243,300**

The accompanying notes form and integral part of these financial statements

XCITE RESOURCES INC.

Statement of Cash Flows
(Stated in Canadian dollars)

For the Years Ended October 31, 2023 and 2022

	2023	2022
Cash provided by (used in):		
Operating activities		
Net loss	$ (339,645)	$ (142,291)
Adjust for non-cash items		
Share-based compensation	37,694	14,875
Change in non-cash working capital		
Goods and services taxes receivable	(12,824)	(5,474)
Prepaid and deposits	55,977	(45,477)
Accounts payable and accrued liabilities	78,654	29,534
Due to related parties	28,480	9,188
Net cash used in operations	**(151,664)**	**(139,645)**
Investing activities		
Acquisition payments for exploration and evaluation assets	(90,000)	
Expenditures on exploration and evaluation assets	(5,379)	-
Net cash used in investing activities	**(95,379)**	**-**
Financing activities		
Issuance of common shares, net of costs	347,882	-
Net cash provided from financing activities	**347,882**	**-**
Increase (decrease) in cash	100,839	(139,645)
Cash, beginning of year	6,153	145,798
Cash, end of year	**$ 106,992**	**$ 6,153**

Supplemental information

	2023	2022
Value of options issued on private placement	$ 24,721	$ -
Accounts payable included in exploration and evaluation assets	$ 10,256	$ -
Value of shares issued for exploration and evaluation assets	$ 166,000	$ -

The accompanying notes form and integral part of these financial statements

1. NATURE OF OPERATIONS AND CONTINUANCE OF BUSINESS

Xcite Resources Inc. ("Xcite" or the "Company") is an exploration company incorporated on February 8, 2022 under the laws of the Province of British Columbia, Canada. The Company's head office and principal address is Suite 1910, 1030 West Georgia Street, Vancouver, British Columbia, Canada, V6E 2Y3. On February 22, 2023, pursuant to the acceptance of a prospectus, the Company became a listed entity on the Canadian Securities Exchange ("CSE") with the trading symbol XRI.CN.

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The Company has incurred losses from inception of $573,151 and does not currently have the financial resources to sustain operations in the long-term. While the Company has been successful in obtaining its required funding for this year, there is no assurance that such future financing will be available or be available on favourable terms. These material uncertainties may cast significant doubt about the Company's ability to continue as a going concern.

The financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations. Continued operations of the Company are dependent on the Company's ability to receive financial support, necessary financing, or generate profitable operations in the future.

2. MATERIAL ACCOUNTING POLICY DISCLOSURE INFORMATION

Basis of presentation

These financial statements have been prepared in accordance with IFRS, as issued by the International Accounting Standards Board ("IASB") and the interpretations of the IFRS interpretations committee ("IFRIC") and in effect at October 31, 2023.

These financial statements have been prepared on a historical cost basis and presented in Canadian Dollars, which is the Company's functional and presentation currency. They were approved and authorized for issuance by the Board of Directors on February 28, 2024.

Use of accounting estimates and judgments

The preparation of these financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported expenses during the reporting period. Actual results could differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the revision affects both current and future periods. Assumptions about the future and other sources of estimation and judgment uncertainty that management has made at the end of the reporting year, relate to:

(i) Going concern

The assessment of the Company's ability to execute its strategy by funding future working capital involves judgment. Estimates and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstance. There is a material uncertainty regarding the Company's ability to continue as a going concern. The Company's principal source of cash is from private placements. The Company is dependent on raising funds in order to have sufficient capital to be able to identify, evaluate and then acquire an interest in assets or a business.

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

Use of accounting estimates and judgments (cont'd)

(ii) *The recoverability and measurement of deferred tax assets and liabilities*

Tax interpretations, regulations, and legislation are subject to change. The determination of income tax expense and deferred tax involves judgment and estimates as to the future taxable earnings, expected timing of reversals of deferred tax assets and liabilities, and interpretations of laws in the countries in which the Company operates. The Company is subject to assessments by tax authorities who may interpret the tax law differently. Changes in these estimates may materially affect the final amount of deferred taxes or the timing of tax payments.

(iii) *Share-based payment transactions*

For equity-settled share-based payment transactions, the Company measures the goods or services received, and the corresponding increase in equity, directly, at the fair value of the goods or services received, unless that fair value cannot be estimated reliably. If the Company cannot estimate reliably the fair value of the goods or services received, the Company measures their value, and the corresponding increase in equity, indirectly, by reference to the fair value of the equity instruments granted.

The fair value of share-based compensation is determined using the Black-Scholes option pricing model. Such option pricing models require the input of subjective assumptions, including the expected price volatility, option life, dividend yield, risk-free rate and estimated forfeitures at the initial grant date.

Financial instruments

The Company follows IFRS 9, Financial Instruments, which applies a single approach to determine whether a financial asset is measured at amortized cost or fair value. The classification is based on two criteria: the Company's business objectives for managing the assets; and whether the financial instruments' contractual cash flows represent "solely payments of principal and interest" on the principal amount outstanding (the "SPPI test"). Financial assets are required to be reclassified only when the business model under which they are managed has changed. All reclassifications are to be applied prospectively from the reclassification date.

Financial liabilities under IFRS 9 are generally classified and measured at fair value at initial recognition and subsequently measured at amortized cost.

Financial assets

The Company initially recognizes financial assets at fair value on the date that the Company becomes a party to the contractual provisions of the instrument. The Company derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred.

Classification and measurement under IFRS 9, requires financial assets to be initially measured at fair value. In the case of a financial asset not categorized as fair value through profit or loss ("FVTPL"), transaction costs are included. Transaction costs of financial assets carried at FVTPL are expensed in net income (loss). Subsequent classification and measurement of financial assets depends on the Company's business objective for managing the asset and the cash flow characteristics of the asset:

(i) Amortized cost – Financial assets held for collection of contractual cash flows that meet the SPPI test are measured at amortized cost. Interest income is recognized as Other income (expense) in the financial statements, and gains/losses are recognized in net income (loss) when the asset is derecognized or impaired.

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

Financial instruments (cont'd)

(ii) Fair value through other comprehensive income ("FVOCI") – Financial assets held to achieve a particular business objective other than short-term trading are designated at FVOCI. IFRS 9 also provides the ability to make an irrevocable election at initial recognition of a financial asset, on an instrument-by-instrument basis, to designate an equity investment that would otherwise be classified as FVTPL and that is neither held for trading nor contingent consideration arising from a business combination to be classified as FVOCI. There is no recycling of gains or losses through net income (loss). Upon derecognition of the asset, accumulated gains or losses are transferred from other comprehensive income ("OCI") directly to Deficit.

(iii) FVTPL – Financial assets that do not meet the criteria for amortized cost or FVOCI are measured at FVTPL.

The Company measures cash and deposits at amortized cost.

Financial liabilities

The Company initially recognizes financial liabilities at fair value on the date at which the Company becomes a party to the contractual provisions of the instrument. The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled or expire. The subsequent measurement of financial liabilities is determined based on their classification as follows:

(i) FVTPL Derivative financial instruments entered into by the Company that do not meet hedge accounting criteria are classified as FVTPL. Gains or losses on these types of financial liabilities are recognized in net income (loss).

(ii) Amortized cost – All other financial liabilities are classified as amortized cost using the effective interest method. Gains and losses are recognized in net income (loss) when the liabilities are derecognized as well as through the amortization process.

The Company measures accounts payable and accrued liabilities and due to related parties at amortized cost.

Classification of financial instruments

IFRS 7, *Financial instruments: disclosures*, establishes a fair value hierarchy that reflects the significance of inputs in measuring fair value as the following:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 –inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. prices) or indirectly (i.e. derived from prices); and

Level 3 – inputs for the assets or liability that are not based on observable market data (unobservable inputs).

The classification of a financial instrument in the fair value hierarchy is based upon the lowest level of input that is significant to the measurement of fair value.

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.

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

Exploration and evaluation assets

Exploration and evaluation assets include the costs of acquiring mineral concession and the fair value (at acquisition date) of exploration and evaluation assets acquired in a business combination. All costs related to the acquisition of mineral properties are capitalized by property as an intangible asset. Costs incurred before the Company has obtained the legal rights to explore an area are recognized in the statement of loss and comprehensive loss. In addition, all costs incurred until an appropriate economic assessment has been completed and there is confidence that permits can be obtained to develop the project are expensed. Afterwards, all costs incurred for the development of mineral properties are capitalized.

Exploration and evaluation assets are assessed for impairment if (i) sufficient data exists to determine technical feasibility and commercial viability and (ii) facts and circumstances suggest that the carrying amount exceeds the recoverable amount. Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mining property and development assets within property, plant and equipment.

Recoverability of the carrying amount of the exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

Taxes

Tax expense comprises current and deferred tax. Current tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity. Current tax expense is the expected tax payable on 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, whereby deferred tax is recognized in respect of temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse based on the laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is not recognized for temporary differences which arise on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss.

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. To the extent that the Company does not consider it probable that a deferred tax asset will be recovered, it does not recognize the asset. The Company has assessed that it is improbable that such assets will be realized and has accordingly not recognized a value for deferred taxes as at October 31, 2023 and 2022.

Related party transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial or operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

Share capital

Common shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

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

Warrants

When the Company issues private placement units, the value attributed to the warrants is measured using the residual method. This method allocates value first to the more easily measurable component based on fair value and the residual to the less easily measurable component, if any. The Company considers the fair value of its shares to be the more easily measurable component and is valued with reference to the market price. The residual value is attributed to the warrants, if any is recorded as a separate component of equity.

Share-based compensation

The Company recognizes share-based compensation expense for the estimated fair value of equity-based instruments granted to both employees and non-employees. Compensation costs attributable to stock option or similar equity instruments granted to employees are measured at their value at the grant date using the Block-Sholes option -pricing model and expensed over the expected vesting period. Transactions in which goods or services are received from non-employees in exchange for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instruments issued, whichever is more reliably measurable.

Loss per share

The Company presents basic and diluted loss per share data for its common shares, calculated by dividing the profit or loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the year. Diluted loss per share is calculated using the treasury stock method

Under the treasury stock method, the weighted average number of common shares outstanding for the calculation of diluted loss per share assumes that the proceeds to be received on the exercise of dilutive share options and warrants are used to repurchase common shares at the average market price during the reporting periods.

However, in periods where a net loss is reported, outstanding options and warrants are excluded from the calculation of diluted loss per share, as they are anti-dilutive and as a result diluted loss per share is equal to the basic loss per share.

Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) that has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation. Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the obligation. An amount equivalent to the discounted provision is capitalized within tangible fixed assets and is depreciated over the useful lives of the related assets. The increase in the provision due to passage of time is recognized as interest expense.

3. RECENT ACCOUNTING PRONOUNCEMENTS AND ADOPTED POLICIES

The Company early adopted the amended IAS 1, *Presentation of Financial Statements,* which requires entities to disclose their material accounting policy information, instead of significant accounting policies. The amendments are effective for annual reporting periods beginning on or after January 1, 2023 with early application permitted.

(Stated in Canadian dollars)

3. RECENT ACCOUNTING PRONOUNCEMENTS AND ADOPTED POLICIES (cont'd)

The Company has not yet begun the process of assessing the impact of other new and amended standards that are effective for annual periods beginning on or after October 31, 2023 will have on its financial statements or whether to early adopt any of the new requirements. The Company does not expect the impact of such changed on the financial statements to be material, although additional disclosure may be required.

4. PREPAID AND DEPOSITS

Prior to October 31, 2022, the Company paid legal and other expenses related to its initial public offering. These costs were charged to share issue costs when the initial public offering completed on February 22, 2023. There were no prepaid items in 2023.

5. EXPLORATION AND EVALUATION ASSETS

Turgeon Lake, Quebec

On April 12, 2021, the Company entered into a purchase and sale agreement to acquire 100% interest in the Turgeon Lake Gold Project located in the province of Quebec, consisting of 39 mineral claims covering 2,203.28 hectares. Further amendments were made on October 1, 2021, November 24, 2021 April 6, 2022, June 27, 2022, November 22, 2022 and January 31, 2023. On April 12, 2023, the agreement was amended again and the purchase and sale was completed under the following terms:

Make cash payments totaling $120,000 as follows:

- $30,000 on execution of the agreement;
- $35,000 on or before November 30, 2023;
- $35,000 earlier of the date of listing and February 28, 2023; and
- $20,000 on closing, April 12, 2023.

Issue 1,600,000 common shares to the vendor as follows:

- 1,00,000 shares on the closing of the transaction. (Issued February 23, 2023), and
- 600,000 on closing (issued April 19, 2023).

The Company is also required to grant a 2% Net Smelter Returns Royalty ("NSR") to the vendor. The Company maintains the right to purchase half of the royalty from the vendor by making a payment of $1,000,000 to the vendor. In addition, the Turgeon Lake Property is subject to an additional 2% NSR in favour of the prospectors who staked the property.

	Turgeon Property
	$
Balance, November 1, 2022	**-**
Transfer from deposit	30,000
Acquisition costs	
Cash deposits	90,000
Shares issued	166,000
Exploration expenses	15,635
Balance, October 31, 2023	**301,635**

(Stated in Canadian dollars)

6. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

The Company's accounts payable and accrued liabilities are non-interest bearing and detailed below:

		2023		2022
Trade accounts payable	$	32,729	$	6,364
Accrued liabilities		108,545		46,000
	$	**141,274**	**$**	**52,364**

Included in accrued liabilities is $98,345 in consulting fees, to be paid by issuing 1,200,000 warrants. (See Note 12, *Subsequent Events.)* The warrants were issued on January 11, 2024, and each warrant is exercisable for one common share in the Company at a price of $0.13 for four years. The warrants are subject to a 4-month hold period and are subject to contractual vesting as follows: 300,000 warrants vest on issuance, and an additional 300,000 warrants will vest three, six and nine months thereafter. The warrants were valued using the Black-Scholes option pricing model using the following assumptions: risk-free interest rate – 4.20%; expected life of the options – 4.0 years; Annualized volatility – 119.26%; dividend rate – 0%. The weighted average fair value per option granted was calculated as $0.1024.

7. SHARE CAPITAL

(a) Common shares

The company is authorized to issue an unlimited number of common shares without par value.

As at October 31, 2023, the Company had 15,580,000 common shares issued and outstanding. Transactions in the Company's shares were as follows for the year ended October 31, 2023:

- On December 5, 2022, the Company closed a private placement for gross proceeds of $85,000 by issuing 850,000 units of the Company. Each unit consists of one common share of the Company and one-half of one common share purchase warrant. Each whole warrant is exercisable for one common share at an exercise price of $0.30 for 12 months.
- On February 22, 2023, concurrent with it becoming a listed entity on the CSE, the Company closed a public offering for gross proceeds of $420,000 by issuing 4,200,000 units of the Company. Each unit consists of one common share of the Company and one-half of one common share purchase warrant. Each whole warrant is exercisable for one common share at an exercise price of $0.30 for 12 months.

  The Company incurred $223,839 of share issuance costs associated with the above share issuance. Included in the share issuance costs are 420,000 broker fee units with a value of $42,000. Each unit consists of one common share and one common share purchase warrant. Each warrant is exercisable for one common share at an exercise price of $0.10 for 24 months. In addition, 420,000 broker compensation options were issued allowing the broker to purchase 420,000 shares of the Company with an exercise price of $0.10 per share. The compensation options carry a fair value of $42,721 using the Black-Scholes option pricing model using the following assumptions: risk-free interest rate – 4.20%; expected life of the options – 2.0 years; Annualized volatility – 111.82%; dividend rate – 0%. The weighted average fair value per option granted was calculated as $0.0589.
- On February 23, 2023, the Company issued 1,000,000 common shares for the acquisition of the Turgeon Lake property with a value of $100,000, (See Note 5.)

(Stated in Canadian dollars)

7. SHARE CAPITAL (cont'd)

- On April 19, 2023, the Company completed its purchase of the Turgeon Lake property with the issuance of 600,000 common shares with a fair value of $66,000. (See Note 5.)

The Company did not have any transactions in its shares during the year ended October 31, 2022.

(b) Stock Options

The Company has adopted an incentive stock option plan (the "Plan"). The essential elements of the Plan provide that the aggregate number of shares of the Company's capital stock issuable pursuant to options granted under the Plan may not exceed 10% of the Company's issued and outstanding shares at the date of grant of the options. Options granted under the Plan may have a maximum term of five years. The exercise price of options granted under the Plan will not be less than the greater of the closing market price of the Company's shares on the CSE on (a) the date on which the Board of Directors grants and announces options (the "Award Date") and (b) the day prior to the Award Date. The Board of Directors may at any time and from time to time, fix limits, vesting requirements or restrictions in respect of which an Option Holder may exercise part of any Option held by him/her.

During the year ended October 31, 2023, the Company issued 500,000 (2022 - 400,000) share options to Company officers and/or directors. Each option allows the holder to purchase one common share at a price of $0.10 (2022 - $0.10) per share and have an expiry date of five years. Share-based compensation of $37,694 (2022 - $14,875) was recognized and included in reserves using the Black Scholes option pricing model and the following assumptions: risk-free interest rate – 4.7% (2022 - 0.09%); expected life of the options – 5.0 years (2022 – 5 years); Annualized volatility – 97% (2022 – 118%); dividend rate – 0% (2022 – 0%). The weighted average fair value per option granted was calculated as $0.0754 (2022 - $0.0372).

The continuity of share purchase options for the period ended October 31, 2023 is as follows:

	Number of Options	Weighted Average Exercise Price
		$
Balance, October 31, 2021 and 2022	400,000	0.10
Issued as compensation for broker's fees	420,000	0.10
Issued as compensation to officer/director	500,000	0.10
Balance, October 31, 2023	**1,320,000**	**0.10**

The following share purchase options were outstanding as at October 31, 2023:

Expiry date	Number of warrants	Exercise price	Remaining contractual life (years)
		$	
February 22, 2028	400,000	0.10	4.32
February 22, 2025	420,000	0.10	1.32
September 25, 2028	500,000	0.10	4.91
	1,320,000	**0.10**	**3.63**

(Stated in Canadian dollars)

7. SHARE CAPITAL (cont'd)

(c) Warrants

The continuity of share purchase warrants for the period ended October 31, 2023 is as follows:

	Number of Shares Upon exercise	**Number of Warrants**	**Weighted Average Exercise Price**
			$
Balance, October 31, 2021 and 2022	3,900,000	3,900,000	0.10
Issued	2,945,000	2,945,000	0.27
Balance, October 31, 2023	**6,845,000**	**6,845,000**	**0.17**

The following share purchase warrants were outstanding as at October 31, 2023:

Expiry date	**Number of warrants**	**Exercise price**	**Remaining contractual life (years)**
		$	
February 8, 2026	3,900,000	0.10	2.27
December 5, 2024	425,000	0.30	0.10
February 22, 2024	2,100,000	0.30	0.31
February 22, 2025	420,000	0.10	1.31
	6,845,000	**0.17**	**1.48**

8. RELATED PARTY TRANSACTIONS

Key management personnel include persons having the authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has determined the key personnel to be officers and directors of the Company.

Payments and accruals were made to the following officers and directors or to companies controlled by these officer and directors.

	For the Year Ended October 31, 2023		For the Year Ended October 31, 2022		
	Management fees	Total	Management fees	Rent	Total
Former CEO and current Director [(a)]	$ 18,000	$ 18,000	$ 35,000	$ 1,850	$ 36,850
CEO and Director[(b)]	33,000	33,000	-	-	-
CFO and Director	18,000	18,000	9,900	-	9,900
	$ 69,000	**$ 69,000**	**$ 44,900**	**$ 1,850**	**$46,750**

[(a)] Resigned August 1, 2023; [(b)] Resigned December 21, 2023.

As at October 31, 2023, $45,175 (2022 - $16,695) was owed to related parties for the above services.

Transactions with related parties are in the normal course of business and initially recorded at fair value.

9. RISK AND CAPITAL MANAGEMENT

The Company's primary objectives in capital management are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and to maintain sufficient funds to finance the development of mineral property assets. Capital is comprised of the Company's shareholders' equity. The Company manages its capital structure to maximize its financial flexibility making adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets and business opportunities. The Company does not presently utilize any quantitative measures to monitor its capital and is not subject to externally imposed capital requirements. There have been no changes from the prior year.

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

Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash with high-credit quality financial institutions.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at October 31, 2023, the Company had a cash balance of $106,992 (2022 - $6,153) to settle current liabilities of $186,449 (2022 - $69,059). All of the Company's accounts payable and accrued liabilities have contractual maturities of 30 days or due on demand and are subject to normal trade terms. To maintain liquidity, the Company is currently investigating financing opportunities.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. The Company does not have a practice of trading derivatives.

Interest rate risk

The Company's financial assets exposed to interest rate risk consist of cash balances. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. As at October 31, 2023 and 2022, the Company did not have any investments in investment-grade short-term deposit certificates.

Price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk or foreign currency risk. The Company is not exposed to significant other price risk.

10. SEGMENT INFORMATION

The Company has one reportable segment, being the exploration and development of mineral property in the province of Quebec, Canada.

(Stated in Canadian dollars)

11. INCOME TAXES

The Company's income tax provision differs from that which would be expected from applying the combined effective federal and provincial tax rate of 27% (2022 – 27%) to the net loss before income taxes as follows:

		2023		2022
Net loss before tax for the period	$	(339,645)	$	(142,291)
Expected income tax recovery at statutory rate		(92,000)		(38,000)
Permanent Difference				
Impact of flow-through shares		-		10,000
Share-based payments		10,000		4,000
Other		1,000		-
Deferred tax assets not recognized		81,000		24,000
Income tax recovery recognized	$	-	**$**	**-**

A summary of the gross tax balances in which a deferred tax asset was not recognized is as follows:

		2023		2022
Non-capital loss carryforward	$	130,000	$	39,000
Share issue costs		(10,000)		-
Valuation allowance		(120,000)		(39,000)
Deferred tax asset recognized	**$**	**-**	**$**	**-**

The Company has non-capital losses carry-forward of approximately $480,000. The ability to utilize these losses will expire as follows: expiring in 2041 - $53,000; in 2042 - $91,000, and in 2043 - $336,000.

In addition, the Company has $286,000 in Cumulative Canadian Development Expenditures ("CCDE") that may be used in future year to reduce future years taxable income.

12. SUBSEQUENT EVENTS

On December 14, 2023, the Company entered into six individual option agreements with Eagle Plains Resources Ltd. ("EPL"), whereby the Company may earn up to an 80% interest in six uranium projects totaling 5905 hectares in northern Saskatchewan. In order to maintain the option agreement in good standing, the Company must:

(a) pay to EPL on each of the individual option agreements, an aggregate of $55,000 in cash according to the following schedule:

- $5,000 in cash on the execution of the agreement (paid)
- an additional $10,000 in cash on or before December 31, 2024; and
- an additional $10,000 in cash on or before December 31, 2025; and
- an additional $10,000 in cash on or before December 31, 2026; and
- an additional $10,000 in cash on or before December 31, 2027; and

(b) issue to EPL on each of the individual option agreements an aggregate of 750,000 shares according to the following schedule:

12. SUBSEQUENT EVENTS (cont'd)

- 50,000 shares on the execution of this agreement (issued), and
- an additional 100,000 shares on or before December 31, 2024;and
- an additional 150,000 shares on or before December 31, 2025; and
- an additional 200,000 shares on or before December 31, 2026; and
- an additional 250,000 shares on or before December 31, 2027; and

(c) incur aggregate exploration expenditures on the property on each of the individual option agreements of $3,200,000 according to the following schedule:

- $50,000 on or before December 31, 2024; and
- an additional $150,000 on or before December 31, 2025; and
- an additional $1,000,000 on or before December 31, 2026; and
- an additional $2,000,000 on or before December 31, 2027.

On January 10, 2024, the Company issued 500,000 shares when the former CEO exercised his option to purchase shares at $0.10 each.

On January 11, 2024, the Company issued 500,000 shares options to the new CEO. Each option allows the officer to purchase one common share at a price of $0.13 per share with an expiry date of 5 years.

Also on January 11, 2024, the Company issued 1,200,000 share purchase warrants to an arms-length party for services provided by that party for the period from March 1, 2023 to December 31, 2023. Each warrant is exercisable for one common share in the Company at a price of $0.13 for four years. The warrants will be subject to a 4-month hold period and are subject to contractual vesting as follows: 300,000 warrants vest on issuance, and an additional 300,000 warrants will vest three, six and nine months thereafter. (See Note 6 *Accounts payable and accrued liabilities.)*

On January 15, and January 17, 2024, a total of 216,600 common shares were issued upon the exercise of 216,600 warrants for proceeds of $21,660.

On February 21, 2024, 5,000 common shares were issued upon the exercise of 5,000 warrants for proceeds of $1,500.

On February 22, 2024 , the outstanding balance of 2,095,000 warrants, exercisable at $0.30, expired.