ATCO MINING INC.

FINANCIAL STATEMENTS

For the nine months ended September 30, 2024 and 2023

Expressed in Canadian Dollars

ATCO MINING INC.
STATEMENTS OF FINANCIAL POSITION
As at September 30, 2024 and December 31, 2023
Expressed in Canadian Dollars

	September 30, 2024	**December 31, 2023**
	$	$
ASSETS		
Current Assets		
Cash	235,375	1,131,497
Prepaid expenses	15,554	127,624
Total current assets	250,929	1,259,121
Exploration and evaluation assets (Notes 4, 5 and 6)	2,170,306	562,912
TOTAL ASSETS	**2,421,235**	**1,822,033**
LIABILITIES AND EQUITY		
Current Liabilities		
Accounts payable (Note 6)	155,970	126,949
Accrued liabilities	61,000	35,049
TOTAL LIABILITIES	**216,970**	**161,998**
Equity		
Share capital (Note 5)	5,993,386	4,403,165
Share reserve (Note 5)	396,258	396,258
Deficit	(4,185,379)	(3,139,388)
TOTAL EQUITY	2,204,265	1,660,035
TOTAL EQUITY AND LIABILITIES	**2,421,235**	**1,822,033**

Nature and continuance of operations and going concern (Note 1)
Commitments (Note 8)
Subsequent events (Note 11)

Approved and authorized for issue on behalf of the Board on November 22, 2024

"Alex Klenman"
ALEX KLENMAN

"Brian Shin"
BRIAN SHIN

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

ATCO MINING INC.
STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
For the nine months ended September 30, 2024 and 2023
Expressed in Canadian Dollars

	Three months ended,		Nine months ended,	
	September 30, 2024	September 30, 2023	September 30, 2024	September 30, 2023
	$	$	$	$
EXPENSES				
Accounting and audit	15,200	1,750	72,651	5,250
Advertising and marketing	15,978	153,100	242,173	408,831
Bank charges	201	251	1,633	1,428
Consulting fees (Note 6)	135,000	431,340	471,000	1,169,695
Exploration and evaluation expenses	-	-	-	3,200
Filing fees	3,839	4,447	25,725	43,831
Foreign exchange	-	1,971	-	13,933
Management fees	34,500	(7,000)	187,569	-
Office expenses	968	1,538	3,365	3,174
Professional fees	3,205	15,738	39,006	49,699
Share-based compensation (Notes 5, 6)	-	908,186	6,713	2,286,264
Total expenses	(208,891)	(1,511,321)	(1,049,835)	(3,985,305)
Write-off of accounts payable	-	-	3,844	-
Net loss and comprehensive loss for the period	(208,891)	(1,511,321)	(1,045,991)	(3,985,305)
Basic and diluted loss per share	(0.00)	(0.04)	(0.02)	(0.12)
Weighted average number of shares outstanding	77,655,853	40,876,686	68,834,648	33,825,150

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

ATCO MINING INC.
STATEMENTS OF CHANGES IN EQUITY
For the nine months ended September 30, 2024 and 2023
Expressed in Canadian Dollars

	Number of common shares	Common shares	Contributed surplus	Deficit	Total
		$	$	$	$
Balances, December 31, 2022	**26,457,025**	**1,603,359**	**251,298**	**(693,310)**	**1,161,347**
Shares issued for cash (Note 5)	6,712,500	1,074,000	-	-	1,074,000
Share issuance cost (Note 5)	-	(17,520)	-	-	(17,520)
Exercise of options (Note 5)	355,000	176,027	(74,852)	-	101,175
Exercise of warrants (Note 5)	19,600	3,285	(1,325)	-	1,960
Share-based compensation (Notes 5, 6)	-	-	1,154,489	-	1,154,489
Net loss for the period	-	-	-	(1,799,562)	(1,799,562)
Balances, September 30, 2023	**33,544,125**	**2,839,151**	**1,329,610**	**(2,492,872)**	**1,675,889**
		$	$	$	$
Balances, December 31, 2023	**49,604,125**	**4,403,165**	**396,258**	**(3,139,388)**	**1,660,035**
Shares issued for cash (Note 5)	24,851,728	1,312,878	-	-	1,295,221
Share issuance cost (Note 5)	-	(17,657)	(6,713)	-	(24,370)
Shares issued for mineral properties (Note 4)	3,200,000	295,000	-	-	295,000
Share-based compensation (Notes 5 and 6)	-	-	6,713	-	6,713
Net loss for the period	-	-	-	(1,045,991)	(1,045,991)
Balances, September 30, 2024	**77,655,853**	**5,993,386**	**396,258**	**(4,185,379)**	**2,204,265**

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

ATCO MINING INC.
STATEMENTS OF CASH FLOWS
For the nine months ended September 30, 2024 and 2023
Expressed in Canadian Dollars

	Nine months ended September 30, 2024	**Nine months ended September 30, 2023**
	$	$
OPERATING ACTIVITIES		
Net loss for the period	(1,045,991)	(3,985,305)
Non-cash items		
Share-based compensation	6,713	2,286,264
Write-off of accounts payable	(3,844)	-
Changes in working capital items:		
Accounts payable and accrued liabilities	58,816	(60,681)
Prepaid expense	112,070	136,648
Cash used in operating activities	(872,236)	(1,623,074)
INVESTING ACTIVITIES		
Exploration and evaluation assets	(1,312,394)	(76,872)
Cash used in investing activities	(1,312,394)	(76,872)
FINANCING ACTIVITIES		
Shares issued for cash	1,312,878	2,247,000
Share issue costs	(24,370)	(44,020)
Exercise of warrants	-	1,960
Exercise of options	-	223,675
Cash from financing activities	1,288,508	2,428,615
Change in cash	(896,122)	728,669
Cash, beginning of the period	1,131,497	673,486
Cash, end of the period	**235,375**	**1,402,155**

Supplemental cash flow information (Note 9).

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

1. NATURE AND CONTINUANCE OF OPERATIONS AND GOING CONCERN

Atco Mining Inc. (the "Company") was incorporated under the Business Corporations Act of British Columbia on January 28, 2021. The address of the Company's corporate office and its principal place of business is 2200 - 885 West Georgia Street Vancouver BC, V6C 3E8.

The Company is in the exploration stage and its principal business activity is the sourcing and exploration of mineral properties.

On September 19, 2022, the Company change its name from EV Ventures Inc. to Atco Mining Inc.

On October 25, 2022, the Company completed its Initial Public Offering ("IPO"). The Company's shares are listed on the Canadian Securities Exchange (the "CSE") under the trading symbol "ACTM".

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 continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business. As at September 30, 2024, the Company has not generated revenue or cash flow from operations to adequately fund its activities and therefore relies principally upon the support of issuance of securities for financing. Future capital requirements will depend on many factors including the Company's ability to execute its business plan. These factors form a material uncertainty which may cast significant doubt upon the Company's ability to continue as a going concern. The Company intends to continue relying upon the issuance of securities to finance its future activities but there can be no assurance that such financing will be available on a timely basis under terms acceptable to the Company.

The business of mining and exploration involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The carrying value of the Company's exploration and evaluation assets do not reflect current or future values. The Company has not yet determined whether its exploration and evaluation assets contain economically recoverable ore reserves. The Company has no source of operating revenue and has significant cash requirements to meet its administrative overhead and maintain its exploration and evaluation assets. The recoverability of amounts shown for exploration and evaluation assets is dependent on several factors, which include the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development of these properties, and future profitable production or proceeds from disposition of exploration and evaluation assets.

1. NATURE AND CONTINUANCE OF OPERATIONS AND GOING CONCERN (continued)

Although these financial statements do not include any adjustments that may result from the inability to secure future financing, such a situation would have a material adverse effect on the Company's recoverability of assets, classification of assets and liabilities, and results of operations should the Company be unable to continue as a going concern. Such adjustments could be material.

2. MATERIAL ACCOUNTING POLICY INFORMATION

The Company adopted Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2) from January 1, 2023. Although the amendments did not result in any changes to the accounting policies themselves, they impacted the accounting policy information disclosed in the financial statements. The amendments require the disclosure of “material”, rather than “significant”, accounting policies. The amendments also provide guidance on the application of materiality to disclosure of accounting policies, assisting entities to provide useful, entity-specific accounting policy information that users need to understand the financial statements.

Statement of Compliance

These interim consolidated financial statements are unaudited and have been prepared in accordance with International Accounting Standard (“IAS”) 34 Interim Financial Reporting (“IAS 34”), using accounting policies which are consistent with the International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”). They do not include all of the information required for full annual consolidated financial statements in compliance with IAS I Presentation of Financial Statements (“IAS 1”).

These financial statements were approved by the Board of Directors of the Company on Nobember 22, 2024.

Basis of presentation

These financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

The presentation and functional currency of the Company is the Canadian dollar.

Certain amounts for the prior year may have been reclassified to conform to the presentation in the current year.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Significant accounting estimates and judgments

Use of estimates and assumptions

The preparation of financial statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include the fair value measurements for financial instruments, the recoverability and measurement of deferred tax assets, provisions for restoration and environmental obligations and contingent liabilities.

Significant judgments

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

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 has disclosed a material uncertainty regarding going concern in Note 1 which requires the use of management's judgment on the ability of the Company to continue its operations and to develop or acquire a self-sustaining business or assets.

While management believes judgements and the estimates are reasonable, actual results could differ from those judgements and estimates and could impact future results of operations and cash flows.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Income taxes and recoverability of potential deferred tax assets

In assessing the probability of realizing income tax assets recognized, management makes estimates related to expectations of future taxable income, applicable tax planning opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities.

Share-based payments

The Company has an equity-settled share-based program for directors, officers, employees and consultants. Management determines values for share-based payments using market-based valuation techniques. The fair value of the market-based and performance-based non-vested share awards are determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgment used in applying valuation techniques. These assumptions and judgments include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and for stock-based compensation, future employee stock option exercise behaviors and corporate performance. Such judgments and assumptions are inherently uncertain, and any changes in these assumptions affect the fair value estimates.

Exploration and evaluation assets

Pre-exploration costs are expensed are as incurred. Costs directly related to the exploration and evaluation of mineral properties are capitalized once the legal rights to explore the mineral properties are acquired or obtained. When the technical and commercial viability of a mineral resource have been demonstrated and a development decision has been made, the capitalized costs of the related property are first tested for impairment and transferred to mining assets and amortized over the estimated useful life of the mining assets following commencement of commercial production.

If it is determined that capitalized acquisition, exploration, and evaluation costs are not recoverable, or the property is abandoned or management has determined an impairment in value, the property is written down to its recoverable amount. Exploration and evaluation assets are reviewed for impairment when facts and circumstances suggest that the carrying amount may exceed its recoverable amount.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Exploration and evaluation assets (continued)

The costs include cash or other consideration and the fair value of shares issued, if any, on the acquisition of exploration and evaluation assets. Costs related to properties acquired under option agreements or joint ventures, whereby payments are made at the sole discretion of the

Company, are recorded in the accounts at such time as the payments are made. The Company does not accrue estimated future costs of maintaining its exploration and evaluation assets in good standing.

Capitalized costs as reported on the statements of financial position represent costs incurred to date and may not reflect actual, present, or future values. Recovery of carrying value is dependent upon future commercial success or proceeds from disposition of the exploration and evaluation property interests.

Management assesses exploration and evaluation assets for impairment when facts and circumstances suggest that the carrying amount of an asset may exceed its recoverable amount. Write-downs due to impairment in value are charged to profit or loss.

General exploration costs not related to specific properties and general administrative expenses are charged to profit or loss in the period in which they are incurred.

Impairment of assets

The carrying amount of the Company's assets (which include exploration and evaluation interests) is reviewed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognized in profit or loss.

The recoverable amount of assets is the greater of an asset's fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is only reversed if there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount, however, not to an amount higher than the carrying amount that would have been determined had no impairment loss been recognized in previous years. Assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Share-based compensation

The Company grants share purchase options and restricted share units to acquire common shares of the Company to directors, officers, employees, and consultants. An individual is classified as an employee when the individual is an employee for legal or tax purposes or provides services like those performed by an employee. Share-based payments to employees and others providing similar services are measured at the estimated fair value of the instruments issued on the grant date and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of the goods or services received or the fair value of the equity instruments issued if it is determined the fair value of the goods or services cannot be reliably measured and are recorded at the date the goods or services are received. The fair value of the stock options is determined using the Black-Scholes Option Pricing Model. The fair value of stock options is recognized to expense over the vesting period.

Consideration paid for the shares on the exercise of share purchase options is credited to share capital.

Share issue costs

Costs directly identifiable with the raising of capital will be charged against the related share capital. Costs related to shares not yet issued are recorded as deferred financing costs. These costs will be deferred until the issuance of the shares to which the costs relate, at which time the costs will be charged against the related share capital or charged to operations if the shares are not issued.

The value of compensatory warrants granted to agents in a private placement is determined using the Black-Scholes Option Pricing Model. The fair value of these compensatory warrants is recognized as share issuance costs, with the offsetting credit to reserves.

Basic and diluted loss per share

Basic earnings (loss) per share is computed by dividing net earnings (loss) available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted earnings per share is computed similar to basic earnings (loss) per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods. This calculation proved to be anti-dilutive for the periods presented.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Financial instruments

(i) Classification

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets 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.

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 if the Company has opted to measure them at FVTPL.

The following table shows the classification of financial assets and liabilities:

Financial assets/liabilities	Classification
Cash	FVTPL
Accounts payable	Amortized cost

(ii) Measurement

Financial assets and liabilities at amortized cost
Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL
Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statements of comprehensive loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the statements of comprehensive loss in the period in which they arise.

(iii) Derecognition

Financial assets
The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Financial instruments (continued)

Financial liabilities
The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognizes a financial liability when the terms of the liability are modified such that the terms and / or cash flows of the modified instrument are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

Gains and losses on derecognition are recognized in profit or loss.

Income taxes

Current income tax

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the country where the Company operates and generates taxable income.

Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided for based on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Valuation of equity units issued in private placements

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the most easily measured component based on fair value and then the residual value, if any, to the less easily measurable component.

3. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's financial instruments consist of cash and accounts payable.

Fair values

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

The fair value hierarchy has the following levels:

Level 1 - quoted prices (unadjusted) in active markets for identical assets and liabilities;

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

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

The fair value of cash is determined using level 1 of the fair value hierarchy. The carrying values of the accounts payable approximate their fair values due to the expected maturity of these financial instruments.

Financial instrument risk exposure and risk management

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company considers the fluctuations of financial markets and seeks to minimize potential adverse effects on financial performance.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board approves and monitors the risk management process.

3. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

Financial instrument risk exposure and risk management (continued)

(a) Credit risk

Credit risk is the risk of a financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligation. The Company's exposure to credit risk is limited to cash. The Company manages credit risk, in respect of cash, by placing its cash with a major Canadian financial institution in accordance with the Company's investment policy.

Concentration of credit risk exists with respect to the Company's cash as all amounts are held at a single major Canadian financial institution. The Company's concentration of credit risk and maximum exposure thereto is considered moderate.

The maximum exposure to credit risk is equal to the fair value or carrying value of cash.

(b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in obtaining funds to meet commitments. The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments. The Company’s liquidity risk is considered high.

(c) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and commodity price risk.

i. <u>Interest rate risk</u>

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate due to changes in market interest rates. Some of the Company’s accounts payable are subject to interest on unpaid balances. Additionally, the Company holds cash balances in an interest-bearing bank account. The interest rate risk is considered minimal.

3. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

Financial instrument risk exposure and risk management (continued)

ii. Commodity price risk

Commodity price risk is the risk that the fair or future cash flows of a financial instrument will fluctuate because of changes in market prices, other than those arising from interest rate risk or foreign currency risk. The Company actively monitors commodity price changes and stock market prices to determine the appropriate course of action to be taken by the Company. Commodity price risk is minimal.

iii. Foreign Currency Risk

The functional currency of the Company is the Canadian dollar. As of September 30, 2024, the Company had no financial assets and liabilities that are subject to currency translation risk. As at September 30, 2024, the Company had negligible financial assets or liabilities denominated in a foreign currency. Foreign currency risk is assessed to be minimal.

4. EXPLORATION AND EVALUATION ASSETS

The Company incurred the following exploration and evaluation costs related to the Salt Properties, Flat Bay Project and Atlantic Project.

During the nine months ended September 30, 2024 and the year ended December 31, 2023, the Company incurred the following exploration and evaluation costs related to the mineral properties:

4. EXPLORATION AND EVALUATION ASSETS (continued)

	Salt Properties	Flat Bay Project	Atlantic Project	Total
	$	$	$	$
ACQUISITION COST				
Balance, December 31, 2023, net of impairment	**264,250**	**72,500**	-	**336,750**
Cash payments	-	-	110,000	110,000
Shares issued (Note 5)	-	10,000	285,000	295,000
Balance, September 30, 2024	**264,250**	**82,500**	**395,000**	**741,750**
EXPLORATION AND EVALUATION COSTS				
Balance, December 31, 2023, net of impairment	**173,662**	**52,500**	**-**	**226,162**
Administration	2,659	-	-	2,659
Claim maintenance	-	-	-	-
Field costs, including drilling	-	-	1,199,535	1,199,535
Geological (Note 6)	200	-	-	200
Surveying	-	-	-	-
Total deferred exploration costs for the period	**176,521**	**52,500**	**1,199,535**	**1,428,556**
Balance, September 30, 2024	**440,771**	**135,000**	**1,594,535**	**2,170,306**

4. EXPLORATION AND EVALUATION ASSETS (continued)

	May Lake	Salt Properties	Flat Bay Project	Total
	$	$	$	$
ACQUISITION COST				
Balance, December 31, 2022	**70,000**	**247,000**	-	**317,000**
Cash payments	-	-	20,000	20,000
Shares issued (Note 5)	-	101,250	52,500	153,750
Balance, December 31, 2023	**70,000**	**348,250**	**72,500**	**490,750**
EXPLORATION AND EVALUATION COSTS				
Balance, December 31, 2022	**49,781**	**49,048**	-	**98,829**
Administration	-	21,927	-	21,927
Claim maintenance	-	6,008	-	6,008
Geological (Note 6)	-	71,520	52,500	124,020
Surveying	-	152,834	-	152,834
Total deferred exploration costs for the year	**49,781**	**301,337**	**52,500**	**403,618**
Impairment	(119,781)	(211,675)	-	(331,456)
Balance, December 31, 2023	-	**437,912**	**125,000**	**562,912**

May Lake Mineral Property - Terminated

On May 1, 2021, the Company signed a mineral property acquisition agreement to purchase a 100% interest in the May Lake Mineral Property (“May Lake”) located in the Province of Saskatchewan, Canada. Under the terms of the agreement, the Company must issue 400,000 common shares (issued with fair value of $20,000), pay $50,000 in cash (paid) and spend a total of $30,000 on exploration on or before June 30, 2021 (spent).

During the year ended December 31, 2023, the Company decided not to pursue the project and recognized an impairment loss of $119,781.

4. EXPLORATION AND EVALUATION ASSETS (continued)

Salt Properties (Newfoundland and Labrador Project)

On March 9, 2022, the Company signed a mineral property agreement to purchase 100% interest in the Newfoundland and Labrador Project Mineral Property located in the Province of Newfoundland and Labrador, Canada. Under the terms of the agreement, the Company must:

(a) Issue 600,000 consideration shares on the Effective date (issued with a fair value of $30,000 (Note 5));

(b) 1,200,000 Consideration Shares on the 14-month anniversary of the date the common shares of the Purchaser are listed for trading on the Canadian Securities Exchange (the "Listing Date") (issued with a fair value of $54,000 (Note 5));

(c) 600,000 Consideration Shares on the 18-month anniversary of the Listing date; and

(d) 600,000 Consideration Shares on the 24-month anniversary of the Listing date.

Following the completion of the issuance of the consideration shares, and exercise of the option in full, the Company shall be the beneficial owner of the claims, subject to a 2% on returns from commercial production of minerals from the property. One half of the NSR may be purchased by the Company through a cash payment of $1,000,000.

The Salt properties are comprised of the following projects:

<u>Lunar North Project - Terminated</u>

On November 3, 2022, the Company acquired the Lunar North project which consists of 16 claims.

<u>Blue Moon Project - Terminated</u>

On November 3, 2022, the Company acquired the Blue Moon project which consists of 9 claim which are located southwest of the Lunar North Project.

During the year ended December 31, 2023, the Company decided not to pursue the Lunar North and Blue Moon projects and recognized an impairment loss of $170,830.

4. EXPLORATION AND EVALUATION ASSETS (continued)

Salt Properties (Newfoundland and Labrador Project) (continued)

<u>Apollo Project - Terminated</u>

On November 9, 2022, the Company acquired the Apollo project which consists of 93 mining claims by staking.

During the year ended December 31, 2023, the Company decided not to pursue the project and recognized an impairment loss of $40,845.

<u>Eagle Salt Project</u>

On November 22, 2022, the Company acquired the Eagle salt project, which consists of 423 mining claims by staking.

<u>Adonis Project</u>

On December 6, 2022, the Company staked the Adonis Project which consists of 90 claims.

<u>Rocky Salt Project</u>

On December 13, 2022, the Company acquired the Rocky Salt Project.

The project was acquired from certain vendors pursuant to the terms of a mineral property acquisition agreement. In consideration for the project, the Company will issue an aggregate of 700,000 common shares (issued with a fair value of $217,000 (Note 5)) and will issue an additional 1,050,000 common shares (issued with a fair value of $47,250 (Note 5)) on the 12-month anniversary of closing. All common shares issued in connection with the acquisition of the project are subject to a statutory hold period for four-months-and-one-day following issuance.

As further consideration for the acquisition of the project, the company has granted the vendors a 2% NSR on commercial production from the project. One-half of the NSR may be purchased by the company at any time for a cash payment of $1,000,000.

4. EXPLORATION AND EVALUATION ASSETS (continued)

Flat Bay Project

On April 24, 2023, the Company entered into a mineral property acquisition agreement to acquire a project on the west coast of Newfoundland. The Flat Bay project, will be 100% owned by the Company upon completion of the acquisition. The project consists of 1 licence.

The definitive agreement was entered into with Voa Exploration Inc., a private corporation existing under the laws of the Province of British Columbia. Pursuant to the definitive agreement, the Company agreed to purchase the project for and in consideration of the issuance of 700,000 common shares in the capital of the Company, and a one-time cash payment of $20,000 (paid). Upon closing of the acquisition, 300,000 consideration shares will be issued (issued with a fair value of $52,500 (Note 5)) to the vendor along with the consideration payment, with a further 200,000 consideration shares issued on or before the 12-month anniversary of the closing date (issued with a fair value of $10,000), and the final 200,000 consideration shares issued on or before the 24-month anniversary of the closing date.

Following issuance of the consideration shares, the Company will grant a 2% NSR on returns from the commercial production of minerals from the project. The royalty shall be freely assignable, upon written notice to the purchaser, and one-half (1%) of the NSR may be purchased at any time for a cash payment of $1,500,000.

Atlantic Project

On February 16, 2024, the Company has signed a definitive option agreement, to acquire up to a 75% interest in the Atlantic uranium project (“Project”), located in the eastern Athabasca basin of Northern Saskatchewan.

Pursuant to the Option Agreement, the Company has been granted the option to earn a 75% interest over two years in the Project. The option is exercisable by the Company completing cash payments, arranging for the issuance of common shares to the optionor and incurring exploration expenditures on the Project, summarized as follows:

	Consideration payments	Consideration shares	Exploration expenditures	Operator fee (10-12%)
	$		$	$
On signing	110,000 (paid)	3,000,000 (issued)	-	-
Year 1	120,000	6,000,000	1,300,000	130,000
Year 2	200,000	6,000,000	2,000,000	240,000
Year 3	-	-	3,000,000	360,000
Total	430,000	15,000,000	6,300,000	730,000

5. SHARE CAPITAL

Share Capital

(a) Authorized:

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

(b) As at September 30, 2024, the Company has 77,655,853 (December 31, 2023: 49,604,125) common shares issued and outstanding.

During the nine months ended September 30, 2024:

i. In May 2024, the Company closed its non-brokered private placement and has issued 4,114,870 flow-through units at a price of $0.0575 per FT unit for gross proceeds of $236,605. Each FT unit consists of one common share of the company and one transferable common share purchase warrant entitling the holder thereof to purchase one additional share at a price of $0.15 until May 17, 2026. In connection with closing of the offering, the company paid finders' fees of $19,580 and issued 141,395 units and 22,400 warrants to certain arm's-length parties. Each finder's unit comprised one common share of the company and one warrant.

ii. In March 2024, the Company issued 6,200,000 flow-through units at a price of $0.0575 per FT unit and 10,760,000 non-flow-through units at a price of $0.05 per NFT unit for gross proceeds of $894,500. Each unit consists of one common share of the company and one transferable common share purchase warrant, entitling the holder thereof to purchase one additional share at a price of $0.15 until March 18, 2026.

iii. On February 16, 2024, the Company issued 3,000,000 common shares at a fair value of $285,000 as partial consideration for the Atlantic Project (Note 4).

During the year ended December 31, 2023:

i. In January 2023, 19,600 common shares were issued for warrants exercised for gross proceeds of $1,960 and 355,000 common shares were issued for options exercised for gross proceeds of $101,175.

5. SHARE CAPITAL (continued)

Share Capital (continued)

ii. On March 7, 2023, the Company closed a non-brokered private placement of 6,712,500 units of the Company at a price of $0.16 per unit for gross proceeds of $1,074,000. Each unit consists of one common share of the Company and one transferable common share purchase warrant, entitling the holder thereof to purchase one additional share at a price of $0.24 until March 7, 2026. In connection with the private placement, the Company paid $27,580 of share issuance costs.

iii. On April 5, 2023, 400,000 common shares were issued at a fair value of $88,000 in connection with the vesting of 400,000 restricted share units.

iv. On May 4, 2023, 200,000 common shares were issued at a fair value of $48,000 in connection with the vesting of 200,000 restricted share units.

v. On May 9, 2023, the Company issued 300,000 common shares at a fair value of $52,500 as partial consideration for the Flat Bay Project (Note 4).

vi. On June 26, 2023, 980,000 common shares were issued for options exercised for gross proceeds of $122,500.

vii. On August 16, 2023, the Company closed a non-brokered private placement and issued 11,730,000 units at a price of $0.10 per unit for gross proceeds of $1,173,000. Each unit consists of one common share of the company and one transferable common share purchase warrant, entitling the holder thereof to purchase one additional share at a price of $0.15 until August 15, 2025. In connection with the private placement, the Company paid $33,314 of share issuance costs and issued 264,000 finders’ warrants with a fair value of $19,990.

viii. On December 8, 2023, 200,000 common shares were issued at a fair value of $46,000 in connection with the vesting of 200,000 restricted share units.

ix. On December 13, 2023, the Company issued 1,050,000 common shares at a fair value of $47,250 as partial consideration for the Rocky Salt Project, part of the Company’s Salt Properties (Note 4).

x. On December 22, 2023, the Company issued 1,200,000 common shares at a fair value of $54,000 as partial consideration for the Salt Properties (Note 4).

5. SHARE CAPITAL (continued)

Share Capital (continued)

Warrants

During the nine months ended September 30, 2024:

In connection with the private placement held on May 17, 2024, the Company issued 4,114,870 flow-through units at a price of $0.0575 per FT unit consisting of one common share of the company and one transferable common share purchase warrant entitling the holder thereof to purchase one additional share at a price of $0.15 until May 17, 2026. In connection with closing of the offering, the company paid finders' fees of $19,580 and issued 141,395 units and 22,400 warrants to certain arm's-length parties. Each finder's unit comprised one common share of the company and one warrant. The fair value of 94,000 finders' warrants of $3,259 was calculated using Black-Scholes Option Pricing Model with the following assumptions: stock price – $0.065; exercise price – $0.150; expected life – two years; volatility – 194%; dividend yield – $nil; and risk-free rate – 4.33%.

In connection with the private placement held on March 18, 2024, the Company issued 16,960,000 common share purchase warrant, including 94,000 finders' warrants, entitling the holder thereof to purchase one additional common share at a price of $0.15 until March 18, 2026. Under the residual method, the 16,960,000 warrants issued attached to the private placement units was valued at $nil. The fair value of 141,395 finders' warrants of $2,982 and 22,400 related party's warrants of $472 were calculated using Black-Scholes Option Pricing Model with the following assumptions: stock price – $0.045; exercise price – $0.150; expected life – two years; volatility – 138%; dividend yield – $nil; and risk-free rate – 4.31%.

During the year ended December 31, 2023:

In connection with the private placement held on March 7, 2023, the Company issued 6,712,500 transferable common share purchase warrant to purchase one additional common share at a price of $0.24 until March 7, 2026. Under the residual method, warrants issued attached to the private placement units was valued at $nil.

In connection with the private placement held on August 16, 2023, the Company issued 11,994,000 transferable common share purchase warrant, including 264,000 finders' warrants, entitling the holder thereof to purchase one additional common share at a price of $0.15 until August 15, 2025. Under the residual method, the 11,730,000 warrants issued attached to the private placement units was valued at $nil. The fair value of 264,000 finders' warrants of $19,990 was calculated using Black-Scholes Option Pricing Model with the following assumptions: stock price – $0.105; exercise price – $0.150; expected life – two years; volatility – 164%; dividend yield – $nil; and risk-free rate – 4.82%.

5. SHARE CAPITAL (continued)

Warrants (continued)

A summary of warrants activity is:

	Number of warrants	Weighted Average Exercise Price	Weighted Average outstanding share options life (years)
		$	
Balance, December 31, 2022	642,976	0.10	0.57
Issued	18,706,500	0.18	1.57
Exercised	(19,600)	0.10	0.57
Balance, December 31, 2023	19,329,876	0.18	1.04
Issued	24,874,668	0.24	1.50
Balance, September 30, 2024	44,204,544	0.20	1.30

Details of warrants outstanding are:

Expiry date	Exercise price	Number Outstanding	Outstanding life (years)
	$		
October 25, 2024	0.10	623,376	0.07
August 15, 2025	0.15	11,994,000	0.87
March 7, 2026	0.24	6,712,500	1.43
March 18, 2026	0.24	16,960,000	1.46
April 11, 2026	0.15	3,635,463	1.53
May 17, 2026	0.15	4,279,205	1.63
		44,204,544	1.30

Share Purchase Options

The Company has adopted a Stock Option Plan under which the aggregate number of shares that may be issued pursuant to the exercise of the stock options awarded under the Stock Option Plan and all other security-based compensation arrangements of the Company shall not exceed 10% of the issued and outstanding Shares at any given time.

During the nine months ended September 30, 2024, no additional share purchase options were granted.

5. SHARE CAPITAL (continued)

Share Purchase Options

During the year ended December 31, 2023:

i. On February 1, 2023, the Company granted 200,000 stock options to purchase common shares of the company to a consultant. The options vest immediately and are exercisable until February 1, 2025 at a price of $0.25 per option share. The fair value of $31,296 of the stock options granted was calculated using Black-Scholes Option Pricing Model with the following assumptions: stock price - $0.23; exercise price - $0.25; expected life – 2 years; volatility – 143.87%; dividend yield – $nil; and risk-free rate – 4.09%.

ii. On February 14, 2023, the Company granted 200,000 stock options to purchase common shares of the company to an officer. The options vest immediately and are exercisable until February 14, 2025 at a price of $0.25 per option share. The fair value of $28,788 of the stock options granted was calculated using Black-Scholes Option Pricing Model with the following assumptions: stock price - $0.215; exercise price - $0.25; expected life – 2 years; volatility – 141.27%; dividend yield – $nil; and risk-free rate – 4.09%.

iii. On June 13, 2023, the Company granted 980,000 stock options to purchase common shares to its directors, officers and consultants of the Company. The options vest immediately and are exercisable at a price of $0.125 per option share until June 13, 2024. The fair value of $68,100 of the stock options granted was calculated using Black-Scholes Option Pricing Model with the following assumptions: stock price - $0.12; exercise price - $0.125; expected life – 1 year; volatility – 169.69%; dividend yield – $nil; and risk-free rate – 4.52%.

5. SHARE CAPITAL (continued)

Share Purchase Options (continued)

A summary of share options activity is:

	Number of share purchase options	Weighted Average Exercise Price	Weighted Average outstanding share options life (years)
		$	
Balance, December 31, 2021	-	-	-
Granted	1,655,000	0.22	1.69
Balance, December 31, 2022	1,655,000	0.22	1.69
Granted	1,380,000	0.16	0.37
Cancelled	(200,000)	0.20	1.12
Exercised	(1,335,000)	0.17	0.24
Balance, December 31, 2023 and September 30, 2024	1,500,000	0.22	0.61

Details of share options outstanding are:

Expiry date	Exercise price	Number Outstanding	Number Exercisable	Outstanding life (years)
	$			
November 14, 2025	0.20	800,000	800,000	1.12
November 28, 2025	0.20	200,000	200,000	1.16
December 20, 2024	0.31	100,000	100,000	0.22
February 1, 2025	0.25	200,000	200,000	0.34
February 14, 2025	0.25	200,000	200,000	0.36
	0.22	1,500,000	1,500,000	0.61

Restricted Share Units

The Company has a Restricted Share Unit (RSU) Plan that allows for the granting of RSU's to eligible officers, employees, directors and consultants. The maximum number of shares issuable shares under the RSU Plan at any one time, combined with the grant of options under the Company's Stock Option Plan, is 2,500,000. The maximum RSU term is 10 years.

During the nine months ended September 30, 2024 and the year ended December 31, 2023, the Company granted the following RSU's. Each RSU represents the right to receive, upon vesting, one common share of the Company.

5. SHARE CAPITAL (continued)

Restricted Share Units (continued)

During the nine months ended September 30, 2024, there were no additional restricted share units were granted.

During the year ended December 31, 2023:

On January 3, 2023, the Company granted 200,000 RSU's to a consultant as compensation for ongoing services rendered to the Company. Each RSU represents the right to receive, upon vesting, on common share of the Company. The RSUs granted by the Company vested on May 4, 2023. The Company valued the RSUs the price of $0.24. During the year ended December 31, 2023, the Company recorded $48,000 of share-based compensation.

On February 1, 2023, the Company granted 200,000 RSU's to a consultant as compensation for ongoing services rendered to the Company. Each RSU represents the right to receive, upon vesting, on common share of the Company. The RSUs granted by the Company vested on June 2, 2023. The Company valued the RSUs the price of $0.23. During the year ended December 31, 2023, the Company recorded $46,000 of share-based compensation.

On February 14, 2023, the Company granted 400,000 RSU's to consultants as compensation for ongoing services rendered to the Company. Each RSU represents the right to receive, upon vesting, on common share of the Company. The RSUs granted by the Company vested on June 15, 2023. The Company valued the RSUs the price of $0.22. During the year ended December 31, 2023, $88,000 in compensation cost was recognized.

Escrow shares

As at September 30, 2024, there were 1,200,000 (2023 – 1,200,000) shares held in escrow.

6. KEY MANAGEMENT COMPENSATION AND RELATED PARTY BALANCES AND 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 and 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.

Key management includes directors and key officers of the Company, including the President, Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), and companies controlled by directors and key officers of the Company.

6. KEY MANAGEMENT COMPENSATION AND RELATED PARTY BALANCES AND TRANSACTIONS (continued)

	Nine months ended September 30, 2024	Nine months ended September 30, 2023
	$	$
Consulting fees	127,500	378,500
Management and directors' fees	13,500	-
Exploration and evaluation costs (Note 4)	2,859	-
Share-based compensation (Note 5)	472	122,004
Total key management compensation	**144,331**	**500,504**

As at September 30, 2024, $61,806 (December 31, 2023 - $14,974) was due to key management and is included in accounts payable. The amounts due bear no interest and are due on demand.

7. CAPITAL MANAGEMENT

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, and exploration of exploration and evaluation assets. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The properties in which the Company currently has an interest are in the exploration stage; as such the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the nine months ended September 30, 2024. The Company is not subject to externally imposed capital requirements.

8. COMMITMENT

The Company is committed to the issuance of shares and exploration expenditures as described in Note 4.

9. SUPPLEMENTAL CASH FLOW INFORMATION

During the nine months ended September 30, 2024:

The Company issued 200,000 common shares with a fair value of $10,000 for mineral properties acquisitions (Notes 4 and 5).

The Company issued 3,000,000 common shares with a fair value of $285,000 for mineral properties acquisitions (Notes 4 and 5).

During the year ended December 31, 2023:

The Company issued 2,550,000 common shares with a fair value of $153,750 for mineral properties acquisitions (Notes 4 and 5).

As at December 31, 2023, there was $106,992 of exploration and evaluation expenditures in accounts payable.

10. SUBSEQUENT EVENTS

There were no significant subsequent events.