VORTEX ENERGY CORP.

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023

(In Canadian dollars, unless noted)
(Unaudited)

VORTEX ENERGY CORP.

Condensed Consolidated Interim Statements of Financial Position

As at September 30, 2024 and June 30, 2024
In Canadian Dollars, unless noted (unaudited)

As at	Notes	September 30, 2024	June 30, 2024
		$	$
ASSETS			
Cash		1,817,712	3,183,968
Accounts receivable		333,001	171,038
Prepaid expenses	**4**	10,833	14,333
TOTAL CURRENT ASSETS		**2,161,546**	**3,369,339**
Long-term prepaid expenses	**4**	-	150,000
Exploration and evaluation assets	**5**	9,784,589	8,572,600
Intangible assets	**6**	-	14,160
TOTAL ASSETS		**11,946,135**	**12,106,099**
LIABILITIES			
Accounts payable and accrued liabilities		1,145,645	1,086,212
Flow-through liability	**7**	158,677	158,677
TOTAL LIABILITIES		**1,304,322**	**1,244,889**
SHAREHOLDERS' EQUITY			
Share capital	**7**	18,884,252	18,808,002
Reserves	**7**	2,636,448	2,572,739
Deficit		(10,878,887)	(10,519,531)
TOTAL SHAREHOLDERS' EQUITY		**10,641,813**	**10,861,210**
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		**11,946,135**	**12,106,099**

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

Going concern (Note 2), Subsequent events (Notes 5, and 13) and Commitments (Notes 5, 6, and 9)

Approved on behalf of the Board of Directors:

"Paul Sparkes" Director

"Eli Dusenbury" Director

VORTEX ENERGY CORP.

Condensed Consolidated Interim Statements of Net Loss and Comprehensive Loss

For the Three Months Ended September 30, 2024 and 2023

In Canadian Dollars, unless noted (unaudited)

For the Three Months Ended,	Notes	September 30, 2024	September 30, 2023
		$	$
OPERATING EXPENSES			
Advertising and marketing		17,863	1,518,962
Amortization	**6**	14,160	33,680
Consulting fees	**8**	49,000	235,000
Filing fees		7,373	21,258
Management fees	**8**	90,000	90,000
Office and miscellaneous		(8,333)	25,851
Professional fees		49,334	86,777
Share-based compensation	**7**	139,959	763,359
TOTAL OPERATING EXPENSES		**(359,356)**	**(2,774,887)**
Realized gain on marketable securities		-	14,425
Unrealized loss on marketable securities		-	(57,853)
Flow-through recovery	**7**	-	18,759
NET AND COMPREHENSIVE LOSS		**(359,356)**	**(2,799,556)**
Loss per share, basic and diluted		(0.00)	(0.04)
Weighted average number of common shares outstanding – Basic and diluted		81,512,681	69,339,903

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

VORTEX ENERGY CORP.

Condensed Consolidated Interim Statements of Changes in Shareholders' Equity

For the Three Months Ended September 30, 2024 and 2023

In Canadian Dollars, unless noted (unaudited)

	Notes	Common Shares	Share Capital	Share Subscriptions	Reserves	Deficit	Total Equity
		(#)	**$**	**$**	**$**	**$**	**$**
Balances, June 30, 2023		62,706,754	10,161,543	982,500	924,716	(3,713,851)	8,354,908
Private placement – $0.50	**7**	4,310,000	2,155,000	(982,500)	-	-	1,172,500
Private placement – $0.60	**7**	1,166,333	583,167	-	-	-	583,167
Share issuance costs	**7**	-	(254,573)	-	184,399	-	(70,174)
Shares issued - Galloper	**5**	750,000	1,207,500	-	-	-	1,207,500
Share-based compensation	**7**	-	-	-	763,359	-	763,359
Exercise of restricted share units	**7**	781,250	78,125	-	(78,125)	-	-
Exercise of warrants	**7**	1,184,900	888,675	-	-	-	888,675
Loss and comprehensive loss for the period		-	-	-	-	(2,799,556)	(2,799,556)
Balances, September 30, 2023		**70,899,237**	**14,819,437**	**-**	**1,794,349**	**(6,513,407)**	**10,100,379**
Balances, June 30, 2024		81,470,561	18,808,002	-	2,572,739	(10,519,531)	10,861,210
Share-based compensation	**7**	-	-	-	139,959	-	139,959
Exercise of restricted share units	**7**	62,500	76,250	-	(76,250)	-	-
Loss and comprehensive loss for the period		-	-	-	-	(359,356)	(359,356)
Balances, September 30, 2024		**81,533,061**	**18,884,252**	**-**	**2,636,448**	**(10,878,887)**	**10,641,813**

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

VORTEX ENERGY CORP.

Condensed Consolidated Interim Statements of Cash Flows

For the Three Months Ended September 30, 2024 and 2023

In Canadian Dollars, unless noted (unaudited)

	September 30, 2024	September 30, 2023
OPERATING ACTIVITIES		
Net loss	**(359,356)**	**(2,799,556)**
Amortization (Note 6)	14,160	33,680
Share-based compensation (Note 7)	139,959	763,359
Unrealized loss on marketable securities	-	57,853
Flow-through recovery (Note 7)	-	(18,759)
Changes in non-cash working capital items:		
Accounts receivable	(161,963)	(97,327)
Prepaid expenses (Note 4)	3,500	156,235
Accounts payable and accrued liabilities	(89,462)	(283,009)
Cash used in operating activities	**(453,162)**	**(2,187,524)**
INVESTING ACTIVITIES		
Exploration and evaluation assets (Note 5)	(913,094)	(290,750)
Sale of marketable securities	-	77,400
Long-term prepaid expenses (Note 4)	-	-
Cash used in investing activities	**(913,094)**	**(213,350)**
FINANCING ACTIVITIES		
Proceeds from share issuances (Note 7)	-	1,872,300
Proceeds from warrant exercises (Note 7)	-	888,675
Share issuance costs (Note 7)	-	(70,174)
Cash received from financing activities	**-**	**2,690,801**
Net change in cash	(1,366,256)	289,927
Cash, beginning of period	3,183,968	3,994,470
Cash, end of period	**1,817,712**	**4,284,397**

Supplemental cash flow information – Note 12

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

1. NATURE OF OPERATIONS

a. Corporate information

Vortex Energy Corp. (the "Company") was incorporated under the laws of British Columbia on July 13, 2021.

The Company's registered office and principal place of business is 1930 – 1177 West Hastings Street, British Columbia V6C 4T5.

The Company was incorporated with the intention of pursuing a strategic acquisition in the green energy and/or mineral exploration sector. On December 28, 2022, the Company's common shares were approved for listing and trading on the Canadian Securities Exchange, under the symbol "VRTX".

These condensed consolidated interim financial statements were approved for issuance by the Board of Directors on November 28, 2024.

2. GOING CONCERN

The Company has incurred losses since inception and has no current source of operating revenue and is accordingly dependent upon the receipt of equity and/or related party debt financing on terms which are acceptable.

These condensed consolidated interim financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company does not generate cash flow from operations to fund its exploration activities and has therefore relied upon the issuance of securities for financing. The Company intends to continue relying upon the issuance of securities to finance its future operations and exploration activities to the extent such instruments are issuable under terms acceptable to the Company. While the Company has been successful in raising funds in the past, it is uncertain whether it will be able to raise sufficient funds in the future.

These conditions create a material uncertainty that may cast significant doubt upon the Company's ability to continue as a going concern. If the Company is unable to secure additional financing, repay liabilities as they come due, negotiate suitable joint venture agreements, and/or continue as a going concern, then material adjustments may be required to the carrying value of assets and liabilities and the consolidated statement of financial position classifications used. These condensed consolidated interim financial statements do not include any adjustments that may arise should the Company be unable to continue as a going concern. These adjustments could be material.

3. BASIS OF PRESENTATION

a) Basis of preparation

These condensed consolidated interim financial statements have been prepared using International Accounting Standard ("IAS") 34 *Interim Financial Reporting* using accounting policies consistent with IFRS Accounting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretations Committee. These financial statements are condensed as they do not include all of the information required by IFRS for annual financial statements and therefore should be read in conjunction with the Company's audited consolidated financial statements for the year ended June 30, 2024.

In these condensed consolidated interim financial statements, unless otherwise indicated, all amounts are expressed in Canadian dollars, which is the Company's and its subsidiaries' functional and presentation currency.

b) Basis of consolidation

These condensed consolidated interim financial statements include the operations of the Company and its wholly owned subsidiaries as follows:

- Blue Ocean Salt Corp. incorporated in British Columbia, Canada
- VRTX Energy (Alberta) Corp. incorporated in Alberta, Canada

Control exists when the parent company has the power, directly or indirectly, to govern the financial and operating policies of an entity to obtain benefits from its activities. All significant intercompany transactions and balances have been eliminated.

c) Foreign currencies

Items included in the condensed consolidated financial statements of each of the Company's subsidiaries are measured using the currency of the primary economic environment in which the entity operates and then translated into the functional currency.

Monetary assets and liabilities are translated into Canadian dollars using the exchange rate in effect at the date of the statement of financial position.

Non-monetary assets and liabilities that are measured at historical cost are translated into Canadian dollars using the exchange rate in effect at the date of the initial transaction and are not subsequently restated. Non-monetary assets and liabilities that are measured at fair value or a revalued amount are translated into Canadian dollars by using the exchange rate in effect at the date the value is determined, and the related translation differences are recognized in profit or loss, or other comprehensive loss, consistent with where the gain or loss on the underlying non-monetary asset or liability has been recognized.

d) Significant accounting judgements and estimates

The timely preparation of these condensed consolidated interim financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of assets, liabilities and expenses, and the disclosure of contingent assets and liabilities. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis.

As at September 30, 2024, the Company has identified the following as material estimates:

i. Share-based compensation
Management determines fair value for share-based payments using market-based valuation techniques. The fair value of the market-based and performance-based share awards are determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgement used in applying valuation techniques. These assumptions and judgements include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviors and corporate performance. Similar calculations are made to value warrants. Such judgements and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.

In the preparation of these condensed consolidated interim financial statements, management has made judgements, aside from those that involve estimates, in the process of applying the accounting policies. The following critical judgements can have an effect on the amounts recognized in the condensed consolidated interim financial statements:

i. Exploration and evaluation assets
The Company is required to make certain judgements in assessing indicators of impairment of exploration and evaluation assets. Judgement is required to determine if the right to explore will expire in the near future or is not expected to be renewed. Judgement is required to determine whether substantive expenditures on further exploration for and evaluation of mineral resources in specific areas will not be planned or budgeted.

Judgement is required to determine if the exploration for and evaluation of mineral resources in specific areas have not led to the commercially viable quantities of mineral resources and the Company will discontinue such activities. Judgement is required to determine whether there are indications that the carrying amount of an exploration and evaluation property is unlikely to be recovered in full from successful development of the project or by sale.

ii. **Flow-through expenditures**
The Company is required to spend proceeds received from the issuance of flow-through shares on qualifying resource expenditures. Differences in judgement between management and regulatory authorities with respect to qualified expenditures may result in disallowed expenditures by the tax authorities. Any amount disallowed may result in the Company's required expenditures not being fulfilled.

e. Accounting standards adopted in the current period

Adoption of amendments to IAS 1 Presentation of Financial Statements

In January 2020 and October 2022, the IASB issued Classification of Liabilities as Current or Non-current (Amendments to IAS 1). The amendments aim to promote consistency in applying the requirements by helping companies determine whether, in the consolidated statement of financial position, debt and other liabilities with an uncertain settlement date should be classified as current (due or potentially due to be settled within one year) or non-current. The amendments include clarifying the classification requirements for debt a company might settle by converting it into equity. In addition, a requirement has been introduced to require disclosure when a liability arising from a loan agreement is classified as non-current and the entity's right to defer settlement is contingent on compliance with future covenants within twelve months.

The adoption of the amendment did not result in any impact to the Company's condensed consolidated interim financial statements.

f. Upcoming accounting standards and interpretations

The following are the standards, amendments, and interpretations that the Company expects may be applicable at a future date and, if so, intends to adopt when they become effective. Certain accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's consolidated financial statements.

In April 2024, the IASB issued IFRS 18 Presentation and Disclosure in Financial Statements. This standard aims to improve the consistency and clarity of financial statement presentation and disclosures by providing updated guidance on the structure and content of financial statements. Key changes include enhanced requirements for the presentation of financial performance, financial position, and cash flows, as well as additional disclosures to improve transparency and comparability. IFRS 18 is effective for annual reporting periods beginning on or after January 1, 2027. The Company is currently assessing the impact that the adoption of IFRS 18 will have on its consolidated financial statements.

In May 2024, the IASB issued narrow-scope amendments to the recognition, derecognition and classification requirements in IFRS 9 – Financial Instruments ("IFRS 9") and introduced additional disclosure requirements in IFRS 7 – Financial Instruments: Disclosure ("IFRS 7"). Key changes include clarification on the timing of recognition and derecognition of financial assets and liabilities, introduction of additional disclosure for certain financial instruments with contractual terms that could change the timing or amount of contractual cash flows due to contingent events that are not directly related to changes in basic lending risks and costs, and additional guidance for assessing whether the contractual cash flows of financial assets represent solely payments of principal and interest and updated disclosures for equity instruments designated at fair value through other comprehensive income. The amendments are effective for annual reporting periods beginning on or after January 1, 2026. The Company is currently assessing the impact that the adoption of these amendments will have on its consolidated financial statements.

In Canadian Dollars, unless noted (unaudited)

4. PREPAID EXPENSES

As at September 30, 2024 and June 30, 2024, the Company's prepaid expenses were as follows:

	September 30, 2024	June 30, 2024
	$	$
Short-term		
Marketing and advertising	5,000	5,000
Insurance	5,833	9,333
Balance, Short-term	**10,833**	**14,333**
Long-term		
Drilling deposit	-	150,000
Balance, Long-term	**-**	**150,000**

5. EXPLORATION AND EVALUATION ASSETS

As at September 30, 2024 and June 30, 2024, the Company's exploration and evaluation assets were as follows:

	Robinsons Property	Fire Eye Property	Total
	$	$	$
Balance, June 30, 2023	4,024,423	160,000	**4,184,423**
Option agreement – cash	-	30,000	**30,000**
Option agreement – share issuance	-	88,500	**88,500**
Acquisition – Galloper - cash	162,800	-	**162,800**
Acquisition – Galloper – share issuance	1,207,500	-	**1,207,500**
Expenditures	2,899,377	-	**2,899,377**
Balance, June 30, 2024	**8,294,100**	**278,500**	**8,572,600**
Expenditures	1,123,994	87,995	**1,211,989**
Balance, September 30, 2024	**9,418,094**	**366,495**	**9,784,589**

The following table summarizes the Company's exploration and evaluation expenses by property and type of expense for the three months ended September 30, 2024 and 2023:

September 30, 2024	Robinsons Property	Fire Eye Property	Total
	$	$	$
Geophysics	-	87,995	**87,995**
Drilling	1,088,794	-	**1,088,794**
Reporting and administration	35,200	-	**35,200**
Balance, September 30, 2024	**1,123,994**	**87,995**	**1,211,989**

September 30, 2023	Robinsons Property	Fire Eye Property	Total
	$	$	$
Geophysics	97,950	-	**97,950**
Balance, September 30, 2023	**97,950**	**-**	**97,950**

a) Robinsons River Salt Property

On April 3, 2023, the Company completed the acquisition of 100% of the issued and outstanding share capital of Blue Ocean Salt Corp. ("BOSC") in consideration for an aggregate of 20,600,004 common shares in the capital of the Company (the "Acquisition") (Note 1). BOSC owns 100% interest in and to the Robinsons River Salt Property

("Robinson Property") located in the Bay St. George region of southwestern Newfoundland consisting of four contiguous mineral licenses and is comprised of 687 claims covering 17,139 hectares.

On August 1, 2023, the Company completed the acquisition of additional mineral licenses contiguous to the northern border of its Robinson Property, in Newfoundland and Labrador from Galloper Gold Corp.("Galloper").

The Company paid $162,800 in cash and issued 750,000 common shares fair valued at $1,207,500 of the Company to Galloper in connection with the closing of the acquisition.

In addition, subject to the terms of the property purchase agreement with respect to the acquisition, the Company has agreed to:

(i) issue an additional 1,000,000 common shares to Galloper in the event that the Company completes a drill hole on the acquired mineral license which intersects a core length of at least 300 meters with an average grade of at least 90% Sodium Chloride and;
(ii) issue an additional 3,000,000 common shares of the Company and pay an additional $1,000,000 to Galloper if the Company utilizes, on a commercial basis, any salt caverns on the acquired mineral license for underground energy storage.

For the three months ended September 30, 2024, the Company has capitalized $1,123,994 (2023 - $97,950) in costs related to the exploration and evaluation of the Robinson Property, which entirely relate to geophysics, geological work and drilling activities performed on the property.

b) Fire Eye Property

On March 10, 2022 (the "effective date"), the Company entered into a property option agreement for the option to purchase the mineral property referred to as the Fire Eye Property located in Saskatchewan, Canada, upon satisfaction of each of the following obligations:

i. Total cash consideration of $230,000 to be paid as follows:
   a. $75,000 within five calendar days of the effective date (paid*)*;
   b. $75,000 on or before 10 calendar days after the seller (or "Optionor") has delivered a technical report for the property which complies with the requirements of National Instrument 43-101 *Standards of Disclosure for Mineral Projects* (paid)*;*
   c. $30,000 on or before March 10, 2023; (paid August 2023)
   d. $50,000 on or before March 10, 2024 (later amended, see below).

ii. Issuing the Optionor an aggregate of 400,000 common shares, as follows:
   a. 100,000 common shares on or before 10 calendar days after the Optionor has delivered a technical report for the property which complies with the requirements of National Instrument 43-101 *Standards of Disclosure for Mineral Projects* (issued);
   b. 150,000 common shares on or before one calendar year after the Listing Date (December 28, 2023) (issued); and
   c. 150,000 common shares on or before two calendar years after the Listing Date (December 28, 2024).

iii. Incurring an aggregate expenditure amount of $360,000 on the property, as follows (the below was amended, as mentioned in the paragraph below):
   a. $110,000 of expenditures on or before one calendar year after the Listing Date (December 28, 2023) (amended); and
   b. $250,000 of expenditures on or before one calendar year after the Listing Date (December 28, 2024) (amended).

On October 1, 2024, the property option agreement was amended to adjust the aggregate expenditure amount of $360,000 on the property, as follows:

   a. $110,000 of expenditures on or before three calendar years after the Effective Date (March 10, 2025); and

b. $250,000 of expenditures on or before four calendar years after the Effective Date (March 10, 2026).

In addition on October 1, 2024, the optionor agreed to accept, in lieu of the payment of $50,000 in cash, such number of Company shares as have the same value ($50,000). (issued) (Note 13)

For the three months ended September 30, 2024, the Company has capitalized $87,995 (2023 - $nil) in costs related to the exploration and evaluation of the Fire Eye Property.

6. INTANGIBLE ASSETS

As a result of the Acquisition of BOSC, the Company acquired a licensing agreement with AmmPower Corp. ("AmmPower"). The license is for North America, the United Kingdom and the European Union to buy, use, sell, modify, create derivative works of, distribute and sublicense membrane separator technology for the efficient purification of hydrogen from ammonia.

The license was for an initial term of two years and could be extended for another eighteen years (for a total of 20 years).

The licencing fees were as follows:

- the Company has committed to deliver, or cause the delivery, to AmmPower on or before the expiration of the initial term of August 10, 2024, 690,000 common shares in the capital of the Company, such common shares being subject to a two (2) year voluntary resale restriction period, such that the common shares shall be released as follows: (i) one-fourth (1/4) of the common shares shall be released from voluntary restriction on the date that is six (6) months following delivery; (ii) one-fourth (1/4) of the common shares shall be released from voluntary restriction on the date that is twelve (12) months following delivery; (iii) one-fourth (1/4) of the common shares shall be released from voluntary restriction on the date that is eighteen (18) months following delivery; and (iv) the remaining one-fourth (1/4) of the common shares shall be released from voluntary restriction on the date that is twenty-four (24) months following delivery.

On August 10, 2024, the Company opted to not renew the license and did not issue the common shares required by the licensing fee above. As a result, the license was terminated.

During the three months ended September 30, 2024, the Company recognized $14,160 related to the amortization of the licensing agreement (2023 – $30,680). The carrying amount at September 30, 2024 was $nil (2023 – $110,260).

7. EQUITY

a) Authorized Share Capital

Unlimited number of common shares without par value.

The Company has established an equity incentive plan (the "Plan") dated August 8, 2022, contemplating the grant of equity-based incentive awards, in the form of options, restricted share units ("RSUs") to employees, officers, directors and consultants of the Company.

The Plan is a 20% rolling plan, pursuant to which share awards may be granted by the Company not exceeding 20% of the issued and outstanding common shares at the time of grant.

b) Issued Share Capital

Three months ended September 30, 2024

On July 30, 2024, the Company issued 62,500 common shares valued at $76,250 resulting from the exercise of restricted share units.

Year ended June 30, 2024

On July 6, 2023, the Company closed the final tranche (the "Final Tranche") of a non-brokered private placement for gross proceeds of $2,854,800. Pursuant to the Final Tranche, the Company issued (i) 4,310,000 units at a price of $0.50 per unit for aggregate gross proceeds of $2,155,000, with $982,500 collected in the prior year.

Each $0.50 unit comprised of one non-flow-through common share and one share purchase warrant entitling the holder to acquire one share at a price of $0.75 until July 6, 2025 and (ii) 1,166,333 units at a price of $0.60 per unit for aggregate gross proceeds of $699,800, with each $0.60 unit comprised of one flow through common share and one share purchase warrant entitling the holder to acquire one share at a price of $0.75 until July 6, 2025. A total of $116,633 in residual value was allocated to the flow-through liability, with $nil allocated to warrants. In connection with the closing of the Final Tranche, the Company paid finder's fees totalling $70,175 and issued 137,083 finder's warrants, fair valued at $184,399, entitling the holder thereof to acquire one share at an exercise price of $0.75 until July 6, 2025.

On August 1, 2023, the Company issued 750,000 common shares fair valued at $1,207,500 to Galloper Gold Corp., in addition to cash consideration, for the Galloper Property. Refer to Note 7 for additional information.

On December 22, 2023, the Company closed the "flow-through" portion (the "FT Offering") of a non-brokered private placement for gross proceeds of $999,490. Pursuant to the FT Offering, the Company issued 2,324,396 units at a price of $0.43 per unit, with each $0.43 unit comprised of one flow-through common share and one common share purchase warrant entitling the holder to acquire one non-flow-through common share at a price of $0.55 until December 22, 2025. A total of $34,866 in residual value was allocated to the flow-through liability, with $nil allocated to warrants. In connection with the closing of the FT Offering, the Company paid finder's fees totalling $43,732 and issued 162,707 finder's warrants fair valued at $31,858 entitling the holder thereof to acquire one share at an exercise price of $0.55 until December 22, 2025.

On December 29, 2023, the Company issued 150,000 common shares in accordance with the Fire Eye property option agreement measured at the issuance date fair value of $0.59 per share, for a total fair value of $88,500. Refer to Note 7 for additional information.

On January 9, 2024, the Company closed a non-brokered private placement for gross proceeds of $1,500,000. Pursuant to the private placement, the Company issued 3,750,000 units at a price of $0.40 per unit, with each unit comprised of one common share and one common share purchase warrant entitling the holder to acquire one common share at a price of $0.50 until January 9, 2026. Using the residual method, 100% of the proceeds were allocated to the value of the common shares, as their fair value at the time of issuance was equal or more than total proceeds. As a result, the fair value of the warrants is $nil.

On March 25, 2024, the Company closed a non-brokered charity flow-through private placement for gross proceeds of $830,000 pursuant to an arrangement with Wealth Creation Preservation & Donation Inc. ("WCPD"). Pursuant to the offering, the Company issued 2,441,178 "flow-through" common shares of the Company at a price of $0.34 per share. In connection with the offering, the Company issued 103,750 finder's warrants fair valued at $12,793, entitling the holder to acquire one non-flow-through common share at an exercise price of $0.40 until March 25, 2026. A total of $158,677 in residual value was allocated to the flow-through liability.

c) Escrowed shares

As of September 30, 2024, included in shares outstanding, there were 10,418,178 (June 30, 2024 – 10,418,178) common shares escrowed in connection with the listing on the Canadian Securities Exchange.

In Canadian Dollars, unless noted (unaudited)

d) Options

A summary of the Company's options as at September 30, 2024 and June 30, 2024, is as follows:

	September 30, 2024	June 30, 2024
Opening balance	2,500,000	3,162,500
Granted	-	-
Exercised	-	(200,000)
Forfeited	-	(462,500)
Closing balance	**2,500,000**	**2,500,000**

A further breakdown of the options outstanding as of September 30, 2024 are as follows:

	Issued	Exercised	Forfeited	Remaining	Exercisable	Exercise Price	Expiry Date	Remaining Life
Granted – October 5, 2022	500,000	(200,000)	-	300,000	300,000	$0.10	October 5, 2024	0.01
Granted – December 28, 2022	750,000	(37,500)	(462,500)	250,000	250,000	$0.40	December 28, 2024	0.24
Granted – March 17, 2023	1,000,000	-	-	1,000,000	1,000,000	$0.26	March 17, 2026	1.47
Granted – April 26, 2023	600,000	-	-	600,000	300,000	$0.65	April 26, 2026	1.57
Granted – June 13, 2023	350,000	-	-	350,000	275,000	$0.98	June 13, 2026	1.70
Balance, September 30, 2024	**3,200,000**	**(237,500)**	**(462,500)**	**2,500,000**	**2,125,000**	**$0.45**		**1.23**

During the three months ended September 30, 2024, the Company recognized $33,854 in share-based compensation in connection with the granting and vesting of options (2023 – $214,234).

Subsequent to period-end, 300,000 options have expired unexercised.

e) Restricted Share Units

A summary of the Company's restricted share units ("RSUs") as at September 30, 2024 and June 30, 2024 is as follows:

	September 30, 2024	June 30, 2024
Opening balance	2,268,750	2,243,750
Granted	-	2,675,000
Exercised	(62,500)	(2,462,500)
Cancelled	-	(187,500)
Closing balance	**2,206,250**	**2,268,750**

A further breakdown of the RSUs outstanding as at September 30, 2024 are as follows:

	Issued	Exercised	Cancelled	Remaining	Exercisable
Granted - December 28, 2022	1,700,000	(1,500,000)	-	200,000	200,000
Granted - January 20, 2023	2,225,000	(2,093,750)	-	131,250	131,250
Granted - September 1, 2023	1,675,000	(612,500)	(187,500)	875,000	635,000
Granted – April 8, 2024	1,000,000	-	-	1,000,000	1,000,000
Balance, September 30, 2024	**6,600,000**	**(4,206,250)**	**(187,500)**	**2,206,250**	**1,966,250**

During the three months ended September 30, 2024, the Company had a total of 62,500 RSUs exercised. The weighted average share price at the time of exercises was $0.18 per share.

During the three months ended September 30, 2024, the Company recognized $106,105 in share-based compensation expense related to the granting and vesting of RSUs (2023 – $549,125). As the RSUs are equity settled, a corresponding amount was credited to reserves.

In Canadian Dollars, unless noted (unaudited)

f) Warrants

A summary of the Company's common share purchase warrants as at September 30, 2024 and June 30, 2024 is as follows:

	September 30, 2024	June 30, 2024
Opening balance	19,491,369	8,949,600
Granted	-	11,954,269
Exercised	-	(1,209,400)
Expired	-	(203,100)
Closing balance	**19,491,369**	**19,491,369**

A further breakdown of the warrants outstanding as of September 30, 2024 are as follows:

	Issued	Exercised	Expired	Remaining	Exercise Price	Expiry Date	Remaining Life
Granted - June 19, 2023	7,537,100	-	-	7,537,100	$0.75	June 19, 2025	0.72
Granted - July 6, 2023	5,613,416	-	-	5,613,416	$0.75	July 6, 2025	0.76
Granted – December 22, 2023	2,487,103	-	-	2,487,103	$0.55	December 22, 2025	1.23
Granted – January 9, 2024	3,750,000	-	-	3,750,000	$0.50	January 9, 2026	1.28
Granted – March 25, 2024	103,750	-	-	103,750	$0.40	March 25, 2026	1.48
Balance, September 30, 2024	**19,491,369**	**-**	**-**	**19,491,369**	**$0.68**		**0.91**

8. RELATED PARTY TRANSACTIONS AND BALANCES

Key management personnel include persons having the authority and responsibility for planning, directing, and controlling the activities of the Company. The Company has determined that key management personnel consists of the directors and corporate officers.

The aggregate value of transactions relating to key management personnel during the three months ended September 30, 2024 were as follows:

Share-based compensation and fees paid to the following for the services rendered	Share-based compensation	Fees
	$	$
The CEO and Director pursuant to officer services provided	6,695	45,000
The CFO pursuant to officer services provided	27,818	30,000
A Director of the Company pursuant to director services provided	1,140	7,500
A Director of the Company pursuant to director services provided	2,280	7,500
Total	**37,933**	**90,000**

For the three months ended September 30, 2023, the Company incurred $75,000 in management fees for CEO and CFO services provided included in "Management Fees" and 575,000 in share-based compensation.

At September 30, 2024, $18,375 (2023 - $63,000) due to companies controlled by the corporate officers and directors of the Company is included in accounts payable and accrued liabilities. The amounts payable are non-interest bearing, is unsecured, and have no specific terms of repayment.

9. COMMITMENTS

During the year ended June 30, 2024, the Company entered into a collaborative research agreement with the University of Alberta relating to the Robinsons River Salt Dome. The Company is committed to fund $300,000 for a period of 24 months ending on December 31, 2025 and, as at September 30, 2024, the remaining commitment amounts to $184,000.

In Canadian Dollars, unless noted (unaudited)

As a result of the flow-through financing structure (see Note 7(b)) on June 19, 2023, July 6, 2023, December 22, 2023, and March 25, 2024 the Company is committed to expend $3,531,291 of flow-through share proceeds related to flow-through shares issued during the year on qualifying exploration expenditures. The Company must incur eligible expenditures within 24 months from issuing the flow-through shares.

As at September 30, 2024, the Company has $nil (June 30, 2024 - $541,914) remaining in committed flow-through proceeds to be expended.

Commitment to expense flow-through proceeds

	September 30, 2024	**June 30, 2024**
	$	**$**
Balance, opening	541,914	912,000
Flow-through share proceeds	-	2,529,290
Eligible expenses incurred	(541,914)	(2,899,376)
Balance, closing	**-**	**541,914**

Amortization of the flow-through premium

	September 30, 2024	**June 30, 2024**
	$	**$**
Balance, opening	158,677	167,000
Flow-through premium – addition (Note 7(b))	-	310,176
Flow-through premium - amortization	-	(318,499)
Balance, closing	**158,677**	**158,677**

As at September 30, 2024, while the Company has incurred qualifying exploration expenditures, the underlying flow-through tax filing has not yet been completed, and therefore the flow-through premium has not yet been amortized.

10. MANAGEMENT OF CAPITAL

The Company defines the capital that it manages as its shareholders' equity, which was $10,641,813 at September 30, 2024 (June 30, 2024 - $10,861,210).

The Company's objective when managing capital is to maintain corporate and administrative functions necessary to support the Company's operations.

The Company manages its capital structure in a manner that provides sufficient funding for operational and capital expenditure activities. Funds are intended to be secured, when necessary, through debt funding or equity capital raised by means of private placements. There can be no assurances that the Company will be able to obtain debt or equity capital in the case of working capital deficits. The Company does not pay dividends and has no long-term debt or bank credit facility. The Company is not subject to externally imposed capital requirements. There has been no change to management's approach during the year to date.

11. RISK MANAGEMENT

a) Financial Risk Management

The Company may be exposed to risks of varying degrees of significance which could affect its ability to achieve its strategic objectives. The main objectives of the Company's risk management processes are to ensure that risks are properly identified and that the capital base is adequate in relation to those risks. The principal risks to which the Company is exposed are described below. The Company has not changed its risk management processes from the prior year.

(i) Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Management's assessment of the Company's exposure to credit risk on its $1,817,712 in cash (June 30, 2024 - $3,183,968) is low as the Company's cash is held with major Canadian financial institutions.

(ii) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. As at September 30, 2024, the Company's working capital surplus is $857,224 (June 30, 2024 - $2,124,450) and it does not have any long-term monetary liabilities.

The Company may seek additional financing through debt or equity offerings, but there can be no assurance that such financing will be available on terms acceptable to the Company or at all. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at September 30, 2024, the Company had cash of $1,817,712 and total liabilities of $1,304,322.

(iii) 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 currency risk, interest rate risk and other price risk.

Management believes the Company is not exposed to significant currency risk, interest rate risk or to other price risk.

b) Fair values

The carrying values of accounts payable and accrued liabilities approximate their fair values due to their short-term to maturity.

Financial instruments are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 – Quoted prices in markets that are not active, or inputs that are not observable, either directly or indirectly, for substantially the full term of the asset or liability.

Level 3 – Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

The Company's cash is considered to be Level 1 within the fair value hierarchy.

In Canadian Dollars, unless noted (unaudited)

12. SUPPLEMENTAL CASH FLOW INFORMATION

The Company incurred the following non-cash transactions relating to investing and financing activities. These were excluded from the statement of cash flows:

For the Three Months Ended	September 30, 2024	September 30, 2023
	$	$
Accounts payable for exploration and evaluation assets	838,272	-
Amortization of long-term prepaid expenses - drilling deposit	150,000	-
Shares issued for the purchase of property from Galloper	-	1,207,500
Share issued upon conversion of restricted share units for $nil proceeds	62,500	78,125
Finder’s warrants issued as share issuance costs	-	184,399
Interest received	20,230	-
Interest paid	-	-

No taxes were paid or received in cash during the three months ended September 30, 2024 (2023 - $nil)

13. SUBSEQUENT EVENTS

Subsequent to September 30, 2024, the Company issued 627,500 common shares in recognition of RSU exercises. The exercises were made on October 10, 2024 and October 29, 2024 for 315,000 and 312,500 common shares, respectively.

On October 16, 2024 the Company issued 500,000 common shares fair-valued at $50,000 in relation to the Fire Eye property option agreement. (Note 5b).