MOONBOUND MINING LTD.

Condensed Interim Consolidated Financial Statements
For the nine months ended January 31, 2024 and 2023

(*Unaudited - Expressed in Canadian Dollars)*

NOTICE OF NO AUDITOR REVIEW
OF CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the unaudited condensed interim consolidated financial statements, they must be accompanied by a notice indicating that the condensed interim consolidated financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim consolidated financial statements of Moonbound Mining Ltd. (the “Company”) have been prepared by and are the responsibility of the Company’s management. These unaudited condensed interim consolidated financial statements as at January 31, 2024 and for the nine months then ended are prepared in accordance with International Financial Reporting Standards and reflect management’s best estimates and judgment based on information currently available.

The Company’s independent auditor has not performed a review of these condensed interim consolidated financial statements.

Moonbound Mining Ltd.
Condensed Interim Consolidated Statements of Financial Position
(Unaudited – expressed in Canadian Dollars)

As at	January 31, 2024 (unaudited)	April 30, 2023 (audited)
ASSETS		
Current assets		
Cash	$ 1,306,333	$ 550,558
Other receivable	22,749	4,579
	1,329,082	555,137
Non-current assets		
Exploration and evaluation asset (Note 6)	105,000	70,000
Investment in joint ventures (Note 8)	3,239,336	-
Investment in subsidiaries (Note 5)	21,976,822	-
	25,321,158	70,000
Total assets	$ 26,650,240	$ 625,137
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities	$ 287,045	$ 56,024
Loan payables (Note 10)	3,180,000	-
Total liabilities	3,467,045	56,024
SHAREHOLDERS' EQUITY		
Share capital (Note 9)	20,028,318	758,154
Reserves	4,005,146	-
Deficit	(850,269)	(189,041)
Total shareholders' equity	23,183,195	569,113
Total liabilities and shareholders' equity	$ 26,650,240	$ 625,137

Nature and Continuance of Operations (Note 1)

These condensed interim financial statements were approved for issue by the Board of Directors on April 1, 2024 and signed on its behalf by:

"Ann Fehr" Director *"David Eaton"* Director

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

Moonbound Mining Ltd.
Condensed Interim Consolidated Statements of Comprehensive Loss
(Unaudited - expressed in Canadian Dollars)

	Three Months Ended January 31, 2024	Three Months Ended January 31, 2023	Nine months ended January 31, 2024	Nine months ended January 31, 2023
Expenses				
Administration and accounting (Note 13)	$ 125	$ 16,742	$ 9,291	$ 22,242
Auditor fees	8,000	8,400	25,263	15,700
Consulting fees (Note 13)	56,640	-	146,210	3,000
Exploration and evaluation (Note 7)	104,475	3,700	362,262	3,700
Filing fees	2,251	16,402	10,195	20,402
Interest expenses (Note 10)	45,000	1,008	45,000	1,611
Investor and communications	4,217	-	10,525	-
Legal fees	8,043	9,184	46,006	20,297
Office and administration	252	-	1,972	-
Transfer agent and related	2,208	2,792	4,504	2,792
Loss and comprehensive loss for the period	$ 231,211	$ 58,228	$ 661,228	$ 89,744
Basic and diluted loss per common share	$ (0.01)	$ (0.01)	$ (0.03)	$ (0.01)
Weighted average number of common shares outstanding – basic and diluted	29,768,013	7,872,209	22,726,158	7,701,385

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

Moonbound Mining Ltd.
Condensed Interim Consolidated Statements of Changes in Shareholders' Equity
For the nine months ended January 31, 2024 and 2023
(Unaudited - expressed in Canadian Dollars)

	Number of Shares	Share Capital	Reserves	Deficit	Total
Balance, April 30, 2022	7,450,000	$ 338,750	$ -	$ (63,077)	$ 275,673
Private placements	185,000	18,500	-	-	18,500
Special warrants	-	-	30,200	-	30,200
Special warrants issuance costs	-	-	(2,628)	-	(2,628)
Conversion of special and compensation warrants	502,000	27,572	(27,572)	-	-
Loss and comprehensive loss for the period	-	-	-	(89,744)	(89,744)
Balance, January 31, 2023	8,137,000	384,822	-	(152,821)	232,001
Balance, April 30, 2023	15,282,903	$ 758,154	$ -	$ (189,041)	$ 569,113
Investment in joint ventures	13,250,000	3,047,500	-	-	3,047,500
Acquisition of subsidiaries	38,000,000	11,400,000	-	-	11,400,000
Issuance of finder's share	2,000,000	600,000			600,000
Private placements	7,000,000	2,100,000	-	-	2,100,000
Conversion of subscription receipts	7,000,000	2,100,000	-	-	2,100,000
Exercise of warrants	295,000	29,500	-	-	29,500
Share issue costs	-	(6,836)			(6,836)
Finders' warrants	-	-	4,005,146	-	4,005,146
Loss and comprehensive loss for the period	-	-	-	(661,228)	(661,228)
Balance, January 31, 2024	82,827,903	$ 20,028,318	$ 4,005,146	$ (850,269)	$ 23,183,195

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

Moonbound Mining Ltd.
Condensed Interim Consolidated Statements of Cash Flows
(Unaudited - expressed in Canadian Dollars)

	Nine Months Ended January 31, 2024	Nine Months Ended January 31, 2023
CASH FLOWS PROVIDED BY (USED IN)		
OPERATING ACTIVITIES		
Loss for the period	$ (661,228)	$ (89,744)
Change in non-cash working capital items		
Accounts payable and accrued liabilities	231,021	27,970
Due to a related party	-	(2,500)
Other receivable	(18,170)	(2,220)
Net cash used in operating activities	(448,377)	(66,494)
FINANCING ACTIVITIES		
Demand Loan	-	80,000
Proceeds from private placements, net of issuance cost	4,193,164	18,500
Exercise of warrants	29,500	-
Issuance of special warrants, net of issuance cost	-	27,572
Loan advanced	3,180,000	-
Net cash provided by financing activities	7,402,664	126,072
INVESTING ACTIVITIES		
Acquisition of exploration and evaluation assets	(35,000)	-
Investment in subsidiaries	(6,163,512)	-
Net cash used in investing activities	(6,198,512)	-
Increase in cash for the period	755,775	59,578
Cash, beginning of period	550,558	216,958
Cash, end of period	$ 1,306,333	$ 276,536

Supplemental cash flow information		
Fair value of shares issued for investment in subsidiaries	$ 15,813,310	$ -
Fair value of shares issued for investment in joint ventures	$ 3,239,336	$ -
Cash paid for interest during the period	$ -	$ 603
Cash paid for income taxes during the period	$ -	$ -

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

1. Nature and Continuance of Operations

Moonbound Mining Ltd. (the "Company") was incorporated as a private company pursuant to the provisions of the British Columbia *Business Corporations Act* on July 30, 2021. The Company's head office address is 2820 – 200 Granville Street, Vancouver, British Columbia V6C 1S4. The registered and records office address is 900 - 885 West Georgia Street. Vancouver, BC, V6C 3H1.

The Company's principal business activities include the acquisition and exploration of mineral property assets. The Company currently has two exploration projects. The current projects include the Yak Property, located in northwestern British Columbia, Canada, and the Strathmore Property, which includes seven mining licenses located in Namibia, South Africa.

On January 29, 2024, the Company has closed the acquisition of all of the issued and outstanding common shares of 1442160 B.C. Ltd. from the shareholders of 1442160 B.C. Ltd pursuant to a share exchange agreement dated January 3, 2024. Upon Closing, 1442160 B.C. Ltd became a wholly-owned subsidiary of the Company.

1442160 B.C. Ltd is a private British Columbia corporation whose wholly-owned subsidiary, Norrabees Lithium (SA) Limited ("Norrabees"), a company incorporated under the company laws of the Republic of Mauritius, is party to a Sale of Shares Agreement (the "Sale of Shares Agreement") dated December 13, 2023 among Norrabees, Dune Resources Proprietary Limited ("Dune"), and SPH Kundalila Proprietary Limited ("SPH"), pursuant to which Norrabees has the right to acquire all of the issued and outstanding share of Dune from SPH (the "Dune Transaction"). In accordance with the Sale of Shares Agreement, the Dune Transaction is to be completed in three parts: part A to be comprised of the sale of 3,124 shares (each, a "Dune Share") in the capital of Dune, constituting approximately 40% of the total issued and outstanding Dune Shares; part B to be comprised of the sale of 3,124 Dune Shares, constituting approximately 40% of the total issued and outstanding Dune Shares; and part C to be comprised of the sale of 1,562 Dune Shares, constituting approximately 20% of the total issued and outstanding Dune Shares. Dune holds 65% of the issued and outstanding shares of Namli Exploration & Mining Proprietary Limited ("Namli"), a private limited liability company under the laws of the Republic of South Africa (the "RSA"), which company holds a mining permit (the "Mining Permit") bearing State Department of Mineral Resources and Energy ("DMRE") reference number NC30/5/3/10950MP, for the minerals lithium ore, nickel, manganese, lead, copper, iron, cobalt, gold, zinc, silver, tungsten, uranium, beryllium, rare earths and tantalum and a prospecting right (the "Prospecting Right"), bearing DMRE reference number: NC30/5/1/1/2/11823PR, for the minerals beryllium ore, copper ore, lead, lithium ore, nickel ore, rare earths, silver ore, tantalum/niobium ore, tungsten ore, uranium ore and zinc ore, both in respect of that portion of the remainder of Farm Steinkopf No. 22, situated in the Magisterial District of Namaqualand, RSA (the "Norrabees Lithium Project"). In connection with the Dune Transaction, Dune will increase its ownership of Namli from 65% to 100% such that it will become a wholly-owned subsidiary of Dune.

The Company's condensed interim consolidated 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 rather than through a process of forced liquidation. Management recognizes that the Company will need to obtain additional financial resources in order to meet its planned business objectives. There are no assurances that the Company will be able to obtain additional financial resources and/or achieve positive cash flows or profitability. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern and to realize the carrying value of its assets and discharge its liabilities when due is dependent upon obtaining additional financing and generating revenues sufficient to cover its operating costs.

These condensed interim consolidated financial statements do not give effect to any adjustments that would be necessary should the Company be unable to continue as a going concern, and therefore, be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in these condensed interim consolidated financial statements. Such adjustments could be material.

(Unaudited - expressed in Canadian Dollars)

1. Nature and Continuance of Operations (Continued)

The Company's business may be affected by changes in political and market conditions, such as interest rates, availability of credit, inflation rates, changes in laws, and national and international circumstances. Recent geopolitical events, relations between NATO and the Russian Federation regarding the situation in Ukraine, and potential economic global challenges, such as the risk of higher inflation and the energy crises, may create further uncertainty and risk with respect to the prospects of the Company's business.

2. Basis of Presentation

(a) Statement of compliance

These condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard ("IAS") 34 *Interim Financial Reporting*. They do not include all of the information required for full annual financial statements and should be read in conjunction with the Company's audited financial statements for year ended April 30, 2023, which have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board. These condensed interim consolidated financial statements were authorized for issue in accordance with a resolution from the Board of Directors on April 1, 2024.

(b) Basis of presentation

These condensed interim consolidated financial statements have been prepared on the historical cost basis, except for certain financial instruments, which are measured at fair value, as explained in the significant accounting policies (Note 3). In addition, these financial statements have been prepared under the accrual basis of accounting, except for cash flow information.

(c) Basis of Consolidation

These condensed interim consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. The financial statements of the subsidiaries are included in the condensed interim consolidated financial statements from the date that control commences until the date that control ceases. All intercompany transactions, balances, revenue and expenses are eliminated in full upon consolidation.

The legal subsidiaries of the Company are as follows:

Name of Subsidiary	Place of Incorporation	Beneficial Ownership Interest	
		January 31, 2024	April 30, 2023
1442160 B.C. Ltd	British Columbia, Canada	100%	-
Norrabees Lithium (SA) Limited	Republic of Mauritius	100%	-

(d) Reclassification of prior period figures

In order to maintain consistency with current period expense classification, comparative information on condensed consolidated interim statements of loss and comprehensive loss were reclassified.

2. Basis of Presentation (Continued)

(e) Functional and presentation currency

The condensed interim consolidated financial statements are presented in Canadian dollars, which is also the functional currency of the Company. Foreign currency transactions are translated into Canadian dollars using the exchange rates at the date of the transactions. Foreign exchange gains or losses resulting from the settlement of transactions and from the translation at year-end rates of monetary assets and liabilities denominated in foreign currencies are recognized in net income or loss.

3. Significant Accounting Policies

These condensed interim consolidated financial statements follow the same accounting principles and methods of application as those disclosed in Note 3 of the Company's Annual Financial Statements as at April 30, 2023 and for the year then ended. During the nine months ended January 31, 2024, the Company adopted the following accounting policy:

Investment in associates and joint ventures

Investments accounted for using the equity method include those investments where the Company (i) can exercise significant influence over the other entity and (ii) holds common stock and/or in-substance common stock of the other entity. Significant influence is presumed to exist when the Company holds between 20 and 50 percent of the voting power of another entity. Under the equity method, investments are carried at cost, and subsequently adjusted for the Company's share of net income (loss), comprehensive income (loss) and distributions received from the investees.

The consolidated statements of loss and comprehensive loss reflects the share of the results of operations of the associates and joint ventures. Where there has been a change recognized directly in the equity of the associate, the Company recognizes its share of any changes and discloses this, when applicable, in the consolidated statements of changes in shareholders' equity (deficiency). Profits and losses resulting from transactions between the Company and the associates and joint ventures are eliminated to the extent of the interest in the investees. When the Company's share of losses exceeds its interest in an equity accounted investee, the carrying amount of that interest, including any long-term investments, is reduced to nil, and the recognition of further losses is discontinued, except to the extent that the Company has obligation, or has made payments on behalf of the investee. If the current fair value of an investment falls below its carrying amount, this may indicate that an impairment loss should be recorded.

4. Critical Accounting Estimates and Judgments

The preparation of these condensed interim consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. These condensed interim consolidated financial statements include estimates that, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial information and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions, and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual outcomes could differ from these estimates.

4. Critical Accounting Estimates and Judgments (Continued)

Significant assumptions about the future that management has made and other sources of estimation uncertainty at the reporting date, which could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to the following:

Critical accounting estimates

Valuation of warrants and property acquisition

The fair value of the Company's warrants is determined using a Black-Scholes model, which requires the use of estimates and assumptions, including share price, risk free interest rate, expected dividend yield, expected volatility, and expected warrant life. These warrants have been disclosed in note 8.

Mineral property acquisition is disclosed in note 6. The fair value is determined based on the fair value of the stock price of the Company and the fair value of the Company's warrants.

Critical judgments in applying accounting policies

i) Impairment of exploration and evaluation asset

The net carrying value of an exploration asset is reviewed regularly for conditions that suggest potential indications of impairment. This review requires significant judgment. Factors considered in the assessment of asset impairment include, but are not limited to, whether there has been a significant adverse change in the legal, regulatory, accessibility, title, environmental or political factors that could affect the property's value; whether there has been an accumulation of costs significantly in excess of the amounts originally expected for the property's acquisition, development or cost of holding; and whether exploration activities produced results that are not promising such that no more work is being planned in the foreseeable future.

ii) Investment in subsidiaries

During the nine months ended January 31, 2024, the Company acquired Dune through acquisition of its holding company - 1442160 B.C. Ltd (Note 5). Shares issued for the acquisition were valued on the issue date and the excess of overall acquisition costs over net assets acquired was attributed to the mineral properties acquired.

iii) Impairment of investment in subsidiaries

The Company's investment in Dune is recorded at cost as it does not have a quoted price in an active market. The Company completed an impairment assessment and did not identify objective evidence that an impairment loss had been incurred as at January 31, 2024.

Going concern

The assessment of whether the going concern assumption is appropriate requires management to take into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. The Company is aware that material uncertainties exist related to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern (Note 1).

(Unaudited - expressed in Canadian Dollars)

5. Investment in Subsidiaries

On January 29, 2024, the Company has closed the acquisition of all of the issued and outstanding common shares of 1442160 B.C. Ltd. from the shareholders of 1442160 B.C. Ltd pursuant to a share exchange agreement dated January 3, 2024. Upon Closing, 1442160 B.C. Ltd became a wholly-owned subsidiary of the Company. 1442160 B.C. Ltd holds 100% of Norrabees Lithium (SA) Limited and Norrabees holds 40% of Dune Resources Proprietary Ltd, which holds 65% of the issued and outstanding shares of Namli Exploration & Mining Proprietary Limited, which holds the Mining Permit. In connection with the Dune Transaction, Dune will increase its ownership of Namli from 65% to 100% such that it will become a wholly-owned subsidiary of Dune.

The consideration paid on the acquisition of 1442160 B.C. Ltd was accounted for as an investment in subsidiaries with the fair value of the shares issued valued using the market value of the Company's shares on the date of change of control.

The acquisition of 1442160 BC Ltd was recorded in the accounts of the Company at its fair value determined as follows:

Consideration paid for 100% interest is as follows:		
Common shares issued	$	11,400,000
Warrant issued		3,813,310
Finder's shares		600,000
Other acquisition costs:		
Legal fees		79,871
Advances to 1442160 B.C. Ltd		3,600,000
Total consideration paid	$	19,493,181
Net assets acquired		
Assets acquired		
Cash	$	217
Subscription receivables		3,000
Accounts payables and accrued liabilities		(6,858)
Loan payables (note 10)		(2,480,000)
Net liabilities acquired		(2,483,641)
Consideration paid and net liabilities acquired allocated to investment in subsidiaries under IFRS 9	$	21,976,822

6. Exploration and Evaluation Asset

Option Agreement

The Company entered into the Option Agreement dated effective October 13, 2021 with Cloudbreak, pursuant to which Cloudbreak granted to the Company the option to acquire a 100% legal and beneficial interest in the Property from Cloudbreak (Note 1) by satisfying the following requirements:

(Unaudited - expressed in Canadian Dollars)

6. Exploration and Evaluation Asset (Continued)

(a) The Company paying an aggregate of $145,000 to Cloudbreak as follows:

(i) $10,000 on October 13, 2021 (paid);
(ii) $25,000 on April 13, 2022 (paid);
(iii) $35,000 on or before the first anniversary (January 9, 2024) of the Company completing a transaction that results in the Company's shareholders holding shares in a "reporting issuer" (as defined under applicable Canadian securities laws) that is listed on a recognized Canadian stock exchange (a "**Go Public Transaction**") (January 9, 2024); and (paid)
(iv) $75,000 to Cloudbreak on or before the second anniversary (January 9, 2025) of the Company completing a Go Public Transaction;

(b) The Company incurring an aggregate of $700,000 in mining work expenditures on the Property (or cash payments to Cloudbreak in lieu of all or any portion of such mining work expenditures) as follows:

(i) $150,000 on or before the second anniversary (January 9, 2025) of the Company completing a Go Public Transaction; and
(ii) $550,000 on or before the third anniversary (January 9, 2026) of the Company completing a Go Public Transaction; and

(c) The Company issuing an aggregate of 2,700,000 Common Shares to Cloudbreak as follows:

(i) 700,000 Common Shares on October 13, 2021 (issued);
(ii) 750,000 Common Shares on or before the first anniversary (January 9, 2024) of the Company completing a Go Public Transaction; and (the Company has not issued shares to Cloudbreak and is in discussion with Cloudbreak to renegotiate the agreement.)
(iii) 1,250,000 Common Shares on or before the second anniversary (January 9, 2025) of the Company completing a Go Public Transaction.

The Option Agreement provides that the Company will be the operator of the Property during the option period. The Option Agreement also provides for the establishment of an area of mutual interest located up to and within three kilometres of the existing exterior boundaries of the Property, such that if a party acquires mineral interests within such area of mutual interest, the other party may elect to include such mineral interests as part of the Property for purposes of the Option Agreement.

At the exercise of the option, the Company will grant a 2% net smelter return (the "NSR") royalty to CloudBreak. The Company will have the right to purchase one-half (or 1%) of the NSR for $1,500,000.

During the period from July 30, 2021 to April 30, 2022, the Company issued 700,000 shares with a fair value of $35,000 and made $35,000 cash payments to Cloudbreak. $35,000 was made during the nine months ended January 31, 2024.

Exploration and evaluation asset costs are set out below:

Balance – April 30, 2023 and April 30, 2022	$	70,000
Addition		35,000
Balance – January 31, 2024		105,000

(Unaudited - expressed in Canadian Dollars)

7. Exploration and Evaluation Expenses

The following table summarizes the exploration and evaluation expenses incurred during the periods ended:

	Three months ended		Nine months ended	
	January 31, 2024	January 31, 2023	January 31, 2024	January 31, 2023
Analytical and sample related	$ -	$ -	$ 4,296	$ -
Geological consultants	104,475	3,700	317,450	3,700
Mapping and modelling	-	-	2,500	-
Project supervision	-	-	7,539	-
Supplies & other	-	-	10,705	-
Transport, travel and related	-	-	25,543	-
Cost recovery: BC METC	-	-	(5,771)	-
Total	$ 104,475	$ 3,700	$ 362,262	$ 3,700

8. Investment in joint venture

Strathmore Property

On September 7, 2023, the Company has closed the assignment agreement (the “Assignment Agreement”) with Continental Lithium Africa Development Corporation (“Continental Lithium”), a private arm’s length British Columbia company, dated July 31, 2023, whereby the Company has taken assignment (the “Assignment”) of all of the benefits and obligations of Continental Lithium contained in the amended Memorandum of Understanding (the “MOU”) dated June 23, 2023 among Continental Lithium, Alfeus Tomas and Paulus Nghifikepunye (the “Transaction”).

The MOU contemplates a joint venture to be formed in connection with seven mining licenses located in Namibia, referred to as the Strathmore mining claims, which are located in the Cape Cross - Uis area Pegmatite Belt (CUPB). The CUPB stretches 115km from Cape Cross in the West to Uis in the East and can be as wide as 24km. On December 21, 2023, pursuant to the MOU, the Company entered into a joint venture and shareholder agreement (the “JV Agreement”) with Alfeus Tomas and Paulus Nghifikepunye, whereby the parties have agreed to establish a joint venture in respect of certain mining claims, on the terms and conditions set out in the JV Agreement.

Pursuant to the Transaction, the Company issued 12,000,000 units (each, a “Unit”) in the capital of the Company, at a deemed price of $0.12 per Unit in consideration of the Assignment. Each Unit consists of one common share of the Company (each, a “Share”) and one share purchase warrant (each, a “Warrant”) with each Warrant entitling the holder to acquire one Share (each, a “Warrant Share”) at an exercise price of $0.20 for a period of two years from the date of the closing of the Transaction. The Company paid a finders’ fee equal to 1,250,000 units in the capital of the Company, at a deemed price of $0.19 per unit, with each unit consisting of one Share and one share purchase warrant with each warrant entitling the holder to acquire one Share at an exercise price of $0.25 for a period of two years from the date of the closing of the Transaction. The total value of share and warrants issued were $3,239,336 as at January 31, 2024.

8. Investment in joint venture (Continued)

On December 19, 2023, pursuant to the Assignment Agreement, the Company entered into a joint venture and shareholders agreement (the "JV Agreement") with Alfeus Tomas and Paulus Nghifikepunye, whereby the parties wish to establish a joint venture in respect of certain mining claims, on the terms and conditions set out in the JV Agreement as follows, the Company is required to make payments of:

(i) US$250,000 upon execution of JV Agreement, arrival of First Effective date, issue of environmental clearance for Strathmore Claims to render Tomas the holder thereof.

(ii) US$200,000 payable upon completion of written approval from Okombahe Reserve authorities ensuring access to the Mining claims for the purposes of Prospecting operations and Mining Operations and other project activities.

(iii) US$75,000 payable 12 months from the first effective date under this agreement.

(iv) US$75,000 payable 18 months from the first effective date under this agreement.

(v) US$75,000 payable 24 months from the first effective date under this agreement.

(vi) Allotting and issue of 300,000 fully paid common shares in Moonbound within one month of the first effective date under JV agreement.

(vii) Allotting and issue of 300,000 fully paid common shares in Moonbound within one month of the publication of a NI43-101 compliant resource and reserve report.

An effective date will be set and a joint venture will be formed upon completion of a number of suspensive conditions As at January 31, 2024, the first effective date has not yet been determined and the Company is not yet required to make the above milestone payments.

9. Share Capital

(a) Authorized

Unlimited number of common shares without par value.

(b) Issued and outstanding

On July 30, 2021, the Company issued 500,000 shares at a price of $0.005 per share for proceeds of $2,500.

On August 6, 2021, the Company issued 250,000 shares at a price of $0.005 per share for proceeds of $1,250.

On September 9, 2021, the Company issued 6,000,000 units of the capital of the Company at a price of $0.05 per unit for aggregate gross proceeds of $300,000 (the "Offering"). Each unit is comprised of one common share of the Company and one common share purchase warrant. Each warrant is exercisable to acquire one common share at a price of $0.10 for a period of five years from the closing of the Offering. The common share purchase warrants are valued at $nil.

On October 13, 2021, the Company issued 700,000 shares for acquisition of exploration and evaluation assets (Note 6).

On May 19, 2022, the Company issued 185,000 shares at a price of $0.10 per share for proceeds of $18,500.

9. Share Capital (Continued)

(b) Issued and outstanding (Continued)

On May 19, 2022, the Company completed a private placement of 302,000 special warrants (each, a "Special Warrant) of the Company at a price of $0.10 per Special Warrant for gross proceeds of $30,200. In connection with the offering, the Company paid a total of $2,628 in cash commissions to the broker and issued a total of 200,000 compensation special warrants (each, a "Compensation Special Warrant"). Each Special Warrant and Compensation Special Warrant will be automatically exercised for one common share of the Company without additional consideration: (a) at any time, at the discretion of the Company; (b) upon issuance by a Canadian securities regulatory authority of a receipt for a final prospectus qualifying the issuance of the Common Shares upon conversion of the Special Warrants; or (c) on that date that is 18 months from the date of issuance of the Special Warrants.

The Company completed a non-offering prospectus (the "Prospectus") for the purposes of the Company becoming a reporting issuer pursuant to applicable securities legislation in the province of British Columbia. On December 19, 2022, the Company received receipt for its final Prospectus, which triggered conversion of 302,000 Special Warrants and 200,000 Compensation Special Warrants into 502,000 common shares, without any additional compensation.

On March 3, 2023 and March 13, 2023, the Company closed two non-brokered private placements issuing 7,145,903 units at a price of $0.0525 per unit for gross proceeds of $375,160. Each Unit consists of one common share of the Company (a "Common Share") and one transferable Common Share purchase warrant (a "Warrant"). Each Warrant will entitle the holder to acquire one Common Share of the Company at an exercise price of $0.10 for a period of 24 months.

On September 7, 2023, the Company issued 12,000,000 units in the capital of the Company, at a deemed price of $0.12 per unit for the Assignment (Note 7). Each Unit consists of one common share of the Company and one share purchase warrant with each warrant entitling the holder to acquire one share at an exercise price of $0.20 for a period of 24 months. The Company paid a finders' fee equal to 1,250,000 units in the capital of the Company, at a deemed price of $0.19 per unit, with each unit consisting of one Share and one share purchase warrant with each warrant entitling the holder to acquire one Share at an exercise price of $0.25 for a period of 24 months.

On January 4, 2024, the Company issued 125,000 shares a price of $0.10 per share for exercise of warrants for proceeds of $12,500.

On January 25, 2024, the Company issued 170,000 shares a price of $0.10 per share for exercise of warrants for proceeds of $17,000.

On January 29, 2024, Pursuant to the terms of the Share Exchange Agreement dated January 5, 2024, the Company acquired all of the issued and outstanding 1442160 Shares from the 1442160's Shareholders in consideration for the issuance of an aggregate of 38,000,000 common shares in the capital of the Company at a deemed price of $0.30 per Shares. On the same day, the Company issued 2,000,000 common shares of the Company are anticipated to be issued to an eligible finder as a finder's fee in consideration for the Finder's services in facilitating the identification of the Transaction between the Company and 1442160. The Company has completed the first tranche of its private placement offering, which included an aggregate of 7,000,000 subscription receipts at a price of $0.30 per Subscription Receipt for gross proceeds of $2,100,000 and an aggregate of 7,000,000 Shares at a price of $0.30 per Share for gross proceeds of $2,100,000. Each Subscription Receipt was converted into one common share of the Company, at no additional cost, upon completion of the Acquisition. (Note 5)

Upon the Company's shares being listed on the CSE, certain common shares held by the Company's directors were subject to escrow. As at January 31, 2024, the Company had 483,000 common shares remaining in escrow which will be fully released over the next 26 months in semi-annual installments.

(Unaudited - expressed in Canadian Dollars)

9. Share Capital (Continued)

Common share purchase warrants

Common share purchase warrant transactions and the number of common share purchase warrants outstanding are summarized below:

	Number of Warrants	Weighted Average Exercise Price $
Balance, April 30, 2022	6,000,000	0.10
Issued	7,145,903	0.10
Balance, April 30, 2023	13,145,903	0.10
Issued	31,000,000	0.20
Exercised	(295,000)	0.10
Balance, January 31, 2024	43,850,903	0.17

Common share purchase warrants issued as at January 31, 2024 are as follows:

Date of Expiry	Number of Warrants Outstanding	Exercise Price $
September 9, 2026	5,805,000	0.10
March 3, 2025	4,166,142	0.10
March 13, 2025	2,879,761	0.10
September 6, 2025	12,000,000	0.20
January 29, 2027	19,000,000	0.40
	43,850,903	

The weighted average remaining life of the common share purchase warrants as of January 31, 2024 is 2.26 (April 30, 2023 – 2.54) years.

(Unaudited - expressed in Canadian Dollars)

9. Share Capital (Continued)

Finders' warrants

	Number of Warrants	Weighted Average Exercise Price $
Balance, April 30, 2023 & 2022	-	-
Issued	1,250,000	0.25
Balance, January 31, 2024	1,250,000	

Finders' warrants issued as at January 31, 2024 are as follows:

Date of Expiry	Number of Warrants Outstanding	Exercise Price $
September 6, 2025	1,250,000	0.25
	1,250,000	0.25

The weighted average remaining life of the finders' warrants as of January 31, 2024 is 1.60 (April 30, 2023 – Nil) years.

The Finders' warrants were valued using the following Black-Scholes option pricing model using the following weighted average assumptions:

As at	January 31, 2024
Risk-free interest rate	4.62%
Dividend yield	0%
Expected volatility	136.60%
Expected life (years)	2
Forfeiture rate	0%

The expected volatility used for the Finders' warrants is based on the historic volatility of comparable companies.

10. Loan payables

On January 16, 2024, the Company entered into a loan agreement with an arm's length party pursuant to which the Lender agreed to advance the Company a loan in the principal amount of $1,500,000 on the terms and conditions set out in the loan agreement. As partial consideration of the loan, the Company agree to pay the lender an arrangement fee of $45,000 which was deducted from the principal amount and transfer to the Lender 400,000 common shares of 1442160 B.C. Ltd. As at January 31, 2024, the loan payable was $1,500,000. Subsequent to January 31, 2024, the Company fully repaid the loan in full.

As part of the acquisition of 1442160 BC Ltd (note 5) the Company acquired loans payable of $2,480,000 with three arm's length parties. As at January 31, 2024, the loans payable were $1,680,000. The Company repaid $500,000 of the loans subsequent to January 31, 2024.

11. Financial Instruments and financial risk

Fair value

As at January 31, 2024, the Company's financial instruments consist of cash, deposits and accounts payable.

IFRS 13 Fair Value Measurement establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. IFRS 13 prioritizes the inputs into three levels that may be used to measure fair value:

- Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical unrestricted assets or liabilities.
- Level 2 – Inputs that are observable, either directly or indirectly, but do not qualify as Level 1 inputs (i.e., quoted prices for similar assets or liabilities).
- Level 3 – Prices or valuation techniques that are not based on observable market data and require inputs that are both significant to the fair value measurement and unobservable.

The fair value of cash and deposits are based on Level 1 inputs. There are no Level 2 or Level 3 financial instruments.

The Company's financial instruments include cash, deposits and accounts payable. Cash and deposits are measured at fair value, whereas account payable is measured at amortized cost.

Credit risk

Financial instruments that potentially subject the Company to a significant concentration of credit risk consists primarily of cash. The Company limits its exposure to credit loss by placing its cash with major financial institutions. The Company has minimal credit risk.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. All of the Company's financial liabilities are classified as current and are anticipated to mature within the next fiscal period. The Company intends to settle these with funds from its positive working capital position. At January 31, 2024, the Company had a working capital deficit of $2,137,963 (April 30, 2023 - $499,113).

Interest rate risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. Interest earned on cash is at nominal interest rates, and therefore, the Company does not consider interest rate risk to be significant. The Company has no interest-bearing financial liabilities at January 31, 2024 and April 31, 2023.

Foreign currency risk

As at January 31, 2024, the Company did not have any accounts in foreign currencies and considers foreign currency risk insignificant.

12. Capital Management

Capital is comprised of the Company's shareholders' equity. The Company manages its capital structure to maximize its financial flexibility making adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets and business opportunities. The Company does not presently utilize any quantitative measures to monitor its capital. There were no changes in the Company's approach to capital management during the period, and there were no external restrictions.

13. Related Party Transactions

The Company's related parties include key management personnel and companies controlled and/or owned by officers and directors of the Company. Key management consists of the officers and directors who are responsible for planning, directing and controlling the activities of the Company. During the period ended January 31, 2024, $66,210 (January 31, 2023 - $nil) was paid for key management personnel.

In addition to management expenses, the Company paid accounting and administration related expenses to Fehr & Associates, a company with a common officer and director. During the period ended January 31, 2024, total fees paid to Fehr & Associates amounted to $9,291 (January 31, 2023 - $21,700).

As at January 31, 2024, $21,420 (April 30, 2023 - $18,091) is owed to Fehr & Associates, its related company and the director and is included in accounts payable and accrued liabilities. The amount owing is unsecured, non-interest bearing and have no specific terms of repayments.

14. Subsequent event

Subsequent to January 31, 2024, the Company completed a private placement and issued 4,493,334 common shares for gross proceeds $1,348,000. In connection with the financing, the Company paid cash finder's fees of $59,010 and issued 196,700 finder's warrant with an exercise price of $0.30 and an expiry of two years.