



QUESTCORP
MINING INC.

Condensed Interim Financial Statements

For the Three Months Ended October 31, 2024 and 2023

(Unaudited - Expressed in Canadian Dollars)

Notice of Non-review of Condensed Interim Financial Statements

In accordance with National Instrument 51-102, the Company discloses that the accompanying condensed interim financial statements have been prepared by and are the responsibility of the Company's management.

They have been reviewed and approved by the Company's Audit Committee and the Board of Directors.

The attached condensed interim financial statements for the three months ended October 31, 2024 have not been reviewed by the Company's auditors.

Questcorp Mining Inc.Condensed Interim Statements of Financial Position
(Unaudited - Expressed in Canadian Dollars)

	Note(s)	October 31, 2024	July 31, 2024
ASSETS			
Current assets:			
Cash		\$ 37,001	\$ 178,901
GST recoverable		13,376	23,903
Prepaid expenses		20,263	67,688
Total current assets		70,640	270,492
Non-current assets:			
Exploration and evaluation assets	3	306,736	255,370
Total assets		\$ 377,376	\$ 525,862
LIABILITIES			
Current liabilities:			
Accounts payable and accrued liabilities	4,6	\$ 176,714	\$ 135,123
		176,714	135,123
SHAREHOLDERS' EQUITY			
Share capital	5	1,167,991	1,167,991
Contributed surplus	5	39,626	39,626
Subscription receivable	5	-	(12,850)
Deficit		(1,006,955)	(804,028)
Total shareholders' equity		200,662	390,739
Total liabilities and shareholders' equity		\$ 377,376	\$ 525,862

Nature of Operations and Going Concern (*Note 1*)

APPROVED ON DECEMBER 06, 2024 ON BEHALF OF THE BOARD:

"Satvir 'Saf' Dhillon", Director"Tim Henneberry", Director

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

Questcorp Mining Inc.Condensed Interim Statements of Loss and Comprehensive Loss
(Unaudited - Expressed in Canadian Dollars)

		Three months ended October 31,	
	Note(s)	2024	2023
Expenses			
Bank charges and interest		\$ 98	\$ -
Investor relations		77,095	-
Listing and filing fees		33,677	500
Consulting fees	6	42,500	22,500
Office and sundry	6	3,138	9,269
Professional fees		30,338	11,001
Travel and conference		16,124	12,798
Loss before the undernoted		(202,970)	(56,068)
Other income (expenses)			
Interest income		9	-
Foreign Exchange		34	-
Loss and comprehensive loss for the period		(202,927)	(56,068)
Basic and diluted income (loss) per common share		\$ (0.01)	\$ (0.01)
Weighted average number of common shares outstanding		14,999,999	6,450,000

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

Questcorp Mining Inc.

Condensed Interim Statements of Cash Flows
(Unaudited - Expressed in Canadian Dollars)

	Three months ended October 31,	
	2024	2023
Cash flows from operating activities:		
Net loss for the period	\$ (202,927)	\$ (56,068)
<i>Changes in non-cash working capital:</i>		
GST recoverable	10,527	(3,359)
Prepaid expenses	47,425	-
Accounts payable and accrued liabilities	41,591	31,364
Net cash used in operating activities	(103,384)	(28,063)
Cash flows from investing activities:		
Exploration and evaluation assets	(51,366)	-
Net cash used in investing activities	(51,366)	-
Cash flows from financing activities:		
Subscriptions received	12,850	-
Net cash provided by financing activities	12,850	-
Change in cash	(141,900)	(28,063)
Cash, beginning of the period	178,901	64,325
Cash, end of the period	\$ 37,001	\$ 36,262

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Questcorp Mining Inc.

Condensed Interim Statements of Changes in Shareholder's Equity
(Unaudited - Expressed in Canadian Dollars)

	Share Capital					Total shareholders' equity
	Number of shares	Amount	Contributed surplus	Subscription received	Deficit	
Balance at July 31, 2023	6,450,000	\$ 402,750	\$ -	\$ -	\$ (247,345)	\$ 155,405
Net loss for the period	-	-	-	-	(56,068)	(56,068)
Balance at October 31, 2023	6,450,000	402,750	-	-	(303,413)	99,337
Balance at July 31, 2024	14,999,999	\$ 1,167,991	\$ 39,626	\$ (12,850)	\$ (804,028)	\$ 390,739
Subscription received	-	-	-	12,850	-	12,850
Net loss for the period	-	-	-	-	(202,927)	(202,927)
Balance at October 31, 2024	14,999,999	\$ 1,167,991	\$ 39,626	\$ -	\$ (1,006,955)	\$ 200,662

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

Questcorp Mining Inc.

Notes to Condensed Interim Financial Statements for the Three Months Ended October 31, 2024 and 2023
(Unaudited - Expressed in Canadian Dollars)

1. Nature of operations and going concern

Questcorp Mining Inc. (the “Company” or “Questcorp”) was incorporated under the laws of British Columbia on April 9, 2021. The Company’s registered and records office is located at Suite 550, 800 West Pender Street, Vancouver, BC, V6C 2V6.

During the year ended July 31, 2024, the Company completed its initial public offering (Note 5) and its common shares were listed on the Canadian Securities Exchange on December 11, 2023, under the trading symbol QQQ.

On May 22, 2024, all issued and outstanding common shares of the Company were consolidated on a 2:1 basis. All references to share, option, warrant and per share amounts have been retroactively restated to reflect the share consolidation.

These condensed interim financial statements have been prepared assuming the Company will continue on a going-concern basis. The Company has incurred losses since its inception and the ability of the Company to continue as a going-concern depends upon its ability to raise adequate financing and to develop profitable operations. As at October 31, 2024, the Company had a negative working capital of \$106,074 (July 31, 2024 – positive working capital of \$135,369) and an accumulated deficit of \$1,006,955 (July 31, 2024 - \$804,028). Questcorp may be required to delay discretionary expenditures if additional financing cannot be obtained on reasonable terms. Failure to obtain additional financing when required may result in the loss of some, or all, of the Company’s exploration and evaluation assets (Note 3). These material uncertainties may cast significant doubt about the Company’s ability to continue as a going concern.

2. Material accounting information, estimates and judgements

a) Basis of presentation

These condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) for interim information, specifically International Accounting Standards (“IAS”) 34 - Interim Financial Reporting. In addition, these condensed interim financial statements have been prepared using interpretations issued by the International Financial Reporting Interpretation Committee (“IFRIC”) in effect at October 31, 2024 and the same accounting policies and methods of their application as the most recent annual financial statements of the Company. These condensed interim financial statements do not include all disclosures normally provided in the annual financial statements and should be read in conjunction with the Company’s audited financial statements for the year ended July 31, 2024.

In management’s opinion, all adjustments necessary for fair presentation have been included in these condensed interim financial statements. Interim results are not necessarily indicative of the results expected for the year ending July 31, 2025.

The condensed interim financial statements for the three months ended October 31, 2024 (including comparatives) have been prepared by management, reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on December 06, 2024.

The condensed interim financial statements are presented in Canadian dollars, which is the Company’s functional currency.

b) Critical accounting judgements and estimates

The preparation of these condensed interim financial statements requires the use of certain significant accounting estimates and judgments by management in applying the Company’s accounting policies. The areas involving significant judgments, estimates and assumptions have been set out in and are consistent with Note 2 of the Company’s annual audited financial statements for the year ended July 31, 2024.

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3. Exploration and evaluation assets

		North Island, BC, Canada		Total
ACQUISITION				
Balance July 31, 2022, and 2023	\$	10,000	\$	10,000
Acquisition costs		120,500		120,500
Balance July 31, 2024 and October 31, 2024		130,500		130,500
EXPLORATION				
Balance July 31, 2023		122,904		122,904
Field and camp costs		5,196		5,196
Cost recoveries		(3,230)		(3,230)
Balance July 31, 2024		124,870		124,870
Assaying		23,793		23,793
Field and camp costs		27,573		27,573
Balance October 31, 2024	\$	176,236	\$	176,236
CARRYING VALUE				
July 31, 2024	\$	255,370	\$	255,370
October 31, 2024	\$	306,736	\$	306,736

a) General

North Island Copper Property, BC, Canada

On October 4, 2021, the Company entered into an option agreement to acquire a 100% interest in the North Island Copper Property (the "Property") with a third party. Following the exercise of the option, the Property will remain subject to a 3% net smelter return royalty ("NSR"). The Company may purchase the first 1% of the NSR for \$750,000 and may purchase the remaining 2% of the NSR for an additional \$1,000,000.

Pursuant to the option agreement, the Company is required to complete the following:

- (1) to acquire a 51% interest in the Property, the Company shall pay \$10,000 to the vendor upon the effective date of the Option Agreement (paid);
- (2) to acquire an additional 49% interest in the Property, the Company shall:
 - (a) pay a total of \$85,000 to the vendor; (b) issue a total of 1,100,000 common shares; and (c) spend a total of \$500,000 on exploration expenditures on the Property as set out below:
 - (a) the Company shall pay the cash portion as follows:
 - (i) \$10,000 upon the Listing Date (paid);
 - (ii) \$10,000 on or before the first anniversary of the Listing Date;
 - (iii) \$5,000 on or before the second anniversary of the Listing Date; and
 - (iv) \$60,000 on or before the third anniversary of the Listing Date,
 - (b) the Company shall issue the common shares as follows:
 - (i) 1,000,000 common shares upon the date listed on a Canadian exchange ("Listing Date") (issued);
 - (ii) 50,000 common shares within the first anniversary of the Listing Date;

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- (iii) 25,000 common shares within the second anniversary of the Listing Date; and
- (iv) 25,000 common shares within third anniversary of the Listing Date,
- (c) the Company shall make the exploration expenditures on the Property according to the following schedule:
 - (i) \$80,000 on or before the first anniversary of the Listing Date (incurred);
 - (ii) \$100,000 on or before the second anniversary of the Listing Date; and
 - (iii) \$320,000 on or before the third anniversary of the Listing Date.

On September 6, 2024, the Company announced that it had entered into a letter of intent with Riverside Resources Inc. ("Riverside"), an arm's-length party, under which the Company will be granted an option (the "Transaction") to acquire a 100% interest in the La Union project (the "Project") located in Sonora, Mexico. In line with the terms of the Transaction, the Company can acquire full ownership of the Project by completing a series of cash payments totalling \$100,000, issuing 19.9% of its outstanding common shares, and incurring a minimum of \$5,500,000 in exploration expenditures on the Project.

4. Accounts payable

	October 31, 2024	July 31, 2024
Accounts payable	\$ 139,214	\$ 105,123
Accrued liabilities	37,500	30,000
Ending balance	\$ 176,714	\$ 135,123

5. Share Capital

a) Authorized

As at October 31, 2024, there were an unlimited number of common voting shares without par value authorized.

b) Issued

Three months ended October 31, 2024

During the three months ended October 31, 2024, there were no capital transactions.

Three months ended October 31, 2023

During the three months ended October 31, 2023, there were no capital transactions.

c) Warrants

The changes in warrants issued are as follows:

	Number of Warrants	Weighted Average Exercise Price
Outstanding Warrants, July 31, 2022	-	\$ -
Issued	2,500,000	\$0.10
Outstanding Warrants, July 31, 2023	2,500,000	\$0.10
Issued	5,307,599	\$0.10
Outstanding Warrants, July 31, 2024 and October 31, 2024	7,807,599	\$0.10

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At October 31, 2024, warrants enabling the holders to acquire common shares as follows:

Expiry Date	Weighted Average Exercise Price	Number of Warrants	Weighted Average Remaining Contractual Life in Years
December 12, 2025	\$0.20	250,000	1.12
June 28, 2026	\$0.10	4,999,999	1.66
June 28, 2026	\$0.10	57,600	1.66
November 5, 2026	\$0.10	2,500,000	2.01
Weighted average of exercise price and remaining contractual life	\$0.10	7,807,599	1.75

The fair value of the finders' warrants issued was estimated at the grant date based on the Black-Scholes valuation model with the following weighted average assumptions:

	October 31, 2024	July 31, 2024
Risk-free interest rate	n/a	3.99%-4.22%
Expected dividend yield	n/a	0.00
Share price	n/a	\$0.075-\$0.200
Expected stock price volatility	n/a	150%-190.85%
Average expected warrant life	n/a	2 years
Fair value of warrants granted	n/a	\$0.06

6. Related Party Transactions

Key management compensation

Key management consists of Questcorp's directors and officers. In addition to management and consulting fees paid to these individuals, or companies controlled by these individuals, the Company provides non-cash benefits. The aggregate value of compensation with key management for the three months ended October 31, 2024 was \$37,500 (2023 - \$22,500) and was comprised of the following:

	Three months ended October 31, 2024	Three months ended October 31, 2023
Management and consulting fees	\$ 37,500	\$ 22,500

The amounts charged to Questcorp for the services provided have been determined by negotiation among the parties and, in certain cases, are covered by signed agreements.

Related party transactions and balances not disclosed elsewhere in these condensed interim financial statements are as follows:

Other related party transactions

During the three months ended October 31, 2024, Questcorp incurred a total of \$3,000 (2023 - \$3,000) in rent from a company owned by the CEO.

Due to/from related parties

As at October 31, 2024, the Company owed \$65,861 (2023 - \$17,850) to related parties. The amount is included in accounts payable and accrued liabilities. Amounts due to related parties are unsecured, have no fixed

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repayments and are non-interest bearing.

7. Financial Instruments

Categories of financial assets and liabilities

Financial instruments measured at fair value are classified into one of three level in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The Company is exposed to various financial instrument risks and assesses the impact and likelihood of this exposure. These risks include capital management, liquidity risk, credit risk, and interest rate risk. Where material, these risks are reviewed and monitored by the Board of Directors.

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and GST recoverable.

The Company limits exposure to credit risk on liquid financial assets through maintaining its cash with high-credit quality financial institutions. The Company's cash is held with a major Canadian based financial institution. The carrying amount of financial assets represents the maximum credit exposure.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. At October 31, 2024, Questcorp had a cash balance of \$37,001 (July 31, 2024 - \$178,901) to settle accounts payable and accrued liabilities of \$176,714 (July 31, 2024 - \$135,123).

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

(a) Interest rate risk

The Company is not exposed to interest rate risk.

(b) Foreign currency risk

The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars. The Company is not exposed to foreign currency risk.

8. Capital Management

The Company manages its capital to safeguard the Company's ability to continue as a going concern, so that it can continue to provide adequate returns to shareholders and benefits to other stakeholders, and to have sufficient funds on hand for business opportunities as they arise.

The Company considers the items included in shareholders' equity as capital. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk

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Notes to Condensed Interim Financial Statements for the Three Months Ended October 31, 2024 and 2023

(Unaudited - Expressed in Canadian Dollars)

characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new shares through short-term prospectuses, private placements, sell assets, incur debt, or return capital to shareholders. As at October 31, 2024, the Company is not subject to externally imposed capital requirements.

9. Segment Information

The Company primarily operates in one reportable operating segment, being the acquisition and development of exploration and evaluation assets in Canada.