Form 51-102F4
Business Acquisition Report

Item 1 Identity of Company

1.1 Name and Address of Company

Miata Metals Corp. ("**Miata**" or the "**Company**")
2133 1177 W Hastings Street,
Vancouver, British Columbia, V6E 2K3

1.2 Executive Officer

For further information, please contact:

Dr. Jacob (Jaap) Verbass
Chief Executive Officer
Telephone: +1 778 488 9754

Item 2 Details of Acquisition

2.1 Nature of Business Acquired

On October 16, 2024, the Company completed the acquisition of 79North Inc. ("**79North**"), a mineral exploration company that was previously listed on the Canadian Securities Exchange (the "**CSE**"). Miata acquired all the issued and outstanding shares of 79North by way of a three-cornered amalgamation (the "**Amalgamation**") under the *Business Corporations Act* (Ontario), whereby 79North and 1000963620 Ontario Inc. ("**SubCo**"), a wholly owned subsidiary of the Company, amalgamated to form Miata Holdings Inc. ("**Miata Holdings**"), a wholly-owned subsidiary of the Company.

The Amalgamation was completed pursuant to a business combination agreement between Miata, 79North, and SubCo dated August 6, 2024 (the "**Agreement**"). The Amalgamation was approved by 79North's shareholders at a special meeting held on October 3, 2024.

Pursuant to the Amalgamation, the Company acquired all of 79North's assets and liabilities, including an earned 70% interest in the 21,929-hectare Sela Creek Gold Project ("**Sela Creek**") and a 70% beneficial interest in the 19,916-hectare Nassau Gold Project, both mineral projects in Suriname. On August 23, 2024, in anticipation of completing the Amalgamation, the Company entered into a separate option agreement with the optionors of Sela Creek, such that the Company now holds an option to acquire 100% of Sela Creek.

For additional information on the Amalgamation, see the Agreement and the Company's news releases dated June 5, 2024, August 6, 2024, and October 17, 2024, and for further details on the Sela Creek Gold Project, see the technical report titled "*Technical Report Sela Creek Gold Project, Sipaliwini District, Suriname, South America*" dated July 3, 2024. All of the above noted documents are available on the Company's SEDAR+ profile at www.sedarplus.ca.

2.2 Acquisition Date

October 16, 2024.

2.3 Consideration

Pursuant to the Amalgamation, the Company issued the former shareholders of 79North 0.079 of one common share of Miata for each 79North share held by such shareholders (the "**Exchange Ratio**"). The Company issued an aggregate of 8,999,953 common shares to the former 79North shareholders, being total consideration of approximately $7,109,963 (calculated based on the deemed price of $0.79 per Miata common share, the closing trading price on the CSE on October 15, 2024).

In addition, pursuant to the Agreement, all of 79North's outstanding 2,300,000 stock options became exercisable into up to 181,343 Miata common shares, based on the Exchange Ratio. The Company also issued 1,000,000 common shares to one arm's-length finder as a finder's fee in connection with closing of the Amalgamation.

In connection with the Amalgamation, on June 25, 2024, the Company completed a private placement financing of 5,833,333 units, at a price of $0.30 per unit, for gross proceeds of $1,750,000.

2.4 Effect on Financial Position

Upon completion of the Amalgamation, 79North, as the new entity Miata Holdings, became a wholly-owned subsidiary of the Company. The assets and liabilities of 79North and its former subsidiaries, including Sela Creek and the Nassau Gold Project, have been consolidated with those of the Company.

Other than the conduct of business in the ordinary course, and the continued exploration of Sela Creek and the Nassau Gold Project, the Company does not currently have any plans for material changes in its business or the acquired business that may significantly affect its financial performance or position, including any proposal to liquidate, sell, lease, or exchange all or a substantial part of the Company's assets, or to make any material changes to the Company's business operations or structure.

2.5 Prior Valuations

To the knowledge of the Company, there has been no valuation opinion obtained within the last 12 months by the Company or 79North required by securities legislation or a Canadian exchange or market to support the consideration paid by the Company in connection with the Amalgamation.

2.6 Parties to Transaction

The Company, 79North, and SubCo were parties to the Amalgamation. Prior to the Amalgamation, 79North was an arm's-length party to the Company.

2.7 Date of Report

December 20, 2024.

Item 3 Financial Statements and Other Information

The following financial statements, together with the notes thereto, are included as schedules to this Report, pursuant to Part 8 of National Instrument 51-102 – *Continuous Disclosure Obligations*:

1. the audited annual financial statements of 79North for the years ended November 30, 2023 and 2022, together with the auditors report thereon, included as Schedule "A" hereto; and

2. the unaudited condensed interim consolidated financial statements of 79North for the three and six months ended May 31, 2024, included as Schedule "B" hereto.

Schedule "A"

Audited Annual Financial Statements of 79North Inc. for the years ended November 30, 2023 and November 30, 2022

[*Attached*]

79NORTH INC.

CONSOLIDATED FINANCIAL STATEMENTS

YEARS ENDED NOVEMBER 30, 2023 AND 2022

(EXPRESSED IN CANADIAN DOLLARS)

Stern & Lovrics LLP
Chartered Professional Accountants

Samuel V. Stern, BA, CPA, CA
George G. Lovrics, BComm, CPA, CA

Nazli Dewji, BA, CPA, CMA

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of 79North Inc.

Opinion

We have audited the consolidated financial statements of 79North Inc. (the "Company"), which comprise the consolidated statements of financial position as at November 30, 2023 and November 30, 2022, and the consolidated statements of loss and comprehensive loss, cash flows and changes in shareholders equity for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Company as at November 30, 2023 and November 30, 2022, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards (IFRS).

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements" section of our report.

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

Without qualifying our opinion, We draw attention to Note 1 in the consolidated financial statements, which indicates that the Company incurred a comprehensive loss of $680,945 for the year ended November 30, 2023 (2022 - $1,758,356) and has incurred cumulative losses from inception in the amount of $12,633,396 at November 30, 2023. These conditions, along with other matters as set forth in Note 1, indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

Other Information

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditor's report. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is George G. Lovrics.

Stern & Lovrics LLP

Toronto, Ontario
March 27, 2024

Chartered Professional Accountants
Licensed Public Accountants

79North Inc.
Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)

		As at November 30, 2023		As at November 30, 2022
ASSETS				
Current assets				
Cash	**$**	**317**	$	120,758
Receivables and other assets (note 5)		**19,580**		33,598
		19,897		154,356
Property and equipment (note 6)		**-**		136,328
Total assets	**$**	**19,897**	$	290,684
EQUITY AND LIABILITIES				
Current liabilities				
Accounts payable and accrued liabilities (notes 7 and 13)	**$**	**525,630**	$	125,674
Total liabilities		**525,630**		125,674
Equity				
Share capital (note 8)		**8,566,465**		8,566,465
Reserve		**2,952,655**		3,037,734
Accumulated other comprehensive income		**54,352**		55,024
Deficit		**(12,633,396)**		(12,048,404)
Equity attributable to the shareholders of the Company		**(1,059,924)**		(389,181)
Non-controlling interest		**554,191**		554,191
Total equity		**(505,733)**		165,010
Total equity and liabilities	**$**	**19,897**	$	290,684

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

Nature of operations and going concern (note 1)
Event after the reporting date (note 18)

Approved on behalf of the Board:

(Signed) "Jon North" Director

(Signed) "Eric R. Klein" Director

79North Inc.
Consolidated Statements of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)

	Year Ended November 30, 2023	Year Ended November 30, 2022
Operating expenses		
Exploration and evaluation expenditures (note 12)	**$ 67,471**	$ 973,385
Professional fees	**217,832**	288,822
Management compensation (note 13)	**105,000**	184,834
Travel	**11,982**	56,222
Office and general	**126,127**	171,169
Foreign exchange (gain) loss	**2,273**	(7,754)
Investor relations	**18,450**	74,125
Share-based payments (note 9)	**10,202**	11,036
Net loss before other items	**(559,337)**	(1,751,839)
Other items		
Impairment of property and equipment (note 6)	**(120,936)**	-
Net loss for the year	**(680,273)**	(1,751,839)
Other comprehensive loss		
Items that will be reclassified subsequently to profit or loss:		
Cumulative translation adjustment	**(672)**	(6,517)
Total comprehensive loss for the year	**$ (680,945)**	$ (1,758,356)
Basic and diluted net loss per share (note 11)	**$ (0.01)**	$ (0.02)
Weighted average number of common shares outstanding	**107,347,241**	97,382,309

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

79North Inc.

Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars)

	Year Ended November 30, 2023	Year Ended November 30, 2022
Operating activities		
Net loss for the year	**$ (680,273)**	$ (1,751,839)
Adjustments for:		
Amortization	**15,392**	40,360
Share-based payments	**10,202**	11,036
Impairment of property and equipment	**120,936**	-
Changes in non-cash working capital items:		
Receivables and other assets	**14,018**	(5,455)
Accounts payable and accrued liabilities	**399,956**	(109,698)
Net cash used in operating activities	**(119,769)**	(1,815,596)
Financing activities		
Proceeds from private placement	**-**	790,000
Share issuance costs	**-**	(98,554)
Net cash provided by financing activities	**-**	691,446
Effect of exchange rate changes on cash held by foreign currency	**(672)**	(6,517)
Net change in cash	**(120,441)**	(1,130,667)
Cash, beginning of year	**120,758**	1,251,425
Cash, end of year	**$ 317**	$ 120,758

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

79North Inc.
Consolidated Statements of Changes in Equity
(Expressed in Canadian Dollars)

	Share capital	Reserve	Accumulated other comprehensive income	Deficit	Total attributable to shareholders of Company	Non-controlling interest	Total
Balance, November 30, 2021	**$ 8,021,919**	**$ 2,936,404**	**$ 61,541**	**$ (10,353,171)**	**$ 666,693**	**$ 554,191**	**$ 1,220,884**
Private placement	790,000	-	-	-	790,000	-	790,000
Share issuance costs	(120,854)	22,300	-	-	(98,554)	-	(98,554)
Warrant valuation	(124,600)	124,600	-	-	-	-	-
Stock options cancelled	-	(56,606)	-	56,606	-	-	-
Share-based payments	-	11,036	-	-	11,036	-	11,036
Total comprehensive loss for the year	-	-	(6,517)	(1,751,839)	(1,758,356)	-	(1,758,356)
Balance, November 30, 2022	**$ 8,566,465**	**$ 3,037,734**	**$ 55,024**	**$ (12,048,404)**	**$ (389,181)**	**$ 554,191**	**$ 165,010**
Stock options cancelled	-	(95,281)	-	95,281	-	-	-
Share-based payments	-	10,202	-	-	10,202	-	10,202
Total comprehensive loss for the year	-	-	(672)	(680,273)	(680,945)	-	(680,945)
Balance, November 30, 2023	**$ 8,566,465**	**$ 2,952,655**	**$ 54,352**	**$ (12,633,396)**	**$ (1,059,924)**	**$ 554,191**	**$ (505,733)**

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

1. Nature of operations and going concern

79North Inc. (the "Company" or "79North") was incorporated under the Business Corporations Act (Ontario) on November 27, 2017. The Company is focused on the acquisition, exploration and development of properties which are prospective for gold and other metals. The Company is domiciled in Canada and its registered office is located at 82 Richmond Street East, Suite 306, Toronto, Ontario, M5C 1P1.

On June 12, 2020, the Company completed a reverse take-over transaction ("RTO Transaction") with 79North Ltd. wherein the Company acquired 100% of the issued and outstanding common shares of 79North Ltd. As a result of the share exchange, 79North Ltd. is considered to have control. While the Company is the legal acquirer, the accounting acquirer is 79North Ltd. and these financial statements are consolidated and presented with 79North Ltd. as the continuing entity. Concurrent with the RTO, the Company changed its name to 12 Exploration Inc. and began trading on the Canadian Securities Exchange ("CSE") under the symbol "TWLV". On August 19, 2020, the Company changed its name to 79North Inc. and began trading on CSE under the symbol "JQ". On March 5, 2021, the Company's common shares commenced trading on the OTCQB Venture Market under the ticker symbol "SVNTF".

79North is at an early stage of exploring and acquiring gold properties and as is common with many small companies, it raises financing for its exploration and acquisition activities in discrete tranches. As at November 30, 2023, the Company has a negative working capital of $505,733 (November 30, 2022 - working capital of $28,682). For the year ended November 30, 2023, the Company had a net loss and comprehensive loss of $680,945 (year ended November 30, 2022 - $1,758,356) and had cash outflows from operations of $119,769 (year ended November 30, 2022 - cash outflows of $1,815,596). These conditions indicate the existence of some uncertainty that may cast doubt regarding the Company's ability to continue as a going concern and, accordingly, the ultimate use of accounting principles applicable to a going concern.

The Company's ability to continue as a going concern is dependent upon obtaining additional financing and eventually achieving profitable production in the future. The Company is currently evaluating various options in order to address its financing needs. There can be no assurance that the Company's financing activities will continue to be successful or sufficient.

Longer term, the Company may pursue opportunities to raise additional capital through equity markets; however, there can be no assurance it will be able to raise funds in the future. The ultimate ability of the Company to remain a going concern and complete exploration and development of properties, if properties are proven successful, is dependent upon successfully raising additional capital.

These consolidated financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets, liabilities and reported expenses should the Company be unable to continue as a going concern. These adjustments could be material.

2. Significant accounting policies

Statement of compliance

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”), effective for the Company’s reporting for the year ended November 30, 2023. These consolidated financial statements were approved and authorized for issuance by the Board on March 27, 2024.

2. Significant accounting policies (continued)

Basis of presentation

These consolidated financial statements have been prepared on a historical cost basis, with the exception of financial instruments classified at fair value through profit or loss ("FVTPL"). In addition, these consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information.

In the preparation of these consolidated financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amount of expenses during the period. Actual results could differ from these estimates. Of particular significance are the estimates and assumptions used in the recognition and measurement of items included in note 3.

Basis of consolidation

Subsidiaries are consolidated from the date of acquisition, being the date on which the Company obtains control, and continues to be consolidated until the date that such control ceases. Control is achieved when an investor has power over an investee to direct its activities, exposure to variable returns from an investee, and the ability to use the power to affect the investor's returns.

The results of subsidiaries acquired or disposed of during the periods presented are included in the consolidated statements of comprehensive loss from the effective date of control and up to the effective date of disposal or loss of control, as appropriate. All intercompany transactions, balances, income and expenses are eliminated upon consolidation.

Investments in and loans to associates

The Company holds an equity investment in associates. An associate is an entity over which the Company has significant influence and is neither a controlled subsidiary nor a jointly controlled entity. The Company has significant influence when it has the power to participate in the financial and operating policy decisions of the associate but does not have control or joint control over those policies.

The Company accounts for equity investments using the equity method. Under the equity method, the Company's investment in an associate is initially recognized at cost and is subsequently increased or decreased to recognize the Company's share of earnings or losses of the associate, and for impairment losses after the initial recognition date. The Company's share of an associate's losses that are in excess of its investment in the associate are recognized only to the extent that the Company has incurred legal or constructive obligations or made payments on behalf of the associate. The Company's share of earnings or losses of associates are recognized through net income or loss during the year. Cash distributions received from an associate are accounted for as a reduction in the carrying amount of the Company's investment in the associate. At the end of each reporting period, the Company assesses whether there is any objective evidence that an investment in an associate is impaired. Objective evidence includes observable data indicating that there is a measurable decrease in the estimated future cash flows of the associate's operations. When there is objective evidence that an investment in an associate is impaired, the carrying amount of such investment is compared to its recoverable amount, being the greater of its fair value less costs of disposal and value in use (i.e. present value of its future cash flows). If the recoverable amount of an investment in an associate is less than its carrying amount, then an impairment loss is recognized in that period. When an impairment loss reverses in a subsequent period, the carrying amount of the investment in an associate is increased to the revised estimate of the recoverable amount to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had an impairment loss not been previously recognized. A reversal of an impairment loss is recognized through net income or loss in the period in which the reversal occurs.

2. Significant accounting policies (continued)

Investments in and loans to associates (continued)

As of November 30, 2023, the cost of the Company's investment in Sandpiper Goldmines N.V. was $nil. As well, the Company's pro-rata share of post-acquisition earnings and other comprehensive income from the date of acquisition to November 30, 2023 of Sandpiper Goldmines N.V. was $nil, as there were no activities to report.

Functional and presentation currency

These consolidated financial statements have been prepared in Canadian dollars, which is the Company's functional and presentation currency. As of November 30, 2023, the functional currency was determined to be the United States dollar for the Company's subsidiaries.

Cash

Cash includes cash on hand and with a Canadian chartered bank.

Property and equipment

Property and equipment are carried at cost, less accumulated depreciation and accumulated impairment losses.

The cost of an item of property and equipment consists of the purchase price, any costs directly attributable to bringing the asset to the location and condition necessary for its intended use and an initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located.

Depreciation is recognized based on the cost of an item of property and equipment, less its estimated residual value, over its estimated useful life at the following rates:

Detail	Percentage	Method
Field equipment	20%	Declining balance
Vehicle	30%	Declining balance

An asset's residual value, useful life and depreciation method are reviewed, and adjusted if appropriate, on an annual basis. An item of property and equipment is de-recognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal of the asset, determined as the difference between the net disposal proceeds and the carrying amount of the asset, is recognized in profit or loss in the consolidated statements of loss and comprehensive loss.

Where an item of property and equipment consists of major components with different useful lives, the components are accounted for as separate items of equipment. Expenditures incurred to replace a component of an item of equipment that is accounted for separately, including major inspection and overhaul expenditures, are capitalized.

2. Significant accounting policies (continued)

Income taxes

Income tax on the profit or loss for the periods presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax expense is the expected tax payable on the taxable income for the period, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous periods.

Deferred tax is recognized in respect of taxable temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss, and differences relating to investments in subsidiaries and joint ventures to the extent that it is probable that they will not reverse in the foreseeable future. In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to taxable temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Exploration and evaluation expenditures

The Company expenses all acquisition costs of mineral properties and exploration and evaluation expenditures as incurred.

Once a project has been established as commercially viable and technically feasible, related development expenditures are capitalized. This includes costs incurred in preparing the site for mining operations. Capitalization ceases when the mine is capable of commercial production, with the exception the capitalization of development costs that give rise to a future benefit.

Non-controlling interest

Non-controlling interest in the Company's less than wholly owned subsidiary is classified as a separate component of equity. On initial recognition, non-controlling interest is measured at the fair value of the non-controlling entity's contribution into the related subsidiary. Subsequent to the original transaction date, adjustments are made to the carrying amount of non-controlling interest for the non-controlling interest's share of changes to the subsidiary's equity.

Changes in the Company's ownership interest in a subsidiary that do not result in a loss of control are recorded as equity transactions. The carrying amount of non-controlling interest is adjusted to reflect the change in the non-controlling interest's relative interest in the subsidiary, and the difference between the adjustment to the carrying amount of non-controlling interests and the Company's share of proceeds received and/or consideration paid is recognized directly in equity and attributed to owners of the Company.

2. Significant accounting policies (continued)

Share-based payment transactions

The fair value of stock options granted to employees and non-employees is recognized as an expense over the vesting period with a corresponding increase in shareholders' equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee, including directors of the Company.

The fair value is measured at the grant date and recognized over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes option pricing model, taking into account the terms and conditions upon which the options were granted. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest.

Decommissioning liability

A legal or constructive obligation to incur restoration, rehabilitation and environmental costs may arise when environmental disturbance is caused by the Company's exploration and evaluation activities. Discount rates using a pretax rate that reflects the risk and the time value of money are used to calculate the net present value. These costs are charged against profit or loss as exploration and evaluation expenditures and the related liability is adjusted for each period for the unwinding of the discount rate and for changes to the current market-based discount rate, amount or timing of the underlying cash flows needed to settle the obligation.

The Company has no restoration, rehabilitation and environment costs as at November 30, 2023 and 2022.

Provision

Provisions are recognized when the Company has a present obligation (legal or constructive) that has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using pretax rate that reflects current market assessments of the time value of money and the risk specific to the obligation.

The Company had no material provisions as at November 30, 2023 and 2022.

Loss per share

Loss per common share have been determined by dividing net loss attributable to common shareholders by the weighted average number of common shares outstanding during the year, excluding shares securing employee share purchase loans and shares in escrow, if any. The Company follows the "treasury stock" method in the calculation of diluted earnings per share. Under this method, the calculation of diluted earnings per share assumes that outstanding options and warrants that are dilutive to earnings per share are exercised and the proceeds are used to repurchase shares of the Company at the average market price of the shares for the period. The treasury stock method is not used to calculate diluted loss per share because the result would be anti-dilutive. Loss per share (diluted) are equivalent measures and calculated on a non-dilutive basis.

2. Significant accounting policies (continued)

Related party transactions

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

Financial instruments

Recognition

The Company recognizes a financial asset or financial liability on the statement of financial position when it becomes party to the contractual provisions of the financial instrument. Financial assets are initially measured at fair value, and are derecognized either when the Company has transferred substantially all the risks and rewards of ownership of the financial asset, or when cash flows expire. Financial liabilities are initially measured at fair value and are derecognized when the obligation specified in the contract is discharged, cancelled or expired.

Classification and measurement

The Company determines the classification of its financial instruments at initial recognition. Financial assets and financial liabilities are classified according to the following measurement categories:

i) those to be measured subsequently at fair value, either through profit or loss (“FVTPL”) or through other comprehensive income (“FVTOCI”); and
ii) those to be measured subsequently at amortized cost.

The classification and measurement of financial assets after initial recognition at fair value depends on the business model for managing the financial asset and the contractual terms of the cash flows. Financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding, are generally measured at amortized cost at each subsequent reporting period. All other financial assets are measured at their fair values at each subsequent reporting period, with any changes recorded through profit or loss or through other comprehensive income (which designation is made as an irrevocable election at the time of recognition).

After initial recognition at fair value, financial liabilities are classified and measured at either:

i) amortized cost;
ii) FVTPL, if the Company has made an irrevocable election at the time of recognition, or when required (for items such as instruments held for trading or derivatives); or,
iii) FVTOCI, when the change in fair value is attributable to changes in the Company’s credit risk.

The Company reclassifies financial assets when and only when its business model for managing those assets changes. Financial liabilities are not reclassified.

Transaction costs that are directly attributable to the acquisition or issuance of a financial asset or financial liability classified as subsequently measured at amortized cost are included in the fair value of the instrument on initial recognition. Transaction costs for financial assets and financial liabilities classified at fair value through profit or loss are expensed in profit or loss.

2. Significant accounting policies (continued)

Financial instruments (continued)

The Company's financial assets consist of cash and receivables, which are classified and subsequently measured at amortized cost.

The Company's financial liabilities consist of accounts payable and accrued liabilities, which are classified and measured at amortized cost using the effective interest method. Interest expense is reported in net loss.

Impairment

The Company assesses all information available, including on a forward-looking basis the expected credit losses associated with any financial assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. To assess whether there is a significant increase in credit risk, the Company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition based on all information available, and reasonable and supportive forward-looking information.

Financial instruments recorded at fair value

The Company categorizes its financial assets and liabilities measured at fair value into one of three different levels depending on the observability of the inputs used in the measurement.

- Level 1: This level includes assets and liabilities measured at fair value based on unadjusted quoted prices for identical assets and liabilities in active markets that are accessible at the measurement date.
- Level 2: This level includes valuations determined using directly or indirectly observable inputs other than quoted prices included within Level 1. Derivative instruments in this category are valued using models or other standard valuation techniques derived from observable market inputs.
- Level 3: This level includes valuations based on inputs which are less observable, unavailable or where the observable data does not support a significant portion of the instruments' fair value.

The following table shows the levels within the hierarchy of financial assets measured at fair value at November 30, 2023:

	Level 1	Level 2	Level 3	Total
Cash	$ 317	$ -	$ -	$ 317

The following table shows the levels within the hierarchy of financial assets measured at fair value at November 30, 2022:

	Level 1	Level 2	Level 3	Total
Cash	$ 120,758	$ -	$ -	$ 120,758

3. Significant accounting judgments and estimates

The preparation of these 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. Actual outcomes could differ from these estimates. These consolidated financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated financial statements, 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.

Critical accounting estimates:

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the financial position reporting date, that could result in a material adjustment to the carrying amounts of assets and liabilities, relate to, but are not limited to, the following:

- the recoverability of amounts receivable and value-added taxes receivable which are included in the consolidated statements of financial position;
- Income taxes – measurement of income taxes payable and deferred income tax assets and liabilities requires management to make judgments in the interpretation and application of the relevant tax laws. The actual amount of income taxes only become final upon filing and acceptance of the tax return by the relevant authorities, which occurs subsequent to the issuance of the consolidated financial statements; and
- the inputs used in accounting for share-based payment transactions.

Critical accounting judgments:

- management assessment of going concern and uncertainties of the Company’s ability to raise additional capital and/or obtain financing to advance the lithium properties;
- management applied judgment in determining the functional currency of 79North and its subsidiaries as the Canadian Dollar, based on the facts and circumstances that existed during the period; and
- management determination of no material restoration, rehabilitation and environmental exposure, based on the facts and circumstances that existed during the period.

(Expressed in Canadian Dollars)

4. Subsidiaries

The following companies have been consolidated within the annual consolidated financial statements:

Company	Registered	Principal activity
79North Inc.	Ontario, Canada	Parent company
Subsidiaries		
79North Ltd. (1)	Ontario, Canada	Exploration
Kudray S.A. (1)	Uruguay	Exploration
Sumin Resources Limited ("Sumin") (1)	British Virgin Islands	Investment, Exploration and Development
Sumin Mines N.V. (1)	Suriname	Exploration and Exploitation
Nassau Gold Limited (2)	Guernsey	Investment, Exploration and Development
Sumin Delfstoffen N.V. (2)	Suriname	Exploration
Integral Agriculture and Mining Industries N.V. (3)(4)(5)	Suriname	Exploration and Exploitation

(1) 100% owned, directly or indirectly, by the ultimate shareholder - 79North Inc.;
(2) 100% owned by Sumin;
(3) 70% owned by Sumin Delfstoffen N.V.
(4) 79North's indirect interest on a consolidated basis in Integral Agriculture and Mining Industries N.V. is 56% up to July 10, 2019, as a result of the Company's 80% indirect interest in Nassau Gold Limited, which had a 70% indirect interest in Integral Agriculture and Mining N.V; and
(5) Subsequent to July 10, 2019, 79North's indirect interest on a consolidated basis in Integral Agriculture and Mining Industries N.V. is 70%. Refer to note 12(1).

5. Receivables and other assets

	November 30, 2023	November 30, 2022
Amounts receivable	**$ 1,594**	$ 5,440
Prepaid expenses	**17,986**	28,158
	$ 19,580	$ 33,598

6. Property and equipment

Cost	Equipment	Vehicle	Total
Balance, November 30, 2021 and November 30, 2022	$ 186,401	$ 59,705	$ 246,106
Impairment (i)	(91,058)	(29,878)	(120,936)
Balance, November 30, 2023	$ 95,343	$ 29,827	$ 125,170

Accumulated Depreciation	Equipment	Vehicle	Total
Balance, November 30, 2021	$ 59,933	$ 9,485	$ 69,418
Depreciation for the year	25,292	15,068	40,360
Balance, November 30, 2022	85,225	24,553	109,778
Depreciation for the year	10,118	5,274	15,392
Balance, November 30, 2023	$ 95,343	$ 29,827	$ 125,170

(Expressed in Canadian Dollars)

6. Property and equipment (continued)

Carrying Value	Equipment	Vehicle	Total
Balance, November 30, 2022	$ 101,176	$ 35,152	$ 136,328
Balance, November 30, 2023	$ -	$ -	$ -

(i) During the year ended November 30, 2023, the Company determined it will not be able to recover any amount from the equipment. As a result, the Company recorded an impairment loss of $120,936.

7. Accounts payable and accrued liabilities

Accounts payable and accrued liabilities of the Company are principally comprised of amounts outstanding for purchases relating to general operating activities.

	November 30, 2023	November 30, 2022
Accounts payable	**$ 177,497**	$ 72,029
Accrued liabilities	**348,133**	53,645
	$ 525,630	$ 125,674

8. Share capital

(a) Authorized share capital

The authorized share capital consisted of an unlimited number of common shares. The common shares do not have a par value. All issued shares are fully paid.

(b) Common shares issued

	Number of common shares	Amount
Balance, November 30, 2021	91,547,241	$ 8,021,919
Private placement (i)	15,800,000	790,000
Share issuance costs (i)	-	(120,854)
Warrant valuation (i)	-	(124,600)
Balance, November 30, 2022 and November 30, 2023	107,347,241	$ 8,566,465

(Expressed in Canadian Dollars)

8. Share capital (continued)

(b) Common shares issued (continued)

(i) In July 2022, the Company completed a non-brokered private placement and issued an aggregate of 15,800,000 units at a price of $0.05 per unit for aggregate gross proceeds of $790,000. Each unit consisted of one common share and one-half of one common share purchase warrant. Each whole warrant entitles the holder to acquire one common share at a price of $0.08 per share until July 15, 2024. In connection with the offering, the Company paid $98,554 of cash share issuance costs and issued 840,000 finders warrants. In connection with the closing of the non-brokered private placement, Mr. Jon North, Chairman, President and Chief Executive Officer ("CEO") of the Company, acquired ownership and control of 200,000 units.

The grant date fair values of the 7,900,000 warrants and 840,000 finders warrants were estimated to be $124,600 and $22,300, respectively, using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%, expected volatility of 99%, risk-free interest rate of 3.20%, and expected life of 2 years.

9. Stock options

	Number of stock options	Weighted average exercise price
Balance, November 30, 2021	3,750,000	$ 0.15
Granted (i)	400,000	0.15
Cancelled	(400,000)	0.15
Balance, November 30, 2022	3,750,000	0.15
Cancelled	(900,000)	0.15
Balance, November 30, 2023	2,850,000	$ 0.15

(i) On May 16, 2022, the Company granted an aggregate of 400,000 stock options to a director of the Company. The stock options are exercisable at $0.15 per share and expire in 5 years. The stock options vest 1/3 immediately and 1/3 each on first and second anniversaries of grant date. The grant date fair value of the options is estimated to be $23,000 using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%, expected volatility of 100%, risk-free interest rate of 2.71%, and expected life of 5 years. For the year ended November 30, 2023, $10,202 (year ended November 30, 2022 - $11,036) was expensed to share-based payments.

The following table reflects the actual stock options issued and outstanding as of November 30, 2023:

Expiry date	Exercise price ($)	Weighted average remaining contractual life (years)	Number of options outstanding	Number of options vested (exercisable)
June 16, 2025	0.15	1.55	2,250,000	2,250,000
September 23, 2025	0.15	1.82	200,000	200,000
May 16, 2027	0.15	3.46	400,000	266,666
	0.15	1.83	2,850,000	2,716,666

(Expressed in Canadian Dollars)

10. Warrants

	Number of warrants	Weighted average exercise price
Balance, November 30, 2021	50,462,035	$ 0.23
Issued	8,740,000	0.08
Balance, November 30, 2022	59,202,035	0.21
Expired	(47,627,885)	0.23
Balance, November 30, 2023	11,574,150	$ 0.12

The following table reflects the warrants issued and outstanding as of November 30, 2023:

Expiry date	Exercise price ($)	Number of warrants outstanding
August 17, 2024	0.25	2,834,150
July 15, 2024 (i)	0.08	7,900,000
July 15, 2024	0.05	840,000
	0.12	11,574,150

(i) If the common shares of the Company trade on the CSE at a volume weighted average price of $0.20 or more for ten consecutive trading days, the Company will have the right to accelerate the exercise period to a period ending at least 30 days from the date that notice of such acceleration is provided to the warrant holders.

11. Net loss per share

The calculation of basic and diluted loss per share for the year ended November 30, 2023 was based on the loss attributable to common shareholders of $680,273 (year ended November 30, 2022 - $1,751,839) and the weighted average number of common shares outstanding of 107,347,241 (year ended November 30, 2022 - 97,382,309). Diluted loss per share did not include the effect of warrants and stock options as they are anti-dilutive.

(Expressed in Canadian Dollars)

12. Exploration and evaluation expenditures

Year ended November 30, 2023	Caribou Project	Nassau Gold Project	Project Generation	Total
Administrative	$ -	$ 8,342	$ -	$ 8,342
Amortization	-	15,392	-	15,392
Claims	15,650	-	7,250	22,900
Consulting	3,060	-	7,880	10,940
Labour costs	-	9,897	-	9,897
Total exploration and evaluation expenditures	**$ 18,710**	**$ 33,631**	**$ 15,130**	**$ 67,471**

Year ended November 30, 2022	Nassau Gold Project	Project Generation	Total
Administrative	$ 93,659	$ -	$ 93,659
Amortization	40,360	-	40,360
Analysis	29,664	-	29,664
Camp costs	104,474	-	104,474
Consulting	-	17,388	17,388
Drilling	505,629	-	505,629
Labour costs	133,557	-	133,557
Professional fees	33,859	-	33,859
Supplies	4,321	-	4,321
Vehicle costs	10,474	-	10,474
Total exploration and evaluation expenditures	**$ 955,997**	**$ 17,388**	**$ 973,385**

(1) At the time of the Merger, Sumin owned 80% of Nassau Gold Limited (“NGL”), a Guernsey entity, and the remaining 20% interest in NGL was held by Mariana Resources Limited (“Mariana”). Effective July 10, 2019, Sumin acquired the remaining 20% interest in NGL from Mariana in exchange for a 1% NSR on the Nassau Gold Project calculated based upon the proportionate interest held by the Company therein (subject to a minimum payment equal to a 0.5% NSR on the entire Nassau Gold Project), pursuant to (i) a share transfer and termination agreement between Sumin, Mariana and NGL dated July 10, 2019; and (ii) a royalty agreement between the Company, Sumin Delfstoffen N.V. (“SD”) and Sandstorm Gold Ltd. (an affiliate of Mariana) dated July 10, 2019 (the "Sandstorm Transaction").

As of July 10, 2019, there is no estimated timeline as to when the royalty from the 1% NSR will be paid, or if 79North is to pay any royalty distributions at all. Due to the uncertainties, management has considered the 1% NSR to have nominal value. As a result, the Company has recorded a gain of sale of minority interest of $258,623. As a result, the non-controlling interest was reduced to 30% from 44%.

Following the completion of the Sandstorm Transaction, NGL transferred its 100% interest in SD to Sumin. Sumin presently holds a 100% interest in SD, a Suriname entity. Pursuant to an earn-in agreement dated November 28, 2013 (the “IAM Agreement”) between Integral Agriculture and Mining Industries N.V., a Suriname entity (“IAM”), the shareholders of IAM, Sumin and SD, Sumin had the right, through SD, to earn up to an 80% interest in IAM, which in turn holds a 100% interest in the Nassau Gold Project. Prior to the closing of the Merger, Sumin, through SD, had earned a 48% interest in IAM and Sumin’s ability to earn any further interest in IAM had lapsed. On December 22, 2018, prior to the Merger, IAM, the shareholders of IAM, Sumin, SD and the Company entered into an amending agreement to the IAM Agreement providing for Sumin, through SD, to regain the right to earn up to an 80% interest in IAM. As of the date hereof, SD holds a 70% interest in IAM.

12. Exploration and evaluation expenditures (continued)

Should Sumin earn its 80% interest in IAM through SD, IAM will become a joint venture for the exploration, evaluation and development and exploitation of the Nassau Gold Project. The shareholders of IAM will hold a 20% carried interest in IAM and until the delivery of a pre-feasibility study in connection with the Nassau Gold Project, at which time the shareholders of IAM may elect to pay their 20% proportionate share of the joint venture costs, or convert their 20% shareholding into Sumin Shares equal to 10% of the net present value of the Nassau Gold Project divided by the then current price of Sumin Shares or a 3% NSR which may be reduced to a 2% NSR for a payment of US$1,000,000 to the shareholders of IAM.

The original exploration permit in connection with the Nassau Gold Project was granted to IAM on February 26, 2015, and was subsequently renewed on August 25, 2017 for a period of two years.

The exploration permit with respect to the area comprising the Nassau Gold Project held by IAM expired on August 25, 2019. IAM applied for two exploitation permits to cover substantially the same area of the original exploration permit on May 9, 2019, with the first exploitation concession made effective on February 6, 2020 and the second concession made effective on March 22, 2020.

During the year ended November 30, 2023, the Company decided to no longer continue its exploration efforts on the Nassau Gold Project.

(2) On April 26, 2017, 79North acquired a Uruguay Company, Kudray S.A. (“Kudray”) from Hunter Bay Minerals PLC, who was in liquidation. Kudray has an indirect beneficial 70% interest in the Sela Creek Suriname mining project which was comprised of mining concession GMD No. 998/17. Kudray had a right to earn an additional 10% interest in the project but did not exercise the right prior to its expiry on December 21, 2019. The exploration concession within the option for the Sela Creek Project expired on November 14, 2019. In December 2021, the Company filed a motion for a default judgement with the Ontario Superior Court of Justice. The default judgement was made on July 15, 2022, indicating that 79North has a 70% interest in the Sela Creek property and that US$38,000 in damages and expenses were due to the Company. As at November 30, 2023, the Company has not accrued this amount as management is not able to assess the likelihood of collection.

(3) Sumin holds 100% interest in Sumin Mines N.V. (“Sumin Mines”), a Suriname entity, which in turn holds 26.66% of Sandpiper Goldmines N.V. (“SG”), a Suriname entity, acquired pursuant to the terms of an investment agreement between Sumin Mines and SG entered into on October 8, 2015. Pursuant to the terms of a cooperation agreement between SG and Sarafina N.V. (“Sarafina”), a Suriname entity and 100% owner of the Sandpiper Project in Suriname, Sarafina leased to SG exploration and exploitation rights to gold on the Sandpiper Project concession.

(4) In September 2023, the Company entered into a Memorandum of Understanding (the "MoU") for initial exploration of the Caribou Project, located near Armstrong, Ontario, with the Whitesand First Nation. The MoU is for initial, non-mechanized, exploration of the claims.

(Expressed in Canadian Dollars)

13. Related party transactions

Key management includes the CEO, the Chief Financial Officer ("CFO"), and the directors of the Company. The compensation paid or payable to key management for services during the years ended November 30, 2023 and 2022 is as follows:

	Year Ended November 30, 2023	Year Ended November 30, 2022
Management compensation (a)	**$ 105,000**	$ 180,000
Professional fees (b)(c)	**109,502**	151,027
Rent (b)	**11,400**	23,750
Office and general (b)	**5,743**	7,633
Investor relations (b)	**1,248**	4,032
Share-based payments	**10,202**	11,036
	$ 243,095	$ 377,478

The noted transactions below are in the normal course of business and are measured at the exchange amount, as agreed to by the parties, and approved by the directors in strict adherence to conflict of interest laws and regulations.

(a) During the year ended November 30, 2023, the Company incurred management compensation of $105,000 (year ended November 30, 2022 - $180,000) to the CEO of the Company. As at November 30, 2023, the CEO was owed $159,182 (November 30, 2022 - $25,926) and these amounts were included in accounts payable and other liabilities.

(b) During the year ended November 30, 2023, the Company paid professional fees, rent, office and general totaling $57,893 (year ended November 30, 2022 - $75,942) to Marrelli Support Services Inc., and certain of its affiliates, together known as the "Marrelli Group", for: (i) Carmelo Marrelli, beneficial owner of the Marrelli Group, to act as the CFO of the Company, (ii) bookkeeping, corporate secretarial services, escrow and regulatory filing services, and (iii) office rent. The Marrelli Group was owed $35,059 (November 30, 2022 - $3,392) and these amounts were included in amounts payable and accrued liabilities. The Company also had a $950 deposit with Marrelli Capital Limited, a company within the Marrelli Group, as a deposit for last months rent.

(c) During the year ended November 30, 2023, the Company incurred professional fees of $70,000 (year ended November 30, 2022 - $110,500) to a former director of the Company. As at November 30, 2023, the former director was owed $80,000 (November 30, 2022 - $10,000) and these amounts were included in accounts payable and other liabilities.

(d) See also note 18.

14. Capital risk management

The Company includes equity, comprising issued share capital, reserve and retained earnings, in the definition of capital, which as at November 30, 2023, totaled $505,733 in deficit (2022 - $165,010 in surplus).

The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund its exploration commitments. To secure the additional capital necessary to continue with the exploration of mineral properties, the Company may attempt to raise additional funds through the issuance of debt or equity. The Company is not subject to any capital requirements imposed by a lending institution.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares and adjusting capital spending. The capital structure is reviewed by management and the Board of Directors on an ongoing basis.

There were no changes in the Company's process, policies and approach to capital management during the years ended November 30, 2023 and 2022.

15. Financial instruments and risk factors

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including interest rate risk, foreign currency risk and price risk).

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 amounts receivable. Cash is held with a Canadian chartered bank, from which management believes the risk of loss to be minimal.

Amounts receivable consists of sales tax receivable from government authorities in Canada. Amounts receivable are in good standing as of November 30, 2023. Management believes that the credit risk with respect to these amounts receivable is minimal.

Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company's liquidity and operating results may be adversely affected if its access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or matters specific to the Company. The Company generates cash flow primarily from its financing activities. As at November 30, 2023, the Company had cash of $317 (2022 - $120,758) to settle current liabilities of $525,630 (2022 - $125,674). All of the Company's financial liabilities have contractual maturities of less than 90 days and are subject to normal trade terms. The Company regularly evaluates its cash position to ensure preservation and security of capital as well as liquidity.

The Company obtained its financing through private placements. Negative trends in the general equity market and the fall in commodity prices can adversely impact the Company's ability to obtain financing at favourable terms. If the Company cannot obtain the necessary financing to fund its operating and exploration activities, the Company might not be able to continue as a going concern entity.

There can be no assurance that additional financing, if and when required, will be available or on terms acceptable to the Company.

15. Financial instruments and risk factors (continued)

Market risk

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

Interest rate risk

The Company has cash balances. The Company's current policy is to invest surplus cash in high yield savings accounts with a Canadian chartered bank with which it keeps its bank accounts. As at November 30, 2023, the Company did not have any surplus cash. The Company periodically monitors the investments it makes and is satisfied with the creditworthiness of its Canadian chartered bank.

Foreign currency risk

The Company's functional and presentation currency is the Canadian dollar and major purchases are transacted in Canadian dollars.

The Company is exposed to foreign currency risk on fluctuations related to cash, receivables, and accounts payable and other liabilities that are denominated in US dollars. Sensitivity to changes in the foreign exchange rate of the US dollar compared to the Canadian dollar may impact the Company's financial results.

16. Income taxes

The reconciliation of the combined Canadian federal and provincial income tax rate to the income tax recovery presented in the accompanying statements of comprehensive loss is provided below:

	Year Ended November 30, 2023	**Year Ended November 30, 2022**
Net loss before income tax	**$ (680,273)**	$ (1,751,839)
Statutory tax rate	**26.5 %**	26.5 %
Tax benefit of statutory rate	**(180,272)**	(464,237)
Share issue costs	**(25,737)**	(36,912)
Difference in foreign tax rates	**(16,409)**	(106,871)
Permanent and other	**663**	934
Unrecognized benefit of deferred taxes	**219,052**	604,161
Share-based payments	**2,703**	2,925
Total tax recovery	**$ -**	$ -

(Expressed in Canadian Dollars)

16. Income taxes (continued)

The tax effected items that give rise to significant portions of the deferred income tax assets and deferred income tax liabilities at November 30, 2023 and 2022 are presented as follows:

	November 30, 2023	November 30, 2022
Non-capital losses carried forward - Canada	**$ 1,583,851**	$ 1,429,000
Non-capital losses carried forward - Suriname	**1,491,000**	1,428,000
Equipment	**17,600**	-
Share issue costs	**37,654**	63,391
Less unrecognized deferred tax assets	**(3,130,105)**	(2,920,391)
Total	**$ -**	$ -

The Company has approximately $5,978,500 Canadian non-capital losses and $4,143,000 Suriname non-capital losses converted to Canadian dollars as at November 30, 2023, which under certain circumstances can be used to reduce the taxable income of future years. The non-capital losses expire as follows:

	Canada	Suriname
2023	$ -	$ 519,000
2024	-	448,000
2025	-	384,000
2026	-	1,494,000
2027	-	1,125,000
2028	-	173,000
2036	16,000	-
2037	214,000	-
2038	588,000	-
2039	522,000	-
2040	2,115,000	-
2041	1,222,000	-
2042	713,000	-
2043	588,500	-
	$ 5,978,500	$ 4,143,000

17. Segmented information

The Company primarily operates in one reportable operating segment, being the exploration and evaluation of gold properties in Suriname. The Company has administrative offices in Toronto, Canada. Geographical information is as follows:

November 30, 2023

	Canada	Suriname	Total
Current assets	$ 19,897	$ -	$ 19,897

November 30, 2022

	Canada	Suriname	Total
Current assets	$ 154,053	$ 303	$ 154,356
Non-current assets	3,917	132,411	136,328
	$ 157,970	$ 132,714	$ 290,684

18. Event after the reporting period

Subsequent to November 30, 2023, the Company arranged unsecured demand promissory notes ("Notes") with five lenders, including $5,000 from the CEO of the Company, for a total of $47,500. The Notes bear an interest rate of 10% per annum until full and final repayment of the respective principal amount is made. The Notes mature two years from the respective issuance dates, ranging from December 14, 2025 to March 7, 2026.

Schedule "B"

Unaudited Condensed Interim Consolidated Financial Statements of 79North Inc. for the Three and Six Months ended May 31, 2024

[*Attached*]

79NORTH INC.

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

THREE AND SIX MONTHS ENDED MAY 31, 2024

(EXPRESSED IN CANADIAN DOLLARS)

(UNAUDITED)

79North Inc.
Condensed Interim Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)
Unaudited

		As at May 31, 2024		As at November 30, 2023
ASSETS				
Current assets				
Cash	**$**	**5,243**	$	317
Receivables and other assets (note 4)		**3,807**		19,580
Total assets	**$**	**9,050**	$	19,897
LIABILITIES AND EQUITY DEFICIENCY				
Current liabilities				
Accounts payable and accrued liabilities (notes 6 and 12)	**$**	**657,976**	$	525,630
Promissory notes payable (note 7)		**48,755**		-
Total liabilities		**706,731**		525,630
Equity deficiency				
Share capital (note 8)		**8,566,465**		8,566,465
Reserve		**2,954,417**		2,952,655
Accumulated other comprehensive income		**53,851**		54,352
Accumulated deficit		**(12,826,605)**		(12,633,396)
Equity deficiency attributable to the shareholders of the Company		**(1,251,872)**		(1,059,924)
Non-controlling interest		**554,191**		554,191
Total equity deficiency		**(697,681)**		(505,733)
Total liabilities and equity deficiency	**$**	**9,050**	$	19,897

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

Nature of operations and going concern (note 1)
Event after the reporting date (note 14)

Approved on behalf of the Board:

(Signed) "Jon North" Director

(Signed) "Eric R. Klein" Director

79North Inc.
Condensed Interim Consolidated Statements of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)
Unaudited

	Three Months Ended May 31, 2024	Three Months Ended May 31, 2023	Six Months Ended May 31, 2024	Six Months Ended May 31, 2023
Operating expenses				
Exploration and evaluation expenditures (note 11)	**$ -**	$ 17,322	**$ -**	$ 43,825
Professional fees	**58,083**	66,573	**74,109**	133,253
Management compensation (note 12)	**45,000**	30,000	**60,000**	75,000
Travel	**-**	4,298	**-**	11,982
Office and general	**27,022**	40,540	**49,199**	75,875
Foreign exchange (gain) loss	**(452)**	1,543	**(481)**	994
Investor relations	**3,652**	6,308	**7,365**	6,884
Share-based payments (notes 9 and 12)	**808**	2,582	**1,762**	8,282
Interest expense (note 7)	**1,141**	-	**1,255**	-
Net loss for the period	**(135,254)**	(169,166)	**(193,209)**	(356,095)
Other comprehensive income (loss)				
Items that will be reclassified subsequently to profit or loss:				
Cumulative translation adjustment	**(610)**	54	**(501)**	(863)
Total comprehensive loss for the period	**$ (135,864)**	$ (169,112)	**$ (193,710)**	$ (356,958)
Basic and diluted net loss per share	**$ (0.00)**	$ (0.00)	**$ (0.00)**	$ (0.00)
Weighted average number of common shares outstanding	**107,347,241**	107,347,241	**107,347,241**	107,347,241

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

79North Inc.

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

	Six Months Ended May 31, 2024	Six Months Ended May 31, 2023
Operating activities		
Net loss for the period	**$ (193,209)**	$ (356,095)
Adjustments for:		
Amortization	**-**	15,392
Share-based payments	**1,762**	8,282
Interest expense	**1,255**	-
Changes in non-cash working capital items:		
Receivables and other assets	**15,773**	21,153
Accounts payable and accrued liabilities	**132,346**	225,906
Net cash used in operating activities	**(42,073)**	(85,362)
Financing activities		
Issuance of promissory notes	**47,500**	-
Net cash provided by financing activities	**47,500**	-
Effect of exchange rate changes on cash held by foreign currency	**(501)**	(863)
Net change in cash	**4,926**	(86,225)
Cash, beginning of period	**317**	120,758
Cash, end of period	**$ 5,243**	$ 34,533

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

79North Inc.

Condensed Interim Consolidated Statements of Changes in Equity Deficiency
(Expressed in Canadian Dollars)
Unaudited

	Share capital	Reserve	Accumulated other comprehensive income	Accumulated deficit	Total attributable to shareholders of Company	Non-controlling interest	Total
Balance, November 30, 2022	**$ 8,566,465**	**$ 3,037,734**	**$ 55,024**	**$ (12,048,404)**	**$ (389,181)**	**$ 554,191**	**$ 165,010**
Stock options cancelled	-	(19,500)	-	19,500	-	-	-
Share-based payments	-	8,282	-	-	8,282	-	8,282
Total comprehensive loss for the period	-	-	(863)	(356,095)	(356,958)	-	(356,958)
Balance, May 31, 2023	**$ 8,566,465**	**$ 3,026,516**	**$ 54,161**	**$ (12,384,999)**	**$ (737,857)**	**$ 554,191**	**$ (183,666)**

	Share capital	Reserve	Accumulated other comprehensive income	Accumulated deficit	Total attributable to shareholders of Company	Non-controlling interest	Total
Balance, November 30, 2023	**$ 8,566,465**	**$ 2,952,655**	**$ 54,352**	**$ (12,633,396)**	**$ (1,059,924)**	**$ 554,191**	**$ (505,733)**
Share-based payments	-	1,762	-	-	1,762	-	1,762
Total comprehensive loss for the period	-	-	(501)	(193,209)	(193,710)	-	(193,710)
Balance, May 31, 2024	**$ 8,566,465**	**$ 2,954,417**	**$ 53,851**	**$ (12,826,605)**	**$ (1,251,872)**	**$ 554,191**	**$ (697,681)**

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

1. Nature of operations and going concern

79North Inc. (the "Company" or "79North") was incorporated under the Business Corporations Act (Ontario) on November 27, 2017. The Company is focused on the acquisition, exploration and development of properties which are prospective for gold and other metals. The Company is domiciled in Canada and its registered office is located at 82 Richmond Street East, Suite 306, Toronto, Ontario, M5C 1P1.

The Company is trading on CSE under the symbol "JQ" and on the OTCQB Venture Market under the ticker symbol "SVNTF".

79North is at an early stage of exploring and acquiring gold properties and as is common with many small companies, it raises financing for its exploration and acquisition activities in discrete tranches. As at May 31, 2024, the Company has a negative working capital of $697,681. For the six months ended May 31, 2024, the Company had a net loss and comprehensive loss of $193,710 and had cash outflows from operations of $42,073. These conditions indicate the existence of uncertainty that may cast doubt regarding the Company's ability to continue as a going concern and, accordingly, the ultimate use of accounting principles applicable to a going concern.

The Company's ability to continue as a going concern is dependent upon obtaining additional financing and eventually achieving profitable production in the future. The Company is currently evaluating various options in order to address its financing needs. There can be no assurance that the Company's financing activities will continue to be successful or sufficient.

Longer term, the Company may pursue opportunities to raise additional capital through equity markets; however, there can be no assurance it will be able to raise funds in the future. The ultimate ability of the Company to remain a going concern and complete exploration and development of properties, if properties are proven successful, is dependent upon successfully raising additional capital.

These unaudited condensed interim consolidated financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets, liabilities and reported expenses should the Company be unable to continue as a going concern. These adjustments could be material.

2. Basis of presentation

Statement of compliance

The Company applies International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board (“IASB”) and interpretations issued by the IFRS Interpretations Committee (“IFRIC”). These unaudited condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. Accordingly, they do not include all of the information required for full annual financial statements required by IFRS as issued by IASB and interpretations issued by IFRIC.

These unaudited condensed interim consolidated financial statements were authorized for issue by the Board of Directors on July 24, 2024.

3. Material accounting policy information, estimates, and judgements

These unaudited condensed interim consolidated financial statements have been prepared following the same accounting principles and methods of computation as in outlined in the Company’s consolidated financial statements for the year ended November 30, 2023. A description of the accounting standards and interpretations that have been adopted by the Company can be found in the notes of the annual financial statements for the year ended November 30, 2023.

(Expressed in Canadian Dollars)

3. Material accounting policy information, estimates, and judgements (continued)

The preparation of the unaudited condensed interim consolidated financial statements requires management to make assumptions and estimates that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of income and expenses during the reporting period. These unaudited condensed interim consolidated financial statements include estimates, which by their nature, are uncertain. These assumptions and associated estimates are based on historical experience and other factors that are considered to be relevant. As such, actual results may differ from estimates and the effect of such differences may be material. Significant estimates and judgements used in the preparation of these condensed consolidated interim financial statements remained unchanged from those disclosed in the Company's annual consolidated financial statements for the year ended November 30, 2023.

4. Receivables and other assets

	May 31, 2024	November 30, 2023
Amounts receivable	**$ 1,853**	$ 1,594
Prepaid expenses	**1,954**	17,986
	$ 3,807	$ 19,580

5. Property and equipment

Cost	Equipment	Vehicle	Total
Balance, November 30, 2022	$ 186,401	$ 59,705	$ 246,106
Impairment (i)	(91,058)	(29,878)	(120,936)
Balance, November 30, 2023 and May 31, 2024	$ 95,343	$ 29,827	$ 125,170

Accumulated Depreciation	Equipment	Vehicle	Total
Balance, November 30, 2022	$ 85,225	$ 24,553	$ 109,778
Depreciation for the year	10,118	5,274	15,392
Balance, November 30, 2023 and May 31, 2024	$ 95,343	$ 29,827	$ 125,170

Carrying Value	Equipment	Vehicle	Total
Balance, November 30, 2023	$ -	$ -	$ -
Balance, May 31, 2024	$ -	$ -	$ -

(i) During the year ended November 30, 2023, the Company determined it will not be able to recover any amount from the equipment. As a result, the Company recorded an impairment loss of $120,936.

(Expressed in Canadian Dollars)

6. Accounts payable and accrued liabilities

Accounts payable and accrued liabilities of the Company are principally comprised of amounts outstanding for purchases relating to general operating activities.

	May 31, 2024	November 30, 2023
Accounts payable	**$ 212,843**	$ 177,497
Accrued liabilities	**445,133**	348,133
	$ 657,976	$ 525,630

7. Promissory notes payable

During the six months ended May 31, 2024, the Company arranged unsecured demand promissory notes (“Notes”) with five lenders, including $5,000 from the CEO of the Company, for a total of $47,500. The Notes bear an interest rate of 10% per annum until full and final repayment of the respective principal amount is made. The Notes mature two years from the respective issuance dates, ranging from December 14, 2025 to March 7, 2026. As at May 31, 2024, the Company owed $48,755 including accrued interest.

8. Share capital

(a) Authorized share capital

The authorized share capital consisted of an unlimited number of common shares. The common shares do not have a par value. All issued shares are fully paid.

(b) Common shares issued

	Number of common shares	Amount
Balance, November 30, 2022, May 31, 2023, November 30, 2023 and May 31, 2024	107,347,241	$ 8,566,465

9. Stock options

	Number of stock options	Weighted average exercise price
Balance, November 30, 2022	3,750,000	$ 0.15
Cancelled	(250,000)	0.15
Balance, May 31, 2023	3,500,000	$ 0.15
Balance, November 30, 2023 and May 31, 2024	2,850,000	$ 0.15

(Expressed in Canadian Dollars)

9. Stock options (continued)

The following table reflects the actual stock options issued and outstanding as of May 31, 2024:

Expiry date	Exercise price ($)	Weighted average remaining contractual life (years)	Number of options outstanding	Number of options vested (exercisable)
June 16, 2025	0.15	1.04	2,250,000	2,250,000
September 23, 2025	0.15	1.32	200,000	200,000
May 16, 2027	0.15	2.96	400,000	400,000
	0.15	1.33	2,850,000	2,850,000

10. Warrants

	Number of warrants	Weighted average exercise price
Balance, November 30, 2022 and May 31, 2023	59,202,035	$ 0.21
Balance, November 30, 2023 and May 31, 2024	11,574,150	$ 0.12

The following table reflects the warrants issued and outstanding as of May 31, 2024:

Expiry date	Exercise price ($)	Number of warrants outstanding
August 17, 2024	0.25	2,834,150
July 15, 2024 (i)	0.08	7,900,000
July 15, 2024 (i)	0.05	840,000
	0.12	11,574,150

(i) On July 3, 2024, the warrants' exercise price was amended from $0.08 per share to $0.03 per share.

(Expressed in Canadian Dollars)

11. Exploration and evaluation expenditures

During the three and six months ended May 31, 2024, the Company did not incur any exploration and evaluation expenditures.

During the three and six months ended May 31, 2023, the Company incurred the following:

Three months ended May 31, 2023	Nassau Gold Project	Project Generation	Total
Administrative	$ 1,018	$ -	$ 1,018
Amortization	7,696	-	7,696
Claims	-	7,250	7,250
Consulting	-	1,328	1,328
Labour costs	30	-	30
Total exploration and evaluation expenditures	**$ 8,744**	**$ 8,578**	**$ 17,322**

Six months ended May 31, 2023	Nassau Gold Project	Project Generation	Total
Administrative	$ 8,342	$ -	$ 8,342
Amortization	15,392	-	15,392
Claims	-	7,250	7,250
Consulting	-	2,930	2,930
Labour costs	9,911	-	9,911
Total exploration and evaluation expenditures	**$ 33,645**	**$ 10,180**	**$ 43,825**

12. Related party transactions

Key management includes the CEO, the Chief Financial Officer ("CFO"), and the directors of the Company. The compensation paid or payable to key management for services is as follows:

	Three Months Ended May 31, 2024	Three Months Ended May 31, 2023	Six Months Ended May 31, 2024	Six Months Ended May 31, 2023
Management compensation (a)	**$ 45,000**	$ 30,000	**$ 60,000**	$ 75,000
Professional fees (b)(c)	**10,155**	43,522	**21,335**	82,268
Rent (b)	**2,850**	2,850	**5,700**	5,700
Office and general (b)	**3,265**	1,125	**3,490**	4,243
Investor relations (b)	**128**	128	**128**	704
Share-based payments	**808**	2,582	**1,762**	8,282
	$ 62,206	$ 80,207	**$ 92,415**	$ 176,197

The noted transactions below are in the normal course of business and are measured at the exchange amount, as agreed to by the parties, and approved by the directors in strict adherence to conflict of interest laws and regulations.

(Expressed in Canadian Dollars)

12. Related party transactions (continued)

(a) During the three and six months ended May 31, 2024, the Company incurred management compensation of $45,000 and $60,000, respectively (2023 - $30,000 and $75,000, respectively) to the CEO of the Company. As at May 31, 2024, the CEO was owed $221,103 (November 30, 2023 - $159,182) and these amounts were included in accounts payable and other liabilities.

(b) During the three and six months ended May 31, 2024, the Company paid professional fees, rent, office and general totaling $16,398 and $30,653, respectively (2023 - $17,625 and $32,915, respectively) to Marrelli Support Services Inc., and certain of its affiliates, together known as the "Marrelli Group", for: (i) Carmelo Marrelli, beneficial owner of the Marrelli Group, to act as the CFO of the Company, (ii) bookkeeping, corporate secretarial services, escrow and regulatory filing services, and (iii) office rent. The Marrelli Group was owed $61,621 (November 30, 2023 - $35,059) and these amounts were included in amounts payable and accrued liabilities. The Company also had a $950 deposit with Marrelli Capital Limited, a company within the Marrelli Group, as a deposit for last months rent.

(c) During the three and six months ended May 31, 2024, the Company incurred professional fees of $nil (2023 - $30,000 and $60,000, respectively) to a former director of the Company. As at May 31, 2024, the former director was owed $80,000 (November 30, 2023 - $80,000) and these amounts were included in accounts payable and other liabilities.

(d) Promissory notes payable - see also note 7.

13. Segmented information

The Company primarily operates in one reportable operating segment, being the exploration and evaluation of gold properties in Suriname. The Company has administrative offices in Toronto, Canada. Geographical information is as follows:

May 31, 2024

	Canada	Suriname	Total
Current assets	$ 9,050	$ -	$ 9,050

November 30, 2023

	Canada	Suriname	Total
Current assets	$ 19,897	$ -	$ 19,897

14. Event after the reporting period

On June 4, 2024, the Company executed a letter of intent ("LOI") with Miata Metals Corp. ("Miata") pursuant to which Miata proposes to acquire all of the issued and outstanding shares of 79North. Under the terms of the LOI, Miata proposes to issue 9,000,000 common shares to 79North shareholders in exchange for 100% of the issued and outstanding share of 79North at closing. Outstanding stock options and share purchase warrants are proposed to be adjusted using the exchange ratio based on the 79North share count on the date of closing. As a part of the acquisition, Miata will provide a secured bridge loan to 79North for $200,000.

On July 3, 2024, the Company entered into a series of debt settlement agreements for the issuance of 1,960,900 common shares in the capital of the Company at a deemed price of $0.025 per share to certain creditors of the Company for settlement of debts totalling $49,023.

On July 3, 2024, the Company amended the exercise price of a total of 7,900,000 warrants, originally issued in July 2022, from $0.08 per share to $0.03 per share.

In July 2024, 3,266,667 warrants exercised for gross proceeds of $98,000 and 5,473,333 warrants expired unexercised.