Condensed consolidated interim financial statements of

Maple Gold Mines Ltd.

(An Exploration Stage Company)

For the three and nine months ended September 30, 2024

Notice of no auditor review of condensed consolidated interim financial statements

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

The accompanying unaudited condensed consolidated interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these financial statements in accordance with the standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

Maple Gold Mines Ltd.

Condensed consolidated interim statements of financial position

As at September 30, 2024 and December 31, 2023

(Unaudited, expressed in Canadian dollars)

	Notes	September 30, 2024 $	December 31, 2023 $
Assets			
Current assets			
Cash and cash equivalents	3	**4,279,352**	3,328,457
Marketable securities	4	**—**	81,300
Sales taxes receivable		**90,511**	137,221
Other assets	14	**840,941**	739,429
		5,210,804	4,286,407
Non-current assets			
Property and equipment	5	**317,901**	272,253
		5,528,705	4,558,660
Liabilities			
Current liabilities			
Accounts payable and accrued liabilities		**373,340**	593,501
Sales taxes payable		**56,866**	118,780
Flow-through share premium liability	7	**2,029,311**	—
Share-based payment obligation	11(c)	**293,861**	305,962
Lease liabilities – current portion	9	**105,416**	211,253
Loan payable	10	**—**	40,000
		2,858,794	1,411,503
Non-current liabilities			
Share-based payment obligation	11(c)	**—**	2,904
Lease liabilities	9	**205,759**	65,169
Provision for site reclamation and closure		**50,384**	50,384
		3,114,937	1,529,960
Equity			
Share capital	11	**74,410,288**	72,133,153
Reserves	11	**16,066,003**	15,855,538
Deficit		**(88,062,523)**	(84,959,991)
		2,413,768	3,028,700
		5,528,705	4,558,660

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

Approved by the Board

/s/ Kiran Patankar

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Kiran Patankar, President & CEO

/s/ Michelle Roth

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Michelle Roth, Director, Chair of the Board

Maple Gold Mines Ltd.

Condensed consolidated interim statements of loss and comprehensive loss

Three and nine months ended September 30, 2024 and 2023

(Unaudtied, expressed in Canadian dollars, except share amounts)

		Three months ended September 30,		Nine months ended September 30,	
		2024	2023	**2024**	2023
	Notes	**$**	$	**$**	$
Operating expenses (income)					
Exploration and evaluation expenses	6	**755,449**	746,488	**2,016,080**	3,186,144
General and administrative	12	**560,552**	432,021	**2,108,107**	3,241,599
Finance income	6(a)	**(63,062)**	(86,501)	**(906,112)**	(765,859)
Finance expense	4,9	**(240)**	21,364	**26,464**	149,257
Other expense (income)	8	**—**	—	**(142,007)**	—
Loss and comprehensive loss for the period		**1,252,699**	1,113,372	**3,102,532**	5,811,141
Basic and diluted loss per share		**0.00**	0.00	**0.01**	0.02
Weighted average number of common shares outstanding (basic and diluted)		**376,111,852**	339,520,006	**353,496,915**	338,928,330

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

Maple Gold Mines Ltd.

Condensed consolidated interim statements of changes in equity

Nine months ended September 30, 2024 and 2023

(Unaudited, expressed in Canadian dollars, except share amounts)

		Share capital		Reserves				
		Number	Amount	Share-based payments reserve	Warrants reserve	Total reserves	Deficit	Total
	Notes		$	$	$	$	$	$
Balance, January 1, 2024		339,717,360	72,133,153	5,953,551	9,901,987	15,855,538	(84,959,991)	3,028,700
Shares issued pursuant to a private placement, net of share issue costs and flow-through share premium liability	11(b)	33,821,842	1,977,467	—	—	—	—	1,977,467
Shares issued for exploration property	12(b)	981,693	75,000	—	—	—	—	75,000
Shares issued on vesting of RSUs	11(b)	1,708,333	224,668	(224,668)	—	(224,668)	—	—
Share-based payments	11(c)	—	—	358,883	—	358,883	—	358,883
RSU modifications		—	—	76,250	—	76,250	—	76,250
Comprehensive loss		—	—	—	—	—	(3,102,532)	(3,102,532)
Balance,September 30, 2024		**376,229,228**	**74,410,288**	**6,164,016**	**9,901,987**	**16,066,003**	**(88,062,523)**	**2,413,768**
Balance, January 1, 2023		337,619,691	71,689,848	5,639,579	9,901,987	15,541,566	(77,927,853)	9,303,561
Shares issued for exploration property	11(b)	767,573	125,000	—	—	—	—	125,000
Shares issued on vesting of RSUs	11(b)	1,096,663	293,932	(293,932)	—	(293,932)	—	—
Options exercised	11(b)	100,100	17,707	(5,693)	—	(5,693)	—	12,014
Share-based payments	11(c)	—	—	524,462	—	524,462	—	524,462
RSU modifications		—	—	(2,000)	—	(2,000)	—	(2,000)
Comprehensive loss		—	—	—	—	—	(5,811,141)	(5,811,141)
Balance, September 30, 2023		339,584,027	72,126,487	5,862,416	9,901,987	15,764,403	(83,738,994)	4,151,896

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

Maple Gold Mines Ltd.

Condensed consolidated interim statements of cash flows

Three and nine months ended September 30, 2024 and 2023

(Unaudited, expressed in Canadian dollars)

	Three months ended September 30,		Nine months ended September 30,	
	2024	2023	**2024**	2023
	$	$	**$**	$
Operating activities				
Loss for the period	**(1,252,699)**	(1,113,372)	**(3,102,532)**	(5,811,141)
Adjustments for				
Depreciation	**45,779**	55,066	**153,016**	165,765
Share-based payments	**107,125**	(70,697)	**435,133**	522,462
Shares issued for exploration property	**75,000**	62,500	**75,000**	125,000
Amortization of flow-through share premium	**—**	—	**—**	—
Finance expense	**10,878**	17,359	**30,335**	139,403
Lease inducement	**(12,584)**		**(12,584)**	
Gain on disposition of marketable securities	**—**	—	**—**	(10,746)
Changes in non-cash working capital items				
Receivable from JV partner				
Sales taxes receivable	**46,081**	380,196	**46,710**	387,675
Other assets	**(33,532)**	(175,421)	**(101,512)**	(587,521)
Accounts payable and accrued liabilities	**110,470**	(574,874)	**(220,161)**	364,180
Sales taxes payable	**(57,587)**	(17,904)	**(61,914)**	4,864
Loan foregiveness			**(10,000)**	—
Deferred gain	**—**	(13,092)	**—**	—
Share-based payment obligation	**(2,214)**	(268,203)	**(15,005)**	(108,743)
Recovery of payable to tax authorities	**—**	2,100	**(142,007)**	6,138
	(963,283)	(1,716,342)	**(2,925,521)**	(4,802,664)
Investing activities				
Increase in funds reserved for exploration				
Acquisition of property and equipment	**(4,693)**	—	**(7,993)**	—
Acquisition of marketable securities	**—**	—	**—**	(516,875)
Disposition of marketable securities	**—**	—	**85,383**	109,736
	(4,693)	—	**77,390**	(407,139)
Financing activities				
Proceeds from issuance of common shares, net of share issue costs	**251**	—	**4,006,778**	—
Proceeds from option exercise	**—**	—	**—**	12,014
Repayment of loan	**—**	—	**(30,000)**	—
Repayment of lease liabilities	**(53,819)**	(58,471)	**(177,752)**	(175,414)
	(53,568)	(58,471)	**3,799,026**	(163,400)
Net change in cash and cash equivalents	**(1,021,544)**	(1,774,813)	**950,895**	(5,373,203)
Cash and cash equivalents, beginning of period	**5,300,896**	6,159,785	**3,328,457**	9,758,175
Cash and cash equivalents, end of period	**4,279,352**	4,384,972	**4,279,352**	4,384,972

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

1. Corporate information

Maple Gold Mines Ltd. (the "Company" or "Maple Gold") is a company domiciled in Canada. Maple Gold was incorporated on June 3, 2010, under the Ontario Business Corporations Act and was continued under the Canada Corporations Act by articles of continuance dated June 22, 2011, and subsequently was continued under the British Columbia Business Corporations Act on January 7, 2021. The address of the Company's registered office is 2200-885 West Georgia Street, Vancouver, BC V6C 3E8. The Company is primarily involved in the exploration of mineral properties in Quebec, Canada.

These condensed consolidated interim financial statements have been prepared based on accounting principles applicable to a going concern, which contemplates the realization of assets and discharge of liabilities and commitments in the normal course of business for the foreseeable future.

As the Company does not have production activities that generate revenue, its current funding sources consist of proceeds from the issuance of common shares of the Company and contributions by the Company's joint venture ("JV") partner to be used to explore its mineral properties. The Company believes that it has adequate financial resources to maintain its minimum obligations; however, the Company's ability to continue as a going concern is dependent on its ability to obtain additional sources of financing to successfully explore and evaluate its mineral properties and, ultimately, to achieve profitable operations. As such, there is a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

These condensed consolidated interim financial statements do not include any adjustments to the amounts and classification of assets and liabilities that may be necessary should the Company be unable to continue as a going concern, and any such adjustments may be material.

2. Basis of presentation

(a) Statement of compliance

These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting, of International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS"). These condensed consolidated interim financial statements should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2023, which have been prepared in accordance with IFRS.

These condensed consolidated interim financial statements follow the same accounting policies and methods of application as the most recent audited consolidated financial statements of the Company, except as disclosed below related to new accounting standards.

These condensed consolidated interim financial statements were authorized for issue by the Board of Directors on November 14, 2024.

(b) Basis of preparation and consolidation

These condensed consolidated interim financial statements have been prepared on a historical cost basis. The presentation currency is the Canadian dollar; therefore, all amounts are presented in Canadian dollars unless otherwise noted.

These condensed consolidated interim financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). Control exists when the Company has power over an investee, exposure or rights, to variable returns from its involvement with the investee and the ability to use its power over the investee to affect the amount of the Company's returns.

2. Basis of presentation (continued)

(b) Basis of preparation and consolidation (continued)

On January 11, 2021, the Company incorporated a wholly owned subsidiary, MGM Douay Gold Project Ltd, under the Canada Business Corporations Act. MGM Douay Gold Project Ltd. is the Company's only subsidiary.

(c) Critical accounting judgments and estimates

The preparation of the condensed consolidated interim financial statements in conformity with IFRS requires management to select accounting policies and make estimates and judgments that may have a significant impact on the condensed consolidated interim financial statements. Estimates are continuously evaluated and are based on management's experience and expectations of future events that are believed to be reasonable under the circumstances. Actual outcomes may differ from these estimates. The Company's critical accounting judgements and estimates were presented in Note 2(c) of the audited annual financial statements for the years ended December 31, 2023, and 2022, and have been consistently applied in the preparation of these condensed consolidated interim financial statements. No new judgements and estimates were applied for the period ended September 30, 2024.

(d) Accounting policies adopted during the period

Amendments to IAS 1 – Presentation of Financial Statements

In January 2020 and October 2022, the IASB issued an amendment to IAS 1, Presentation of Financial Statements, to clarify the requirements under the standard for classifying a liability as non-current in nature. The amendments include:

- Specifying that an entity's right to defer settlement must exist at the end of the reporting period;
- Clarifying that classification is unaffected by management's intentions or expectations about whether the entity will exercise its right to defer settlement;
- Specifying that covenants whose compliance is assessed after the reporting date do not affect the classification of debt as current or non-current at the reporting date. Instead, disclosure of information about these covenants in the notes to the financial statements is required; and
- Clarifying if the settlement of a liability refers to the transfer of cash, equity instruments, other assets or services.

The amendment was adopted on January 1, 2024, and the implementation of this amendment did not have a material impact on the condensed consolidated interim financial statements.

(e) Prior year comparatives

Certain prior year comparatives have been reclassified to conform with current year presentation.

(Expressed in Canadian dollars, unless otherwise stated)

3. Cash and cash equivalents

	September 30, 2024	December 31, 2023
	$	$
Components of cash and cash equivalents		
Cash	**556,352**	721,617
Cash equivalents	**3,723,000**	2,606,840
Balance, end of period	**4,279,352**	3,328,457

4. Marketable securities

On January 4, 2024, the Company disposed of the remaining shares held in a public company, for total proceeds of $85,383. As a result of the sale, the Company recognized a gain on disposal of $4,083.

	September 30, 2024	December 31, 2023
	$	$
Balance, beginning of year	**81,300**	—
Shares purchased	**—**	516,875
Sale of shares	**(85,383)**	(450,420)
Fair value adjustment	**4,083**	14,845
Balance, end of period	**—**	81,300

(Expressed in Canadian dollars, unless otherwise stated)

5. Property and equipment

	Right of use assets $	Camp equipment $	Computer equipment $	Office furniture $	Leasehold improvements $	Total $
Cost						
Balance, December 31, 2022	1,166,173	123,052	137,683	26,954	115,137	1,568,999
Additions	-	6,850	-	-	-	6,850
Disposals	-	(41,274)	-	-	-	(41,274)
Balance, December 31, 2023	1,166,173	88,628	137,683	26,954	115,137	1,534,575
Additions	249,459	4,693	3,300	-	-	257,452
Disposals	(702,332)	-	-	-	-	(702,332)
Balance, September 30, 2024	**713,300**	**93,321**	**140,983**	**26,954**	**115,137**	**1,089,695**
Accumulated depreciation						
Balance, December 31, 2022	731,492	58,340	132,691	23,421	107,588	1,053,532
Additions	193,616	13,992	3,444	3,023	5,033	219,108
Disposals	-	(10,318)	-	-	-	(10,318)
Balance, December 31, 2023	925,108	62,014	136,135	26,444	112,621	1,262,322
Depreciation	139,426	8,191	2,373	510	2,516	153,016
Disposals	(643,544)	-	-	-	-	(643,544)
Balance, September 30, 2024	**420,990**	**70,205**	**138,508**	**26,954**	**115,137**	**771,794**
Net book value						
December 31, 2023	241,065	26,614	1,548	510	2,516	272,253
September 30, 2024	**292,310**	**23,116**	**2,475**	**-**	**-**	**317,901**

In September 2024, the Company renegotiated the lease of its corporate office space. The book value and accumulated depreciation of the previous lease were disposed of, and the new lease was added to the right of use assets, as is reflected in the table above.

(Expressed in Canadian dollars, unless otherwise stated)

6. Exploration and evaluation expenses

The exploration and evaluation expenses, which have been incurred, are as follows:

	Three months ended September 30,									
	Douay	**Joutel**	**Eagle**	**Morris**	**2024**	Douay	Joutel	Eagle	Morris	2023
	$	**$**	**$**	**$**	**$**	$	$	$	$	$
Acquisition costs	**—**	**—**	**150,000**	**—**	**150,000**	—	—	125,000	—	125,000
Camp set up, camp costs and field supplies	**156,570**	**32,181**	**96**	**—**	**188,847**	58,639	12,102	339	—	71,080
Depreciation	**7,200**	**—**	**—**	**—**	**7,200**	8,686	—	—	—	8,686
Drilling and core assaying	**1,966**	**483**	**—**	**—**	**2,449**	207,447	146,789	652	—	354,888
Equipment rental and fuel	**18,452**	**4,536**	**—**	**—**	**22,988**	4,082	1,003	—	—	5,085
Geology	**26,234**	**3,732**	**—**	**52,484**	**82,450**	1,586	(2,135)	4,191	—	3,642
Geophysics	**(460)**	**—**	**—**	**—**	**(460)**	—	—	1,601	—	1,601
Licenses and permits	**21,393**	**755**	**—**	**428**	**22,576**	3,419	5,304	—	—	8,723
Other exploration support costs	**—**	**—**	**—**	**—**	**—**	(447)	—	—	—	(447)
Salaries and benefits	**178,319**	**59,670**	**22,750**	**—**	**260,739**	77,579	29,843	26,519	—	133,941
Share based payments	**18,660**	**—**	**—**	**—**	**18,660**	22,631	—	11,658	—	34,289
	428,334	**101,357**	**172,846**	**52,912**	**755,449**	383,622	192,906	169,960	—	746,488

	Nine months ended September 30,									
	Douay	**Joutel**	**Eagle**	**Morris**	**2024**	Douay	Joutel	Eagle	Morris	2023
	$	**$**	**$**	**$**	**$**	$	$	$	$	$
Acquisition costs	**—**	**—**	**150,000**	**—**	**150,000**	—	—	250,000	—	250,000
Camp set up, camp costs and field supplies	**428,935**	**99,338**	**5,827**	**1,209**	**535,309**	301,116	77,221	71,680	—	450,017
Depreciation	**21,131**	**—**		**—**	**21,131**	24,281	—	—	—	24,281
Drilling and core assaying	**8,131**	**1,999**	**—**	**—**	**10,130**	759,675	416,281	460,663	—	1,636,619
Equipment rental and fuel	**38,860**	**9,553**	**—**	**—**	**48,413**	9,167	31,513	—	—	40,680
Environmental	**—**	**—**	**9,184**	**—**	**9,184**	—	—	—	—	—
Geology	**158,046**	**32,893**	**3,800**	**61,805**	**256,544**	29,746	7,474	7,255	800	45,275
Geophysics	**62,513**	**53,689**	**4,020**	**—**	**120,222**	—	18,991	28,198	—	47,189
Licenses and permits	**50,163**	**3,431**	**315**	**811**	**54,720**	9,068	6,198	1,108	3,022	19,396
Other exploration support costs	**—**	**—**	**—**	**—**	**-**	4,737	209	—	—	4,946
Salaries and benefits	**574,420**	**211,238**	**63,139**	**—**	**848,797**	343,159	121,928	111,075	—	576,162
Share based payments	**12,156**	**—**	**(3,351)**	**—**	**8,805**	60,442	—	31,137	—	91,579
	1,354,355	**412,141**	**232,934**	**63,825**	**2,063,255**	1,541,391	679,815	961,116	3,822	3,186,144
Mineral exploration tax credits	**(47,175)**	**—**	**—**	**—**	**(47,175)**	—	—	—	—	—
	1,307,180	**412,141**	**232,934**	**63,825**	**2,016,080**	1,541,391	679,815	961,116	3,822	3,186,144

6. Exploration and evaluation expenses (continued)

(a) Douay and Joutel

On February 2, 2021, the Company and Agnico Eagle Mines Limited ("Agnico Eagle") entered into the JV Agreement ("JV Agreement") pursuant to which the parties agreed to form a 50-50 joint operation, which combined the Company's Douay Gold Project ("Douay") and Agnico Eagle's Joutel Project ("Joutel") into a consolidated joint property package. Douay and Joutel (the latter hosting Agnico Eagle's past-producing Joutel mine complex) are contiguous properties located in the James Bay subregion of Northern Quebec.

The terms and conditions of the JV Agreement provide that: (i) Agnico Eagle will fund the joint operation $16,000,000 in exploration expenses, and fund $2,000,000 directly to the Company over a four-year period; (ii) the Company will fund $2,000,000 in exploration expenses over the same four-year period and contribute Property and Equipment with an approximate value of $40,000 located at the Douay Gold Project; (iii) Agnico Eagle and the Company in year one will jointly fund an additional $500,000 in exploration on the western portion of Douay; and (iv) Agnico Eagle and the Company will each be granted a 2% Net Smelter Returns Royalty ("NSR") on the property that they contribute to the joint operation, with respective aggregate buyback provisions of $40 million.

Committed funding to the JV from both operators was expected to occur as follows: $4,000,000 in each of years one and two; $5,000,000 in year three; and $5,500,000 in year four. These funds would be allocated based on management committee budgets, with Agnico Eagle and Maple Gold contributing proportionately for expenditures thereafter. As at September 30, 2024, Agnico Eagle had contributed $10,250,000 (out of $16,250,000) to the JV and $2,000,000 (out of $2,000,000) to the Company and the Company had contributed $9,122,874 (out of $2,250,000) to the JV.

Amounts received by the Company from Agnico Eagle are deferred to the extent that the Company has future committed funding performance obligations to the joint operation. The deferred amounts are recognized as other income as the Company fulfills its funding performance obligation by incurring exploration and evaluation expenditures at the joint operation.

During the nine months ended September 30, 2024, the Company received $750,000 from Agnico Eagle with regard to Agnico Eagle's year four contribution to the Company, in accordance with the terms outlined above. As at September 30, 2024, the Company had met its obligation to incur qualified exploration expenditures and, therefore, $750,000 (September 30, 2023 - $500,000) has been recognized in finance income on the condensed consolidated interim statements of loss and comprehensive loss.

On June 20, 2024, the Company announced the signing of a definitive conveyance and option agreement with Agnico Eagle pursuant to which the parties intend to complete a restructuring transaction (the "Restructuring Transaction") that will result in the Company obtaining legal title and a 100% ownership interest in Douay and Joutel. Under the terms of the Restructuring Transaction, the Company will grant to Agnico Eagle a 1.0% net smelter return royalty over Douay and Joutel and an exclusive option to reacquire a 50% interest in Douay and Joutel based upon the Company achieving future project development milestones by paying to the Company the sum of (i) 200% of the amount of specified project expenditures incurred by the Company following the closing date of the Restructuring Transaction and (ii) C$12,000,000. Closing of the Restructuring Transaction is contingent upon several customary conditions, including minority shareholder approval as well as approval by the TSX Venture Exchange.

On September 10, 2024, the Company announced that it had obtained minority shareholder approval of the Restructuring Transaction at the Company's annual general and special meeting of shareholders held on September 9, 2024. Closing of the Restructuring Transaction is anticipated in Q4 2024.

(Expressed in Canadian dollars, unless otherwise stated)

6. Exploration and evaluation expenses (continued)

(b) Eagle

On July 19, 2021, the Company announced that it had entered into an option agreement with Globex Mining Enterprises Inc. ("Globex") to acquire a 100% interest in the Eagle Mine Property ("Eagle") in Quebec. The Company can earn a 100% interest in Eagle by completing payments to Globex totaling $1.2 million in cash and shares over a five-year period and incurring exploration expenditures on Eagle of $1.2 million over a four-year period as outlined in the table below:

Date	Cash payments		Shares		Cumulative exploration expenditures	
	$		$		$	
On signing	50,000	*Paid*	50,000	*Issued*	—	
January 16, 2022	50,000	*Paid*	50,000	*Issued*	200,000	*Incurred*
July 16, 2022	50,000	*Paid*	50,000	*Issued*	200,000	*Incurred*
January 16, 2023	62,500	*Paid*	62,500	*Issued*	200,000	*Incurred*
July 16, 2023	62,500	*Paid*	62,500	*Issued*	500,000	*Incurred*
July 16, 2024	75,000	*Paid*	75,000	*Issued*	800,000	*Incurred*
July 16, 2025	100,000		100,000		1,200,000	*Incurred*
July 16, 2026	150,000		150,000		1,200,000	*Incurred*
	600,000		**600,000**		**1,200,000**	

Globex will retain a 2.5% Gross Metal Royalty ("GMR") in respect of Eagle, which is subject to a right of first refusal and can be reduced to a 1.5% GMR in consideration for a cash payment of $1.5 million.

(c) Morris

On July 22, 2021, the Company acquired a 100% interest in 34 mining claims (the "Morris Claims") located in the Morris Township, Quebec by paying $5,000 and issuing a 1% NSR in respect of the Morris Claims. The Company subsequently staked an additional 39 claims in January 2022 that expanded the Morris property to a current total of 73 mining claims.

7. Flow-through share premium liability

	September 30, 2024	December 31, 2023
	$	$
Balance, beginning of year	**—**	—
Flow-through share premium liability at issuance (i)	**2,029,311**	—
Amortization of flow-through share premium	**—**	—
Balance, end of period	**2,029,311**	—

On June 24, 2024, the Company announced the completion of a non-brokered private placement for gross proceeds of $4,058,621 through the issuance of an aggregate of 33,821,842 flow-through shares at a price of $0.12 per flow-through share (note 11(b)(iv)). The flow-through shares were issued at a premium of $0.06 per flow-through share, with the total flow-through share premium liability related to the 33,821,842 shares issued being $2,029,311 representing the Company's obligation to spend the $4,058,621 on eligible expenditures, which the Company expects to complete during the year ended December 31, 2025.

(Expressed in Canadian dollars, unless otherwise stated)

8. Payable to tax authorities

Canada Revenue Agency ("CRA") has re-assessed the Company's 2010 Part XII.6 tax filing. The Company defended its filing position and filed a notice of objection with CRA for the 2010 tax year.

On March 1, 2024, the Department of Justice Canada ("DOJC") decided to withdraw the CRA's re-assessment of the Company's 2010 Part XII.6 tax filing. The DOJC offered to settle the appeal on the basis that the reassessment will be vacated without costs. Accordingly, amounts payable to tax authorities have been reduced to $nil.

9. Lease liabilities

	September 30, 2024	December 31, 2023
	$	$
Balance, beginning of period	**276,422**	437,090
Lease payments made	**(177,752)**	(233,885)
Lease modification	**178,087**	—
Interest expense on lease liabilities	**34,418**	73,217
	311,175	276,422
Less: current portion	**(105,416)**	(211,253)
Balance, end of period	**205,759**	65,169

In September 2024, the Company renegotiated the lease of its corporate office space.

10. Loan payable

During the year ended December 31, 2020, the Company applied for the COVID-19 Relief Line of Credit as part of the Government-sponsored Canada Emergency Business Account ("CEBA"). The Company received a CEBA loan of $40,000 which is due on December 25, 2025. In September 2023, the Government of Canada extended the deadline for the interest free period on CEBA loans. The loan became interest free until January 18, 2024, and bore interest at 5% per annum thereafter. If at least 75% of the loan principal was paid on or before January 18, 2024, the balance of the loan would be forgiven.

On January 15, 2024, the Company paid 75% of the loan amount ($30,000) and the remaining 25% ($10,000) was forgiven.

11. Share capital and reserves

(a) Authorized

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

(b) Share issuances

<u>*Nine-month period ended September 30, 2024:*</u>

(i) On March 26, 2024, the Company issued 50,000 common shares on the vesting of 50,000 restricted share units ("RSUs").

(Expressed in Canadian dollars, unless otherwise stated)

11. Share capital and reserves (continued)

(b) Share issuances (continued)

(ii) On April 5, 2024, the Company issued 216,670 common shares on the vesting of 216,670 RSUs.

(iii) On April 22, 2024, the Company issued 1,441,663 common shares on the vesting of 1,441,663 restricted share units RSUs.

(iv) On June 21, 2024, the Company closed a non-brokered private placement of 33,821,842 flow-through common shares at a price of $0.12 per share for gross proceeds of $4,058,621. In connection with the flow-through share placement, the Company incurred a total of $51,843 in cash share issuance costs.

A reconciliation of the impact of the non-brokered private placement on the common shares is as follows:

	Number of common shares	Amount
	#	$
Private placement - flow-through shares	**33,821,842**	**4,058,621**
Share issuance costs	**—**	**(51,843)**
	33,821,842	**4,006,778**
Flow-through share premium liability (Note 7)	**—**	**(2,029,311)**
	33,821,842	**1,977,467**

(v) On July 11, 2024, the Company issued 981,693 common shares with a deemed value of $75,000 with respect to the Eagle option agreement (Note 6(b)).

Year ended December 31, 2023:

(vi) On January 14, 2023, the Company issued 314,502 common shares with a deemed value of $62,500 with respect to the Eagle option agreement (Note 6(b)).

(vii) On January 16, 2023, the Company issued 100,100 common shares on the exercise of 100,100 stock options.

(viii) On March 3, 2023, the Company issued 629,998 common shares on the vesting of 629,998 RSUs.

(ix) On March 25, 2023, the Company issued 149,999 common shares on the vesting of 149,999 RSUs.

(x) On April 4, 2023, the Company issued 50,000 common shares on the vesting of 50,000 RSUs.

(xi) On April 19, 2023, the Company issued 116,666 common shares on the vesting of 116,666 RSUs.

(xii) On April 20, 2023, the Company issued 150,000 common shares on the vesting of 150,000 RSUs.

(xiii) On July 13, 2023, the Company issued 453,071 common shares with a deemed value of $62,500 with respect to the Eagle option agreement (Note 6(b)).

(xiv) On November 17, 2023, the Company issued 133,333 shares on the vesting of 133,333 RSUs.

(Expressed in Canadian dollars, unless otherwise stated)

11. Share capital and reserves (continued)

(c) Share based compensation plans

On December 17, 2020, the Company adopted a rolling Equity Incentive Plan (the "Plan"), pursuant to which eligible directors, officers, employees, and consultants may be granted stock options, RSUs and deferred share units ("DSUs"). The Plan also includes a purchase program for eligible employees to purchase program shares.

The aggregate number of common shares that may be subject to issuance under the Plan, together with any other securities-based compensation arrangements of the Company, shall not exceed 10% of the Company's issued and outstanding common shares at the time of the grant.

The following table summarizes share-based compensation for the period:

	Three months ended September 30,		Nine months ended September 30,	
	2024	2023	**2024**	2023
	$	$	**$**	$
Equity settled awards				
Stock Option Expense	**76,697**	(62,569)	**168,484**	395,844
RSU expense	**30,428**	(8,127)	**219,524**	84,152
DSU expense	**—**	—	**47,125**	51,000
Compensation expense - equity settled awards	**107,125**	(70,696)	**435,133**	530,996
Cash settled awards				
RSU expense	**(2,214)**	(118,203)	**(15,005)**	95,939
DSU expense	**—**	(150,000)	**—**	(141,250)
Compensation expense - cash settled awards	**(2,214)**	(268,203)	**(15,005)**	(45,311)
Total compensation expense - equity & cash settled awards	**104,911**	(338,899)	**420,128**	485,685
Compensation expense included in:				
General and administrative (Note 12)	**86,251**	(373,188)	**411,323**	394,106
Exploration and evaluation (Note 6)	**18,660**	34,289	**8,805**	91,579
	104,911	(338,899)	**420,128**	485,685

(Expressed in Canadian dollars, unless otherwise stated)

11. Share capital and reserves (continued)

(c) *Share based compensation plans (continued)*

(i) *Stock options*

The continuity of the number of stock options issued and outstanding is as follows:

	Number of stock options	Weighted average exercise price
		$
Outstanding, December 31, 2022	22,800,100	0.21
Granted	7,950,000	0.13
Cancelled	(13,425,000)	0.20
Exercised	(100,100)	0.12
Outstanding, December 31, 2023	17,225,000	0.18
Granted	5,075,000	0.08
Cancelled	(1,916,667)	0.23
Forfeited	(4,833,333)	0.18
Outstanding, September 30, 2024	**15,550,000**	**0.14**

As at September 30, 2024, the number of stock options outstanding and exercisable was:

Expiry date	Number of options Outstanding #		Exercise price $	Outstanding remaining contractual life (years)	Number of options Exercisable #		Exercise price $	Exercisable remaining contractual life (years)
April 28, 2025	2,050,000	$	0.10	0.58	2,050,000	$	0.10	0.58
June 1, 2025	300,000	$	0.10	0.67	300,000	$	0.10	0.67
January 4, 2026	400,000	$	0.39	1.26	400,000	$	0.39	1.26
March 3, 2026	400,000	$	0.33	1.42	400,000	$	0.33	1.42
June 21, 2026	75,000	$	0.51	1.72	75,000	$	0.51	1.72
October 18, 2026	400,000	$	0.38	2.05	400,000	$	0.38	2.05
March 25, 2027	575,000	$	0.42	2.48	575,000	$	0.42	2.48
August 15, 2027	750,000	$	0.26	2.87	500,000	$	0.26	2.87
March 6, 2028	1,500,000	$	0.20	3.43	1,000,000	$	0.20	3.43
July 24, 2028	400,000	$	0.17	3.82	133,333	$	0.17	3.82
February 2, 2028	100,000	$	0.26	3.34	66,666	$	0.26	3.34
November 17, 2028	3,525,000	$	0.06	4.13	1,175,000	$	0.06	4.13
April 29, 2029	4,000,000	$	0.08	4.58	1,333,333	$	0.08	4.58
July 17, 2029	1,075,000	$	0.09	4.80	325,000		0.09	4.80
	15,550,000	**$**	**0.14**	**3.35**	**8,733,332**	**$**	**0.18**	**2.63**

(Expressed in Canadian dollars, unless otherwise stated)

11. Share capital and reserves (continued)

(c) Share based compensation plans (continued)

(i) Stock options (continued)

The Company uses the fair value method of accounting for all share-based payments to directors, officers, employees and others providing similar services. The fair value of the share options granted during the nine-months ended September 30, 2024, and for the year ended December 31, 2023, were estimated using the Black-Scholes option pricing model with the following weighted average assumptions:

Grant Date	Expected Life of Options in Years	Exercise Price	Risk-free Interest Rate	Volatility	Weighted Average Black-Scholes Fair Value
Wednesday, July 17, 2024	5	$0.09	3.31%	84.26%	$0.06
Monday, April 29, 2024	5	$0.08	3.81%	82.80%	$0.04
Friday, November 17, 2023	5	$0.06	4.30%	88.87%	$0.03
Monday, July 24, 2023	5	$0.17	3.70%	86.33%	$0.09
Monday, March 6, 2023	5	$0.20	2.99%	88.45%	$0.11
Thursday, February 2, 2023	5	$0.26	2.99%	84.60%	$0.12

The expected volatility assumption is based on the historical and implied volatility of the Company's common shares. The risk-free interest rate assumption is based on the Government of Canada benchmark bond yields and treasury bills with a remaining term that approximates the expected life of the stock options. For all grants, the assumed forfeiture rate was nil.

(ii) Restricted Share Units

RSU's are granted under the Plan and are accounted for based on the market value of the underlying shares on the date of grant and vest as determined by the Board of Directors. These units are exercisable into one common share once vested, for no additional consideration. They may be redeemed in cash, at the Board of Director's discretion.

The continuity of the number of cash and equity settled RSUs issued and outstanding is as follows:

	Cash Settled RSUs	Equity Settled RSUs	Total number of RSUs
Outstanding, December 31, 2022	2,377,019	1,072,817	3,449,836
Granted	2,262,500	962,500	3,225,000
Modification of cash/equity election	25,482	(25,482)	—
Vested	(2,198,999)	(1,150,831)	(3,349,830)
Forfeited	(1,953,334)	(121,668)	(2,075,002)
Outstanding, December 31, 2023	512,668	737,336	1,250,004
Granted	—	3,250,000	3,250,000
Modification of cash/equity election	(325,003)	325,003	—
Vested	—	(1,708,334)	(1,708,334)
Forfeited	(50,000)	(116,667)	(166,667)
Outstanding, September 30, 2024	**137,665**	**2,487,338**	**2,625,003**

11. Share capital and reserves (continued)

(c) Share-based compensation plans (continued)

(ii) Restricted Share Units (continued)

137,665 RSUs were determined to be cash-settled awards. For cash-settled awards the liability is marked to market using the quoted market price of the underlying common shares at the end of each reporting period. During the three and nine-months ended September 30, 2024, the share-based payment related to these cash-settled awards was calculated as ($2,214) and (15,005) (2023 – (118,203) and 95,939).

2,487,338 RSUs were determined to be equity-settled awards. The fair value of equity-settled RSUs was determined based on the Company's share price on the date of grant. During the three and nine-months ended September 30, 2024, the share-based payment related to these equity-settled awards was calculated as $30,428 and 219,524 (2023 - $(8,127) and $84,152).

On April 29, 2024, the Company granted 3,250,000 RSUs to its directors, officers and employees and subject to vesting provisions of one-third on April 29, 2024, one-third on April 29, 2025, and one-third on April 29, 2026.

On November 17, 2023 the Company granted 400,000 RSUs to an officer and director and subject to vesting provisions of one-third on November 17, 2023, one third on November 17, 2024, and one-third on November 17, 2025.

On March 6, 2023, the Company granted 2,825,000 RSUs to its directors, officers and employees and subject to vesting provisions of one-third on April 14, 2023, one-third on April 14, 2024, and one-third on April 14, 2025.

As at September 30, 2024, 2,625,003 RSUs remain outstanding (137,665 cash-settled RSUs and 2,487,338 equity-settled RSUs).

(iii) Deferred Share Units

DSUs are granted under the Plan and are accounted for based on the market value of the underlying shares on the date of grant and vest immediately. These units are exercisable into one common share for no additional consideration. In the event a participant resigns or is otherwise no longer an eligible participant during the period, then any grant of DSUs that are intended to cover such period, the participant will only be entitled to a pro-rated DSU payment. These units may be redeemed in cash, at the Board of Director's discretion. The Company did not issue DSUs prior to 2021.

For cash-settled awards the liability is marked to market using the quoted market price of the underlying common shares at the end of each reporting period. During the three and nine-months ended September 30, 2024, the share-based payment related to these cash-settled awards was calculated as $nil and $nil (2023 – ($20,000) and $8,750).

The fair value of equity settled DSUs was determined based on the Company's share price on the date of grant. During the three and nine-months ended September 30, 2024, the share-based payment related to these equity-settled awards was calculated as $nil and $47,125 (2023 - $nil and $51,000).

On April 29, 2024, the Company granted 725,000 DSUs to its directors and these units vested in full at the grant date.

On March 6, 2023, the Company granted 550,000 DSUs to its directors and these units vested in full at the grant date.

As at September 30, 2024, 1,575,000 DSUs remain outstanding (1,000,000 as at December 31, 2023), consisting of nil cash-settled DSUs.

(Expressed in Canadian dollars, unless otherwise stated)

12. General and administrative

	Three months ended September 30,		Nine months ended September 30,	
	2024	2023	**2024**	2023
	$	$	**$**	$
Business development	**14,574**	39,824	**338,422**	93,829
Depreciation	**38,578**	46,380	**131,884**	141,484
Directors' fees	**29,643**	27,125	**83,893**	93,750
Office and general	**70,610**	96,183	**224,351**	247,119
Professional fees	**88,111**	171,370	**264,828**	478,555
Regulatory transfer agent and shareholder information	**47,490**	28,711	**98,608**	130,002
Salaries and benefits	**113,861**	264,580	**393,657**	1,134,514
Share-based payments	**86,251**	(373,189)	**411,323**	394,106
Travel, marketing and investor relations	**71,434**	131,037	**161,141**	528,240
	560,552	432,021	**2,108,107**	3,241,599

13. Related party balances and transactions

Compensation of key management personnel

Compensation to key management is summarized as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2024	2023	**2024**	2023
	$	$	**$**	$
Salaries and Benefits	**148,393**	164,309	**464,985**	551,539
Share-based compensation	**72,719**	(289,271)	**355,190**	360,281
	221,112	(124,962)	**820,175**	911,820

For the three and nine-months ended September 30, 2024, the Company paid amounts of $1,840 and $5,519 to a director of the Company for consulting services (2023 - $4,599 and $14,257). The transactions were conducted on an arm's length basis.

14. Other assets

	September 30, 2024	December 31, 2023
	$	$
Restricted cash	**81,700**	81,700
Prepaid expenses	**242,090**	141,189
Amounts receivable	**517,151**	516,540
	840,941	739,429

15. Segmented information

The Company's operations comprise a single reporting operating segment engaged in mineral exploration in Canada. As the operations comprise a single reporting segment, amounts disclosed in the financial statements also represent segment amounts.

16. Financial instruments

The Company's financial instruments consist of cash and cash equivalents, marketable securities, prepaid expenses and deposits, accounts payable and accrued liabilities and loan payable. The fair values of these financial instruments approximate their carrying values, unless otherwise noted.

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following summarizes fair value hierarchy under which the Company's financial instruments are valued:

- Level 1 – fair values based on unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – fair values based on inputs that are observable for the asset or liability, either directly or indirectly; and
- Level 3 – fair values based on inputs for the asset or liability that are not based on observable market data.

As at September 30, 2024, the Company had sold the remaining shares held in a publicly traded company, which were classified as Level 1. As at December 31, 2023, the fair value of $81,300 of these shares was included in marketable securities as Level 1.

No transfer occurred between the levels during the period.

The Company's financial instruments are exposed to credit risk, liquidity risk, and market risks, which include currency risk and interest rate risk.

(a) Credit risk

Credit risk is the risk that a third party fails to discharge its obligations under the terms of the financial contract and causes a financial loss for the Company. The Company's credit risk is attributable to its cash and cash equivalents and deposits. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash and cash equivalent balances in highly rated Canadian financial institutions. The Company considers the risk of loss associated with cash and cash equivalents to be low.

16. Financial instruments (continued)

(b) Liquidity risk

Liquidity risk is the risk that the Company may be unable to meet its financial obligations as they fall due or that it will be required to meet them at excessive cost. The Company reviews its working capital position regularly to ensure there is sufficient capital in order to meet short-term business requirements, after taking into account the Company's holdings of cash. The majority of the Company's cash is invested in business accounts, which are available on demand. The Company manages its liquidity risk mainly through raising funds from private placements and amounts from its JV partner. The Company's accounts payable and accrued liabilities are due within twelve months of the statement of financial position date.

The Company's operating cash requirements are continuously monitored and adjusted as input variables change. As these variables change, liquidity risks may necessitate the need for the Company to pursue equity issuances, obtain project or debt financing, or enter into joint arrangements. There is no assurance that the necessary financing will be available in a timely manner.

(c) Market risk

This is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Significant market risks to which the Company is exposed are as follows:

(i) Foreign currency risk

The Company is exposed to currency risk by having balances and transactions in currencies that are different from its functional currency (the Canadian dollar). As at September 30, 2024, and December 31, 2023, and throughout the respective periods, the Company held immaterial balances in foreign currencies. Foreign currency risk is considered to be minimal.

(ii) Interest rate risk

Interest rate risk is the risk arising from the effect of changes in prevailing interest rates on the Company's financial instruments. The Company's exposure to interest rate risks is limited to potential increases or decreases on the interest rate offered on cash and cash equivalents held at chartered Canadian financial institutions, which would result in higher or lower relative interest income. This risk is considered to be minimal.

17. Subsequent Events

On November 14, 2024, the Company announced the closing of its previously announced brokered private placement offering, pursuant to which the Company issued 32,695,384 non-flow-through units of the Company (the "NFT Units") at a price of $0.065 per NFT Unit; and (ii) 35,935,000 flow-through common shares of the Company (the "FT Shares") at a price of $0.08 per FT Share for total gross proceeds to the Company of $5,000,000. Each NFT Unit consists of one common share of the Company and one-half of one common share purchase warrant of the Company, with each full warrant entitling the holder thereof to acquire one common share of the Company at a price of $0.10 until November 14, 2027.

On November 4, 2024, the Company announced it had entered into a brokered "best efforts" private placement offering of a combination of NFT Units and FT Shares for total gross proceeds to the Company of up to $5,000,000.