

Sky Gold Corp.

Consolidated Financial Statements

For the years ended June 30, 2024 and 2023

(Expressed in Canadian Dollars)

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
Sky Gold Corp.

Opinion

We have audited the accompanying consolidated financial statements of Sky Gold Corp. (the "Company"), which comprise the consolidated statements of financial position as at June 30, 2024 and 2023, and the consolidated statements of loss and comprehensive loss, changes in shareholders' equity, and cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at June 30, 2024 and 2023, and its financial performance and its cash flows for the years then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (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 in our audit is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 of the consolidated financial statements, which indicates that as at June 30, 2024, the Company had a working capital (deficiency) of \$175,612, accumulated losses of \$22,322,727 since inception and expects to incur further losses in the development of its business. As stated in Note 1, these events and conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current year ended. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our auditor's report.

Assessment of Impairment Indicators of Exploration and Evaluation Assets ("E&E Assets")

As described in Note 8 to the consolidated financial statements, the carrying amount of the Company's E&E Assets was \$644,506 as of June 30, 2024. As more fully described in Notes 3 and 4 to the consolidated financial statements, management assesses E&E Assets for indicators of impairment at each reporting period.



The principal considerations for our determination that the assessment of impairment indicators of the E&E Assets is a key audit matter are that there was judgment made by management when assessing whether there were indicators of impairment for the E&E Assets, specifically relating to the assets' carrying amount which is impacted by the Company's intent and ability to continue to explore and evaluate these assets. This in turn led to a high degree of auditor judgment, subjectivity, and effort in performing procedures to evaluate audit evidence relating to the judgments made by management in their assessment of indicators of impairment that could give rise to the requirement to prepare an estimate of the recoverable amount of the E&E Asset.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. Our audit procedures included, among others:

- Evaluating management's assessment of impairment indicators.
- Evaluating the intent for the E&E Assets through discussion and communication with management.
- Reviewing the Company's recent expenditure activity.
- Assessing compliance with agreements including reviewing option agreements.
- Obtaining, on a test basis, confirmation of title to ensure mineral rights underlying the E&E Assets are in good standing.

Other Information

Management is responsible for the other information. The other information obtained at the date of this auditor's report includes Management's 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 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, we conclude that there is a material misstatement of this other information, we are required to report that fact. 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 Accounting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated 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.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current year ended and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Glenn Parchomchuk.

A handwritten signature in black ink that reads "Davidson & Caspary LLP". The signature is written in a cursive, flowing style.

Vancouver, Canada

Chartered Professional Accountants

October 28, 2024

Sky Gold Corp.
Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)

	Notes	June 30, 2024	June 30, 2023
Assets		\$	\$
Current assets			
Cash		189,790	3,053
Receivable		30,567	25,176
Marketable securities	6	161,000	-
Prepaid expenses	7	3,300	8,443
		384,657	36,672
Mineral advances	8	-	149,565
Exploration and evaluation assets	8	644,506	392,880
Total assets		1,029,163	579,117
Liabilities			
Current liabilities			
Accounts payable and accrued liabilities	9, 12	209,045	94,770
Loan payable	12	-	5,000
		209,045	99,770
Shareholders' equity			
Share capital	10	20,256,815	19,480,332
Reserves	10, 11	2,886,030	2,835,030
Deficit		(22,322,727)	(21,836,015)
Total shareholders' equity		820,118	479,347
Total liabilities and shareholders' equity		1,029,163	579,117

Nature of operations (note 1)
Subsequent event (note 16)

Approved on Behalf of the Board of Directors:

/s/ Mike England
Director

/s/ Don McKinnon
Director

See accompanying notes to the consolidated financial statements

Sky Gold Corp.
Consolidated Statements of Loss and Comprehensive Loss
For the years ended June 30,
(Expressed in Canadian Dollars)

	Notes	2024	2023
EXPENSES			
Consulting fees	12	\$ 54,800	\$ 89,800
Flow-through premium recovery	10	(37,567)	(15,458)
General and administration		32,098	40,640
Loss on sale of exploration and evaluation assets	8	47,972	-
Marketing and promotion		49,242	57,080
Office management services	12	144,000	147,000
Other income		(38,389)	(16,147)
Professional fees		174,645	130,299
Regulatory and filing fees		34,411	46,030
Share-based compensation	11, 12	-	125,200
Unrealized loss on marketable securities	6	21,000	-
Write-off of exploration and evaluation	8	4,500	5,492,914
Net loss and comprehensive loss for the year		\$ (486,712)	\$ (6,097,358)
Basic and diluted loss per share		\$ (0.01)	\$ (0.20)
Weighted average number of common shares outstanding – basic and diluted		42,356,950	30,862,436

See accompanying notes to the consolidated financial statements

Sky Gold Corp.
Consolidated Statements of Changes in Shareholders' Equity
(Expressed in Canadian Dollars)

	Attributable to the owners of the Company				
	Shares	Share Capital	Reserves	Deficit	Total equity
	#	\$	\$	\$	\$
Balance at June 30, 2022	25,676,635	18,287,782	2,665,338	(15,738,657)	5,214,463
Share issuance – private placements	9,503,889	945,108	43,092	-	988,200
Share issuance costs – cash	-	(26,700)	-	-	(26,700)
Share issuance costs – warrants	-	(1,400)	1,400	-	-
Flow-through premium liability	-	(15,458)	-	-	(15,458)
Exploration and evaluation assets	2,400,000	291,000	-	-	291,000
Share-based payments	-	-	125,200	-	125,200
Net loss for the year	-	-	-	(6,097,358)	(6,097,358)
Balance at June 30, 2023	37,580,524	19,480,332	2,835,030	(21,836,015)	479,347
Share issuance – private placements	12,706,667	645,100	38,200	-	683,300
Share issuance costs – cash	-	(31,000)	-	-	(31,000)
Share issuance costs – warrants	-	(12,800)	12,800	-	-
Flow-through premium liability	-	(37,567)	-	-	(37,567)
Exploration and evaluation assets	4,325,000	212,750	-	-	212,750
Net loss for the year	-	-	-	(486,712)	(486,712)
Balance at June 30, 2024	54,612,191	20,256,815	2,886,030	(22,322,727)	820,118

See accompanying notes to the consolidated financial statements

Sky Gold Corp.
Consolidated Statements of Cash Flows
For the year ended June 30,
(Expressed in Canadian Dollars)

	2024	2023
Cash flows from operating activities		
Net loss for the year	\$ (486,712)	\$ (6,097,358)
Items not affecting cash:		
Share-based compensation	-	125,200
Flow-through premium recovery	(37,567)	(15,458)
Loss on sale of exploration and evaluation assets	47,972	-
Unrealized loss on marketable securities	21,000	-
Write-off of exploration and evaluation assets	4,500	5,492,914
Change in non-cash operating working capital items:		
Increase in receivable	(5,391)	(18,926)
Decrease (increase) in prepaid expenses	5,143	(3,123)
Increase (decrease) in accounts payable and accruals	109,980	(10,898)
Cash flows used in operating activities	(341,075)	(527,649)
Cash flows from investing activities		
Mineral advances	-	(149,565)
Mineral property acquisition	(40,853)	(102,733)
Exploration and evaluation expenditures	(153,635)	(185,181)
Sale of mineral property	75,000	-
Cash flows used in investing activities	(119,488)	(437,479)
Cash flows from financing activities		
Proceeds from private placements	683,300	988,200
Share issuance costs	(31,000)	(26,700)
Proceeds from related party loan	50,000	5,000
Loan payable	(55,000)	-
Cash flows provided by financing activities	647,300	966,500
Increase in cash	186,737	1,372
Cash – beginning of year	3,053	1,681
Cash – end of year	\$ 189,790	\$ 3,053
Supplemental cash flow information		
Fair value of brokers' warrants	\$ 12,800	\$ 1,400
Flow through premium liability	\$ 37,567	\$ 15,458
Exploration and evaluation assets included in accounts payable and accrued liabilities	\$ 9,834	\$ 5,539
Marketable securities received for sale of exploration and evaluation assets	\$ 182,000	\$ -
Shares issued for exploration and evaluation assets	\$ 212,750	\$ 291,000

See accompanying notes to the consolidated financial statements

Sky Gold Corp.
Notes to Consolidated Financial Statements
June 30, 2024 and 2023
(Expressed in Canadian Dollars)

1 Nature of operations

Sky Gold Corp. (the “Company”) was incorporated as Minati Capital Corp. under the *Business Corporations Act* (British Columbia) on January 8, 2008. The Company was listed on the TSX Venture Exchange (the “Exchange”) formerly under the symbol SRK. On November 21, 2014, the Company changed its name to Strike Diamond Corp. from Strike Graphite Corp. On March 15, 2016, the Company changed its name to Sunvest Minerals Corp. On April 16, 2019, the Company changed its name to Sky Gold Corp. The Company is listed on the Exchange under the trading symbol SKYG.

The Company is in the exploration stage and is in the process of exploring and developing its resource properties and has not yet determined whether these properties contain reserves that are economically recoverable. The recoverability of amounts shown for exploration and evaluation assets are dependent upon the discovery of economically recoverable reserves, confirmation of the Company’s interest in the underlying claims, the ability of the Company to obtain necessary financing to complete the development of the resource properties and upon future profitable production or proceeds from the disposition thereof.

The address of the Company’s corporate office and its principal place of business is Suite 1240 – 789 West Pender Street, Vancouver BC, V6C 1H2, Canada.

Going concern

These consolidated financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for twelve months and will be able to realize its assets and discharge its liabilities in the ordinary course of operations. Different bases of measurement may be appropriate if the Company was not expected to continue operations for the foreseeable future. As at June 30, 2024, the Company had not advanced its exploration and evaluation assets to commercial production. At June 30, 2024, the Company has not achieved profitable operations, has a working capital (deficiency) of \$175,612 (2023 – deficiency of \$63,098), accumulated losses of \$22,322,727 (2023 - \$21,836,015) since inception and expects to incur further losses in the development of its business, all of which may cast significant doubt about the Company’s ability to continue as a going concern. The Company’s continuation as a going concern is dependent upon successful results from its exploration and evaluation activities, its ability to attain profitable operations to generate funds and/or its ability to raise equity capital or borrowings sufficient to meet its current and future obligations. Although the Company has been successful in the past in raising funds to continue operations, there is no assurance it will be able to do so in the future.

2 Basis of presentation and statement of compliance

Statement of Compliance

These consolidated financial statements have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (“IASB”).

These consolidated financial statements are authorized for issue by the Board of Directors on October 28, 2024.

2 Basis of presentation and statement of compliance (cont'd)

Basis of Measurement

These consolidated financial statements have been prepared on a historical cost basis and are presented in Canadian dollars, which is also the functional currency of the Company and its subsidiaries. The preparation of consolidated financial statements in compliance with IFRS requires management to make certain critical accounting estimates. They also require management to exercise judgement in applying the Company's accounting policies. The areas involving a higher degree of judgement of complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 4. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information.

3 Material accounting policy information

Cash

Cash includes cash on hand, and deposits held at call with financial institutions.

Principles of Consolidation

These consolidated financial statements include the accounts of the Company and its subsidiaries as at June 30, 2024. Where the Company has the power, either directly or indirectly, to govern the financial and operating policies of another entity or business so as to obtain benefits from its activities, it is classified as a subsidiary. The consolidated financial statements present the results of the Company and its subsidiaries as if they formed a single entity. All inter-company transactions and balances between the companies are therefore eliminated in full.

The Company incorporated a subsidiary, Sunvest Nevada Corp., on January 4, 2017 under the laws of Nevada, USA. The Company holds a 100% interest in Sunvest Nevada Corp. These consolidated financial statements include the accounts of Sunvest Nevada Corp.

The Company incorporated a subsidiary, 1175528 B.C. Ltd., on September 19, 2018 in the Province of British Columbia. The Company later amalgamated 1174679 B.C. Ltd. and 1175528 B.C. Ltd. into one company under the name 1179985 B.C. Ltd. The Company holds a 100% interest in 1179985 B.C. Ltd. These consolidated financial statements include the accounts of 1179985 B.C. Ltd.

Financial Instruments

i) Financial assets

All financial assets are measured at fair value on initial recognition. Measurement in subsequent periods depends on the financial assets' classification, as described below:

Fair value through profit or loss ("FVTPL"): Financial instruments designated at FVTPL are initially recognized and subsequently measured at fair value with changes in those fair values charged immediately to net earnings. Financial instruments under this classification include marketable securities.

3 Material accounting policy information (cont'd)

Financial Instruments (cont'd)

Amortized cost: Financial instruments designated at amortized cost are initially recognized at fair value, net of directly attributable transaction costs, and are subsequently measured at amortized cost using the effective interest method. Financial instruments under this classification include cash.

Fair value through other comprehensive income ("FVOCI"): Financial instruments designated at FVOCI are initially recognized at fair value, net of directly attributable transaction costs, and are subsequently measured at fair value with changes in fair value recognized in other comprehensive income, net of tax.

ii) Financial liabilities

All financial liabilities are initially recorded at fair value and designated upon inception as FVTPL or amortized cost. Financial liabilities classified at amortized cost are initially recognized at fair value less directly attributable transaction costs. The Company's accounts payable, accrued liabilities and loan payable are classified at amortized cost. The Company does not currently have any FVTPL financial liabilities.

iii) Impairment of financial assets, accounts payable and accrued liabilities

An entity is required to recognize expected credit losses on financial assets carried at amortized cost, when financial instruments are initially recognized and to update the amount of expected credit losses recognized at each reporting date to reflect changes in the credit risk of the financial instruments.

Impairment losses on financial assets carried at amortized cost are reversed in subsequent periods, if the amount of the loss decreases and the decrease can be objectively related to an event occurring after the impairment was recognized.

Foreign exchange

The functional currency is the currency of the primary economic environment in which the entity operates and has been determined for each entity within the Company. The functional currency for all entities within the Company is the Canadian dollar. The functional currency determinations were conducted through an analysis of the consideration factors identified in International Accounting Standard ("IAS") 21, The Effects of Changes in Foreign Exchange Rates.

Transactions in currencies other than the Canadian dollar are recorded at exchange rates prevailing on the dates of the transactions. At the end of each reporting period, the monetary assets and liabilities of the Company that are denominated in foreign currencies are translated at the rate of exchange at the consolidated statement of financial position date while non-monetary assets and liabilities are translated at historical rates. Revenues and expenses are translated at the exchange rates approximating those in effect on the date of the transactions. Exchange gains and losses arising on translation are reflected in profit or loss for the period.

3 Material accounting policy information (cont'd)

Exploration and Evaluation Assets

Pre-acquisition Costs

Pre-acquisition costs are expensed in the period in which they are incurred.

Exploration and evaluation costs for mineral properties

Once the legal right to explore a property has been acquired, costs directly related to exploration and evaluation expenditures (“E&E”) are recognized and capitalized, in addition to the acquisition costs. These direct expenditures include such costs as materials used, surveying costs, drilling costs, payments made to contractors and depreciation on plant and equipment during the exploration phase. Costs not directly attributable to exploration and evaluation activities, including general administrative overhead costs, are expensed in the period in which they occur.

The Company may occasionally enter into farm-out arrangements, whereby the Company will transfer part of a mineral interest, as consideration, for an agreement by the farmee to meet certain exploration and evaluation expenditures which would have otherwise been undertaken by the Company. The Company does not record any expenditures made by the farmee on its behalf. Any cash consideration received from the agreement is credited against the costs previously capitalized to the mineral interest given up by the Company, with any excess cash accounted for as a gain on disposal.

When a project is deemed to no longer have commercially viable prospects to the Company, exploration and evaluation expenditures in respect of that project are deemed to be impaired. As a result, those exploration and evaluation expenditure costs, in excess of estimated recoveries, are written off to the consolidated statement of loss and comprehensive loss.

On a quarterly basis, the Company assesses exploration and evaluation assets for impairment when facts and circumstances suggest that the carrying amount of an asset may exceed its recoverable amount.

Once the technical feasibility and commercial viability of extracting the mineral resource has been determined, the property is considered to be a mine under development and is classified as ‘mines under construction’. Exploration and evaluation assets are also tested for impairment before the assets are transferred to development properties.

As the Company currently has no operational income, any incidental revenues earned in connection with exploration activities are applied as a reduction to capitalized exploration costs. Mineral exploration and evaluation expenditures are classified as intangible assets.

Share Capital

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares and share options are recognized as a deduction from equity.

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component. The Company considers the fair value of common shares issued in a private placement to be the more easily measurable component and the common shares are valued at their fair value. The balance, if any, is allocated to the attached warrants. Any fair value attributed to the warrants is recorded to reserves.

3 Material accounting policy information (cont'd)

Basic and Diluted Earnings (Loss) Per Share

The Company presents basic and diluted earnings (loss) per share data for its common shares, calculated by dividing the earnings (loss) attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. The dilutive effect on earnings per share is calculated presuming the exercise of outstanding options, warrants and similar instruments. It assumes that the proceeds of such exercise would be used to repurchase common shares at the average market price during the period. However, the calculation of diluted loss per share excludes the effects of various conversions and exercise of options and warrants that would be anti-dilutive.

Income Taxes

Income tax comprises current and deferred tax. Income tax is recognized in the consolidated statement of loss and comprehensive loss except to the extent that it relates to items recognized directly in equity or other comprehensive income (loss), in which case the income tax is also recognized directly in equity or other comprehensive income (loss).

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted, or substantively enacted, at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Current tax assets and current tax liabilities are only offset if a legally enforceable right exists to set off the amounts, and the Company intends to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax is recognized in respect of all qualifying temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the statement of financial position date and are expected to apply when the deferred tax asset or liability is settled. Deferred tax assets are recognized to the extent that it is probable that the assets can be recovered.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Deferred income tax assets and liabilities are presented as non-current.

Share-Based Payments

Equity-settled share-based payments for directors, officers and employees are measured at fair value at the date of grant and recorded as compensation expense in the consolidated financial statements. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a graded vesting basis over the vesting period based on the Company's estimate of shares that will eventually vest.

Compensation expense on stock options granted to non-employees is measured at the earlier of the completion of performance and the date the options are vested using the fair value method and is recorded as an expense in the same period as if the Company had paid cash for the goods or services received. When the value of goods or services received in exchange for the share-based payment cannot be reliably estimated, the fair value is measured by use of a Black-Scholes Model. The expected life used in the model is adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

Any consideration paid by directors, officers, employees and non-employees on exercise of equity-settled share-based payments is credited to share capital. Shares are issued from treasury upon the exercise of equity-settled share-based instruments.

3 Material accounting policy information (cont'd)

Rehabilitation Provision

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of tangible long-lived assets, when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future rehabilitation cost estimates is capitalized to the amount of the related asset along with a corresponding increase in the rehabilitation provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. The rehabilitation asset is depreciated on the same basis as the related asset.

The Company's estimates of reclamation costs could change as a result of changes in regulatory requirements and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to the related asset with a corresponding entry to the rehabilitation provision.

The Company's estimates are reviewed annually for changes in regulatory requirements, effects of inflation and changes in estimates. Changes in the net present value, excluding changes in the Company's estimates of reclamation costs, are charged to the consolidated statement of loss and comprehensive loss for the year. As at June 30, 2024 and 2023, the Company has no known obligations relating to rehabilitation.

Flow-Through Shares

The Company may, from time to time, issue flow-through common shares to finance a portion of its exploration programs. Pursuant to the terms of flow-through share agreements, the tax deductibility of qualifying resource expenditures is transferred to investors. On issuance, the Company bifurcates the flow-through share into i) a flow-through share premium, equal to the estimated premium, if any, investors pay for the flow-through feature, which is recognized as a liability, and ii) share capital. Upon expenditures being incurred, the Company derecognizes the liability. The premium is recognized as other income on settlement of flow-through share premium liability.

Proceeds received from the issuance of flow-through shares or units are restricted to be used only for Canadian resource property exploration expenditures within a two-year period. The Company may also be subject to Part XII.6 tax on flow-through proceeds renounced under the Look-back Rule, in accordance with Government of Canada flow-through regulations.

Impairment of Long-lived Assets

The Company's long-lived assets are reviewed for an indication of impairment at each statement of financial position date. If an indication of impairment exists, the asset's recoverable amount is estimated.

An impairment loss is recognized when the carrying amount of an asset, or its cash-generating unit, exceeds its recoverable amount. A cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. Impairment losses are recognized in the consolidated statement of loss and comprehensive loss for the year. Impairment losses recognized in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to cash-generating units and then to reduce the carrying amount of the other assets in the unit on a pro-rata basis.

The recoverable amount is the greater of the asset's fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

3 Material accounting policy information (cont'd)

Impairment of Long-lived Assets (cont'd)

An impairment loss is reversed if there is an indication that there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

Adoption of New Accounting Standards and New Accounting Pronouncements

The following amendments were adopted by the Company on May 1, 2023:

Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2) - the amendments require that an entity discloses its material accounting policies, instead of its significant accounting policies. Further amendments explain how an entity can identify a material accounting policy.

Definition of Accounting Estimates (Amendments to IAS 8) - the amendments replace the definition of a change in accounting estimates with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in consolidated financial statements that are subject to measurement uncertainty". Entities develop accounting estimates if accounting policies require items in consolidated financial statements to be measured in a way that involves measurement uncertainty. The amendments clarify that a change in accounting estimate that results from new information or new developments is not the correction of an error.

There was no impact on the Company's consolidated financial statements upon the adoption of these amendments.

Accounting Pronouncements Not Yet Adopted

IFRS 18, Presentation and Disclosure in Financial Statements, which will replace IAS 1, Presentation of Financial Statements aims to improve how companies communicate in their financial statements, with a focus on information about financial performance in the statement of profit or loss, in particular additional defined subtotals, disclosures about management-defined performance measures and new principles for aggregation and disaggregation of information. IFRS 18 is accompanied by limited amendments to the requirements in IAS 7 Statement of Cash Flows. IFRS 18 is effective from January 1, 2027. Companies are permitted to apply IFRS 18 before that date.

In January 2020, the IASB issued amendments to IAS 1, Presentation of Financial Statements, to provide a more general approach to the presentation of liabilities as current or non-current based on contractual arrangements in place at the reporting date.

These amendments:

- specify that the rights and conditions existing at the end of the reporting period are relevant in determining whether the Company has a right to defer settlement of a liability by at least twelve months;
- provide that management's expectations are not a relevant consideration as to whether the Company will exercise its rights to defer settlement of a liability; and
- clarify when a liability is considered settled.

On October 31, 2022, the IASB issued a deferral of the effective date for the new guidance by one year to annual reporting periods beginning on or after January 1, 2024 and is to be applied retrospectively.

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company does not expect any material impact from future accounting pronouncements.

4 Critical estimates and judgments

The Company makes certain estimates and judgments about the future that affect the reported amounts of assets and liabilities. Estimates and judgments assumptions are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and judgments.

Information about critical estimates and judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the consolidated financial statements within the next financial year are discussed below:

Recoverability of Capitalized Exploration and Evaluation Expenditures

The application of the Company's accounting policy for exploration and evaluation expenditures requires judgment in determining whether it is likely that future economic benefits will flow to the Company and the maintenance of good standing of the mineral titles, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after the expenditures are capitalized, information becomes available suggesting that the recovery of the expenditures is unlikely, the amount capitalized is written off in the profit or loss in the year the new information becomes available.

Valuation of Share-Based Payments

Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the stock options granted. This estimate also requires determining the most appropriate inputs to the valuation model including the expected lives of the stock options, volatility, interest rates and dividend yield and making assumptions about them. The model and assumptions used for estimating the fair value of share-based payment transactions are disclosed in Note 11.

Recovery of Deferred Tax Assets

Judgment is required in determining whether deferred tax assets are recognized in the statement of financial position. Deferred tax assets, including those arising from unutilized tax losses, require management to assess the likelihood that the Company will generate taxable earnings in future periods, in order to utilize recognized deferred tax assets. Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing tax laws in each jurisdiction. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Company to realize the net deferred tax assets recorded at the date of the statement of financial position could be impacted.

Additionally, future changes in tax laws in the jurisdictions in which the Company operates could limit the ability of the Company to obtain tax deductions in future periods.

The Company has not recorded any deferred tax assets.

Going Concern

As at June 30, 2024 and as at the date of this report, the Company had not advanced its mineral properties to commercial production. The Company's continuation as a going concern is dependent not only upon successful results from exploration activities on its mineral properties but also its ability to raise capital and attain profitable operations. In the foreseeable future, the Company will have to rely on the issuance of shares or the exercise of options and warrants or the issuance of debt securities to fund ongoing operations. The ability of the Company to raise capital will depend on market conditions; it may not be possible for the Company to raise capital on acceptable terms or at all.

5 Financial instruments

Fair values of financial instruments

The Company's financial instruments consist of cash, marketable securities, receivable, mineral advances, accounts payable and accrued liabilities and loan payable. Marketable securities is carried at fair value. The fair values of cash, mineral advances, accounts payable and accrued liabilities, and loan payable approximate their carrying amounts due to their current nature.

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

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

The Company's financial assets measured at fair value on a recurring basis were calculated as follows:

	Fair Value Hierarchy Level	June 30, 2024	June 30, 2023
Financial assets		\$	\$
Marketable securities	1	161,000	-

Credit Risk

Credit risk is the risk of a financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligation. The Company's exposure to credit risk includes cash, receivables and mineral advances. The Company reduces its credit risk by maintaining its bank accounts at large international financial institutions. The Company's receivables consist primarily of refundable credits due from a federal government agency.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company does not consider its exposure to interest rate risk to be significant.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's goal is to have sufficient capital or access to capital to allow it to meet its liabilities when they become due. This goal has not been fully met in recent periods thereby increasing the liquidity risk. As at June 30, 2024, the Company had a working capital of \$175,612 as compared to working capital deficiency of \$63,098 at June 30, 2023. The Company intends to meet its current obligations in the following year with funds to be raised through private placements, shares for debt, loans and related party loans.

Market Risk

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

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5 Financial instruments (cont'd)

Interest Rate Risk

The Company has cash balances and interest-bearing debt. The Company's current policy is to invest excess cash in investment-grade short-term demand deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit rating of its banks.

Foreign Currency Risk

The Company is exposed to nominal foreign currency risk.

Price Risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings (loss) due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of gold and other precious and base metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company. Fluctuations may be significant.

6 Marketable securities

During the year ended June 30, 2024, the Company received 1,400,000 common shares (valued at \$182,000) of Delta Resources Ltd ("Delta") for the Horne and Laurie Properties (Note 8). The company recorded an unrealized loss of \$21,000 from changes in the fair value for the remaining shares.

	Delta Common shares	Total
	#	\$
June 30, 2022 and 2023	-	-
Addition	1,400,000	182,000
Change in fair value	-	(21,000)
June 30, 2024	1,400,000	161,000

7 Prepaid expenses

	June 30, 2024	June 30, 2023
	\$	\$
Professional	3,300	4,200
Regulatory and filing	-	1,326
Insurance	-	2,917
	3,300	8,443

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8 Exploration and evaluation assets

	Evening Star Property	Mustang Property	Greenwater Lake, Kekekuab Lake and Sun Gold Property	Star Lake Property	Horne and Laurie Property	KA Property	Total
	\$	\$	\$	\$	\$	\$	\$
June 30, 2023	-	-	186,402	96,687	109,791	-	392,880
<i>Acquisition costs</i>							
Cash	17,613	-	18,600	4,640	-	-	40,853
Shares	-	-	-	11,250	191,500	10,000	212,750
	17,613	-	18,600	15,890	191,500	10,000	253,603
<i>Deferred exploration costs</i>							
Assay	834	-	657	-	-	-	1,491
Field work	-	-	44,830	-	-	-	44,830
Geological consulting	-	4,500	126,358	34,745	3,681	525	169,809
Survey	-	-	-	203,301	-	-	203,301
Travel	-	-	4,115	-	-	-	4,115
	834	4,500	175,960	238,046	3,681	525	423,546
Loss on sales	-	-	-	-	(47,972)*	-	(47,972)
Write off	-	(4,500)	-	-	-	-	(4,500)
Cost Recovery	-	-	-	(116,051)**	(257,000)*	-	(373,051)
June 30, 2024	18,447	-	380,962	234,572	-	10,525	644,506

* During the year ended June 30, 2024, the Company received a total consideration of \$257,000 for the sale of Horne and Laurie Property, which resulted in a loss on sale of exploration and evaluation assets of \$47,972. Please refer to the details below.

** During the year ended June 30, 2024, the Company received \$116,051 from Ontario Junior Exploration Program for partial reimbursement of exploration expenditures.

As of June 30, 2024, the Company had a deposit of \$Nil (2023 – \$149,595) with an arm’s length vendor for future exploration work.

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8 Exploration and evaluation assets (cont'd)

	Evening Star Property	Mustang Property	Virginia Property	Imperial Property	Greenwater Lake, Kekekuab Lake and Sun Gold Property	Star Lake Property	Horne and Laurie Property	Total
	\$	\$	\$	\$	\$	\$	\$	\$
June 30, 2022	1,208,511	2,021,084	139,837	1,980,159	-	-	-	5,349,591
<i>Acquisition costs</i>								
Cash	20,733	-	-	-	7,000	25,000	50,000	102,733
Shares	-	-	-	-	165,000	70,000	56,000	291,000
	20,733	-	-	-	172,000	95,000	106,000	393,733
<i>Deferred exploration costs</i>								
Assays	-	-	8,986	-	-	-	-	8,986
Field work	3,709	-	-	-	1,906	-	-	5,615
Geological consulting	1,800	104,445	-	3,650	12,496	1,687	3,791	127,869
	5,509	104,445	8,986	3,650	14,402	1,687	3,791	142,470
Write-off	(1,234,753)	(2,125,529)	(148,823)	(1,983,809)	-	-	-	(5,492,914)
June 30, 2023	-	-	-	-	186,402	96,687	109,791	392,880

8 Exploration and evaluation assets (cont'd)

Evening Star Property, Nevada

On November 23, 2016, the Company entered into an agreement (amended) to acquire a 100% interest in the Evening Star Property, located in Nevada.

To acquire an 80% interest in the Evening Star Property (the first option), the Company made the following payments:

Cash payments

- i) USD \$45,000 upon execution of the agreement (paid);
- ii) USD \$20,000 on or before June 4, 2017 (paid);
- iii) USD \$15,000 on or before January 5, 2018 (paid);
- iv) USD \$25,000 on or before June 4, 2018 (paid);
- v) USD \$7,500 on or before January 5, 2019 (paid);
- vi) USD \$8,750 on or before July 29, 2019 (paid)
- vii) USD \$8,750 on or before November 1, 2019 (paid);
- viii) USD \$15,000 on or before January 5, 2020 (paid);
- ix) USD \$25,000 on or before July 5, 2020 (paid); and
- x) USD \$50,000 on or before October 31, 2020 (amended from \$110,000 and paid).

Share issuances

- i) 8,333 common shares on or before January 5, 2018 (issued at a value of \$24,000);
- ii) 8,333 common shares on or before January 5, 2019 (issued at a value of \$10,000); and
- iii) amended to 166,666 common shares due on or before October 31, 2020 (issued at a value of \$72,500).

Exploration expenditures

- i) incur exploration expenditures of USD\$5,000 on or before June 4, 2017 (incurred); and
- ii) incur exploration expenditures of USD\$5,000 on or before June 4, 2018 (incurred).

The Company paid USD\$15,200 in additional staking costs as Evening Star Property's acquisition costs.

The Company has a second option to increase its interest by 20% (to 100%) by making cash payments of \$450,000 and issuing an additional 16,666 common shares.

A Net Smelter Return Royalty ("NSR") of 0.5% will be granted pursuant to the first option. An additional 2% NSR will be granted under the second option, of which 1% can be purchased for cancellation at the Company's option for \$500,000, and the remaining 1% NSR can be purchased for cancellation for \$1,000,000, for a period of five years commencing after the exercise of the second option.

During the year ended June 30, 2023, the Company had no further plan explore the property which is an indicator of impairment under IFRS 6, resulting in an assessment of the property's recoverable amount. Due to uncertainty in recoverability, the Company has written off the property in full, recognizing an impairment loss of \$1,234,753.

8 Exploration and evaluation assets (cont'd)

Mustang Property, Newfoundland

On January 30, 2020, the Company entered into an option agreement to acquire a 100% interest in the Mustang Property located in Newfoundland, Canada.

In consideration of the Mustang Property, the Company shall make the following payments:

- a) \$35,000 upon execution of the agreement (paid);
- b) 883,333 common shares on or before February 16, 2020 (issued at a value of \$291,500); and

Additionally, the Company is responsible for maintaining the property in good standing by making the underlying option payments of the agreement:

- a) \$65,000 on or before February 27, 2020 (paid);
- b) issuance of common shares with a value of \$60,000 on or before February 27, 2020 (issued 200,000 common shares at a value of \$66,000); and
- c) incurring exploration expenditures of \$25,000 on or before January 21, 2021 (incurred).
- d) incurring exploration expenditures of \$100,000 on or before January 21, 2022 (incurred).
- e) incurring exploration expenditures of \$300,000 on or before January 21, 2023 (incurred).

A 3% NSR will be granted to the vendors with 1.5% purchasable by the Company for \$2,000,000.

In connection with the acquisition of the Mustang Property, the Company also paid a finder's fees of \$32,700 cash.

On May 15, 2020, the Company entered into an additional option agreement to acquire a 100% interest in the Mustang Expansion claims in consideration of:

- a) \$12,000 cash upon execution of the agreement (paid); and
- b) share issuance of 200,000 common shares (issued at a value of \$51,000).

In connection with the expansion, a 2% NSR will be granted to the vendors with 1% purchasable by the Company for \$1,000,000.

On November 8, 2020, the Company entered into an additional option agreement to acquire a 100% interest in the Mustang Expansion claims in consideration of:

- a) issue a total of 400,000 shares as follows:
 - a) 83,333 shares on or before November 18, 2020 (issued at a value of \$37,500).
 - b) 116,666 shares on or before November 8, 2021 (issued at a value of \$31,500).
 - c) 200,000 shares on or before November 8, 2022; and
- b) pay an aggregate total amount of \$65,000 as follows:
 - a) \$20,000 on or before November 18, 2020 (paid).
 - b) \$20,000 on or before November 8, 2021 (paid).
 - c) \$25,000 on or before November 8, 2022.

In connection with the expansion, a 2% NSR will be granted to the vendors with 1.0 % purchasable by the Company for \$1,000,000.

During the year ended June 30, 2023, the Company had no further plan explore the property which is an indicator of impairment under IFRS 6, resulting in an assessment of the property's recoverable amount. Due to uncertainty in recoverability, the Company has written off the property in full, recognizing an impairment loss of \$2,125,529.

During the year ended June 30, 2024, the Company wrote off an additional \$4,500 in exploration and evaluation assets.

8 Exploration and evaluation assets (cont'd)

Virginia Property, Newfoundland

During the year ended June 30, 2020, the Company earned a 100% interest in the Virginia Property located in Newfoundland, Canada, in consideration of a cash payment of \$20,000 and issuance of 133,333 common shares at a value of \$44,000.

A 1.5% NSR will be granted to the vendors with 0.5% purchasable by the Company for \$500,000.

During the year ended June 30, 2023, the Company had no further plan explore the property which is an indicator of impairment under IFRS 6, resulting in an assessment of the property's recoverable amount. Due to uncertainty in recoverability, the Company has written off the property in full, recognizing an impairment loss of \$148,823.

Imperial Property

On May 26, 2021, the Company entered into two option agreements to acquire a 100% interest in the Imperial Property located in Quebec, Canada for the following consideration:

- i) issuance of 3,500,000 common shares (issued at a value of \$1,732,500); and
- ii) cash payment of \$150,000 within five days of approval (paid).

A 3% NSR will be granted to the vendor for each of the two agreements, with 1% purchasable by the Company for \$1,000,000.

During the year ended June 30, 2023, the Company had no further plan explore the property which is an indicator of impairment under IFRS 6, resulting in an assessment of the property's recoverable amount. Due to uncertainty in recoverability, the Company has written off the property in full, recognizing an impairment loss of \$1,983,809.

Greenwater Lake, Kekekuab Lake and Sun Gold Property, Ontario

On February 3, 2023, the Company entered into an agreement to acquire a 100% interest in the Greenwater Lake, Kekekuab Lake and Sun Gold Property, Ontario, Canada for the following consideration:

- i) issuance of 1,500,000 common shares (issued at a value of \$165,000); and
- ii) cash payment of \$20,000 (paid).

A 2.5% NSR will be granted to the vendor for the agreement, with 1.5% purchasable by the Company for \$2,000,000.

In the event that the Company determines, in its reasonable discretion, that an ore body of more than 5,000,000 tonnes is situated in or on the property, and that such ore body is commercially viable in accordance with industry standards, then the consideration payable by the Company shall be adjusted upwards, such that the Company will issue an additional 1,000,000 common shares to the vendors provided that the Company has not sold or otherwise relinquished the property.

Star Lake Property, Ontario

On March 14, 2023, the Company entered into an option agreement to acquire a 100% interest in the Star Lake Property, Ontario, Canada for the following consideration:

Cash payments

- i) \$25,000 on or before April 15, 2023 (paid); and
- ii) \$200,000 on or before March 14, 2027.

8 Exploration and evaluation assets (cont'd)

Star Lake Property, Ontario (cont'd)

Share issuances

- i) 500,000 common shares upon execution of the agreement (issued at a value of \$70,000);
- ii) 250,000 common shares on or before March 14, 2024 (issued at a value of \$11,250);
- iii) 250,000 common shares on or before March 14, 2025; and
- iv) 250,000 common shares on or before March 14, 2026.

Exploration expenditures

- i) incur exploration expenditures of \$300,000 on or before March 14, 2024 (\$173,000 incurred, the vendor agreed to defer until March 31, 2025);
- ii) incur exploration expenditures of \$200,000 on or before March 14, 2025;
- iii) incur exploration expenditures of \$200,000 on or before March 14, 2026; and
- iv) incur total exploration expenditures of \$1,000,000 on or before March 14, 2027.

A 2.0% NSR will be granted to the vendors with 0.5% purchasable for \$500,000 on or before March 14, 2028, and the remaining 1.5% purchasable for \$2,500,000 on or before March 14, 2033.

The Company will also be required to make advance royalty payments of \$20,000 due annually upon the earlier of the completion of a NI 43-101 compliant resource estimate on the property or the seventh anniversary of the execution date (March 14, 2030), up to the tenth anniversary of the execution date (March 14, 2033).

Laurie Property, Ontario

On April 11, 2023, and amended on April 4, 2024, the Company entered into an option agreement to acquire a 100% interest in the Laurie Property, located in Ontario, Canada for the following considerations:

Cash payments

- i) \$25,000 upon execution of this agreement as a non-refundable deposit (paid);
- ii) \$25,000 on or before April 11, 2025;
- iii) \$50,000 on or before April 11, 2026; and
- iv) \$100,000 on or before April 11, 2027.

Share issuances

- i) 200,000 common shares upon execution of the agreement (issued at a value of \$28,000);
- ii) 200,000 common shares on or before April 11, 2024 (issued at a value of \$10,000);
- iii) 200,000 common shares on or before April 11, 2025 (issued at a value of \$9,000 – see below);
- iv) 200,000 common shares on or before April 11, 2026 (issued at a value of \$9,000 – see below); and
- v) 200,000 common shares on or before April 11, 2027 (issued at a value of \$9,000 – see below).

Exploration expenditures

- i) incur exploration expenditures of \$52,000 on or before April 11, 2025;
- ii) incur exploration expenditures of \$200,000 on or before April 11, 2026; and
- iii) incur total exploration expenditures of \$248,000 on or before March 14, 2027.

A 2.0% NSR will be granted to the vendors with 1.0% purchasable for \$500,000 on or before April 11, 2028, and the remaining 1.0% purchasable for \$2,500,000 on or before April 11, 2033.

The Company will also be required to make advance royalty payments of \$20,000 due annually upon the earlier of the completion of a NI 43-101 compliant resource estimate on the property or the seventh anniversary of the execution date (April 11, 2030), up to the tenth anniversary of the execution date (April 11, 2033).

During the year ended June 30, 2024, the Company issued 1,000,000 common shares valued at \$50,000 to the optionors.

8 Exploration and evaluation assets (cont'd)

Laurie Property, Ontario (cont'd)

On April 30, 2024, the Company executed an option agreement with Delta Resources Ltd (“Delta”) to option out the Company’s 100% interest in the Laurie Property in consideration of the following:

- i) cash payment of \$37,500 (received); and
- ii) 700,000 of Delta’s common shares (received and valued at \$91,000).

The Company will issue all the remaining shares (600,000 shares issued valued at \$27,000) to the vendor upon execution of the option out agreement and Delta will assume all remaining obligations to the vendor.

The Company will retain a 1.0% NSR. Delta will have the option to buyback a 0.5% NSR for \$500,000 at anytime and will have a right of first refusal on the second 0.5% NSR.

Horne Property, Ontario

On April 5, 2023, and amended on April 4, 2024, the Company entered into an option agreement to acquire a 100% interest in the Horne Property, located in Ontario, Canada for the following considerations:

Cash payments

- i) \$25,000 upon execution of this agreement as a non-refundable deposit (paid);
- ii) \$25,000 on or before April 11, 2025;
- iii) \$50,000 on or before April 11, 2026; and
- iv) \$100,000 on or before April 11, 2027.

Share issuances

- i) 200,000 common shares upon execution of the agreement (issued at a value of \$28,000);
- ii) 200,000 common shares on or before April 11, 2024 (issued at a value of \$10,000);
- iii) 200,000 common shares on or before April 11, 2025 (issued at a value of \$9,000 – see below);
- iv) 200,000 common shares on or before April 11, 2026 (issued at a value of \$9,000 – see below); and
- v) 200,000 common shares on or before April 11, 2027 (issued at a value of \$9,000 – see below).

Exploration expenditures

- i) incur exploration expenditures of \$50,000 on or before April 11, 2025;
- ii) incur exploration expenditures of \$200,000 on or before April 11, 2026; and
- iii) incur total exploration expenditures of \$250,000 on or before March 14, 2027.

A 2.0% NSR will be granted to the vendors with 1.0% purchasable for \$500,000 on or before April 11, 2028, and the remaining 1.0% purchasable for \$2,500,000 on or before April 11, 2033.

The Company will also be required to make advance royalty payments of \$20,000 due annually upon the earlier of the completion of a NI 43-101 compliant resource estimate on the property or the seventh anniversary of the execution date (April 11, 2030), up to the tenth anniversary of the execution date (April 11, 2033).

During the year ended June 30, 2024, the Company issued 1,350,000 common shares valued at \$67,500 to the optionors in consideration of the amendments.

8 Exploration and evaluation assets (cont'd)

Horne Property, Ontario (cont'd)

On April 30, 2024, the Company executed an option agreement with Delta Resources Ltd (“Delta”) to option out the Company’s 100% interest in the Horne Property in consideration of the following:

- i) cash payment of \$37,500 (received); and
- ii) 700,000 of Delta’s common shares (received and valued at \$91,000).

The Company will issue all the remaining shares (600,000 shares issued valued at \$27,000) to the vendor upon execution of the option out agreement and Delta will assume all remaining obligations to the vendor.

The Company will retain a 1.0% NSR. Delta will have the option to buyback a 0.5% NSR for \$500,000 at anytime and will have a right of first refusal on the second 0.5% NSR.

KA Property, Ontario

On July 12, 2023, the Company entered into an option agreement to acquire a 100% interest in the KA Property located in Ontario, Canada, in consideration of the following:

- i) 125,000 common shares or \$10,000 cash and 80,000 common shares upon execution of the agreement (125,000 common shares issued at a value of \$10,000);
- ii) 140,000 common shares or \$15,000 cash and 90,000 common shares on or before July 18, 2024 (140,000 common shares subsequently issued);
- iii) \$25,000 cash and 150,000 common shares on or before July 18, 2025;
- iv) \$50,000 cash and 200,000 common shares on or before July 18, 2026; and
- v) \$50,000 cash and 200,000 common shares on or before July 18, 2027.

The Company will also be required to make advance royalty payments of \$20,000 due annually upon the earlier of the completion of a NI 43-101 compliant resource estimate on the property or the fifth anniversary of the execution date (August 10, 2028), up to the tenth anniversary of the execution date (August 10, 2033).

A 2% NSR will be granted to the vendors with 1% purchasable by the Company for \$250,000. The Company have the right of first refusal on purchasing the remaining 1% of the NSR from the vendors.

9 Accounts payable and accrued liabilities

	June 30, 2024	June 30, 2023
Trade accounts payable	\$ 107,045	\$ 40,770
Accrued liabilities	102,000	54,000
	209,045	94,770

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10 Share capital

Authorized:

The Company's authorized share capital consists of an unlimited number of common shares without par value.

Issuances:

During the year ended June 30, 2024, the Company:

- i) closed a non-brokered private placement of 3,756,667 critical minerals flow-through units at \$0.06 per unit for total gross proceeds of \$225,400. Each flow-through unit is comprised of one common share and one common share purchase warrant of the Company. Each full warrant will entitle the holder to purchase one share at an exercise price of \$0.10 until October 25, 2025. In connection to the private placement, \$37,567 was attributed to the flow-through share premium liability. During the year ended June 30, 2024, the Company completed all of the exploration expenditure commitments and recorded flow-through premium recovery of \$37,567.

Concurrently, the Company closed a non-brokered private placement of 1,830,000 non-flow-through units at \$0.05 per unit for total gross proceeds of \$91,500. Each non-flow-through unit is comprised of one common share and one common share purchase warrant of the Company. Each full warrant will entitle the holder to purchase one share at an exercise price of \$0.10 until October 25, 2025.

In connection with the financing, the Company also paid \$7,320 and granted 134,400 broker warrants (valued at \$4,000) exercisable at \$0.10 until October 25, 2024 as share issuance costs.

- ii) issued 125,000 common shares (valued at \$10,000) pursuant to the acquisition of the KA Property (Note 8).
- iii) issued 250,000 common shares (valued at \$11,250) pursuant to the acquisition of the Star Property (Note 8).
- iv) closed the first tranche of the non-brokered private placement of 6,600,000 non-flow through units at a price of \$0.05 per unit for total gross proceeds of \$330,000, of which \$33,000 was allocated to the warrant component of the unit offering completed. Each non-flow-through unit is comprised of one common share and one share purchase warrant of the Company. Each full warrant will entitle the holder to purchase one share at an exercise price of \$0.07 until June 19, 2027. In connection to the private placement, the Company paid \$22,000 and granted 440,000 broker warrants (valued at \$8,200) exercisable at \$0.07 until June 19, 2025 as share issuance costs.
- v) closed the second tranche of the non-brokered private placement of 520,000 flow-through units at a price of \$0.07 per unit for gross proceeds of \$36,400, of which \$5,200 was allocated to the warrant component of the unit offering completed. Each flow-through unit is comprised of one common share and one share purchase warrant of the Company. Each full warrant will entitle the holder to purchase one share at a price of \$0.10 until June 26, 2026. In connection to the private placement, the Company paid \$1,680 and granted 24,000 broker warrants (valued at \$600) exercisable at \$0.10 until June 26, 2025 as share issuance costs. In connection to the private placement, \$Nil was attributed to the flow-through share premium liability.
- vi) issued 1,800,000 common shares (valued at \$87,000) pursuant to the acquisition of the Laurie Property (Note 8).
- vii) issued 2,150,000 common shares (valued at \$104,500) pursuant to the acquisition of the Horne Property (Note 8).

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10 Share capital (cont'd)

During the year ended June 30, 2023, the Company:

- i) closed a non-brokered private placement of 412,222 flow-through units at \$0.18 per unit for total gross proceeds of \$74,200, of which \$3,092 was allocated to the warrant component of the unit offering completed. Each flow-through unit is comprised of one common share and one-half common share purchase warrant of the Company. Each full warrant will entitle the holder to purchase one share at an exercise price of \$0.24 until July 7, 2024. In connection to the private placement, \$15,458 was attributed to the flow-through share premium liability. During the year ended June 30, 2023, the exploration expenditure commitment was completed and recorded flow-through premium recovery of \$15,458.

Concurrently, the Company closed a non-brokered private placement of 2,666,667 non-flow-through units at \$0.15 per unit for total gross proceeds of \$400,000, of which \$40,000 was allocated to the warrant component of the unit offering completed. Each non-flow-through unit is comprised of one common share and one common share purchase warrant of the Company. Each full warrant will entitle the holder to purchase one share at an exercise price of \$0.24 until July 7, 2024.

In connection with the financing, the Company also paid \$7,500 and granted 47,222 broker warrants with a fair value of \$1,400 exercisable at \$0.24 until July 7, 2024 as share issuance costs.

- ii) issued 1,500,000 common shares (valued at \$165,000) pursuant to the acquisition of the Greenwater Lake, Kekekuab Lake and Sun Gold Property (Note 8).
- iii) closed a non-brokered private placement of 6,425,000 non-flow-through units at \$0.08 per unit for total gross proceeds of \$514,000. Each non-flow-through unit is comprised of one common share and one common share purchase warrant of the Company. Each full warrant will entitle the holder to purchase one share at an exercise price of \$0.12 until April 4, 2025.

In connection with the financing, the Company paid \$19,200 as share issuance costs.

- iv) issued 500,000 common shares (valued at \$70,000) pursuant to the acquisition of the Star Lake Property (Note 8).
- v) issued 200,000 common shares (valued at \$28,000) pursuant to the acquisition of the Laurie Property (Note 8).
- vi) issued 200,000 common shares (valued at \$28,000) pursuant to the acquisition of the Horne Property (Note 8).

Share purchase warrants:

Details of share purchase warrant activity for the year ended June 30, 2024 and 2023:

Share purchase warrants outstanding	Year ended June 30, 2024		Year ended June 30, 2023	
	Number of warrants	Weighted average exercise price	Number of warrants	Weighted average exercise price
	#	\$	#	\$
Outstanding – beginning of year	11,361,667	0.18	5,108,333	0.39
Granted	13,305,067	0.08	9,345,000	0.16
Expired/forfeited	(2,063,889)	0.30	(3,091,666)	0.45
Outstanding – end of year	22,602,845	0.11	11,361,667	0.18

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10 Share capital (cont'd)

Share purchase warrants (cont'd):

As at June 30, 2024, the Company has outstanding share purchase warrants as follows:

Expiry Date	Number of Warrants Outstanding and Exercisable	Exercise Price
	#	\$
July 7, 2024*	206,111	0.24
July 7, 2024*	2,666,667	0.24
October 24, 2024*	134,400	0.10
April 4, 2025	6,425,000	0.12
June 19, 2025	440,000	0.07
June 26, 2025	24,000	0.10
October 24, 2025	3,756,667	0.10
October 24, 2025	1,830,000	0.10
June 26, 2026	520,000	0.10
June 19, 2027	6,600,000	0.07
	22,602,845	

* Subsequently expired.

The fair value of brokers' warrants was calculated using the Black-Scholes Option Pricing Model for total reserves of \$12,800 (2023 - \$1,400) based on the following weighted average assumptions:

	Year Ended June 30, 2024	Year Ended June 30, 2023
Risk-free interest rate	4.08%	0.94%
Expected life of broker's warrants	1.00 years	1.00 years
Annualized volatility	145.13%	98.88%
Dividend yield	0%	0%
Fair value per broker's warrants	\$0.021	\$0.010

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11 Share-based compensation

The Company has a Stock Option Plan (the “Plan”) under which it is authorized to grant options to directors, officers, consultants and employees of the Company. The number of options granted under the Plan is limited to 10% of the number of issued and outstanding common shares of the Company at the date of the grant of the options. The maximum number of common shares reserved for issue to any one person under the plan cannot exceed 5% of the issued and outstanding number of common shares at the date of the grant of the options and the maximum number of common shares reserved for issue to a consultant or a person engaged in investor relations activities cannot exceed 2% of the issued and outstanding number of common shares at the date of the grant of the options. The exercise price of options granted under the Plan may not be less than the discounted market price (as that term is defined in the policies of the Exchange) of the Company’s common shares at the date the options are granted. Options granted under the Plan have a maximum term of five years, are non-transferable and expire within 90 days of termination of employment or holding office as a director, officer, employee or consultant of the Company and in the case of death, expire within one year thereafter. The options generally vest on the date of grant, however, the Board of Directors may specify a vesting period on a grant-by-grant basis.

During the year ended June 30, 2024, the Company did not grant any stock options.

During the year ended June 30, 2023, the Company:

- i) granted incentive stock options to purchase 500,000 common shares at a price of \$0.10 until March 8, 2025.
- ii) granted incentive stock options to purchase 1,500,000 common shares at a price of \$0.11 until April 13, 2026.
- iii) granted incentive stock options to purchase 100,000 common shares at a price of \$0.10 until April 25, 2024.

The fair value of options granted was calculated using the Black-Scholes Option Pricing Model for total share-based payment expense of \$Nil (2023 - \$125,200) based on the following weighted average assumptions:

	Year Ended June 30, 2024	Year Ended June 30, 2023
Risk-free interest rate	-	3.89%
Expected life of options	-	2.67 years
Annualized volatility	-	112.03%
Dividend yield	-	0%
Fair value per option	-	\$0.060

Details of stock option activity for the year ended June 30, 2024 and 2023:

Stock options outstanding	Year ended June 30, 2024		Year ended June 30, 2023	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
	#	\$	#	\$
Outstanding – beginning of year	3,600,000	0.20	2,016,667	0.39
Granted	-	-	2,100,000	0.11
Expired/forfeited	(1,600,000)	0.31	(516,667)	0.57
Outstanding – end of year	2,000,000	0.11	3,600,000	0.20

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11 Share-based compensation (cont'd)

As at June 30, 2024, share purchase options outstanding have a weighted average remaining contractual life of 1.51 years (2023 – 1.58 years).

The following table discloses the number of options and vested options outstanding as at June 30, 2024:

Number of options outstanding	Number of options vested	Exercise price	Expiry date
#	#	\$	
500,000	500,000	0.10	March 8, 2025
1,500,000	1,500,000	0.11	April 13, 2026
2,000,000	2,000,000		

12 Related party transactions

The Company's related parties include its subsidiaries and key management personnel. Transactions with related parties for goods and services are made on normal commercial terms and are considered to be at arm's length.

During the years ended June 30, 2024 and 2023, the Company incurred the following expenses charged by key management personnel and companies controlled by key management personnel:

	Year ended June 30, 2024	Year ended June 30, 2023
	\$	\$
Consulting	12,000	23,500
Office management services	144,000	147,000
Share-based compensation	-	41,440
	156,000	211,940

Included in accounts payable and accrued liabilities at June 30, 2024 is \$99,300 (2023 - \$27,150) owed to companies owned by current officers/directors of the Company.

During the year ended June 30, 2024, the Company:

- i) paid or accrued consulting fee of \$12,000 (2023 - \$12,000) to an officer for consulting services provided.
- ii) paid or accrued consulting fee of \$Nil (2023 - \$11,500) to a director for consulting services provided.
- iii) paid or accrued office management fees of \$144,000 (2023 - \$147,000) to a company owned by an officer and director for management services provided.
- iv) recorded share-based compensation of \$Nil (2023 - \$41,440) related to options granted to officers and directors of the Company.

During the year ended June 30, 2023, the Company received a non-interest-bearing loan of \$5,000 from a company controlled by key management personnel.

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12 Related party transactions (cont'd)

During the year ended June 30, 2024, the Company received an additional non-interest-bearing loan of \$50,000 from a company controlled by key management personnel, which the Company made a repayment of \$55,000.

As of June 30, 2024, the amount owed to a company controlled by key management personnel is \$Nil (2023 - \$5,000).

13 Segmented information

The Company's primary business is the acquisition and exploration of exploration and evaluation assets. Geographic information is as follows:

	June 30, 2024	June 30, 2023
	\$	\$
Exploration and evaluation assets		
Canada	626,059	392,880
United States	18,447	-
	644,506	392,880

14 Capital management

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern to pursue the development of its mineral properties and to maintain a flexible capital structure which optimizes the cost of capital within a framework of acceptable risk. In the management of capital, the Company includes the components of shareholders' equity (deficit), as well as cash.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Company may issue new shares, issue new debt, acquire or dispose of assets or adjust the amount of cash.

The Company is dependent on the capital markets as its primary source of operating capital and the Company's capital resources are largely determined by the strength of the junior resource markets and by the status of the Company's projects in relation to these markets, and its ability to compete for investor support of its projects. The Company is not subject to any externally imposed capital requirements. There were no changes in the Company's approach to capital management during the year.

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15 Income taxes

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

	June 30, 2024	June 30, 2023
Loss for the year	\$ (486,712)	\$ (6,097,358)
Expected income tax recovery	\$ (131,000)	\$ (1,646,000)
Change in statutory, foreign tax, foreign exchange rates and other	-	(2,000)
Permanent differences	(6,000)	31,000
Impact of flow through share	61,000	20,000
Share issue costs	(8,000)	(7,000)
Adjustment to prior year versus statutory tax returns and expiry of non-capital losses	(5,000)	4,000
Change in unrecognized deductible temporary differences	89,000	1,600,000
Total income tax expenses (recovery)	\$ -	\$ -

The significant components of the Company's deferred tax assets that have not been included on the consolidated statement of financial position are as follows:

	June 30, 2024	June 30, 2023
<i>Deferred tax assets (liabilities)</i>		
Exploration and evaluation assets	\$ 2,826,000	\$ 2,891,000
Property and equipment	1,000	1,000
Share issue costs	15,000	16,000
Marketable securities	3,000	-
Allowable capital losses and other	49,000	49,000
Non-capital losses and other	2,365,000	2,213,000
	5,259,000	5,170,000
Unrecognized deferred tax assets	(5,259,000)	(5,170,000)
Net deferred tax assets	\$ -	\$ -

	June 30, 2024	Expiry Date Range	June 30, 2023	Expiry Date Range
<i>Temporary differences</i>				
Exploration and evaluation assets	\$ 10,467,000	No expiry date	\$ 10,705,000	No expiry date
Property and equipment	5,000	No expiry date	6,000	No expiry date
Share issue costs	54,000	2045 to 2048	57,000	2044 to 2047
Marketable securities	21,000	No expiry date	-	No expiry date
Allowable capital losses and other	181,000	No expiry date	181,000	No expiry date
Non-capital losses available for future period	8,758,000	2030 to 2044	8,195,000	2030 to 2043

Tax attributes are subject to review, and potential adjustment, by tax authorities.

16 Subsequent event

Subsequent to June 30, 2024, the Company:

- i) granted incentive stock options to purchase 2,300,000 common shares at a price of \$0.05 until September 28, 2026
- ii) issued 140,000 common shares pursuant to the acquisition of KA Property (Note 8).