

SHERPA II HOLDINGS CORP.

Financial Statements

For the years ended June 30, 2024, and 2023

Presented in Canadian dollars



DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

Independent Auditor's Report

To the Shareholders of Sherpa II Holdings Corp.

Opinion

We have audited the financial statements of Sherpa II Holdings Corp. (the "Company"), which comprise the statements of financial position as at June 30, 2024 and 2023, and the statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the years then ended, and notes to the financial statements, including a summary of material accounting policies.

In our opinion, the accompanying 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 International Financial Reporting Standards.

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 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 financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 to the financial statements, which describes events or conditions that indicate the existence of a material uncertainty 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 financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Except for the matter described in the Material Uncertainty Related to Going Concern section, we have determined that there are no other key audit matters to communicate in our report.

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Other Information

Management is responsible for the other information. The other information comprises the information included in Management's Discussion and Analysis.

Our opinion on the 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 financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the 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 Financial Statements

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

In preparing the 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 Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 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 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 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period 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 Barry Hartley.



DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, BC

October 10, 2024

SHERPA II HOLDINGS CORP.
 Statements of Financial Position
 (Expressed in Canadian Dollars)

	Note	June 30, 2024	June 30, 2023
Assets			
Current assets			
Cash		\$ 59,904	\$ 8,169
Receivable	5	796	555
Prepaid expenses		8,010	7,886
Total current assets		68,710	16,610
Exploration and evaluation asset	6	742,700	742,700
Total assets		\$ 811,410	\$ 759,310
Liabilities and shareholders' equity			
Current liabilities			
Accounts payable and accrued liabilities	9	\$ 23,334	\$ 47,413
Total liabilities		23,334	47,413
Shareholders' equity			
Share capital	7,8	1,389,913	1,199,194
Share-based payment reserve	8	68,870	98,800
Deficit		(670,707)	(586,097)
Total shareholders' equity		788,076	711,897
Total liabilities and shareholders' equity		\$ 811,410	\$ 759,310

Nature and continuance of operations and going concern (Note 1)
 Subsequent event (Note 13)

These financial statements were authorized for issue by the Board of Directors on October 10, 2024.
 They are signed on behalf of the Board of Directors by:

"Thomas O'Neill"
 Thomas O'Neill, President

"Robert Scott"
 Robert Scott, Director

SHERPA II HOLDINGS CORP.
Statements of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)

		For the Years Ended	
	Note	June 30, 2024	June 30, 2023
Expenses			
General and administrative		\$ 51,328	\$ 52,924
Transfer agent and filing fees		18,542	13,969
Consulting fees	9	18,000	18,000
Professional fees		26,670	27,050
Stock-based compensation	8	20,938	-
Reversal of flow-through share premium liability	7	-	(68,885)
Net and comprehensive loss		\$ (135,478)	\$ (43,058)
Weighted average number of common shares		18,736,026	15,631,000
Basic and diluted loss per share		\$ (0.01)	\$ (0.00)

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

SHERPA II HOLDINGS CORP.

Statement of Changes in Shareholders' Equity

(Expressed in Canadian Dollars)

		Share capital		Share-based payment reserve	Deficit	Total shareholders' equity
	Note	Number	Amount			
Balance, June 30, 2022		15,631,000	\$ 1,199,194	\$ 98,800	\$ (543,039)	\$ 754,955
Net and comprehensive loss		-	-	-	(43,058)	(43,058)
Balance, June 30, 2023		15,631,000	1,199,194	98,800	(586,097)	711,897
Shares issued for cash	8	3,125,000	125,000	-	-	125,000
Share issuance costs	8	-	(8,281)	-	-	(8,281)
Shares issued for exercise of warrants	8	1,480,000	74,000	-	-	74,000
Fair value of expired options	8	-	-	(50,868)	50,868	-
Stock-based compensation	8	-	-	20,938	-	20,938
Net and comprehensive loss		-	-	-	(135,478)	(135,478)
Balance, June 30, 2024		20,236,000	\$ 1,389,913	\$ 68,870	\$ (670,707)	\$ 788,076

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

SHERPA II HOLDINGS CORP.
 Statements of Cash Flows
 (Expressed in Canadian Dollars)

	For the Years Ended	
	June 30,2024	June 30,2023
Cash provided by (used in):		
Operating activities:		
Net loss	\$ (135,478)	\$ (43,058)
Items not effecting cash		
Stock-based compensation	20,938	-
Reversal of flow-through share premium liability	-	(68,885)
Changes in non-cash working capital item:		
Receivables and prepaids expenses	(365)	16,036
Accounts payable and accrued liabilities	(21,336)	23,083
Cash used in operating activities	(136,241)	(72,824)
Investing activities:		
Exploration and evaluation assets	(22,231)	(428,729)
Reimbursement of expenditures from joint operation partner	19,488	51,251
Cash used in investing activities	(2,743)	(377,478)
Financing activities:		
Issuance of shares, net of issuance costs	116,719	-
Proceeds from warrant exercise	74,000	-
Cash provided by financing activities	190,719	-
Change in cash	51,735	(450,302)
Cash, beginning	8,169	458,471
Cash, ending	\$ 59,904	\$ 8,169

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

SHERPA II HOLDINGS CORP.

Notes to the Financial Statements

For the years ended June 30, 2024 and 2023

(Expressed in Canadian Dollars)

1. NATURE AND CONTINUANCE OF OPERATIONS AND GOING CONCERN

Sherpa II Holdings Corp. (the "Company") was incorporated under the British Columbia Business Corporations Act on January 18, 2018. The Company was formed for the primary purpose of completing an Initial Public Offering ("IPO") on the TSX Venture Exchange ("Exchange" or "TSX-V") as a Capital Pool Company ("CPC") as defined in Policy 2.4 of the Exchange. On December 15, 2020, the Company completed its Qualify Transaction (the "Transaction") (Note 6). Subsequently, the Company is engaged in the business of mineral exploration. The head office of the Company is located at Suite 918 – 1030 West Georgia Street, Vancouver, British Columbia V6E 2Y3 and the registered and records office of the Company is located at Suite 2200 – 885 West Georgia Street, Vancouver, British Columbia V6C 3E8. The Company is listed on the TSX-V and trades under the symbol "SHRP".

The Company incurred a loss of \$135,478 for the year ended June 30, 2024 (2023 - \$43,058). As at June 30, 2024, the Company had an accumulated deficit of \$670,707 (2023 - \$586,097). Consequently, continuing business as a going concern is dependent upon the ability of the Company to carry on its exploration projects, generation of positive cash flows, and obtain additional debt or equity financing, all of which are uncertain. These material uncertainties may cast significant doubt on the Company's ability to continue as a going concern.

For significant expenditures, the Company will depend almost exclusively on external capital. Such external capital will include the issuance of additional equity shares. There can be no assurance that capital will be available, as necessary, to meet the Company's operating commitments and development plans. The issuance of additional equity securities by the Company will result in dilution to the equity interests of current shareholders. The Company's future capital requirements will depend on many factors, including the operating costs, the current capital market environment and global market conditions. The continued operations of the Company are dependent on its ability to develop a sufficient financing plan, receive continued financial support from related parties, complete sufficient public equity financing, and ultimately generate profitable operations in the future. The Company has no assurance that it will be successful in its efforts. If the Company is unable to obtain financing in the amounts and on terms deemed acceptable, the future success of the business could be adversely affected. These factors indicate a material uncertainty in the Company's ability to continue operating as a going concern.

2. BASIS OF PREPARATION

The financial statements were authorized for issuance on October 10, 2024 by the directors of the Company.

(a) Statement of Compliance with International Financial Reporting Standards

The Company's financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

(b) Basis of preparation

These financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit or loss ("FVTPL"), which are stated at their fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information. The significant accounting policies, as disclosed, have been applied consistently to all periods presented in these financial statements.

SHERPA II HOLDINGS CORP.

Notes to the Financial Statements

For the years ended June 30, 2024 and 2023

(Expressed in Canadian Dollars)

(c) Presentation and functional currency

The presentation and functional currency of the Company is the Canadian dollar. All amounts in these financial statements are expressed in Canadian dollars, unless otherwise indicated.

(d) Significant accounting judgement and estimates

The preparation of financial statements in accordance with IFRS requires management to make certain critical accounting estimates and assumptions about the future and to exercise judgment in applying the Company's accounting policies. Actual results could differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. The impacts of changes to estimates are recognized in the period estimates are revised and in future periods affected. The critical judgments and assumptions made by management and other major sources of measurement uncertainty are discussed in Note 4.

3. MATERIAL ACCOUNTING POLICIES

(a) Financial Instruments

(i) Classification

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by instrument basis) to designate them as FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or the Company has opted to measure them at FVTPL.

The following table shows the classification of financial instruments under IFRS 9:

	Classification
Cash	FVTPL
Accounts payable	Amortized cost

(ii) Measurement

Financial assets at FVTOCI

Elected investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses recognized in other comprehensive income (loss).

Financial assets and liabilities at amortized cost

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

SHERPA II HOLDINGS CORP.

Notes to the Financial Statements

For the years ended June 30, 2024 and 2023

(Expressed in Canadian Dollars)

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in profit and loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in profit and loss in the period in which they arise. Where management has opted to recognize a financial liability at FVTPL, any changes associated with the Company's own credit risk will be recognized in other comprehensive income (loss).

(iii) Derecognition

Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in profit and loss. However, gains and losses on derecognition of financial assets classified as FVTOCI remain within accumulated other comprehensive income (loss).

Financial liabilities

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. Generally, the difference between the carrying amount of the financial liability derecognized at the consideration paid or payable, including any non-cash assets transferred or liabilities assumed, is recognized in profit and loss.

(b) Exploration and Evaluation Expenditures

Exploration and evaluation expenditures include the costs of acquiring licenses, costs associated with exploration and evaluation activity, and the fair value (at acquisition date) of exploration and evaluation assets acquired in a business combination. Exploration and evaluation expenditures are capitalized. Costs incurred before the Company has obtained the legal rights to explore an area are recognized in profit or loss. Government tax credits are recorded as a reduction to the cumulative costs incurred and capitalized on the related property in the period it is received.

Once the technical feasibility and commercial viability of the extraction of resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mining property and development assets within property, plant and equipment.

Recoverability of the carrying amount of any exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

(c) Impairment of Non-Financial Assets

Impairment tests on non-financial assets, including exploration and evaluation assets are undertaken whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount, which is the higher of value in use and fair value less costs to sell, the asset is written down accordingly.

SHERPA II HOLDINGS CORP.

Notes to the Financial Statements

For the years ended June 30, 2024 and 2023

(Expressed in Canadian Dollars)

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. The recoverable amount is the higher of the asset's fair value less costs to sell and value in use.

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the asset's cash-generating unit, which is the lowest group of assets in which the asset belongs for which there are separately identifiable cash inflows that are largely independent of the cash inflows from other assets.

An impairment loss is charged to profit or loss, except to the extent it reverses gains previously recognized in profit or loss.

(d) Income Taxes

Current income tax

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the countries where the Company operates and generates taxable income. Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred income tax

Deferred income tax is provided using the asset and liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

(e) Income and Loss per Share

Basic income and loss per share amounts are calculated by dividing income or loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the reporting period. Diluted income or loss per share amounts are determined by adjusting the weighted average number of common shares outstanding for the effects of all dilutive potential common shares.

(f) Share Capital

The Company records proceeds from the issuance of its common shares as equity. Proceeds received on the issuance of common shares are allocated to common share component. The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units.

SHERPA II HOLDINGS CORP.

Notes to the Financial Statements

For the years ended June 30, 2024 and 2023

(Expressed in Canadian Dollars)

The residual value method first allocates value to the most easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component.

The fair value of the common shares issued in the private placement was determined to be the more reliably measurable component and were valued at their fair value, as determined by the closing quoted price on the issuance date. The remaining proceeds, if any, are allocated to the attached warrants. Any fair value attributed to the warrants is recorded as share-based compensation reserve. Management does not expect to record a value to the warrant in most equity issuances as unit private placements are commonly priced at market or at a permitted discount to market. If the warrants are issued as share issuance costs, the fair value of agent's warrants are measured using the Black-Scholes Option Pricing Model and recognized in equity as a deduction from the proceeds.

(g) Share-Based Payments

Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instrument issued, if it is determined the fair value of the goods or services cannot be reliably measured and are recorded at the date the goods or services are received. The corresponding amount is recorded to the share-based payments reserve. The fair value of options is determined using the Black-Scholes Option Pricing Model. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted, shall be based on the number of equity instruments that eventually vest.

(h) Flow-Through Shares

Pursuant to the terms of the flow-through share agreements, flow-through shares transfer the tax deductibility of qualifying resource expenditures to investors. On issuance, the Company bifurcates the flow-through shares 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 expenses being incurred, the Company derecognizes the liability on a pro-rata basis and recognizes a deferred tax recovery for the amount of tax reduction renounced to the shareholders.

(i) Joint Arrangements

The Company applies IFRS 11 to all joint arrangements. Under IFRS 11 investments in joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations each investor. The Company's joint arrangement is classified as a joint operation.

The Company recognizes its direct right to the assets, liabilities, revenues and expenses of the joint operation and its share of any jointly held or incurred assets, liabilities, revenues and expenses. These have been incorporated in the financial statements under the appropriate headings. Details of the joint operation are set out in Note 6.

(j) New accounting pronouncements

In April 2024, the IASB issued IFRS 18, Presentation and Disclosure of Financial Statements (IFRS 18), which replaces IAS 1, Presentation of Financial Statements. IFRS 18 introduces a specified structure for the income statement by requiring income and expenses to be presented into the three defined categories of operating, investing and financing, and by specifying certain defined totals and subtotals.

SHERPA II HOLDINGS CORP.

Notes to the Financial Statements

For the years ended June 30, 2024 and 2023

(Expressed in Canadian Dollars)

Where company-specific measures related to the income statement are provided, IFRS 18 requires companies to disclose explanations around these measures, which are referred to as management defined performance measures. IFRS 18 also provides additional guidance on principles of aggregation and disaggregation which apply to the primary financial statements and the notes.

IFRS 18 will not affect the recognition and measurement of items in the financial statements, nor will it affect which items are classified in other comprehensive income and how these items are classified. The standard is effective for reporting periods beginning on or after January 1, 2027, including for interim financial statements. Retrospective application is required, and early application is permitted. The Company is currently assessing the effect of this new standard on its financial statements.

There are no other new accounting pronouncements that are materially applicable to the Company.

4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

Significant accounting judgments

The critical judgments, apart from those involving estimations, that management has made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognized in the financial statements are as follows:

Going concern

The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay for its ongoing operating expenditures and meet its liabilities for the ensuing year involves significant judgment based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances.

Impairment of long-lived assets

The Company evaluates each long-term asset each reporting period to determine if there are any indications of impairment. If any such indications exist, an estimate of the recoverable amount is performed and an impairment loss is recognized to the extent that the carrying amount exceeds the recoverable amount. The estimates and assumptions used to estimate the recoverable amount of the long-lived assets are subject to risk and uncertainty and there is the possibility that changes in circumstances will alter these estimates and assumptions.

Key sources of estimation uncertainty

The key assumptions management has made about the future and other major sources of estimation uncertainty at the date of the statement of financial position that have significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year are as follows:

Income taxes

The Company recognizes deferred tax assets for deductible temporary differences, unused tax losses and other income tax deductions only to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, unused tax losses and other income tax deductions can be utilized.

SHERPA II HOLDINGS CORP.

Notes to the Financial Statements

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(Expressed in Canadian Dollars)

In assessing the probability of realizing the income tax benefits of deductible temporary differences, unused tax losses and other income tax deductions, management makes estimates related to expectations of future taxable income, applicable tax planning opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. The likelihood that tax positions taken will be sustained upon examination by applicable tax authorities is assessed based on individual facts and circumstances of the relevant tax position evaluated in light of all available evidence.

As at June 30, 2024 and 2023, the Company has not recognized any deferred tax assets for deductible temporary differences. Changes in any of the above-mentioned estimates can materially affect the amount of income tax assets recognized. In addition, where applicable tax laws and regulations are either unclear or subject to varying interpretations, changes in these estimates can occur that materially affect the amounts of income tax assets recognized. The Company reassesses unrecognized income tax assets at the end of each reporting period.

5. RECEIVABLE

The Company's receivable consists of GST receivable.

6. EXPLORATION AND EVALUATION ASSETS

By agreement dated August 17, 2020, and amended on September 23, 2020, the Company entered into a purchase agreement (the "Bakar Purchase Agreement") with District Metals Corp. ("District") to acquire an 80% undivided interest in five mineral claims (the "Bakar Claims") located in northwestern Vancouver Island, British Columbia, and a 100% undivided interest in all technical data relating to the Bakar Claims (the "Transaction"). The Transaction closed on December 15, 2020. The Company acquired the Bakar Claims and all technical data for total consideration of:

- \$50,000 cash payment (paid);
- 1,000,000 common shares of the Company (issued with a fair value of \$80,000);
- \$200,000 in work expenditures within six months of closing (the "Required Expenditures") (incurred); and
- Carry over of the 2.0% net smelter royalty ("NSR") from the royalty agreement dated July 12, 2019 between District and Longford Capital Corp. on one of the eight mineral claims that comprises the Bakar Claims. The 2.0% NSR may be repurchased entirely for \$6,500,000 cash.

In connection with the Transaction, the Company entered into an unincorporated joint operation with District with respect to their respective joint ownership of the Bakar Claims. During the year ended June 30, 2022, the Company incurred the Required Expenditures pursuant to the Bakar Purchase Agreement, and therefore, pursuant to the Joint Operation, all additional expenditures are to be split on the basis of the relative ownership in the Bakar claims.

On November 10, 2022, the Company ratified an Exploration Management Agreement (the "Agreement") between the Company and District effective August 31, 2021, whereby District will conduct the exploration on the Bakar property. Pursuant to the Agreement, District will charge the Company a management fee of 10%, based off eligible flow-through expenditures incurred at the Bakar property. During the year ended June 30, 2024, the Company incurred a management fee of \$1,936 pursuant to the Agreement, which contributed to increasing District's ownership in the Bakar property.

Effective January 1, 2023, the Company amended the joint operation agreement whereby District would fund 100% of the next phase of expenditures to a maximum of \$330,000 to earn back pro-rata ownership in the property, along with application of the 10% management fee of \$33,000, to a maximum of 54% (the "Amended Agreement"). During the year ended June 30, 2024, the Company incurred \$19,363 of expenditures which were funded by District (2023 - \$6,195).

SHERPA II HOLDINGS CORP.

Notes to the Financial Statements

For the years ended June 30, 2024 and 2023

(Expressed in Canadian Dollars)

Costs incurred with respect to the property are summarized below:

	Bakar Property
Acquisition Costs	
Balance, June 30, 2022	\$ 130,000
Additions	-
Balance, June 30, 2023	130,000
Additions	-
Balance, June 30, 2024	\$ 130,000
Deferred Exploration Costs	
Balance, June 30, 2022	\$ 236,042
Additions	466,520
Charged back to District Metals Corp.	(89,862)
Balance, June 30, 2023	612,700
Additions	21,299
Charged back to District Metals Corp.	(21,299)
Balance, June 30, 2024	\$ 612,700
Total	
Balance, June 30, 2023	\$ 742,700
Balance, June 30, 2024	\$ 742,700

7. FLOW-THROUGH SHARE PREMIUM LIABILITY

On November 26, 2021, the Company completed a private placement whereby the Company issued 3,500,000 flow-through common shares for gross proceeds of \$350,000. The flow-through shares were issued at a premium of \$0.02 per flow-through share, calculated as the difference in the price per flow-through unit and the price of a standard unit sold as part of the same offering, as tax deductions generated by the eligible expenditures will be passed through to the shareholders of the flow-through shares once the eligible expenditures are incurred and renounced. The total flow-through share premium liability related to the 3,500,000 flow-through common shares is \$70,000 and represents the Company's obligation to spend \$350,000 on eligible expenditures.

As of June 30, 2024, the Company had incurred the total eligible expenditure of \$350,000 resulting in the reversal of the remaining flow-through premium liability:

Balance, June 30, 2022	\$ 68,885
Reversal of flow-through premium	(68,885)
Balance, June 30, 2023, and June 30, 2024	\$ -

8. SHARE CAPITAL

Common shares

As of June 30, 2024, the Company had an unlimited number of common shares authorized without par value and 20,236,000 (2023 – 15,631,000) common shares outstanding. As of June 30, 2024, no shares were held in escrow (2023 – 910,000).

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Notes to the Financial Statements

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Year ended June 30, 2024:

On July 27, 2023, the Company completed a private placement for aggregate gross proceeds of \$125,000, which consisted of 3,125,000 units at \$0.04 per unit. Each unit consists of one common share and one common share purchase warrant, which is exercisable into one additional common share at an exercise price of \$0.05 for a period of 5 years. No value was ascribed to the common share purchase warrants using the residual value method. The Company incurred share issuance costs of \$8,281 in connection with the financing.

On May 9, 2024, 730,000 warrants were exercised at an exercise price of \$0.05, for gross proceeds of \$36,500.

On May 15, 2024, 750,000 warrants were exercised at an exercise price of \$0.05, for gross proceeds of \$37,500.

Year ended June 30, 2023:

The Company did not issue any common shares during the year ended June 30, 2023.

Warrants

A continuity schedule of the Company's outstanding warrants for the years ended June 30, 2024 and 2023 is as follows:

	June 30, 2024		June 30, 2023	
	Number outstanding	Weighted average exercise price	Number outstanding	Weighted average exercise price
Outstanding, beginning	5,000,000	\$ 0.14	5,000,000	\$ 0.14
Granted	3,125,000	0.05	-	-
Exercised	(1,480,000)	0.05	-	-
Outstanding, ending	6,645,000	\$ 0.12	5,000,000	\$ 0.14

At June 30, 2024, the Company had outstanding warrants exercisable to acquire common shares of the Company as follows:

Expiry date	Warrants outstanding	Exercise price	Remaining contractual life (in years)
November 26, 2025	3,500,000	\$ 0.15	1.41
November 26, 2025	1,500,000	\$ 0.12	1.41
July 27, 2028	1,645,000	\$ 0.05	4.08

Stock Options

The Company has adopted a stock option plan, pursuant to which the Board of Directors of the Company may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, and technical consultants to the Company, nontransferable options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares exercisable for a period of up to five years from the date the common shares are listed on the Exchange.

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The number of common shares reserved for issuance to any individual director or officer will not exceed 5% of the issued and outstanding common shares and the number of common shares reserved for issuance to all technical consultants will not exceed 2% of the issued and outstanding common shares. Options may vest immediately on grant, or over a period as determined by the Board of Directors.

The Black-Scholes Option Pricing Model inputs for stock options granted during the year ended June 30, 2024, are as follows:

Grant Date	Expiry Date	Share Price at Grant Date	Exercise Price	Risk-Free Interest Rate	Expected Life (in years)	Volatility Factor	Dividend Yield	Fair Value
July 27, 2023	July 27, 2028	\$0.04	\$0.05	3.97%	5	71%	0%	\$0.02
September 21, 2023	September 21, 2028	\$0.04	\$0.05	4.33%	5	70%	0%	\$0.02

During the year ended June 30, 2024, the Company recognized stock-based compensation of \$20,938 (2023: \$Nil).

A continuity schedule of the Company's outstanding stock options for the years ended June 30, 2024 and 2023 is as follows:

	June 30, 2024		June 30, 2023	
	Number outstanding	Weighted average exercise price	Number outstanding	Weighted average exercise price
Outstanding, beginning	1,350,000	\$ 0.12	1,350,000	\$ 0.12
Granted	925,400	0.05	-	-
Expired	(890,400)	0.11	-	-
Outstanding and exercisable, ending	1,385,000	\$ 0.08	1,350,000	\$ 0.12

The fair value of the 890,400 options that expired unexercised was \$50,868, which was reclassified to deficit during the year ended June 30, 2024 (2023 - \$nil).

At June 30, 2024, the Company had stock options outstanding to acquire common shares of the Company as follows:

Expiry date	Options outstanding	Options exercisable	Exercise price	Remaining contractual life (in years)
December 8, 2026	474,600	474,600	\$ 0.15	2.44
July 27, 2028	485,000	485,000	\$ 0.05	4.08
September 21, 2028	425,400	425,400	\$ 0.05	4.23

Share-based payment reserve

The share-based payment reserve records items recognized as stock-based compensation expense and other share-based payments until such time that the stock options or warrants are exercised, at which time the corresponding amount will be transferred to share capital.

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Notes to the Financial Statements

For the years ended June 30, 2024 and 2023

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9. RELATED PARTY TRANSACTIONS

Key management personnel are persons responsible for planning, directing and controlling the activities of an entity, and include the Company's officers and directors. During the year ended June 30, 2024, the Company paid an officer \$18,000 (2023 - \$18,000) for consulting fees. There was \$Nil owing to related parties as of June 30, 2024 (2023 - \$3,000).

10. FINANCIAL INSTRUMENTS

Categories of financial instruments and fair value measurements

The Company's financial assets and liabilities are classified as follows:

	June 30, 2024	June 30, 2023
Financial assets:		
<i>Fair value through profit and loss</i>		
Cash	\$ 59,904	\$ 8,169
Financial liabilities:		
<i>Other financial liabilities</i>		
Accounts payable	\$ -	\$ 24,675

The fair values of the Company's cash and accounts payable approximate their carrying amounts due to the short-term nature of these instruments.

Management of financial risks

The Company's financial instruments expose the Company to certain financial risks, including credit risk, liquidity risk, interest rate risk and foreign currency risk.

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. At June 30, 2024, the Company was exposed to credit risk on its cash.

The Company's cash is held with a high credit quality financial institution in Canada and as at June 30, 2024, management considers its exposure to credit risk to be low.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with its financial liabilities. The Company manages liquidity risk by maintaining adequate cash and managing its capital and expenditures.

At June 30, 2024, the Company had cash of \$59,904 (June 30, 2023 - \$8,169) and accounts payable and accrued liabilities of \$23,334 (June 30, 2023 - \$47,413) with contractual maturities of less than one year. However, the Company assessed its liquidity risk as high as at June 30, 2024 as management will need additional financing to continue its operations.

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Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company's financial assets and financial liabilities are not exposed to interest rate risk due to their short-term nature and maturity. The Company is not exposed to interest rate risk at June 30, 2024.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates. The Company is exposed to foreign currency risk to the extent that it has monetary assets and liabilities denominated in foreign currencies. As at June 30, 2024, the Company is not exposed to foreign currency risk, as it does not have cash or payables denominated in a foreign currency.

11. INCOME TAXES

A reconciliation of the expected income tax recovery to the actual income tax recovery is as follows:

	Year Ended June 30, 2024	Year Ended June 30, 2023
Net loss	\$ (135,478)	\$ (43,058)
Statutory income tax rate	27%	27%
Expected income tax recovery	(36,579)	(11,626)
Permanent differences and other	57,425	(18,599)
Flow-through shares adjustment	-	38,995
Change in valuation allowance	(20,846)	(8,770)
Tax recovery	\$ -	\$ -

The significant components of deferred income tax assets and liabilities are as follows:

	June 30, 2024	June 30, 2023
Non-capital loss	\$ 208,377	\$ 176,603
Share issuance costs	2,607	1,227
Exploration and evaluation assets	(148,500)	(94,500)
Valuation allowance	(62,484)	(83,330)
	\$ -	\$ -

The Company has non-capital losses of approximately \$771,766 that may be carried forward and applied against taxable income in future years. These losses, if not utilized, will expire commencing 2038.

12. MANAGEMENT OF CAPITAL

The Company's capital structure consists of cash and share capital. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to complete a Qualifying Transaction. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

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In order to carry out the planned activities and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management since inception. The Company is not subject to external capital requirements.

13. SUBSEQUENT EVENT

On July 9, 2024, the Company granted 630,000 options to directors and officers of the Company. The options are exercisable for a period of five years at a price of \$0.05 per share.