FALCON
GOLD CORP

Condensed Interim Consolidated Financial Statements

March 31, 2025

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

NOTICE OF NO AUDITOR REVIEW OF THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

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

The accompanying unaudited condensed interim consolidated financial statements of the Company for the six months ended March 31, 2025 have been prepared by and are the responsibility of the Company's management, and have not been reviewed by the Company's auditors.

FALCON GOLD CORP.
Condensed Interim Consolidated Statements of Financial Position
As at March 31, 2025 and June 30, 2024
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)

	March 31, 2025	June 30, 2024
ASSETS		
Current		
Cash	$ 24,014	$ 55,748
Amounts receivable (Note 9)	108,700	91,955
Marketable securities (Note 6)	205,616	217,038
Prepaid expenses (Note 9)	128,902	100,813
	$ 467,232	$ 465,554
LIABILITIES		
Current		
Accounts payable and accrued liabilities (Note 9)	$ 1,221,348	$ 1,179,552
Premium on flow-through (Note 11)	145,000	-
	1,366,348	1,179,552
SHAREHOLDERS' EQUITY (DEFICIENCY)		
Share capital (Note 8)	13,296,174	12,330,899
Share subscriptions (receivable)	(51,276)	(25,000)
Reserves (Note 8)	2,234,149	2,228,490
Deficit	(16,378,163)	(15,248,387)
	(899,116)	(713,998)
	$ 467,232	$ 465,554

Nature of operations and going concern (Note 1)
Subsequent events (Note 12)

Approved and authorized for issuance on behalf of the Board of Directors on May 29, 2025:

/s/ Karim Rayani — Karim Rayani

/s/ Michelle Suzuki — Michelle Suzuki

(The accompanying notes are an integral part of these condensed interim consolidated financial statements)

FALCON GOLD CORP.
Condensed Interim Consolidated Statements of Operations and Comprehensive Loss
For the nine months ended March 31, 2025 and 2024
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)

	For the three months ended March 31, 2025	For the three months ended March 31, 2024	For the nine months ended March 31, 2025	For the nine months ended March 31, 2024
		(Restated- Note 2)		(Restated- Note 2)
Administrative expenses				
Consulting fees	$ 58,500	$ 7,674	$ 104,500	$ 31,011
Exploration expenditures (Note 7)	222,964	38,338	586,908	965,704
Filing fees and communications	37,660	37,681	138,761	94,302
General and administration costs (Note 9)	5,208	13,371	39,909	62,951
Management fees (Note 9)	45,000	45,000	135,000	135,000
Professional fees (Note 9)	23,677	21,652	82,314	80,354
Share-based payments (Notes 8 and 9)	2,565	-	27,059	60,000
	395,574	163,716	1,114,451	1,429,322
Loss before other items	(395,574)	(163,716)	(1,114,451)	(1,429,322)
Other items				
Other income (Note 11)	2,000	-	6,000	207,493
Unrealized loss on marketable securities (Note 6)	(13,807)	(37,845)	(11,422)	(54,693)
Write-off of amounts receivable	(9,903)	-	(9,903)	-
	(21,710)	(37,845)	(15,325)	152,800
Net loss and comprehensive loss for the period	$ (417,284)	$ (201,561)	$ (1,129,776)	$ (1,276,522)
Basic and diluted loss per share	$ (0.00)	$ (0.00)	$ (0.01)	$ (0.01)
Weighted average number of common shares outstanding	177,133,923	133,142,000	163,471,273	131,391,000

(The accompanying notes are an integral part of these condensed interim consolidated financial statements)

FALCON GOLD CORP.
Condensed Interim Consolidated Statements of Changes in Shareholders' Equity (Deficiency)
For the nine months ended March 31, 2025 and 2024
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)

	Number of Shares		Share Capital		Share subscriptions received (receivable)		Contributed Surplus		Deficit		Total Shareholders' Equity
									(Restated-Note 2)		
Balance, June 30, 2023	129,464,694	$	11,563,752	$	(25,000)	$	2,128,568	$	(13,678,594)	$	(11,274)
Cash											
Private placement	7,481,834		212,900		-		-		-		212,900
Exercise of stock options	500,000		35,000		-		(10,000)		-		25,000
Share issue costs	-		(7,533)		-		4,033		-		(3,500)
Share-based compensation	-		-		-		60,000		-		60,000
Units issued for property acquisition	250,000		10,000				5,000				15,000
Net loss for the period	-		-		-		-		(1,276,522)		(1,276,522)
Balance, March 31, 2024	137,696,528	$	11,814,119	$	(25,000)	$	2,187,601	$	(14,955,116)	$	(978,396)
Balance, June 30, 2024	148,831,028	$	12,330,899	$	(25,000)	$	2,228,490	$	(15,248,387)	$	(713,998)
Cash											
Private placement	27,153,102		1,135,025		(26,276)		-		-		1,108,749
Exercise of warrants	150,000		7,500		-		-		-		7,500
Exercise of stock options	300,000		24,000		-		(9,000)		-		15,000
RSUs vested to shares	1,000,000		25,000		-		(25,000)		-		-
Share issue costs	-		(75,250)		-		12,600		-		(62,650)
Reclassify flow-through share premium	-		(151,000)		-		-		-		(151,000)
Share-based compensation	-		-		-		27,059		-		27,059
Net loss for the period	-		-		-		-		(1,129,776)		(1,129,777)
Balance, March 31, 2025	177,434,130	$	13,296,174	$	(51,276)	$	2,234,149	$	(16,378,163)	$	(899,117)

(The accompanying notes are an integral part of these condensed interim consolidated financial statements)

FALCON GOLD CORP.
Condensed Interim Consolidated Statements of Cash Flows
For the nine months ended March 31, 2025 and 2024
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)

	For the nine months ended March 31, 2025	2024
		(Restated-Note2)
Operating Activities		
Net loss for the period	$ (1,129,776)	$ (1,276,522)
Items not affecting cash		
Unrealized loss (gain) on marketable securities	11,422	54,693
Share-based payment	27,059	60,000
Other income	(6,000)	(207,493)
Warrants issued for mineral properties	-	5,000
Changes in non-cash working capital items related to operations:		
Amount receivable	(16,745)	32,184
Prepaid expenses and deposits	(28,089)	39,775
Accounts payable and accrued liabilities	41,796	842,378
Cash used in operating activities	(1,100,333)	(449,985)
Financing Activities		
Shares issued for cash	1,131,249	247,900
Share issue costs	(62,650)	(3,500)
Cash provided by financing activities	1,068,599	244,400
Change in cash during the period	(31,734)	(205,585)
Cash, beginning of period	55,748	326,356
Cash, end of the period	$ 24,014	$ 120,771
Supplemental Disclosure of Cash Flow Information:		
Cash paid during the period:		
Interest	$ -	$ -
Income taxes	$ -	$ -
Non-cash transactions		
Transfer of fair value on exercise of stock options	$ 9,000	$ 10,000
Transfer of fair value on vesting RSUs to shares	$ 25,000	$ -
Shares issued for property acquisition	$ -	$ 10,000
Fair value of broker warrants	$ 12,600	$ -

(The accompanying notes are an integral part of these condensed interim consolidated financial statements)

1. NATURE OF OPERATIONS AND GOING CONCERN

Falcon Gold Corp. (the "Company") was incorporated pursuant to the provisions of the Business Corporations Act (Ontario) on November 24, 2006 and was continued under the Business Corporations Act (British Columbia) on May 2, 2013. The Company's registered office is located at suite 200 – 3310 South Service Road, Burlington, ON, L7N 3M6.

These condensed interim 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 the foreseeable future and will be able to realize assets and discharge 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. At March 31, 2025, the Company has not achieved profitable operations, has accumulated losses of $16,378,163 since inception and expects to incur further losses in the development of its business.

The Company's business may be affected by changes in political and market conditions, such as interest rates, availability of credit, inflation rates, changes in laws, and national and international circumstances. Recent geopolitical events, including, relations between NATO and Russian Federation regarding the situation in Ukraine, and potential economic global challenges such as the risk of the higher inflation and energy crises, may create further uncertainty and risk with respect to the prospects of the Company's business.

The above material uncertainties 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.

These condensed interim consolidated financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in these consolidated financial statements.

2. CHANGE IN ACCOUNTING POLICY

Effective July 1, 2023, as permitted under IFRS 6, Exploration for and Evaluation of Mineral Resources, the Company voluntarily changed its accounting policy for its exploration and evaluation ("E&E") expenditures, to expense exploration and evaluation costs in the Statement of Operations and Comprehensive Loss in the period in which they were incurred whereas previously all of the E&E expenditures had been capitalized on the Statement of Financial Position.

The Company has determined that this change in accounting policy enhances the reliability of the financial statements because of the difficulty associated with demonstrating that these costs meet the definition of an asset. The Company has also determined that reflecting its E&E expenditures in the Consolidated Statements of Operations and Comprehensive Loss and categorizing them as part of its operating activities in the Consolidated Statement of Cash Flows better reflects the economic substance of its operations during the fiscal periods presented. This change in accounting policy has been applied retrospectively.

(Expressed in Canadian Dollars)

2. EFFECT OF CHANGE IN ACCOUNTING POLICY (continued)

Consolidated Statement of Financial Position as at March 31, 2024

	As previously reported $	Effect on change in accounting policy $	As restated under new policy $
Non-current assets			
Exploration and evaluation assets *(i)*	3,662,992	(3,662,992)	-
Total assets	4,051,854	(3,662,992)	388,862
Liabilities and shareholders' equity (deficiency)			
Deficit *(i)*	(11,292,124)	(3,662,992)	(14,955,116)
Total shareholders' equity (deficiency)	2,684,596	(3,662,992)	(978,396)
Total liabilities and shareholders' equity (deficiency)	4,051,855	(3,662,992)	388,863

Consolidated Statement of Operations and Comprehensive Loss for the nine months ended March 31, 2024

	As previously reported $	Effect on change in accounting policy $	As restated under new policy $
Expenses			
Exploration expenditures *(i)*	(1,000)	(964,704)	(965,704)
Loss and Comprehensive Loss	(311,818)	(964,704)	(1,276,522)

(Expressed in Canadian Dollars)

2. EFFECT OF CHANGE IN ACCOUNTING POLICY (continued)

Consolidated Statement of Cash Flows for the nine months ended March 31, 2024

	As previously reported $	Effect on change in accounting policy $	As restated under new policy $
Operating Activities			
Loss and comprehensive loss for the period	(311,818)	(964,704)	(1,276,522)
Unrealized loss on marketable securities	54,693	-	54,693
Share-based payment	60,000	-	60,000
Other income	(207,493)	-	(207,493)
Warrants issued for mineral properties	-	5,000	5,000
Change in non-cash working capital items related to operations	-	-	-
Amount receivable	32,184	-	32,184
Prepaid expenses	39,775	-	39,775
Accounts payable and accrued liabilities	842,378	-	842,378
Cash used in operating activities	509,719	(959,704)	(449,985)
Investing Activities			
Exploration and evaluation assets	(959,704)	959,704	-
Cash used in investing activities	(959,704)	959,704	-

(i) Exploration and evaluation expenditures previously recorded as an asset were expensed and amounts previously recorded by way of an impairment of the expenditures previously recorded as an asset were reversed.

(ii) Acquisition costs of mineral properties form part of investing activities while expenditures on exploration related activities are considered part of the Company's operations.

3. BASIS OF PREPARATION

Statement of compliance

These condensed interim consolidated financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"), Interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC") and in accordance with International Accounting Standard ("IAS") 34 Interim Financial Reporting.

The condensed interim consolidated financial statements were authorized for issue by the Board of Directors on May 29, 2025.

Basis of Measurement

These condensed interim consolidated financial statements have been prepared on a historical cost basis. In addition, these condensed interim consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information. The presentation currency and the functional currency of the Company and its subsidiaries is the Canadian dollar.

3. BASIS OF PREPARATION (continued)

Basis of Measurement

Transactions in foreign currencies are translated into the functional currency at exchange rates at the date of the transactions. Foreign currency differences arising on translation are recognized in profit or loss. Foreign currency monetary assets and liabilities are translated at the functional currency exchange rate at the reporting date. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when acquired. All gains and losses on translation of these foreign currency transactions are included in profit or loss.

4. SIGNIFICANT ACCOUNTING POLICIES

The preparation of financial data is based on accounting principles and practices consistent with those used in the preparation of the audited consolidated financial statements as at June 30, 2024.

Recent accounting pronouncements

A number of new standards, and amendments to standards and interpretations, are not yet effective for the fiscal period ended March 31, 2025 and have not been early adopted in preparing these financial statements. These new standards, and amendments to standards and interpretations are either not applicable or are not expected to have a significant impact on the Company's financial statements.

5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments 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 assumptions.

The effect of a change in an accounting estimate is recognized prospectively by including it in net loss in the year of the change, if the change affects that year only, or in the year of the change and future years, if the change affects both.

Determining Amount and Timing of Reclamation Provisions

A reclamation provision represents the present value of estimated future costs for the reclamation of the Company's mineral properties. These estimates include assumptions as to the future activities, cost of services, timing of the reclamation work to be performed, inflation rates and interest rates. The actual cost to reclaim a mine or exploration property may vary from the estimated amounts because there are uncertainties with respect to the extent of required future remediation activities, as studies are currently ongoing, and uncertainties in factors used to estimate the cost and potential changes in regulations or laws governing the reclamation of a mineral property. Management periodically reviews the reclamation requirements and adjusts the liability as new information becomes available and will assess the impact of new regulations and laws as they are enacted.

Going Concern

The assessment of the Company's ability to execute its strategy by funding future working capital requirements involves judgement. Management monitors future cash requirements to assess the Company's ability to meet these future funding requirements. Further information regarding going concern is outlined in Note 1.

(Expressed in Canadian Dollars)

6. MARKETABLE SECURITIES

Marketable securities are fair valued at the end of each reporting period. The fair values of the common shares of the publicly traded companies have been directly referenced to published price quotations in an active market. The fair value of investments in private company is referenced to the most recent equity financing completed.

Investment in marketable securities	Number of shares/Units Held	Investment Cost	Fair Value at March 31, 2025	Number of shares/Units Held	Investment Cost	Fair Value at June 30, 2024
	#	$	$	#	$	$
Public Companies						
Portofino Resources Inc.	161,500	18,573	1,615	161,500	18,573	4,037
Marvel Discovery Corp.	1,500,000	75,000	45,000	1,500,000	75,000	45,000
Power One Resources Corp.	300,000	-	4,500	300,000	-	13,500
Carmanah Minerals Corp.	4,000,000	120,000	80,000	4,000,000	120,000	80,000
Carmanah – Warrants	4,000,000	74,500	74,500	4,000,000	74,500	74,500
Private Company						
Latamark Resources Corp.	5,000,000	15,878	1	5,000,000	15,878	1
Total	14,961,500	303,951	205,616	14,961,500	303,951	217,038

During the fiscal year ended June 30, 2023, the Company completed the plan of arrangement ("the Arrangement") whereby the Company spun out its Esperanza property assets to create a new exploration company, Latamark Resources Corp. ("Latamark"), under the Business Corporations Act (British Columbia). In consideration for the transferred assets, the Company received 5,000,000 common shares of Latamark and in addition, each holder of common shares of the Company received one Latamark common share for each 5.8 common shares of the Company held which was recorded as distribution to the shareholders of the Company. Latamark is connected by way of common directors or officer.

On January 16, 2024, the Company received 4,000,000 common shares and 4,000,000 share purchase warrants pursuant to a property option agreement. The share purchase warrants enables the holder of each warrant to subscribe for one common share of Carmanah at a price of $0.10 for a period of three years from the date of issue. The Carmanah shares were valued at the market price of $0.06 for a value of $120,000 and the warrants were valued at $74,500 using a volatility of 116%, interest rate of 4.10%, share price at the date of issuance of $0.10, expected life of 3 years and dividend yield of 0.00%.

On May 7, 2024, Carmanah completed a forward split of its shares on the basis of two new shares for each one share outstanding.

During the nine months ended March 31, 2025, the Company recognized an unrealized loss on marketable securities of $11,422 (2024- $54,693).

(Expressed in Canadian Dollars)

7. EXPLORATION AND EVALUATION ASSETS

During the nine months ended March 31, 2025 and 2024, the following Exploration and Evaluation expenditures were incurred by the Company:

	2025	2024
Property payments	$ 7,215	$ 33,100
Exploration costs		
Geophysics	264,719	15,650
Drilling	153,710	5,000
Surveys & assays	1,007	594,879
Reports	400	285,375
Other	159,857	31,700
Total	$ 586,908	$ 965,704

Central Canada Property

The Central Canada Property is subject to a 2.0% net smelter return in favour of the previous owner of the claims. On January 10, 2018, the Company entered into an option agreement to acquire 100% of the Central Canada Property consisting of a claim group located in Ontario. The Central Canada Property consists of various unpatented mining claims. As consideration, the Company is required to issue 325,000 common shares and make cash payments totalling $141,500 and incur $100,000 in exploration and evaluation expenditures as follows:

a) Cash payment of $6,500 on signing (paid);
b) Issue 50,000 common shares on regulatory approval (issued);
c) Cash payment of $15,000 (paid), issuance of 50,000 common shares (issued) and incur $10,000 in exploration expenditures on or before the first anniversary of the approval (incurred);
d) Cash payment of $30,000, issuance of 50,000 common shares (see below) and incur $20,000 in exploration expenditures on or before the second anniversary of the approval (incurred);
e) Cash payment of $40,000 (paid), issuance of 75,000 common shares (issued) and incur $30,000 in exploration expenditures on or before the third anniversary of the approval date (incurred); and
f) Cash payment of $50,000 (paid), issuance of 100,000 common shares (issued) and incur $40,000 in exploration expenditures on or before the fourth anniversary of the approval date (incurred).

In addition, on the fifth anniversary of the approval date, the Company must pay a pre-production advance royalty cash payment of $20,000 (paid), and cash payments of $5,000 thereafter on each anniversary of the approval date.

The Central Canada Property is subject to a 2.0% net smelter return in favour of the previous owner of the claims. The Company may purchase the one-half of the net smelter return for an aggregate amount of $1,000,000 at any time prior to the commencement of production.

7. EXPLORATION AND EVALUATION PROPERTIES (continued)

Spitfire and Sunny Boy

On April 14, 2020, the Company acquired 100% interest in Spitfire and Sunny Boy claims in south central British Columbia. As consideration the Company paid cash of $25,000, issued 2,500,000 common shares with a fair value of $175,000 and issued 2,500,000 warrants exercisable at $0.10 for a period of two years with a fair value of $113,883.

The vendor will retain a 2% net smelter royalty (NSR). The Company will have the right to purchase 0.5% of the total NSR 1% at any time up to commencement of production for a one-time payment of $400,000.

Gaspard Claims

On January 27, 2021, the Company entered into a property purchase agreement to acquire 100% interest in the Gaspard Claims which is located in British Columbia. As consideration, the Company paid $15,000 in cash and issued 200,000 common shares and granted 200,000 warrants at $0.20 per share for a two year term within 15 days of the effective date and was required to complete $34,000 in exploration expenditures on the property during the 2021 field season.

The Company determined the fair value of the 200,000 warrants at $10,000 using the Black Scholes option pricing model with the following assumptions – Share price on grant date of $0.09; Risk-free interest rate of 0.22%; Dividend yield of NIL; Expected volatility of 140%; Expected life of 2 years and forfeiture rate of 0%. Volatility was determined based on the Company's historical data.

The Company will pay a 2% net Smelter Returns ("NSR") to the vendor and the Company may at any time purchase 1% NSR for $1,500,000.

During fiscal 2024, the Gaspard claims were allowed to lapse, and the Company no longer has any interest in the property.

Hope Brook

During the year ended June 30, 2021, the Company staked claims in Newfoundland. During year ended June 30, 2022, the Company staked additional claims. During fiscal 2023, it was determined that some of the claims comprising the Hope Brook property would be allowed to lapse. During fiscal 2024, the Company staked additional claims during the year ended June 30, 2024, at a cost of $10,200.

Baie Verte Area

During the year ended June 30, 2022, the Company staked various claims in Newfoundland for a total cost of $62,045.

During the 2023 fiscal year, the Company entered into an option agreement with Carmanah Minerals Corp. ("Carmanah") with respect to various claims whereby the Company will receive cash payments of $62,000 over a four-year period and 4,000,000 common shares and 4,000,000 common share purchase warrants of Carmanah with each share purchase warrant exercisable for one common share at $0.10 per share for a period of three years from the date of issue. In addition, the Company will retain a 2.5% NSR of which Carmanah may purchase 1% for $1,000,000 at any time. The transaction was subject to approval by the TSX Venture Exchange as the Company and Carmanah are related parties as a result of common officers and directors. (See Note 11).

7. EXPLORATION AND EVALUATION PROPERTIES (continued)

Baie Verte Area (continued)

The transaction with Carmanah was completed during the year and the Company received 4,000,000 common shares and 4,000,000 common share purchase warrants of Carmanah. (See Note 6) During the nine months ended March 31, 2025 the Company received a cash payment of $5,000 with respect to the option.

Springpole West Project

On August 25, 2020, the Company staked various mining claims in Ontario at a cost of $11,850.

Great Burnt

During the year ended June 30, 2021, the Company staked various claims in Newfoundland for a total cost of $5,915.

Viernes Project

On December 16, 2021, the Company entered into a property option agreement to acquire 100% interest in the Viernes Project in the Republic of Chile from Excava Holding SpA, a Chilien company (“Excava”) . As consideration, the Company agreed to issue 500,000 common shares and 500,000 share purchase warrants over a two year period; incurr US$250,000 in exploration expenditures within 48 months from the effective date. Upon completion of the above terms, the Company will hold an 80% interest in the Claims and Excava will hold the remaining 20% and retain a 2% Net Return Royalty (the “NSR”).

The Company can acquire the remaining 20% interest which includes a 1% NSR buy back for US$1,500,000. The Company has the exclusive right to purchase the remaining 20% interest in the project for a 30 month term; after which the Company reserves first right of refusal.

On February 24, 2022, the Company issued 150,000 common shares valued at $12,750 and 150,000 share purchase warrants exercisable at $0.20 over a two year period. The Company fair valued the 150,000 share purchase warrants at $6,000 using the Black Scholes option pricing model with the following assumptions – Share price on grant date of $0.09; Risk-free interest rate of 1.26%; Dividend yield of nil; Expected volatility of 117%; Expected life of two years and forfeiture rate of 0%. Volatility was determined based on the Company’s historical data.

During the year ended June 30, 2023, the Company paid to the optionee, an amount of $52,314 to upgrade the concessions and for annual taxes related to the claims.

During the year ended June 30, 2024, the Company determined that the project did not factor in its future plans and terminated the agreement.

Gander South

During the year ended June 30, 2022, the Company various staked claims in Gander Newfoundland for a total cost of $37,180.

7. EXPLORATION AND EVALUATION PROPERTIES (continued)

Other properties

Valentine Gold

During the year ended June 30, 2022, the Company staked claims in New Foundland for a total cost of $56,500. During the year ended June 30, 2023, the Company determined that the project did not factor in its future plans and claims will be allowed to lapse.

Gander North

During the year ended June 30, 2021, the Company staked various claims in Gander Newfoundland for a total cost of $26,390.

Camilleri Project

On June 15, 2022, the Company acquired 100% interest in the Camilleri project which is located in Ontario, Canada. As consideration, the Company paid $10,500 in cash and issued 100,000 common shares of the Company fair valued at $8,000. The Camilleri project is subject to a 1% net smelter return which the Company may purchase back for $300,000 at any time.

Holmstead Project

On June 6, 2022, the Company acquired 100% interest in the Holmstead project which is located in Quebec, Canada. The Holmstead project consists of 93 claims. As consideration, the Company paid $12,000 in cash and issued 150,000 common shares of the Company fair valued at $12,000. The Holmstead project is subject to a 1% net smelter return which the Company may purchase back for $300,000 at any time. The Company agreed to give the vendor the first right of refusal on technical work to a maximum of $50,000 for a twelve-month term.

During the year ended June 30, 2023, the Company staked additional claims for cash payment of $23,719.

HSP Claims

On October 5, 2022, the Company acquired 100% interest in the HSP Claims located in Quebec, Canada. As consideration, the Company paid cash of $10,000 and issued 200,000 common shares with a fair value of $20,000 and 200,000 share purchase warrants expiring two years from the date of issuance. The share purchase warrants will entitle the holder to purchase one additional common share of the Company at a price of $0.20 per share until October 18, 2024. The warrants were valued at $6,000 using volatility of 95%, interest rate of 3.87%, share price at date of issuance of $0.10, expected life of 2 years and dividend yield of 0.00%.

This agreement is subject to a 1% NSR which the Company may buy back for $400,000 at any time. The Company agreed to give the vendor the first right of refusal on technical work to a maximum of $50,000 for a twelve month term.

During the year ended June 30, 2023, the Company staked additional claims for a cost of $52,372.

Nickel North Project

On March 31, 2023, the Company acquired 100% interest in the Nickel North project which is located in Quebec, Canada. As consideration, the Company paid $17,500 in cash and issued 200,000 common shares

7. EXPLORATION AND EVALUATION ASSETS (continued)

Nickel North Project (continued)

of the Company with a fair value of $16,000 and 200,000 share purchase warrants expiring two years from the date of issue. The share purchase warrants will entitle the holder to purchase one additional common share of the Company at a price of $0.20 per share until April 20, 2025 The Nickel North project is subject to a 1% net smelter return which the Company may purchase back for $400,000 at any time. The warrants were valued at $4,000 using volatility of 95%, interest rate of 3.87%, share price at date of issuance of $0.10, expected life of 2 years and dividend yield of 0.00%.

During the year ended June 30, 2023, the Company staked additional claims for a cost of $26,882.

Area 51 Claims

On January 12, 2023, the Company acquired 100% interest in the Area 51 Claims which is located in the Republic of Chile. As consideration, the Company paid cash of $13,586 (US$10,000) and issued 200,000 common shares with a fair value of $17,000 and 200,000 share purchase warrants expiring two years from the date of issuance. The share purchase warrants will entitle the holder to purchase one additional common share of the Company at a price of $0.20 per share until January 30, 2025. The warrants were valued at $6,000 using volatility of 94%, interest rate of 3.56%, share price at date of issuance of $0.09, expected life of 2 years and dividend yield of 0.00%.

This agreement is subject to a 1% NSR which the Company may buy back for US$1,200,000 at any time.

During the year ended June 30, 2024, the Area 51 claims were allowed to lapse and the Company has no further interest in the property.

Robb & Turnbull Property

On March 17, 2023, the Company acquired 100% interest in the Robb & Turnbull Property, located in Ontario, Canada for total consideration of $850.

Esperanza Property

On February 3, 2021, the Company entered into an option agreement to re-acquire 80% interest in Esperanza property. As consideration, the Company is required to issue 500,000 common shares and 500,000 warrants and complete a total of US$350,000 in exploration expenditures over a four-year period with minimum annual expenditures of US$87,500 per year.

The Company is required to issue the following:

a) Issue 200,000 common shares (issued) and 200,000 warrants (issued) on signing of the agreement;
b) Issue 100,000 common shares (issued) and 100,000 warrants (issued) on the second anniversary date of the first payment;
c) Issue 100,000 common shares and 100,000 warrants on the third anniversary date; and
d) Issue 100,000 common shares and 100,000 warrant on the fourth anniversary date;

Upon completion of the 80% the Company has the option to acquire the remaining 20% for a further payment of 2,000,000 common shares of the Company and cash payment of US$1,500,000 payable within 30 months and grant 1% net Smelter Return Royalty to the vendor.

The Esperanza Property is comprised of various mineral concessions in Argentina.

7. EXPLORATION AND EVALUATION ASSETS (continued)

Esperanza Property (continued)

On June 16, 2022, the Company entered into an arrangement agreement with its wholly owned subsidiary, Latamark Resources Corp. ("Latamark"). Pursuant to the arrangement agreement, the Company will transfer its interest in the option agreement concerning the Esperanza gold project to Latamark in exchange for (i) Latamark issuing to the shareholders of the Company one common share in the capital of Latamark for every 5.8 common shares held in the company; (ii) Latamark issuing five million common shares to the Company; and (iii) Latamark assuming certain liabilities incurred, exploring or maintaining the property.

On October 14, 2022, the optionors of the Esperanza Property agreed to defer the minimum annual expenditure requirement until the commencement of trading of Latamark shares on a Canadian stock exchange.

During the year ended June 30, 2024, the Company terminated the option agreement for the Esperanza property.

Bruce Lake Property

On September 6, 2019, the Company entered into an option agreement to acquire 100% interest in the Bruce Lake Property located in Ontario.

The Bruce Lake Property is subject to a 1.5% net smelter return ("NSR") in favour of the previous owner of the claims. The Company may purchase the one-half of the NSR for an aggregate amount of $400,000 at any time prior to the commencement of production.

On June 20, 2020, the Company entered into property assignment agreement with Portofino Resources Inc. ("Portofino") whereby the Company has assigned 100% of the interest in the Bruce Lake Property. As consideration, the Company received 650,000 common shares of Portofino valued at $74,750 and Portofino will assume the remaining cash payments of $50,000 commencing on September 6, 2020.

The Company will receive an additional 0.5% NSR for a total of 2% NSR of which 1.5% is payable to the previous owner.

Burton Property

The Burton Property consists of a 49% interest in a claim group located in Ontario, Canada. The Burton Property consists of 16 unpatented mining claims and 6 patented claims covering 356 hectares in a largely contiguous block.

The Burton Property is subject to a 2.5% net smelter return and a 10% net profits interest in favour of the previous owner of the claims. The Company may purchase sixty percent of the net smelter return for an aggregate amount of $1,500,000 at any time.

8. SHARE CAPITAL

a) Authorized

Unlimited shares without par value.

b) Issued

<u>During the nine months ended March 31, 2025:</u>

On July 17, 2024, the Company issued 600,000 flow-through shares at $0.05 per share for cash proceeds of $30,000.

On July 24, 2024, the Company issued 2,600,000 units for total proceeds of $130,000 of which $70,000 is included in subscription receivable at September 30, 2024. Each unit consists of one common share and one common share purchase warrant exercisable at $0.07 for a period of three years from the date of issue.

On August 23, 2024,1,550,000 stock options expired unexercised.

On August 29, 2024, the Company issued 300,000 common shares pursuant to the exercise of stock options for cash proceeds of $15,000. In connection with the exercise, the Company transferred $9,000 from contributed surplus to equity.

On October 21, 2024, the Company issued 150,000 common shares at $0.05 per share pursuant to the exercise of warrants.

On October 28, 2024, the Company issued 5,000,000 flow-through units at $0.04 per unit for gross proceeds of $200,000. Each flow-through unit consists of one common share designated as a flow-through share and one-half share purchase warrant, with each whole share purchase warrant exercisable for one common share at $0.08 for a period of two years from the date of issue. In addition, the Company issued 1,000,000 non-flow-through units at $0.035 per unit for gross proceeds of $35,000. Each non-flow-through unit consists of one common share and one common share purchase warrant exercisable at $0.05 for a period of four years from the date of issue.

On November 20, 2024, the Company issued 9,000,000 flow-through units at $0.04 per unit for gross proceeds of $360,000. Each flow-through unit consists of one common share designated as a flow-through share and one-half share purchase warrant, with each whole share purchase warrant exercisable for one common share at $0.08 for a period of two years from the date of issue.

On December 9, 2024, the Company issued 6,666,660 flow-through units at $0.045 per unit for gross proceeds of $300,000. Each flow-through unit consists of one common share designated as a flow-through share and one-half share purchase warrant, with each whole share purchase warrant exercisable for one common share at $0.08 for a period of two years from the date of issue.

On December 30, 2024, the Company issued 450,000 non-flow-through units at $0.035 per unit for gross proceeds of $15,750. Each unit consists of one common share and one share purchase warrant, with each whole share purchase warrant exercisable for one common share at $0.05 for a period of four years from the date of issue.

On January 6, 2025, the Company issued 1,836,442 non-flow-through units at $0.035 per unit for gross proceeds of $64,276 of which $26,276 is included in subscription receivable at March 31, 2025. Each unit

8. SHARE CAPITAL (continued)

b) Issued (continued)

<u>During the nine months ended March 31, 2025:</u> (continued)

consists of one common share and one share purchase warrant, with each whole share purchase warrant exercisable for one common share at $0.05 for a period of four years from the date of issue.

On January 16, 2025, 1,000,000 RSU's were vested to shares.

<u>During the year ended June 30, 2024:</u>

On November 20, 2023, pursuant to the terms of an option agreement, the Company issued 500,000 common shares following the exercise of stock options for proceeds of $25,000. In connection with the exercise, the Company transferred $10,000 from contributed surplus to equity.

On December 20, 2023, the Company completed a non-flow-through private placement of 2,166,667 units at a price of $0.03 per unit for total proceeds of $65,000. Each unit consisted of one non-flow-through common share and one share purchase warrant, along with 116,666 broker warrants. Each share purchase warrant entitled the holder to purchase one additional non-flow-through common share at a price of $0.05 per share for a period of five years expiring on December 20, 2028. The Company recorded a cash finder's fee of $3,500. The Company recognized a value of $nil to the warrants using the residual value method. Each broker warrant entitled the holder to purchase an additional non-flow-through common share at a price of $0.05 per share for a period of two years expiring on December 20, 2025. The broker warrants were valued at $2,333 using a volatility of 125%, interest rate of 3.94%, share price at date of issuance of $0.035, expected life of 2 years and dividend yield of 0.00%.

On February 8, 2024, the Company completed a non-flow-through private placement of 1,000,000 units at a price of $0.03 for total proceeds of $27,900. Each unit consisted of one non-flow-through common share and one share purchase warrant, along with 70,000 broker warrants. Each share purchase warrant entitled the holder to purchase one additional non-flow-through common share at a price of $0.05 per share for a period of five years expiring on February 8, 2029. The Company recognized a value of $nil to the warrants using the residual value method. Each broker warrant entitled the holder to purchase an additional non-flow-through common share at a price of $0.05 per share for a period of two years expiring on February 8, 2026. The broker warrants were valued at $700 using a volatility of 129%, interest rate of 4.3%, share price at date of issuance of $0.03, expected life of 2 years and dividend yield of 0.00%.

On February 16, 2024, the Company completed a non-flow-through private placement of 4,315,167 units at a price of $0.03 for total proceeds of $129,455. Each share purchase warrant entitled the holder to purchase one additional non-flow-through common share at a price of $0.05 per share for a period of five years expiring on February 16, 2029. The Company recognized a value of $nil to the warrants using the residual value method.

On March 27, 2024, pursuant to the terms of the Viernes Property Option Agreement, the Company issued 250,000 common shares fair valued at $10,000 and issued 250,000 share purchase warrants exercisable at $0.10 over a two-year period. The Company fair valued the 250,000 share purchase warrants at $5,000 using the Black Scholes option pricing model with the following assumptions – Share price on grant date of $0.035; Risk-free interest rate of 4.16%; Dividend yield of nil; Expected volatility of 134%; Expected life of two year and forfeiture rate of 0%.

(Expressed in Canadian Dollars)

8. SHARE CAPITAL (continued)

b) Issued (continued)

During the year ended June 30, 2024: (continued)

On April 25, 2024, the Company completed a flow-through private placement of 9,000,000 common shares at a price of $0.05 per unit for total proceeds of $450,000, along with 630,000 broker warrants. The Company recorded a cash finder's fee of $31,500. The Company recognized a flow-through premium of $nil on this private placement. Each broker warrant entitled the holder to purchase one warrant share at a price of $0.10 per share for a period of two years expiring on April 25, 2026. The broker warrants were valued at $18,900 using a volatility of 139%, interest rate of 4.34%, share price at date of issuance of $0.06, expected life of 2 years and dividend yield of 0.00%. Volatility was determined based on the Company's historical data.

On May 24, 2024, the Company completed a non-flow-through private placement of 1,662,000 units at a price of $0.05 for total proceeds of $83,100. Each share purchase warrant entitled the holder to purchase one additional non-flow-through common share at a price of $0.07 per share for a period of three years expiring on May 24, 2027. The Company recognized a value of $nil to the warrants using the residual value method.

On May 29, 2024, pursuant to the terms of a warrant agreement, the Company issued 472,500 common shares for proceeds of $23,625.

c) Share purchase warrants

The following share purchase warrants entitle the holders thereof the right to purchase one share for each share purchase warrant. Warrant transactions are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price
Balance, June 30, 2023	27,032,332	$0.15
Issued	10,210,500	$0.06
Exercised	(472,500)	$0.05
Expired	(6,000,000)	$0.09
Balance, June 30, 2024	30,770,332	$0.12
Issued	16,639,772	$0.07
Exercised	(150,000)	$0.05
Expired	(8,107,167)	$0.22
Balance, March 31, 2025	39,152,937	$0.08

(Expressed in Canadian Dollars)

8. SHARE CAPITAL (continued)

c) Share purchase warrants

The following warrants are outstanding at March 31, 2025:

Number of warrants	Exercise price per warrant	Expiry date
2,058,500	$0.11	October 13, 2025
6,666,665	$0.12	January 14, 2026
4,000,000	$0.10	August 17, 2025
200,000	$0.20	April 20, 2025
1,694,167	$0.05	December 20, 2028
116,666	$0.05	December 20, 2025
1,000,000	$0.05	February 8, 2029
70,000	$0.05	February 8, 2026
4,165,167	$0.05	February 16, 2029
250,000	$0.10	March 27, 2026
630,000	$0.10	April 25, 2026
1,662,000	$0.07	May 24, 2027
2,600,000	$0.07	July 24, 2027
2,500,000	$0.08	October 28, 2026
1,000,000	$0.05	October 28, 2028
420,000	$0.08	October 28, 2026
4,500,000	$0.08	November 20, 2026
3,333,330	$0.08	December 9, 2026
450,000	$0.05	December 30, 2028
1,836,442	$0.05	January 6, 2029
39,152,937		

During the period, the Company revised the exercise price of 2,058,500 share purchase warrants from $0.25 to $0.11 and extended the expiry date to October 13, 2025.

d) Stock options

The Company has an omnibus security-based compensation plan (“Plan”) in accordance with the policies of the TSX Venture Exchange (the “Exchange”). The plan includes authorization to grant options to directors, officers, employees and consultants to purchase shares of the Company, and to grant restricted share units and deferred share units to officers, directors, employees and consultants to acquire shares of the Company or to be settled in cash. The stock option component of the plan is a rolling plan and the maximum number of authorized but unissued shares available to be granted shall not exceed 10% of its issued and outstanding shares. Each stock option granted is for a term not exceeding five years unless otherwise specified. Outstanding options vest immediately at date of grant. Options granted to investor relations personnel vest in accordance with Exchange regulations. The fixed security-based compensation component of the plan is limited to 11,301,778 shares.

On August 31, 2021, the Company granted 1,800,000 stock options to an officer of the Company and to consultants. The stock options entitle the holders thereof the right to purchase one common share for each

8. SHARE CAPITAL (continued)

d) Stock options (continued)

option at a price of $0.10 per share expiring on August 31, 2026 and vested on the grant date. The fair value of the stock options of $180,000 was determined using the Black Scholes option pricing model with the following assumptions – Share price on grant date of $0.11; Risk-free interest rate of 0.87%; Dividend yield of nil; Expected volatility of 135%; Expected life of 5 years and forfeiture rate of 0%. Volatility was determined based on the Company's historical data. During the year ended June 30, 2022, the Company recorded $180,000 in share-based payments.

On November 1, 2021, the Company granted 1,000,000 stock options to directors of the Company and to consultants. The stock options entitle the holders thereof the right to purchase one common share for each option at a price of $0.13 per share expiring on November 1, 2024 and vested on the grant date. The fair value of the stock options of $60,000 was determined using the Black Scholes option pricing model with the following assumptions – Share price on grant date of $0.09; Risk-free interest rate of 1.17%; Dividend yield of nil; Expected volatility of 131%; Expected life of 3 years and forfeiture rate of 0%. Volatility was determined based on the Company's historical data. During the year ended June 30, 2022, the Company recorded $60,000 in share-based payments.

On January 31, 2022, the Company granted 2,200,000 stock options to directors of the Company and to consultants. The stock options entitle the holders thereof the right to purchase one common share for each option at a price of $0.05 per share expiring on January 31, 2027 and vested on the grant date. The fair value of the stock options of $154,000 was determined using the Black Scholes option pricing model with the following assumptions – Share price on grant date of $0.09; Risk-free interest rate of 1.67%; Dividend yield of nil; Expected volatility of 124%; Expected life of 5 years and forfeiture rate of 0%. Volatility was determined based on the Company's historical data. During the year ended June 30, 2022, the Company recorded $154,000 in share-based payments.

On June 30, 2022, the Company granted 680,000 stock options to an officer, directors of the Company and to consultants. The stock options entitle the holders thereof the right to purchase one common share for each option at a price of $0.075 per share expiring on June 30, 2025 and vested on the grant date. The fair value of the stock options of $40,800 was determined using the Black Scholes option pricing model with the following assumptions – Share price on grant date of $0.08; Risk-free interest rate of 3.18%; Dividend yield of nil; Expected volatility of 118%; Expected life of 3 years and forfeiture rate of 0%. Volatility was determined based on the Company's historical data. During the year ended June 30, 2022, the Company recorded $40,800 in share-based payment.

On September 15, 2023, the Company granted 3,000,000 incentive stock options to directors, officers, and consultants. The options vested on date of grant, have a term of five years and are exercisable at $0.05 per common share. The fair value of the stock options of $60,000 was determined using the Black Scholes option pricing model with the following assumptions – Share price on grant date of $0.025; Risk-free interest rate of 4.33%; Dividend yield of nil; Expected volatility of 125%; Expected life of 5 years and forfeiture rate of 0%. Volatility was determined based on the Company's historical data.

On March 1, 2024, the Company granted 300,000 incentive stock options to a consultant. The options vest quarterly over the term of two years and are exercisable at $0.05 per common share. The fair value of the stock options of $9,000 was determined using the Black Scholes option pricing model with the following assumptions – Share price on grant date of $0.04; Risk-free interest rate of 4.1%; Dividend yield of nil; Expected volatility of 133%; Expected life of two years and forfeiture rate of 0%. Volatility was determined based on the Company's historical data.

(Expressed in Canadian Dollars)

8. SHARE CAPITAL (continued)

d) Stock options (continued)

The following table summarizes the continuity of the Company's stock options:

	Number of Stock Options	Weighted Average Exercise Price
Balance, June 30, 2023	9,580,000	$0.09
Granted	3,000,000	$0.05
Exercised	(500,000)	$0.05
Expired	(1,900,000)	$0.12
Balance, June 30, 2024	10,480,000	$0.07
Granted	-	$0.00
Exercised	(300,000)	$0.05
Expired	(2,500,000)	$0.08
Balance March 31, 2025	7,680,000	$0.07

As at March 31, 2025, the Company had stock options outstanding enabling holders to acquire the following:

Number of options	Exercise price per option	Expiry date
580,000	$0.075	June 30, 2025
900,000	$0.135	September 16, 2025
1,700,000	$0.10	August 31, 2026
2,000,000	$0.05	January 31, 2027
2,500,000	$0.05	September 15, 2028
7,680,000		

The weighted average remaining contractual life of options outstanding at March 31, 2025 was 1.99 years (June 30, 2024 – 2.11 years).

e) Restricted Share Units (RSUs)

On September 15, 2023, the Company granted 2,000,000 RSUs to a director. The RSUs have a term of three years and vest as follows:

September 15, 2024	1,000,000 (shares issued January 16, 2025)
September 15, 2025	500,000
September 15, 2026	500,000

The fair value of the RSUs at the date of grant was $50,000 which is being charged to expense on a graded vesting basis. Included in share-based compensation expense is an amount of $27,059 (June 30, 2024 - $13,989).

(Expressed in Canadian Dollars)

9. RELATED PARTY TRANSACTIONS

Related parties include the Board of Directors and officers, close family members and enterprises that are controlled by these individuals as well as certain consultants performing similar functions.

Related party transactions conducted in the normal course of operations are measured at the exchange value (the amount established and agreed to by the related parties).

The Company had the following transactions in the normal course of operations with related parties:

		For the nine months ended March 31,	
		2025	**2024**
Management fees	- to a company controlled by the CEO	$ 135,000	$ 135,000
Rent	- to a company controlled by the CEO	21,480	31,518
Professional fees	- to a company controlled by the CFO	28,000	18,000
Share-based payments	- to a company controlled by the CEO	27,059	12,600
		$ 211,539	$ 197,118

Prepaid expenses include $nil (June 30, 2024 - $11,622) in prepaid rent to a company controlled by the CEO.

Accounts payable and accrued liabilities include $62,975 (June 30, 2024 - $4,247) due to officers and directors of the Company. These amounts are unsecured, non-interest bearing and have no fixed terms of repayment.

Included in amounts receivable is $8,611 (June 30, 2024 - $8,611) due from Marvel Discovery Corp., a company with common management. The balance is unsecured, non-interest bearing and due on demand.

Amounts receivable includes $41,000 due from a company controlled by the CEO (June 30, 2024 - $41,000). These amounts are unsecured, non-interest bearing and have no fixed terms of repayment.

10. RISK MANAGEMENT, CAPITAL MANAGEMENT AND FINANCIAL INSTRUMENTS

The Company manages its capital structure and makes adjustments to it based on the funds available to the Company in order to support future business opportunities. The Company defines its capital as shareholders' equity. 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 manage its capital to be able to sustain the future development of the Company's business.

The Company currently has no source of revenues, and therefore is dependent upon external financings to fund activities. In order to carry future projects and pay for administrative costs, the Company will spend its existing working capital and raise additional funds 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 during the period ended March 31, 2025. The Company is not subject to externally imposed capital requirements.

(Expressed in Canadian Dollars)

10. RISK MANAGEMENT, CAPITAL MANAGEMENT AND FINANCIAL INSTRUMENTS (cont'd)

The Company's risk exposure and the impact on the Company's financial instruments are summarized below:

(a) Credit risk

Concentration of credit risk exists with respect to the Company's cash as all amounts are held at major Canadian financial institutions.

The Company's concentration of credit risk and maximum exposure is as follows:

	March 31, 2025	June 30, 2024
Cash	$ 24,014	$ 55,748
Amounts receivable	$ 108,700	$ 91,955

The credit risk associated with cash is minimized by ensuring it is placed with a major Canadian financial institution with a strong investment-grade rating issued by a primary ratings agency.

(b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they fall due. The Company's approach to managing liquidity risk is to provide reasonable assurance that it will have sufficient funds to meet liabilities when due. The Company manages its liquidity risk by forecasting cash flows required for operations and anticipated investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

The business of mining and exploration involves a high degree of risk and there can be no assurance that exploration programs will result in profitable mining operations. The Company has insufficient cash to meet its requirements for administrative overhead, to conduct due diligence on mineral property acquisition targets, and to conduct exploration of its mineral properties and mineral properties that may be acquired.

The Company does not generate cash flows from operations to fund its activities and therefore relies principally upon the issuance of securities for financing. Future capital requirements will depend on many factors including the Company's ability to execute its business plan. The Company intends to continue relying upon the issuance of securities to finance its future activities but there can be no assurance that such financing will be available on a timely basis under terms acceptable to the Company.

(c) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and other price risk.

- Interest rate risk

  The Company's cash and cash equivalents consist primarily of cash held in bank accounts or in a brokerage account. Due to the short-term nature of this financial instrument, fluctuations in market rates do not have a significant impact on estimated fair value as of March 31, 2025. The Company manages interest rate risk by maintaining an investment policy that focuses primarily on preservation of capital and liquidity. Accordingly, the Company is not subject to interest rate risk.

(Expressed in Canadian Dollars)

10. RISK MANAGEMENT, CAPITAL MANAGEMENT AND FINANCIAL INSTRUMENTS (continued)

(c) Market risk (continued)

- Foreign currency risk

  During the period ended March 31, 2025 the Company was not exposed to material foreign currency risk.

- Other price risk

  Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk, foreign currency risk or commodity price risk. The Company's marketable securities are exposed to other price risk.

Financial assets and liabilities that are recognized on the statement of financial position at fair value can be classified in a hierarchy that is based on the significance of the inputs used in making the measurements.

The levels in the hierarchy are:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;
Level 2 - inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices); and
Level 3 - inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs).

The Company's financial assets include cash and is classified as Level 1. The carrying value of these instruments approximates their fair values due to the relatively short periods of maturity of these instruments.

The Company's financial assets measured at fair values through profit or loss are as follows:

March 31, 2025	Level 1	Level 2	Level 3
	$	$	$
Marketable securities	205,615	-	1

June 30, 2024	Level 1	Level 2	Level 3
	$	$	$
Marketable securities	217,037	-	1

11. INCOME TAXES

Flow-through

Flow-through common shares require the Company to spend an amount equivalent to the proceeds of the issued flow-through common shares on Canadian qualifying exploration expenditures. The Company may be required to indemnify the holders of such shares for any tax and other costs payable by them in the event the Company has not made the required exploration expenditures.

11. INCOME TAXES (continued)

During the period ended December 31, 2024, the Company received $300,000 from the issuance of flow-through shares. These amounts will not be available to the Company for future deduction from taxable income. The Company renounced $nil to the subscribers. A flow-through premium of $100,000 was recognized initially, with $100,000 remaining at March 31, 2025. As at March 31, 2025, the Company has a commitment to incur $300,000 in exploration expenditures by December 31, 2025.

During the period ended December 31, 2024, the Company received $360,000 from the issuance of flow-through shares. These amounts will not be available to the Company for future deduction from taxable income. The Company renounced $nil to the subscribers. A flow-through premium of $45,000 was recognized initially, with $45,000 remaining at March 31, 2025. As at March 31, 2025, the Company has a commitment to incur $360,000 in exploration expenditures by December 31, 2025.

During the period ended December 31, 2024, the Company received $200,000 from the issuance of flow-through shares. These amounts will not be available to the Company for future deduction from taxable income. The Company renounced $nil to the subscribers. A flow-through premium of $nil was recognized initially, with $nil remaining at December 31, 2024. As at March 31, 2025, the Company has a commitment to incur $67,304 in exploration expenditures by December 31, 2025.

During the period ended December 31, 2024, the Company received $30,000 from the issuance of flow-through shares. These amounts will not be available to the Company for future deduction from taxable income. The Company renounced $nil to the subscribers. A flow-through premium of $6,000 was recognized initially, with $nil remaining at March 31, 2025 and $6,000 was recognized as other income. As at March 31, 2025, the Company has $nil in exploration expenditures to incur by December 31, 2025.

During the year ended June 30, 2024, the Company received $450,000 from the issuance of flow-through shares. These amounts will not be available to the Company for future deduction from taxable income. The Company renounced $nil to the subscribers. A flow-through premium of $nil was recognized initially, with $nil remaining at June 30, 2024. As at March 31, 2025, the Company has $nil in exploration expenditures to incur.

During the year ended June 30, 2024, the Company recognized $207,493 as other income from previous year's flow-through premium.

12. SUBSEQUENT EVENTS

Subsequent to March 31, 2025

On April 20, 2025, 200,000 share purchase warrants expired unexercised.