



**CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED MAY 31, 2024 AND 2023
(EXPRESSED IN CANADIAN DOLLARS - UNAUDITED)**

M3 METALS CORP.

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

May 31, 2024

(EXPRESSED IN CANADIAN DOLLARS - UNAUDITED)

Table of Contents

Notice of No Auditor Review	1
Condensed Interim Consolidated Statements of Financial Position	2
Condensed Interim Consolidated Statements of Loss and Comprehensive Loss	3
Condensed Interim Consolidated Statements of Cash Flows	4
Condensed Interim Consolidated Statements of Changes in Shareholders' Equity	5
Notes to Condensed Interim Consolidated Financial Statements	6

NOTICE OF NO AUDITOR REVIEW OF 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 the condensed interim consolidated financial statements, they must be accompanied by a notice indicating that an auditor has not reviewed the financial statements.

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

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

M3 METALS CORP.**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(EXPRESSED IN CANADIAN DOLLARS – UNAUDITED)**

	May 31, 2024	August 31, 2023
	\$	\$
ASSETS		
Current		
Cash	335,762	698,825
Marketable securities (Note 3)	1,144,275	429,980
GST receivable	4,448	5,112
Prepaid expenses	122,751	114,662
Total current assets	1,607,236	1,248,579
Property and equipment (Note 4)	3,074	3,995
Exploration and evaluation properties (Note 5)	1,458,607	152,095
TOTAL ASSETS	3,068,917	1,404,669
LIABILITIES		
Current		
Accounts payable and accrued liabilities (Note 6 and 9)	48,799	108,549
SHAREHOLDERS' EQUITY		
Share capital (Note 7)	44,914,506	43,754,506
Reserves (Note 8)	320,000	320,000
Deficit	(42,214,388)	(42,778,386)
TOTAL SHAREHOLDERS' EQUITY	3,020,118	1,296,120
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	3,068,917	1,404,669

NATURE AND CONTINUANCE OF OPERATIONS (Note 1)

Approved and authorized by the Board on July 18, 2024.

On behalf of the Board:

/s/ "Kosta Tsoutsis"
Director

/s/ "Adrian Smith"
Director

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

M3 METALS CORP.**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(EXPRESSED IN CANADIAN DOLLARS - UNAUDITED)**

	For the three months ended		For the nine months ended	
	May 31,		May 31,	
	2024	2023	2024	2023
	\$	\$	\$	\$
Expenses				
Consulting and directors fees (Note 9)	75,000	323,819	372,918	453,409
Depreciation (Note 4)	307	507	921	1,522
Investor relations	2,604	370	5,869	1,496
Marketing	61,671	4,829	67,071	11,363
Office and administration (Note 9)	30,511	32,526	96,815	85,182
Professional fees	5,484	4,682	47,436	27,315
Property investigation costs	-	-	-	6,269
Share-based compensation	-	320,000	-	320,000
Travel and related (Note 9)	1,562	1,585	8,214	11,404
	(177,139)	(688,318)	(599,244)	(917,960)
Unrealized gain (loss) on net change in fair value of marketable securities (Note 3)	(183,809)	(338,234)	(142,240)	(774,214)
Realized loss on sale of marketable securities (Note 3)	(37,254)	(225)	(296,711)	(225)
Gain on settlement of debt	-	59,850	-	59,850
Gain from option payment received (Note 5)	-	-	1,603,953	-
Interest income	(39)	125	1,351	202
Other income (loss)	2,824	(2,612)	(3,111)	(4,309)
Recovery of exploration and evaluation properties (Note 5)	-	708,275	-	709,422
	(218,278)	427,179	1,163,242	(9,274)
Net income (loss) and comprehensive income (loss) for the period	(395,417)	(261,139)	563,998	(927,234)
Basic and diluted income (loss) per share	(0.04)	(0.03)	0.06	(0.17)
Weighted average number of common shares outstanding - basic and diluted	10,274,724	8,274,724	9,931,658	5,362,636

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

M3 METALS CORP.**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
(EXPRESSED IN CANADIAN DOLLARS - UNAUDITED)**

	For the nine months ended	
	May 31,	
	2024	2023
	\$	\$
Cash flows used in operating activities		
Income (loss) for the period	563,998	(927,234)
Items not affecting cash:		
Depreciation	921	1,522
Share-based compensation	-	320,000
Unrealized (gain) loss on net change in fair value of marketable securities	142,240	774,216
Realized loss on sales of marketable securities	296,711	225
Gain on option payment received	(1,603,953)	-
Changes in non-cash working capital items		
Amount receivable	664	(8,286)
Prepaid expenses	(8,089)	(146,422)
Accounts payable and accrued liabilities	(59,750)	(329,290)
	(667,258)	(1,024,691)
Cash flows provided by investing activities		
Exploration and evaluation property expenditures	(16,407)	(132,937)
Acquisition of property and equipment	(206,152)	-
Proceeds from property agreement	500,000	-
Proceeds from sale of marketable securities	273,754	18,223
Acquisition of marketable securities	(247,000)	-
	304,195	(114,714)
Cash flows provided by financing activities		
Proceeds from share issuances	-	1,199,900
	-	1,199,900
Net change in cash	(363,063)	60,495
Cash, beginning of the period	698,825	770,463
Cash, end of the period	335,762	830,958
Supplemental cash flow information		
Reclassification of cancelled stock options	-	761,102
Share subscriptions receivable	-	100
Shares issued for acquisition of exploration and evaluation assets	1,160,000	-
Exploration and evaluation assets in accounts payable and accrued liabilities	51,962	52,239
Value of shares received from sales of exploration and evaluation assets	-	724,400

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

M3 METALS CORP.**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(EXPRESSED IN CANADIAN DOLLARS - UNAUDITED)**

	Number of Shares Issued	Share Capital	Reserves	Deficit	Total Shareholders' Equity
	#	\$	\$	\$	\$
Balance at August 31, 2022	3,274,724	42,554,506	762,102	(42,266,342)	1,050,266
Shares issued for proceeds	5,000,000	1,200,000	-	-	1,200,000
Stock options issued	-	-	320,000	-	320,000
Stock options cancelled	-	-	(762,102)	762,102	-
Income for the period	-	-	-	(927,234)	(927,234)
Balance at May 31, 2023	3,274,724	42,554,506	320,000	(42,431,474)	443,032
Loss for the period	-	-	-	(346,912)	(346,912)
Balance at August 31, 2023	8,274,724	43,754,506	320,000	(42,778,386)	1,296,120
Shares issued for exploration and evaluation assets	2,000,000	1,160,000	-	-	1,160,000
Income for the period	-	-	-	563,998	563,998
Balance at May 31, 2024	10,274,724	44,914,506	320,000	(42,214,388)	3,020,118

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

M3 METALS CORP.

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED MAY 31, 2024 AND 2023
(EXPRESSED IN CANADIAN DOLLARS - UNAUDITED)

1. NATURE AND CONTINUANCE OF OPERATIONS

M3 Metals Corp. (the "Company") was incorporated under the Canada Business Corporations Act (CBCA) on February 27, 2007 and is listed for trading on the TSX Venture Exchange ("TSX-V") under the symbol V.MT. The Company's business is to acquire, explore and develop interests in mineral properties located in North America.

The Company's registered office is Suite 650 – 1188 West Georgia Street, Vancouver, BC, Canada, V6E 4A2. The Company maintains an executive office at Suite 300 - 1455 Bellevue Avenue, West Vancouver, BC, Canada, V7T 1C3.

The Company's exploration and evaluation properties are at the exploration and evaluation stage and are without a known body of commercial ore. The business of exploring for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. Major expenses may be required to establish ore reserves, to develop metallurgical processes, to acquire construction and operating permits and to construct mining and processing facilities.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of operations of such properties, these procedures do not guarantee the Company's title. Property title may be subject to government licensing requirements or regulations, unregistered prior agreements, unregistered claims, aboriginal claims, and non-compliance with regulatory and environmental requirements. The Company's assets may also be subject to increases in taxes and royalties, renegotiation of contracts, political uncertainty and currency exchange fluctuations and restrictions.

On September 16, 2022, the Company consolidated its outstanding share capital on a ten-for-one basis. The share consolidation has been applied retrospectively and as a result all shares, options, warrants, and per share amounts are stated on an adjusted basis.

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 is not expected to continue operations for the foreseeable future. The Company has a deficit of \$42,214,388 and has incurred ongoing losses since inception. As at May 31, 2024, the Company had not advanced any of its properties to commercial production and is not able to finance day to day activities through operations. The Company's continuation as a going concern is dependent upon the successful results from its mineral property exploration activities and its ability to attain profitable operations and generate funds from and/or raise equity capital or borrowings sufficient to meet current and future obligations. The Company may require additional financing for the upcoming fiscal year in order to maintain its operations and exploration activities. These material uncertainties may cast significant doubt on the Company's ability to continue as a going concern.

These condensed interim consolidated financial statements were reviewed, approved and authorized for issue by the Board of Directors on July 18, 2024.

2. MATERIAL ACCOUNTING POLICIES

The following is a summary of material accounting policies used in the preparation of these consolidated financial statements.

M3 METALS CORP.

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED MAY 31, 2024 AND 2023
(EXPRESSED IN CANADIAN DOLLARS - UNAUDITED)

2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

Statement of compliance

These condensed interim consolidated financial statements of the Company have been prepared in accordance with International Accounting Standard 34 ("IAS 34") "Interim Financial Reporting", using accounting policies that are consistent and in accordance with the International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") that are in effect at May 31, 2024.

Basis of presentation

These condensed interim consolidated financial statements of the Company have been prepared on an accrual basis and are based on historical costs, modified where applicable. The condensed interim consolidated financial statements are presented in Canadian dollars unless otherwise noted.

The accounting policies applied in preparation of these condensed interim consolidated financial statements are consistent with those applied and disclosed in the Company's annual audited financial statements for the year ended August 31, 2023.

The Company's interim results are not necessarily indicative of its results for a full year.

Basis of consolidation

These condensed interim consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, ML Nevada Corp. All significant intercompany accounts and transactions between the Company and its subsidiary have been eliminated upon consolidation.

Foreign currency translation

The functional currency of an entity is the currency of the primary economic environment in which the entity operates. The functional currency of the Company and its subsidiary is the Canadian dollar. The functional currency determinations were conducted through an analysis of the consideration factors identified in IAS 21, The Effects of Changes in Foreign Exchange Rates.

Transactions in currencies other than Canadian dollars are recorded at exchange rates prevailing on the dates of the transactions. At the end of each reporting period, monetary assets and liabilities denominated in foreign currencies are translated at the period end exchange rate while non-monetary assets and liabilities are translated at historical rates. Revenues and expenses are translated at the exchange rates approximating those in effect on the date of the transactions. Exchange gains and losses arising on translation are included in comprehensive income (loss).

Use of estimates

The preparation of financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported revenues and expenses during the period.

Although management uses historical experience and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ from these estimates.

The most significant accounts that require estimates as the basis for determining the stated amounts include the recoverability of exploration and evaluation properties, valuation of share-based compensation, and recognition of deferred tax amounts.

M3 METALS CORP.

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED MAY 31, 2024 AND 2023
(EXPRESSED IN CANADIAN DOLLARS - UNAUDITED)

2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

Use of estimates (continued)

Critical judgments exercised in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are as follows:

Economic recoverability and probability of future economic benefits of exploration and evaluation properties
Management determined exploration, evaluation, and related costs incurred which are capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including, geologic and other technical information, a history of conversion of mineral deposits with similar characteristics to its own properties to proven and probable mineral reserves, the quality and capacity of existing infrastructure facilities, evaluation of permitting and environmental issues and local support for the project.

Information about assumptions and estimation uncertainties that have a significant risk of resulting in material adjustments are as follows:

Valuation of share-based compensation

The Company uses the Black-Scholes Option Pricing Model for valuation of share-based compensation. Option pricing models require the input of subjective assumptions including expected price volatility, interest rate, and forecasted dividend rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings and equity reserves.

Income taxes

In assessing the probability of realizing income tax assets, management makes estimates related to expectation of future taxable income, applicable tax 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. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified.

Recent accounting pronouncements

Other recent accounting pronouncements issued by IFRS as issued by IASB and IFRIC did not, or are not believed by management to, have a material impact on the Company's present or future financial position, results of operations or cash flows.

3. MARKETABLE SECURITIES

Marketable securities are comprised of the following:

	May 31, 2024		August 31, 2022	
	Shares #	Fair Value \$	Shares #	Fair Value \$
International Metals Mining Corp. ("IMM")	200,000	7,000	200,000	42,000
Aurwest Resources Corporation ("Aurwest")	1,500,000	30,000	1,500,000	37,500
Cyclone Metals LTD ("Cyclone")	85,000,000	77,078	400,000,000	350,480
Surge Battery Metals Corp. ("Surge")	2,000,000	780,000	-	-
Money market funds ("MMF")	N/A	250,197	-	-
		1,144,275		429,980

M3 METALS CORP.

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED MAY 31, 2024 AND 2023
(EXPRESSED IN CANADIAN DOLLARS - UNAUDITED)

3. MARKETABLE SECURITIES (CONTINUED)

International Metals Mining Corp

In October 2020, the Company received 3,000,000 common shares of IMM at a fair value of \$0.30 per share in connection with the Aspen Gold Property option agreement (Note 5). During the year ended August 31, 2021, the Company sold 368,000 IMM common shares resulting in a net loss of \$11,465. In October 2022, IMM consolidated its shares on the basis of every ten old common shares into one new common share. During the year ended August 31, 2023, the Company sold 63,200 IMM common shares resulting in a net loss of \$245. During the nine months ended May 31, 2024, the Company recorded an unrealized loss on net change in fair value of marketable securities of \$35,000 (May 31, 2023 – \$319,874)

Aurwest Resources Corporation

In December 2021, the Company received 1,500,000 common shares of Aurwest subject to certain escrow release conditions at a fair value of \$0.10 per share in connection with the sale of the Stars Property (Note 5). As at May 31, 2024, 1,500,000 common shares have been released from escrow. During the nine months ended May 31, 2024, the Company recorded an unrealized loss on net change in fair value of marketable securities of \$7,500 (May 31, 2023 – \$82,500).

Cyclone Metals Ltd.

In May 2023, the Company received 400,000,000 common shares of Cyclone at a fair value of AUS\$0.002 per share in connection with the sale of the Schefferville Property (Note 5). During the nine months ended May 31, 2024, the Company sold 315,000,000 Cyclone common shares for gross proceeds of \$273,754 and recognized a realized loss of \$296,711. During the nine months ended May 31, 2024, the Company recorded an unrealized gain on net change in fair value of marketable securities of \$297,063 (May 31, 2023 – \$371,840).

Surge Battery Metals Corp.

In October 2023, the Company received 2,000,000 common shares of Surge at a fair value of \$0.59 per share in connection with the Great Texas Spring Property option and joint venture agreement (Note 5). During the nine months ended May 31, 2024, the Company recorded an unrealized loss on net change in fair value of marketable securities of \$400,000 (May 31, 2023 – \$nil).

Money Market Funds.

In February 2024, the Company invested \$212,000 in money market funds and a further \$35,000 in May 2024. During the nine months ended May 31, 2024, the Company recorded an unrealized gain on net change in fair value of marketable securities of \$3,198 (May 31, 2023 – \$nil).

M3 METALS CORP.

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
 FOR THE THREE AND NINE MONTHS ENDED MAY 31, 2024 AND 2023
 (EXPRESSED IN CANADIAN DOLLARS - UNAUDITED)

4. PROPERTY AND EQUIPMENT

	Computer hardware \$	Equipment \$	Vehicles \$	Total \$
Cost:				
At August 31 2022 and August 31, 2023	33,573	24,740	101,524	159,837
Depreciation:				
At August 31, 2022	31,888	22,741	99,184	153,813
Charge for the year	928	401	700	2,029
At August 31, 2023	32,816	23,142	99,884	155,842
Charge for the period	312	198	411	921
At May 31, 2024	33,128	23,340	100,295	156,763
Net book value:				
At August 31, 2023	757	1,598	1,640	3,995
At May 31, 2024	445	1,400	1,229	3,074

5. EXPLORATION AND EVALUATION PROPERTIES

	Schefferville \$	G-South \$	Great Texas Spring \$	Lakshmi Property \$	Total \$
Balance, August 31, 2022	-	160,000	-	-	160,000
Value of common shares received	(724,400)	-	-	-	(724,400)
Gain from sale of asset	720,599	-	-	-	720,599
<i>Exploration expenditures:</i>					
Geological	3,801	16,135	-	-	22,546
Staking and claim maintenance costs	-	-	175,027	-	175,027
	-	176,135	175,027	-	351,162
Write off of exploration and evaluation properties	-	(176,135)	(22,932)	-	(199,067)
Balance, August 31, 2023	-	-	152,095	-	152,095
<i>Property acquisition costs:</i>					
Cash	-	-	-	206,153	206,153
Common shares	-	-	-	1,160,000	1,160,000
Value of option payment received	-	-	(76,048)	-	(76,048)
<i>Exploration expenditures:</i>					
Geological	-	-	-	16,407	16,407
Balance, May 31, 2024	-	-	76,047	1,382,560	1,458,607

M3 METALS CORP.

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED MAY 31, 2024 AND 2023
(EXPRESSED IN CANADIAN DOLLARS - UNAUDITED)

5. EXPLORATION AND EVALUATION PROPERTIES (CONTINUED)

Schefferville Properties

In 2011, the Company acquired a 100% interest in a number of properties. These properties are subject to certain royalty interests and NSRs. In May 2022, the Company entered into a Tenement Sale Agreement (“TSA”) with Labrador Iron Pty Ltd. (“Labrador”) whereby the Company will sell its 100% right, title and interest in the Schefferville Properties in exchange for:

- cash payment of AUS\$500,000 on closing (received);
- cash payment of AUS\$1,000,000 on or before May 12, 2023. In the event Labrador does not make this cash payment, Labrador must issue to the Company, for no consideration, that number of common shares of Labrador that is equal to 70% of the fully diluted issued and outstanding share capital of Labrador; and
- Labrador must incur at least AUS\$250,000 in eligible exploration expenses on the Schefferville Properties to keep the properties in good standing to December 31, 2022.

Should Labrador be acquired by an entity listed on a stock exchange (“Listco”) prior to May 12, 2023, Listco must issue to the Company:

- That number of fully paid common shares in the capital of Listco that is equal to AUS\$500,000, divided by the 10-day VWAP of Listco’s common shares as traded on the stock exchange prior to the closing date, to be issued within three business days of completion of the transaction with Listco; and
- That number of fully paid common shares in the capital of Listco that is equal to AUS\$500,000, divided by the 10-day VWAP of Listco’s common shares as traded on the stock exchange prior to the closing date, to be issued upon the earlier of either:
 - 12 months from the date of completion of the transaction with Listco; or
 - upon definition of a JORC inferred resource on the Schefferville Properties of not less than 5 Billion tonnes containing iron ore at a grade not less than 28% within 12 months of the execution of the tenement sale agreement.

In April 2023, Labrador was acquired by Cyclone Metals Ltd, an entity listed on the stock exchange. As a result, in May 2023, Cyclone issued 400,000,000 common shares to the Company with a fair value of AUS\$800,000 to acquire a 100% interest in the Schefferville Properties. M3 and Cyclone mutually agreed that the sale was completed, and Cyclone was relieved of any further commitments as outlined in the TSA.

Mohave Property

On September 21, 2019, the Company entered into an option agreement with DDS Resources LLC and Mohave Mine Partnership LLC (collectively, “Optionors”) to acquire, by way of option, up to 100% of certain mining claims in the Weaver mining district, Mohave County, Arizona, USA (collectively, the “Mohave Mine Gold Property”). Under the terms of the agreement, the Company has the option to earn up to a 100% interest in the Mohave Mine Gold Property by completing the following:

	Cash payment (US\$)		Expenditures (US\$)	
On or before October 1, 2019	(paid)	50,000		-
On or before March 31, 2021*	(paid by MLP)	75,000	(incurred)	50,000
On or before March 31, 2022*	(paid by MLP)	100,000	(incurred)	200,000
On or before April 14, 2023*		150,000		300,000
On or before March 31, 2024*		200,000		350,000
On or before March 31, 2025*		3,000,000		400,000
Total Requirement		3,575,000		1,300,000

*As part of the Definitive Agreement (defined below), Millennial Potash Corp (“MLP”) (formerly “Black Mountain Gold USA Corp.>) is responsible to keep the underlying option agreement between the Optionors and the Company in good standing by making the necessary cash payments and completing expenditure requirements.

M3 METALS CORP.

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED MAY 31, 2024 AND 2023
(EXPRESSED IN CANADIAN DOLLARS - UNAUDITED)

5. EXPLORATION AND EVALUATION PROPERTIES (CONTINUED)

Mohave Property (continued)

Upon the completion of all payments, the Company will grant a 1.5% NSR to the Optionors. In July 2020, and later amended, the Company entered into a mineral property option agreement (the "Definitive Agreement") with MLP. Under the Definitive Agreement, MLP can earn up to a 90% interest in the Mohave Mine Gold Property by making payments and incurring exploration expenditures as follows:

	Cash Option payments (\$)	Expenditures (\$)
On or before November 5, 2020	(received) 300,000	-
On or before May 4, 2022	(received) 150,000	-
On or before March 4, 2023*	250,000	-
On or before November 4, 2023	400,000	-
On or before November 4, 2024**	2,000,000	1,000,000
On or before November 4, 2025***	3,000,000	2,000,000
Total Requirement	6,100,000	3,000,000

* \$250,000 is due on the earlier of March 4, 2023 or five business days after the completion of (i) State and Federal approval of the Environmental Assessment (EA) Report filed by the Company; and (ii) approval of the Company's exploration plan of operation including allowing road and drill pad construction to begin and planned drilling to be commenced.

**MLP has the option to pay \$2,000,000 cash or issue shares valued at the time of issuance of \$2,000,000 up to 50% of MLP's outstanding shares to the Company.

***MLP has the option to pay \$3,000,000 cash or issue shares valued at the time of issuance of \$3,000,000 up to 50% of MLP's outstanding shares to the Company.

During the year ended August 31, 2021, the Company recorded a gain on sale of exploration and evaluation properties of \$34,940 in relation to the \$300,000 option payment received. Additionally, MLP reimbursed \$226,216 to the Company and the reimbursement was considered towards its exploration expenditures requirements. During the year ended August 31, 2022, the Company recorded a gain on sales of exploration and evaluation properties of \$150,000 in relation to the \$150,000 option payment received.

On March 2, 2023, Millennial Potash Corp (formerly Black Mountain Gold USA Corp.) and the Company mutually agreed to terminate the definitive agreement dated July 4, 2020 and as amended in April and October 2022 between MLP and the Company with respect to the Mohave Mine Gold Property. MLP forfeited its right to earn a 90% interest in the Mohave Mine Gold Property. In April 2023, the Company forfeited its right to acquire a 100% interest in the Mohave Mine Gold Property by terminating its agreement with DDS Resources LLC dated September 21, 2019.

G-South Property

On April 21, 2022, the Company entered into a mineral claims purchase and sale agreement to acquire 100% of the G-South property, located in the Central Cariboo Region of South Central British Columbia (the "G-South Property"). Under the terms of the agreement, the vendor is to receive a total of \$20,000 (paid) and 200,000 common shares of the Company (issued) with a fair value of \$140,000 as consideration for the purchase.

The Company will pay a 2% NSR to the vendor on commencement of commercial production which the Company will have the right, at any time prior to the commencement of commercial production, to purchase 50% of the NSR for \$1,000,000.

The G-South claims expired in February 2024, and the Company does not have intention to renew these claims. As a result, the Company recorded a write of exploration and evaluation assets of \$176,135 during the year ended August 31, 2023.

M3 METALS CORP.

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED MAY 31, 2024 AND 2023
(EXPRESSED IN CANADIAN DOLLARS - UNAUDITED)

5. EXPLORATION AND EVALUATION PROPERTIES (CONTINUED)

Great Texas Spring

In April 2023, the Company staked 292 mining claims for a lithium project in the Elko County region of Nevada. The Company incurred \$175,027 in staking and claim maintenance costs. Of these 292 claims, 39 claims had previously been staked by another Company, and as a result of title disputes, the Company wrote-off \$22,932 of costs relating to the disputed claims. The Company holds title to 253 claims.

On October 24, 2023, the Company obtained regulatory approval from the TSX-V for a mineral property option and joint venture agreement (the "Surge Agreement") with Surge Battery Metals Inc. ("Surge") entered into in July 2023. The Surge Agreement grants Surge the right to earn up to an 80% interest in the Great Texas Spring property by making the following payments to the company:

- i. to earn a 50% percent interest Surge must make a cash payment to the Company of \$500,000 (paid) and must issue to the Company a total of 2,000,000 (issued) of Surge's common shares;
- ii. to earn an additional 20% percent interest in the M3M Lands, Surge must make a cash payment to the Company of \$250,000, issue to the Company a total of 2,000,000 of Surge's common shares and make \$250,000 in exploration expenditures; and
- iii. to earn an additional 10% percent interest in the M3M Lands, Surge must make a cash payment to M3M of \$500,000 and issue to the Company a total of 1,000,000 of Surge's common shares.

Lakshmi Property

On October 19, 2023, the Company obtained regulatory approval from the TSX-V of a mineral property option agreement entered into in May 2023 (the "Lakshmi Option Agreement") with IMEx Consultants ("IMEx") to acquire up to an eighty (80%) percent interest in the Lakshmi Property (the "Lakshmi Property") located in California.

To obtain a 60% interest in the Lakshmi Property, the Company must:

- i. Issue 2,000,000 shares (issued) to IMEx and pay a sum of USD\$150,000 (paid) upon regulatory approval of the Lakshmi Option Agreement; and
- ii. Incur USD\$400,000 in exploration expenditures on the Lakshmi Property within twelve (12) months of regulatory approval of the Agreement.

The Company can acquire the additional twenty (20%) percent interest in the Lakshmi Property by issuing an additional 2,000,000 shares to the Vendor and incurring an additional USD\$2,000,000 in exploration expenditures on the Lakshmi Property within thirty-six (36) months of regulatory approval of the Lakshmi Option Agreement.

6. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	May 31, 2024	August 31, 2023
	\$	\$
Accounts payable	1,749	14,405
Accrued liabilities	47,050	94,144
	48,799	108,549

M3 METALS CORP.

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED MAY 31, 2024 AND 2023
(EXPRESSED IN CANADIAN DOLLARS - UNAUDITED)

7. SHARE CAPITAL

Authorized share capital

Unlimited common shares without par value.

During the nine months ended May 31, 2024:

- a) The Company issued 2,000,000 common shares of the Company with a fair value of \$1,160,000 in connection to the Lakshmi Option Agreement (Note 5).

During the year ended August 31, 2023:

- a) In February 2023, the Company closed a private placement of 5,000,000 units at a price of \$0.24 per unit for gross proceeds of \$1,200,000. Each unit consists of one common share and one share purchase warrant. Each share purchase warrant is exercisable for two years at a price of \$0.32 per share.

8. RESERVES

Stock options

The Company has a stock option plan (“the Plan”) whereby it can grant options to directors, officers, employees, and technical consultants of the Company. The maximum number of shares that may be reserved for issuance under the Plan is limited to 10% of the issued common shares of the Company. Vesting and term of the option is determined by the board of directors in accordance with the Plan and the policies of the TSX-V.

A summary of stock option activities is as follows:

	Number of options #	Weighted average exercise price \$
Balance, August 31, 2023 and May 31, 2024	800,000	0.47

The weighted average life of the outstanding stock options is 3.91 years.

Warrants

A summary of share purchase warrant activities is as follows:

	Number of warrants	Weighted average exercise price \$
Balance, August 31, 2023 and May 31, 2024	5,000,000	0.32

The weighted average life of the outstanding warrants is 0.69 years.

M3 METALS CORP.

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED MAY 31, 2024 AND 2023
(EXPRESSED IN CANADIAN DOLLARS - UNAUDITED)

9. RELATED PARTY TRANSACTIONS

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including directors (executive and non-executive) of the Company.

Summary of key management personnel compensation:

	For the nine months ended May 31,	
	2024	2023
	\$	\$
Consulting and directors' fees	215,000	213,000
Share-based compensation	-	180,000
Total	215,000	393,000

In addition, the following amounts were incurred with respect to companies related by common officers and directors:

	For the nine months ended May 31,	
	2024	2023
	\$	\$
Office and administration – Rent	11,250	13,350
Travel and related	-	1,000
Total	11,250	14,350

As at May 31, 2024, the Company has \$280 (August 31, 2023 - \$1,415) included in accounts payable and accrued liabilities due to officers, directors and companies controlled by officers and directors.

10. CAPITAL MANAGEMENT

The Company considers its capital structure to include the components of shareholders' equity. Management's objective is to ensure that there is sufficient capital to minimize liquidity risk and to continue as a going concern. As the Company's properties are in the exploration and evaluation stage, the Company is currently unable to self-finance its operations. Although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that the Company will be able to obtain adequate financing in the future, or that the terms of such financings will be favorable.

The Company's share capital is not subject to any external restrictions. The Company did not change its approach to capital management during the nine months ended May 31, 2024.

11. FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT

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

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

M3 METALS CORP.

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED MAY 31, 2024 AND 2023
(EXPRESSED IN CANADIAN DOLLARS - UNAUDITED)

11. FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT (CONTINUED)

The Company's financial instruments consist of cash, marketable securities and accounts payable and accrued liabilities. The fair value of these financial instruments, other than marketable securities, approximates their carrying values due to the short-term nature of these instruments. Marketable securities are measured at fair value using level 1 inputs.

The Company is exposed to a variety of financial risks by virtue of its activities including currency, credit, interest rate, liquidity and commodity price risk.

a) Currency risk

The Company conducts exploration and evaluation activities in the United States. As such, it is subject to risk due to fluctuations in the exchange rates for the Canadian and US dollars. As at May 31, 2024 the Company had foreign currency net monetary financial assets of US\$54,997. Each 10% change in the US dollar relative to the Canadian dollar will result in a foreign exchange gain/loss of approximately \$7,500.

b) Credit risk

Credit risk is risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations. The Company's cash is held in large Canadian financial institutions and GST receivable is due from the Government of Canada. The Company's financial instrument related to the GST receivable is not exposed to significant credit risk.

c) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. There is no interest rate risk, as the Company has no interest bearing debt subject to floating interest rates.

d) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they come due. The Company's ability to continue as a going concern is dependent on management's ability to raise the required capital through future equity or debt issuances. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning, and approval of significant expenditures and commitments. As at May 31, 2024 the Company had a cash balance of \$335,762 to settle current liabilities of \$48,799. The liquidity risk is assessed as low.

e) Commodity price risk

The ability of the Company to explore and evaluate its exploration and evaluation properties and the future profitability of the Company are directly related to the price of gold. The Company monitors lithium prices to determine the appropriate course of action to be taken.

12. SEGMENTED INFORMATION

The Company has one operating segment, being the acquisition and exploration of exploration and evaluation properties. Geographic information is as follows:

	As at May 31, 2024		
	Canada	US	Total
	\$	\$	\$
Property and equipment	3,074	-	3,074
Exploration and evaluation properties	-	1,458,607	1,458,607
	3,074	1,458,607	1,461,681

M3 METALS CORP.

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED MAY 31, 2024 AND 2023
(EXPRESSED IN CANADIAN DOLLARS - UNAUDITED)

12. SEGMENTED INFORMATION (continued)

	As at August 31, 2023		
	Canada	US	Total
	\$	\$	\$
Property and equipment	3,995	-	3,995
Exploration and evaluation properties	-	152,095	152,095
	3,995	152,095	156,090