

AFR NuVenture Resources Inc.
CONSOLIDATED FINANCIAL STATEMENTS
For the years ended May 31, 2024 and May 31, 2023
(Expressed in Canadian Dollars)

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
AFR NuVenture Resources Inc.

Opinion

We have audited the accompanying consolidated financial statements of AFR NuVenture Resources Inc. (the "Company"), which comprise the consolidated statements of financial position as at May 31, 2024 and 2023, and the consolidated statements of loss and comprehensive loss, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at May 31, 2024 and 2023, and its financial performance and its cash flows for the years then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the consolidated Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained in our audit is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 of the consolidated financial statements, which indicates that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

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

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

Other Information

Management is responsible for the other information. The other information obtained at the date of this auditor's report includes Management's Discussion and Analysis.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.



In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the consolidated Financial Statements

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

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

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

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

Vancouver, Canada

Chartered Professional Accountants

October 1, 2024

AFR NuVenture Resources Inc.
Consolidated Statements of Financial Position
(Expressed in Canadian dollars)

As at	May 31 2024 \$	May 31 2023 \$
ASSETS		
Current		
Cash	55,478	440,596
Other receivables	23,256	13,294
Prepaid expenses	15,677	15,524
Total assets	94,411	469,414
LIABILITIES		
Current		
Trade and other payables	67,924	68,226
Total current liabilities	67,924	68,226
SHAREHOLDERS' EQUITY		
Common shares and reserves (note 4)	32,150,836	32,150,836
Deficit	(32,124,349)	(31,749,648)
Total shareholders' equity	26,487	401,188
Total liabilities and shareholders' equity	94,411	469,414

Nature of operations, basis of presentation and going concern (note 1)

Approved on behalf of the board:

(signed) "David Mason"
Director

(signed) "John O'Donnell"
Director

The accompanying notes are an integral part of these Consolidated Financial Statements.

AFR NuVenture Resources Inc.
Consolidated Statements of Loss and Comprehensive Loss
(Expressed in Canadian dollars)

	For the years ended	
	May 31	May 31
	2024	2023
	\$	\$
Expenses		
Exploration and project evaluation (note 3)	-	151,899
General and administrative (note 5 and 6)	372,848	382,291
Write-down of exploration and evaluation assets (note 3)	-	11,588
Foreign exchange (gain)	1,853	(4,710)
Net loss and comprehensive loss for the year	374,701	541,068
Loss per share – basic and fully diluted	0.02	0.03
Weighted average shares outstanding – basic and fully diluted	18,038,681	18,038,681

The accompanying notes are an integral part of these Consolidated Financial Statements.

AFR NuVenture Resources Inc.
Consolidated Statements of Cash Flows
(Expressed in Canadian dollars)

For the year ended May 31	2024	2023
	\$	\$
Operating activities		
Net loss for the year	(374,701)	(541,068)
Net change in non-cash working capital balances related to operating activities:		
Other receivables	(9,962)	54,668
Prepaid expenses	(153)	(2,532)
Trade and other payables	(302)	(60,866)
Cash used in operating activities	(385,118)	(538,210)
Investing activities		
Proceeds from reclamation bond	-	31,606
Cash used in investing activities	-	31,606
Net decrease in cash	(385,118)	(506,604)
Cash, beginning of the year	440,596	947,200
Cash, end of the year	55,478	440,596

The accompanying notes are an integral part of these Consolidated Financial Statements.

AFR NuVenture Resources Inc.
Consolidated Statements of Shareholders' Equity
(Expressed in Canadian dollars)

	Share Capital		Reserves	Sub-total	Deficit	Total
	#	\$	\$	\$	\$	\$
Balance, May 31, 2022	18,038,681	32,030,596	120,240	32,150,836	(31,208,580)	942,256
Net loss for the year	-	-	-	-	(541,068)	(541,068)
Balance, May 31, 2023	18,038,681	32,030,596	120,240	32,150,836	(31,749,648)	401,188
Net loss for the year	-	-	-	-	(374,701)	(374,701)
Balance, May 31, 2024	18,038,681	32,030,596	120,240	32,150,836	(32,124,349)	26,487

The accompanying notes are an integral part of these Consolidated Financial Statements

AFR NuVenture Resources Inc.

Notes to the Consolidated Financial Statements

May 31, 2024

(Expressed in Canadian dollars)

1. Nature of operations, basis of presentation and going concern uncertainty

AFR NuVenture Resources Inc. (“AFR” or the “Company”), an exploration stage company, was incorporated on May 12, 1980, in British Columbia. On November 23, 2021, the Company changed its name to AFR NuVenture Resources Inc. Its current principal business activity is the exploration and evaluation of mineral assets.

On January 9, 2024, the Company announced the acquisition of a Mineral Exploration License called Mary Ann’s Lake, situated in Richmond County, Nova Scotia on Cape Breton Island.

On April 26, 2019, the Company entered into an agreement whereby the Company may acquire a 51% interest in the Silver Bell - St. Lawrence Gold Project, in the Virginia City Mining District of Montana, USA.

On March 8, 2022, the Company entered into an agreement whereby the Company may acquire up to a 100% interest in the Edge group of properties located in southwestern New Brunswick, Canada (Note 4). In 2024 the Company dropped its interest in this property.

These consolidated financial statements (the “financial statements”) have been prepared on a going concern basis which assumes that the Company will be able to continue in operation for the foreseeable future and meet its obligations in the normal course of business. The Company has an accumulated deficit of \$32,124,349 and expects to incur further losses in the development of its business. The Company’s ability to continue its operations and to realize its assets is dependent upon obtaining additional financing to further its business objective. Although the Company has been successful in raising equity financing in the past, there is no assurance that such financing will continue to be available. These material uncertainties may cast significant doubt about the Company’s ability to continue as a going concern.

The financial statements of the Company have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB). The financial statements have been prepared by management and approved by the Board of Directors on October 1, 2024.

These consolidated financial statements do not reflect adjustments that would be necessary if the going concern assumption were not appropriate. If the going concern assumption were not appropriate for these consolidated financial statements, then adjustments to the carrying values of the assets and liabilities, the expenses and the balance sheet classifications, which could be material, would be necessary.

2. Material accounting policies

Basis of presentation

These financial statements have been prepared using accounting policies consistent with IFRS Accounting Standards as issued by the International Accounting Standards Board (“IASB”).

The consolidated financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss, which are stated at their fair value. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information.

AFR NuVenture Resources Inc.

Notes to the Consolidated Financial Statements

May 31, 2024

(Expressed in Canadian dollars)

Key sources of estimation uncertainty and critical accounting judgments

The preparation of the Company's financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the consolidated financial statements and reported amounts of expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates. Information about significant areas of estimation uncertainty and judgments made by management in preparing the consolidated financial statements are described below:

Significant estimates and judgement made by management affecting the financial statements include:

Income taxes

Tax interpretations, regulations and legislation in Canada, in which the Company and its subsidiaries operate are subject to change. As such, income taxes are subject to measurement uncertainty. Deferred tax assets are assessed by management at the end of the reporting period to determine the likelihood that they will be realized from future taxable earnings.

Basis of consolidation

These financial statements include the financial statements of the Company and the entities controlled by the Company:

Entity	Country of Incorporation	Principal Business	2024 Interest	2023 Interest
Chevalier Resources Inc.	Canada	Holding company.	100%	100%
African Metals Holdings (BVI) Ltd.	BVI	Holding company.	100%	100%
African Metals Resources (BVI) Ltd.	BVI	Holding company.	100%	100%

Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The financial statements of subsidiaries are included in the financial statements from the date that control commences until the date that control ceases. All intercompany transactions and balances have been eliminated.

Cash and cash equivalents

Cash is comprised of cash on hand, there were no cash equivalents for the years presented.

Exploration and evaluation assets

The Company's exploration and evaluation assets have not reached the development stage and as a result are considered exploration and evaluation assets. Expenditures that result in the acquisition of exploration and evaluation assets or an interest therein are capitalized. Exploration and evaluation expenditures are expensed in the period they are incurred. The amount shown for exploration and evaluation assets represents acquisition costs to date, less impairments recognized, and does not necessarily reflect present or future values.

Expenditures on properties in which the Company does not have a registered or contractual interest are expensed as incurred.

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

AFR NuVenture Resources Inc.

Notes to the Consolidated Financial Statements

May 31, 2024

(Expressed in Canadian dollars)

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

Provision for environmental rehabilitation

A legal or constructive obligation to incur restoration, rehabilitation and environmental costs may arise when environmental disturbance is caused by the exploration, development or ongoing production of a mineral property interest. Such costs arising from the decommissioning of plant and other site preparation work, discounted to their net present value, are provided for and capitalized at the start of each project to the carrying amount of the asset, as soon as the obligation to incur such costs arises. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. These costs are charged against profit or loss over the economic life of the related asset, through amortization using either a unit-of-production or the straight-line method as appropriate. The related liability is adjusted for each period for the unwinding of the discount rate and for changes to the current market-based discount rate, amount or timing of the underlying cash flows needed to settle the obligation.

Costs for restoration of subsequent site damage which is created on an ongoing basis during production are provided for at their net present values and charged against profits as extraction progresses.

The Company has no material restoration, rehabilitation and environmental costs for the years presented as the disturbance to date is minimal.

Share-based payments

The Company's stock option plan allows Company employees, directors, officers and consultants to acquire shares of the Company. The fair value of options granted is recognized as share-based payment expense with a corresponding increase in equity reserves. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee.

Fair value is measured at grant date, and each tranche is recognized using the graded vesting method over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes option pricing model, taking into account the terms and conditions upon which the options were granted. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of stock options that are expected to vest. In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at the fair value of the share-based payment. Otherwise, share-based payments are measured at the fair value of goods or services received.

Income taxes

Income tax expense comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity. Current tax expense is the expected tax payable on taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded using the liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting or taxable loss; and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the reporting date.

AFR NuVenture Resources Inc.

Notes to the Consolidated Financial Statements

May 31, 2024

(Expressed in Canadian dollars)

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

Additional income taxes that arise from the distribution of dividends are recognized at the same time as the liability to pay the related dividend. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Share issue costs

Share issue costs incurred on the issue of the Company's shares are charged directly to share capital.

Income (loss) per share

Basic income (loss) per share is calculated by dividing the loss for the period by the weighted average number of shares outstanding during the period. Diluted loss per share is calculated using the treasury stock method.

Under the treasury stock method, the weighted average number of shares outstanding used in the calculation of diluted loss per share assumes that the deemed proceeds received from the exercise of stock options, share purchase warrants and their equivalents would be used to repurchase common shares of the Company at the average market price during the period.

Existing stock options and share purchase warrants have not been included in the computation of diluted loss per share as to do so would be anti-dilutive. Accordingly, basic and diluted loss per share are the same for the years presented.

Translation of foreign currencies

The functional currency is the currency of the primary economic environment in which the entity operates and has been determined for each entity within the Company. The functional currency of the Company, Chevalier Resources Inc., African Metals Holdings (BVI) Ltd., and African Metals Resources (BVI) Ltd. 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 the Canadian dollar 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 the statement of operations.

Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. All financial instruments are initially recorded at fair value, adjusted for directly attributable transaction costs. The Company determines each financial instrument's classification upon initial recognition. Measurement in subsequent periods depends on the financial instrument's classification.

AFR NuVenture Resources Inc.

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May 31, 2024

(Expressed in Canadian dollars)

Classification

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

The classification for each of the Company’s financial assets and financial liabilities are summarized in the following table:

Classification	IFRS 9
Cash	FVTPL
Other receivables	Amortized cost
Trade and other payables	Amortized cost

Measurement

Financial assets at FVTOCI:

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

Financial assets and liabilities at amortized cost:

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

Financial assets and liabilities at FVTPL

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

Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the consolidated statements of net (loss) income, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

AFR NuVenture Resources Inc.

Notes to the Consolidated Financial Statements

May 31, 2024

(Expressed in Canadian dollars)

Derecognition

Financial assets

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

Financial liabilities

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

Impairment

At the end of each reporting period, the Company's long lived assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the profit or loss for the period. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the financial asset at the date of impairment is reversed and does not exceed what the amortized cost would have been had the impairment not been recognized.

3. Exploration and evaluation assets

Mary Ann's Lake

On January 9, 2024, the Company announced the acquisition of a Mineral Exploration License called Mary Ann's Lake, consisting of 14 claims situated in Richmond County, Nova Scotia on Cape Breton Island. This property was transferred to the Company by a director and related party, for no additional consideration.

Silver Bell – St. Lawrence Gold Project

On April 26, 2019, the Company entered into an agreement with a related party (who is a director and officer of the Company) whereby the Company may acquire a 51% interest in the Silver Bell - St. Lawrence Gold Project, in the Virginia City Mining District of Montana, USA (the "Project"). Under the agreement, the Company may earn a 51% interest in the Project by making annual US\$10,000 option payments (waived for 2020 and deferred by agreement for 2021 through 2023) and spending US\$1,000,000 in exploration expenditures within four years with a minimum of \$200,000 in expenditures during the first two years.

To date, none of the required option payments have been made, and expenditure requirements have not been met.

AFR NuVenture Resources Inc.

Notes to the Consolidated Financial Statements

May 31, 2024

(Expressed in Canadian dollars)

On September 24, 2023, an extension agreement was signed, extending the required option payments and exploration expenditures until March 15, 2025.

Edge Properties

Effective February 23, 2022, the Company entered into an agreement with Edge Exploration Inc. (“Edge”), whereby the Company may acquire up to a 100% interest in a group of exploration properties located in southwest New Brunswick (the “Edge Properties”).

Due to the option agreement being in default with no plans for remediation, the costs related to the acquisition of the Edge properties of \$11,588 were written down to \$nil during the year ended May 31, 2023.

A summary of exploration and evaluation expenditures is as follows:

	Balance May 31 2022 \$	For the year ended May 31 2023 \$	Balance May 31, 2023 and May 31 2024 \$
Silver Bell			
Assays	13,454	-	13,454
Drilling	187,497	-	187,497
Geophysics	69,002	-	69,002
Geology and field operations	86,951	-	86,951
Reporting	36,968	-	36,968
Other	5,664	6,361	12,025
	399,536	6,361	405,897
Edge			
Assays	-	8,757	8,757
Drilling	45,136	34,102	79,238
Geology and field operations	70,700	90,439	161,139
Other	1,681	2,540	4,221
Grant	-	(8,000)	(8,000)
	117,517	127,838	245,355
Project evaluation	-	17,700	17,700
Total	517,053	151,899	668,952

4. Shareholders' equity

The authorized share capital of the Company is unlimited shares without par value.

Share capital

Share capital comprises the following:

	Number of shares	Amount \$
Balance, May 31, 2022, May 31, 2023 and May 31, 2024	18,038,681	32,030,596

AFR NuVenture Resources Inc.

Notes to the Consolidated Financial Statements

May 31, 2024

(Expressed in Canadian dollars)

Stock options

The Company has adopted an incentive stock option plan (the "Plan"). The essential elements of the Plan provide that the aggregate number of shares of the Company's share capital issuable pursuant to options granted under the Plan may not exceed 10% of the issued and outstanding shares.

Options granted under the Plan may have a maximum term of five years. The exercise price of options granted under the Plan will not be less than the discounted market price of the shares (defined as the last closing market price of the Company's shares immediately preceding the issuance of a news release announcing the granting of the options, less the maximum discount permitted by TSX Venture Exchange Policy) or such other price as may be agreed to by the Company and accepted by the TSX Venture Exchange. All options granted under the Plan will become vested in full upon grant, except options granted to consultants performing investor relations activities, which options are subject to vesting restrictions such that one-quarter of the options shall vest every three months subsequent to the date of the grant of the options.

The following summary sets out the activity in the Plan:

	Options #	Weighted average exercise price \$
Outstanding and exercisable, May 31, 2022, May 31, 2023 and May 31, 2024	1,800,000	0.09

All outstanding stock options expire on August 31, 2026 if not previously exercised.

5. Related party transactions

Compensation of key management and directors

Key management includes the Chief Executive Officer, the Chief Financial Officer, and directors. Compensation to key management and directors for the year ended May 31, 2024 was \$282,000 (May 31, 2023 - \$282,000). There were no balances owing as at May 31, 2024 or May 31, 2023.

6. General and administrative expenses

For the years ended May 31	2024 \$	2023 \$
Consulting, management and directors' fees (note 5)	282,546	282,000
Professional fees (legal & audit)	28,474	31,494
Shareholder communications, advertising and promotion	22,262	17,315
Rent	21,696	24,958
Insurance	16,676	22,446
Travel	-	2,138
Other	1,194	1,940
	372,848	382,291

AFR NuVenture Resources Inc.

Notes to the Consolidated Financial Statements

May 31, 2024

(Expressed in Canadian dollars)

7. Income taxes

The reconciliation of the combined Canadian federal and provincial income tax rate to the income tax recovery presented in the consolidated statements of income (loss) and comprehensive income (loss) is provided below:

	2024 \$	2023 \$
Loss before income taxes	(374,701)	(541,068)
Expected income tax benefit based on statutory rate	(99,000)	(146,000)
Adjustments to benefit resulting from:		
Adjustment to prior years provision versus statutory tax returns and expiry of non-capital losses	-	1,123,000
Change in unrecognized deductible temporary differences	99,000	(977,000)
	-	-

The components of the Company's deferred income tax assets are as follows:

	2024 \$	Expiry Dates	2023 \$	Expiry Dates
Non-capital losses	6,931,000	2028 to 2044	7,293,000	2028 to 2043
Capital losses	1,784,000	No expiry date	1,784,000	No expiry date
Resource related deductions	3,558,000	No expiry date	3,708,000	No expiry date

All non-capital loss carry-forwards are in Canada.

8. Financial instrument risk management

a) Fair value of financial instruments

The carrying value of trade and other payables approximates fair value due to the short-term nature of these financial instruments.

As of May 31, 2024, except for cash, none of the Company's financial instruments are recorded at fair value in the statements of financial position. Cash is classified as level 1 fair value.

b) Risk management

Credit risk

Credit risk is the risk of loss associated with a counter-party's inability to fulfill its payment obligations. The Company's maximum exposure to credit risk is the carrying amount of cash. To minimize this risk, cash has been placed with major Canadian financial institutions.

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(Expressed in Canadian dollars)

Liquidity risk

Liquidity risk is the risk that the Company cannot meet a demand for cash or fund its obligations as they come due. The Company ensures that there is sufficient capital in order to meet annual business requirements, after taking into account administrative, property holding and exploration budgets, against cash and short-term investments. As at May 31, 2024, the Company has \$55,478 in cash and current liabilities of \$67,924. As the Company does not have operating cash flow, the Company has and will continue to rely primarily on equity financing to meet its capital requirements.

Market risk

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

Foreign currency risk

The Company's functional currency is the Canadian Dollar. There were no significant transactions incurred by the Company in foreign currencies.

The Company has not entered into any agreements or purchased any instruments to hedge possible currency risks at this time.

Interest rate risk

Aside from cash and cash equivalents, the Company has no interest-bearing assets or debts. The Company excess cash balance earns interest in the accounts holding cash. The Company reviews its interest rate exposure periodically, considering potential renewals of existing positions and alternative financial investments. The Company is not exposed to significant interest rate risk.

Price Risk

The Company has no operating revenue, as a result the market price of the commodities it is exploring for does not have a material effect on the financial results of the Company.

9. Segmented Information

The Company operates in one reportable segment, being the exploration and evaluation of mineral assets in North America.