



CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

**THREE AND NINE MONTHS ENDED
JUNE 30, 2024**

(EXPRESSED IN CANADIAN DOLLARS)

(UNAUDITED)

NOTICE TO READER

The accompanying unaudited condensed interim consolidated financial statements of Mega Uranium Ltd. (the "Company") have been prepared by and are the responsibility of management. The unaudited condensed interim consolidated financial statements have not been reviewed by the Company's auditors.

MEGA URANIUM LTD.

Condensed Interim Consolidated Statements of Financial Position

(Unaudited - In thousands of Canadian dollars, except for securities and per share amounts)

	As at June 30, 2024	As at September 30, 2023
ASSETS		
Current assets		
Cash and cash equivalents (note 3)	\$ 843	\$ 347
Receivables and prepaid expenses (note 4)	194	310
Marketable securities (note 5)	31,076	25,281
Total current assets	32,113	25,938
Non-current assets		
Restricted cash (note 6)	-	305
Long-term investment (note 8)	185,414	158,147
Property, plant and equipment	55	64
Right-of-use asset (note 9)	337	408
Total non-current assets	185,806	158,924
Total assets	\$ 217,919	\$ 184,862
EQUITY AND LIABILITIES		
Current liabilities		
Amounts payable and other liabilities (notes 10 and 13)	\$ 1,966	\$ 1,381
Due to broker (note 11)	15,892	8,624
Lease liabilities (note 12)	88	82
Total current liabilities	17,946	10,087
Non-current liabilities		
Lease liabilities (note 12)	272	339
Deferred tax liability	3,504	259
Total non-current liabilities	3,776	598
Total liabilities	21,722	10,685
Equity		
Share capital (note 14)	284,756	283,623
Share option reserve (note 15)	68,163	67,795
Accumulated other comprehensive income	152,557	128,938
Deficit	(309,279)	(306,179)
Total equity	196,197	174,177
Total equity and liabilities	\$ 217,919	\$ 184,862

Commitments and obligations (note 18)



The notes to the interim consolidated financial statements are an integral part of these statements.

MEGA URANIUM LTD.

Condensed Interim Consolidated Statements of Income (Loss) and Comprehensive Income (Loss)
(Unaudited - In thousands of Canadian dollars, except for securities and per share amounts)

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2024	2023	2024	2023
Operating expenses				
General and administrative expenses (note 17)	\$ 843	\$ 845	\$ 2,704	\$ 2,788
Exploration and evaluation expenditures (note 16)	158	26	505	123
Operating loss	(1,001)	(871)	(3,209)	(2,911)
Loss from equity investment (note 7)	-	(127)	-	(572)
Loss on deemed disposition of equity investment (note 7)	-	-	-	(52)
Unrealized loss on marketable securities	(90)	(530)	(2,134)	(3,997)
Realized gain (loss) on marketable securities	(40)	(1)	402	94
Finance expenses	(351)	(11)	(949)	(21)
Other income (note 16)	1,118	1	2,405	1
Foreign exchange gain (loss)	-	(8)	17	(2)
Net loss before taxes	(364)	(1,547)	(3,468)	(7,460)
Deferred tax recovery	(38)	2,710	368	3,097
Net income (loss) for the period	(402)	1,163	(3,100)	(4,363)
Other comprehensive income (loss)				
Item that will be reclassified subsequently to the profit and loss:				
Exchange differences on translation of foreign operations	-	5	(7)	(1)
Item that will not be reclassified subsequently to the profit and loss:				
Change in fair value of long-term investment, net of tax (expense) recovery of \$(2,555) and \$3,612 (2023 - tax recovery \$2,710 and \$3,097) (note 8)	(16,756)	17,741	23,626	20,275
Other comprehensive income (loss)	(16,756)	17,746	23,619	20,274
Total comprehensive income (loss) for the period	\$ (17,158)	\$ 18,909	\$ 20,519	\$ 15,911
Income (loss) per common share - basic	\$ (0.00)	\$ 0.00	\$ (0.01)	\$ (0.01)
Income (loss) per common share - diluted	\$ (0.00)	\$ 0.00	\$ (0.01)	\$ (0.01)
Weighted average number of common shares outstanding - basic	368,120,801	360,334,537	366,064,468	359,660,728
Weighted average number of common shares outstanding - diluted	380,183,787	366,504,454	378,951,611	367,043,491



The notes to the interim consolidated financial statements are an integral part of these statements.

MEGA URANIUM LTD.

Condensed Interim Consolidated Statements of Cash Flows

(Unaudited - In thousands of Canadian dollars, except for securities and per share amounts)

	Nine Months Ended June 30,	
	2024	2023
Operating activities		
Net loss for the period	\$ (3,100)	\$ (4,363)
Adjustment for:		
Loss on equity investment (note 7)	-	572
Loss on deemed disposition of equity investment (note 7)	-	52
Unrealized loss on marketable securities	2,134	3,997
Realized gain on marketable securities	(402)	(94)
Proceeds from sale of marketable securities	3,347	254
Purchase of marketable securities	(9,542)	(3,159)
Amortization	80	67
Lease modification	-	(6)
Stock-based compensation	822	821
Finance expenses	30	21
Deferred tax recovery	(368)	(3,097)
Other income	(1,325)	-
Non-cash working capital items:		
Receivables and prepaid expenses	116	422
Amounts payable and other liabilities	585	12
Due to broker	7,268	4,163
Net cash used in operating activities	(355)	(338)
Financing activities		
Proceeds from exercise of options and warrants	679	388
Lease payments (note 12)	(90)	(73)
Net cash provided by financing activities	589	315
Investing activities		
Additional investment in equity investment (note 7)	-	(17)
Purchase of property, plant and equipment	-	(8)
Proceeds from restricted cash	305	-
Net cash provided (used in) investing activities	305	(25)
Effect of exchange rate changes on cash and cash equivalents held in foreign currencies	(43)	3
Net change in cash and cash equivalents	496	(45)
Cash and cash equivalents, beginning of period	347	510
Cash and cash equivalents, end of period	\$ 843	\$ 465



The notes to the interim consolidated financial statements are an integral part of these statements.

MEGA URANIUM LTD.

Condensed Interim Consolidated Statements of Equity

(Unaudited - In thousands of Canadian dollars, except for securities and per share amounts)

	Number of common shares	Share capital	Share option reserve	Accumulated other comprehensive income	Deficit	Total Shareholders' equity
Balance, September 30, 2022	358,935,636	\$ 282,620	\$ 67,204	\$ 76,214	\$ (310,600)	\$ 115,438
Exercise of stock options	2,400,000	657	(269)	-	-	388
Stock-based compensation	-	-	821	-	-	821
Net loss for the period	-	-	-	-	(4,363)	(4,363)
Other comprehensive income	-	-	-	20,274	-	20,274
Balance, June 30, 2023	361,335,636	\$ 283,277	\$ 67,756	\$ 96,488	\$ (314,963)	\$ 132,558
Balance, September 30, 2023	362,985,636	\$ 283,623	\$ 67,795	\$ 128,938	\$ (306,179)	\$ 174,177
Exercise of stock options	6,370,000	1,133	(454)	-	-	679
Stock-based compensation	-	-	822	-	-	822
Net loss for the period	-	-	-	-	(3,100)	(3,100)
Other comprehensive income	-	-	-	23,619	-	23,619
Balance, June 30, 2024	369,355,636	\$ 284,756	\$ 68,163	\$ 152,557	\$ (309,279)	\$ 196,197



The notes to the interim consolidated financial statements are an integral part of these statements.

MEGA URANIUM LTD.

Notes to Condensed Interim Consolidated Financial Statements

Three and Nine Months Ended June 30, 2024

(Unaudited - In thousands of Canadian dollars, except for securities and per share amounts)

1. Nature of business

Mega Uranium Ltd. ("Mega" or the "Company") was incorporated in 1990 under the laws of the Province of Ontario and its shares are publicly traded on the Toronto Stock Exchange (the "TSX") under the symbol "MGA". The Company is domiciled in the Province of Ontario, Canada and its registered office is located at 217 Queen Street West, Suite 401, Toronto, Ontario, Canada, M5V 0R2.

Mega has a uranium resource project and interests in exploration properties in Australia and equity investments in uranium-focused companies.

Mega has not yet determined whether its resource property contains reserves that are economically recoverable. The recoverability of the amounts shown for mineral properties and related expenditures is dependent upon various factors, including the future selling price of uranium, the existence of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete exploration and development, government permitting policies and regulations, and future profitable production or proceeds from property disposition.

In addition to the Company's own exploration and development activities, Mega participates indirectly in the uranium sector through its securities holdings in other companies, including its significant long-term investment in NexGen Energy Ltd. ("NexGen") (NXE:TSX), its equity accounted investment in Toro Energy Limited ("Toro") (TOE:ASX), and marketable securities of other uranium-focused issuers. NexGen is an exploration and development stage entity engaged in the acquisition, exploration and evaluation of uranium properties in Canada. Toro's principal activities include the development of the Wiluna Uranium Project and exploration and evaluation of its tenement holdings.

These interim consolidated financial statements ("interim consolidated statements") were approved by the Company's board of directors on August 13, 2024.

2. Basis of preparation

a) Statement of compliance:

These interim consolidated statements have been prepared on a condensed basis in accordance with International Accounting Standard ("IAS") 34 - Interim Financial Reporting issued by IAS Board ("IASB") and interpretation of the International Financial Reporting Interpretations Committee using accounting policies consistent with International Financial Reporting Standards ("IFRS") and includes the accounts of Mega and its subsidiary entities.

The same significant accounting policies and methods of computation were followed in the preparation of these interim consolidated statements as were followed in the preparation and described in note 3 of the annual consolidated financial statements as at and for the year ended September 30, 2023. Accordingly, these interim consolidated statements for the three and nine months ended June 30, 2024 should be read together with the annual consolidated financial statements as at and for the year ended September 30, 2023. Significant accounting estimates, judgments and assumptions used or exercised by management in the preparation of these interim consolidated statements are presented below.

b) Basis of presentation:

These interim consolidated statements have been prepared using the historical cost convention, except for some financial instruments, which have been measured at fair value. All monetary references expressed in these notes are references to Canadian dollar amounts ("\$\$") except as otherwise noted.



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Notes to Condensed Interim Consolidated Financial Statements

Three and Nine Months Ended June 30, 2024

(Unaudited - In thousands of Canadian dollars, except for securities and per share amounts)

2. Basis of preparation (continued)

c) Basis of consolidation:

These interim consolidated statements include the accounts of Mega and its wholly owned subsidiaries: Maple Resources Inc., Uranium Mineral Ventures Inc. ("UMVI"), Mega Georgetown Pty Ltd., Mega Hindmarsh Holdings Pty Ltd. ("Hindmarsh"), Mega Redport Holdings Pty Ltd., Monster Copper Corporation ("Monster"), Nu Energy Uranium Corporation ("Nu Energy"), and Northern Lorena Resources Ltd. ("Lorena"). The Company has additional indirect subsidiaries that are wholly owned by its subsidiaries.

Subsidiaries are consolidated from the date of acquisition, being the date on which the Company obtains control, and continue to be consolidated until the date that such control ceases. Control is achieved when an investor has power over an investee to direct its activities, exposure to variable returns from an investee, and the ability to use the power to affect the investor's returns.

All inter-company transactions and balances have been eliminated upon consolidation.

d) Critical accounting judgments, estimates and assumptions:

The preparation of the interim consolidated statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of income, expenses, assets, liabilities, and contingent liabilities and the accompanying note disclosures at the date of the interim consolidated statements. 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 may differ from these estimates. The information about significant judgments, estimates and assumptions that have the most significant effect on the recognition and measurement of assets, liabilities, income and expenses are discussed below:

Judgments

(i) Determination of functional currency:

IAS 21, "The Effects of Changes in Foreign Exchange Rates" ("IAS 21"), defines the functional currency as the currency of the primary economic environment in which an entity operates. The determination of functional currency, which is performed on an entity by entity basis, is based on various judgmental factors outlined in IAS 21. Based on an assessment of the factors in IAS 21, primarily those that influence labour, material and other costs of goods or services received by the Company's subsidiaries, management determined that the functional currency for the parent is the Canadian dollar and the functional currency for the Company's subsidiaries in Australia is the Australian dollar.

(ii) Significant influence:

Management determines its ability to exercise significant influence over an investment in shares of other companies by looking at its percentage interest and other qualitative factors including but not limited to its voting rights, representation on the board of directors, participation in policy-making processes, material transactions between the Company and the associate, managerial personnel in common, provision of essential technical information and operating involvement.



MEGA URANIUM LTD.

Notes to Condensed Interim Consolidated Financial Statements

Three and Nine Months Ended June 30, 2024

(Unaudited - In thousands of Canadian dollars, except for securities and per share amounts)

2. Basis of preparation (continued)

d) Critical accounting judgments, estimates and assumptions: (continued)

(iii) Impairment of equity investment:

At the end of each financial reporting period, the Company's management assesses whether there are indications of impairment or impairment reversal of the Company's equity investment in Toro. The evaluation of external and internal sources of information to determine whether there is an indicator of impairment or, in particular, an impairment reversal involves significant management judgment, including in the case of a potential impairment reversal an assessment of whether there has been a sustained improvement in the service potential of the investment. To the extent that there is such an indicator, the recoverable amount of the Company's equity investment in Toro is estimated based on the applicable publicly available closing share price. The amount of any impairment reversal is limited to the difference between the current carrying amount and the amount that would have been the carrying amount had the earlier impairment not been recognized.

Estimates

(i) Share-based payments:

The Company uses the Black-Scholes option pricing model to calculate stock-based compensation expense. The Black-Scholes model requires six key inputs to determine a value for an option: risk-free interest rate, exercise price, market price at date of issue, expected dividend yield, expected life and expected volatility. Certain inputs are estimates, which involve considerable judgment and are, or could be, affected by significant factors that are out of the Company's control.

(ii) Deferred tax assets and liabilities:

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. The Company computes deferred tax assets and liabilities in respect of taxes that are based on taxable profit. Taxable profit is understood to be a net, rather than gross, taxable amount that gives effect to both revenues and expenses. Taxable profit will often differ from accounting profit and management may need to exercise judgment to determine whether some taxes are income taxes (subject to deferred tax accounting) or operating expenses.

Deferred tax assets and liabilities are measured using enacted or substantively enacted tax rates expected to apply when the differences are expected to be recovered or settled. The determination of the ability of the Company to utilize tax loss carryforwards to offset deferred tax liabilities requires management to exercise judgment and make certain assumptions about the future performance of the Company. Management is required to assess whether it is "probable" that the Company will benefit from these prior losses and other deferred tax assets. Changes in economic conditions, commodity prices and other factors could result in revisions to the estimates of the benefits to be realized or the timing of utilizing the losses.



MEGA URANIUM LTD.

Notes to Condensed Interim Consolidated Financial Statements

Three and Nine Months Ended June 30, 2024

(Unaudited - In thousands of Canadian dollars, except for securities and per share amounts)

3. Cash and cash equivalents

	As at June 30, 2024	As at September 30, 2023
Cash	\$ 808	\$ 337
Short-term deposits in bank	35	10
Cash and cash equivalents	\$ 843	\$ 347

4. Receivables and prepaid expenses

	As at June 30, 2024	As at September 30, 2023
Sundry receivables	\$ 120	\$ 256
Sales tax receivables	56	49
Prepaid expenses	18	5
	\$ 194	\$ 310

As at June 30, 2024, no receivables are past due.

5. Marketable securities

Marketable securities consist of equity investments in junior or small cap mining companies for the following periods indicated:

	As at June 30, 2024	As at September 30, 2023
Investments at fair value	\$ 31,076	\$ 25,281
Cost	\$ 31,337	\$ 23,378

The Company has classified its investments in marketable securities as financial assets at FVTPL and unrealized gains and losses or changes in fair value are recorded at FVTPL.

6. Restricted cash

As at June 30, 2024, AUD\$nil (CAD\$nil) (September 30, 2023 – AUD\$350 (CAD\$305)) of pledged cash remained held in a guaranteed investment certificate as collateral for a letter of guarantee issued to the State of Queensland, Australia, related to the mining leases for the Ben Lomond property, which the Company sold to Consolidated Uranium Inc. ("CUR") during 2022 fiscal year. Upon closing of the sale of the property, CUR became obligated to assume the guarantee obligation and reimburse Mega for the underlying amount. During the nine months ended June 30, 2024, the AUD\$350 was returned to the Company.



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Notes to Condensed Interim Consolidated Financial Statements

Three and Nine Months Ended June 30, 2024

(Unaudited - In thousands of Canadian dollars, except for securities and per share amounts)

7. Equity investment

An associate is an entity over which the Company has significant influence, and is not a subsidiary or joint venture. Significant influence is presumed to exist when the Company has the power to be actively involved and influential in financial and operating policy decisions of the associate.

The Company accounts for its investment in an associate using the equity method. Under the equity method, the Company's investment in an associate is initially recognized at cost and subsequently increased or decreased to recognize the Company's share of profit and loss of the associate and for impairment losses after the initial recognition date. The Company's share of comprehensive earnings or losses of associates is recognized in comprehensive income (loss) during the period. Distributions received from an associate are accounted for as a reduction in the carrying amount of the Company's investment.

During the nine months ended June 30, 2024, Toro shares were consolidated on the basis of 50 pre-consolidation shares for one post-consolidation share. As at June 30, 2024, Mega held 9,226,256 shares of Toro, representing an equity interest of 7.67% in the company (September 30, 2023 – 9.65%).

The following is a summary of the Company's investment in Toro:

	Toro
Investment as at September 30, 2022	\$ 760
Additional investment	17
Mega's share of the loss	(727)
Loss on deemed disposition of equity investment in Toro	(50)
Investment as at September 30, 2023 and June 30, 2024	\$ -

The fair value of the equity investment in Toro is \$2,949 as at June 30, 2024 (September 30, 2023 - \$5,231) based on the applicable closing share price. Such fair value is categorized as level 1 within the fair value hierarchy.

As at June 30, 2024 and September 30, 2023, the Company determined that there were no indicators of impairment or impairment reversal on the equity investment in Toro.

8. Long-term investment

Mega holds 19,476,265 shares of NexGen as at June 30, 2024 (September 30, 2023 - 19,476,265). The change in the investment in NexGen is detailed as follows:

	Nine Months Ended June 30, 2024	Year Ended September 30, 2023
Opening balance	\$ 158,147	\$ 97,381
Unrealized gain for the period recorded in other comprehensive income	27,267	60,766
Closing balance	\$ 185,414	\$ 158,147



MEGA URANIUM LTD.

Notes to Condensed Interim Consolidated Financial Statements

Three and Nine Months Ended June 30, 2024

(Unaudited - In thousands of Canadian dollars, except for securities and per share amounts)

9. Right-of-use asset

	Nine Months Ended June 30, 2024	Year Ended September 30, 2023
Balance, beginning of period	\$ 408	\$ 54
Lease modification	-	435
Amortization	(71)	(81)
Balance, end of period	\$ 337	\$ 408

The rights-of-use asset is amortized over a five-year term. Refer to note 12 for further details.

10. Amounts payable and other liabilities

	As at June 30, 2024	As at September 30, 2023
Trade payables	\$ 617	\$ 116
Due to related parties (note 13)	1,324	1,177
Accrued liabilities	25	88
	\$ 1,966	\$ 1,381

11. Due to broker

Due to broker consists of margin borrowings collateralized by the Company's investments held at the broker, plus accrued interest. In the normal course of business, the Company utilizes margin borrowings primarily to finance its investment activities. Interest is calculated on the daily outstanding balance, compounded monthly, at the broker's applicable designated rate in effect from time to time, depending on the amount of margin borrowing outstanding at that time. An interest rate of 7.95% was applied to the Company's margin borrowing during the reporting period.

12. Lease liabilities

The Company has recorded the current office lease as a right-of-use asset (note 9) and lease liability in the consolidated statements of financial position as at June 30, 2024. At the commencement date of the lease, the lease liability was measured at the present value of the lease payments that were not paid at that date. The lease payments are discounted using an interest rate of 10%, which is the lease specific incremental borrowing rate.

The continuity of the lease liabilities is presented in the table below:

	Nine Months Ended June 30, 2024	Year Ended September 2023
Balance, beginning of period	\$ 421	\$ 63
Lease modification	-	429
Interest expense	29	32
Lease payments	(90)	(103)
Balance, end of period	\$ 360	\$ 421



MEGA URANIUM LTD.

Notes to Condensed Interim Consolidated Financial Statements

Three and Nine Months Ended June 30, 2024

(Unaudited - In thousands of Canadian dollars, except for securities and per share amounts)

12. Lease liabilities (continued)

The lease liabilities are classified as follows:

	As at June 30, 2024	As at September 30, 2023
Current portion	\$ 88	\$ 82
Non-current portion	272	339
Total lease liabilities	\$ 360	\$ 421

Maturity analysis - contractual undiscounted cash flows

As at June 30, 2024

Less than one year	\$ 120
One to five years	310
Total undiscounted lease obligations	\$ 430

13. Related party transactions

All transactions with related parties have occurred in the normal course of operations and are recorded at the exchange amount, which is the amount of consideration established and agreed to by the related parties. Related party transactions were as follows for the three and nine months ended June 30, 2024 and 2023.

Type of service	Nature of relationship	Three Months Ended June 30,	
		2024	2023
Short-term compensation benefits ^(a)	Directors	\$ 78	\$ 93
Short-term compensation benefits ^(b)	Officers	\$ 152	\$ 152
Stock-based compensation benefits ^(c)	Directors and officers	\$ 280	\$ 156
Administrative services ^(d)	Officers	\$ 6	\$ 6

Type of service	Nature of relationship	Nine Months Ended June 30,	
		2024	2023
Short-term compensation benefits ^(a)	Directors	\$ 263	\$ 278
Short-term compensation benefits ^(b)	Officers	\$ 804	\$ 632
Stock-based compensation benefits ^(c)	Directors and officers	\$ 680	\$ 682
Administrative services ^(d)	Officers	\$ 18	\$ 18

^(a) Represents the portion of annual retainers for board and committee service paid to all of the directors during the period.

^(b) Represents fees paid as compensation to the Company's Chief Executive Officer, Executive Vice President - Australia and Chief Financial Officer for services rendered in their executive capacities.

^(c) Reflects costs associated with stock options granted as part of executive and director compensation.

^(d) Represents accounting services provided to the Company by Marrelli Support Services Inc., a corporation controlled by Mega's Chief Financial Officer, pursuant to an ongoing contractual arrangement.



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Notes to Condensed Interim Consolidated Financial Statements

Three and Nine Months Ended June 30, 2024

(Unaudited - In thousands of Canadian dollars, except for securities and per share amounts)

13. Related party transactions (continued)

During three and nine months ended June 30, 2024, the Company provided office space and other occupancy services to Toro and earned \$67 and \$201, respectively (three and nine months ended June 30, 2023 - \$nil) of income from Toro, which is included in other income.

Included in amounts payable and other liabilities are fees owing to officers and directors of \$1,324 as at June 30, 2024 (September 30, 2023 - \$1,177).

During the nine months ended June 30, 2024, officers and directors of Mega exercised 4,990,000 stock options (nine months ended June 30, 2023 - 2,150,000 stock options).

14. Share capital

a) Authorized share capital

At June 30, 2024, the authorized share capital consisted of an unlimited number of common shares.

The common shares do not have a par value. All issued shares are fully paid.

b) Common shares issued

At June 30, 2024, the issued share capital amounted to \$284,756. The changes in issued share capital for the periods were as follows:

	Number of common shares	Amount
Balance, September 30, 2022	358,935,636	\$ 282,620
Exercise of stock options	2,400,000	657
Balance, June 30, 2023	361,335,636	\$ 283,277
Balance, September 30, 2023	362,985,636	283,623
Exercise of stock options	6,370,000	1,133
Balance, June 30, 2024	369,355,636	\$ 284,756



MEGA URANIUM LTD.

Notes to Condensed Interim Consolidated Financial Statements

Three and Nine Months Ended June 30, 2024

(Unaudited - In thousands of Canadian dollars, except for securities and per share amounts)

15. Stock options

The Company grants options to directors, officers, employees and consultants under its 2007 Stock Option Plan. Under the plan, the Company is authorized to issue up to the number of common shares of Mega equal to 10% of the number of common shares outstanding from time to time. The term of an option granted under the plan may not exceed 10 years.

The stock options granted and currently outstanding vest in three-month intervals over an 18-month period from the date of grant and have five year terms, except for options held by two former directors, which will expire the earlier of their original five-year terms or two years from the directors' retirement from the board in March 2024.

The following table reflects the continuity of stock options for the periods ended June 30, 2024 and 2023:

	Number of stock options	Weighted average exercise price (\$)
Balance, September 30, 2022	35,140,003	0.19
Granted (i)(ii)	3,600,000	0.19
Exercised	(2,400,000)	0.16
Expired	(900,000)	0.21
Balance, June 30, 2023	35,440,003	0.19
Exercisable, June 30, 2023	29,215,000	0.19
Balance, September 30, 2023	35,465,003	0.20
Granted (iii)(iv)(v)	5,725,000	0.40
Exercised	(6,370,000)	0.11
Balance, June 30, 2024	34,820,003	0.25
Exercisable, June 30, 2024	27,886,668	0.22

(i) On January 2, 2023, the Company granted 1,925,000 stock options to employees, directors, officers and consultants of the Company at an exercise price of \$0.20 per share. These stock options vest in three-month intervals over an 18-month period from the date of grant. 1,625,000 of these stock options expire on January 1, 2028 and the remaining 300,000 stock options expire on March 26, 2026. The fair value of these options at the date of grant of \$0.12 was estimated using the Black-Scholes valuation model with the following assumptions: a 3.7 year expected life; an 84% expected volatility based on historical trends; risk-free interest rate of 3.59%; share price at the date of grant of \$0.20; and an expected dividend yield of 0%. The grant date fair value assigned to these options was \$235.

(ii) On June 1, 2023, the Company granted 1,675,000 stock options to employees, directors, officers and consultants of the Company at an exercise price of \$0.175 per share. These stock options vest in three-month intervals over an 18-month period from the date of grant and have a term of five years. The fair value of these options at the date of grant of \$0.105 was estimated using the Black-Scholes valuation model with the following assumptions: a 3.7 year expected life; an 82% expected volatility based on historical trends; risk-free interest rate of 3.63%; share price at the date of grant of \$0.175; and an expected dividend yield of 0%. The grant date fair value assigned to these options was \$176.

(iii) On January 2, 2024, the Company granted 1,675,000 stock options to employees, directors, officers and consultants of the Company at an exercise price of \$0.41 per share. These stock options vest in three-month intervals over an 18-month period from the date of grant. 1,375,000 of these stock options expire on January 1, 2029 and the remaining 300,000 stock options expire on March 26, 2026. The fair value of these options at the date of grant of \$0.224 was estimated using the Black-Scholes valuation model with the following assumptions: a 3.8 year expected life; an 75% expected volatility based on historical trends; risk-free interest rate of 3.5%; share price at the date of grant of \$0.41; and an expected dividend yield of 0%. The grant date fair value assigned to these options was \$375.



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Notes to Condensed Interim Consolidated Financial Statements

Three and Nine Months Ended June 30, 2024

(Unaudited - In thousands of Canadian dollars, except for securities and per share amounts)

15. Stock options (continued)

(iv) On March 1, 2024, the Company granted 1,375,000 stock options to employees, directors, officers and consultants of the Company at an exercise price of \$0.38 per share. These stock options vest in three-month intervals over an 18-month period from the date of grant and have a term of five years. The fair value of these options at the date of grant of \$0.211 was estimated using the Black-Scholes valuation model with the following assumptions: a 3.8 year expected life; an 73% expected volatility based on historical trends; risk-free interest rate of 3.68%; share price at the date of grant of \$0.38; and an expected dividend yield of 0%. The grant date fair value assigned to these options was \$290.

(v) On June 1, 2024, the Company granted 2,675,000 stock options to employees, directors, officers and consultants of the Company at an exercise price of \$0.395 per share. These stock options vest in three-month intervals over an 18-month period from the date of grant and have a term of five years. The fair value of these options at the date of grant of \$0.22 was estimated using the Black-Scholes valuation model with the following assumptions: a 3.8 year expected life; an 73% expected volatility based on historical trends; risk-free interest rate of 3.86%; share price at the date of grant of \$0.395; and an expected dividend yield of 0%. The grant date fair value assigned to these options was \$589.

The following table summarizes information about stock options outstanding and exercisable as at June 30, 2024:

Expiry date	Exercise price (\$)	Weighted average remaining contractual life (years)	Number of options outstanding	Number of options vested (exercisable)	Number of options unvested
May 31, 2025	0.100	0.92	5,007,500	5,007,500	-
August 31, 2025	0.140	1.17	1,175,000	1,175,000	-
February 28, 2026	0.195	1.67	1,658,334	1,658,334	-
March 26, 2026	0.265	1.74	300,000	300,000	-
March 26, 2026	0.260	1.74	300,000	300,000	-
March 26, 2026	0.255	1.74	1,400,000	1,400,000	-
March 26, 2026	0.350	1.74	300,000	300,000	-
March 26, 2026	0.255	1.74	300,000	300,000	-
March 26, 2026	0.280	1.74	300,000	300,000	-
March 26, 2026	0.200	1.74	300,000	250,000	50,000
March 26, 2026	0.175	1.74	300,000	200,000	100,000
March 26, 2026	0.295	1.74	300,000	150,000	150,000
March 26, 2026	0.410	1.74	300,000	50,000	250,000
May 31, 2026	0.265	1.92	1,362,501	1,362,501	-
August 31, 2026	0.260	2.17	1,366,668	1,366,668	-
January 1, 2027	0.255	2.51	6,225,000	6,225,000	-
February 28, 2027	0.350	2.67	1,375,000	1,375,000	-
May 31, 2027	0.255	2.92	1,375,000	1,375,000	-
August 31, 2027	0.280	3.17	1,375,000	1,375,000	-
January 1, 2028	0.200	3.51	1,625,000	1,354,166	270,834
May 31, 2028	0.175	3.92	1,375,000	916,666	458,334
September 5, 2028	0.295	4.19	1,375,000	687,499	687,501
January 1, 2029	0.410	4.51	1,375,000	229,167	1,145,833
February 28, 2029	0.380	4.67	1,375,000	229,167	1,145,833
May 31, 2029	0.395	4.92	2,675,000	-	2,675,000
		2.63	34,820,003	27,886,668	6,933,335



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15. Stock options (continued)

These stock options are expensed over the options' vesting periods in the consolidated statements of loss and comprehensive income (loss) and credited to share option reserve.

For the three and nine months ended June 30, 2024, included in the consolidated statements of income (loss) and comprehensive income (loss) was stock-based compensation expense of \$295 and \$723, respectively (three and nine months ended June 30, 2023 - \$170 and \$731, respectively) relating to the fair value of stock options granted and \$40 and \$99, respectively (three and nine months ended June 30, 2023 - \$21 and \$90, respectively) was expensed as exploration and evaluation.

16. Exploration and evaluation expenditures

The Company's key exploration properties are located in Western Australia and Queensland, Australia. The Company incurred \$158 and \$505, respectively in exploration expenditures during the three and nine months ended June 30, 2024 (three and nine months ended June 30, 2023 - \$26 and \$123, respectively).

In December 2023, Mega received an aggregate of 200,000 common shares of IsoEnergy Ltd. ("ISO") in satisfaction of an \$800 contingent payment that CUR became obligated to pay in accordance with the terms of its purchase of Mega's Ben Lomond uranium property. The payment was contingent on the monthly average spot price of uranium reaching US\$75. CUR was acquired by, and became a wholly-owned subsidiary of, ISO in December 2023.

In April 2024, Mega received an aggregate of 125,274 common shares of ISO (valued at \$525) and \$525 in cash in satisfaction of an \$1,050 contingent payment that CUR became obligated to pay in accordance with the terms of its purchase of Mega's Ben Lomond uranium property.

17. General and administrative expenses

The following table summarizes the general and administrative expenses incurred by the Company:

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2024	2023	2024	2023
Professional fees	\$ 101	\$ 67	\$ 150	\$ 104
Consulting and directors' fees	253	259	1,099	955
Shareholder relations and communications	1	9	11	35
Transfer agent and filing fees	1	25	126	135
Travel and promotion	56	34	171	110
Salaries and office administration	109	254	344	651
Stock-based compensation	295	170	723	731
Amortization	27	27	80	67
	\$ 843	\$ 845	\$ 2,704	\$ 2,788



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Notes to Condensed Interim Consolidated Financial Statements

Three and Nine Months Ended June 30, 2024

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18. Commitments and obligations

The Company has the following commitments and obligations as at June 30, 2024:

(i) The Georgetown property (Queensland) has a yearly commitment of \$274 (AUD\$300) for care and maintenance costs for the next five years. The Redport gold property (Western Australia) has a yearly commitment of \$137 (AUD\$150) for care and maintenance costs for the next five years.

(ii) The Company is subject to management contracts with certain executive officers that provide for payments under circumstances involving a change of control of Mega or termination of the officer's services. As at June 30, 2024, these contracts require that additional payments of approximately \$2,356 be made upon the occurrence of a change of control. The minimum commitment upon termination of these contracts is approximately \$1,138. A bonus would also become payable to the Chief Executive Officer in these circumstances (see (iii) below). As a triggering event has not taken place, the contingent payments have not been reflected in these consolidated statements.

(iii) The Company's Chief Executive Officer's compensation package includes a discretionary bonus that is dependent upon the excess of cash proceeds on disposition of the original NexGen investment net of acquisition and disposition costs and taxes. The entitlement is payable at the discretion of the board of directors up to a maximum amount equal to 5% of the net cash proceeds, provided that if a change of control of the Company or termination of the Chief Executive Officer's services without cause occurs, a 5% bonus will be payable based upon the deemed net proceeds of the investment applicable at the time. Fifty percent of the bonus may be settled in common shares of the Company (also at the discretion of the board and subject to regulatory approval).

19. Segmented information

The Company's operations are segmented on a regional basis and are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker who is responsible for allocating resources and assessing performance of the operating segments is Mega's Chief Executive Officer.

The Company's significant segments are divided into two distinct geographic areas. The Canadian operations are managed from the Company's head office in Toronto. The Australian operations are managed from Perth.

The following is segmented information of operations for the three and nine months ended June 30, 2024 and 2023 and as at June 30, 2024 and September 30, 2023:

Country/Region	Three Months Ended June 30,		Nine Months Ended June 30,	
	2024	2023	2024	2023
	Net income (loss)		Net income (loss)	
Canada	\$ (286)	\$ 1,292	\$ (2,713)	\$ (3,991)
Australia	(116)	(129)	(387)	(372)
	\$ (402)	\$ 1,163	\$ (3,100)	\$ (4,363)



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Three and Nine Months Ended June 30, 2024

(Unaudited - In thousands of Canadian dollars, except for securities and per share amounts)

19. Segmented information (continued)

As at June 30, 2024

Country/Region	Property, plant and right-of-use assets	Cash and cash equivalents	Other assets	Total assets
Canada	\$ 392	\$ 589	\$ 216,401	\$ 217,382
Australia	-	254	283	537
	\$ 392	\$ 843	\$ 216,684	\$ 217,919

As at September 30, 2023

Country/Region	Property, plant and right-of-use assets	Cash and cash equivalents	Other assets	Total assets
Canada	\$ 472	\$ 202	\$ 183,587	\$ 184,261
Australia	-	145	456	601
	\$ 472	\$ 347	\$ 184,043	\$ 184,862

The Company has no inter-segment revenues.

20. Management of capital

The Company includes the following items in its managed capital:

	As at June 30, 2024	As at September 30, 2023
Due to broker	\$ 15,892	\$ 8,624
Shareholders' equity comprises:		
Share capital	284,756	283,623
Share option reserve	68,163	67,795
Accumulated other comprehensive income	152,557	128,938
Deficit	(309,279)	(306,179)
	\$ 212,089	\$ 182,801

The Company's objectives when managing capital are:

- To maintain the necessary financing to complete exploration and development of its properties;
- To realize proceeds from sales of one or more of its properties;
- To maximize the income it receives from cash and cash equivalents without significantly increasing the principal at risk by making investments in high-credit-quality issuers; and
- To maintain a flexible capital structure that optimizes the cost of capital at an acceptable level of risk.



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20. Management of capital (continued)

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of its underlying assets. The Company maintains or adjusts its capital level to enable it to meet its objectives by:

- Realizing proceeds from the disposition of its investments;
- Utilizing or reducing leverage in the form of margin (due to broker);
- Raising capital through equity financings; and
- Reviewing and reducing capital spending on mineral properties when necessary.

The Company is not subject to any capital requirements imposed by a regulator. When using margin for its investing activities, however, the Company is subject to the margin requirements applicable thereto, which can require (at any time and from time to time) that the Company provide additional funds to its brokers depending on the then-value of its investments purchased on margin. To date, the Company has not declared any cash dividends to its shareholders. The Company's management is responsible for the management of capital and reviews its capital management approach on an ongoing basis through the preparation of annual expenditure budgets, which are updated regularly to take into account factors such as successful financings to fund activities, changes in property holdings and related obligations and exploration activities and believes that this approach, given the relative size of the Company, is reasonable. The properties in which the Company currently has an interest are in the exploration and development stage; as such, the Company is dependent on external financing to fund its activities. In order to carry out the planned activities, the Company will be required to raise additional funding.

There were no changes in the Company's approach to capital management during the period ended June 30, 2024.

21. Financial instruments

Part of Mega's business includes the acquisition and management of securities of public and private issuers. These and other assets and certain liabilities constitute financial instruments. The use of financial instruments can expose the Company to several risks, including interest rate, foreign exchange and market risks. A discussion of the Company's use of financial instruments and their associated risks is provided below:

(a) Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company's liquidity and operating results may be adversely affected if the Company's access to the capital markets is hindered, whether as a result of a downturn in stock market conditions generally or related to matters specific to the Company, or if the value of the Company's investments decline, resulting in lower proceeds on dispositions and losses upon dispositions. The Company generates cash flow primarily from its financing activities and proceeds from disposition of its marketable securities and long-term investments in addition to interest income earned on its investments.

From time to time, the Company uses varying levels of financial leverage (or "margin") to purchase investments. Trading on margin allows the Company to borrow part of the purchase price of the investments (using marginable investments as collateral) rather than pay for them in full. Buying on margin allows the Company to actively and opportunistically manage its investment portfolio, with lower upfront capital requirements.



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Three and Nine Months Ended June 30, 2024

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21. Financial instruments (continued)

However, if the market moves against the Company's positions and the Company's investments decline in value, the Company may be required to provide additional funds to its broker that could be substantial. Given the nature of the Company's business, the Company may not have sufficient cash on hand to meet margin calls and may be required to liquidate investments prematurely and/or at a loss, in order to generate funds needed to satisfy the Company's obligations. Furthermore, if the Company is unable to provide the necessary funds within the time required, the Company's marginable investments may be involuntarily liquidated at a loss by its broker to meet the obligations (and the Company may still be required to make up any additional shortfall in funds thereafter).

The Company reviews the amount of margin available on a daily basis. The Company holds investments that can be converted into cash when required.

As at June 30, 2024, under Mega's current arrangement with its broker, the Company had a maximum amount of available margin of \$18 million, of which it had utilized \$15,892.

The Company has working capital surplus as at June 30, 2024 of \$14,167. The funds are available as needed to fund the Company's ongoing expenditures. The Company regularly evaluates these holdings to ensure preservation and security of capital as well as maintenance of liquidity. There can be no assurance that the Company will be successful in its efforts to arrange additional financing on terms satisfactory to the Company. If additional financing is raised through the issuance of shares from the treasury of the Company, control of the Company may change and shareholders may suffer additional dilution. If adequate financing is not available, the Company may be required to delay, reduce the scope of, or eliminate one or more exploration activities of its interests. All of the Company's trade liabilities are due within the next 12 months.

(b) Market risk

Market risk is the risk that the fair value of or future cash flows from the Company's financial instruments will significantly fluctuate due to changes in market prices. The value of the financial instruments can be affected by changes in interest rates, foreign exchange rates, and equity and commodity prices. In the normal course of business, the Company is exposed to market risk as a result of its investments in publicly traded companies and marketable securities. During periods of significant broader market volatility or volatility experienced by the resource/commodity markets, the value of the Company's investment portfolio can benefit or be vulnerable to market fluctuations.

The following table shows the estimated sensitivity of the Company's after-tax net income (loss) for the period ended June 30, 2024, from a change in the closing bid price of the Company's investments in marketable securities with all other variables held constant as at June 30, 2024:

Percentage of change in closing bid price	Change in net after-tax income (loss) from % increase in closing bid price	Change in net after-tax income (loss) from % decrease in closing bid price
2%	\$ 432	\$ (432)
4%	865	(865)
6%	1,297	(1,297)
8%	1,729	(1,729)
10%	2,161	(2,161)



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Notes to Condensed Interim Consolidated Financial Statements

Three and Nine Months Ended June 30, 2024

(Unaudited - In thousands of Canadian dollars, except for securities and per share amounts)

21. Financial instruments (continued)

(c) Interest rate risk

Interest rate risk is the impact that changes in interest rates could have on the Company's income and liabilities. The Company has due to broker (margin) that bears a fluctuating interest rate. Due to broker can be repaid by the Company at any time, without notice or penalty, which provides the Company with some ability to manage and mitigate its interest rate risk. The Company does not hedge against any interest rate risk.

The following table shows the estimated sensitivity of the Company's net after-tax income (loss) for the period ended June 30, 2024 from a change in the interest rate on the average interest risk liabilities with all other variables held constant as at June 30, 2024:

Percentage of change in closing interest rate	Change in net after-tax income (loss) from % increase in interest rate	Change in net after-tax income (loss) from % decrease in interest rate
0.25%	\$ 29	\$ (29)
0.50%	58	(58)
0.75%	88	(88)
1.00%	117	(117)

(d) Currency risk

Currency risk is the risk that the fair value or future cash flows from the Company's financial instruments will fluctuate because of changes in foreign exchange rates. The Company is exposed to currency fluctuations as it presently holds funds in Canadian and Australian dollars and a significant amount of its costs and liabilities are denominated in Australian and other currencies. The Company has not entered into any foreign currency contracts to hedge this exposure.

The following table shows the estimated sensitivity of the Company's net after-tax income (loss) for the period ended June 30, 2024 from a change in all foreign currencies (Australian dollars and U.S. dollars) with all other variables held constant as at June 30, 2024:

Percentage of change in closing exchange rate	Change in net after-tax income (loss) from % increase in exchange rate	Change in net after-tax income (loss) from % decrease in exchange rate
2%	\$ 18	\$ (18)
4%	37	(37)
6%	55	(55)
8%	74	(74)
10%	92	(92)

(e) Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company has its cash and cash equivalents deposited with highly rated financial institutions. Other credit risk is limited to cash, restricted cash and trade receivables in the ordinary course of business. The balance of trade receivables owed to the Company in the ordinary course of business is not significant.



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Three and Nine Months Ended June 30, 2024

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21. Financial instruments (continued)

(f) Concentration risks

The Company is exposed to concentration risks as its investment portfolio is concentrated primarily in NexGen with an asset value of \$185,414 as at June 30, 2024, and \$158,147 as at September 30, 2023, and poses the risk that changes in its fair value can adversely affect the Company's after-tax net income (loss).

The following table shows the estimated sensitivity of the Company's after-tax net income (loss) for the period ended June 30, 2024, from a change in the closing bid price of the Company's investment in NexGen with all other variables held constant as at June 30, 2024:

Percentage of change in closing bid price	Change in net after-tax income (loss) from % increase in closing bid price of NexGen	Change in net after-tax income (loss) from % decrease in closing bid price of NexGen
2%	\$ 2,726	\$ (2,726)
4%	5,451	(5,451)
6%	8,177	(8,177)
8%	10,902	(10,902)
10%	13,628	(13,628)

(g) Fair value:

Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

The consolidated statements of financial position carrying amounts for cash and cash equivalents, receivables, amounts payable and other liabilities and due to broker approximate their fair values due to their short-term nature. Marketable securities and long-term investments in public companies are fair valued using the bid price on the closing date for the underlying investment. The fair value of marketable securities in private companies is determined from recently completed equity financings.

The Company does not fair value its investment in Toro as it is held as an equity investment (see note 7).

Fair value analysis

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into levels 1 to 3 based on the degree to which fair value is observable:

Level 1 - Fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - Fair value measurements are those derived from 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 - Fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The level within which the financial asset or liability is classified is determined based on the lowest level of significant input to the fair value measurement.



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21. Financial instruments (continued)

The Company's financial assets measured at FVTPL have used Level 1 and Level 2 valuation techniques during the nine months ended June 30, 2024. The carrying values of the Company's financial assets and liabilities approximate their fair values as at June 30, 2024.

As at June 30, 2024 and September 30, 2023, the fair values of cash and cash equivalents, restricted cash, receivables and amounts payable and other liabilities approximate their carrying values because of the short-term nature of these instruments. Financial assets and financial liabilities measured at fair value on a recurring basis include:

As at June 30, 2024

	Level 1	Level 2	Level 3	Total Fair Value
Marketable securities	\$ 27,663	\$ 3,413	\$ -	\$ 31,076
Long-term investment	185,414	-	-	185,414
	\$ 213,077	\$ 3,413	\$ -	\$ 216,490

As at September 30, 2023

	Level 1	Level 2	Level 3	Total Fair Value
Marketable securities	\$ 21,916	\$ 1,155	\$ 2,210	\$ 25,281
Long-term investment	158,147	-	-	158,147
	\$ 180,063	\$ 1,155	\$ 2,210	\$ 183,428

